

ARTICLES OF INCORPORATION AND BYLAWS

CERTIFICATION OF INCORPORATION 35610

13 FEBRUARY 1994

The name or title by which this society shall be known in law shall be

UTTRANCHAL CULTURAL ASSOCIATION

No part of the society's money shall inure to the benefit of any member or individual; no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation; and it will not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

"In the event of dissolution, its assets shall be passed on to an organization or organizations organized and operated exclusively for cultural activities or other development of 'Uttranchal'"

Article amended on 9th June, 1960, and filed on the 13th day of June, 2002

BYLAWS OF

UTTRANCHAL CULTURAL ASSOCIATION (as adopted in 1994 and amended in December 2002)

ARTICLE I – NAME AND ORGANIZATION

Section 1 – Name

The name of this Society is the UTTRANCHAL CULTURAL ASSOCIATION hereinafter referred to as "the Society".

Section 2 – Incorporation

THE SOCIETY was formed on October 15, 1994 at an organizational meeting held at 28 Highcourt Street, Scarborough, ONT.

Section 3 – location

Section 2. The office of the Society shall be located in the City of Toronto or such other localities as may be determined by the Board of Directors.

Section 4 – Office

The address of the office of the Society is 28 Highcourt Street, Scarborough, ONT.

ARTICLE II – OBJECTIVES

Section 1 – Purpose

The Uttrachand Cultural Association is a non-profit, cultural association, dedicated to promote Uttranchal culture, understanding and brotherhood among residents of Uttranchal in Canada. Specifically, its objectives are:

1. To promote Uttranchal culture in Canada and nearby countries.
2. To assist new Immigrants coming from Uttranchal or have some association with Uttranchal.
3. To promote understanding and brotherhood among residents of Uttranchal in Canada.
4. To assist in the development of Children, youth and senior citizen having association with Uttranchal.
5. To conduct meeting, seminars, celebration of festivals and special occasion.
6. To encourage association member for sports and other activities.
7. To promote and provide a forum for exchanging information and experiences on different subjects.

Section 2 – Powers

The members of the Society, either individually or collectively, are empowered to implement the objectives of the Society in consonance with the dignity of individual and the reputation of the Society. The Society may approve or adopt any report, standard, code, formula, or recommended practice pertinent to its objectives, but no substantial part of the Society's activities shall involve carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE III - MEMBERSHIP

Section 1 - General Membership

Any person/family who is or has been associated with Uttranchal is eligible to become a Member of society. The general qualifications for the membership of society are as follows:

- a. He/she is resident of Canada.
- b. He/she, his/her family or forefathers has or has been associated with Uttranchal.
- c. He/she is not barred to become member of Society.
- d. He/she shall be age 18 or older;

Section 2 – category of Membership

THE SOCIETY shall have the following categories of membership:

1. Regular Member

- a. Regular MEMBERSHIP shall be open to families consisting of husband and wife and/or children eighteen (18) years and under who qualify in all respects as individual members.
- b. Child over 18 residing in the same house with a Regular member will be considered as family.
- c. An Individual who qualify to become a member of society.

2. Senior Member

- a. Both husband and wife or living single is over the age of 65 years.
- b. Senior members may enroll themselves as Regular member.

3. Honorary

- a. Any person who has achieved recognition as outstanding in the affairs of the society may be elected as an Honorary member in annual meeting of Society.
- b. Any person who has made a significant contribution of service to the Society may be elected as an Honorary member in annual meeting of Society.
- c. Honorary members may be of any age.

4. Student member

- a. Any person who is studying in a recognized college and not employed full-time position.

5. Patron member

- b. Any person who has made a significant contribution of service to the Society may be elected in annual general meeting of Society

Section 3 - Membership Rights and Privileges

The membership of the Society consists of:

1. Voting Members

- a. Only one person from family membership will be eligible to vote and he/she will be know as voting member.
- b. Voting Members have the rights to attend all meetings, receive official publications, and participate in Section activities, and eligible to hold any office.

2. Non-voting Members

- a. Only one person from family membership will be know as voting member. Rest of the family members will be known as Associates members.
- b. Associate member has all rights of a member except right of vote in election of officers/Board of Directors.

3. c. Vote

- a. Each member of the Society, except Honorary members, shall have one vote in the General Assembly and shall be eligible to hold elected and appointed office.

Section 4 - Admissions, Severance and Reinstatements

1. Application

An applicant for membership in the Society submits a application to the Society. The required fees and dues must accompany the application.

2. Admission

A qualified applicant shall be admitted to the Society upon recommendation of any member and approval by the Board of Directors.

3. Resignation

Resignation of members shall be made in writing to the Board of Directors and the resignation shall become effective when received or as otherwise stated therein; however, such resignation shall not entitle the resigning member to a refund or cancellation of dues paid or owed, nor forgiveness or cancellation of any other indebtedness to the Society. Further, such resigning member shall not have the right to vote in any matter submitted to the membership for a vote during the period of time between the tendering of such resignation and the effective date thereof. No resignation or voluntary withdrawal from membership by any member enrolled in this Society shall become effective as a release from the obligations thereof unless consented to and accepted by the Board of Managers.

4. Forfeiture

A member failing to pay dues by March 31 automatically forfeits membership.

5. Reinstatement

A person who has resigned or forfeited membership may rejoin the Society by submitting a written request to President/Secretary. Dues for the current fiscal year and the reinstatement fee as indicated on the membership form must accompany the request unless waived.

6. Revocation

The Board of Directors, by majority vote only, shall have the authority to revoke the membership of any individual.

7. Disqualification

No person may be enrolled as a member of this society shall be permitted to continue membership when the proofs of claim of qualification by descent shall be found to be defective or insufficient to substantiate such claims, or not properly authenticated.

A member, regardless of class of membership, who has brought grievous harm to the Society shall be dropped from the rolls of The Society by three quarters (3/4) affirmative vote of The Executive Board.

8. Others

Each new member of the Society shall receive a copy of the Constitution and Bylaws of the Society, upon first joining the Society. Each member of the Society shall receive a copy of the Constitution and Bylaws of the Society, upon making reasonable request to the Secretary.

Section 5 - The annual membership Fee

The annual membership dues for each of the membership categories shall be as follows:

Member : \$50.00 per annum
Student : \$25.00 per annum
Senior : No fee
Honorary : No fee
Patron : No fee

1. Membership dues may be reviewed by the Board of Directors, and any recommended revisions to the dues structure shall be brought before the Society members.
2. Dues are due and payable to the Treasurer at the start of each fiscal year. Current members of the Society who fail to pay dues before the adjournment of the regular meeting of the General Assembly held in the third month of the fiscal year shall be considered lapsed members, until such time full payment of annual dues is rendered to the Treasurer.
3. Annual membership dues are not portables.
4. Dues are payable to the Uttranchal Cultural Society, for deposit by the Treasurer.
5. All Membership shall be for a period of one (1) year and shall begin on January 1st of each calendar year.
6. Membership may be terminated if one has not paid the current fees within 90 days after the date on which it was due.

ARTICLE IV - OFFICERS

Section 1 – List - The officers of the Society are:

1. President
2. Vice Presidents
3. Secretary
4. Treasurer
5. Chief Coordinator

Section 2 - Eligibility

1. To be eligible for election as an Officer of the Society, individuals must be members of the Society at the time of the.

2. The elected officers of this Society shall be the members of the Board of Directors, the President, the Vice President, the Secretary, Chief Coordinator and the Treasurer.

Section 3 - Term of Office

1. Each elected officer shall take office immediately upon election and shall serve for a term of approximately two years or until their successor is duly elected.
2. The term of officers may go beyond the two years if, due to unusual circumstances election are not held after completion of normal two years term.

Section 4 - Vacancies -

1. Whenever an officer of this Society shall die, resign or neglect to serve or be suspended or be unable to perform properly the duties of his office, by reason of absence, sickness or other causes, and whenever an office shall be vacant which the Society shall not have filled by an election, the Board of Directors shall have the power to appoint a member to such office, who shall act in such capacity until the Society shall elect a member to the vacant office, or until the inability due to "suspension, absence, sickness or other cause" shall cease.

Section 5 – Election

1. Officers shall be elected by the membership concurrent with the Board of Directors as provided by Article IX.
2. Officers shall be eligible for re-election without limitation.
3. A person can not be elected for two posts.
4. Vacancies and Removal: A vacancy in any elective office may be filled for the balance of the term thereof by a person selected by majority vote of the Board of Directors. The Board of Directors, in its discretion, by two-thirds vote only, may remove any officer from office.

Section 5 – Delegation of Authority

1. An Officer may delegate all or part of his or her authority, except (a) the right to vote, (b) the right to be counted as part of a quorum, and (c) the authority to sign checks or monetary drafts, to one or more individuals who may be member volunteers or employees of the Society.

Section 6 – Compensation

1. Officers and Board of Directors shall not receive compensation for their services. Reimbursable expenses shall be budgeted and the budget approved by the Treasurer and the President, prior to being incurred. Nothing herein shall preclude an officer from serving the Society in any other capacity and receiving fair and reasonable compensation for such services.

Section 7 - Duties and Powers

a. President -The President has the following duties and powers:

1. To represent the Society before the public and to preside at meetings of the Board of Directors and of the Membership.
2. Appointments – The President after consulting with Vice Presidents and receiving the approval of the Board of Directors shall make the appointment.
 - a. The President shall appoint the appointed officers of the Society, subject to approval by the General Assembly.
 - b. To appoint the Chair of each Standing Committee and each regular and Special Committee, necessary to carry on the functions of The Society.
 - c. The President shall appoint members of all committees, in consultation with the appropriate committee chairs.
 - d. The President shall temporarily fill or make interim appointment to fill vacancies in elected office.
 - e. The President shall be Ex Officio a member of all committees.

- f. Shall make interim appointments to fill any vacancies of an elected official or other such vacancy in the Society as it may occur from time to time.

3. Signatory Duties

- a. The President shall be the primary signatory for all authorized legal and other non-financial transactions of the Society, except those related to interactions with governmental bodies, for which the Secretary is the Registered Agent or authorized agent.
 - b. The President shall be the secondary signatory for all transactions related to interactions with governmental bodies, for which the Secretary is the Registered Agent or authorized agent.
 - c. The President shall be the secondary signatory for all authorized financial transactions of the Society.
4. To present a progress report at each meeting of the Board of Directors, of the Council of Section Representatives, and of the Membership.
5. Financial Duties
- a. To review the budget and authorize the signing of checks for the Society.
 - b. To ensure an external audit is performed and the report presented to the Council of Section Representatives.
 - c. Shall co-sign with the Treasurer all bank accounts of The Society.
6. To perform any other duties normally associated with the office of the President and assume any other responsibilities assigned by the Board of Directors.
7. To assist the Secretary in preparing an agenda for all meetings of the Board of Directors, of the Council of Section Representatives, and of the membership.
8. He shall enforce a strict observance of the Constitution and Bylaws of the Society.
9. Negotiations Duties
- a. Shall sign all contracts with the secretary that have been first approved by the Executive Board.
 - b. The President shall, when necessary or desired, conduct negotiations with individuals and organizations external to the Society, for the purpose of reaching agreements regarding possible joint affairs that
 - c. support and promote the purposes of the Society within the scope of the Society.
10. The President shall call all meetings of the Society and the Executive Board, and shall ensure that adequate notice of such meetings is given.
11. In case of his decease, resignation, neglect to serve or inability from any cause to act as President, the duties of the office shall devolve upon the Vice President, until the vacancy caused by such decease, resignation or neglect to serve shall be filled, or until the inability shall cease.

c. Vice Presidents - The VICE-PRESIDENT shall assist the President and shall preside at meetings of the Society and the Board in the absence or vacancy of the President. He or she shall be responsible for coordinating the activities of all Society Committees, and may serve as and ex officio member of any and all Committees. He or she shall perform such other duties as may be assigned by the Board. The Vice Presidents have the following duties and powers:

1. To attend all meetings of the Board of Directors, of the Council of Section Representatives, and of the Membership.
2. To act as officer contact for those committees put under her/his supervision by the President.
3. To perform any other duties and assume any other responsibilities assigned by the President, the Board of Directors, or the Council of Section Representatives, or normally associated with the office of Vice President.
4. He shall preside at meetings, in the absence of or at the pleasure of the President, and shall otherwise assist the President as requested.

d. Secretary - The Secretary has the following duties and powers:

1. The Secretary shall make and maintain the complete and accurate record of all business and affairs conducted by the Board of Directors and General Assembly.
2. The Secretary shall convey all such records in a timely manner to the Secretary's successor.
3. The Secretary may temporarily delegate any duty, except that of signatory, when necessary due to unavoidable absence
4. To bring to each meeting a copy of the Charter, the Bylaws, and the parliamentary authority of the Society.
5. To prepare and distribute the agenda for each meeting and to carry on the correspondence of the Society as directed by the President, the Board of Directors.
6. To issue the ballot with the proposed slate from the Nominating Committee and all candidates nominated by legal petition to each voting member.
7. To act as officer contact for those committees put under her/his supervision by the President.
8. To conduct the general correspondence of the Society and keep a record thereof.
9. He shall notify all qualified and acceptable candidates of their admission, and perform such other duties as the Society or the Board of Director.
10. He will maintain Historical and other documents and records of the Society other than those required to be deposited with the Registrar. He shall also notify the Registrar of all admissions to membership, and transmit to him the applications and proofs of eligibility of all persons so admitted.
11. He shall give due notice of the time and place of all meetings of the Society and the Board of Managers, and shall attend the same.
12. Signatory Duties
 - a. The Secretary shall be the primary signatory for all transactions related to interactions with governmental bodies, for which the Secretary is the Registered Agent or authorized agent.
 - b. The Secretary shall be the secondary signatory for all authorized legal and other non-financial transactions of the Society.
 - c. The Secretary shall be the tertiary signatory for all authorized financial transactions of the Society.
13. Meeting Minutes and Agendas
 - a. The Secretary shall keep the minutes of regular and special meetings
 - b. The Secretary shall submit a copy of minutes to the Member and Board of Directors immediately following each meeting.
 - c. The Secretary shall preserve a permanent typewritten record of all minutes.
 - d. The Secretary shall, in consultation with the President and other officers, produce and distribute meeting agendas.
 - e. To call the official roll and to read minutes, communications and documents at meetings of the Board of Directors.
14. Transactions with Governmental Bodies
 - a. The Secretary shall be the Registered Agent or authorized agent with respect to all interactions with the City of Austin, the State of Texas, the Internal Revenue Service, and other governmental bodies.
 - b. The Secretary shall maintain a complete record of all such interactions and shall in a timely manner make these records available for inspection by any Society member, upon reasonable request.
15. Constitution and Bylaws

- a. The Secretary shall maintain the official current copy of the Constitution and Bylaws of the Society.
- b. The Secretary shall in a timely manner render a copy of the Constitution and Bylaws to:
 - i. All new members of the Society;
 - ii. Any Society member, upon reasonable request; and
 - iii. All voting members of the Executive Committee, the Parliamentarian, and the Historian, upon the adoption of any amendment.
- c. The Secretary shall make available for inspection a copy of the Constitution and Bylaws in a timely manner to prospective members of the Society, upon reasonable request.

e. Treasurer

The Treasurer has the following duties and powers:

1. The Treasurer shall oversee all financial transactions of the Society and shall make and maintain the complete and accurate financial records of the Society, including different accounts, certificates of deposit, payables, receivables, and balances.
2. The Treasurer shall convey all such records in a timely manner to the Treasurer's successor.
3. The Treasurer shall in a timely manner make all financial records available for inspection by any Society member, upon reasonable request.
4. Financial Administration
 - a. The Treasurer shall ensure that all financial transactions and records are in accordance with generally accepted accounting principles and federal, state, and local laws.
 - b. At the start of each fiscal year, and whenever necessary, the Treasurer shall review and update as necessary all signature authorizations registered with financial institutions, so as to reflect only the current signatories for financial transactions.
 - c. The Treasurer shall regularly review the distribution of cash assets of the Society and shall make recommendations concerning the management of such assets to the greatest benefit of the Society.
5. Financial Summaries and Statements
 - a. The Treasurer shall submit a yearly summary report of financial activity to the Member and Board of Directors.
 - b. The Treasurer shall produce any financial summaries or statements as requested and required by the President or the Secretary to conduct authorized transactions by the Society, or as reasonably requested by the Board of Directors, and shall in timely manner deliver these summaries or statements to the requestor.
5. Roster
 - a. The Treasurer shall maintain the roster of Society members and corresponding categories of membership, with dues payment not in arrears.
 - b. The Treasurer shall regularly render copies of the roster, or a report of no change in roster on an annual basis to the Member and Board of Directors for the purpose of mailing list after the annual General Assembly quorum determination.
 - c. The Treasurer shall in a timely manner render a copy of the roster to any Society member, upon reasonable request.
6. The Treasurer shall maintain the roster of Society members and corresponding categories of membership, with dues payment not in arrears.
7. Signatory Duties
 - a. The Treasurer shall be the primary signatory for all authorized financial transactions of the Society.

- b. The Treasurer shall be the tertiary signatory for all authorized legal and other non-financial transactions of the Society.
 - c. The Treasurer shall be the tertiary signatory for all transactions related to interactions with governmental bodies, for which the Secretary is the Registered Agent or authorized agent.
8. The Treasurer may temporarily delegate any duty, except that of signatory, when necessary due to unavoidable absence.
 9. The TREASURER shall be responsible for the financial affairs of the Society. He or she shall receive all funds paid to the Society and shall pay all bills incurred by the Society, as authorized by the Board.
 10. He or she shall make a report at the annual meeting of the Society on the financial affairs of the Society.
 11. The Treasurer's signature shall be required on all checks payable to the Society. All checks issued by the Society shall be signed by the Treasurer.
 12. All Society checks payable to the Treasurer must be co-signed by the President. All Society funds shall be deposited to the credit of the Society in a financial institution approved by the Board
 13. To assume other financial duties assigned by the President, the Board of Directors.
 14. Out of these funds he shall pay such funds only as may be ordered by the Society or the Board of Directors, and shall perform such other duties as the Society or the Board of Directors or his office may require of him. He shall keep a true account of his receipts and payments, and at each annual meeting shall render a statement thereof, as well as a full statement of the financial condition of the Society, when a committee shall be appointed to audit his accounts.
 15. Prepare the annual budget with the advice and consent of the Board of Directors.
 16. Cause an annual audit to be made in time to be presented at the Annual General Meeting;
 17. Shall not disburse any Fund or pay any Debts or Bills without prior approval of the President or by the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

The initial Board shall consist of the President, Vice-President, Treasurer, Secretary, Executive Director and four Directors. The Board positions of President, Vice-President, Treasurer, Executive Director and Secretary shall be otherwise referred to as Officers. The number of officers and directors may change from time to time but shall never be less than nine. All Board members shall be elected from the membership of the Society. An members are eligible for election to the Board. The number of directors shall be determined by the current board of directors.

The affairs of the Society shall be governed by the Board of Directors. The Board of Directors shall be responsible for the overall supervision, control, direction and governance of the property, activities, and affairs of the Society, its committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursement of its funds; shall adopt such rules and regulations for the conduct of the Society's lawful activities and business as shall be deemed advisable; and may take any other legal action to promote the Society's welfare. Members of the Board or their agents may inspect the books of the Society for any appropriate purpose at any reasonable time. The Board of Directors shall have the authority to supersede and to exercise the powers, except the right to vote and the right to be counted as part of a quorum, of all other Boards, Committees, Councils, and Officers of the Society.

Section 1 - Members

The Board of Directors consists of the officers of the Society (as referenced in Article IV, Section 1), the Directors (two from each Region) elected by the voting members. Section

Section 2 - Eligibility

A candidate for Director must be a voting/Non-voting member in good standing of the Society.

Section 3 - Term of Office

The original term for each director shall be one year, subject to such directors earlier death, removal or resignation. Each director shall serve for his term of office and until his successor is duly elected and qualifies.

Section 4 - Meetings

Regular attendance at Board and Society meetings by all Officers and Directors is expected. In the event of a Board Member's absence at three or more consecutive Board meetings, the Board, at its discretion, may act immediately to declare the absentee Board member's position on the Board as vacant. The vacancy may remain intact for the remainder of the Board's term, or the Board, at its discretion, may act to fill the vacancy with the Society member receiving approval from a majority of the Board's members. The term for this newly-filled Board position shall expire at the same time as the Board's term.

Notice of all meetings of the Board shall be issued by the Secretary of the Board. For face-to-face meetings, The notice shall specify the time and location of the meeting, and in the case of a special meeting, the exact text of any question proposed to be voted on at the meeting.

1. **Regular Meetings** - The Board of Directors meets at least four times during the year. The first meeting is held as closely as possible to the beginning of the fiscal year. Regular meetings of the Board shall be held on such dates and at such times and places as the Board shall from time to time determine for the transaction of such business as may lawfully come before each meeting. It shall be the duty of the secretary of the corporation to give proper notice of the time, place and date of each regular meeting to each director.
2. **Special Meetings** - Special meetings of the Board shall be held whenever called by the secretary of the corporation upon the direction of the president of the corporation or upon written request of any two directors; and it shall be the duty of the secretary to give sufficient notice of such meetings in person or by mail or telegraph to enable the director so notified to attend such meetings.
3. **Annual Meeting** - Unless changed by the affirmative vote of the Board at any meeting thereof, the annual meeting of the Board shall be held at such time and on such date as set by the Board for the election of officers and the transaction of such other business as may lawfully come before the meeting. It shall be the duty of the secretary of the corporation to give 10 days notice of such meeting to each director in person, or by mail or telegraph to each director not personally notified.
4. **Quorum** - At any meeting of a Body, one-half of the Voting Members of the Body shall constitute a quorum for the transaction of the business of the Society. The vote required for the Body to act is more than half of the Voting Members present at a face-to-face meeting in which a quorum is present.
5. **Attendance** - Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction on the ground that the meeting is not lawfully called or convened.

Section 5- Vacancies, Removal Resignation

1. **Voting** - The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by law or these bylaws.
2. **Vacancies** - If the office of any Director shall for any cause become vacant, the unexpired portion of the term may be filled by a qualified person receiving a majority vote of the Board of Directors.
3. **Removal** - The Board may remove at any time any director from the Board when such removal is determined by the Board to be in the best interest of the corporation. Such determination shall be made by an affirmative vote of a majority of the members of the Board at any meeting of such board. The Board of Directors may in its discretion, by affirmative vote of two-thirds of its voting members, remove any Director for cause. Written notice of such removal shall be provided to the individual, and the removal shall take effect at the time specified in the notice.
4. **Resignation** - Each director shall have the right to resign at any time upon written notice thereof to the president or secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 5 - Duties

The Board of Directors has the following duties and powers:

1. To transact the business of the Society and serve as the chief policy-interpreting body of the Society.

2. To provide for the carrying out of decisions of the Board of Directors, of the Membership.
3. To approve the budget and authorize the expenditure of funds.
4. To advise the President on the appointment of the Chairs of the Standing Committees and to approve the appointments.
5. To select the external auditor and to ensure a competent audit of the financial records of the Society.
6. To secure counsel in parliamentary and legal matters for the Society when necessary.
7. To fix the time and location of the annual Conference.
8. To attend all meetings of the Board of Directors.

ARTICLE VI. COMMITTEES.

The Board shall create standing and ad hoc committees as it deems necessary to pursue the goals of the Society. Each committee shall serve at the pleasure of the Board.

Section 1.

The President may establish and appoint a special advisory committee having regard only to its competence on the special subject and without regard to membership in the Society. Committee members shall be appointed on recommendation of the Board.

Section 2. The Chairperson of a committee shall be appointed by the President.

Section 3. The President shall be an ex officio member of any committee established by the Board except the Nominating Committee.

Section 4. No committee may expend Society funds without authorization by the Board.

Section 5. Committee meetings shall be scheduled at the discretion of the Chairperson.

Section 6. The Board shall consider recommendations from each committee.

Section 7 - Members

The Chair of the Nominating Committee is a member of the Committee selected by the Board of Directors.

Section 8 - Duties

1. In addition, the Committee selects or assists in the selection of any other candidates as requested by the Board of Directors.
2. The Nominating Committee shall present its proposed slate to the Board of Directors.
3. The Committee reports administratively to the Board of Directors through the President who shall be its officer contact but not an ex-officio member of that Committee. The Nominating Committee presents its final report to the Board.

Section 9 - Eligibility

A candidate for member of the Committee must be a member of the Society and must have experience in the Society's affairs, which would provide an understanding of the requirements of each of the positions and a knowledge of the capabilities of those members who are eligible for nomination.

ARTICLE VII - ELECTIONS

Section 1. THE ELECTION of Officers and Directors shall be held and announced at the AGM. At this meeting voting members of the Society shall elect the following for a term of two (2) years:

President
Vice-President
Secretary
Treasurer
Executive Director
Directors(4)

Section 2. Officers and Directors may be elected to succeeding terms.

Section 3. ELECTION OF Officers and Directors shall be by simple majority of votes cast by ballots. Voting by proxy shall not be allowed. Each member may write on the ballot the name of any qualified member whom she/he wishes even though that member has not been nominated.

Section 4. TO BE ELIGIBLE FOR ELECTION as an officer or director, One must be a member in good standing with the Society.

Section 5. A MEMBER shall be allowed to hold only one (1) elected office at a time, but may hold an appointive office concurrently.

Section 6. Only one member of a household may be elected to an office in the Society.

Section 7. Nomination shall be made to the Presiding Officer for each position before the Election.

1. Elections shall proceed as follows:
 - a. Elections can be held, on the basis of the quorum of the General Assembly is present, and
 - b. Either the President or Vice-President or Presiding officer nominated by Board is present.
2. Election to each office shall proceed as follows:
 - a. Striking of candidates disqualified by virtue of having been elected to another office earlier in the proceedings.
 - b. Nominations from the floor of additional willing and qualified candidates until motion passes to close such nominations.
 - c. In a contested race, voting by count of raised hands for candidates in the order nominated.
 - d. Announcing the results of the vote.
3. The Presiding officer shall ensure that no voting member enters more than one vote for any one office.
4. Election to office in uncontested races shall not require a vote.
5. Election to office in a contested race shall be determined on the basis of having received the greatest number of votes.
6. The General Assembly may optionally approve to conduct any election vote by paper ballot in lieu of the counting of raised hands.
7. In the event elections cannot be held before the start of the new fiscal year, the current elected officers shall remain in office until elections can be held.
8. In the event of an apparently irresolvable tie vote, the election to the affected office may be postponed to the next regular meeting of the General Assembly at which elections can be held.
9. In the event that there are no willing and qualified candidates for an office, the election to the affected office may be postponed to the next regular meeting of the General Assembly at which elections can be held.

Section 8- Vacancies

1. A vacancy in the office of President is filled by the Vice President.
2. A vacancy in the office of a Vice President, Secretary, or Treasurer is filled by nomination by the Board of Directors.
3. A vacancy in the office of Director will be filled until the end of the fiscal year by election by the Board of Directors.

Section 9: THE TRANSITION of the outgoing OFFICERS to the incoming OFFICERS shall take place on the date advised by Presiding officer following the election of Officers and Directors. The newly elected Officers shall be given all of the records and items pertaining to that office:

1. The President shall receive the gavel, charter, President's files, and all other records pertaining to his office.
2. The Vice-President shall receive all records pertaining to his office.

3. The Secretary shall receive all records, membership rolls, files, correspondence, and all other items pertaining to his office; and
4. The transition of the Treasurer's Office shall be conducted in the following manner:
 - a. The Treasurer shall receive all records, financial reports, bank accounts, check books, cancelled checks, and all other items pertaining to his office;
 - b. The outgoing Treasurer shall transfer immediately or within twenty (20) days thereof all funds of the Society to a depository approved of and designated by the Board;
 - c. Prior to the transfer of funds, the Board shall cause an audit to be made of the outgoing Treasurer's records and
 - d. The incoming Treasurer shall be bonded in an amount designated by the Executive Board.

ARTICLE VIII - FINANCES

Section 1 - Fiscal Year - The Fiscal Year is Jan 1 to Dec 31.

Section 2 - Fees and Dues - The dues for each year shall be due and payable on or before January 1 of said year. The Board of Directors. In the event of the extended illness or disability of a member, either the Society or the Board of Director may waive dues for past years and the current year, but this power to waive dues shall not extend to years subsequent to the year in which such waiver is voted.

Section 3 - Use of Funds - The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Society.

Section 4 - Disposition of Funds - In the event of dissolution, the Society's assets shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations of Uttranchal.

Section 5 - Services - MEMBERS HOLDING OFFICE or members serving in any capacity in the Society are expected to serve on a voluntary basis and are expected to do so without pay. But the Board of Directors may, by resolution, authorize a policy that provides for fair and reasonable reimbursement of expenses incurred by Members in the performance of their duties. Reimbursable expenses shall be budgeted and the budget approved by the Treasurer and the President, prior to being incurred.

Section 6 - Expenses - ALL LEGITIMATE EXPENSES incurred by officers and others on behalf of and which are necessary to carry on the day-to-day business of the Society shall be promptly reimbursed subject to approval of Board.

1. **Recurring Expenses** - The expenses listed in this Section shall be considered to be recurring expenditures, for which the Treasurer shall be authorized to render monies, without obtaining prior approval of the General Assembly.
 - a. Fees associated with the maintenance of Society savings accounts, checking accounts, and certificates of deposit;
 - b. Dues and fees payable to an external organization with which the Society has formally affiliated;
 - c. Post office box rental;
 - d. Rental of storage space for Society owned equipment not exceeding \$100 per month.
2. **Nonrecurring Expenses:** Unless specifically prohibited from doing so by the General Assembly, the Treasurer shall be authorized to render monies for nonrecurring expenditures without prior approval of the General Assembly, provided the expenditures are approved by the Executive Committee and do not exceed \$100 between any two regular meetings of the Board.

Section 7 - Audit: The accounts of the Society shall be audited not less than annually by a committee appointed by the Board of Directors and who shall provide a report to the Board of Directors.

Section 8 - Budget: The Board of Directors shall adopt in advance of the next fiscal period an annual operating budget covering all activities of the Society.

ARTICLE IX- AMENDMENTS

Section 1 - Source of Amendments

THESE BY-LAWS may be revised, amended or rescinded from time to time by an affirmative vote of the members of the Board of Directors. Amendments to the bylaws may be proposed by any member to the Board of Directors.

Section 2 - Proposal of Amendments

PROPOSED CHANGES MAY BE MADE BY Members of the Society by submitting such recommendations in writing to the President who shall bring it before The Board for full consideration.

Section 3 - Vote Required with Notice

These bylaws may be amended by a majority vote of the entire Board provided notice of at least 30 days has been given to all members of the Society.