

APNA Foundation Constitution and Bylaws

Unanimous Written Consent
of the
Board of Directors
of
APNA Foundation
(the "Corporation")
In Lieu of an Organizational Meeting

The undersigned, being all of the directors of the Corporation, hereby consent to the adoption of the following resolutions without a meeting of the Board of Directors and consent that the following shall be effective as of the date of this consent as fully as if unanimously adopted at a duly called organizational meeting of directors held on said date:

RESOLVED, that the By-laws attached hereto as Exhibit A are hereby adopted as the By-laws of the Corporation, and that a copy of such documents shall be placed in the Minute Book of the Corporation.

RESOLVED FURTHER, that the officers named below are hereby elected to serve as such officers as specified in the By-laws:

President:	<u>Dr. Adishesha Reddy (Tuscaloosa Al)</u>
Vice President:	<u>Dr. Subramanyam Boyreddigari (Mineral Wells, TX)</u>
Secretary:	<u>Dr. Raghurama Sundaram (Birmingham, AL)</u>
Treasurer:	<u>Dr. Raghurama Sundaram (Birmingham, AL)</u>
Executive Director	<u>Bala Indurti (Atlanta, GA)</u>

RESOLVED FURTHER, that the President of the Corporation be, and he or she is, hereby authorized to execute on behalf of the Corporation any and all deeds, mortgages, notes, contracts, leases and other written agreements or instruments and that the Secretary or Assistant Secretary of the Corporation be, and he or she is, hereby authorized to attest the same and to affix the corporate seal thereto.

This the ___ day of _____, 2006.

Dr. Adishesha B. Reddy

Dr. Raghurama Sundaram

Dr. Subramanyam Boyreddigari

BY-LAWS

OF

APNA FOUNDATION
an Alabama non-profit corporation
(the "Corporation")

ARTICLE I

OFFICES

The principal office of the Corporation in the State of Alabama shall be located in Tuscaloosa County. The Corporation may have such other offices, either within or without the State of Alabama, as the Board of Directors may designate. The registered office and registered agent of the Corporation shall be as stated in the Articles of Incorporation of the Corporation (the "Articles") or as changed in accordance with law. Capitalized terms not otherwise defined in these By-laws shall have, when used herein, the respective meanings accorded to them in the Articles.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors comprising the initial Board of Directors shall be three (3) unless and until changed by resolution of the Board of Directors adopted at any regular meeting by the vote of two-thirds (2/3) of the then members of the Board, provided that the Board of Directors shall consist of not less than three, and that no decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting of directors and until his or her successor shall have been elected.

Section 3. Meetings. The annual meeting of the Board of Directors shall be held during the first seventy-five (75) days of the Corporation's fiscal year, as determined by the Board of Directors, and if a legal holiday, then on the first subsequent day that is not a legal holiday, at the principal office of the corporation in the city of Tuscaloosa, Alabama, or at such other place within or without the State of Alabama as may be deemed advisable by the Board of Directors. Special meetings of the Board of Directors may be called by the President or by any director.

Section 4. Notice. Notice of any meeting of the Board of Directors shall be given as the Board of Directors shall, from time to time, determine. Notice shall be deemed to be delivered when received. Any director may waive notice of any meeting. The 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, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any one or more directors may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating can hear each other at the same time, and such participation shall constitute presence in person at the meeting for all purposes of this Article II.

Section 5. Election of Directors. At the first annual meeting of the Board of Directors held in each calendar year, the members of the retiring Board of Directors shall by majority vote elect the new Board of Directors for the ensuing year. Any member of the Board of Directors shall have the right to make nominations. Each member of the retiring Board of Directors shall be eligible for nomination and election.

Section 6. Quorum. A majority of the number of directors fixed as provided in Section 2 of this Article II shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Vote Requirement. No action shall be taken by the Board of Directors unless authorized by the vote of a majority of directors present at the time of such vote.

Section 8. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director.

Section 9. Compensation. By resolution of the Board of Directors, the directors may be paid their reasonable out of pocket expenses of attendance, if any, at each meeting of the Board of Directors. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 10. Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise all the authority of the Board of Directors in the management of the Corporation and may have power to authorize the seal of the Corporation to be affixed to all papers that may require it, except that no such committee shall have the authority of the Board of Directors with reference to amending, altering or repealing these By-laws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Articles, restating the Articles, adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering

or repealing any action or resolution of the Board of Directors that by its terms provides that it shall not be amended, altered or repealed by such committee. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by the Board of Directors. Such committee or committees shall have such name or names as may be determined from time to time by resolution or resolutions adopted by the Board of Directors. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members thereof constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. The designation of any such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon the Board of Directors or the members thereof by law.

President, in consultation with the Board of Directors & Executive Director, is empowered to establish ad-hoc committees to accomplish such tasks and operations as to realize the objectives of the association, to investigate specific problems, procedures and matters of interest, and to make recommendations to the Board of Directors. In no event shall an ad-hoc committee, except for the audit committee, exist beyond the end of the term of the Board of Directors that establishes it.

Section 11. Informal Action. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be.

Section 12. Removal of Directors. One or more directors may be removed, with or without cause, by a vote of two-thirds (2/3) of the directors on the Board of Directors, and the directors may at such meeting elect a successor director or directors for the unexpired term of the director or directors removed.

Section 13. Dissent of Director to Action of the Board. Any director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a dissent to such action with the Secretary of the meeting before its adjournment or shall forward such dissent by registered or certified mail or personal delivery to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to a director who voted in favor of such action.

ARTICLE III

OFFICERS

Section 1. Number. The officers of the Corporation shall be a Chairman of the Board, a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers and assistant officers as may be deemed

necessary by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first annual meeting of the Board of Directors held in each calendar year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified or until the death, resignation or removal (in the manner hereinafter provided) of such officer.

Section 3. Appointment of Chairman of the Board of Directors. This position will be filled in the future upon the request of majority of Board of Directors.

Section 4. Removal. Any officer or agent elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the Corporation will be served thereby.

Section 5. Vacancies. A vacancy in any office elected or appointed by the Board of Directors because of death, resignation, removal or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. A vacancy in any other office for any reason shall be filled by the Board of Directors, or any committee, or superior officer to whom authority in the premises may have been delegated by these By-laws or by resolution of the Board of Directors.

Section 6. Chairman of the Board. The powers and duties of the Chairman of the Board shall be as set forth in Article III, Section 3 thereof.

Section 7. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. The Chairman or President may sign, with the Secretary or an Assistant Secretary, any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. If no Treasurer has been designated, the President shall also have the duties and powers of the Treasurer prescribed in Section 10 below. The President and Treasurer shall be the only authorized persons to sign the checks individually up to \$1000 (Only Thousand). Any check exceeding \$1000 (Only Thousand) shall require the signatures of both President and Treasurer.

Section 8. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so

acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to such officer by the President or the Board of Directors.

Section 9. Secretary. The Secretary shall (a) keep the minutes of meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such officer by the President or by the Board of Directors.

Section 10. Treasurer. The Treasurer and President shall be the only authorized persons to sign the checks individually up to \$1000 (Only Thousand). Any check exceeding \$1000 (Only Thousand) shall require the signatures of both Treasurer and President. He/she shall be responsible for issuing notice and collection of all dues and deposit the same in such banks or trusts as the Executive Committee may designate. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected from time to time by the Board of Directors; and (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such officer by the President or by the Board of Directors.

Section 11. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 12. Executive Director. Board of Directors will appoint an Executive Director with proven track record of Community Service to help in the strategic planning and execution of various activities of the foundation. This position can be filled by non physician.

ARTICLE IV

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be made by the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to its directors or officers.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Any check with excess amount of \$1000 will be.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Audit Committee. President, with the approval of the Board of Directors, shall appoint a three- member audit committee and name one of them as chairperson of the committee to audit the accounts every fiscal year. Only APNA foundation members in good standing shall be eligible to participate in the committee. However, the audit committee shall be permitted to obtain any professional help from an accountant to complete the assigned task. The committee shall verify all the accounts operated by APNA and submit a report to the Board of Directors

ARTICLE V

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year, unless the Board of Directors shall provide to the contrary by resolution.

ARTICLE VI

ACCOUNTING RECORDS

The Corporation shall maintain or cause to be maintained accounting records of the business and affairs of the Corporation, which records shall be open to inspection by the directors and officers at all reasonable times.

ARTICLE VII

NO DIVIDENDS

No dividends shall be paid and no part of the income or profits of the Corporation shall be distributed to its directors or officers. The Corporation may pay compensation in a reasonable amount to directors, officers and other employees for services rendered.

ARTICLE VIII

SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation and the words "Corporate Seal." If such a seal is not obtained, the words "Corporate Seal" following the signature of one or more officers on behalf of the Corporation shall constitute a proper affixing of the seal.

ARTICLE IX

WAIVER OF NOTICE

Whenever any notice is required to be given to any director of the Corporation under the provisions of these By-laws, the Articles or applicable provisions of Alabama law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

AMENDMENTS

The Board of Directors shall have power to alter, amend and repeal the By-laws of the Corporation or adopt new By-laws for the Corporation at any regular or special meeting of the Board by a vote of no less than a majority of all Directors on the Board.

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Written By: Dr. P. V. Rao