

# By-Laws

## SECTION ONE- ORGANIZATION

### SECTION TWO- MEMBERS

### SECTION THREE - MEETINGS OF MEMBERS

### SECTION FOUR -ELECTIONS

### SECTION FIVE - BOARD OF DIRECTORS (BOD)

### SECTION SIX -EXECUTIVE COMMITTEE

### SECTION SEVEN - OFFICERS

### SECTION EIGHT- EXECUTION OF NOTES AND INSTRUMENTS, DEPOSITS, GIFTS AND FUNDS

### SECTION NINE - GENERAL CORPORATE

### SECTION TEN -AMENDMENTS

### SECTION ELEVEN - CORPORATE ASSETS

#### ATTACHMENT A

#### ATTACHMENT B

#### ATTACHMENT C

#### ATTACHMENT D

**SECTION ONE- ORGANIZATION Top**

**1.01 Purpose:** Indo-American Senior Heritage (IASH) is a non-profit organization for enhancing health, culture, community awareness, quality of life, providing social services, and financial & housing assistance for seniors in Southern California.

The primary objectives and purposes of IASH shall be as follows:

- A. To foster, promote and support the health, social interaction and culture for seniors in Southern California.
- B. To educate and assist seniors to improve their quality of life.
- C. To teach, commemorate and celebrate cultural activities.
- D. To perform a variety of community outreach programs
- E. To plan senior complexes consisting of lodging & boarding, community center, limited medical facilities, and transportation services.

**1.02 Principal Office:** The principal office for the transaction of business of the Corporation shall be located at: 11428 Artesia Blvd, Suite 12, Artesia, Ca 90701.

**1.03 Governance:** The IASH shall be governed by a Board of Directors (herein after referred to as BOD) and an Executive Committee (EC). The Board shall oversee the long range planning for IASH and the EC shall take care of day-to-day affairs of IASH. The specific roles and responsibilities of the Board and EC are outlined in Sections Three, Four, Five and Six. The qualifications for Members on the Board and EC are listed in Sections Five and Six. In an event of a conflict of decisions, the Board shall make the final decision.

## SECTION TWO- MEMBERS Top

**2.01 General Qualification for Membership:** Any person who is over 50 years of age (any one spouse) and interested in the objectives and activities of IASH as described in 1.01 can submit an application to become a member of the Corporation. Exceptions to age criteria may be approved by the Executive Committee (EC) of IASH. Membership in IASH will be initially free of any dues or charges through December 31, 2005. IASH Board plans to offer various levels of memberships as outlined in attachment A.

**2.02 Admission:** Applicants meeting the above requirements shall be admitted to Membership on making application in writing, and upon approval by the EC

**2.03 Privileges:** All the Members shall have the privileges as defined in Attachment A based on the level of membership.

**2.04 Liability of Members:** No Members of this Corporation shall be personally liable for the debts, liabilities, or obligations of the Corporation.

**2.05 Termination of Membership:** Membership shall terminate on receipt by EC of the written resignation of a member. EC reserves the right to terminate membership for cause

**2.06 Membership:** The EC shall maintain a Membership book containing the name and address of each member

### **SECTION THREE - MEETINGS OF MEMBERS top**

**3.01 Place of Meetings:** All meetings of Members shall be held at the principal office of the Corporation, or at such other place as the Board/EC may designate within the State of California, specified in the notice calling the meeting.

**3.02 Notice of Meetings:** Notice of every meeting of Members shall be given in writing at least 10 (ten) days in advance to each member, either personally or by mail/e-mail, addressed to the member at his/her address appearing on the Corporation's books or given to the Corporation for the purpose of notice

### **SECTION THREE - MEETINGS OF MEMBERS top**

**3.03 Quorum:** The presence at any meeting, in person, or 10% of the Corporation Membership roster, shall constitute a quorum for the transaction of business.

**3.04 Conduct of Meetings:** Meetings of Members shall be presided over by the president of the Corporation or, in his/her absence by the Vice President or, in his/her absence by the secretary or, in his/her absence by the CFO/Treasurer. In the absence of all four, the BOD will choose a chairman for conducting the meeting. The secretary of the Corporation shall act as secretary of all meetings of the Corporation provided that in his/her absence the presiding officer shall appoint another person to act as secretary of the meeting.

**3.05 General Body Meeting:** There shall be at least one General Body meeting per year to be called by BOD.

**3.06 Special General Body Meeting:** A special general body meeting can be requested by a signed petition by at least 50 voting members or 10% of total membership whichever is less. EC will schedule such a meeting within 60 days of receipt of such petition.

**3.07 Voting:** No proxy voting shall be allowed.

#### **SECTION FOUR – ELECTIONS top**

**4.01 Nomination Committee:** The Board shall appoint a nomination committee to develop a slate of candidates for election to the Board and EC.

**4.02 Duties and Responsibilities of Nomination Committee:** The nomination committee shall have the following duties and responsibilities - This list is not all inclusive and the Board may add or delete additional duties and responsibilities.

- Solicit nominations for the election

#### **SECTION FOUR – ELECTIONS top**

- Inform and educate potential candidates of their roles and responsibilities
- Furnish a copy of the Bylaws to each candidate
- Document the nomination process and finalize list of nominations
- Submit the list to the Board

**4.03 Election Committee:** The Board shall appoint a committee of three or more people to elect the new members of the BOD and EC.

## **SECTION FIVE - BOARD OF DIRECTORS (BOD) top**

**5.01 Number and Qualification:** The authorized number of Directors shall be up to eleven (11) until changed by an amendment of the Articles of Incorporation or an amendment of this Section 5.01 of the Bylaws adopted by the Members. Directors must be residents of the State of California and must become members of IASH.

**5.02 Election and Term of Office:** The initial term of office of each Director shall be at least until 12/31/2007 or until his/her successor is elected. When the initial term of Directors expire, each year 3 Directors will be chosen to replace 3 of the existing Directors. Successors for Directors whose terms of office are expiring shall be designated by the Board in the year such terms expire. A Director may succeed himself/herself in office. However, a Director cannot serve on the Board of Directors for more than six (6) consecutive years (regardless of position). The attachment B shows current BOD members.

## **SECTION FIVE - BOARD OF DIRECTORS (BOD) top**

**5.03 Obligations of Directors:** At the first meeting of the new Board of Directors, the Board Members shall

assign duties and responsibilities to each Board member. Each Board member agrees to attend at least 75%

of Board meetings and fulfill their assigned duties and responsibilities to the best of their abilities

**5.04 Vacancies:** Vacancies on the Board of Directors may be filled by appointment by a majority of the remaining Directors.

**5.05 Place of Meetings:** Regular and special meetings of the Board of Directors shall be held at the principal office of the Corporation or at a place designated by an officer of EC or a Board member. The meeting can also be arranged via teleconference.

**5.06 Regular Meetings:** The Board of Directors shall hold regular meetings at a predetermined schedule four times per year, but not less than two (2) per calendar year to conduct Corporate business.

**5.07 Special Meetings:** Special meetings of the Board of Directors for any purpose may be called at any time by the President of EC or Chairman of Board. However, if the President is unwilling to call a special meeting, any six (6) Directors may call a special meeting of the Board.

**5.8 Action Without Meeting:** Any action which may be taken at a meeting of the Board of Directors may be taken without a face to face meeting if consented to by e-mail or a teleconference with at least 65% of votes in favor of an action.

**5.9 Quorum:** Six (6) Directors shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the Directors present at a meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

**5.10 Powers:** The Directors shall act only as a Board and an individual Director shall have no power as such.

**5.11 Compensation:** Directors shall receive no compensation for their services as Directors. IASH will reimburse out of pocket expenses incurred by Board members for conducting the corporate business of IASH.

**5.12 Tasks for Directors.** This is only a preliminary list and not claimed to be all-inclusive.

- Set ,approve and monitor goals and objectives of IASH
- Participate and provide guidance in obtaining funding/grants for IASH
- Formulate long term goals of IASH.

## SECTION SIX -EXECUTIVE COMMITTEE

**6.01 Number and Qualification:** The authorized number of EC members shall be at least four (4) until changed by an amendment of the Articles of Incorporation or an amendment of this Section 6.01 of the Bylaws.

A candidate elected as President, Vice President, Treasurer/CFO, and Secretary of EC shall also be a Board member.

**6.02 Election and Term of Office:** The term of office of each EC member shall be at least two (2) years or until his/her successor is elected. Successors for EC members whose terms of office are expiring shall be communicated to EC member by the Board. The attachment C indicates initially appointed EC members and their positions in IASH

**6.03 Obligations of EC Members:** At the first meeting of the new EC, the EC Members shall assign duties and responsibilities to each EC member.

**6.04 Vacancies:** Vacancies on the EC may be filled by appointment by the Board.

**6.05 Place of Meetings:** Regular and special meetings of the EC shall be held at the principal office of the Corporation or at place designated by Secretary or by teleconference.

**6.06 Regular Meetings:** The EC shall hold meetings as required, but not less than six (6) per calendar year to conduct corporate business.

**6.7 Compensation:** EC Members other than Executive Director of IASH shall receive no compensation for their services as EC Members. IASH will reimburse out of pocket expenses incurred by EC for conducting the corporate business of IASH. BOD shall determine the appointment and compensation for the Executive Director.

**6.8 Executive Director:** *BOD will decide when to appoint an Executive Director to operate and manage IASH. At such time, BOD will also determine compensation package, responsibilities and duties of Executive Director of IASH. Executive Director will also be a Board member and an officer of the IASH.*

**6.9 General List of Tasks for EC Members:** This is only a preliminary list and not claimed to be all-inclusive

- Coordinate and manage all activities of IASH. Maintain financial controls.
- Obtain funding and grants for IASH
- Develop programs and activities consistent with the goals and objectives within budgetary constraints of IASH.
- Develop annual report for the Board and for the members of IASH.



SECTION SEVEN - OFFICERS top

SECTION SEVEN - OFFICERS top

**7.01 Officers:** The officers of the Corporation shall be all members of EC. As a minimum, the officers shall be President, Vice President, Treasurer/CFO, and secretary. (Minimum four officers required).

## SECTION EIGHT top

### EXECUTION OF NOTES AND INSTRUMENTS, DEPOSITS, GIFTS AND FUNDS

**8.01 Checks, Evidences of Indebtedness:** All checks or other orders for payment of money, or other evidences of indebtedness of the Corporation shall be signed by any two (2) of the officers of the Corporation. Any financial commitment of IASH for \$25,000 or more will require approval by BOD.

**8.02 Execution of Corporate Contracts and Instruments:** Except as otherwise provided in the Bylaws, the Board of Directors may authorize, in writing, with two (2) or more officers, agents, or employees to enter into any contract or execute any instrument in the Corporation's name and on its behalf, the final contract when in excess of \$25,000 will require the approval by the Board of Directors.

**8.03 Deposits:** All funds of the Corporation shall be deposited within two (2) weeks of receipts to the credit of

the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select so

long as they are insured financial institutions. All checks or other orders for payment of money, or other evidences of indebtedness of the Corporation shall be signed by any two (2) of the officers of the Corporation. Any financial commitment of IASH for \$25,000 or more will require approval by BOD.

**8.04 Gifts:** The EC may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

**8.05 Indemnification of Directors/EC Members:** The liability of the Directors and EC members of the Corporation for any damages shall be insured. Insurance defending for acts, reimbursement for claims, costs; fines, defense, etc shall cover these liabilities.

## SECTION NINE - GENERAL CORPORAT top

**9.01 Inspection of Bylaws:** The Corporation shall keep at its principal office the original or a copy of the Bylaws as amended to date, certified by the secretary, which shall be open to inspection by the Members at all reasonable times.

**9.02 Minutes of Meetings:** The Corporation shall keep at its principal office, or at such other place as the EC

may order, a book of minutes of all meetings of Board of Directors, EC and General Body meetings, with the

time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the

names of those present at Board and EC meetings, the number of Members present, and whether quorum

present at General Body meetings and the proceedings thereof.

**9.03 Books of Account:** The Corporation shall keep and maintain adequate and fair accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses

**9.04 Inspection of Records by Directors/EC Members:** The books of account shall at all reasonable times be open to inspection by any Director or EC member

**9.05 Inspection of Records by Members:** The books of account and the minutes of meetings of the Directors, EC and General Body shall be available for inspection on the

written request of any member at any reasonable advance request in writing to the EC office

**9.06 Annual Report and Financial Statement.**  
necessary for the

preparation and submission to the Members of a written financial statements. Such

report shall summarize the Corporation's financial and operations of the preceding year. IASH fiscal

year shall be the same as calendar year. The annual report shall be submitted by July 31<sup>st</sup> of each year for

the previous year's activities.

**9.07 Conflict of interest or identification of interests:** BOD members and Committee

members shall not use their respective positions to gain any financial review there is a possible

conflict of interests, member shall so identify and refrain from discussions at

meetings. If a conflict of interests is identified, the member shall disclose the nature of the conflict to the members of the Board of Directors.

**9.08 Conduction of Meeting:** Except as limited by By-Laws, Robert's Rule of Order and Procedure shall govern all meetings.

**9.10 Arbitration:** Any issues that cannot be resolved by the BOD shall be submitted for arbitration and no legal actions shall be allowed. The decision by the arbitrator shall be final and binding.

**SECTION TEN -AMENDMENTS**

**10.01 AMENDMENTS :** Subject to any provisions of the Articles of Incorporation or law applicable to the Amendment of Bylaws of Non-Profit Corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the Board subject to approval by General Body. It should be noted that all attachments to the Bylaws are dynamic in nature and they may be modified by EC and Directors of IASH without approval of General Body.

## SECTION ELEVEN - CORPORATE ASSETS top

**11.01 Prohibition:** No Member, Director, EC member, Officer, employee or other person connected with this Corporation, or any other private individual, shall receive at any time any of the net earnings or profit from the operations of the Corporation, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Corporation. No such person or persons shall be entitled to share in the distribution of, or shall receive, any of the corporate assets on dissolution of the Corporation.

**11.02 Consent:** All Members of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution, the assets of the Corporation after all debts have been satisfied shall be distributed as required by the Articles of Incorporation of this Corporation .

## SECTION ELEVEN - CORPORATE ASSETS top

No Member, Director, EC member, Officer, employee or other person connected with this Corporation, or any other private individual, shall receive at any time any of the net earnings or profit from the operations of the Corporation, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Corporation. No such person or persons shall be entitled to share in the distribution of, or shall receive, any of the corporate assets on dissolution of the Corporation.

All Members of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution, the assets of the Corporation after all debts have been satisfied shall be distributed as required by the articles of Incorporation of this Corporation .

## ATTACHMENT A top

### Levels of memberships and dues for IASH

#### 1. General Membership

Membership dues will begin on January 1 of each year starting with the year 2006 (Calendar year membership)

Each person including a couple must become an individual member of IASH in order to be able to vote. In order to vote, one has to be a member of IASH for at least 6 months.

#### 2 Other levels of Memberships.

IASH will announce several other levels of memberships at a future date based upon programs and activities plans.

## ATTACHMENT B top

### BOARD OF DIRECTORS

1. Ashok Desai
2. Uma Gulani
3. Harkishan Vasa
4. Uka Solanki
5. B U Patel
6. Anil Parekh
7. Purnima Karia

Note: Subsequent to Dec 31<sup>st</sup>, 2009 term expiration; only 3 Directors will be replaced annually. Initial term for the Directors listed above will expire on December 31<sup>st</sup>, 2007; however; they may continue as Directors for an additional term if nominated and elected.

**ATTACHMENT C top**

**EXECUTIVE COMMITTEE MEMBERS**

1. President- Uka Solanki
2. V.P.- B U Patel
3. Secretary- Anil Parekh
4. Treasurer/CFO -Chiman Adial
5. Asst Secretary -Nitin Shah
6. Asst Treasurer -Raj Dhami
7. Executive Director -TBD
8. Public Relations and media -Ramjibhai Patel
9. Legal and Regulatory Affairs -TBD

Note: The initial term for all on this list shall expire on Dec 31<sup>st</sup>, 2006; however; they may reappointed by the nomination committee to serve an additional term.

1. President- Uka Solanki
2. V.P.- B U Patel
3. Secretary- Anil Parekh
4. Treasurer/CFO -Chiman Adial
5. Asst Secretary -Nitin Shah
6. Asst Treasurer -Raj Dhami
7. Executive Director -TBD
8. Public Relations and media -Ramjibhai Patel
9. Legal and Regulatory Affairs -TBD

Note: The initial term for all on this list shall expire on Dec 31<sup>st</sup>, 2006; however; they may reappointed by the nomination committee to serve an additional term.



**ATTACHMENT D top**

**EXECUTIVE COMMITTEE MEMBERS**

**President**  
Chiman Adial 714-738-8372

**Vice President**  
Mohan Dadlani 562-972-7229

**Secretary**  
Jaspal Singh Maju 562-286-4472

**Treasurer**  
Naginbhai Tailor 714-828-4975

**Joint Treasurer**  
Mallikaben Panchal 714-771-2238

**Public Relations**  
Ramjibhai Patel 562-659-4353      Rameshbhai Raval 714-613-3276

**Committee At large**

**Jayeshbhai Patel**      **Jagdishbhai Purohit**  
310-541-2050      909-599-9883

**Ramnikbhai Chowhan**      **Harshadbhai Mehta**  
818-359-9523      714-524-1961

**Kamal Desai 310-465-6337**

**MEMBERS AT LARGE**

**Joint Treasurer**

**Public Relations**

**Committee-At-large**

**Jayeshbhai Patel**      **Jagdishbhai Purohit**  
310-541-2050      909-599-9883

**Ramnikbhai Chowhan**      **Harshadbhai Mehta**  
818-359-9523      714-524-1961

**Kamal Desai 310-465-6337**

IASH will appoint Members At Large for various tasks and various committees. This list will be dynamic and will be modified based upon the needs of IASH

IASH will appoint Members At Large for various tasks and various committees. This list will be dynamic and will be modified based upon the needs of IASH