

**BYLAWS OF  
INDIAN-AMERICAN RELATIONS COUNCIL, INC.**

Article I - Offices

Section 1.1. Principal Office. The principal office of the corporation shall be 2040 Manor Drive, Lexington, KY 40502. The corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the business of the corporation may require from time to time.

Section 1.2. Registered Office and Registered Agent. The corporation shall maintain a registered agent in the Commonwealth of Kentucky. The corporation's initial registered agent is Dinsmore Agent Co., 250 W. Main Street, Suite 1400, Lexington, KY 40507.

Article II – Purpose and Mission

The corporation is organized exclusively for charitable and educational purposes, and shall at all times be operated in such manner as to qualify as an organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any United States Internal Revenue Law) (the "Code"), as such section may be interpreted by valid regulations and Internal Revenue Service rulings and determinations, including in such operations the making of distributions to organizations similarly exempt from federal income taxes.

Subject to the foregoing, said purposes include the following specific purposes: (i) addressing, analyzing, investigating, and eliminating prejudice and discrimination affecting the Indian-American community within the United States; (ii) defending and promoting human and civil rights secured by law for those in the Indian-American community within the United States; (iii) educating the public at-large and governmental representatives with respect to the foregoing; and (iv) conducting such other activities and providing such other services as are necessary or desirable for the accomplishment of the above stated purposes, so long as such activities and services are permitted under Chapter 273 of the Kentucky Revised Code and will not jeopardize the Corporation's qualification as an organization exempt from federal income taxes under Section 501(c)(3) of the Code, including, but not limited to, the making of distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and conduct activities consistent with such purposes, the nonprofit corporation laws of the Commonwealth of Kentucky, and Section 501(c)(3) of the Code.

The corporation will serve the needs of the Indian-American Community, including all persons of Indian origin, in the United States for addressing race relations, hate crimes, injustice and discrimination at Federal, State and Local Levels.

The corporation will represent the interests of the Indian-American Community residing in the United States in all such matters that come to its attention.

The corporation will investigate and act in a legal and ethical manner in pursuing an equitable outcome in all cases.

The corporation will serve as a clearinghouse of all information as well as a central rallying point for the Indian-American Community with a Representation in Washington D.C. in all matters concerning discrimination and injustice.

The corporation will investigate, analyze, act and follow up on issues which come to its attention regarding injustice and discrimination.

The corporation will have a professional team of individuals available to its Board of Directors to investigate and act on all such matters.

The corporation will work with other Ethnic Civil Rights and Advocacy Organizations with similar goals to promote the civil rights of all Americans.

The corporation will interact with other similar world organizations for the promotion of justice and human rights, as necessary.

### Article III - Members

The corporation shall have no members except by amendment to these bylaws; provided, however, that the Board of Directors may, in its discretion, create a program allowing persons to become "members" of the corporation, including through such program the vesting of certain limited rights, powers, and authorities as determined by the Board of Directors in its discretion, but without generally resulting in the vesting of the rights, powers, and authorities ordinarily afforded to members of a nonprofit corporation under applicable law.

### Article IV - Board of Directors

Section 4.1. General Powers. The business and affairs of the corporation shall be managed under the direction of a Board of Directors.

Section 4.2. Number and Composition. The Board of Directors shall consist of not less than three (3) nor more than thirteen (13) persons, as shall be fixed by the Directors in accordance with applicable law.

Section 4.3. Elections. The initial members of the Board of Directors shall be the Directors as set forth in the organizing resolutions of the Corporation. Thereafter, Directors shall be elected in accordance with either Section 4.5, if at the Annual Meeting, or Section 4.11, if an increase in the number of Directors then serving, as the case may be.

Section 4.4. Term. Each Director shall hold office for a term of three (3) years, measured by reference to the annual meeting of the corporation, and until the Director's successor is elected, or until the Director's earlier resignation, removal, or death.

Notwithstanding anything to the contrary, the initial terms for the initial members of the Board of Directors and any Directors elected prior to the first annual meeting scheduled in accordance with Section 4.5 shall, for purposes of such 3-year measurement, commence upon such first annual meeting scheduled in accordance with Section 4.5. A Director may be re-elected for up to two (2) consecutive 3-year terms. Upon the expiration of a Director's second consecutive 3-year term, such person shall not again be eligible to be elected to the Board of Directors until after the third (3rd) annual meeting following such expiration.

Section 4.5. Annual Meeting. The Board of Directors shall have an annual meeting, unless written action is taken by the Directors in lieu of such meeting in accordance with Section 4.14. The Board of Directors shall provide, by resolution, the date, time and place, either within or without the Commonwealth of Kentucky or solely by means of authorized communications equipment to the extent authorized by law, for holding an annual meeting, at which time, Directors shall be elected. Such resolution shall serve as notice of the annual meeting. Any other business may be transacted at the annual meeting without specific notice of such business being given, except such business as may require specific notice by law.

Section 4.6. Regular Meetings. The Board of Directors may provide, by resolution, the date, time and place, either within or without the Commonwealth of Kentucky, for holding regular meetings without notice other than such resolution. Meetings may be held solely by means of authorized communications equipment to the extent authorized by law.

Section 4.7. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the Chair, the President, or a majority of the members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Commonwealth of Kentucky, as the place for holding any special meeting of the Board of Directors called by them. Meetings may be held solely by means of authorized communications equipment to the extent authorized by law.

Section 4.8. Notice. Notice of any special meeting shall be given at least twenty (20) days prior thereto by written notice delivered personally, or by mail, facsimile, or electronic mail to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. If notice is given by facsimile or electronic mail, such notice shall be deemed to be delivered at such time as is noted on a confirmation sheet printed by the facsimile machine or computer from which such notice was sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless the Director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless pursuant to Section 4.15 below.

Section 4.9. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 4.10. Manner of Acting. Except as otherwise provided herein or under non-waiveable provisions of law, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.11. Vacancies. Any vacancy occurring in the Board of Directors, or an increase in the number of Directors then serving, may be filled by the affirmative vote of a majority of the remaining Directors even if there exists less than a quorum of the Board of Directors. A Director elected to fill any such vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

Section 4.12. Compensation. No Director shall receive compensation for his services as Director; however, any expenses incurred by any Director by reason of his duties or responsibilities as such may be paid by the corporation; provided, that nothing contained herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 4.13. Committees. The Board of Directors shall have authority to establish such committees as it may consider necessary or convenient for the conduct of its business. The Board of Directors may establish an Executive Committee in accordance with and subject to the restrictions set out in the statutes of the Commonwealth of Kentucky.

Section 4.14. Informal Action. Any action required or permitted to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken is signed by all of the Directors, or all the members of the committee, as the case may be, and is included in the minutes or is filed with the corporate records. Such consent shall have the same effect as a unanimous vote.

Section 4.15. Removal. Any Director may be removed for cause at any regular or special meeting called for such purpose upon a two-thirds (2/3) vote of all of the other Directors. For purposes of this Section 4.15, "cause" shall exist in the event of: (i) a Director's willful failure to perform his or her duties; (ii) a Director's willful failure to adhere to the purpose and mission of the corporation; (iii) a Director's willful engagement in dishonesty, illegal conduct, or misconduct, which, in each case, is injurious to the corporation; (iv) a Director's embezzlement, misappropriate, or fraud, whether or not related to the corporation; (v) a Director's conviction of or plea of guilty or nolo contendere to a crime that constitutes a felony (or state law equivalent) or a crime that constitutes a misdemeanor involving moral turpitude; or (vi) a Director's violation of a material policy of the corporation.

Section 4.16. Dues. The Board of Directors may establish dues from time to time in its sole and absolute discretion.

#### Article V - Officers

Section 5.1. Officers. The Officers of the corporation shall be a Chair, President, a Treasurer, a Secretary, and such other Officers as may be appointed by the Board of Directors and elected in accordance with the provisions of this Article. The same individual may simultaneously hold more than one office, except for the office of President and Secretary.

Section 5.2. Election and Term of Office. The Officers of the corporation shall be elected annually at the annual meeting of the Board of Directors during each calendar year. Vacancies may be filled or new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of two (2) years, measured by reference to the annual meeting of the corporation, and until the Officer's successor is elected, or until the Officer's earlier resignation, removal, or death. Notwithstanding anything to the contrary, the initial terms for the initial Officers and any Officers elected prior to the first annual meeting scheduled in accordance with Section 4.5 shall, for purposes of such 2-year measurement, commence upon such first annual meeting scheduled in accordance with Section 4.5. Upon the expiration of an Officer's 2-year term, such person shall not again be eligible to be elected to the same office until after the second (2nd) annual meeting following such expiration. Notwithstanding the foregoing, upon the expiration of the term of the Chair, the then serving Vice Chair shall automatically become the Chair as of the applicable annual meeting without the need for election to such position.

Section 5.3. Removal. Any Officer elected by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not of itself create contractual rights.

Section 5.4. Chair. The Chair shall preside at all meetings of the Board of Directors and shall perform all other duties as the Board of Directors shall assign. If the Board of Directors does not appoint a President, the Chair shall also be the Chief Executive Officer of the corporation

Section 5.5. President. The President shall be the Chief Executive Officer of the corporation and shall supervise and control all of the business and affairs of the corporation. The President shall perform all duties normally incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.6. Treasurer. The Treasurer shall: (1) have charge and custody of and be responsible for all funds and securities of the corporation; (2) 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 in accordance with the provisions of these Bylaws; and, (3) in general, perform all the duties normally incident to the office of Treasurer and such other duties as from time to time may be normally assigned by the President or the Board of Directors.

Section 5.7. Secretary. The Secretary shall: (1) keep the minutes of the shareholders' and of the Board of Directors' meetings in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (3) be custodian of the corporate records and stock transfer books of the corporation; (4) authenticate all records and documents of the corporation whenever appropriate; and, (5) in general, perform all duties normally incident to the Office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

#### Article VI - Contracts, Loans, Checks, and Deposits

Section 6.1. Contracts and Agreements. The Board of Directors may authorize any Officer(s) or Agent(s) to enter into any contract or agreement or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.2. Loans. No loans shall be contracted on behalf of 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.

Section 6.3. Checks, Drafts, Orders, 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(s) or agent(s) of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors; provided, however, that all checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation for an amount in excess of \$2,000 shall require the signature of two officers of the corporation.

Section 6.4. 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 6.5. Gifts. Any Director or Officer may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the corporation.

Section 6.6. Charitable Contributions. Any Director or Officer may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes of or for any special purpose of the corporation. Notwithstanding anything to the contrary, no corporate funds shall be invested in any speculative investments.

### Article VII - Books and Records

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, if any, committees and Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the corporation may be inspected by any Director, or his Agent or attorney, for any proper purpose at any reasonable time.

### Article VIII - Fiscal Year

The fiscal year of the corporation shall be the calendar year or such other fiscal year as is selected by the Board of Directors.

### Article IX - Waiver of Notice

Whenever any notice is required to be given under the provisions of these Bylaws, the Articles of Incorporation, or the corporation laws of the Commonwealth of Kentucky, waiver thereof in writing, signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### Article X - Indemnification

Each person who is or was a member, director, trustee, or officer of the corporation, whether elected or appointed, and each person who is or was serving at the request of the corporate as a member, director, trustee, or officer of another corporation, whether elected or appointed, including the heirs, executors, administrators, or estate of any such person, shall be indemnified by the corporate to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, trustee, officer, or employee or arising out of such person's status as a member, director, trustee, officer, or employee; provided, however, no such person shall be indemnified against any such liability, cost, or expense incurred in connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the corporation the reasonable expenses incurred in defending and threatened or pending action, suit, or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the corporate, the member, director, trustee, officer, or employee may at any time thereafter bring suit against the corporate to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also

the expense of prosecuting such claim. The corporate may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the corporate would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit corporate Act or under this Article, but it shall not be obligated to do so. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or board of directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law.

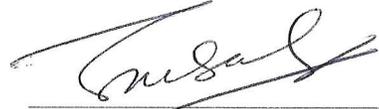
#### Article XI - Amendment of Bylaws

These Bylaws may be amended, altered, changed, added to, or repealed only by a two-thirds (2/3) vote of all of the members of the Board of Directors.

Certificate

I hereby certify that I am the Secretary of Indian-American Relations Council, Inc. and that the foregoing Bylaws were duly adopted by the Board of Directors on this the 1<sup>st</sup> day of September, 2017.

By:



Secretary