

PALM BEACH INDIA ASSOCIATION

BYLAWS – REVISED JUNE 2017

SECTION 1: NAME

- 1.1 The Name of the corporation shall be “Palm Beach India Association” as incorporated in 1991 under the laws of the state of Florida.

SECTION 2: INTERPRETATION

- 2.1 The “Association” and “PBIA” shall mean the Corporation, Palm Beach India Association.

SECTION 3: SEAL

- 3.1 The Corporate Seal of the Association shall be in such form as the Executive Committee may from time to time adopt and the seal shall be kept in the custody of the Secretary.

SECTION 4: FISCAL YEAR, HEAD OFFICE AND AREA OF OPERATION

- 4.1 The fiscal year of the Association shall be from April 1st to March 31st of the following year.
- 4.2 The head office of the Association shall be in Palm Beach County as determined by the Executive Committee from time to time and the area of operations shall be primarily Palm Beach County or as determined by executive committee.

SECTION 5: ATTAINMENT OF OBJECTIVES

- 5.1 As described in the constitution, the Association shall be a charitable organization without share capital non-profit making and totally dedicated to the advancement of Indian culture, and shall thrive to enhance and foster the Indian heritage and to advance and foster a sense of unity and belonging in the Indian community and also to advance the Spirit of Brotherhood between our community and other Asian and American communities.
- 5.2 The Association shall conduct itself with mutual respect without any form of discrimination based on sex, age, sect, creed, economic status, or any political differences of opinion.
- 5.3 Use of the name Palm Beach India Association will be for the purpose of the Indian community and such programs or functions has to be decided by the joint decision of the Executive Committee members.

SECTION 6: MEMBERS, MEMBERSHIP TYPES AND FEES

- 6.1 Membership in the Association shall be open to persons 18 years of age or over and who have received the approval of the Executive Committee by resolution at a duly constituted meeting of the Executive Committee. Membership shall not be transferable. The Association shall be composed of the following types of membership:
- 6.1.1 **Single Membership:** (comprised of a single individual).
- 6.1.2 **Family Membership:** (comprised of a husband, a wife, their unmarried children and their parents living in the same household).
- 6.1.3 **Honorary Membership:** (comprised of a single individual who, in the opinion of the Executive Committee, possesses exceptional qualities conducive in the furtherance of the objectives of the Association). This shall be a single membership. Honorary membership shall be granted for either current year or the following year.
- 6.1.4 **Donor Membership:** (comprised of a family, as defined in Section 6.1.2, above) shall be granted to family that donates or facilitates a donation to the Association a minimum of \$3,000 or more. Donor membership shall be granted for either current year or the following year. The Executive Committee shall have the right to increase this minimum donation amount.
- 6.1.5 **Life Membership:** Effective August 1, 2017 no new life membership shall be accepted and shall be capped at the number of existing Life Memberships as of July 31, 2017. All Life Memberships existing as of the July 31, 2017 shall be grandfathered in and shall remain until the death of the last paid member (husband or wife) of the family holding the Life Membership. Life Memberships shall carry all of the rights and benefits as a family membership.
- 6.2 The amount of fees and terms of payment for all classes of membership shall be set by the Executive Committee.
- 6.3 Failure of a member to discharge any financial obligation, including payment of fees to the Association within 30 days of

the due date constitutes cancellation of membership from the association.

- 6.4 Notwithstanding any termination of membership pursuant to section 14, a member shall continue to be liable for any financial obligations and/or fees due and owing at the time of termination of the membership.

SECTION 7: COMMITTEES

- 7.1 The Trustee Committee** shall be comprised of all the past presidents of the Association, who are current members in good standing. Effective from the beginning of fiscal year 2019-2020, Trustee committee shall be comprised of all the immediate past presidents of the Association for last 20 years (as determined at the beginning of the fiscal year), who are current members in good standing. Any eligible Trustee shall have the option to withdraw from serving on the Trustee Committee by providing advance notice to President clearly stating whether the Trustee intends to withdraw for just one year or permanently. Any eligible trustee who has withdrawn may become a part of Trustee Committee from the beginning of the next fiscal year by providing at least 30 days advance notice to President. If at least 7 (seven) past presidents are not willing to be a part of Trustee Committee, the President shall nominate enough members from General Membership to serve on the Trustee Committee so that there are 7 (seven) members of Trustee Committee. The term of the nominated Trustees shall be 2 years or till the end of President's term, whichever comes first.
- 7.2 The Board of Directors** shall be comprised of the President, the Vice president, the Treasurer and the Secretary.
- 7.2.1 The President, Vice President, Secretary and Treasurer shall be elected at an Annual General Meeting or through online voting or a similar system, if that system can be authenticated. The term of all elected officials shall be two years.
- 7.2.2 One person shall not hold more than one position.
- 7.2.3 All officers appointed shall hold his or her office for the full term or until a successor is appointed.
- 7.3 The Executive Committee** of the Association shall be comprised of minimum of eleven members as follows:
- 7.3.1 The following officers of the Association shall be members of the Executive Committee: the President, who shall be the chairperson of the meetings of the Executive Committee and the Association, the Vice president, the Treasurer and the Secretary,
- 7.3.2 At least six additional members of the Executive Committee shall be nominated by the Board of Directors.
- 7.3.3 An ex-officio member who shall be the immediate past President of the Association. In the event that the past President is not available, the immediate past Vice President or any other member of the past Executive Committee shall be part of executive committee.
- 7.3.4 All Executive Committee members shall be nominated by the President for two years term or up to the end of his/her term, whichever comes first.
- 7.4 Special Purpose Committee:** The Executive Committee may from time to time form such committees as it seems necessary or appropriate for such purposes and with such powers as it shall see fit. Any such committee shall be subject to regulations or directions as determined by the Executive Committee. The chairman for any such committees shall be appointed by the Executive Committee and he/she shall report to and make recommendations to the Executive Committee. Any such committee shall serve for the term specified by the Executive Committee, which may not exceed the term of the current Executive Committee. The special committee shall not have any voting rights on any other committee established pursuant to 7.1, 7.2 and 7.3

SECTION 8: QUALIFICATIONS

- 8.1 All Committee members serving pursuant to section 7, above, shall be current paid members of the Association.
- 8.2 No two or more family members (husband, wife, their children, their parents, their brothers or sisters, whether married or unmarried and whether living in same household or not) shall be members of the same committee as in section 7. If a conflict arises in Trustee Committee, all eligible Trustees of the family shall be given a choice on who shall act as Trustee. In the event that there is more than one past president in a household and the parties are unable to decide which one should serve on the Trustee Committee, the last member of the family to serve as president shall serve on the Trustee Committee.
- 8.3 To be elected to be President, Vice President, Treasurer or Secretary of the Association, the candidate shall have been member of the Association for the current year when he/she has been nominated and for at least one year immediately preceding that.
- 8.4 No committee member serving pursuant to section 7 shall have any conflict of interest with the office he/she is holding. A "conflict of interest" for purposes of these Bylaws, shall include, but not be limited to, a situation in which a member

of any Committee or his/her family member (husband, wife, their children, their parents, their brothers or sisters, whether married or unmarried and whether living in same household or not) or their affiliate business, profits as a result of a transaction with the Association. If a question arises as to whether a conflict of interest exists, the Trustee Committee and The Board of Directors, jointly, shall decide on the issue. Their decision shall be a final decision.

8.5 No Committee member as in section 7 shall have been convicted of criminal offense and/or who is not of an impeachable moral character.

8.6 A Member of Executive committee shall not be a part of Trustee Committee.

SECTION 9: NOMINATION COMMITTEE

9.1 In the month of January, of the second fiscal year of the two years term, the President in consultation with the Executive Committee shall appoint a "Nomination Committee" and a Nomination Committee chairperson and so inform the members. The Nomination Committee shall be comprised of four (4) members (two members appointed from the General Membership, two members from the executive committee).

9.2 The duty of the Nomination Committee is to invite nominations for the Board of Directors for the following term. Members of Nomination Committee shall not be nominated for Board of Directors.

9.3 The Nomination Committee shall be responsible for setting a deadline for nominations.

9.4 The Nomination Committee shall be responsible to inform members of current rules and qualification to be eligible for nomination for Board of Directors. The Nomination Committee shall make a standard nomination form, which shall contain rules and qualifications of being Board of Directors. The Nomination Committee shall request that all nominations shall be submitted in writing duly proposed and seconded by at least two (2) members in good standing and delivered to the Chairman of the Nomination Committee.

9.5 In the event that sufficient nominations to fill the positions described in Section 7.2.2 are not received by the deadline date set by the Nomination Committee, the Executive Committee, in conjunction with the Nomination Committee, will provide additional nominations sufficient to provide a full slate of candidates.

9.6 All nominations duly proposed and seconded shall require the written consent of the Nominee.

9.7 All nominations shall be scrutinized by the Nomination Committee for their eligibility as provided in these Bylaws.

9.8 Having completed its slate of nominees, the Nomination Committee shall report its recommendations to the current Executive Committee (if election is not anticipated) or the Trustee Committees (if election is anticipated). Thereafter, the Trustee Committees shall further vet the candidates accepted by the Nomination Committee. The remainder of the election process shall be managed by the Trustee Committee.

SECTION 10: ELECTION & VOTING

10.1 The Trustee Committees may disqualify a nominee if he/she is found to be unethical in seeking such an election

10.2 The current Trustee Committees shall nominate a chairperson for election from amongst themselves.

10.3 The Chairperson for election shall, in conjunction with other trustee committee members shall:

10.3.1 Decide and declare the date of election

10.3.2 Inform all the eligible nominees of the election process and ballot form before sending out election ballot.

10.3.3 Decide and inform all nominees on how to authenticate the validity of votes, if technology is used.

10.3.4 Shall count votes, with the help of other trustees or volunteers, and declare the results to the President.

10.4 Members of the Association shall have the following voting rights:

10.4.1 A single membership shall carry one vote.

10.4.2 A family membership shall carry a maximum of two votes to be cast by husband and wife.

10.4.3 Honorary membership shall have no voting rights.

10.4.4 Donor membership shall carry maximum of two votes to be casted by husband and wife.

10.4.5 Life membership shall carry a maximum of two votes, to be cast by a husband and a wife.

10.5 There shall be voting in person, by mail or with the use of current technology as long as the authenticity of the accepted system can be determined.

10.6 Elections may be conducted by mail or by such other method as may be approved by the Trustee Committee, provided that such process shall be permissible under then applicable Florida Statutes and provided that any votes cast by a

member, a record of that member's vote must be maintained by the corporation in accordance with Florida Statutes Section 617.1601

10.7 A chairperson may reject a vote if any person authorized to tabulate votes, acting in good faith, has a reasonable basis for doubting the validity of a vote.

10.8 In case of a tie in the votes at any Annual General Meeting or special meeting of the Members, the chairman of the election shall be entitled to an additional vote in addition to his/her regular vote in order to break the tie.

SECTION 11: RE-ELECTION

11.1 All officers shall be eligible for re-election if otherwise qualified.

SECTION 12: REMUNERATIONS

12.1 No member serving on a Committee pursuant to 7 or any of their family member (husband, wife, their children, their parents, their brothers or sisters, whether married or unmarried and whether living in same household or not) shall receive any compensation, either directly or indirectly, or in any other manner profit from their office for acting as a member of any Committee or an officer of the Association.

SECTION 13: LIABILITY & INDEMNITY OF THE COMMITTEE MEMBERS

13.1 No Committee member and officer of the Association shall be liable for the acts or defaults of any other Committee member and officers or for any loss or damage arising from the bankruptcy, insolvency of a member with whom any of the monies or effects of the Association shall be deposited or any of the loss by any error or oversight on his part or for any other loss damage or misfortune whatever which shall happen in the execution of the duty of his office, unless the same shall happen by his dishonesty or be occasioned by his own willful default or neglect.

13.2 Every Committee member of the Association and his heirs, Executors, estate and effects respectively shall at all times be indemnified and saved harmless out of the funds of the Association from and against all liabilities, judgments, costs, charges or expenses as are occasioned by his own willful default or neglect.

SECTION 14: RESIGNATION AND REMOVAL OF EXECUTIVE COMMITTEE MEMBER AND GENERAL MEMBER

14.1 Any member of the Board of Director may resign by delivering to the President a written resignation. The President may resign by submitting a written resignation to the Executive Committee and the Trustee Committee; in such an event, the secretary shall notify the members of the Association about such resignation within ten days. Notification to the members may be given by email or any form of communication authorized by Executive Committee.

14.2 The members of the Association may remove any member of the Board of Director before expiration of his/her term in the office by the affirmative vote at a duly authorized meeting or by an authenticated voting system of at least two-thirds (2/3) of the members of the Association.

14.3 Any other member of executive committee member may resign by submitting a written, e-mail or similar form of communication to President.

14.4 Any other member of executive committee may be removed by President if any of the clauses in section 15 is discovered or if any of the following is discovered:

14.4.1 Any executive committee member has violated the Bylaws or Code of Ethics.

14.4.2 Any executive committee member has been identified as being threat or danger to the Association or the other members of the Association.

14.5 Any member may resign as such by sending a written notice or e-mail or similar communication to the President of the Association. In the event of a member's resignation, no Association fees will be refunded for any reason.

14.6 The Trustee Committees may remove a member of the Association for a period of time to be agreed upon by the Trustee Committees, by the affirmative vote of at least two-thirds (2/3) of the members of the Trustee Committees for any of the following reasons:

14.6.1 A member has acted contrary to the interest of the Association.

14.6.2 A member has violated the Bylaws or Code of Ethics of the Association.

14.6.3 A member has been convicted of criminal offense.

14.6.4 A member has been identified as being threat or danger to the Association or the other members of the Association.

SECTION 15: VACANCIES

The office of the Executive Committee shall be considered vacant in the following circumstances:

- 15.1 If the member shall resign office.
- 15.2 If the member is found to be incompetent.
- 15.3 If the member has been convicted of criminal offense and/or who is of an impeachable moral character.
- 15.4 On having a conflict of interest with the office he/she is holding. A "conflict of interest" for purposes of these Bylaws, shall include, but not be limited to, a situation in which a member of the Executive Committee or an Executive Committee member's family member (husband, wife, their children, their parents, their brothers or sisters, whether married or unmarried and whether living in same household or not) or their affiliated business profits as a result of a transaction with the Association. If a question arises whether a conflict of interest exists, the Trustee committee and The Board of Directors, jointly, shall decide on the issue. Their decision shall be a final decision.
- 15.5 Failure to attend three Executive Committee meetings.
- 15.6 On death.
- 15.7 Any vacancies occurring by reason of the above shall be filled for the unexpired term by a member of the Association who is otherwise qualified to serve as a member of the Executive Committee who is nominated and receives the affirmative vote of a majority of the remaining Executive Committee.

SECTION 16: INABILITY TO ACT

- 16.1 In the absence or inability to act by any Board of Directors of the Association, where absence or inability is expected to last longer than three months or for any other reason, the Executive Committee may appoint an Executive Committee member to replace the said officer until the following Annual general meeting or may delegate for the time and authority of such officer or to any executive Committee member to the Association.
- 16.2 In the absence or inability to act by the President, - the Vice President, the Treasurer, or the Secretary in that order shall perform the duties of the President.
- 16.3 If any office shall become vacant, the Executive Committee by resolution may elect or appoint any Executive Committee member from the Association membership to fill such vacancy or vacancies.

SECTION 17: CODE OF ETHICS

- 17.1 All members shall adhere to the Code of ethics of the Association. The current Code of ethics is attached to these Bylaws as Exhibit A. The Board of Directors and Trustee Committee jointly may amend the Code of ethics from time to time. The current Code of ethics shall also be published on the Association's website and may (but is not required to be) displayed at events.

SECTION 18: GRIEVANCE POLICY

- 18.1 Any member who is not satisfied or is unhappy with any action or decision of the Executive Committee shall have a right to be heard and have a right to file a complaint with the following procedure:
 - 18.1.1 The Member shall notify his/her dissatisfaction to President either by mail, e-mail or similar form of communication.
 - 18.1.2 The President shall have an obligation to find the facts and notifying member of his finding and any resolution within 1 week.
 - 18.1.3 If the member is not satisfied with the President's resolution, he/she shall notify all the executive members. President shall provide member with addresses and e-mail addresses of all the Executive Committee members.
 - 18.1.4 Upon receipt of a complaint, the Secretary shall discuss the matter with all the committee members and find a resolution within 1 week and present it to member.
 - 18.1.5 If the member is still not satisfied with the committee's decision, he/she shall mail or e-mail a complaint to Trustee Committee. President shall provide all the Trustee Committee members' addresses and e-mail addresses.
 - 18.1.6 The Trustee Committee shall have 1 week to recommend a resolution and a decision of the Trustee Committee shall be final.
- 18.2 Neither any of the executive committee members, nor a member or his/her family shall discuss the matter with anyone from general membership until Trustees reach their final resolution.

SECTION 19: DUTIES OF EXECUTIVE COMMITTEE

- 19.1 The Executive Committee shall be under duty to promote the interests of the Association and to answer its effective management.
- 19.2 The Executive Committee shall take such steps as they may deem requisite to enable the Association to receive donations and benefits for the purpose of furthering the objectives of the Association.

SECTION 20: DUTIES OF THE PRESIDENT

- 20.1 The President shall be the Chairman of the Association and shall have the general and executive charge and control of the Association. The President shall be responsible for the management and control of the Association operation in accordance with the policies and the plans approved by the Executive Committee. The President shall have the primary responsibility to ensure that the Bylaws of the Association are followed.

SECTION 21: DUTIES OF THE VICE PRESIDENT

- 21.1 The Vice President in the absence of or inability to act by the President shall perform all duties and all authorities vested in the President by the bylaws of the Association and State of Florida. Vice President shall also perform such duties and exercise such powers as the President may delegate from time to time or as the Executive Committee may prescribe.
- 21.2 The Vice President shall be responsible for reaching out to general membership and evaluate the needs and survey on what is required to advance Indian Culture and the community.
- 21.3 The Executive Committee shall notify all the Choreographers, youth group leaders and any Special Committee members, not to discriminate or disadvantage any child if that child needs any extra help in any aspect. All the members of Association shall carry equal responsibility to support and help all the children of the Association.

SECTION 22: DUTIES OF THE TREASURER

- 22.1 The Treasurer shall have the general charge of the finances of the Association.
- 22.2 The Treasurer shall deposit all monies and valuables of the Association in Association's banks and other depositories as the Executive Committee may from time to time designate and shall report to the President and to the Executive Committee on a regular basis and whenever directed an account of the financial status of the Association.
- 22.3 The Treasurer shall present an income and expense statement and a report of the current financial status of the Association to the Executive Committee at every Executive Committee meeting and within 15 days after each Association's event.
- 22.4 The Treasurer shall get at least two signatures from either other members of the Executive Committee or from the general membership on a receipt or record of any monies received by the Association and held by the Treasurer at each event.
- 22.5 The Treasurer shall give access, on a reporting basis, to accounting software to at least one other member of the Executive Committee. The Treasurer shall be responsible for timely filing tax returns and Annual Report filing with State. The Treasurer shall be responsible for paying all the required corporation filing fees and other state and government fees.
- 22.6 The Treasurer shall maintain an up to date list of fixed assets and records of financial transactions of the Association. The Treasurer shall be responsible for preparing an annual statement of finance's and assets of the Association, for getting it approved by the Executive Committee' or for getting it audited, if audit is sought by President.
- 22.7 The Treasurer shall report to the President and the Executive Committee and shall exercise such other powers and authority and perform such other duties from time to time be prescribed by the Executive Committee or by the President.

SECTION 23: DUTIES OF THE SECRETARY

- 23.1 The Secretary shall maintain all records and notices of the Association and shall keep the minutes of all the meetings of the Executive committee and the Association members. With respect to the minutes of the Executive Committee meetings, the Secretary shall record all of the votes of the individual Executive Committee members. The Secretary shall keep in safe custody the Corporate Seal of the Association. The Secretary shall maintain the records of the Association

including books containing names and addresses of the members together with the copies of all reports made to the Association and such other books and papers as the Executive Committee may direct. The Secretary shall be responsible for keeping and filing of all books, reports, certificates, insurances and other documents required by law to be kept and filed by the Association. He shall exercise such other powers and authority and perform such other duties as may from time to time be prescribed by the Executive Committee or by the President. The Secretary shall maintain a book containing all resolutions passed by the Executive Committee and general body from time to time giving specific directions to the Executive Committee.

23.2 The secretary shall apply for all the permits and insurances required by Association and laws.

SECTION 24: DUTIES OF TRUSTEE COMMITTEE AND QUORUM

- 24.1 Quorum: A minimum of five members shall constitute a quorum for Trustee Committee meetings.
- 24.2 The Trustee committee shall nominate a chairperson at the beginning of each fiscal year, from amongst themselves. If Trustee committee fails to nominate a chairperson within 1 month of beginning of fiscal year, President shall nominate the chairperson of Trustee committee. Term of Chairperson of Trustee committee shall be one year.
- 24.3 Trustee Committee members shall have a right to attend, at will, any Executive committee meeting.
- 24.4 When required, the Trustee Committee, jointly with Board of Directors, shall decide, pursuant to section 8.4 and 15.4, if conflict of interest exist with any of the committee members mentioned in section 7.
- 24.5 Trustee Committee shall conduct an election pursuant to section 10
- 24.6 Trustee committee may remove a member from association pursuant to section 14.6
- 24.7 Trustee committee, jointly with Board of Directors, shall amend code of ethics from time to time.
- 24.8 Trustee Committee shall provide a resolution, pursuant to section 18, if a conflict remains unsolved between any member and the Executive Committee or any of its members.
- 24.9 Trustee committee shall have a right to amend the duties of Executive Committee, President, Vice-President, Treasurer and secretary pursuant to section 19, 20, 21, 22 and 23 respectively.
- 24.10 Trustee committee shall authorize or deny a request from executive committee for any expenditure in excess of \$20,000 per event, pursuant to section 25.3.
- 24.11 Trustee committee shall authorize or deny a request from executive committee to invest money pursuant to section 32.
- 24.12 Trustee committee shall accept or deny a resignation requested by President.
- 24.13 Trustee Committee shall have a right to amend the Reporting and record keeping requirement, pursuant to section 28.
- 24.14 If a dispute arises on interpretation of bylaws during election, Trustee Committee shall interpret the bylaws on unbiased bases.
- 24.15 Trustee committee shall have a right to clarify, if conflict arises, any section of this bylaws and amend the bylaws to reflect that clarification.
- 24.16 All the decisions made by Trustee committee, solely or jointly with Board of Directors, shall be based on majority voting except for section 14.6.

SECTION 25: POWERS, PROGRAMS AND SPENDING RESTRICTIONS

- 25.1 The Executive Committee shall have full power and authority to manage and control the events of the Association except for the issues delegated to the Trustee Committees in section 25.3.
- 25.2 The Executive Committee may exercise all such powers of the Association as are set forth in these bylaws and which may be exercised by a not for profit association pursuant to the laws of the state of Florida, except those powers which are expressly delegated to the Trustee Committee.
- 25.3 The Executive Committee shall have the power to authorize expenditures up to \$20,000 per event on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to make expenditures of routine nature. In order to authorize expenditures in excess of \$20,000 for a given event, the Executive Committee must approve the budgeted expenditures and the expenditures must also be approved by the Trustee Committees. For purposes of these Bylaws, an "event" shall include all expenditures budgeted for the complete process, including advertising and pre-event expenditures, set-up through the close and cleanup of the event.
- 25.4 The Executive committee shall spend at least 10% of the previous year's membership fees directly towards teaching Indian Language, cultural values, Indian heritage, Indian history or similar subject to member's children among age group

of 5-18 years.

- 25.5 The Executive Committee shall present various programs during the fiscal year, where all the members can come together, including but not limited to General Body Meeting.
- 25.6 The Executive Committee shall authorize or deny other organization's participation in Associations events as long as there is a common interest and does not affect the members.

Section 26: PARTICIPATION AT AND SUPPORT TO OTHER ORGANIZATION'S EVENTS AND CAUSES.

- 26.1 The executive committee shall have authority to authorize or deny Association's participation at other organization's events. The executive committee shall decide and notify, if participation is authorized, all the members of its intention to participate along with any money allocated and any help offered by Association. Association shall follow the procedure as follows:
 - 26.1.1 The executive committee shall provide all the members equal opportunity and invite participation in such event.
 - 26.1.2 The executive committee shall decide on financial and any relevant help allocated for such participation.
 - 26.1.3 The executive committee shall give first opportunity to members. If there are not enough participants then Association shall invite non-members to participate under the PBI A banner. If at least 80% of the participants, in each item performed, are not current members, the Executive Committee shall have authority to cancel the participation of such item or the entire event.
 - 26.1.4 The Association shall not pay for any non-member participating in such event. Non-member participants shall be responsible for paying their part of share (either financial or any other help)
 - 26.1.5 All participants shall sign a disclaimer relieving Association of any liability.
 - 26.1.6 All participants, choreographers, managers and organizers, acting and performing under Association's banner, shall abide by Code of Ethics.
 - 26.1.7 Any Cups, Certificates or Awards won by the Association shall stay in possession of the President of the Association.

SECTION 27: EXECUTIVE COMMITTEE MEETINGS & QUORUM

- 27.1 Place and Time: The Executive Committee shall meet either in person or on web meeting or similar (e.g. Skype; Go-to-Meeting), which allows group discussion as often as deemed necessary but not less than once in every two months. Board of Directors shall meet in person during these meeting unless he/she is excused by President.
- 27.2 Convening. The President may at any time convene such meeting of Executive Committee members and shall also convene a meeting upon request, in writing or email, by not less than four Committee members.
- 27.3 Notice. The secretary shall give at least one-week notice of a meeting to all the Executive Committee and Trustee Committee members, unless a majority of the Executive Committee members waive the notice in which case the meeting shall be as dully called.
- 27.4 Attendance:
 - 27.4.1 No person who is not a member of the Executive Committee shall be admitted to an Executive Committee meeting unless authorized by the act or by laws or an invitation of the chairman of the meeting or on the consent of a majority of the members of Executive committee present the meeting. Any non-Executive Committee member who is granted permission to attend an Executive committee meeting shall have no right to vote at such meeting.
 - 27.4.2 The members of Trustee Committee shall have a right to attend any Executive Committee meeting, but shall not have any voting right in such meeting.
- 27.5 Quorum: A minimum of seven Executive Committee members shall constitute a quorum for Executive Committee meetings.
- 27.6 All matters and questions arising at the meetings of the Executive Committee shall be decided by simple majority of votes unless otherwise specified. In a situation where there is a tie or deadlock of votes at any given meeting, the chairman of the meeting shall have an additional vote to cast in addition to his/her original vote.
- 27.7 There shall be no veto power to President.
- 27.8 The Secretary shall keep track of all the individual votes by name and votes and shall make it accessible to members.
- 27.9 The Treasurer shall present current financials, including but not limited to, profit/loss for the current year by event, at every Executive Committee meetings.

SECTION 28: REPORTS AND RECORDKEEPING

- 28.1 The President shall receive the reports and recommendations of its committees and may in his/her absolute discretion transmit such reports and recommendations of the members at any meeting of the members.
- 28.2 The Executive Committee shall through the President submit before the members at the annual general meeting a report of the Association during the proceeding twelve months.
- 28.3 The Executive Committee shall through the treasurer, submit before the members at annual general meeting or thru email a final report of the financial status of the Association and assets.
- 28.4 The President shall provide all the financial reports and members list to nominees, if an election is anticipated.
- 28.5 Nominee shall not share any of the financials, members list or any of the Association's documents with any other person.
- 28.6 Current financials shall be provided to any member within 15 days of written request or e-mail from a member. The written request shall be directed to President and shall include reason for requesting report and exact nature of reports he/she is looking for. The president shall have right not to disclose the financials or any report if he/she thinks that it is not in the interest of Association and/or its members.
- 28.7 All the membership records, minutes of meeting, financial reports shall be kept for 5 years or as required by law, whichever is later.
- 28.8 All the records are to be store either in hard copy or electronically at a centralized location where all the current Board of Directors shall have easy access to. The outgoing President shall have a responsibility to pass on to incoming President, all the records and access to these records no later than the last day of his/her term.

SECTION 29: MEETINGS

- 29.1 The Annual General Meeting of the members may be held at such time and place as may be decided upon resolution passed by the majority vote of the members of Executive Committee at which a quorum is present, or by the President of the Association. The members of the Association may call for a special meeting by presenting the President or the Executive Committee with a written request for a special meeting signed by not less than 50% of the members of the Association and giving the specifics of the matters to be covered at the special meeting. Upon receipt of such a request the President shall call a special meeting of the members within six weeks from the date of receipt of written request.

SECTION 30: BUSINESS TO BE TRANSACTED

The order of business at Annual General Meeting shall include:

- 30.1 Reading and approval of minutes of the last General Meeting.
- 30.2 Reports on activities of the Association by the President and/or the Secretary
- 30.3 Treasurer's Report.
- 30.4 Announcement of the name of the ex-officio member by the outgoing executive committee.
- 30.5 Election of the President, Vice President, Treasurer and Secretary
- 30.6 Any other relevant business.
- 30.7 Special General Meeting shall deal only with the subject specified in the notice of the meeting.
- 30.8 Meetings shall be conducted in English language and the minutes shall be recorded in English.

SECTION 31: FISCAL MATTERS

- 31.1 All funds of the Association shall be deposited from time to time in a chartered bank, trust company or institute selected by the executive committee. All cash collected shall be deposited in the bank forthwith but in any event not later than fifteen days from the date of such a collection.
- 31.2 All monetary transactions shall be made in the name of the Association. All checks or withdrawals pertaining to outgoing funds greater than \$10,000 shall be signed jointly by any two of the President, the Vice President, the Secretary the Treasurer, or such persons as nominated by the executive committee.

SECTION 32: INVESTING

- 32.1 The Executive Committee shall have authority, after getting Trustee Committee's approval to invest and deal with the

monies of the Association and to sell, assign, transfer, exchange or convert the investments owned by or registered in the name of the Association; provided such investments are as authorized by laws of the Association and the laws of the State of Florida.

SECTION 33: EXECUTION OF DOCUMENTS

- 33.1 All contracts, agreements, engagements, instruments of other documents, for the purpose of operating the Association, to which the seal of the corporation may be affixed shall be signed by the President, Vice President, the Secretary or the Treasurer and when so signed and sealed, shall be delivered and received as the act of the Association.
- 33.2 The Executive Committee shall have power from time to time by resolution to appoint any other officers or persons on behalf of the Association to sign specific instruments in writing under the Seal of the Corporation.

SECTION 34: INTERPRETATION AND AMENDMENT OF BYLAWS

- 34.1 All questions of interpretation of the bylaws during normal operation of the Association shall be decided by the Executive Committee except for election related interpretations, which shall be decided by the majority of the Trustee Committee.
- 34.2 Amendments to the bylaws of the Association regarding the interpretation shall be initiated by majority of the votes of Executive Committee, and shall be approved by majority of the Trustee Committee. All members shall be notified within 30 days of any change in bylaws.
- 34.3 Amendments to bylaws of the Association (other than interpretation of bylaws and section 24.7, 24.9, 24.13 and 24.15), shall be initiated by majority of the votes of Executive Committee and shall be approved by 2/3 majority of the members who voted on amending the bylaws.
- 34.4 Voting for amending the bylaws shall take place at general meeting, or by mail or by website or similar format as long as the votes can be validated for authenticity.

SECTION 35: DISSOLUTION

- 35.1 The Association shall be dissolved and wound up by a resolution approved at a general meeting by two-third majority of members. Executive Committee shall take adequate action required by the Act and Laws of Florida
- 35.2 The Association shall use its funds only to accomplish the objectives and purposes specified in these by laws. No part of said funds shall be distributed to the members of the Association. On dissolution of the corporation and liabilities, its remaining properly shall be distributed and disposed of by the Executive Committee as approved at a general meeting to one or more recognized educational, scientific, philanthropic or similar organization within Florida.

[End of Bylaws]

EXHIBIT A

Code of Ethics

Goal: To establish a set of principles and practices of the Palm Beach India Association. The Board of Directors will set parameters and provide guidance and direction for the conduct and decision-making of all committees of the Association.

Code: Members of the Board of Directors, Executive Committee, and Special Purpose Committee of the Palm Beach India Association are committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the Board of Palm Beach India Association.

Pledge: All Committee members pledge to accept this code as a minimum guideline for ethical conduct and shall:

Accountability

1. Faithfully abide by the Articles of Incorporation, by-laws and policies of Palm Beach India Association.
2. Exercise reasonable care, good faith and due diligence in organizational affairs.
3. Fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest.
4. Fully disclose, at the earliest opportunity, information of fact that would have significance in board decision-making.
5. Remain accountable for prudent fiscal management to association members, the board, and nonprofit sector, and where applicable, to government and funding bodies.

Professional Excellence

6. Maintain a professional level of courtesy, respect, and objectivity in all Palm Beach India Association activities
7. Strive to uphold those practices and assist other Palm Beach India Association members in upholding the highest standards of conduct

Personal Gain

8. Exercise the powers invested for the good of all members of the organization rather than for his or her personal benefit, or that of the nonprofit they represent.

Equal Opportunity

9. Ensure the right of all association members to appropriate and effective services without discrimination on the basis of geography, political, religious, or socio-economical characteristics of the state or region represented.
10. Ensure the right of all association members to appropriate and effective services without discrimination on the basis of the organization's volunteer or staff make-up in respect to gender, sexual orientation, national origin, race, religion, age, political affiliation or disability, in accordance with all applicable legal and regulatory requirements.

Confidential Information

11. Respect the confidentiality of sensitive information known due to board service.

Collaboration and Cooperation

12. Respect the diversity of opinions as expressed or acted upon by the Palm Beach India Association board, committees and membership, and formally register dissent as appropriate.
13. Promote collaboration, cooperation, and partnership among association members.