

**BY-LAWS OF THE ASIAN-INDIAN COMMUNITY FOUNDATION
OF WESTERN NEW YORK, INCORPORATED
(Amendment 1, Date: 10/03/2004)**

I. PREAMBLE

The Asian-Indian Community Foundation of Western New York, Inc., hereinafter referred to as the “Foundation” has been established under the Not for Profit Corporation Law of the State of New York to raise funds and/or other assets, and manage and disburse such funds and assets as designated in the Certification of Incorporation. The operation and management of the Foundation shall be governed by these By-Laws.

II. ORGANIZATION

1. General Body of AICF of WNY – The General Body shall be composed of Patrons, Sponsors, and Donors. Each Patron, Sponsor or Donor is deemed to be a Member of AICF of WNY and shall carry one vote.

- A. Patron – A Patron is an individual who has made a pledge for cumulative amount of U.S. \$25,000 or more to the Special Endowment fund of the Foundation over a period of five consecutive years and has donated 20% of the pledged amount within 30 days of making the pledge. An individual’s status as a Patron beyond the first year will be contingent upon his/her donating 20% of the pledged amount every subsequent calendar years until the entire pledged amount has been donated. A onetime exception to a Patron’s yearly donation may be made by a majority vote of the Board of Directors. If an individual is unable to make the yearly donation for more than one calendar year, he/she will thereafter be deemed a Sponsor provided he/she fulfills the requirements under Section II.1.B below and subject to approval by a majority vote of the Board of Directors. A Patron will retain membership for his/her lifetime. After the death of a Patron his/her membership shall pass to the surviving spouse who will remain a Member for his/her own lifetime.

- B. Sponsor – A Sponsor is an individual who has made a pledge for cumulative amount of U.S.\$10,000 or more to the Special Endowment Fund of the Foundation over a period of five consecutive years and has donated 20% of the pledged donation amount within 30 days of making the pledge. An individual’s status as a Sponsor beyond the first calendar year will be contingent upon his/her donating 20% of the pledged amount every subsequent calendar years until the entire pledged amount has been donated. A Sponsor will retain membership for his/her lifetime.

- C. Donor – A Donor is an individual who donates a sum of unrestricted U.S. \$100 to the Foundation. The term of Donor’s membership is one calendar year. A Donor’s membership will expire on December 31.

All contributions by Members to the Foundation, including contributions made to qualify for the foregoing classes of membership, shall for all purposes constitute charitable contributions, not dues.

2. Board of Directors- The Board of Directors shall be the policymaking body of the Foundation.
3. The Board of Directors shall be elected from among the members of AICF of WNY subject to the following. There will be 9 members of the Board of Directors. Eight of the members on the Board of Directors will be Patrons or Sponsors and one member may be a Donor. All members of Board of Directors shall serve without any compensation. No member shall be on the Board of Directors for more than 3 years unless re-elected under Section VIII.1.
4. Any vacancy arising on the Board of Directors during a term of office shall be filled from amongst members of the AICF of WNY, subjected to the criteria under Section II.3. The remaining Board of Directors shall appoint this Member. The appointed Member shall serve for the unexpired portion of the term of the Board of Directors.
5. A Director may be removed with cause by the affirmative vote of 2/3rd majority of all the Directors in office.
6. Executive Committee - The executive body responsible for the day to day operations of the Foundation shall be an Executive Committee constituted as follows from amongst the Members of the General Body:
 - i. President
 - ii. Vice President
 - iii. Secretary
 - iv. Treasurer
 - v. Three Members-at-Large

The Board of Directors shall appoint the officers/members of the Executive Committee for a term of three years. The Board of Directors may reappoint one or more members of the Executive Committee for additional three-year terms. All members of the Executive Committee shall serve without any compensation. The Board of Directors shall fill from any vacancy arising on the Executive Committee during a term of office amongst the Members of the AICF of WNY. The appointed member shall serve for the unexpired portion of the term of the Executive Committee. Any member of the Executive Committee may be removed by a majority vote of the Board of Directors.

7. The Executive Committee shall appoint any committees it deems necessary to carry on the business of the Foundation. A committee member may be removed from office by a majority vote of the members of the Executive Committee. Committee meetings may be called by the chairperson of the Committee or at the request of the Board of Directors.
8. Neither the Executive Committee, nor any committee appointed by the Executive Committee, may exercise any authority reserved to the Members or the Board of Directors by these By-Laws or applicable law.

III. DUTIES OF THE OFFICERS

1. The President shall be the Chief Executive Officer of the Foundation. The President shall preside over the meetings of the Executive Committee, and together with other members of the Executive Committee shall be responsible for carrying out the business of the Foundation subject to the direction and control of the Board of Directors and to carry into effect resolutions and directives of the Board of Directors.
2. The Vice-President will perform the duties of the President in the absence of the President.
3. The President and the Secretary shall attend the meetings of the Board of Directors in a non-voting capacity.
4. The Secretary shall maintain and may make public the official membership roster of the Foundation. The Secretary shall keep the minutes of all meetings of the Board of Directors, the Executive Committee and the meetings of the General Body, and distribute such minutes to all members of the Executive Committee and the Board of Directors. The Secretary shall present a report on the activities of the Foundation to the members of AICF of WNY at a regular meeting of the General Body. The Secretary shall receive and retain evidence of all voting by the Members and the Executive Committee and the Board of Directors.
5. The Treasurer shall be responsible for keeping records of accounts and assets of Foundation. The Treasurer shall submit a statement of accounts at a regular meeting of the members of AICF of WNY once every calendar year and to the Board of Directors twice a year. The Treasurer shall facilitate an audit of accounts by an auditor appointed by the Board of Directors. An auditor who is not a Member of AICF of WNY shall carry out such audits annually.

IV. FINANCIAL OPERATIONS

1. Funds received in the form of restricted donations (including Special Endowment Fund) shall be expended only for the purpose specified by the donor after deduction of anticipated expenses related to the application of the particular

restricted donation for its specified purpose. Acceptance of restricted donations is subject to the discretion of the Board of Directors. If Foundation is unable to use funds received as restricted donation for the specified purpose, it shall return such funds to the donor after deduction of any expenses incurred for handling of the funds.

2. A percentage of the unrestricted funds, as deemed appropriate by the Board of Directors, will be transferred annually to the operating funds of the Foundation, and will remain at the disposal of the Executive Committee for use in carrying out the basic operations of the Foundation according to the policies and directives established by the Board of Directors. The remaining portion of the unrestricted fund shall be credited to the Special Endowment Fund. This Fund shall remain inviolate and in perpetuity until the dissolution of the Foundation. The Board of Directors may direct the Executive Committee to invest a portion of the Special Endowment Fund to generate income. Such income shall become part of the operating fund. The Board of Directors shall, in all other ways, be responsible for administering and maintaining the Special Endowment Fund.
3. The operating funds of the Foundation will be used to support and carry out activities of the Foundation as per the Certificate of Incorporation and these By-Laws. The basic operation and maintenance of the Foundation may also include such expenses as annual accounting and attorney fees, filing fees, indemnity insurance and salaries for any common law employees of the corporation, corporate stationery, postage, rental of space and equipment, mortgage, utility bills and expenses incurred for day to day operations and any activity required by law to keep the Foundation in existence to carry out the purpose for which it has been created.

V. MEETINGS

1. The President shall call a regular meeting of the General Body of the AICF of WNY at least once every year for the transaction of the general business of the Foundation with at least one of the meetings being held in the month of November or December. A Notice regarding any meeting shall be sent to all members at least 4 weeks in advance of such meeting.
2. The President or the Board of Directors may call a special meeting of the General Body of the AICF of WNY at any time. In addition, a special meeting of the General Body shall be called by the President or the Secretary at the request in writing of ten percent (10%) or more of the Members of the General Body. Such request shall state the purpose or purposes of the meeting. Business transacted at a special meeting shall be confined to the object stated in the call and matters germane thereto.
3. At a meeting of the General Body, except as otherwise provided by law or these By-Laws, a quorum must be present for the transaction of any business and a quorum shall consist of the presence, in person or by proxy, of not less than 1/3rd

of the entire membership. Members entitled to vote who are present in person or by proxy at any meeting of members, whether or not they constitute a quorum, shall have power by majority vote to adjourn the meeting from time to time. Subject to any notice required by law, at any adjourned meeting at which a quorum is present any business may be transacted which might have been transacted on the original date of the meeting.

4. Except as otherwise provided by law or these By-Laws, all questions that shall come before a meeting of the General Body shall be decided by a majority of votes cast. Any Member may vote either in person or by written proxy signed by him or his or her attorney-in-fact and delivered to the Secretary of the meeting. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the person executing it or his or her personal representatives, unless it is entitled "irrevocable proxy" in which event its revocability shall be determined by applicable law.
5. The Board of Directors shall convene a business meeting at least once per calendar quarter. The Board of Directors shall appoint a Chairperson of the Board of Directors by majority vote to preside at all meetings of the Board of Directors. Attendance of 2/3 of the Board of Directors shall constitute a quorum to conduct a business meeting.
6. The President shall call a meeting of the Executive Committee at least six times per year. A meeting by telephone over a conference call shall count as a valid meeting of the Committee. The attendance of, or participation by phone by five voting members shall constitute the quorum for a meeting of the Executive Committee. Decisions of the Executive Committee on specific issues shall be arrived at through voting in person, by mail and/or e-mail. All votes, whether in person, by mail or by e-mail shall be recorded and evidence of the vote retained and stored by the Secretary.

VI. SPONSORSHIP OF PROJECTS

1. The Executive Committee with the approval of the Board of Directors will define the process by which projects will be evaluated.

VII. AMENDMENTS

1. Any proposed amendment(s) to the By-Laws, endorsed in writing by at least 20% of the members of the AICF of WNY or 1/3 of the Board of Directors, shall be submitted to the Secretary, who shall forward the proposed amendment(s) to the Board of Directors for their non-binding recommendations. The proposed amendment(s) will then be submitted to the General Body for a vote.

2. At least six weeks written prior notice by regular mail or e-mail shall be given to all members of the AICF of WNY for consideration of the proposed amendment(s) submitted under Section VII.1. A copy of the proposed amendment(s) shall be included with all notices.
3. To become effective, an amendment must receive 2/3rd affirmative votes, provided that the total number of affirmative votes received is more than half of the total membership at the time such vote is called.

VIII. ELECTIONS

1. Elections to the Board of Directors shall be held every 3 years or as deemed necessary to fill a vacancy. An election to fill a vacancy on the Board of Directors may be held during an annual or special meeting of the General Body.
2. At least 4 months prior to an election, the Executive Committee shall appoint an election committee consisting of a chair and two other members, all drawn from the membership of the AICF of WNY.
3. Subject to Section II.3, members of the Board of Directors shall be elected by secret ballot from among the valid nominations received by the Election Committee. A valid nomination should satisfy the following criteria:
 - a. The nomination should be proposed and seconded by two different members of the AICF of WNY
 - b. The nomination should be accompanied by an acceptance by the nominee
 - c. The nominee for the Board of Directors should be a Patron or Sponsor, unless the nomination is for the seat reserved for a Donor under Section II.3.
4. Members of the Election Committee will not be eligible to be nominees for the Board of Directors.
5. The Election Committee shall be responsible for conducting the elections and shall announce a schedule for the nomination process within 2 weeks of being constituted. The elections shall be completed and results of the elections announced by October 31st.
6. By February 1st of a new term, the Board of Directors shall appoint a new Executive Committee or may reappoint members of existing Executive Committee as provided under Section II.5.

IX. FISCAL YEAR

The fiscal year of the Foundation shall begin on the 1st day of January and end on the 31st day of December.

X. INDEMNITY

The Foundation shall indemnify each person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a director, trustee, officer or committee member of the Foundation, or, while a director, trustee, officer, or committee member serves or served, at the request of the Foundation, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, incurred in connection with such action or proceeding, or any appeal therein, provided that no such indemnification shall be made if a judgment or other final adjudication adverse to such person establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, and provided further that no such indemnification shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending action or proceeding unless the Foundation has given its prior consent to such settlement or other disposition.

The Foundation shall advance or promptly reimburse upon request any director, trustee or officer seeking indemnification hereunder for all expenses, including attorneys' fees, reasonably incurred in defending any action or proceeding in advance of the final disposition thereof upon receipt of an undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled.

This Section shall be given retroactive effect and the full benefits hereof shall be available in respect of any alleged or actual occurrences, acts, or failures to act prior to the date of the adoption of this Article. The right to indemnification or advancement of expenses under this Article shall be a contract right.

XI. DISSOLUTION

Dissolution of the Foundation shall be in accordance with the applicable provisions of the Certificate of Incorporation and applicable law.