

AMENDED AND RESTATED

BYLAWS

FOR

INDIA ASSOCIATION OF WESTERN WASHINGTON

THESE AMENDED AND RESTATED BYLAWS combine, amend and restate India Association of Western Washington's ("IAWW") Constitution, revised 11/02/2017 and IAWW's Bylaws, revised 11/02/2017 into one document, the Amended and Restated Bylaws. The intent is that IAWW will be governed by these Amended and Restated Bylaws, as of the adoption date as set forth below Article 9. To the extent necessary and appropriate the terms of Constitution and previous Bylaws have been incorporated into these Amended and Restated Bylaws

ARTICLE 1

NAME

The name of the organization shall be India Association of Western Washington, herein referred to as Association.

ARTICLE 2

OFFICES

The principal office and place of operation of the Association shall be located in the greater Seattle area in the State of Washington or at such other place as the Board of Directors ("Board") may designate.

ARTICLE 3

MEMBERSHIP

3.1 Classes of Members.

3.1.1 The Association shall initially have four classes of members; (i) Single, (ii) Family, (iii) Senior Family (60 and over) and (iv) Life. A family is assumed to consist of a single adult or two adults with dependent minor children. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

3.1.2 A member is in good standing if they have paid their annual dues, been a member for a minimum of 30 days and comply with these Bylaws as well as any other requirements applicable to members.

3.2 Qualifications for Membership.

Any person who is eighteen years of age that is of Indian Origin, or in a family relationship with a person of Indian Origin, or who intends to serve alongside the Indian Community can join the Association. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.3 Voting Rights.

3.3.1 Each adult member who is a resident of Washington State is entitled to one vote with respect to the subject matter of an issue submitted to the members to be voted upon at a General Body Meeting ("GBM")

3.3.2 To attend and vote at a GBM, the member must show proof of Washington state residency with a valid ID and/or utility bill.

3.4 Membership Fees. The Executive Committee shall set the Membership Fees and may revise the fees at its discretion. All memberships, except Life, is valid from January 1 thru December 31st, renewable January 1st of each year.

3.5 General Body Meeting.

The annual meeting of the members, also referred to as the GBM is open to all Members in good standing as defined in Section 3.1.2 above, and shall be held at a physical location and date that is announced by the Board of Directors pursuant to section 3.8 below for the purpose of transacting such business as may properly come before the meeting.

3.6 Special Meetings.

The President, the Board, or more than 10% of the members entitled to vote at such meeting, may call special meetings of the members for any purpose by providing a written request to the Secretary.

3.7 Place of Meetings.

All meetings of members shall be held at such place within or without the State of Washington designated by the President, the Board, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

3.8 Notice

3.8.1 General Body Meeting. The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally or by mail, not less than fifteen (15) days before the meeting, written notice stating the place, date and time of the meeting

3.8.2 Special Meeting. The Secretary shall give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten (10)

nor more than thirty-five (35) days after receipt of such written request set forth in Section 3.6, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. The Notice shall include the purpose or purposes for which the meeting is called.

3.8.3 If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the Association with postage thereon prepaid.

3.9 Waiver of Notice.

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

3.10 Quorum.

For a meeting of members where votes are solicited on one or more issues, ten percent (10%) of the members of the Association entitled to vote, represented in person, shall constitute a quorum.

For a meeting of members where no votes are solicited and the purpose is dissemination of information, five percent (5%) of the members of the Association entitled to vote, represented in person, shall constitute a quorum.

If less than a quorum of the members is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

3.11 Manner of Acting.

The vote of a majority of the votes entitled to be cast by the members represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

3.12 Meetings by Telephone.

Members of the Association may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE 4

BOARD OF DIRECTORS

4.1 General Powers.

The affairs of the Association shall be managed by a Board of Directors (“Board”) and an Executive Committee.

4.2 Number.

The Board shall consist of between seven (7) to thirteen (13) Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

4.3 Qualifications.

Directors shall be members of the Association and the Board shall aim to be diverse across gender, geographic and religious backgrounds from India. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

4.4 Appointment of Directors.

The Executive Committee together with the Board will create a list of potential Board Members. The Executive Committee will duly vet, interview and make recommendations to the Boards. At each annual meeting of the Board, each open Director position shall be elected by the majority vote of the Board.

4.5 Term of Office.

A Director shall serve a maximum of four two-year terms.

4.6 Annual Meeting

The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

4.7 Regular Meetings

The Board shall meet no less than six times a year. Any Board Member who is absent from two consecutive Board meetings without informing the Secretary of the reason of his/her absences shall not be considered as a Board Member in good standing.

4.8 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the

case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

4.9 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.10 Place of Meetings

All meetings shall be held at such place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

4.11 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten (10) days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the Association. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

4.12 Waiver of Notice

4.12.1 In Writing. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

4.12.2 By Attendance. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.13 Quorum.

A simple majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.14 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

4.15 Presumption of Assent

A Director of the Association present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

4.16 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

4.17 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Association, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.18 Removal for Cause. Any Director may be removed for cause by two-thirds of the remaining Directors. "Cause" shall include but not be limited to a Director's (1) absence from two consecutive regular meetings, unless properly excused by the Board; (2) legal disability; (3) conviction of a felony; (4) breach of a duty under the Washington Nonprofit Corporation Act (RCW 24.03), as found by final order or judgment of any court; or (5) action of any kind that undermines the mission and well-being of the Association, as determined by the remaining Directors. Written notice shall be given to the Director of a meeting in which his or her removal is pending and of the alleged cause of removal. Written notice of the results of the action shall be provided to the Director within ten (10) days of the meeting.

4.19 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

4.20 Director Responsibilities. Each Director shall agree to fulfill the charitable purposes of the Association in accordance with the Articles; to be loyal to the Association without regard to personal interests; and to engage in healthy individual judgment while endeavoring, at all times, to discern the collective judgment of the Board as a whole.

ARTICLE 5

BOARD COMMITTEES

5.1.1 Executive Committee. The Board, by resolution has adopted by a majority of the Directors in office, the creation of an Executive Committee.

5.1.2 The Executive Committee shall consist of nine (9) to 15 (fifteen) members, consisting of all of the members of the Board, the Executive Director, and the program director for each of the programs: including, but not limited to community, senior and youth leadership, if any. The Executive Committee shall have and exercise the authority of the Directors in the management of the Association as follows: (a) responsible for making strategic decisions for long term scalability, stability and accountability; (b) creation of a new board member vetting process; (c) recommend new Board Members for the Board to vote on; (d) establish and carry out policies and programs furthering the purpose of the Association; (e) prepare annual plans and budgets each year; (f) appoint special committees for specific purpose and functions; including appointing individuals to provide services to the Association as may be required from time to time; (g) recommend donations, grants, aid and so forth for educational, social, medical and humanitarian purposes within the established budget; and (h) may appoint an Advisory Committee as set forth in Section 5.1.4.

5.1.3 Meetings. The Executive Committee shall meet no less than six (6) times a year. Any member of the Executive Committee who is absent without an excuse from two (2) consecutive meetings shall not be considered as a Committee member in good standing.

5.1.4 Advisory Committee. The Advisory Committee shall consist of up to three members and be responsible to provide continuity and plan long range growth strategies, to encourage greater community participation among mainstream America and to provide fiduciary oversight to the organization.

(a) Term. Advisory Committee members shall have a term limit of two years.

(b) Removal. An Advisory Committee member may be removed by a two-thirds vote held at a special meeting of the Executive Committee.

5.1.5 The Executive Committee shall not have the authority to: (a) amend, alter or repeal these Bylaws; (b) amend the Articles of Incorporation; (c) adopt a plan of merger or consolidation with another Association; (d) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Association not in the ordinary course of business; (e) authorize the voluntary dissolution of the Association or revoke proceedings therefor; (f) adopt a plan for the distribution of the assets of the Association; or (g) amend, alter

or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

5.1.6 Voting. All members of the Executive Committee are entitled to vote on decisions made by the Executive Committee.

5.1.7 Quorum; Manner of Acting. A majority of the number of Executive Committee members shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

5.1.8 Resignation. Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.1.9 Removal of Committee Member. The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

5.2 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Association.

ARTICLE 6

OFFICERS

6.1 Number and Qualifications

The officers of the Association shall be a President, one Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board.

6.2 Election and Term of Office

The officers of the Association shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

6.3 Resignation

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of

the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

6.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

6.6 President

The President shall be the chief executive officer of the Association, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Association. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

6.7 Vice Presidents

In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

6.8 Secretary

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Association; (d) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office

address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

6.9 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

ARTICLE 7

EXECUTIVE DIRECTOR

The Association will may employ an Executive Director who shall be appointed, employed, and discharged by the Board. The Executive Director shall manage the affairs of the Association according to the policies, principles, practices and budget authorized by the Board, and the Executive Committee and shall be responsible for management of personnel, finances and programs. The Executive Director shall be responsible for staff management including hiring, training, disciplinary action, and discharge. The Executive Director shall serve as ex-officio, non-voting member of the Board. For the purpose of determining the number of Directors serving the Association, the Executive Director shall not be considered a member of the Board.

ARTICLE 8

ADMINISTRATIVE PROVISIONS

8.1 Books and Records

The Association shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the Association shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

8.2 Accounting Year

The accounting year of the Association shall be December

8.3 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.


8.4 **Conflicts of Interest Policy.** The Board shall adopt the Conflicts of Interest Policy attached as Exhibit A to these Bylaws.

ARTICLE 9

AMENDMENTS

These Amended and Restated Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote or resolution adopted by two-thirds of the majority of the members present and voting at a GBM. The amendments shall be effective as soon as adopted.

These Amended and Restated Bylaws were adopted by the Board of Directors on December 8, 2019.


(Thomas Mulayankaril
Secretary EAWW)