



INDIA ASSOCIATION OF NORTH TEXAS

Constitution & Bylaws

As Approved by General Body on Sunday, December 8th 2024

IAN T Constitution & Bylaws Committee 2024

We the following members of IANT Constitution & Bylaws Committee, 2024, have diligently reviewed and hereby approve that the following document unanimously on this day, November 20th 2024 for submission to the General Body Meeting.



**Kamal Kaushal
(2024 Trustee Chairman)**



**Sushma Malhotra
(2024 President)**



**Bakthula Narasimha (BN)
(2024 Trustee Co-Chair)**



**Rajiv Kamat
(2024 President-Elect)**



**Lal Daswani
(2024 Trustee Emeritus)**



**Anant Jain
(Entrusted Advisor during
2024 Bylaws Revision)**

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INDIAN AMERICAN FEDERATION OF NORTH TEXAS
REGISTERED AS:
INDIA ASSOCIATION OF NORTH TEXAS
(A NON-PROFIT CORPORATION)

BYLAWS

ARTICLE 1
OFFICES

1.1 NAME: The registered name of the corporation shall be India Association of North Texas, Inc. hereinafter referred to as 'IANT'.

1.2 PRINCIPAL OFFICE: The principal office of the corporation in the state shall be located in the Dallas/Fort-Worth Metroplex area. The corporation may have such offices as the Board of Directors, herein after referred as BOD and the Board of Trustees, herein after referred as BOT may determine or as the affairs of the corporation may require from time to time.

1.3 REGISTERED OFFICE AND REGISTERED AGENT: The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the BOD and BOT.

ARTICLE 2
AIMS AND OBJECTIVES

IANT is a non-profit, non-political, non-sectarian organization formed primarily for cultural and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. Specifically, its aims and objectives are:

To provide a common platform to all members living in the North Texas area for pursuing their common goals and sharing their concerns;
To promote, coordinate and support joint efforts in the social, cultural, educational and charitable activities of the Members;

To provide civic and political education to the people of Asian Indian origin, encourage greater participation by them in public affairs and to enhance their contribution to the society at large;
To foster friendship and understanding between people of Asian Indian origin and other Americans;
To act as a spokesperson for the Asian Indian community and to function as an umbrella organization in concert with other independent community organizations in the North Texas region;
To conduct and celebrate events that are important to the Asian Indian community such as India's Independence Day, Republic Day etc.

ARTICLE 3 **MEMBERS**

3.1 DEFINITION OF MEMBERSHIP: The Associations membership shall be open to individuals or families of Indian Origin.
The BOD should decide and approve all requests for membership and shall not be obliged to assign any reason for referring the request.

3.1.1 As of the date of these bylaws the following categories of memberships are instituted, however the BOD may at its discretion institute additional classes of memberships with corresponding dues as appropriate.

3.2 CATEGORIES OF MEMBERSHIP:

3.2.1 DUES PAYING MEMBERSHIP:

Annual Membership – Those who pay annual dues
Life membership – Those who pay one time fee for life
Benefactor Membership – Pay a large sum (Minimum \$5000)

3.2.2 HONORARY MEMBERSHIP:

The BOD in consultation with BOT may bestow Honorary Life Membership to deserving individuals or organizations. They do not pay any dues.

3.2.3 ASSOCIATE ORGANIZATION MEMBERSHIP:

This category of membership is reserved for 501 C (3) Asian Indian organizations at the discretion of the BOD and BOT of IANT, and is

therefore deemed to be by invitation only. The membership shall be deemed perpetual unless revoked. As guidance to the BOD, the BOT shall develop and maintain a procedure for granting and approving of such membership. They do not pay any dues.

3.3 MEMBERSHIP DUES:

Annual Membership, dues as determined from time to time by the board, shall be valid for twelve (12) months after receipt of payments for the dues. Annual dues shall be paid on the first day following the period of 12 months from the previous due date. A thirty(30) day grace period is given to members to make payment. If the payment is received more than thirty(30) days after the due date, the membership may be treated as being reinstated rather than renewed. Memberships that are renewed normally within the grace period shall retain their original due date, whereas those that are reinstated shall start anew with the newly reinstated date.

The membership status including renewal dates as applicable shall be maintained on IANT website...

Life Membership dues, as determined from time to time by the BOD, shall be a one time contribution and payable in full

3.4 RIGHTS OF NEW MEMBERS:

Each member shall be entitled to one vote on each matter submitted to a vote of the members. A new member or a reinstated member shall not be entitled to vote on any matter for a period of six(6) months after their new or reinstated membership date.

3.5 REVOCATION OF MEMBERSHIP:

The applicant for Regular Membership shall be a person of good standing in the society, as determined by the BOD.

The BOD shall have the right to revoke, deny, suspend or cancel membership of any individual, or organization that fails to abide by the Articles of Incorporation or the Bylaws, or whose activities are deemed detrimental to the proper functioning and interest of IANT. Any member whose membership is revoked, denied, suspended or cancelled by the board shall have the right to appeal the decision within 15 days to the BOT. The Trustees shall act within 30 days of the date of receipt of appeal. The Trustees may reinstate the membership if they so determine,

and inform the BOD accordingly. The revocation, denial or suspension of membership includes the following:

Either an organization or a regular member may be removed from membership of IANT for any of the following reasons:

1. The member fails to abide by the Articles of Incorporation or the Bylaws, or whose activities are deemed detrimental to the proper functioning and interest of IANT
2. The member fails to pay the membership dues within the grace period.

Removal of a regular member or an Associate Organization member for reasons other than the non-payment of timely dues shall require a resolution passed by the BOD by a two thirds(2/3) majority of the board members present and voting. Further, it is required that a notice specifying the alleged violation and the proposed action be sent to such a member at least thirty(30) days prior to the scheduled Board of Director's meeting, and an opportunity given to such member to respond to the charges prior to the BOD meeting.

In case the proposed revocation is due to nonpayment of membership dues, the revocation shall be dropped if the subject organization/regular member pays the outstanding dues anytime before a decision is reached by the BOD. Upon payment of all dues in full, the membership is automatically reinstated in accordance with Article iii and iv.

ARTICLE 4

MEETINGS OF MEMBERS

4.1 ANNUAL GENERAL BODY MEETING: The Annual Meeting of the General Body of members of the Association shall be held in the month of November or December each year for the purpose of the annual report by the President and for the electing and/or installing new officers, Directors and Trustees for the term of the following calendar year, as well as for the transaction of any other business deemed necessary by the board. Another General Body Meeting shall be called upon for approval of IANT audited accounts of previous year. General Body meeting once scheduled may be postponed due to inclement weather or under circumstances determined by the board; however, only under extreme circumstances shall the

General Body meeting be postponed beyond 31st January of the following calendar year.

4.2 SPECIAL MEETING: Special meetings of the members may be called by the President or the BOD. A member can also petition the BOD to call a special meeting of the members. A petitioning member shall in writing, submit a petition which explicitly states the purpose for such a meeting. The petition shall be signed by at least 15 percent of the total voting members and shall be submitted to the Secretary for verification of the petition.

4.3 PLACE OF MEETING: The President or the Board of Directors may designate any place, within seventy five (75) mile distance from the principal office of the corporation, as the place for any General Body meeting or for any special meeting of the members.

4.4 NOTICE OF THE MEETING: A written or printed notice stating the purpose, place, day and hour of any General Body or special meeting of members shall be sent by mail to each member entitled to vote at such meeting, not less than 2 weeks nor more than seventy five (75) days before the date of such meetings. In case a meeting of the members has to be postponed due to unforeseen circumstances, after an appropriate notice had already been mailed once, the subsequent notice for a meeting for the same purpose shall be issued no less than 1 week prior to the meeting. Such a postponement notice may utilize any printed medium of the Association if available within the permissible period, otherwise a separate notice shall be sent. In an emergency an electronic media may be used as a means of notification provided a documented procedure has been developed and approved by the BOT for such communications.

4.5 QUORUM: A quorum at the members meeting shall consist of at least 25 members present. When a quorum is not present, the meeting shall be adjourned and reconvened after 30 minutes and the members present at that time shall constitute a quorum.

4.6 VOTING: Where directors are to be elected by members such election shall be conducted by either mailing ballots to members within fifteen (15) to fifty (50) days in advance of the closing date by which they must be postmarked for return, or by providing each member with a secret

ballot at the General Body meeting or at a polling place. Polling activity without a formal meeting shall be considered permissible in lieu of conducting the same at the regular General Body meeting at the discretion of the board. In case the voting is conducted by mailing the ballots or by polling without the formal General Body meeting, these Bylaws still require that the new trustees and or directors shall be installed at the annual meeting no later than 31 January, as provided in Section (i) of this Article; otherwise, they shall be deemed installed as of 31 January.

ARTICLE 5

BOARD OF DIRECTORS (BOD)

5.1 GENERAL POWERS AND DUTIES: The Board of Directors shall be responsible for implementing the objectives set forth in the Constitution and bylaws of IANT and to implement policies strategic objectives and guidelines set forth by the BOT;

BOD shall be responsible to ratify the slate proposed by BOT for election of Trustees as referenced in article 8.2.

All of the BOD must be life members.

The BOD shall manage the day to day business of IANT.

Each member of Board shall perform duties assigned by the President and be mindful of ensuring that IANT remains a vibrant and financially sound organization

The President of the BOD and Trustee Chair are entitled to attend and represent IANT at key events.

5.2 NUMBER, TENURE AND QUALIFICATION:**5.2.1** - Number The number of directors shall be minimum fifteen (15) upto seventeen (17), consisting of

1. the President,
2. the President-Elect,
3. the Vice President,
4. the Secretary,
5. the Joint Secretary,
6. the Treasurer,
7. the Joint Treasurer,
8. the immediate past President (ex-officio) and

the remaining Board members will be assigned by President to Chair various committees as listed in Article X.

5.2.2 TERM/TENURE - The term of directors shall start immediately upon their installation as a result of the annual elections, and conclude at the installation of the new directors elected for the subsequent term per article 10.

Every year, upto fifteen (15) directors may be elected.

Two (2) of the total number of directors are the current President who automatically becomes Immediate Past President(Ex-Officio) and the current President-Elect who is automatically deemed elected as President for the following term.

5.2.3 QUALIFICATIONS: All BOD life members shall be members in good standing.

The President shall be elected only in those exceptional circumstances when the President-Elect withdraws from automatically assuming the office of the President as provided herein. The President's term shall be for one year; no other officer shall be elected for the same office for more than two consecutive terms unless elected by acclamation without contest.

5.3 REGULAR MEETING: The BOD shall meet at least once a month and may schedule more meetings at their discretion. Regularly scheduled meetings shall not require formal or repeated notification. In addition to regular meetings, at least two scheduled meetings per year shall be held in a timely fashion and devoted to review and approval of the annual federal or any other tax return of the association as necessary. Subsequent special meetings shall be held as necessary to resolve any pending actions until all tax returns are duly approved and filed. The regular meeting(s) may be postponed, cancelled or rescheduled by the Board by mutually agreed procedure.

5.4 SPECIAL MEETING: Special meetings of the BOD may be called by or at the request of the President or at the request of a minimum of one third of the number of directors on a notice of two days, or at a shorter notice if approved by resolution for the duration and term of the board.

5.5 QUORUM: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board.

5.6 ACTIONS: The vote of a majority of the directors present in person at a board meeting at which a quorum is present shall be the act of the board, except in case(s) of the presidential veto provided in Article XIII, Section 8 on general provisions.

5.7 INFORMAL ACTIONS BY DIRECTORS: Any action required by law or permitted to be taken at a meeting of the directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be recorded and signed by the majority of the directors.

5.8 VACANCIES; REMOVAL: In case a board seat is vacated due to resignation or death of an elected member of the board, the President or the individual serving as President shall formally request the BOT to appoint a member to fill the vacancy for the balance of the term, particularly if the balance of the term is longer than three (3) months. Any director absent for more than three consecutive regular meetings of the board may be subject to disqualification to continue as a director at the discretion of the BOD and BOT.

5.9 PLACE OF MEETING: The meetings of the board shall be normally held at the principal office of the Association or at a place within seventy five (75) miles distance from the principal office at the discretion of the board.

ARTICLE 6

OFFICERS

6.1 OFFICERS: The officers of the association shall be a President, a President-Elect, a Vice President, a Secretary, a Joint Secretary, a Treasurer, and a Joint Treasurer. In addition to serving on the board, their duties are defined in sections that follow.

6.2 TERM OF OFFICE: As per Article 5.2.2 –

6.3 PRESIDENT: The President shall be the Chief Executive Officer (CEO) of the association and

- i. shall preside at all meetings of the members and of the BOD.
- ii. shall review the by-laws with all BOD during the meeting at the start of each year before the execution of our 1st event
- iii. shall supervise and control, in general all of the businesses and affairs of the corporation. including but not limited to following
 - a. maintain sound financial status of IANT and present financial reports on quarterly basis to BOT
 - b. responsible for media relations
 - c. on or before the third Sunday of January collect all the IANT related documents from the Secretary, and Treasurer, and other Committees, summarize and hand over to the new President in the presence of the new Trustee Chair or a Trustee designated by the Trustee Chair.
- iv. shall sign with the Secretary or any other board member authorized by the board, any legal documents, contracts, or other instruments authorized by the board;
and
- v. shall perform all duties incident to the office of President and such other duties as may be prescribed by the board.

The President shall not hold a similar title or position in any other (Social, Cultural or religious) Indian organizations. However, the President upon taking office, shall inform and invite Consulate General Office and leaders of all Community organizations to IANT office. All invitations to President and/or Past-President are invitations to IANT.

6.4 PRESIDENT-ELECT: The President-Elect shall serve as a Senior Executive Vice President (EVP) in assisting the President. In the absence of the President or in the event of President's disability or refusal to act, the President-Elect shall act to perform all duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

He/she will be responsible for overseeing relations with our sponsors and encouraging participation of sponsors at IANT media outlets.

6.5 VICE PRESIDENT: In the absence of the President or the President-Elect, or in the event of their disability or refusal to act, the Vice President shall perform all duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

In the event the Vice President should assume the responsibility of the President-Elect, such an assumption shall not automatically lead to the assumption of the office of the President without election the following term. Vice President shall be responsible to develop and maintain a procedure, subject to the approval of BOT, for documentation and management of sponsor list by categories and to review and update such list for accuracy.

6.6 SECRETARY: The secretary

- a. shall keep the minutes of the meetings of the members and the Board of Directors;
- b. give all notices in accordance with the provisions of these Bylaws or as may be required by law;
- c. be custodian of the association (corporation) records and of the seal of the corporation, and affix the seal to execute documents within the provisions of these Bylaws;
- d. file all needed documents with the State as needed in a timely manner;
- e. create and maintain a current list of members including their mailing and email addresses;
- f. transition records to new Secretary from one term to the other;
- g. add new members in membership database within 90 days of receiving new membership form
- h. present updates to membership database in regular BOD meetings and
- i. in general perform all duties 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 or by BOT.

The Secretary shall take every precaution to ensure that the list of the members of the association with their addresses and phone numbers is not made available to anyone for commercial purposes.

6.7 JOINT SECRETARY: The Joint Secretary shall perform the duties of the Secretary in the latter's absence and assist the Secretary in the discharge of the latter's responsibilities. In addition, the Joint secretary will be responsible for creating awareness of IANT activities via Social Media (Whatsapp, FB, Instagram, etc...).

6.8 TREASURER: The Treasurer shall

- a. have charge and custody of and be responsible for all funds and books of the association and shall manage the funds diligently ;
- b. receive and promptly give receipts for moneys due and payable to the association,
- c. deposit all such moneys in the name of the association in such banks or depositories as shall be selected in accordance with the provisions of Article XII hereof;
- d. will Acknowledge all donations made to IANT via THANK YOU note,
- e. prepare monthly and annual financial reports of IANT
 - i. present them to the BOD at every regular monthly meeting
 - ii. present them to the BOT at every quarterly meeting
- f. transition record of accounts from the previous Treasurer and transition record of accounts to the new Treasurer within 45 days after the installation of the new officers, and co-sign with the transitioning Treasurer a letter of transition of accounts describing any discrepancies or actions pending, etc.,
- g. maintain a separate bank account for life membership accountability
- h. seek professional help from accountants as necessary and authorized by the board (BOD) from time to time; prepare the annual budget for the fiscal year and get it approved,
- i. prepare and file tax returns or present information to the individual or company authorized by the board for such purpose,
- j. in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the BOD,
- k. prepare documents to transition record of accounts from the previous Treasurer and transition record of accounts to the new Treasurer within 45 days after the installation of the new officers.

6.9 JOINT TREASURER: The Joint Treasurer shall assist the Treasurer in maintaining the books of accounts and any other activities as requested by the Treasurer including but not limited to

- a. create P&L of all events and periodically review P&L in BOD meetings
- b. create P&L of ad revenue vs. printed cost of Bharati Magazine
- c. create invoices, track payment status, collect revenue and deposit payments

- d. make every effort to settle all the accounts within one month (maximum of 3 months past due date) receive life membership amount during the year
- e. financial accounting of each event hosted by IANT

ARTICLE 7

ADVISORY BOARD (AB)

7.1 PURPOSE, ROLE, NOMINATION and COMPENSATION:

7.1.1 PURPOSE: The purpose of the Advisory Board (AB) shall be to achieve the mission and vision of IANT.

7.1.2 ROLE: The role of AB is specifically directed although not limited to assist IANT's needs in areas not limited to Corporate relations, philanthropy relations, community relations and sponsorship relations. However, the role of AB shall be solely advisory in nature. No member of the AB shall be deemed to have the rights of a member of the BOD or BOT.

7.1.3 NOMINATION/APPOINTMENTS: AB members can be nominated by any member of BOD and BOT. No commitments shall be made to any AB member before they are officially approved. AB members shall be approved by BOT.

7.1.4 COMPENSATION: NO AB member shall receive compensation reimbursement for expenses incurred in serving on the AB or any committee thereof.

7.2 NUMBER, TENURE AND QUALIFICATIONS:

7.2.1 NUMBER - The number of members shall be at least 8 and no more than 20 members at discretion of BOD in consultation with BOT.

7.2.2 TERM OF OFFICE: AB shall serve for a two (2)-year term, extendable by approval of BOD. Extensions beyond 5 year shall be subject to approval by BOT.

7.2.3 QUALIFICATIONS: The members shall be drawn from a complete spectrum of DFW Community at Large including past presidents, Trustees, life members of IANT and other prominent members who may advise to the benefit of IANT. AB members need not follow membership criteria.

7.3 REGULAR MEETING: The AB members shall meet once a year upon request from BOD or BOT. AB meetings shall be open to executive members of BOD and BOT. The secretary of BOD and BOT shall document the meeting minutes highlighting any areas of advice from AB members.

ARTICLE 8

BOARD OF TRUSTEES (BOT)

8.1 GENERAL POWERS, DUTIES AND NOMINATIONS:

8.1.1 GENERAL POWERS: The Board of Trustees (BOT) shall be responsible for:

- a) Formulation of policies and long term strategic planning of IANT.
- b) Review and approval of IANT Reserve fund(s) and Capital Budget(s) involving long term commitments, including annual budget(s) submitted by the Board of Directors.
- c) Review and approval of expenses and event budget(s) exceeding \$5000.00, the amount subject to upwardly revision at the discretion of the BOT. The BOT shall document such revisions in the Corporate records by resolution of the BOT. Such revision shall also be communicated to the BOD.
- d) Review and resolution of any matters of organizational conflict(s) including elections and nominations.
- e) Approval of matters of appointments of members to or removal from the Board of Directors.
- f) Review and approval of IANT membership in National/Regional/Local organizations.
- g) Contingency power: Authority to act and appoint the President and/or members of the Board in case special circumstances warrant such action(s) provided 75% of Trustees agree to do so.
- h) BOT may appoint Trustee Emeritus

8.1.2 DUTIES : As part of this initiative the BOT shall perform an oversight duty to ensure that all Corporate books and records of the association are maintained in order and that all required audit(s) as per article XII are performed in a timely and orderly fashion.

BOT shall also ensure that appropriate levels of liability and indemnification-oriented insurance policies remain active without lapse.

8.1.3 NOMINATIONS: At the adoption of these bylaws the BOD shall appoint the initial number of trustees as per item(a).

In subsequent years there after, the Board of Trustees shall nominate as many trustees as the number of vacancies resulting from staggered tenure requirements of para iii.

The nomination slate develop by the BOT shall be approved by the BOD in a special meeting. The proxies of the directors absent may be allowed subject to approval of the board members present.

- a) Nomination for the BOT shall be subject to approval of a two third majority of the existing BOT.
- b) Election of the Chairperson and Vice-Chairperson of the BOT shall be conducted in a special meeting of BOT before the Installation ceremony.
- c) Term of the Chairperson and Vice-Chairperson shall coincide with the term of the BOD of IANT. Vice-Chairperson shall become the Chairperson for the following year unless the term is ended and unless he/she declines.
- d) The Chairperson of the BOT shall represent the Trustees in the BOD meeting with no voting rights.
The BOT shall meet at least once in three months.
- e) Immediate past-president shall be become a Trustee for the following year unless he/she declines
- f) Chairperson and Vice-Chairperson of BOT shall maintain proper records and minutes of their meetings and deliberations.
- g) Being the strategic body of the association, it is also essential that BOT develop appropriate processes for long term record keeping of IANT and that they periodically review the implementation of such processes with the BOD.

8.2 NUMBER, TENURE AND QUALIFICATION:

8.2.1 NUMBER: The number of Trustees shall be seven (7) and shall not be more than eleven (11) including the Chairperson and the Vice-Chairperson of the Board of Trustees. The total number shall be an odd number of trustees (7 or 9 or 11). The terms of the trustees shall be staggered in accordance with article 8.2.2.

8.2.2 TENURE/TERM OF TRUSTEES : Effective at the adoption of these bylaws, in order to transition to a staggered term of Trustee process, the initial 7 Trustees shall be divided in two categories, four with three year term and three with two year term.

Thereafter, the new term shall be for two (2) years.

In no event a Trustee shall serve more than two (2) consecutive terms (total of 4 years).

In no event a Trustee shall serve more than four (4) terms (total of 8 years)

If option to add more Trustees (per 8.2 ...) is exercised, the term of the newly added Trustees shall be two years.

The term of a trustee begins at his/her installation and continues until it reaches the limit as applicable herein.

8.2.3 QUALIFICATIONS: A trustee is expected to attend the BOT meetings fairly regularly. Any one of the trustees absent for more than three consecutive scheduled meetings of the BOT shall be subject to be disqualified to continue at the discretion of the Board of Trustees. In order to be considered to serve as a Trustee, a Trustee must be a member in good standing and shall meet one or more of the following qualifications:

- i. Life member of IANT for ten 10 years.
- ii. Life member for five (5) years with experience of serving on IANT committees for five (5) years
- iii. Past Presidents of IANT.
- iv. One of the BOT need not meet the above qualifications as he/she can be a prominent member of Indian Origin and may be appointed as BOT.

8.3 REGULAR MEETING: The BOT shall meet once a quarter and may schedule more meetings at their discretion. At least two scheduled meetings per year shall be held in a timely fashion and devoted to review and approval of the annual federal or any other tax return of the association as

necessary. Subsequent special meetings shall be held as necessary to resolve any pending actions until all tax returns are duly approved and filed. The regular meeting(s) may be postponed, cancelled or rescheduled by the BOT by mutually agreed procedure.

8.4 SPECIAL MEETING: Special meetings of the BOT may be called by or at the request of the President or at the request of a minimum of one third of the number of directors on a notice of two days, or at a shorter notice if approved by resolution for the duration and term of the board.

8.5 QUORUM: A majority of the BOT shall constitute a quorum for the transaction of business at any meeting of the board.

8.6 ACTIONS: The vote of a majority of the BOT present in person at a board meeting at which a quorum is present shall be the act of the BOT, except in case(s) of the presidential veto.

8.7 INFORMAL ACTIONS BY BOT: Any action required by law or permitted to be taken at a meeting of the BOT, may be taken without a meeting if consent in writing setting forth the action so taken shall be recorded and signed by the majority of the BOT.

8.8 VACANCIES; REMOVAL: In case a Trustee seat is vacated due to resignation or death of an elected member of the board, the President or the individual serving as President shall formally request the BOT to appoint a member to fill the vacancy for the balance of the term, particularly if the balance of the term is longer than three (3) months. Any Trustee absent for more than three consecutive meetings of the trustee may be subject to disqualification to continue as a Trustee at the discretion of the BOT.

8.9 PLACE OF MEETING: The meetings of the board shall be normally held at the principal office of the Association, or at a place within seventy five (75) miles distance from the principal office at the discretion of the board.

ARTICLE 9
TRUSTEE EMERITUS (TE)

9.1 PURPOSE, ROLE, Nomination :

9.1.1 PURPOSE : The purpose of the Trustee Emeritus shall be to continue to serve the organization to achieve the mission and vision of IANT.

9.1.2 ROLE : The role of Trustee Emeritus shall be same as Trustee.

9.1.3 Nominations/Appointments : Trustee Emeritus can be nominated by current year Trustee Chair. No commitments shall be made to any Trustee Emeritus member before they are officially approved. Trustee Emeritus members shall be approved by BOT.

9.2 NUMBER, TENURE AND QUALIFICATIONS:

9.2.1 NUMBER : The number of members nominally be 0 not to exceed 3 member at discretion of BOT .

9.2.2 TERM OF OFFICE : TE shall nominally serve for a three (3) year term, extendable by approval of BOT for a 2 year extension. In no event a TE shall serve more than two terms or a total of max 5 years. The term of a trustee begins at his/her installation and continues until it reaches the limit as applicable herein. After serving a 5 yr as TE, the TE title is for life without voting right.

9.2.3 QUALIFICATIONS : The TE members shall be drawn from list of past Trustee Chair's and past presidents

ARTICLE 10
FORUMS AND EXECUTIVE COMMITTEES

10.1 COMMITTEES OF DIRECTOR AND NON-DIRECTORS: Except for the Bylaws Committee (Article XV, item 12), the President, subject to the approval of the Board of IANT, may designate and appoint one or more

committee(s), defining each committee's objectives and the term, the term not to exceed the term of the current board. The committee(s) to the extent provided in said resolution shall have and exercise their duties accordingly. Committees not limited to

- i. Membership & Sponsorship
- ii. Women's and Speaker Forum
- iii. Senior Citizen (ex - Medical camp)
- iv. Youth and Sports (2nd generation)
- v. Operations (ex- Events, Visa Camp)
- vi. Digital Technology (ex – Digital Bharati Magazine, Marketing, Web Mgmt, Social Media, North Texas Giving Day)
- vii. Outreach and Relationship (ex - Community Liaison)

Each such committee shall consist of two or more members, at least one of which shall be a director. One member of each committee shall be appointed Chairman. The President shall be considered an automatic member of each of these Forums and Committees. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him/her by law.

10.2 TERM OF OFFICE: Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed or disqualified.

10.3 VACANCIES: Vacancies in the membership of any committee may be filled by appointment made in the same manner as done originally.

10.4 QUORUM: Unless otherwise provided in the resolution of the BOD approving a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

10.5 RULES: Each committee may adopt procedures for their own functioning consistent with these Bylaws or with any procedures adopted by the Board of Directors.

10.6 NOMINATION AND ELECTION COMMITTEE: Provisions of Section 10.1 through IX.(v) may not be entirely sufficient, or may even be

contradictory, with respect to the provisions of Nominating and Election Committee in Article 11. In case of contradictions, and specifically for the Nomination and Election Committee, Article 11 shall have higher precedence to Article IX.

ARTICLE 11

ELECTION OF OFFICERS AND DIRECTORS

11.1 NOMINATING AND ELECTION COMMITTEE: The BOD and BOT shall appoint a nominating committee consisting of nine members of which two appointees shall be the President and President-elect of IANT.

The Chairperson of the BOT shall also serve as the members of the Nomination and Election Committee. The members of the nominating committee shall be automatically disqualified from contesting for any office of IANT.

The Chairman of BOT or his/her delegate shall serve as the chairman of the nomination and election committee. This committee shall be appointed and in place by September 30th of each calendar year, and an announcement to this effect sent to the membership via email and/or published in the regular publication, if any, of the association by that date.

The announcement shall also include the address of the association or of any other individual agreed to by the committee for the purpose of receiving written responses from or on behalf of members who may have an interest in being nominated by the Nominating Committee to any of the offices of the association.

11.2 DUTIES OF THE NOMINATING AND ELECTION COMMITTEE:

The Nominating Committee shall prepare a slate of candidates to the Officers and the Board of Directors in accordance with the provisions of Article V, Section (ii).

The slate shall include six (6) officers to be elected (President-Elect, Vice President, Secretary, Joint Secretary, Treasurer and Joint Treasurer) as per Article VI and other directors.

Remaining two (2) members of the board shall be the current President who will become immediate Past President and the current President-Elect who will be deemed as President without nomination process next year.

The committee shall be under no obligation to consider anyone for any post, nor shall it be obliged to offer any explanation for its choice of candidates on the slate. The slate shall be delivered to the Secretary of the association in writing, duly signed, latest by 31st October.

Subsequently, if determined by the board that board positions will be contested in an election against the slate proposed by the Nominating Committee, then the same committee shall serve as the Election Committee.

11.3 ELECTION PROCEDURE:

In parallel with the deliberations of the Nominating Committee, any member interested in contesting for any office against the potential respective nominee of the Nominating Committee shall be able to do so as a petition candidate by formally filing a petition signed by the members.

The petition for contesting for the offices of the President-Elect, the Vice President, the Secretary, Joint Secretary, Treasurer and Joint Treasurer shall be signed by at least 75 members or by ten percent of the total number of members, whichever is less; the petition for the other offices of the directors require signatures of 25 members or five percent, whichever is less.

The petitions shall be delivered to the Secretary of the association, or to any other office designated for this purpose, by 15th October.

The Secretary shall also provide copies of these petitions if any, to the Nominating Committee sufficiently before 30th October in order that they may be also considered by the committee in its deliberations prior to 31st October, the closing date of all nominations.

The Secretary will present the slate recommended by the Nominating Committee, and any other nominations received from petition candidates, in a board meeting that shall be held within 10 days after 31st October. Such a meeting of the board shall also be attended by the Nominating Committee. The agenda for this meeting shall be as a minimum designed to,

- a) determine the status of the Nominating Committee whether or not it were needed to transition as an Election Committee,
- b) determine the date for the General Body meeting if no elections were to occur at the General Body meeting,
- c) select, in case of contested elections, from the option between conducting the election at the General Body meeting or elections by mail,
- d) develop an action plan for carrying out any balloting by mail or otherwise, as required, and for an appropriate meeting or polling place and the notices as required per Article (IV).

In case no nominations are determined to be directly received from the members, the members in the slate presented by the Nominating Committee shall be deemed elected for the respective offices. The result of the meeting shall be to either dissolve the Nominating Committee and fix a date for the General Body meeting, if no other nominations are directly received from the members; or to task the Nominating Committee to serve as the Election Committee, if other nominations are received from the members. The Election Committee shall be responsible for overseeing and executing the action plan developed in item (d) above with the help of the designated members of the board. The items such as the logistics of the election, the balloting by mail or otherwise, and styling and printing of the ballots shall be strictly up to the discretion of the Election Committee subject to the financial constraints from the resource(s) of the association. The members of the IANT Board shall be expected to play an advisory, helpful and cooperative role during the process.

At the conclusion of balloting or receipt of ballots in mail, as applicable, the Election Committee shall be responsible for counting the votes and delivering the results within 24 hours, duly signed by the members of the committee, to the President with a copy to the Secretary of the association. The ballots shall be retained by the chairman of the Election Committee for a minimum period of sixty (60) days at which time the task of the Election Committee shall be deemed concluded.

ARTICLE 12

CONTRACTS, CHECKS, DEPOSITS, BOOKS AND RECORDS

12.1 CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority shall be specific in nature.

12.2 CHECKS AND DRAFTS: All checks, drafts, or others for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the BOD. In the absence of such determination

by the BOD, such instruments shall be signed by the Treasurer and countersigned by the President or the designee by the board.

12.3 DEPOSITS: All funds of the corporation shall be deposited from time to time to the credit of the corporation in its name and Tax I.D. number in such banks, trust companies, or other depositories as the Board of Directors may select.

12.4 GIFTS: The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

12.5 OFFICIAL RECORDS AND SEAL: The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, BOD, and Forums and Committees having any of the authority of the BOD, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his attorney for any purpose at a mutually acceptable time and place. The corporation may charge for reasonable expenses incurred for such inspection(s). The corporate seal of the corporation and the minute book shall be of the type determined and established by the Board of Directors and may be changed from time to time in its discretion.

12.6 FISCAL YEAR: The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE 13

FINANCIAL RECORDS AND ANNUAL REPORTS

13.1 FINANCIAL RECORDS: The corporation shall maintain true and accurate financial records with full and correct entries made with respect to all financial transactions of the corporation, including all income and expenditures, in accordance with generally accepted accounting practices.

13.2 ANNUAL REPORT: Based on the records described in paragraph XII(1), the BOD shall prepare and approve a report of the financial activity of the corporation for the preceding year. This report shall conform to

accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, and expenses and charges in fund balances, a statement of functional expenses, and balance sheets for all funds.

13.3 PUBLIC INSPECTION: All financial records, books, and annual reports of the financial activity of the corporation shall be kept at the registered office or principal office of the corporation in the State of Texas for a period consistent with the IRS requirements or any other laws and shall be available to members for inspection by appointment. The corporation may charge for the reasonable expenses incurred for such inspection(s).

13.4 INTERNAL AUDITORS: The BOD shall appoint an auditing committee of two (2) members to inspect and review the books of IANT. The auditors shall not be members of the current Board of Directors, Trustees or the Advisory Council of Delegates. The auditing committee shall examine all the books and submit the audited accounts to the BOD three weeks before the annual General Body meeting. The BOD shall review and approve the audited report before the Treasurer presents the audited annual report to the General Body.

13.5 ASSETS: Any movable/immovable properties procured or transacted should be done on behalf of IANT and for IANT. The signatories for transactions (where needed) are to be President, Treasurer and Secretary of IANT and the Chairperson of the BOT. Such transactions should have the prior approval of the Chairperson of the BOT. An inventory of the movable/immovable properties shall be maintained by the Treasurer.

ARTICLE 14 CONFLICT OF INTEREST

The BOT and the BOD shall jointly develop and adopt a Conflict of Interest Policy that shall be reviewed periodically as needed and adopted perpetually on an annual basis within 60 days of the beginning of each calendar term of IANT.

A "Conflict of Interest" means any circumstance that would cast doubt on the ability of an individual to act objectively with regard to the interests of IANT. Included in the policy shall be disclosure requirements for any general

or specific areas of concern that the members of the Board or the Trustees shall be required to disclose. Also, the policy shall address how to deal with disclosures particularly if a conflict of interest is disclosed or determined.

The policy shall also include a procurement procedure that would apply to soliciting bids from vendors in conducting routine business of IANT. In the interest of IANT, the directors, officers, or trustees are permitted to bid and win contracts for providing goods or services for IANT.

To avoid any conflict of interest appropriate procedures shall be adopted, including, but not limited to policies requiring recusal of the interested party from voting on decisions of contract awards or scope of work, etc.

ARTICLE 15

INDEMNIFICATION OF OFFICERS, BOARD MEMBERS, TRUSTEES, AND OTHERS

To the extent permitted and in the manner prescribed by Texas law, the association shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitrative, or investigative, including all appeals, because that person is or was a director, trustee, officer, employee, or agent of the association. Indemnification will be against all expenses, including, without limitation, attorney's fees, court costs, expert witness fees, judgments, decrees, fines, penalties, and reasonable expenses actually incurred by the person in connection with the proceeding, except that if the person is found liable to the corporation or is found liable on the basis that he or she improperly received personal benefit, indemnification will be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and will not be made in respect of any proceeding in which the person has been found liable for willful or intentional misconduct in the performance of his or her duty to the corporation. The indemnification provided in this Bylaw also extends to good-faith expenditures incurred in anticipation of, or preparation for, threatened or proposed litigation. The indemnification also shall cover the good-faith settlement of any such action, suit, or proceeding, whether formally instituted or not. All reasonable expenses incurred by a director, trustee, officer, employee, or agent of the association may be paid or reimbursed in advance of the final disposition of a proceeding or settlement in accordance with Texas law.

ARTICLE 16

GENERAL PROVISIONS

16.1 WAIVER OF NOTICE: Whenever any notice is required to be given under Texas law or under the provisions of the articles of incorporation or the Bylaws of the corporation, 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.

16.2 SEVERABILITY: If any part of these Bylaws shall be held invalid or inoperative, for any reason, the remaining parts, so far as possible and reasonable, shall be valid and operative.

16.3 HEADINGS: The headings used in these Bylaws have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation.

16.4 INTERPRETATION CONSISTENT WITH TAX-EXEMPT STATUS: These Bylaws, the corporation's Article of Incorporation, and any resolution or other action of the Board of Directors shall be interpreted and construed, so far as possible and reasonable, to uphold, maintain and be consistent with tax-exempt status of the corporation under federal and state tax law.

16.5 AMENDMENT(S) TO THE BYLAWS: The BOT and BOD should periodically review these bylaws. Any amendments or changes to a minor or a significant degree shall be presented to and approved by the General Body at a General Body meeting called specifically for this purpose by due notice. The notice of any meetings at which the bylaws are altered, amended, or repelled or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended or repelled. Alternatively, the notice may include the fair summary of provisions. Furthermore, any amendments to these bylaws by any other member shall be proposed in writing, signed by one chief proponent member plus at least ten percent of the members, and submitted to the Secretary in writing. The Secretary shall advise the President of the receipt of such amendment(s) within 48 hours that shall immediately obligate the President to present the same for approval of the members at the General Body or a special meeting of the members within sixty (60) days, unless the chief proponent withdraws his/her amendment

prior to the meeting in writing, seconded by at least one of the original ten percent proponents. The amendment(s) shall be approved by a simple majority of members present at the meeting of the members.

16.6 DISSOLUTION: If at any time IANT were to be dissolved, it shall be done in accordance with the underlying public policy rationale for the dissolution of a 501(c)(3). The income and assets of IANT fall under public charity and must remain dedicated to such purpose in perpetuity; therefore, the dissolving assets and/or income must be distributed to charitable organization(s).

16.7 REMUNERATION: An officer or Director shall receive no remuneration for his/her service but shall be entitled to reimbursement of reasonable expenses, incurred by him/her in connection with the association business. All transportation and food expenses to attend the meetings shall be considered voluntary and shall not be reimbursed on individual basis except those incurred in carrying out special assignments with prior knowledge and approval of the Board.

16.8 CORPORATION/ASSOCIATION: The words "CORPORATION" and "ASSOCIATION" are used synonymously in these Bylaws.

16.9 PRESIDENTIAL VETO POWER: The President shall have the power to veto any decision by the BOD which in turn shall only be overridden by the BOD or BOT by a minimum of two-thirds of the members of the Board present in the meeting.

16.10 TRANSITION OF TERMS: The term of officers or Directors shall not be misconstrued to alleviate their transition responsibilities.

16.11 PUBLIC MEETING FOR GENERAL BODY MEETING AFFAIRS: If no election or business requiring voting of members is left to be conducted at an General Body meeting, then the agenda of the General Body meeting may be combined with that of a public meeting arranged and called for by the Association for its members and other public.

16.12 RULES OF ORDER: The rules of procedure contained in "Robert's Rules of Order Revised" shall be used in the conduct of business of the

association in all cases which are not covered by these Bylaws, or other special rules adopted by the association.

16.13 CONSTITUTION AND BYLAWS COMMITTEE: Recognizing that in the future these Bylaws may not be able to provide explicitly for every possible situation or scenario, any conflict or contingency shall be resolved through interpretation of the intent of these Bylaws by the deliberations and approval of a Committee of at least five members. A committee of five members shall be drawn each year for this purpose from three groups as follows:

- a. One from the board of trustees, preferably the Chairperson of BOT.
- b. One from the board of directors, preferably the President or President-Elect of IANT
- c. Three (3) from a group of members preferably involved in the deliberations and revisions of these latest bylaws duly adopted by the members. For convenient reference, the members from the bylaws committee involved in this revision are listed as follows:

1. Kuntesh Chokshi (2019 author of bylaws)
2. Indu Reddy Mandadi (2019 co-author of bylaws)
3. Bakthula Narasimhai (BN - 2019 President)
4. Sudhir Parikh
5. Loknath Patro
6. Akram Syed (2019 Trustee Chair)
7. Rajendra Vankawala

The Board of Trustees are responsible to appoint five members of the Constitution and Bylaws Committee at their discretion. They shall also designate one of the 5 members as the chairperson of this committee. The committee shall be responsible to review and interpret the bylaws as and when necessary at the request of BOD/BOT. The committee shall also be responsible to assist the BOT in the matters of any conflict resolution. The decision or resolution by the members of the constitution and bylaws committee shall be duly documented and generally deemed to apply for the subsequent workings of the association, unless a decision or resolution is ruled by the committee as being applicable (for a specific instance only). Any item(s) identified by the committee as being altogether new or unique and not possible to be addressed by these bylaws shall be ruled as such and identified as an item to be subject to approval of membership for formal

amendment(s) to these bylaws. Timely approval of such amendments may not be practical and therefore the BOT may accumulate several potential amendment(s) for an overall all inclusive set of amendment(s) to these bylaws for the approval of the general body in accordance with article XV Section 5.