

BYLAWS

Kashmiri Hindu Global Cultural Center (KHGCC)

ARTICLE I. NAME AND PRINCIPAL OFFICE OF THE CORPORATION

Section 1. The name of this non-stock corporation (i.e., non-profit organization) shall be the Kashmiri Hindu Global Cultural Center (hereinafter referred to as the "Cultural Center "or the "Corporation").

Section 2. The Cultural Center shall be located within the state of Maryland, in the greater metropolitan area of the U.S. capital, Washington, D.C.

ARTICLE II. MISSION

To establish and operate the Kashmiri Hindu Global Cultural Center with a mission to preserve and promote the cultural and religious heritage of Kashmiri Hindus, an endangered ethnic community.

ARTICLE III. PURPOSES

Section 1. The Cultural Center shall be organized and operated as a tax-exempt non-stock Corporation, exclusively for cultural, religious, and educational purposes in accordance with the provisions of Section 501 (c) (3) of the Internal Revenue Code.

Section 2. The Cultural Center shall provide the Kashmiri Hindu community a cultural hub and an active focal point for cultural, religious, educational, spiritual, social, and recreational activities at the local, national, and international levels.

Section 3. The activities of the Cultural Center shall focus on: a) holding cultural, social and recreational events, b) holding seminars, classes, and training sessions aimed at religious, scientific, cultural, spiritual and career/financial education of children, youth and adults, c) acquiring and preserving rare ancient literature and scriptures that specifically relate to the cultural and religious heritage of Kashmiri Hindus, and d) promoting intercultural harmony, tolerance, goodwill, and understanding. Participation in such events shall be open to all without any discrimination based on caste, creed, gender, race, color, age, national origin, sexual orientation, disability, and political or religious affiliation. However, the Board reserves the right to deny a request for participation to any individual or a group who may be deemed, by a two-thirds majority (2/3) board vote, to be linked with terrorism, religious and/or ethnic intolerance, especially towards Kashmiri Hindus, or linked to the practice or promotion of any activity that may be unlawful or not in compliance with provisions of Section 501 (c) (3) of the Internal Revenue Code and/or in conflict with the mission and purposes of the Cultural Center as stated in Articles II and III.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Role/Duties/Requirements: The management of the Corporation shall be vested in a Board of Directors (hereinafter, "Board"). The Board, which includes the elected Officers per Article V, shall have general charge of the affairs, property, and assets of the Corporation and shall have the duty to carry out the mission and purposes of the Corporation. Each Board Director shall regularly attend Board meetings, make a personal financial donation to the Corporation (as needed), and execute, with the utmost honesty, integrity and objectivity, all fiduciary duties and responsibilities, including any additional duties or roles that the Board may assign.

Section 2. Number/Composition: The Board shall be composed of no more than seven (7) persons and no fewer than five (5) persons.

Section 3. Voting: Each member of the Board, which includes the Officers, shall have one vote. There shall be no proxy voting. In the event a member is unable to attend a meeting in person, voting by email or via a telephone or video conference or similar communications equipment shall be allowed provided all persons participating in such meeting can hear each other at the same time.

Section 4. Committees and Coordinators: The Board may temporarily appoint Committees and Coordinators for the completion of assigned tasks or projects. The Committees, led by the Coordinators, shall perform work specifically tasked by the Board. The Committee Coordinators must be from Board of Directors of the Corporation. The Committee Coordinators may solicit the help of experts or volunteers outside of the Board, if deemed necessary for completion of an assigned task. All committees shall provide reports and/or recommendations to the Board for approval by a two-thirds (2/3) majority vote.

ARTICLE V. OFFICERS AND THEIR ROLE / DUTIES

Section 1: The Officers of the Corporation shall be the President, Vice-President, Secretary, Treasurer, Information Technology Officer, Land Acquisition and Construction Officer, and Public Outreach and Networking Officer. All officers must be on the Board of Directors of the Corporation.

Section 2. The President and the Vice-President: The president shall be the chief officer of the Corporation, and shall lead the Board in performing its duties and responsibilities. The Vice-President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board, and at the request of the President, assist in the performance of the duties of the President. On behalf of the Board, the Vice-President shall oversee Committees, as needed. The President or the Vice-President shall preside at and conduct all meetings of the Board of Directors, and serve as the representative of the Corporation in meetings and discussions with other organizations, agencies, and/or contractors/service providers. The President or the Vice-President shall sign all contracts and agreements in the name of the Corporation after the Board has approved them.

Section 3. The Treasurer: The Treasurer shall oversee the deposit of funds of the Corporation into the proper accounts of the Corporation, the recording of all receipts and disbursements from such account or accounts, the preparation of the books and records of the finances of the Corporation, the preparation of financial reports of the accounts for the Board, and the preparation and filing of all year-end financial reports, including any required by the IRS or other government entities.

Section 4. The Secretary: The Secretary shall record and distribute minutes of all meetings of the Corporation and electronically archive Board-reviewed final meeting minutes for record keeping.

Section 5. Information Technology Officer, Land Acquisition and Construction Officer, and Public Outreach and Networking Officer: These officers shall perform such duties as may be specified by the Board. Depending upon the prevailing organizational needs, the designation, roles and responsibilities of the Information Technology Officer, Land Acquisition and Construction Officer, and Public Outreach and Networking Officer can be changed by a two-thirds (2/3) majority Board vote.

Section 6. Non-Dual Officer Roles: Separate elected individuals shall serve as the President, Vice-President, Treasurer, Secretary, Information Technology, Land Acquisition and Construction, and Public Outreach and Networking Officers.

ARTICLE VI. ELIGIBILITY AND ELECTION OF BOARD, INCLUDING OFFICERS

Section 1. Eligibility: Any Kashmiri Hindu who is twenty-one (21) years or older is eligible to be elected as a Board member.

Section 2. Election of Board and Officers: Based on the eligibility criteria stated in Section 1 of Article VI and objective considerations such as competence, experience, know-how, and team work-related skillset, the existing Board by a two-thirds (2/3) majority vote shall elect the a new Board member to fill any vacancy(s) that may arise.

Section 3. Anti-Nepotism: No two immediate family members, including spouses, siblings, children, or sons/daughters/sisters/fathers/mothers-in-law shall serve on the Board at the same time.

ARTICLE VII. MEMBERSHIP: The Board of Directors, which includes the Officers, will be the only voting members of the Corporation.

ARTICLE VIII. MEETINGS

Section 1. Annual Meeting: The Annual Meeting of the Corporation shall be held in the month of April of each year or at such time as soon as practical thereafter, as determined by the Board. Based on e-mail or phone invitation by the President and/or the Vice-President, all donors who have donated at least ten thousand (10,000) dollars to the Corporation have the option to attend this meeting in-person, provided the donor continues to be in good standing, i.e., not deemed by a two-thirds (2/3) majority vote to be in conflict with the mission and purposes of the Cultural Center, as stated in Articles II and III.

Section 2. Board Meetings: Meetings of the Board shall be held at least quarterly and may be scheduled more often at the request of the President, the Vice-President, or a two-thirds (2/3) majority of Board members.

Section 3. Quorum: For Board meetings, a two-thirds (2/3) majority of Board members shall constitute a quorum. The attendees may participate in a meeting by telephone conference or similar communications equipment provided all persons participating in the meeting can hear each other at the same time.

ARTICLE IX. LIABILITIES, RESIGNATIONS AND TERMINATIONS

Section 1. Liability: The Board of Directors, which includes the Officers, shall not be personally liable for the debts, liabilities or other obligations of the Cultural Center except for willful financial impropriety, gross negligence, fraudulent misconduct, or any other unlawful violations.

Section 2. Resignations: A Board member or Officer can resign by submitting a written resignation or an e-mail notification to the President or the Vice-President. All resignations shall be noted in the minutes of the Board meeting occurring after the submission.

Section 3. Expulsions and Termination. The Board reserves the right to expel and terminate the services of any Board member or Officer if he/she: a) willfully and knowingly commits any financial impropriety, fraudulent misconduct, willful injury, criminal offense, or any other unlawful activity, b) fails to execute his/her fiduciary and/or Board-assigned duties and tasks, c) acts against the interests of the Corporation and/or in violation of the Corporation mission and purposes as stated in Articles II and III, or d) contributes to team disunity by encouraging or promoting factionalism. Such accused individual shall be given an opportunity to defend his/her position and provide explanations to the Board in writing or via e-mails or in-person meeting with the Board. After deliberating on the written and/or electronically provided explanations and/or in-person defense,

the Board of Directors by a two-thirds (2/3) vote (not including the accused member) shall either clear the accused member of the charges or expel the concerned member from the Board and terminate his/her services to the Cultural Center. Filling a vacant Board seat shall involve a nomination by the President or the Vice-President and Board approval by a two-thirds (2/3) majority vote.

ARTICLE X. CONFLICT OF INTEREST: To comply with the provisions of Section 501 (c) (3) of the Internal Revenue Code for a tax-exempt, non-stock Corporation, the operations of the Corporation, including any transactions and contracts it may enter into with appropriate parties/contractors/service-providers shall not provide any monetary benefit to any Officer or Board member or his/her private business(es). It is the fiduciary duty of the Board of Directors and Officers to disclose and/or discuss actual or possible conflicts of interest to the Board. Determination of a conflict of interest for any member of the Board, including those serving as Officers, and appropriate remedial actions (if applicable) shall be made by a two-thirds (2/3) majority vote.

ARTICLE XI. INDEMNIFICATION: The Corporation shall indemnify (A) its Board of Directors and Officers serving the Corporation to the full extent required by the General Laws of the State of Maryland now or hereafter in force, and (B) Corporation volunteers or employees (if applicable) to such extent as shall be authorized by the Board. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the Articles of Incorporation of the Corporation shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal. However, this indemnification clause shall not be applicable if any of the Board of Directors, Officers, or any other volunteer or employee serving the Corporation willfully and knowingly commits any financial impropriety, fraudulent misconduct, willful injury, criminal offense, or any other unlawful activity.

ARTICLE XII. COMPENSATION: The Board of Directors and Officers of the Corporation shall not receive any monetary compensation for their services as Directors or Officers. Board Directors and Officers may be reimbursed for direct expenses, reasonably incurred on behalf of the Corporation, by approval of the President and the Vice-President or by a two-thirds (2/3) majority vote.

ARTICLE XIII. FISCAL YEAR AND RECORD-KEEPING: The fiscal year of the Corporation shall be from January 1st to December 31st. The electronic accounts and records of the Corporation shall be audited annually by the Board-appointed Audit Committee as provided under Section 4 of Article IV. When deemed necessary, the Board by a two-thirds (2/3) vote may solicit the services of an external auditor. The annual financial statement shall be submitted to the Board of Directors and made available upon request to donors who have contributed at least ten thousand (10,000) dollars who continue to be in good standing, i.e., not deemed by a two-thirds (2/3) majority vote to be in conflict with or in violation of the mission, and purposes of the Cultural Center, as stated in Articles II and III.

ARTICLE XIV. DISPOSITION OF ASSETS

If warranted, dissolution of the Corporation shall be decided by a two-thirds (2/3) majority Board vote. After paying or adequately providing for the debts and obligations of the Corporation, the remaining assets or the amount procured by sale of such assets shall be donated to a non-profit organization dedicated to promoting and preservation of Kashmiri Hindu culture, and deemed appropriate by a two-thirds (2/3) majority Board vote. If such an organization is not available, then the Cultural Center assets shall be donated to a non-profit organization or a foundation, that is dedicated to promoting and preservation of Hindu culture, and has

established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is deemed appropriate by two-thirds (2/3) majority Board vote.

ARTICLE XV. AMENDMENTS: With the consent of the President and/or the Vice-President, the Bylaws may be amended by a two-thirds majority (2/3) vote of the Board of Directors, provided the proposed amendment(s) does not (do not) violate the mission and purposes as stated in Articles II and III, and has (have) been submitted to the Board in writing or via e-mail at least two (2) weeks prior to the following meeting date.

Certificate of Adoption of Bylaws

We, the undersigned, as the Officers of the Corporation, hereby certify that Kashmiri Hindu Global Cultural Center Bylaws were approved and adopted by the Board of Directors on September 15, 2018 and the above description constitutes a complete and accurate copy of the Bylaws, as adopted by the Board of Directors

President Ashwini

Vice-President Mohan Sanyal

Date: 9/15/2018

