

**BY-LAWS**

**of**

**INDIA ASSOCIATION  
CULTURAL AND EDUCATION CENTER  
OF NORTH CENTRAL FLORIDA, INC.**

**a Florida Corporation, not for profit**

**ARTICLE I**

**Name and Location**

Section 1: The name of this Corporation shall be **INDIA ASSOCIATION CULTURAL AND EDUCATION CENTER OF NORTH CENTRAL FLORIDA, INC.**

Section 2: Its principal office shall be initially located in Ocala, Marion County, Florida and/or such other places as may be designated from time to time by the Board of Directors.

Section 3: Registered office of the Corporation, required by Florida Corporation Law to be maintained in the State of Florida, may be, but need not be, identical with the principal office in the State of Florida. The registered office of the Corporation shall be India Association Cultural & Educational Center of North Central Florida (IACEC), 2030 NE 36th Ave., Ocala, Florida 34470. The Registered Agent shall be The Secretary of the Board of Trustees. The address of the registered office and the Registered Agent may be changed from time to time by the Board of Directors.

## **ARTICLE II**

### **Purpose**

The objects and purposes for which the Corporation is formed is set forth in the Articles of Incorporation.

## **ARTICLE III**

### **Membership**

Section 1: The membership of this Corporation shall be open to those persons who are committed to the principles and goals of the corporate mission and purposes of this Corporation and as determined from time to time by the Board of Directors.

Section 2: The Corporation shall have one class of Members. There shall be not less than three (3) Members and the Board of Directors shall be elected by the Members by majority vote.

Section 3: Each Member shall have one (1) vote on any measure as to which the Members shall have the right of voting.

Section 4: Any Member may resign by filing a written resignation with the Secretary.

Section 5: The Members, by affirmative vote of two-thirds (2/3) of all Members, may suspend or expel a Member for cause after an appropriate hearing at a meeting called for such purpose.

Section 6: Membership fee maybe collected if required

Section 7: If at any time there shall be less than three (3) Members, the remaining Directors shall elect a Member or Members sufficient to bring the total to three (3).

Section 8: All measures except those regulated by Statute or specifically provided

herein shall be determined by a majority vote of the Members present at the meeting.

Section 9: If any member is convicted of a felony it will result in automatic expulsion from membership.

## **ARTICLE IV**

### **Meetings of Members**

Section 1: An annual meeting of the Members shall be held to coincide on or around the annual Diwali function of each year at a time and place to be set by the Board of Directors for the purpose of electing Directors for the transaction of such other business as may come before the meeting.

Section 2: Special meetings of the Members may be called by the President, the Board of Directors or not less than one-tenth (1/10) of the Members having voting rights. If called by not less than one-tenth (1/10) of the Members having voting rights, it shall be the duty of the Secretary to call a special meeting of the Members scheduled within thirty (30) days of the receipt of such written notice.

Section 3: Notice of the time, place and purpose of the annual and special meetings shall be given by mailing a written or printed notice or email of the same at least ten (10) days prior to the meeting to each Member, postage prepaid and addressed to the Members' last known post office address. If mailed, the notice shall be deemed delivered when deposited in the United States mail.

Section 4: Members holding one-third (1/3) of the votes, but at no time less than two (2) Members, shall constitute a quorum at such meetings. If a quorum is not present at

any meeting, a majority of the Members present may adjourn the meeting from time to time without further notice.

Section 5: At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

Section 6: Where Directors or Officers are to be elected by Members or any class or classes of Members, such election may be conducted by mail or in such manner as the Board of Directors shall determine.

**ARTICLE V**

**Board of Directors**

Section 1: The affairs of the Corporation shall be managed by its Board of Directors..  
Directors should be residents of Marion County of the State of Florida.

Section 2: The number of Directors shall not be less than three (3) as determined by the Members or more than thirteen (13). Each Director shall hold office for a period of three (3) years or/ and until his successor shall have been elected and qualified.

Section 3: A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the annual meeting of Members. The Board of Directors may provide by resolution the time and place either within or without the State of Florida for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

Section 4: Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call such special meetings of the Board may fix any place, either within or without the State of Florida, as the place for holding any special meeting of the Board called by them.

Section 5: Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior thereto by written notice delivered personally or sent by mail or email to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid. Any Director may waive notice of any meeting, The attendance of a Director at any 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 6: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these By-Laws.

Section 8: \_\_\_\_\_ Any vacancy occurring in the Board of Directors and any Directorship

to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9: Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. The Board of Directors shall make all rules governing the conduct and management of the Corporation which it deems advisable and which are not in conflict with the purpose of the Corporation or its By-Laws.

Section 10: Directors shall receive no stated salary for their services as such, but by resolution of the Board of Directors, may direct a fixed sum and expenses to be paid to the Director or Directors for attendance at meetings of the Board. Nothing herein contained shall be construed to prevent any Director from receiving compensation for services to the Corporation rendered in a capacity other than as Director.

Section 11: A Director on the Board of Directors may be suspended or expelled, after appropriate written warning, for just cause; this includes disruptive behavior, unruly conduct or a felony conviction. A three fourths (3/4) vote of those present and voting at the meeting shall be necessary for expulsion.

## **ARTICLE VI**

### **Officers**

Section 1: The officers of the Corporation shall be a President, President-elect, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this

article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2: The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5: The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has

authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6: In the absence of the President or in event of his inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and 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 Board of Directors.

Section 8: The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices



are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Corporation records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under

its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; and 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 by the President or by the Board of Directors.

Section 9: If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## **ARTICLE VII**

### **Seal**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal".

## **ARTICLE VIII**

### **Committees**

Section 1: The Board of Directors by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference

to amending, altering or repealing the By-laws; electing, appointing or removing any member of any such committee or any Director or Officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. 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 upon it or him by law.

Section 2: Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise

provided in such resolution, Members of each such committee shall be Members of the Corporation, and the President of the Corporation shall appoint the Members thereof. Any Member thereof may be removed by the person or persons authorized to appoint such Member whenever in their judgment the best interest of the Corporation shall be served by such removal.

Section 3: Each Member of a committee shall continue as such until the next annual meeting of the Members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such Member be removed from such committee, or unless such Member shall cease to qualify as Member thereof.

Section 4: One Member of each committee shall be appointed Chairman by the person or persons authorized to appoint the Members thereof.

Section 5: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6: Unless otherwise provided in the resolution of the Board of Directors designating 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.

## **ARTICLE IX**

Section 1: India Association of North Central Florida (IANCF), a cultural committee will adopt rules and by laws for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors. These by laws will be executed by its President and its

executive committee who are elected by members of the Association. The committee will present its budget and/or expenses at least every four months to the Board of Directors.

Section 2: Board of Directors will let India Association use the Tax ID # 85-8012636225C-4

Section 3: The final legal authority and responsibility will be with the Board of Directors.

## **ARTICLE X**

### **Exempt Activities**

Notwithstanding any other provisions of these By-Laws, no Member, Director, Officer, employee or representative of this Corporation shall take any action or carry on any activities by or on behalf of the Corporation, not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended or by an organization contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XI**

### **Amendments**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two {2} days written notice is given of the intention to alter, amend or repeal or

adopt new By-Laws at such meeting.

## **ARTICLE XII**

### **Waiver of Notice**

Whenever, under the laws of the State of Florida or provision of these By-Laws, a waiver in writing is signed by persons entitled to such notice, whether before or after the time stated therein, it shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIII**

### **Indemnification**

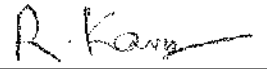
Every person who is or shall be or shall have been a Director or Officer of the Corporation and his Personal Representative shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding to which he may be made a party by reason of being or having been a Director or Officer of the Corporation, or of any subsidiary or affiliate thereof, except in relation to such matters as to which he shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by a reason of willfulness conduct in the performance of his duty as such Director or Officer. "Costs and Expense" shall include, but without limiting the generality thereof, attorneys fees, damages and reasonable amounts paid in settlement. \_\_\_\_\_

**ARTICLE XIV**

**Nondiscrimination**

Any action taken by the Corporation shall be made without regard to age, sex, race, religion, national origin, political affiliation, marital status or handicap.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 17<sup>th</sup> day of April, 2000.



Nandkumar R. Karve



Tina Chandra, Secretary

KNOW ALL MEN BY THESE PRESENTS that the undersigned Secretary of the Corporation known as **INDIA ASSOCIATION CULTURAL AND EDUCATION CENTER OF NORTH CENTRAL FLORIDA, INC.** does certify that the above and foregoing By-Laws were duly adopted by the Members of said Corporation as the By-Laws of said Corporation on the 17th day of April, 2000, and that they now constitute By-Laws of said Corporation.



Tina Chandra, Secretary