

BY-LAWS
OF
INDIA DEVELOPMENT COALITION OF AMERICA

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BY-LAWS
OF
INDIA DEVELOPMENT COALITION OF AMERICA

ARTICLE I

NAME, OFFICES AND REGISTERED AGENT; BOOKS AND RECORDS

Section 1.1. Corporate Name. The name of the corporation, as incorporated and existing under and by virtue of the Illinois General Not For Profit Corporations Act, as from time to time amended (hereinafter referred to as the “Act”), shall be “India Development Coalition of America” (hereinafter referred to as the “Corporation”).

Section 1.2. Principal Office. The Corporation shall have and continuously maintain a principal office at such location in the State of Illinois or in any other state in the United States or the District of Columbia as the Board of Directors of the Corporation (hereinafter called the “Board of Directors”) shall determine from time to time. The Corporation may have such other offices, in the State of Illinois or elsewhere, as the Board of Directors shall determine from time to time.

Section 1.3. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and agent in the State of Illinois in accordance with the requirements of the Act. The registered office may, but need not, be identical with the principal office of the Corporation.

Section 1.4. Books and Records. The books and records of the Corporation shall be kept at its principal office or at such other place or places as the Board of Directors shall determine from time to time.

ARTICLE II

MEMBERS

Section 2.1. Membership. Membership shall be open to any individual who, or organization that wishes to promote the mission of the Corporation and makes continuing contributions towards the goals of the Corporation upon application to and acceptance by the Board of Directors.

Section 2.2. Designation; Qualifications and Rights. The Corporation shall have four classes of Members, designated as (a) Primary Members, (b) General Members, (c) Associate Members, and (c) Student Members. The Board of Directors may from time to time create other special categories of membership and establish the qualifications and rights thereof. The qualifications and rights of each class of Members shall be as follows:

(a) Primary Members. There shall be two subclasses of Primary Members: Organizational and Individual. Individual Primary Members may be Annual Members, who shall pay dues annually, or Life Members, who shall pay a one-time life membership fee. Life Members may be Patron members or Regular Life Members, depending on the level of the one-time membership fee.

(i) Organizational Primary Members shall consist of not-for-profit organizations (NPOs) that support or are interested in supporting sustainable development in India and pay dues annually.

(ii) Individual Primary Members shall consist of individuals who support or are interested in supporting sustainable development in India. Individual Primary Members may be either Annual Members or Life Members.

(ii-a) Annual Members. An Annual Member is an Individual Primary Member who pays dues annually.

(ii-b) Life Members. Life membership in the Corporation is a lifelong commitment to the cause and goals of the Corporation. An Individual Primary Member may become a Regular Life Member upon payment of the one-time Life Member dues, or a Patron Member upon payment of the higher one-time Patron Member dues. The Regular Life and Patron Member dues shall remain in an escrow account controlled by the Board of Trustees. The interest from this escrow account may be utilized for the day-to-day operations of the Corporation, but the principal shall remain a permanent asset of the Corporation and can be disbursed only under exceptional circumstances, and with the agreement of the Board of Directors and a majority vote of the Board of Trustees.

All Primary Members and spouses of Patron Members shall be entitled to attend the annual convention without payment of registration fees if they register by the designated early registration deadline. Primary Members shall have the privilege of registering two guests at the annual convention at the member rates. Spouses of Regular Life Members shall be permitted to register for the annual conference at a discount of 50% from the member rate.

(b) General Members. General membership is open to any individual who, or organization that, supports the Mission and goals of the Corporation, agrees to contribute towards the goals and pays the assessed dues annually. Student organizations shall also be eligible for this category of membership.

(c) Associate Members. Associate membership is open to any individual who, or organization that, supports the Mission and goals of the Corporation, agrees to contribute towards the goals and pays the assessed dues annually.

(d) Student Members. Full-time Students who wish to promote the mission of the IDCA may become members in this category. They shall pay the assessed dues annually.

Section 2.3. Designated Representatives. Upon application for membership in the Corporation, each organizational Member (Organizational Primary Member and Organizational General Member) shall designate one or two individuals who shall be authorized to represent that Member in all membership functions of the Corporation, including attendance at meetings and service as directors, trustees, or officers of the Corporation. If two authorized representatives are named, only one may fulfill any one function at any given time.

Section 2.4. Dues. Annual dues for Organizational Primary, Annual Primary, General, Associate, and Student Members shall be proposed annually by the Board of Directors and approved by the General Body at the annual meeting of the General Body. The Board of Directors shall determine the due date for all annually assessed dues. Dues for Regular Life and Patron Members shall be established from time to time by the Board of Directors.

Section 2.5. Voting Rights. Each Primary Member shall have five votes on each matter submitted to the vote of the Members of the Corporation, except that each of the seven founding Primary Members (the “Founding Members”) shall have ten votes on each such matter. The seven Founding Members are: Dr. Mohan L. Jain, The Sehgal Family Foundation (current representative, Dr. Suri Sehgal), Dr. V. Rajaram, Mr. Anil Bhatt, Mr. Vivek Singhal, Trees for Life (current representative, Mr. Balbir Mathur), and Ashoka Trust for Research in Ecology and the Environment (current representative, Dr. Kamal Bawa). Each General Member shall have one vote on each such matter. Associate and Student Members shall have no vote on any matter.

Section 2.6. Veto Power of the Founding Members. The Founding Members shall have the right, by the vote of a majority of all Founding Members then in office, to veto in writing any action taken by the Corporation or any of its constituent bodies with respect to:

(a) the election, appointment, or removal of any director, officer or trustee; provided, (i) in the case of an election or appointment, that such veto is executed prior to the time such director, officer or trustee assumes office for the term to which he or she was elected or appointed, and (ii) if a veto pertains to the winner of an election, the position shall be filled as otherwise provided in these By-laws upon the death or resignation of an elected trustee or officer prior to taking office;

(b) any repeal, modification, or amendment of the Corporation’s Articles of Incorporation or By-laws;

(c) any plan of merger or consolidation of the Corporation with any other corporation or any plan for the dissolution of the Corporation; or

(d) any sale, lease, exchange, mortgage or other disposition of all or substantially all of the property or assets of the Corporation.

The Founding Members shall have full access at any time to all resolutions, minutes, and other records of the actions of the Corporation and all of its

constituent bodies and shall have the power to establish procedures for such access. No action described in clauses (b) through (d) of this Section shall have any effect until 90 days after the Founding Members have received notice of such action and have not effectively vetoed such action unless the Founding Members earlier certify their approval of such action.

Section 2.7. Application for Membership. An applicant for membership in the Corporation must complete a member application and information form adopted by the Board of Directors and may submit additional documentation that would be helpful to the Board of Directors. Each applicant seeking membership into the Corporation must be approved in writing by a majority of the directors in office. Membership shall be contingent upon the payment of the appropriate dues with the application. Members that are assessed dues annually shall automatically forfeit membership if the dues remain unpaid 60 days after the due date.

Section 2.8. Not Transferable. Membership in the Corporation may not be assigned or otherwise transferred.

Section 2.9 Good Standing. A Member shall be considered to be in good standing as long as payment of dues is current. Any Member who is delinquent in the payment of dues by 30 days after the due date shall be considered not in good standing. A Member that is not in good standing shall not be entitled to vote and shall not be considered a Member for purposes of determining the quorum necessary for any meeting of the General Body. A Member that is delinquent in the payment of dues by one year shall be automatically dropped from the Membership rolls.

Section 2.10. Resignation. Any Member may resign membership in the Corporation by filing a written resignation with the Secretary of the Corporation.

Section 2.11. Revocation. Membership may be revoked for any Member for misconduct or failure to make continuing contributions as determined by the Board of Directors. Upon the determination by a majority of the Executive Committee to initiate a revocation process with respect to any Member, the Board of Directors shall appoint a hearing committee consisting of one directors, one member of the Executive Committee, and one Primary Member, which shall make a recommendation to the Board of Directors. The Board of Directors shall adopt a procedure for the hearing committee, which shall be consistently applied. The Board of Directors shall decide by the vote of a majority of the directors in office whether to adopt the recommendation of the hearing committee.

Section 2.12. No Membership Certificate. No membership certificates of the Corporation shall be required.

ARTICLE III

GENERAL BODY

Section 3.1. Selection, Number, Tenure. The General Body shall consist of the Primary and General Members in good standing (collectively, the “Voting Members”).

Section 3.2. Annual Meeting of the General Body. An annual meeting of the General Body shall be held in mid October beginning with the year 2005 on a date to be determined by the Board of Directors, for the purpose of transacting such business as may come before the meeting. Failure to hold an annual meeting of the General Body shall not work a forfeiture or dissolution of the Corporation. The Members may provide by resolution the time and place for the holding of additional regular meetings of the Members without other notice than such resolution.

Section 3.3. Special Meetings. Special meetings of the General Body may be called by or at the request of the President, a majority of the Voting Members or a majority of the directors in office. The person or persons authorized to call special meetings of the Members may fix the place for holding any special meeting of the Members called by them.

Section 3.4. Notice. Notice of each annual meeting of the General Body shall be given to all Voting Members of record as of August 31 at least 30 days prior to the date of the meeting. Notice of any special meeting of the Members shall be given at least 15 days previously thereto by written notice to each Member at his or her address as it appears in the records of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the Members or of any regular meeting (if notice thereof is required by law or these By-laws to be given) may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting except where a Member 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 Members need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-laws.

Section 3.5. Informal Action by Members. Any action required to be taken, or which may be taken, at a meeting of the General Body may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by a majority of the total number of votes of the Voting Members, provided such act receives the vote of a majority of the Primary Members, unless the act of a greater number is required by law or these By-laws.

Section 3.6. Quorum. 25 Voting Members (or 10% of the Voting Members, if there are more than 250 Voting Members) or 33% of the Voting Members, whichever is smaller, shall constitute a quorum for the transaction of business at any meeting of the General Body; provided, however, that (i) the presence of at least 33% of the Primary Members shall be necessary in all cases to constitute a quorum, and (ii) if less than a quorum is present at any such meeting, a majority of the Voting Members present may adjourn the meeting to another time without further notice.

Section 3.7. Manner of Acting. The act of a majority of the Voting Members present at a meeting at which a quorum is present, or if there is only one Voting Member, then the act of that Voting Member, shall be the act of the Members, provided such act receives the vote of a majority of the Primary Members present at such meeting, unless the act of a greater number is required by law or these By-laws. In addition, the chairman of the meeting may arrange for a mail-in ballot to decide specific and urgent issues scheduled for consideration at that meeting. Votes by mail-in ballot shall be counted in the same manner and have the same effect as if they were cast at a meeting.

Section 3.8. Officers of the Meetings. At meetings of the General Body, the President, if present, otherwise the vice president, if present, otherwise a person chosen by a majority vote of the Members present at the meeting, shall act as chairman of the meeting. The Secretary, if present, otherwise a person appointed by the chairman of the meeting, shall act as secretary of the meeting. The chairman of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably cumulative or prolonged.

Section 3.9. Presumption of Assent. A Voting Member who is present at a meeting of the General Body at which action on any matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

Section 3.10. Mode of Meetings. Voting Members may participate in a meeting of the General Body by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

ARTICLE IV

DIRECTORS

Section 4.1. General Powers. Subject to the veto power granted to the Founding Members in these By-laws, the property, business and affairs of the Corporation shall be governed by the Board of Directors which shall have exclusive responsibility for the determination and implementation of policy for the Corporation. The Board of Directors shall exercise all powers, rights and privileges of the Corporation

(whether expressed or implied in the Articles of Incorporation or conferred by law or otherwise) and do all such acts and things which may be done by the Corporation, as are not by statute, the Articles of Incorporation or these By-laws directed or required to be exercised or done by the Members.

Section 4.2. Selection, Number, Tenure and Qualifications. The initial Board of Directors of the Corporation shall consist of three directors as designated in the Articles of Incorporation of the Corporation, namely, Vasudevan Rajaram, Vivek Singhal, and Mohan Jain (the “Founding Directors”). As of July 1, 2006, the Board of Directors shall consist of nine directors. The number of directors may from time to time thereafter be increased or decreased by the directors of the Corporation, except that no decrease in the number of directors shall have the effect of shortening the term of an incumbent director. Only primary Members of the Corporation shall be eligible to serve as a director. Except as provided later in this paragraph with respect to the Founding Directors, each director shall hold office for two years and until his or her successor shall have been elected and qualified. Each two-year term shall commence on July 1 in even-numbered years, beginning with 2006. Directors need not be residents of Illinois. Four directors shall be Regional Directors, elected by the Voting Members of each respective Region. The Regions are: (1) Midwest; (2) East; (3) South; and (4) West. Each elected Regional Director must reside in the Region that he or she represents. The Board of Directors shall establish the boundaries of each Region. Each Regional Director shall represent the Region from which he or she was elected on the Board of Directors; coordinate activities of the Members; act as liaison between Members in the Region and the Executive Committee; Assist the Chair of the Membership Committee to increase and retain membership of the Corporation in his or her Region; and report to the Board of Directors regarding the activities in his or her Region. Two directors (or, after July 1, 2008, five directors) shall be elected by the General Body at large from among the Primary Members. The three Founding Directors shall each serve an initial 4-year term, which shall end on July 1, 2008, or when their successors are elected and qualified. After the initial term, these positions shall be elected for two-year terms. Upon the resignation of any Founding Director during his initial 4-year term (or of any replacement director appointed for the remainder of such term), the Board of Directors shall select a replacement director to serve the remainder of that term. Prior to July 1, 2006, the Founding Directors may appoint up to six additional directors to serve terms that shall end on June 30, 2006.

Section 4.3. Annual Meetings. An annual meeting of the Board of Directors shall be held without other notice than these By-laws immediately after, and at the same place, as the annual meeting of the General Body, or if at the time there are no Members, then the annual meeting of the Board of Directors shall be held on such date and at such hour as the Board of Directors shall designate, with such notice as shall be required under Section 4.4 of these By-laws. Failure to hold an annual meeting of the Board of Directors shall not work a forfeiture or dissolution of the Corporation. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

Section 4.4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or the Secretary, or upon the written request of three members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them. If no designation is made, the place of the meeting shall be the registered office of the Corporation in the State of Illinois.

Section 4.5. Notice. Notice of any special meeting of the Board of Directors, or of any annual meeting of the Board of Directors held other than immediately after the annual meeting of the General Body, shall be given at least 15 days previously thereto by written notice to each director at his or her address as it appears in the records of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the Board of Directors or of any regular meeting (if notice thereof is required by these By-laws to be given) may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the 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 of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-laws.

Section 4.6. Informal Action by Directors. Any action required to be taken, or which may be taken, at a meeting of the Board of 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 of the Corporation. Notwithstanding the foregoing, any decision specifically required by these By-laws to be made by a stated portion of the directors in office may be made without a meeting if a consent in writing, setting forth the action so taken, shall be signed by at least that portion of the directors of the Corporation.

Section 4.7. Quorum. A majority of the number of directors in office of the Corporation, or if there is only one director, then that director, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than such a majority is present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 4.8. Manner of Acting. The majority of the directors present at a meeting at which a quorum is present, or if there is only one director, then the act of that director, shall be the act of the Board of Directors, unless the act of a greater number is required by law or in these By-laws.

Section 4.9. Officers of the Meetings. At meetings of the Board of Directors, the President, if present, otherwise a person chosen by a majority vote of the directors present at the meeting, shall act as chairman of the meeting. The Secretary, if present, otherwise a person appointed by the chairman of the meeting, shall act as

secretary of the meeting. The chairman of the meeting shall, without relinquishing the chairmanship, have full power of discussion and right to vote in respect of any matter before the meeting. The chairman of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably cumulative or prolonged.

Section 4.10. Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 4.11. Mode of Meetings. Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 4.12. Resignation and Removal of Directors. A director may resign at any time upon written notice to the Board of Directors. Any director other than a Founding Director may be removed, with or without cause, by an affirmative vote of three-fourths of the Members, or, if none, by the affirmative vote of three-fourths of the directors then in office.

ARTICLE V

EXECUTIVE COMMITTEE

Section 5.1. Designation and Qualifications. The Executive Committee shall consist of the officers of the Corporation. The officers of the Corporation shall be a President, a President-Elect, a Vice President, a Secretary, a Treasurer and any such other officers as may be designated by the Board of Directors. Only Primary Members (including the designated representative of Organizational Members) shall be eligible for nomination and election to any office, and no person shall serve in more than one office at the same time. The Board of Directors may subsequently abolish any office it has previously designated under this Section. No director shall be barred from election to and service in an office by reason of his or her simultaneous service as director.

Section 5.2. Term of Office. The officers of the Corporation shall serve a term of one year, beginning on July 1 of the year in which they are elected, and until their respective successors are elected and qualified unless their service is sooner terminated by death, resignation or removal. Any officer other than the President and President-Elect may be elected to two or more successive terms. Election as President-Elect and subsequent service as President shall not disqualify any Member from being subsequent election to, and service in, those positions.

Section 5.3. Removal. Any officer may be removed with or without cause by the affirmative vote of three-fourths of the directors in office. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election to office shall not of itself create any contract rights.

Section 5.4. Vacancies. A vacancy in any office, however arising, if filled, shall be filled for the unexpired portion of the term by the president with the approval of the Board of Directors.

Section 5.5. Control by Board of Directors. The powers and duties of officers of the Corporation as prescribed by this Article or elsewhere in these By-laws are subject to alteration or suspension by the Board of Directors, in specific instances or for specific purposes, as set forth in a resolution of the Board of Directors effecting such alteration or suspension.

Section 5.6. President. The President shall be the chief executive officer of the Corporation and, subject to the direction and control of the Board of Directors, shall have general charge of the affairs of the Corporation. In general, the powers and duties of the President shall be those ordinarily exercised or performed by the chief executive officer of a corporation and such other powers and duties as may be assigned to the President by the Board of Directors. Without limiting the preceding sentence by this specification, the President shall attend all meetings of the Members and the Board of Directors and shall act as the President of such meetings; shall see that the resolutions and directions of the Board of Directors are carried into effect; and may hire such agents and employees as the President deems to be necessary or convenient in the conduct of the affairs of the Corporation and may fix their compensation, prescribe their powers and duties and terminate their service at any time. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws, the President may execute for the Corporation such documents as needed for the conduct of the Corporation's affairs in the ordinary course, as well as any deeds, mortgages, leases, bonds, contracts, checks, notes or other documents which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the document.

Section 5.7. President-Elect. The President-Elect shall assist the President and fulfill the President's duties in his or her absence, for any reason. He or she shall automatically succeed to the office of the President at the end of the President's term of office. He or she shall perform such other duties as may be assigned by the President. He or she will be the Chairman of the Articles of Incorporation and By-laws Committee. If the President is unable to complete his or her term due to ill health, death or any other reason, the President-Elect shall discharge the responsibilities of the President until completion of the President's term shall thereafter to serve his or her own elected term as President.

Section 5.8. Vice President. The Vice President shall assist the President, Treasurer and Secretary as needed at the direction of the President. The Vice President shall serve as the Chairman of the Membership Committee.

Section 5.9. Secretary. In general, the powers and duties of the Secretary shall be those ordinarily incident to the office of secretary of a corporation and such other powers and duties as may be assigned to the Secretary by the Board of Directors or by the President shall give or cause to be given all notices provided for or required by law or the Articles of Incorporation of the Corporation or these By-laws; shall be custodian of the seal of the Corporation and shall cause the seal to be affixed to and attested on all documents executed on behalf of the Corporation if a corporate seal is necessary or appropriate, unless another person has been authorized to do so by resolution of the Board of Directors; shall have charge of all books, records and papers of the Corporation relating to its organization and existence as a corporation and to membership in the Corporation; and shall have the duty to keep and file all reports, statements and other documents required by law except where the duty is expressly imposed on some other officer, agent or employee.

Section 5.10. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation unless such duties, or any part of such duties, have been expressly delegated to another officer by the President or, in the Treasurer's absence or inability or failure to act, such officer as may be designated or elected by the Board of Directors, and, in general, the powers and duties of such officer shall be those ordinarily incident to the office of treasurer of a corporation and such other powers and duties as may be assigned to such officer by the Board of Directors or by the President. Without limiting the preceding sentence by this specification, the Treasurer shall be responsible for the collection, receipt, custody and disbursement of all corporate funds and securities; shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such banks or other depositories as may be designated by the Board of Directors or by an officer of the Corporation pursuant to any delegation of such authority by the Board of Directors; shall be responsible for carrying out the policies of the Corporation relating to the approval, grant or extension of credit by the Corporation and for the procurement and maintenance of adequate insurance for the Corporation; shall have custody of the accounting and financial records of the Corporation; and shall render such reports with respect to accounting and financial matters to the President and to the Board of Directors at such intervals as they may require.

ARTICLE VI

ELECTION OF OFFICERS AND DIRECTORS

Section 6.1. Selection of Candidates. On or before March 15 of each year, the Nomination Committee shall invite nominations for each director and officer position to be elected that year from the entire voting membership through the Corporation's journal or similar publication. Any Member in good standing may make nominations on behalf of another Member to the Chair of the Nomination Committee. A Member in good standing shall be accepted as a candidate for a position whenever at

least two Members have nominated that Member and the Member has accepted the nomination to seek election and serve the office if elected. Any Member may be nominated and become a candidate for more than one position initially, but each candidate who has been nominated to more than one officer position or more than one director position shall withdraw his or her candidacy from all but one officer positions and all but one director position by April 14, and shall thereafter be considered for only one such officer and/or director position in a given election cycle. The last date for filing nominations shall be April 15, or the next business day, if that date is a postal holiday. No nominations will be allowed after that date.

Section 6.2. The Election Process. The Executive Committee shall appoint, prior to March 31 of each year, a Member in good standing as the Election Officer to conduct the election. The Election Officer shall be responsible for receiving the ballots, supervising their counting and tabulation, and declaring the results. The Election Officer may appoint not more than two additional members in good standing to assist with the conduct of the election. The Executive Committee may engage the services of an independent agency to conduct all or part of the election process under the supervision of the Election Officer. The election process shall be completed and the results announced by June 1, or as soon thereafter as possible, to allow for an orderly transition of directors and officers. The election shall be held as described below:

(a) Certification of Voting Members. The Secretary of the Corporation shall certify the list of Voting Members in good standing on or before April 1st of each year. Only Voting Members in good standing on that date shall have the right to vote.

(b) Announcement of Slate of Candidates. The Nomination Committee shall announce to all the candidates the slate of nominees for all positions by April 25. Any candidate may withdraw from the election by notifying the Chair of the Nomination Committee in writing on or before April 22.

(c) Inspectors. Any candidate may request the appointment of election inspectors no later than 30 days prior to the date on which ballots are mailed out. In the event of such a request, the Executive Committee shall appoint one or more inspectors to oversee the conduct of the election.

(d) Number of Votes. Each Voting Members shall have the right to vote once for each position, but each vote shall be weighted as provided in Section 2.4 of these By-laws. Voting Member who have more than one vote shall not split their votes for any one position. Voting by proxy shall not be permitted.

(e) Balloting. The election shall be conducted by a mail ballot. The ballot shall contain provisions for write-in candidates for all positions. Ballots shall be mailed to Voting Member on or before April 30 of each year. The ballots must be returned via first class mail to the Election Officer at the specified address, postmarked on or before May 25th of each year or if that date is a postal holiday or weekend, then the next business day.

(f) Counting. The ballots shall be counted by one of the members in good standing appointed by the Election Officer, or, if none, by the Election Officer. In the event of a tie, the Election Officer shall cast the deciding vote. All ballots for elections of officers only shall be preserved until the next election. All ballots for elections of officers and directors shall be preserved until the next election of directors.

(g) Announcement of Results. The results of the election shall be announced by the Election Officer immediately after counting the ballots by such method or methods as may be designated by the Executive Committee, otherwise by the Election Officer, which methods may include mail, email, or posting on the Corporation's website.

(h) Recount of Election Ballots. Requests for recount will be permitted only from an affected candidate and only when made in writing to the Election Officer within seven (7) days after the announcement of the results. If the announced winning margin is 100 votes or less, then the Corporation shall conduct the recount without expense to the candidate. If the announced winning margin is more than 100 votes, the candidate requesting the recount shall bear the cost of the recount. An announcement of the recount shall be sent to all the Voting Members by email at and posted on the Corporation's website least 3 days in advance of the recount date. One representative selected by each of the contesting candidates and by each of the other candidates for the same position shall be permitted to observe the recount. Only one recount for any one position shall be permitted. The recount result shall be binding on all parties and shall be announced in the same manner as the initial results of the election.

Section 6.3. References to Organizational Members. For all purposes of the election process, including the submission of nominations, the certified list of Voting Members, announcement of the slate of candidates, and designation on the ballot, each organizational Member shall be referred to by the name of the organization and not by the designated representative of that Member.

Section 6.4. Resignation or Death of Elected or Nominated Directors or Officers; Lack of Nominee for Any Position. In the event of the death or resignation of the President-Elect, a special election shall be conducted by mail ballot within 60 days thereof. Vacancies due to death or resignation of any other elected official shall be filled by the President and confirmed by the Board of Directors at its next meeting. However, if such an event occurs after nomination, or if the nominee declines before election; then the Nominating Committee will propose another candidate if no other timely filed, eligible nomination exists for that position. In the event that there is no eligible nominee for a vacant position, the President-Elect shall ask the members of the Executive Committee to propose nominations for the position and the Executive Committee shall select a candidate from these nominations by majority vote and the President Elect shall appoint that candidate to the position pending approval by the Board of Directors at its next meeting.

ARTICLE VII

BOARD OF TRUSTEES

Section 7.1. General Powers. The Board of Trustees shall advise the Board of Directors on fiscal and other operations matters referred to it on an as needed basis. The Board of Trustees shall promote the Corporation to the community-at-large. It shall serve as the Trustee of an endowment fund to be created by the Board of Directors and as Internal Auditors for the Corporation and shall be responsible for long range planning for the Corporation. The Board of Directors may, but need not, adopt the recommendations of the Board of Trustees.

Section 7.2. Selection, Number and Qualifications. The Board of Trustees shall consist of up to nine persons as follows: (1) up to three Trustees shall be Past Presidents of the Corporation; (2) up to three Trustees shall be appointed by the Board of Directors from among the Patron Members; and (3) up to three Trustees, representing a broad diversity of eminent people, and who need not be members of the Corporation, shall be appointed by the Board of Directors.

Section 7.3. Tenure. Each Trustee shall serve a term of three years and until his or her successor is selected and qualified. Three Trustee positions (one from each of the three categories designated in Section 7.2 of these By-laws) shall be filled each year to replace the three Trustees whose terms expire that year. The immediate Past President, upon completion of his or her term as President, shall assume the vacated slot of the Past President Trustee by notifying the Board of Directors in writing three months before the end of his or her tenure as President indicating his or her intent to serve as Trustee for the three-year term. He or she shall serve only one three-year term on the Board of Trustees. If the immediate past President does not indicate his or her intent to assume a Trustee position that Past President Trustee position shall be filled by a Past President who has not already served as a Trustee. If no such Past President is available and willing to serve, then that position shall not be filled. A Past Presidents shall be eligible to fill only one of the Past President positions on the Board of Trustees. In order to establish an orderly system of staggered terms, the Board of Directors may initially appoint some Trustees to the second and third categories designated in Section 7.2 to terms of less than three years.

Section 7.4. Chair Person, Vice-Chair Person and Secretary. The Board of Trustees shall select from among its own membership each year a Chair Person, a Vice Chair Person and a Secretary of the Board of Trustees.

Section 7.5. Annual Meetings. An annual meeting of the Board of Trustees shall be held at the same time as the annual meeting of the Board of Directors, at such place as shall be designated in the notice of the meeting. The Board of Trustees may provide by resolution the time and place for the holding of additional regular meetings of the Board of Trustees without other notice than such resolution. The Board of Trustees shall meet at least once each year.

Section 7.6. Special Meetings. Special meetings of the Trustees may be called by or at the request of the Chair Person of the Board of Trustees, or upon the written request of three members of the Board of Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix the place for holding any special meeting of the Board of Trustees called by them. If no designation is made, the place of the meeting shall be the registered office of the Corporation in the State of Illinois.

Section 7.7. Notice. Notice of any annual or special meeting of the Board of Trustees shall be given at least 15 days previously thereto by written notice to each Trustee at his or her address as it appears in the records of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the Board of Trustees or of any regular meeting (if notice thereof is required by these By-laws to be given) may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where a Trustee 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 of Trustees need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-laws.

Section 7.8. Informal Action by Trustees. Any action required to be taken, or which may be taken, at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees of the Corporation.

Section 7.9. Quorum. A majority of the number of Trustees in office of the Corporation, or if there is only one Trustee, then that Trustee, shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, provided that if less than such a majority is present at said meeting, a majority of the Trustees present may adjourn the meeting to another time without further notice.

Section 7.10. Manner of Acting. The majority of the Trustees present at a meeting at which a quorum is present, or if there is only one Trustee, then the act of that Trustee, shall be the act of the Board of Trustees, unless the act of a greater number is required by law or in these By-laws.

Section 7.11. Officers of the Meetings. At meetings of the Board of Trustees, the Chair Person of the Board of Trustees, if present, otherwise the Vice Chair Person, if present, otherwise a person chosen by a majority vote of the Trustees present at the meeting, shall act as chairman of the meeting. The Secretary of the Board of Trustees, if present, otherwise a person appointed by the chairman of the meeting, shall act as secretary of the meeting. The chairman of the meeting shall, without relinquishing the chairmanship, have full power of discussion and right to vote in respect of any matter before the meeting. The chairman of the meeting shall have the right to decide, without

appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably cumulative or prolonged.

Section 7.12. Presumption of Assent. A Trustee who is present at a meeting of the Board of Trustees at which action on any matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

Section 7.13. Mode of Meetings. Trustees may participate in a meeting of the Board of Trustees by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 7.14. Resignation and Removal of Trustees. A Trustee may resign at any time upon written notice to the Board of Directors. Any Trustee may be removed, with or without cause, by an affirmative vote of three-fourths of the directors in office. The Board of Directors may fill any vacancy caused by resignation, death, or removal of a Trustee for the remainder of that Trustee's term.

ARTICLE VIII

SPECIAL COMMITTEES

Section 8.1. Special Committees. The Board of Directors from time to time may establish by resolution special committees of the Corporation. Except as otherwise provided in these By-laws, special committees shall have such designations and functions as shall be set forth by resolution of the Board of Directors. All committees appointed pursuant to this Section shall have advisory and administrative functions only. No committee appointed pursuant to this Section shall have or exercise any of the powers of the Board of Directors. All committees appointed pursuant to this Section shall report to and be subject to the direction and control of the Board of Directors and shall provide within thirty (15) days written summaries of all committee meetings, deliberations and proposed actions to the Secretary and Board of Directors.

Section 8.2. Tenure. Members of committees appointed pursuant to this Article shall serve for one year and until their successors have been appointed and qualified, unless prior thereto the committee is dissolved by the Board of Directors or a member's service is sooner terminated by death, resignation. Vacancies on any committee shall be filled by the president for the unexpired portion of the term.

Section 8.3. Meetings. The president, with approval from the Board of Directors, shall designate one of the members of each special committee as its chairman. For all committees, the chairman shall preside at meetings of the committee. In the absence of the chairman, the committee members present shall appoint one of their

members as a temporary chairman. Notice of the time and place of all meetings of committees shall be given to its members at least 15 days in advance of the meeting, but such notice may be waived in writing or by attendance at the meeting.

Section 8.4. Quorum. A majority of the Primary Members of a committee appointed pursuant to this Article shall constitute a quorum. If a quorum is not present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 8.5. Manner of Acting. The act of a majority of the Primary Members of a committee appointed pursuant to this Article present at a meeting at which a quorum exists shall be the act of the committee. Any action which may be taken at a meeting of a committee may be taken without a meeting if consent in writing setting forth such action shall be signed by all the members of the committee.

ARTICLE IX

STANDING COMMITTEES

Section 9.1. Standing Committees. The following Standing Committees shall be established: Articles of Incorporation and By-laws Committee; Awards and Honors Committee; Convention Advisory Committee; Ethics and Grievances Committee; Public Relations Committee, Membership Committee, Nomination Committee, Publications Committee; Research Committee; Program Committee, and Youth Affairs Committee. The term of each Standing Committee shall be one year.

Section 9.2. Committee Chair. The term of office for each Standing Committee Chair shall be one year, beginning on July 1, 2006 and each year thereafter. The Board of Directors may appoint interim Standing Committees prior to July 1, 2006 for terms to end on June 30, 2006. Except as otherwise provided in this Article, the Chair of each committee shall be appointed from among the Primary Members by the President Elect and approved by the Board of Directors within 30 days of such appointment. The President may renew the terms of office of the Chair and any one or more members of any Standing Committee through reappointment, with the concurrence of the Board of Directors.

Section 9.3. Committee Membership. Members of each Standing Committee, except the Nomination Committee, shall be recommended by the incoming Chair of that Committee and approved by the President. Members of the Standing Committees may be Primary Members or Associate Members. Persons or entities not eligible for Corporation membership may be appointed as non-voting advisors to Standing Committees because of their expertise or any special value they bring to the committee. Each member of a Standing Committee, including the Chair, shall have one vote on each matter before the Committee, except that the President shall be a non-voting member of each Standing Committee, except the Nomination Committee.

Section 9.4. Quorum. A majority of the voting members of a Standing Committee, including at least one Primary Member, shall constitute a quorum. If a quorum is not present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 9.5. Articles of Incorporation and By-laws Committee. The Articles of Incorporation and By-laws Committee shall consist of at least five (5) members, including the Chair. The President-Elect shall be the Chair of the Committee. It shall be the Committee's responsibility to review the Articles of Incorporation and By-laws at least once a year and endorse them, or suggest any amendments as needed for consideration by the General Body. In addition, the Committee shall also review any amendments to the Articles of Incorporation or the By-laws proposed by Primary Members.

Section 9.6. Awards and Honors Committee. The Awards and Honors Committee shall consist of at least five (5) members, including the Chair. The Committee shall gather information regarding outstanding work of Members of the Corporation in the field of sustainable development and shall recommend to the Executive Committee the names of Members, by a consensus of the Committee, for receiving awards and recognition during the Annual Convention.

Section 9.7. Convention Advisory Committee. The Convention Advisory Committee shall evaluate past conventions and create guidelines for effective convention planning and management to maximize goal achievement, efficiency, economy, and overall participant satisfaction. The Convention Advisory Committee shall consist of at least seven (7) members, including the Chair. The Committee shall make recommendations to the Board of Directors for future convention sites and convention management.

Section 9.8. Ethics and Grievances Committee. The Ethics and Grievances Committee shall develop, promote, and publicize guidelines for the Members in an effort to minimize grievances and conflicts. The Ethics and Grievances Committee shall consist of at least five (5) members, including the Chair. The Committee shall respond to complaints or charges of discrimination against the Members of the Corporation and respond to any questions about unethical behavior or grievances against Members of the Corporation. The Ethics and Grievances Committee shall investigate the nature of a complaint and its impact on the Membership and shall submit recommendation to the President.

Section 9.9. Public Relations Committee. The Public Relations Committee shall serve as a liaison between the Corporation and other organizations doing sustainable development work in India and elsewhere and make recommendations for any collaborative effort for mutual benefit. It shall also help enhance the image of the Corporation in the community, increase awareness and participation by members and supporters, energize supporters around a critical issue, and support fund raising and member recruitment and retention, through effective communications. It shall develop plans to work with supporters, donors, volunteers, members, news media, and community

leaders. It shall also coordinate communications during crises. The Public Relations Committee shall consist of at least five (5) members, including the Chair. The Committee may appoint Members to represent the Corporation at meetings of such organizations that have similar goals to the Corporation, shall report to the Board of Directors at its regular meetings and shall maintain good relations with the ethnic press and prepare press releases of the events, which shall be submitted to the President for approval before releasing them.

Section 9.10. Membership Committee. The Membership Committee shall consist of at least five (5) members, including the Chair. The Vice President shall serve as the Chair of the Membership Committee. The Committee shall be responsible for recruiting new Members and retaining current members of the Corporation and shall assist the Secretary in maintaining and updating the membership roster. It shall address member concerns and help administer membership services and benefits. The Committee shall promote networking and collaboration between Members for their mutual benefit.

Section 9.11. Nomination Committee. The Nomination Committee shall be responsible for soliciting and receiving nominations for the elected offices and director positions, shall evaluate the nominees by using established criteria, and shall select a slate of candidates and announce them to the electorate along with a short biographical or informational sketch of each. The President shall appoint, with the approval of the Board of Directors, a Nomination Committee consisting of seven (7) Primary Members actively involved in and familiar with the workings of the Corporation. The immediate past President shall be the Chair of the Committee unless otherwise determined by the Board of Directors. Members of this Committee shall be: (1) the immediate Past President, who shall serve as Chair; (2) the President-Elect; and (3) Five members elected by the Board of Directors, three of which shall be Organizational Primary Members, and two of which shall be Individual Primary Members). In the absence of an immediate Past President or a President-Elect, their positions on the Committee may be filled either by a member of Board of Directors or of the Board of Trustees, as appointed by the Board of Directors.

(a) General Powers. The Nomination Committee shall:

(1) Receive nominations for the following positions:

- (a) President- Elect;
- (b) Vice President;
- (c) Secretary;
- (d) Treasurer; and
- (e) Directors.

(2) Evaluate the qualifications of the nominees according to the following criteria:

- (a) Standing in the community and the Corporation;
- (b) Commitment to the goals of the Corporation;
- (c) Willingness of the candidate to devote time and effort to the work of the Corporation.

(3) Report the names of all candidates suitable for each position. A short summary of the service of each candidate to the Corporation shall also be included whenever available.

The Chair and the members of the Nominating Committee shall not canvass support or solicit votes for individual candidates.

Section 9.12. Publications Committee. The Publications Committee shall be responsible for promoting communication, and for informing, inspiring and involving Members to advance the Corporation’s mission. The Publications Committee shall consist of at least five (5) members, including the Chair. The Committee shall be charged with the responsibility of publicizing the purpose and activities of the Corporation, as well as overseeing the designing, editing, printing and mailing the “IDCA Journal” at least four times a year or as otherwise directed by the Executive Committee.

Section 9.13. Research Committee. The Research Committee shall conduct research on issues related to sustainable development, determine and promote best practices to Members to advance the Corporation’s mission and conduct research on fundraising, volunteer recruitment, governance, and public relations. The results of any research shall be submitted to the President, who shall obtain approval from the Executive Committee for distribution. The Research Committee shall consist of at least five (5) members, including the Chair.

Section 9.14. Program Committee. The Program Committee shall provide learning opportunities in sustainable development work, non-profit organization management, fundraising, volunteer management, public relations/communication, leadership, and ethics, through seminars and workshop to the Members. The Program Committee shall promote excellence in activities through sharing of best practices. The Program Committee shall consist of at least five (5) members, including the Chair. The Program Committee shall submit its plans to the Executive Committee to be approved by the Board of Directors. The Program Committee shall organize programs through regions throughout the year and analyze each program and submit a report to the Executive Committee.

Section 9.15. Youth Affairs Committee. The Youth Affairs Committee shall mobilize youth on college campuses to create awareness and interest in volunteering in India and the US, for organizational Members and for the Corporation. The Youth Affairs Committee shall consist of at least five (5) members, including the Chair. The Committee shall research and prepare plans to achieve its goals as set forth in this Section. The Executive Committee shall review the plans and give preliminary approval.

The plans will be then submitted to the Board of Directors for final approval. The Youth Committee shall implement its approved plan on college campuses.

Section 9.16. Committee Budgets. All Standing Committees shall prepare a budget and submit it to the Treasurer within the first 30 days of each fiscal year. The Treasurer shall submit each Committee budget to the Board of Directors for approval. The budget shall be approved within 60 days after the start of the fiscal year.

ARTICLE X

INDEMNIFICATION

Section 10.1. Indemnification of Members, Directors, Officers, Employees and Agents. The Corporation shall, to the fullest extent to which it is empowered to do so by the Act or any other applicable laws as may from time to time be in effect, indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a member, director, officer, employee or agent of the Corporation, or that he or she is or was serving at the request of the Corporation as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

Section 10.2. Contract with the Corporation. The provisions of this Article shall be deemed to be a contract between the Corporation and each member, director officer or employee who serves in any capacity at any time while this Article is in effect, and any repeal or modification of this Article shall not affect any rights or obligations hereunder with respect to any state of facts then or theretofore existing or any action, suit, or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 10.3. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the member, director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that such member, director, officer, employee or agent is entitled to be indemnified by the Corporation as authorized by this Article.

Section 10.4. Insurance Against Liability. The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising

out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these By-laws.

Section 10.5. Other Rights of Indemnification. The indemnification provided or permitted by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a member, director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE XI

FEDERAL TAX PROVISIONS

Section 11.1. Purpose. The Corporation is organized exclusively for charitable purposes as specified in 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) Code of the Internal Revenue Code, or corresponding section of any future federal tax code, to promote giving and volunteering and help raise financial and other resources for supporting development work in South Asia, and other developing countries, to unite and promote cooperation/networking among all not-for-profit organizations supporting any charitable (development) work in South Asia, to conduct research related to development issues in South Asia and to share knowledge and best practices among the various not-for-profit organizations working in India/South Asia, and the USA, through conferences, seminars, workshops, publications and website.

Section 11.2. Inurement of Benefits. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

Section 11.3. Lobbying and Prohibited Activities Generally. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 11.4. Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue code or corresponding section of any future federal tax code or shall be distributed to the federal

government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the country in which the principal office of the corporation is then located, exclusively for such purposes or such organization or organizations as said court will determine, which are organized and operated exclusively for such purposes.

Section 11.5. Private Foundation Status. The Corporation is intended to qualify as a public charity, as defined in Section 509 of the Code. However, during any period in which the Corporation is determined to be a private foundation it shall not (i) engage in any act of self-dealing as defined in Code Section 4941(d), (ii) retain any excess business holdings as defined in Code Section 4943(c) which would be subject to tax under Code Section 4943, (iii) make any investments which would subject the foundation to tax under Code Section 4944, or (iv) make any taxable expenditures as defined in Code Section 4945(d), and it shall distribute foundation income and, to the extent income is not sufficient, principal for each taxable year at such time and in such manner as not to subject the foundation to tax on undistributed income under Code Section 4942.

ARTICLE XII

MISCELLANEOUS

Section 12.1. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances. In no event shall any loans be made by the Corporation to its Members, directors or officers.

Section 12.2. Leases. No leases of land, buildings or equipment, whether written or oral, shall be made on behalf of the Corporation, either as lessor or lessee, unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 12.3. Contracts. The Board of Directors may authorize any one or more officers of the Corporation, or any one or more agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 12.4. Reimbursement and Compensation. The Board of Directors shall determine the compensation, if any, to be paid to directors and officers for their services as directors and officers. Directors shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in the discharge of their duties as directors.

Section 12.5. Compensation for Services. A Member, director or officer of the Corporation, or any firm or corporation in which such Member, director or officer is a member, director, officer or otherwise interested, may be engaged by the Corporation to render services on behalf of the Corporation, even though such Member, director or

officer shall make or participate in the decision to so engage himself or herself or such firm or corporation. A Member, director or officer or any firm or corporation so engaged shall be entitled to receive his, her or its customary and reasonable compensation for such services.

Section 12.6. Corporate Seal. The Corporation may have a seal, in circular form, with the name of the Corporation and the words “Illinois” and “Corporate Seal” appearing thereon, and having such other design details as the Board of Directors shall approve. The seal may be used by causing it or a facsimile or equivalent thereof to be impressed, affixed or otherwise reproduced.

Section 12.7. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of August and end on the last day of July in each year.

Section 12.8. Amendment of By-laws. These By-laws may be amended or repealed and new By-laws may be adopted at any time or from time to time by the vote of a majority of the Primary Members of record, or, if none, by the vote of two-thirds of the directors in office.

Section 12.9. Amendment of Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended or restated at any time or from time to time by the vote of a majority of the Primary Members of record, or, if none, by the vote of two-thirds of the directors in office.