

ASSAM FOUNDATION OF NORTH AMERICA, INC.

CONSTITUTION AND BY-LAWS

Transcript of printed original adopted by the Founding Members in 1982.

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ARTICLE I

Name:

This corporation shall be called "Assam Foundation of North America, Inc.", hereinafter called the Foundation. Assam is a state in the north east region of India. North America here stands for the United States of America, Canada and Mexico.

ARTICLE II

Objectives:

Recalling the substantial contribution of Americans to Assam's cultural and literary renaissance in the early years of the present century, this Foundation shall encourage and facilitate cooperative efforts to further mutual understanding between Assam and North America.

The Foundation shall specifically seek to:

One, Assist institutions in promoting social, cultural, technical, and educational exchanges between Assam and North America.

Two, Encourage and recognize contributions toward the betterment of Assam and toward the promotion of goodwill and friendship between Assam and North America.

Three, Provide technical journals, text-books and equipment to institutions of learning, health-care institutes, and other organizations serving Assam, and acquire Assamese materials and materials on Assam for the concerned persons in North America.

Four, Channelize humanitarian efforts at times of natural disasters in Assam.

Five, Serve any other cause deemed worthy of assistance and mutual cooperation.

ARTICLE III

Office:

Section 1. Principal Office: The principal office of the Foundation shall be in Louisville, Kentucky.

Section 2. Other Offices: The Foundation may also have an office (or offices) in such other place (or places) as the business of the Foundation may require and the Board of Directors may from time to time appoint.

ARTICLE IV

Membership:

Section 1. Member: Either a married couple or a single person is referred to as a member. Each member shall have only one vote. In case of a couple only one of them shall hold an elective office at one time.

Section 2. Classes: Membership shall be of three classes.

- a. Regular
- b. Student
- c. Honorary

Section 3. Regular Membership: Persons who are interested in and are desirous of supporting the objectives of the Foundation shall be eligible to apply for regular membership in the Foundation. An applicant for regular membership must be sponsored by a member in good standing. To be admitted as a regular member, the applicant must have two-thirds approval of the Board of Directors.

Section 4. Student Membership: To be admitted as a student member, the applicant must be a full-time student. Student members shall enjoy all the rights and privileges of regular membership except nomination to the Board of Directors.

Section 5. Honorary Membership: Persons making outstanding contributions to the development of this Foundation or towards the progress and welfare of Assam may be made honorary members of the Foundation upon nomination by the Board of Directors and approval by two-third majority of the general body. Honorary members shall enjoy all the rights and privileges of regular membership except voting rights and election to office.

Section 6. Application Form: Application for membership shall be made on a prescribed form obtainable from the Secretary.

Section 7. Review of Application for Membership: The Board of Directors shall review all applications for membership.

Section 8. Membership Fee: Regular membership shall be \$25.00 per calendar year. Student membership fee shall be \$10.00 per calendar year. Membership fee shall be non-refundable and is payable by the first quarter of the year.

The Board of Directors may propose revision of the membership fee and a decision to that effect will be made at the Annual Meeting by a two-third majority of the members present and voting.

Honorary members shall be exempt from membership fee.

Section 9. Standing Membership/Members in Good Standing: Members shall be in good standing if not in arrears to the Foundation.

Section 10. Suspension or revocation of Membership:

- a. The Board of Directors by two-thirds majority may suspend membership when it determines that a member's conduct is detrimental to the objectives or interests of the Foundation.
- b. When a member is considered for suspension or revocation of membership, the member shall be notified for suspension or revocation of membership, the member shall be notified in writing at least thirty

days prior to the meeting of the Board of Directors at which such action will be considered. The member shall also receive written notice of the general nature of the reasons for which such action may be taken. The member shall have the right to appeal or present arguments in writing at least two weeks prior to the day of the meeting.

- c. Membership may not be suspended or revoked for a period of more than one year. While under suspension, membership dues are not waived.
- d. A member whose membership is suspended or revoked shall have the right to appeal against the action before the general body at the next annual meeting of the Foundation. The action of the Board of Directors may be overturned by the General Body by a two-thirds vote of the members present and voting.

Section 11. Resignation: Members may resign at any time. All outstanding arrears must be cleared by a member prior to such resignation taking effect.

ARTICLE V

Board of Directors

Section 1. General Powers: The property and the affairs of the Foundation shall be managed by a Board of Directors.

Section 2. Number and Term of Office: The number of Directors shall be Five (5) or such other number, but not less than three (3) nor more than nine (9), as may be designated from time to time by resolution of a majority of the entire Board of Directors. Directors must be members in good standing. The Directors shall serve for a period of one (1) year or until the next annual meeting.

Section 3. Nomination and Election of Directors: At least thirty days (30) prior to the Annual Meeting of the members of the Corporation, the Nominating Committee shall decide upon the list of prospective Directors and inform the general members of the forthcoming selection. Members of the Board of Directors shall be nominated and elected by the general body in the Annual Meeting. A majority of the Board of Directors must be citizens of the U.S.A.

Section 4. Filling of Vacancies: In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other causes, the remaining Directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, and until the election of his/her successor, or until he/she shall be required, prior thereto, by an affirmative vote of a majority of the members.

Similarly, and in the event of the number of Directors being increased as provided in these By-laws, the additional Directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until the next annual meeting of members.

Any Director may be removed from office with or without cause by the affirmative vote of a majority of the members entitled to vote in any special meeting of members regularly called for that purpose.

Section 5. Place of Meeting: The Board of Directors may hold their meetings and have one or more officers, and keep the books of the Foundation, either within or outside the State of Kentucky, at each place or places as they may from time to time determine by resolution or by written consent of all the Directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the pertinent Kentucky Law.

Section 6. Regular Meetings: Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings shall be mailed to each Director at least three (3) days prior to the first meeting held pursuant thereto. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of members at which a Board of Directors is elected. Any business may be transacted at any regular meeting of the Board.

Section 7. Special Meetings: Special meetings of the Board of Directors shall be held whenever called by any member of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors, by mailing the same at least three (3) days prior to the meeting, or by telegraphing or telephoning the same at least two (2) days before the meeting, to each Director; but, such notice may be waived by any Director. Unless otherwise indicated in the notice thereof, any and all business may be transacted by any special meetings. At any meeting, at which every Director shall be present, even though without notice, any business may be transacted and any Director may in writing waive notice of the time, place, and objectives of any special meeting.

Section 8. Quorum: A majority of the whole number of the Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Article of Incorporation of these By-Laws.

Section 9. Required Vote: An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

Section 10. Compensation of Directors: Directors shall not receive any stated salary for their services as such. Nothing herein contained shall be construed to preclude any Director from serving the Foundation in any other capacity and receiving compensation therefor.

Section 11. Nominating Committee: The Board of Directors shall elect a Nominating Committee consisting of the President and at least one other Director. The Nominating Committee shall be elected by the Board of Directors at the regular meeting of the Board of Directors following the Annual Meeting.

Section 12. Committees: The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committee, each committee to consist of two or more of the Directors of the Foundation, which, to the extent provided in the Articles of Incorporation or by these By-laws, may exercise the powers of the Board of Directors, and may authorize the seal of the Foundation to be affixed to all papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE VI

Officers

Section 1. Number and name of officers: The officers of the Foundation shall be a President, a Secretary, and a Treasurer, and also such other officers including a Chairperson of the Board of Directors and/or one or more Vice Presidents and/or one or more assistants to the foregoing officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Foundation. The President and the Secretary of the Foundation shall be the Directors and the other officers may, but need not be, Directors. Any two or more of the above offices, except those of President and Vice President, may be held by the same person, but no officer shall execute, acknowledge or

verify any instrument in more than one capacity if such instrument is required by law or by these By-laws to be executed, acknowledged or verified by any two or more officers.

In the event that any office other than an office required by law, shall not be filled by the Board of Directors, or once filled, subsequently becomes vacant, then such office and all references thereto in these By-laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-laws.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Foundation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents, and employees, shall hold office at the discretion of the Board of Directors.

Section 2. Powers and Duties of the Chairperson of the Board: The Chairperson of the Board shall preside at all meetings of the Board of Directors unless the Board of Directors shall by a majority vote of quorum thereof elect a chairperson other than the Chairperson of the Board to preside at meetings of the Board of Directors. He/she may sign and execute all authorized bonds, contracts or other obligations in the name of the Foundation; and he/she shall be ex-officio member of all standing committees.

Section 3. Powers and Duties of the President: The President shall be the chief executive officer of the Foundation and he/she shall have general charge and control of all its business affairs and properties. He/she shall preside at all meetings of the members.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Foundation, and shall have the general powers and duties of supervision and management usually vested in the office of the president of a Foundation. The President shall be ex-officio member of all the standing

committees. He/she shall do and perform such other duties as may, from time to time, be assigned to him/her by the Board of Directors.

In the event that the Board of Directors does not take affirmative action to fill the office of Chairperson of the Board, the President shall assume and perform all powers and duties given to the Chairperson of the Board by these By-laws.

Section 4. Powers and Duties of the Vice President: The Board of Directors may appoint a Vice President or more than one Vice President as it deems necessary and fit. The powers and duties of the Vice President or Vice Presidents will be demarcated by the Board of Directors accordingly.

On May 10, 2020 the Board of Directors updated the responsibilities of the Vice President to include 1) managing membership and enforcing the membership application process as described in the constitution and 2) overseeing the communication team.

Section 5. Secretary: The Secretary shall give or cause to be given, notice of all meetings of members and Directors and all notices required by law or by these By-laws, and in case of his/her absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the Directors or members upon whose written request the meetings is called as provided in these By-laws. The Secretary shall record all the proceedings of the meetings of the members and of the Directors in books provided for that purpose, and he/she shall perform such other duties as may be assigned to him/her by the Directors or the President. He/she shall have custody of the seal of the Foundation and shall affix the name to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the

office of the Secretary, subject to the control of the Board of Directors and the President.

Section 6. Treasurer: The Treasurer shall have custody of all the funds and securities of the Foundation, and he/she shall keep a full and accurate account of receipts and disbursements in books belonging to the Foundation. He/she shall deposit all monies and other valuables in the name and to the credit of the Foundation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Foundation as may be ordered by the Board of Directors, taking proper vouchers for such disbursement. He/she shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his/her transactions as Treasurer and of the financial condition of the Foundation.

The Treasurer shall give the Foundation a head, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his/her office and for the restoration to the Foundation in case of his/her death, resignation, retirement or removal from office of all books, papers, vouchers, monies, and other properties belonging to the Foundation.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

Section 7. Assistant Secretary: The Board of Directors may appoint an Assistant Secretary or more than one Assistant Secretary. Each Assistant Secretary shall have such powers and duties as may be assigned by the Board of Directors.

Section 8. Assistant Treasurer: The Board of Directors may appoint an Assistant Treasurer or more than one Assistant Treasurer. Each Assistant Treasurer shall have such powers and duties as may be assigned by the Board of Directors.

Section 9. Nomination Committee: The Board of Directors shall elect a Nominating Committee consisting of the current President and at least two other Directors. The Nominating Committee shall be elected by the Board of Directors at the regular meeting of the Board of Directors following the Annual Meeting.

Section 10. Nomination and Election of officers: At least thirty days (30) prior to the Annual Meeting of the members of the Corporation, the Nominating Committee shall decide upon the list of prospective officers and inform the general members of the forthcoming selection. Officers shall be nominated and elected by the general body in the Annual Meeting.

Section 11. Tenure of officers: The officers shall serve for a period of two (2) years or until the next annual meeting.

Section 12. Compensation of officers: Officers shall not receive any stated salary for their services as such. Nothing herein contained shall be construed to preclude any officer from serving the Foundation in any other capacity and receiving compensation therefor.

ARTICLE VII

Corporate Seal

Section 1. Seal: In the event that the President shall direct the Secretary to obtain a Foundation seal, the seal shall be circular in form and shall have inscribed thereon the name of the Foundation, the year of its organization and the word "Kentucky". Duplicate copies of the corporate seal may be provided for use in different offices of the foundation but each copy thereof shall be in the custody of the Secretary of the Foundation or of an Assistant Secretary of the Foundation nominated by the Secretary.

ARTICLE VIII

Finance

Section 1. Sources: The sources of income for the Foundation shall be:

- a. Membership fees
- b. Donations, Contributions or other Bequests
- c. Fundraising Campaigns

Section 2. Distributions: The policy of distribution of funds and allotment of funds for various activities, including the management of the Foundation's division and section, shall be decided upon by the Board of Directors.

Section 3. Contingent Expenses: The Board of Directors shall approve of any contingency expenses, if and when the Board so decides.

Section 4. Bank Accounts: Such officers or agents of the Foundation as from time to time shall be designated by the Board of Directors, shall have authority to deposit any funds of the Foundation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Foundation so deposited in any such bank or trust company, upon checks drafts or other instruments or orders for the payment of money, drawn against the account or in the name of or behalf of this Foundation and made or signed by such officers or agents; and each bank or trust company with which funds of the Foundation are so deposited is authorized to accept, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the

Foundation are deposited, the signature of the officers or agents of the Foundation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts or other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President, and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Foundation.

Section 5. Loans: Such officers or agents of the Foundation as from time to time shall be designated by the Board of Directors shall have authority to effects loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Board of Directors, shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, shall endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents, covering merchandise, bills or accounts receivable and other commercial paper and evidences of debt at any time held by the Foundation; and for such advances or other forms of credit to make, execute and deliver one or more notes, acceptances, or written obligations of the Foundation on such terms and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Foundation, and to that end to endorse, transfer, and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the

signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE IX

Miscellaneous Provisions

Section 1. Fiscal Year: The fiscal year of the Foundation shall end the last day of each calendar year (December 31st).

Section 2. Notices: Whenever, under the provisions of these By-laws, notice is required to be give to any Director, officer, or member, it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office or mail box, in a postpaid sealed wrapper, addressed to such member, office of Director at such as appears on the books of the Foundation or in default of any other address, to such Director, officer or member at the general post office in the City of Louisville, Kentucky, and such notice shall be deemed to be given at the time the same shall be mailed. Any member, Director or officer may waive any notice required to be given under these By-laws.

ARTICLE X

Indemnification and Liability

Section 1. Indemnification of Officers: Any person made party to any action, suit or proceeding by reason of the fact that he/she, his/her testator or intestate, is or was a member of trustees or officer of this Foundation shall be indemnified by the Foundation against the reasonable expenses, including

attorney's fees actually and necessarily incurred in connection with the defense of such action, suit or proceeding. Any person party to such suit, action or proceeding shall further be indemnified by the Foundation for any judgement or liabilities resulting therefrom. Such right of indemnification shall not be deemed exclusive of any other rights to which such member or officer may be entitled under the provisions of the Corporation Law of the State to which the member or officer belongs.

Section 2. Liability: The Directors, officers, employees, and members of the Foundation shall not, as such, be liable on the Foundation's obligations.

ARTICLE XI

Dissolution

Section 1. Motion to Consider Dissolution: Two-thirds of the members in good standing may petition to the President of the Foundation for a motion to consider dissolution. The President shall circulate the petition to the General Body within thirty days of the receipt of the said petition. Any motion for dissolution must be approved by three-quarters of the members in good standing.

Section 2. Dissolution: Upon passage of the motion to dissolve, the existing officers and members of the Board of Trustees shall remain in office until the dissolution is complete. The Board of Trustees shall cause all debts of the Foundation to be discharged to ensure compliance with all requirements of the laws. Any remaining assets of the Foundation shall be liquidated and donated to any of the worthy causes outlined in Article II hereinabove.

ARTICLE XII

Amendments

Section 1. Amendments of By-Laws: The Board of Directors shall have the power and authority to amend, alter or repeal these By-laws or any provision thereof, and may from time to time make additional By-laws.