

**AMENDED AND RESTATED  
BYLAWS OF  
THE INDIA CULTURAL AND EDUCATION CENTER, INC.,  
A Florida corporation**

The following Amended and Restated Bylaws of The India Cultural and Education Center, Inc., a Florida corporation, were duly adopted in accordance with the requirements of Article II of the original Bylaws of the corporation.

**ARTICLE I -  
NAME, INCORPORATION, TAX EXEMPT STATUS, PURPOSES AND POWERS**

Section 1.1.     Name.     The name of this Corporation shall be The India Cultural and Educational Center, Inc. and shall from time to time be referred to as ICEC.

Section 1.2.     Incorporation.     The Corporation is a not-for-profit corporation organized and existing under the laws of the State of Florida.

Section 1.3.     Tax Exempt Status.     The Corporation is intended to be an organization which is exempt from federal income taxation under Code Section 501(C)(6) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may hereafter be amended from time to time.

Section 1.4.     Purposes.     The India Cultural and Education Center (ICEC) has been formed for the purpose of enhancing the understanding of Indian culture and to provide educational support to minors and college students. In addition, this organization will provide support to the students and others interested in the culture, history, philosophy, languages and religions of India. In order to accomplish these goals, ICEC will:

- (A) Provide assistance in the educational endeavors of minors and college students;
- (B) Promote Indo-US cultural interaction by developing appropriate cultural and educational programs;
- (C) Provide opportunities to its members to contribute towards the betterment of the community at large, with special emphasis on the disadvantaged minors.

Notwithstanding any other provision of these Bylaws, the purposes for which the corporation is organized are exclusively charitable, cultural, religious, and education within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding

provisions of any future United States Internal Revenue Law) and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 1.5. Powers. The Corporation shall have the powers that may be stated in its Articles of Incorporation, and shall have and exercise all rights and powers as are now or may hereafter be granted by law, including, but not limited to, the power to do all acts necessary or proper for the administration of its affairs and the attainment of its purposes.

#### **ARTICLE II - OFFICES**

Section 2.1. Principal Office. The principal office of this Corporation in the State of Florida shall be located in the County of Alachua.

Section 2.2. Other Offices. The Corporation may have such other offices, either within or without the County of Alachua, State of Florida, as the Board of Directors may from time to time determine.

#### **ARTICLE III - LIMITATIONS OF METHODS**

Section 3.1. Limitation of Methods. ICEC shall be non-partisan, non-sectional and non-sectarian and shall take no part or lend its influence or facilities to the nomination, election, or appointment of any candidate for public office.

## ARTICLE IV - MEMBERSHIP

Section 4.1. Eligibility. Any person, corporation, association, partnership, or estate entitled to membership who is qualified for membership shall be admitted as hereinafter provided.

Section 4.2. Classes of Membership. The Corporation shall have five (5) classes of membership as follows:

- (A) Donor Members are those individuals who have made a donation of at least \$5000.00 to ICEC and are interested in supporting the goals of ICEC. Donor Members are eligible to vote in all elections of members to the Executive Board.
- (B) Founding Members are those individuals who have made a donation of \$1000.00 to \$4,999 to ICEC and are interested in supporting the goals of ICEC. Founding Members will be eligible to vote for election of Founding Members to the Executive Board.
- (C) Regular Members are those individuals who pay their annual regular membership dues to ICEC and are interested in supporting the goals of ICEC. They are eligible to vote for the regular members to the Executive Board.
- (D) Honorary Members shall be prominent members of society who are interested in the goals of ICEC and have made valuable contributions to society at large. They are not required to pay any membership fees. Any Donor, Founding or Regular Member can nominate a distinguished person for this membership to Executive Board. At the recommendation of the Board, the President shall bestow the Honorary Membership. These members are not eligible to vote or to be a candidate for office of the Board in elections.
- (E) Associate Members are the students interested in the Indian culture. They are eligible for membership in ICEC by paying the associate membership dues on a yearly basis. They are not eligible to vote or be a candidate for office or the Board in elections.

**Article 5.** EXECUTIVE BOARD

Section 1. ICEC shall initially be governed by a fifteen-member Executive Board (the "Board"). Nine of the members of the Board will be from Donor Members and shall be elected by Donor Members; four of these members will be Founding Members and shall be elected by Donor and Founding Members; two of these members will be Regular Members and shall be elected by all Members. Each member will serve for a period of three years. Notwithstanding the provisions of the Articles of Incorporation, the Board of Directors shall never be comprised of less than fifteen (15) persons. Prior to each annual meeting of the members, the Board shall determine by adopted resolution the size of the Board for the coming year, but in no event shall the Board be comprised of less than fifteen (15) persons nor more than seventeen (17) persons.

Upon election as the initial Board, the initial Board of shall be randomly divided into three (3) equal groups of five (5) persons each with the groups being randomly designated as Group One (1) Directors, Group Two (2) Directors, and Group Three (3) Directors. Group One (1) Directors shall serve for a term of three (3) years; Group Two (2) Directors shall serve for a term of two (2) years; and Group Three (3) Directors shall serve for a term of one (1) year. At each annual election the successors to the Directors of Groups One, Two or Three as initially established by these By-laws, whose term expires in that year, shall be elected for a three (3) year term. If it is determined by the Board of Directors, by resolution as herein provided, to increase the size of the Board to more than fifteen (15) Directors, then all such additional Directors shall be designated Group Four (4) Directors and shall serve for a term of one (1) year. At each annual election the successors to the Group Four (4) Directors, if any, shall be elected for a one (1) year term.

The Board will be responsible for managing all aspects of the Corporation. The members of the Board will elect a President of the Corporation Vice President, Secretary and Treasurer. The President can not serve more than two consecutive three (3) year terms (i.e. six consecutive years). All office bearers shall be Donor members.

Section 2. The Board shall meet at least Quarterly at a time and place designated by the President. Written Notice of the meeting and its agenda shall be delivered to the Board members at least fifteen (15) days in advance of the meeting. A special meeting may be called by any Donor Member, at any time by giving all the other Board members at least five (5) days written notice setting forth

the time and specific purpose of the meeting. All Board members shall attend at least 75% of the meetings of the Board. If a member fails to attend 75% of the meetings, the Board may replace such member with an alternate member who will serve as a Board Member for the remainder of the term of the dismissed Member. A replacement Board Member shall be of the same classification as member he is replacing, i.e. either a Donor Member, Founding Member or Regular Member.

- Section 3. A majority of the voting Donor and Founding Members on the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Donor Members are present at such meeting, a majority of the Donor Members present may adjourn the meeting from time to time without further notice.
- Section 4. The Board shall act on the business of the corporation by a majority vote of the Members of the Board present and voting if a quorum is present, except as otherwise herein provided.
- Section 5. If business is to be conducted at times other than at the meeting of the Board, telephone or mail ballots may be distributed or solicited by the Secretary at the direction of the President. Action on such business shall be by a majority of those voting either in person, by mail or by telephone.
- Section 6. Board members acting in that capacity shall not receive salary or other compensation for their services. By resolution of the Board, out-of-pocket expenses incurred by a Member for attendance at meetings, or for carrying out other matters on behalf of the Board or the Corporation, if any, may be reimbursed to such member.
- Section 7. Any decision of the Board can be overruled by a 75% majority vote of the Board members.

**Article 6.** ADVISORY BOARD OF DONORS

The Advisory Board of Donors shall have nine members who will be appointed by the Donor Members. All members of the Advisory Board will be selected from ex-officers of ICEC and donors of more than \$10,000.00. They will be selected for a three year term and will meet with the Board at least once a year by invitation from the Board. Advisory Board Members shall have no voting rights and shall act solely in an advisory capacity to the Board.

**Article 7.** OFFICERS

Section 1. Officers of the corporation shall be the President, Vice President, Treasurer and Secretary. These officers shall oversee the operation of the corporation.

Section 2. The President shall perform the usual duties of that office. He/she shall be the corporation's legal representative in all matters. In addition, the President shall appoint on an annual basis various Area Coordinators in and out of the State of Florida with the advice and consent of the Board Members. The Board will review the support activities of the Area Coordinators on an annual basis.

The President (in his/her absence, the Vice President) shall preside at all the meetings of the Board. In addition, the President (in his/her absence, his/her designee or the Vice President) shall attend all meetings of the executive Board. The President will be an ex-officio member of all committees of ICEC.

Section 3. The Vice President shall serve for the President in his absence.

Section 4. The Treasurer shall keep all the accounts, collect the dues and the donations and pay the bills as approved by the President of the Board and maintain the financial records of the corporation in conformity with the procedures of Article 10. The Treasurer shall issue a yearly financial statement during the month of January and prepare whatever financial records are required by appropriate governmental bodies.

Section 5. The Officers shall be elected by the Board and shall serve three-year terms at the will of the members of Board of ICEC.

Section 6. The President is authorized to appoint, if necessary, an Assistant Secretary and/or Assistant Treasurer with well-defined responsibilities from any membership category in order to provide extra support.

Section 7. The Secretary shall prepare and maintain the minutes of all the Board meetings.

**Article 8.** STANDING COMMITTEES

Section 1. The Nomination, Election and Bylaws Committee: This committee shall be appointed by the President and will consist of five Donor Members and Founding Members including the Chairperson. This committee will be chaired by a member of the Board. This committee will be responsible for reviewing, screening and selecting the candidates for membership to the Board. They will distribute the ballots and relevant material to all the voting Donor, Founding and Regular) members by October 1 of each year. The committee will receive, by mail, the ballots and declare the names of elected members of the Board at the annual meeting each year. The elected members will assume their offices on January 1 of the following year.

This committee will also receive, screen and review the nominations for membership to the Board whenever necessary. The Committee will send the ballots and the necessary material to all Donor, Founding and Regular Members for the election of members to the Board as described in Article 5, Section 1.

This committee will also review bylaws and make necessary recommendations for changes in bylaws to the Board.

Section 2. Communication Committee: The President of the Board shall appoint a three member committee with an Editor, Co-editor and one other member. The Editor shall be an elected member of the Board. This committee shall prepare, publish and mail a newsletter at intervals directed by the Board and screen the messages to be sent to ICEC Listserv.

Section 3. Membership and Directory Committee: The Board will appoint a three member committee with a member of the Board serving as the Chairperson of the

committee. This committee shall endeavor to increase the membership of ICEC, shall send application forms to interested individuals, and collect the annual dues to be forwarded to the Treasurer of ICEC. This committee shall publish, once a year, a directory of the names, addresses and phone numbers of all the members of ICEC.

Section 4. The Committee for Community Service and Interaction Service: The Board shall appoint a three member committee to be chaired by a member of the Board. This committee shall develop and implement programs for community service and community interactions.

Section 5. Cultural Programs Committee: The Board will appoint an eleven-member committee with a member of the Board serving as its Chair. This committee shall plan and implement cultural activities and the annual India Fest.

Section 6. Education Committee: The Board will appoint a two member committee with a member of the Board serving as the Chair. This committee shall work closely with Indian Student Association and youth group to enhance the cultural and educational growth of the children and students.

Section 7. Youth Group Committee: The Board will appoint a two member committee with a member of the Board serving as the chair. This committee will work with children under the age of eighteen to enhance the cultural and educational growth of the children.

Section 8. Building Maintenance Committee: The Board will appoint a five-member committee with a member of the Board serving as the Chair to oversee the maintenance of the ICEC building and the old house on the premises. This committee will also manage the rental of the building.

Section 9. Continuing Medical Education Committee: The Board will appoint a nine member committee of physicians with a member of the Board as Chair to organize annual Continuing Medical Education Seminars.

Section 10. ICEC Educational Scholarship and Loan Committee: The Board will appoint a five member committee with a member of the Board as Chair. The preferred members of this committee should be the donors to this fund and Donor members who are in academics.

Section 11. The Chairperson of any Standing Committee may appoint, if necessary, subcommittees to perform various tasks related to the functions of that

committee.

**Article 9.** MEETINGS AND ELECTIONS

Section 1. There shall be an annual meeting in January of each year of all Members of ICEC. The meeting date, time and place shall be announced in the ICEC newsletter and mailed to all members at least four weeks before the meeting.

Section 2. The agenda for the annual meeting of the ICEC shall include the following: a) The minutes of the previous meeting; b) President's Report, c) Results of the elections, d) Report of the Treasurer, e) Reports of the Standing Committees, f) Reports of the special committees appointed by the President, and g) Any other business to come before the meeting.

Section 3. The election of members of the Board will be conducted by mail. The Nominating Committee will send to all voting members, ballots containing the candidates' names. It will also provide a brief biographical sketch of each candidate supplied by the candidate or his/her representative. The Nominating Committee will open the ballots in the presence of candidates or their representatives, do the counting, and declare the candidates receiving the highest number of votes in each category as elected members of the Executive Board. In the event of a tie, the President of the Executive Board shall cast the deciding vote.

Section 4. For voting purposes, the family membership in any category shall entitle each family to one vote in that category.

**Article 10.** FINANCES

Section 1. ICEC will maintain at least six (5) separate accounts: 1) the Operating Account, 2) Continuing Medical Education Account, 3) ICEC Youth Group Account, and two (2) ICEC Educational Scholarships and Loan Accounts, one as an operating account and one as a reserve account. The Treasurer of the ICEC, in December of each year, will submit to the Board, the financial information for the year. The Board can utilize the funds generated by the membership dues and various activities to conduct the business of the Corporation.

Section 2. The annual dues of Regular and Associate Members will be established by the Board.

Section 3. All expenses from the Operating Account shall be approved by the Board. All checks from the Operating Account can be signed either by the Treasurer, President or a designated Executive Board member appointed by the President.

Section 4. No member to any office shall be paid any salary or stipend. However, appropriate expenses for postage, stationery, etc., for conducting the business, will be reimbursed.

Section 6. The Board and Individual Committees shall make decisions by a simple majority vote.

**Article 11.** AMENDMENT OF BYLAWS

An amendment to the bylaws can be submitted to the Board by any Donor or Founding Member with the endorsement of five more such members. The bylaws may be altered or amended by ICEC Donor Members and Founding Members by two thirds affirmative vote, provided a copy of the proposed amendment and/or recommendation from the Nomination, Election and Bylaws Committee is sent to these members by mail, at least two weeks prior to voting.

**Article 12.** RESIGNATION

If a member of the Board or other standing committees wishes to resign, a letter of resignation shall be submitted to the Board. Such resignation shall be discussed in the Board meeting and be effective upon the written acceptance by the majority of the Board members.

**Article 13.** REMOVAL

A Board Member or standing committee member can be removed at any time by a vote of at least two-thirds of the members of the Board.

**Article 14.** VACANCY

In case of a vacancy on the Board, the remaining members shall appoint a successor of the same membership category to fulfill the unexpired portion of the term by an affirmative vote of the majority of the Board. The same procedure will be followed by the other standing committees to fill any unexpected vacancy.

**Article 15.** AMENDMENT OF THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the following manner:

- 1) A proposed amendment shall be presented in writing to the Secretary by a minimum of twenty (20) Donor and Founding Members.
- 2) The Secretary shall present the proposed amendment to the Board as well as to the Nomination, Election and Bylaws Committee for consideration.
- 3) The Board shall forward the proposed amendment, along with any recommendation of the Nomination, Election and Bylaws Committee to all Donor and Founding Members.
- 4) The proposed amendment shall then be adopted upon a three-fourths affirmative vote of the Donor and Founding Members.

**Article 16.** DISSOLUTION

Section 1. This corporation may be dissolved by an affirmative vote of at least three fourth (3/4) of the Donor and Founding Members or otherwise by operation of law.

Section 2. Upon dissolution of the corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to an organization or organizations organized and operated exclusively for charitable, educational, cultural, religious, or scientific purposes as shall at the time qualify as an exempt organization of organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of shall determine. Any of such assets not so disposed of shall be disposed of by a Circuit Court of the County in which the principal office of the Corporation is then located, or similar Court if no Circuit Court exists in such applicable area, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

However, regardless of any other provision of the Articles of Incorporation or of the By-Laws, no assets shall be disposed of, whether by the Board or by the Circuit Court or other similar Court, except for charitable, educational, cultural, religious, or scientific purposes under the provisions of Section 501 (c) (3) and Section 170 (c) (2) or the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

Notwithstanding the foregoing provisions of this Section, upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, transfer the remaining assets to the University of Florida Foundation to be held as a separate account. These funds will be used by UF Foundation as scholarships or emergency financial assistance for students engaged in studies related to the Country of India, or who are traveling to India to live there and to study the culture of India. The details of the program and the

selection of recipients will be determined by a committee of five professors at University of Florida engaged in studies related to the Country of India.

**Article 17.** SEAL

The corporation shall have an official seal, setting forth the name of the corporation. Such seal shall be affixed to such corporation instruments as may be law or governmental regulations be required or is deemed necessary or appropriate by the officers of the corporation; but no deed or instrument of the corporation, otherwise duly authorized shall be held valid or insufficiently executed for want of such a seal.

**Article 18.** WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Florida Non-Profit Corporation Act on its provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons, entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Article 19.** FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year unless otherwise changed by resolution of the Board of Trustees.

**Article 20.** CERTIFICATION

I, the undersigned, do certify that these Bylaws have been adopted by the Board of ICEC as submitted.

\_\_\_\_\_  
President of the Board

These By-laws were adopted by the Board of Directors on the Second day of January, 2007.

-----  
President

-----  
Vice President

-----  
Secretary

-----  
Treasurer