

ASIAN INDIANS OF HAMPTON ROADS

Organization's Bylaws

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Objectives

- To facilitate the involvement of people of Asian Indian origin into the mainstream of American social fabric.
- To promote the cultural heritage of the people of Asian Indian origin.
- To disseminate information on economic, social and political issues.
- To promote voter registration and educate legislators on issues critical to Asian Indians.

Article I - Name

The name of this educational, non-partisan and non-profit organization shall be ASIAN INDIANS OF HAMPTON ROADS (AIHR) and is hereinafter referred to as "The Organization" or "AIHR".

Article II - Objectives

The objectives of the Organization are to:

1. Facilitate the involvement of the people of Asian-Indian origin living in the Hampton Roads area into the mainstream of American social fabric;
2. Promote the cultural heritage of the people of Asian-Indian origin in the Hampton Roads area;
3. Provide opportunities for learning through educational sessions such as lectures, seminars, symposia and workshops on civic, economic, political, and social issues and current legislative and regulatory developments affecting the lives of individuals of Asian Indian origin residing in the United States of America;
4. Promote voter registration among Indian American citizens and encourage them to study major issues involved in the political campaigns in order to exercise their civic duties responsibly; and
5. Educate Organization members to recognize their social professional responsibilities by involving them in community and public affairs.

Article III - Membership, Eligibility Conditions, Privileges and Fee(s)

Section 1 -- MEMBERSHIP ELIGIBILITY CONDITIONS

Basic Membership Eligibility Conditions:

1. Any person interested in India and its traditions and supports the mission and objectives of AIHR
2. The person must be 21 years or older.
3. The person is of Indian Origin (PIO).
4. The person is a local resident of Hampton Roads Area and maintains residency within the radius of 60 miles of registered address of the Organization OR Chesapeake City Hall (306 Cedar Rd, Chesapeake, VA 23322) Chesapeake, VA, whichever is greater.

Life Membership Additional Eligibility Condition:

5. Must certify for no "Financial Conflict of Interest" (to gain and retain privilege of "Voting Right").

Founding Membership Additional Eligibility Condition:

6. (a) Served as AIHR Executive Committee Officer and/or AIHR Board Member for minimum 2 years

OR

(b) Agreed by AIHR board members unanimously to register a person as Honorary Founding Member

Section 2 -- MEMBERSHIP PRIVILEGES

Basic Membership Privileges:

1. Privilege and preference to upgrade to Life Membership
2. Privilege of Registered Association with Organization
3. Privilege of pre-release of information for upcoming AIHR events
4. Privilege of preference (including family members) for participation opportunity in AIHR events
5. Privilege to request additional information of the Organization
6. Privilege of special invitation for "Members Only" AIHR events
7. Privilege of discounts for sponsored events and partner events

Additional Life Membership Privileges:

8. Privilege to add one additional family member as secondary Life Member (Only applicable to 'Family Life Members').
9. Privilege to nominate and/or contest AIHR Executive Committee elections (Only applicable to Life and Founding Members with active voting privilege)
10. Privilege to Vote in AIHR Executive Committee elections, and AIHR General Body (Only applicable to Life and Founding Members with active voting privilege)

Additional Founding Membership Privileges:

11. Privilege to nominate and/or contest AIHR Board elections (Only applicable to Founding Members with active voting privilege)
12. Privilege to Vote in AIHR Board elections (Only applicable to Founding Members with active voting privilege)
13. Privilege to be appointed as AIHR Board Members (Only applicable to Founding Members with active voting privilege) by AIHR Executive Committee and AIHR Board of Directors.
14. Privilege to be appointed as AIHR Honorary Board Members (Only applicable to Founding Members with active voting privilege) by AIHR Executive Committee and AIHR Board of Directors.

Section 3 -- MEMBERSHIP CATEGORIES

There shall be three membership categories:

I. Members

Eligibility – To become and maintain membership, the person must meet all basic member eligibility conditions (conditions 1-4) described in Section 1 of Article III.

Fee -- One-time member fee of \$25.00.

Privileges – All admissible members will have basic membership privileges (1-7) as described in Section 2 of Article III.

II. Life Members

Eligibility

- (i) To become and maintain Life Membership, the person must meet all basic member eligibility conditions (conditions 1-4) described in Section 1 of Article III.
- (ii) In addition, a person must satisfy Life Membership additional eligibility condition # 5 described in Section 1 of Article III to gain and retain privilege of “Voting Right”.

Fee

The following Life Membership must be paid in full to become the Life Member of AIHR

- (i) Life Membership fee - \$300 for Individual Life Membership
- (ii) Life Membership fee - \$500 for Family Life Membership

Privileges

- (i) All admissible Life Members will have basic membership privileges (1-7) as described in Section 2 of Article III.
AND
- (ii) Additional Life Membership Privileges (8-10), if applicable, subject to conditions) as described in Section 2 of Article III.

III. Founding Members

Eligibility

- (i) To become and maintain Founding Membership, the person must meet all basic member eligibility conditions (conditions 1-4) described in Section 1 of Article III.
- (ii) In addition, the person must satisfy Life/Founding Membership additional eligibility condition # 5 described in Section 1 of Article III to gain and retain privilege of “Voting Right”.
- (iii) In addition, the person must satisfy Founding Membership additional eligibility condition # 6 described in Section 1 of Article III.

Fee -- Not Applicable for Founding Members

Privileges

- (i) All admissible Founding Members will have basic membership privileges (1-7) as described in Section 2 of Article III
AND
- (ii) Additional Life Membership Privileges (7-10), if applicable subject to conditions) as described in Section 2 of Article III
AND
- (iii) Additional Founding Membership Privileges (11-14) as described in Section 2 of Article III

Section 4 -- TERMINATION OF MEMBERSHIP

AIHR Executive Committee and/or the AIHR Board reserves the right to modify, change membership category, or terminate membership of any AIHR member in the following circumstances:

- (i) The membership will be terminated when a member in any category is deceased.
- (ii) The member fails to meet eligibility conditions applicable to his/her Membership Category.

Actions: Analyze the circumstances on a case-by-case basis and follow the process in the order defined.

- a. Verify if the member is eligible for another membership category; if yes, modify the member category and notify member of such change.
- b. If member is not eligible for any of the membership categories, then temporarily suspend the membership and provide an opportunity to member to correct the eligibility failure and/or provide response.
- c. In case of continuation of failure to meet eligibility condition (s), no response or non-satisfactory response from member within 90 days, terminate the membership.

Section 5 -- CHANGE IN MEMBERSHIP FEE(S)

- (i) Any change in membership fee(s) must be proposed and discussed at an AIHR Executive Committee meeting and agreed by Executive Committee by passing a resolution with simple majority.
- (ii) AIHR Executive Committee must forward the passed resolution to the AIHR board with recommendation of proposed membership fee(s) change.
- (iii) AIHR board will review the proposal in a Board Meeting and may approve/reject the proposal by a simple majority.
- (iv) Any change in membership fee(s) can only be implemented and be effective only after approval by both AIHR Executive Committee and AIHR Board of Directors.

Section 6 -- MEMBERSHIP RECORDS AND PUBLICATION

- (i) AIHR Secretary is responsible to maintain membership records and will provide the recent membership list as and when requested by AIHR Board.
- (ii) AIHR secretary will update the membership list as on 31st December of each calendar year and will publish on the AIHR website annually on or before 10th January of next calendar year.
- (iii) The latest published 'Membership List' will serve as the final baseline to determine members' eligibility to vote in all AIHR elections to be held in next 90 days of the published date as documented on Annual AIHR Membership list.

Article IV -- Executive Committee

Section 1 – EXECUTIVE COMMITTEE AND ROLES

The Executive Committee is an autonomous team of officers elected by members to plan, manage, execute, and conduct all AIHR business and operations activities according to the Organization's Bylaws.

The roles of the Executive Committee are as follows;

- (i) Promote AIHR mission and objectives
- (ii) Promote and preserve the integrity of AIHR
- (iii) Review, analyze, and make decisions for financial and non-financial support to non-profit and/or charitable organizations.
- (iv) Review, analyze, and make decisions for donation, sponsorship, or support requests (monetary or non-monetary) received from anyone.
- (v) Appoint independent Election Committee and Compliance Committee for AIHR Board of Members' elections.

Section 2 – ELECTED OFFICERS OF EXECUTIVE COMMITTEE AND THEIR ROLES

Executive Committee Officers

The officers of the Executive Committee shall consist of the following elected officers:

- (i) President
- (ii) Vice-President
- (iii) Treasurer
- (iv) Secretary

Office Tenure of Executive Committee Officers

The office tenure for each elected officer is two years, but eligible for re-election for no more than two consecutive two-year terms for all positions.

Any executive officer who has served on the Executive Committee for 4 consecutive years, irrespective of office position held (e.g. same officer position for 4 years or consecutive total 4 years in Executive Committee at multiple officer positions) is not eligible for re-election for a consecutive 5th year for any officer's position. Such officer must leave the Executive Committee for a minimum of two years to become eligible for election for any of the executive office positions.

Roles of the Executive Officers

Below are specific roles and responsibilities for Executive Committee Officers

(i) President

- Promotes AIHR mission and objectives
- Promotes and preserves the integrity of AIHR
- Provides overall leadership for Organizational activities to achieve AIHR objectives and mission
- Reviews and improves AIHR organizational structure, processes, and proposes changes to Bylaws if needed
- Ensures compliance with laws and guidelines related to non-profit organization
- Plans and manages community events organized by AIHR or partner organization with AIHR participation
- Engages with AIHR community partners and expands AIHR partner network
- Reviews AIHR budgets, account statements, and oversees organization's financial health
- Creates initiatives to increase AIRH membership and brings the Indian community together

(ii) Vice-President

- Promotes AIHR mission and objectives

- Promotes and preserves the integrity of AIHR
- Executes AIHR organized activities and participation of AIHR in community partner's events
- Supports AIHR President and his/her organizational functions and efforts

(iii) Secretary

- Promotes AIHR mission and objectives
- Promotes and preserves the integrity of AIHR
- Maintains membership records and will provide the recent membership list if and when requested by AIHR Board.
- Responsible for periodic and necessary communication and notifications to AIHR members and other community members
- Organizes meetings, documents meeting minutes, and maintains meeting records
- Updates the Annual Membership List on 31-December of each calendar year and publishes on the AIHR website

(iv) Treasurer

- Promotes AIHR mission and objectives
- Promotes and preserves the integrity of AIHR
- Records and maintains the financial accounts of the organization
- Provides monthly financial statement to AIHR Board by 15th day of next month after the calendar quarter-end
- Prepares annual financial statements and submits to AIHR Board and Executive Committee by 31st March of next year
- Prepares AIHR tax return and submits before due date per IRS guidelines
- Supports AIHR Presidents and his/her organizational functions and efforts

Section 3 – EXECUTIVE COMMITTEE ELECTIONS

- Executive Committee Officers' biennial elections will be held in January in ODD calendar years (such as 2021, 2023)
- For Executive Committee officers' election, AIHR Board will appoint Election Committee as well as Compliance Committee
- The Tenure will start on 1st February following the election results or immediately after the election, whichever is later, for 2 Years

Section 4 – UNEXPECTED MID-TERM VACANCIES

In case of unexpected mid-term vacancy for any executive office position, Executive Committee will follow below guidelines as set forth hereunder for each officer's mid-term vacancy.

- President:** Vice-President will take over as President. Remaining executive officers must appoint a new Vice-President by passing a resolution with simple majority for the remaining term.
- Vice-President:** The President will take over the Vice-President's role until remaining executive officers appoint an interim Vice-President by passing a resolution with simple majority for the remaining term.
- Treasurer:** The President will take over the Treasurer's role until remaining executive officers appoint a new interim-Treasurer by passing a resolution with simple majority for the remaining term.

- (iv) **Secretary:** Vice-President will take over the Secretary's roles until remaining executive officers appoint a new interim-Secretary by passing a resolution with simple majority for the remaining term.

Section 5 – RECALL OF EXECUTIVE COMMITTEE OFFICERS

- (i) One-tenth of the members (with active voting rights and eligible to vote) of the organization may petition to the Chairperson of the AIHR Board for a recall vote to any elected officials.
- (ii) The Chairperson of the Board will present the petition to the Board members and will call a General Body meeting to decide.
- (iii) The recall vote shall be conducted in a meeting of the general body.
- (iv) A majority vote of the organization members (eligible to vote) may recall any official.

Section 6 – FINANCIAL DECISION AUTHORITY AND LIMITATIONS

The Executive Committee and its elected officers will have the following limitation on financial authority to approve any expense, loan, sponsorship or donation.

- (i) **Treasurer** - Not more than \$500 for each financial transaction
- (ii) **President** - Not more than \$1,000 for each financial transaction
- (iii) **Executive Committee** (all officers) # - Not more than \$2500 for each financial transaction

A single financial transaction for more than \$1000 up to \$2,500 may only be approved by Executive Committee via an Executive Committee resolution with simple majority

A single financial transaction over \$2,500 will require approval from the AIHR Board. AIHR Board must approve any single transaction of \$2,500 or more via a Board Resolution with simple majority.

Article V – Board of Directors

Section 1 – AIHR BOARD OF DIRECTORS AND ROLES

AIHR Board of Directors (also referred as AIHR Board) is an autonomous team of Board Members (consists of appointed and/or elected Board Members) to provide guidance, review operations, and ensure compliance with Organization Bylaws, and other regulatory requirements of all AIHR business and operations activities conducted by anyone, including AIHR Executive Committee.

The roles of the AIHR Board (and all of AIHR Board Members individually) are as follows;

- (i) Promotes AIHR mission and objectives
- (ii) Promotes and preserves the integrity of AIHR
- (iii) Provide guidance on questions, operational scenarios, incidents, and processes not clearly defined or explained in Bylaws, propose amendments to enhance Bylaws, and recommend improvement in AIHR Organizational processes.
- (iv) Review, Analyze, and make decisions on request received for any single transaction with a financial impact of over \$2,500 as proposed by Executive Committee
- (v) To appoint independent "Election Committee" and "Compliance Committee" for AIHR Executive Committee officers' elections

- (vi) To appoint independent auditors for financial statement audit as and when deemed necessary
- (vii) To provide meaningful contribution to benefit the organization including but not limiting to social recognition, community recognition, leadership guidance, procurement of financial support, sponsorship, and other funds necessary to achieve organizational objectives.

Section 2 –COMPOSITION OF BOARD

- (i) AIHR Board will consist of 'Elected' as well as 'Appointed' Board members.
- (ii) Board Members elected by due election process will have voting rights at AIHR Board meetings and other business proceedings during their tenure as elected Board Member. At any given point of time, Elected Board Members must count for minimum 50% of the total AIHR Voting Board Members.
- (iii) Elected AIHR Board Members and Elected Executive Committee Officers jointly will have the right to appoint or re-appoint a limited number of board members {not to exceed 50% of the total voting board members} at any time for a two years' term.

To appoint AIHR board member(s), AIHR Executive Committee will nominate qualified candidates from the eligible Founding Members (with active voting rights) and list them in order of preference and present to the AIHR Board. After the nomination, the Chairperson of the Board must call a joint meeting of the AIHR Elected Board Members and AIHR Elected Executive Committee Officers. At the joint meeting, elected members of both administrative bodies together must approve the appointment by passing a joint resolution with majority votes and confirm the appointment.

Such appointed Board Members will have voting rights at AIHR Board meetings and other business proceedings during their tenure as appointed Board Members.

- (iv) Elected AIHR Board Members and Elected Executive Committee Officers jointly will have the right to appoint or re-appoint Honorary Board Members (with no-voting rights) not exceeding 4 board members for a one-year term but eligible for re-appointment as honorary board member every year for any number of years.

To appoint an honorary board member, the Chairperson of the Board must call a joint meeting of the AIHR Elected Board Members and AIHR Elected Executive Committee Officers. At the joint meeting, elected members both administrative bodies together must approve the appointment by passing a joint resolution with majority votes and confirm the appointment.

- (v) At any given point of time, there must be a minimum of 5 (Five) Board Members with active voting rights (including Elected or Appointed) in the Board but not to exceed 7 (seven) voting board members (including Elected or Appointed).
- (vi) At any given point of time, total number of Board Members Including Elected and Appointed (with voting rights OR no-voting rights) shall not exceed eleven (11) Board Members.
- (vii) All AIHR Board members will sign a document acknowledging that they have read the Bylaws and will abide by them.

- (viii) To meet the quorum, a minimum of 70% of the Board Members (with active voting rights) must participate in any Board meeting including audio and/or video conference meetings.

Section 3 – OFFICE TENURE OF BOARD OF DIRECTORS (BOARD MEMBERS)

- (i) The office tenure for each elected Board Member will be two years, but eligible for re-election for no more than two consecutive two-year terms.
- (ii) The office tenure for each appointed Board Member by AIHR Executive Committee will be two years, but eligible for re-appointment for no more than two consecutive two-year terms.
- (iii) The office tenure for each appointed Honorary Board Member (with No Voting Rights) will be one year, but eligible for re-appointment for any number of consecutive one-year terms.
- (iv) Any Voting Board Member (Elected or Appointed), who has served on the AIHR Board for 4 consecutive years as a "Voting Board Member" is not eligible for re-election OR re-appointment for consecutive 5th year for a Voting Board Member's Position. Such board member must either leave AIHR board OR serve as an honorary Board member (with no voting rights) for a minimum of one year to again become eligible for election or appointment as a "Voting Board Member".

Section 4 – BOARD OF DIRECTORS' (BOARD MEMBERS') ELECTIONS

- (i) Board Members' biennial appointment will be exercised in January in ODD calendar years (such as 2019, 2021) by Elected Executive Committee. Only Founding Members (with active voting rights) may be appointed as Board Members by Elected Executive Committee.
- (ii) Board Members' biennial elections will be held in January in EVEN calendar years (such as 2020, 2022)
- (iii) For Board Members' election, AIHR Executive Committee will appoint Election Committee as well as Compliance Committee.
- (iv) Only Founding Members (with active voting rights) are eligible to be nominated and contest Board Members' election.
- (v) Tenure for appointed or elected Board Members will start on 1st February following the election results OR right after the election, whichever is later, for next 2 years.

Section 5 – CHAIRPERSON OF THE BOARD

- (i) Only Voting Board Members are eligible to be Chairperson of the Board.
- (ii) AIHR Voting Board Members will elect the Chairperson in the first meeting after election of AIHR Board Members by passing a meeting resolution with simple majority.
- (iii) AIHR Voting Board Members must rotate the Chairman of the Board each calendar year in February; however if agreed by majority, a Board Member may be re-elected as Chairperson for one more additional year only.

- (iv) Once a person has served two years as Chairperson of the Board, the same person cannot be elected as Chairperson for 3rd Consecutive year.
- (v) The role of the Chairperson is to co-ordinate board meetings, communicate, lead discussions and serve as Liaison Representative of the Board.
- (vi) The Chairperson will have a same authority as any other Voting Board Member and will not have any additional power or authority.

Section 6 – UNEXPECTED MID-TERM VACANCIES

In case of unexpected mid-term vacancy for any Board of Director's (Board Member) position, AIHR Board of Directors will follow below guidelines as set forth hereunder for mid-term vacancy of each Board Member's category.

- (i) **Elected Voting Board Member:** Remaining AIHR Voting Board Members may appoint an eligible Founding Member (with active voting rights) as new Voting Board Member by passing a resolution with simple majority for the remaining term.
- (ii) **Appointed Honorary (Non-Voting) Board Member:** Elected AIHR Voting Board Members and Elected Executive Committee Officers jointly will appoint an eligible Founding Member (with active voting rights) as new non-voting Honorary Board Member by passing a resolution with majority for remaining term.
- (iii) **Appointed Voting Board Member:** Elected AIHR Voting Board Members and Elected Executive Committee Officers jointly will appoint an eligible Founding Member (with active voting rights) as new Voting Board Member by passing a joint resolution with majority for remaining term.

Section 7 – RECALL OF BOARD OF DIRECTOR(S) / BOARD MEMBER(S)

- (i) One-tenth of the Founding Members (with active voting rights and eligible to vote) of the organization may petition to the president for a recall vote to any Board Member.
- (ii) The recall vote shall be conducted in a meeting of the Founding Members.
- (iii) A majority vote of the Organization Founding Members (eligible to vote) may recall any board member.

Article VI – Elections

Section 1 – ELECTION ADMINISTRATION

To conduct, manage, and administer free and fair elections of the organizations, two independent administrative committees will be formed just before the elections. The definition of the two committees are described hereunder:

- (i) **Election Committee** - An autonomous committee that consists of one or more AIHR Life Member(s) and/or Founding Member(s) appointed by AIHR Board Members and/or AIHR Executive Committee to arrange, organize, and conduct organization elections and announce election results as per AIHR Bylaws and defined election process and rules.

- (ii) **Compliance Committee** - An autonomous committee consists of one or more AIHR Life Member(s) and/or Founding Member(s) appointed by AIHR Board Members and/or AIHR Executive Committee to oversee entire election process and ensure compliances with AIHR Bylaws, ethics, and defined election process and rules, perform election audits, and certify election results.

Section 2 – AIHR EXECUTIVE COMMITTEE OFFICERS' ELECTION PROCESS

- (i) AIHR Executive Committee Officers' biennial elections will be held in January in every odd calendar year (such as 2019, 2021).
- (ii) For AIHR Executive Committee Officers' elections, AIHR Board will appoint Election Committee as well as Compliance Committee in early January.
- (iii) The Election Committee will receive the final member list (eligible to vote) as of 31st December from AIHR secretary. This member list will serve as the baseline for election and only active members with voting rights as of 31st December will be authorized to vote in next election.
- (iv) Election Committee will announce the election for Executive Officers' positions of AIHR Executive Committee and seek nominations from Life and Founding Members only (with active voting rights) via email or other communication method. Election committee will clearly provide all rules and guidelines to submit nominations, including but not limited to:
 - a. Eligibility for candidates who can be nominated for elections
 - b. Deadline including Date and Time by which nomination must be submitted for consideration by Election Committee
 - c. Must provide at least 2 days to submit nominations
 - d. Email and Contact number of Election Officer(s) for questions or clarification
 - e. Include a disclaimer that nomination for any position is subject to Board's acceptance and approval.
- (v) Only Life and Founding Members (with active voting rights) may be nominated and are eligible to contest AIHR Executive Committee Officers' election.
- (vi) Once deadline for submitting nominations is over, Election Committee must prepare a list of all nominated members and contact each nominated candidate and obtain their written acceptance to proceed further with their nomination. Candidates' acceptance of nomination will be deemed as their concurrence to abide by the entire election process, rules, and decisions by Election and Compliance Committees.
- (vii) EC will provide the list of nominated candidates and who has provided their acceptance to AIHR Board for each officers' position to review.
- (viii) AIHR Board Chairperson must present list of all nominated candidates (for all contested positions) as received from EC to all AIHR Board members. Together Board Members must review each candidate (Including educational qualification, leadership skills, social engagement and contribution to Indian community, past performance and/or history, experience relevant to the position, personality traits, and other abilities) and must accept or reject the nomination of each candidate by passing a Board Resolution with a minimum of 2/3 majority of voting members. In case of rejection of nomination, each Board Member voting in favor of rejection of any candidate

must provide an explanation and reason for such rejection. The list of all accepted nominated candidates will be provided to EC for election process.

- (ix) EC will receive the list of candidates approved by AIHR Board. If there is only single candidate (nominated, accepted, and approved by Board) for any officer's contested position, the candidate is deemed winner with no contest, and no further voting is required for that specific officer's position.
- (x) If the number of final candidates (nominated, accepted, and approved by Board) for any position is more than one, EC will conduct the election by voting.
- (xi) AIHR Election Committee may use any technological tool for online anonymous voting to conduct elections. Election Committee will announce elections asking for votes from only Life Members and Founding Members (eligible to vote) for all final nominated candidates for all AIHR Officers' contested positions by providing clear rules and guidelines, including but not limited to:
 - a. Submit list of candidates contesting elections for each new office
 - b. Clarify voting rights, including who can vote and how to vote
 - c. Clarify rules how the votes will be counted to declare winners
 - d. Deadline including Date and Time to vote for consideration by Election Committee
 - e. Must provide 5 days for voting and must include a weekend
 - f. Email and contact number of Election Officers for questions or clarification
- (xii) Election Committee will review the results after the voting deadlines is over, document the results, and present to Compliance Committee for review and certification.
- (xiii) The results finalized by Election Committee and certified by Compliance Committee will be final and will be acceptable by everyone including AIHR Board Members, AIHR Executive Committee Officers, and all AIHR members including contesting candidates.
- (xiv) After the announcement of results, Election Committee and Compliance Committee will be dissolved.
- (xv) Elected Executive Committee Officers will sign a document acknowledging that they have read the Bylaws and will abide by them.
- (xvi) AIHR Board will be responsible to prepare a detailed transition plans with all necessary tasks list in consultation with newly appointed officers, and outgoing officers. Outgoing officers must follow the transition plan and diligently work for smooth and seamless transition.
- (xvii) Outgoing executive officers must immediately start the transition activities of all organizational proprietary information and assets to newly elected officers and complete within two weeks of communication of transition plan by AIHR Board. AIHR Board will have the authority to extend the transition time, if requested for valid reasons, for up to two additional weeks, if deemed necessary.
- (xviii) In case of delay of complete transition beyond the maximum allowed time, AIHR Board Members may take necessary actions for violation of Bylaws by outgoing officers.

- (xix) Elected AIHR Executive Committee Officers will start their tenure starting 1st February for next two (2) years.

Section 3 – AIHR BOARD OF DIRECTORS (BOARD MEMBERS’) ELECTION PROCESS

- (i) Board Members' biennial elections will be held in January every **EVEN** calendar year (such as 2020, 2022).
- (ii) For Board Members' elections, AIHR Executive Committee will appoint Election Committee as well as Compliance Committee in early January.
- (iii) The Election Committee will receive the final member list (eligible to vote) as of 31st December from AIHR Secretary. This member list will serve as the baseline for election, and only active members with voting rights as of 31st December will be authorized to vote in election.
- (iv) Election Committee (EC) will announce the election with number of contested positions of Board Members and seek nomination from Founding Members only (with active voting rights) via email or other communication method and must clearly provide all rules and guidelines to submit nominations, including but not limited to:
 - a. Eligibility for candidates who can be nominated for elections.
 - b. Deadline including Date and Time by which nomination must be submitted for consideration by Election Committee.
 - c. Must provide at least 2 days to submit nominations.
 - d. Email and contact number of Election Officer(s) for questions or clarification.
- (v) Only Founding Members (with active voting rights) may be nominated and are eligible to contest the elected board member's position.
- (vi) Once deadline for submitting nominations is over, Election Committee must prepare a list of all nominated members and formally obtain acceptance or denial for nomination from each nominated candidate.
- (vii) Election Committee must prepare the final list of nominated candidates who accepted their nominations.
- (viii) If the number of final eligible nominated candidates (with acceptance of nomination) are NOT more than the number of Board Members election position announced, eligible nominated candidates (with acceptance of nomination) will be deemed elected without contest and will not require any voting or further election process step. Election Committee may document the facts, prepare a report and present to Compliance Committee to review and certify. EC may declare the results with no contest after review and certification from Compliance Committee.
- (ix) If the number of final eligible nominated candidates (with acceptance of nomination) are more than the number of Board Members election position announced, Election Committee will set up and announce the election and voting process.
- (x) AIHR Election Committee may use any technological tool for online voting to conduct elections. Election committee will announce elections asking for votes from only Founding Members (with active voting rights) for all qualified nominated candidates for AIHR Elected Board Members' positions by providing clear rules and guidelines, including but not limited to:
 - a. List of qualified candidates contesting elections

- b. Number of Board Members' positions available
 - c. Clarify voting rights and how to vote
 - d. Clarifying rules how the votes will be counted to declare winners
 - e. Deadline including Date and Time to vote for consideration by Election Committee
 - f. Must provide at least 3 days to voting
 - g. Email and contact number of Election Officer(s) for questions or clarification.
- (xi) Election Committee will review the results after the voting deadline is over, document the results, and present to Compliance Committee to review and certify.
- (xii) Once compliance committee completes its review and accepts the results, the election results will be announced by the Election Committee to all AIHR members and community.
- (xiii) The results finalized by Election Committee and certified by Compliance Committee will be final and will be acceptable by everyone including AIHR Board Members, AIHR Executive Committee, and all AIHR members.
- (xiv) All AIHR Board Members must sign a document acknowledging that they have read the Bylaws and will abide by them.
- (xv) After the announcement of the results, Election Committees and Compliance Committees will be dissolved.
- (xvi) Elected Board Members will start their tenure starting 1st February following the election results or right after the election, whichever is later, for next two (2) years.

Article VII – GENERAL BODY and MEETINGS

Section 1 – GENERAL BODY

General Body is the highest and most powerful body of the Organization. The General Body consists of registered voting members of the Organization (only with active voting rights) who are authorized to vote in any election or organizational matters.

Section 2 – GENERAL BODY MEETING

General Body Meeting is a meeting of Organization's registered voting members (only with active voting rights). A member must have the active voting rights on the day of the General Body Meeting to be eligible to participate and vote at General Body Meeting of the Organization.

Section 3 – ANNUAL GENERAL BODY MEETING

- (i) An Annual General Body Meeting must be held at a date, time and place mutually agreed by Board of Directors and should be initiated by the Chairperson of the Board.
- (ii) The place of the meeting should be within the radius of 20 miles of the AIHR registered Office.
- (iii) An advance notice (at least 30 days in advance) along with meeting agenda for the Annual General Meeting must be sent to all voting members and should be posted on the Organization's website and other digital or social media platforms used by the Organization.

- (iv) All efforts must be made to hold the Annual General Meeting each year in same month. However, in the case of unavoidable circumstances, the difference between two Annual General Body meetings should not exceed more than 15 months.
- (v) The Agenda of the Annual General Meeting must include at a minimum:
 - a. Annual Financial Summary
 - b. Progress of the Organization in last one year since last annual general meeting
 - c. Future plans of the Organization for next year

Section 4 – SPECIAL GENERAL BODY MEETING

- (i) One-tenth of the members (with active voting rights and eligible to vote) of the Organization may petition in writing to the Chairperson of the Board to call for a Special General Body Meeting (GBM) by providing a written reason, concern, and purpose of the meeting.
- (ii) The Chairperson of the Board will inform the Board and the Executive Committee of such petition and will follow the same procedure as defined in Section 3 above to call an Annual General Body Meeting.
- (iii) All concerns and/or proposed agenda items will be discussed, debated, and voted at the meeting.
- (iv) A majority vote of the Organization members (eligible to vote) will decide the outcome of each of the agenda items.

Section 5 – GENERAL BODY DECISION SUPERSEDES ALL

- (i) Decision(s) made at the General Body Meetings by registered members using their voting rights and passed by majority votes takes precedence and supersedes all decisions made on any matter by other organizational bodies or officials, including but not limited to Executive Committee Officers, Executive Committee, Board Members, Board of Directors, and/or jointly by Board and Executive Committee.
- (ii) Any decision made at the General Body Meeting will be acceptable to everyone and will be binding on all members, officers, and Board Members.

Article VIII – Ethics and Morality

Section 1 – ORGANIZATION STATUS

- (i) **Organization Status** -- AIHR is a non-profit organization; therefore, no earnings of the Organization shall ever be used to benefit (directly or indirectly) any member or officials of the Organization.
- (ii) **Interest of the Organization (AIHR) is above all** -- Interest of the Organization is above all; and this doctrine must always be kept in mind while making any organizational decision by AIHR Executive Committee, AIHR Board, Elected officials, and all AIHR members.

Section 2 – RULE OF ONE PERSON-ONE POSITION

AIHR Board and AIHR Executive Committee are two mutually exclusive independent administration bodies of the Organization. Therefore, any elected Executive Committee officer

cannot be a member of the Board in any capacity during his/her tenure serving as AIHR Executive Committee officer. Similarly, any serving AIHR Board Member (voting or non-voting) cannot serve on Executive Committee in any capacity or hold any position in Executive Committee during his/her tenure serving as AIHR Board Member. The rule of one person at one position is firm and must be strictly followed by all members.

Section 3 – FINANCIAL CONFLICT OF INTEREST

Potential Financial Conflict of Interest and Disclosure: Elected or appointed Board Members, directors, officers, and all members must act in the best interests of the organization and must disclose any potential “Financial Conflict of Interest” to the AIHR Board as well as AIHR Executive Committee within 7 days of knowledge of such potential “Financial Conflict of Interest”.

Section 4 – ORGANIZATIONAL PROCEDURES IN CASE OF FINANCIAL CONFLICT OF INTEREST

- (i) **Procedure for New Life Member and/or Founding Member** -- In case potential 'Financial Conflict of Interest' exists for a proposed Life Member and/or Founding Member, the person can only be admitted (as Life Member or Founding Member) with no voting right (Including secondary member in case of Life Family Membership) until such Conflict of Interest is resolved and all eligibility conditions for the Life Membership / Founding Membership are satisfied. Such Life Members /Founding Members (with no voting rights) must certify and provide written notification to AIHR Executive Committee when the 'Financial Conflict of Interest' is resolved and all eligibility conditions of their membership category are fully satisfied. AIHR Executive Committee must re-verify the written notification and voting rights for both primary and secondary members will be restored only after successful verification.
- (ii) **Procedure for existing Life Member and/or Founding Member** -- In case potential 'Financial Conflict of Interest' exists for an already registered Life-Member and/or Founding Member, AIHR Executive Committee must rescind the Voting Right of such member (Including secondary member in case of Life Family Membership) until such Conflict of Interest is resolved and all eligibility conditions for the Life Membership / Founder Membership are satisfied. Such Life Members /Founding Members (with rescinded voting rights) must certify and provide written notification to AIHR Executive Committee when the 'Financial Conflict of Interest' is resolved and all eligibility conditions for their membership category are fully satisfied. AIHR Executive Committee must re-verify the written notification and voting right for the member (Including secondary member in case of Life Family Membership) will be restored only after successful verification.
- (iii) **Ineligible to hold an AIHR Office position** -- A Life Member and/or Founding Member with active 'Financial Conflict of Interest' will be ineligible to be appointed as Board Member (voting or non-voting) OR contest election for Board Member position OR contest election for any Executive Committee Officers' position until such conflict is resolved, and his/her voting rights are restored by AIHR Executive Committee.

- (iv) **Procedure in case the Person is already holding an AIHR Office and Potential Financial Conflict of Interest is discovered** -- In case the person with potential 'Financial Conflict of Interest' is already serving as Board Member, or AIHR Executive Committee officer when the 'Financial Conflict of Interest' was disclosed or came to knowledge, such person must immediately either
- (i) Resign OR
 - (ii) Temporarily recuse himself/herself from the official position only if he/she intends to prove otherwise

If the potential conflict of Interest is not proved wrong, resolved, or cannot be resolved within 90 days of its disclosure or awareness, AIHR Board or AIHR Executive Committee must take necessary actions to remove the person from the Board OR Executive Committee and fill the position following the process as defined in Bylaws for 'Unexpected Mid-Term Vacancies' as applicable for the office position.

- (v) **Conflict of Interest Policy** – Organization Board of Directors should prepare, adopt, and maintain a separate Conflict of Interest policy and update periodically as deemed necessary.

Article IX – AMENDMENTS TO ORGANIZATIONAL BYLAWS

Section 1 – NEED OF BYLAWS AMENDMENTS AND BASIC CONDITIONS

- (i) Bylaws of the Organization may be amended, altered, repealed, or restated if the need arises in future. However, a proposed amendment to the Bylaws must satisfy all the following conditions to be considered a genuine need for any Bylaws change:
 - (a) No amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
 - (b) All amendments must be consistent with the current objective of the Organization, and the Articles of Incorporation.
 - (c) The intent, reason, and purpose of the amendment must be
 - I. to strengthen and/or improve the organizational process and its administration
 - II. in the best interest of Organization and members of the Organization
 - III. improve capability and efficiency of the Organization to achieve its objectives
- (ii) AIHR Board members and AIHR Executive Committee officers must ensure that proposed amendment(s) for Bylaws satisfies the needs and conditions mentioned in Section 1(i) above and documents the needs and reasons for proposed amendment(s) and how they will benefit the organization. This document should be presented at joint meeting of Board Members and Executive officers along with proposal of the amendment(s).

Section 2 – APPROVAL REQUIRED AT JOINT MEETING OF BOARD MEMBERS AND EXECUTIVE COMMITTEE OFFICERS

- (i) For proposed amendment(s) to the Bylaws, the Chairperson of the Board and/or the President must call a joint meeting of the AIHR Board Members (with active voting rights) and AIHR Elected Executive Committee Officers.
- (ii) At the joint meeting, members of both administrative bodies together must discuss, debate, and approve the amendment by passing a joint resolution with a minimum of 2/3rd majority votes to adopt the amendment to the Bylaws.
- (iii) Amendments to the Bylaws must be presented and ratified at General Body Meeting (GBM) of Organization members and should be enforced only after approval at GBM. However, as an exception, if Bylaw amendments are unanimously agreed and approved by all Board Members and all Executive Committee Officers, the amended Bylaw may be enforced and effective at any date specified in unanimous resolution passed at joint meeting and may be ratified later at the next scheduled annual GBM.
- (iv) If, due to any reason, Bylaw amendments are not ratified at GBM, such Bylaw amendments will be considered as null and void from retroactive date (the date such amendments were made effective).

Article X -- Rules of Order

Robert's Rules of Order (newly revised) shall govern all applicable circumstances which do not openly conflict with articles of this constitution and the laws of the state of VIRGINIA.

Glossary

PERSON OF INDIAN ORIGIN (PIO)

A Person of Indian Origin (PIO) means an Indian OR foreign citizen,

- (i) Who at any time held an Indian passport; Or
- (ii) Who or either of their parents/ grandparents/ great grandparents was born and permanently resident in India as defined in Government of India Act, 1935 and other territories that became part of India thereafter; Or
- (iii) Who is a spouse of a citizen of India or a PIO.

FINANCIAL CONFLICT OF INTEREST

A "Financial Conflict of interest" is considered to exist when 'A person or immediate family member of a person (including spouse, life partner, and/or children living with the person in same house) are engaged (OR have been engaged in immediate past one year) in any business, professional, or money making activity directly associated with AIHR (including all AIHR sponsored events) that may result (or had resulted) in direct financial benefits and/or gains to the Person OR immediate family member of the person.'

Exceptions: All Sponsors, Donors, and Advertisers of AIHR (including AIHR Sponsored events) are explicitly excluded from the definition of Person with "Financial Conflict of Interest" because their financial contribution or support to AIHR as Sponsors, Donors, and Advertisers is not considered as immediate direct financial gain or benefit to them or their associated business entity.