

**BY-LAWS  
OF**

**HEART AND HAND FOR THE HANDICAPPED, LTD  
(A New York State Corporation with IRS 501(e)(3) Tax Exemption Status)  
Tax ID No. 23-7344585**

Adopted:

4/22/06 *Donal*

*A. Sankaran*

(These Bylaws replace the Constitution in its entirety)

**ARTICLE I**

**ORGANIZATION**

Section 1. **Name.** The name of the Corporation shall be HEART AND HAND FOR THE HANDICAPPED, LTD. (the "Corporation"). The official synonym accepted to represent the Corporation should be "HHH".

Section 2. **Address.** The address of the Corporation shall be the address of the President of the Corporation.

**ARTICLE II MISSION AND**

**OBJECTIVES**

Section-1. **Mission.** The mission of the Corporation shall be to render assistance to organizations serving handicapped children in India and the United States. [For this purpose, the term "children" shall be defined, as any persons below the age of 21 years and the term "handicapped" shall be restricted to physical and mental handicaps only.]

Section 2. **Objectives:** The objectives of the Corporation shall be:

- a. To raise funds for disbursement to organizations serving disabled children in India and the United States, b. To help establish rehabilitation centers to assist handicapped children in availing themselves of the benefits of modern approaches to their problems, c. To collect data and vital statistics on this problem including the treatment modalities currently available to meet these challenges and to create an awareness of the magnitude of these problems.

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**MISSION AND OBJECTIVES**

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Section 2. **Objectives:** The objectives of the Corporation shall be:

- a. To raise funds for disbursement to organizations serving disabled children in India and the United States.
- b. To help establish rehabilitation centers to assist handicapped children in availing themselves of the benefits of modern approaches to their problems.
- c. To collect data and vital statistics on this problem including the treatment modalities currently available to meet these challenges and to create an awareness of the magnitude of these problems.
- d. To establish close contacts with the official and voluntary bodies involved in this work.
- e. To seek support and guidance from international organizations and resources to help the cause.
- f. To organize branch committees to help coordinate and closely supervise the proper utilization of the Corporation's efforts.

- g. To grant aid to the existing voluntary bodies indulged in social and rehabilitation work for the handicapped children. Such grants shall be in the form of modern amenities and equipment or financial aid.

## ARTICLE III

### MEMBERS

Section 1. **Eligibility for Membership.** The Membership of the Corporation is open to all persons above the age of 18 years irrespective of sex, nationality, sexual orientation, religion and political beliefs.

Section 2. **Membership Dues.**

- a. Life Member: To become a Life Member of the Corporation, a person shall contribute a one-time fee of \$250. No other contribution is required for the person to maintain the status of Life Member, and the person shall perpetually be considered in Good Standing upon receipt of Life Member status. On the date of the adoption of these Bylaws, the Board of Directors shall, by a majority vote, ratify a list of Life Members recognized as of that date. This list shall be updated continually and presented to the Members at each Annual Meeting.
- b. Members recognized by previous HHH executive committees shall be grand fathered

[Note: Hereafter, Life Members shall be referred to as “Members”.]

Section 3. **Meetings.** The Members shall hold an Annual Meeting for the election of Directors and the transaction of other business assigned to the Members under these Bylaws at the place and time in the month of April or May as fixed by the Board. Special meetings shall be held whenever called by the Board, the President or by written demand, to the Secretary, of ten percent of the Members.

Section 4. **Place of Meetings.** All Member meetings shall take place at an appropriate venue in the New York metropolitan area.

Section 5: **Notice of Meetings.** Written notice of the place and time of any meeting shall be given to each Member entitled to vote at the meeting by first class mail, postage prepaid, or by personal delivery, not less than ten nor more than fifty days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting. Notice need not be given to any Member who submits a signed waiver of notice whether before or after meeting or who attends the meeting without protesting prior to the conclusion of the meeting the lack of notice.

Section 6. **Quorum, Adjournment of Meetings.** At all meetings of the Members, one tenth of the Members entitled to vote, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Members present in person or by proxy may adjourn the meeting. If the time and place for the adjourned meeting are announced at the original meeting, notice of the adjourned meeting shall be at the discretion of

the Board of Directors. At the adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally called.

**Section 7. Organization of Meeting.** The President of the Corporation shall preside at all meetings of the Members; in the absence of the President, the Vice-President shall preside at the meeting; in the absence of the Vice-President, the Members present shall choose an acting President. The Secretary of the Corporation shall act as secretary at all meetings of the Members in the absence of the Secretary the presiding President, Vice President, or acting President, as the case may be, shall appoint an acting Secretary.

**Section 8. Privileges Voting and Action by Members.**

- a. The privileges of the Members shall be as follows:
  1. To promote and advance the work of the Corporation
  2. To improve the resources of the Corporation.
  3. To suggest and cooperate in the implementation of various programs of the Corporation.
  4. To partake in the general body meetings and participate in the discussions and decisions.
  5. To make their special talents available to benefit the Corporation.
  6. To organize, initiate and promote friendly social meets among Members and non-members to spread the message of goodwill that the Corporation stands for.
  7. To utilize the available medical services volunteered by the Members among the medical profession.
- b. At any meeting of the Members, each Member present in person or by proxy shall be entitled to one vote. Upon demand of ten percent of the Members in attendance, any vote or any question before the meeting shall be by ballot.
- c. Except as otherwise provided by law or by these Bylaws, any corporate action authorized by a majority of the votes cast at a meeting of Members at which a quorum is present shall be the act of the Members.
- d. The Members may take action without a meeting unanimously signing a written consent setting forth the action taken.

**Section 9. Special Action by Members.** The following actions require the approval of the Members by the specified proportion of votes.

- a. An amendment of or change to the certificate of incorporation or a petition for judicial dissolution shall be approved by two-thirds of the votes cast at a meeting of Members;
- b. Disposition of all, or substantially all, of the assets of the Corporation; approval of a plan of merger or consolidation; authorization of a plan of non-judicial dissolution; or revocation of a voluntary dissolution proceeding shall be approved by two-thirds of the votes cast at a meeting of Members; provided that the affirmative votes cast in favor of any of these actions shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in

the number of votes cast.

Section 10. **Voting by Proxy.** A Member may appoint as his/her proxy any person to act on his/her behalf. The proxy must be in the same form as set forth in Exhibit A and a copy must be filed, either in person or via regular mail, with the Secretary or President before the appointed time of each meeting. If sent via regular mail, proxies must be received by the date of the election. The proxy must be duly signed by the Member and notarized.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 1. **Powers.** The Board of Directors shall manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the certificate of incorporation. The Members shall elect all the Directors in staggered terms as indicated below. The board of directors must then meet to elect the President and the executive committee (who shall also be comprised of elected Directors).

Section 2. **Number.** The number of Directors constituting the entire Board shall be eight. ("Entire Board" means the total number of Directors entitled to vote which the Corporation would have if there were no vacancies.) The Board may increase or decrease the number by amendment of the Bylaws, but no decrease shall shorten the term of any incumbent Director.

Section 3. **Good Standing.** Only Members in Good Standing are eligible to serve as Directors. Any Director who does not maintain Good Standing shall be removed from the Board of Directors pursuant to Article IV, Section 6 below.

Section 4. **Election Process.** To facilitate and monitor the election process, an election committee consisting of three Members shall be developed. The election committee shall be selected by a majority vote of the Board of Directors. The election committee members will not be eligible as candidates for any other elected office. At the first committee meeting, the committee members shall elect a Chairperson by majority vote.

- a. Nomination of Candidates. The election committee shall mail a notice of the election, including an announcement of the acceptance of candidates and a review of the election process, to all Members in Good Standing not less than six weeks prior to the date of election. Two Members, in writing, shall nominate each candidate. The nomination shall be delivered to the Chairperson of the election committee, or person(s) designated by the election committee, together with the written acceptance of the nomination. The written acceptance must specify if the candidate is running for the Director position.
- b. Acceptance of Candidates. The period of accepting candidate nominations shall be not less than two weeks. Acceptance of nominations shall close no later than two weeks prior to the election. The election committee shall accept all nominations for candidates for all offices and shall prominently advertise the slate of candidates. The advertisement of the slate shall be made no later than ten days prior to the election. In the event more than one eligible member is running from a particular family the election officer may ask for a written disclosure from such candidates. This information will then be conveyed to the voting members prior to the voting process.

- c. Election of Directors. All voting for the election of Directors shall be conducted in a private and confidential manner, pursuant to procedures established by the election committee. In the event of a tie vote in the election of any officer, the election committee shall break the tie by a majority vote of its members.
- d. Monitoring of Election. The election committee shall be responsible for conducting a confidential election and to ensure fairness for all parties.
- e. Conversion of Board to Staggered Terms. At a special meeting of the Members or the first Annual Meeting following the adoption of these Bylaws, the election committee shall conduct an election to replace all current Directors. Following the election, the election committee shall then rank the candidates in order of total votes received (highest to lowest). The top four Director candidates shall be elected to two-year terms and the bottom four Director candidates shall be elected to one-year terms. The election committee shall, by a majority vote, break any ties in the voting.

Section 5. **Term of Office.** At the Annual Meeting, the Members shall elect Directors to replace those whose terms are expiring to a term of two years. Any increases or decreases in the number of Directors shall be apportioned among the classes so as to keep them as equal in number as possible. Except in the case of resignation or removal under these Bylaws, each Director shall hold office until the expiration of his or her term and the election of his or her successor.

Section 6. **Removal.** The Board of Directors, by vote of a majority of the entire Board, may remove any Director for cause at any special meeting of the Board called for that purpose. "For cause" shall include, but not be limited to, failure of the Director to attend three consecutive meetings of the Board without a reason acceptable to the Board. The Members, by vote of a majority of the entire Membership, may remove any Director without cause at the Annual Meeting of Members or at a special meeting called for that purpose.

Section 7. **Resignation.** Any Director may resign at any time by delivering a resignation in writing to the President, and the acceptance of the resignation, unless required by its term, shall not be necessary to make the resignation effective.

Section 8. **Term Limitations.** Directors shall not serve for a period greater than eight consecutive years. However, Directors shall be allowed to serve for an additional period eight years if he/she does not serve for two full years following the initial period of service.

Section 9. **Vacancies and Newly Created Directorships.** The Board, by vote of a majority of the Directors then in office, may elect Directors to fill any newly created Directorships and any vacancies on the Board. Except in the case of resignation or removal, Directors so elected shall serve until the next meeting of the Members.

Section 10. **Place and Time of Meetings.** The Board shall hold an annual meeting in April or May, immediately following the annual meeting of Members. The Board shall hold regular meetings at least five times per year and place chosen by the Board. The President or any other officer may call a special meeting at any time and specify the time and place of the meeting.

Section 11. **Notice of Meetings.** Notice of the time and place of each regular, special or annual meeting of the Board, and, to the extent possible, a written agenda stating all matters upon

which action is proposed to be taken, shall be given to each Director by mail, telephone, facsimile or electronic mail at least seven days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which the meeting is to be held. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice.

**Section 12. Quorum and Voting.** At all meetings of the Board, one third of the entire Board shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these Bylaws, at any meeting of the Board at which a quorum is present, the vote of a majority of the Directors present at the time of the vote shall be the act of the Board. However, the following actions may be taken only if authorized as specified:

- a. The purchase, sale, mortgage or lease of real property shall be authorized by vote of two-thirds of the entire Board;
- b. The sale, lease, exchange or other disposition of all, or substantially all, the assets of the Corporation shall be authorized by vote of two thirds of the entire Board and by the supreme court in the judicial district or the county court in the county where the Corporation has its office or conducts its activities.
- c. An amendment or change of the certificate of incorporation shall only be authorized by vote of the Members;
- d. A petition for judicial dissolution or the revocation of voluntary dissolution proceedings shall be authorized by vote of a majority of the Directors then in office.

**Section 13. Action by the Board.**

- a. Any action required or permitted to be taken by the Board or by any of its committees may be taken without a meeting if all Directors of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board or committee.
- b. Participation of one or more Directors by conference telephone or similar equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at a meeting.

## **ARTICLE V**

### **OFFICERS, EMPLOYEES and AGENTS**

**Section 1. Officers.** The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and any other officers elected by the Board. All of the officers shall be chosen from among Directors of the Board. .

**Section 2. Election and Term of Office.** The Board shall elect officers to one-year terms at the annual meeting of the Board, immediately following the election of Directors. Except in the case of resignation or removal under these Bylaws, officers shall continue in office until the expiration of their terms and the election of their successors.

Section 3. **Employees and Other Agents.** The Board may appoint employees and other agents to serve at the pleasure of the Board and have the authority, perform the duties and receive the compensation, if any, determined by the Board.

Section 4. **Removal.** The Board, by vote of a majority of the entire Board may remove any officer, employee or agent with or without cause.

Section 5. **Vacancies.** The Board may elect a successor to fill a vacancy in any office, and the person elected shall serve until the next annual meeting of the Board and the election of his or hers successor.

Section 6. **President: Powers and Duties.** The President shall preside at all meetings of the Board, coordinate the work of the Board of Directors, generally supervise the affairs of the Corporation and shall keep the Board fully informed. Unless the Board specifically requires an additional signature, the President shall have the power to sign alone, in the name of the Corporation, all contracts authorized either generally or specifically by the Board. Together with the Treasurer, the President shall present at the annual meeting of Members the report described in Article V, Section 10. The President shall have the privilege of exercising an additional vote in the event of any tie in voting by the Board of Directors. The President shall have any other powers and perform any other duties assigned by the Board.

Section 7. **Vice-President: Powers and Duties.** The Vice-President shall have the powers and perform the duties assigned by the Board. In the absence or inability of the President to act, the Vice-President shall perform all the duties and may exercise any of the powers of the President.

Section 8. **Secretary: Powers and Duties.** The Secretary shall:

- a. Maintain all official files and correspondence;
- b. Keep the minutes of all meetings of the Board in books to be kept for that purpose;
- c. Serve or cause to be served all notices of the Corporation; and,
- d perform all duties incident to the office of Secretary and any other duties assigned by  
By the Board.

Section 10. **Treasurer: Powers and Duties.** The Treasurer shall keep or supervise the keeping of complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit all funds of the Corporation in the name and to the credit of the Corporation in the banks or other depositories chosen by the Board. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director of the Corporation, and shall perform any other duties assigned by the Board. The Treasurer shall make all required government filings, including but not limited to the filing of Form 990 with the Internal Revenue Service and the annual filing with the Office of the New York Attorney General. At the annual meeting of the Members, the Treasurer, together with the President, shall present a report showing:

- a. The assets and liabilities of the Corporation as of a twelve month fiscal period terminating not more than six months prior to the meeting;

- b. The principal changes in assets and liabilities during that fiscal period;
- c. The revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, for that fiscal period;
- d. The expense or disbursements of the Corporation, for both general and restricted purposes, during that fiscal period; and
- e. The number of Members of the Corporation and a statement of the increase or decrease during that fiscal period.

The report shall be verified by the President and Treasurer or by a majority of the Directors, or certified by a public or certified accountant and filed with the minutes of the annual meeting. The report to the Board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York, which includes the information specified above.

Section 11. **Compensation.** The Board shall fix the compensation, if any, of any officer or employee. In determining compensation, the Board shall consider the compensation offered by comparable organizations for similar positions and shall document the basis for its decisions. If an officer or employee is a Board Member, he or she may not participate in the discussion or the vote with respect to his or her compensation.

## **ARTICLE VI**

### **COMMITTEES**

Section 1. **Committees of the Board.** The Board, by resolution adopted by a majority of the entire Board, may establish and appoint an executive and other standing committees. The President shall appoint the Chairperson of each committee. Each committee so appointed shall consist of three or more Directors and or supporting members who are volunteers, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

- a. The filling of vacancies on the Board or on any committee;
- b. The amendment or repeal of the by-laws or the adoption of new by-laws;
- c. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repeal able;
- d. The fixing of compensation of the Directors for serving on the Board or any committee;
- e. The submission to Members of any action requiring Members approval.

The President may appoint special committees consisting of one or more Directors. These committees shall have only the powers specifically delegated to them by the Board.

Section 2. **Committees of the Corporation.** The Board may appoint other committees, including an advisory committee, consisting of Directors, Members or others. These committees should have specific functions assigned and. none of these committees shall exist longer then one year.

## ARTICLE VII

### FINANCIAL MATTERS

Section 1. **Contracts, Checks and Documents.** Unless the Board shall specifically require an additional signature, the President shall have the authority to sign alone, in the name of the Corporation, on all checks less than or equal to \$500.00 and all contracts authorized either generally or specifically by the Board. The President and Treasurer shall jointly sign all checks greater than \$500.00. The Board shall determine who is authorized to sign other documents on the Corporation's behalf. One person may sign no instruments required to be signed by more than one officer in more than one capacity.

#### Section 2. **Bank Accounts and Investments.**

- a. General. The Board shall select depositories for the funds of the Corporation and may hold the Corporation's funds in cash or invest them funds shall be invested in interest-bearing accounts and investments, specified by the Board of Directors, and no less secure than AA Bonds.
- b. Separation of Funds.
  - a. Twenty percent (20%) of the membership contributions shall be maintained in a separate account ("Membership Account") and this amount shall be utilized towards the day-to-day activities for running the Corporation.
  - b. All donations and the remaining 80% balance of the membership contributions shall be maintained separately in a "Donation Account", except that an annual sum of \$2,000 or 3% of the total amount of donations collected, whichever is greater, shall be transferred to the Membership Account. All money in the Donation Account shall be spent in the direct fieldwork for the handicapped.

Section 3. **Financial Commitments to Beneficiary Organizations.** Financial obligations to beneficiary organizations shall not be made unless the beneficiary organization meets the following requirements:

- a. Demonstrates at least two years of good standing in the field of work.
- b. Demonstrates significant efforts and achievements.
- c. Agrees to present a complete statement of accounts in the past year and a budget for the future.
- d. Engages in such activities for the handicapped children without discrimination for caste, religion, social status or linguistic affiliations.
- e. Demonstrates the actual process in which grants are utilized.

#### Section 4. **Contributions Earmarked for Specific Beneficiary Organization.**

- a. **All contributions of \$10,000.00 or more (but not to exceed \$25,000.00) which are earmarked for any specific project or beneficiary organization shall be assessed a 3-5% administrative fee, which shall be determined by a majority**

**vote of the Board of Directors, and shall be deducted from the contribution and deposited into the Membership Account. The Earmarked contribution shall be placed in the Donation Account. The Beneficiary Organization must meet all the requirements in Section 3 above.**

Section 4. **Fiscal Year.** The fiscal year shall begin on April 1<sup>st</sup> and end on March 31<sup>st</sup>.

## **ARTICLE VIII**

### **OFFICE AND BOOKS**

Section 1. **Office.** The office of the Corporation shall be at the location set forth in the certificate of incorporation or at another location chosen by the Board. The Corporation may also have offices at such other places within this state as the Board may from time to time determine or the business of the Corporation may require.

Section 2. **Books.** There shall be kept at the office of the Corporation, or at location chosen by the Board, correct records of the activities and transaction of the Corporation, including: a copy of the certificate of incorporation; a copy of these by-laws; all minutes of meetings of the Board; and all records maintained by under the supervision of the Treasurer.

## **ARTICLE IX**

### **INDEMNIFICATION**

The Corporation may, to the fullest extent now or hereafter permitted by Section 721-726 of the Not-for-Profit Corporation Law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a Director, officer, employee or agents judgments, fines, amounts paid in settlement and reasonable expense, including attorney's fees.

## **ARTICLE X**

### **AMENDMENTS**

Only the Members may amend these Bylaws. The Members may amend these Bylaws at any meeting of Members, provided that notice of the proposed amendment has been included in the notice of meeting. A vote by Members entitled to cast two-thirds of the votes shall be required to

change the quorum requirement or the proportion of votes necessary for the transaction of business or of any specified item of business. EXHIBIT A

**Amendment Passed on May 2006**

The Immediate Past President shall remain as an Ex-Officio member of the Board of Directors for a term of 1(one) year without any voting privileges. His or Her role shall be to facilitate smooth transition and provided continuity.

**Following amendments to the Article VII - Sec 4-a were passed on March 30,2007 and they replace Article VII Sec 4-a .**

**1. Amendment One (replaces Article VII, section 4-a)**

The Board of Directors shall review all donor-designated donations over \$25,000 made or pledged during a year before it is accepted. The Directors shall review the source, the purpose of the donations and the intended recipient. The donation shall be accepted only if it is consistent with the organization's constitution and values.

**2. Amendment Two (replaces Article VII, section 4-a)**

The Board of Directors shall allocate a percentage of the donor designated funds per a scheduled drawn by the Directors to general funds. The amount will be deducted from the donor-designated funds and transferred to the general funds. The Board of Directors will review the allocation annually and make changes if necessary. However, revised schedules shall be applied to future donations only. The total allocation shall not exceed 3% of the donation. The allocation structure and the total dollar amount shall be disclosed to the donor before accepting the donation.

**PROXY**

The undersigned, a Member in Good Standing of HEART AND HAND FOR THE HANDICAPPED, LTD, a New York State not-for-profit corporation (the "Corporation"), hereby appoints \_\_\_\_\_ to be proxy agent for the undersigned (the "Proxy Agent"), with full power of substitution.

The Proxy Agent appointed in this proxy is authorized to vote the membership interest of the Corporation standing in the name of the undersigned on the books and records of the Corporation at the meeting of the Corporation to be held on \_\_\_\_\_, 20\_\_\_\_, (the "Meeting") or at any adjournment of the Meeting in favor of the election of the following named persons to the Board of Directors of the Corporation:

(Insert names of director nominees).

The Proxy Agent is also authorized to vote in such manner as the Proxy Agent wishes, at the Proxy Agent's sole discretion, on any matter other than the election of Directors that may come before the Meeting or any adjournments of the Meeting.

This proxy revokes all proxies previously given by the undersigned to vote his/her membership interest in the Corporation held by the undersigned. This proxy may be revoked any time delivery of written notice of revocation signed by the undersigned to the Proxy Agent appointed in this proxy or to the Corporation.

\_\_\_\_\_  
(Signature)

Sworn to before me  
This \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_  
Notary Public