

**RESTATED CORPORATE BYLAWS**  
**INDIAN REGIONAL CULTURAL CENTER OF FLORIDA INC.**  
f/k/a INDIAN RELIGIOUS AND CULTURAL CENTER OF FLORIDA, INC

**ARTICLE I. NAME AND EXEMPT PURPOSE**

**Section 1. Name.** The Organization shall be known as the **INDIAN REGIONAL CULTURAL CENTER OF FLORIDA INC.** (hereinafter referred to as the “IRCC”).

**Section 2. Exempt Purpose.** IRCC’s mission is to keep the rich culture and traditions of all regions and states of India through the encouragement and teaching of the culture and traditions to the younger generation. The IRCC will also promote our vivid culture of acceptance and unity with us. It is the duty of the IRCC to showcase the brilliant culture and traditions which will further bring Americans and Indians together for the betterment of the society and lay a strong foundation of friendship.

**Section 3. Definition.** Indian Culture shall be defined to include music, dance, festivals, cuisines, regional attire, respect for elders and the less fortunate, regional language, education and stewardship.

**ARTICLE II. ANNUAL AND SPECIAL MEETING**

**Section 1. Annual Meeting.** The annual meeting of the IRCC will be held within seven (7) days before, during, or after the ANAND BAZARR event of each year or at such other time and place as designated by the board of directors of the IRCC. The IRCC will hold annual meetings for the election of directors and such other business as may come before the meeting.

**Section 2. Special Meetings.** Special meetings will be held when directed by the board of directors, or when the chairman of the board of directors makes such request, provided that said person(s) sign, date and deliver to the IRCC one or more written demands for the meeting describing the purpose(s) for which it is to be held. A meeting requested will be called not less than five (5) nor more than sixty (60) days after the request is made, unless the person requesting the meeting designates a later date. The call for the meeting will be issued by the secretary, unless the president or board of directors requesting the meeting designates another person to do so.

**Section 3. Place.** Meetings will be held at the principal place of business of the IRCC or at such other place as is designated by the board of directors.

**Section 4. Notice.** Written notice stating the place, day and hour of the special meeting, and the purpose(s) for which said special meeting is called will be delivered not less than five (5) nor more than sixty (60) days before the meeting, either personally or by first class mail or by e-mail, by or at the direction of the president, the secretary or the officer or persons calling the meeting, to each person of record entitled to vote at such meeting. If mailed, such notice will be deemed to be effective when deposited in the United States mail.

The IRCC shall notify each person entitled to a vote at the meeting, of the date, time and place of each annual and special meeting no fewer than five (5) or more than sixty (60) days before the meeting date. Notice of a special meeting shall describe the purpose(s) for which the meeting is called. A member may waive any notice required hereunder either before or after the date and time stated in the notice; however, the waiver must be in writing, signed by the member entitled to the notice and be delivered to the IRCC for inclusion in the Minutes or filing in the IRCC records.

**Section 5. Notice of Adjourned Meeting.** When a meeting is adjourned to another time or place, it will not be necessary to give any notice of the adjourned meeting, provided that the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At such an adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If, however, a new record date for the adjourned meeting is made or required, then a notice of the adjourned meeting will be given on the new record date as provided in this Article to each member of record entitled to notice of such meeting. Notice of a meeting need not be given to any member who signs a waiver of notice in person or by proxy either before or after the meeting. Neither the affairs transacted nor the purpose of the meeting need to be specified in the waiver. Attendance at a meeting, either in person or by proxy, constitutes waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened.

### **ARTICLE III. DIRECTORS**

**Section 1. Function.** All corporate powers, business, and affairs will be exercised, managed and directed under the authority of the board of directors.

**Section 2. Qualification.** Directors must be natural person of eighteen (18) years of age or older but need not be residents of the state of Florida. In addition potential board members must be a member in good standing of the IRCC for at least twelve consecutive months and agree to attend a minimum of six (6) of every eight (8) board meetings.

**Section 3. Compensation and Reimbursement.** Unless and until compensation is set by the board of directors, such compensation for board members shall be set at zero. Board members shall be entitled to be reimbursed for all reasonable expenses incurred in the carrying out of their duties. Any individual expense of more than five hundred dollars (\$500) shall require board approval in advance.

**Section 4. Presumption of Assent.** A director of the IRCC who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to such action taken unless:

- (i) Such director objects, at the beginning of the meeting or promptly upon arrival, to holding the meeting or transacting specified affairs at the meeting; or
- (ii) Such director votes against or abstains from the action taken.

**Section 5. Number.** The IRCC shall have a minimum of nine (9) board of directors. The board of directors may increase or decrease this number upon an affirmative vote of the Board but may not decrease this number below three (3). The board shall consist of the President, Vice President, Treasurer, Secretary and five (5) Board Members At Large.

**Section 6. Election, Term and Nomination.** At each annual meeting, the members will elect directors to hold office until the next annual meeting unless the term of a director has not yet expired. Each director will hold office for a three (3) year term for which said director is elected and until said director's successor will have been qualified and elected; but such service shall end earlier upon said director's resignation, removal from office or death.

Terms shall be staggered so that only 1/3 of the board positions are up for election at any Annual Meeting plus any unexpected vacancies.

No board member may serve more than one (1) consecutive term. Any board member who has served one (1) consecutive term must rotate off of the board for twelve (12) months before being considered for a board position. Any Officer may exceed the one (1) term limit by one (1) year if an extension of time is needed to finish a term as an officer of IRCC.

Nominations for open board positions may be made by the board or taken from the floor provided the nominated member meets all other qualifications for board membership.

**Section 7. Vacancies.** Any vacancy occurring on the board of directors may be filled by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by sole remaining director, as the case may be. Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors, but only for a term of office remaining. A vacancy which will occur at a specific later date, by reason of a resignation effective at such later date, may be filled before the vacancy occurs; however the new director may not take office until the vacancy occurs.

**Section 8. Removal and Resignation of Directors.** Any director may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the Board of Directors. The notice of a meeting of the Board members to recall a director or directors shall state the specific director(s) sought to be removed. Any such proposed removal of a director at a meeting shall be made by separate vote with respect to each board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each board member sought to be removed. If removal of a director or directors is done at a meeting, any vacancies created thereby if required to be filled, may be filled by the board members at the same meeting. Any director who is removed from the board of directors shall not be eligible to stand for reelection until the next annual meeting. Any director removed from office shall turn over to the board of directors within seventy-two (72) hours any and all records of the IRCC in his possession.

A director may resign at any time by delivering written notice thereof to each and every of the board of directors. Such a resignation is effective when the notice is delivered unless a later effective date is specified in such notice. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board of director provides that the successor does not take office until the effective date.

**Section 9. Quorum and Voting.** A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business (currently five (5)). The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors.

**Section 10. Executive or Other Committees.** A resolution, adopted by a majority of the full board of directors, may designate from among its members an executive committee and/or other committee(s) which will have and may exercise all the authority of the board of directors to the extent provided in such resolution, except as is provided by law. Each committee must have two (2) or more members who serve at the pleasure of the board of directors. The board may, by resolution adopted by a majority of the full board of directors, designate one (1) or more directors as alternate members of any such committee who may act in the place of any absent member or members at any meeting of such committee.

**Section 11. Standing Committees:**

**Diwali - Festival of Lights Committee.** The board shall appoint three (3) current members of IRCC in good standing to this Committee. This committee, along with its Director appointed by the board of directors, shall be charged with the following:

1. Organize the Cultural Program for IRCC (including but not limited to community affairs, publicity, kids and Diwali Dhamake Teams);
2. To arrange food and non-food vendors, including clothing, costume, jewelry, artifacts, beauty, finance and the like;
3. To arrange for the set-up for the events and activities including, lights, music and sound for all events; and
5. To solicit donations from advertiser and sponsors, including the written program.

**Youth Committee.** The board shall appoint at least three (3) current members of IRCC in good standing to this Committee. Members of this committee should be between the ages of twelve (12) and eighteen (18). This committee, along with its Director appointed by the board of directors, shall be charged with the following:

1. To raise funds and awareness for IRCC;
2. To assist the board of directors with various IRCC events;
3. To create and organize youth oriented events IRCC; and
4. To report to the board of directors or other committees as needed on youth oriented events.

**Finance Committee.** The board shall appoint three (3) current members of IRCC in good standing to the Finance Committee. The Board shall give preference for these appointments to past Board Members and Officers of the IRCC. The Finance Committee shall meet at least once every six (6) months. Members of the Finance Committee shall serve for a single three (3) year term. Committee terms shall be staggered so that only 1/3 of the positions are up for appointment per year

plus any unexpected vacancies. Anyone currently serving as an Officer or board member of IRCC may not serve on the Finance Committee. Any committee member who has served a full term must rotate off of the committee for twelve (12) months before being considered for reappointment to the Committee. All checks sent out by IRCC in an amount of ten thousand dollars (\$10,000) or more, will require the approval of the Finance Committee either by meeting or by e-mail without a meeting. The Finance Committee shall be involved in all matters of the IRCC as they relate to budget, investment policies, tax filings, gift acceptance policies and finances. The CPA for the IRCC shall be invited to all meetings of the Finance Committee.

**Section 12. Place of Meeting.** Special or regular meetings of the board of directors may be held within the State of Florida.

**Section 13. Notice, Time and Call of Meetings.** Regular meetings of the board of directors will be held without notice on such dates as designated by the board of directors. Written notice of the time and place of special meetings of the board of directors will be given to each director by either personal delivery, telegram, fax or e-mail at least two (2) days before the meeting or by notice mailed to the director at least five (5) days before the meeting. Notice of a meeting of the board of directors need not be given to any director who signs a waiver of notice either before or after the meeting. Neither the business to be transacted nor the purpose of, regular or special meeting of the board of directors need be specified in the notice or waiver of such meeting.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Notice of any such adjourned meeting will be given to the directors who were not present at the time of the adjournment unless the time and place of the adjourned meeting are announced at the time of the adjustment, to the other directors.

Meetings of the board of directors may be called by the chairman of the board, the president of the IRCC or any two directors.

Members of the board of directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Members of the board of directors are expected to attend all meetings in person and are limited to two (2) appearances by conference telephone or similar communications equipment per calendar year. Any board member who abuses this limitation would be subject to removal from the board.

**Section 13. Action Without a Meeting.** Any action required to be taken at a meeting of the board of directors, or any action which may be taken at a meeting of the board of directors or a committee thereof, may be taken without a meeting if a consent is written, setting forth the action

to be so taken, signed by all the directors, or all the members of the committee, as the case may be, is filed in the Minutes of the proceedings of the board or of the committee. Action taken in accordance herewith is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed in accordance herewith has the effect of a meeting vote and may be described as such in any document. Such consent will have the same effect as a unanimous vote.

#### **ARTICLE IV. OFFICERS**

**Section 1. Officers.** The officers of the IRCC will consist of a president, a vice-president, a secretary and a treasurer, each of whom will be elected by the board of directors. The officers of the IRCC will be appointed bi-annually by the board of directors of the IRCC at the annual meeting of directors. Only those individuals elected to the board are qualified to serve as an officer. The board of directors may appoint one assistant officer for the positions of secretary and treasurer. It is hereby provided that the same individual may simultaneously hold more than one office in the IRCC.

**Section 2. Duties.** The officers of the IRCC will have the following duties:

The president will be the chief executive officer of the IRCC, who generally and actively manages the business and affairs of the IRCC subject to the directions of the board of directors. Said officer will preside at all meeting of the board of directors. This officer shall be entitled to vote at all meetings of the board of directors.

The vice-president will, in the event of the absence or inability of the president to exercise his office, become acting president of the organization with all the rights, privileges and powers as if said person had been duly elected president. This officer shall be entitled to vote at all meetings of the board of directors.

The secretary will have custody of, and maintain all of the corporate records except the financial records. Furthermore, said person will record the Minutes of all meetings, send all notices of meetings and perform such other duties as may be prescribed by the board of directors or the president. Furthermore, said officer shall be responsible for authenticating records of the IRCC. This officer shall be entitled to vote at all meetings of the board of directors.

The treasurer shall retain custody of all corporate funds and financial records, maintain full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meeting and whenever else required by the board of directors or the president, and perform such other duties as may be prescribed by the board of directors or the president. This officer shall be entitled to vote at all meetings of the board of directors.

**Section 3. Removal and Resignation of Officers.** An officer or agent elected or appointed may be removed by the board of directors at any time, with or without cause.

Any officer may resign at any time by delivering notice to the IRCC. Said resignation is effective upon delivery unless the notice specifies a later effective date. If a resignation is made effective at a later date and the IRCC accepts the future effective date, the IRCC's board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date of the pending vacancy.

**Section 4. Qualifications.** Any officer must be a member in good standing of IRCC for twelve (12) consecutive months prior to appointment.

**Section 5. Terms.** Each officer shall serve for a two (2) year term.

## **ARTICLE V. MEMBERS**

**Section 1. Qualifications.** Membership is open to all persons who are over the age of eighteen (18) and whose cultural and religious views are compatible with those of the IRCC. The board shall establish a membership application and a list of membership benefits or assign such task to a Membership committee.

**Section 2. Dues.** Membership dues shall be fifty dollars (\$50) per year per family unit as defined below. Lifetime Memberships shall be available for a one time cost of four hundred dollars (\$400) per family unit as defined below. The membership dues may be modified by the board of directors at any time. Dues are expected to be made each year at the time of the Rakshabandhan Bowling event (usually in August of each year).

**Section 3. Voting.** Each family unit is entitled to one vote.

**Section 4. Family Unit.** A Family unit shall be defined as the dues paying member plus their spouse and the parents of the dues paying member and the parents of the spouse and the unmarried children under age 21 of the dues paying member including adopted children, foster children or step-children. Children obtaining the age of 21 or older must apply for his/her own membership.

**Section 5. Discounted Memberships.** The board of directors, in its sole and absolute discretion may offer limited temporary memberships at no or reduced cost to potential members and their families who are under a severe financial strain.

## ARTICLE VI. BOOKS AND RECORDS

**Section 1. Corporate Records.** The IRCC shall keep as records all Minutes of all meetings, a record of all actions taken by the board of directors without a meeting and a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the IRCC. Furthermore, the IRCC will maintain the following records in written form or in another form capable of conversion into written form with a reasonable time:

- (i) Accurate accounting records;
- (ii) A copy of the IRCC's articles or restated articles of incorporation and all amendments thereto currently in effect;
- (iii) A copy of the IRCC's Bylaws or restated Bylaws and all amendments thereto currently in effect;
- (iv) Minutes of all meetings or action taken without a meeting for the past three years;
- (v) Written communications generally for the past three (3) years, including financial statements furnished for the past 3 years;
- (vi) A list of the names and business street, or home if there is no business street addresses of current directors and officers;
- (vii) The most recent annual report delivered to the Department of State; and
- (viii) A copy of any documents sent to the Florida Department of Agriculture for the past three years.

**Section 2. Records Inspection.** Any person is entitled to inspect and copy, during regular business hours at the IRCC's principal office the records of the IRCC if he gives the IRCC written notice of such demand at least five (5) business days before the date on which such person wishes to inspect and copy. The person is entitled to inspect and copy during regular business hours at a reasonable location specified by the IRCC, any of the records hereinafter set forth of the IRCC if

- (i) The person gives the IRCC written notice of such demand at least 5 business days before the date on which such person wishes to inspect and copy; and
- (ii) Such demand is made in good faith and for proper purpose (defined as a purpose reasonably related to such person's interest); and
- (iii) The person describes with reasonable particularity their purpose and the records such person desires to inspect and such records are directly connected with such person's purpose. The records hereinafter set forth as follows:

- (a) Excerpt from Minutes of any meeting of the board of directors, records of any action of a committee of the board of directors while acting in place of the board of directors on behalf of the IRCC, Minutes of any meeting, and records of action taken by the board of directors without a meeting to the extent not otherwise subject to inspection;
- (b) Accounting records of the IRCC;
- (c) Any other books and records.

The foregoing inspection rights may be exercised by a person or that person's attorney. It is further provided that the right to copy records includes if reasonable the right to receive copies made by photographic, xerographic or other means. The charge for copies shall be borne and paid in accordance with Florida law.

**Section 3. Financial Reports.** Within sixty (60) days following the end of the fiscal or calendar year or annually, the board of directors of the IRCC shall make available a complete financial report of actual receipts and expenditures for the previous 12 months. The report shall show amounts of expenses by accounts and expense classification.

**Section 4. Certified Public Accountant.** The board of directors shall retain and pay for the services of a Certified Public Accountant to prepare all corporate and tax filings.

## **ARTICLE VII. DISTRIBUTION AND COMPENSATION**

No dividend may be paid nor any part of the income or profit of the IRCC may be distributed to its directors, or officers.

The IRCC may pay compensation in a reasonable amount to its employees, directors or officers for services rendered, and may confer benefits in conformity with its purposes. However, upon dissolution or final liquidation, funds held by the IRCC shall be distributed, at the discretion of the board of directors, to an existing and recognized 501(c)(3) organization pursuant to the Internal Revenue Code, and any amendments thereof.

## **ARTICLE VIII. CHARTERED ORGANIZATIONS**

The Board of Directors shall be given the sole authority to grant charters to other organizations wishing to continue the exempt purpose of the IRCC in other regions of the United States. Such organizations shall be known as "Chartered Organizations." The Board of Directors, or any committee appointed by the Board of Directors, shall be charged with determining the criteria

necessary for Chartered Organization status and for creating the Chartered Organization documentation. Regardless of where the charter is executed or performed, the construction and interpretation of any such charter shall be governed by the laws of Florida without regard to the principle of conflict of laws. Venue and jurisdiction for all disputes arising out of such charters shall be in Broward County, Florida.

**ARTICLE IX. CORPORATE SEAL**

The board of directors may provide a corporate seal which will be in a circular form embossing nature and stating “Corporate Seal”, “Florida”, the year of incorporation, and name this IRCC.

**ARTICLE X. BANKING**

All checks written by the IRCC greater than five hundred dollars (\$500) will require the signature of two (2) members of the Board. This process will be required regardless of any financial institution policies to the contrary. All checks sent out by IRCC in an amount of ten thousand dollars (\$10,000) or more, will require the approval of the finance committee either by meeting or by e-mail without a meeting.

DRAFT

**ARTICLE XI. FISCAL YEAR**

The fiscal year for IRCC shall be January 1 to December 31.

**[LEFT BLANK INTENTIONALLY]**

**ARTICLE XII BYLAWS AMENDMENT**

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted by the following two (2) step process:

1. An affirmative vote of 2/3's of the Board of Directors; AND
2. An affirmative vote by a simple majority of the members in good standing of the organization. All Bylaws amendments will require a quorum (whether in person or by proxy) of twenty percent (20%) of the members in good standing.

ADOPTED this \_\_\_\_ day of \_\_\_\_\_, 2013.

Signature - \_\_\_\_\_

Printed Name- \_\_\_\_\_

Title - \_\_\_\_\_

Replacement of Bylaws dated April 16<sup>th</sup>, 1991, and all Bylaws dated prior to April 16<sup>th</sup> 1991.

DRAFT