



## **MAHARASHTRA FOUNDATION**

PO Box 2287, Church Street Station, New York, NY 10008-2287

*(NGO in Special Consultative Status with the Economic and Social Council of the United Nations)*

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### Constitution & By Laws

#### Articles of Organization for Maharashtra Foundation

##### 1. Purpose

A public charitable and nonprofit organization to be named Maharashtra Foundation (hereinafter referred as MF) shall be formed with the purpose of aiding educational, rural development; handicapped, environmental protection and/or health-related projects. Organizations restricting benefits to or discriminating otherwise on the basis of Caste, Creed, Color, Race or Religion will not receive aid from MF. Notwithstanding any other provision of these articles, the organization is organized exclusively for one or more of the following purposes: charitable, scientific, testing for public safety, literary or educational purposes or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention cruelty to children or animals, as specified in section 501 C (3) of the Internal Revenue code of 1954 and shall not carry on activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 C (3) of the Internal revenue code of 1954.

##### 2. Board of Directors

a. Members: Board of Directors (BoD) of nine (9) members, each of who shall be at least eighteen (18) years of age shall be responsible for the overall policies and day to day operations of MF. Any member of MF in good standing may seek to be elected on the BoD. The applying candidate must be a member of Maharashtra Foundation for at least one year prior to the election date. However, only one (1) member of a family can



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be a member of the BoD at any given time (the family for this purpose will be considered to be husband/wife and their children).

b. Election: The members of the Board of Directors are elected at the General Body Meeting. New members will be elected to the BoD for a full three- (3) year term. A retiring BoD member may seek reelection after a year of retirement. A BoD member shall not serve more than three (3) consecutive three (3) year terms or a total of nine (9) years.

c. Vacancy: In the event a member of the BoD retires during the year, the remaining members of the BoD may appoint a new member to replace the retiring member with a simple majority of the BoD. The General Body should ratify such appointed member by a majority of votes at its next meeting. The General Body may elect another member to replace such appointed member to complete the term of the retired BoD member.

d. Removal of BoD members: A BoD member may be removed from his office with or without cause by vote of the members at a General Body meeting or for cause by a two third (2/3) majority of BoD members.

e. Resignation of BoD members: A BoD member may resign at any time by a notice in writing providing that no such resignation shall discharge any accrued obligation or duty of a BoD member.

f. Responsibilities, Authorizations and Obligations

The BoD shall be responsible for:

Setting up policies and programs Approve annual budget for general disbursement, general expenses, fund raising events, publicity, various committees, chapters, etc.



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Approve any special expenses beyond \$1,000, setting new bank or other accounts for MF, file tax returns, etc. Obtain appropriate authorization from the General Body of members for any single contractual obligation exceeding a total value of \$25,000. All payments of MF shall be made by check only. Two officers including the Treasurer and one of the remaining officers must sign all checks, drafts, and notes of obligations of the Corporation. MF sponsored project should be approved by BoD with a full budget and follow up responsibility. BoD may allocate a portion of general funds for any MF sponsored projects up to 20% of the amount of previous year disbursement allocated amount in any year. BoD may develop special program projects and may seek donations exclusively for this effort directly.

g. Officers: The officers of the Corporation shall be:

- President
- Vice President
- Secretary
- Treasurer

They shall all be elected by a simple majority from the members of the BoD and can be terminated as officers by the simple majority of the BoD.

h. Duties of the Office Bearers

President: The President shall be the chief executive officer of the Corporation. He/she shall preside at all meetings of the members and the BoD, oversee the general and proper conduct of the business of the Corporation and shall ensure that all the decisions and resolutions of the General Body of members and the BoD are carried out appropriately. The President shall render an annual report on the status of Corporation



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at the annual meeting of the General Body of members. The President shall maintain custody of the corporate seal and keep it in a proper and safe place.

Vice President: The Vice president shall have all the authority and the responsibilities of the President in absence or disability of the President.

Secretary: The secretary shall record the proceedings of all meetings. The minutes of the BoD meetings shall be distributed to all BoD members. The secretary shall issue notice of all meetings of the BoD and General Body members, respond to the incoming correspondence and maintain other necessary correspondence of the Corporation, maintain all documents and records of the Corporation as required by law or otherwise in a proper and safe manner, perform other duties as may be prescribed by the Board, and provide status report to the BoD at their scheduled meetings.

Treasurer: The treasurer shall keep custody of the corporate funds and securities, maintain full and accurate account of receipts and distributions in corporate books, deposit all money and other valuables in the name and credit of the Corporation in such depositories as may be designated by the BoD or General Body of members, disburse funds of the Corporation as may be authorized by the BoD and maintain proper vouchers and records for all disbursements, render to the President and the BoD at their regular meetings or whenever required account of all transactions conducted as a Treasurer and of the financial condition of the Corporation, present a full financial report at the General Body meeting of members, request reports and statements regarding all financial transactions from all-corporate officers and agents, and provide the President and members of the BoD a periodic (monthly or as requested by the Board) status reports of donations received & disbursed, expenses, annual budgets approved by the BoD for various committees, and other functions of the Corporation.



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Unassigned assignments: Members of BoD without assigned office titles shall assign amongst them all other functions and assignments including: correspondence with organizations in India, Public Relations, follow-up of MF sponsored projects, Child Sponsorship, etc. Each member shall provide the BoD a written progress/status report at each meeting.

i. Budgets: The BoD must establish and approve annual budgets for the various operations of the Corporation, committees, projects, etc. at the first meeting of the calendar year. Any revisions or changes in the budgets must be approved by a two third majority of the members of the Board.

j. Voting in the meetings of BoD members: The BoD shall act by majority vote; the minimum quorum requirement is five (5) of the nine- (9) BoD members. However, a meeting suffering from a lack of quorum may be adjourned to another time and place. The President or in his absence, Vice President shall preside over such meetings; and in their absence the BoD members may elect any other BoD member to chair the meeting.

k. Liabilities: The BoD or any officers shall not be held financially liable jointly and/or severally for the transactions conducted on behalf of the Corporation as long as the transactions abide by the rules and by-laws of the Corporation. The members of the BoD or any officers shall be personally liable for any fraud or criminal conduct, however.

### 3. Membership:

a. The corporation will have four- (4) type of members:



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1. Benefactor - An individual donating a sum of U.S. \$5,000 or more in a period of any calendar year.
2. Patron - An individual donating a sum of U.S. \$1000 or more in a period of any calendar year.
3. Life - An individual donating a sum of U.S. \$500 or more in a period of any calendar year
4. Subscriber - An individual donating a sum of \$20 or more in a period of any calendar year will be considered a member for that calendar year.

The Benefactor, Patron and Life membership is valid for the individual's lifetime and these members are eligible to vote every year without additional donation. These membership rights can not be transferred to heirs or any other individual.

b. The Board of Directors (BoD) may from time to time add new categories of membership subject to the approval by majority in the Annual General Body meeting in the following year.

c. All membership dues for benefactor, patron and life membership shall be credited to the reserve fund or the Endowment Fund.

d. A member may request to terminate his or her membership. No refunds of membership or other donations can be claimed at any time. A membership is not transferable.

e. The BoD may recommend to the General Body termination and discontinuation of any membership felt undesirable by the BoD, in the interest of organization. The member may protest this decision and must



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be permitted to make a formal statement to the General Body explaining his or her reasons for protesting the decision of the BoD. The General Body will determine by a majority vote if such membership shall be terminated. A member, whose membership is terminated, will not be entitled to any refund of his contribution to MF.

f. Each member of MF will be given a Certificate of Membership as evidence of his or her membership

#### 4. Office

The BoD shall maintain an office of the corporation in U.S. The present office address is: P.O. Box 2287

Church Street Station

New York, NY 10008-2287

#### 5. Place of Meeting

Place of Meeting of Members Annual and other meetings of the BoD, membership and any official committees may be held at any suitable place in U.S. and shall be chaired by the President or any other person designated by the BoD. An annual meeting of the members shall be held annually for the election of BoD members and other committee members and the transaction of other business. Such General Body meeting shall be held no later than the end of the month of July (to permit presentation of final financial report after submission to tax return on May 15th) at a time and place selected by the BoD. A notice of meeting with the proposed agenda, list of resolutions to be placed, new



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members to be elected, etc. shall be sent to the members at least thirty (30) calendar days prior to the Annual General Body Meeting.

### 6. Agenda for the Annual General Body Meeting

- i. Call the meeting to order - the Chairperson of the meeting
- ii Present the Proof of notice of meeting or waiver thereof
- iii Approval of minutes of last annual meeting
- iv Report of officers, committees, etc.
- v Election of BoD members
- vi Vote on proposed resolutions if any.
- vii Other business with the approval of the Chairperson

### 7. Resolutions and Amendments to Articles of Organization or by-laws, etc.

The BoD may propose - by a simple majority vote of BoD members, resolutions at the Annual General Body Meeting either to amend or expand the Articles of Organization or by-laws. A minimum of fifty (50) members may also propose resolutions to be placed before General Body. A notice to propose a resolution and its contents (signed appropriately by at least 50 members) must be mailed to MF official address with postmark no later than January 31st of the year.

### 8. Quorum, Adjournment of Meetings, etc.

The members present may adjourn a meeting despite the absence of the quorum, (which will stand at 25% of the total membership represented either in person or by proxy - with a minimum of ten (10) members present in person) for 30 minutes and hold





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their meeting 30 minutes after adjournment. Quorum requirement for the number of persons present in person may be reduced to five (5) (however, representation of at least 25% membership can not be waived) at such reconvened meeting and the members at such a meeting may pass a binding resolution by a majority vote, provided the resolution appears on the written notice sent to the membership with the notice of the meeting. Any new business or resolution, proposing change in Articles of Organization or by-laws, if ratified at such reconvened meeting, must be approved in writing by at least 50% of the membership within a period of 45 days after such a resolution is passed. In the event of less than 25% of the total membership representation, the General Body meeting shall be reconvened within thirty (30) days at a convenient time and place.

### 9. Voting by Members

Each member is entitled to ONE (1) vote on each matter submitted to a vote of members. Ratification of resolutions, election of BoD members and any other issues shall be ratified by a simple majority of votes including the proxy votes. Members may request the person presiding for appointment of one or more inspectors to supervise any such voting. A family can cast only the number of votes their memberships entitles them.

### 10. Special Committees

The BoD shall establish the following special committees:

- i) Publicity



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- ii) Fund Raising
- iii) Legal Affairs
- iv) Investment
- v) Administration

BoD shall appoint chairpersons for these committees, assign specific responsibilities to the committees and approve an annual budget for their work. These committee chairpersons shall provide written monthly status reports to the BoD.

### 11. Chapters

The BoD may appoint a regional group or coordinating committee of three (3) or more members referred to as "chapter" to carry out MF objectives efficiently and effectively. The conditions under which the chapters will operate are incorporated in by-laws. These chapters may be responsible for:

- i. Organize fund raising activities
- ii. Publish and mail newsletters, fund raising brochures, etc. provided these have been reviewed by the BoD
- iii Other activities as approved by the BoD

Any decision to establish a chapter must be ratified by the General Body in its next scheduled meeting.



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### 12. Applicable Laws

Notwithstanding any other provisions of these articles, the organization is established exclusively for one or more of the following purposes: charitable, environment protection, health, scientific, testing of public safety, literary or educational purposes or for prevention of cruelty to children or animals, as specified in section 501C(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 c (3) of the Internal Revenue Code of 1954.

### 13. Earnings

No part of earnings of the organization shall be used to the benefit of any member, BoD member, trustee, officer of the organization or any private individual (except that reasonable compensation may be paid for the services rendered to or for the organization) and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

### 14. Prohibitions

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by the Internal Revenue Code Section 501 (h), or participating in, or intervening in (including the publication, distribution of statements), any political campaign on behalf of any candidate for public office.



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15. Dissolution

In the event of dissolution, all the remaining assets and any property of the organization shall after necessary expenses thereof be distributed to such organizations as shall qualify under section 501 c (3) of the Internal Revenue Code of 1954, as amended, or, to another organization to be used in such manner as in the judgment of the Supreme Court of the State of New York will best accomplish the general purposes for which this organization was formed.



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### Part II

## MAHARASHTRA FOUNDATION

### By-laws

1. Maharashtra Foundation shall always comply with all the applicable rules and regulations set forth from time to time by the State of New York and the Government of the United States of America.
2. All Life, Patron and Benefactor and subscriber members in good standing will constitute the General Body. Each member will have a single vote.
3. A calendar year will be used for reckoning membership and for accounting purposes.
4. The BoD shall meet and or hold a Tele-conference at the call of Chairperson or President at least once in three months.
5. No officer or member of Maharashtra Foundation will be paid for the services rendered to the organization. An officer or a member may be reimbursed for reasonable expenses incurred. The BoD may impose limit on such reimbursements and will issue guidelines for types of expenses that may be reimbursable. Should it become necessary to utilize professional or other services by a member or his business in exchange for fair compensation for these services paid by MF, this should be specifically reported in MF newsletter and ratified at the next General Body meeting.



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6. The President and Treasurer will be responsible for signing all vehicles of payment for MF. However, they will be able to do so only after the approval of the BoD. Any expense over \$1,000 or recurring expenses over \$100 must be specifically approved by the BoD.
7. The BoD will be charged with the responsibility of screening the projects for aid and for making the appropriate recommendations within the budgetary limits established by the Board. While making such recommendations, it will give priority to smaller regional organizations or projects with educational, health or environment protection projects.
8. MF will have complete control over its funds. The BoD shall have a full right to reduce or stop its aid to any or all projects at any time without being required to give any reasons. However, any such decision to reduce or stop MF aid to any or all projects should be explained and communicated to the membership and ratified in the next General Body meeting.
9. No organization receiving or requesting aid from MF shall influence or attempt to influence any decision of MF or any of its organs.
10. The BoD will ensure that all funds donated by MF are utilized properly and may ask the recipient organization for documents and statements for verification.
11. In granting aid to projects in foreign countries, MF will comply with all the rules governing such aids currently in application including REV. RUL. 163-252



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cumulatively Bull.1963.2 pp.101-105 applicable to category 4 and 5 (pp.103-104).

12. A donor must be a member of MF. He may recommend a charitable organization to MF. The donor shall be responsible for providing all reasonable information requested by BoD. This request will be reviewed by BoD and the donor will be informed within five (5) weeks after it has received all information requested, if the organization is eligible to receive MF donation. MF will deduct 5% for MF sponsored projects and expenses.
13. MF shall have a reserve fund known as Endowment Fund. All donations for life, patron and benefactor membership and any other donation specifically received for this fund should be credited to this account. Funds received within a quarter shall be deposited in this account within first three weeks of the following quarter. Dividends, interest or any other income on the deposits in the account should be retained in this account. The BoD may vote to withdraw an amount up to a minimum of FIVE PERCENT (5%) and maximum of EIGHT PERCENT (8%) of the net asset value on the last day of the year (December 31st) in the following year for general disbursement and / or specific projects sponsored by MF and/or general expenses. The BoD may establish additional endowment funds to fund specific projects or for other purposes approved by general body. The General Body shall ratify any changes in this policy.
14. Chapters established by the BoD will operate under following criteria:
  - a. A region or area to be defined as a chapter must have at least twenty five (25) donors and/or members in the previous calendar year.



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b. While the chapter coordinating committee will be appointed by the BoD of MF in the initial year, they will be elected by the chapter members in subsequent year for a specified term of years, but not for term in excess of three years.

c. In addition to any recommended donations obtained by the chapter members, the chapter may designate up to 20% of the general donations collected from the donors to support a specific charity or project selected by the chapter provided that the project or the charity is approved by the BoD and is considered to meet the overall criteria of MF.

d. The coordinating committee of the chapter must prepare and send quarterly statements of financial activities of the chapter including all revenues, expenditures, etc. All collections will be sent to the MF treasurer to be deposited in the MF bank account.

e. The coordinating committee of the chapter will follow the strict guidelines related to the expenditures established by the BoD. It must prepare a budget for annual expenses each year for the approval by the BoD. Any expenses outside the budget must be approved by the BoD.

15. Advisory Board: (- Agreed in Maharashtra Foundation' s Annual General Body meeting, Dt July 27, 2014)

Effective the Annual General Body Meeting of 2014, an Advisory Board is formed. The purpose of this Advisory board will be to share their experience with the existing MF Board of Directors and to guide the MF

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Board of Directors in consideration of future activities. The Advisory Board shall inform the MF Board of Directors if any action of the MF Board of Directors is in violation of the MF Constitution or the Mission of MF. Additionally, the Advisory Board will guide the Board of Directors in matters of resolutions and budgetary issues that seriously affect the functioning of MF.

### a) Members

Advisory Board will be made up of past Presidents of the MF Board of Directors. There will be a maximum of 5 members in the Advisory Board.

As the current President leaves the office from the Board of Directors, the senior most past president of MF on the advisory Board will resign from the Advisory Board and the next senior past President will take his/her place on the

### b) Advisory Board

A past president may opt not to serve on the Advisory Board by informing the President of the Foundation.

Current members of the Board of Directors may not concurrently serve on the Advisory Board.

All Advisory Board members should be at least Life Member, Patron Member or Benefactor Member and have some participation in fundraising.

### c) Duties

The Advisory Board will elect a Chairperson each calendar year and this



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name will be conveyed to the President of MF no later than January 15<sup>th</sup> of that calendar year.

Each Advisory Board member must attend at least ONE meeting of the Board of Directors in every calendar year that they serve on the Advisory Board.

There must be at least ONE member of the Advisory Board present at every meeting of the MF Board of Directors.

Advisory Board members attending the meeting of the Board of Directors shall do so as a non-voting member but can express their opinion on any issue being considered by the Board.

The Chairperson will coordinate the attendance of the Advisory Board at the Board of Directors meeting.

The Secretary of the MF Board of Directors will announce the Board of Directors meeting dates and will distribute the minutes of the meeting of the Board of Directors to the Advisory Board.

The Advisory Board by a simple majority of its members may call a General Body Meeting if they feel that such a meeting is required.

The Chairperson will inform the MF President to make appropriate announcements of such a meeting.

All applicable rules set forth in the Constitution and the By-Laws shall apply to this General Body meeting. Any resolution(s) passed at this meeting shall be binding upon the Board of Directors.

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