

BY - LAWS OF SAHAITA INCORPORATED

ARTICLE I NAME AND PURPOSE

Section 1: The name of the organization is **SAHAITA INCORPORATED**.

Section 2: In Hindi and Punjabi languages, the word Sahaita means ‘to help’, or ‘to support’. Sahaita Incorporated is a Non-profit organization whose primary purpose is to help impoverished children and elderly in the state of Punjab, India, and in the state of California, USA. Sahaita Inc. will focus on Helping : Orphans and orphanages in the Punjab , India ; Education of some children from poor families without means; Seniors gain respect and other sustenance; People with special needs or disabilities, beside our focus on preventative health education in communities here in California and back home in Punjab, India.

ARTICLE II BOARD OF DIRECTORS

Section 1:

- A. The number of the directors of the Sahaita Inc. will be (5) unless and until otherwise determined by vote of a majority of the entire Board of Directors.
- B. Except as may otherwise be provided herein or in the Articles of Incorporation, the members of the Board of Directors of the Sahaita Inc., will be elected by a majority of the votes cast at a meeting of Sahaita’s Board of directors, Officer’s, and Executive committee members .All board of directors ,officers and executive members will have one vote each for any election in Sahaita Inc .
- C. Each director will hold office until the next annual meeting of the Board of directors, and until his successor is elected and qualified, or until his prior resignation or removal.

Section 2: The Board of Directors will manage the business and affairs of the Sahaita Inc.

Section 3: A regular annual meeting of the Board of Directors will be held without any other notice than this By-Law, immediately following and at the same time place as the annual meeting of the shareholders if appointed in future.

- Section 4: A. Special meeting of the Board of Directors may be called by or at the request of President/CEO or by one of the directors, or any other officer or individual so specified by the Board, at such time and place as may be specified in the respective notices or waivers of notice thereof.
- B. The person or persons authorized to call such meeting may fix any designated place, as the place of holding any such special meeting called by them.
- C. Notice of special meeting will be mailed directly to each director, addressed to him at his residence or usual place of business at least 5 days before the day on which the meeting is to be held, or will be given to him personally or given to him orally, not later than day before the day on which the meeting is to be held.
- D. Any Director may waive notice of any meeting.

Section 5: At the meetings of the Board of Directors the Chairperson of the Board, if any and if present, will preside. If the Chairperson cannot be present that day Directors will choose a person to preside over the meeting.

Section 6: A majority of number of directors ($2/3^{\text{rd}}$) will constitute a quorum for the transaction of business at any meeting of the Board of directors, but if less than such majority is present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7:A. At all meetings of the Board of Directors, each director present will have one vote, irrespective of his or her position and financial support of the organization.

- B. If a quorum is present when a vote is taken the affirmative vote of majority Of Directors present is the act of the Board of Directors, unless the Articles of Incorporation or these Bylaws require the vote of a greater number of Directors.

Section 8: Unless the Articles of Incorporation of the corporation or these By-Laws provided otherwise, if a vacancy occurs on the Board of directors, including a vacancy resulting from any increase in the number of Directors:

1. The Board of Directors may fill the vacancy
2. If the board remaining in the office constitutes fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office.

Section 9: Any director may resign at any time by delivering written notice to the Sahaita Inc.; a resignation is effective when the notice is delivered unless the notice specified a later effective date.

Section 10: Any director may be removed with or without cause at any time by calling a special meeting of the Board of Directors for the purpose of removing him or her and the meeting notice must state that the purpose, or one of the purpose, of the meeting is removal of the director.

Section 11: The Board of Directors of Sahaita Inc. will not be paid for their work and time spent for the organizational business. There will be no Monetary reward or personal favors provided to Board of directors

ARTICLE III

OFFICERS

Section 1:

- A. The officers of the Sahaita Inc. will consist of a President/CEO, a Secretary, a Chief Financial officer, and such other officers, including a Chairperson of the Board, as the Board from time to time may deem necessary, each of which is elected by the Board of Directors. Any officer need not be a Director or Shareholder of the Sahaita Inc. Any two or more offices may be held by the same person.
- B. The officers of the Sahaita Inc. will be elected annually by the Board of directors at the first meeting of the Board following each year. If the election of Officers is not being held at such meeting, such election will be held soon thereafter as conveniently may be possible.
- C. Each officer will hold office until the annual meeting of the Board of directors next succeeding his/her election, and until his/her successor will be duly elected and have been qualified, or until his/her removal or resignation.

Section 2: Any officer may resign at any time by delivering written notice of such resignation to Corporation. Such resignation will become effective when delivered to the Corporation, unless such resignation specifies a later effective date.

Section 3: The Board of Directors may remove any officer at any time if they are not performing their duties or are indulging in activities damaging the Sahaita Incorporation name and against the mission and goals of organization.

Section 4: A vacancy in any office by the reason of death, resignation, inability to act, disqualification, or otherwise, will be filled for the un-expired portion of the term by the Board of Directors.

Section 5: Each officer has the authority and will perform the duties set forth in these Bylaws, and to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by the direction of any officer or officers authorized by the Board of Directors to prescribe the duties of officers.

ARTICLE IV
EXECUTIVE COMMITTEE

- Section 1:(a) Sahaita Inc. will have an executive committee which will be involved with helping the organization with various activities regarding fundraising and with events to be held as part of goal of the organization here in California .It will be chosen from the prominent community members who have similar views and strongly believe in Sahaita Inc’s mission and goals. The number of members of executive committee will not be predetermined and will depend upon the need of Sahaita Inc.
- (b) The members of the executive committee of the Sahaita Inc. will be selected annually by the Board of directors at the first meeting of the Board following each year.
- (c) Each member of executive committee will hold office until the annual meeting of the Board of directors . Each executive member will have one vote for election of Board of director,s and officers.
- Section 2: Any executive member may resign at any time by delivering written notice of such resignation to Corporation. Such resignation will become effective when delivered to the Corporation, unless such resignation specifies a later effective date.
- Section 3: The Board of Directors may remove any executive member at any time if they deem it necessary due to non-performance of such member.
- Section 4: A vacancy in any office by the reason of death, resignation, inability to act, disqualification, or otherwise, will be filled for the un-expired portion of the term by the Board of Directors.
- Section 5: Each member of the Executive committee will be able to bring before the committee any suggestions in regard to running the organization and its activities and fundraising and if majority of the members agree with such proposals then it can be sent to Board of Directors for consideration and action.
- Section 6: Each Executive member has the authority and will perform the duties set forth in these Bylaws, and to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by the direction of any officer or officers authorized by the Board of Directors to prescribe the duties of officers.

ARTICLE V
MEETINGS

- (1) The Annual meeting of the organization will be held each year in month of March.
- (2) The Board of director's will meet quarterly and when ever a special meeting is requested or called upon.
- (3) The executive committee will meet every two months and it will involve members of the executive committee and officers of Sahaita Inc.

ARTICLE VI
FISCAL YEAR

The fiscal year of the Sahaita Inc. will be fixed, and altered if necessary, by the Board of Directors from time to time, subject to applicable law.

ARTICLE VII
CORPORATE SEAL

The Corporate seal will be in such form as shall be approved from time to time by the Board of Directors.

ARTICLE VIII
WAIVER OF NOTICE

Whenever any notice is required to be given to any Directors of the Sahaita Inc. under these Bylaws or under the law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

ARTICLE IX
AMENDMENTS

Section 1: The Board of Directors will have power to make, adopt, and alter. Amend and speak, from time to time, By-Laws of the Sahaita Inc; and that the Board of Directors will have no power to change the quorum for meetings of Board of Directors when passing such By –Law, was not subject to amendment or repeal by the Board of Directors.

ARTICLE X
FINANCIAL MATTERS

- A. Any Financial transaction, be it check payments or cash payments of donations to any individual or institution will require authorization by two non related Officers or Directors of Sahaita Inc. if the amount is over Five hundred dollars.
- B. None of the Officers or Board of Directors will own shares in corporation and none of them will be contributing more than 10 % of the total annual donations received by Sahaita Inc.
- C. Sahaita Inc. if dissolved or if it cease to exist then all the funds in the Sahaita Inc. account will not be distributed to any Officer or Board of Directors of Sahaita Inc., and will be a community property and used for the benefit of the public as it is a public charitable organization or spent on the Goals for which Sahaita Inc. came into existence.

ARTICLE XI
VOLUNTEERS AND MEMBERSHIP

Board of Directors of Sahaita Inc. can allow volunteers to assist in Fundraising and any help in community services but all such activities will not be rewarded with any monetary rewards or favors to any individual or institution and be within the By-Laws of the Organization. Board of Directors of Sahaita Inc. can decide if the time spent can be counted as community service as under the laws of state of California. Board of Directors of Sahaita Inc., can if so choose to have membership to the organization available provided this is made clear to all these members that it is Voluntary and there will be no paid member of the organization. All the Officers of Sahaita Inc. and Board of Directors will be volunteering their time and there will be no monetary rewards for their work for the Organization.

ARTICLE XII
FUNDRAISING

Board of Directors and the officers of Sahaita Inc. will work to make sure all efforts and activities for fundraising is done under the rules and regulations of the By-laws and under the Non profit charter of state of California as required of all section 501 c (3) organizations. The fundraising drive should be done with the goal to spend least amount of public money and efforts be made that maximum amount of funds collected be used for the charitable causes as defined under goals and plans of Sahaita Inc. Officers and Board of Directors will try to utilize as much of the services and resources which are available free of cost to the organization for all Fundraising activities.