



BOARD OF DIRECTORS

New Member's Orientation Packet

Documents Formatted for Orientation Purpose

Compiled by: Amitabha Datta, Year: 2007

Confidentiality/Validity

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Due to the confidential nature of the material in this document, its contents should not be discussed with, or disclosed to, third parties without the prior written consent of the Board of Directors.

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RESPONSIBILITIES OF THE BOARD AND INDIVIDUAL DIRECTORS OF PUJARI

Pujari's principal governing body is the Board of Directors, whose members serve as volunteers without compensation. Candidates for Board membership are initially nominated for a three-year term, and can be re-elected for consecutive terms in the General Body Meeting by the majority consensus.

As the principal governing body, the Board provides fiduciary, program and policy oversight of the organization in addition to advising on and helping with the organization's reputation, visibility and community/resource mobilization. The regular Board meetings are usually quarterly, although urgent or special meetings may be called as necessary.

All Directors of the Board share in the responsibilities of governance – oversight, advice and direct help. Members are expected to gain a basic understanding of Pujari's mission, goals and programs and to provide support for them. Directors also assist in expanding Pujari's outreach and in increasing its visibility and community support. In summary, the responsibilities of the Board, as adopted by resolution of the Board, are to:

1. Shape Pujari's mission, vision, purposes, goals and future program/policy directions, including strategic positioning of the organization, and assessing Pujari's performance and effectiveness toward these goals and directions.
2. Select and appoint Pujari's President for one year term and help President to identify other Executive Committee members.
3. Provide guidelines, strategic framework and broad guidance to EC and address organizational challenges and issues.
4. Review and approve EC's annual operating plans and budgets. Review and approve capital expenditure for movable and immovable assets.
5. Ensure completion of financial audit in a timely manner and filing of Income Tax and other related documents with appropriate authority. Monitor prudent management of Pujari's finances by regularly monitoring financial statements, expenditures and yearly audit report. Ensure organization's financial viability and strengths for sustainability to meet unforeseen emergencies.
6. Define guidelines, help implement and monitor implementation of asset management and information management.
7. Define and institutionalize new board members' induction process.
8. Define guidelines and ensure timely implementation of newly selected EC orientation.
9. Elevate Pujari's public image, visibility and communications with the community.
10. Continuously assess and improve the Board's own performance.



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Individual Directors have responsibilities that complement those of the Board overall. The responsibilities and accountability of Board extend beyond attendance, fund mobilization and personal giving. The following guidelines describe the commitment and practice of Board members. It is expected that Directors of Pujari's Board will:

- Discharge effectively the legal, ethical and fiduciary responsibilities of Board membership consistent with Pujari's Articles of Incorporation. This includes understanding Pujari's vision, mission, core values, policies and programs; suggesting and helping to recruit other individuals of distinction who can make significant contributions to Pujari; serving in leadership positions; and undertaking special assignments as requested and feasible.
- Avoid actual conflict or appearances of conflict or embarrassment to the organization or the Board, and disclosing possible conflicts in a timely fashion. Maintain objectivity and do what a sense of fairness, ethics, and personal integrity dictate.
- Exercise oversight for the Board's fiduciary responsibilities, including control, expenditure, asset management, information management and transfer of funds; review of financial statements; and projections of income and expenditures. Address concerns presented by EC, as deemed appropriate.
- Help with fundraising and organizing events.
- Develop appropriate relationships with EC. Offer advice and counsel to the president and to EC members in areas where a Director's experience is relevant; avoid asking for extensive information without prior consultation with the president and Board chair.
- Prepare for and actively participate in Board and General Body meetings. Attendance at a majority of Board meetings is required. Maintain the confidentiality of Board documents and exchanges, especially at executive sessions, continuing confidentiality after completing service on the Board.

Discussed and approved by the Board of Directors on 26th January, 2007



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CRITERIA FOR IDENTIFYING PUJARI PRESIDENT AND EXECUTIVE COMMITTEE

Common Criteria

- MUST be an existing Pujari member before the start time of EC selection process
- Seasoned team player
- One person one position; for example, if the President is selected from BOD, the selected member must resign from BOD after s/he decided to serve as President

Specific Criteria

President

- Must have served full year as a EC or BOD or Head of a Sub-committee
- Proven organization skill
- Clear evidence of leadership skill
- Results oriented
- Worked well with team and showed abilities to get the work done in a timely manner
- Creative thinker and motivator
- Well organized and articulated
- Has significant involvements in social network and/or community work

Executive Committee Members

- Subject matter experts or have high interest to take the challenge
- Showed commitment through proactive involvement and work contributions
- Believes in Pujari's philosophy and ethics
- Proven ability to support others when needed
- Energetic and can make time commitment
- Eager to contribute beyond given areas of responsibilities

Discussed and approved by the Board of Directors on 5th May, 2007



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CRITERIA FOR IDENTIFYING PUJARI BOD MEMBER

Inclusion of Term-end President

- Term-end President will be included in the BOD by default; for example, Pujari's 2007 President will be included in BOD starting from the calendar year of 2008.

Exception can take place in the event of term-end President's denial for his/her own personal reasons. However, BOD reserves full right to change and or modify the above "*inclusion of term-end President*" if warranted due to any other reasons to protect larger interests of the organization.

Criteria for selecting BOD members

- MUST be an existing Pujari member before the start time of BOD selection process
- Believes in Pujari's philosophy and ethics
- Proven ability to support others when needed
- Seasoned team player; worked well with team and showed abilities to get the work done in a timely manner
- Creative thinker and motivator
- Well organized, articulated and results oriented
- Proven organization skill
- Has significant involvements in social network and/or community work
- Showed commitment through proactive involvement and work contributions
- Must not be a currently serving BOD member in any other organization that has a competing priorities/events/agenda as of Pujari in Atlanta and or GA
- Preferably served full year as a EC or past BOD or Head of a Sub-committee member

Discussed and approved by the Board of Directors on 13th October, 2007



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PUJARI'S TAX EXEMPTION STATUS – IRS LETTER

JUL-26-2007 08:32

859 669 3843 P.02

Internal Revenue Service

Date: July 23, 2007

PUJARI INC
% KALLOL NANDI CEO
1795 WHITEHALL CT NE
MARIETTA GA 30066-5795

Department of the Treasury
P. O. Box 2508
Cincinnati, OH 45201

Person to Contact:
Ms. Lumpkins 31-08344
Customer Service Representative
Toll Free Telephone Number:
877-829-5500
Federal Identification Number:
58-2646395

Dear Sir or Madam:

This is in response to your request of July 23, 2007, regarding your organization's tax-exempt status.

In January 2002 we issued a determination letter that recognized your organization as exempt from federal income tax. Our records indicate that your organization is currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records indicate that your organization is also classified as a public charity under sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code.

Our records indicate that contributions to your organization are deductible under section 170 of the Code, and that you are qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Internal Revenue Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,

Michele M. Sullivan, Oper. Mgr.
Accounts Management Operations 1

TOTAL P.02



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ARTICLE OF INCORPORATION OF PUJARI INC

ARTICLE I

Name of the organization

The name of the Corporation is "**PUJARI INC**" (Corporation).

ARTICLE II

Initial Registered Office and Registered Agent

The initial registered office of the Corporation shall be:

*1795 Whitehall Court
Marietta, GA 30066*

The initial registered agent of the corporation at such address shall be **Kallol Nandi**.

ARTICLE III

Principal Office

The mailing address of the initial principal office of the corporation is:

*1795 Whitehall Court
Marietta, GA 30066*

ARTICLE IV

Incorporator

The name and address of the incorporator are:

Kallol Nandi
*1795 Whitehall Court
Marietta, GA 30066*

ARTICLE V

Georgia Nonprofit Corporation

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, as amended, codified at Chapter 3 of Title 14 of the Official Code of Georgia Annotated.

ARTICLE VI

Members

The Corporation, being organized for charitable purpose only, shall have no capital stock and no shareholders, and no dividends or pecuniary profits shall be declared or paid. However, the Corporation shall have members. The rights of membership in the Corporation shall be governed by the Bylaws of



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the Corporation, as such Bylaws may be amended from time to time, and as are not inconsistent with any provision of these Article of Incorporation. Members may be divided into one or more classes.

ARTICLE VII

Purpose

The Corporation shall be organized and at all times thereafter operated, exclusively religious, charitable and educational purposes. The Corporation is organized and shall be operated for the purpose of enhancing the cultural heritage of the Bengali community. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors, or other private persons; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose as set forth in this Article.

All activities of the Corporation shall be within the meaning of I. R. C. section 501(c)(3) or any future corresponding section of the Internal Revenue Code.

Notwithstanding any other provision of these article to the contrary, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under I. R. C. Section 501(c)(3), or by a corporation, contributions to which are deductible for federal income tax purposes under I. R. C. section 170(c)(2) or any future corresponding section of the Internal Revenue Code.

It is intended that the Corporation shall have, and continue to have, the status of an organization, which is exempt from federal income taxation under I. R. C.. section 501(c)(3). All terms and provisions of these Articles of Incorporation, and all authority and operations of the Corporation, shall be constructed, applied and carried out in accordance with such intent.

ARTICLE VIII

Perpetual Duration

The Corporation shall have perpetual duration.

ARTICLE IX

Dissolution of Corporation

Upon dissolution or winding-up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation shall be distributed:

1. For one or more exempt purpose within the meaning of I. R. C.. section 501(c)(3) or any future corresponding section of the Internal Revenue Code.
2. To the federal, state or local government for public purpose, or
3. Pursuant to a court order obtained from a court competent jurisdiction located on Cobb county, Georgia, for purpose limited to (i) and (ii), above.



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ARTICLE X

Corporate Powers

1. In furtherance of its purposes, the Corporation shall have full power and authority:
To make distributions for charitable purposes,
2. To retain all contributions in the original form in which received,
3. To buy, sell, exchange, convey, mortgage, encumber, assign, lease, transfer or otherwise dispose of or deal in, at either public or private or private sale, all forms of property, both real and personal, on order to carry out the objects and purposes of the Corporation,
4. To borrow money and secure the payment thereof by mortgage, pledge, deed, indenture, or other instrument, or by other lien upon, assignment of, or arrangement in regard to all or any of the property, rights or privileged of the Corporation, wherever situated, whether now owned or thereafter to be acquired,
5. To invest and reinvest an funds belonging to the Corporation at any time and from time to time in such securities and properties, real or personal, as the Board of Directors in their sole discretion see fit and
6. To perform all other acts necessary for incidental to the above and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, as determined by the Board of Directors to carry out any of the purposes of the Corporations, as set forth in these Article of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of I. R. C.. section 501(c)(3)).
7. The Corporation shall serve only such purpose s and shall engage only in such activities as are consistent with the purpose set forth in Article VII and as are exclusively charitable and entitled to charitable status under I. R. C.. section 501(c)(3).

ARTICLE XI

Liability of Directors

1. As further provided in the Bylaws of the Corporation, a Director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of duty of care or other duty as Director, except for liability
 - a. For any appropriation, in violation of his or her duties, of any business opportunity of the Corporation,
 - b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or
 - c. For any transaction from which the director derived improper personal benefit.
2. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation with respect to any act or omission occurring to the effective date of such repeal or modification.
3. In the event that any of the provisions of this Article (including any provision within a single sentence) are held by court of court of competent jurisdiction to be invalid, void, or otherwise



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unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE XII

Miscellaneous

1. For purpose of these Article of Incorporation, "charitable purpose" include charitable, religious or educational purposes within the meaning of I. R. C.. section 501(c)(3), contributions for which are deductible under I. R. C.. section 170(c)(2).
2. All reference in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references of the Internal Revenue Code of 1986, as amended, and to corresponding provisions of any applicable future United States Internal Revenue Laws to all regulations issued such section and provisions.

ARTICLE XIII

Amendments

These Articles of Incorporation may be amended at any time and from time to time as provided in the Bylaws of the Corporation.

IN WITNESS THEREOF, the undersigned as Incorporator duly executes these Article of Incorporation this 27th day of August 2001.

Kallol Nandi



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BYLAWS OF PUJARI INC, A NONPROFIT ORGANIZATION

ARTICLE I

Name, Location and Offices

1.1 Name. The name of the Corporation shall be "**PUJARI INC**" (the "Corporation").

1.2 Registered Office and Agent. The initial registered office of the Corporation shall be at

*1795 Whitehall Court
Marietta, GA-30066.*

The initial Registered Agent of the Corporation at such address shall be
Kallol Nandi.

1.3 Principle Office. The initial principle office of the Corporation for the transaction of its business shall be located at

*1795 Whitehall Court
Marietta, GA-30066.*

ARTICLE II

Purpose

2.1 Nonprofit Corporation. The Corporation is organized and shall be operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code ("Code").

2.2 Charitable purpose. This Corporation shall be organized and all times thereafter operated, exclusively for public charitable uses and purposes. More specifically, the Corporation is organized and will be operated for the purpose of enhancing the ethnic and cultural heritage of the Bengali community. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors, or other private persons; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in this Article II. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I. R. C. Section 501(c)(3), or by a corporation, contributions to which are deductible for federal income tax purposes under I. R. C.. Section 170 (c)(2). It is intended that the Corporation shall have, and continue to have, the status of an organization, which is exempt from federal income taxation under I. R. C.. Section 501 (c)(3).

2.3 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and these Bylaws.

ARTICLE III

Membership

3.1 The Corporation Shall Have Members. Membership will be open to any person interested in the promotion and contribution to the charitable, educational, and religious causes and needs of the Bengali and/or Indian communities in the United States of America. Members will be required to



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pay membership dues that shall run on an annual basis from January 1 through December 31 of each year. The amount of membership dues shall be determined by the Board of Directors.

- 3.2 Rights of the Members. The Members of the Corporation shall have the right to vote, as set forth in these Bylaws, on the election of Directors, on the disposition of all, or substantially all of the assets of the Corporation, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the Corporation and on any matter provided in these Bylaws. The Members shall have all such other rights afforded Members under Georgia law. Except as provided under Georgia law, at all meetings of the Members, the Members present in the meeting shall constitute a quorum for the transaction of business. Except as otherwise provided in these Bylaws, the act of a majority of the Members present at any meeting shall be the Act of the Members.
- 3.3 New Members. In accordance with Section 3.1 and Georgia law, the Board of Directors may at any time, and from time to time, revise and/or determine the criteria or procedures for accepting the admission of new Members of the Corporation. Once the criteria or procedures of admitting new Members have been determined, the Board must submit such information in the form of a proposal to the existing member or Members for approval. The Corporation may admit new Members for no consideration or for such consideration as is determined by the Board.
- 3.4 Meetings of the Members. Meetings of the Members shall be held at any place within or outside Georgia designated by the Board or by the written consent of the Members, given before or after the meeting. In the absence of any such designation, meetings of the Members shall be held at the principal office of the Corporation. An annual meeting of the Members shall be held at such time, on such day, and at such place as the Board may fix. Pursuant to O. C. G. A. § 14-3-701, a report shall be given at the annual meeting on the activities and financial condition of the Corporation. Notice of any meetings of the Members shall be given in a fair and reasonable manner consistent with O. C. G. A. § 14-3-705. Pursuant to Section 14-3-705, notice is fair and reasonable if:
- a. The Corporation notifies its Members of the place, date, and time of each annual, regular, and special meeting of Members no fewer than seven (7) days by e-mail (or if notice is mailed by other than first-class or registered mail, 30 days) nor more than sixty (60) days before the meeting date; and
 - b. Notice of an annual or regular meeting includes a description of any matter or matters that must be approved by the Members under O. C. G. A. §§ 14-3-855, 14-3-863, 14-3-1003, 14-3-1021, 14-3-1103, 14-3-1202, or 14-3-1402.
- Members may waive any notice provided in these Bylaws.
- 3.5 Voting. Subject to the provisions of the Georgia Nonprofit Corporation Code, the Members shall be the only persons entitled to vote at any meeting of the Members. The Members shall each be entitled to cast one vote on each matter submitted to a vote of the Members.
- 3.6 Action by Written Consent. Any action required or permitted to be taken by the Members may be taken without a meeting, if the action is approved in writing by Members holding one hundred percent of the voting power. The written consent or consents shall be filed with the minutes of the proceedings of the Members. The action by written consent shall have the same force and effect as the vote of the Members.



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- 3.7 Membership Rights. No Member shall have any right or interest in any of the property or assets of the Corporation. All corporate property is irrevocably dedicated to the purposes described within these Bylaws and the Articles of Incorporation of the Corporation. No part of the net earnings of this Corporation shall inure to the benefit of any of its Members, directors, officers or any other persons.
- 3.8 Liability. No Member shall be personally liable for the debts, liabilities, or obligations of the Corporation.
- 3.9 Resignation. Pursuant to O. C. G. A. § 14-3-620, any Member may resign at any time by providing reasonable notice to the President of the Corporation. The resignation will not be effective until the President receives such reasonable notice.
- 3.10 Termination of Membership. The membership of a Member may be involuntarily terminated in accordance with O. C. G. A. § 14-3-621.

ARTICLE IV

Board of Directors

- 4.1 Authority and Responsibility of the Board of Directors.
- The activities and affairs of the Corporation shall be managed, and all Corporate power shall be exercised by the Board of Directors; and all the powers, duties, and functions of the Corporation conferred by the Articles of Incorporation, these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.
 - The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the management, affairs, and property of the Corporation, shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by a majority of Directors at a meeting, such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable. However, under no circumstances shall any actions be taken which are inconsistent with the purposes set forth in the Articles of Incorporation and these Bylaws.
 - The Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any member, director, officer, trustee, or other private person or individual.
- 4.2 Number of Directors. The number of Directors may vary between a minimum of three (3) and a maximum of nine (9) as fixed by resolution of the Directors from time to time. Any persons subsequently elected to the Board of Directors shall be elected as provided in Section 4.3, below.
- 4.3 Manner of Election and Term of Office. Except as provided in Section 4.2 above, the regular directors shall be elected by a majority of the Members at an annual meeting. There shall be no limitation on the number of successive terms of office for which a Director may serve. All nominees must be the good standing member at the time of election.
- 4.4 Additions; Vacancies. Any addition to or vacancy occurring in the Board of Directors may be filled by a majority of the Members present at a regular or special meeting. A Director elected or appointed to



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fill a vacancy or by reason of an increase in the number of Directors shall be elected or appointed for the remaining term of his or her predecessor in office.

- 4.5 Tenure. The Directors constituting the initial Board of Directors shall hold office until an annual meeting of the Members. Each Director elected at an annual meeting shall hold office for a term of three (3) years and until his or her successor shall have been elected or appointed and qualified, or until his or her earlier resignation, removal from office, or death. The Board shall be formed such a way that three (3) directors retire every year and those three (3) positions shall be filled by the election in the annual members meeting. All directors must be the good standing member during their tenure, otherwise the director shall lose his/her position and that position shall be considered as vacancy and will be filled according to section 4.4.
- 4.6 Compensation. No Director of the Corporation shall receive directly, or indirectly, any salary or compensation there from as such Director or in any other capacity, unless authorized by the affirmative vote of three-fourths (3/4) of the full Board of Directors at the meeting of the Board of Directors called. The notice of the meeting shall specify that such action is the purpose of the meeting. However, nothing contained herein shall be construed to prevent any Director from serving the Corporation in any other capacity and receiving reasonable compensation for services rendered in furtherance of the purposes and functions of the Corporation.
- 4.7 Place of Meeting. The Board of Directors may hold its meetings at such place or places within or outside the state of Georgia, as it may from time to time determine.
- 4.8 Regular Meetings. The Board of Directors may provide by resolution, the time, place, and date within or without the state of Georgia for the holding of regular meetings without other notice than such resolution.
- 4.9 Special Meetings. Special meetings of the Board of Directors may be called by any Director on not less than seven (7) days notice by e-mail, mail, telegram, cablegram, facsimile transmission or personal delivery to each Director. Any such special meeting shall be held at such time and place as shall be stated in the notice of the meeting.
- 4.10 Notice, Waiver by Attendance. No notice of a meeting of the Board of Directors need be given to any Director who signs a waiver of notice before or after the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting 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 except when a Director states, at the beginning of the meeting, any such objection or objections to the transaction of business.
- 4.11 Manner of Acting. Except as otherwise provided in these Bylaws, the act of a majority of the Directors present at any meeting at which a quorum is present shall be the Act of the Board of Directors.
- 4.12 Action Without Formal Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof may be taken without a meeting if written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the Minutes of the proceedings of the Board or committee.



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- 4.13 Conference Call Meetings. A member of the Board of Directors, or any committee designated by such Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other, and participation in a meeting pursuant to this Section 4.16 shall constitute presence in person at such meeting.
- 4.14 Removal. Any Director may be removed from office, with or without cause, by three-fourths (3/4) of the full Board of Directors at a special meeting of the Board of Directors called for that purpose. Any Director may also be removed from office, with or without cause, by three-fourths (3/4) of the total Members at a special meeting of the Members called for that purpose. The notice of the meeting shall specify that such action is the purpose of the meeting.

ARTICLE V

Officers

- 5.1 Generally. The Board of Directors at its first meeting shall elect the following officers: a chairman of Board of Directors, a President, one or more Vice-Presidents, one or more Secretaries, one or more Treasurers and any other officer position that the Board of Directors determines shall be filled. The Board of Directors at any time and from time to time may elect or appoint such other officers as it shall deem necessary, who shall hold their offices for such terms as shall be determined by the Board of Directors and shall exercise such powers and perform such duties as are specified in these Bylaws, or as shall be determined from time to time by the Board of Directors. Any person may hold two or more offices. All officers must be good standing member during his/her tenure.
- 5.2 Tenure. Each Officer of the Corporation shall hold his or her office for the term of one (1) year for which he or she is elected or appointed, and until his or her successor has been duly elected or appointed and has qualified, or until his or her earlier resignation, removal from office or death. Any Officer may be removed, with or without cause, by the affirmative vote of three-fourths (3/4) of the full Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.
- 5.3 President. The President shall be the principal executive officer of the Corporation and will, subject to the control of the Board of Directors, in general manage, supervise and control the affairs of the Corporation. He or she may sign, with the Secretary or any other proper Officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, policies of insurance, contracts, investment certificates, or other instruments which the Board of Directors has authorized to be executed, except in cases where signing the execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- 5.4 Vice Presidents. In the absence of the President, or in the event of his death or inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in order of election) shall perform the duties of the President, and when so acting shall have all the powers of



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and be subject to the restrictions upon the President. All Vice President shall perform such other duties as shall from time to time be assigned to him or her by the President.

- 5.5 Secretary. The Secretary shall: (a) attend and keep minutes of all meetings of the Members and the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws as required by law; (c) be the custodian of the corporate records and of the seal, and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the email address, post office address and telephone number(s) of each Member and Director which shall be furnished to the Secretary by such Director; (e) have general charge of the books and records of the Corporation; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.
- 5.6 Treasurer. The Treasurer, unless otherwise determined by the Board of Directors, shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as selected by the Board of Directors; and (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President.
- 5.7 Other Agents. The President may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the President, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.
- 5.8 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the remaining term at any meeting of the Board of Directors.

ARTICLE VI

Board of Advisors

- 6.1 Appointment. The Board of Directors may appoint such persons, as it reasonably deems necessary or desirable to act as the Board of Advisors of the Corporation. To the extent possible, the Board of Advisors should consist of individuals whose integrity, capability, experience, and knowledge of the communities and institutions served by the Corporation, and community standing will help the Board of Directors carry out its functions. The number of persons appointed to constitute the Board of Advisors shall be determined in the sole discretion of the Board of Directors.
- 6.2 Purpose. It shall be the function and the purpose of the Board of Advisors to advise the Board of Directors on matters relating to the business and affairs of the Corporation, and to suggest or be available for consultation with regard to projects or activities which the Corporation may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.



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ARTICLE VII

Special Committees

- 7.1 Committees. The President shall appoint such other committees, subcommittees, or task forces as may be necessary or desirable and which are not in conflict with other provisions of these Bylaws; and the duties of any such committees shall be prescribed upon their appointment.
- 7.2 Term of Appointment. Each member of a committee shall be a Member and shall continue as such until the next annual meeting of the Board of Directors or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- 7.3 Chairman. One member of each committee shall be appointed chairman thereof.
- 7.4 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 7.5 Quorum. Unless the Board of Directors directs otherwise, the act of a majority of the Members present at a meeting shall be the act of the committee.
- 7.6 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with rules adopted by the Board of Directors.
- 7.7 Determination of Effective Agencies and Means for Carrying out the Charitable Purposes of the Corporation. The Board of Directors shall gather and analyze facts and conduct such investigation and research as from time to time may be necessary or desirable in order to determine the most effective agencies and means for carrying out the charitable purposes and functions of the Corporation, and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Board of Directors, including salaries for such professional and other assistance as it from time to time deems necessary or desirable, shall be directed to be paid so far as possible, first from any funds designated for such purposes, and any balance out of income of the funds of the Corporation or such of its principal as is not specifically restricted against such use.
- 7.8 Furtherance of Charitable Purposes. In furtherance of the charitable purposes and functions of the Corporation, when needs therefore have been determined and with appropriate provisions to assure use solely for such purposes, the Board of Directors may direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Directors can best carry out such purposes and functions or help create new qualified charitable organizations to carry out such purposes and functions.

ARTICLE VIII

Corporate Seal

- 8.1 *The Corporation shall have a seal, circular in design, bearing the words:*
Pujari Inc.
Nonprofit Corporation
Georgia.



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ARTICLE IX

Contracts, Checks, Deposits, and Funds

- 9.1 Contracts. The President may authorize any officer or officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.
- 9.2 Checks, Drafts, Notes, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, the treasurer or the president of the Corporation shall sign such instruments.
- 9.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- 9.4 Gifts. The President may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE X

Administrative Provisions

- 10.1 In General. Subject to Articles of Incorporation, in the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the corporation, judgments, fine and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification may be indemnified to the fullest extent now or hereafter permitted by Georgia law. Any determination under this Section 10.1 shall be made by the Board of Directors by a majority vote of Directors who were not parties to such action, suit or proceeding, to the extent allowed by Georgia law, by the firm of independent legal counsel then employed by the Corporation in a written opinion,
- 10.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 10.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or these Bylaws, or any agreement, vote of Members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action



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in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

- 10.3 Insurance. To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee, director, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.
- 10.4 Prepayment. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding in accordance with Georgia law. However, any Director, Officer, or employee receiving such prepayments, must repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section.
- 10.5 Merger. For purposes of this Article, reference to "the Corporation" shall include, in addition to the surviving or new Corporation, any merging or consolidating corporation absorbed in a merger or consolidation with the Corporation so that any person who is or was a Director, Officer, employee or agent of such merging or consolidating corporation, or is or was serving at the request of such merging or consolidating corporation as a Director, Officer, employee or agent of another corporation, partnership, venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity.

ARTICLE XI

Fiscal Year

- 11.1 The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31, until otherwise determined by the Board of Directors.

ARTICLE XII

Miscellaneous

- 12.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The Corporation shall keep at its registered or principal office a record giving the names and addresses of the Directors and any other information required under Georgia law.
- 12.2 Circulation of Notice and other Information. The Secretary of the Corporation shall keep and maintain the email address, postal address and phone number of all Member, Director and Officer and the chairman of the committee shall keep and maintain the email address, postal address and phone number of the committee member. All notice and information shall be circulated by email and if appropriate and when possible in the website of the Corporation. It is Member's responsibility to provide the email address the he checks regularly.
- 12.3 Eligibility. All member of Board of Directors, Officer and member of Committee have to be Member of the Corporation as set in the Article III and all other rules set by the Board of Directors time to



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time. Failure to keep the membership status up-to-date may cause termination from the respective position.

12.4 Internal Revenue Code. All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Laws, and to all regulations issued under such sections and provisions.

12.5 Construction. Whenever the context so requires, the masculine shall include the feminine, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- a. The remainder of these Bylaws shall be considered valid and operative; and
- b. Effect shall be given to the intent manifested by the portion held invalid or inoperative.

12.6 Table of Contents; Headings. The headings are for organization, convenience, and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

12.7 Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the Articles of Incorporation.

ARTICLE XIII

Amendments

13.1 These Bylaws and the Articles of Incorporation may be amended from time to time by a two-thirds (2/3) majority vote of the full Board of Directors at any regular or special meeting called for the purpose of considering such amendment.

ARTICLE XIV

Tax-Exempt Status

14.1 The affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation's status as an organization exempt from taxation pursuant to I. R. C. section 501(c)(3).

ARTICLE XV

Adoption of Bylaws

15.1 Pujari Inc. was organized under the laws of the State of Georgia on August 28, 2001. These Bylaws were adopted by resolution of the initial Board of Directors of the Corporation, and became effective on September 22, 2001.



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CERTIFICATE OF INCORPORATION OF PUJARI INC

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 0139471
EFFECTIVE DATE: 08/28/2001
JURISDICTION : GEORGIA
REFERENCE : 0093
PRINT DATE : 08/31/2001
FORM NUMBER : 311

KALLOL NANDI
1795 WHITEHALL CT.
MARIETTA, GA 30066

CERTIFICATE OF INCORPORATION

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

PUJARI INC A DOMESTIC NONPROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

