

NAAMGHAR ASSOCIATION OF AMERICA, INC.
CONSTITUTION AND BY-LAWS

ARTICLE I

Name:

The religious organization shall be called "Naamghar Association of America, Inc." (NAAM), a DOMESTIC NON-PROFIT CORPORATION, hereafter called Naamghar.

NAAM is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No substantial part of the activities of NAAM is carrying on propaganda, or otherwise attempting to influence legislation, and NAAM does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

NAAM seeks to preserve, promote, and celebrate the legacy of Srimanta Sankardeva and inspire the current and future generations of the Assamese diaspora to explore and embrace his philosophy and contributions to Assamese culture.

America stands for the United States of America and its Possessions.

ARTICLE II

Vision Statement:

Naamghar Association of America, Inc. (NAAM) will construct and manage a Naamghar for the Assamese diaspora to celebrate and perform the spiritual traditions taught by Srimanta Sankardeva. In addition, a Srimanta Sankardeva Cultural Center, comprising of an auditorium, a library and a museum, will be constructed to preserve and promote the philosophical and cultural body of work that is Srimanta Sankardeva's legacy.

NAAM will maintain strong ties with all the Satras in Assam to provide a forum for learned spiritual leaders and traditional artistes to share their knowledge and talent with the current and future generations of the Assamese diaspora.

ARTICLE III

Office:

Section 1. Principal Office: The principal office of the Naamghar shall be in Bridgewater, New Jersey.

Section 2. Other Offices: The Naamghar may also have office (or offices) in such other place (or places) as the business of the Naamghar may require, and the Board of Trustees may from time to time appoint.

ARTICLE IV

Membership:

Section 1. Membership is a prerequisite to get involved in managing and planning the activities of NAAM.

Section 2. Membership is based on the equal opportunity principle. Either a couple (as defined in civil union) or a single person is referred to as a member. Each member shall have only one vote. In case of a couple, only one of them shall hold an elective office at one time.

Section 3. Classes: Membership shall be of three classes.

- a. Regular
- b. Student
- c. Honorary

Section 4. Regular Membership: Persons who are interested in and are desirous of supporting the objectives of the Naamghar shall be eligible to apply for regular membership in the Naamghar. A member in good standing must sponsor an applicant for regular membership. To be admitted as a regular member, the applicant must have two-thirds approval of the Board of Trustees.

Section 5. Student Membership: To be admitted as a student member, the applicant must be a full-time student. Student members shall enjoy all the rights and privileges of regular membership except nomination to the Board of Trustees.

Section 6. Honorary Membership: the Board of Trustees and approval by two-third majority of the general body may make Persons making outstanding contributions to the development of the Naamghar honorary members of the Naamghar upon nomination. Honorary members shall enjoy all the rights and privileges of regular membership except voting rights and election to office.

Section 7. Application Form: Application for membership shall be made on a prescribed form obtainable from the Secretary. Membership form will be available online from the NAAM website (www.naamghar.net).

Section 8. Review of Application for Membership: The Board of Trustees shall review all applications for membership.

Section 9. Membership Fee: Regular membership fee will be decided by the Board of Trustees, and the fee structure will be periodically reviewed. Membership fee shall be non-refundable and is payable by the first quarter of the year.

The Board of Trustees may propose revision of the membership fee and a two-third majority of the members present and voting to that effect will make decision at the Annual Meeting.

Honorary members shall be exempted from membership fee.

Section 10. Standing Membership/Members in Good Standing: Members shall be in good standing if not in arrears to the Naamghar.

Section 11. Suspension or revocation of Membership:

- a. The Board of Trustees by two-thirds majority may suspend membership when it determines that a member's conduct is detrimental to the objectives or interests of the Naamghar.
- b. When a member is considered for suspension or revocation of membership, he/she shall be notified for suspension or revocation of membership, he/she shall be notified in writing at least thirty days prior to the meeting of the Board of Trustees at which such action will be considered. The member shall also receive written notice of the general nature of the reasons for which such action may be taken. The member shall have the right to appeal or present arguments in writing at least two weeks prior to the day of the meeting.
- c. Membership may not be suspended or revoked for a period of more than one year. While under suspension, membership dues are not waived.
- d. A member whose membership is suspended or revoked shall have the right to appeal against the action before the general body at the next annual meeting of the Naamghar. The General Body may overturn the action of the Board of Trustees by a two-thirds vote of the members present and voting.

Section 12. Resignation: Members may resign at any time. A member must clear all outstanding arrears prior to such resignation taking effect.

ARTICLE V

Board of Trustees

Section 1. To be eligible to be a member of the Board of Trustees, he/she must be a member of NAAM in good standing for at least 6 (six) months.

Section 2. General Powers: Board of Trustees shall manage the property and the affairs of the Naamghar.

Section 3. Number and Term of Office: the number of Board of Trustees shall be not more than eleven (11), including the Chairperson, but not less than seven (7), as may be designated from time to time by resolution of a majority of the entire Board of Trustees. Board of Trustees must be members in good standing. The Board of Trustees shall serve for a period of one (1) year or until the next annual meeting.

Section 4. Nomination and Election of Board of Trustees: At least thirty days (30) prior to the Annual Meeting of the members of the Corporation, the Nominating Committee shall decide upon the list of prospective Board of Trustees and inform the general members of the forthcoming selection. Members of the Board of Trustees shall be nominated and elected by the general body in the Annual Meeting. A majority of the Board of Trustees must be citizens of the U.S.A.

Section 5. Filling of Vacancies: In the case of any vacancy in the Board of Trustees through death, resignation, disqualification, removal or other causes, the remaining Board of Trustees, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Board of Trustee whose place shall be vacant, and until the election of his successor, or until he/she shall be required, prior thereto, by an affirmative vote of a majority of the members.

Similarly, and in the event of the number of Board of Trustees being increased as provided in these By-laws, the additional Board of Trustees so provided for shall be elected by a majority of the entire Board of Trustees already in office, and shall hold office until the next annual meeting of members.

Any Board of Trustee may be removed from office with or without cause by the affirmative vote of a majority of the members entitled to vote in any special meeting of members regularly called for that purpose.

Section 6. Place of Meeting: The Board of Trustees may hold their meetings and have one or more officers, and keep the books of the Naamghar, either within or outside the State of New Jersey, at each place or places as they may from time to time determine by resolution or by written consent of all the Board of Trustees. The Board of Trustees may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the pertinent New Jersey Law.

Section 7. Regular Meetings: Regular meetings of the Board of Trustees may be held without notice at such time and place as shall from time to time be determined by resolution of the Board of Trustees, provided that notice of every resolution of the Board of Trustees fixing or changing the time or place for the holding of regular meetings shall be mailed to each Board of Trustee at least three (3) days prior to the first meeting held pursuant thereto. The annual meeting of the Board of Trustees shall be held immediately following the annual meeting of members at which Board of Trustees is elected. Any business may be transacted at any regular meeting of the Board of Trustees.

Section 8. Special Meetings: Special meetings of the Board of Trustees shall be held whenever called by any member of the Board of Trustees. The Secretary shall give notice of each special meeting of the Board of Trustees, by emailing the same at least three (3) days prior to the meeting, or telephoning the same at least two (2) days before the meeting, to each Board of Trustee; but any Board of Trustee may waive such notice. Unless otherwise indicated in the notice thereof, any and all business may be transacted by any special meetings. At any meeting, at which every Board of Trustee shall be present, even though without notice, any business may be transacted and any Board of Trustee may in writing waive notice of the time, place, and objectives of any special meeting.

Section 9. Quorum: A majority of the whole number of the Board of Trustees shall constitute a quorum for the transaction of business at all meetings of the Board of Trustees, but if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the Board of Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by law or by the Article of Incorporation of these By-Laws.

Section 10. Required Vote: An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

Section 11. Compensation of Board of Trustees: Board of Trustees shall not receive any stated salary for their services as such. Nothing herein contained shall be construed to preclude any Board of Trustee from serving the Naamghar in any other capacity and receiving compensation therefor.

Section 12. Nominating Committee: The Board of Trustees shall elect a Nominating Committee consisting of the Chairman and at least one other Board of Trustee. The Board of Trustees at the regular meeting of the Board of Trustees following the Annual Meeting shall elect the Nominating Committee.

Section 13. Committees: The Board of Trustees may, by resolution passed by a majority of the whole Board of Trustees, designate one or more committee, each committee to consist of two or more of the Board of Trustees of the Naamghar, which, to the extent provided in the Articles of Incorporation or by these By-laws, may exercise the powers of the Board of Trustees, and may authorize the seal of the Naamghar to be affixed to all papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Trustees.

ARTICLE VI

Officers

Section 1. Election, Tenure, and Compensation: The officers of the Naamghar shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer, and/or one or more assistants to the foregoing officers as the Board of Trustees from time to time may consider necessary for the proper conduct of the business of the Naamghar. Any two or more of the above offices, except those of Chairman and Vice-Chairman, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by these By-laws to be executed, acknowledged or verified by any two or more officers.

In the event that any office other than an office required by law, shall not be filled by the Board of Trustees, or once filled, subsequently becomes vacant, then such office and all references thereto in these By-laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-laws.

Except where otherwise expressly provided in a contract duly authorized by the Board of Trustees, all officers and agents of the Naamghar shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Trustees, and all officers, agents, and employees, shall hold office at the discretion of the Board of Trustees.

Section 2. Powers and Duties of the Chairman of the Board of Trustees: The Chairman of the Board of Trustees shall preside at all meetings of the Board of Trustees unless the Board of Trustees shall by a majority vote of quorum thereof elect a chairman other than the Chairman of the Board of Trustees to preside at meetings of the Board of Trustees. He or She may sign and execute all authorized bonds, contracts or other obligations in the name of the Naamghar; and he/she shall be ex-officio member of all standing committees.

Section 3. Powers and Duties of the Chairman: The Chairman shall be the chief executive officer of the Naamghar and he/she shall have general charge and control of all its business affairs and properties. He/she shall preside at all meetings of the members.

The Chairman may sign and execute all authorized bonds, contracts or other obligations in the name of the Naamghar, and shall have the general powers and duties of supervision and management usually vested in the office of the Chairman of a Naamghar. The Chairman shall be ex-officio member of all the standing committees. He/she shall do and perform such other duties as may, from time to time, be assigned to him/her by the Board of Trustees.

In the event that the Board of Trustees does not take affirmative action to fill the office of Chairman of the Board of Trustees, the Chairman shall assume and perform all powers and duties given to the Chairman of the Board of Trustees by these By-laws.

Section 4. Powers and Duties of the Vice Chairman: The Board of Trustees may appoint a Vice Chairman or more than one Vice Chairman, as it deems necessary and fit. The powers and duties of the Vice Chairman or Vice Chairmen will be demarcated by the Board of Trustees accordingly.

Section 5. Secretary: The Secretary shall give or cause to be given, notice of all meetings of members and Board of Trustees and all notices required by law or by these By-laws, and in case of his/her absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the Chairman, or by the Board of Trustees upon whose written request the meetings is called as provided in

these By-laws. The Secretary shall record all the proceedings of the meetings of the members and of the Board of Trustees in books provided for that purpose, and he/she shall perform such other duties as may be assigned to him/her by the Board of Trustees or the Chairman. He/she shall have custody of the seal of the Naamghar and shall affix the name to all instruments requiring it, when authorized by the Board of Trustees or the Chairman, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of the Secretary, subject to the control of the Board of Trustees and the Chairman.

Section 6. Treasurer: The Treasurer shall have custody of all the funds and securities of the Naamghar, and he/she shall keep full and accurate account of receipts and disbursements in books belonging to the Naamghar.

He/she shall deposit all monies and other valuables in the name and to the credit of the Naamghar in such depository or depositories as may be designated by the Board of Trustees.

The Treasurer shall disburse the funds of the Naamghar as may be ordered by the Board of Trustees, taking proper vouchers for such disbursement. He/she shall render to the Chairman and the Board of Trustees, whenever either of them so requests, an account of all his/her transactions as Treasurer and of the financial condition of the Naamghar.

The Treasurer shall give the Naamghar a head, if required by the Board of Trustees, in a sum, and with one or more sureties, satisfactory to the Board of Trustees, for the faithful performance of the duties of his/her office and for the restoration to the Naamghar in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, monies, and other properties belonging to the Naamghar.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Trustees and the Chairman.

Section 7. Assistant Secretary: The Board of Trustees may appoint an Assistant Secretary or more than one Assistant Secretary. Each Assistant Secretary shall have such powers and duties as may be assigned by the Board of Trustees.

Section 8. Assistant Treasurer: The Board of Trustees may appoint an Assistant Treasurer or more than one Assistant Treasurer. Each Assistant Treasurer shall have such powers and duties as may be assigned by the Board of Trustees.

ARTICLE VII

Corporate Seal

Section 1. Seal: In the event that the Chairman shall direct the Secretary to obtain a Naamghar seal, the seal shall be circular in form and shall have inscribed thereon the name of the Naamghar, the year of its organization and the word "New Jersey". Duplicate copies of the corporate seal may be provided for use in different offices of the Naamghar but each copy thereof shall be in the custody of the Secretary of the Naamghar or of an Assistant Secretary of the Naamghar nominated by the Secretary.

ARTICLE VIII

Finance

Section 1. Sources: The sources of income for the Naamghar shall be:

- a. Membership fees
- b. Donations, Contributions or other Bequests
- c. Fund Raising Campaigns

Section 2. Distributions: The policy of distribution of funds and allotment of funds for various activities, including the management of the Naamghar's division and section, shall be decided upon by the Board of Trustees.

Section 3. Contingent Expenses: The Board of Trustees shall approve of any contingency expenses, if and when the Board of Trustees so decides.

Section 4. Bank Accounts: Such officers or agents of the Naamghar as from time to time shall be designated by the Board of Trustees, shall have authority to deposit any funds of the Naamghar in such banks or trust companies as shall from time to time be designated by the Board of Trustees and such officers or agents as from time to time shall be authorized by the Board of Trustees may withdraw any or all of the funds of the Naamghar so deposited in any such bank or trust company, upon checks drafts or other instruments or orders for the payment of money, drawn against the account or in the name of or behalf of this Naamghar and made or signed by such officers or agents; and each bank or trust company with which funds of the Naamghar are so deposited is authorized to accept, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Trustees until written notice of the revocation of the authority of such officers or agents by the Board of Trustees shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Naamghar are deposited, the signature of the officers or agents of the Naamghar so authorized to draw against the same. In the event that the Board of Trustees shall fail to designate the persons by whom checks, drafts or other instruments or orders for the payment of money shall be signed, as herein above provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the Chairman or a Vice Chairman, and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Naamghar.

Section 5. Loans: Such officers or agents of the Naamghar as from time to time shall be designated by the Board of Trustees shall have authority to effects loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Board of Trustees, shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, shall endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents, covering merchandise, bills or accounts receivable and other commercial paper and evidences of debt at any time held by the Naamghar; and for such advances or other forms of credit to make, execute and deliver one or more notes, acceptances, or written obligations of the Naamghar on such terms and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, r discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Naamghar, and to that end to endorse, transfer, and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of

the revocation by the Board of Trustees of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

Section 6. No part of net earnings of the organization shall inure to the benefit of any private shareholder or individual.

ARTICLE IX

Miscellaneous Provisions

Section 1. Fiscal Year: The fiscal year of the Naamghar shall end the last day of each calendar year (December 31st).

Section 2. Notices: Whenever, under the provisions of these By-laws, notice is required to be given to any Board of Trustee, officer, or member, it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office or mail box, in a postpaid sealed wrapper, addressed to such member, office of Board of Trustees at such as appears on the books of the Naamghar or in default of any other address, to such Board of Trustees, officer or member at the general post office in Bridgewater, New Jersey, and such notice shall be deemed to be given at the time the same shall be mailed. Any member, Board of Trustee or officer may waive any notice required to be given under these By-laws.

ARTICLE X

Indemnification and Liability

Section 1. Indemnification of Officers: Any person made party to any action, suit or proceeding by reason of the fact that he/she, his/her testator or intestate, is or was a member of trustees or officer of this Naamghar shall be indemnified by the Naamghar against the reasonable expenses, including attorney's fees actually and necessarily incurred in connection with the defense of such action, suit or proceeding. The Naamghar for any judgement or liabilities resulting therefrom shall further indemnify any person, party to such suit, action or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such member or officer may be entitled under the provisions of the Corporation Law of the State to which the member or officer belongs.

Section 2. Liability: The Board of Trustees, officers, employees, and members of the Naamghar shall not, as such, be liable on the Naamghar's obligations.

ARTICLE XI

Dissolution

Section 1. Motion to Consider Dissolution: Two-thirds of the members in good standing may petition to the Chairman of the Naamghar for a motion to consider dissolution. The Chairman shall circulate the petition to the General Body within thirty days of the receipt of the said petition. Any motion for dissolution must be approved by three-quarters of the members in good standing.

Section 2. Dissolution: Upon passage of the motion to dissolve, the existing officers and members of the Board of Trustees shall remain in office until the dissolution is complete. The Board of Trustees shall, pay or make provision for the payment of all the liabilities of the Naamghar. The remaining assets of the Naamghar shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XII

Amendments

Section 1. Amendments of By-Laws: The Board of Trustees by a two-third majority shall have the power and authority to amend, alter or repeal these By-laws or any provision thereof, and may from time to time make additional By-laws.