

BY-LAWS

OF

ITBHU Global Alumni Association, Inc.

(A New Jersey Nonprofit Corporation)

ARTICLE I

NAME AND PURPOSES

SECTION 1. Name. The name of the Corporation is: ITBHU Global Alumni Association, Inc. (the “Corporation”) as incorporated on March 14, 2008.

SECTION 2. Purposes. The Corporation is a nonprofit corporation organized and operated not for a pecuniary profit. The purposes for which the Corporation is organized are:

The purpose of the Organization is to fund and promote education and research among the students, faculty and alumni of the Institute of Technology, Banaras Hindu University at Varanasi, India or its successor institution or Institutions (“Institute”).

The Corporation is organized exclusively for charitable or educational purposes, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code. No substantial part of the activities of the Corporation shall be the carrying on of the propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office;

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal taxation under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code;

The Corporation shall not have or issue stock or shares, and no part of the assets, income or net earnings of the Corporation shall inure to the benefit of; or be distributed to, its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in conformity with the purposes set forth in Article 1, Section 2 of these by-laws;

ARTICLE II

OFFICES

Section 1. Registered Office. The Corporation shall have and continuously maintain in the State of New Jersey a registered office, and a registered agent whose office is identical with such registered office, as required by section 15A: 4-1(a) of the New Jersey Nonprofit Corporation Act. The registered office may be, but need not be, the same place where the Corporation conducts its activities in conformity with the purposes set forth in Article II, Section 2 of these by-laws.

Section 2. Principal Office. Until the time the corporation decides through a Board resolution to maintain a dedicated office in New Jersey, the principal office shall be served out of the residence or business of the one of its Board Members, Officers or Agent that may change from time to time as herein set forth.

Section 3. Other Offices. The Corporation may have such other offices, either within or without the State of New Jersey, as the Board of Directors may determine or as the activities of the Corporation may require from time to time.

Section 4. Website. The Corporation website is www.itbhuglobal.org ("Website"). The domain's registration will be maintained as an "organizational entry" with the international WHOIS registry, and will be registered under "ITBHU Global Alumni Organization, Inc" and will not be an individual ownership. The website, as well as any intellectual property [such as email addresses] generated as a result of the efforts of the corporation shall be owned by the corporation.

ARTICLE III

MEMBERS

Section 1. Members. The Corporation shall have members having all of the powers and responsibilities set forth herein. The eligibility and qualifications for membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the by-laws of the Corporation, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initial fees, periodic dues or other fees, assessments, fines and penalties for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership. The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, or termination of the member, or dissolution or liquidation of the Corporation.

Section 2. Qualifications and Termination. Members must fit within one (1) of four (4) classes:

(i) Alumni

Graduates with a Bachelor's or a higher degree from the Institute or from one of the Institute's predecessor colleges namely, the Benaras Engineering College, College of Mining and Metallurgy and College of Technology ("Predecessor Colleges")

(ii) Student

Students enrolled at the Institute

(iii) Faculty

Current or past fulltime faculty members at the Institute and Predecessor Colleges

(iv) Staff

Current or past fulltime staff at the Institute and predecessor Colleges

Section 3. Evidence of Membership. Individuals who meet qualifications may apply for membership by initiating registration on the Website. Applicants will become members ("Registered Members") only upon being notified by email of their successful registration. A rejection notification shall inform the applicant by email of his/her right to appeal to the Secretary by email or registered mail. A rejected applicant shall not be conferred any other rights, of membership or otherwise, until and if the appeal does so.

Section 4. Compensation. Members of the Corporation shall not receive any salaries for their services as Members.

Section 5. Loans. No loans shall be made by the Corporation to any member.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual Meeting. An Annual Meeting of Members shall be held on a date and during a time as may be fixed from time to time by the Board of Directors of the Corporation, and, in the absence of such a provision, during the annual reunion celebrations. The first Annual Meeting shall be held on a date within twelve (12) months after the formation of the Corporation, or at the direction of the Board of Directors. Each successive Annual Meeting shall be held on a date not more than thirteen (13) months following the preceding Annual Meeting. Failure to hold the Annual Meeting at the designated time or any adjournment thereof, shall not affect otherwise valid corporate acts or result in a forfeiture or dissolution of the Corporation. If the Annual Meeting is not held on the date designated, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient.

Section 2. Annual Report to Members. At each Annual Meeting of Members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.

Section 3. Regular Meetings. There shall be regular quarterly meetings of the Members of the Board of Directors.

Section 4. Place of Meetings. The Board of Directors may designate a place, either within or without the State of New Jersey, as the place for any annual meeting or for any regular meeting of the Members.

Section 5. Notice. Notice of the place, day and time of every annual meeting is to be made public through the WWW.ITBHUGLOBAL.ORG website. Such notice shall state the person or persons calling the meeting.

Section 6. Presiding Officers of Meetings of Members. Meetings of the Members shall be presided over by the following officers, in order of seniority – the Chair, Vice-Chair or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by a majority of the Board Members in attendance. The Secretary of the Corporation shall act as Secretary of every meeting. When the Secretary is not available, the Chairman may appoint a Secretary of the meeting.

Section 7. Alternate Means of Participation. Any or all Members may participate in a meeting of the members by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Powers. The activities of the Corporation shall be managed by its Board of Directors. The Board of Directors shall possess and exercise all the general powers granted to nonprofit corporations under section 15A:3-1(a) of the New Jersey Nonprofit Corporation Code, including the powers to:

1. Maintain the Corporation for perpetual duration;
2. Sue and be sued, complain and defend and participate as a party or otherwise in any judicial, administrative, arbitative or other proceeding, in the name of the Corporation;
3. Have, use and alter, at its discretion, a corporate seal;
4. Take and hold by lease, gift, purchase, grant, devise or bequest any property, real or personal, necessary or desirable for attaining the objects and carrying into effect the purposes of the Corporation as set forth in Article I, Section 2 of these By-laws and to purchase, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated subject to any future alteration or modification made by general law as to the amount of real and personal property to be held by the Corporation;

5. Sell, convey, mortgage, create a security interest in, lease, exchange, transfer and otherwise dispose of the Corporation's property and assets;
6. Conduct the activities and operations of the Corporation, have offices and exercise all powers granted to the Corporation by the New Jersey Nonprofit Corporation Act anywhere in the universe;
7. Elect or appoint officers, employees and agents of the Corporation and define the duties and fix the compensation, if any, of said officers, employees and agents of the Corporation;
8. Make and alter by-laws for the administration and regulation of the activities of the Corporation;
9. Participate with others in any corporate entity, partnership, limited partnership, joint venture, or other association of any kind, or in any transaction, undertaking or arrangement which the participating corporation would have power to conduct by itself, whether or not that participation involves sharing or delegation of control with or to others;
10. Have and exercise all other powers necessary or convenient to effect any of the purposes for which the Corporation is organized as provided in Article I, Section 2 of these by-laws.

The Board of Directors is responsible for overall policy and direction of the Corporation, and may designate responsibility for day-to-day operations to the Corporation officers and/or Committees.

Section 2. Qualifications, Number and Election. Directors shall be at least eighteen (18) years of age and need not be United States citizens or residents of the State of New Jersey. The number of Directors shall be not less than three (3) and not more than seventeen (17). Directors shall be elected by the Board of Directors at an annual meeting to be held for such purpose. An affirmative vote of two-thirds (2/3) of the directors shall be required for election. All Board members shall serve two-year terms. Directors are permitted to hold office multiple terms, and they may hold successive terms.

Section 3. Voting Rights. Each Director shall be entitled to one (1) vote on each matter submitted to a vote of the Board of Directors.

Section 4. Votes Required. Whenever any action other than the election of Directors is to be taken by vote of the Directors, it shall be authorized by a majority of the votes cast at a meeting of the Board of Directors, unless a greater plurality is required by these by-laws or provisions of the New Jersey Nonprofit Corporation Act.

Section 5. Proxy Voting. No member shall authorize another person to act by proxy with respect to voting on any issue.

Section 6. Resignation. Any Director may resign at any time by giving written notice, or notice by email, of his or her resignation to the Board of Directors or to the Chair of the Corporation, and such resignation shall take effect at the time specified therein, or, if not specified, at the time of its receipt.

Section 7. Removal. A Director may also be removed, for any reason, by a three-fourths vote of the Board.

Section 8. Vacancies. Any vacancy on the Board of Directors caused by death, resignation, removal, an increase in the total number of directors or other cause may be filled by a majority vote of the remaining Directors (even if less than a quorum). A Director so elected shall hold office until the next annual meeting, at which time a permanent successor shall be duly elected and qualified. In the event of a vacancy caused by the resignation of one or more Directors to become effective at a future date, any such Director or Directors may participate in the vote by the Board of Directors to fill the future vacancy. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. Nominations for new members must be received by the Secretary from present Board members at least two weeks in advance of a Board meeting, and be sent out to all members before the meeting itself.

Section 9. Compensation. Directors of the Corporation shall not receive any salaries for their services.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Annual Meeting. An annual meeting of the Board of Directors shall be held on a date and during a time to be determined by the Board in its discretion for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. If a day that is fixed for the annual meeting is a legal holiday in the State of New Jersey, such meeting shall be held on the next succeeding business day. Failure to hold the annual meeting at the designated time or any adjournment thereof, shall not affect otherwise valid corporate acts or result in a forfeiture or dissolution of the Corporation. If the annual meeting is not held on the date designated, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient.

Section 2. Regular Meetings. The Board of Directors shall hold regular meetings, not less than four times per year. Regular meetings of the Board of Directors may be held at any place, within or without the State of New Jersey, as may be determined from time to time by the Board of Directors. They may be held in person, by teleconference, or by video conference.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of New Jersey, as the place for holding any such special meeting.

Section 4. Place of Meetings. The Board of Directors may designate a place, either within or without the State of New Jersey, as the place for any annual meeting or for any regular meeting or for any special meeting called by the Board of Directors.

Section 5. Notice. Written notice of the time, place and purposes of every annual meeting and regular meeting of the Board of Directors shall be given not less than two (2) weeks and not more than eight (8) weeks before the date of the meeting, either personally, by email, or by mail, to each Director of record entitled to vote at the meeting. Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior, by written notice delivered personally, by email, or sent by mail to each Director at their address as shown by the records of the Corporation.

Section 6. Alternate Means of Participation. Any or all Directors may participate in a meeting of the Board of Directors or as a committee of the Board of Directors by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

Section 7. Quorum. Fifty percent (50%) of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Board of Directors shall not conduct any formal actions, motions, decisions, policies or any related functions on behalf of the Corporation absent a quorum, unless specifically allowed under these by-laws. The Directors present in person at a duly organized meeting of the Board of Directors may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Less than a quorum may adjourn any meeting of the Board of Directors.

Section 8. Manner of Acting. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the New Jersey Nonprofit Corporation Act or these by-laws. Any action required to be authorized by a vote of the Directors greater than a majority shall be rescinded or modified only by a like vote.

Section 9. Informal Action by Directors. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors, other than the annual election of directors, may be taken without a meeting if, prior or subsequent to the action, all members of the Board of Directors consent thereto in writing and the written consents are filed with the minutes of the proceedings of the Board of Directors. The consents shall have the same effect as a unanimous vote of the Board of Directors for all purposes.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a Treasurer, a Secretary and an President. The officers shall be elected by the Board of Directors. The Board of Directors may elect or appoint such other officers as the Board of Directors shall deem desirable. All officers shall have the authority and perform the duties in the management of the corporation as provided in these by-laws, or as may be determined by the resolution of the Board of Directors not inconsistent with these by-laws.

Section 2. Compensation. Officers of the Corporation may receive salaries for their services at the discretion of the Board of Directors, but not if the officer is also a member of the Board.

Section 3. Election and Term of Office. The officers of the Corporation shall be elected every two years by a majority vote of the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer elected as herein provided shall hold office until a successor shall have been duly elected and qualified, subject to early termination by removal or resignation.

Section 4. Removal. Any officer elected by the Board of Directors may be removed with or without cause. The removal of an officer without cause shall be without prejudice to that officer's contract rights, if any. Election of an officer shall not itself create contract rights.

Section 5. Resignation. An officer may resign by written notice to the Chair (President) or Board of Directors. The resignation shall be effective upon receipt thereof by the Chair (President) or Board of Directors or at a subsequent time as shall be specified in the notice of resignation.

Section 6. Vacancies. Any vacancy occurring among the officers, however caused (including, but not limited to, death, resignation, removal, disqualification), shall be filled in the manner provided in these bylaws, or, in the absence of such provision, by a majority vote of the Board of Directors.

Section 7. President. The President shall act as Chair of the Board of Directors. The Chair shall preside at all meetings of the Board of Directors.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chair or by the Board of Directors.

Section 9. Secretary. The Secretary shall keep minutes of the meetings of the Board of Directors in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation 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 in accordance with the provisions of these bylaws; keep a register of the post-office address of each member and director which shall be furnished to the Secretary by such member or director; and, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair or by the Board of Directors.

ARTICLE VIII

COMMITTEES

Section 1. Committees. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may appoint from among the Directors one or more other committees, each of which shall have at least one or more members. Each committee shall have and may exercise all the authority of the Board of Directors, except that no committee shall:

1. Make, alter or repeal any by-law of the Corporation;
2. Elect or appoint any Director, or remove any officer or Director; or
3. Amend or repeal any resolution previously adopted by the board.

Section 2. Vacancies, Abolishment and Removal . The Board of Directors, by resolution adopted by the entire Board of Directors, may:

1. Fill any vacancy in any committee;
2. Appoint one or more Directors to serve as alternate members of any committee, to act in the absence or disability of members of any committee with all the powers of the absent or disabled members;
3. Abolish any committee at its pleasure; and
4. Remove any Director from membership on a committee at any time, with or without cause.

Section 3. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint members thereof.

Section 4. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the entire committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules for its own governance not consistent with these bylaws or with any rule adopted by the Board of Directors.

Section 6. Duty to Report to Board of Directors. Actions taken at a meeting of any committee shall be reported to the Board of Directors at its next meeting following the committee meeting; except that, when the meeting of the Board of Directors is held within two (2) days after the committee meeting, the report shall, if not made at the first meeting, be made to the Board of Directors at its second meeting following the committee meeting.

Section 7. Legal Responsibility Retained by Board of Directors. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND LOANS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences in 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 manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or a Deputy Treasurer of the Corporation.

Section 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.

ARTICLE X

BOOKS AND RECORDS

Section 1. Books and Records . The Corporation shall keep books and records of account and minutes of the proceedings of its members, Board of Directors and executive committee, if any. The Corporation shall make available for inspection at its registered or principal office records containing the names and addresses of the directors entitled to vote.

Section 2. Form of Records . The books, minutes or records may be in written form or any other form capable of being converted into written form within a reasonable time. The Corporation shall convert into written form without charge any records not in that form, upon the written request of any person entitled to inspect them.

ARTICLE XI

LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1. No Personal Liability. The directors of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation.

Section 2. Indemnification. The Corporation may indemnify a director, officer, employee or agent of the Corporation against reasonable costs, disbursements, counsel fees and liabilities in connection with any proceeding involving such director, officer, employee or agent of the Corporation because of that person's present or former capacity as a director, officer, employee or agent of the Corporation in the manner, and subject to any conditions, prescribed by section 15A:3-4 of the New Jersey Nonprofit Corporation Act, or corresponding section of any future New Jersey Act, to the extent of the Corporation's relevant insurance coverage. Such person, however, shall not be indemnified where the action or proceeding is based upon or arises out of his own intentional or negligent misconduct in the performance of his Corporation duties.

Section 3. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any director, officer, employee or agent of the Corporation against reasonable costs, disbursements, counsel fees and liabilities asserted by reason of such person's present or former capacity as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have the power to indemnify that person under these by-laws.

ARTICLE XII

FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIII

DISSOLUTION

Section 1. Dissolution. The Corporation may be dissolved by the Board of Directors by a two-thirds majority vote of the Board of Directors. In the event of dissolution of the Corporation, its assets will be distributed to qualified 501(c)(3) organizations whose purposes are consistent with the purposes of ITBHU Global Alumni Association, Inc.

ARTICLE XIV

AMENDMENTS

Section 1. Amendments to By-laws. The Board of Directors shall have the power to make, alter and repeal these by-laws with at least two-thirds (2/3) affirmative vote.