

**SECOND AMENDED**

**BYLAWS**

**OF**

**BITSAA-SVC, INC.**

**A 501c3 California Nonprofit Corporation**

*Summary-*

*Constitution Adopted (?)*

*Bylaws (previously known as the Constitution) Adopted on*

**ARTICLE 1**

**OFFICES**

**SECTION A. PRINCIPAL OFFICE**

The principal office of the BITSAA-SVC, INC. shall be located in the greater bay area California. The exact address would be determined by the board and passed through a resolution.

**SECTION B. MAIL AND DELIVERIES**

Unless provided otherwise in the Bylaws, all mail and deliveries on behalf of BITSAA-SVC, INC. shall be received at or sent to the principal office.

**ARTICLE 2**

**DEFINITIONS**

**A. “BITS Pilani” shall mean** Birla Institute of Technology and Science, Pilani. It will also include all campuses of BITS Pilani within India and other parts of the world.

**B. “BITSAA” shall mean** Birla Institute of Technology and Science, Pilani, Alumni Association.

**C. “BITSAA-SVC” shall mean** Birla Institute of Technology and Science, Pilani, Alumni Association Silicon Valley Chapter.

**C. “Member”** shall mean an individual who had been associated with BITS Pilani either as a student or in some other capacity was actively associated with the institution; and has paid the BITSAA-SVC annual membership dues. **D. “Board of Directors (BOD)”** is the elected, planning body of the BITSAA-SVC with the officials of the BOD referred to as the Directors of the BITSAA-SVC. The Board of Directors is the supreme body of the BITSAA-SVC.

**E. “Executive Committee”** is comprised of the officials of the BITSAA-SVC appointed by BOD and responsible for all the day to day operations of the BITSAA-SVC.

**F. “Fiscal Year”** BITSAA-SVC’s fiscal year shall be the same as the calendar year, from January 1 to December 31, inclusive.

**ARTICLE 3**  
**PURPOSES**

**SECTION A. OBJECTIVES AND PURPOSE**

The primary objectives and purpose of BITSAA-SVC shall be:

1. To provide a forum to establish a link between the alumni, staff and students of BITS Pilani;
2. To enable the alumni to initiate and actively participate in activities which would contribute to the general development of BITS Pilani, its staff and students;
3. To institute prizes and scholarships, and render financial aid to deserving students of BITS, Pilani..
4. To keep the alumni abreast of scientific and technological developments of importance.
5. To organize and enable the networking and interaction on activities of common interest among alumni of BITS Pilani,its associated campuses, and other related activities including distance learning. .

**SECTION B. ORGANIZATIONAL OPERATIONS**

This corporation is intended to serve primarily the Alumni of BITS living or working in the Silicon Valley Chapter (SVC) area, generally defined as all California counties north of the Tehachapi Mountains, and including coastal areas to and including Santa Barbara. This corporation will assist other alumni groups in other parts of California and the remainder of the United States in forming corporations similar to this corporation.

**ARTICLE 4**  
**GENERAL MEMBERSHIP**

**SECTION A. CLASSIFICATION AND RIGHTS OF MEMBERS**

BITSAA-SVC shall have two classes of membership unless amended by the Board of Directors. All members shall have the same rights, privileges, restrictions, and conditions.

Two classes: a) Annual membership, b) Life time membership .

**SECTION B. QUALIFICATION FOR MEMBERSHIP**

The following two (2) conditions shall be prerequisites for BITSAA-SVC membership:

1. The person should have been associated with BITS Pilani as a student or in some other capacity was actively associated with the institution either as a student, teacher, or active friend of BITS Pilani.
2. The Person must complete the BITSAA-SVC membership application and pay the required and applicable annual or lifetime membership dues as provided in Section D of this Article.

### **SECTION C. UNIT OF MEMBERSHIP**

Unless amended by the majority of the Board of Directors, for the purposes of dues and assessments and entitlement to member benefits, the unit of membership shall be one member.

### **SECTION D. FEES, DUES AND ASSESSMENTS**

- (a) Each member shall be assessed a membership fee, unless amended by the majority of the Board of Directors,
- (b) The Executive Committee and the Board of Directors shall have the right to determine and amend membership fees as required and necessary from time to time in the best interests of the BITSAA-SVC upon majority vote of the Executive Committee and the Board of Directors.
- (c) Annual renewal membership dues shall be due on or before February 28<sup>th</sup> of the fiscal year. Nonpayment of dues shall result in suspension of the membership.

### **SECTION E. MEMBERSHIP RECORDS**

BITSAA-SVC shall maintain membership records either in electronic or any other acceptable format.

All notices or newsletters provided to members shall be sent to the address or email on record. It is the responsibility of each member to provide BITSAA-SVC with any changes in mailing address, phone number, or email address.

BITSAA-SVC's membership record shall constitute the BITSAA-SVC membership list and shall be used, in whole or part, by a BITSAA-SVC member, officer, director, employee, volunteer, or agent, only for BITSAA-SVC business and for any purpose reasonably related to the member's membership interest. Membership information on any BITSAA-SVC member shall not be disclosed to anyone for non-BITSAA-SVC business without prior notice and approval of the member.

### **SECTION F. NONTRANSFERABILITY OF MEMBERSHIPS**

No member may transfer their membership or any right arising therefrom to any third party . All rights of membership cease upon the member's death.

## **SECTION G. MEMBER VOTING RIGHTS**

Each member shall be entitled to vote at general membership body meeting in person, via email, mail-in ballots, BITSAA-SVC website, or by any other means as determined by the Board of Directors.

Each member shall be entitled to one (1) vote.

## **SECTION H. PLACE OF MEETINGS**

Meetings of members and functions of the BITSAA-SVC where members shall be present shall be held at place(s) within the State of California as may be designated from time to time by resolution of the Executive Committee.

## **SECTION I. ANNUAL AND OTHER REGULAR MEETINGS**

The members shall meet annually on a designated date decided by resolution of the Executive Committee for the purpose of electing any directors, officers, or transacting other business as may come before the meeting. The candidates receiving the highest number of votes for the position up to the number of directors or officers to be elected shall be elected. Each voting member shall cast one vote. The annual meeting of members for the purpose of electing directors or officers shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting. Other regular meetings of the members shall be held as required upon proper notice by the Board of Directors or Executive Committee.

## **SECTION J. SPECIAL MEETINGS OF MEMBERS**

Special meetings of the members may be called by the Board of Directors, Executive Committee or by twenty five percent (25%) or more of the members for any lawful purpose.

## **SECTION K. NOTICE OF MEETINGS**

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary or President not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who on the record date for the notice of the meeting is entitled to vote.

(b) Manner of Giving Notice. Notice of a member's meeting or any report shall be given either personally, by mail, email or by other means of communication, addressed to the member at the address of such member appearing on the BITSAA-SVC records. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by email or other means of communication.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted and no other business may be transacted, or (2) in the case of a regular meeting,

those matters which the Board of Directors or Executive Committee, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action.

(d) Notice of Meetings Called by Members. If a special meeting of the members is called by twenty five percent (25%) or more of the members as authorized by the Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by regular or registered mail or by email to the Chairperson of the Board or President of the Executive Committee. Notice shall be given to the members entitled to vote that a meeting will be held stating the date and purpose of the special meeting. The date for such meeting shall be fixed by the Board of Directors or Executive Committee and shall neither be less than thirty (30) days nor more than ninety (90) days after the receipt of the request for the meeting. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person, and if, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) below of this section, the waiver of notice or consent shall state the general nature of the proposal.

## **SECTION L. QUORUM FOR MEETINGS**

A quorum shall consist of 15% of the members.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the

adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than thirty (30) days.

#### **SECTION M. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by the majority of the returning votes at a duly held meeting at which a quorum is present is the act of the members, unless required otherwise under the California Corporations Code, the BITSAA-SVC Articles of Incorporation or the Bylaws.

#### **SECTION N. CONDUCT OF MEETINGS**

General membership meetings shall be presided over individually or jointly by the Chairperson of the Board of Directors, President, or by any other director or officer of the BITSAA-SVC, as required and approved by the majority of the Executive Committee or the Board of Directors, as applicable. The Secretary of the Board of Directors shall act as Secretary of all meetings of members, provided that, in his or her absence, the Secretary of the Executive Committee shall act. If either of the Secretaries cannot attend the meeting, then the Secretaries can nominate either a director, officer or Executive Committee member of the BITSAA SVC to act as the Secretary for the meeting.

Meetings shall be open providing opportunity for members to be heard. If no specific rules are defined, rules may be assigned or revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with any provision of the California Corporations Code.

#### **SECTION O. ACTION BY WRITTEN BALLOT WITHOUT A MEETING**

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the BITSAA-SVC distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section K(b) of this Article.

Directors and Officers may be elected by written ballot. Such ballots for the election of directors and officers shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors and officers is withheld, they shall not be counted as votes either for or against the election of a director and officers.

## **SECTION P. TERMINATION OF MEMBERSHIP**

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the BITSAA-SVC President or VP of Membership personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests, purposes, principles, or ethics of the BITSAA-SVC.

(3) Upon a failure to renew his or her annual membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a email notification of delinquency is emailed to such member by the CFO or VP of Membership. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30)-day period following the notification of delinquency.

## **SECTION Q. RIGHTS ON TERMINATION OF MEMBERSHIP**

All rights of a member in the BITSAA-SVC shall cease on termination of membership as herein provided.

## **ARTICLE 5** **BOARD OF DIRECTORS**

### **SECTION A. DEFINITION AND PURPOSE OF BOARD OF DIRECTORS ('BOD')**

The BOD is an elected, long-term planning body of the BITSAA-SVC with the officials of the BOD referred to as the directors of the BITSAA-SVC. The directors are responsible for the long-term operations and planning of the BITSAA-SVC. The BOD shall be supreme body of the BITSAA-SVC and each director shall have a fiduciary responsibility to the BITSAA-SVC as provided under the California Corporations Code.

### **SECTION B. POWERS**

This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

### **SECTION C. QUALIFICATION/ ELECTION**

Any BITSAA-SVC qualified member, in good standing, may run for a BOD position, as applicable.

### **SECTION D. NUMBER OF DIRECTORS**

The number of directors shall be not less than three (3) nor more than eleven (11), with the exact number of authorized directors to be fixed from time to time by resolution of the Board of Directors; provided, however, that the initial number of directors shall be seven (7). The Board shall select one (1) of its members to act as a Chair person of the Board.

BITSAA-SVC members will elect BODs and Officer-cum-BODs as follows:

In the first election, the BITSAA-SVC members will elect seven BOD positions as follows:

- Two (2) BOD positions will be elected for a term of three (3) years
- Two (2) BOD positions will be elected for a term of two (2) years
- Three Officer-cum-BOD positions will be elected for a term of two (2) years. The officer positions will be that for President, Secretary, and CFO

Second election will be held after about two (2) years from the date of first election for following positions, as they would have reached their end of term:-- Two (2) BOD positions will be elected for a term of two (2) years

- Three (3) Officer-cum-BOD positions will be elected for a term of two (2) years. The officer positions will be that for President, Secretary, and CFO.

Third election will be after about one (1) year from the date of second election for the following positions, as they would have reached their end of term:

- Two (2) BOD positions, which were originally elected for a term of three (3) years. These positions will be elected for a term of two (2) years in this third election.

Subsequent elections will be held every year for positions, which have reached their end of term. All positions will be elected for a term of two (2) years.

## **SECTION E. LIMITATIONS ON INTERESTED PERSONS**

At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

- (a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

## **SECTION F. TERM OF OFFICE OF DIRECTORS**

Each term of office shall be for two (2) years with the exception of the first election when the term of the 2 BoDs will be for three (3) years

## **SECTION G. VOTING**

Each elected director in good standing shall have the right to one (1) vote on the BOD

## **SECTION H. ELECTION TO BOD**

The general election process and timeline deadlines shall be coordinated and processed by the Election Committee as provided in Article 9.

## **SECTION I. DUTIES/ RESPONSIBILITIES**

As the governing body of the BITSAA-SVC, the directors shall perform their responsibilities in the best interest of the BITSAA-SVC:

- (a) Perform any and all duties imposed on them from time to time, collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Establish, monitor and appoint required committees for the proper functioning of the BITSAA-SVC;
- (c) Provide general guidance, policy setting, and long-term planning for the BITSAA-SVC;
- (d) Oversee all matters of the BITSAA-SVC whose primary purpose is not operational, not involving day to day activities, which have or may have long-term impact, greater than one year, in various areas, including corporate and financial planning and development and which are not the responsibility of appointed Committees.
- (e) Appoint and remove, employ and discharge, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of agents and employees retained by the BOD;
- (f) Supervise, train, and review any officers, agents and employees retained by the BOD and assure that their duties are being performed properly and BITSAA-SVC principles and mission are being followed accordingly;
- (g) Review and approve the annual budget by the end of the first quarter of the fiscal year, make reasonable and necessary comments or corrections and reject, and monitor actuals against projected numbers on a quarterly basis and make adjustments to the budget as required.
- (h) Review annual financial reports, direct yearly audit and review of the books and accounts;
- (i) Establish, oversee, manage, and set up guidelines for committees;
- (j) Appoint chairperson and members of the committees;
- (k) Appoint and work with General Counsel regarding all legal matters, including, but not limited to, all legal filings, claims, or queries, and execution of all contracts on behalf of the BITSAA-SVC.
- (l) Hold and attend regular and special meetings of the BOD; and
- (m) Register each directors' address and current contact information with the Chairperson of the BOD and all notices of meetings or other information mailed or emailed to them at such address shall be valid notice thereof.

## **SECTION I. VACANCIES.**

A vacancy shall be deemed to exist on the BOD in the event that the actual number is less than the authorized number for any reason. Vacancies may be filled by the remaining member or members of the Board. Also, the BOD can decide to have a qualified member, in good standing, elected to the Board, to fulfill a vacancy on the Board.

#### **SECTION J. RESIGNATION AND REMOVAL**

Resignations shall be effective upon receipt in writing by the Secretary of this corporation, unless a later effective date is specified in the resignation.

#### **SECTION K. PLACE OF MEETINGS**

Regular meetings shall be held at the principal office of the BITSAA-SVC unless otherwise provided by the BOD or at such place within the State of California, which the Chairperson of the BOD designates via notice (in any form) within at a minimum 24 hours prior to the meeting. Special meetings shall be held at the principal office of the BITSAA-SVC unless otherwise provided by the BOD or at such place within or outside the State of California, which the Chairperson of the BOD designates via notice within 24 hours prior to the meeting.

If at any time, one or all directors have a conflict with the location of the meeting, an open discussion shall be initiated by the Chairperson and a vote will be taken. The meeting shall be held at the site receiving a majority of the votes of the BOD. In the absence of such a designation by the Chairperson, any meeting held at a location other than the principal place of business shall be valid only upon written consent of all directors, provided either before or after the meeting, and filed with the Secretary or after all BOD members have been given written notice of the meeting.

Any meeting, regular or special, may be held by conference telephone, video conferencing or similar communications equipment as long as all directors participating in such a meeting can hear one another.

#### **SECTION L. CONDUCT OF MEETINGS**

Meetings of the BOD shall be presided over by the Chairperson of the BOD, or, if no such person has been so designated or, in his or her absence, the President of the BITSAA-SVC or, in the absence of each of these persons, by a temporary Chairperson chosen by a majority of the directors present at the meeting. The Secretary for the BOD shall take minutes of the meetings. If the Secretary is not present at any meeting, the Chairperson or anyone acting in his or her place, shall appoint a temporary Secretary for that meeting to take minutes of the meeting. All regular BOD meetings are open to members in good standing..

#### **SECTION M. REGULAR AND ANNUAL MEETINGS**

Regular meetings of directors shall be held at least four (4) times a year, once every quarter. Annual meeting of the Board of Directors shall be held at least one time each year. Annual meetings shall be called by the President or any two directors, and noticed in accordance with

Section L. Monthly or quarterly meetings of the BOD may be set as special meetings under Section L.

#### **SECTION N. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President or any two directors, and noticed in accordance with Section L.

#### **SECTION O. NOTICE**

Notice of the annual meeting and any special meetings of the Board of Directors shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, telegraph, facsimile transmission or other electronic mail message, or other usual and customary communication, and shall state the date, place, and time of the meeting.

#### **SECTION P. WAIVER OF NOTICE**

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

#### **SECTION Q. QUORUM**

A majority of the directors then in office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

#### **SECTION R. MAJORITY ACTION AS BOD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the BOD, unless the Articles of Incorporation or Bylaws or provisions of the California Nonprofit Corporations Code state differently.

#### **SECTION S. ACTION WITHOUT A MEETING**

Any action required or permitted to be taken by the BOD may be taken without a meeting if all members of the BOD shall individually or collectively consent to such action. Such written consents shall be filed with the minutes of the proceedings of the BOD. Such written consents shall have the same force and effect as the unanimous vote of such directors.

#### **SECTION T. TELEPHONE MEETINGS**

Directors may participate in a meeting through use of conference telephones or similar communications equipment so long as all directors participating in such meeting can hear one

another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

#### **SECTION U. STANDARD OF CARE**

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
- (ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need thereof is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 8 below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. An investment does not violate this Section if it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

#### **SECTION V. INSPECTION**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

### **ARTICLE 6** **COMMITTEES**

#### **SECTION A. BOARD COMMITTEES**

The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be made by any method determined by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board of Directors or on any Board Committee;
- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of this corporation;
- (g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (h) create any other Board Committees or appoint the members of any Board Committees; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Where it is not reasonably practical to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements of Section 3 of Article IV of these Bylaws; provided that, at its next meeting the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements in Section 3 of Article IV and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

#### **SECTION B. ADVISORY COMMITTEES**

The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines.

#### **SECTION C. FINANCE COMMITTEE**

The finance committee shall include Chief Financial Officer, another director on the BOD, a person with either CPA or finance background and appointed by BOD, and any other persons appointed by the BOD.

#### **SECTION C. MEETINGS**

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board Advisory Committee not inconsistent with the provisions of these Bylaws.

## **ARTICLE 7** **OFFICERS**

### **SECTION A. OFFICERS**

The officers of this corporation shall be a President, a Secretary, and a Chief Financial Officer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that the Secretary may not serve concurrently as the President or Chairman of the Board, if any.

### **SECTION B. ELECTION**

The officers of this corporation shall be elected by the members as described below, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

BITSAA-SVC members will elect Officer-cum-BODs as follows:

In the first election, the BITSAA-SVC members will elect three (3)- Officer-cum-BOD positions for a term of two (2) years. The officer positions will be that for President, Secretary, and CFO

Subsequent elections will be held every two (2) years, after about two (2) years from the date of first election for three (3) Officer-cum-BOD for a term of two (2) years.

### **SECTION C. REMOVAL**

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

### **SECTION D. RESIGNATION**

Any officer may resign at any time by giving written notice to the Secretary or President of this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

### **SECTION E. VACANCIES**

A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office. (If any officer position becomes vacant then BoD can decide to fill it.)

### **SECTION F. PRESIDENT**

The President shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The President shall preside at all meetings of the Board of Directors. The President shall be a member of all Board Committees and shall have the general powers and duties of

management usually vested in the office of President of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

#### **SECTION G.**

##### **SECRETARY**

The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

##### **SECTION H. CHIEF FINANCIAL OFFICER**

The Chief Financial Officer (CFO) shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. CFO shall be a member of the Finance Committee.

### **ARTICLE 8** **PROHIBITED TRANSACTIONS**

#### **SECTION A. LOANS**

Without the approval of the Attorney General of California, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

#### **SECTION B. COMPENSATION**

There shall be no compensation paid to any director or officer of this corporation.

### **ARTICLE 9** **ELECTIONS**

#### **SECTION A. ELECTION DAY**

BITSAA-SVC shall hold its annual election on a day decided by the BOD, hereinafter referred to and designated as "Election Day".

#### **SECTION B. ELECTION COMMITTEE**

The BOD shall nominate and appoint an Election Committee, no later than one hundred and twenty (120) days prior to the Election Day consisting of a minimum of three (3) members and elect one member of the committee as the chairperson.

The Election Committee shall coordinate, conduct and execute BITSAA-SVC's annual election process for the BOD. The Election Committee shall make election announcements, solicit notice for nominations for the available positions, verify qualification of nominees, announce and post the list of nominees, coordinate the voting process on Election Day, count votes, announce election results, and undertake any other tasks required to complete the annual election.

The Election Committee shall maintain total confidentiality of the complete election process, specifically, the Election Committee members shall not reveal or disclose any nominees or the election results in advance, shall maintain neutrality as to all candidates, and/ or shall not take any actions to sway any member to run or not run for any available position.

### **SECTION C: TERM**

The Election Committee shall dissolve thirty (30) days after the Election Day. During the thirty (30) day period after election day, the committee shall manage and resolve any election issues, disputes, or questions.

### **SECTION D. GENERAL ELECTION PROCESS/ TIMELINE**

Unless otherwise provided in the Bylaws or by the majority of the BOD:

1. On or about one hundred and twenty (120) days prior to the Election Day, the Election Committee members shall be nominated and appointed upon resolution of the majority of the BOD.
2. On or about one hundred and twenty (120) days prior to the Election Day, BOD shall announce the upcoming elections, the eligibility requirements to run for office, and how an individual can become eligible to run for office within thirty (30) days.
3. On or about ninety (90) days prior to the Election Day, the Election Committee shall open the nomination period and send an announcement to all members by email, newsletter, BITSAA-SVC website, or by any other means as determined by the Election Committee regarding the (1) date and time of the Election Day, (2) the available BOD positions, (3) the guidelines, qualifications, and forms required for running for an available position.
4. On or about sixty (60) days prior to the Election Day, the Election Committee shall review and validate each received nominee's membership qualification and nomination eligibility, and confirm receipt of the forms and the nominee's 100-word or less background sheet.
5. On or about fifty (50) days prior to the Election Day, in case of multiple nominations for the same position, duplicative nominations, or no nomination for any position, the Election Committee shall contact each nominee and confirm their continued interest in running for office, check and clarify nominations, or extend the time period to accept nominations for an additional fifteen (15) days, as applicable. If there are any positions still available without any nominee running for office, the Election Committee may accept nominees on Election Day from the floor.

6. On or about forty-five (45) days prior to the Election Day, the Election Committee shall close the nomination process and announce to the general membership, group of benefactors and group of ex-presidents via email, newsletter, BITSAA-SVC website, or by any other means as determined by the Election Committee of the list of qualified and eligible nominees along with their respective background sheets.
7. On or about thirty (30) days prior to the Election Day, the Election Committee shall mail or email, as applicable, the Election Ballots to each qualified member, in good standing. Members may vote by mail, email or on the website, unless there is a technical problem. BITSAA-SVC shall not be responsible for untimely ballots or non-receipt of any ballots due to any technical or server problems. All ballots received by 5:00p.m. PST on Election Day shall be considered timely and valid votes.
8. On Election Day, the Election Committee may open the floor for nominations for any available position without any nominee.
9. All ballots shall be received by 5:00p.m. PST on Election Day shall be considered timely and valid votes. The Election Committee shall not consider any ballots received after 5:00p.m. PST on Election Day in the final count. Election Committee shall have a procedure to verify each member's qualification prior to providing the election ballot to avoid duplicative and erroneous election ballots.
10. The Election Committee shall count all the ballots received in person, via mail, e-mail, on the BITSAA-SVC website, or by any other means as provided by the Election Committee. The Chairperson of the Election Committee shall announce the voting results at the end of the general membership meeting or as early thereafter, not later than 72 hours after the meeting.
11. The Election Committee shall remain active for another thirty (30) days after the Election Day to resolve and respond to any questions, issues or disputes. The Election Committee shall maintain detailed records of the Election Process, each completed Election Ballot, and any tally sheets and shall present them for review upon request by the current President or the Chairperson of the BOD in case of a dispute or any allegations of wrongdoing.

#### **SECTION E. RECORD DATE FOR ELIGIBLE VOTERS**

Thirty (30) days prior to the Election Date shall be known as the Record Date for determining BITSAA-SVC qualified member, hereinafter referred to as Eligible Voters.

#### **SECTION F. VOTING**

Each qualified BITSAA-SVC member as of the Record Date shall be eligible to vote for available BOD positions and shall make one vote per position up for election. Those nominees receiving the greatest number of votes shall be elected to the available positions.

For any tie vote the Chairperson of the BOD shall settle the tie.

#### **SECTION G. RECOUNT**

Any nominee may request a recount of the ballots within five (5) days of the announcement of the election results. A nominee may make only one request.

## **SECTION H. REMOVAL**

An Election Committee member may be removed from office upon a finding of wrongdoing, of coercion, of fixing the election process, or of any other act in derogation of the BITSAA-SVC principles, ethics and mission. Removal shall be determined upon majority approval of the BOD.

A nominee may be disqualified or removed as a candidate from the Election if he or she or anyone working for him or her in the election violates the Election Process, does not comply with the Election guidelines, rules and regulations as provided by the Election Committee, acts in derogation of the BITSAA-SVC principles, ethics, and mission, uses coercive election tactics, or attempts to purchase election votes from other members.

## **SECTION I: ELECTIONS EXCEPTION**

In case there are not enough nominees to match the available BOD positions up for election, the election process should execute with available number of nominees. The remaining position can be fulfilled by appointing qualified BITSAA-SVC members by then elected BOD.

## **SECTION J. FY2004 ELECTION PROCESS**

The BOD shall authorize by resolution an abridged election process for FY2004, which hereinafter shall be referred to as the FY2004 Election Process. The abridged FY2004 Election Process shall be provided to the FY2004 Election Committee and in conjunction with the provisions herein and in the best interests of the BITSAA-SVC, the Election Committee shall conduct the Elections for FY2004. The FY2004 Election Process shall be maintained in the BOD and Bylaw records for future reference.

## **ARTICLE 10**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **SECTION A. EXECUTION OF INSTRUMENTS**

As provided in these Bylaws, only the elected directors and officers of the BITSAA-SVC shall be authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of the BITSAA-SVC, and such authority may be general or specific.

The BOD, except as otherwise provided in these Bylaws, may upon majority resolution authorize any other member, employee or agent of the BITSAA-SVC to enter into any contract or execute and deliver any instrument in the name of and on behalf of the BITSAA-SVC, and such authority may be general or confined to specific instances. Unless so authorized, no member, agent, or employee shall have any power or authority to bind the BITSAA-SVC by any contract or

engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION B. CONTRACTS, NOTES, AND CHECKS**

All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or any person or persons on whom such power may be conferred by the Board, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by a person or persons on whom such power may be conferred by the Board. However, any check in the amount of Five Hundred Dollars (\$500) or more shall require the signatures of two (2) authorized persons. BOD will take full responsibility for execution of policy and procedures by Finance committee.

### **SECTION C. DEPOSITS**

All funds of the BITSAA-SVC shall be deposited to the credit of the BITSAA-SVC in such banks, trust companies, or other depositories as the BOD may select.

### **SECTION D. GIFTS**

Any director or officer may accept a contribution, gift, or bequest on behalf of the BITSAA-SVC. Upon receipt, he or she must promptly relinquish the same to the President.

## **ARTICLE 11** **GRANTS ADMINISTRATION**

### **SECTION A. PURPOSE OF GRANTS**

This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

### **SECTION B. EXCLUSIVE POWER IN BOARD OF DIRECTORS**

Board of Directors shall have exclusive control over grants, contributions, and other financial assistance given by this corporation. The Board shall review all requests for funds and shall require that such requests specify the use to which the funds will be put. If the Board approves a request for funds, the Board shall authorize payment of such funds to the approved grantee.

### **SECTION C. REFUSAL; WITHDRAWAL**

The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation.

### **SECTION E. RESTRICTIONS ON CONTRIBUTIONS**

This corporation shall retain complete control and discretion over the use of all contributions it receives. Contributions received by the corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation shall refuse to accept contributions earmarked exclusively for allocation to one or more foreign organizations or individuals. However, it is

anticipated that contributions to this corporation will be for the ultimate benefit of BITS PILANI, other BITS Pilani affiliations, BITSAA, and/or BITSAA-SVC.

## **ARTICLE 12**

### **INDEMNIFICATION/ INSURANCE**

#### **SECTION A. RIGHT OF INDEMNITY**

To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, “agent” shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; “proceeding” shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and “expenses” shall have the same meaning as in Section 5238(a), including reasonable attorneys’ fees.

#### **SECTION B. APPROVAL OF INDEMNITY**

On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification.

#### **SECTION C. INSURANCE**

The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, and such insurance may provide for coverage against liabilities beyond this corporation’s power to indemnify the agent under law.

#### **SECTION D. PERSONAL LIABILITIES**

All of the members of the BITSAA-SVC shall be immune from civil liability in accordance with the California Corporations Code, Section 9246.

## **ARTICLE 13**

### **CORPORATE RECORDS, REPORTS AND SEAL**

#### **SECTION A. CORPORATE RECORDS**

All corporate records shall be kept at the principal place of business in the State of California, including, but not limited to, the following:

1. Minutes of all meetings of members, directors, committees, and BOD, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. All financial records, bank statements and BITSAA-SVC books, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
3. Membership lists and records indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; and

A copy of the BITSAA-SVC's Articles of Incorporation and Bylaws as amended to date shall be open to inspection by members at all reasonable times during normal office hours.

## **SECTION B. CORPORATE SEAL**

The BOD may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the BITSAA-SVC. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **ARTICLE 14** **INSPECTION RIGHTS**

Every officer and director shall have the right at any reasonable time to inspect the books, records and documents of every kind and to inspect the physical properties of the BITSAA-SVC.

Every member in good standing shall have the right to inspect at any reasonable time the books, records, or minutes of proceedings of the general membership, BOD or committees of the BOD, upon written request, for a purpose reasonably related to such person's interest as a member, with the exception of any information not disclosable under the law due to privacy rights.

## **ARTICLE 15** **FISCAL POLICY**

### **SECTION A. FISCAL YEAR**

BITSAA-SVC's fiscal year shall be the same as the calendar year, from January 1 to December 31, inclusive.

## **SECTION B. FINANCIAL PLANNING**

The BOD shall be responsible for approving the annual budget, monitoring actuals against projected on a quarterly basis and making adjustments to the budget as or if required.

Finance Committee will prepare annual budget within 30 days of the election of the BOD and/or selection of Finance Committee and present it to the BOD for approval. The BOD shall review the BITSAA-SVC financials (e.g. bank balance, budget, expenses, outstanding dues, tax filings, etc.) on a regular basis, to ensure that appropriate fiscal responsibility is being met by BITSAA-SVC, and to set appropriate fiscal guidelines as needed.

## **SECTION C. ANNUAL FINANCIAL STATEMENTS AND REPORTS TO DIRECTORS**

Within 120 days after the end of this corporation's fiscal year, the President shall furnish a written report to all directors of this corporation containing the following information:

- (a) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year,
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and
- (e) any transaction during the previous fiscal year involving \$5,000.00 or more between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or its parent or subsidiaries, if any, and the amount and circumstances of any indemnifications or advances aggregating more than \$5,000.00 paid during the fiscal year to any director or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

## **SECTION D. DISBURSEMENTS**

Disbursements shall be made only in accordance with specific authorization and consistent with the general budget approved annually by the BOD.

## **ARTICLE 16** **AMENDMENT OF BYLAWS**

## **SECTION A. AMENDMENT**

Subject to any provision of law applicable to the amendment of Bylaws under the California Nonprofit Corporations Code, BITSAA-SVC Bylaws or any portion of it may be altered, amended, or repealed and/ or new Bylaws adopted as follows:

1. Subject to the power of members, if any, to change or repeal these Bylaws under Section 9150 of the Corporations Code, by approval of the BOD unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this BITSAA-SVC has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the BITSAA-SVC, the maximum or minimum number of directors, or changing from a fixed to variable BOD or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (2) of this Section A; OR
2. Proposed amendments to these Bylaws shall be submitted in writing to the directors at least one day in advance of the Board meeting at which they will be considered for adoption. Except as otherwise provided in this Section, the vote of two-thirds of the directors then in office or the unanimous written consent of the directors shall be required to adopt a Bylaw amendment.

## **SECTION B. PROCEDURE**

The BOD shall initiate the amendment of the Bylaws. The BOD shall establish a three (3) to five (5) member Bylaws Sub-Committee, which shall review, prepare and make recommendations as to the amendments. The Bylaws Sub-Committee shall be temporary in nature and shall terminate upon completion of the amendment process and shall include the General Counsel of the BITSAA-SVC. The Bylaws Sub-Committee shall present its recommendations to the BOD, who shall have an opportunity to review the changes, ask questions, and approve the amendments. Upon approval, the Bylaws Sub-Committee shall present the amendments to the General Membership Body through a town hall meeting and then at a General Membership Body meeting, properly noticed, at which time, the General Membership Body shall vote on the amendments. Upon approval as provided upon in this Article, Section A, the amendments to the Bylaws shall take effect.

### **ARTICLE 17** **AMENDMENT OF ARTICLES**

Amendment of the Articles of Incorporation may be adopted by the approval of the BOD and by the approval of the members of this BITSAA-SVC in accordance with the California Code for Non-Profit Corporations.

### **ARTICLE 18** **IRC 501(c)(3) TAX EXEMPTION PROVISIONS**

## **SECTION A. LIMITATION ON ACTIVITIES**

No substantial part of the activities of this corporation shall be for any other purpose other than that stated in Article 3, Section A. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or by a corporation whose contributions are deductible under section 170(c)(2) of the Internal Revenue Code.

**SECTION B. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors, benefactors, officers, or other private persons, with the exception that the corporation shall be authorized and empowered to pay reasonable compensation for hired or contracted services and make payments and distributions in furtherance of the purpose of the BITSAA-SVC.

**ARTICLE 19**  
**DISSOLUTION/ DISTRIBUTION OF ASSETS**

The BITSAA-SVC may be dissolved by 2/3rd vote of the complete General Membership Body. Upon dissolution or winding up of the Corporation, an accounting shall be commenced of the BITSAA-SVC assets and by majority vote of a quorum of the General Membership Body, all BITSAA-SVC assets shall be donated or distributed to another existing BITS Pilani and/or BITSAA non-profit organization. If none such entity is in existence at the time, all assets shall be donated or distributed to another non-profit organization selected by the majority of the BOD and voted by the majority of the General Membership Body.

**ARTICLE 20**  
**APPLICATION OF LAW**

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

**ARTICLE 21**  
**ADOPTION OF THE SECOND AMENDED BYLAWS**

We, the undersigned, are the Board of Directors of the BITSAA-SVC and, pursuant to the authority granted to the directors under the original and amended Bylaws to take action by 2/3rds vote of the BOD, consent to, and hereby do, adopt the foregoing Second Amendment to the Bylaws of the BITSAA-SVC, consisting of \_\_\_\_\_ pages.

Dated: \_\_\_\_\_

\_\_\_\_\_  
, Director

\_\_\_\_\_  
, Director

\_\_\_\_\_, Director

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\_\_\_\_\_, Director

\_\_\_\_\_, Director

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the BITSAA-SVC named in the title thereto and that such Bylaws were duly adopted by the BOD of said BITSAA-SVC on the date set forth below.

Dated: \_\_\_\_\_

\_\_\_\_\_

, Secretary