

BYLAWS
OF
Cape Fear Cultural Association of India, Inc.
(A North Carolina Nonprofit Corporation)

BYLAWS
OF
CAPE FEAR CULTURAL ASSOCIATION OF INDIA, INC.

SECTION 1.
OFFICES

SECTION 1.1 Principal Office

The principal office of the corporation shall be at 1547 Grandiflora Drive, Brunswick County, Leland, North Carolina 28451, or such other place as may be designated by the Board of Directors (the “Board”).

SECTION 1.2 Registered Office

The registered office of the corporation shall be at 1547 Grandiflora Drive, Brunswick County, Leland, North Carolina 28451, or such other place as may be designated by the Board.

SECTION 1.3 Other Offices

The corporation may have offices at such other places as the Board may from time to time determine.

SECTION 2.
Members and Membership

SECTION 2.1 Qualification, Rights and Obligations

Membership shall be open to all individuals who (i) are (A) of Indian origin, (B) married to an individual of Indian origin, or (C) are from the Indian subcontinent or are otherwise interested in Indian culture and are approved by the Board, and (ii) have paid annual membership dues as established by the Board from time to time.

Membership entitles a member to be eligible to serve on the Board (subject to Section 4.2), to vote for election of directors (subject to Section 3.10), to attend all meetings of the membership, to review the minutes of all meetings of members or the Board (to be made available at the corporation’s principal office upon request), and to review the corporation’s financial statements (to be made available at the corporation’s principal office upon request).

There shall be three classes of membership: (i) single; (ii) family; and (iii) student. The annual membership dues for each class of membership may be different, as determined by the Board in its discretion. Under a family membership, all individuals part of the immediate family holding such membership shall have access to events and activities organized by the corporation

(and any similar benefits of membership). In all other respects, the designations, qualifications, rights and obligations of each class of membership shall be the same.

SECTION 2.2 Transfer; Resignation.

Membership is not transferable. A member may resign from membership in the corporation at any time by giving notice of such member's resignation in writing addressed to the President or the Secretary, or by presenting such member's written resignation in person at an annual or special meeting of members. The resignation of a member does not relieve the member from any obligations incurred or commitments made to the corporation prior to resignation.

SECTION 2.3 Suspension or Termination of Membership.

Membership may be terminated or suspended by the Board in its discretion for a member's nonpayment of membership dues or for a member's conduct contravening the purposes, interests or reputation of the corporation; provided, however, that any such termination or suspension must be fair and reasonable and be carried out in good faith.

SECTION 3. Meetings of Members

SECTION 3.1 Place of Meetings

All meetings of members will be held at the principal office of the corporation, or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of meeting to be provided in accordance with Section 3.5.

SECTION 3.2 Annual Meetings

The annual meeting of the members will be held at such time and on such date (other than a legal holiday) fixed by the Board from time to time for the purpose of electing directors of the corporation and for the transaction of such other business as may be properly brought before the meeting. At such annual meeting, the President will make a detailed report of the business and affairs of the corporation for the preceding year.

SECTION 3.3 Substitute Annual Meeting

If the annual meeting is not held on the day designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 3.4. A meeting so called will be designated and regarded for all purposes as the annual meeting.

SECTION 3.4 Special Meetings

Special meetings of the members may be called at any time by the Board, the President, a Vice-President, the Secretary, or by the written request signed by not less than one-third of the members entitled to vote at such meeting.

SECTION 3.5 Notice of Meetings

Written notice stating the time and place of all meetings must be delivered not less than 10 nor more than 60 days before the date of the meeting, either personally or by mail, to each member of record entitled to vote at such meeting. If mailed, such notice will be deemed delivered when deposited in the United States mail, with postage prepaid, addressed to the member at the member's address as it appears on the record of members of the corporation. In the case of a special meeting, the notice of meeting will specifically state the purpose(s) for which the meeting is called. In the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted at such meeting unless it is a matter, other than election of directors, on which the vote of members is expressly required by the provisions of the North Carolina Nonprofit Corporation Act.

SECTION 3.6 Specific Proposals

If not less than seven days prior to the date of any meeting of members, a member mails to the other members entitled to vote at that meeting a written notice of such member's intention to bring before the meeting any specific proposal (or if not less than three days prior to such date such member delivers such notice personally), that proposal will be considered and acted upon at the meeting. The officer or agent of the corporation having charge of the record of members will upon request make the record immediately available to a member seeking to act pursuant to the foregoing provision.

SECTION 3.7 Action Without Meeting

Any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the persons entitled to vote upon such action at a meeting and filed with the Secretary as part of the corporate records.

SECTION 3.8 Voting List

The record of members maintained as provided herein constitutes the voting list of the corporation. The members are to be listed alphabetically or in an appended alphabetical index. The list shall identify any suspended members. Such record of members will be available at the registered office of the corporation beginning two business days after notice of meeting is given and is subject to inspection upon written demand by any member or his duly appointed agent at any time during usual business hours. It will also be produced and kept open at the time and place of any members' meeting and will be subject to the inspection of any member during the entire meeting.

SECTION 3.9 Quorum

A majority of the members entitled to vote on a matter, represented in person or by proxy, will constitute a quorum as to that matter at any meeting of members. The members at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. In the absence of a quorum at the opening of any meeting, the meeting may be adjourned from time to time by

the vote of a majority of the members entitled to vote on a matter on the motion to adjourn, but no other business may be transacted until and unless a quorum is present.

SECTION 3.10 Voting

Each member (whether single, family or student) shall be entitled to one vote on each matter submitted to a vote at a meeting of members. For the avoidance of doubt, a family membership shall be entitled to only one vote as a member on each matter submitted to a vote at a meeting of members, regardless of the number of individuals comprising such family.

Notwithstanding any contrary provision contained in these Bylaws, a member whose membership has been terminated shall not be entitled to vote on any matter submitted to a vote at a meeting of members from and after the effective date of said termination and a member whose membership has been suspended shall not be entitled to vote on any matter submitted to a vote at a meeting of members during the period of such suspension.

SECTION 3.11 Proxies

Members may vote in person or by an agent authorized by a written proxy executed by the member or by the member's duly authorized attorney-in-fact. A facsimile, electronic mail message or other form of message appearing to have been transmitted by a member, or a photostatic or equivalent reproduction of a written proxy will be deemed a written proxy. No proxy will be valid after 11 months from the date of its execution unless a longer period is specified in the proxy. A proxy duly executed will continue in full force and effect subject to the prescribed time limitations until a written revocation or a duly executed proxy bearing a later date is filed with the Secretary of the corporation. No proxy may be voted if the person who executed it is present at the meeting and elects to vote in person, except in the case of a valid proxy which is irrevocable by law or by its own terms. Unless the proxy otherwise provides, any proxy holder may appoint a substitute in writing.

SECTION 3.12 Votes Required

Except in the election of directors (see Section 4.3), if a quorum is present, action on a matter by the members is approved if the votes cast by members entitled to vote favoring the action exceed the votes cast by members opposing the action, unless the vote of a greater number is required by law or by the articles of incorporation or these Bylaws. Voting on all matters other than the election of directors (see Section 4.3) will be by voice vote or by a show of hands unless the chairman rules otherwise or unless of at least 10% of the members present (in person or by proxy) that are entitled to vote on a matter (prior to the voting on such matter) demand a vote by ballot on that particular matter.

SECTION 3.13 Fixing Record Date

The record dates for the determination of members entitled to notice of or to vote at any meeting of members or any adjournment of a meeting of members, or in order to make a determination of members for any other proper purpose, are fixed as follows: (i) in the case of a meeting of members, 10 days immediately preceding the date on which the meeting is to be held, unless the Board fixes another record date not less than 10 nor more than 60 days preceding the

meeting; (ii) with respect to all other actions requiring such determination, three days immediately preceding the date on which the particular action is to be taken.

SECTION 4. BOARD OF DIRECTORS

SECTION 4.1 General Powers

The business and affairs of the corporation shall be managed by its Board.

SECTION 4.2 Number, Term, and Qualifications

The Board shall be constituted of five directors. The directors shall be divided into three classes, one of which shall consist of one director and each of the others of which shall consist of two directors, to serve in the first instance for terms of one, two, and three years, respectively, and until their successors shall be elected and shall qualify, and thereafter the successors in each class shall be elected to serve for terms of three years and until their successors shall be elected and shall qualify.

Any member who is at least 18 years old and who has been a member in good standing for at least two consecutive years is eligible to serve as a director. Directors need not be residents of the State of North Carolina. A director shall be eligible for re-election and there is no limitation on the number of terms which an individual may serve as a director, successively or otherwise.

SECTION 4.3 Election of Directors

Except as provided in Section 4.5, the directors shall be elected at the annual meeting of the members. The election of directors shall take place through a vote by ballot or online voting. Those persons who receive the highest number of votes cast by persons present and voting shall be elected, and a majority vote shall not be necessary for election of a director.

SECTION 4.4 Removal for Cause

Any director may be removed from office, with or without cause, by the affirmative vote of a majority of members entitled to vote at an election of directors. Any director may be removed from office, for cause, at any meeting of the Board by an affirmative vote of two-thirds of the directors then holding office.

SECTION 4.5 Vacancies

Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. In the event of the death, resignation, retirement, removal, or disqualification of a Director during his elected term of office, his successor shall be elected by the Directors to serve only until the expiration of the term of his predecessor.

SECTION 5. MEETINGS OF DIRECTORS

SECTION 5.1 Regular Meetings

A regular meeting of the Board shall be held [**monthly**][**at least once each calendar quarter**] at such place, date and hour as shall be determined from time to time by the Board by resolution, or in the absence thereof, as called by the President or any two directors. The annual meeting of the Board shall be held immediately following the annual meeting of members. If the annual meeting shall not be held during the month designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 5.2. A meeting so called shall be designated and treated for all purposes as the annual meeting.

SECTION 5.2 Special Meetings

Special meetings of the Board may be called by or at the request of the President or any three directors. Such a meeting may be held either within or without the State of North Carolina, as fixed by the person or persons calling the meeting.

SECTION 5.3 Notice of Meetings

At least five days before each regular and special meeting, written notice of the meeting shall be delivered personally, sent by mail to each director at his address as shown in the records of the corporation, or sent by electronic mail to each director at his electronic mail address as shown in the records of the corporation. If personally delivered, such notice will be deemed to be given when personally delivered. If mailed, such notice will be deemed to be delivered two business days following the date when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If sent by electronic mail, such notice will be deemed to be given when sent. Such notice shall specify the time, place and agenda of the meeting.

SECTION 5.4 Waiver of Notice

Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 5.5 Quorum

A majority of the number of directors fixed in accordance with these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 5.6 Manner of Acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 5.7 Informal Action by Directors

Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

SECTION 5.8 Meeting by Telephone

Any one or more directors may participate in a meeting of the Board by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other and such participation in the meeting shall be deemed presence in person at such meeting.

SECTION 5.9 Attendance at Meetings

Following two consecutive absences by a director, the President shall call that director to determine his intention of attending future meetings or resigning. After three consecutive absences, the director shall be sent a letter advising him that he may be removed from the Board in the event of a fourth consecutive absence.

SECTION 5.10 Procedure at Meeting

The President shall preside at all meetings of the Board. In the absence of the President, the Vice-President shall preside. In the absence of both the President and the Vice-President, the Secretary shall preside. In the absence of the President, Vice-President, and the Secretary, the Treasurer shall preside. The Board may elect a Chairperson from their number to preside at the meeting if the President, Vice-President, Secretary, and Treasurer are not in attendance. The presiding officer shall vote only to accomplish a decision on motions that have resulted in a tie vote.

SECTION 6. COMMITTEES

SECTION 6.1 Standing Committees

The Board may, from time to time, appoint one or more committees of the Board with such responsibilities, duties and functions, as may be prescribed by the Board. The Chairperson of each committee must be a member of the Board selected and approved by the Board, at least two members of any committee must also be members of the Board, and any committee members who are not also Board members must be approved in advance by the Board.

SECTION 6.2 Committee Meetings

Meetings of committees may be called by the Chairperson of the committee, or by the President, by giving written or oral notice of the meeting at least three days before the meeting specifying the time, place and agenda of the meeting. Any member of the committee may waive notice of any meeting. Attendance by a member of the committee at a meeting shall constitute a waiver of notice of the meeting, except where the member attends a meeting for the express

purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the committee. Action taken by the required majority of the voting members without a meeting is nevertheless committee action if written consent to the action in question is signed by all of the voting members of the committee and filed with the minutes of the proceedings of the committee, whether done before or after the action so taken. Any one or more members may participate in a meeting of the committee by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting. The Chairperson of the committee shall appoint a Secretary to take minutes of the proceedings of the committee.

SECTION 7. OFFICERS

SECTION 7.1 Officers of the Corporation

The officers of the corporation shall consist of a President, Vice-President, Secretary, Treasurer, and such Vice-Presidents, Assistant Secretaries, Assistant Treasurers, and other officers as the Board may from time to time elect (including but not limited to an Executive Director). The duties of the officers shall be those prescribed by these bylaws and any additional duties as from time to time prescribed by the Board.

SECTION 7.2 Election and Term

The officers of the corporation shall be elected by the Board at the annual meeting and each officer shall hold office for one year or until his death, resignation, retirement, removal, or disqualification or until his successor shall have been elected and qualified. Any member who is at least 18 years old and who has been a member in good standing for at least two consecutive years is eligible to serve as an officer.

SECTION 7.3 Compensation of Officers

No officer other than an Executive Director, if one has been appointed, shall receive compensation for services as an officer other than reimbursement for any expenses incurred by the officer in the performance of his duties as authorized by the Board. Compensation of any Executive Director shall be fixed by the Board.

SECTION 7.4 Removal

Any officer elected by the Board may be removed by the Board whenever in its judgment the best interests of the corporation will be served by the removal; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 7.5 President

The President shall be the chief executive officer of the corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the corporation. He shall be an ex officio member of all committees, and he shall appoint chairpersons of all committees. He shall sign, with the Secretary, an Assistant Secretary, or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution of such instruments shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed and executed; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

SECTION 7.6 Vice-President

In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

SECTION 7.7 Secretary

The Secretary shall: (a) keep the minutes of the meetings of the Board and of any other committee of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) 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; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board.

SECTION 7.8 Treasurer

The Treasurer shall: (a) have oversight responsibility for all funds and securities of the corporation, the receipt and recording of contributions and monies due and payable to the corporation from any sources whatsoever, and the depositing of all such monies in the name of the corporation in such depositories as shall be selected in accordance with the provisions of Section 8.4 of these bylaws; (b) prepare, or cause to be prepared, a true statement of the corporation's assets and liabilities as of the close of each fiscal year, all in reasonable detail, which statement shall be made and filed at the corporation's registered office or principal place of business in the State of North Carolina; (c) prepare, or cause to be prepared, a proposed budget for the corporation's activities for the following fiscal year, all in reasonable detail, which statement shall be presented to the Board at its respective annual meetings; and (d) in general, perform all of the duties as from time to time may be assigned to him by the President or by the Board, or by these bylaws.

SECTION 7.9 Executive Director

The Executive Director shall be the chief administrative officer of the corporation and shall be responsible for providing advice and assistance to the Board, the President, the other

officers, and the committees and shall be responsible for administering the operations of the corporation. The Executive Director shall have such other powers and perform such other duties as may be provided by the Board through the President.

SECTION 8. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 8.1 Contracts

The Board may authorize any officer or officers, agent or agents, 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 8.2 Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to a specific instance.

SECTION 8.3 Checks and Drafts

All checks, drafts or other orders for the payment of money 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.

SECTION 8.4 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board may select.

SECTION 9. INDEMNIFICATION

SECTION 9.1 Expenses and Liabilities

To the fullest extent and upon the terms and conditions from time to time provided by law, the corporation shall indemnify any and all of its officers, directors, employees and agents, or any person who has served or is serving in such capacity at the request of the corporation in any other corporation, partnership, joint venture, trust or other enterprise, against liability and reasonable litigation expenses, including attorneys' fees incurred by him in connection with any action, suit or proceeding in which he is made or threatened to be made a party by reason of being or having been such director, officer, employee or agent (excluding, however, liability or litigation expenses which any of the foregoing may incur in relation to matters as to which he shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of his duty). Such directors, officers, employees and agents shall be entitled to recover from the corporation, and the corporation shall pay, all reasonable costs, expenses and attorneys' fees in connection with the

enforcement of rights of indemnification granted herein. Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon and as consideration for the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any right to which such person may be entitled apart from the provisions of this bylaw.

SECTION 9.2 Advance Payment of Expenses

Expenses incurred by a director, officer, employee or agent in defending a civil or criminal action, suit or proceeding as described in Section 9.1 shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall be ultimately determined that he is entitled to be indemnified by the corporation against such expenses.

SECTION 9.3 Insurance

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

SECTION 10. GENERAL PROVISIONS

SECTION 10.1 Seal

The corporate seal of the corporation shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL; and such seal, as impressed on the margin of this page, is adopted as the corporate seal of the corporation by the adoption of these bylaws.

SECTION 10.2 Waiver of Notice

Whenever any notice is required to be given to any director by law, by the Articles of Incorporation or by these bylaws, a waiver of the notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated in the notice, shall be equivalent to the giving of the notice.

SECTION 10.3 Fiscal Year

The fiscal year of the corporation shall be the period set by the Board from time to time.

SECTION 10.4 Amendments

Except as otherwise provided in these bylaws, these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of at least two-thirds of the directors then holding office at any regular or special meeting of the Board.

SECTION 10.5 Gender

In interpreting these bylaws, all masculine nouns or pronouns shall be deemed to refer equally to the feminine gender, and vice-versa.

**SECTION 11.
ADOPTION**

Adopted, this the ____ day of _____, 2009, by action of the initial Board of CAPE FEAR CULTURAL ASSOCIATION OF INDIA, INC.

_____, Secretary

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