

**BYLAWS OF
PITTSBURGH TAMIL SANGAM
A NONPROFIT ORGANIZATION**

Adopted

_____, 2012

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BYLAWS OF

_____Pittsburgh Tamil Sangam_____

A NONPROFIT ORGANIZATION

ARTICLE I

INTRODUCTORY

Section 1.1 Name. The name of the Corporation is PITTSBURGH TAMIL SANGAM ,

Section 1.2 Statement of Purposes. As provided in its Articles of Incorporation, the Corporation is organized exclusively for purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

Section 1.3 Offices. The principal and registered office of the Corporation shall be located at 110 Dupont Drive, McDonald, Pennsylvania 15057 or at such other place as the Board of Directors may designate from time to time.

Section 1.4 Fiscal Year. The fiscal year of the Corporation shall end on December 31st of each year, or on such other date as may be fixed by resolution of the Board of Directors.

ARTICLE II

MEMBERS

Section 2.1 Eligibility. Membership in the Corporation is open to persons 18 years or older and who shares the same vision and mission of the Corporation.

Section 2.2 Rights. The members of the Corporation shall have such rights as are set forth in the Pennsylvania Nonprofit Corporation Law of 1988, as amended, as it may be amended from time to time ("NPCL"). Each member of record shall be entitled to one vote on each matter before the membership.

Section 2.3 Annual Meeting. The annual meeting of the members shall be held in the month of March/April with a month's notice.

Section 2.4 Special Meetings. Special meetings of the members shall be called by the Secretary upon the instruction of the President or the Board of Directors, as long as a written request is signed and submitted by 25 members of goodstanding.

Section 2.5 Quorum. The presence of 10% members of record shall constitute a quorum.

Section 2.6 Notice. Notification of the date, time and place of each meeting of the members shall be given to all members of record at least five (5) days prior to the date of the meeting. In the case of a special meeting, the notice shall also specify the purpose of the meeting.

Section 2.7 Membership Termination. Membership will terminate in this Corporation on any of the following events, and for no other reason:

- (1) Receipt by the Board of Directors of the written resignation of a member, executed by such member or his or her duly authorized attorney-in-fact.
- (2) The death of a member.
- (3) If a member no longer meets the eligibility requirements of Section 2.1 hereof.
- (4) For cause, inconsistent with membership, as determined by a majority of the Board of Directors voting at an annual or special meeting of the Board.
- (5) Failure to pay dues.

However, a member terminating membership status for reasons other than (2) above may be completely and automatically reinstated if correcting the cause of termination before formal adoption by the Board of Directors of a resolution acknowledging or calling for such termination. A terminated member can be readmitted as a member upon the affirmative vote of a majority of the Board of Directors on receipt of written request from the member with correcting cause mentioned.

Section 2.8 Conflict of Interest. The Board of Directors shall adopt a conflict of interest policy which shall require each Member to disclose any actual or potential conflict between the Member's personal interests and his or her duty to the Corporation. Any Member deemed by the Board pursuant to its conflict of interest policy to be disqualified because of an actual or apparent conflict of interest on any matter shall not vote or use his or her personal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the effect on the quorum.

Section 2.9 Membership Validity Period: Annual membership paid are valid for the fiscal year(Jan – Dec). Life membership entitles validity of a member period as lifetime subscription.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Authority. Subject to the rights of the members and any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation of the Corporation, the affairs of the Corporation shall be under the general direction of a Board of Directors which shall administer, manage, preserve and protect the property of the Corporation.

Section 3.2 Qualification. Any member in good standing of the Corporation is eligible to contest in a election to become a Director of this Corporation provided the following conditions are satisfied: A member should have volunteered for a minimum 2 of the events of the corporation. A member should have been a member of the corporation for a minimum of 1 fiscal year.

Section 3.3 Number and Term. The Board of Directors shall consist of a minimum of 9 voting directors and a maximum of 15 voting directors, the actual number to be determined from time to time by a resolution of the Board of Directors. There shall also be such ex-officio, nonvoting Directors as may be designated from time to time by the Board of Directors. With the exception of the ex-officio nonvoting Directors whose terms shall be specified in the resolution appointing them, each Director shall serve for a term of three years or until his or her successor is duly elected and takes office.

Section 3.4 Vacancies. Vacancies occurring on the Board by death, resignation, refusal to serve or otherwise shall be filled by the Directors entitled to vote and each Director so appointed shall serve until his or her successor is duly elected and qualified and takes office. A new Director appointed or elected to fill the vacancy will serve for the unexpired term of the predecessor in office and he/she can contest in the upcoming election.

Section 3.5 Compensation. No compensation shall be paid to any Director for services as a Director but, at the discretion of the Board, a Director may be reimbursed for travel and actual expenses necessarily incurred by him or her in attending meetings and performing other duties on behalf of the Corporation.

Section 3.6 Meetings. The Board shall meet at a minimum of 4 meetings in a calendar year with 5 days notice.

Special meetings shall be called by the board constituting a quorum of the Directors then in office and entitled to vote. Meetings of the Board shall be open to all founding members of the Corporation without voting rights. The member shall speak at the recognition of the President.

Section 3.7 Quorum. At all meetings of the Board of Directors, the presence of 2 out of 3 primary officers or their appointed director delegate by the primary officer is a must. At all meetings of the Board of Directors, the presence of one-half (1/2) of the Directors in office and

entitled to vote shall constitute a quorum. In addition to those Directors who are actually present at a meeting, Directors shall be deemed as present at such meeting if a telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time is used. The act of a majority of the Directors entitled to vote at a meeting at which a quorum is present shall be the act of the Board. A majority of the Directors present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment.

Section 3.8 Voting. Each Director entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Board of Directors. In general President shall not cast a vote. In case of a tie, President shall cast a vote as a deciding vote.

Section 3.9 Notice of Special Meeting. Any acceptable mode of communication sent by any elected board of directors regarding notice of the date, time and place of each special meeting of the Board of Directors shall be sent to all Directors at least two(2) day in advance of the date thereof. Such notice shall set forth the date, time and place of the meeting and shall state the general nature of the business to be transacted. Such notice shall be sent at the direction of any of the elected board of directors and shall be notified to each Director. Notice of an adjourned meeting shall be deemed to have been announced at the time of adjournment.

Section 3.10 Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted.

Section 3.11 Conflict of Interest. The Corporation shall not be precluded from conducting business with any partnership, firm or company with which one or more Directors is associated, provided any business relationship is established and maintained on an arm's length basis and the subsequent provisions of this Section 3.11 are met. The Board of Directors shall adopt a conflict of interest policy which shall require each Director to disclose any actual or potential conflict between the Director's personal interests and his or her duty to the Corporation. Any Director deemed by the Board pursuant to its conflict of interest policy to be disqualified because of an actual or apparent conflict of interest on any matter shall not vote or use his or her personal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the effect on the quorum.

Section 3.12 Standard of Care and Fiduciary Duty. Each Director shall stand in a fiduciary relation to this Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which s/he may serve, in good faith, in a manner s/he reasonably believes to be in the best interests of this Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of this Corporation. In performing his or her duties, each

Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) one or more officers or employees of this Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons; and
- (c) a committee of the Board of this Corporation upon which he does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 3.13 Factors Which May Be Considered by Directors. In discharging the duties of their respective positions, the Board, committees of the Board and individual Directors may, in considering the best interests of this Corporation, consider the effects of any action upon employees, beneficiaries and others having dealings with this Corporation and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 3.12 hereof.

Section 3.14 Rules and Regulations. The Board of Directors may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by majority vote of the Directors present and entitled to vote at a meeting of the Directors where a quorum is present.

Section 3.15 Removal. A Director may be removed from the Board for cause by vote of a majority of the members at a meeting at which a quorum is present or by a two-thirds (2/3) vote of the Directors entitled to vote, provided that the Director is given the specific reason for removal. Cause shall mean any action or inaction which, in the sole discretion of the Board or members, as the case may be, materially and adversely affects or may affect the Corporation or its reputation.

ARTICLE IV

OFFICERS

Section 4.1 Enumeration. The officers of the Corporation shall consist of a **President**, Secretary and Treasurer and such other officers and assistant officers as the Board of Directors may, from time to time, designate.

Section 4.2 Election and Term of Office. Each of the officers of the Corporation will be elected and appointed annually by the Board of Directors. Each officer will remain in office and shall serve at the pleasure of the Board of Directors, until his or her successor is duly elected and takes office. Term of each director is 3 years. Every year 3 new members will be elected. The primary officers position shall be filled with any of the remaining directors.

Section 4.3 Vacancies. Any vacancy shall be filled by the Directors entitled to vote. The President may, however, fill vacancies in the office of Secretary, Treasurer, or any other office designated by the Board for the period ending upon the date when such vacancy is filled by the Board.

Section 4.4 The President. The President shall serve as the chief executive officer of the Corporation and as such shall be responsible for and have supervision over the management and operation of the Corporation, subject to the control of the Board of Directors. The President shall also preside at all meetings of the Board of Directors and Executive Committee. The President shall see that the affairs of the Corporation are conducted in accordance with the Articles of Incorporation and Bylaws of the Corporation and pursuant to the directions of the Board. The President shall be an ex-officio member of all committees. The President is responsible for public relations of the Corporation.

Section 4.5 Secretary. The Secretary shall make or cause to be made minutes of all meetings of the Board of Directors and members. The Secretary is responsible for day to day operations of the corporation. The Secretary shall be responsible for the timely mailing or delivery of all notices of meetings of the Board of Directors and members, and, generally, will perform all duties incident to the office of secretary of a corporation and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Section 4.6 Treasurer. The Treasurer shall supervise the financial activities of the Corporation. Specifically, he or she shall see that: (1) full and accurate accounts of receipts and disbursements are kept, (2) a system is in place such that all monies and other valuable effects are deposited in the name and to the credit of the Corporation in such depositories as shall be designated by the Board, (3) the Directors at the regular meetings of the Board or whenever they may require it, receive an account of the financial condition of the Corporation and (4) an annual audit of the Corporation books and records is performed by an auditor selected by the Board. In performing these functions, the Treasurer may rely on an independent contractor hired by the Board or on employees of the Corporation or any affiliated corporation who possess

special financial training and skills and whose employment responsibilities include management of the Corporation's financial affairs. In the absence or disability of the Treasurer, the Assistant Treasurer, if any, shall perform all the duties of the Treasurer and when so acting shall have all of the powers of and be subject to all of the restrictions upon the Treasurer.

Section 4.7 Other Officers. Each other officer shall have such responsibilities and perform such duties as may be prescribed by the Board from time to time. Each assistant officer shall carry out the responsibilities and duties of the officer which s/he assists in the event such officer is unable to perform such responsibilities or duties, except that no assistant officer shall become a Director solely by virtue of being an assistant officer.

Section 4.8 Bonds. The Board may, in its discretion, require the Treasurer and any other officer to give bond in such amount and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

ARTICLE V

COMMITTEES

Section 5.1 Committees. There shall be standing and ad hoc committees as the Board may deem advisable in the administration and conduct of the affairs of the Corporation. Such committees of the Board shall meet as necessary to accomplish their goals. The Board is authorized in its discretion to approve reimbursement for travel and actual expenses necessarily incurred by members of committees in attending committee meetings and in performing other official duties as such. Any committee formed will be lead by a board of director. Each committee may adopt its own rules of procedure not inconsistent with these Bylaws.

Section 5.2 Limitation on Power of Committees. No such committee shall have any power or authority as to the following:

- (1) Amendment or repeal of any resolution of the Board;
- (2) Action on matters committed by the Bylaws or a resolution of the Board to another Committee of the Board.
- (3) Any action requiring approval of members under the NPCL;
- (4) Filling of vacancies in the Board;
- (5) Adoption, amendment, or repeal of Bylaws.

ARTICLE VI

PERSONAL LIABILITY OF DIRECTORS

Section 6.1 Directors' Personal Liability. To the extent permitted by law, a Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action.

Section 6.2 Preservation of Rights. Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VII

INDEMNIFICATION

Section 7.1 Mandatory Indemnification of Directors and Officers. The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law, (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the NPCL) each Director or officer (including each former director or officer) of the Corporation who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an authorized representative of the Corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

Section 7.2 Mandatory Advancement of Expenses to Directors and Officers. The Corporation shall pay expenses (including attorneys' fees and disbursements) incurred by a Director or officer of the Corporation referred to in Section 7.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 7.1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Director or officer shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Director or officer to repay all amounts advanced if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.

Section 7.3 Permissive Indemnification and Advancement of Expenses. The Corporation may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an authorized representative of the Corporation, both as to action in his or her official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by him or her in conjunction with such action, suit or proceeding. The Corporation may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of his or her participation in an action, suit or proceeding referred to in this Section 7.3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.

Section 7.4 Scope of Indemnification. Indemnification under this Article shall not be made by the Corporation in any case where a court determines that the alleged act or failure to

act giving rise to the claim for indemnification (i.e. gross negligence or willful misconduct) is expressly prohibited by Chapter 57, Subchapter D of the NPCL or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 7.5 Miscellaneous. Each Director and officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. Any repeal or modification of this Article by the Board of Directors of the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

Section 7.6 Definition of Authorized Representative. For the purposes of this Article, the term, "authorized representative" shall mean a director, trustee, officer, employee or agent of the Corporation or of any corporation controlled by the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any corporation controlled by the Corporation, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Corporation.

ARTICLE VIII

RESTRICTIONS REGARDING THE OPERATIONS OF THE CORPORATION; ADMINISTRATION OF FUNDS

Section 8.1 No Private or Political Beneficiaries. In keeping with the statement of purpose of the Corporation as set forth in its Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the Corporation or of any recipient of its funds shall be to carry on propaganda or otherwise to attempt to influence legislation or to aid any political campaign on behalf of any candidate for public office.

Section 8.2 No Violation of Purposes. In no event and under no circumstances shall the Board of Directors make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

Section 8.3 Annual Report. The Treasurer shall submit annually to the Board of Directors a statement containing those details required to be included under the provisions of the NPCL, the Articles of Incorporation of this Corporation, as it may be amended from time to time or any successor statute governing Pennsylvania nonprofit corporations or these Bylaws.

Section 8.4 Books and Records. This Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors and Committees. The Corporation will keep at its registered office the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

Section 8.5 Tax Records. The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. Such documents shall be made available during regular business hours for inspection by any person requesting to see them.

ARTICLE IX

BYLAW AMENDMENTS

Section 9.1 Authority. Subject to the rights of the members set forth in the NPCL, these Bylaws may be altered, amended and/or repealed from time to time by the affirmative vote of a majority of the Directors entitled to vote.

Section 9.2 Notice. The Directors of the Corporation shall be given at least ten (10) days' prior written notice of any Board meeting at which proposed changes to the Bylaws of the Corporation are to be considered or acted upon. Such written notice shall identify the specific sections of the Bylaws which are under consideration and the proposed changes thereto.