

# **BYLAWS OF**

Gandhi Medical College Global Alliance, Inc  
(GMCGA)

## Introduction

Presented below are the bylaws currently in effect.

### Article 1.

#### Name and Offices

Name :The name for the corporation is Gandhi Medical College Global Alliance, Inc. (The Corporation), a non-profit corporation organized under the laws of the State of Delaware (the “General Corporation Law”).

1.2 Registered Office and Agent: The Corporation shall have and continuously maintain, in the State of Delaware, a registered office and a registered agent whose office shall be identical with the Corporation's registered office. The registered office of the Corporation in the Delaware is 160 Greentree Drive, Suite 101, Dover, County of Kent, Delaware, 19904.

#### 1.3 Business Office:

540 Morningside Drive  
Crown Point, IN, 46307  
Phone: (219) 613-3659

### Article 2 .

No Capital Stock

The Corporation shall have no capital stock or stock holders, and its business and affairs shall not be conducted for private pecuniary gain or profit , nor shall any of the Corporation's gain, profit or property inure to the incorporators thereof, nor to any Member ,Officer or Director.

Article 3 .  
Members

3.1 Membership categories: There shall be only two categories: Active and Honorary .

Active Members may vote hold office ,serve on committees and are required to pay dues. Active Members may be Life Time or Regular Members.

3.2 Active members shall be:

Physicians who graduated from Gandhi Medical College (GMC) or obtained Post Graduate degree from GMC

OR

Served on the faculty of GMC and/or Gandhi Hospital.

3.2.1 Life Time Active Member :

To be an active member for life time requires a contribution of \$1,000 or equivalent amount in a foreign currency. Those who have contributed less than \$1,000 can make up the balance to become a life member.

3.2.2 Regular members:

Those who pay an annual dues of \$100 regularly. To become eligible for voting and to hold office, a regular member should have paid dues for at least two years.

3.2.3 Honorary members :

Any one who contributes \$1,000 or more and does not meet the criteria of an active member will be considered honorary member. They can be physicians or non-physicians.

Honorary members do not have voting rights.

### 3.3 Statement of Non- Discrimination.

Membership in any category shall not be denied or abridged because of sex, color, race, religion, disability, ethnic origin, national origin, sexual orientation, age, or for any other reason unrelated to character and competence. In considering applicants for membership in the Corporation, information as to the character, competence, ethics, professional status or the professional activities of the applicant may be considered.

### 3.4 Dues :

Dues for members shall be determined by the Board of Directors of the Corporation. The Board of Directors shall have the right to impose dues by general and special assessment. The Board of Directors shall have the right to reduce or exempt members from payment of dues on the basis of illness or undue hardship, active military service, for other acceptable reasons. The Board of Directors shall establish a policy concerning members who are delinquent in dues.

### 3.5 Duration of Membership :

As long as members are current in their dues, they shall remain members until they die, resign by providing written notice of the resignation to the Secretary of the Corporation, or become incapacitated as determined by a court of competent jurisdiction.

### 3.6 Membership Meetings

3.6.1 Time: Meetings for election of officers and directors will be conducted at the annual meetings or the next meeting if an annual meeting is not conducted in any calendar year.

3.6.2 Place: Meetings of the members shall be held at such places, within or outside the State of Delaware as the Board of Directors of the Corporation may, from time to time, fix. Whenever the Board of Directors fail to fix such place, the meetings shall be held at the business office of the Corporation. Notwithstanding any other provision of this subsection, the Board of Directors may determine that any membership meeting shall not be held at any place, but may instead be held by means of remote communication. If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the

Board of Directors may adopt, voting members and proxy holders not physically present at a meeting of members may, by means of remote communication participate in a meeting of members. A member may be deemed present in person and vote at a meeting of members, whether such meeting is to be held at a designated place or solely by means of remote communication, provided that the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Voting member or proxy holder. The corporation shall implement reasonable measures to provide such members or proxy holders an opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear proceedings of the meeting substantially concurrently with such proceedings, and if any voting member or proxy holders votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

3.6.3 Call. Meeting may be called by the Board of Directors or by any any officer of the Corporation.

3.6.4 Notice : Waiver of Notice.

(a). Written notice of all meetings shall be given to all voting members, stating the place, date, and hour of the meeting. If any special meeting is deemed necessary at any time apart from the annual meeting, similar notice will be given stating the purpose of the special meeting. The notice of any meeting shall also include, or be accompanied by any additional statements, information or documents prescribed by the general corporation law. Except as otherwise provided herein or by the general Corporation Law, a copy of the notice of any meeting shall be given, personally or by mail, not less than ten days nor more than sixty days before the date of the meeting, unless the lapse of the prescribed period of time shall have been waived. Notice by mail shall be deemed to be given when deposited, with postage thereon prepaid, in the U.S mail. If a meeting is adjourned to another time, not more than thirty days hence, and/or to another time and if an announcement

of the adjourned time and /or place is made at the meeting , it shall not be necessary to give notice of the adjourned meeting unless the Board of Directors of the Corporation , after adjournment , fix a new record date of the adjourned meeting

(b) Notice by Electronic Transmission:

Without limiting the manner by which notice otherwise may be given effectively to Voting members , any notice to voting members under any provision of the General Corporation Law , the Certificate of Incorporation ,or By these Bylaws shall be effective if given by a form of electronic transmission consented to by the Voting member to whom notice is given.Any such consent shall be deemed revoked by the Voting member by written notice to the Corporation.Any such consent shall be deemed revoked if the Corporation is unable to deliver by electronic transmission two consecutive notices given by it in accordance with such consent and such inability becomes known to the secretary of the corporation or to the transfer agent ,or other person responsible for giving the notice; provided ,however , the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. For the purpose of these By laws,"Electronic Transmission " means any form of communication , not directly involving the physical transmission of paper ,that creates a record that may be retained ,retrieved and reviewed by a recipient thereof , and that may be directly reproduced in paper by such a recipient through an automate process.

(c) Notice of Electronic Transmission : Is Deemed given ,If by a facsimile telecommunication , when directed to a number at which the Voting member has consented to receive notice and If by electronic mail ,when directed to an electronic mail address at which the voting member has consented to receive the notice If by posting on electronic network together with separate notice to the Voting member of such specific posting .

Notice need not be given to any Voting member who submits a written waiver

signed by him or her or a waiver by electronic transmission. Attendance of a voting member at a meeting shall constitute a waiver of notice of such meeting ,except when the Voting member attends the meeting for the express purpose of objecting , at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.Neither the business to be transacted at, nor the purpose of any meeting to elect officers and directors or any special meeting need be specified in any in any written waiver of notice or any waiver by electronic transmission.

#### 3.6.5 Conduct of meeting :

Meeting of the Voting Members shall be presided over by one of the following officers of the Corporation in the order of seniority if present and acting :

President, the President Elect. If either of the two are not present

Chairperson will be chosen by the Voting members present at the meeting. The

Secretary shall act as the secretary of every meeting , but if the Secretary is not present , the Chairperson shall appoint the Secretary.

#### 3.6.6 Proxy Representation :

(a) Granting of Proxy: Every voting member may authorize another person or persons to act for him by proxy in all matters in which a Voting Member is entitled to participate, whether by waiving notice of any meeting ,voting or participating at a meeting , or expressing consent or dissent without a meeting. Without limiting the manner in which a Voting Member may authorize another person or persons to act for such Voting Member as proxy , the following shall constitute a valid means by which a Voting Member may grant such authority: Execute in writing or by transmitting by telegram , cablegram or other means of electronic transmission.

(b) Effectiveness of Proxies :

No proxy shall be voted or acted upon after three years from its date unless such proxy provides for a longer period.

### 3.6.7 Quorum

(a). Meeting to Elect Officers and Directors :

Five (5%) of the Voting Members shall be present or represented by proxy to constitute a quorum for the transaction of business at any meeting to elect officers and directors. The voting Members present may adjourn the meeting despite the absence of a quorum.

(b) Special Meeting : One third of the Voting Member , who shall be present or represented by proxy , shall constitute a quorum at a special meeting for the transaction of any business.

### 3.6.7 Voting :

Each member shall have one vote in the election of directors and officers. In the election of directors and officers plurality of the votes cast shall elect , and voting may , but need not be, by a proxy mail-in ballot or a proxy ballot submitted by electronic transmission, provided that such transmission was authorized by the Voting Member. Voting upon the slate presented by the Nominating Committee as provided by these Bylaws may be completed by proxy ballots before the meeting of the Members to elect officers and directors. Write in candidates shall be permitted.

## ARTICLE 4.

### BOARD OF DIRECTORS & COMMITTEES.

#### 4.1.1 Board of Direct Powers -

The management of the business and affairs of the Corporation shall be vested in the Board of Directors ( Board) ,who shall govern and manage in accordance with the purpose and

principles of and other requirements of the Bylaws and in conformity with the laws governing its incorporation.

#### 4.1.2 Number of Directors:

The Board shall include all the members of the Executive Committee listed in ( Section 4.1.3) below. In addition TWO (2 ) to SEVEN (7) active members may be appointed by the active members to serve on the Board.

4.1.3 Executive Committee: The following members constitute the Executive Committee.

President, President Elect, Immediate past President, Secretary , Treasurer and Two (2) to (7) Members at large. All of the above Executive Members , except the immediate past President shall be elected at an annual meeting every year or alternate years.

If a meeting is not held, due to unavoidable circumstances or if there is no business to conduct, the election shall be held at the next meeting . In case no active members seek to be nominated and do not stand for election, active members who volunteer to serve will be appointed to be members at large. If no active members volunteer to serve as members at large , the elected officers constitute the Executive Committee.

Any officer or members at large may resign at any time upon written notice to the President and or the Secretary. Except as provided by the General Corporation Law, any director , including one that may be a lifetime member or the entire Board may be removed with or without cause, by a majority of the Voting Members entitled to vote in an election. Any vacancy occurring between elections shall be filled by the vote of the remaining directors then in office.

#### 4.2 Board Meetings:

The Board shall meet at least annually. Meetings may be held face-to- face , by videoconference ,by telephone conference calls ,or by any other communication equipment , or by any combination of the following which allows all participants to hear



each other , at such places and time designed by the President. Special meeting of the Board may be called by the President at any time if written request is submitted by majority of the Board members. Notice of such a meeting shall be conveyed in writing or electronic transmission.

#### 4.3 Other Committees :

The Board may designate one or more committees from among the active members as and when necessary for the benefit of the Corporation.

#### 4.4 Fees and Compensation :

Directors may receive such compensation ,if any, for their services and such reimbursement for expenses as may be fixed or determined by the Board or Executive committee.

The Board or Executive committee may establish appropriate guidelines and provisions to reimburse or to pay any or all of the directors providing services to the corporation and to purchase and to maintain director's insurance on behalf of any director , or to reimburse directors for such purchase. The amount of compensation paid to any director providing services to the Corporation shall not exceed such amount as is reasonable under all the facts and circumstances , and shall be only approved if the Board or Executive Committee determines that such compensation is in furtherance of of the of the purposes set forth in the Article THIRD of the Certificate of Incorporation of the Corporation.

#### 4.5 Retention of Employees and others :

The Board is authorized to employ such persons , including officers , attorneys, accountants, agents, and assistants judged necessary or desirable by the Board for the management and administration of the corporation , and to pay reasonable compensation for the services provided and expenses incurred by any such persons.

#### 4.6 Other Advisors:

The Board may from time to time, appoint as advisors persons whose advice, assistance and

support may be deemed helpful in determining policies and formulating programs for carrying out the purposes of the corporation. The advisors may be active members but persons not affiliated with the organization may also be appointed as advisors.

## ARTICLE 5

Officers : Duties and Terms of Office.

### 5.1 President :

It shall be the duty of the President to preside at all the meetings of the Members of the Corporation and the Executive Committee and the Board of Directors. The President shall ensure that the rules of the corporation are enforced in all deliberations of the Corporation.

In the absence of the President , the President elect shall preside over the meeting. Upon completion of his term , the President shall become the immediate past President.

### 5.2 President Elect :

The President Elect ,in the absence of the President , shall preside at all meetings of the Members of the Corporation and the Board and Executive Committee and shall assume the usual duties of the President.

### 5.3 Secretary :

It shall be the responsibility of the Secretary to keep a true record of the proceedings of the meeting of Members of the Corporation and to keep a register of of the membership with the date of admission and the place of residence. The Secretary shall send proper notice of all membership meetings to each member. The Secretary shall also act as Secretary of the Board and it's committees.

### 5.3 : Treasurer:

The treasurer shall have charge and custody of and be responsible for all funds and

securities of the Corporation : receive and give receipts for monies due and payable to the Corporation from any source whatsoever , and deposit such monies in the name of the Corporation in such banks, trust companies and other depositories as shall be selected in accordance with provisions of Article 7 , section 7.3 hereof . In general treasurer shall perform all the duties incident to the office of the treasurer and such other duties as from time to time may be assigned by the President, Board of Directors or the Executive Committee.

#### 5.4 Fees and Compensation:

Officers may receive such compensation ,if any for their service and such reimbursement as may be fixed or determined by the Board or Executive Committee . The Board or the Executive Committee may establish guidelines and provisions to reimburse or pay any or all of the officers providing services to the Corporation and to purchase and to maintain officer's insurance on behalf of any officer , or to reimburse officers for such purchase. The amount paid shall not exceed the amount that is reasonable under all of the facts and circumstances and shall only be approved if it is determined that it is in furtherance of the purposes set forth in Article THIRD of the Certificate of Incorporation.

#### 5.5 Terms of Office :

The term of office shall be for two years Officers and Directors shall be for two years If the vacancy is not filled by election or any active member does not volunteer to serve , those holding their respective position and willing to continue to serve the corporation in their capacity can do so for five terms or ten years or alternatively the President may assign the duties and responsibility to another Officer and or Director until the vacancy is filled.

#### 5.5 Presiding Officer :

The President shall preside over the Board and in his absence the President elect shall preside over the meeting.

## ARTICLE 6.

### Nominating Committee.

#### 6.1 The Nominating Committee :

The nominating Committee for the election of Officers and Directors shall consist of President and two other active members chosen by the Board of Directors. Prior to the meeting of or if members of the nominating committee are unable to meet face to face they shall seek suggestions from the membership for nominations.

## ARTICLE 7.

### Contracts,Checks, Deposits and Funds.

#### 7.1 Contracts:

The Board may authorize any officer or officers , agent or agents of the Corporation , to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation.Such authority must be in writing and may be general or confined to specific instances. Whenever the Board in authorizing or directing the execution of any contract , shall fail to specify the officer or officers or the agent who are to execute the same ,such contract may be executed on behalf of the Corporation by the President.

#### 7.2 Checks,Drafts, Notes,Etc :

All checks,drafts or other orders for the payment of money, notes, or the other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer, or the President. Any amount over \$2000.00 must be approved by the Executive Committee.

#### 7.3 Deposits :

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

#### 7.4 Budget :

Any expenditure beyond expected revenue in a calendar year must be approved by a vote of the Board.

#### 7.5 Gifts :

The Board may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or any special purpose of the Corporation.

### ARTICLE 8 .

#### Miscellaneous

#### 8.1 Books and Records :

The Corporation shall keep correct and complete books and records of the account and shall also keep minutes of the proceedings of it,s members, the Board, and committees having any of the authority of the Board. The Corporation shall keep at it's registered or business office ,record giving the names of the directors. Any voting member of the Corporation may examine at any time and fromm time to time, in person or through an agent, the books and records of the Corporation and make copies thereof.

#### 8.2 Fiscal Year:

The fiscal year of the corporation shall be from January 1st to December 31 st.

8.3 Whenever the context so requires , the masculine should include the feminine and neuter, and the singular should include the pleural, and conversely. If any portion of these Bylaws invalid or inoperative, then, so far as reasonable and possible, the reminder of these Bylaws shall be considered valid and operative and effect shall be given to the intent manifested by the portion held invalid or inoperative to the greatest degree possible.

#### 8.4 Relation to Certificate of Incorporation:

These Bylaws are subject to and governed by the Certificate of incorporation.

#### 8.5 Limitations:

Notwithstanding any other provision thereof the Corporation shall take no action contrary to the provisions of ARTICLE THIRD of the Corporations certificate of incorporation, and if at any time of the Corporation is a private foundation or private operating foundation as such terms are defined in the Internal Revenue Code of 1986, as amended (the "Code), then the Corporation shall only act as permitted under the code without subjecting the Corporation to additional taxes imposed under sub chapter A , chapter 42 sub title D of the Code.

ARTICLE 9.  
AMENDMENTS

9.1 Amending these Bylaws:

Amendments to these Bylaws may be proposed by the Board or by written petition to the Board signed by 20% ( twenty percent ) of the voting members of the Corporation. Approval of each proposed amendment to the Bylaws shall require a two third majority of the Board, present or represented by proxy. The Bylaws may also be amended by a two thirds majority of vote of quorum of voting members. In the case of a conflict between the Board and the voting members regarding amendment of the Bylaws, the vote of the voting members shall supersede the vote of the Board.

ARTICLE 10

Adoption of these Bylaws

These amended Bylaws were adopted by the Board of Directors of the Corporation on \_\_\_\_\_, 2006.

\_\_\_\_\_  
SECRETARY

Date: \_\_\_\_\_



## Article 4

### 4.1 The Board of Directors:

#### 4. Retention of Employees and Others

The Board is authorized to employ such persons, including officers, attorneys and accountants, as in \_\_\_\_\_ the Board's judgment are necessary or desirable for the administration and management of the Corporation, \_\_\_\_\_ and to pay reasonable compensation for the services performed and expenses incurred \_\_\_\_\_ by any such persons.

#### 5. Other advisers

The Board may, from time to time, appoint as advisers, persons whose advice, assistance and \_\_\_\_\_ support may be deemed helpful in determining policies and formulating programs for carrying out \_\_\_\_\_ the purposes of the Corporation.

## 5. Classes

### 5.1 Classes

The elected officers of the Corporation shall be a President, a President Elect/VicePresident, \_\_\_\_\_ a Secretary and a Treasurer.

#### 2. President



It shall be the duty of the President to preside at all meetings of the Members of the Corporation and the Executive Committee of the Board and to see that rules are properly enforced in all deliberations of the Corporation. The President shall be a voting ex-officio Member of all committees.

### 3. President Elect/Vice President

The President/Elect, in the absence of President, shall preside at all meetings of the Members of the Corporation and the Executive Committee of the Board and shall assume the usual duty of the President.

### 4. Secretary

It shall be the responsibility of the Secretary to keep a true record of the proceedings of the meetings of Members of the Corporation, and to keep a register of the membership with the date of admission and the place of residence. The Secretary shall send proper notice of all Membership meetings to each member. The Secretary shall also act as Secretary of the Board and its Committees.

### 5. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit such monies in the name of the Corporation in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of the Article 7, Section 7.3, hereof; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President, or the Board.

### 6. Terms of Office

The term of office of the President, President Elect/Vice President, the Secretary is two (2) years unless he/she resigns sooner or is removed from office. The positions may be extended for longer periods if no suitable candidates are available to fill the positions.

Any officer may resign at any time upon written notice to the Corporation. All other officers, except as may be provided by the General Corporation Law, may be removed with or without cause, by a majority if the Directors then entitled vote in an election of officers. Any vacancy occurring between elections shall be filled by the vote of a majority of Directors then in office.

#### 7. Presiding Officer

The President is the presiding officer of the Board. In the absence of the President, the President Elect shall preside. In the event both are unavailable the President can designate an alternate to preside.

#### 8. Fees and Compensation

The officers and Board Members provide their services to the Corporation as volunteers without any compensation. The Corporation, in general, shall not reimburse any funds for travel, accommodation, or any other expenses for participation in the meetings and the conduct of the business. The Corporation will reimburse any funds that were spent by members/officers if such funds were used for the benefit of the organization if approved by the Executive Committee and/or the Board of Directors.

### Article 6 Nomination and Election of Directors and Officers

#### 1. Nominating Committee

The Nominating Committee for the election of officers and directors shall consist

of the President and two (2) other Board Members chosen by the Board. The  
Nominating Committee shall see suggestions from the membership for Officers  
and Directors. The Nominating Committee shall nominate persons for all vacant  
offices to serve from the first day of calendar year following the election.