MAHARASHTRA FOUNDATION

PO Box 2287, Church Street Station, New York, NY 10008-2287

(NGO in Special Consultative Status with the Economic and Social Council of the United Nations)

AMENDED AND RESTATED CONSTITUTION AND BY LAWS

PART I
ARTICLES OF ORGANIZATION FOR MAHARASHTRA FOUNDATION

1. Purpose

A public charitable and nonprofit organization to be named Maharashtra Foundation (hereinafter referred to as the "Organization" or "MF") is formed with the purpose of undertaking and/or aiding projects and initiatives focused on education, poverty reduction, empowerment of women and other marginalized communities, environmental protection and conservation, and health and well-being. Organizations restricting benefits to or discriminating on the basis of caste, creed, color, sex, gender orientation, race, ethnicity or religion will not receive aid from MF.

Notwithstanding any other provision of these articles, the organization is organized exclusively for one or more of the following purposes: charitable, scientific, testing for public safety, literary or educational purposes or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in section 501 C (3) of the Internal Revenue code of 1954 and shall not carry on activities not permitted to be carried on by an organization exempt from the federal income taxes under section 501 C (3) of the Internal revenue code of 1954.

2. Board of Directors

a) Members:
A Board of Directors (BoD) of nine (9) members, each of whom shall be at least eighteen (18) years of age and each shall be responsible for the overall policies of MF. Any member of MF in good standing may seek to be elected on the BoD. The candidate seeking to be elected on the BoD must be a Benefactor/Patron/Life or a current year annual member of MF. However, only one (1) member of a family can be a member of the BoD at any given time (the family for this purpose will be considered to be husband/wife and their children).

b) Election:
The members of the BoD are elected at the Annual General Body Meeting ("AGM"). New members will be elected to the BoD for a full three (3) year term. A retiring BoD member may seek reelection after one (1) year of retirement. A BoD member shall not serve more than three (3) consecutive three (3) year terms or a total of nine (9) years. After completing each three (3) year term, the BoD member shall be subject to a re-election by the BoD and ratification by the General Body at an AGM.

c) Vacancy:
In the event a member of the BoD retires or resigns from the Board during the year, the remaining members of the BoD may appoint a new member to replace the retiring or the resigning member with a simple majority of the BoD. Active MF members (also referred to as "The General Body") should ratify such appointed member by a simple majority of

votes at its next AGM. The General Body may elect another member to replace such appointed member to complete the term of the retired or the resigned BoD member.

d) Removal of BoD members:
A BoD member may be removed from his position with or without cause by a simple majority vote of the members at an AGM or for cause by a two third (2/3) majority of the BoD members.

e) Resignation of BoD members:
A BoD member may resign at any time by providing a written notice stating that such resignation shall not discharge any accrued obligation or duty of a BoD member through the date of resignation.

f) Responsibilities, Authorizations and Obligations
The BoD shall be responsible for:
i) establishing policies and programs to further MF's purpose and goals;
ii) developing and approving annual budget for general disbursement, general expenses, fund raising events, publicity, various committee activities, chapters, etc.;
(iii) approving any special expenses greater than $1,000, setting up new bank or other accounts for MF, filing tax returns, etc.;
(iv) developing the MF membership;
(v) developing and selecting projects that further MF's purpose and goals;
(vi) building network with other charitable organizations committed to serve similar purposes as MF;
(vii) developing interest of the community to serve as MF envoys and volunteers;
(viii) developing a donor network and keeping the donors and members appraised of MF projects and activities throughout the year;
(ix) Developing special programs and projects to further MF's purpose and goals, and raising funds in support of these programs and projects.

g) Officers:
The officers of the Organization shall be:

- President
- Vice President
- Secretary
- Treasurer

They shall all be elected by a simple majority from the members of the BoD and can be terminated as officers with or without cause by a simple majority vote of the BoD.

h) Duties of the Office Bearers
President: The President shall be the chief executive officer of the Organization. He/she shall preside at all meetings of the members and the BoD, oversee the general and proper conduct of the business of the Organization and shall ensure that all the decisions and resolutions of the General Body of members and the BoD are carried out appropriately. The President shall render an annual report on the status of Organization at each AGM.

The President shall maintain custody of the Organization's seal and keep it in a proper and safe place.

Vice President: The Vice president shall assume the authority and the responsibilities of the President in case of absence or disability of the President.

Secretary: The secretary shall prepare and circulate an agenda for all meetings and record the minutes of all meetings. The minutes of the BoD meetings shall be distributed to all BoD members. The secretary shall issue notice of all meetings of the BoD and General Body members, respond to the incoming correspondence, maintain other necessary correspondence of the Organization, maintain all documents and records of the Organization as required by law or otherwise in a proper and safe manner, perform other duties as may be prescribed by the BoD, and provide status report to the BoD at their scheduled meetings. All the communication, documentation and records shall be in electronic format, unless absolutely required otherwise.

Treasurer: The treasurer shall:

- Keep custody of the corporate funds and securities,
- Maintain full and accurate account of receipts and distributions in corporate books,
- Deposit all money and other valuables in the name and credit of the Corporation in such depositories as may be designated by the BoD or General Body of members,
- Disburse funds of the Corporation as may be authorized by the BoD,
- Maintain proper vouchers and records for all disbursements,
- Render to the President and the BoD at their regular meetings or whenever required account of all transactions conducted as a Treasurer and of the financial condition of the Corporation,
- Request reports and statements regarding all financial transactions from all-corporate officers and agents,
- Provide the President and members of the BoD a periodic (monthly or as requested by the Board) status reports of donations received & disbursed, expenses, annual budgets approved by the BoD for various committees, and other functions of the Corporation, and
- Present a full financial report at each AGM.

Unassigned assignments: Members of BoD without assigned office titles shall assign amongst them all other functions and assignments including: correspondence with organizations in India, public relations, follow-up of MF sponsored projects, child sponsorship initiative, etc. Each member shall provide the BoD a written progress/status report at each BoD meeting.

i) Budgets:

The BoD must establish and approve annual budgets for the various operations of the Organization, committees, programs, projects, etc. at the first meeting of the calendar year. Any revisions or changes in the budgets must be approved by a two third majority of the members of the BoD.

j) Voting in the meetings of BoD members:
The BoD shall act by majority vote; the minimum quorum requirement is five (5) of the nine- (9) BoD members. However, a meeting suffering from a lack of quorum may be adjourned to another time and place. The President or in his absence, Vice President shall preside over such meetings; and in their absence the BoD members may elect any other BoD member to chair the meeting.

k) Liabilities:
Members of the BoD or any officers shall not be held financially liable, whether jointly and/or severally, for any transactions conducted on behalf of the Organization as long as the transactions abide by the rules and by-laws of the Organization. The members of the BoD or any of its officers shall be personally liable for the result of his/her criminal or fraudulent conduct and any losses, damages, claims or other liability of the Organization directly resulting therefrom.

3. **Membership**:

a) The Organization will have four- (4) type of members:
   i. Benefactor - An individual donating a sum of U.S. $5,000 or more.
   ii. Patron - An individual donating a sum of U.S. $1000 or more.
   iii. Life - An individual donating a sum of U.S. $500 or more.
   iv. Annual - An individual donating a sum of $20 or more in a period of any calendar year will be considered a member for that calendar year.

The BoD reserves the right to change the membership fees as needed, with any changes to be ratified at the next AGM. The Benefactor, Patron and Life membership is valid for the individual's lifetime and these members are eligible to vote every year at an AGM without requiring additional donation to the Organization. These membership or the voting rights cannot be transferred to heirs or any other individual.

b) The BoD may from time to time add new categories of membership subject to the approval by a simple majority of votes at the following AGM.

c) All membership dues for benefactor, patron and life membership shall be credited to the reserve fund or the Endowment Fund. Annual membership dues are not added to the Endowment Fund.

d) A member may request to terminate his or her membership at any time. No refunds of membership dues or other donations made to the Organization can be claimed at any time. A membership is not transferable.

e) The BoD may recommend to the General Body termination and discontinuation of any membership felt undesirable by the BoD, in the interest of the Organization. The member may appeal this decision by making a formal statement to the General Body explaining his or her reasons for not accepting the decision of the BoD. The General Body will determine by a simple majority vote if such membership shall be terminated or reinstated. A member,

whose membership is terminated, will not be entitled to any refund of any portion of his/her contributions or donations to MF.

4. Registered Office

The BoD shall maintain an office of the Organization in the U.S. The present office address is: P.O. Box 2287, Church Street Station, New York, NY 10008-2287

5. Place of Meeting

AGMs and other meetings of the BoD, membership and any official committees may be held at any suitable place in U.S. or virtually and shall be chaired by the President or any other person designated by the BoD. An AGM shall be held annually for the election of BoD members and other committee members and for reporting on and discussion of the Organization's operations, programs, and projects. An AGM shall be held no later than the end of the month of July (to permit presentation of final financial report after submission to tax return on May 15th) at a time and place selected by the BoD or virtually. A notice of meeting with the proposed agenda, list of resolutions to be placed, new members to be elected, etc. shall be sent to the members at least thirty (30) calendar days prior to the date of the AGM.

6. Agenda for the Annual General Body Meeting

a) Call the meeting to order - the Chairperson of the meeting
b) Present the Proof of notice of meeting or waiver thereof
c) Approval of minutes of last annual meeting
d) Report of officers, committees, etc.
e) Election of BoD members, if any
f) Vote on proposed resolutions, if any
g) Other business with the approval of the Chairperson

7. Resolutions and Amendments to Articles of Organization or by-laws, etc.

The BoD may propose, with a simple majority vote of BoD members, resolutions at the AGM either to amend or expand the Articles of Organization or by-laws. A minimum of fifty (50) members may also propose resolutions to be placed before General Body. A notice to propose a resolution and its contents (signed appropriately by at least 50 members) must be mailed to the MF's official address with postmark no later than January 31st of the year of the AGM.

8. Quorum, Adjournment of Meetings, etc.

The members present may adjourn a meeting despite the absence of the quorum, (which will stand at 25% of the total membership represented either in person or by proxy - with a minimum of ten (10) members present in person or in a virtual meeting) for 30 minutes and hold their meeting 30 minutes after adjournment. Quorum requirement for the number of persons present in person may be reduced to five (5) (however, representation of at least 25% of the total membership cannot be waived) at such reconvened meeting and the members at such a meeting may pass a binding resolution by a simple majority vote, provided the resolution appears on the written notice sent to

the membership with the notice of the meeting. Any new business or resolution proposing a change in Articles of Organization or by-laws, if ratified at such a reconvened meeting, must be approved in writing by at least 50% of the membership within a period of 45 days after such a resolution is passed. In the event of less than 25% of the total membership representation, the AGM shall be reconvened within thirty (30) days of the originally scheduled date at a convenient time and place or virtually.

9. Voting by Members

Each member is entitled to one (1) vote on each matter submitted to a vote of members. Ratification of resolutions, election of BoD members and any other issues shall be ratified by a simple majority of votes including the proxy votes. Members may request the person presiding the AGM for appointment of one or more inspectors to supervise any such voting. A family can cast only the number of votes that the respective family memberships entitles it.

10. Special Committees

The BoD may establish the following special committees:

a) Project
b) Publicity
c) Fund Raising
d) Legal Affairs
e) Investment
f) Administration

BoD shall appoint chairpersons for these committees, assign specific responsibilities to the committees and approve an annual budget for their work. These committee chairpersons shall provide written monthly status reports to the BoD.

11. Chapters

The BoD may appoint a regional group or coordinating committee of three (3) or more members referred to as a "chapter" to carry out MF objectives efficiently and effectively. The conditions under which the chapters will operate are incorporated in by-laws. These chapters may be responsible to:

a) organize fund raising activities;
b) publish and mail newsletters, fund raising brochures, project updates, etc. provided these have been reviewed by the BoD; and
c) conduct other activities as approved by the BoD.

Any decision to establish a chapter must be ratified by the General Body in its next scheduled meeting.

12. Applicable Laws

Notwithstanding any other provisions of these articles, the organization is established exclusively for one or more of the following purposes: charitable, environment protection, health, scientific,

testing of public safety, literary or educational purposes or for prevention of cruelty to children or animals, as specified in section 501C(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried out by an organization exempt from the Federal income tax under section 501C(3) of the Internal Revenue Code of 1954.

13. Earnings

No part of earnings of the organization shall be used to the benefit of any member, BoD member, trustee, officer of the organization or any private individual (except that reasonable compensation may be paid for the services rendered to or for the organization). No member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

14. Prohibitions

No substantial part of the activities of the organization shall carry out any propaganda or otherwise attempt to influence legislation (except as otherwise provided by the Internal Revenue Code Section 501(h)), or participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for a public office.

15. Dissolution

In the event of dissolution, all the remaining assets and any property of the organization shall, after necessary expenses paid thereof, be distributed to such organizations that qualify under section 501C(3) of the Internal Revenue Code of 1954, as amended, or, to another organization to be used in such a manner as in the judgment of the Supreme Court of the State of New York will best accomplish the general purposes for which this organization was formed.

PART II
MAHARASHTRA FOUNDATION BY-LAWS

1. Maharashtra Foundation shall always comply with the laws of the State of New York and the United States of America.

2. All Life, Patron, Benefactor, and Annual members in good standing will constitute the General Body. Each member will have a single vote. If a couple has taken a single membership, they are eligible for only one vote.

3. A calendar year will be used for reckoning membership and for accounting purposes.

4. The BoD shall meet and/or hold a virtual call/meeting at the request of Chairperson or President at least once in three months.

5. No officer or member of Maharashtra Foundation will be paid for the services rendered to the organization. An officer or a member may be reimbursed for reasonable expenses incurred. The BoD may impose limits on such reimbursements and will issue guidelines for types of expenses that may be reimbursable. Should it become necessary to utilize professional or other services to be provided by a member or his/her business in exchange for a fair compensation for the services to be paid by MF, such arrangement shall be specifically reported in the next MF newsletter and ratified at the next AGM.

6. The President and Treasurer will be responsible for signing all vehicles of payment for MF. However, they will be able to do so only after the approval of the BoD. Any expense over $1,000 or recurring expenses over $100 must be specifically approved by the BoD.
    a. However, and notwithstanding the foregoing, if the proposed expenses are part of the pre-approved budget by the BoD, then either the President or Treasurer or another member of the BoD (with delegated authority by the President or Treasurer) will be able to sign vehicles of payment or initiate a wire transfer for MF.
    b. If the proposed expenses for a project program, or another activity exceed the pre-approved budget by the BoD, then the BoD approval must be obtained before making any further payments.
    c. All directed donations may be grouped together, as applicable, and can be disbursed by either the President or Treasurer or another member of the BoD (with delegated authority by the President or Treasurer) provided the uses of such donations are pre-approved by the BoD.

7. All payments by MF must be made by check or any electronic means such as a wire transfer or an Automated Clearing House (“ACH”). Two officers including the Treasurer and one of the remaining officers must sign all checks, drafts, and notes of obligations of MF unless expressly allowed otherwise per Section 6 above. All payments shall follow the disbursement procedures set forth in the Operations Manual attached as Appendix A.

8. MF-sponsored projects shall be approved by BoD with a full budget and assignment of responsibility for management, oversight and reporting.

9. The BoD will be charged with the responsibility of screening the projects for aid and for making the appropriate recommendations within the budgetary limits established by the Board. While making such recommendations, it will give priority to smaller regional organizations or projects with educational, health, women empowerment, poverty eradication, and/or environmental protection focus.

10. MF will have a complete control over its funds. The BoD shall have a full right to reduce or stop its aid to any or all projects at any time without being required to give any reasons. However, any such decision to reduce or stop MF aid to any or all projects should be explained and communicated to the membership and ratified at the next AGM.

11. No organization receiving or requesting an aid from MF shall influence or attempt to influence any decision of MF or any of its organs.

12. The BoD will ensure that all funds donated by MF are utilized to further the organization's purpose and may ask the recipient organization(s) for documents and statements for verification of the funding utilization.

13. In granting an aid to projects in foreign countries, MF will comply with all applicable laws and rules governing such aids in effect in the U.S. and in the respective foreign country at the time of approving such an aid.

14. A donor may opt be a member of MF. He/she may recommend a charitable organization to MF. The donor shall be responsible for providing all reasonable information requested by BoD related to the donation and/or the recommended charitable organization to be supported through the subject donation. This request will be reviewed by BoD and the donor will be informed within five (5) weeks after the receipt of the requested information whether the recommended organization by the donor is eligible to receive any MF donation. MF shall deduct an administrative fee of 5% of the amount donations to a non-MF project. However this fee shall be waived for Life/Patron/Benefactor members for donor-directed projects.

15. Donor and MF Treasurer are responsible for making sure that recipient organization is adherent and compliant to all local laws and regulations including, but not limited to, the foreign donation/remittance laws of the USA and of the respective country of the recipient organization.

16. MF shall have a reserve fund known as Endowment Fund. All donations for life, patron and benefactor membership and any other donation specifically received for this fund should be credited to this account. Funds received within a quarter shall be deposited in this account within the first three weeks of the following quarter. Dividends, interest or any other income on the deposits in the account should be retained in this account. The BoD may vote to withdraw an amount up to a minimum of FIVE PERCENT (5%) and maximum

of EIGHT PERCENT (8%) of the net asset value on the last day of the fiscal year (December 31st) to be used in the following year for general disbursement and/or specific projects sponsored by MF and/or general organizational expenses. The BoD may establish additional endowment funds to fund specific projects or for other purposes approved by the General Body. The General Body shall ratify any changes in this policy.

17. Chapters established by the BoD will operate under the following criteria:

a) A region or area to be defined as a chapter must have at least twenty five (25) donors and/or members in the previous calendar year.
b) While the chapter coordinating committee will be appointed by the BoD of MF in the initial year, the committee members will be elected by the chapter members in a subsequent year for a specified term of years not to exceed three years.
c) In addition to any recommended donations obtained by the chapter members, the chapter may designate up to 20% of the general donations collected from the donors to support a specific charity or project selected by the chapter provided that the project or the charity is approved by the BoD and is considered to meet the overall selection criteria of MF.
d) The coordinating committee of the chapter must prepare and send quarterly statements of financial activities of the chapter including all revenues, expenditures, etc. All collections will be sent to the MF treasurer to be deposited in the MF bank account.
e) The coordinating committee of the chapter must follow the guidelines related to the expenditures as established by the BoD. It must prepare a budget for annual expenses at the beginning of each year for the approval by the BoD. Any expenses outside the budget must be approved by the BoD.

18. MF Board of Trustees:

The BoD shall form a Board of Trustees. The purpose of the Board of Trustees will be as follows:

(i) to share Trustees' experience and expertise with the existing MF BoD in determining and executing the MF's strategic plan and goals while furthering the organization's purpose;

(ii) to inform the MF Board of Directors if any action of the MF BoD or the General Body is in violation of the MF Constitution or the Mission;

(iii) to guide the BoD in matters of resolutions and budgetary issues which may affect the functioning of MF; and

(iv) to provide strategic guidance and assistance in support of the MF's donor reach out, donor development, and fundraising events.

a) Members

MF Board of Trustees will be formed with the past Presidents of the MF BoD. There will be a maximum of three (3) members in the Board of Trustees at any given time. As the current President leaves the office from the BoD due to the expiration of his/her term (and not due to early termination (with or without cause) or early resignation prior to the expiration of the term), the senior most past president of MF on the Board of Trustees will resign from the Board and the next senior past President will take his/her place on the Board of Trustees.

b) Board of Trustees
A BoD president may opt not to serve on the Board of Trustees by informing the BoD in writing or via Email. Current members of the BoD cannot concurrently serve on the Board of Trustees. All Trustees must be a Life Member, Patron Member or Benefactor Member of MF.

c) Duties
The Board of Trustees will elect a Chairperson each calendar year and will convey the same to the President of MF Board no later than January 15 the of that calendar year. Each Trustee must attend at least one BoD meeting during each calendar year of his/her service on the Board of Trustees. At least one Trustee must attend each BoD meeting in a non-voting member capacity. The Chairperson will coordinate the attendance of the Trustees at the BoD meetings. The Secretary of the MF BoD will announce the BoD meeting dates and will distribute the minutes of the BoD meetings to the Trustees.

19. Advisory Board:
The BoD shall form an Advisory Board. The purpose of this Advisory Board will be as follows:
(i) to share its members' experience and expertise with the existing MF BoD in executing the MF's strategic plan and goals while furthering the organization's purpose;
(ii) to provide strategic guidance and resource recommendations in support of the projects directly undertaken by MF in the USA, India, or in other countries. However, and notwithstanding the foregoing, any opinions or recommendations of the Advisory Board will not be binding on the BoD, and BoDs reserves the right to make decisions, in its sole discretion, after due consideration of the Advisory Board's advice or recommendations.

a) Members
There will be a maximum of three (3) members in the Advisory Board at any given time. Each member will be appointed for a three (3) year term at a time, which term may be extended by the BoD, if required, with the consent of the respective member of the Advisory Board. The BoD and/or the Trustees, in their sole discretion, shall invite members with necessary experience and expertise to serve on the Advisory Board. Current members of the BoD or the Board of Trustees cannot concurrently serve on the Advisory Board.

b) Duties
The Advisory Board will elect a Chairperson each calendar year and will convey the same to the President of MF Board no later than January 15 the of that calendar year. Advisory Board members may be invited to attend the BoD meeting on an as needed basis. The BoD may request Advisory Board members to advise on or assist with specific MF projects.

Proposed and approved by the MF BoD on April 10, 2024.

Ratified and adopted at the Annual General Body Meeting on July 28, 2024.