

International 'We Serve' Foundation, Inc.

Articles of Incorporation and Bylaws

(Domestic Non-Profit Corporation)

Date: May, 22, 2011 1.00 PM
Location: 895 Edgewater Drive, Lexington KY 40502-3159 USA

Agenda:

First Advisory Board of Directors

1. Call the meeting to order – by the Chair of the Board
2. Report on Amendment - by the Incorporator / Registering Agent
3. Verification of the Amended articles & Bylaws and registration with the State and County
4. Ratification of the Amended Articles of Incorporation and Bylaws
5. Discussion of planned Foundation activities
6. Any other topics brought forth by the Directors
7. Adjournment – by the Chair of the Board

1. **Dr. Nirmala Desai, MD** 2040 Manor drive
Email: ndesai@uky.edu Lexington KY 40502, USA
Cell: 859 – 552 6336 Ph: 859 – 266 3625 Chair, Initial / First Board of Directors
2. **Dr. Sibuj Saha, MD** 1616 – 3 Tates Creek Road
Email: ssaha2@uky.edu Lexington KY 40502, USA
Cell: 859 – 338 0509 Ph: 859 – 268 4496 Director, Initial / First Board of Directors
3. **Dr. D. Sudharshan, Ph D** 118 Cambridge Lane
Email: nalsud@yahoo.com Nicholasville, KY 40356, USA
Cell: 859 – 338 2160 Ph: 859 – 219 1625 Director, Initial / First Board of Directors
4. **Dr. M. S. Vijayaraghavan, MD** 895 Edgewater Drive
Email: msviji2020@yahoo.com Lexington KY 40502-3159, USA
Cell: 859 – 321 4986 Ph: 859 – 268 2112 Registering Agent / Incorporator / President

International 'We Serve' Foundation, Inc.

Articles of Incorporation and Bylaws

(Domestic Non-Profit Corporation)

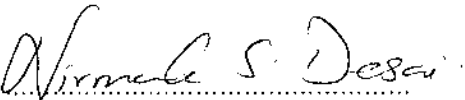
The First Board of Directors has been convened as of May, 22, 2011 at 895 Edgewater Drive, Lexington, KY 40502-3159 as per the invitation from the Incorporator / Registering Agent.

These have been registered with the Secretary of State of Kentucky and the Fayette County Clerk per regulatory formalities.

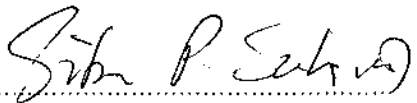
This is to declare that the undersigned First Directors have reviewed and hereby ratify the Amended Articles of Incorporation, including the name change and the Bylaws that are enclosed herewith.

Enclosed: The Amended Articles of Incorporation and the Amended Bylaws.

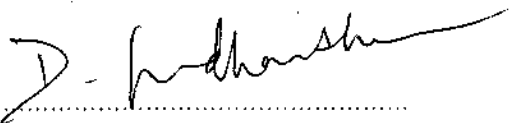
First Advisory Board of Directors

Signed: 
1. **Dr. Nirmala Desai, MD**
Email: ndesai@uky.edu
Cell: 859 - 552 6336 Ph: 859 - 266 3625

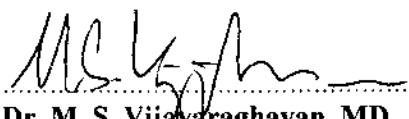
Date: May, 22, 2011
2040 Manor drive
Lexington KY 40502, USA
Chair, Initial / First Board of Directors

Signed: 
2. **Dr. Sibin Saha, MD**
Email: ssaha2@uky.edu
Cell: 859 - 338 0509 Ph: 859 - 268 4496

Date: May, 22, 2011
1616 - 3 Tates Creek Road
Lexington KY 40502, USA
Director, Initial / First Board of Directors

Signed: 
3. **Dr. D. Sudharshan, Ph D**
Email: nalsud@yahoo.com
Cell: 859 - 338 2160 Ph: 859 - 219 1625

Date: May, 22, 2011
118 Cambridge Lane
Nicholasville, KY 40356, USA
Director, Initial / First Board of Directors

Signed: 
4. **Dr. M. S. Vijayaraghavan, MD**
Email: mrviji2020@yahoo.com
Cell: 859 - 321 4986 Ph: 859 - 268 2112

Date: May, 22, 2011
895 Edgewater Drive
Lexington KY 40502-3159, USA
Registering Agent / Incorporator / President

International 'We Serve' Foundation, Inc.

International 'We Serve' Foundation, Inc.

BYLAWS

Introduction: The **International 'We Serve' Foundation, Inc.** (hereinafter known as: the Foundation) shall be serving a great societal need that crosses geographic boundaries. By bringing together the collective efforts of kind and generous individuals and institutions to empower billions of people living in every country, using modern technology to bring education, information, skill development and connectivity to eliminate poverty, eradicate illiteracy, enhance skills, ensure affordable healthcare, enable employment and raise the standard of living in a sustained manner. The Foundation hopes to enable the common man and woman become self-reliant, with sustainable growth and long term prosperity, to evolve happy, prosperous and peaceful societies.

Poverty, Illiteracy, Unemployment, inadequate healthcare, poor education, etc. are prevalent in many rural as well as urban parts of the world. The Foundation shall be a catalyst in effecting the much needed societal change for those in need so that they become empowered citizens who are happy, prosperous and peaceful societies. To that end, the Foundation shall undertake:

W	W holesome Effort	along with
E	E fficient Technology	leading to
S	S hared Knowledge	along with
E	E nhanced Skills	along with
R	R obust Health	along with
V	V ibrant Economy	leading to
E	E mpowered Citizens	happy, prosperous and peaceful.

Bylaws: These bylaws, in conjunction with the Articles of Incorporation of the Foundation with the rights and responsibilities conferred on all similar non-profit organizations duly registered in the Commonwealth of Kentucky under the "Kentucky Nonprofit Corporation Acts" KRS 273.161 to 273.390, and all tax exempt entities under Section 501 (c) (3) of the Federal Government, shall be adopted by its Board of Directors [KRS 273.191]. The power to alter, amend, repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. These bylaws contain provisions for the regulation and management of the affairs of the Foundation and are consistent with the existing laws and the Articles of Incorporation of the Foundation.

ARTICLE I – ADVISORY BOARDS [Initial and Subsequent]

SECTION 1: INITIAL / FIRST BOARD of DIRECTORS:

- Per KRS 273.211 and in accordance with the "Kentucky Nonprofit Corporation Acts" KRS 273.161 to 273.390, the Initial / First Board of Directors shall be formed, comprising of three individuals and the Agent / Incorporator of the **International 'We Serve' Foundation, Inc.**
- Their names and required details are included in Appendix – A [KRS 273.211] for submission to the Secretary of State of Kentucky.
- After filing the Articles of Incorporation, an Organization Meeting of the Initial / First Board of Directors named in the Articles of Incorporation shall be held, at the call of the majority of the incorporator(s), for the purpose of adopting the bylaws, electing officers and the transaction of such other business as may come

International 'We Serve' Foundation, Inc.

before the meeting. The Incorporator(s) calling the meeting shall give at least three (3) days' notice thereof by regular mail / email to each Director so named, which notice shall state the time and place of the meeting. [KRS 273.257]

- d. The Initial / First Board of Directors shall hold office until the (Subsequent) Advisory Board of Directors, as specified in these Bylaws, are appointed and constituted, at which time they hand over the responsibilities and duties to that Advisory Board. This transition shall be scheduled and properly documented by the President – CEO, and can be done via regular mail, fax or online, by mutual consent of the respective Chairs of the Initial Board and the Subsequent Board.
- e. Any of the Initial / First Board of Directors, may serve in the Advisory board for a full term, in the second or any subsequent Advisory Board, if appointed and if they accept that appointment.

SECTION 2: COMPOSITION

- a. The Advisory Board of Directors of the Foundation (aka: the Board) shall consist of the Chairperson, and 12 Directors. The number of Board of Directors may be increased or decreased from time to time by suitable amendment to the Bylaws of the Foundation, but in no event shall there be less than three (3) Directors and no decrease shall have the effect of shortening the term of any incumbent Director.
- b. The affairs of the Foundation shall be managed by the Board of Directors. They need not be residents of Kentucky or members of the Foundation [KRS 273.207].
- c. The President – CEO of the Foundation shall represent the Executive Committee in the Board as one of the twelve (12), as the Ex-officio voting Director on the Board, thereby making the total number thirteen (including the Chair). There is no term limit in the Board for the Ex-Officio member to serve as one of the Directors, as long as holding the Office as the President of the Foundation.
- d. A Director may voluntarily resign at any time, giving proper notice to the Chair of the Board. A Director may be summarily removed by the Chair of the Board, with input from the President-CEO, for any falsification of documents, miss-representation, or if under any civil or criminal legal censures or proceedings, when it may negatively impact the reputation and standing of the Foundation.
- e. Vacancies on the Board shall be filled by the Chair on recommendations of a suitable candidate by the remaining Directors serving on the Board, along with input from the President / CEO.

SECTION 3: CHAIR and DIRECTORS of the Advisory Board

- a. The Advisory Board of Directors shall be headed by the Chairperson who shall serve a full four year term and with automatic renewal serve a second four-year term as well. The Directors of the Board shall be inducted at the first Board Meeting following their appointment.
- b. The Board of Directors shall be accomplished individuals with high moral and ethical character, drawn from a cross section of the world citizens, known for their genuine concern for global progress with a strong belief in the Mission of the Foundation. Known for personal achievements and professional experience, each shall enhance the Mission, thereby adding further strength to the Foundation.
- c. In the event of an unexpected vacancy of the Chair, the Board of Directors shall elect one among them or bring in a new, capable individual to fill that position. Until one is appointed, the Secretary of the Board shall act as the ad-hoc Chair. Once elected, the Chairperson shall serve a minimum term of four-years, with one additional term, consequently or separately. If chosen from among the existing Board of Directors, the maximum duration to serve shall not exceed twelve years. (one term Director and two terms Chair or two terms Director and one term Chair).



International 'We Serve' Foundation, Inc.

- d. The Board of Directors shall be appointed according to the provisions given in these By-Laws. Each term of the Directors shall be four (4) years. About half of the Directors shall be appointed every two years and may not serve more than two terms (maximum eight years) either consecutively or separately. Initially five of the 12 Directors shall serve a two year term, to allow continuity and smooth succession.
- e. In the event of an unexpected vacancy in the Directors, on recommendation from the President, the Chair may appoint a suitable candidate to fill in the unexpired term of the predecessor. At the beginning of the subsequent Board Meeting, the Chair shall introduce the new Director and ratify the appointment.
- f. If any Director is unable to participate, without valid reason, in three consecutive scheduled Board meetings or over a span of eighteen months, [whichever is longer] the Director shall automatically forfeit the Membership in the Advisory Board. The Chair shall fill that vacancy per the terms in the Bylaws when a vacancy arises.

SECTION 4: General Standards for DIRECTORS

A Director of the Foundation, being a nonprofit corporation subject to the provisions of KRS 273.161 to 273.387 shall discharge the duties as a Director, including the duties as a member of a committee:

- ✓ In good faith
- ✓ On an informed basis
- ✓ In a manner the Director honestly believes to be in the best interest of the Foundation
- ✓ Discharge the duties with care an ordinary prudent person in a like position would exercise under similar circumstances, inquiry into the business and affairs of the corporations, or into a particular action taken or decision to be made.
- ✓ When making informed decision, relies on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: reliable and competent staff, legal counsel, public accountants who are experts with competence, etc.

SECTION 5: MEETINGS

- a. The Chair shall be in charge of the entire Board Meeting and shall conduct the same by calling the Board to order. Under unavoidable circumstances, when unable to preside over the meeting, the Chair may designate one of the Board Members to conduct the meeting in the Chair's place for that particular meeting or part of the meeting.
- b. The Advisory Board shall meet twice a year, either in person or hold virtual meetings using modern technology such as Tele-conference, etc. The meetings shall be recorded for future reference using modern technology. Minutes shall be circulated among the Board members and other relevant parties, summarizing the essence of the meetings and decisions.
- c. In the first Board meeting each year, the Board of Directors shall select one among them to be the Secretary of the Board, who shall ensure (i) proper minutes are recorded (ii) circulated (iii) approved in the subsequent meeting (iv) distributed to the Executive Committee for suitable follow up, etc. following each Board Meeting.
- d. The Secretary of the Board shall consult with the Chair and the Ex-Officio Member to inform the rest of the Board the Meeting Agenda, date, time and venue of the semi-annual Board Meetings, minimum twenty (20) days in advance, via digital and / or certified mail, ensuring delivery to the last known contact address recorded in the Foundation files. Notice of such meetings shall be posted in the Foundation website, (minimum twenty [20] days advance), accessible to the Board of Directors and officers of the Foundation in a secure and confidential manner.

International 'We Serve' Foundation, Inc.

- e. Board of Directors shall visit the Foundation website [<http://www.purafoundation.org>] periodically to keep themselves informed of the meetings, activities and programs, even if personal communication efforts fail to reach them due to unforeseen technical difficulties.
- f. On the recommendation of the President/CEO and / or the Secretary of the Board, the Chair may invite anyone other than the Board of Directors to participate, make presentations and submit reports to the Board on specific items in the agenda or as observers. The invitees may be consultants, advisors and / or representatives who are current Direct members of the Foundation or planning to join as Direct members.
- g. Only the Board of Directors shall vote on any proposals or decisions that are binding on the Foundation. A simple majority of the Board of Directors (present and in proxy) shall form the quorum of any Board meeting. The act of the majority of the Board of Directors present at which a quorum is present shall be the act of the Board of Directors.
- h. Notwithstanding the above, in matters of amendment or restatement of the Articles of Incorporation, amendments to the Constitution and Bylaws, Dissolution of the Foundation, matters relating to any merger, consolidation, etc. of the Foundation, a minimum of two-thirds (2/3) of the Directors present or by proxy shall be required, at which a quorum is present.
- i. On the recommendation of the President, the Chair may approve and call for a Special / Emergency Meeting of the Advisory Board – with 7 days' notice. Any meetings, regular or special can be conducted in person or as a virtual meeting online via tele-conferencing or other suitable modalities, in order to be considered valid.
- j. In case of an unforeseen emergency that requires immediate intervention, the Chair and the President shall consult with each other and exercise their special executive powers to act appropriately on behalf of the Foundation and inform the rest of the Advisory Board Members in a reasonable time to keep them informed. Such executive actions shall be reported at the subsequent Advisory board meeting and resolve any concerns the Advisory Board Members may have.
- k. The Parliamentary rules governed by the Revised Robert's Rules of Order shall govern this Foundation in all cases in which they are applicable except where they are inconsistent with the Articles of Incorporation and By-Laws of this Foundation or applicable law.

SECTION 6: DUTIES AND POWERS

- a. The policies, directives and overall enforcement of the Vision, Mission and Purposes of the Foundation shall be supervised by the Advisory Board. The specific duties and powers of the Advisory Board include, but are not limited to, the following:
 - b. To stay current and relevant, the Articles of Incorporation and By-Laws of the Foundation shall be reviewed and ratified by the Advisory Board at least once every ten years – even if no changes are needed. The proposed changes shall be circulated to the Board of Directors with 90 days advance intimation to allow sufficient time to review the existing statute as well as the proposed change, its pros and cons, etc. The proposed changes shall be brought for discussion and vote at any Board Meeting, to exercise their power to amend them as stipulated in these By-Laws.
 - c. To review, make corrections and approve the minutes of the previous meeting of the Board.
 - d. To recommend to the Chair potential new Members of the Board when a vacancy arises.

International 'We Serve' Foundation, Inc.

- e. To recommend to the Chair to invite a non-member to attend the sessions of any meeting of the Advisory Board and to participate in the discussions. The invited guests at any Board Meeting shall be only observers, without any voting power in the affairs of the Board of the Foundation.
- f. To oversee the activities of the Executive Committee and ensure they enforce the policies and decisions of the Board to promote the Mission and Purposes of the Foundation.
- g. To receive reports of standing and Ad-hoc committees, approve or disapprove their recommendations.
- h. To select the annual recipient(s) of the Foundation's Award(s) or Recognition from among the candidate(s) recommended by the Awards Committee.
- i. To undertake any additional responsibilities / projects / powers and actions the Chair or the Executive Committee may assign to the Members of the Board from time to time.

SECTION 7: COMMITTEE(S)

Committees: The Chair and / or the Board of Directors shall appoint or designate and authorize the President the power to appoint one or more committees for any specific purpose or project and delegate appropriate responsibility or assign a project or activity.

- ❖ Each committee (temporary or standing), shall have a Coordinator who shall report to the President (or person designated by the President) the progress and activities as instructed.
- ❖ Any Committee(s) may be dissolved by the President or the Board of Directors, once the purpose is completed, and due reports have been submitted as required.
- ❖ No committee has any authority to alter, amend, change or rescind any of the Articles of Incorporation, Constitution or the Bylaws.
- ❖ No committee shall enter into any financial obligations on behalf of the Foundation, rent, lease, mortgage, or in any manner involve the Foundation or its assets in any financial commitment or transaction without the written authorization from the President and/or Treasurer, or the Chair of the Board of Directors. All such acts shall be promptly reported to along with weekly or monthly updates provided to the Treasurer as instructed.
- ❖ No committee or committee member shall accept or receive any payment, funds or assets in their own name on behalf of the Foundation. All contributions / payments / donations / gifts / grants, etc. must be directly sent to / remitted to the Foundation only. Any violation of this shall be a serious offense and at the discretion of the Board of Directors, may be punishable to the fullest extent of the law.
- ❖ No committee shall be constituted to operate to relieve the Board of Directors and or any individual Director their responsibility imposed by law.

SECTION 8: COMPENSATION

- a. The members of the Advisory Board shall serve without any compensation. With prior approval, and on submitting satisfactory proof, the ordinary and necessary expenses incurred in the pursuance of the duties as Board Members shall be reimbursed from the donated funds of the Foundation. If any such reimbursement is disqualified or questioned by the regulatory authorities, the Members unconditionally agree to refund to the Foundation the said amount in question.

International 'We Serve' Foundation, Inc.

ARTICLE II – FOUNDATION MEMBERSHIP

- a. There shall be three (3) classes of voluntary Membership in the Foundation. All applicants to any of the offices or Board Membership or committees or any class of membership are expected to hold to high ethical, moral and civic standards. All are expected to and be willing to uphold the objectives and purposes of the Foundation.

SECTION 1: RECIPIENT / DIRECT MEMBER

- a. Voluntary, free and open to any organization / group / community center / rural cluster anywhere in the world that is supportive of the Foundation's Vision and Mission to help deserving and needy people in any part of the world. A simple on-line application with pertinent details of the organization / group / community center / rural cluster shall be sent in for the Board to review and acceptance.
- b. Recipient / Direct Membership entails Recipient / Direct Members free access to the registered Foundation volunteers, mentors, guides, experts, professionals and various institutional partners who are willing to help and participate in various aspects – from the initial design stage all the way to sustained support as long as the need exists. Those entities approved as 'for-profit' shall offer significant reduction in their fees and charges for registered Recipient / Direct Members.

SECTION 2: INDIVIDUAL VOLUNTEER MEMBER

- a. Voluntary, free and open to any accomplished individual (age 18 and above) without regard to race, religion, sex, ethnic or national origin who has a valuable contribution to make to the Foundation and / or any of its Recipient / Direct members and their constituents in any part of the world. Online application with required and verifiable information shall be reviewed by the Review Committee and reported to the Executive Committee, before registration as a Volunteer / Supporter in this category.
- b. By filling in the online application, the individual applicants signify that they understand, give their informed consent and agree to abide by the Executive Committee's decision, which has full discretion in all such matters.
- c. Within this Individual member category, any youth (below the age of 18) shall be enrolled under: 'VOLUNTEER – YOUTH MEMBER', without regard to race, religion, sex, ethnic or national origin who has a valuable contribution to make to the Foundation and / or any of its Recipient / Direct members and their constituents in any part of the world. Online application, with the approval of one of the parents / legal guardian, with required and verifiable information shall be reviewed by the Review Committee before registration under this category. By filling in the online application, the individual applicants (and their parent / legal guardian) signify that they understand, give their informed consent and agree to abide by the Foundation's decision, which has full discretion in all such matters. On attaining the age of 18, the Youth Volunteer Member shall be advanced automatically to the Individual Volunteer Member category.

SECTION 3: INSTITUTIONAL PARTNER

- a. Voluntary, free and open to institutions of all sizes and shapes (Charitable, Philanthropic, NGO, Governmental, Independent, For-profit, etc.) in all sectors such as Education, Healthcare, Humanities, Science, Research, Technology, Finance, Industry, Transportation, Judicial, Legal, Accounting, etc. that can impact the quality of life for deserving and needy citizens.
- b. The membership application shall be evaluated purely based on their merit, without regard to race, religion, sex, ethnic or national origin, making sure the applicant is supportive of the Foundation, its vision, mission, objectives, purposes and functions.

International 'We Serve' Foundation, Inc.

- c. Online application with required and verifiable information shall be reviewed by the Review Committee and recommended to the Executive Committee before registration in this category. By filling in the online application, the institution signifies that they understand, give their informed consent and agree to abide by the Executive Committee's decision, which has full discretion in all such matters.

SECTION 4: FUNDS – Dues, Fees and Assessments.

- a. There are no annual dues, fees or assessments for any of the categories of Membership.
- b. The Foundation shall be 100 % charitable, non-profit entity that welcomes voluntary donations from legitimate and well-meaning donors - individuals and organizations that want to support and promote the Mission and Purposes of the Foundation.
- c. All donations and funds raised shall be properly accounted for and transparent for review and inspection by anyone interested and shall be provided in the Foundation web site on a periodic basis, after review and approval by independent qualified professionals.
- d. None of the Executive Committee or any of the Board Members shall receive any compensation, salary, commission or perks for their participation. Incidental and necessary expenses in performing any assigned tasks shall be (i) underwritten by sponsoring organizations (ii) covered by charity minded individuals or institutions or (iii) with the approval of the Board, allotted from donations received by the Foundation in promoting the Foundation's Missions in every part of the world.
- e. The funds raised from public donations, grants, publications, fund raising events, etc. shall be ear-marked to support the ongoing activities of the Foundation – such as reaching out to various Recipient / Direct members, helping them develop their own skills and efficiencies, providing connectivity via modern amenities, setting up, maintaining and updating a web portal that shall be a conduit to channel collaboration, interaction and networking among the various Foundation members in any part of the world, providing access to volunteers and support groups they can access quickly and easily.

ARTICLE III – Executive Committee - OFFICERS

- a. **Executive Branch:** The Executive Committee, made of qualified persons / volunteers who are willing to serve in their respective capacities, shall be responsible for the actual implementation and execution of the Vision, Mission, activities, and purposes of the Foundation and ensure putting into action the policies and decisions of the Advisory Board. The Executive Committee and its officers shall be answerable to the Chair and the Directors of the Advisory Board.
- b. **Authority of Officers:** Each officer of the Foundation shall have the authority and shall perform the duties set forth in the bylaws or to the extent consistent with the bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors or the President to prescribe the duties of other officers, as per KRS 273.228.
- c. The same individual may hold more than one office in the Foundation [KRS 273.227]. The term of each officer shall be for a period up to four years and with the consent of the Board of Directors, they can be reappointed as per the needs of the Foundation.

SECTION 1: POSITIONS

The Executive officers of the Foundation shall be:

1. The President - CEO
2. The Executive Secretary



International 'We Serve' Foundation, Inc.

3. The Foundation Treasurer

SECTION 2: PRESIDENT - CEO

- a. **Duties:** The President shall be the Chief Executive Officer of the Foundation and shall perform all duties customarily associated with the Office of the President; preside at all the meetings of the Executive Committee (composed of the officers 1, 2 & 3 listed above); be responsible for the appointment of the Chairperson of all standing and Ad-Hoc committees, subject to the approval of the Advisory Board. The President shall represent the Executive branch, as the Ex-Officio Director in the Advisory Board of Directors [KRS 273.227]. If unable to attend, the President instead may assign one of the officers to represent and attend a specific meeting / session.
- b. **Duration:** The President shall serve for an initial term of four years with subsequent terms of four years each. This is a voluntary position without any compensation or salary and the appointment shall be ratified by the Chair of the Advisory Board. In case of an unexpected vacancy, the Chair may appoint an interim / ad hoc President or request the Executive Secretary to act in that capacity till one is appointed.

SECTION 3: EXECUTIVE SECRETARY

- a. **Duties:** The Executive Secretary shall be responsible for the customary duties of a Secretary in a non-profit organization, and also (inclusive of and not limited to) (i) act and sign for the Foundation in all matters except those specifically assigned to another officer; (ii) be responsible for the minutes of meetings of the Executive Committee; (iii) be responsible for circulating these minutes before any meeting; (iv) maintain a list of the current address, telephone number and other pertinent contact data on all Executive Committee, Advisory Board Members and various categories of the Foundation membership; (v) ensure the applications under the various membership categories are reviewed by the respective reviewers and respond to the applicants in due time, (vi) communicate with the Members; (vii) ensure collaboration and cooperation among the various members (viii) be the custodian of all the records, papers and properties of the Foundation and (ix) hand over all documents and properties of the Foundation to the successor.
- b. **Duration:** The Secretary shall serve for an initial term of four years with a second term of four more years, either consecutively or subsequently. In case of an unexpected vacancy, the President may appoint an interim / ad hoc Secretary or request the Treasurer to act in that capacity till one is appointed.
- c. **Operations Records:** The Secretary in cooperation with the Treasurer, shall be the custodian and maintain the up-to-date records of the Foundation; make them available for review by any member; file due annual, quarterly or other documents, license renewal, etc. with local, state and federal authorities as required; submit quarterly activity and operations status report to the Advisory Board Chair and the Executive Committee; provide annual report to the entire Advisory Board; hand over the records to the succeeding Secretary when there is a change in the position; provide full cooperation, help and submit all records for any internal or external audit required by the Board or by the regulatory bodies.

SECTION 4: TREASURER - CFO

- a. **Duties:** The Treasurer shall be responsible for the customary duties of a Treasurer in a non-profit organization, and also (inclusive of and not limited to) (i) the collection of all donated funds for the Foundation and be responsible for their safe keeping; (ii) Apply for and obtain any tax exemptions from the local, state, regional, national regulatory bodies as required, and ensure maintaining them active (iii) Pay on time, all taxes, levies, grants / distributions / debts of the Foundation from the Foundation's funds; (iv) Keep accurate accounts and shall submit a Financial Statement at each Annual Meeting of the Advisory Board; (v) Submit an interim report at each Advisory Board meeting on the financial status of the Foundation, (vi) Research and apply for various eligible rural development grants (vii) Update status of application for grants, donations, etc., (viii) Submit a tentative budget for the upcoming fiscal year (ix) Get approval from the Executive Committee / the Advisory Board for any fund raising events / activities being

International 'We Serve' Foundation, Inc.

planned over the next twelve months and (x) Apply for non-profit mailing permit; apply for and comply with all non-profit solicitation requirements of the local, city, county, state, regional, federal entities, existing laws, and regulatory standards.

- b. **Duration:** The Treasurer shall serve for an initial term of four years with a second term of four more years, either consecutively or subsequently. In case of an unexpected vacancy, the President may appoint an interim / ad hoc Treasurer or request the Secretary to act in that capacity till one is appointed.
- c. **Financial records:** The Treasurer shall prepare a preliminary budget, in consultation with the President at the beginning and also prepare an annual budget for the subsequent year(s). Set up a proper financial and accounting as well as record keeping system. Prepare the year-end Balance sheet, Profit-Loss, Cash-flow, Income-expense, and other financial documents that are customary and essential in running a non-profit tax-exempt organization and maintaining transparency and conforming to all regulatory standards and future modifications.
- d. **Bank Account(s):** The Treasurer, in consultation with the President, shall set up one or more bank accounts at a reputable bank and ensure proper deposits, withdrawals, disbursement, etc. are conducted to run the Foundation properly. The Treasurer shall have the authority to issue checks and make payments independently, up to the limit set by the Advisory Board and for expenses exceeding that limit, shall require the signature of the President as well. For electronic funds transfer, when the two need to sign, the respective, secure, authenticated digital signatures shall be acceptable and serve the same purpose as the originals affixed to a paper document.
- e. **Record Keeping and archiving:** Treasurer shall maintain the up to date records and make them available for review by any member and also file due tax documents and returns to respective local, state and federal authorities as required; submit quarterly financial update to the Advisory Board Chair and the Executive Committee and provide annual report to the entire Advisory Board; hand over the records to the succeeding Treasurer when there is a change in the Treasurer's position; provide full cooperation, help and submit all records for any internal or external audit required by the Board or by the regulatory bodies.

SECTION 5: TERMINATION

- a. At the time of accepting the appointment with the Foundation, each individual signifies that they have personally reviewed these Articles of Incorporation and By-Laws and give their full and informed consent to accept and abide by the terms and conditions under which they are appointed.
- b. At the conclusion of the regular and renewal terms of their appointments, the respective officers shall hand over all documents and records to their successor without any delay and help with the smooth and orderly transition. No notice shall be required for such orderly termination.
- c. Any Officer or Advisory Board member shall have the right to terminate their association with the Foundation by giving a written notice to the President (if a Board Member, to the Chair) for any personal reasons, with a 90 day advance notice.
- d. In case of any intentional falsification of records, misappropriation of Foundation funds, or civil or criminal misconduct unbecoming of the high ethical and moral standards of the Foundation's Principles, declared bankruptcy or insolvency, etc. the position shall be subject to summary termination without any compensation or recourse, at the discretion of the Chair of the Board, with required input from the President. The decision of the Board Chair shall be final in all such matters.
- e. If one is found to be clear of any such accusations and declared innocent of any wrong doing by a competent court of law or jurisdiction, the President / Chair of the Foundation may re-appoint the person to



International 'We Serve' Foundation, Inc.

complete the remainder of the term, when a suitable vacancy arises in that position. But no such reappointment shall be assured or guaranteed under any circumstance.

ARTICLE IV – Use of TECHNOLOGY

- a. **Emerging Technology:** The Foundation shall make use of emerging and modern technology to conduct and carry out its services and responsibilities as well as its operations. Use of Tele-Conferencing, Tele-Education, Tele-Commuting, Tele-Medicine, Tele-Volunteering, etc. shall be made effective use of in various aspects and adopt methods to lower the negative impact on the environment by reducing paper use and do all it can to be energy efficient and eco-friendly.
- b. **Virtual Meetings and recordings:** Board Meetings conducted online, Executive Committee Meetings conducted online, digital data generation and storage in a secure and encrypted manner, that are legally permissible in a court of law as legally valid, etc. shall be as legally valid and binding as a paper document, telegram, telex, cablegram, or similar transmission by an Executive Committee member, Board Member and Officer of the Foundation.
- c. **Record Keeping:** Emphasizing eco-friendly practices, and to reduce usage of paper, most documents of the Foundation shall be kept in a secure and encrypted digital format with adequate efforts to allow backup, storage, retrieval, and prevent any loss or misuse, etc. The Foundation shall use currently available digital and other emerging technologies to keep correct and complete records of accounts and keep minutes of the proceedings of the meetings of the members, Board of Directors, committees, officers, and other relevant documents as well as protecting the privacy and confidentiality of the participants – such as the Recipient Members, their constituents, volunteers, institutional partners, vendors, suppliers, consultants, etc.
- d. **Inspection:** All the records and documents of the Foundation shall be available for inspection and review by any Foundation member, Director, staff, member's agent, attorney, for any proper purpose at any reasonable time. At the approval and discretion of the President and the Chair of the Board, these documents shall be made available to the Internal as well as external auditing teams, regulatory authorities (local, regional, state, federal) and international foundations and organizations who require such disclosure and accountability for grants, donations, etc.
- c. **E-signature:** For all important documents, a valid and secure electronic signature shall be acceptable and legally enforceable in place of a direct signature on a paper document.
- f. **Confidentiality:** The Foundation shall use security and encryption and other measures to protect the privacy and confidentiality of all concerned and allow secure storage onsite / offsite, limited and secure access for all sensitive and confidential data, after the approval of the President / Executive Committee / Board Chairman / Directors, as the case may be. Critical to mobilize the cooperation and support of the participants to uphold confidentiality and privacy always.
- g. **Volume of data:** In spite of one's best intentions, when dealing with several thousands (if not millions) of individuals and organizations in different parts of the world, with varying degrees of technical capabilities and security enforcements, the ability to record, store and maintain all data will not be easy or realistic. The Foundation shall do all it can to accomplish this within its means and using the best options that are available out in the real world.

ARTICLE V – FINANCIAL MATTERS and SUPPORT

International 'We Serve' Foundation, Inc.

SECTION 1: The Foundation may undertake periodically specific fund raising programs and engage in fund raising activities. The exact mode of such activities are yet to be developed and once it is approved as 501 (c) (3) organization, shall apply for grants from governments, international bodies, private foundations, businesses, corporations, etc. that help promote and support the Vision, Mission, objectives and purposes of the Foundation.

SECTION 2: The Foundation shall depend on financial support from the following sources:

- ✓ Grants and Contributions from other Non-Profit, Tax-exempt Organizations
- ✓ Public Donations and Endowments
- ✓ Corporate Donations and Endowments
- ✓ Interest, Dividends or other income from investment of unexpended funds.

SECTION 3: The Foundation shall not provide any compensation for the Advisory Board Directors at this time and will reimburse certain reasonable and ordinary expenses of the Board Directors, officers, or other agents and employees incurred in furtherance of the Foundations Vision, Mission, Objectives and Purposes and related projects, services, programs, etc. When any Board Director provides substantial time, services and professional or staff services, separate and apart from their role as the Advisory Board Director, they will be entitled to reasonable and ordinary compensation that would be paid to anyone else providing similar services, etc.

SECTION 4: The Foundation shall hire required staff and management personnel when it is on a firm financial footing to afford them in the course of time. Any salaries, wages, fringe benefits, or other forms of compensation are paid to or provided to any individual or entity, it shall be reasonable and commensurate with the duties and working hours associated with such employment and payment comparable to persons with similar positions and duties. Any reimbursement for expenses (full or partial) disallowed by the Advisory Board or by any regulatory bodies shall be fully and promptly repaid to the Foundation and the decision of the Advisory Board shall be final on all such matters.

SECTION 5: Except for basic organizing costs underwritten by one or two generous individuals, the Foundation does not have any assets or funds. It is anticipated that contributions will be made after the Foundation receives its determination letter about the non-profit and tax exempt status from the Internal Revenue service.

SECTION 6: In keeping with the regulatory standards and to be compliant with required financial accounting and transparency, the Foundation shall institute periodic (at least once a year) internal audit and when financially stable, and affordable, conduct an annual external audit. Any discrepancy or insufficient data must be taken seriously and remedied with suitable course of action. The Advisory Board on the advice of the President-CEO / Executive Committee, shall have the right to suspend the person till the matter is resolved or dismiss summarily for gross violation, The Advisory Board also has the right to institute any appropriate legal course of action, when funds are misappropriated or misused, and has the right to recover the same, with interest and penalty along with related court costs and attorney fees.

SECTION 7: Per KRS 273.241, the Foundation shall NOT make any loans to its Directors, or officers.

ARTICLE IV – INDEMNIFICATION

SECTION 1: The Foundation shall indemnify any and all members of its Executive Committee and the Advisory Board, officers or former directors or officers, or any person who has served or shall serve at the Foundation's request, against expenses actually and necessarily incurred by them in connection with their duties and functions of the Foundation. This shall not apply if there is willful misconduct or misappropriation of the Foundation's funds or resources, in the performance of their duty or function of the Foundation.

International 'We Serve' Foundation, Inc.

ARTICLE V – FISCAL YEAR

The fiscal year for the Foundation shall commence on the first day of January of each year and end on the last day of December of that same year.

ARTICLE VI – AMENDMENTS

- a. The Initial / First Board shall review and ratify the Constitution and By-Laws of the Foundation at the very first meeting of the Board. The Subsequent Advisory Boards shall conduct a review at least once every ten years (or more often if necessary), to suggest changes and modifications.
- b. Per KRS 273.261, the Advisory Board shall have the sole and exclusive right to amend, alter, revoke, restate [KRS 273.273] or otherwise change these Articles of Incorporation or any part hereof, from time to time, in any and as many respects as may be desired, so long as its articles of Incorporation as amended contain only such provisions as are lawful under KRS 273.161 to 273.390.
- c. Once ratified and approved, and after installing the full complement of the Board, with its 13 Directors, any Permanent changes to the Articles of Incorporation and By-Laws, shall require a minimum of nine (9) votes out of possible 13 (including that of the Chair). The measure to change the Articles of Incorporation and By-Laws shall not be valid without the positive vote of the Chair. The Chair shall have the line item veto power, when approving the amended Articles of Incorporation and By-Laws, except when the amendment is supported by all 12 of the Directors, which shall override any veto. Each amendment shall be individually voted and shall be presented to the Chair for approval.
- d. The Chair alone cannot make any amendments / changes to the Articles of Incorporation and By-Laws and needs additional 8 more votes of the Board of Directors when the full 13 members are present. If less than 13 serving in the Board, any amendment to the Articles of Incorporation and By-Laws shall require the approval of seventy (70) percent of the Board of Directors who are actively serving in the Board. Unless specifically stated otherwise in this Articles of Incorporation and By-Laws, for all other matters brought before the Board for a vote, a simple majority, (with or without the consent of the Chair) (7 out of 13) is adequate for Board approval.
- e. Once the Articles of Incorporation and By-Laws change is voted by the Board and ratified, it shall be in force for at least 12 months before it can be voted on again by the Board Members as per the terms in Article I, Section 3, Item (h) stated above.
- f. The Secretary of the Foundation shall deliver to the Secretary of State the Amended Articles of Incorporation for filing the same to satisfy KRS 14A.2-010 to 14A.2-150, setting forth:
 - The name of the Corporation
 - The Amendment(s) adopted
 - Details of the date, meeting the quorum, minimum seventy (70) percent of the votes for adopting the amendment, with proper documentation, as provided in these Bylaws.

ARTICLE VII – CONFLICT of INTEREST TRANSACTIONS

- a. **Conflict of Interest:** Per KRS 273.219, a Conflict of Interest Transaction with the Foundation is one in which a Director has a direct or indirect interest. A Conflict of Interest transaction shall not be voidable by the Foundation solely because of the director's interest in the transaction if any one of the following is true.

International 'We Serve' Foundation, Inc.

An indirect interest exists when a Director of the Foundation has material financial interest or is a general partner, director, officer, or trustee in an entity that enters into a transaction with the Foundation.

- b. **Disclosure:** The material facts of the transaction and the Director's interest shall be disclosed or made known to the Board of Directors or committee in charge of the project, in advance. After due diligence, the Board at its own discretion may reject or accept and authorize, approve, or ratify the transaction after the full disclosure and finds the transaction to be fair to the Foundation.

Disclosure by the President M. S. Vijayaraghavan, MD and his immediate family members have the following interests: These family owned companies interact / collaborate with each other in several ways.

President & CEO, Donor	International 'We Serve' Foundation, Inc. since inception
Managing Partner & Investors	Enriched Cloud Computing, LLC, since inception
President & Owner	Resources International, Inc. since inception
Director of the Board & Investor	i-Grandee Software Technologies Pvt. Ltd. since 2009
General Manager & Investors	Alpha International Ltd. LLC, since inception
Chairman of the Board & Investors	VASS Enterprises Ltd LLC, since inception

- c. **Founding Partners:** The three Founding Institutional Partners ['Enriched Cloud Computing, LLC', 'Resources International, Inc.' and 'i-Grandee Software Technologies Pvt. Ltd.', their staff, associates and subsidiaries] have underwritten the efforts and expenses to set up the Foundation, and continue to provide critical support, organization, supervision, etc. They take care of the website design, development, ongoing maintenance, complete management, oversee operations and offer technical support and intend to participate in several activities and projects of the Foundation. Their individual and collective strength has made it possible to launch this entire mission to empower billions of citizens of the world.
- d. **Role of the Founding and Institutional Partners:** The Foundation plans to bring on board several capable institutional partners who shall support / help / oversee implementing the vision, mission and objectives of the Foundation, and be willing participants. All such activities shall be disclosed to the Foundation (except any confidential data that the parties are not able to disclose per mutual agreement) for transparency and effective reporting. The participation by the Founding or Institutional Partner Members in any projects that the Recipient / Direct Members seek their services shall not be considered a conflict of interest. Recipient / Direct Members shall have the full right to seek the services of any institution or business (who may or may not be associated with the Foundation) suitable to carry out their needs and are NOT obligated or required to seek the services of the Founding or Institutional partners at any time.
- e. **Critical Role:** This critical role of the Founding Institutional Partners and their associate firms listed above in this Articles of Incorporation and Bylaws is to document disclosing to the Chair, the Board of Directors, current and future committees, etc. and to ensure they are authorized, approved and ratified to conduct transactions with the Foundation. Their participation in the Foundation's establishment, activities and programs are fair, acceptable and not voidable, even if it fits in the 'technical definition' of the term 'Conflict of Interest' defined above per KRS 273.219.
- f. **Open to all willing partners:** Trying to help billions of people of the world is not possible without the help, support and active participation of hundreds and thousands of willing and capable individuals and institutional partners. Whoever can provide the needed help / essential support to empower the poor, disadvantaged citizens of the world is welcome to participate in this mission. The Foundation welcomes with open arms all collaborative efforts from any legal entity or individual willing to offer their time, efforts, abilities and services to achieve its stated Vision, Mission and Purposes.
- g. **Transparent and fair:** Any services provided by any organization, entity, business, for-profit or charitable, that may come under the term 'Conflict of Interest' because of their direct or indirect link with any of the directors or officers shall disclose their relationship to the Board of Directors well in advance



International 'We Serve' Foundation, Inc.

and ensure their approval and assure the Foundation that their charges, fees, billing, etc. shall be fair, just, comparable and reasonable at all times. In keeping with the non-profit nature of this entire mission, they shall offer their products and services to the Recipient / Direct Members either free of charge or at a significant discount they offer / extended to their best customers.

ARTICLE VII – DISSOLUTION

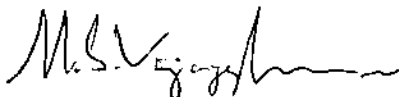
- a. Per KRS 273.161 to 273.390, if the vision, mission and purposes of the Foundation are not fulfilled, the Advisory Board of Directors may decide to dissolve the Foundation with the advice of the President-CEO and the vote of seventy [70] percent of the Directors in office. The date, place, quorum, circumstances, the discussions, confirming vote and a plan of distribution of any of the Foundation assets shall be documented and duly adopted at a meeting of the Advisory Board.
- b. Assets held by the Foundation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- c. Per KRS 273.303, the assets received and held by the Foundation subject to using them for charitable purposes, but not held upon a condition requiring return, transfer or conveyance by reason of dissolution, shall be transferred or conveyed to one or more domestic or foreign non-profit corporations, societies, or organizations engaged in activities substantially similar to those of the dissolving Foundation, pursuant to a plan of distribution adopted as provided in KRS 273.161 to 273.390.
- d. Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Foundation, dispose of all the other assets of the Foundation in such manner, or to such organizations organized exclusively for charitable, cultural or civic purposes as shall at that time qualify as an exempt organization or organizations under Section (501) (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States law, as the Advisory Board shall determine.
- e. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine to be organized and operated exclusively for such purposes. No member, director, or officer of the Foundation and no other private individual will be entitled to any distribution of any assets of the Foundation in the event of its dissolution.

Declaration:

May 5, 2011

Lexington, KY, USA

Hereby I, **M. S. Vijayaraghavan, MD**, resident of Lexington, KY, declare that I am the authorized Incorporator and the registering Agent of the '**INTERNATIONAL 'WE SERVE' FOUNDATION, Inc.**' and solemnly state that the information provided above is true and accurate to the best of my knowledge, belief and understanding.



M. S. Vijayaraghavan, MD
Registering Agent & Incorporator
895 Edgewater Drive, Lexington, KY 40502-3159 USA

msviji2020@yahoo.com