

INTERNATIONAL 'We Serve' FOUNDATION, Inc.

Tax ID EIN: 45-173 3688

International 'We Serve' Foundation, Inc.

BYLAWS – Amended (Nov. 30, 2012)

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Introduction – About us: 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.

General Powers: The Foundation has been formed under the laws of the Commonwealth of Kentucky governing Non-Profit corporations that enjoy the general powers granted under KRS 273.171, along with those listed under the Articles of Incorporation and the Bylaws.

Empowering Billions: 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	Wholesome Effort	along with
E	Efficient Technology	leading to
S	Shared Knowledge	along with
E	Enhanced Skills	along with
R	Robust Health	along with
V	Vibrant Economy	leading to
E	Empowered 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 before the meeting.

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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, [KRS 273.211] 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).

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- 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. **Vacancies:** 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 in office. At the beginning of the subsequent Board Meeting, the Chair shall introduce the new Director and ratify the appointment. Per KRS 273.213, any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the board of directors, unless the articles of incorporation or the bylaws provide that a vacancy or directorship so created shall be filled in some other manner, in which case such provision shall control.
- 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, or a committee of the Board of Directors of which he is NOT a member and honestly believes the committee merits confidence. [KRS 273.215]
- ✓ The Director has not breached or failed to perform the duties of the office in compliance with this section and has not acted in willful misconduct or wanton or reckless disregard for human rights, safety or property.

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. **Quorum:** Any of the meetings of the Foundation (including the Board of Directors or any committee) are valid with proper quorum and a simple majority (except when the Articles of Incorporation and the Bylaws stipulate a different voting term for a decision to be final and acceptable) decisions are enforceable when held as virtual meetings using Tele-Conferencing, audio-conference or other suitable electronic means.
- d. 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 to the Board of Directors (iii) approved in

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the subsequent meeting (iv) distributed to the Executive Committee for suitable follow up, etc. following each Board Meeting.

- e. **Call for regular meetings:** 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.
- f. **Online Updates:** Board of Directors shall visit the Foundation website [<http://www.weservefoundation.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.
- g. **Invited Guests:** 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.
- h. **Quorum of Directors:** 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, [KRS 273.217] unless a greater number is required by KRS 273.161 to 273.390, the articles of incorporation or the Bylaws.
- i. **Super majority circumstances:** 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.
- j. **Special / Emergency Meeting:** 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.
- k. **Emergency Executive Powers:** 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.
- l. **Conduct of the Meetings:** 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.
- m. **Action without a meeting:** Per KRS 273.377, any action required by KRS 273.161 to 273.390 to be taken at a meeting of the members of a committee or the Directors of the Advisory Board of the Foundation, or any action which may be taken at a meeting of the members of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or all of the directors, as the case may be. A simple majority shall be decisive in all such matters and the members shall vote either for or against the action being proposed – in writing in the appropriate

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column. Such content shall have the same force and effect as voting in person, and may be stated as such in any articles or document filed with the Secretary of State under KRS 273.161 to 273.390.

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.
- 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.
- j. To consider and approve a sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all property and assets of the Foundation, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, including shares of any corporation for profit, domestic or foreign, as may be authorized upon receiving the vote of a majority of the directors in office.

SECTION 7: COMMITTEE(S)

Committees: Per KRS 273.221, the Articles of Incorporation and the Bylaws of the Foundation the Chair and the Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors. The committees, to the extent provided in such resolution, in the Articles of Incorporation or in the Bylaws of the Foundation, shall have and exercise all the authority of the Board of Directors, except that no such committee shall have the authority of the Board of Directors in reference to (i) amending, altering or repealing the bylaws; (ii) electing, appointing or removing any member of any such committee or any director or officer of the Foundation; (iii) amending the Articles of Incorporation, restating the Articles of Incorporation, (iv) adopting plan of merger or adopting a plan of consolidation with another corporation; (v) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Foundation; (vi) authorizing the voluntary dissolution of the Foundation or revoking proceedings therefor; (vii) adopting a plan for the distribution of the assets of the Foundation; (viii) or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not

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be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or the director by law.

Ad-hoc Committees: The President of the Foundation shall have the authority to appoint temporary / ad-hoc / interim committee(s) for a period of less than 12 months duration and renew their term for 12 more months, if needed with the approval of the Board. These ad-hoc committees shall have a specific purpose to design / evaluate / develop / or oversee a project and report to the President who shall in turn, keep the Board updated on all such temporary committees and their activities at the subsequent Board Meetings. If an ad-hoc committee needs to function beyond 24 months, the Board shall decide whether it should set up a permanent committee with defined functions and shall appoint members to that committee with the input from the President.

- ❖ 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, the 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.

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: BENEFICIARY MEMBER

- a. Voluntary, free and open to any organization / urban 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

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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. Beneficiary Membership entails 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 Beneficiary 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 Member

- 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.
- 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 public donations from legitimate and well-meaning donors - individuals and organizations that want to support and promote the Vision, Mission and Purposes of the Foundation.

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- 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 willing to serve in their respective capacities, shall be responsible for the 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
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

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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; (vi) ensure collaboration and cooperation among the various members (vii) be the custodian of all the records, papers and properties of the Foundation and (viii) 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 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.

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- 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 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 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.

SECTION 6: Standards of Conduct for Officers and Volunteers:

An Officer or Volunteer of the Foundation (aka: OVF), subject to the provisions of KRS 273.161 to 273.387, with discretionary authority, shall discharge the assigned duties under that authority:

- a. In good faith
- b. On an informed basis
- c. In a manner OVF honestly believes to be in the best interests of the Foundation and the Beneficiaries
- d. Discharge duties with care an ordinarily prudent person in a like position would exercise under similar circumstances, being well informed into the business and affairs of the Foundation or into a particular action to be taken or decision to be made.
- e. In discharging one's duties, OVF shall be entitled to reply on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by (i) one or more officers or employees of the Foundation whom the individual believes to be reliable and competent in the matters

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presented; or (ii) legal counsel, public accountants or other persons as to matters the individual honestly believes are within the person's professional or expert competence (iii) or has knowledge concerning the matter in question.

- f. OVF shall not be liable for any punitive or monetary damages, when performing the duties without breach, willful misconduct or wanton or reckless disregard for human rights, safety or property.

ARTICLE IV: FINANCIAL MATTERS

[A] 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.

[B] FINANCIAL MATTERS:

SECTION 1: Per KRS 273.237, the Foundation does NOT have and shall not issue any shares of stock. No dividends shall be paid and no part of the income or profit of the Foundation shall be distributed to the directors, officers or volunteers. This does not prohibit the Foundation from payment of reasonable compensation to any one for services rendered, even if provided by its members, officers, volunteers, or directors. Such payment, permitted by KRS 273.161 to 273.390, shall not be deemed to be a dividend or a distribution of income or profit.

SECTION 2: The Foundation may undertake periodically specific public fund raising programs and engage in fund raising activities. The exact mode of such activities are yet to be developed and once approved as a tax-exempt 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 3: The Foundation shall depend on financial support from the following sources:

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

The Foundation shall provide every donor a written (electronic or hard copy) acknowledgement showing the date of the contribution and the amount for (i) any contribution of \$ 50 or more (ii) describe the type of donation – (cash, check, draft, securities, bonds, goods, etc.) and if goods or in kind, an estimated resale value at the time of donation (iii) and state the value of any goods or services the donor received in exchange for the donation. A written receipt shall be issued for any single contribution with a value of \$ 250 or more.

SECTION 4: 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 5: The Foundation shall hire required staff and management personnel when on a firm financial footing to afford their services 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, 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.

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SECTION 6: 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 7: 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 8: 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 9: Per KRS 273.241, the Foundation shall NOT make any loans to its Directors, or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Foundation for the amount of such loan until the repayment thereof.

SECTION 10: Appropriation for expenditure or accumulation of endowment:

(1) Per KRS 273.610, subject to the intent of a donor in the gift instrument, the Foundation may appropriate for expenditure or accumulate so much of an endowment fund as the Foundation determines is prudent for the uses, benefits, purposes and duration for which the endowment fund is established. Unless stated otherwise in the gift instrument, the assets in an endowment fund are donor-restricted assets until appropriated for expenditure by the Foundation. In making a determination to appropriate or accumulate, the Foundation shall act in good faith, with the care that an ordinary prudent person in a like position would exercise under similar circumstances, and shall consider, if relevant, the following factors:

- a. The duration and preservation of the endowment fund;
- b. The purposes of the Foundation and the endowment fund;
- c. General economic conditions;
- d. The possible effect of inflation and deflation;
- e. The expected total return from income and the appreciation of the investments;
- f. Other resources of the Foundation; and
- g. The investment philosophy of the Foundation.

(2) To limit the authority to appropriate for expenditure or accumulate under subsection (1) of this section shown above, a gift instrument must specifically state the limitation.

(3) Terms in a gift instrument designating a gift as an endowment, or a direction or authorization in the gift instrument to use only "income", "interest", "dividends" or "rents. Issues, or profits" or "to preserve the principal intact" or words of similar import:

- (a) Create an endowment fund of permanent duration unless other language in the gift instrument limits the duration or purpose of the fund; and
- (b) Do not otherwise limit the authority to appropriate for expenditure or accumulate under subsection (1) of this section.

SECTION 11: FUND MANAGEMENT and INVESTMENT Functions:

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[1] As stipulated under KRS 273.615, subject to any specific limitation set forth in a gift instrument or in law other than KRS 273.600 to 273.645, the Foundation may delegate to an external agent the management and investment of the Foundation fund to the extent that the Foundation can prudently delegate under the circumstances. The Foundation shall act in good faith, with the care that an ordinary prudent person in a like position would exercise under similar circumstances, in:

- a. Selecting an Agent
- b. Establishing the scope and terms of the delegation, consistent with the purposes of the Foundation and its funds; and
- c. Periodically reviewing the agent's actions in order to monitor the agent's performance and compliance with the scope and terms of the delegation.

[2] In performing a delegated function, an agent owes a duty to the Foundation to exercise reasonable care to comply with the scope and terms of the delegation.

[3] The Foundation, when complying with subsection (1) of this section is not liable for the decisions or actions of an agent to which the function was delegated.

[4] By accepting delegation of the management or investment function from the Foundation that is subject to the laws of the Commonwealth, an agent submits to the jurisdiction of the courts of the Commonwealth in all proceedings arising from or related to the delegation or the performance of the delegated function.

[5] The Foundation may delegate management and investment functions to its committees, officers, or employees as authorized by law of the Commonwealth other than KRS 273.600 to 273.645.

ARTICLE V: Non-profit Code of IRS and the State Policy

SECTION 1: The Foundation shall fully comply with the provisions of the Internal Revenue Code of 1954, the Tax Reform Act of 1969, in effect in January 1970 and any subsequent amendments.

The Foundation, as mandated under IRC Section 509:

- a. Shall not engage in any act of "self-dealing" [IRC Section 4941 (d)].
- b. Shall not retain any "excess business holdings" [IRC Section 4943 (c)].
- c. Shall not make any investments which would jeopardize the carrying out of any of its exempt purposes [IRC Section 4944]
- d. Shall not make any "taxable expenditures" [IRC Section 4945 (d)]
- e. Shall distribute at such time and manner for each taxable year, amounts at least sufficient to avoid liability for any tax imposed by IRC Section 4942.
- f. Shall conform to the corresponding policy of the State with respect to non-profit Foundations as defined in IRC Section 509 in maintaining various tax benefits extended to the Foundation.
- g. An officer / director / authorized person shall be not be personally liable unless it is a willful violation of said provisions, and was committed knowing that it was prohibited.
- h. Nothing in this subsection shall impair the rights and powers of the courts or the Attorney General of the Commonwealth with respect to the Foundation.

SECTION 2: The Foundation shall strictly adhere to (including, but not limited to) the following:

- a. Absolutely refrain from participating in any political campaigns of candidates for local, state or federal office;
- b. Refrain from any lobbying activities;

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- c. Ensure its earnings do not inure to the benefit of any private share-holder or individual;
- d. Not operate for the benefit of private interests such as its founder, the founder's family, its shareholders or persons controlled by such interests;
- e. Not operate for the primary purpose of conducting a trade or business that is not related to its tax-exempt purpose; and
- f. NOT have or serve any purpose or activities that are illegal or violate fundamental public policy.

ARTICLE VI: 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. **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.
- e. **Protecting 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.
- f. **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 its best to accomplish this using the best options available out in the real world.

ARTICLE VII: OPERATIONS and MANAGEMENT

SECTION I: Books and Records:

- a. **Documentation:** The Foundation, per KRS 273.233, shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the board of directors; and shall keep at its registered office on principal office in this state a record of the names and addresses of its members entitled to vote. All records and books of the Foundation may be

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inspected and copied by any member. Or the member's agent or attorney, for any proper purpose at any reasonable time. The member's right of inspection shall not be limited or abolished by the Foundation's articles of incorporation or Bylaws. The Foundation shall retain the records in an electronic format or hard copy, per statutory requirements and provide for off-site storage with suitable and affordable security, backup, duplicity, etc. in a safe and secure manner. The Foundation may provide an online request form for those seeking a copy of the records; it may periodically publish in the Foundation's website a summary to ensure transparency.

b. Records Retention: The Foundation shall have the option to retain the records longer and / or destroy those records after the retention period is over – in an appropriate manner it deems fit. Subject to change per state and federal guidelines, the salient record retention shall be:

Minutes of Volunteer meetings	– one year
Financial records	– seven years
Personnel records	- permanently
Minutes of Board Meetings	- permanently

c. Public Inspection: All records and documents of the Foundation (except for Section 3, Article VIII below) shall be available for inspection and review by any member, Director, staff, member's agent, attorney, for any proper purpose at any reasonable time. These open / public documents shall be made available to the Internal and External auditing teams, regulatory authorities (local, regional, state, federal), foundations and organizations planning to award grants, donations, etc.

d. Public Disclosure: The Foundation, as stipulated by the 501 (c) (3) Tax Exemption requirements, shall make the application (Form 1023) and the three most recent annual tax returns (Form 990 or Form 990-EZ or Form 990-T) available to the public for inspection, upon request and without charge via electronic formats, including publishing in its website, for a minimum period of three years or longer from the date of filing the tax return. To minimize the cost of printing, storage, security, copying, mailing, etc. the Foundation may provide copy of the open records in an electronic format or if a hard copy is needed, to invoice the cost of retrieval, copying, mailing, etc.

SECTION 2: Protecting Privacy & Confidentiality: While being transparent and open, the Foundation has legally mandated responsibility to protect the privacy and confidentiality of any private / financial data provided by donors, beneficiaries, employees, volunteers, those who prefer to stay anonymous, etc. In full compliance with the federal and state regulations to protect the privacy and confidentiality of the concerned person(s), the private records in these situations shall not be made public.

SECTION 3: SOX-2002: To adhere to our policy of transparency, to ensure the public trust and to reassure our sponsors, supporters, donors, benefactors and beneficiaries, the Foundation shall incorporate appropriate provisions of reporting and governance policies enacted in 2002 under the Sarbanes-Oxley act.

Audit Committees – Internal & External: The Foundation, as it expands and reaches an optimal size, shall set up an Internal Audit Committee and engage an independent and competent outside auditing firm to review the financial and related matters. This is to ensure the Foundation is in full compliance at all times, meeting the regulatory requirements that are in force.

The Internal Audit Committee, when established, shall include a financial expert; directly report to the Advisory Board of Directors; be separate from and be independent of the Finance Committee.

The Foundation shall provide (i) a certified statement signed both by the CEO / President and the CFO (Chief Financial Officer) ; (ii) strictly adhere to the terms and policies laid out in these Bylaws relating to insider transactions and conflicts of interest; and (iii) enforce policies for disclosure of internal controls or material changes in any of their financial conditions.

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ARTICLE VIII: 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. 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. **Statutory compliance:** Per KRS 273.219, for purposes of this section, a Director of the Foundation shall be considered to have an indirect interest in a transaction, if; (i) Another entity in which the Director has a material financial interest or in which the Director is a general partner, is a party to the transaction; or (ii) Another entity of which he is a director, officer, or trustee, is a party to the transaction and the transaction is or should be considered by the Board of Directors of the Foundation.
- c. **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. [Appendix A]
- d. **Founding Sponsors:** The three Founding Institutional Sponsors ['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.
- e. **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 Beneficiary Members seek their services shall not be considered a conflict of interest. Beneficiary 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 Sponsors or Institutional partners at any time.
- f. **Critical Role:** This critical role of the Founding Sponsors 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.
- g. **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.

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- h. **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 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 IX: 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.

SECTION 2: The Foundation per KRS 273.248, hereby eliminates and limits the personal liability of a director, officer, volunteer and those providing voluntary free service (whether registered as a Foundation member or not) to empower the poor, for monetary damages for breach of duties, provided such provision shall not eliminate or limit the liability:

- a. For any transaction in which personal financial interest is in conflict with the financial interests of the Foundation;
- b. For acts or omissions not in good faith or which involve intentional misconduct or are known to be a violation of the law; or
- c. For any transaction from which the individual derived an improper personal benefit
- d. No such provision shall eliminate or limit the liability for any act or omissions occurring prior to the date when such provision becomes effective. In no case shall this subsection or any such provision be construed to expand the liability of the individual, as determined pursuant to KRS 273.215.

SECTION 3: The Foundation shall institute a confidential reporting mechanism for complaints and encourages the participants, members and employees to promptly report possible violations of the Foundation policies and procedures to promptly evaluate the potential problem and resolve it. Any employee or participant who violates or retaliates will be disciplined or fired, as stated under the terms of these Bylaws. Anyone reporting potential problems, violations, financial irregularities, etc. shall be indemnified and fully protected under the provisions of the law. The Foundation shall handle the reported matter with proper security and care to protect the "whistleblowers" and reassure the public that the Foundation is a fair and transparent organization worthy of their trust at all times.

ARTICLE X: 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

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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 simple majority of the Directors in office (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 the Directors in office, which shall override any veto.
- d. The entire set of amendments may be voted together (after discussions and making required changes) or if the Board prefers, each amendment may be individually voted and presented to the Chair for approval. Any number of amendments may be submitted and voted upon at any one meeting. Once the Articles of Incorporation and By-Laws change is voted by the Board and ratified, the amended part shall be in force for at least 12 months before it can be voted on again by the Board of Directors.
- e. 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.
- 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, and the votes for adopting the amendment, with proper documentation, as provided in these Bylaws.
 - Per KRS 273.263, the proposed amendments shall be incorporated into the restated Articles of Incorporation / restated Bylaws (as the case may be) with a statement that confirms that except for the designated amendment, the restated document currently set forth, without change, the corresponding provisions as theretofore amended, and that the restated document together with the designated amendment(s) supersedes the original document and all amendments thereto.

ARTICLE XI: DISSOLUTION / Merger / Consolidation

- 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

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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.
- f. **Merger or Consolidation:** Per KRS 273.287, the Foundation, upon such approval, articles of merger or articles of consolidation shall be delivered to the Secretary of State for filing and shall set forth:
 - (i) The plan of merger or the plan of consolidation; [KRS 273.281] the name of the new entity into which they propose to consolidate, which is hereinafter designated as the new corporation; the terms and conditions of the proposed consolidation; with respect to the new corporation, all of the statements required to be set forth in its articles of incorporation for corporations organized under KRS 273.161 to 273.390; and such other provisions with respect to the proposed consolidation as are deemed necessary or desirable.
 - (ii) If the members of any merging or consolidating entity are entitled to vote thereon, then as to such entity:
 - [a] A statement setting forth the date of the meeting of the members at which the plan was adopted, that a quorum was present at such a meeting, and that such plan received at least two-thirds (2/3) of the votes which members present at such meeting or represented by proxy were entitled to cast; or
 - [b] A statement that such amendment was adopted by consent in writing signed by all members entitled to vote with respect thereto; and
 - [c] If any merging or consolidating entity has no members, or no members entitled to vote thereon, then as to each such entity a statement of such fact, the date of the meeting of the Board of Directors at which plan was adopted and a statement of the fact that such plan received the vote of a majority of the directors in office.

Declaration:

Date: Nov 30, 2012

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

msviji2020@yahoo.com

Registering Agent & Incorporator

895 Edgewater Drive, Lexington, KY 40502-3159 USA

International 'We Serve' Foundation, Inc.

Bylaws (Amended as of Nov. 30, 2012)

Address:
895 Edgewater Drive
Lexington, KY 40502, USA

Formed: Apr. 2011

Status: Non-Profit

Tax ID: 45-173 3688

Board of Directors:

Chair:
Dr. Nirmala Desai, MD
Lexington, KY
Ph: 859-266 3625

Director:
Dr. Sibu Saha, MD
Lexington, KY
Ph: 859-268 4496

Director:
Dr. D. Sudharshan, Ph D
Nicholasville, KY
Ph: 859-219 1625

Director:
Dr. N. Venguswamy, MD
Georgetown, KY
Ph: 502-863 6526

Ex-officio:
Dr. M. S. Viji, MD
President
Lexington, KY
Ph: 859-268 2112

Advisory Councils:

Pediatric Advisory Council
Chair:
Dr. Vipul Mankad, MD
Houston, TX

Women's Advisory Council
Chair:
Mrs. Nalini Sudharshan
Nicholasville, KY

Veterans Advisory Council
Chair:
Mr. Paul Johnston, CPA
Lexington, KY

Major Missions:

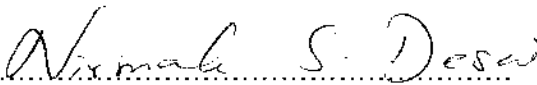
IGNITING MINDS

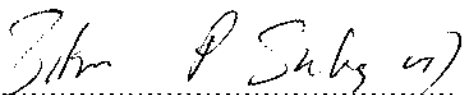
EMPOWERING BILLIONS

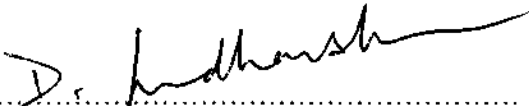
The Board of Directors of the International 'We Serve' Foundation, Inc. has convened on Nov. 30, 2012 to review the proposed amendments to the Bylaws that are enclosed and submitted by the President of the Foundation. These amendments are essential as a public charity, non-profit, tax-exempt organization and to be compliant with the regulations governing 501 (c) (3) approval.

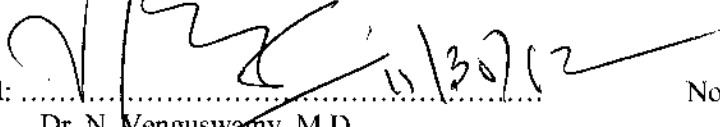
This is to declare that the undersigned Directors of the Board of the Foundation have reviewed and hereby ratify the Amended Bylaws that are enclosed herewith.

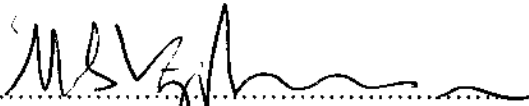
Enclosed: Bylaws of the International 'We Serve' Foundation, Inc.
Amended as of Nov. 30, 2012

Signed:  Nov. 30, 2012
Dr. Nirmala Desai, M D
Chair, Board of Directors
International 'We Serve' Foundation, Inc.

Signed:  Nov. 30, 2012
Dr. Sibu Saha, M D
Member, Board of Directors
International 'We Serve' Foundation, Inc.

Signed:  Nov. 30, 2012
Dr. D. Sudharshan, Ph. D
Member, Board of Directors
International 'We Serve' Foundation, Inc.

Signed:  Nov. 30, 2012
Dr. N. Venguswamy, M D
Member, Board of Directors
International 'We Serve' Foundation, Inc.

Signed:  Nov. 30, 2012
Dr. M. S. Vijayaraghavan, M D
Ex-Officio Member, Board of Directors
President, International 'We Serve' Foundation, Inc.