

# BYLAWS OF PUMPKIN HOUSE FOR CHILDREN USA, INC.

## ARTICLE I NAME, INSPIRATION AND PURPOSE

1. Name: The name of the organization shall be “Pumpkin House For Children USA, Inc.” (referred to as “Pumpkin House” or the “Corporation” hereinafter). The Corporation shall operate as a non-profit corporation in accordance with the Articles of Incorporation and all provisions and regulations of the State of Georgia, the United States, and the United States Internal Revenue Code § 501(c)(3).
2. Inspiration: The inspiration for Pumpkin House is Meher Baba and his example of selfless service to humanity infused with a respect for all spiritual faiths and creeds.
3. Purpose: The purposes of the Corporation are to: 1) support the establishment and operation in India of a facility for orphaned, abandoned, or homeless children, as well as the establishment and operation of other related services; 2) promote education and outreach in the United States on issues concerning all children in need; and 3) perform all other lawful purposes in accordance with the Corporation’s status as a § 501(c)(3) non-profit corporation under the laws and regulations of the United States Internal Revenue Service.

## ARTICLE II BOARD OF DIRECTORS

1. Directors: A board of directors shall govern the Corporation. The Board and other volunteers under the board’s supervision will execute operations of the Corporation. The Board of Directors may use Corporation funds to contract for specialized services as needed.
2. Number: The Board of Directors shall consist of not less than five (5) and not more than fifteen (15) persons.
3. Term: The term of Board of Directors members shall be four (4) years. Board members may serve successive terms as needed.
4. Selection and Removal of Board Members:
  - a) Any Director may propose candidates for membership on the Board of Directors.
  - b) Criteria for membership will be passion for the purposes and mission of the Corporation, possession of skills or resources useful to the Corporation, and agreement to the Roles and Responsibilities of Board of Director members.
  - c) The Board of Directors may vote on new members at any meeting of the Board of Directors. Vacancies for any board member position may be filled for the remaining term of such position at any board meeting of the Board of Directors.
  - d) The Board of Directors shall have the power to remove from office, by a majority vote, any member of the Board.

5. Board Member Responsibilities:

In addition to the responsibility of all Board Members to work individually and cooperatively for the benefit of the Corporation and its purposes, all Board members shall be required to:

- a) Attend all regular board meetings unless excused by the Chair. Any member of the Board of Directors who misses three (3) consecutive meetings unexcused is subject to removal or placement on inactive status;
- b) Make an annual financial contribution to the Corporation, the amount to be at the sole discretion of the individual Board Member.

6. Meetings: Procedures and requirements of meetings held by the Board of Directors are as follows:

- a) The Annual Meeting of the Corporation will be held in May of each year in Athens, Georgia, or other suitable location designated by the Board of Directors.
  - b) Regular additional meetings shall be held at the discretion of the Board of Directors.
  - c) Special meetings may be called by the Chair or Chair-Elect. Notice of each meeting shall be mailed, e-mailed, or hand-delivered by the secretary no fewer than five (5) days before the meeting.
  - d) Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or of such committee, and such written consent, including by email, is filed with the minutes of the proceedings of the Board or the committee.
  - e) Any meeting of the Board of Directors or of any committee thereof may be held by conference telephone, so long as each person considered to be in attendance can hear and speak with each other person during the meeting.
7. Quorum: One-half (1/2) of the current active members of the Board of Directors shall constitute a quorum at any meeting.
8. Vote: A majority vote of the quorum shall constitute a passage of any motion brought before the Board.

ARTICLE III  
OFFICERS

1. General Provisions:

- a) The Board of Directors shall biennially elect from its membership the following officers: Chair; Chair-Elect; Secretary; Treasurer, and Chief of Fund Raising. In the case of a vacancy, and officer may be elected at a Board Meeting.
- b) Each officer shall serve a two (2) year term. An officer shall hold office until a successor had been duly elected. Officers may serve successive terms as needed.
- c) Nominations: Board of Director members who are willing to serve may nominate themselves or may be nominated by the Executive Committee.

- d) The Chair, when completing the two-year term, then maintains an officer position of Immediate Past Chair, and the officers (Executive Committee) remain as in Article III, 1:a.

2. Officer Roles and Responsibilities:

- a) Chair: The Chair of the Board shall be the Chief Executive Officer of the Corporation. The Chair shall preside over all meetings of the Board. The Chair shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chair shall be an ex-officio member of all committees. The Chair shall be authorized to sign checks, drafts, and other orders for the payment of money, notes, or other evidences of indebtedness approved by the Board and issued in the name of the Corporation and to sign statements and reports required to be filled with any government officials or agencies. The Chair shall be authorized, subject to board approval, to enter into any contract or agreement and to execute in the corporate name, along with the secretary, any instrument or other writing. The Chair shall have primary responsibility for supervising and directing the management and operation of the Corporation and for making all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers and employees of the Corporation shall be under the Chair's supervision and control during such interim. The Chair shall perform any such other duties as may be properly required of this position by the Board of Directors. The Chair will be the Corporation's principle liaison with all prospective and actual grantees and their official representatives, and will personally conduct or closely supervise all communication between the Corporation and such prospective and actually grantees and their representatives. The Chair shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.
- b) Chair-Elect: The Chair-Elect shall, in the absence of the Chair or his/her inability to act, perform the duties and exercise the powers of the Chair. The Chair-Elect shall perform such other powers as the Board of Directors may from time to time assign.
- c) Secretary: The Secretary shall attend all Board of Director Meetings and keep a full and complete record of the proceedings of all such. The Secretary will maintain an Archive of the history of the Corporation, including the minutes of all Board of Director meetings, records of and material from Committee meetings, all Corporation documents, records and materials relevant to providing assistance to all prospective or actual grantees of the Corporation, and any other material relevant to the Corporation's activities. The Secretary shall send all required and other necessary notices to board members and shall conduct the correspondence of the Corporation.
- d) Treasurer: The Treasurer shall be Chair of the Finance and Budget Committee and shall oversee all financial decisions.
  - 1) The Treasurer shall render a financial statement at each regular meeting.
  - 2) The Treasurer shall annually submit the Financial Records to an Auditor as directed by the Board of Directors.

- 3) The Treasurer shall be accountable for the preparation and tendering of annual tax documents or other statutory financial documentation required of the Corporation.
- e) Chief of Fund Raising: The Chief of Fund Raising shall manage board personnel in delegation of duties and leadership within the Corporation's annual fund development plan and will be the chair of the Fund Raising Committee. The Chief of Fund Raising will promote fund raising ideas for review and make recommendations for the long-range plans and fund raising philosophies of the Corporation.

#### ARTICLE IV COMMITTEES

1. Standing Committees: The Chair of the Board shall accept volunteers from the Board or elsewhere and/or appoint them annually to the following committees for two (2) year terms with all members able to have successive terms. The Chair shall also appoint committee chairpersons in accordance with the Bylaw guidelines.
  - a) Executive Committee: The purpose of the Executive Committee is to support the Board Chair with Board leadership and coordination of Board planning and activities. The Committee is made up of the Board Chair, the Chair-Elect, the immediate last Chair, Secretary, Treasurer, Vice President of Fund Raising, and any additional Committee Chairs. The Executive Committee will meet at such times deemed appropriate by the Board Chair. Responsibilities include:
    - 1) Maintaining the Corporation Strategic Plan and updating this plan annually;
    - 2) Providing long range planning for the Corporation; and
    - 3) Reviewing the Corporation By-laws annually and recommending any necessary or advisable revisions.
  - b) Public Relations Committee: The Public Relations Committee shall be responsible for communicating the Corporation's objectives and activities to the general public and for responding to questions and requests for information about Pumpkin House for Children USA. Specific responsibilities of the Committee include maintenance of the Corporation's web site, preparation of news releases for dissemination to the media and public at large, interaction with the news media, preparation of brochures or fact sheets for dissemination to the general public or special audiences (e.g., donors), advertisement of the Corporation's activities; and development and maintenance of mailing lists to initiate and maintain contact with all interested parties about the organization's unfolding work. The Committee shall interact with the Fund Raising Committee to maintain these mailing lists and also to prepare proposals for grant funding.
  - c) Legal Committee: The Legal Committee shall investigate, analyze and report to the Chair and to the Board upon legal matters concerning the establishment and the various activities of the Corporation and its various prospective and actual grantees. The Legal Committee and its Chair shall have primary responsibility, subject to the approval and active participation of the Chair, for liaison with legal

counterparts in the United States, India, and elsewhere, and for communications with cooperating organizations, individuals, and grantees of the Corporation concerning relevant legal and regulatory matters.

- c) Finance and Budget Committee: The Finance and Budget Committee will establish an annual operating budget for approval by the Board. The Treasurer of the Board shall serve as Chair. The Committee will work with the Board Chair to establish budgetary goals based on the annual needs of the Corporation's prospective and actual grantees, and shall work with the Fundraising Committee to establish annual fundraising goals.
- d) Fund Raising Committee: The Fundraising Committee will coordinate and oversee all fund raising activities of the Corporation. The Chief of Fund Raising will chair this Committee. The Committee will work with the Public Relations Committee to provide publicity and marketing as well as establish and meet annual and long-range fundraising goals. The Committee will develop and monitor specific accountabilities for Board Members who are assigned to fund-raising events and activities. Formal fund-raising reports are required at the discretion of the Board. This Committee shall consult with the Board Chair and the Finance and Budget Committee as they develop plans and goals.
- e) Special Committees: The Executive Committee may appoint such committees as it deems necessary to perform specific functions or meet certain goals of the Corporation. Such committees shall cease to exist after completion of their designated assignments.
- f) Ex-Officio Members: The Chair and Chair-elect of the Board of Directors shall be ex-officio members of all. When serving on a committee they shall have voting privileges.

## ARTICLE V DISSOLUTION

1. Upon dissolution of this Corporation, no officer, Board Member, or anyone else associated with this Corporation shall have any rights nor shall receive any assets of the Corporation. The assets of the Corporation are permanently dedicated to this tax-exempt organization for the purposes set forth herein, consistent with the provisions of § 501 (c)(3) of the United States Internal Revenue Code.
2. In the event of dissolution, the assets after payment of any debts will be distributed to a charitable organization that has been declared a non-profit tax-exempt corporation under § 501 (c)(3) of the United States Internal Revenue Code.

## ARTICLE VI ADMINISTRATION

1. Operation of the Corporation shall be determined by such policies and procedures as shall be adopted from time to time by the Board of Directors of the Corporation and recorded in the minutes of the Board. The Secretary of the Corporation shall keep board minutes.

2. Collaboration among the Corporation's Board of Directors, the Committees of the Board, and applicants for and recipients of grants and other assistance from the Corporation, shall be guided by job descriptions, annual goals and objectives, committee work plans, and other documents which are separate documents from these By-Laws.

## ARTICLE VII MISCELLANEOUS

The guide for parliamentary procedure for this Corporation shall be *Robert's Rules of Order*.

## ARTICLE VIII AMENDMENT PROCEDURE

Amendments to these bylaws shall be initiated by the Executive Committee and emailed or mailed to all Board Members at least five (5) days in advance of a regular or called meeting. At the voting meeting, the proposed amendment(s) will be read and adopted after discussion and a vote of at least half of all board members present, pursuant to *Robert's Rules of Order*.

## ARTICLE IX ADVISORY COMMITTEE AND VOLUNTEERS

1. Appointment. The Board of Directors may appoint such persons as it reasonable deems necessary or desirable to act as the Advisory Committee of the Corporation. To the extent possible, the Advisory Committee should consist of persons whose integrity, capability, experience, community standing, and knowledge of the communities and institutions served by the Corporation will help the Corporation and the Board of Directors carry out their functions and purposes. The number of persons appointed to the Advisory Committee shall be at the sole discretion of the Board of Directors. Advisory Committee members shall be removed upon a majority vote of the Board of Directors when such removal is deemed to be in the Corporation's best interests.
2. Purpose. It shall be the function and purpose of the Advisory Committee to advise the Board of Directors on matters relating to the business and affairs of the Corporation, and to suggest or be available for consultation with regard to projects or activities which the Corporation may undertake, consistent with its tax-exempt purposes, in furtherance of its goals and objectives.
3. Volunteers. Volunteers will be encouraged to serve as needed to accomplish the mission of the Corporation, and shall be subject to the supervision of the Board of Directors, employees of the Corporation, or other persons to whom the Board of Directors or employees of the Corporation have delegated these responsibilities.

ARTICLE X  
ADOPTION AND EFFECTIVE DATE

These Bylaws are adopted and become effective in January 22, 2005