

BYLAWS OF SANTINIKETAN ASHRAM SAMMILANI INTERNATIONAL (SASI)

These Bylaws of Santiniketan Ashram Sammilani International, Inc. (hereinafter referred to as “Association” or “SASI”), were duly adopted on February 26, 2009.

These Bylaws shall be read in conjunction with, and as subsidiary to, the Articles of Incorporation of SASI (attached). As noted in the Articles of Incorporation, SASI is non-profit corporation to promote cultural, educational and charitable activities dedicated to the humanitarian ideals of the founder of Visva-Bharati University. The activities of the Association shall be managed, or conducted in accordance with, the provisions of these Bylaws. Some of the provisions of the Bylaws define, or specify in detail, certain related provisions of the Articles of Incorporation. In the event of any conflict between the provisions of the Articles of Incorporation and the Bylaws, those of the Articles of Incorporation shall prevail.

ARTICLE 1: LOCATION

Base of operations of SASI will be North America although its activities may take place in other countries of the world. The Board of Directors will determine the location of its principal office, and of additional offices in other countries.

ARTICLE II: PROHIBITED ACTIVITIES

No part of the net earnings of the Association, if any, shall inure to the benefit of, or be distributable to, the members, directors or officers of the Association, except that the Association shall have the authority to pay reasonable compensation for services rendered to or for the Association, or reimburse authorized out-of-pocket expenses. No substantial part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any permissive provisions of these Bylaws or of the Articles of Incorporation, the Association shall not engage in or carry on any activities not permitted to be engaged in or carried on by an entity described in Section 501(c)(3) of the Internal Revenue Code of 1954 (as amended, or the corresponding provisions of a future Federal Income tax law) and exempt from taxation under Section 501 (a) of the Internal Revenue Code of 1954 (as amended, or the corresponding provisions of any future Federal Income tax law).

ARTICLE III: MEMBERSHIP

Section 3.1: Eligibility. Membership of SASI shall be open to all former students, teachers and researchers of Visva-Bharati University who subscribe to its mission and purposes as stated in the Articles of Incorporation. Continuing membership is contingent upon a member being up to date on membership dues.

Section 3.2: Rights. All members will have the right to participate in all activities of the Association and to vote on any resolution or issue concerning the Association's affairs that are put forth for such voting, including election of Directors and Trust Council members. Only those who have been members in good standing for at least 30 days prior to any election of Directors may be a candidate for such offices and may vote in such elections.

Section 3.3: Loss of Membership. A member may be censured, suspended or expelled from the Association for participation or involvement in activities severely detrimental to the interest of the Association. The Board of Directors, with the approval of two-thirds of the members participating at the Annual General Meeting, will be empowered to take action regarding such censure, suspension or expulsion.

Section 3.4: Dues. The Board of Directors, to defray the operating cost of the Association and/or to financially support its various programs, may establish one or more categories of annual or one-time dues for the members of the Association. Membership standing will be contingent on payment of such dues.

Section 3.5: Meetings of general members. Each year, the Board of Directors shall convene at least one Annual General Meeting of the members, where an annual report and account statement will be presented to the members. Additional general or special meetings may be called by the Board of Directors, as appropriate, at such times as the Board may determine necessary. Members, by a written petition bearing signatures (or email) of at least one fifth of the members, may call a special meeting to discuss and act on any issues related to the policy and operation of the Association. The participation of at least one-fifth of the members shall constitute a quorum for a general or special meeting.

Only a simple majority is required to pass resolutions in general or special meetings, except when the resolutions refer to the Articles, Bylaws, removal of Directors, or matters specifically mentioned in these Bylaws as requiring two-thirds majority.

Section 3.6: Categories of Membership. There will be three categories of membership: Regular Member, Life Member and Honorary Member. Individuals otherwise eligible for membership per section 3.1 above, may become a regular member or life member on payment of appropriate dues in effect at the time. Life members and regular members will have equal rights and privileges .

Honorary members are appointed by the Board of Directors. They will not have voting rights nor are they eligible to hold elective offices. However, they may act as advisers to the Board or participate in committees and subcommittees as may be set up by the Board from time to time.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1: Authority of the Board of Directors. In its management of the affairs of the Association, the Board of Directors shall possess and may exercise all of the powers and authority granted to the Association by law and by the Articles of Incorporation, subject however to the limitations set forth in these Bylaws.

Section 4.2: Number of Directors. The number of Directors constituting the Board shall initially be four (4), including the President, the Secretary, the Assistant Secretary, and the Treasurer. Additional members may be elected to the Board, or appointed on an ad hoc basis by the Board pending elections.

Section 4.3: Terms of Office. Each individual Director shall serve for a term of 2 years and may be re-elected for one additional term of two years. There must be a gap of two years before a Director can run for office after completion of two terms.

Section 4.4: Election of Directors. The initial Board of Directors will serve until 2010, at which point the Trust Council shall invite nominations for the Directors' positions from the members in good standing. The Trust Council shall appoint an Election Committee comprising of at least two members (who are not at the time Directors of the Association) who will conduct a formal election process. The Election Committee, in consultation with the Council, will determine an appropriate method of election of the new Directors and will conduct an election process accordingly. If a sufficient number of nominations is not received, the Board of Directors and/or the Trust Council will nominate an appropriate number of candidates. Effort will be made by all concerned to have the Directors chosen by consensus.

Section 4.5: Continuation in Office. After the expiration of a term, a Director who is not re-elected shall continue to hold office until his or her successor is elected and has accepted office.

Section 4.6: Removal. A Director may be removed by a two-thirds majority vote of the members during an annual general meeting or by a petition by two-thirds of the members at any time. A vacancy existing by reason of the resignation, death, incapacity, or removal of a Director before the expiration of his/her term may be filled by majority vote of the remaining Directors. A Director so elected shall serve for the remainder of his/her predecessor's term.

Section 4.6: Committees. The Board of Directors may establish from time to time, by resolutions adopted by a majority of the Directors, committees to carry out regular activities or particular functions or programs of the Association. These committees, to the extent provided

in said resolutions, shall have the authority of the Board of Directors in the management of the Association.

Section 4.7: Conflicts of Interest. Before being elected a Board member must disclose any and all other affiliations that he or she might have which might potentially cause conflicts of interest. The initial Board members must also disclose if any potential conflicts are present.

ARTICLE V: TRUST COUNCIL

Section 5.1 : Authorities and Responsibilities. The Trust Council's role consists of advising the Board of Directors on the management and operation of the Association, and of the Board's activities with the Articles of Incorporation and Bylaws of the Association. In addition, the Council will be responsible for (i) conducting elections of Directors and Trustees, and (ii) arranging, in coordination with the Treasurer, annual review/audit of Association's book of accounts. overseeing compliance

Section 5.2: Number of Trustees. The Trust Council will consist of 3 to 5 members, to be elected by simple majority of the members during the annual meeting,

Section 5.3: Terms of Office. Each individual Trustee will be elected for a period of three (3) years. No Trustee may be nominated for more than two consecutive terms.

Section 5.4: Election of Trustees. Every third year beginning the year Association is incorporated, the Trust Council shall invite nominations for the Trustee's positions from the members in good standing. The Trust Council shall appoint an Election Committee comprising of at least two members (who are not at the time Directors or Trustees of the Association) who will conduct a formal election process. Election Committee, in consultation with the Council, will determine an appropriate method of election of the new Trustees and will conduct an election process accordingly. If sufficient number of nominations is not received, the Board of Directors and/or Trust Council will nominate an appropriate number of candidates. Effort will be made by all concerned to have the Trustees chosen by consensus.

Section 5.5: Continuation in Office. After the expiration of a term, a Trustee who is not re-elected shall continue to hold office until his or her successor is elected and has accepted election.

Section 5.6: Removal. A Trustee may be removed by a two-thirds majority vote of the members during an annual general meeting or by a petition by two-thirds of the members at any time. A vacancy existing by reason of the resignation, death, incapacity, or removal of a Trustee before the expiration of his/her term may be filled by majority vote of the remaining Trustees. A Trustee so elected shall serve for the remainder of his/her predecessor's term

ARTICLE VI: BOARD OF DIRECTORS MEETINGS

Section 6.1: Regular Meetings. The Board of Directors will “meet”, that is, confer electronically or through conference telephone calls, as and when necessary throughout the year. Such meetings will be held whenever called by the President or by two or more of the Directors. Members at large may also request meetings to resolve particular issues that may arise from time to time.

Section 6.2: Annual Meeting. Prior to the annual meeting of the general body of members in July, there shall be an annual meeting of the Board of Directors in late May or early June to prepare the agenda for the general meeting, and to make arrangements for the management of the affairs of the Association for the following year (see also Section 3.5).

Section 6.3: Quorum. To constitute a quorum for the transaction of business at any meeting of the Board of Directors, participation shall be required of at least three Directors.

Section 6.4: Participation by Communication Equipment. Directors will normally participate in a meeting of the Board of Directors by means of conference telephone or similar communication equipment. Such participation shall constitute presence in person at such meetings.

Section 6.5: Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of Bylaws) or of any committee of the Association may be taken without a meeting, if consensus in writing setting forth the action so taken are signed by all of the members of the Board. Such consensus shall have the same force and effect as a unanimous vote of the Board. An action so taken shall be deemed to have been taken at a meeting duly held in accordance with these Bylaws.

Section 6.6: Participation of Members in Meetings. Unless otherwise decided by a simple majority of the Board of Directors, all meetings of the Board will be open to all members to attend as observers and participate to the extent requested by the Board. The observers will not have any voting rights and may be excluded from parts of the meeting that the Board decides to conduct in camera.

ARTICLE VII: DUTIES OF OFFICERS

Section 7.1: President. The President shall be the chairman of the Board of Directors. The President may sign and execute, in the name of the Association, deeds, contracts and other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officers or agents of the Association.

The President, if present, shall preside over all meetings of the Board and the Association in general. He shall have the power to delegate authority to act on behalf of the Association to any Director or member of the Association.

Section 7.2: Secretary. The Secretary shall supervise or execute any and all functions assigned to him/her by the Board of Directors. When necessary the Secretary will act for the President. He/she will also share the normal secretarial work of the Assistant Secretary described below.

Section 7.3. Assistant Secretary. The Assistant Secretary shall actively participate in important committees, and lead projects and programs as may be decided upon by the Board. He/she will act for the Secretary during the latter's absence, and will in addition:

- i. Certify and keep the original or a copy of the Articles of Incorporation and Bylaws, as amended;
- ii. Maintain the book of Minutes of all proceedings of the Board and of the special and annual general meetings;
- iii. Maintain an updated membership list and their standing;
- iv. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- v. Be custodian of records and of the corporate seal and see that the books, reports, statements and all other documents and records required by laws, other than those for which the Treasurer is responsible, are properly kept and filed;
- vi. Exhibit at all times to the Directors, upon request, the Bylaws and Minutes of proceedings of the Board; and
- vii. In general, perform all duties as from time to time may be assigned to him or her by the Board or the President.

Section 7.4: Treasurer. The Treasurer shall:

- i. Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association, in such banks, investment companies, other depositories or in any other manner as shall be selected by the Board of Directors;
- ii. Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus;
- iii. Exhibit the books of account and records to any Director or member, upon request.
- iv. Advise the President and the Secretary of any change in membership standing of any member due to non-payment of membership dues, if any;
- v. Render, upon request, a statement of the condition of the finances of the Association at all meetings of the Board, and render a full financial report at the annual meetings of the Board and at the annual general meeting;
- vi. Receive and give receipt for, money due and payable to the Association from any and all sources; and
- vii. In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board or the President.

ARTICLE VIII: FINANCIAL ADMINISTRATION

Section 8.1: Control of Expenditure. It is anticipated that the Association may distribute funds, goods and services to other charitable entities, conducting activities consistent with the purposes of the Association as described in the Article III of the Articles of Incorporation, except that it shall not distribute and funds or transact any business related to any activity that is prohibited by Article II of these Bylaws. In order to retain the maximum amount of discretion and control over the use of such funds, goods, and services, and thereby ensure that such distribution will be used by the recipient entities only for the purposes consistent with those contained in the Association's Articles of Incorporation and Internal Revenue Code section 501 (c)(3), the Association shall employ such review and monitoring of the recipient entity's activities as may be felt appropriate by the Board of Directors.

Section 8.2: Fiscal year. The fiscal year of the association shall start on July 1 of a year and end on June 30 the following year.

Section 8.3: Deposits and Accounts. All funds of the Association, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust

companies, mutual funds or other depositories as the Board of Directors may select, or as may be selected by any officers or agents of the Association to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Association, checks, drafts and other orders for the payment of money that are payable to the order of the Association may be endorsed, assigned, and delivered on behalf of the Association by a duly authorized officer or agent.

Section 9.4: Checks, Drafts, etc. All checks, orders for payment of money, obligations etc. shall be signed or endorsed by such officer, officers or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.5: Indemnification, The Association may indemnify its Directors, officers and agents from and against liabilities arising from their good faith actions within the scope of their respective authorities.

ARTICLE IX: AMENDMENT OF BYLAWS

These bylaws may be amended (a) by a majority of two-thirds of the members participating in a general or special meeting where such proposal has been duly included in the meeting agenda, or (b) by a written petition bearing signatures of at least two-thirds of the members; or (c) by two-thirds majority of the members responding to a voting by mail conducted by the Board for the sole purpose of amending the Bylaws.

<p>These bylaws of SASI, Inc. were adopted effective February 26, 2009, by unanimous consent at a general meeting of SASI, held on February 26, 2009, through electronic mail.</p>
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Signed Anandarup Ray
President

Date: March 2, 2009