

2015

California Exempt Organization Annual Information Return

199

Calendar Year 2015 or fiscal year beginning (mm/dd/yyyy) and ending (mm/dd/yyyy)

Corporation/Organization name

Asha for Education

California corporation number

C2003982

Additional information. See instructions.

FEIN

7 7 0 4 5 9 8 8 4

Street address (suite or room)

340 S Lemon Ave #2742

PMB no.

City

Walnut

State

CA

Zip code

91789

Foreign country name

Foreign province/state/country

Foreign postal code

A First Return ☐ Yes ☒ No

B Amended Return ☐ Yes ☒ No

C IRC Section 4947(a)(1) trust ☐ Yes ☒ No

D Final Information Return?
☒ Dissolved ☐ Surrendered (Withdrawn) ☐ Merged/Reorganized
 Enter date: (mm/dd/yyyy) ☐ / ☐ / ☐

E Check accounting method: (1) ☐ Cash (2) ☒ Accrual (3) ☐ Other

F Federal return filed? (1) ☐ 990T (2) ☐ 990PF (3) ☐ Sch H (990)
 (4) ☒ Other 990 series

G Is this a group filing? See instructions. ☐ Yes ☒ No

H Is this organization in a group exemption? ☐ Yes ☒ No
 If "Yes," what is the parent's name?

I Did the organization have any changes to its guidelines not reported to the FTB? See instructions. ☒ Yes ☐ No

J If exempt under R&TC Section 23701d, has the organization engaged in political activities? See instructions. ☐ Yes ☒ No

K Is the organization exempt under R&TC Section 23701g? ☐ Yes ☒ No
 If "Yes," enter the gross receipts from nonmember sources: \$

L If organization is exempt under R&TC Section 23701d and meets the filing fee exception, check box.
 No filing fee is required. ☒

M Is the organization a Limited Liability Company? ☐ Yes ☒ No

N Did the organization file Form 100 or Form 109 to report taxable income? ☐ Yes ☒ No

O Is the organization under audit by the IRS or has the IRS audited in a prior year? ☐ Yes ☒ No

P Is federal Form 1023/1024 pending? ☐ Yes ☒ No
 Date filed with IRS

Part I Complete Part I unless not required to file this form. See General Instructions B and C.

Receipts and Revenues	1	Gross sales or receipts from other sources. From Side 2, Part II, line 8	312,405	00
	2	Gross dues and assessments from members and affiliates	0	00
	3	Gross contributions, gifts, grants, and similar amounts received	3,034,620	00
	4	Total gross receipts for filing requirement test. Add line 1 through line 3. This line must be completed. If the result is less than \$50,000, see General Instruction B.	3,347,025	00
Expenses	5	Cost of goods sold	0	00
	6	Cost or other basis, and sales expenses of assets sold	140,225	00
	7	Total costs. Add line 5 and line 6.	140,225	00
	8	Total gross income. Subtract line 7 from line 4.	3,206,800	00
Filing Fee	9	Total expenses and disbursements. From Side 2, Part II, line 18	3,046,768	00
	10	Excess of receipts over expenses and disbursements. Subtract line 9 from line 8	160,032	00
	11	Total payments	0	00
	12	Use tax. See General Instruction K	0	00
	13	Payments balance. If line 11 is more than line 12, subtract line 12 from line 11	0	00
	14	Use tax balance. If line 12 is more than line 11, subtract line 11 from line 12	0	00
	15	Filing fee \$10 or \$25. See General Instruction F	0	00
	16	Penalties and interest. See General Instruction J	0	00
	17	Balance due. Add line 12, line 15, and line 16. Then subtract line 11 from the result	0	00

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer <i>Uttarad Dhanu</i>	Title Treasurer	Date 05/09/2016	Telephone (419) 885-2742
Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
Firm's name (or yours, if self-employed) and address	FEIN		
			Telephone

May the FTB discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

Part II Organizations with gross receipts of more than \$50,000 and private foundations
regardless of amount of gross receipts — complete Part II or furnish substitute information.

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions.	1	284,091	00
	2	Interest	2	28,314	00
	3	Dividends	3	0	00
	4	Gross rents	4	0	00
	5	Gross royalties	5	0	00
	6	Gross amount received from sale of assets (See Instructions)	6	0	00
	7	Other income. Attach schedule	7	0	00
	8	Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1	8	0	00
	9	Contributions, gifts, grants, and similar amounts paid. Attach schedule	9	312,405	00
Expenses and Disbursements	10	Disbursements to or for members	10	2,956,174	00
	11	Compensation of officers, directors, and trustees. Attach schedule	11	0	00
	12	Other salaries and wages	12	0	00
	13	Interest	13	0	00
	14	Taxes	14	0	00
	15	Rents	15	0	00
	16	Depreciation and depletion (See instructions)	16	0	00
	17	Other Expenses and Disbursements. Attach schedule	17	90,593	00
	18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9	18	3,046,768	00

Schedule L Balance Sheet

		Beginning of taxable year		End of taxable year	
Assets		(a)	(b)	(c)	(d)
1	Cash		8,075,426		8,861,724
2	Net accounts receivable		0		243,879
3	Net notes receivable		0		0
4	Inventories		0		0
5	Federal and state government obligations		0		0
6	Investments in other bonds		0		169,818
7	Investments in stock		1,042,759		0
8	Mortgage loans		0		0
9	Other investments. Attach schedule		0		0
10	a Depreciable assets	0		0	
	b Less accumulated depreciation	(0)	0	(0)	0
11	Land		0		0
12	Other assets. Attach schedule		0		0
13	Total assets		9,118,185		9,275,421
Liabilities and net worth					
14	Accounts payable		5,828		7,580
15	Contributions, gifts, or grants payable		0		0
16	Bonds and notes payable		0		0
17	Mortgages payable		0		0
18	Other liabilities. Attach schedule		0		0
19	Capital stock or principal fund		0		0
20	Paid-in or capital surplus. Attach reconciliation		0		0
21	Retained earnings or income fund		0		0
22	Total liabilities and net worth		9,118,185		9,275,421

Schedule M-1 Reconciliation of income per books with income per return

Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$50,000.

1	Net income per books	155,484	7	Income recorded on books this year not included in this return. Attach schedule	196,200
2	Federal income tax	0	8	Deductions in this return not charged against book income this year. Attach schedule	0
3	Excess of capital losses over capital gains	4,548	9	Total. Add line 7 and line 8	196,200
4	Income not recorded on books this year. Attach schedule	0	10	Net income per return. Subtract line 9 from line 6	160,032
5	Expenses recorded on books this year not deducted in this return. Attach schedule	196,200			
6	Total. Add line 1 through line 5	356,232			

2015 Form 199 California Exempt Organization Annual Information Return Schedules**FORM 199, PART II, LINE 9: Contributions, gifts, grants and similar amounts paid**

Project Name	Amount
Aarti Home - Orphanage and Innovative Education Programs	\$ 4,110.72
Aarti Home - Orphanage and Innovative Education Programs	\$ 2,444.32
Aashyam Parents Association	\$12,464.30
Alok Charitable Trust - Diksha KHEL Project	\$ 5,272.26
ALOE KENDRA	\$ 5,565.92
Amar Seva Sangam - Asha Star Project	\$21,045.90
Anannia - Chilla	\$10,753.40
Anannia - Chilla	\$21,387.80
Aralu - Belaku	\$ 7,181.04
Aralu - Belaku	\$ 6,569.70
Aralu - Pre-primary Centers	\$ 2,138.14
ARPAN Society - Awantika Vidya Bhawan	\$11,489.30
Aseema Charitable Trust - Rural Education Centre in Awalhkedda Village	\$13,038.20
Asha Darshan Trust - Assam	\$ 5,989.06
Asha Darshan Trust - Assam	\$90,256.70
Asha Darshan Trust - Tribal Empowerment	\$17,247.70
Asha Darshan Trust - Tribal Empowerment	\$ 3,184.27
Asha Trust	\$ 9,356.58
Asha Trust - Asha Chennai Scholarships	\$25,473.70
Asha Trust - Asha Chennai Scholarships	\$15,594.30
Asha Trust - Asha Mumbai Center	\$15,760.70
Asha Trust - Manigal	\$ 4,776.31
Asha Trust - Manigal	\$ 3,118.86
Asha Trust - Manigal Kottur	\$ 7,797.15
Asha Trust - Navjyoti Swawalamban Sewa Sansthan	\$12,359.80
Asha Trust - Navjyoti Swawalamban Sewa Sansthan	\$11,932.40
Asha Trust - Poorna Vidhya	\$ 3,152.14
Asha Trust - Poorna Vidhya	\$ 1,559.43
Asha Trust - Project Pearl	\$ 9,122.75
Asha Trust - Project Pearl	\$ 6,237.72
Asha Trust - Project Sangamam	\$ 4,678.29
Asha Trust - Project Sangamam Senji	\$ 4,678.29
Asha Trust - Sankalp Day Care	\$ 4,528.85
Asha Trust - Seeyapoondi Neighbourhood Friendly Tution Centre	\$ 1,584.36
Asha Trust - Seeyapoondi Neighbourhood Friendly Tution Centre	\$ 1,559.43
ASHRAY AKRUTI	\$10,194.10
Assam Centre for Rural Development (ACRD)	\$ 2,899.80
Astha	\$13,426.50
Avehi Public Charitable (Educational) Trust - Avehi Abacus	\$96,064.60
Baikunthapur Tarun Sangha	\$ 7,810.67
Balia Gram Unnayan Samity	\$ 6,504.63

Balia Gram Unnayan Samity	\$ 7,702.50
Balia Gram Unnayan Samity	\$15,029.10
Betsy Elizabeth Trust - Creche	\$ 1,188.27
Betsy Elizabeth Trust - Creche	\$15,592.40
Bharat Sevashram Sangha - Pranabananda Boys Hostel	\$11,578.80
Bharathi Trust	\$ 2,062.39
Bharathi Trust	\$ 9,754.76
Bharathi Trust - Kuvempu	\$19,204.60
Bharathi Trust - Kuvempu	\$12,231.70
Bharathi Trust - Senchiamma School	\$ 3,033.79
Bhoomiheen Seva Samiti	\$27,007.90
Bhoomiheen Seva Samiti	\$25,934.00
Bhumi	\$ 1,628.27
Bhumi	\$ 1,545.69
Bhumi	\$ 3,822.40
Borderless World Foundation - Basera-e-Tabassum	\$17,738.00
BSP Education Society	\$ 1,600.00
Center for Development of Disadvantaged People (CDDP)	\$ 9,470.60
Center for Social Service	\$ 2,838.01
Center for Social Service	\$ 1,889.93
Champa Mahila Society	\$21,789.80
Chehak Trust - Sahyog	\$13,368.60
Childlife Preserve Shishur Sevay	\$ 5,037.58
Deepalaya Education Society	\$ 1,949.29
DIGAMBARPUR ANGIKAR - preprimary education	\$13,270.30
DIGAMBARPUR ANGIKAR - preprimary education	\$ 5,117.00
DIGAMBARPUR ANGIKAR - preprimary education	\$28,792.00
DIGAMBARPUR ANGIKAR - preprimary education	\$13,750.50
Digantar	\$39,649.30
Door Step School (Pune) - Grow with Books	\$12,770.40
ETASHA Society	\$13,990.20
Fellowship: Anu and Krishna	\$ 5,696.96
Fellowship: Mahesh Pandey	\$ 6,144.14
Fellowship: Siddamma	\$ 4,788.13
Forum for Womens Rights and Development Trust (FORWORD)	\$ 6,696.32
Forum for Womens Rights and Development Trust (FORWORD)	\$ 5,891.64
Forum for Womens Rights and Development Trust (FORWORD)	\$ 5,132.70
Friends of Children	\$ 925.72
Friends of Children	\$ 638.75
Friends of Children	\$ 310.85
Gandhigram Trust	\$ 5,682.56
GDOHWA - Ganjam District Orthopaedically Handicapped Welfare Association	\$ 8,887.61
GDOHWA - Ganjam District Orthopaedically Handicapped Welfare Association	\$ 9,346.38
GDOHWA - Ganjam District Orthopaedically Handicapped Welfare	\$ 5,133.93

Association	
GDOHWA - Ganjam District Orthopaedically Handicapped Welfare Association	\$15,439.20
GDOHWA - Ganjam District Orthopaedically Handicapped Welfare Association	\$ 9,044.80
Gram Vikas Trust	\$ 6,334.84
Gram Vikas Trust	\$14,364.40
Gram Vikas Trust	\$ 2,177.67
Gram Vikas Trust :: Higher Education for Deprived Girls	\$ 2,905.02
Gramin Shiksha Kendra Samiti	\$ 5,028.76
Gramin Shiksha Kendra Samiti	\$ 6,290.36
Gramin Shiksha Kendra Samiti	\$ 6,299.31
Gramin Vikas Vigyan Samiti - GRAVIS	\$39,123.50
Gramya Sansthan	\$13,636.80
Gramya Sansthan	\$12,911.10
HARIKSHA PEOPLES WELFARE TRUST	\$ 9,981.46
HARIKSHA PEOPLES WELFARE TRUST	\$10,241.70
Hijli INSPIRATION : Bridging the Divide	\$ 1,166.73
Hijli INSPIRATION : Bridging the Divide	\$ 6,020.56
Hope Charitable Trust - Ambattur	\$ 6,775.48
HUT : Human Uplift Trust - AIDS Orphans Education Project	\$13,460.30
HWSTVAPSS - Savidya Upasamati	\$14,861.30
India Sudar - Science Experiment based Learning and Awareness (SEBLA)	\$ 4,299.98
India Sudar - Science Experiment based Learning and Awareness (SEBLA)	\$ 3,998.71
India Sudar - Science Experiment based Learning and Awareness (SEBLA)	\$ 3,957.10
Indian Grameen Services	\$47,555.00
Indian Institute Of Education - Vigyan Ashram	\$16,661.40
INDUS action Initiatives	\$23,513.40
Institute of Social Work - Primary Education Project	\$ 5,705.44
Institute of Social Work - Primary Education Project	\$ 1,104.92
Institute of Social Work - Primary Education Project	\$ 5,114.80
Institute of Social Work - Primary Education Project	\$ 3,788.69
Jagriti Bal Vikas Samiti	\$ 6,076.68
Jagriti Bal Vikas Samiti	\$14,507.40
Jagriti Bal Vikas Samiti - Lodhar Project	\$ 6,638.95
Jagriti Bal Vikas Samiti - Lodhar Project	\$ 4,624.24
Jamghat - A Group of Street Children	\$ 8,597.73
Jan Kala Sahitya Manch Sanstha - (JKSMS) ILM School	\$ 6,870.23
Jan Kala Sahitya Manch Sanstha - (JKSMS) ILM School	\$14,749.00
Joint Women's Programme - Mera Sahara	\$ 3,664.64
Kaivalya Trust - Kedi Residential High School for Tribal Girls	\$14,361.70
Kalanjiyam Trust	\$ 6,239.02
Kalanjiyam Trust	\$ 6,792.09
Kalanjiyam Trust	\$ 6,508.59
Kalyania - Prayas Centre	\$ 5,604.57
Kalyania - Prayas Centre	\$ 8,562.17

Kamalakar Memorial Charitable Trust - Vikas Bharati School	\$ 3,237.74
Kamalakar Memorial Charitable Trust - Vikas Bharati School	\$ 6,123.82
Kaorakhali Jana Sevashram	\$ 4,434.00
Khajurdaha Nabankur United Club (KNUC)	\$ 8,035.69
Kiran Anjali Project	\$ 7,485.72
Madurai Seed - Narpanigal	\$ 4,436.85
Madurai Seed - Narpanigal	\$ 4,670.71
Maharogi Sewa Samiti, Warora - Lok Biradari Prakalp	\$ 6,562.31
Maharogi Sewa Samiti, Warora - Lok Biradari Prakalp	\$ 7,081.81
Mahila Action	\$ 8,679.59
Mahila Sarvangeen Utkarsh Mandal - Parner Pre-schools for Tribal Children	\$ 2,352.56
Mallarpur Uthnau	\$18,607.50
Manasa	\$ 6,590.33
Manasa	\$ 9,319.67
Manchikalalu Organization - A Home for the Needy Children	\$ 7,912.30
Mandra Lions Club - Purulia	\$17,235.10
Mandra Lions Club - Purulia	\$11,692.20
Mandra Lions Club - Purulia	\$ 6,643.51
Mandra Lions Club - Purulia	\$11,320.20
Mandra Lions Club - Purulia	\$ 7,604.80
Mandra Lions Club - Purulia	\$18,930.60
MATHRUFOUNDATION	\$ 4,800.46
MATHRUFOUNDATION	\$ 5,290.20
Mukti	\$22,837.50
Mukti	\$ 5,681.73
Mukti - Coaching Program	\$ 7,182.19
Mukti - Coaching Program	\$12,939.80
Mumbai Mobile Creches	\$ 3,975.89
Muskaan	\$ 7,256.01
Navsarjan Trust	\$ 5,684.87
Navsarjan Trust	\$ 409.39
Navsarjan Trust	\$ 634.60
Navsarjan Trust	\$ 4,572.40
Navsarjan Trust	\$ 4,965.47
Neel Bagh Trust - Sumavanam	\$14,555.90
Nishtha - Jagaran	\$ 6,703.38
Nishtha - Jagaran	\$ 9,307.33
Nishtha - Night Shelter	\$ 218.71
Nishtha - Night Shelter	\$ 3,431.49
Nishtha - Night Shelter	\$ 684.07
Nishtha - Night Shelter	\$ 3,344.33
Olcott Education Society - Olcott Memorial High School	\$15,278.40
Padmashree Society - Asha Kiran Home	\$ 3,244.86
Padmashree Society - Asha Kiran Home	\$ 2,181.66
Payir Trust	\$ 6,115.83

Pnuema Trust - Home for children from FAAs, Madurai	\$ 6,713.44
Popular Education and Action Centre - Navjagriti	\$18,505.20
Prayas -- Pratirodh Sansthan	\$ 9,488.22
Prayas -- Pratirodh Sansthan	\$ 9,296.52
Prayas (Vocational Institute for Mentally Handicapped)	\$13,598.60
Progressive Rural Active Youths Action for Society	\$ 3,922.00
Pudhiyadhor Charitable Trust	\$ 4,728.13
Pudhiyadhor Charitable Trust	\$ 4,896.11
Pudhiyadhor Charitable Trust	\$ 2,411.50
Pudhiyadhor Charitable Trust	\$14,860.30
Pudhiyadhor Charitable Trust	\$ 4,583.51
Puvidham Rural Development Trust	\$ 9,004.47
Ramakrishna Mission Ashrama Narendrapur - Book Bank	\$ 8,070.89
Ramakrishna Mission Ashrama Narendrapur - Book Bank	\$ 3,497.10
Ramakrishna Mission Ashrama Sargachi	\$ 9,693.05
Ramakrishna Mission Ashrama Sargachi	\$15,487.10
Rawa Academy of Art Music and Dance - Adruta Childrens Home	\$51,006.60
REWARD Trust	\$ 5,159.42
REWARD Trust	\$18,010.30
REWARD Trust	\$11,115.40
REWARD Trust	\$ 5,555.98
REWARD Trust	\$21,639.70
REWARD Trust	\$ 5,514.99
REWARD Trust	\$ 9,467.58
Rishi Pragatisheel Shikshan Sanstha	\$ 4,784.84
Rishi Valley Education Center - RVS Rural Education Project	\$ 8,518.15
Rishi Valley Education Center - Special Development Authority (RVSDA)	\$ 1,995.24
Rishi Valley Education Centre - Rural Health Project	\$18,110.70
Rural Development Trust	\$24,389.10
Sabuj Sangha	\$ 5,058.57
SACSAS ACADEMY - Moirang Project	\$98,724.80
SACSAS ACADEMY - Moirang Project	\$ 5,512.14
SACSAS ACADEMY - Moirang Project	\$11,538.70
SACSAS ACADEMY - Moirang Project	\$ 2,150.37
SACSAS ACADEMY - Moirang Project	\$ 5,305.12
Sahanivasa	\$ 7,847.48
Sahanivasa	\$11,498.00
Sahanivasa	\$ 8,133.78
Samata - Grama Vikasa Saradhi	\$ 1,348.12
Sandnya Sanwardhan Sanstha	\$ 8,812.13
Sandnya Sanwardhan Sanstha	\$14,109.10
SANKALP	\$ 9,755.63
Sarada Kalyan Bhandar	\$21,103.70
Saron Jehovah Yeereh Trust	\$ 5,780.44
Saron Jehovah Yeereh Trust	\$ 5,706.69
Sarva Vidya	\$ 6,823.62

Sarvodaya Parivar Trust	\$24,080.60
Saugaht Foundation	\$10,244.30
Seva Chakkara Samajam	\$25,407.90
Seva Mandir - NFE Centers	\$19,227.60
Seva Mandir - NFE Centers	\$23,323.60
Boys Town Society	\$ 5,708.03
Boys Town Society	\$ 5,265.60
Shamayita Math - Shamayita Convent School	\$ 5,599.64
Shamayita Math - Shamayita Convent School	\$30,696.00
Shanti Sadhana Ashram	\$ 1,807.54
Shanti Sadhana Ashram	\$ 7,415.45
Shirpur Vishwamandal Sevashram	\$ 9,064.05
Shirpur Vishwamandal Sevashram	\$ 6,175.22
Shoshit Seva Sangh	\$50,907.60
Shoshit Seva Sangh	\$ 8,365.44
Shraddha Trust - Turning Schools Around	\$ 4,695.13
Shristi Special Academy	\$ 9,167.02
Sivasri Charitable Trust - Sikshana	\$19,386.80
SNEHALAYA	\$ 3,363.00
Society for Economic and Educational Development (SEED)	\$17,679.10
Society for Education and Action	\$11,516.70
Society for Education and Action	\$ 5,858.73
Society for Education and Action	\$ 5,134.73
Society for Health and Educational Development	\$10,636.80
Society for Women in Rural Development(SWIRD)	\$12,927.60
Spandana Voluntary Organization	\$ 8,234.95
Sphoorti Foundation	\$ 6,722.48
Sri Aurobindo Integral School, Basundhara	\$ 3,048.03
Sri Aurobindo Integral School, Basundhara	\$ 8,463.44
Sri Ram Goburdhun Charitable Trust - Project WHY	\$31,153.80
Sri Sai Seva Sadan	\$37,290.80
Sri Subrahmanya Swamy Educational Society - SES Hyderabad	\$ 9,270.11
Sri Subrahmanya Swamy Educational Society - SES Hyderabad	\$ 8,986.66
Srividhya Center for special children	\$24,804.00
Srividhya Center for special children	\$ 2,976.71
Srividhya Center for special children	\$24,521.50
Susunia Daksin Roy Kishore Club - Agragati	\$14,619.80
Swadhar Institute for Development of Women and Children	\$ 1,951.79
Swadhar Institute for Development of Women and Children	\$ 3,480.35
Swadhar Institute for Development of Women and Children	\$ 3,269.52
Swami Vivekananda Youth Movement - Mobile Science Van	\$ 7,755.53
Swami Vivekananda Youth Movement - Mobile Science Van	\$15,003.40
Swami Vivekananda Youth Movement - VTCL (Viveka Tribal Centre for Learning)	\$ 3,392.09
Swami Vivekananda Youth Movement - VTTRC	\$ 9,729.60
The Covenant Centre for Developmant - Balavihar	\$ 5,871.00

Timbaktu Collective	\$ 6,538.45
Timbaktu Collective	\$ 9,665.42
Timbaktu Collective	\$12,570.00
Timbaktu Collective	\$ 7,639.19
Timbaktu Collective	\$ 1,711.18
Timbaktu Collective: Children's Resource Center	\$ 6,378.97
Timbaktu Collective: Children's Resource Center	\$ 4,430.73
Tomorrow's Foundation - Support A Child	\$14,366.40
Trinita Society For Social & Health Research - Cross Stitch	\$ 1,636.43
Trinita Society For Social & Health Research - Education Centers	\$ 3,713.09
Trinita Society For Social & Health Research - Education Centers	\$ 5,530.26
TRUWDES - School for Tribal Children, Manjampatti	\$ 6,180.47
TRUWDES - School for Tribal Children, Manjampatti	\$ 6,001.13
V-Excel Education - Education & Vocation for Special Children	\$16,828.40
Vidyarambam	\$ 5,042.66
Viswa Bharati Vidyodaya	\$16,053.50
Voluntary Association For Rural Upliftment and Networking - VARUN	\$ 4,832.71
Voluntary Association For Rural Upliftment and Networking - VARUN	\$ 5,226.62
Wayanad Girijana Seva Trust	\$ 2,231.72

Officer / Director / Trustee Name & Contact	Title & Average Hours per Week Devoted	Compensation	Contribution	Expenses
Pradeep Jayaraman 340 S Lemon Ave #2742 Walnut, CA 91789	President 25 hours	\$0.00	\$0.00	\$0.00
Uttaraa Diwan 340 S Lemon Ave #2742 Walnut, CA 91789	Treasurer 25 hours	\$0.00	\$0.00	\$0.00
Harendra Guturu 340 S Lemon Ave #2742 Walnut, CA 91789	Secretary 25 hours	\$0.00	\$0.00	\$0.00
Anant Jani 340 S Lemon Ave #2742 Walnut, CA 91789	Director, Projects 25 hours	\$0.00	\$0.00	\$0.00
Madhav Lakkapragada 340 S Lemon Ave #2742 Walnut, CA 91789	Director, IT/Web 25 hours	\$0.00	\$0.00	\$0.00
Prasad Pabbati 340 S Lemon Ave #2742 Walnut, CA 91789	Director, Fundraising 25 hours	\$0.00	\$0.00	\$0.00
Navya Chitimireddiy 340 S Lemon Ave #2742 Walnut, CA 91789	Director, Public Relations 25 hours	\$0.00	\$0.00	\$0.00
TOTAL FOR STATEMENT I, FORM 199, PART II, LINE 11: COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES		\$0.00	\$0.00	\$0.00

FORM 199, PART II, LINE 17: Other Expenses and Disbursements

Expense and Disbursement Category	Amount
Accounting fees	\$21,142
Administrative expenses	16,999
Advertisements (not related to event/fundraiser)	409
Bank charges	19,015
Credit card processing fees	26,935
Equipment rental	1,890
Postage and shipping	1,889
Legal fees	81
Travel	2,233
TOTAL FOR STATEMENT I, FORM 199, PART II, LINE 17: OTHER EXPENSES AND DISBURSEMENTS	\$ 90,593

FORM 199, Schedule M-1, LINE 5 – Expenses recorded on books this year not deducted on this return

Donated Services - \$196,200

FORM Schedule M-1, LINE 7 – Income recorded on books this year not included in this return

Contributed Services- \$196,200

AMENDED AND RESTATED BYLAWS OF
ASHA FOR EDUCATION
A CALIFORNIA PUBLIC BENEFIT CORPORATION

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PREAMBLE

Asha for Education, a California public benefit corporation (the "Corporation"), signed its Articles of Incorporation on July 8, 1996, and the Articles of Incorporation were filed on February 27, 1997, with the Secretary of State of the State of California. The Bylaws of Asha for Education were adopted on July 8, 1996. As of the date written below, Asha for Education hereby amends and restates its Bylaws to reflect that it is desirous of having members of the Corporation, and to reflect the management and operations of the Corporation. The current Bylaws amend, restate and supersede the previous Bylaws of the Corporation in their entirety as described below:

ARTICLE 1. NAME AND OFFICES

Section 1.1 Corporate Name

The name of the Corporation is "Asha for Education."

Section 1.2 Principal Office

The principal office of the Corporation for the transaction of its business may be established at any place or places within or without the State of California by resolution of the Board of Directors.

Section 1.3 Other Offices

The Board of Directors may at any time establish branch or subordinate offices or Chapters at any place or places within or without the State of California as the Board of Directors may designate.

ARTICLE 2. PURPOSES

The primary objectives and purposes of this Corporation shall be:

1. to support social development projects in India,
2. to collaborate with other non-profit organizations for providing wider support, and
3. to promote awareness of social issues in India.

ARTICLE 3. MEMBERS

Section 3.1 Members

The Corporation shall have members ("**Members**"). The Board may, from time to time, (a) determine the amount of monetary dues, if any,

which shall be required to be paid by the Members, and (b) establish any other policies and procedures with respect to the Members; in each case of the foregoing, subject to the California Nonprofit Corporation Law. No Member may transfer a membership or any rights arising therefrom.

Section 3.2

Voting Members

Voting Members ("**Voting Members**") of the Corporation shall be limited to those Chapters that are in good standing. Except as provided in these Bylaws, the Chapters shall act through individuals who are Chapter Coordinators for any individual Chapter. For any Chapter that elects multiple Chapter Coordinators, only one such Chapter Coordinator shall act as the voting representative of the Chapter, as determined by the Chapter. Upon the due election of a Chapter Coordinator by a Chapter, such Chapter Coordinator shall automatically be authorized to act as the voting representative of the Voting Member and shall serve as such until the earlier of (a) the expiration of the term for which he or she was elected as Chapter Coordinator, or (b) until such Chapter Coordinator's resignation or removal in accordance with these Bylaws or the policies and procedures of the Corporation.

Voting Members, acting through their voting representatives, shall have the right to vote in accordance with these Bylaws at an ARC Meeting duly held at which a quorum is present, as described in Section 9.5 hereof. Any individual who is no longer a Chapter Coordinator shall automatically, without any further action or documentation required, be divested of any rights to vote on behalf of the Voting Member and shall no longer be deemed a voting representative of the Voting Member of the Corporation. A Chapter may authorize another person or persons, including any other Chapter Officer (as defined below), to act by proxy with respect to such membership, as set forth in Section 5613 of the California Nonprofit Corporation Law.

Section 3.3

Non-Voting Members

The Board may, from time to time, establish one or more classes of non-voting Members, each class of which shall have the rights and obligations (except the right to vote on matters related to the Corporation) as the Board may from time to time assign to such class.

ARTICLE 4.

BOARD OF DIRECTORS

Section 4.1

Number

The Corporation shall have not less than three (3) nor more than nine (9) directors (individually a "**Director**", and collectively, the "**Board of Directors**" or the "**Board**"), with the exact number to be fixed within

these limits in the manner provided in these Bylaws. These limits may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

Section 4.2

General Powers

- (a) Subject to the provisions of the California Nonprofit Corporation Law, and any limitations in the Articles of Incorporation and Bylaws relating to action required to be approved by the Voting Members, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.
- (b) The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 4.3

Duties

It shall be the duty of the Board of Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of the corporation;
- (c) Supervise all Officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Discharge their respective duties in good faith, with the care an ordinarily prudent person in a like position would exercise in similar circumstances, and in a manner reasonably believed to be in the Corporation's best interests; and
- (f) Register their mailing address, telephone number and electronic-mail ("e-mail") address with the Secretary of the Corporation, and notices of any such meetings e-mailed or mailed to them at such addresses shall be valid notices thereof.

Section 4.4

Terms of Office; Election

Section 4.4.1 Directors shall be elected biennially at an annual meeting of the Voting Members. Each Director shall hold office until that director's successor is elected and qualifies or until the earlier of that Director's resignation or removal in accordance with these Bylaws and the California Nonprofit Corporation Law. A Director elected to fill a vacancy shall serve the remainder of the unexpired term of his or her predecessor in office, subject to the power of removal stated in these Bylaws. A Director may be elected to consecutive terms, and there shall be no limit on the number of consecutive terms a Director may serve.

Section 4.4.2 Each Director shall be elected by an affirmative vote of the majority of the Voting Members present (acting through their voting representatives) at an ARC meeting duly held at which quorum is present. The ARC shall adopt from time to time certain policies and procedures in connection with this Article of the Bylaws to further effectuate the purposes hereof, including, without limitation, fixing the exact number of the Board of Directors. Voting may be conducted by the ARC by telephone conference or other communications equipment permitted by the California Nonprofit Corporation Law. Cumulative voting shall not be permitted.

Section 4.5

Vacancies and Removal

Section 4.5.1 Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized directors is increased.

Section 4.5.2 Any Director may be removed with or without cause by an affirmative vote of a majority of all of the Voting Members of the Corporation (acting through their respective voting representatives).

Section 4.5.3 Any Director may resign effective upon giving written notice to the President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General of the State of California (the "**Attorney General**"), as set forth in Section 5226 of the California Nonprofit Corporation Law.

Section 4.5.4 Vacancies on the Board of Directors shall be filled by approval of the Voting Members as provided for in Section 4.4 of these Bylaws, provided that such vacancy may be filled temporarily by appointment of a majority of the Board of Directors at a meeting duly held at which quorum is present, and such temporary appointment period shall terminate on the

date that the ARC elects a subsequent Director (which may be the same individual previously appointed) pursuant to the terms of these Bylaws.

Section 4.6 No Removal on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and the California Nonprofit Corporation Law.

Section 4.7 Compensation

Directors shall serve without compensation, provided that Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4.3. Directors may not be compensated for rendering services to the Corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 4.8 of this Article.

Section 4.8 Restriction Regarding Interested Directors

Notwithstanding any other provision of these Bylaws, no person serving on the Board of Directors shall be an "interested person". For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4.9 Annual Meetings

Each year the Board of Directors shall hold at least one meeting, at a time and place fixed by the Board of Directors.

Section 4.10 Special Meetings

Special meetings of the Board of Directors may be called by the President or the Secretary, and shall be called upon the request by any three Directors or by the vote of a majority of the Voting Members present (through their voting representatives) at an ARC meeting duly held at

which quorum is present. Any such special meetings shall be held in accordance with the Bylaws.

Section 4.11 Place and Manner of Meetings

Section 4.11.1 Regular and special meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board.

Section 4.11.2 Any meeting may be held by telephone conference or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another concurrently and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

Section 4.12 Notice of Meetings

Section 4.12.1 Except when the time and place of a regular meeting is set by the Board by resolution in advance, notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods: (a) Personal delivery of oral or written notice; (b) First-class mail, postage paid; (c) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or (d) Facsimile, e-mail or other means of electronic transmission if the recipient has consented to accept notices in this manner. All Directors, by agreeing to become a Director of the Corporation, hereby consent to accept notices by e-mail or other means of electronic transmission.

Section 4.12.2 All such notices shall be given or sent to the Director's address, phone number, facsimile number or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

Section 4.12.3 Notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

Section 4.12.4 The notice shall state the time and place (if applicable) for the meeting, but need not specify the purpose of the meeting.

Section 4.12.5 The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided that a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs (i) a waiver of notice, (ii) a consent to holding the meeting, or (iii) an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.13 Quorum for Meetings

Section 4.13.1 A quorum shall consist of three Directors.

Section 4.13.2 Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum does not exist, and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board or Directors.

Section 4.13.3 When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken; provided, however, that if the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.13.4 The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, the Articles of Incorporation or the Bylaws of this Corporation.

Section 4.14 Majority Action As Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Corporation Law,

particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238(e)); require a greater percentage or different voting rules for approval of a matter by the Board. The approval of the foregoing provisions relating to Sections 5212, 5233, and 5238(e) of the California Nonprofit Corporation Law requires a vote of the majority of the Directors then in office.

Section 4.15

Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President or, in his or her absence, by the Secretary of the Corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 4.16

Action By Written Consent Without Meeting

Section 4.16.1 Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Directors individually or collectively consent in writing to the action and, in the event the Board is filling a vacancy, the number of Directors then in office constitutes a quorum, pursuant to Section 5211(b) of the California Nonprofit Corporation Law.

Section 4.16.2 Any action taken pursuant to this Section 4.16 may be conducted by e-mail or other means of electronic transmission as provided for in the California Nonprofit Corporation Law.

Section 4.17

Non-Liability Of Directors

Section 4.17.1 The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE 5.

INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 5.1

Definitions

Section 5.1.1 "Agent" means any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or

domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation.

Section 5.1.2 “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

Section 5.1.3 “Expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses actually and reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his or her position or relationship as Agent and all attorneys’ fees, costs, and other expenses actually and reasonably incurred in establishing a right to indemnification under this Article 5.

Section 5.2 Applicability of Indemnification Provisions

Section 5.2.1 ***Successful Defense by Agent.*** To the extent that an Agent has been successful on the merits in the defense of any proceeding referred to in this Article 5, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim.

Section 5.2.2 ***Settlement or Unsuccessful Defense by Agent.*** If an Agent either settles any proceeding referred to in this Article 5, or any claim, issue, or matter therein, or sustains a judgment rendered against him, then the provisions of Section 5.3 through Section 5.6 shall determine whether the Agent is entitled to indemnification.

Section 5.3 Actions Brought by Persons Other than the Corporation

This Section 5.3 applies to any proceeding other than an action “by or on behalf of the corporation” as defined in Section 5.4. Such proceedings that are not brought by or on behalf of the Corporation are referred to in this Section 5.3 as “Third Party proceedings.”

Section 5.3.1 ***Scope of Indemnification in Third Party Proceedings.*** Subject to the required findings to be made pursuant to Section 5.3.2, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party proceeding, by reason of the fact that such person is or was an Agent, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 5.3.2 ***Required Standard of Conduct for Indemnification in Third Party Proceedings.*** Any indemnification granted to an Agent in Section 5.3.1 above is conditioned on the following. The Board of Directors must determine, in the manner provided in Section 5.5, that the Agent seeking

reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 5.4

Action Brought By or On Behalf of the Corporation

This Section 5.4 applies to any proceeding brought (i) by or in the right of the Corporation, or (ii) by an Officer, Director or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Director was or is engaging in self-dealing within the meaning of Section 5233 of the California Nonprofit Corporation Law, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding "by or on behalf of the Corporation").

Section 5.4.1

Scope of Indemnification in Proceeding By or On Behalf Of the Corporation. Subject to the required findings to be made pursuant to Section 5.4.2, and except as provided in Section 5.4.3 and Section 5.4.4, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the Corporation, by reason of the fact that such person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.

Section 5.4.2

Required Standard of Conduct for Indemnification in Proceeding by or on Behalf of the Corporation. Any indemnification granted to an Agent in Section 5.4.1 is conditioned on the following. The Board must determine, in the manner provided in Section 5.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 5.4.3

Claims Settled Out of Court. If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the Agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses actually

and reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.

Section 5.4.4 Claims and Suits Awarded against Agent

If any Agent is adjudged to be liable to the Corporation in the performance of the Agent's duty to the Corporation, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Agent under Section 5.4.1 for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:

- (a) The determination of good faith conduct required by Section 5.4.2 must be made in the manner provided for in Section 5.5; and
- (b) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5.5 Determination of Agent's Good Faith Conduct

The indemnification granted to an Agent in Section 5.3 and Section 5.4 is conditioned on the findings required by those Sections being made by: (a) the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; (b) the Voting Members by majority vote of a quorum with the persons to be indemnified not being entitled to vote thereon; or (c) the court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by the Corporation.

Section 5.6 Limitations

No indemnification or advance shall be made under this Article 5, except as provided in Section 5.2.1 or Section 5.5(c), in any circumstances when it appears: (a) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, the Bylaws, a resolution of the Voting Members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 5.7

Advance of Expenses

The Corporation may, before final disposition of a proceeding, with the requirement of additional authorization by the Board of Directors, advance funds to pay for or reimburse the reasonable expenses actually incurred by an individual who is a party to a proceeding because he or she was a Director, Officer, employee or other agent of the corporation, if the individual delivers to the Corporation (1) a written statement signed by the individual setting forth his or her good faith belief that he or she has met the relevant standard of conduct described in these Bylaws and the California Nonprofit Corporation Law; and (2) an undertaking in the form of an unlimited general obligation to repay any funds advanced if the individual is not entitled to indemnification under these Bylaws or under the California Nonprofit Corporation Law.

Section 5.8

Contractual Rights of Non-Directors and Non-Officers

Nothing contained in this Article 5 shall affect any right to indemnification to which persons other than Directors and Officers of the corporation, or any of its subsidiaries, may be entitled by contract or otherwise.

Section 5.9

Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance for the Corporation or on behalf of any Agent, as defined in this Article 5, against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the Agent against the liability under the provisions of this Article 5; provided, however, that the Corporation shall not purchase or maintain insurance to indemnify any Agent of the Corporation for any self-dealing transaction described in Section 5233 of the California Nonprofit Corporation Law.

ARTICLE 6.

NATIONAL OFFICERS

Section 6.1

Officers

The Corporation shall have national officers which shall be officers of the Corporation and shall consist of a President, a Secretary, and a Treasurer (collectively, "**National Officers**"). The Corporation may also have, as determined by the ARC, one or more Assistant Secretaries, Assistant Treasurers, or other officers, each of which shall also be deemed a National Officer as applicable. For the avoidance of doubt, only the ARC, and not the Board of Directors, shall have the power to create new National Officers, *provided that*, once such National Officer position has

shall serve the balance of the term that then existed for the National Officer that such person is replacing.

Section 6.5 Chapter Officers

The Corporation is authorized to have local officers (each, a “**Chapter Officer**”), who shall be elected by individual Chapters, as provided for in Article 8 of the Bylaws.

Section 6.6 Removal of National Officers

Any National Officer who was duly elected by the ARC may be removed, either with or without cause, by an affirmative vote of a majority of the entire ARC.

Any National Officer who was duly elected by the Board of Directors may be removed, either with or without cause, by an affirmative vote of a two-thirds (2/3) of the entire Board of Directors or the ARC, as provided in the previous paragraph of this Section 6.6 of the Bylaws. In the event of any conflict amongst any provision of this Section 6.6 of the Bylaws, the first paragraph of Section 6.6 shall control.

Any Officer may resign at any time by giving written notice to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.7 Duties of President

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors.

Section 6.8 Duties of Secretary

Section 6.8.1 In the absence of the President, or in the event of his or her inability or refusal to act, the Secretary shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Secretary shall have other powers and perform such other duties as may be prescribed by law, by the Articles of

Incorporation, or by these Bylaws, or as may be prescribed from time to time by the Board of Directors.

Section 6.8.2 In addition, the Secretary shall:

- (a) certify and keep at the principal office of the Corporation or at such other place as the Board of Directors may determine the original, or a copy, of these Bylaws as amended or otherwise altered to date;
- (b) maintain a list of the Voting Members, as provided in Section 12.4 of the Bylaws;
- (c) keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Board of Directors and ARC, and, if applicable, meetings of committees of Board of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- (d) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (e) be custodian of the records and of the seal of the Corporation, if any, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws;
- (f) exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefor, the Bylaws, and the minutes of the proceedings of the Board of Directors of the Corporation; and
- (g) in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 6.8.3 Duties Of Treasurer.

Subject to Article 11, the Treasurer shall:

- (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected from time to time by the Board of Directors;
- (b) receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever;
- (c) disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;

- (d) keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (e) exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request therefor;
- (f) render to the President and Board of Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation;
- (g) prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and
- (h) in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors, including, without limitation, preparing or causing the preparation or certification of any applicable local, state, or federal tax forms of the Corporation.

Section 6.9

Compensation

Subject to Sections 4.7 and 4.8 of these Bylaws, the salaries of the Officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by Officers of this Corporation shall be reasonable and given in return for services actually rendered to or for the benefit of the Corporation which relate to the performance of the charitable or public purposes of this Corporation.

ARTICLE 7.

COMMITTEES

Section 7.1

Executive Committee

The Board of Directors may, by a majority vote of Directors then in office, provided that a quorum is present, designate two (2) or more of its National Officers or Directors (who may also be serving as Officers of this Corporation) to serve on and create one or more Board Committees (a "Committee"), including an Executive Committee, to serve at the discretion of the Board of Directors. The Board of Directors may delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, which requires the approval of the ARC;
- (b) The filling of vacancies on the Board or on any Committee which has the authority of the Board;

- (c) The fixing of compensation of the Directors for serving on the Board or on any Committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of Committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (h) The approval of any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

For the avoidance of doubt, only National Officers or Directors may serve on a Committee.

Section 7.2

Meetings and Actions of Board Committees; Quorum

Section 7.2.1

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 4 concerning meetings of Directors, with such changes in the context of Article 4 as are necessary to substitute the Committee and its members for the Board and its members and as may be required by law, except that the time for regular meetings of Committees may be determined by resolution of the Board of Directors, and special meetings of Committees may also be called by resolution of the Board of Directors. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

Section 7.2.2

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 7.3

Advisory Committees

The Corporation shall have such advisory committees as may from time to time be designated by resolution of the Board of Directors. Such advisory committees may consist of persons who are not Directors. These advisory committees shall act in an advisory capacity, shall be clearly titled as "advisory" committees, and shall not have the powers and authorities of the Board of Directors.

Section 7.4

Nonprofit Integrity Act.

The Corporation shall at all times comply with the Nonprofit Integrity Act, Section 5212(d) of the California Nonprofit Corporation Law, and Section 12586(e) of the California Code, including, without limitation, as applicable, the preparation of annual financial statements.

ARTICLE 8.

CHAPTERS

Section 8.1

Creation; Powers

The Board of Directors shall have the power to designate local chapters within and outside of the United States (individually or collectively, a "**Chapter**"), subject to Section 9.2(c). An international Chapter shall be permitted to be organized as a separate non-profit entity within another country and in accordance with that country's non-profit law, provided that such Chapter for purposes of these Bylaws shall only be acting in its capacity as a 'Chapter' and shall not be deemed to be subsidiary of the Corporation with respect to any law applicable to the Corporation. Notwithstanding the foregoing sentence, an international chapter shall not be required to be a separate non-profit entity, organized in accordance with that country's non-profit law, in order to be considered a Chapter under this Corporation's Bylaws. The Chapters shall help fulfill the mission of the Corporation at a local level. As provided in these Bylaws, and subject in all respects to Applicable Law, the Board of Directors may delegate the management of certain activities of the Corporation to any person or persons, including, without limitation, the Chapters or Chapter Officers, provided that the activities of the Corporation shall be managed and all corporate powers shall be exercised under the direction of the Board of Directors.

Section 8.2

Chapter Officers; Qualification; Compensation

Each Chapter shall have the authority to elect Chapter Officers, including, without limitation, a Chapter Coordinator ("**Chapter Coordinator**"), a Chapter Webmaster, and a Chapter Treasurer. The election of such Chapter Officers shall be conducted in accordance the policies and

procedures of the Corporation. Such Chapter Officers shall serve such terms, have such authority, perform such duties, and be subject to any qualifications as may be prescribed from time to time by the Board of Directors. The Chapter Coordinator shall supervise, manage, and control the affairs of the Chapter. Any vacancy of a Chapter Officer shall be filled by an election by the Chapter. The provisions of Section 6.6 shall apply to the Chapter Officers, with such changes in context as are necessary to substitute the National Officers for the Chapter Officers. In addition, all Chapter Officers, by their agreement to serve as Officers of the Corporation, hereby consent to accept notices by e-mail or other means of electronic transmission.

Section 8.3 Removal of Chapter Officers

Any Chapter Officer, including, without limitation, a Voting Member, may be removed, either with or without cause, by an affirmative vote of two-thirds (2/3) of the entire Board of Directors. Any such removal of a Chapter Officer shall be made pursuant to a procedure that is fair and reasonable and is carried out in good faith, all in accordance with California Nonprofit Corporation Law.

Section 8.4 Termination of Chapters

The Board of Directors shall have the power to terminate a Chapter with cause (as determined by the Board of Directors in its reasonable discretion) by an affirmative vote of two-third (2/3) of the entire Board of Directors subject to the limitations under Section 9.2(c). The ARC shall have the power to terminate a Chapter, either with or without cause, by an affirmative vote of a majority of the members of the ARC.

ARTICLE 9. ASHA REPRESENTATIVE COUNCIL

Section 9.1 Number

The Asha Representative Council (the "ARC") shall be a council composed of all of the Voting Members (acting through their voting representatives).

Section 9.2 Powers

Subject to the provisions of the California Nonprofit Corporation Law, and any limitations in the Articles of Incorporation and Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors, except that the following decisions described herein and elsewhere in the Bylaws (collectively, the "ARC Decisions") shall require

an affirmative vote of the majority of the Voting Members comprising the ARC at an ARC meeting duly held at which quorum is present:

- (a) Election of the Board of Directors and Officers (subject to the powers of the Board of Directors to make certain vacancy or other appointments, as provided in these Bylaws), and provided that, for the avoidance of doubt, all other powers granted to the Board of Directors pursuant to these Bylaws may be exercised by the Board of Directors as otherwise provided herein;
- (b) The adoption or material modification in any Corporation policy with respect to internal accounting protocols of the Corporation, including, without limitation: accounting standards for the Corporation, the use of unrestricted donations for the use of overhead, the development of acceptable overhead limits for the Corporation and the Chapters, the use of the Corporation's general funds which are donated to the Corporation without any Chapter affiliation;
- (c) The adoption or material modification of any Corporation policy with respect to the creation, management, operation, or termination of any Chapters;
- (d) The adoption or material modification of any Corporation policy with respect to the Corporation's Privacy Policy, Documentation Retention and Destruction Policy, Whistle Blower Policy, Conflict of Interest Policy, Project Policies, and Newsletter Policies; and
- (e) Any other matters to which Voting Members are entitled to vote upon as provided for in California Nonprofit Corporation Law.

As used in these Bylaws, a "**material**" modification shall be a change which could materially and adversely affect the Corporation's operations, financial condition or liabilities, the ability of the Corporation to undertake projects, the ability of the Corporation to fundraise and receive donations, or its good-will and standing in the community, all of the foregoing to be determined in the Board of Directors' reasonable discretion. Notwithstanding the foregoing, for the avoidance of doubt, the Board of Directors shall have the power to implement any Corporation policy without any further action by the ARC, including, without limitation, any Corporation policy which is not an ARC Decision.

Section 9.3

Terms of Office; Election; Vacancies; Removal

Each individual voting representative of a Voting Member shall serve concurrent terms as the term of the Chapter Office to which such person was elected. Any vacancy shall be filled in the same manner as a vacancy

of a Chapter Officer as provided for in Section 8.2 of the Bylaws. Individual voting representatives of Voting Members may be removed in the same manner as the removal of a Chapter Officer as provided for in Section 8.3 of the Bylaws.

Section 9.4

Regular Meetings

The ARC shall hold at least two regular meetings every year, one of which shall be an annual meeting at a time and place through electronic means provided in Section 9.9 hereof as fixed by the ARC. Special meetings of the ARC may be called by the ARC Coordinator, by a majority vote of the Board of Directors or by the President.

Section 9.5

Place and Manner of Meetings

Section 9.5.1 Regular and special meetings of the ARC may be held at any place within or outside the State of California that has been designated in the notice of the meeting, or, if not stated in the notice, as designated by resolution of the ARC.

Section 9.5.2 Any meeting may be held by telephone conference, electronic mail or electronic message board, or other communications equipment permitted by California Nonprofit Corporation Law, as long as all other requirements of California Nonprofit Corporation Law are satisfied. All such Voting Members of the ARC shall be deemed to be present in person at such meeting.

Section 9.6

Notice of Meetings

Whenever the Voting Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than 10 nor more than 90 days before the date of the meeting to each Voting Member. Notice shall be given by one of the methods described in Section 4.12 of these Bylaws. Such notice shall state the place, date and time of the meeting, the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which Voting Members may participate in the meeting and (a) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (b) in the case of regular meetings, those matters which the Board, at the time the notice is given, intends to present for action by the Voting Members, but, except as provided by Section 5512(b) of the California Nonprofit Corporation Law, any proper matter may be presented at the meeting for such action. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to Voting Members.

The Board of Directors and Officers shall receive notices of all ARC meetings.

Section 9.7

Quorum for Meetings

Section 9.7.1

A quorum shall consist of one-third (1/3) of the Voting Members comprising the ARC. The other requirements of quorum as provided for in Section 4.13 (except Section 4.13.1) for meetings of the Board of Directors shall also apply to meetings of the ARC, with changes in context as are necessary or required by law. For purposes of calculating quorum for any meeting held through electronic mail or electronic message board as permitted by California Nonprofit Corporation Law, quorum shall be met upon the confirmation that one-third (1/3) of the elected ARC shall have participated in such meeting. "Participation" as defined herein shall mean such Voting Member has affirmatively responded or affirmatively abstained from such action through electronic means verifiable by the Corporation. By way of example only, and subject to Section 16.1, if the ARC is made up of 66 Voting Members, a quorum requires one-third (1/3) of such individuals, or 21.9, which number shall become 22 Voting Members. For quorum to exist pursuant to this section of the Bylaws, 22 Voting Members must affirmatively respond or abstain through electronic mail or electronic message board as permitted by California Nonprofit Corporation Law.

Section 9.8

Majority Action As ARC Action

Every act or decision done or made by a majority of the ARC present at a meeting duly held at which a quorum is present is the act of the ARC. In the event of a tie vote, such act or decision shall be deemed not passed, but may be re-voted on. The ARC Coordinator shall only have the power to cast one vote as a Chapter Officer.

Section 9.9

Conduct of Meetings

The Secretary or ARC Coordinator shall have the power to certify to the minutes, or electronic record of any meeting of the ARC held through electronic mail, electronic message board or other means provided by the California Nonprofit Corporation Law.

Section 9.10

ARC Coordinator

The ARC Coordinator (the "ARC Coordinator") shall be a National Officer and shall be the chairperson of any meetings of the ARC, if applicable, and shall supervise the administrative affairs of the ARC. The ARC Coordinator shall be elected by a majority of all of the Voting Members, or, in the event of a vacancy in the ARC Coordinator, such

vacancy may be filled temporarily by appointment by a majority vote of the Board of Directors until such time as the ARC fills such a vacancy.

Section 9.11

General Grant of Authority

The ARC may adopt from time to time certain policies and procedures in connection with this Article 9 to further effectuate the purposes hereof.

ARTICLE 10.

VOLUNTEERS

Any individual volunteers of Asha who are not Directors, National Officers, or Chapter Officers, shall be volunteers (collectively, "Volunteers") and shall have no rights or powers to manage the activities and affairs of the corporation, unless otherwise granted by the Board of Directors or ARC.

Serving as a Volunteer of Asha is a privilege, and not a right. Any personal, interpersonal, or other conflicts between or among Volunteers with other Volunteers or any other person of the Corporation (including, without limitation, a Director, National Officer, or Chapter Officer), will be resolved in accordance with any policies and procedures adopted by the ARC, and if no such policies or procedures are adopted, then in accordance with general policies or procedures that are applicable to similar situated non-profit organizations headquartered in the United States which are similar in size, scope, and operations of the Corporation. Notwithstanding anything to the contrary provided in these Bylaws or any ARC policies and procedures or other policies or procedures of similar situated non-profit organizations, any Volunteer may be barred from volunteering with the Corporation, in whole or in part, for any period of time, by an affirmative vote of the majority of the Board of Directors or the ARC at a meeting duly held at which quorum is present. To the extent a conflict may exist between a resolution by the Board of Directors or the ARC with respect to an issue barring or otherwise dealing with a Volunteer that is the subject of this provision in the Bylaws, such resolution of the ARC shall prevail, but only to the extent directly applicable.

ARTICLE 11.

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 11.1

Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances, including, without limitation, but subject to Section 11.2 below, the execution of deeds, mortgages, bonds, contracts,

checks, or other instruments which may from time to time be authorized by the Board of Directors. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 11.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer or the President.

Section 11.3 Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

Section 11.4 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE 12. CORPORATE RECORDS, REPORTS AND SEAL

Section 12.1 Maintenance of Corporate Records

The Corporation shall keep:

- (a) Minutes of all meetings of the Board of Directors, Committees of the Board of Directors, and the ARC, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its Chapters;
- (d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by any Director, Officer or Voting Member at all reasonable times.

Section 12.2 Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal, if applicable, shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 12.3 Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 12.4 Chapters' Inspection Rights

Each and every Chapter shall have the following inspection rights, and any information to be provided may be delivered by e-mail or other means of electronic transmission:

- (a) To inspect and copy the record of all the Voting Members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the Corporation, which demand shall state the purpose for which the inspection rights are requested;
- (b) To obtain from the Secretary of the Corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those Chapters entitled to vote, including a list of Voting Members and their contact information, for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by that Chapter's Voting Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Chapter list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled; and
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the Board of Directors, the ARC, or of Committees of the Board, upon written demand on the Corporation by the Chapter's Voting Member, for a purpose reasonably related to such person's interests as a Voting Member.

Notwithstanding the foregoing, but subject to any Applicable Law, any confidential or sensitive information on any particular Voting Member may be omitted from any transmittal of information concerning such

Voting Member, as determined by the Secretary in their reasonable discretion.

Section 12.5 Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 12.6 Annual Report

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Board of Directors of the Corporation and, if a report is requested in writing by any Chapter, then the same shall be furnished to such Chapter. The report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
- (e) A statement of any transaction (i) to which the Corporation was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):
 - (1) Any Director or Officer of the Corporation;
 - (2) Any holder of more than 10% of the voting power of the Corporation;
- (f) The names of the interested persons involved in any transactions described in (e) above, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; and
- (g) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director.

ARTICLE 13. FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st of January and end on the 31st of December in each year.

ARTICLE 14. AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted only by approval of the ARC and the Board of Directors.

ARTICLE 15. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, Director, Officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, and provided further that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

ARTICLE 16. CONSTRUCTION AND DEFINITIONS

Section 16.1 Computation of Numbers

If at any time a numerical calculation conducted with respect to these Bylaws yields a fractional number, then the applicable result of such fraction shall be truncated at the hundredths decimal place and then rounded up or down to the nearest whole number. By way of example only, and not as a limitation, if the ARC is made up of 50 Voting Members, a quorum requires one-third (1/3) of the individuals representing such Voting Members, or 16.6667, which number shall become 16.67, and then shall be rounded up to 17. All fractional numbers shall be rounded up in any computation.

Section 16.2 Miscellaneous

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine

and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

Section 16.3 Section Headings

The section headings appearing in this Agreement are for convenience of reference only and are not intended, to any extent and for any purpose, to limit or define the text of any section or any subsection hereof.

Section 16.4 Severability

If any provision of these Bylaws is adjudicated to be invalid, illegal or unenforceable, in whole or in part, it will be deemed omitted to that extent and all other provisions of these Bylaws will remain in full force and effect.

Section 16.5 Counterparts

These Bylaws may be executed in any number of counterparts, each of which shall constitute an original, but all of which, taken together, shall constitute one and the same instrument. Delivery by telecopier, facsimile, or electronic mail of an executed counterpart of a signature page shall be deemed an original signature page and fully effective as such.

Section 16.6 Statutory References

All references to any particular statutory code of the California Nonprofit Corporation Law shall be deemed to include any amendment, modification, restatement, repeal, removal or other change to such statutory code, as it may be made from time to time. As used in these Bylaws, "**Applicable Law**" shall mean as to the Corporation, any law, treaty, rule, regulation, statute, or determination of an arbitrator or court or other governmental authority, in each, applicable to or binding upon the Corporation or any of its property, including, without limitation, the California Nonprofit Corporation Law and any federal or state tax or non-profit law.

ARTICLE 17. DISSOLUTION

Any involuntary or voluntary dissolution of the Corporation shall take place only in accordance with Chapters 15 or 16, as applicable, of Part 2 of the California Nonprofit Corporation Law.

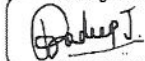
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WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the Directors for Asha for Education, a California nonprofit corporation, and, pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this Corporation.

Dated: ^{12/1/2015}_____, 2015

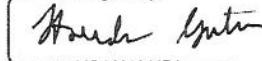
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Pradeep Jayaraman, Director & President

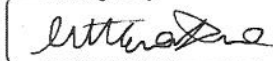
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Harendra Guturu, Director & Secretary

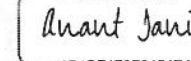
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Anant Jani, Director & Projects Officer

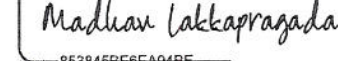
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Navya Chitimireddy, Director & Public Relations Officer

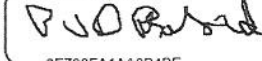
DocuSigned by:



953846BE6EA94BE...

Madhav Lakkapragada, Director & Webmaster

DocuSigned by:



9E788FA1AA8B48E...

Prasad Pabbati, Director & Fundraising Officer

WRITTEN CONSENT OF THE ARC ADOPTING BYLAWS

The undersigned, being the ARC Coordinator, and, pursuant to the authority granted to the Coordinator of the ARC by these Bylaws, hereby certifies that an affirmative vote of the majority of the Voting Members at an ARC meeting duly held at which quorum was present approved the foregoing Bylaws, and the ARC hereby consents to, and hereby does, adopt the foregoing Bylaws, as the Bylaws of this Corporation.

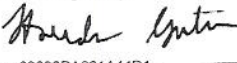
12/1/2015
Dated: _____, 2015

DocuSigned by:
By: Mukul Bhatia DS
Name: 97C89970EF314EC NB
Title: ARC Coordinator

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors and the ARC of said corporation on the date set forth below.

Dated: 12/2/2015, 2015

DocuSigned by:

09838DA631A44D1...
Harendra Guturu, Secretary