

**PUNASCHA**

**BYLAWS**  
**OF**  
**PUNASCHA**

**BYLAW 1 - NAME**

**SECTION 1.1 NAME:**

This organization shall be known as "Punascha".

**BYLAW 2 - DEFINITION**

**SECTION 2.1 - DEFINITIONS:**

In these bylaws unless there is anything repugnant in the subject or context:

1. 'Director' means member of the Advisory Committee of the Punascha,  
**Amendment:** 'Director' means member of the Executive Committee of the Punascha,
2. 'Board' means the Board of Directors of the Punascha,  
**Amendment:** 'Board' means the Executive Committee of the Punascha
- ~~3.~~ **Amendment:** 'Member' will be in good standing, if the member has attended at least one paid event of Punascha in the last calendar year. Attendance to be determined based on Punascha's event specific donation list maintained by the Punascha Executive Committee
4. 'President' means the president of the Punascha,
5. 'Vice President' means the vice president of the Punascha,
6. 'Secretary' means the secretary of the Punascha, and
7. 'Treasurer' means the treasurer of the Punascha.

**BYLAW 3 – MISSION and OBJECTIVE**

**SECTION 3.1 OBJECTIVES:**

The main objective of the organization would be to enable its members to participate in religious, social and cultural activities periodically. Talented performing artists, both from hometown and out of town would be invited to participate in the social and cultural events. The purpose of the Corporation is to engage in any lawful act or activity for which general not-for-profit corporations may be organized under the Corporation law of the State of Missouri.

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**Amendment:** The main objective of the organization would be to enable its members to participate in religious, social and cultural activities periodically. Talented performing artists, both from hometown and out of town would be invited to participate in the social and cultural events. The purpose of the organization is to engage in any lawful act or activity for which general not-for-profit corporations may be organized under the Corporation law of the State of Missouri

**SECTION 3.2 PURPOSES:**

The corporation is organized exclusively for charitable, educational, religious or Scientific purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code.

**Amendment:** The corporation is organized exclusively for charitable, educational, social or community outreach purposes within the meaning of Section 501(C)(3) of the Internal Revenue Service Code.

**BYLAW 4 – OFFICES**

**SECTION 4.1 PRINCIPAL OFFICES:**

~~The principal office of the corporation shall be in the city and county of St. Louis, or in any adjacent countries thereof, State of Missouri.~~

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**Amendment:** The principal office of the corporation shall be in the city and county of St. Louis, or in any adjacent counties thereof, State of Missouri.

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**SECTION 4.2 REGISTERED OFFICES:**

The register the office of the corporation shall be established and maintained at the 412 Park Charles Blvd., South in the County of Saint Charles, State of Missouri.

**Amendment:** The register the office of the corporation shall be established and maintained at the 14376 Appalachian Trail, Chesterfield, St. Louis County, State of Missouri

**BYLAW 5 – MEETING OF MEMBERS**

**SECTION 5.1 ANNUAL MEETINGS:**

Annual meeting of members for election of directors and for such other business as maybe stated in the notice of the meeting, or as may properly come before the meeting, shall be held at such places within the state of Missouri, and at such times and dates as the Board of Directors, by resolution, shall determine and as set forth in the notice of the meeting. In the event the Board of

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Directors fail to so determine the time, date and place of meeting, the annual meeting of the members shall be held at the registered office of the corporation on the 15<sup>th</sup> day of September, at 10:00 o'clock A.M. in each year. If the date of the annual meeting shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day.

**Commented [1]:** If we make the meeting on 2nd Sunday of September instead of 15th of September, then we don't have to worry about what day of the week it is and can remove the last sentence.

**Commented [2]:**

### **SECTION 5.2 OTHER MEETINGS:**

Meeting of members for any purpose other than the election of directors may be held at such a time and place, within the state of Missouri, as shall be stated in the notice of the meeting.

### **SECTION 5.3 VOTING:**

Each member eligible to vote in accordance with the terms and provisions of these Bylaws shall be eligible to one vote, in person for each membership held by such member. Upon the demand of any member, the vote for directors and upon any question before the meeting shall be by ballot. All elections for the Directors shall be decided by plurality vote; and all other questions shall be decided by majority vote, except as otherwise provided by the laws of the State of Missouri.

### **SECTION 5.4 MEMBERSHIPS:**

The officer who has charge of the membership Ledger of the corporation shall, at least ten days before each meeting of members, prepare a complete alphabetically addressed list of the members eligible to vote at the ensuing election. Said list shall be open to the examination of any member, for a period of at least ten days prior to the meeting at the registered office of the corporation.

**Amendment:** Said list shall be open to the examination of any member, for a period of at least ten days prior to the meeting at Punascha's website.

### **SECTION 5.5 QUORUMS:**

Except as otherwise required by the law or by these Bylaws, a simple majority of the members of the Punascha present in person eligible to vote thereat shall constitute a quorum at a meeting for the transaction of any business.

### **SECTION 5.6 SPECIAL MEETINGS:**

Special meetings of the members for any purpose, unless otherwise prescribed by statute, may be called by the president. The same meeting may also be called by the secretary at the request in writing by the majority of directors or members eligible to vote. Such a request shall state the purpose of the proposed meeting.

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**SECTION 5.7 NOTICE OF MEETINGS:**

Written notice, stating that please, date, and time of the meeting, and the general nature of the business to be considered, shall be given to each member eligible to vote thereat at his address as it appears on the records of the corporation, not less than ten nor more than fifty days before the date of the meeting.

**Amendment:** Written or electronic notice, stating that ~~please place~~, date, and time of the meeting, and the general nature of the business to be considered, shall be given to each member eligible to vote thereat at his address or preferred email account as it appears on the records of the corporation, not less than ten nor more than fifty days before the date of the meeting.

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**SECTION 5.8 BUSINESS TRANSACTED:**

No business other than that stated in the agenda shall be transacted at any meeting without the majority consent of all the members eligible to vote thereat.

**BYLAW 6 – DIRECTORS**

**SECTION 6.1 NUMBER AND TERM:**

The number of directors shall be ten (10). None of the directors shall remain in office for more than two years without seeking re-election. Election of directors is to be held every two years starting with 1990. Fifty percent or 5 directors maybe elected from the existing Executive body prior to the general body election by secret ballot by the members of the Executive Committee. The remaining 50% or 5 directors will be elected by the general body at the general body election. The term ‘Director’ means Advisory Committee Member.

**Amendment:** The number of directors shall be twelve (12). None of the directors shall remain in office for more than two years without seeking re-election. Election of directors is to be held every two years starting with 1990. Fifty percent or 6 directors’ maybe elected from the existing Executive committee prior to the general body election by secret ballot or majority voice vote by the members of the Executive Committee. The remaining 50% or 6 directors’ will be elected by the general body at the general body election. The term ‘Director’ means Executive Committee Member.

**SECTION 6.2 RESIGNATIONS:**

Any director, member of a committee or any other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time is

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specified, at the time of the receipt by the president or secretary. The acceptance of resignation shall not to be necessary to make it effective.

**Amendment:** Any director, member of a committee or any other officer may resign at any time. Such resignation shall be made in writing or electronically to the Executive committee, and shall take effect at the time specified therein, and if no time is specified, at the time of the receipt by the president or the executive committee. **The acceptance of resignation shall not to be necessary to make it effective.**

**SECTION 6.3 VACANCIES:**

If the office of any director, member of a committee or other officer becomes vacant, the remaining directors in office, though less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, and to hold office for the unexpired term and until his/ her successor shall be duly chosen.

**SECTION 6.4 REMOVAL:**

Any director or directors may be removed at any time by the affirmative vote of a majority of the directors or members eligible to vote, at a special meeting called for that purpose; that vacancies thus created may be filled, at the meeting held for the purpose of removal, by the affirmative vote of majority of the directors or members eligible to vote.

**SECTION 6.5 CHANGE IN NUMBER:**

The number of directors may be changed by amendment of these Bylaws by the affirmative vote of a majority of the directors, though less than a quorum, or by the affirmative vote of the majority of the members, at the annual meeting or at a special meeting called for that purpose.

**SECTION 6.6 ACTIONS WITHOUT MEETING:**

Any action required or permitted to be taken at any meeting of to the Board of Directors, or of any committee thereof, maybe taken without a meeting, if prior to such action, a written consent thereto is signed by all members of the Board, or of such committee as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.

**Amendment:** Add 'electronic consent' along with written consent.

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**BYLAW 7 – OFFICERS**

**SECTION 7.1 OFFICERS:**

The officers of the corporation shall consist of a president, a vice president, a treasurer and a secretary and shall be elected by the Board of Directors for a term not more than two years without to being re-elected. The officers of the corporation will be elected from the pool of the Directors. The officers shall be elected at the first meeting of the Board of Directors after each annual meeting.

**SECTION 7.2 OTHER OFFICERS AND AGENTS:**

The Board of Directors may appoint such officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time to time by the Board of Directors.

**SECTION 7.3 PRESIDENT.** The president shall be the chief executive officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation. He/ shall preside at all meetings of the members and get all meetings of the Board of Directors, and shall have general supervision, Direction and control of the affairs of the Punascha. Except as the Board of Directors shall authorize the execution thereof in some manner, he/ she will execute contracts in behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it when so affixed the seal shall be tested by the signature of the secretary or the treasurer.

**SECTION 7.4 VICE PRESIDENT.** The vice president shall assume the duties of the president if the president is absent or temporarily unable to serve.

**SECTION 7.5 TREASURER.** The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in the books belonging to the Punascha. He/ she shall deposit all the money and other valuables in the name add to the credit of the corporation in such depositories as maybe designated by the Board of Directors.

The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors taking proper vouchers for such disbursements. He/ she shall render to the president, and the Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his/ her transactions as treasurer and of the financial condition of the corporation.

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**SECTION 7.6 SECRETARY.** The secretary shall give, or cause to be given, notice of all meetings of member and directors, and all other notices required by law or by these Bylaws, and in case of his/ her absence, or refusal or neglect to do so, any such notice may be given by such person thereunto directed by the president, or by the directors, or members, upon whose requisition the meeting is called as provided in these Bylaws. He/she shall record all the proceedings of the meetings of the corporation and of the directors in a book to be kept for that purpose, and shall affix the seal to all instruments requiring it, when authorized by the directors or the president, and attest the same.

**SECTION 7.7 REMOVAL.** Any officer of the corporation may be removed at any time by the affirmative vote of a majority of members of the Board of Directors, at a special meeting called for that purpose, and the vacancies thus created may be filled at the meeting held for the purpose of removal, by the Board of Directors.

**BYLAW 8 – EXECUTIVE COMMITTEE**

**SECTION 8.1 EXECUTIVE COMMITTEE.** The executive committee shall consist of six directors and four officers (the president, the vice president, the secretary and the treasurer) of the Punascha corporation.

**SECTION 8.2 RESPONSIBILITY.** To ensure the continued compliance of the State and Federal provisions pertaining to the maintenance of the ‘Non-profit Tax-exempt’ status of the organization, the Executive committee shall oversee that the following minimal statutory requirements are met by the secretary or by the treasurer of the corporation. It is understood that if these requirements are not met, the corporation will cease to legally exist as a ‘Non-profit Tax-exempt’ organization.

1. File an annual Report to each year, listing the names and addresses of the officers and directors of the corporation to: The Secretary of State, Corporation Division, P.O Box 778, Jefferson City, MO 65102. The report is due by August first of each year.
  2. In order to register with the state of Missouri any amendments of the Bylaws, the secretary or the treasurer must fill up ‘Articles of Amendment to the Articles of Incorporation of a General Not For Profit Corporation’ form and mail the notarized form in duplicate to: The Secretary of State, State of Missouri, P.O Box 778, Jefferson City, MO 65102, with \$5.00 fees, check payable to “Missouri Director of Revenue”.
- Amendment:** The Secretary of State, State of Missouri, PO Box 778, Jefferson City, MO 65102, with necessary fees, payable to “Missouri Director of Revenue”
3. The secretary or the treasurer must report the following changes to the Internal Revenue Service, District Director, P.O. Box A-3290, DPN – 22-2, Chicago, IL 60690, referring to the federal employer identification number as #43-1484129:

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- a. Name change of the organization from 'Punascha',
  - b. Address change of the organization from '412 Park Charles Blvd., South Saint Peters, MO 63376-3204',
  - c. Any amendments to the existing Bylaws.
4. The treasurer must submit Federal tax return on Form 990, "Return of Organization Exempt from Income Tax", only if gross receipts each year are normally more than \$25,000.00. The tax filing date is 15<sup>th</sup> May of the following year. Include Federal employer ID as #43-1484129.
5. Within 90 days from January 1,1994, the secretary or the treasurer must submit to the Internal Revenue Service, in the prescribed forms, information on application support test for final determination as a Tax-exempt organization. (see IRS letter dated October 12,1989 addressed to Punascha at 923 Flair Court address).

**Amendment:** Number 5 is not necessary anymore. **r**

### **BYLAW 9 – MEMBERSHIP**

**SECTION 9.1 CERTIFICATE OF MEMBERSHIP.** The corporation shall consist of ordinary members. Anybody who is genuinely interested in furthering the objectives of the corporation would be eligible to be an ordinary member. **In order to be enrolled as a member, a person must submit an application for membership with any officer or director of the Punascha.** Each member shall be entitled to those rights as stated in the Bylaw 5. No member shall be eligible to hold more than one membership. In order for the member to have voting rights he/she should be eighteen (18) years of age.

**Amendment:** Omit the sentence: "In order to be enrolled as a member, a person must submit an application for membership with any officer or director of the Punascha".

**SECTION 9.2 MEMBERSHIP RECORD DATE.** In order that the corporation may determine the members eligible to notice of or to vote at any meeting of members or to express consent to corporate action in writing without a meeting, the Board of Directors may fix, in advance of record date which shall not to be more than sixty nor less than ten days before the day of such meeting. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

### **BYLAW 10 - FUNDS, COMPENSATION, PROHIBITION OF DIVIDENDS, DISSOLUTION OF ORGANIZATION**

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In order to be a member, do we really need to submit an application? I don't remember doing that. What I have seen is that anybody who attends an event and pays and provided emaild becomes a member. I recommend that we consider the following ways to be a member

Written or electronic application to a member of the executive committee  
Register as member through the website  
Register as member through facebook

How do confirm membership to the applicant? Do we send an email confirmation?



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**SECTION 10.1 FUNDS.** The income of the corporation shall consist of voluntary contributions, gifts, and donations from its members and guests. The periodic interests received in the checking account of the corporation would be added to its funds. The funds of the corporation will be kept in a joint bank account held in the name of the Punascha, maintain by the four officers of the corporation, so that only one officer's signature would be required to make any withdrawal.

**SECTION 10.2 COMPENSATION.** Directors and officers of the Punascha shall not receive any salary nor any fee for their services as directors, officers or members of committees.

**SECTION 10.3 PROHIBITION OF DIVIDENDS.** No part of the net earnings of the Punascha shall inure to the benefit of, or be distributable to, as dividends or in any manner, its members, directors or other private persons.

**SECTION 10.4 DISSOLUTION OF ORGANIZATION.** Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(C) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the court of Common Pleas of the country in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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How will the organization be dissolved?

Possible answer: The organization will be dissolved by written consent of no less than two-thirds of members in good standing.

### **BYLAW 11 – CORPORATE SEAL**

**SECTION 11.1 SEAL.** The corporate seal of the Punascha shall be circular and shall contain that year of its creation and the words "CORPORATE SEAL OF PUNASCHA". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

**Amendment:** Omit Section 11.1

### **BYLAW 12 – FISCAL YEAR**

**SECTION 12.1 FISCAL YEAR** The fiscal year of the Punascha shall be January 1<sup>st</sup> through December 31<sup>st</sup>.

### **BYLAW 13 – EXECUTION OF CORPORATE INSTRUMENTS**

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**SECTION 13.1 INSTRUMENTS.** All checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by officer or officers of the Punascha, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

**BYLAW 14 – NOTICE AND WAIVER OF NOTICE**

**SECTION 14.1 NOTICE.** Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly stated, and any notice is required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing. Members not eligible to vote shall not be entitled to receive notice of any meetings, except as otherwise provided by the statute.

**Amendment:** Needs to change to email from the operational email account of current Punascha Executive Committee.

**SECTION 14.2 WAIVER OF NOTICE.** Whenever any notice whatever is required to be given under the provisions of any law or the Bylaws. A waiver thereof in writing signed by the person or persons therein, shall be deemed proper notice.

**BYLAW 15 – AMENDMENTS**

**SECTION 15.1 AMENDMENTS.** These Bylaws may be altered and repealed and Bylaws may be made at any annual meeting of the members or any special meeting thereof if notice thereof is contained in the notice of such special meeting, by the affirmative vote of a majority of the members entitled to vote thereat, or by the Board of Directors, at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors, if notice thereof is contained in the agenda of special meeting

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### **AMENDMENTS**

**SECTION 2.1.3.1 ELIGIBILITY TO VOTE.** An individual will be deemed eligible to vote if that individual have attended at least one past event of Punascha within the last calendar year ( a calendar year is defined from January 1 through December 31)

Attendance will be determined based on Punascha’s event specific donation list maintained by Punascha executive committee. If an individual has dispute regarding the accuracy of such list, it will be the responsibility of such individual to produce document which includes the following:

1. All cashed check/s, made payable to “Punascha” during the last calendar year.
2. Bank statement that references money that money has been credited from the individuals account to that of Punascha.
3. Written receipt from Punascha of cash received for any event during the past year.

### **SECTION 2.1.8 “Election Commissioner”**

Election commissioners shall be voted on by the executive committee, with the consent of the individuals.

**SECTION 6.1 NUMBER AND TERM.** The number of directors shall be twelve (12). If a director has not been in the executive committee for at least 2 years, he/she shall automatically remain in the committee for their full term or the next general body election, whichever comes earlier.

**SECTION 9.1 CERTIFICATE OF MEMBERSHIP.** A voting member is hereforth defined as an individual

1. Who is at least eighteen (18) years of age
2. Whose name is officially recorded as the donor during any past event within the last calendar year (January 1 through December 31)
3. His/her (aforementioned person) spouse or children, who was at least 18 years of age as of the date of general body election.