

BYLAWS OF PRAKTONI, INC.

These Bylaws of Praktoni Inc. (hereinafter referred to as “the Association” or “Praktoni”) and adopted on June 1, 2026.

These Bylaws of Praktoni shall be read in conjunction with, and as subordinate to the Article of Incorporation of the Association originally registered with the State of Maryland on December 24, 2025. The activities and the business of Praktoni shall be managed and conducted in accordance with the provisions of these Bylaws, as referenced in the Articles of Incorporation of Praktoni. Some of the provisions of the Bylaws define or specify in detail certain related provisions of the Articles of Incorporation. In the event of any conflict between the provisions of the Articles of Incorporation and the Bylaws, those of the Articles of Incorporation shall prevail indicating that it will be a fully autonomous body in all aspects.

1. Location

The principal area of operation for Praktoni; shall be the District of Columbia and the surrounding suburban regions of Maryland and Virginia. The community members of Praktoni include Alumni of Calcutta University, its friends and families.

2. Prohibited Activities

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

3. Activities and Events

3.1. Praktoni will hold one annual general meeting that may include cultural programing activities and one annual community picnic.

3.2. Praktoni may convene additional cultural and/or philanthropic events and meetings of its members and/or working committees as necessary to develop strategies for initiating or continuing various organizational activities as needed.

3.3. Praktoni aims to enhance and enrich educational, social and cultural landscape of DC, MD and VA regions, and thereby help in fostering a platform that enables seamless exchange of ideas across the community members and stakeholders.

3.4. Praktoni may undertake fund raising from members and general public for charitable activities and

projects from time to time.

3.5. Praktoni may organize any other activities and events as appropriate and consistent with the purpose of the Association and is authorized by the Internal Revenue Service to be conducted by the charitable organizations that are exempt from taxes under IRS Code 501(c)3.

3.6. All activities and events organized by Praktoni shall be convened by the Praktoni's President upon the approval of Praktoni Board of Directors (BOD). A simple majority within the BOD is needed to call any activities and events. In absence of the President, the Secretary can convene the meeting following the same process. Likewise, in the absence of the President and Secretary, the Treasurer can convene the meeting following the same process.

4. Membership

4.1. Types of Membership

Association will have the following types of membership:

4.1.1. Life Member – who is otherwise qualified to be a member and pay the one-time life membership fee as set forth by the BOD.

4.1.2. Regular Member- who meets the eligibility requirements for the membership and pays the applicable dues, if any.

4.2. Any member whose membership dues are in arrear may continue to receive Praktoni's newsletter, magazines and other circulars, but will not be eligible for voting in any election or in any general or special meetings, unless their dues are cleared at least 120 days before such voting. Until such dues are cleared, they will not be considered members in good standing. All members with dues paid will be considered members in good standing.

4.3. Eligibility

Any Calcutta University Alumni and their families and friends are eligible for membership in Praktoni. The BOD shall determine member eligibility as well as the membership fees for both regular and life-members, as needed. Membership fees are recommended to be paid annually on January 1st, every year, or for new members, upon the acceptance of membership.

4.4. Rights

All members will have the right to participate in all activities of the Praktoni. However, only those who have been members in good standing for at least 120 days prior to any election of the Association have the right (a) to be nominated for elective positions of Praktoni, and (b) to vote in any election or on any resolution or issue concerning Praktoni affairs.

4.5. Loss of Membership

Membership is terminated by death, resignation or non-payment of membership dues. A member may be censured, suspended or expelled from Praktoni for participation or involvement in activities severely detrimental to the interest of Praktoni. The BOD, with the approval of two-thirds of the members present at the Annual General Meeting or at a special meeting called for this purpose, will be empowered to act regarding such censure, suspension or expulsion.

4.6. Dues

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

4.7. Membership List

The Secretary of Praktoni with the help of Election Committee (EC) shall maintain a current list of members, which shall be open to inspection by all members. A voter list containing names of those members who are in good standing and meet the eligibility requirement for voting for various offices and positions in the Praktoni committees and boards, shall be submitted by the Secretary to the Advisory Council (AC), EC and BOD at the time the announcement for an election is made.

5. Meetings

5.1. Each year, the BOD shall convene at least one Annual general meeting of the members, where an annual report and account statement will be presented to the members. Such meetings must be called with at least two weeks of advance notice and may be held coincident with other programs of the Association.

5.2. Additional general or special meetings may be called by Praktoni's President as appropriate, at such places and at times as the he/she may from time to time determine necessary. Praktoni's President upon the approval of Praktoni BOD can call this meeting. President needs a simple majority within the BOD to call any activities and events.

5.3. The presence of at least 10% of the currently enrolled members in good standing shall constitute a quorum for a general or special meeting. If the quorum is not met at any meeting, the general meeting may be held with a further two-weeks' notice without a quorum requirement.

6. Board of Directors (BOD)

6.1 Authority of the BOD

6.1.1. In its management of the affairs of Praktoni, BOD shall possess and may exercise all of the powers and authority granted to the Praktoni Bylaws and by the Articles of Incorporation, subjects however to the limitations set forth in these Articles.

6.1.2. The BOD will be responsible for day-to-day operation of the Association and will report its activities to members from time to time, as appropriate.

6.2. Number of the BOD members

The number of directors comprising the BOD shall initially be seven (7). This number may be increased or decreased by a two-thirds majority vote of the BOD, provided that the number shall never be less than five (5) or greater than nine (9). Any BOD must consist of three BOD Office-bearers, namely President, Secretary and Treasure. Election, removal and censuring procedures of the BOD Office-bearers shall be same as that of the rest of the BOD members.

6.3. Terms of Office

6.3.1. Each Director shall be elected for an initial term of two years and may be re-elected for two additional terms, for a maximum total of six years. During his/her tenure s/he can hold same office or a combination of different offices, except maybe the President's office.

6.3.2. A President can hold the office for maximum four years. His/ her earlier terms serving Praktoni as any other capacity (e.g., member of Praktoni's BOD except President, EC or AC) will not be counted towards the four years tenure as the President.

6.4. Election of the BOD members

6.4.1. Every year, if needed, starting with the year these Bylaws are adopted, before the end of fiscal year, the EC shall invite nominations for the BOD members, from the Praktoni's members who have been in

good standing for at least 120 days before the announcement of election, and who meet other eligibility requirements that may be specified elsewhere in these Bylaws for these positions. If sufficient number of nominations is not received, the BOD, in consultation with the Advisory Council (AC), will nominate an appropriate number of candidates.

6.4.2. Inclusion of the elected member to the BOD is contingent to the final approval of the AC, who holds the right to deny the candidacy of an aspiring member of BOD.

6.4.3. Any vacancy in the BOD, caused by death, resignation, non-payment of membership dues or otherwise may be filled by the BOD for the unexpired term of the Director concerned, from among all members in good standing who meet all eligibility requirements for election as a member of the BOD specified in these Bylaws.

6.5. Continuation in Office

After the expiration of a term, a member of the BOD, who is not re-elected, is expected to continue to hold office until his or her successor is elected and has accepted election.

6.6. Removal and Censure

6.6.1. A member of BOD may be removed by a two-thirds majority vote of the rest of the BOD members present in an annual meeting or a special meeting convened on this purpose.

6.6.2. A vacancy existing by reason of the resignation, death, incapacity, or removal of a BOD member before the expiration of his/her term may be filled by simple majority vote of the remaining BOD members. A BOD member so elected shall serve for the remainder of his/her predecessor's term.

6.7. Dispute Resolution

6.7.1. Any disputes/ concerns/ grievances from the members at large should be addressed in writing to the BOD first. Praktoni's BOD will address it by written communication within 21 days after receiving such communication. The BOD is responsible for giving careful consideration of the complaint and after due investigation/examination of the matter, communicate its decision to the complainants.

6.7.2. Any dispute/ concerns/ grievances related to the BOD shall be addressed to the AC, who will address it by written communication within 21 days after receiving such communication.

7. The BOD's Meetings

7.1. Regular Meetings

The BOD will meet as and when necessary, throughout the year. Such meetings will be held whenever called by the President or by two (2)-or more of the members of BOD.

7.2. Annual General Meeting: There shall be an annual general meeting of the BOD to make arrangements for the management of the affairs of Praktoni for the following year, including adopting the budget for the Association, and conducting such other business as may be appropriate. The date and time of annual meeting shall be determined by the BOD, or, in the absence of such determination, by the President.

7.3. Quorum

To constitute a quorum for the transaction of business at any meeting of the BOD, the presence shall be required of (i) three (3) BOD Members or (ii) one-half of the AC members in office at the time, whichever is larger. For approval of those motions, if any, that may require approval of absolute majority of BOD members, ratifications of the same by those BOD members, who were absent in the meeting their telephonic/electronic concurrence will be recognized and accepted as meeting the requirements.

7.4. Participation by Communication Equipment

The BOD members may participate in meetings of the board by means of conference telephone, internet or similar communication modes and equipment. Such participation shall constitute presence in person at such meetings.

7.5. Action without a Meeting

Any action required or permitted to be taken at a meeting of the BOD or of any committee of the Praktoni may be taken without a meeting, if consensus in writing setting forth the action, so taken, are signed by all of the members of the committee. Such consensus shall have the same force and effect as a unanimous vote of the committee in question. An action, so taken, shall be deemed to have been taken at a meeting duly held in accordance with these Bylaws.

7.6. Participation of Members in Meetings

Unless otherwise decided by a simple majority of BOD, all meetings of the BOD will be open to all members to attend online as observers and participate to the extent requested by the BOD. The observers will not have any voting rights and may be excluded from parts of the BOD meeting that the board decides to conduct in camera.

8. The BOD Office Bearers

The Office-bearers of the Association shall be a President, a Secretary, and a Treasurer, and may include other members as the BOD designates time to time.

8.1. President

For the office of the President, a valid nomination will require the candidate to have been a past member of the BOD for at least one year. In the event there are two validly nominated candidates, the President will be elected by plurality vote of the Directors in a meeting held by the EC and approved by the AC.

8.1.2. Duties & Authorities of President. The President is the Chief Executive Officer of Praktoni. The President chairs board meetings and represents Praktoni to the outside bodies and the BOD to the General Body of Members. President is responsible to develop meeting agenda and call for a meeting and/or voting, as needed. Simple majority in the votes within BOD is sufficient to resolve any conflict, and President reserves the right to cast the last vote. The President may sign and execute, in the name of the Praktoni, deeds, contracts and other instruments authorized by the BOD, except in cases where the signing and execution thereof shall be expressly delegated by the AC or by these Bylaws to some other officer or agent of the Association. In general, the President shall perform all duties incumbent to the office of chief executive and chief operating officer of a corporation. The President shall preside over all meetings of BOD and Praktoni in general, except where otherwise specified in these Bylaws. In case s/he cannot be present, s/he shall have the power to delegate authority to act on behalf of the Association to any BOD members, EC member or a member of the Association.

8.1.3. President's Terms of Office: A President can serve for a maximum of four (4) years. These four years will not consider the number of his/her past years of service to other BOD offices.

8.2. Secretary

The Secretary is the second in order of precedence to the President. The Secretary is responsible for all administrative matters including keeping minutes of BOD meetings and General Meetings and coordination in the execution of BOD's decisions. Secretary will maintain an updated membership list and their standings and be custodian of records and all other documents and records required Bylaws, other than those for which the Treasurer is responsible. In absence of the President, the Secretary shall preside over all meetings of BOD and Praktoni in general, except where otherwise specified in these Bylaws. In absence of President, Secretary shall have the power to delegate authority to act on behalf of the Association to any BOD member, EC members or member of the Association.

In general, Secretary performs all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the BOD or the President.

8.3. Treasurer:

The Treasurer is third in order of precedence among office bearers of Praktoni. The Treasurer shall manage the financial affairs of Praktoni, including maintenance of up-to-date record of all financial transactions, preparation of accounts and budget, and keeping a current list of members.

9. Committees & Sub-Committees

The BOD may establish committees and sub-committees from time to time, by resolutions adopted by a majority of Directors in office, to carry out regular activities or functions or programs of the Association, which committees, to the extent provided in said resolution, shall have and exercise the authority of the BOD in the management of the Association. Examples include Cultural Committee, Committee of custodians of long-term investment, Fundraising Committee, and Community Outreach Committee. The code of conduct of these committees will be determined by the BOD, and these committees should operate under direct supervision of the BODs.

10. The Advisory Council

10.1. An Advisory Council (AC) will be formed to provide overall guidance and advice to various elements of the Association. AC will be responsible for certain advisory, oversight and executive activities. Upon receiving invitations from EC, AC shall mandate or adjudicate disputes arising in connection with elections. AC reserves the final right to approve appointment of the BODs and Election Council (EC).

10.2. Another major purpose of the AC is to serve as an Ombudsman by ensuring transparency and fairness in the overall operations of Praktoni, in general and in its election process in particular. In the event of any disputes, AC is authorized to act as an arbitrator or mediator, upon the request of the BOD or by the resolution of general members. A simple majority within the AC should be sufficient to resolve the matter.

10.3. AC shall be composed of five members, each serving for five years with one member, retiring every year voluntarily. To be eligible for nomination, an individual must have served as a member of the BOD for a minimum of one year.

10.4. The Chairman of the council shall be the member scheduled to retire at the conclusion of current five-year term.

10.5. The election process of the AC shall be overseen by the EC, and the final selection will be approved by the BOD, which holds the right to deny the candidacy of an aspiring member of AC. Any dispute regarding the selection of AC members within the BOD shall be resolved by simple majority within BOD.

10.6. Any grievance/ concerns about the AC shall be addressed to the BOD, who will respond to it by written communication within 21 days after receiving the first communication about grievance/ concerns.

11. The Election Committee

11.1. The Election Committee, elected and appointed by the AC, shall be responsible for administering the nomination process and conducting elections to all elective positions of Praktoni.

11.2. It is recommended that the EC consists of three (3) members. Initially, the three members of this Committee shall be appointed for one-, two- and three-year terms respectively. T h e r e a f t e r o n e member shall retire each year by rotation and be replaced by a newly appointed member serving a three-year term.

11.3. It is recommended that the maximum time for an EC member should be two terms. To be eligible for appointments as a member of EC a person shall have served in the BOD for at least one year. The EC shall prepare a report for presentation at Annual Meeting.

11.4. Any dispute within the EC shall be resolved by simple majority with EC members.

11.5. Any grievance/ concerns about EC shall be addressed to the BOD. who will address it by written communication within 21 days after receiving such communication.

12. Financial Matters

12.1. Control of Expenditure

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

12.2. Fiscal year

The fiscal year of the association shall be the calendar year.

12.3. Deposits and Accounts

Praktoni will maintain at least one checking account in a local bank to ensure optimal returns consistent with liquidity. All funds of the Association, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, mutual funds or other depositories such as the BOD may select, or as may be selected by any officers or agents of the Praktoni to whom such power may from time to time be delegated by the BOD.

12.4. Checks, Drafts, etc.

12.4.1. The Treasurer will have the authority to sign checks up to \$2,000, above which a written concurrence of the President will be required. In the absence of the Treasurer, The President can sign checks up to \$2,000, above which a written concurrence of the Secretary will be required.

12.4.2. All checks, orders for payment of money, obligations etc. shall be signed or endorsed by the BOD members or agents of Praktoni and in such manner as shall from time to time be determined by the BOD.

12.5. Audits

12.5.1. Internal audits will be performed by auditor(s) appointed by the BOD for a period of five (5) years and will be eligible for reappointment one year at a time for unlimited number of years.

12.5.2. To enable the timely completion of accounts and their audit and presentation each year, the Treasurer will prepare a schedule acceptable to the BOD, AC and auditor(s), for the closing of books, preparation of financial statements and their audit.

12.6. Budget

The Treasurer shall also prepare an annual budget, including the projected estimate of income and expenditure, for the current year. The annual budget, upon approval by the BODs, shall be presented to the Internal auditor(s) and AC for final approval, and presented to members at large.

12.7. Indemnification

Praktoni may indemnify its Advisors, office bearers and agents from and against liabilities arising from their good faith actions within the scope of their respective authorities.

12.8. Reserve Fund

It is suggested that the BOD allocate a portion of the annual and accumulated income to a reserve account. A Custodian committee can be appointed by the BOD to oversee this fund across the generations of the BODs. Funds from this reserve shall be utilized exclusively for contingencies or other specific purposes formally approved by the BOD, acting upon the advice of the AC, if required.

13. Social Media Use

13.1. Overarching Guidance

All members of Praktoni, including the AC, EC, BODs, and the community-at-large are expected to engage on social media with fairness, respect and professionalism. Public expressions of grievances, allegations, or commentary regarding the organization or its members intended to harm or malign the reputation of any individual or the organization are strongly discouraged and could be subjected to a disciplinary action to be undertaken by the BOD and/or AC.

13.2. Complaints/Grievances

Any concerns or grievances related to Praktoni activities must be first submitted to the BOD, the President and/or the AC before being shared on social media. Any such submission is entitled to receive a response within next 21 calendar days. Every member and associate of Praktoni, are responsible for understanding and adhering to these guidelines and ensuring that their conduct aligns with the values and expectations of Praktoni.

14. Amendment of Bylaws:

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

These Bylaws of Praktoni, Inc. were adopted effective __June 1__,2026_ by unanimous consent at a meeting of the Association, held on ____May 30____, 2026_____.
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