

Karna Charities International Foundation

By-Laws Adopted June 8, 2016

ARTICLE I Name

The Name of this Foundation shall be Karna Charities International Foundation, a District of Columbia nonprofit corporation (hereinafter, the "Foundation").

ARTICLE II Objectives And Powers

Section 1. Objectives. The objectives of the Foundation shall be to promote and support health related activities including diagnostic, treatment and post-treatment modalities for the benefit of underserved populations in the United States and abroad, especially women's health needs, and to do so by providing financial and other assistance for health care facilities, health care professionals and instructors, students of the healthcare professions, and for health care instructional facilities. The Foundation shall also promote and support schools, colleges, training centers, and universities of medicine and the healing arts and shall promote and support students in these kinds of schools and institutions, and otherwise to promote charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, as said Code and regulations now exist or as they may hereafter be amended or the corresponding provision of any subsequent federal tax law (said Code, regulations and subsequent federal tax laws, if any, being hereinafter referred to together as the "Code"), all as more fully stated in the Foundation's Articles of Incorporation, to wit:

(a) To advance and promote health related activities including diagnostic, treatment and post-treatment modalities for the benefit of underserved populations in the United States and abroad.

(b) To advance and promote activities which focus on women's health needs, including obstetric and pediatric issues, in underserved populations in the United States and abroad.

(c) To construct, assist and support facilities and equipment that diagnose, treat, or deal with the health problems of

underserved populations, including the health needs of women, in the United States and abroad, whether the facilities be hospitals, clinics, or mobile in nature, or equipment in such facilities.

(d) To establish and support schools, colleges, training centers or universities of Medicine and the healing arts, and education programs focused on health needs of underserved populations, especially the health needs of women, in the United States and abroad.

(e) To establish, advance, and promote a literary society and conduct all types of literary, educational, social and cultural activities, including, readings of poetry, plays and other literature; periodic meetings of persons interested in poetry, plays and other literature in the United States and abroad; dissemination of poetry, plays and other literature, and support of literary journals related to the publication and dissemination of poetry, plays and other literature.

(f) To promote and encourage students to pursue careers in medicine and health care services which address the health care needs of underserved populations, especially the health needs of women, in the United States and abroad.

(g) The promotion of charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code.

Section 2. Powers. The Foundation shall have all the powers of a corporation organized as a nonprofit corporation, as are now or shall hereafter be conferred by the laws of the District of Columbia.

The Foundation is organized to qualify under Section 501(c)(3) of the Code, and to promote and advance such purposes by any activity in which a corporation organized under the District of Columbia Nonprofit Corporation Act and qualifying under Section 501(c)(3) of the Code may engage. The Foundation shall be authorized to solicit, receive, and administer funds, whether of real or personal property, or both, and to apply the income and principal thereof exclusively in furtherance of the health, educational and other charitable purposes for which the Foundation was organized. Notwithstanding any other provision of these articles, the Foundation shall not carry on activities not permitted to be carried on by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Code. The Foundation shall have the authority to exercise all the powers conferred upon corporations formed under the District of Columbia Nonprofit Corporation Act in order to

accomplish the Foundation's healthcare and other charitable purposes, and to take other actions necessary or convenient to effect any or all of the purposes for which the Foundation is organized.

No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Foundation shall not participate in, or intervene in (including the publishing or distributing of any statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Non-inurement. No part of the net earnings or income of the Foundation shall inure to the benefit of or be distributable to its Directors, officers, Members or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No Member, officer, Director, or employee of the Foundation shall receive or be lawfully entitled to receive any pecuniary benefit from the operations and activities of the Foundation, except reimbursement of out-of-pocket expenditures and reasonable compensation for services as stated in the previous sentence and as provided in Article VI, Section 10 and Article VII, Section 4 of these By-Laws. In the event of dissolution, the Members or the Directors of the Foundation shall, except as may be otherwise provided by law, transfer all of the assets of the Foundation in such manner as the Members or the Directors, as the case may be, in the exercise of their discretion, may by a majority vote determine; *provided*, however, that any such distribution of assets shall be calculated exclusively to carry out the objects and purposes stated herein; and, *provided further*, that such distributions must be to one or more organizations which are organized exclusively for comparable healthcare, educational, or other charitable purposes.

ARTICLE III Offices

The principal office of the Foundation shall be located in the District of Columbia. The Directors may establish such other offices as they may deem necessary at any place or places where the Foundation is qualified to operate.

ARTICLE IV Members

Section 1. Membership. Membership in the Foundation is open to all persons and entities that subscribe to the purposes of the Foundation. There shall be no less than five members. From time to time, the Members of the Foundation may, in their discretion, amend these By-Laws to state a maximum number of Members and may adopt reasonable additional, non-discriminatory

requirements for the Members of the Foundation, including the requirement that persons who are otherwise qualified pay reasonable annual dues.

Section 2. Regular Members. Any person who supports the Foundation's mission and objectives may apply for membership as a Regular Member and upon payment of annual dues established by the Directors shall become a Regular Member. Regular Members shall be eligible to serve as an officer, member of the Board of Directors, or member of a committee or task force.

Section 3. Honorary Members. Honorary Members. Any member whose professional position or contribution to the Foundation merits honorable distinction, may be designated as an Honorary Member. Any Regular Member in good standing may recommend candidates for honorary membership status to the Membership. The ultimate decision to bestow honorary membership status shall rest with the Members and shall be based on a two-thirds vote of the Members. An Honorary Member has the same rights of membership as a Regular Member.

Section 4. Corporate Members. Any proprietorship, partnership, firm, Foundation, limited liability company, or Corporation that engages in healthcare, education, or related fields, or otherwise has an interest in promoting the mission and objectives of the Foundation shall be eligible to become a Corporate Member and, upon payment of annual dues established by the Directors, shall become a Corporate Member. Corporate Members shall retain their status as such so long as they pay the annual dues established, from time to time, by the Directors. Each Corporate Member of the Foundation shall designate an individual representative to the Foundation who shall represent the Member in Foundation meetings and activities, and shall be eligible to cast the Member's vote at general and special meetings of the Members of the Foundation or to hold office as a director or officer of the Foundation.

Section 5. Transfer of Membership. Membership in this Foundation is not transferable or assignable.

ARTICLE V MEETINGS

Section 1. Annual Meeting. A meeting of the Members of the Foundation, to be known as the Annual Meeting, shall be held once each calendar year at a time and place designated by the Members. Notice of the Annual Meeting shall be given in writing, and shall state the time and place for such meeting, and a copy thereof shall be sent by the Secretary to each voting Member at the address which appears in the books of the Foundation, not less

than thirty (30) nor more than fifty (50) days before the scheduled date set of each Annual Meeting, except as otherwise permitted by these By-Laws. Unless otherwise decided by the Members, the Annual Meeting of the Foundation shall be held on the third Monday in October of each year. The Secretary shall make all necessary arrangements for each Annual Meeting. At the annual meeting, the Members of the Foundation shall elect Directors and may transact such other corporate business as may properly come before the meeting.

Section 2. Special Meetings. The Chair, or a majority of the Members, or if there be more than twelve Members, not less than seven (7) of the Regular Members may call special meetings of the Members at any time for any purpose or purposes. Notice of each special meeting shall be given in writing to each voting Member at the address which appears in the books of the Foundation, not less than thirty (30) nor more than fifty (50) days before the scheduled date set for such special meeting, and shall state the time, place, reasons and the purpose for such meeting and by whom the meeting has been called. No business shall be transacted at any special meeting unless notice of such proposed business shall have been included in the notice of the special meeting.

Section 3. Quorum. At such time as there are twelve or fewer Members the presence in person or by proxy of a majority of the Regular Members of the Foundation shall constitute a quorum at all meetings of the Members and at such time as there are more than twelve Members, the presence in person or by proxy of not fewer than seven Members of the Foundation shall constitute a quorum at all meetings of the Members, except in either case as otherwise provided by law, by the Articles of Incorporation or by these By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the voting Members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend.

Section 4. Conduct of Meetings. Meetings of Members shall be presided over by the Chair, or if she or he is not present, by the Vice Chair. The Secretary of the Foundation, or if she is not present, any Assistant Secretary shall act as secretary of such meetings; in the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

Section 5. Voting. Any Member entitled to vote may grant its proxy to any other Member entitled to vote, effective for sixty (60) days, or until revoked, whichever is earlier. Unless otherwise specifically provided by statute, the Articles of Incorporation, or these By-Laws, at every meeting of the Members of the Foundation, each Member who shall be entitled to vote at such meeting shall have one vote, and all such matters coming before any meeting shall be

decided by the vote of a majority of the Members of the Foundation, present at any meeting at which a quorum is present and acting throughout; voting may be in person, by proxy delivered to the Chair of the Foundation not less than five (5) days prior to such meeting, or in accordance with rules established by the Members, by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission. At all meetings of the Members of the Foundation, voting shall be by voice vote.

Section 6. Notice. Whenever notice of a meeting of Members is required, such notice may be given by United States mail, recognized overnight courier, hand delivery, or by electronic mail, provided the same method of giving such notice is used for all persons entitled to notice.

ARTICLE VI Board of Directors

Section 1. General Powers. The property and business of the Foundation shall be managed by the Board of Directors of the Foundation. The Board may exercise all powers reserved to the Foundation and do all such lawful acts and things on its behalf as are required to be done by or exercised by the Directors by statute, by these By-laws or by resolution of the Board or as are not, by statute, by these By-laws or by resolution of the Board, prohibited. Directors need not be residents of the District of Columbia, but must be Regular Members in good standing.

Section 2. Number, Election and Term of Office. The Board of Directors shall consist of a maximum of five (5) members. To provide continuity, the Board shall divide the directors into two or more classes and shall designate the terms of each such class so that the terms of all directors shall not expire at the same time. Any increase in the number of directors shall be accomplished only by amendment of these By-Laws as provided in Article XII. Directors shall be elected for terms of five years. Each Director shall hold office for a term of five years and may serve for up to three consecutive terms, upon recommendation of the nominating committee and upon Membership approval. A person who has so served for three terms may again be nominated and elected twelve (12) months after the expiration of his or her last term. Each Director shall hold office for the term for which he or she is elected and until her or his successor shall have been elected and qualified. Each year, the Members shall elect Directors whose terms are expiring. At its discretion, the Board may designate a retiring Director as a Director ex officio, who shall serve without vote.

Section 3. Nomination of Directors. The Directors of the Foundation may appoint a nominating committee as provided by Section 11 of this Article of these By-laws, or if it does not appoint a nominating committee, shall act as

the nominating committee. Not later than sixty (60) days prior to the Annual Meeting of Members, the nominating committee shall submit to the Secretary of the Foundation a slate of candidates for election to the Board.

Section 4. Resignation and Removal of Directors. Any Director may resign at any time by written notice to the Secretary. Except as otherwise provided by statute, any Director may be removed, without cause, at the Annual Meeting, or at any special meeting called for such purpose, in each case at which a quorum is present, by vote of two-thirds (2/3) of all Members entitled to vote. A Director may also be removed for cause by a two-thirds (2/3) vote of the entire Board. For purposes of this Section 4, "cause" shall mean only final conviction of a felony, declaration of unsound mind by court order, adjudication of bankruptcy, nonacceptance of office or conduct prejudicial to the interests of the Foundation, including the commission of any act of dishonesty relative to dealings with the Foundation, and the failure, without proper justification, to attend any two (2) meetings of the Board of Directors within any twelve (12) month period. In the event of resignation, removal or death, the vacancy created by such resignation, removal or death shall be filled by resolution of the majority of the remaining members of the Board and a Director so appointed shall serve the balance of the term of the Director whose seat became vacant, or until his successor has been duly elected and qualified.

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held, at such time and place as shall be determined by the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be provided to each Director at least three (3) days before the first meeting held pursuant thereto. Any business may be transacted at any regular meeting of the Board. The Board of Directors shall meet following the Annual Meeting of the Foundation.

Section 6. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chair of the Board or by a majority of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors by providing the same at least five (5) days prior to the meeting, to each Director; but a Director may waive such notice. Unless otherwise indicated in the notice thereof, only business specified in such notice may be transacted at any special meeting. At any meeting at which every Director shall be present, even though without notice, any business may be transacted and any Director may waive notice of the time, place and purpose of any special meeting.

Section 7. Notice. Whenever notice of a meeting of directors is required, such notice may be given by United States mail, recognized overnight courier,

hand delivery, or by electronic mail, provided the same method of giving such notice is used for all persons entitled to notice.

Section 8. Quorum. A majority of the number of Directors at the time holding office as Director shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. If, at any meeting, less than quorum shall be present, a majority of those present may adjourn the meeting. The act of a majority of the Directors present at any meeting at which there is a quorum acting throughout shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these By-Laws. If a quorum is not present, a majority of the Directors present may adjourn the meeting from time to time until such quorum is present. Notice of any such adjournment shall be given to all Directors not present, and, unless announced at such meeting, to the other Directors.

Section 9. Action Without a Meeting. Whenever any action shall be required or permitted to be taken at a meeting of the Board, or at a meeting of the Executive Committee, if any, or a committee designated by the Board pursuant to Article VI, Sections 11 of these By-Laws, such action may be taken without meeting if, prior or subsequent to the taking of such action, all members of the Board or committee, as the case may be, consent thereto in writing. Such written consent shall be filed with the minutes of the proceedings of the Board or such committee; and any such written consent or consents shall have the same effect as a unanimous vote at a meeting of the Board or such committee, as the case may be, at which all members thereof were present and voted.

Section 10. Compensation of Directors. No Director shall receive any compensation from the Foundation, with the exception of reimbursement for reasonable expenses incurred in his capacity as a Director, solely on the basis of his service as a Director. Nothing in this Section 10 shall limit a Director, however, from receiving reasonable compensation for services rendered to the Foundation in another capacity, subject to Article II, Section 3 of these By-Laws and any and all requirements of the District of Columbia Nonprofit Corporation Act and the Code.

Section 11. Executive Committee and Other Committees of the Board. The Board, by resolution adopted by a majority of the Board, may designate from the members of the Board, an Executive Committee consisting of three (3) or more Directors. The Board may, in its discretion, designate a Nominating Committee to fulfill the requirements of Article VI, Section 3 of these By-laws, which committee shall consist of three persons, at least two of whom shall be Directors of the Foundation. The Executive Committee shall have all such powers of the Board as specified in the resolution of the Board or in these By-laws, with the exception of those powers which are expressly reserved to the

full Board by statute, these By-laws or resolution of a majority of the entire Board. The Executive Committee shall consist of the Chair, the Treasurer, and the Secretary. The Executive Committee may act on all matters of the Foundation between meetings of the Board, except those requiring the approval of the full Board, and may exercise all such powers as are permitted by law or these By-laws. In addition, the Board, by resolution adopted by a majority of the entire Board, may designate from among the Foundation directors and Members such committees and committee chairmen, each committee consisting of two (2) or more members and having such title as the Board may consider to be properly descriptive of its function (e.g., a special events committee). Each committee, subject to any applicable provision of law and these By-Laws, shall have only such authority as is granted to it by the Board. Members of any such committee need not be members of the Board. Each committee of the Board shall serve at the pleasure of the Board. Each committee of the Board shall cause to be kept minutes of its meetings and report the same to the Board and the Chair, as and when requested by the same, and shall observe such other procedures with respect to its meetings as are prescribed in these By-laws, or to the extent not prescribed herein, as may be prescribed by the Board, or as it may adopt.

ARTICLE VII Officers

Section 1. Executive Officers. The executive officers of the Foundation shall be a Chair, a Treasurer, a Secretary, and such other officers as may from time to time be determined by resolution of the Board. Two or more offices, except those of Chair and Secretary, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity. The executive officers of the Foundation shall be elected as described below by the Directors at the annual meeting of the Directors at which such officer or officers are required to be elected.

Section 2. Tenure of Officers. Each executive officer of the Foundation shall hold office for a term as described below, which term shall expire at the same time as the term of office of the Directors expires, and until his successor is elected or appointed and qualified, or until his earlier resignation, removal or death.

Section 3. Resignation and Removal of Officers. Any executive officer may resign by giving written notice of such resignation to the Secretary. An executive officer may be removed for cause (as that term is defined in Article VI, Section 4 of these By-laws) or without cause, by the Board, or by the Chair acting pursuant to authority delegated to him by the Board.

Section 4. Compensation. The compensation of all executive officers of the Foundation, if any, shall be fixed by the Board, subject to Article II, Section 3 of these By-Laws and any and all requirements of the District of Columbia Nonprofit Corporation Act and the Code.

Section 5. Chair of the Board. The Chair of the Foundation shall preside at all meetings of the Board of Directors and of the Members. She or he may sign and execute all authorized bonds, contracts or other obligations in the name of the Foundation. The Chair shall be elected by the Board for a term of two years, and may serve for up to five consecutive terms, in addition to any term during which she or he filled a vacant office. If following her or his term as Chair of the Board, such person's term as a Director shall be over, the immediately past Chair of the Board shall serve on the Board for one additional year, *ex officio* (without vote).

Section 6. Vice Chair of the Board. In case of the absence or disability of the Chair, the Vice Chair of the Foundation shall perform the duties of that position, and the taking of any action by the Vice Chair in place of the Chair shall be conclusive evidence of the absence or disability of the Chair. She or he shall do and perform such other duties as may, from time to time, be assigned to her or him by the Chair. The Vice Chair shall be elected by the Board for a term of two years, and may serve for up to three consecutive terms, in addition to any term during which she or he filled a vacant office.

Section 7. Finance Chair of the Board and Treasurer. The Finance Chair and Treasurer is responsible for managing the strategic oversight of the Foundation's finances and for day-to-day management of the Foundation's finances. The Finance Chair and Treasurer shall be elected by the Board for a term of two years, and may serve for up to three consecutive terms, in addition to any term during which she or he filled a vacant office.

Section 8. The Secretary. The Secretary shall attend all meetings of the Board and the Executive Committee, and shall record the minutes of all proceedings taken at such meetings, maintain all documents evidencing actions of the Foundation taken by written consent of the members or of the Board in a book to be kept for that purpose, and shall perform the same duties for any committees of the Board. The Secretary shall see to it that all notices of annual and special meetings of the Board shall be duly given in accordance with the provisions of these By-laws, or as required by statute. The Secretary shall also be the custodian of the seal of the Foundation, and when so authorized by the Board or a committee thereof, shall cause the seal to be affixed to any document so requiring it and when so affixed, shall attest to it by signing as Secretary. In addition, the Secretary shall perform such other duties as may from time to time be prescribed by the Board or by the Chair. The Secretary shall be elected by the Board for a term of two years, and may

serve for up to three consecutive terms, in addition to any term during which she or he filled a vacant office.

Section 9. Authority and Duties. All executive officers, as between themselves and the Foundation, shall have such authority and perform such duties in the management of the Foundation as may be provided in the By-laws. To the extent not provided in these By-laws, each executive officer shall have all the powers and duties usually incident to his office, except as specifically limited by a resolution of the Board, and shall serve in such other capacities and perform such other duties as may be prescribed by a resolution of the Board.

ARTICLE VIII Chapters and Affiliate Organizations

From time to time, the Board of Directors may establish relationships with organizations in the United States and in other countries which have objectives similar or complementary to those of the Foundation. Such other organizations may become chapters, affiliates, or sections, as may be appropriate and with the consent of the Board of Directors may use the words "Karna Charities International Foundation" and the Foundation's logo as part of their name. The Board of Directors may impose such terms, conditions and requirements as it deems appropriate to define the relationship between the Foundation and any such other organization, including such requirements and restrictions as may be necessary to protect the Foundation's tax exempt status under the Code and to protect the Foundation's property rights in its name and its logo.

ARTICLE IX Corporate Seal

The corporate seal shall be circular in form and shall have inscribed thereon the name of the Foundation, the year of its organization and the words "District of Columbia." The corporate seal shall be in the custody of an officer of the Foundation.

ARTICLE X Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these By-Laws, to enter into any contract or to execute and deliver any instrument in name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidence or indebtedness issued in the name of the Foundation, shall be signed by the Treasurer or such person as the Board of Directors may, by resolution or pursuant to contract, designate. The Board of Directors may from time to time establish a threshold amount above which amount two signatures shall be required on checks, drafts, or orders for the payment of money.

Section 3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositaries as the Board of Directors may select.

ARTICLE XI Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of the Foundation shall be from January 1 through December 31.

Section 2. Notices. Whenever, under the provisions of the By-Laws, notice is required to be given to any Director, officer or Member it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by fax or by electronic transmission to each Member, officer or Director at such address as appears on the books of the Foundation and such notice shall be deemed to be given at the time the same shall be thus mailed or sent. Any Member, Director or officer may waive any notice required to be given under these By-Laws.

Section 3. Books and Records. The Foundation shall keep complete books and records of and shall also keep minutes of the proceedings of its Members and of its Board and committees having any of the authority of the Board, and shall keep at the registered or principal office of the Foundation a record giving the names and addresses of the Members entitled to vote at meetings of the Foundation. All books and records of the Foundation may be inspected by any Director or agent, or his attorney, for any proper purpose, at any reasonable time.

ARTICLE XII Amendments

The Board of Directors shall have the power and authority to amend, alter or repeal these By-Laws or any provisions thereof, by a vote of two-thirds (2/3) of the number of Directors at the time holding office as a Director and may, from time to time, make additional By-Laws. In addition, the Chair may transmit, or cause to be transmitted, notice of a proposal to amend these By-laws to all Members of the Foundation entitled to vote at least thirty (30) days

before the date of the next Annual Meeting. At such meeting, the Members of the Foundation may adopt such proposal by a vote of two-thirds (2/3) of the Members entitled to vote thereon.

ARTICLE XIII
Indemnification

The Foundation shall have the power to indemnify any individual, whether or not such individual is a Director or officer of the Foundation, to the full extent provided or permitted by the laws of the District of Columbia, as they may be in effect from time to time and to make advances, purchase insurance and do such other acts and things as may be permitted by such laws or as are consistent or not inconsistent therewith.