



# Next Generation Foundation

174 Oak Street, Shrewsbury, MA 01545, USA  
<http://www.nextgenfoundation.org> [contact@nextgenfoundation.org](mailto:contact@nextgenfoundation.org)

## CONSTITUTION and BY-LAWS OF NEXT GENERATION FOUNDATION, INC.

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### ARTICLE I

#### Section 1. Founders, Name and Purpose.

The name, location of principal office and purposes of the Corporation shall be as set forth herein and in the Articles of Organization of this corporation. The powers of the Corporation and of its directors and members, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such provisions and restrictions in regard thereto, if any, as are set forth in the Articles of Organization. Said Articles of Organization are hereby made a part of these By-Laws.

The Founders of Next Generation Foundation, Inc. (NGF) are

Peo Nathan  
174 Oak Street  
Shrewsbury, MA 01545, USA

Sadanand Bhagwat  
Lower Lane Post: Devrukh  
Dist. Ratnagiri  
Maharashtra, PIN 415804, India

Praveen Rodrigo  
648 Armstrong Blvd.  
Milton, Ontario L9T6G8, Canada

#### Section 2. Articles of Organization.

Any reference in these By-Laws to the Articles of Organization shall be construed to mean the Articles of Organization of the Corporation as filed with the Corporations division of the Office of Secretary of the Commonwealth, as from time to time amended.

### ARTICLE II

#### OFFICE AND SEAL

#### Section 1. Office.



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The principal office for the transaction of the business of the Corporation is hereby fixed and located at 174 Oak St., Shrewsbury, Commonwealth of Massachusetts.

## Section 2. Chapters.

Branch or subordinate chapters may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

## Section 3. Change of Office.

The Board of directors is hereby granted full power and authority to change the principal office from one location to another, either within or without the Commonwealth of Massachusetts, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

## Section 4. Seal.

The corporate seal shall consist of a circular dye, bearing the words and figures, Next Generation Foundation, Inc. The form of the seal and inscription thereupon may be changed by the Board of Directors at any time.

## ARTICLE III

### FISCAL YEAR

Section 1. Except as from time to time otherwise provided by the Board of Directors, the fiscal year of the Corporation shall be from January 1 to December 31.

## ARTICLE IV

### OFFICERS AND THEIR ELECTION

## Section 1. Officers.

The officers of the Corporation shall be a President, Secretary,



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Treasurer and such other officers as the Board of Directors may appoint. One person may hold one or more offices.

## Section 2. Election of Officers.

The officers of the Corporation shall be elected annually by the Board of Directors at the regular Annual Meeting of the Board.

Each officer shall hold office until his successor shall have been duly elected and qualifies.

## Section 3. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

## Section 4. Removal of Officers.

Any officer elected or appointed by the Board of Directors may be removed by the Members at a special meeting called for such purpose whenever in the Members judgment the best interests of the Corporation would be served thereby.

## Section 5. President.

The President shall be the principal executive officer of the Corporation and subject to the control of the Board of Directors, shall have general charge and management of the business affairs and property of the Corporation. He shall preside at all meetings of the members and of the Board of Directors at which he is present.

## Section 6. Treasurer.

The Treasurer, shall, subject to such regulations as the Board of Directors may from time to time adopt, have supervision over the financial concerns of the Corporation. He may be authorized from time to time to borrow such money as the Corporation needs in the transaction of its business and to give as evidence thereof a note or notes of this Corporation. He shall have the care and custody of the moneys, funds, receipts, disbursements, securities and valuable papers or documents of the Corporation, except his own bond,



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if any, and except as herein otherwise provided. He shall, or such person or persons as he in writing may from time to time designate, have power to endorse for deposit or collection all notes, checks, drafts, etc., payable to the Corporation in and with such depositories as the Board of Directors shall from time to time determine, and to accept drafts on behalf of the Corporation. He shall keep or cause to be kept accurate books of account relating to the moneys and financial affairs of the Corporation which shall always be open to inspection of the Board of Directors during usual business hours, and he shall render an account of the financial condition of the Corporation and of all his transactions as treasurer to the President or to the Board of Directors whenever required and shall make and submit a like report for the last fiscal year at the annual meeting of the members. The treasurer may be required to give bond for the faithful performance of his duties on such sum and with such sureties as the Board of Directors may decide.

## Section 7. Secretary.

The Secretary shall attend and keep the records of the meetings of the members and of the Board of Directors in books kept at the principal office of the Corporation, which books shall be open to the inspection of any member or director at reasonable times. He shall call meetings of the members and of the Board of Directors at the times and in the manner hereinafter provided. The Secretary shall be sworn each year to the faithful discharge of the duties and a record of the oath with the evidence thereof shall be made by him upon the records of the Corporation. In his absence from any meeting, a temporary clerk shall be sworn to the faithful performance of his duties.

## ARTICLE V

### MEMBERS

#### Section 1. Eligibility

Membership in NGF shall be open to all persons regardless of caste, creed, color, gender, religion, race, nationality, region or political affiliations, who subscribe to NGF's purposes and are willing to abide by its Constitution and Bylaws.



# Next Generation Foundation

174 Oak Street, Shrewsbury, MA 01545, USA

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## Section 2. Active Members

All dues paying members in good standing (active members) shall have the right to participate in NGF's affairs, attend meetings of the members, and vote on any matter that comes before the members. Each member shall be entitled to one (1) vote.

## Section 3. Non-Active Members

There is also non-active member. This is a person who subscribes to the purposes and tenets of NGF, but who elects not to pay dues or participate in the activities of NGF. Non-active members shall receive periodical information on NGF activities, may attend Meetings of Members, but shall have no right to participate in NGF's affairs or vote at any meeting of members.

## Section 3. Other Categories of Members

The Bylaws of NGF may define categories and types of members and may set qualifying criteria or eligibility for membership.

## Section 4. Powers of Members

The General Membership Body of NGF shall consist of all current active members. The General Membership Body shall have the power to set the policies and goals of NGF; initiate motions regarding the business and activities of NGF; and appointment or recall of officers and Directors.

## ARTICLE VI

### ANNUAL AND SPECIAL MEETING OF MEMBERS

## Section 1. Time and Place of Annual Meeting

The annual meeting of members shall be held on the first Monday of May of each year in Shrewsbury, Massachusetts, at 11:00 AM local time (or at such other hour as may be fixed by vote of the Board of Directors, or if the Board shall not fix such hour, as may be determined by the President, and set forth in the notice thereof), unless that day be a legal holiday at the site of the meeting, in



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which case the meeting shall be held at the same hour on the next succeeding business day at the site of the meeting. Purposes for which an annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization and by these By-Laws, by the President or by a vote of majority of the directors then in office or by more than 10% of members who are entitled to vote at the meeting. Such call for such Meeting shall state the time, place and purposes of the meeting.

If such annual meeting is omitted on the day herein provided therefor, a special meeting of the members may be held in lieu thereof, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at the annual meeting. Any such special meeting shall be called,

## Section 2. Special Meeting of Members

A special meeting of the members may be called at any time by the President, or by a majority of the directors then in office. A special meeting of the members shall be called by the Clerk or, in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application of more 10% of the members who are entitled to vote at the meeting. Such call shall state the time, place and purposes of the meeting.

## Section 3. Location of Annual and Special Meetings

The annual meeting of the members and any special meeting of the members, by whomever called, shall be held at the principal office of the Corporation in Massachusetts, or at such other place in Massachusetts or within the continental limits of the United States of America as may be determined by the person or persons calling such meeting or on whose behalf such meeting was called and stated in the notice thereof. Any adjourned session of any annual or special meeting of the members shall be held in the United States at such place as is designated in the vote of adjournment.

## ARTICLE VII

### Notice of Members' Meetings

Notice of each annual or special meeting of members, stating



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the place, date and hour thereof, and the purpose or purposes for which the meeting is to be held shall be given at least seven days before the meeting to each Member, entitled to vote thereat, and to each member, officer and non-active member who, under the Articles of Organization or these By-Laws, is entitled to such notice, by leaving a written notice with him or at his residence or usual place of business; or by mailing such notice, postage prepaid, addressed to such person at his address as it appears on the records of the Corporation; or by E-Mail to such person at his last known E-Mail address, if any, as it appears on the records of the corporation.

Such notice shall be given by the Clerk, or by any other officer, or by a person designated either by the Clerk or by the person or persons calling the meeting, or by the Board of Directors. No notice of the time, place or purposes of any annual or special meeting of the members shall be required to be given to a member if a written waiver of such notice is executed before or after the meeting by such member, or his attorney thereunto authorized, and filed with the records of the meeting.

## ARTICLE VIII

### Voting, Proxies, and Member Action Without a Meeting

#### Section 1. Quorum

At any meeting of the members, a quorum shall consist of sixty (60%) of the active members. Each Member entitled to vote shall have one vote. No ballot shall be required for the election of directors unless requested by a member present or represented at the meeting and entitled to vote in the election.

When a quorum is present at any meeting, a majority of the votes properly cast on any motion or for election of Directors or officers shall be sufficient except where a larger vote is required by law, by the Articles of Organization or by these By-Laws.

#### Section 2. Voting by Proxy

Members entitled to vote may vote either in person or by proxy in writing dated not more than six months before the meeting named



# Next Generation Foundation

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therein, which proxies shall be filed with the Clerk of the meeting, or any adjournment thereof, before being voted. Such proxies shall entitle the holders thereof to vote at any adjournment of such meeting, but shall not be valid after the final adjournment of such meeting.

## section 3. Action Without Meeting

Any action to be taken by members may be taken without a meeting if all members entitled to vote on the matter consent to the action by a writing or writings, filed with the records of the meetings of members. Such consent shall be treated for all purposes as a vote at a meeting.

## ARTICLE IX

### Board of Directors; Qualification

#### Section 1. Number and How elected

A Board of not less than three nor more than seven directors shall be elected annually at the annual meeting of the members, provided, that if there are less than three members of the Corporation, less than three directors may be elected so long as the number of directors so elected is not less than the number of members of the Corporation. Subject to the foregoing, the number of directors for each corporate year may be initially fixed by vote of the members at the annual meeting; but in the absence of such vote, the number of directors is hereby fixed at five.

#### Section 2. Enlargement/Reduction of Number of Directors

At any time during any year, the Board of Directors may be enlarged within the aforesaid limits by the members at a meeting called for the purpose or by the vote of a majority of the directors then in office. The Board of Directors may be reduced by the members at a meeting called for the purpose. With respect to a reduction, the particular director(s) which shall terminate shall be determined by the members, in each case by vote of a majority of the members entitled to vote for the election of directors or, in the case of a reduction which involves the termination of a directorship of an incumbent director, by such larger vote, if any, as would be required



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to remove such incumbent from office.

Section 3. How new vacancies on Board of Directors if filled

Each newly-created directorship resulting from any increase in the number of directors may be filled in the manner provided in Article XIV.

Section 4. Eligibility and term of office

No director need be a member except as may be otherwise provided by law, by the Articles of Organization or these By-Laws. Each director shall hold office until the election of a board of directors at the next annual meeting of members and until his successor is elected and qualified, or his earlier resignation, removal or death. Any director may resign at any time by delivering his written resignation to the President, the Clerk or a meeting of the Board of Directors.

section 5. Compensation

Directors as such shall not receive any stated salary for their services but by resolution of the Board a fixed sum and expenses of attendance if any may be allowed for attendance at Board meetings.

Nothing herein shall be construed to preclude a director from serving the Corporation in any other capacity and receiving remuneration for such services.

Section 6. Initial Directors

The initial directors of NGF to serve in such capacity until the first annual meeting or until their respective successors shall be elected and qualified shall be the Founders named in Article 1 of these By-laws.

## ARTICLE X

### Powers of Directors

Subject to the direction of the Members, the business and property of the Corporation shall be managed by, and be under the



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control of, the Board of Directors which shall have and may exercise all the powers of the Corporation except such as the reserved to or conferred upon the members or corporate officers by law, by the Articles of Organization, or by these By-Laws.

## ARTICLE XI

Meetings of the Board of Directors:  
Action Without a Meeting;  
Telephonic Meetings

### Section 1. Regular Meetings

Regular meetings of the Board of Directors may be held without call or notice at such places and at such times as the Board may from time to time determine, provided that reasonable notice of such determination and of any changes therein is given to each member of the Board then in office. A regular meeting of the Board of Directors for the purpose of electing officers and agents may be held without call or notice immediately after and at the same place as the annual meeting of the members and, if held upon due call or notice, for such other and further purposes as may be specified in such call or notice.

### Section 2. Special Meetings

Special meetings of the Board of Directors may be held at any time and at any place when called by the President, the Treasurer, or by a director, reasonable notice thereof being given to each director by the Clerk, or, in the case of death, absence, incapacity or refusal of the Clerk, by the officer or directors calling the meeting. In any case, it shall be deemed sufficient notice to a director to send notice by mail at least forty-eight hours, or by telegram, Fax or E-Mail at least twenty-four hours, before the meeting, addressed to him at his usual or last known business or residence address or to give notice to him in person, either by telephone or by handing him a written notice at least twenty-four hours before the meeting.

### Section 3. Waiver of Notice



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Notwithstanding the foregoing, notice of a meeting need not be given to any director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto, or at its commencement, the lack of notice to him.

## Section 4. Action in writing

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if a written consent is filed with the records of the meetings of the directors.

## Section 5. Conference Calls

Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

## ARTICLE XII

### STANDING COMMITTEES

#### Section 1. Number, Appointment and duties

There shall be 4 Standing Committees comprised of no less than three (3) persons who shall be active or non-active Members of NGF, appointed by unanimous vote of the Board of Directors, and serve at the will of the Board of Directors.

#### Section 2. Permanent Administration Council (Pac)

The Permanent Administration Council (PAC) of NGF shall include the Founders and such other Active Members as the Board of Directors shall determine. PAC members can also serve on the Board of Directors and/or be officers of NGF.

New PAC members may be added upon nomination by any active member



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of NGF and unanimous approval of the Board of Directors and current PAC members.

Any PAC member may resign by notice in writing to the Board of Directors. Any PAC member may be removed by unanimous vote of the Board of Directors and PAC excluding the PAC member whose removal is being considered.

The Permanent Administration Council shall have the power to initiate any motion at an Annual or Special Meeting of Members. Motions for removal of officers or Directors, the Board of Directors or Committees shall require unanimous approval of the PAC members, provided however, written notice of any such motion for removal shall be given to Members no less than 30 days prior to the intended Meeting.

## Section 3. International Executive Committee

International Executive Committee (IEC) shall consist of a number (not less than 3) of Members appointed by 2/3 vote of the Board of Directors at a regular or special meeting of the board called for such purpose. The IEC shall develop plans for the future organization and functioning of NGF to fulfill the mission, goals and objectives of NGF and shall submit same to the Board every 3 years. It shall advise the Board on developing and managing the financial and membership resources of NGF. It shall report to the Board on the planning and executing NGF's programs; formulating policies and procedures and long-range development plans.

The President of NGF shall be the Ex Officio Chair of the IEC.

Except as otherwise stipulated by the Board of Directors, the IEC shall have the authority to appoint and dissolve standing committees, sub-committees and ad-hoc committees to help it carrying out its duties hereunder.

## SECTION 4. Audit Committee

The Audit Committee shall consist of a number (not less than 3) of Members appointed by 2/3 vote of the Board of Directors at a regular or special meeting of the board called for such purpose. The Treasurer of NGF shall be the ex Officio chair of the committee. The duties of the committee shall be to oversee financial affairs



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of NGF and develop procedures and strategies to assure that the financial books of the NGF are kept in accordance with regularly accepted accounting principles and that the funds of the corporation are spent in accordance with requirements of law for the purposes of the NGF.

## SECTION 5. Operations in India

The Operations in India Committee shall consist of the members of the Board of Directors, PAC and IEC. The Committee shall establish communications with the Next Generation Foundation in India, the counterpart to the Next Generation Foundation in the United States of America, or any successor thereto, with respect to carrying out the purposes of this corporation in India. It shall identify the needs of children both financial and educational, determine criteria for expenditure of this corporation's funds in India, identify eligible recipients, make recommendations as to distribution of proceeds.

## ARTICLE XIII

### Amendments to Constitution and By-laws

This Constitution and By-Laws may be amended by written petition initially presented to the Board of Directors. Petitions may only be proposed, by a 2/3 majority of the Board of Directors or 1/3 of the active members. If approved by a 2/3rd majority vote of the Board or if so requested by 1/3 of the active members then the proposed amendment(s) shall be presented to the Members at the next annual meeting or a special meeting called for such purposes. The notice of the Meeting which will consider such proposed amendment(s) must be given to all members at least 15 days prior to the Meeting at which such amendment is to be considered. The form of Notice shall be the same as for Notice of Annual Meetings of Members.