

**BYLAWS OF  
\_Livelihood BASIX Inc\_**

**ARTICLE 1. OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The location of the principal office of the corporation will be within the state of New York at an address fixed by the board of directors. The registered address as fixed by the founding Directors is 38 Woodcrest Avenue, Ithaca, NY 14850. The Executive Director (hereafter referred as ED) of this corporation will keep a copy of the corporation's Articles of Incorporation (or similar incorporating document), these bylaws, minutes of directors' meetings, a register of the names and interests of the corporation's directors, and other corporate records and documents at the principal office.

**SECTION 2. OTHER OFFICES**

The corporation may have offices at other locations as decided by its board of directors or as its business may require.

**ARTICLE 2. DIRECTORS**

**SECTION 1. POWERS**

The business and affairs of the corporation will be managed by, or under the direction of, its board of directors.

**SECTION 2. NUMBER**

The authorized number of directors is a minimum of five and a maximum of eleven.

**SECTION 3. ELECTION AND TENURE OF OFFICE**

The directors are elected at the annual meeting of the company and hold office until next annual meeting and until their successors have been elected and qualified.

**SECTION 4. RESIGNATION AND VACANCIES**

Any director may resign, effective on giving written notice to the chairperson of the board of directors, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a later time, a successor may be elected to take office when the resignation becomes effective.

A vacancy on the board of directors exists in the case of death, resignation, or removal of any director or in case the authorized number of directors is increased, or in case the directors fail to elect the full authorized number of directors at any annual or special meeting of the directors at which directors are elected. The board of directors may declare vacant the office of a director who has been declared of unsound mind by an order of court or who has been convicted of a felony.

Vacancies on the board may be filled by the remaining board members. Each director approved to fill a vacancy on the board holds that office until the next annual meeting and until his or her

successor has been elected and qualified.

#### **SECTION 5. PLACE OF MEETINGS**

Meetings of the board of directors may be held at any place, within or without the state, that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal office of the corporation or as may be designated from time to time by resolution of the board of directors. Meetings of the board may be held through use of conference telephone, computer, electronic video screen communication, or other communications equipment, so long as all of the following apply:

- (a) Each member participating in the meeting can communicate with all members concurrently.
- (b) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose, an objection to a specific action to be taken by the corporation.
- (c) The corporation adopts and implements some means of verifying both of the following:
  - (1) A person communicating by telephone, computer, electronic video screen, or other communications equipment is a director entitled to participate in the board meeting.
  - (2) All statements, questions, actions, or votes were made by that director and not by another person.

#### **SECTION 6. REGULAR MEETINGS**

Regular meetings of the board of directors will be held at the times and places fixed from time to time by the board of directors.

It is expected that the board shall meet once every quarter, with at least one meeting in the United States, while the other three can be rotated around India, Africa and Europe respectively.

#### **SECTION 7. SPECIAL MEETINGS**

Special meetings of the directors may be called by the individuals authorized to do so under the state's corporation statutes.

#### **SECTION 8. NOTICES OF MEETINGS**

Notices of directors' meetings, whether regular, or special, will be given in writing to directors by the secretary or an assistant secretary or, if there be no such officer, by any director.

Notices of directors' meetings will be given either personally or by first-class mail or email or other means of written communication, addressed to the director at the address of the director appearing on the records of the corporation or given by the director to the corporation for the purpose of notice. Notice of a directors' meeting will be given to each director at least two weeks prior to the meeting, unless a greater period is required under the state corporation statutes for giving notice of a meeting.

This notice will state the place, date, and hour of the meeting, and the general nature of the business to be transacted.

#### **SECTION 9. WAIVER OF NOTICE**

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though undertaken at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes of that meeting. If the waiver does not include an approval of the minutes of the meeting, it will state the general nature of the business of the meeting. All such waivers, consents, and approvals will be filed with the corporate records or made a part of the minutes of the meeting.

#### **SECTION 10. QUORUM AND VOTING**

A quorum for all meetings of the board of directors consists of a majority of the authorized and nominated number of directors in office.

Except as otherwise required under state corporate statutes, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board.

#### **SECTION 11. ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the board may be taken without a meeting, if all members of the board individually or collectively consent in writing to that action. Such written consents will be filed with the minutes of the proceedings of the board. Such action by written consent has the same force and effect as a unanimous vote of the directors.

#### **SECTION 12. COMPENSATION**

No salary will be paid to directors, as such, for their services but, by resolution, the board of directors may allow a reasonable fixed sum and expenses to be paid for attendance at regular or special meetings.

Nothing contained in this prevents a director from serving the corporation in any other capacity and receiving compensation for it, provided that it is by prior approval of the Board in a meeting where the interested Director does not participate in this decision. Members of special or standing committees may also be allowed compensation for attendance at meetings.

### **ARTICLE 3. OFFICERS**

#### **SECTION 1. OFFICERS**

The officers of the corporation include a president, a secretary, and a treasurer, or officers with different titles that perform the duties of these offices as described in Sections 2 through 4 of this Article. Except as otherwise provided under state corporate statutes, any number of these offices may be held by the same person. The corporation may also appoint other officers with such titles and duties as determined by the board of directors.

#### **SECTION 2. EXECUTIVE DIRECTOR (ED)**

The ED has general supervision, direction, and control of the day-to-day business and affairs of the corporation, subject to the direction and control of the board of directors. He or she presides at all meetings of the directors and is an ex-officio member of all the standing committees, including any executive committee of the board, and has the general powers and duties of management usually vested in the office of ED, president or chief executive officer of a corporation and other powers and duties as may from time to time be prescribed by the board of directors or these bylaws.

### **SECTION 3. SECRETARY**

The corporate secretary (or other corporate officer designated by the board of directors to maintain and keep corporate records) will keep, or cause to be kept, at the principal office of the corporation, a book of minutes of all meetings of directors. The minutes will state the time and place of holding of all meetings; whether regular or special, if special, how called or authorized; the notice given or the waivers of notice received; the names of those present at directors' meetings; and an account of the proceedings.

He or she will keep, or cause to be kept, at the principal office of the corporation, the original or a copy of the bylaws of the corporation, as amended or otherwise altered to date, certified by him or her.

He or she will give, or cause to be given, notice of all meetings of directors and directors required to be given by law or by the provisions of these bylaws. He or she will prepare, or cause to be prepared, an alphabetical listing of directors for inspection prior to and at meetings of directors as required by Article 2, Section 6, of these bylaws.

He or she has charge of the seal of the corporation and has such other powers and may perform such other duties as may from time to time be prescribed by the board or these bylaws.

### **SECTION 4. TREASURER**

The treasurer (or other officer designated by the board of directors to serve as chief financial officer of the corporation) will keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation.

He or she will deposit monies and other valuables in the name and to the credit of the corporation with the depositories designated by the board of directors. He or she will disburse the funds of the corporation in payment of the just demands against the corporation; will render to the president and directors, whenever they request it, an account of all his or her transactions as chief financial officer and of the financial condition of the corporation; and have such other powers and perform such other duties as may from time to time be prescribed by the board of directors.

### **SECTION 5. APPOINTMENT, REMOVAL, AND RESIGNATION**

All officers of the corporation will be approved by, and serve at the pleasure of, the board of directors. An officer may be removed at any time, either with or without cause, by written notification of removal by the board. An officer may resign at any time on written notice to the corporation given to the board, the president, or the secretary of the corporation. Any resignation takes effect on the date of receipt of the notice or at any other time specified in it. The removal or

resignation of an officer is without prejudice to the rights, if any, of the officer or the corporation under any contract of employment to which the officer is a party.

## **ARTICLE 4. EXECUTIVE COMMITTEES**

### **SECTION 1. REGULAR AND EXECUTIVE COMMITTEES OF THE BOARD**

The board may designate one or more regular committees to report to the board on any area of corporate operation and performance.

To the extent allowed under state corporate statutes, the board also may designate and delegate specific decision-making authority to one or more executive committees, each consisting of two or more directors, that have the authority of the board to approve corporate decisions in the specific areas designated by the board.

## **ARTICLE 5. CORPORATE RECORDS AND REPORTS**

### **SECTION 1. INSPECTION BY DIRECTORS**

The corporate secretary will make available within a reasonable period after a request for inspection or copying made by a director or a director's legal representative the Articles of Incorporation (or similar organizing document) as amended to date; these bylaws as amended to date; minutes of proceedings of the directors and the board and committees of the board; its accounting books, and records; and any other corporate records and reports. The requested records will be made available for inspection and copying at the principal office of the corporation within business hours. The corporation assumes the cost of copies made for a requesting director.

### **SECTION 2. ANNUAL REPORTS TO DIRECTORS**

The secretary will mail a copy of any annual financial or other report to directors on the secretary's own initiative or on request made by one or more director as may be required by state corporate statutes.

## **ARTICLE 6. INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS**

### **SECTION 1. INDEMNIFICATION**

The directors and officers of the corporation will be indemnified by the corporation to the fullest extent permitted under law.

### **SECTION 2. INSURANCE**

The corporation has the power to purchase and maintain insurance on behalf of any director or officer against any liability asserted against or incurred by the agent in that capacity or arising out of the agent's status as such, whether or not the corporation has the power to indemnify the agent against that liability under law.

## **ARTICLE 7. MISSION and ACTIVITIES**

### **Mission**

The mission of Livelihood BASIX Inc. is to provide high quality and deeply committed global technical assistance to promote and transform the Livelihoods of the Poor by building and strengthening local capacities of local institutions.

### **Activities**

The Corporation through its Board may undertake activities in pursuance of its Articles of Incorporation to promote and transform Livelihoods of the poor. The following are some of the activities that may be undertaken, but are not exhaustive and do not limit further activities to be undertaken after Board approval:

- To set up a fund for providing capacity building assistance to companies engaged in livelihoods whether as debt, equity or grant
- To undertake technical assistance and project development relating to livelihoods for capacity building of institutions
- To undertake, carry out, promote and sponsor development programs for the enhancement of livelihoods of people, particularly women, who are socially and/or economically disadvantaged, so as to extend their life choices, awareness, abilities, skills and talents, and enhance their quality of life, in the fields of
  - rural development including agriculture, horticulture, dry land farming, land and water resources development, animal husbandry including dairying, poultry and fishery, forestry and wasteland development, diversification in non-farm micro-enterprises and small and medium enterprises;
  - employability and vocational training in “green skills’ in the field of agriculture, animal husbandry, forestry, wildlife and environment; and in the field of electrical and mechanical skills, as needed in agro-processing, rural industries, non-farm micro-enterprises, small and medium enterprises; alternate sources of energy, including energy generation and distribution, construction, transportation, and services (including sales, business, educational, health, financial and housekeeping and hospitality, etc.)
  - financial inclusion services for the poor and women including savings, credit, insurance, money transfers, pensions, warehouse receipts, mutual funds, etc. using any legal form such as a cooperative, regulated deposit taking entity, bank or specialized financial institution or its branches and correspondent outlets and/or agents.
- To undertake the above programs for enhancing the livelihoods for the poor and women jointly with community organizations, cooperatives, NGOs, micro-finance institutions, companies and/or government agencies, and where necessary, in early stages of an innovation, directly

- To undertake the promotion of rural producers organizations and/or urban informal sector producers organizations and to assist them with the provision of technical and management assistance through imparting of specialized skills, information and training relating to procurement, processing, manufacture, storage, accounting, management information systems, distribution, promotion, marketing, research and development, human resource development in any of the functions, entrepreneurship and leadership development, and diversification and expansion of such organization and to render this service to any person, firm, enterprise, co-operative, association, society, trust, company or a body corporate by any name, a government department, public or local authority.
- To undertake institutional development of the collaborating agencies and producer institutions mentioned above through leadership, entrepreneurship and human resource development and collaborative working in the fields of rural development, vocational training and financial inclusion services.
- To undertake the above programs for enhancing the livelihoods for the poor and women by providing development advisory services and technical assistance and help raising human and financial resources for such programs.
- To provide financial assistance in the form of grants, returnable grants and soft loans to Not-for-Profit Organizations, Cooperatives, Mutual Aid Organizations, Producer Companies and any other developmental enterprises which primarily serve low-income individuals through livelihood promotion.
- To select, train, deploy human resource in its own projects or other institutions/organizations for developmental programmers undertaken in collaboration with such institutions/organizations.

## **ARTICLE 8. AMENDMENT OF BYLAWS**

### **SECTION 2. BY DIRECTORS**

Except as otherwise provided by law, the directors may adopt, amend, or repeal these bylaws.

### **CERTIFICATE**

This certifies that the foregoing is a true and correct copy of the bylaws of the corporation named

in the title and that these bylaws were duly adopted by the board of directors of the corporation on the date set forth below.

Dated: 4/5/2012

Signature: \_\_\_\_\_, Secretary