

**BYLAWS
OF THE
WHARTON CLUB OF DELHI**

**ARTICLE I
Membership**

Section 1. Qualifications. THE WHARTON CLUB OF DELHI, (the Club) shall have two categories of membership (Regular Membership and Associate Membership) with eligibility for membership as prescribed herewith below:

Regular Membership: The following shall be eligible to become regular members of the club:

- Alumnus or alumna, and current students of either of the following degree programs of The Wharton School: MBA, Executive MBA or Undergraduate program
- Alumnus or alumna, and current students / attendees of WPWP Certificate program, Wharton Fellow program, and / or current or past attendee (of any program) whom Wharton officially recognizes as being an alumnus or alumna
- Any present or former officer, staff, or faculty member of The Wharton School

Associate Membership: The following shall be eligible to become associate members of the club:

- Parents, spouses, and immediate family of current or former students
- Parents, spouses, and immediate family of current members of the Club
- Current or past attendee (of any program) whom Wharton does not officially recognize as being an alumnus or alumna

Any person eligible for Regular or Associate Membership may become a member by completing and submitting to the Vice-President of Outreach an application in a form prescribed by such officer, together with the payment of such fees or dues as shall be established by the Executive Committee in accordance with the Bylaws.

All Regular Members shall be eligible to vote on matters submitted to a vote of the members, and shall be eligible to serve as a director, officer, or committee member of the Club.

Associate Members shall not have any voting rights and also shall not be eligible serve as a director, officer, or a committee member of the Club.

Section 2. Membership by Vote of Executive Committee. The Executive Committee, by affirmative vote of two-thirds of the members of the Executive Committee present, may from time to time grant Regular Membership to an individual who does not fall within the Regular Membership qualifications but whom the Executive Committee nevertheless deems worthy of Regular Membership.

The individual shall first complete and submit to the Vice-President of MBA Outreach an application in a form prescribed by such officer. The application for membership will be presented to the Executive Committee, who will cast a vote to grant membership to the individual.

Upon an affirmative vote of two-thirds of the members of the Executive Committee present, the individual will be required to submit the payment of such fees or dues as shall be established by the Executive Committee in accordance with these bylaws. Upon completion of the application process together with fees or dues, the individual becomes a Regular Member with all the rights and privileges of Regular Membership.

Section 3. Honorary Membership. The Executive Committee, by affirmative vote of two-thirds of the members of the Executive Committee present, may from time to time extend and grant an honorary membership (Honorary Membership) to any person who is not eligible for Regular Membership. An Honorary Member shall not be entitled to vote, nor be eligible to be a director, officer or committee member of the Club.

Notwithstanding the foregoing, the Club shall not extend any privileges or benefits of membership to any Honorary Member, or to any Regular Member through affirmative vote of the Executive Committee, nor permit any such persons to be engaged in the activities of or with the Club, if the effect of such extension or activity might be to cause the Club to fail to fulfill the conditions of a non-profit institution or trust as required under the laws of the Government of India.

Section 4. Member Contributions. All Regular Members shall pay such annual fees or dues as shall be determined by the Executive Committee. Such fees shall be due and payable on or before such a date as shall be fixed by the Executive Committee. Only those Regular Members who have paid such fees and dues shall be entitled and eligible to vote on matters submitted to a vote of the members or to serve as a director, officer, or committee member of the Club.

Section 5. No Vested Rights of Members. No Member, incorporator, director or officer of the Club shall thereby have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Club. Furthermore, no member of the Club shall have any right, title, or interest in or to the whole or any part of the assets of the Club, and no member shall be entitled to either the whole or any part of such assets in the event of the termination of such member's membership in the Club for any reason.

Section 6. Non-Liability of Members. The members of the Club shall not be personally liable for the debts, liabilities, or obligations of the Club.

Section 7. Resignation of Members. Any member may resign by filing a written resignation with the Vice-President of Outreach, but such resignation shall not relieve the Member so resigning of his or her obligation to pay any fees or dues or other obligations due to the Club which have accrued and are unpaid at the time of resignation. The resignation of a Member shall not be accompanied by the refund or fees or dues paid to the Club.

Section 8. Termination of Membership. By an affirmative vote of two-thirds of the Executive Committee present at a regular or special meeting of the Committee, the membership of any Regular, Associate or Honorary Member may be suspended or terminated if such member shall have engaged in conduct deemed improper, prejudicial, abusive, or destructive to the Club or any member or members of the Club. Notice of the proposed action shall be given to the member at least ten (10) days before the meeting at which such action is proposed to be taken, together with

a statement of any alleged cause for such action, and the member shall be entitled to attend and answer the allegations at such meeting.

Section 9. Reinstatement of Membership. By an affirmative vote of two-thirds of the members of the Executive Committee present at a regular or special meeting, the Committee may reinstate a former or suspended member to membership on such terms as the Committee may deem appropriate. Any such Committee action shall be taken only upon written request signed by at least one Regular Member and filed with the Vice-President of Outreach.

ARTICLE II Meetings of Members

Section 1. Annual Meeting. The annual meeting of the Club shall be held each year at such time and place as may be designated by the Executive Committee, for election of officers, receiving annual reports of officers and committees, and transacting such other business as may properly be brought before the meeting.

Section 2. Special Meetings. Special meetings of the Club may be called for any purpose, at any time, by the President, by a majority of the Executive Committee, or by any five (5) or more members. The President, in calling a special meeting, shall designate the time and place of such meeting. A majority of the Executive Committee or any group of five (5) or more members desiring to call a special meeting shall make written request to the President to call the meeting, whereupon the President shall give notice of the meeting, to be held between ten (10) and sixty (60) days after receiving the request. If the President fails to give notice of the meeting within seven (7) days from the day on which the request was made, the persons who requested the meeting may fix the time and place of the meeting, and give notice, in the manner provided herein.

Section 3. Notice. Notice of meetings and elections shall be given to all members entitled to vote, subject to waiver thereof, by first class mail or by e-mail or both.

Section 4. Voting. Each Regular Member of the Club is entitled to one (1) vote. Proxies shall not be permitted at any of the meetings. Members shall vote by voice or ballot, except that voting may be by mail only if the Executive Committee shall resolve to submit the entire vote on one or more issues to voting by mailed ballots, in which case notice shall be given as provided herein, specifying that the entire vote is to be by mailed ballots and enclosing ballots.

Section 5. Quorums. A quorum shall consist of the greater of ten (10) members or 10 percent (10%) of the total membership entitled to vote, present in person or when authorized, voting by mailed ballots.

Section 6. Telephone conferencing. Any meeting may be held by conference among members by a means of communication through which the participants may simultaneously hear each other during the conference if the same notice is given of the conference as would be required for a meeting, if all members who desire to participate are permitted to do so, and if the number of persons participating is a quorum.

ARTICLE III

Executive Committee

Section 1. Number and Duties. The management of the Club shall be vested in a Executive Committee of not less than 5 (Five) nor more than 11 (Eleven) members "Officers", each of whom shall be a Regular Member of the Club. The number of officers to be elected shall be established annually by the Regular Members or by two-thirds majority of the Executive Committee present.

The Executive Committee shall consist of at least the President, Treasurer of the Club, Vice-President of Outreach or Membership as may be the title, and the Vice-President of Events.

Section 2. Term and Compensation. Officers shall be elected biannually, and shall hold office for a term of two (2) years and until their successors have been elected and qualified, or until removal as provided herein. Officers shall not be paid for their services to the Club.

Section 3. Meetings. Meetings of the Executive Committee may be held at any time, and at any place within the Delhi NCR region. Meetings shall be called by either the President or the Treasurer, whose duty it shall be to call a meeting at the request of any officer. Notice of every meeting shall be given to all members of the Executive Committee by first class mail or by e-mail or both, provided, however, that such notice need not be given if waived in writing by all officers. A quorum for any meeting shall consist of a majority of the officers.

ARTICLE IV Officers

Section 1. Offices and Duties. The officers of the Club will consist of a President, Treasurer, Vice-President of Outreach or Membership as may be the title, and the Vice-President of Events, and such other or additional officers as may be established by the Executive Committee from time to time.

- The President shall be the general executive officer of the Club and shall preside at all meetings of members and officers.
- The Treasurer shall have charge of all funds of the Club, shall be responsible for collecting and recording payment of dues, shall keep records of all receipts and disbursements, and in general perform all duties incidental to the office of Treasurer. The Treasurer shall also keep minutes of all meetings of members and the Executive Committee, have custody of corporate records, and in general perform all duties incidental to the office of Secretary.
- The Vice-President of Outreach / Membership shall keep a register of the names and addresses of all members and shall perform such other functions as may be assigned from time to time by the Executive Committee, and in the absence or disability of the President shall perform the President's functions.
- The Vice-President of Events shall perform such functions as may be assigned from time to time by the Executive Committee.

- Other officers shall perform such duties and exercise such authority as may be determined by the Executive Committee from time to time.
- Two or more officer roles may be held by the same persons.
- If and when required for legal / administrative, registration or compliance purposes, the Executive Committee shall by two-thirds majority, designate some or all officers of the Committee to act as directors of the club.

Section 2. Term and Compensation. Officers shall be elected biannually by the Executive Committee or by a majority vote of all Regular Members, and shall hold office for a term of two (2) years and until their successors have been elected and qualified, or until removal as provided herein. Officers shall not be paid for their services to the Club.

Section 3. Vacancies. If the office of any officer becomes vacant for any reason, the Executive Committee shall have the power to appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term of the predecessor officer and until a successor is elected and qualified.

ARTICLE V Committees

Section 1. Executive Committee. The President, Vice-President of Membership, Vice-President of Programming, and the Treasurer of the Club, at the minimum, shall comprise the Executive Committee of the Club. If deemed necessary, more officers might be required for undertaking the responsibilities of the Club and so these will also constitute the Executive Committee. The Executive Committee shall have the power to run the day-to-day affairs of the Club.

Section 2. Other Committees. The Executive Committee may establish, from time to time, standing or temporary committees to serve such functions as the Committee may determine. Each such committee shall include at least one (1) Officer.

ARTICLE VI Amendment of Bylaws

Proposed amendments to these Bylaws shall be presented to the Executive Committee in writing and must be signed by at least three (3) Regular Members of the Club. These proposed amendments shall become effective if approved by a two-thirds majority of the Executive Committee members.