

PTI USA, LLC #

#6160

EXHIBIT C

October 28, 2013

PTI USA, LLC

16599 Vellano Club Dr

Chino Hills, CA 91709

Registration Number 6160

BYLAWS OF PTI USA, LLC

OCTOBER 25, 2013

ARTICLE I

PRINCIPLE OFFICE ADDRESS

16599 Vellano Club Dr
Chino Hills, CA 91709
USA

ARTICLE II

AFFILIATION

PTI USA, LLC is affiliated with PAKISTAN TEHREEK-E-PAKISTAN (PTI).

ARTICLE III

AIMS & OBJECTIVES

The aims and objectives of PTI USA, LLC include but not limited to the following

1. Register PTI USA, LLC with FARA and comply with the rules and regulations of FARA.
2. Promote PTI and its manifesto in the United States of America
3. Encourage Pakistanis residing in the USA to become Members of PTI.
4. Advance equitable and friendly relationship between PTI and main stream Pakistan American community in the USA.
5. Assist the elected and appointed officials in US to understand the issues vital to Pakistan with the aim to help USA foreign policy experts to formulate US-Pakistan policy that will help strengthen the bilateral US-Pakistan relationship.
6. Promote better understanding between US citizens and people of Pakistan through seminars, open public meetings and cultural exchange programs

ARTICLE IV

MEMBERSHIP AND DUES

1. MEMBERSHIP

This organization shall have Members. The membership of this organization shall be a privilege and is open to all Pakistanis residing in the USA with good standing in their respective communities and who endorse the general policies of PTI USA, LLC and Pakistan Tehreek-e-Insaf (PTI). Each Member shall fill out completely the prescribed membership application.

2. MEMBERSHIP DUES

Membership dues may be subscribed by the Board of Directors from time to time. Unless otherwise stated, the Membership dues are payable in advance annually. Membership dues shall be as follows

Individuals	- \$120.00
Students	- \$60.00

ARTICLE V

BOARD OF DIRECTORS AND THEIR RESPONSIBILITIES

1. POWERS

The organization shall be subject to the limitation of the Certificate of Incorporation, these Bylaws and the laws of the State of California. The business and affairs of this organization shall be managed and all powers shall be exercised by or under the direction of Board of Directors.

1. To adopt and alter a common seal of the corporation.
2. To appoint or remove, by majority vote, agents of the corporation and prescribe their duties.
3. To designate the time and place of its meetings or authorize the President to do so.
4. To select and designate a bank as the official depository of the funds of the corporation and to prescribe and order the manner in which such deposits shall be made and/or withdrawn.

2. NUMBER OF BOARD OF DIRECTORS

The Board of Directors shall be composed of no more than nine (9) but no less than three (3) Members. The Members of the Board of Directors (BOD) shall be nominated by the Chairman, PTI for a period of four years and renewable for a second term of four years.

1. ELIGIBILITY

Any paying Member of PTI USA, LLC WHO has demonstrated interest in the affairs of the corporation, shall be eligible to be nominated as a Member of Board of Directors with the following limitations.

1. No Director shall serve more than two consecutive terms.
2. Directors shall take office at the first Board meeting following their nomination.
3. Non-refundable **annual dues** of the Members of Board of Directors are \$1000.00

3. OFFICERS

Officers shall be elected every four years by the BOD. The officers shall be as follows: President, Executive Vice President, Secretary and Treasurer.

1. Elected officers will serve a term of four (4) years. The officers may be elected for a second term of four years.
2. The Member shall not contest for an office after serving two consecutive terms in any officer capacity.

3. A Board Member shall be eligible to contest for an office again after two years had elapsed between his/her previous two terms in office.

4. FUNCTIONS OF THE OFFICERS

1. The President shall be the Chief Executive Officer of the Corporation and shall be subject to the control of the Board of Directors, has the general supervision, direction and control of the business and affairs of the corporation. The President shall preside at all Board meetings, form Committees, appoint Committee Members, in consultation with the Board of Directors, and perform other duties as associated with the office. The President will take approval from majority of BOD for any decision(s) impacting the bylaws of PTI USA, LLC.
2. The Executive Vice President, in the event of the absence of the President, shall perform all duties of the President.
3. The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, and send out copies of minutes to all BODs.
4. The Treasurer shall be responsible for safeguarding of all the funds received by the corporation and for their proper disbursement. All funds shall be kept in a financial institution, for example a bank, approved by the BOD.
5. The Treasurer shall maintain and made available financial statement to the BOD.
6. The Treasure shall act as an agent for FARA and provide FARA with all relevant financial statements as required by the rules and regulations of FARA.
7. The Treasurer or the President or the Executive Vice President shall be sole signatory of the Bank Account.

5. RAISING AND DISBURSMENT OF FUNDS

1. PTI USA, LLC shall raise funds through Membership dues and donations
2. All the funds raised in the USA on behalf of PTI shall be documented and donors record kept in file with PTI USA, LLC.
3. A portion of the funds collected, as prescribed by the BOD, shall remain in an approved financial institution in an account in the name of PTI USA, LLC. The funds above the prescribed amount shall be transferred to a designated Bank Account of PTI in Pakistan.
4. The financial status and detailed expense report of PTI USA, LLC shall be available to the the Finance Secretary of PTI.
5. All the paying Members of PTI USA, LLC may request full access to the financial records to ensure transparency.
6. Any funds transferred to PTI in Pakistan shall be reported to FARA.
7. A detailed description of all expense by PTI USA, LLC shall be recorded. Any amount in excess of \$500 to be used in USA shall require an approval from the Board of Directors by a simple majority that constitutes a quorum.
8. The fiscal year shall run from January 1 – December 31

6. COMMITTEES

1. The Board may appoint standing and ad hoc committees as needed. The committees shall be for a limited time only and shall cease to exist after their objectives have been achieved
2. Any committee formed shall be chaired by at least one Member of the Board of Directors

7. MEETINGS

1. Regular Board of Directors meetings shall be held at least four times a year and may include audio/video conferencing.
2. The agenda for BOD meetings shall be provided at least three (3) days in advance.
3. Special/Emergency meetings may be held at any time when called for by the President or majority of the BOD and shall only require twenty four (24) hours advanced notice.

8. VOTING & QUORUM

1. Three quarters (3/4) of the Board of Directors constitute a quorum.
2. For voting purposes, a Board Member must be present at the meeting.
3. In the event of absence, the Board Member cannot designate a person on his/her behalf to cast a proxy vote.
4. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date. For regular Board meetings, the subsequent Board meeting shall be held after seven days. For emergency/special meeting, the subsequent meeting may take place within 24 hours.
5. If the quorum requirement is still not established in subsequent meeting, the quorum shall be reduced to 51% of the total numbers of the BOD.
6. On no account, a quorum of less than 33% of the total numbers of BOD shall constitute a quorum.
7. Passage of a motion shall require a simple majority of the BOD forming a quorum.
8. In case of a tie vote, the meeting shall be adjourned. The meeting shall reconvene after 24-48 hours and reconsider the motion for a vote.
9. If tie is not broken, The Finance Secretary of PTI shall cast the deciding vote.

9. COORDINATION WITH PAKISTAN TEHREEK-E-INSAF USA

1. A Member Coordinator (MC) of PTI USA may attend a BOD meeting but only after a formal request is made to the Secretary of the BOD and approved by the BOD in advance
2. A Member Coordinator (MC) of PTI USA may attend the meetings of BOD of PTI USA, LLC as an observer only.
3. The MC can neither vote, nor constitute a quorum of the meeting.
4. The sole purpose of attendance by the MCs is to enhance communication and coordination between MCs and PTI USA, LLC.

10. CONFLICT OF INTEREST

1. Any Member of the Board who may have a financial, personal, or official interest in, or conflict, or appearance of a conflict, with any matter pending before the Board, of such a nature that it prevents or may prevent that Member from acting on the matter in an impartial manner, shall offer to voluntarily excuse him/herself from the meeting and refrain from discussion and voting on the said matter.
2. If and when a Board Member announces his/her intention to participate in Pakistan Tehreek-e-Insaf election either in the USA or Pakistan, his/her Membership and any position he/she may hold in the Board shall be automatically suspended. He/she will not participate in a day to day operation of the corporation during such period until the elections are held.

3. If the said Board Member wins the election he/she shall automatically cease to be the Member of the BOD.
4. The vacant position shall be filled through nomination in consultation with the Members of the BOD or appointed by the Chairman, Pakistan Tehreek-e-Insaf.
5. If the said Board Member losses in the election, the Board Member shall maintain his/her Board Membership if he/she desires so.

11. CONFLICT MITIGATION

1. In case of a conflict or dispute between Board Members, the aggrieved party shall contact the President who shall take all appropriate actions to resolve the dispute or grievance.
2. If the President fails to resolve the dispute or grievance, a meeting of the BOD shall be called to resolve the dispute or grievance.
3. If the dispute or grievance is not resolved in two attempts, the case shall be forwarded to the General Secretary of Pakistan Tehreek-e-Insaf.
4. The aim of the above mentioned mitigation steps is to establish a process by which disputes and grievances between Board members can be resolved in a timely and effective manner which otherwise has the potential to negatively impact the morale, repute and working relationship of individual Board Members.

12. DISSOLUTION OF CORPORATION AND DISMISSAL OF A BOD

1. The Chairman, Pakistan Tehreek-e-Insaf (PTI) may dissolve the corporation, PTI USA, LLC, at any time without prior approval of the BOD.
2. The decision to dissolve the corporation by the Chairman, PTI shall be communicated to the BOD in writing.
3. The BOD may consider to dissolve the corporation in a quorum constituted by the presence of the 2/3 of the total number of Members of the Board but must be approved by the Chairman, PTI in writing.
4. The proposal to dissolve the corporation shall be discussed at a regular Board meeting held after a thirty (30) days notice in writing had been given to the members of the BOD.
5. Upon dissolution of the corporation, the BOD shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively back to Pakistan Tehreek-e-Insaf.
6. The Chairman, PTI may suspend or dismiss or take a disciplinary action against a BOD at any time due to cause.

13. AMENDMENTS

1. Amendment to these bylaws may be proposed by any Board Member. The proposed amendment shall be forwarded to the Secretary who shall put the proposed amendment on the agenda of the next regular Board meeting.
2. If 2/3 of Board of Directors concurs with the proposed amendment, the Secretary shall send a written notice of the proposed amendment to the BOD and it shall become part of bylaws immediately.
3. The Central Executive Committee (CEC) of PTI may amend the bylaws of PTI USA, LLC at any time.