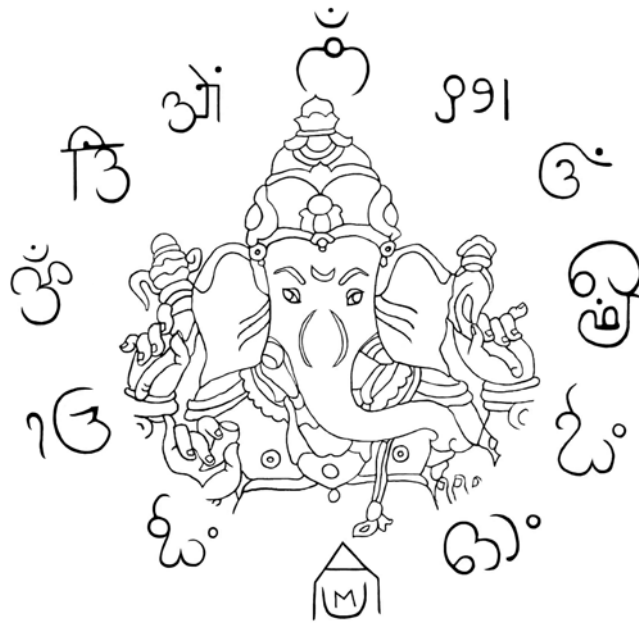


# MAHA GANAPATI TEMPLE OF ARIZONA



## BYLAWS

Effective April 14<sup>th</sup> 2007

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## **ARTICLE ONE**

### **OFFICES**

#### **1.01 PRINCIPAL OFFICE:**

The principal office of the corporation is located in Pinal County, State of Arizona. This non-profit corporation, registered under the name “Maha Ganapati Temple of Arizona”, here afterwards will be called “The Temple”, the State of Arizona will be called “The State”.

#### **1.02 CHANGE OF ADDRESS:**

The designation of the county or state of the corporation’s principal office may be changed by amendment of these Bylaws. The Board of Directors, here afterwards called “The Board”, may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of the Bylaws:

51933 W. Teel Road, Maricopa City, AZ 85239 Dated: April 14<sup>th</sup>, 2007

#### **1.03 OTHER OFFICES:**

The Temple may also have offices at such other places, within or without its state of incorporation, where is its qualified to do business, as its business and activities may require, and as The Board may, from time to time, designate.

## **ARTICLE TWO**

### **NON-PROFIT PURPOSES**

#### **2.01 IRC SECTION 501 (c) (3) PURPOSES:**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

#### **2.02 SPECIFIC OBJECTIVES AND PURPOSES:**

The specific objectives and purposes of The Temple shall be:

- a. to provide a traditional place of worship (Temple) for the Hindus of all denominations and sects;
- b. to maintain regular religious services in The Temple;
- c. to oversee the welfare of the Hindu priests and their families;
- d. to engage in fund raising for construction of The Temple, further expansion of The Temple, maintenance of the structural integrity of The Temple, and all incidental expenses that may arise from time to time for normal operations of The Temple;
- e. to have the normal functions, operations, program and pursuits incidental to a Hindu temple; and
- f. to engage and fulfill any lawful activities and actions for raising the awareness of Hinduism amongst all the people.

## **ARTICLE THREE**

### **DIRECTORS**

#### **3.01 NUMBER OF DIRECTORS:**

The Temple will have a minimum of **five** and maximum of **nine** Directors and collectively they shall be known as the Board of Directors or 'The Board'.

#### **3.02 QUALIFICATIONS**

The Directors shall be of age of majority in The State. Other qualifications for each Director of The Temple shall be as follows:

- a. Shall be a practicing Hindu as defined by the following quote referred to as an ‘adequate and satisfactory’ formula on July 2, 1995, by India’s Supreme Court:

‘Acceptance of the Vedas and other Hindu religious scriptures with reverence; recognition of the fact that the means or ways to salvation are diverse; and the realization of the truth that the number of Gods to be worshiped is large, that indeed is the distinguishing feature of the Hindu religion.’

- b. Shall be in good standing in the Hindu community at large;
- c. Shall be a legal resident of the State of Arizona;
- d. Shall have served as a volunteer on any Temple Committee for a minimum of at least one year prior to the calendar year of nomination.
- e. Shall uphold The Temple Bylaws and Articles of Incorporation;
- f. Shall not serve as a board member for any other similar non-profit organization during the term as a member of The Board;
- g. Shall not have served more than three (3) consecutive one-year terms on the Board.
- h. After having served three (3) full terms as a Director, an individual shall not serve as a Director until three (3) years have passed since completion of the last term.
- i. An immediate family member of any Director who has served three (3) full terms shall not serve as a Director until one (1) year has passed since that Director leaves office.

### **3.03 POWERS**

Subject to the provision of the laws of The State and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of The Temple, the activities and affairs of The Temple shall be conducted and all corporate powers shall be exercised by or under the direction of The Board.

### **3.04 DUTIES**

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of The Temple;
- c. Supervise all officers, agents and employees of The Temple to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws; and
- e. Register their addresses with the Secretary or his designate of The Temple, and notices of meetings mailed, telegraphed, or sent by any electronics means to them at such address shall be valid notices thereof.

### **3.05 TERM OF OFFICE**

Each Director shall hold office for a period of **one** year and until his or her successor is elected and qualified (See Section 3.15).

### **3.06 COMPENSATION**

The Directors shall serve without compensation except that a reasonable fee may be paid to them for attending regular and special meeting of The Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

### **3.07 PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation unless otherwise provided by The Board, or, at such other place as may be designated from time to time by resolution of The Board.

### **3.08 REGULAR MEETINGS**

Regular meetings of The Board shall be held monthly on the second Saturday at 1:00 PM, or, any other agreed upon time and day at least once a month.

The action to be taken on the Director/s continually not attending the meeting is described under Section 5.04.

### **3.09 SPECIAL MEETINGS**

Special meeting of The Board may be called by the President, or by the Vice President, or by the Secretary, or by any two Directors, or by any three Councillors, or, if different, by



the persons specifically authorized under the laws of The State to call special meetings of The Board. Such meetings shall be held at the principal office of The Temple, or, if different, at the place designated by the person or persons calling the special meeting.

### **3.10 ANNUAL GENERAL BODY MEETING**

The Board shall call for an Annual General Body Meeting (“AGM”) of The Temple once every year to be held no later than the 30<sup>th</sup> of April. Such meeting shall be held at the principal office of The Temple, or, if different, at the place designated by The Board.

The matters to be acted at this Meeting shall include, but not limited to, the introduction of The New Board (See Section 3.15 e)) and Officers (See Section 3.15 e)) duly elected to The Board for the next term, and to present the annual audited Financial Statement to the Patrons at large.

### **3.11 NOTICE OF MEETINGS**

Unless otherwise provide by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of The Board.

- a. Regular Meetings: At least one week prior notice shall be given by the Secretary of The Temple to each Director, and each Councillor, for each regular meeting of The Board. Such notice may be oral or written, may be given personally, by telephone, or by electronic mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
- b. Special Meetings: At least one week prior notice shall be given by the Secretary of The Temple to each Director, and each Councillor, for each special meeting of The Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by electronic mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of e-mail notification, the Director or the Councillor to be contacted shall acknowledge personal receipt of the e-mail notice by a return message or telephone call within twenty-four hours of the first e-mail transmission.
- c. Annual General Body Meetings: At least one month prior notice shall be given by the Secretary of The Temple to each Director, each Councillor, and all Patrons listed in the Patron book or an equivalent electronic database. Such

notice may be oral or distributed by electronic mail and also published through the Temple web site, and shall state the place, date and time of the AGM and the matters proposed to be acted upon at the meeting.

- d. Waiver of Notice: Whenever any notice of a meeting is required to be given to any Director, or any Councillor, of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of The State, a waiver of notice in writing signed by the Director or the Councillor, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

### **3.12 QUORUM FOR MEETINGS**

A quorum shall consist of two-thirds (2/3) of the number of The Board.

Except as otherwise provided under the Articles of Incorporation, Bylaws, or the law of The State, no business shall be considered by The Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

### **3.13 MAJORITY ACTION AS BOARD ACTION**

Every act taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be adopted as an act of The Board, unless the Articles of Incorporation, these Bylaws, or the law of The State require a greater percentage or different voting rules for approval of a matter by The Board.

Any action that requires the voting of the Executive Advisory Council (EAC) is governed by the same majority rule.

### **3.14 CONDUCT OF MEETINGS**

The meetings of The Board shall be presided over by the Chairperson of The Board, or, if no such person has been so designated, or, in his or her absence, the President of The Temple, or, in his or her absence, by the Vice President of The Temple, or in the absence or each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of The Temple shall act as secretary of all meetings of The Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as the Secretary of the meeting.

The meetings shall be governed by such procedures as may be approved from time to time by The Board, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or the law of The State.

### **3.15 BOARD OF DIRECTORS ELECTION PROCESS**

- a. Election of Board of Directors. Directors shall be elected by current members of The Board and The Council (See Article Four).
- b. Election Committee. For the purpose of electing new Directors for the next term year, The Board shall create an Election Committee no later than January 31<sup>st</sup> of each year to be chaired by the Secretary. The Election Committee shall be composed of an odd number of Directors and/or members of the Executive Advisory Council (EAC).
- c. Nominations for new Board candidates or re-nomination of existing Board members shall be made in writing, including email, to the Election Committee by any member of The Board or The Council no later than February 15<sup>th</sup>.
- d. Candidate Approval. The Election Committee shall uniformly apply The Board Qualification Criteria outlined in Section 3.02 to each nominated candidate and publish the final election ballot no later than March 1<sup>st</sup> to The Board and The Council.
- e. Election Rules. The following rules shall govern the election of Board Members:
  - 1) Elections shall be conducted annually, at least four (4) weeks prior to the AGM.
  - 2) All members of the Board of Directors and Executive Advisory Council shall have voting privileges. Such Board of Directors who are serving the current term shall also be collectively be referred to as “The Exiting Board”.
  - 3) The number of Board positions to be filled shall be determined and announced prior to the election.
  - 4) The candidates receiving the highest number of votes up to the maximum number of Directors to be elected shall be elected to serve on The Board.
  - 5) If the number of board positions as prescribed by the Bylaws are not met, then members of The Board shall conduct and participate in a second vote in order to fill the subscribed number of Directors as outlined in Section 3.01 above.

- 6) The Secretary shall announce and certify the results of the final election no later than March 31<sup>st</sup>. Such elected members shall be collectively referred to as “The New Board”.

- f. Transition of Office. The Exiting Board leave Office of The Board at the completion of the AGM, and The New Board shall take Office of The Board immediately thereafter. The New Board does not have any Powers (See Section 3.03) until such assumption of Office.

### **3.16 VACANCIES**

Vacancies on The Board shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary or The Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if The Temple would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of The State.

The Directors may be removed from office, with or without cause, as permitted by an in accordance with the laws of The State.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or the law of The State, vacancies on The Board may be filled by approval of The Board. If the number of Directors then in office is less than the minimum, a vacancy on The Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on The Board shall hold office until the next election of The Board or until his or her death, resignation or removal from office.

### **3.17 NON-LIABILITY OF DIRECTORS**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### **3.18 INDEMNIFICATION BY THE TEMPLE OF DIRECTORS AND OFFICERS**

- a. Indemnification: except as provided in these Bylaws, the Corporation shall hold harmless and indemnify each of its Directors and Officers (“indemnatee”) against any and all liability and expenses incurred by indemnatee in connection with any threatened or actual proceeding or legal

action resulting from indemnitee's service to Corporation or to another entity at Corporation's request.

- b. Exclusions: Except insofar as permitted by law, Corporation shall not indemnify indemnitee for acts listed in A.R.S. § 10-1005.C.8.
- c. Procedure: Indemnitee shall notify Corporation promptly of the threat or commencement of any proceeding or legal action with respect to which indemnitee intends to seek indemnification. Corporation shall be entitled to assume indemnitee's defense with counsel reasonably satisfactory to indemnitee, unless indemnitee provides Corporation with an opinion of counsel reasonably concluding that there may be conflict of interest between indemnitee and Corporation in the defense of the proceeding or legal action. If corporation assumes the defense, Corporation shall not be liable to indemnitee for legal or other expenses subsequently incurred by indemnitee.
- d. Expense Advances: Corporation shall advance automatically expenses, including attorneys' fees, incurred or to be incurred by indemnitee in defending a proceeding or legal action upon receipt of notice and, if required by law, of an undertaking by or on behalf of indemnitee to repay all amounts advanced if it is ultimately determined by final judicial decision (after expiration or exhaustion of any appeal rights) that indemnitee is not entitled to be indemnified for such expenses.
- e. Settlement of Claims: Corporation shall not be obligated to indemnify indemnitee for any amounts incurred in settlement if settlement is made without Corporation's prior written consent. Corporation shall not enter into any settlement that would impose any penalty or limitation in indemnitee without indemnitee's prior written consent. Neither Corporation nor indemnitee will unreasonably withhold consent to any proposed settlement.
- f. Effect of Repeal: In order that indemnitee may rely on the indemnification promised by the Section, no repeal or amendment of this Section shall reduce the right of indemnitee to payment of expenses or indemnification for acts of indemnitee taken before the date of repeal or amendment.

### **3.19 INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of The Temple (including a Director, Councillor, Officer, Employee or other agent of The Temple) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not The Temple would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or the law of The State.

**ARTICLE FOUR**  
**EXECUTIVE ADVISORY COUNCIL (EAC)**

**4.01 NUMBER OF EXECUTIVE ADVISORY COUNCILLORS**

There is no limit to the number of Executive Advisory Councillors, hereafter referred to as “The Councillor(s)”, and collectively referred to as “The Council” or “The EAC”.

**4.02 QUALIFICATIONS**

Qualifications for each Councillor shall be as follows:

- a. Shall be of the age of majority as determined by the laws of The State.
- b. Shall meet the criteria for Board membership as outlined in Sections 3.02 a, b, and c above.
- c. Shall meet any one of the following criteria:
  - 1) Shall be a former Board Member of The Temple who shall have completed three full terms and not necessarily consecutive terms; or
  - 2) Shall have donated more than \$25,000 to The Temple within thirty-six (36) consecutive months; or
  - 3) Shall be a Loan Guarantor, subject to the needs of The Temple which may vary over time;

**4.03 POWERS**

The EAC shall have the following powers regarding governance of The Temple:

- a. Participation in the election of The Directors (see Section 3.15); and
- b. Participation in any Board-initiated action that may result in a capital expenditure of more than \$50,000; and
- c. Participation in any Board-initiated action that may result in removal of a Councillor.

The authority of The EAC shall specifically be limited to the above-named powers. Each Councillor shall be considered a voting member of The Board as it applies to such powers; however, a Councillor must participate in a minimum of four (4) Board-initiated

meetings annually in order to obtain and/or maintain voting privileges for the next twelve (12) months.

#### **4.04 TERM OF OFFICE**

There are no term limits for Councillors; however, Councillors are subject to the terms of the EAC Exit Criteria specified in Section 4.06 below.

#### **4.05 COMPENSATION**

The Councillors shall serve without compensation except that a reasonable fee may be paid to them for attending regular and special meeting of The Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

#### **4.06 EXIT CRITERIA**

A Councillor may resign or be removed from office in accordance with any one of the following criteria:

- a. Upon the death of the Councillor; or
- b. Upon resignation. Any Councillor may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, The Board, or The EAC.
- c. Upon failure to meet the qualifications for The Councillor as outlined in Section 4.02 a) or Section 4.02 b). Such failure shall cause the Councillor to be automatically removed from office. The Secretary shall inform the Councillor that the failure to meet the criteria has resulted in his or her automatic removal from the EAC.
- d. Upon joint action of The Board and the EAC, with or without cause, as permitted and/or required by and in accordance with the laws of the State.

The office of Councillor is non-transferrable to any other person, with one exception. In the event the death of a Councillor occurs within five (5) years after initial appointment to the EAC, the appointment of that Councillor may be transferred to any immediate family member (i.e., spouse, father, mother, son, daughter), subject to EAC qualification criteria as outline in Section 4.02 a) and 4.02 b) above. Transfer of a deceased Councillor's office shall only occur once.

An EAC Councillor who has resigned from office shall be ineligible from holding such office again for a period of five (5) years.

An EAC Councillor who has been involuntarily removed from office shall become permanently ineligible from holding such office in the future.

#### **4.07 INDEMNIFICATION BY THE TEMPLE OF COUNCILLORS**

The Temple, to the fullest extent permissible, shall indemnify any and all Councillors in accordance with the Indemnification Clause outlined in Section 3.18 above.

### **ARTICLE FIVE** **OFFICERS**

#### **5.01 DESIGNATION OF OFFICERS**

The officers of The Temple shall be a President, a Vice President, a Secretary, and a Treasurer. The Temple may also have a Chairperson of The Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by The Board.

#### **5.02 QUALIFICATIONS**

Any person on the Board may serve as an Officer of The Temple.

#### **5.03 ELECTION AND TERM OF OFFICE**

The Board shall elect the Officers, at any time, and each officer shall hold until he or she resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected and qualified, whichever occurs first.

#### **5.04 REMOVAL AND RESIGNATION**

The Board may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice to The Board or to the President, or the Secretary of The Temple. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by The Board relating the employment of any officer of The Temple.

If any Director misses three consecutive regular meetings (see Section 3.08) without notice of due cause, rest of the Directors may take action calling for explanation and expel the said Director if The Board decides the said Director is unable to fulfil the responsibilities to The Temple.



## **5.05 VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by The Board. In the event of a vacancy in any other office other than the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of The Board may or may not be filled, as The Board shall determine.

## **5.06 DUTIES OF PRESIDENT**

The President shall be the chief executive officer of The Temple and shall, subject to the control of The Board, supervise and control the affairs of The Temple and activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by laws of The State, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by The Board. Unless another person is specifically appointed as the Chairperson of The Board, the President shall preside at all meetings of The Board and any other special meetings. Except otherwise prescribed by laws of The State, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of The Temple, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by The Board.

## **5.07 DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President. When so acting, shall have all the powers of and the restrictions on President. The Vice President shall have other powers and perform such other duties as may be prescribed by the laws of The State, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by The Board.

## **5.08 DUTIES OF SECRETARY**

The Secretary shall:

- a. Certify and keep at the principal office of The Temple, the original or a copy of these Bylaws as amended or otherwise altered to date.
- b. Keep at the principal office of The Temple or such place determined by The Board, a book of minutes of all the meetings of The Board, and, if applicable, meetings of committees of the Directors and other committees. The time and place of holding such meetings indicating whether regular or special, how called, how notice was given, the names of attendees or represented at the meeting, and the proceedings thereof will be recorded in those minutes.

- c. Make sure that all notices are duly given in accordance with these Bylaws or as required by the law of The State.
- d. Will be the custodian of the seal of The Temple and records. Will affix the seal as authorized by the law of The State or provisions of these Bylaws, to duly executed documents of The Temple.
- e. Keep a patron book, or an equivalent electronic database, containing the name and address of each patrons of The Temple at the principal office. Will also keep the record of when the patrons change the address and leave the area without forwarding address.
- f. Exhibit at all reasonable times to any Director of The Temple, or to his or her agent or attorney, on request therefor, the Bylaws, the patron book or an equivalent electronic database, and the minutes of the proceedings of The Board of The Temple.
- g. Purchase appropriate insurance to protect the assets of The Temple, and to reduce the liabilities to The Temple.
- h. Complete and file the Arizona Corporate Commission report once a year no later than the 30<sup>th</sup> of April.
- i. In general, perform all duties incident to the office of the Secretary and such other duties as may be required by laws of The State, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her by The Board.

## **5.09 DUTIES OF TREASURER**

The treasurer shall

- a. Have charge and custody of, and be responsible for, all funds and securities of The Temple, and deposit all such funds in the name of The Temple in such banks, trust companies, or other depositories as shall be selected by The Board.
- b. Receive and give receipt for monies due and payable to The Temple from any source whatsoever.

- c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by The Board only after taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of The Temple's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- e. Exhibit at all reasonable times to any Director or Councillor of The Temple, or to his or her agent or attorney, on request therefore, the Bylaws, the account and financial records of The Temple.
- f. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of The Temple.
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports, including quarterly tax filings and annual audited statements.
- h. Keep at the principal office of The Temple, or such place determined by The Board, an annual audited statement no later than the day of AGM .
- i. In general, will perform all duties incident to the office of the Treasurer and such other duties as may be required by the laws of The State, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her by The Board.

#### **5.10 COMPENSATION**

In all cases, the officers will not receive salaries or compensation of any kind for services rendered to or for the corporation.

#### **5.11 OTHER**

All Directors and officers of the corporation shall inform any change in postal address, telephone or any other communication addresses such as electronic mail address to the Secretary of The Temple, or to the person designated by him or her, well in advance to enable the new information can be recorded.

## **ARTICLE SIX**

### **COMMITTEES**

#### **6.01 EXECUTIVE COMMITTEE**

The Board may, by a majority vote of its members, designate an Executive Committee consisting of five or more board of Directors and may delegate to such committee the powers and authority of The Board in the management of the business and affairs of The Temple, to the extent permitted, and except as may be otherwise be provided, by provisions of the law of The State.

The Board may at any time may revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from The Board, by a majority vote. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with The Temple records, and report the same to The Board from time to time as The Board may require.

#### **6.02 OTHER COMMITTEES**

The Temple shall have such other committees as may from time to time be designated by the resolution of The Board. These committees may consist of persons who are not also members of The Board and shall act in an advisory capacity to The Board. All such committees will have at least one member of The Board.

#### **6.03 MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws governing the meetings of The Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for The Board and its members, except that the time for regular and special meetings of the committees may be fixed by resolution of The Board or the committee. The Board may also adopt rules and regulations to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Any committee will not act upon any resolution taken by them unless the power to act is delegated to the said committee, or it is pre-approved, or approved by the Executive Committee or The Board.

## **ARTICLE SEVEN**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **7.01 EXECUTION OF INSTRUMENTS**

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of The Temple, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind The Temple by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **7.02 CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of The Board, or otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of The Temple shall be signed by the Treasurer and countersigned by the President of the Corporation.

#### **7.03 DEPOSITS**

All funds of The Temple shall be deposited from time to time to the credit of The Temple in such banks, trust companies, or other depositories as The Board may select.

#### **7.04 GIFTS**

The Board may accept contribution, gift, bequest, or device for the non-profit purposes of The Temple on behalf of The Temple.

#### **7.05 MAINTENANCE OF CORPORATE RECORDS**

The temple shall keep at its principal office:

- a. The minutes of all meetings of Directors, committees of The Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its Directors, Councillors, and Patrons, indicating their names and addresses;

- d. Any change of address of the Directors or Councillors noted duly and recorded.

#### **7.06 CORPORATE SEAL**

The Board may adopt, use and at will alter a corporate seal here afterwards called the 'Temple Seal'. The Board can only alter the design of The Temple Seal with the unanimous acceptance. Such seal shall be kept at the principal office of The Temple. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

#### **7.07 DIRECTORS' AND COUNCILLORS INSPECTION RIGHTS**

Every Director and Councillor shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of The Temple and shall have such other rights to inspect the books, records and properties of The Temple as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of the law of The State.

However, all copies shall be returned once the person ceases to hold the office of Director or Councillor. The records and data shall not be used to the detriment of the Objectives mentioned in Section 2.02 of these Bylaws.

#### **7.08 NO MEMBERS AND NO MEMBER INSPECTION RIGHTS**

The Temple does not have any members per the Articles of Incorporation.

The Board do not have the right to accept, or pass a resolution to accept members unless The Temple is dissolved and all the assets are distributed to a new corporation with similar objectives mentioned in Section 4.02 of these Bylaws exempt from federal income tax under section 501(c)(3) of The IRS.

#### **7.09 RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person by such person or by the agent or attorney of that person and the right to inspection shall include the right to copy and make extracts.

#### **7.10 PERIODIC REPORT**

The Board shall cause any annual or periodic report required under the law to be prepared and delivered to an office of The State or the members, if any, of The Temple, to be so prepared and delivered within the time limits set by the law of The State.

**ARTICLE EIGHT**  
**IRC 501(c)(3) TAX EXEMPTION PROVISIONS**

**8.01 LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of The Temple shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the 'Internal Revenue Code' here afterwards called "The IRS"], and The Temple shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, The Temple shall not carry on any activities not permitted to be carried on

- a. by a corporation exempt from federal income tax under section 501(c)(3) of The IRS, or
- b. By a corporation, contributions to which are deductible under Section 170(c)(2) of The IRS.

**8.02 PROHIBITION AGAINST PRIVATE INSTRUMENT**

No part of the net earnings of The Temple shall inure to the benefit of, or be distributable to, its patrons, Directors, Councillors, Officers, or other private persons, except that The Temple shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes and objectives of The Temple.

**8.03 DISTRIBUTION OF ASSETS**

Upon dissolution of The Temple, its assets remaining after payment, or provision for payment, of all debts and liabilities of The Temple shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of The State.

**8.04 PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which The Temple is a private foundation as described in Section 509(a) of the IRS, The Temple

- a. shall distribute its income for said period at such time and manner as not subject it to tax under section 4942 of the IRS;
- b. shall not engage in any act of self-dealing as defined in Section 4941(d) of the IRS;
- c. shall not retain any excess business holdings as defined in Section 4943(c) of the IRS;
- d. shall not make any investments in such manner as to subject The Temple to tax under Section 4944 of the IRS; and
- e. Shall not make any taxable expenditures as defined in Section 4945(d) of the IRS.

## **ARTICLE NINE**

### **AMENDMENT OF BYLAWS**

#### **9.01 AMENDMENT**

Subject to the Directors, if any, of The Temple to adopt, amend or repeal the Bylaws of this corporation and except as may be otherwise be specified under provisions of the law of The State, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of The Board.

To amend any Bylaw, seventy-five percent (75%) of the Directors' approval is required. However, the terms of these Bylaws as established in Section 7.08 shall not be amended, nor shall the Corporate objectives as stated in Section 2.02 be altered to the detriment of the originally stated objectives of the Corporation.

## **ARTICLE TEN**

### **CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of The Temple, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions of these Bylaws shall be unaffected by such holding.



All references in these Bylaws to the Articles of Incorporation shall be to be Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, or other founding document of this corporation filed with an office of The State and used to establish legal existence of The Temple.

All the references in these Bylaws to a section or sections of the IRS shall be to such section of the IRS of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## ADOPTION OF BYLAWS

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We, the undersigned, Directors of The Temple, consent to, and hereby do, adopt the foregoing Bylaws, consisting of **twenty five** preceding pages, as the Bylaws of The Temple. This Bylaws shall be effective on April 14<sup>th</sup> 2007.

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Aravindhan Thayaparan

April 14<sup>th</sup> 2007

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Dev Mahadevan

April 14<sup>th</sup> 2007

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Kumar Balasubramanian

April 14<sup>th</sup> 2007

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Mouli Subramanian

April 14<sup>th</sup> 2007

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Pradeep Ganesh

April 14<sup>th</sup> 2007

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Ramamurthy Krithivas

April 14<sup>th</sup> 2007

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Ramesh Natarajan

April 14<sup>th</sup> 2007

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Sujatha Gunnala

April 14<sup>th</sup> 2007