

---

**CONSTITUTION  
AND  
BYLAWS  
OF  
SANATAN DHARMA DEVASTHANA FOUNDATION**

---

Sanatan Dharma Devasthanana Foundation (SDDF) is a new foundation that is planning to buy land to build a temple or buy a place where we can run a temple in Fargo Moorhead area. SDDF will be running a temple as the Hindu Temple of Fargo Moorhead (HTOFM). To establish SDDF and move forward to open a temple, to provide it stability, and for the viability of this project; we are amending the Constitution and Bylaws on May 28, 2022. All Board of Directors (BOD) agree and approve these amendments. At this stage we do not have any members, hence approved by the BOD.

Approved and adapted on May 28, 2022

## **PREAMBLE**

We, the members of the Sanatan Dharma Devasthanana Foundation, running temple as, Hindu Temple of Fargo Moorhead, having solemnly resolved to establish the said Temple for the religious, spiritual, cultural and educational needs of the Community, through our Board of Directors, effective initially from the 25th day of January, 2022. We have amended the Constitution and Bylaws on May 28, 2022; do hereby adopt and give to ourselves this Constitution and Bylaws.

Adopted effective- May 28, 2022

# CONSTITUTION

## ARTICLE 1

### NAME AND OBJECTIVES

- 1.1. The name of the Corporation shall be Sanatan Dharma Devasthanana Foundation and will be running temple as, Hindu Temple of Fargo Moorhead. In this Constitution, the building of the Temple is referred to as the “Temple,” and the membership organization associated with the Temple is referred to as the “Society,” and the group of people believing in or interested in the Hindu religion and philosophy is referred to as the “Community”. The term “Hindu” includes all those people who believe, practice or respect the spiritual and religious principles of ancient India, and thus Hindus include the followers of the Vedic religion and all its derivatives.
- 1.2. Its objectives shall be:
  - A. To perform religious, spiritual and cultural activities.
  - B. To establish a Temple available to the Community for such religious, spiritual, educational and cultural activities.
  - C. To maintain and run the Temple after it is established and made available to the Community.
- 1.3. The organization of the Temple shall be registered as a Minnesota non-profit, ecclesiastical corporation.

## ARTICLE 2

### MEMBERSHIP

- 2.1. Any individual 18 years of age or above, subscribing to the objectives of the Society and paying the necessary dues and donations as set forth herein and, in the Bylaws, may become a member, subject to the approval of the Board. Any individual who is of a good character as defined by normal social and ethical standards may become members. This corporation shall have members with and without voting rights.
- 2.2. Membership categories will be as; affiliate members, voting members, honorary members, founder trustees and trustees.
  - A. **Affiliated Members:** they will have no voting rights and fee will be as below;
    - A.1 Students-fee for this membership will be \$ 51 per year.

A.2 Individual: fee for individual membership will be \$ 101 per year.

A.3 Family: fee for family will be \$ 201 per year.

B. **Voting Members:** Voting membership in this corporation shall be limited to those persons identified by the Secretary as having met the threshold for voting membership.

B.1 Basic Voting Member: an individual or family who donates 2000 dollars or more and pay membership fee per year, can become basic voting member. They will have one vote per membership. They are eligible to become executive committee member.

B.2 Patron Member: Those who have donated 5000-10,000 dollars either as a lump sum or over a period of 5 years and pay membership fee per year, can become patron member. They will have 2 votes per family (husband and wife) and they are eligible to become executive committee member.

B.3 Grand Patron Member: Those who donate 10,000 dollars or more as a lump sum or over a period of five years, can become grand patron. They will have two votes per family (husband and wife). Once they reach or cross 15,000/ dollars donation, they are eligible to become board of director (BOD).

C **Honorary members:** Membership shall be limited to individuals such as scholars, spiritual and/or religious leaders and dignitaries. This exclusive honor shall be granted for a two year-term by the Board of Directors at its discretion. Honorary members can be re- appointed by the Board of Directors and they have no voting rights.

D **Founder Trustees:** Membership will be given to the members who joined SDDF/HTOFM during first year or till March 31<sup>st</sup>, 2023 and have donated 20,000/ dollar or more as lump sum or cumulative. They will be lifetime Founder Trustee members (both husband and wife) of SDDF/HTOFM. Founder Trustees will be included in discussions and will contribute their ideas regarding major decisions about SDDF/HTOFM with the BOD. They have voting rights, two votes per family.

E **Trustees:** Membership will be given to those members who donate \$30,000/ or more as lump sum after March 31<sup>st</sup>, 2023 or when they have donated \$30,000/ or more on cumulative basis. After \$30,000 threshold is reached, they become Trustees and lifetime members (husband and wife) of SDDF/HTOFM. Trustees will be included in discussions and will contribute their ideas regarding major decisions about SDDF/HTOFM with the BOD and Founder Trustees. BOD will decide the amount of donation as lump sum to qualify as trustee from time to time while maintaining a minimum 30,000 dollars as lump sum or over a period of 5 years. Trustee members have voting rights, two votes per family.

2.3. Membership shall be considered as a privilege for admission to and for the use of the

facilities of the Society for designated activities.

### **ARTICLE 3**

#### **FINANCIAL POLICY**

- 3.1. The fiscal year of the Society shall commence on the first day of January and end on the last day of December of each year.
- 3.2. All annual membership dues, as set forth in the current version of the operational document, shall be payable on or before the first day of January each year. If the

membership dues are not paid by the end of March of a given year, a member shall be considered at default and his/her membership shall automatically be considered canceled. However, at the discretion of the Board, such membership may be re-instated when all dues have been fully paid.

- 3.3. In the event of the dissolution of this Society, or in event that it shall cease to carry out the objectives purposes herein set forth, all of the business, property and assets of the Society shall be distributed to such non-profit charitable and religious corporation or corporations possessing tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, having similar objectives and as may be recommended by the Board of Directors of this Society and approved by at least two-thirds (2/3) of the members returning mail ballots or present at the general membership meeting so that the business properties and assets of this Society shall then be used for and devoted to the purposes of carrying on other non-profit charitable endeavors only.

## ARTICLE 4

### DIRECTORS, COMMITTEES, OFFICERS

#### 4.1. **Board of Directors.**

- A. The main governing body shall be called the Board of Directors. A minimum of four (4) shall be elected by the voting membership from among the members with voting rights. To be eligible for the position of Director, a candidate must be a Temple member in the year in which such individual was elected or appointed. All Directors shall have equal voice in all matters coming before the Board.
- B. As our foundation is new, the members of the Board of Directors shall each serve for a four (4) year term initially to establish the foundation/ temple and then run it smoothly. After initial four years, the term will be reduced to three (3) years. Members can have maximum two consecutive terms and they can become director after a gap of at least 1 year. Board of director can be part of the organizing committee initially helping to establish the foundation/ temple if needed. Any member of the Board found negligent in his or her duties may be removed per Article 8 of this Constitution. A vacancy of an elected position on the Board resulting from this reason or any other reason may be filled only by the regular election process as described in the Bylaws and these Articles.
- C. The Board of Directors, in addition to having overall responsibility for the smooth running of the Society and the Temple, shall have the following specific functions:
1. Elect a chairperson, vice chairperson and a secretary for a term of 3 years and subsequently it will be for term of 2 years.

2. Appoint a Nominating and Election Committee once a year when needed to develop nominations for the vacant positions of elected members of the Board of Directors.
3. Exercise general supervision over the Society's affairs.
4. Investigate and audit the Society's decisions.
5. Insist on meaningful Board meetings with full disclosure of operating results.
6. Maintain minutes of each meeting and inform general membership of major decisions.
7. Require the Society to employ a CPA firm to audit the records of the Society.
8. Require the Society to engage competent legal counsel as needed.
9. Appoint an Executive Committee to carry out the Board of Directors' policies to run the Society on a day to day basis.
10. Evaluate officer performance; review the duties of officers periodically.
11. Authorize legitimate corporate indebtedness.
12. Adopt and follow sound business practices.
13. Adopt and amend the Conflict of Interest Policy of the Society and avoid self-serving policies and conflicts of interest in accordance with the Conflict of Interest Policy of the Society.
14. Maintain a good credit rating for the Society.
15. Establish committees and oversee their activities; review their major decisions and receive and act upon committee reports, as appropriate.



## 4.2. Committees.

- A. **Executive Committee:** This Committee shall consist of a president, vice presidents, secretaries, and treasurers. Members of the Executive Committee shall be appointed for three years initially and two (2) years thereafter by the Board of Directors, from the membership. They can have maximum two consecutive terms and can be reelected again after a gap of at least one year. They may also be removed at any time at the discretion of the Board of Directors. The Executive Committee, in addition to having overall responsibility for the day to day running of the Society and any other duties imposed by this Constitution or the Bylaws, shall have the following specific functions:
1. Prepare an annual budget for the discussion and approval of the Board of Directors.
  2. Keep financial records and membership records, including membership records by category.
  3. Collect dues, send notices, and prepare monthly reports regarding the operation of the Society and the Temple for the Board of Directors.
  4. Maintain a list of members in good standing, their classification, and initiate disciplinary action against disruptive members.
  5. Coordinate the activities of the Society with the general policies of the Society.
  6. Recommend actions on management and administrative matters and instruct management, as appropriate.
  7. Maintain permanent records of its proceedings and those of its committees.
- B. **Special Committees:** Special committees shall be appointed by the Board of Directors as needed. These committees will dissolve when their assigned duties have been completed.
1. **Audit Committee:** Each year the Board of Directors shall appoint an Audit Committee to audit the accounts of the Society for the past year.
  2. **Nominating and Election Committee:** During the months of March-April, when needed, the Board of Directors shall appoint a Nominating and Election Committee of one or more members to develop nominations and conduct elections for the new members of the Board of Directors. Current members of the Board of Directors shall not be eligible to serve on this Committee with the exception

of the current chairman of the Board of Directors. Functioning within the framework of this Constitution, the Nominating and Election Committee shall have the discretion to determine the best qualified candidates for the vacant positions of elected members of the Board of Directors. This committee shall have the following specific functions.

- a. This Committee is to collect an up-to-date list of the eligible voters from the secretary of the Executive Committee and shall present the slate of proposed candidates and the names of the retiring members of the Board to the membership. The committee shall invite further nominations from the membership, each nomination being proposed by at least two (2) eligible voting members and no one member proposing the names of more than one candidate.
  - b. After receiving the nominations from the membership, the Nominating and Election Committee shall contact the nominees for final confirmation after having provided a reasonable time period for withdrawal procedures.
  - c. This Committee shall thereafter present the entire slate of candidates including those proposed by the membership, for completing the election process by mail ballots.
  - d. All records of the Committee shall be properly organized and deposited at the Temple office at the conclusion of the elections.
  - e. Deliberations of the Committee shall be restricted to the members of the Committee.
  - f. The results of the elections shall be communicated to all the candidates and the members of the Board of Directors within four weeks of each election.
  - g. The chairperson of the Nominating and Election Committee shall install the new members of the Board of Directors within first two weeks of July.
  - h. The Nominating and Election Committee may be dissolved and a new Committee appointed at any time at the discretion of the Board of Directors.
3. **Other Committees:** Other special committees may be formed from time to time as seen necessary by the Board of Directors.

4. **Constitution and Bylaws Committee:** Shall determine the need for amendment of the Constitution and Bylaws and will submit their recommendations to the Board.
  5. **Long Range Planning Committee:** Is appointed by the Board of Directors and shall develop proper guidelines for all committees of the Board to function effectively.
- C. For the purpose of this Constitution and Bylaws, the ex-officio members of the special committees shall act in an advisory capacity without the right to vote in the proceedings of the respective committees.

## ARTICLE 5

### MEETINGS

#### 5.1. **Meetings.**

- A. **General Body Meetings:** There shall be at least one meeting of the general body each year during the first two (2) weeks of July at a place and date designated by the Board for the purpose of:
    1. Presentation of the report on previous year's activities by the Board's chairperson.
    2. Discussing past year's financial report.
    3. Installing new members of the Board of Directors.
    4. Authorizing the Board of Directors to undertake special activities.
  - B. **Additional Meetings:** Additional meetings of the general body may be called at the discretion of the Board or upon the written request of at least ten percent (10%) of the active members with voting rights for the purpose of conducting special business.
  - C. **Notice of Meeting:** Any meeting of the general membership, when called, shall be upon at least fifteen (15) calendar days' written and/or electronic notice.
- 5.2. **Board Meetings:** The Board shall meet at least four (4) times a year for its business. Additional meetings may be called by the chairperson on his/her own initiative or when requested by a majority of the Directors to conduct special business. In the event a Board member is unable to be present at any scheduled meeting, he/she shall be able to exercise his/her vote by a written proxy given to any member of the Society with a voting right.

- A. **Notices:**
    - Regular Meetings:** The Board may be called into session with at least seven days' written or electronic notice or prior determination at its previous meeting.
    - Special meetings:** Special meetings of the Board can be called by notifying each Director at least forty-eight (48) hours in advance of such meeting.
  - B. **Action of the Board without a Meeting:** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all Directors consent thereto in writing or over email, and the writing or writings are filed with the minutes of proceedings of the Board.
  - C. **Quorum:** Unless otherwise specified in this Constitution or required by the law, fifty percent (50 %) of the members of the Board shall constitute a quorum to transact business. Proxy vote and Ex-officio members shall not be considered to satisfy the requirement for any quorum. The Directors present at a duly convened meeting of the Board of Directors may continue to transact business until adjournment, notwithstanding the withdrawal of Directors such that the remaining Directors constitute less than a quorum. Subject to the foregoing, an affirmative vote by the majority of the Directors present in a meeting, where quorum is or was present, shall be considered as the decision of the Board which shall be binding.
- 5.3. **Executive Committee Meetings:** The Executive Committee shall meet once every other month to conduct its business.
- 5.4. All meetings of the general membership as well as those of the Board shall be chaired by the chairperson of the Board.
- 5.5. A. All meetings of the Society shall follow Robert's Rules of Order and shall remain open to any member who wishes to attend, unless decided otherwise by the Board. Unless otherwise specified in these Articles, meeting proceedings should be conducted either by voice votes or a show of hands or written ballots as ruled by the presiding officer.
- B. **Meeting without a Quorum:** If a quorum is not present at any meeting, the meeting shall be automatically adjourned. However, the Directors present at the meeting may continue discussions provided no decisions are taken. A meeting that has been adjourned due to the lack of a quorum can be re-scheduled as a carry-over meeting after a prior notice is given as specified in this Constitution. Such carry-over meeting need not have a quorum.

## ARTICLE 6

### AMENDMENTS TO THE CONSTITUTION

- 6.1. Only the membership with voting rights shall have the right to amend the Constitution.
- 6.2. Proposal to Amend Constitution:**
- A. Any amendments to the Constitution shall be proposed:
1. either by the Constitution and Bylaws Committee; or
  2. by at least twenty percent (20%) of the members of the Society with voting rights.
- B. All proposed amendments received or suggested by the Board shall be referred to the Constitution and Bylaws Committee for its recommendations.
- C. The Constitution and Bylaws Committee, after thoroughly analyzing such request for amendments, shall forward its recommendations to the Board for further action.
- 6.3. Approval by the Board:**
- A simple majority of the Board of Directors may approve the motion of amendments for consideration by the general membership.
- Thereafter, the proposed amendments, with reasons for such amendments, shall be sent by the Constitution and Bylaws Committee to the entire membership eligible to vote by ordinary mail/ email at least thirty (30) days prior to voting.
- 6.4. To become effective, the amendment must receive affirmative votes from at least two-thirds (2/3) of the members returning mail/ emails or a two-thirds (2/3) majority present at the general membership meeting.
- 6.5. No amendment to the motion of amendments shall be permitted at the general membership meeting.
- 6.6. No amendment shall be contrary to the provisions set forth in Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE 7

### CANCELLATION OF MEMBERSHIP

- 7.1. Any member found working against the interests and objectives of the Society or abusing his/her privileges may have his/her membership canceled by a two-thirds (2/3) majority

vote of the Board of Directors. He or she will be given opportunity to prove his or her case.

- 7.2. A SDDF member proven guilty and / or convicted as a felon in court of law for any criminal, sexual, fraudulent acts, etc is automatically suspended or expelled from the membership and relieved from any position.
- 7.3. Common courtesy and strict discipline must be observed by each member and/or his/her guest(s) while on the premises of the Society. Disruptive action or actions and vandalism, which may undermine the principles set forth in this Constitution and Bylaws or by the Board, can result in the termination of the membership.
- 7.4. In no case, the membership dues or donations paid by a member shall be refunded. If it is judged proper by the Board, a canceled membership may be reinstated. In such case, the judgment expressed by the Board by a simple majority vote shall be considered final.

## **ARTICLE 8**

### **REMOVAL OF DIRECTORS AND COMMITTEE MEMBERS**

#### **8.1. Removal of Directors**

##### **A. Removal Initiated by the Board:**

1. A Director, who has failed to attend three consecutive Board meetings and/or has been found consistently working against the interests and objectives of the Society, may be removed from the Board upon an affirmative vote of two-thirds (2/3) of the members of the Board.
2. The proposal of the removal of such Director shall be explicitly specified on the agenda of the Board meeting at which such vote is taken.

**B. Quorum:** In such special meeting of the general membership, that has been called for considering the removal of a member of the Board, a quorum shall consist of at least one-thirds (1/3) of the total membership eligible to vote. The members present at a duly convened special meeting of the membership may continue to transact business until adjournment, notwithstanding the withdrawal of members such that the remaining member constitute less than a quorum. In the absence of a quorum, the meeting shall be automatically adjourned. However, the membership present at the meeting may continue discussions provided no decisions are taken.

##### **C. Removal of Committee Members:**

Upon affirmative vote of two-thirds (2/3) of the members of the Board, a member of a committee who has failed to attend three consecutive meetings and/or has been found

consistently working against the interests and objectives of the Society, may be removed from the committee.

## **ARTICLE 9**

### **BYLAWS**

- 9.1. The Board of Directors shall adopt Bylaws specifying rules and regulations, guidelines and code of conduct for the guidance of Directors and committees, and general membership of the Society. Such Bylaws shall be consistent with the articles of this Constitution.
- 9.2. Only the Board of Directors shall have the power to alter the Bylaws.
- 9.3. Any request for an amendment to the Bylaws received or suggested by the Board of Directors shall be forwarded to the Constitution and Bylaws Committee for its recommendations.
- 9.4. The Constitution and Bylaws Committee, after thoroughly analyzing such request for amendments, shall forward its recommendations to the Board for its approval.
- 9.5. Upon receiving the recommendations for an amendment to the Bylaws from the Constitution and Bylaws Committee, an affirmative vote of at least two-thirds (2/3) of the members of the Board, shall be required to amend the Bylaws.
- 9.6. In case of a discrepancy between this constitution and the Bylaws, the Articles of the Constitution shall govern.

**BYLAWS**

**ARTICLE B-I**

**MEMBERSHIP DUES**

B-1.01 Membership dues shall be as follows:

Membership category	Donation (dollars)
Individual	101 dollars/annum
Family	201 dollars/annum (Husband, wife and children 18 years or below)
Voting member	2000 dollars or more and pay annual membership fee
Patron	5K-10K dollars lumpsum or over 5 years period and pay annual fee.
Grand Patron	10K-15K dollars lumpsum or over 5 years period and pay annual fee.
Founder Trustee	20K dollars lumpsum in first year or up to March 31 <sup>st</sup> , 2023
Trustee	30K dollars lumpsum or over 5 years after March 31 <sup>st</sup> , 2023

This amount shall be payable on the 1st day of January every year, but not later than 31st of March.

Lump sum can be single donation or amount may be paid over a five (5) year period, in installments as determined by the Board of Directors.

**ARTICLE B-II**

**TEMPLE USE AND PRIVILEGES**

B-2.01 The facilities of the Temple/Society shall be used for religious, spiritual, educational and cultural activities in accordance with the policy approved by the Board of Directors from time to time for the usage of Temple/Society premises. For any other activity, a prior approval of the Board of Directors would be required. However, no activity shall be permitted if it is against the



Temple's/Society's interest, or if such activity would jeopardize the Society's status as an exempt non-profit organization under the Internal Revenue Code.

- B-2.02 All activities organized by the Temple/Society shall have the priority in the use of Temple's/Society's premises. In case of unforeseen circumstances and emergencies, the Executive Committee has the right to cancel and/or rearrange any reservations.
- B-2.03 Temple/Society facilities shall be made available by prior reservation on **FIRST COME FIRST SERVED BASIS**. A refundable deposit in an amount as determined by the Executive Committee and approved by the Board of Directors shall be paid in advance as security. Other charges as determined by the Executive Committee and approved by the Board of Directors shall also be paid in advance.
- B-2.04 Individual(s) making the reservation shall be liable to pay in full for any damage to or loss of Temple or other properties while in use, and caused by any of the participant(s). Individual(s) making reservation will sign the disclaimer/MOU before using the temple.

### **ARTICLE B-III**

#### **COMMITTEES**

- B-3.01 The Board of Directors shall appoint the Executive Committee and any other committees as specified in the Constitution.
- B-3.02 The Executive Committee may in its discretion develop a list of necessary committees to assist the Executive Committee in the day to day operation of the Temple/Society. The list shall be submitted to the Board of Directors for approval. Such committees may be formed and dissolved by the Executive Committee with prior approval of the Board.
- B-3.03 No person shall be on more than total of two committees appointed by either the Board or the Executive Committee.
- B-3.04 Any committee (other than the Executive Committee) which has not functioned by holding at least one (1) meeting in three (3) months shall be subject to review by the appointing body for reorganization or dissolution, if necessary for the benefit of the Society.
- B-3.05 The Board of Directors have the authority to appoint an Advisory Council as and when needed. All council members shall serve for a two-year term and may be re-appointed by the Board of Directors.

### **ARTICLE B-IV**

#### **DUTIES OF OFFICERS**

B-4.01 Board of Directors

- A. The chairperson shall conduct the meetings of the Board as presiding officer and perform such customary duties as defined in Roberts Rules of Order. He/she shall prepare the annual report about the affairs of the Society for presentation to the membership.
- B. In the absence of the chairperson, the vice chairperson shall officiate as chairperson. He/she shall also perform such other duties as assigned by the chairperson from time to time.
- C. The secretary shall act as the recording officer of the Board of Directors. He/she shall record and keep approved minutes of the meetings and shall send out proper notices of all meetings. At least a week before any meeting of the Board of Directors, he/she shall mail/email to all the members of the Board a copy of the minutes of the last meeting along with the agenda for the next meeting. He/she shall notify officers and committees formed by the Board of Directors of their appointments and furnish committees with all papers referred to them.

B-4.02 Executive Committee

- A. The president shall conduct the meetings of the Executive Committee as a presiding officer and perform such other duties as defined in Roberts Rules of Order. He/she shall report the day to day operations of the Temple/Society to the Board of Directors; shall act as the administrative officer for the day to day operations of the Temple/Society.
- B. In the absence of the president, the vice president shall officiate as president and shall also perform such other duties as assigned by the president from time to time.
- C. The secretary shall act as recording officer of the Executive Committee. He/she shall record and keep approved minutes of all meetings. He/she shall send out proper notices of all meetings; shall notify officers and committees of their appointments and furnish to the chairpersons of the committees all papers referred to them; shall keep a register of the members and call the roll when required to do so; shall act as the custodian of the records except such records as are specifically assigned to others such as treasurer's books, checkbooks, etc.; shall turn over the records to the chairpersons of committees in the event the committees need such records of the Society for proper performance of their duties; shall keep the records ready for inspection by any member at reasonable times and with a reasonable notice.
- D. The treasurer shall maintain proper accounts of the Society and shall hold the funds in a suitable manner as determined most appropriate by the Board

of Directors from time to time. He/she shall pay the funds out when properly authorized by the Executive Committee; shall make monthly financial reports to the Executive Committee, quarterly reports to the Board of Directors and annual reports to the membership for their information; shall present the annual budget, as prepared by the Executive Committee, and prepare necessary corporate papers to be forwarded to the appropriate government agencies, as required by law; shall also make records available to the Audit Committee and/or the Certified Public Accountant and, when required, to the Board of Directors. The Board of Directors has the overall financial oversight of the Society.

- E. The Executive Committee shall not make any policy decisions. Such decision-making shall be reserved for the Board of Directors.

## **ARTICLE B-V**

### **MEETING**

- B-5.01 Unless specifically noted in the Constitution and/or these Bylaws, forty percent (40%) of the members of any committee shall form a quorum.
- B-5.02 Unless otherwise specifically noted in the Constitution, thirty percent (30%) of the members present at any meeting shall be sufficient to conduct business. Members may not vote by proxy.
- B-5.03 The chairperson of the Board of Directors or any committee shall have the tiebreaking vote in case of a tie.

## **ARTICLE B-VI**

### **AMENDMENT OF BYLAWS**

- B-6.01 Any proposed amendment along with the reasons for such amendment shall be signed and presented by at least two (2) members of the Board of Directors to the Constitution and Bylaws Committee. The Committee, upon due consideration, shall make its recommendations to the Board of Directors. These recommendations shall be debated by the Board of Directors and be adopted, if approved by at least two-thirds (2/3) of the members of the Board.

## **ARTICLE B-VII**

### **FINANCE AND REMUNERATIONS**

- B-7.01 All work related to the Temple/Society, when performed by members, should usually be done on a voluntary basis. No remuneration shall be paid without prior approval of the Board of Directors.

B-7.02 Any payment by the Society exceeding Five Thousand Dollars (\$5000.00) that is not included in a budget approved by the Board of Directors shall require prior approval of the Board.

B-7.03 All checks on the account of the Society in an amount greater than Five Thousand Dollars (\$5000.00) shall be signed by the treasurer and one of either the president of the Executive Committee or the chairperson of the Board of Directors. B-7.03  
All checks on the account of the Society in an amount of Five Thousand Dollars (\$5000.00) or less shall be signed either by the treasurer or by one of either the president of the Executive Committee or the chairperson of the Board of Directors.

### **ARTICLE B-VIII**

#### **INTERPRETATIONS**

B-8.01 If a conflict arises in the interpretation of these Bylaws, then the ambiguity shall be resolved by referring the same to the Constitution and Bylaws Committee.

### **ARTICLE B-IX**

B-9.01 Indemnification.

(a) The Corporation shall indemnify a Trustee, committee member, or officer made or threatened to be made a party to a threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding by reason of the former or present official capacity of the person ("Covered Person"), against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable expenses (including attorney's fees and disbursements) incurred by the Covered Person in connection with the proceeding, if, with respect to the acts or omissions of the Covered Person complained of in the proceeding, the Covered Person:

- (i) Has not been indemnified by another organization or employee benefit plan.
- (ii) Acted in good faith.
- (iii) Received no improper personal benefit and, in the case of a Trustee, committee member, or officer, disclosed any material financial interest.
- (iv) Had no reason to believe the conduct was unlawful, in the case of a criminal proceeding.
- (v) Reasonably believed that the conduct was in (or not opposed to) the Corporation's best interests.


The termination of a proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent does not, by itself, establish that a Covered Person failed to meet the criteria set forth in Section 9.01.

b) CORPORATION SHALL PAY OR REIMBURSE REASONABLE EXPENSES (INCLUDING ATTORNEYS FEES AND DISBURSEMENTS) INCURRED BY A COVERED PERSON IN ADVANCE OF THE FINAL DISPOSITION OF THE PROCEEDING IF THE CORPORATION:

- (i) Receives, in writing:
  - A. an affirmation by the Covered Person of the Covered Person's good faith belief that the Covered Person meets the criteria for indemnification set forth in the Minnesota Codified Law; and
  - B. an undertaking by the Covered Person to repay the amount so advanced if it is ultimately determined that the Covered Person did not meet the criteria for indemnification set forth in Minnesota Codified Law.
- (ii) Determines that the facts, as then known to those making the determination, do not preclude indemnification.
- (c) No Trustee, committee member, or officer of the Corporation serving without compensation, other than reimbursement for actual expenses, is liable for damage

resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Trustee, committee member, or officer while acting in an official capacity as such Trustee, committee member, or officer, unless the act or omission involved willful or wanton misconduct. This shall also apply to any member of an advisory board, serving without compensation, of this Corporation.

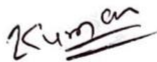
Signed by:



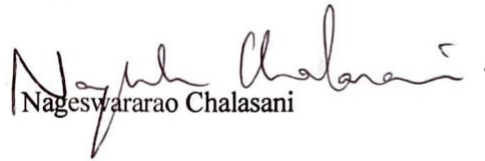
Om Prakash Sharma



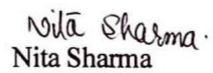
Vijay Gaba



Swati Kumar



Nageswararao Chalasani



Nita Sharma