

THIRD AMENDED AND RESTATED
**CONSTITUTION AND BYLAWS OF THE
HINDU SOCIETY OF NORTH CAROLINA**

These are the Third Amended and Restated Constitution and Bylaws (the “Bylaws”) of THE HINDU SOCIETY OF NORTH CAROLINA, a North Carolina non-profit corporation (the "Society" or “HSNC”). All prior original, amended, or other Constitutions and/or Bylaws are amended and superseded by these Third Amended and Restated Constitution and Bylaws. The Society's Articles of Incorporation (the "Articles") have been filed in the Offices of the North Carolina Secretary of State. This Society is organized for **religious and charitable** purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code ("Code"). The purposes and objectives of the Society include:

- To hold Hindu and allied religious activities,
- To organize and promote philosophical, linguistic, artistic and yogic aspects of Hindu religion, and
- To engage in other activities which relate to or promote the Hindu Religion.

ARTICLE 1. SOCIETY OFFICES

The location of the registered office, the principal office and other offices as needed for the Society shall be determined and approved by the majority of the Governance Board (same as Board of Directors or Board) of the Society.

1.1. Principal Office.

The current principal office of the Society shall be located at 309 Aviation Parkway, Morrisville, Wake County, North Carolina 27560.

1.2. Registered Office.

The registered office of the Society may be, but need not be, located at the same place as the principal office.

ARTICLE 2. MEMBERS, VOTING AND NON-VOTING

2.1. Members.

All individuals who are at least 18 years of age, believe in Hinduism and/or allied religions, and are interested in the purposes and objectives of the Society are welcome to become Members of the Society. Individuals who have held a one-year term of annual membership and individuals who hold a lifetime membership pursuant to these Bylaws shall be voting Members of the Society as provided in these Bylaws. Notwithstanding any other provision of these Bylaws to the contrary, no member shall be entitled to any notice of meetings or voting and shall not have the right to vote on any matter requiring the vote or approval of the members of the Society, including, but not

limited to, the right to vote for directors or amendments of the Society's Articles of Incorporation or Bylaws, during any period that their applicable dues remain unpaid.

There are voting members and honorary members of the Society. "Members" are those persons who hold an active individual membership and who have paid the required dues of the applicable calendar year. Individuals who otherwise qualify for membership but who pay their dues after October 1st shall not be entitled to any notice of meetings or voting and shall not have the right to vote on any matter requiring the vote or approval of the members of the Society, including, but not limited to, the right to vote for directors or amendments of the Society's Articles of Incorporation or Bylaws, for the remainder of the calendar year, but said persons shall otherwise be considered Members for the remainder of that calendar year. Honorary members, such as family members who do not hold an individual membership, and inactive members shall not be entitled to any notice of meetings or voting and shall not have the right to vote on any matter requiring the vote or approval of the members of the Society, including, but not limited to, the right to vote for directors or amendments of the Society's Articles of Incorporation or Bylaws. Only voting Members (and not honorary members and inactive members) are entitled to receive the notice of and the right to vote on any matter involving the Society, its assets, business, and other affairs. References to "Members" in any provision of these Bylaws or the Articles of Incorporation of the Society concerning any matter requiring notices of meetings or voting or the vote or approval of the Members of the Society on any matter shall mean and refer to only the voting Members (and not honorary members and inactive members).

2.2. Memberships

Members are either annual members or lifetime members and all memberships are on a calendar year basis. All membership application forms will be reviewed by the Membership Committee and determination will be made regarding membership. The Membership Committee shall review the application before granting membership to new applicants by unanimous vote, and any membership subject to denial shall be decided by the Board. Membership denial can be for not meeting the membership qualifications, misconduct, or fraudulent behavior.

(a) Annual Memberships: Individuals or families wishing to be annual members must complete and return a membership form required by the Board and pay the annual membership dues for each calendar year that they wish to be an annual member. Annual dues are payable at the time of approval of their application, but from time to time, the Board may set a final date that annual membership dues must be paid.

(b) Lifetime Memberships/Active & Inactive: Individuals or families wishing to become lifetime Members must complete and return a membership form required by the Board and pay the lifetime membership dues at the time of approval of their application. From time to time, the Board may set a final date that lifetime membership dues must be paid. To facilitate the determination of active Members for the proper conduct of the business and purposes of the Society, persons wishing to maintain active lifetime membership status must maintain a current mailing address with the Society and, if required by the Board, from time to time, must complete and return a renewal or updated membership form within the time set by the Board. Lifetime Members who fail to maintain a current address with the Society or who fail to return an updated or renewal membership form shall become inactive lifetime members who are not entitled to notice of meetings or voting and who do not have the right to vote on any matter requiring the vote or

approval of the members of the Society. Inactive lifetime members shall become active lifetime Members thirty (30) days after they provide the Society with their current mailing address, complete and return an annual membership form, if any, required by the Board, and pay an administrative fee, if any, determined from time to time by the Board. The Board shall publish the list of inactive members in its newsletter and/or on its website at least once every year.

(c) Family Memberships: Annual and lifetime family memberships are available. Each family membership includes not more than 2 individual memberships, which include the right to vote on any matter requiring the vote or approval of the members of the Society. These individual memberships are allocated only to the eligible individual spouses of the family, as shown on the annual membership form. The family members to whom individual memberships are allocated must be 18 years of age or older and meet the requirements for an individual membership. The rights and privileges, other than the right to notices and the right to vote on any matter requiring the vote or approval of the members of the Society, are extended to all other immediate family members permanently residing in the same household and such other family members shall be considered honorary members but shall not be voting Members unless they hold an active individual membership.

2.3. Membership Dues

- a) Lifetime membership dues: Dues for individual lifetime membership shall be \$600 to be paid in full. There shall not be any requirement to renew lifetime family membership, except in the case of Life memberships mentioned in 2.3(d). Individual lifetime Members can add their spouse and other immediate family members so long as such family members are permanently residing in the lifetime Member's household to a family lifetime membership and the dues for a lifetime family membership shall be \$600.
- b) Annual membership dues: Dues for Annual membership shall be \$100 to be paid in full. This membership is on a calendar year basis. Individual annual Members can add their spouse and other immediate family members so long as such family members are permanently residing in the individual Member's household to an annual family membership and the dues for an annual family membership shall be \$100.
- c) Changes in Membership Dues: At any time in the future, if dues are changed, the newly approved dues shall be higher than \$600 for lifetime membership and \$100 for annual membership. Membership dues can be changed from time to time only by resolutions passed with the approval of 2/3^{rds} of the Board. The last approved yearly or lifetime dues, as applicable, shall continue to apply until new dues have been approved. A change in the dues for lifetime memberships shall only apply to those who apply for lifetime membership after the effective date for the new lifetime membership dues.
- d) A new type of Life membership was offered beginning in 2016, with a \$100 initiation fee and mandatory renewal fee of \$25 every year. In 2018, this type of Life Membership was dropped from future offering. Those who enrolled in such membership prior to 2018 shall continue to be lifetime members as long as the renewals are made by paying \$25 by January 31st of each year. After that, they can apply for either annual or lifetime membership.
- e) Any changes to membership categories and dues shall be recorded in the Society's Policy and Procedure Manual and published in the Society's Newsletter and on the Society's Webpage.

2.4. Membership Compliance

All members shall comply with these Bylaws and any other Society policies duly adopted. Any member that violates the Society's Bylaws or any policies and procedures of the Society or that fails to meet the qualifications for membership may be expelled or suspended, and their membership may be terminated or suspended, after review and recommendation approved by the majority of the members at a Membership Committee meeting with the required quorum and then the approval in good faith by majority of the Board. The Society Policies may set forth procedures for such termination and suspension.

ARTICLE 3. MEETINGS OF MEMBERS

3.1. Place of Meetings

All meetings of Members shall be held at the principal office unless not so possible due to compelling practical reasons such as a natural disaster, the condition or size of the office, or some other such reason. If this should be so, the change in location of the meeting shall be designated in the notice of the meeting or as agreed upon by the Board.

3.2. Annual meetings

Subject to paragraph 3.3 below, annual meetings of the general membership shall be held during December of each year, at such a time as determined by the Board. Subject to paragraph 3.3 below, the December meeting of the Members of the Society shall be held by the 21st day of December.

3.3. Substitute Annual Meeting.

If the annual meeting shall not be held within the month designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 3.4 of these Bylaws. A meeting so called shall be designated and treated for all purposes as the Annual Meeting.

3.4. Special meetings

Special meetings of the Members may be called at any time by the Chairperson, or by the majority of the Board, or at the written request of at least 10% of the voting Members of the Society describing the purpose or purposes for the meeting. Any request for a special meeting by 10% of the voting Members must be received, reviewed, and verified by the General Secretary of the Board, at least 30 days prior to the expected date of the meeting. Only those matters that are within the purpose or purposes described in the meeting notice may be acted upon at a special meeting of Members.

3.5. Notice of Meetings.

Written notice by mail or email, of each meeting of the membership shall be provided to all voting Members of the Society by, or at the direction of, the General Secretary or person(s) authorized to call the meeting, at least thirty (30) days and not more than sixty (60) days before such meeting to each Member entitled to vote at such meeting. Written notice of such meeting shall state the date, time, place, and purpose of the meeting. The written notice shall be considered to have been properly given upon hand delivery to or upon depositing said notice within the exclusive custody

of the U.S. Mail using the current address of each Member as shown on the Society's records or via email.

When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty (30) days in any one adjournment, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the decision for adjournment is taken.

3.6. Voting Lists.

At least thirty (30) days before each meeting of Members, the General Secretary of the Society shall prepare an alphabetical list of the Members entitled to vote at such meeting or at any adjournment thereof, with the address of and number of votes held by each. This list shall be kept on file at the principal office of the Society for a period of thirty (30) days prior to such meeting and shall be subject to inspection by any Member at any time during the usual business hours and with reasonable notice. This list shall be produced and kept open at the time and place of the meeting and shall be subject to inspection by any Member during the whole time of the meeting.

3.7. Quorum

Ten percent (10%) of the voting Members of the Society, represented in person or by proxy at the beginning of the meeting, shall constitute a quorum at a meeting of Members for any general business action. Any such meeting of the Members shall not be used for amendment of the Constitution and Bylaws, the Society's Articles of Incorporation, or for the election of the Board, as these matters shall be voted on by ballot of the Members. The Members present at a duly organized meeting may continue to transact general business matters until adjournment, notwithstanding the withdrawal of enough Members that results in less than a quorum.

In the absence of a quorum at the opening of a meeting of Members, such meeting may be adjourned from time to time without notice, other than announcement at the meeting, until a quorum shall be present or represented, by a vote of the majority of the votes present in person or proxy; and at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

In accordance with Section 55A-7-22 or other relevant section of the Nonprofit Corporation Act, unless one-third or more of the votes entitled to be cast in the election of directors are represented in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of Members are those matters listed in Section 3.11 (a) through (k) below that are described in the meeting notice.

3.8. Proxies.

Except for the election of Directors for which the use of proxies is **not** permitted, votes may be cast at all meetings of Members either in person or by one or more agents authorized by a written proxy signed by the Member. An appointment of a proxy is effective when received by the General Secretary or other officer or agent authorized to tabulate votes. An appointment is valid for the purpose expressly provided in the appointment form and is valid for 11 months unless a different period is expressly provided in the proxy. A proxy may be revoked by the person appointing the proxy as follows:

- (a) Attending any meeting and voting in person; or

- (b) Signing and delivering to the General Secretary or other officer or agent authorized to tabulate proxy votes either a written note stating that the appointment of the proxy is revoked or a subsequent conflicting appointment form.

3.9. Voting Rights.

Each Member shall be entitled to one (1) vote. In all elections of Elected Directors, each Member shall be entitled to vote on a non-cumulative voting basis and the candidates receiving the highest number of votes for the offices to be filled shall be deemed to be elected. In no event may the vote of a Member be split or cast in any manner other than as a whole.

3.10. Presiding Officer.

The Chairperson of the Board of the Society, or in the absence of the Chairperson, the Vice-Chairperson, shall preside at all meetings of the Members. The General Secretary of the Society, or in the absence of the General Secretary, the Assistant General Secretary, shall act as the secretary of the meeting. In the absence of the General Secretary and the Assistant General Secretary, the presiding officer shall designate some other person to act as the secretary of the meeting. In the absence of both the Chairperson and the Vice-Chairperson, the remaining Directors present at the meeting shall elect a Presiding Officer for such meeting.

If the meeting is called by 10% of the members, the Members present shall elect the Presiding Officer from among Chairperson, Vice-Chairperson, or one of the Directors.

3.11. Order of Business.

The order of business at the annual meeting and at any regular or special meetings of the Members generally should be as follows:

- a) The calling of the meeting to order,
- b) The calling of the roll,
- c) The announcement by the Presiding Officer of the purposes of the meeting and of the nature of the business to be conducted,
- d) The reading and approval of the minutes of any former meeting of the Members if such minutes have not been previously read and approved,
- e) The presentation of the Society's fiscal report by the Society's Treasurer,
- f) The announcement of any changes in the Board,
- g) The report of activities of the past year including the announcement of the results of the election held and recommendations for the following year,
- h) The presentation of an action, if required, upon reports of officers and committees,
- i) The discussion of unfinished business, if any,
- j) The announcement of other new business, if any, and
- k) Adjournment.

3.12. Required Votes.

The majority of the votes of the Members present or represented by a valid proxy at a meeting of Members shall be the act of the Members on that matter, unless the vote of a greater number is required by these Bylaws or by law.

3.13. Actions Without Meeting.

Any action that may be taken at a meeting of the Members may be taken without the meeting if such action is authorized in writing setting forth the action to be taken which is signed by all Members entitled to vote upon such action at a meeting and such consent is filed with the General Secretary of the Society and which is kept as part of the Society's records.

3.14. Action by Written Ballot.

Without regard to the requirements of Section 3.13 above or Section 55A-7-04 of the North Carolina Nonprofit Corporation Act (NCGA Chapter 55A), as the same may be amended, recodified and replaced from time to time (the "Nonprofit Corporation Act"), and in lieu of any annual, regular, or special meeting, any action that may be taken at an annual, regular, or special meeting of Members may be taken without a meeting if the Society delivers using a valid method a written ballot to every Member entitled to vote on the matter, and:

- the written ballot (i) sets forth each proposed action, and (ii) provides an opportunity to vote for or against each proposed action,
- the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast,
- all solicitations for votes by written ballot indicate the time by which a ballot shall be received by the Society in order to be counted, and
- the written ballot is not revoked.

For the action by written ballot above, the ballot shall be considered to have been properly delivered to a Member if the address used is as reflected in the Society's records and the ballot is put to the exclusive custody of the U.S. Postal Service. In accordance with the Nonprofit Corporation Act, the Society may provide an electronic ballot or electronic notice that sets forth each proposed action and provides an opportunity and instructions on how to vote for or against each proposed action using the electronic ballot or an electronic voting system.

3.15. Adjournments.

Any meeting of the Members, whether or not a quorum is present, may be adjourned by the vote of a majority of the Members present or represented by a valid proxy at the meeting to reconvene at a specified time or place. It shall not be necessary to give any notice of the reconvened meeting or of the business to be transacted, if the time and place of the reconvened meeting are announced at the meeting, which was adjourned. If the meeting is to be continued by means of remote communication, the announcement shall also include a description of the means of remote communication. If a new record date for the adjourned meeting is or must be fixed, however, notice of the adjourned meeting shall be given to the Members of record entitled to vote at the meeting as of the new record date. At any such reconvened meeting at which a quorum is represented or

present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE 4. GOVERNANCE BOARD (BOARD OF DIRECTORS)

The affairs of the Society are managed by the Governance Board. Each of the Directors shall serve for the best interests of the Society and faithfully execute his/her role as specified in these Bylaws and according to the following duties:

- In good faith
- With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- In a manner the Director reasonably believes it to be in the best interests of Society.

4.1. General Authority of the Board.

The property, business, and all affairs of the Society shall be managed by the Board. The Directors select the Chairperson and the Vice-Chairperson of the Board to manage the affairs of the Society. The Board is entrusted to:

- Lead the Society in meeting its long-range goals, including vision, campus development, and financial stability
- Lead and provide oversight to the Society in meeting the short-term (e.g., yearly) goals of the Society
- Oversee all aspects of the governance of the Society
- Initiate any amendments to the Bylaws or Articles of Incorporation, prior to Members' approval
- Provide the vision to promote the educational, cultural, religious, and spiritual propagation of Hinduism and allied religions
- Provide continued sustainability of the Society by connecting with second-generation (and beyond) USA raised Hindus
- Select an Executive Committee to manage the day-to-day affairs of the Society. The Executive Committee shall report to the Board on a regular basis.

4.2. Number, Term of Office, and Qualifications, of Directors

4.2.1. *Composition of the Board.*

The Board shall be made of six (6) Elected Directors, five (5) Donor Directors, Lifetime Donor and Foundation Donor Directors, Founder Director, and four (4) Nominated Directors based on needed special skills.

The Elected Directors will not be less than 33% of the total combined number of Elected Directors, Individual Donor Directors, and Nominated Directors. It is anticipated that the number of Lifetime Directors could grow as Society grows, but cumulative of Lifetime Donor Directors and Foundation Donor Directors will not exceed ten (10) Lifetime Directors.

4.2.2. Donor Members of the Board

Donor Directors consist of three different categories: Individual, Lifetime, and Foundation.

- a) For the Individual Donor category, based on the lifetime contribution, an individual needs to have donated at least \$100,000 to become eligible for a single 4-year term as a Donor Director.
- b) For the Lifetime Donor category, based on the lifetime contribution, an individual needs to have donated at least \$1,000,000 to become eligible for Lifetime Donor directorship. Lifetime donors could include revocable trusts, irrevocable trusts, and donor-advised funds (DAF) or any other organization that are intended to relate to single-generation.
- (c) For the Foundation Donor category, based on lifetime contribution by a Foundation established by a Member, the Foundation needs to have donated at least \$2,000,000 to become eligible for Foundation Donor directorship. Foundation donors could include private foundations, donor advised funds, and family offices and any other organization that are intended to relate to multiple-generation.
- (d) Each Individual Donor Director, Lifetime Donor Director, and Foundation Donor Director needs to make an annual contribution of \$10,000 each year that they are a Donor Director. A Donor Director that fails to make the annual contribution shall be removed automatically if such Donor Director fails to make such annual contribution within 30 days after notice of non-payment is given to the Donor Director.

4.2.3. Nominated Members of the Board

The Nomination Committee will recommend Subject Matter Experts (SME) individuals with skills, such as an executive, a financial officer, and/or a legal attorney, etc., for Nominated Directors. The Nominated Directors (SME's) shall be approved by at least 75% of the current Directors.

4.2.4. Proportion of US Raised persons in the Governance Board.

In order to optimally govern the operation of the society in the future, it is desired to have a gradually increasing participation from the US raised members of the society. The desired goal is to achieve the following percentage of US raised members in the Governance Board:

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| Year 2025 | 20% |
| Year 2030 | 30% |
| Year 2035 | 40% |
| Year 2040 | 50% |

4.2.5. Election of the Elected Directors

- (a) General provisions for Elected Directors

The 'Elected Directors' shall be elected by the Members either at an annual or special meeting of Members or through a ballot sent to and returned by the Members as described in this Article 4, as determined by the Board.

Each Elected Director shall hold office for four (4) years or until his/her death, resignation, removal, or disqualification or until his/her successor is elected and qualified.

The term of the office for Directors begins on January 1 following announcement of the election results by Election Committee in the Annual General Body meeting held in December of the previous year and expires on December 31 of the fourth year of the term. Each Elected Director shall be required to be a Member of Society during his/her term of office and for at least the three (3) consecutive full calendar years immediately prior to the beginning of such term of office. A Director shall not have any criminal conviction other than minor traffic incidents such as speeding tickets and parking tickets.

No Elected Director shall serve consecutive terms on the Board.

The terms of the Elected Directors shall be staggered, and the Directors are elected each alternate year for open Elected Director positions.

The spouse of any Director cannot simultaneously serve as a Director.

(b) Nomination of Elected Directors

Nominations for election to the Board shall be solicited by the Election Committee. Every year before the 15th day of September, the Election Committee shall notify the Members of the number of vacancies in the Board and seek nominations. To be considered, a nomination must be received by the Election Committee, in the manner required by the Election Committee, before 5:00 p.m. on October 1.

(c) Election Process for Elected Directors

The entire election process is described in detail in a chapter of the Society's Policy and Procedure Manual, as amended from time to time. The Election Committee shall implement the recommendations as specified in the Policy manual.

Ballots for election to the Board shall be provided to and returned by Members according to the deadlines and procedure provided in the Society's Policy and Procedure Manual. Except as otherwise provided in this Article 4, if there are more nominations than open positions for the Board, the Directors shall be elected by the Members in a ballot sent to and returned by Members as described herein. Those persons who receive the highest number of votes shall be deemed to have been elected. If the number of nominations is less than or equal to the number of open positions, the nominees shall be accepted as elected and so announced at the general body meeting. Cumulative voting is not permitted. If any position remains vacant due to less number of nominations than open Elected Director positions, those positions shall be filled by Nomination Committee recommending individuals to the existing Board for approval with seventy five percent (75%) majority of currently active Directors.

(d) Removal of Elected Directors

Any Elected Director may be removed at any time for reason of the inability or failure to carry out his or her duties as Director, misconduct, violation of these Bylaws, or unethical behavior. The Members may remove an Elected Director with or without cause. An Elected Director may be removed by the Members by ballot, if permissible under applicable law, or at a meeting called for the purpose of removing the Elected Director and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Elected Director. If any Elected Director is removed, a new Elected Director may be elected for the remaining term with recommendations of the individuals by the Nomination Committee. Notwithstanding the foregoing, any Elected Director elected after the effective date of these Bylaws who has missed, without the approval of the Board, three (3) or more consecutive meetings of the Board or for a cause may be removed by 75% majority vote of the remaining Directors.

(e) Vacancies of Elected Directors

Any vacancy occurring in the Board (caused by death, resignation or removal of a Director) shall be filled for the remaining term of such Director with recommendations of the individuals by the Nomination Committee and approved by the Board.

4.2.6. Appointment/Removal of Nominated Directors

The Board will form a separate Nomination Committee to identify the candidates for Nominated Directors based on the skill set needed, and special criteria of encouraging individuals with executive, financial and legal skills such as CEO, CFO, and Attorneys etc. The Nominated Directors (SME's) shall be approved and appointed by at least 75% of the Board. The term for the Nominated Directors shall be 2 years, but based on the need of the Society, the term of any given individual can be renewed one additional term to a maximum of four consecutive years. A Nominated Director may be removed with or without cause by the vote of 75% of the remaining Directors.

4.2.7. Donor Directors: Eligibility, Reappointment, Changes in Required Amount, Transfer of Directorship

(a) Eligibility and Appointment of Donor Directors (Individual, Lifetime and Foundation)

A Member is eligible for appointment and service as an Individual Donor Director for one (4-year) term when his/her Eligible Contribution amount to the Society meets or exceeds the minimum Eligible Contribution (currently recommended to be a cumulative contribution of \$100,000) by the time of their nomination for election. In addition, each Donor Director must satisfy the minimum annual contribution (currently set at \$ 10,000) for Donor Directors each year during his/her term of office as a qualification to continue to be a Donor Director. A Member's Eligible Contribution amount consists of all contributions to the Society made by the Member and/or the Member's spouse. Individual Donor Directors shall be nominated by the Nomination Committee and then approved and appointed by the Board.

A Member is eligible for appointment and service as a Lifetime or a Foundation Donor Director when their Eligible Contribution amount to the Society meets or exceeds the minimum Eligible Contribution by the time of their nomination for election. In addition, each Lifetime and/or Foundation Donor Director must satisfy the minimum annual contribution each year during their term of office. A Member's Eligible Contribution amount consists of all contributions to the Society made by the Member or their spouse (as relevant). Lifetime and Foundation Donor Directors shall be nominated by the Nomination Committee and then approved and appointed by the Board.

Recommendation for the appointment of Donor Directors (Individual, Lifetime or Foundation) shall be made by the Nomination Committee by November 30th on the basis of cumulative donations made through October 31 of the same year.

(b) Selection of Donor Directors

Donor Directors (Individual, Lifetime or Foundation) shall be recommended by the Nomination Committee to the Board at their December meeting in years when such vacancies arise. Members shall be elected as Donor Director based on their Lifetime Contributions and Eligible Contributions. Those individuals having the highest amounts of Lifetime Contributions and Eligible Contributions shall be considered and appointed as Donor Director unless the Board finds that substantial reasons exist for not appointing a particular individual. Such reasons could include, but are not limited to, fraudulent conduct, gross abuse of authority or discretion concerning Society, or that not electing such an individual otherwise would be in the best interests of the Society. Dr. G.D. Sharma and Mrs. Saroj Sharma are designated as the Founder Director in honor of founding the Society and their lifetime services and profound impact to the Society. The Founder Director shall have one (1) vote on the Board.

Foundation Donors category will have the ability to recommend an eligible representative to serve on behalf of the Foundation. The specific representative needs to be approved by the Board.

(c) Reappointment of Donor Director (Individual)

For eligibility of a member to serve an additional 4-year term as an Individual Donor Director, such Member's Eligible Contribution amount is calculated by deducting the earlier minimum Eligible Contribution amount from the total contribution for each term the Director has served as a Donor Director. Any contribution made by such Member and/or such Member's spouse to the Society after this reduction shall count towards eligibility for the election to an additional term as an Individual Donor Director.

(d) Changes in the Required Contributions for Donor Directors.

The Board shall review and establish the minimum Eligible Contribution amount as well as the annual contribution amount for Donor Directors from time to time to maintain a reasonable number of Donor Directors, and to account for the effect of inflation and/or Board priorities.

These amounts, at the start of the application of the Third Amended and Restated Bylaws, were set to be \$100,000, and \$10,000, respectively for Individual Donor Directors.

These amounts, at the start of the application of the Third Amended and Restated Bylaws, were set to be \$1,000,000, and \$10,000, respectively for Lifetime Donor Directors.

These amounts, at the start of the application of the Third Amended and Restated Bylaws, were set to be \$2,000,000, and \$10,000, respectively for Foundation Donor Directors.

The annual contribution for all Donor Director is separate from any general or in-kind donation made by a Donor Director.

(e) Vacancy of Donor Directors (Individual, Lifetime, and Foundation)

In the event an Individual Donor Director dies in office or resigns or is removed due to the inability or failure to carry out his or her duties, the spouse of such Individual Donor Director, if the spouse is an active Member of the Society and otherwise qualifies in his or her own right, may be appointed to fill remaining term of the deceased Individual Donor Director.

In the event a Lifetime Donor Director dies in office or resigns or is removed due to the inability or failure to carry out his or her duties, the spouse of such Lifetime Donor Director, if the spouse is an active Member of the Society, shall be appointed to fill remaining term of the deceased Individual Donor Director. The children of a Lifetime Donor Director are not entitled to be appointed to fill the vacancy of their parent's Lifetime Donor Director.

For the Foundation Directorship, in the case the current Director passes away or is unable to fulfill his/her duties, the Foundation for which such deceased Foundation Donor Director was qualified to be appointed can designate any active voting Member of the Society (see Article 2.1) to be appointed to fill the vacancy of the Foundation Donor Director with the approval of the Board.

4.3. Removal of Donor Directors (Individual, Lifetime, Foundation)

An Individual Donor Director may be removed at any time, with or without cause, by the vote of 75% of the remaining Directors at a meeting called for the purpose of removing the Donor Director and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is the removal of a given Donor Director.

A Lifetime Donor Director or Foundation Donor Director may be removed only for cause such as failure to make his or her required annual contribution, inability or failure to carry out his or her duties as Director, misconduct, violation of these Bylaws, or unethical behavior by the vote of 75% of the remaining Directors.

The Founder Director can be removed by an amendment of these Bylaws or by the vote of 2/3rds of the remaining Directors when the person is unable to regularly participate in the meetings or is unable to carry out his or her duties as Director.

Notwithstanding the foregoing, any Director who has unique temporary circumstances and is unable to attend Board meetings due to health or other circumstances or is unable to fulfill his/her required duties or is unable to meet the Annual Contribution within the time required, the Board by a two-thirds majority of the Board may waive the requirements.

Except as otherwise provided in these Bylaws, a vacancy occurring in the Board (caused by death, resignation or removal) shall be filled for the remaining term of such Director with recommendations of the individuals by the Nomination Committee and approved by the Board.

4.4. Compensation

No Director shall receive compensation for any service he/she may render to Society. With the approval of the Board, any Director may be reimbursed for actual expenses incurred in the performance of his/her duties.

4.5. Roles, and Responsibilities of the Board

The Board shall focus on the following long-term property and affairs of the Society.

- a) Continually improve the financial stability of the Society.
- b) Enhance the image of the Society in the community at large.
- c) Establish a long-range vision for the Society.
- d) Prepare and approve annual budget with assistance of Executive Committee and Treasurer
- e) Review and approve changes in, if more than 10% of, the overall Budget.
- f) Review and approve expenditure not included in the Budget if more than 5% of the overall Budget.
- g) Establish minimum fund-raising requirements before the commencement of, the acquisition of, or the construction of, a real estate project. (It is recommended that such a requirement be at least 50% of the estimated cost of the project).
- h) Review and approve real estate asset acquisition.
- i) Establish changes to the number of Directors, if any deemed necessary. After any such change, the number of Elected Directors will not be less than 33% of the total at any time, excluding the Lifetime and the Foundation donor Directors. Additionally, Lifetime and Foundation donor Directors will not exceed ten lifetime Directors at any time.
- j) Review and establish any changes to the required minimum annual contribution to be made by a Donor Director during his/her term of office, and the Eligible lifetime Contribution requirement to be met by a member to become eligible as a Donor Director. However, an increase in any contribution requirement shall not apply to any existing Director but only to new Donor Directors.

4.6. Board Chairperson, Vice-Chairperson, and other Officers

The Board shall elect a Chairperson and Vice-chairperson to manage its affairs. The chairperson and vice-chairperson must be a Director. Each year, after the general body meeting, Board will

review formation of the Executive Committee and make changes as needed for the following year. The Board shall also form an executive committee consisting of President, Vice-President, Secretary, and a Treasurer plus other officers and make changes as needed for the following year. Executive Committee members may be a director, non-director, or hired personnel.

Any vacancy in the position of Chairperson, Vice-Chairperson or Secretary shall be filled by following the same process as for electing the person for the respective position. The Board chairperson or vice chair in the absence of chairperson, shall preside over the Board.

ARTICLE 5. MEETINGS OF THE BOARD

5.1. Place of Meetings.

All meetings of the Boards of Directors shall be held at the principal office or at a designated place as agreed upon by a majority of the Board.

5.2. Regular Meetings.

The first regular meeting of the Board shall be held immediately after or within a very short period after the annual meeting of the Members (held in December). In addition, the Board shall hold regular meetings at pre-determined dates, times, and location. The Board may provide, by resolution, the time and place for the holding of additional regular meetings.

5.3. Special Meetings.

Special meetings of the Board may be called by or at the request of the Chairperson or co-Chairperson, or 25% of the Directors, or as required by law. Such a meeting of the Board may be held as fixed by the person or persons calling the meeting, provided said person or persons make reasonable efforts to accommodate the schedules of other Directors. The person calling a special meeting of the Board shall notify the intent at least ten (10) days before the meeting by usual means of communication. However, the requirement of ten (10) days can be shortened by the majority of eligible Directors for respective meetings. Such notice shall specify the purpose for which the meeting is called, and shall specify the date, time, and location of the said Special Meeting.

5.4. Notice of Meetings.

Regular meetings of the Boards of Directors may be held without notice. Notice of Special Meetings shall be as described in Section 5.3 above.

5.5. Waiver of Notice.

Any Director may waive notice of a meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.6. Quorum.

A majority of the number of Directors, fixed by these Bylaws, present at the beginning of the respective meeting shall constitute the quorum. The Directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave resulting in less than a quorum.

In the absence of a quorum at the opening of any meeting of the Board, such meeting may be adjourned from time to time without notice, other than announcement at the meeting, until a quorum shall be present or represented, by a vote of the majority of the Directors, respectively, present; and at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

5.7. Manner of Acting.

Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present at the beginning of such a meeting shall be the act of the Board. The Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear and be heard by each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. Any resolution requiring 2/3rd or 75% majority of eligible votes, may be handled electronically if needed.

5.8. Presumption of Assent.

A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) he or she objects at the beginning of the meeting (or promptly upon his or her arrival) to holding of the meeting or transacting business at the meeting, (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting, or (c) he or she files written notice of his or her dissent or abstention with the presiding officer of the meeting before its adjournment or with the Society immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

5.9. Informal Action by Directors.

The Board shall have the right to take action in the absence of a meeting, which they could take at a duly held meeting, by obtaining the written consent of all of the Directors to the action. Any action so approved shall be filed in the corporate books and records and shall have the same effect as though taken at a meeting of the Directors.

5.10. Special Advisors.

Special advisors can be appointed by the Board to advise the Board. Each special advisor shall serve for a term of one (1) year. Special advisors can be reappointed.

5.11. Committees formed by the Board.

The Board may appoint such committees as described in Article 7. The designation of any committee and the delegation of authority thereto of authority shall not operate to relieve the Board of any responsibility or liability imposed upon them by law.

5.12. Conflict of Interest.

No Director shall vote on any matter with which said Director has a conflict of interest. In the event of a conflict, the Director shall voluntarily recuse himself or herself from the vote. If a Director with a conflict of interest does not voluntarily recuse oneself, then the Director may be prevented from voting on the matter by a majority vote of the remaining Directors, as the case may be, eligible to vote on the matter. The Board may authorize, approve, or ratify a transaction in which a Director has a conflict of interest as provided by applicable law.

ARTICLE 6. OFFICERS AND THEIR DUTIES

6.1. Officers

The officers of the Society shall consist of a Chairperson of Board and a Vice-Chairperson of Board. In addition, the Governance board will select officers of Executive Committee that includes President, Vice President, General Secretary, and Treasurer who shall not be Chairperson or Vice-Chairperson of Board. Since the Executive Committee manages the day-to-day affairs of the society and will be responsible for its operation on a full-time basis, one or more of the Executive Committee members may be a non-director. An Assistant General Secretary and an Assistant Treasurer may also be appointed as officers. Further, consistent with Section 6.13, the Board may appoint by majority vote other officers and advisors as needed.

6.2. Election, Term and Qualification.

The Chairperson, and Vice-Chairperson shall be elected and/or confirmed by the Board at least one week prior to the beginning of the new term. The term of the Chairperson and the Vice-chairperson of the Governance Board will be two years.

The election shall be by a majority vote of those Directors who will be eligible to vote as of the first date of the new term.

The General Secretary and Treasurer shall be appointed by the Board. Assistant General Secretary and Assistant Treasurer may be appointed by the Board, if needed. Each officer shall serve a 1-year term, beginning on January 1 and ending on December 31, unless he/she is unable to do so because of death, resignation, removal or otherwise.

A manager may be hired by the Board to assist the Executive Committee in day-to-day operation of the society. The Governance Board shall approve the appointment of the manager. Other employees may also be hired by the Board as required for the operation of the society.

6.3. Resignation and Removal.

Any officer may resign at any time by giving written notice to the Board, the President, or to the General Secretary. Additionally, the Board Chairperson or Vice-Chairperson may resign at any time by giving written notice to the Board, the Board Chairperson, or to the General Secretary of the Society. Such resignations shall take effect on the date of the receipt of

such notice or at any later time specified therein, and, unless the date is otherwise specified therein. The acceptance of such resignation shall not be presumed to be necessary to make it effective. Any change in leadership of an elected officer or of the Board Chairperson, Vice-Chairperson, or Board Secretary can be implemented with the vote of the 2/3rd majority of eligible votes of the Directors, as applicable, at a special meeting of the Board.

6.4. Bonds.

The Directors may require an officer, agent, or employee of the Society to give bond to the Society, with sufficient sureties, conditioned on the faithful performance of the duties of his/her respective office or position, and to comply with such other conditions as may from time to time be required by the Board. Society shall pay any premium in connection with any bond it requires of an officer. The Directors may approve the payment of the premiums by Society for any other type of bond it requires for its operation.

6.5. Chairperson of Board.

The Chairperson of the Board shall be the principal executive officer of the Society and subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Society. The Chairperson shall, when present, preside at all meetings of the Board. The Chairperson or Vice-Chairperson shall sign, with the General Secretary, any deeds, leases, mortgages, promissory notes, bonds, contracts, or other instruments which the Board are authorized to execute, except in cases where the signing and execution thereof shall be delegated by the Board or these Bylaws to some other officer or agent of the Society.

6.6. Vice-Chairperson of Board.

In the absence of the Chairperson or in the event of the Chairperson's death, inability, or refusal to act, the Vice-Chairperson, as authorized by the Board, shall perform the duties of the Chairperson, and when so acting shall have all powers of and be subject to all restrictions applying to the Chairperson. The Vice-Chairperson shall perform duties as from time to time may be assigned to him by the Chairperson or Board.

6.7. President.

The President is selected by the Board and shall be the top executive officer of the Society managing day-to-day affairs of the society and, subject to the control of the Chairperson of the Board and the Board. The President shall in general supervise and control all the day to day business of the Society.

6.8. Vice-President.

The Vice-President is also selected by the Board. In the absence of the President or in the event of the President's death, inability, or refusal to act, the Vice-President, as authorized by the Board, shall perform the duties of the President, and when so acting shall have all powers of and be subject to all restrictions applying to the President. The Vice-President shall perform duties as from time to time may be assigned to him by the President or Board.

6.9. General Secretary

The General Secretary is selected by the Board. The General Secretary shall: (a) keep the minutes of the meetings of the Members, of the Board and of all Committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be the custodian of the Society records and of the seal of the Society and see that the seal of the Society is affixed to all documents the execution of which on behalf of the Society under its seal is duly authorized; (d) keep a register of the post office address of each Member which shall be furnished to the General Secretary by such Member; (e) keep or cause to be kept a record of the Society's Members, giving names and addresses of all Members and the number of votes held by each, and prepare or cause to be prepared voting lists prior to each meeting of Members as required by law; and (f) in general perform all duties incident to the office of the General Secretary and such other duties as from time to time may be assigned to the General Secretary by the Chairperson of Board, Vice-Chairperson or by the Board.

6.10. Assistant General Secretary.

The Assistant General Secretary is also selected by the Board. In the absence of the General Secretary or in the event of the General Secretary's death, inability, or refusal to act, the Assistant General Secretary, unless otherwise objected to by the Board, shall perform the duties of the General Secretary, and when so acting shall have all the powers of and be subject to all the restrictions applying to the General Secretary. He/she shall perform such other duties as may be assigned by the General Secretary, by the Chairperson of the Board, the Vice-Chairperson, or by the Board.

6.11. Treasurer

The Treasurer is selected by the Board and shall have finance and accounting background. The Treasurer shall

- a) have charge and custody of and be responsible for all funds and securities of the Society, receive and give receipts for moneys due from and payable to the Society from any source whatsoever, and deposit all such moneys in the name of the Society in such depositories as shall be selected,
- b) Treasurer and President will have signing and approval authority in the amount under \$10,000. Additional signature of the Chairperson or Vice-Chairperson is required on any check written in an amount over \$10,000,
- c) prepare, or cause to be prepared, a true statement of the Society assets and liabilities as of the close of each fiscal year,
- d) cause an annual internal financial audit of the Society books to be made by an Audit Committee at the completion of each fiscal year,
- e) BOD can also authorize external audit of the Society books by an independent certified public accountant every 3-5 years,
- f) issue, at the direction of the Board, certificates as to whether assessments on a specified Lot have been paid,
- g) in general, perform all duties incident of the office of treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chairperson of the Board, the Vice-chairperson, or by the Board, or by these Bylaws, and

h) comply with any request for financial information from the Directors.

6.12. Assistant Treasurer.

In the absence of the Treasurer or in the event of the Treasurer's death, inability, or refusal to act, the Assistant Treasurer, unless otherwise decided differently by the Board, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions applying to the Treasurer. He/she shall perform such other duties as may be assigned to them by the Treasurer, by the Chairperson of Board, the Vice-Chairperson, or by the Board.

6.13. Special Appointments

The Board may elect such other officers as the affairs of the Society may require, each of whom shall hold the office for such period, have such authority, and perform such duties, as the Board may, from time to time, determine.

6.14. Multiple Offices

Two or more offices may be held by the same person, but no officer may act in more than one capacity where the action of two or more officers is required.

6.15. Vacancies.

A vacancy in any office may be filled by appointment by the Board, as applicable. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

6.16. Compensation

Except as hereinafter provided, no Director shall receive compensation for any service he/she may render to Society as an officer of the Society. With the prior approval of the Board, any Director or officer may be reimbursed for actual expenses incurred in the performance of any assigned duties.

An officer of the society, including Executive Committee members, may be hired by the Board and will receive appropriate compensation approved by the Board.

ARTICLE 7. COMMITTEES

This Article specifies Committees' formation, operations, and requirements. Members of any Committee must be members of the Society. The roles, responsibilities, and selection of members of Committees are described in the Society's Policy and Procedure Manual.

7.1. Executive Committee.

The Board will set up an Executive Committee to manage all day-to-day affairs of the Society. The Executive Committee is composed of President, Vice President, General Secretary and Treasurer. Assistant General Secretary and Assistant Treasurer, if appointed, shall be part of the Executive Committee. The Executive Committee shall be responsible for day-to-day operation and for executing the policies of the Society. Chairperson of Board and Vice-chairperson of the Board will provide guidance to the Executive Committee and assist it with time critical decisions when Board is not in session. The Executive Committee shall report at each regular or special meetings of the

Directors all actions that the Executive Committee may have taken on behalf of the Directors since the last regular or special meetings of the Directors. All such actions will need to be approved at the meeting of the Board.

7.2. Board Appointed and managed committees.

Board and Executive Committee (EC) will structure additional committees to manage day-to-day operations of the society. This includes management of the Facilities, Events, Programs, and Communications, etc.

Board will also structure additional committees under their supervision. This includes Policies and Constitution, Financial, Human Resources, Nomination and Elections, and Long-Range Campus Planning and construction.

Where applicable, Board should add or rotate new members in the committee to bring new ideas. It will make a concerted effort to include younger generation members to the committees.

The designation of any committee and the delegation of duties thereto shall not relieve the Board or Executive Committee of any responsibility or liability imposed upon them by the laws and/or Bylaws.

7.3. Executive Committee Appointed and managed Operations committees.

The Executive Committee at the direction of and with the assistance of Board forms and manages the following operational committees to assist the society with the execution of the day-to-day affairs and other designated responsibilities. Committees shall follow the exact purpose and mission of the Committee as documented in the Society's policy manual as amended from time to time. When the Board and Executive Committee forms a committee, it shall appoint the chairperson of it and, additionally, may appoint some or all of the remaining members of the Committee or may delegate the authority to appoint the remaining members to the chairperson.

- a) Communication Committees
- b) Temple Management and Religious Committees
- c) Facility Usage and Facility Maintenance Committees
- d) IT and Security Management Committees
- e) Program and Events Committees
- f) Operational Fund-Raising Committees
- g) Hospitality Committee
- h) Youth Education, Youth Program, and Youth Events Committees
- i) Senior Committees
- j) Membership and Volunteer recruitment Committees

7.4. Board Appointed and managed committees.

The Board forms the following additional committees to manage other activities that do not fall under the day-to-day affairs management. When the Board forms one of the following Committees, it shall appoint the chairperson of said Committee and, additionally, may appoint some or all of the remaining members of the Committee or may delegate the authority to appoint the remaining members to the chairperson.

- a) Accounting, Finance, and Audit committees
- b) Election Committee
- c) Nomination Committee
- d) Grievance Committee
- e) Policy and Constitution Committees
- f) Long Range Planning and Campus Development Committees
- g) Capital Fund Raising Committee for Long Term Projects

7.5. Other Committees.

The Board, by resolution, may establish such other standing or special committees as it might deem advisable. The members, terms, and authority of such committees shall be as set forth in the resolutions establishing them. No committee shall have the power to take actions that are to be taken by the Board.

7.6. Meetings.

Regular and special meetings of any committee established pursuant to these Bylaws may be called and held subject to the same requirements with respect to time, place, and notice as are specified in these Bylaws for regular and special meetings of the Directors.

7.7. Quorum and Manner of Acting.

A majority of the members of any committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those committee members presents at a committee meeting at which a quorum is present shall constitute the act of the committee.

7.8. Term of Office.

Members of any committee shall be appointed as provided in these Bylaws and shall hold office for the term as provided in these Bylaws or until their successors are appointed.

7.9. Resignation and Removal.

Any member of a committee may resign at any time by giving written notice of such member's intention to do so to the Chairperson of the Committee or the General Secretary of the Society. Any member of the committee may be removed by the Board.

7.10. Vacancies.

Any vacancy occurring in a committee formed by the Board resulting from any cause, whatsoever, shall be filled by the Board, or the latter may delegate the authority to fill the vacancy to the relevant committee's chair.

7.11. Compensation.

No person shall receive compensation for any service he/she may render to the Society as a committee member of the Society. With the prior approval of the Board or the Executive Committee, any committee member may be reimbursed for actual expenses incurred in the performance of assigned duties.

ARTICLE 8. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Society shall indemnify the Directors, officers and committee members of the Society and such other persons as approved by the Board or the Executive Committee from time to time, for such expenses and liabilities, in such manner, under such circumstances, and to the fullest extent, as permitted by the North Carolina General Statutes, as now enacted or hereafter amended.

ARTICLE 9. FISCAL AND ASSETS MANAGEMENT

9.1. Depository.

The initial depository for the funds of the Society shall be designated by the Board. The withdrawal of funds from such depository shall be by checks signed by the two (2) designated officers of the Society or any other persons authorized by the Board.

9.2. Fidelity Bonds.

Fidelity bonds may be maintained by the Society, in an amount determined by the Board, covering each Director and officer of the Society, any employee or agent of the Society serving the tasks of the Society.

9.3. Payment Vouchers.

Payment vouchers shall be approved by the Board, unless the Board have delegated such authority to another officer or an agent of the Society.

9.4. Fiscal Year.

The fiscal year of the Society shall be from January 1 to December 31 of the same calendar year.

9.5. Income and Expense Management.

- a. All donations, including capital fund raising donations, rental income, cash hundi collections, events and tickets sales receipts shall go into Society Savings Account(s) established to receive all incoming funds. No direct payments shall be made from the Society Savings Account(s) to outside entities.
- b. The Society shall have separate savings and expense accounts with contract specific payment structure for long term and capital-intensive projects.
- c. Society Checking Account shall have approximately up to three months of general expense amount to make payments.
- d. Treasurer, Board Chairperson, Board Vice-chairperson, and President shall have signing authority for the Society Checking Account. Board Chairperson, and Vice-chairperson shall have signing authority for the Society Savings Account.
- e. Funds from the Society Savings Account shall be released to the Society Checking Account for spending. These transfers based on the approved budget shall be initiated by Board Chairperson or Vice-Chairperson.
- f. No Society officer or committee member, except Board Chairperson, Board Vice-chairperson, Treasurer or Assistant Treasurer, shall create any online payment system or create an account with online payment processing entities such as bank, Paypal, Square, etc., to receive funds for the Society. Treasurer and/or General Secretary shall be the keeper of the credentials for such accounts. No money shall be directly spent from the online payment processing accounts.

9.6. Assets and Contract Management

Besides liquid cash and Real Estate assets, Digital Assets like Society or HSNC brand, web presence and communication channel to community members are also important assets of the Society. All these assets must be handled prudently in the best interest of Society.

The Board of Directors manages these assets on regular basis. However, decisions about any assets related matters that can create a liability for the Society or have a long-term impact must be approved by the Board as per the following specifics mentioned below.

9.6.1. Changes to Society properties including Building and Devasthan (holding Murtis)

Any changes to Society properties, including Building and Devasthan (Murtis), shall be approved by the Board.

9.6.2. Real Estate Sale

Any real estate sale or transfer shall be approved by seventy five percent (75%) of the Board followed by final majority approval (50%+) by the voting Members. Sale of donated real estate from estate do not require Member approval if it is not adjoining Society premises and is of not Society use. Arrangements with the Town of Morrisville or easements also do not require Member approval. The ballot for approval of the sale or transfer shall be conducted by the Election committee as a special referendum, with the use of proxies not permitted.

9.6.3. Borrowing and Mortgage notes

Borrowing any loan amount must be approved by the majority of the Board. Any borrowing that requires additional Society assets to be put as collateral, must be approved by 75% of the Board.

9.6.4. Land or Building Leases longer than 24 months

Any land or facility usage contracts for a term (including renewal or extension options) longer than 24 months must be approved by seventy five percent (75%) of the Board. Society will limit the term of leases of Society assets to a maximum of 10 years (including renewal or extension options). Society will not allow subleases, assignment or transfer of leases of Society assets.

9.6.5. Service or Spending Contracts

Any Service or Spending contracts longer than 24 months that creates financial binding for the Society, and any spending contract above \$25,000.00 that is not part of the approved budget, shall be approved by the vote of a majority of the Board.

9.6.6. Protection of Digital and Intangible Assets

Society Policy and Procedures manual shall have policy and procedures for the following objectives.

- Restricting the use of Society name and Logo for society matters only
- Restricting electronic communication held for society matters only
- Preserving all important information, and documents

The Policy and Procedure manual shall define criteria and process for allowing access to information and documents.

ARTICLE 10. MEMBERSHIP REGISTER

10.1. Closing of Register.

For the purposes of determining Members of the Society, entitled to notice of or to vote at any meeting of Members, or any adjournment thereof, or in order to make a determination of Members for any other purpose, the Board may provide that the membership register shall be closed for a stated period but not to exceed, in any case, twenty (20) days and, in case of a meeting of Members, not less than ten (10) days immediately preceding the date on which the particular action, requiring such determination of Members is to be taken.

10.2. Record Date.

In lieu of closing the membership register, the Board may fix in advance a date as the record date for any such determination of Members, such record date in any case to be not more than twenty (20) days and, in case of a meeting of Members, not less than ten (10) days immediately preceding the date on which the particular action, requiring such determination of Members is to be taken. If the membership register is not closed and no record date is fixed for the determination of Members

entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is mailed shall be the record date for such determination of Members.

10.3. Adjournment-Record Date.

When a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, such determination shall apply to any adjournment thereof except where the determination has been made through the closing of the membership register and the stated period of closing has expired.

ARTICLE 11. GENERAL PROVISIONS

11.1. Books and Records.

The books, records and papers of the Society shall, at all times, during reasonable business hours and following reasonable notice to the General Secretary, be subject to inspection by any active voting Member, or such voting Member's agent or attorney. The financial statements of the Society for the immediately preceding fiscal year shall be available for inspection by any active voting Member at the principal office of the Society following reasonable notice to the General Secretary, where copies may be purchased at a reasonable cost. However, except as required by law, the Society shall not be required to disclose to Members any documents that are subject to the work product doctrine, attorney-client privilege, or any other legal privilege.

11.2. Seal.

The seal of the Society shall consist of two concentric circles between which is the name of the Society and in the center of which is inscribed "Ohm" symbol.

11.3. Waiver of Notice

Whenever any notice is required to be given to any Member, Director, employee, or officer by law or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be equivalent to the giving of such notice.

11.4. Amendments.

These Bylaws may be amended by the Members entitled to vote thereon, in a proper ballot be delivered to and returned by Members, by two-thirds (2/3rds) of the votes cast or by a majority of the votes entitled to be cast on the amendment, whichever is less. However, the minimum total number of votes shall be no less than fifty-one (51%) percent of the total membership. Notwithstanding any other provision herein to the contrary, only Members (and not honorary members or inactive members) are entitled to notice and the right to vote on any matter concerning the Society, including but not limited to the amendment of these Bylaws.

11.5. Compliance with Statutes.

These Bylaws are set forth subject to the requirements of the Nonprofit Corporation Act. In the event these Bylaws conflict with the provisions of said statute, it is hereby acknowledged and agreed that the provisions of such statutes shall control. These bylaws shall be binding on all the members including directors and the committee members of the Society.

11.6. Policy and Procedure manual.

The Society shall maintain detailed record of policies and procedures in a Policy and Procedure Manual to provide guidance for the Society's operation. Any changes in the Policy and procedure manual can be made with the approval by majority of the Board.

11.7 Electronic Transactions.

The Society may conduct a transaction, including without limitation giving notices, electronic voting and electronic ballots, by electronic means as permitted by the Nonprofit Corporation Act and other applicable law, except as expressly limited by its articles of incorporation or these Bylaws or by action of the Board.

11.8. The Effective Date of these Bylaws

If these Bylaws are approved by the Members before December 31, 2024, then these Bylaws shall become effective as of January 1, 2025. Otherwise, the formal effective date of these Bylaws shall be January 1 of the year that immediately follows December 31 of the year in which these Bylaws are approved by the membership at large.

11.9. Transition.

The Society shall implement the following election schedule to allow for the transition from the current nine (9), 3-year each, Board of Director's operation, to one board operation with 6 (six) elected positions, each of 4-year term, and elections held every alternate year.

- a) At the end of the first year of the application of these Bylaws, three (3) current Directors' terms will end and six (6) elected directors will remain in the office, three of these for one year and the other three for two years.
- b) During the transition period, the number of elected directors, elected trustees and nominated directors will not exceed 10 individuals.
- c) At the end of the second year, an additional 3 current directors will end their terms, and three (3) new directors will then be elected for a 4-year term each.
- d) At the end of the third year, when the term of the continuing three, which was to expire, shall be extended by one year, making them each a 4-year term director. The election for their replacement, which will be for a term of 4-years, shall be held at the end of the following year.
- e) From thereon, all directors on the board shall be serving a 4-year term, and the election for three (3) new directors shall be held every alternate year.
- f) The current Elected Trustees positions will be eliminated as their terms expire. If an elected trustee resigns, that position will not be filled.