

Sri Venkateswara Swamy Temple of Colorado



1495 S Ridge Rd, Castle Rock, CO 80104

AMENDED & RESTATED BYLAWS

OF

SRI VENKATESWARA SWAMY TEMPLE OF COLORADO, INC.

(Amended & Restated as of January 17, 2021)

ARTICLE I OFFICES

Section 1.1 Business Offices. The principal office of the corporation shall be located at 1495 S Ridge Road, Castle Rock, CO 80104. The corporation may have such other offices, either within or outside Colorado, as the board of trustees may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the corporation required by the Colorado Revised Nonprofit Corporation Act ("Act") to be maintained in Colorado at 1495 S. Ridge Road, Castle Rock, CO 80104, or as otherwise determined by the board of trustees.

ARTICLE II MISSION AND OBJECTIVES

Section 2.1 Mission Statement. The mission of the corporation consists of the following

(a) To establish, build, and operate Sri Venkateswara Swamy (Balaji) temple as per Agama shastras;

(b) To promote religious, spiritual, cultural, civic, educational and social improvement among those who believe and respect Hinduism and to perpetuate the traditions and values of the Hindu religion;

(c) To support such humanitarian causes as the members of the temple may deem appropriate; and

(d) To maintain and promote inter religious harmony, tolerance, goodwill and understanding.

ARTICLE III MEMBERS

Section 3.1 Classes of Membership. SVTC shall have following four (4) categories of membership:

1. General Members
2. Founding Members
3. Life Members and
4. Patron Members

The requirements and rights associated with each type of membership are described in this Article III.

Section 3.2 General Members. General membership of the corporation shall be determined solely for those individuals who meet the following requirements: (i) are at least 18 years of age; (ii) are of Hindu extraction and/or practice the Hindu religion or are the spouse of such an individual; and (iii) any person who provides a charitable contribution of at least \$1,116 and completes and submits a membership application. Upon satisfaction of all requirements, a person will become a General Member. Additional rights and restrictions include:

(a) No Voting Rights. A General Member shall not have voting rights.

(b) Other Eligibility. A General Member is eligible to be a member of any committee formed pursuant to Section 3.9. A General Member may also be eligible for the two (2) at-large trustee position.

Section 3.3 Founding Members. Founding Members of the corporation, in addition to those requirements listed above in 3.2 for General Members, must have pledged and fulfilled as per the attached schedule, a minimum charitable contribution of \$5,000 to the corporation as of December 31, 2009, with the exception of those individuals that were previously appointed as Founding Members. Additional rights and restrictions include:

(a) Rights of Founding Members. Such individuals shall be considered Voting Members and such membership shall have no term. Each Founding Member's family shall be considered a single voting unit ("Voting Unit"). Each Voting Unit shall annually designate in writing the nominee that shall cast votes on behalf of the Voting Unit. The corporation shall maintain an annual record of the Voting Unit's nominee and the successor nominee. This category of membership can be transferred to one (1) surviving legal heir with the same rights and privileges.

(b) Number of Founding Members. Upon execution of these bylaws, the corporation has sixty-seven (67 members) Founding Members, as listed in Appendix 1, all of whom have fulfilled the requirements for membership. The roster of Founding Members is maintained at the office of the corporation.

Section 3.4 Life Members. Life Members must, in addition to those requirements listed above in 3.2 for General Members, have contributed a minimum of \$15,000 to the non-profit by June 11, 2018. This Membership class is closed for any new members.

(a) Rights of Life Members. Such individuals shall be considered Voting Members once they have reached total contributions of \$15,000 prior to June 11, 2018. The voting rights are awarded if all of the criteria are satisfied one month before announcement of the election notice. This program will expire three years from the date it has been approved by the General body. Each Voting Life Member's family (as defined herein) shall be considered a single Voting Unit. Each Voting Unit shall annually designate in writing the nominee that shall cast votes on behalf of the Voting Unit. The corporation shall maintain an annual record of the Voting Unit's nominee and the successor nominee. This category of

membership can be transferred to one (1) surviving legal heir with the same rights and privileges.

Section 3.5 Patron Members. Patron Members must, in addition to those requirements listed in 3.2 for General Members, have contributed a minimum of \$7,500 to the non-profit. To maintain the Patron membership, members have to donate a minimum of \$251 per year to the temple.

(a) Rights of Patron Members. Such individuals shall be considered General body members once they have reached total contributions of \$7,500 and sign a Patron membership form. Each Patron Member's family (as defined herein) shall be considered a single voting unit. The non-profit shall maintain an annual record of the Patron Members.

Section 3.6 Voting Members. Founding Members, Life Members and Patron Members shall be voting members of the non-profit and together constitute the "General Body" of the organization for all purposes except amendments to bylaws. Only Founding Members and Life Members have the right to amend the bylaws of the non-profit as described in section 10.8.

Section 3.7 Voting Rights. Except as otherwise provided in the bylaws, each Voting Unit shall be entitled to one (1) vote on each matter that requires member votes.

Section 3.8 Religious Matters. The General Body shall be vested with the power to decide issues related to installation of additional vigrahams (idols) and such other religiously significant matters. Any such vote will require a two-thirds vote of the General Body.

Section 3.9 Termination of Membership. Membership in the corporation shall terminate upon resignation of the member or upon the occurrence of an event described below:

(a) *Non-voting Member*:

(i) May be removed for cause upon simple majority vote of the board of trustees; and

(ii) Notice of the intent to remove the member must be sent in writing to the member's address with fifteen (15) days' notice prior to the meeting to remove the member.

(b) *General Body Member*:

(iii) May be removed for cause upon 80% vote of the board of trustees and an 80% vote of the General Body members voting at an annual or special meeting.

(iv) Notice of the intent to remove a member must be sent in writing to the member's last known address twice, the first a minimum of four (4) weeks and a maximum of six (6) weeks and the second a minimum of two (2) weeks and maximum of four (4) weeks before the

meeting during which the vote to remove the member is held. At such a meeting, every board member must vote regardless of whether they can be present at the meeting or not. In the event of an absence, the absent board member shall give written proxy to another board member solely for the purpose of the vote on removing the member from the General Body.

Section 3.10 Membership Committees. The board of trustees may create and constitute any committees of the members that it deems necessary or helpful to the operations and activities of the corporation. The members of such committees shall serve for one (1) year terms and only for so long as they are a member of the corporation and are in good standing. The chair of all committees shall be elected by the board of trustees.

Section 3.11 No Property Rights. No member shall have any right, title, interest or privilege with respect to any of the corporation's property or assets, including any earnings or investment income of the corporation, nor shall the corporation's assets or property be distributed to any member on the dissolution or winding up of the corporation. On dissolution or winding up of the corporation, the assets of the corporation shall be distributed as determined by the General Body members to an Organization or Organizations engaged in and operated exclusively for charitable, educational, religious, or scientific purposes or shall at the time qualify as an exempt organizations or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 3.12 General Rights and Powers. Except as otherwise provided by law, by the articles of incorporation, or by these bylaws, the number of classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions, governing the admittance, withdrawal, suspension, and expulsion of members shall be determined solely by the General Body. Except as may otherwise be required by law, articles of incorporation, or these bylaws, any right of the corporation's members to vote and any right, title or interest in or to the corporation, its properties and franchises, shall cease and divest upon termination of membership, except that liability of a member for the sum due the corporation shall survive such termination unless otherwise expressly provided by the board of trustees.

Section 3.13 No Discrimination. Membership shall be bestowed without regard to a person's sex, color, mother tongue, or national origin. If an individual is born outside the Hindu faith but their values and beliefs are consistent with those of Hinduism, they shall not be discriminated against for purposes of membership herein.

ARTICLE IV MEETINGS AND ACTIONS OF THE GENERAL BODY

Section 4.1 Annual Meeting Time, Place and Notice. A meeting of the General Body will be held each year, on a date to be set by the board of trustees, with a minimum of 21 day's written or emailed notice to all General Body members and trustees of such meeting. Meetings of the General Body members will be held at the principal place of business of the corporation or at such other place as is designated by the board of trustees within the State of Colorado.

Section 4.2 Business at Annual Meeting. Business for the meeting of the General Body will include, but is not limited to:

- (a) Election of the board of trustees if an election is required per these bylaws;
- (b) The most recent year's activities and financial report shall be presented;
- (c) The following year's business plan and budget describing the activities of the corporation shall be presented;
- (d) The report from the Internal Audit Committee shall be presented;
- (e) Issues or proposals submitted by members in accordance with Section 4.3 below.

Section 4.3 Submitted Matters at Annual Meeting. General Body members may submit issues or proposals for discussion, to the Secretary, in writing, at least 14 days prior to the annual meeting. To the extent matters are submitted by General Body members, the presiding officer of the annual meeting shall make all reasonable attempts to hold discussions on the submitted matters under the "New Business" on the meeting agenda as time permits or make alternative arrangements to discuss the submitted matters at a special meeting.

Section 4.4 Special Meetings. Special meetings of the General Body may be called by the Chairman of the board of trustees, or by written request to the Secretary by at least twenty-five percent (25%) of the General Body which shall state in writing the purpose of the meeting. Written notice of the time, place and purpose of such special meeting shall be provided to all General Body members at least 15 days prior to the date of the special meeting.

Section 4.5 Action Without a Meeting. Any action required or permitted to be taken at the annual meeting or a special meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the members.

Section 4.6 Quorum & Voting. At least fifty percent (50%) of the members of the General Body, or their representatives, present in person shall constitute a quorum for the transaction of any business. A simple majority of the members of the General Body shall constitute a quorum for the transaction of business at any meeting of the General Body, and the vote of a majority of the members present in person or by telephone at a meeting at which a quorum is present shall be the act of the General Body, unless some other percentage is specified herein. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting, to be reconvened no later than 30 days after such adjournment. No minimum number is required for a quorum at such a reconvened meeting, the General Body members present shall constitute a quorum for a reconvened meeting.

Section 4.7 Proxies. At any meeting of the members, a General Body member entitled to vote may do so by proxy in writing for that meeting. Proxies may confer general voting rights, or they may be limited to prescribed action on a particular issue. Proxy holders must also be General Body members. Proxies must be in writing and duly authenticated, and no single member may hold proxies for more than two members at any one (1) meeting.

ARTICLE V BOARD OF TRUSTEES

Section 5.1 General Powers. The business and affairs of the corporation shall be managed by its board of trustees, except as otherwise provided in the Act, the articles of incorporation or these bylaws.

Section 5.2 Number, Nomination, Classes, Election, Tenure. The number of trustees of the non-profit shall be not less than nine (9) or more than fifteen (15). Any action of the board of trustees to increase or decrease the number of trustees, whether expressly by resolution or by implication through the election of additional trustees, shall constitute an amendment of these bylaws effecting such increase or decrease except when new trustee(s) are added pursuant to section 5.2(b).

(a) *Abiding Trustees*. Three (3) trustees shall be appointed to or reaffirmed to their office by the current Chair ("Abiding Trustees"). The Abiding Trustees shall be required to commit to and have each made a charitable contribution to the corporation in the amount of one hundred thousand dollars (\$100,000.00). The Abiding Trustees shall remain in their respective positions for the corporation's duration as defined in the articles of incorporation and they may delegate their respective position to another person who shall then serve as an Abiding Trustee pursuant to the terms set forth hereunder. Two (2) of the three (3) Abiding Trustees shall be members of the Chukkapalli and Kuna families. A family member of these two Abiding Trustees who succeeds to the position of Abiding Trustee shall inure to the benefit of the prior charitable contribution that was previously made by their family. A member of the Pentela family shall serve as the third Abiding Trustee and shall adhere to the following: (i) they shall participate in all board of trustee meetings by phone or in person; and (ii) they shall not delegate their position to another person until January 1, 2016. Unless otherwise stated herein, the Pentela family Abiding Trustee shall have the same privileges and responsibilities as the other two Abiding Trustees. No revision to this specific section of the bylaws may be made through any other means contemplated for revisions as set forth herein.

(b) *Permanent Trustee*. There shall also be trustees who shall remain in their respective positions for the corporation's duration as defined in the articles of incorporation, unless they delegate their respective position to another person who shall then serve as Permanent Trustee pursuant to the terms set forth hereunder ("Permanent Trustees"). A Permanent Trustee shall be required to commit to and make a charitable contribution to the corporation in the amount of \$200,000 and shall be eligible to serve as a Permanent Trustee once an aggregate charitable

contribution of \$200,000 has been made. Within thirty (30) days of the creation of a new Permanent Trustee position, an Elected Trustee position (as defined herein) shall be created and filled. The newly created Elected Trustee position shall comply with the terms of Section 5.2(c)(ii)(4).

(c) *Elected Trustees.* All other trustees shall be elected by a majority vote of the respective voting groups as described below in this section. To qualify as a Trustee, a prospective candidate must either have one (1) year of experience serving/volunteering at the temple or must serve on a committee of the temple immediately upon being elected as a Trustee. Each Trustee shall have a two-year term. Elected trustees are eligible to serve two consecutive terms before a two-year gap is required.

(i) But for any Elected Trustees that may be elected pursuant to the protocol set forth in Section 5.2(b), above, the number of Elected Trustees shall be as follows:

- (a) Seven (7) trustees shall be elected from the category of Founding Members & Life Members by Founding Members & Life Members. Four (4) of these trustees will belong to Group A, and three (3) to Group B.
- (b) Three (3) trustees shall be elected from the category of Patron Members by the Patron Members. One (1) of these trustees will belong to Group A, and two (2) to Group B.
- (c) Two (2) trustees (at-large) shall be elected from the category of general members by a majority vote of the trustees from founding/life member group and patron member group. One (1) of these trustees will belong to Group A, and one (1) to Group B.

(ii) The terms for Elected Trustees shall be staggered in accordance with the following provisions:

- (a) In each odd-numbered year, trustees shall be elected in Group A
- (b) In each even-numbered year, trustees shall be elected in Group B.
- (c) For any trustee that is elected pursuant to the authority provided in Section 5.2(b), above, their two (2) year term shall run from the date of their election and they shall not belong to either Group A or Group B.

(d) *Prohibitions Upon Trustees.* There shall not be more than one (1) member from the same family represented on the board of trustees at any time.

Section 5.3 Resignation & Vacancies. Any trustee may resign at any time by giving written notice to the Secretary of the corporation. Written notice must contain the effective date of the resignation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If an Abiding Trustee shall resign or otherwise be unable to fulfill his duties and unable to nominate a successor, the trustee position shall be filled as a non-Abiding Trustee

vacancy. If a non-Abiding Trustee vacancy occurs, the board of trustees shall provide written notice to the General Body of such vacancy. The General Body members shall then have ten (10) days from the date of the written notice to nominate themselves for the vacant position by notifying the board in writing of their nomination. Within ten (10) days of the nomination period ending, the board at a special meeting and through a majority vote, shall fill the vacancy for the remainder of the unexpired term or until the next election, whichever comes earlier. If no interested eligible General Body member(s) nominate themselves for the vacant board position, the board of trustees may nominate individuals from the General Body and vote to fill the vacancy as otherwise provided herein.

Section 5.4 Removal. Any trustee may be removed for cause by a vote of at least 80% of the board of trustees and a vote of at least 80% of the General Body members. For cause includes but is not limited to the following:

- (a) Declared of unsound mind by a court of law;
- (b) Convicted of a felony;
- (c) Absent from two (2) consecutive meetings without such absence being properly excused;
- (d) Removed from the General Body as provided herein;
- (e) Any other action that is taken by such trustee in direct conflict with or to the detriment of the corporation, as determined in the discretion of the board of trustees.

Section 5.5 Annual Meetings. An annual meeting of the board of trustees shall be held during the first four (4) months of each year for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The board of trustees may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings, which shall be held at least every other month, for a total of six (6) board of trustee regular meetings every year. No notice shall be required other than such resolution.

Section 5.6 Regular Meetings. The board of trustees shall meet at least once every two (2) months, on a date and at a location to be determined by a simple majority of the attending trustees at the preceding meeting.

Section 5.7 Special Meetings. Special meetings of the board of trustees may be called by or at the request of the chair of the board, or at the request of other board of trustee members with the approval of at least one-third (1/3) of the board of trustees. Any special meetings require one (1) week's notice by personal delivery, email or regular mail and shall specify the place, day and hour of the meeting.

Section 5.8 Notice. Except as allowed by other sections herein, notice of each meeting of the board of trustees stating the place, day and hour of the meeting shall be given to each trustee at the trustee's business address at least 24 hours prior thereto by the mailing of

written notice by first class, certified or registered mail, or at least one (1) day prior thereto by personal delivery of written notice or by telephonic, E-mail, or facsimile notice (and the method of notice need not be the same as to each trustee). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted by email or facsimile, such notice shall be deemed to be given when the transmission is completed. Neither the business to be transacted at, nor the purpose of, any meeting of the board of trustees need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute. A written notice of each meeting of members shall be mailed to each member having the right and entitled to vote at the meeting at the address as it appears on the records of the corporation. The meeting notice shall be mailed not less than 10 nor more than 60 days before the date set for the meeting. The record date for determining members entitled to vote at the meeting will be close of business on the day before the notice is sent. The notice shall state the time and place the meeting is to be held. A notice of a special meeting shall also state the purposes of the meeting. A notice of meeting shall be sufficient for that meeting and any adjournment of it. If a member transfers any shares after the notice is sent, it shall not be necessary to notify the transferee. All members may waive notice of a meeting at any time.

Section 5.9 Waiver of Notice. Any trustee may waive notice of any meeting before, at or after such meeting. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members. Each member shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of members. An alphabetical list of all members who are entitled to vote at a members' meeting along with their addresses shall be produced at a members' meeting upon the request of any member.

Section 5.10 Presumption of Assent. A trustee of the corporation who is present at a meeting of the board of trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such trustee's dissent shall be entered in the minutes of the meeting or unless the trustee shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

Section 5.11 Quorum and Voting. A simple majority of the trustees shall constitute a quorum for the transaction of business at any meeting of the board of trustees, and the vote of a majority of the trustees present in person or by telephone at a meeting at which a quorum is present shall be the act of the board of trustees, unless some other percentage is specified herein. If less than a quorum is present at a meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 5.12 Compensation. The board of trustees shall not be compensated in the form of cash, kind, goods, or services.

Section 5.13 Meetings by Telephone. Any trustee or committee member may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 5.14 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the trustees or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the trustees or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the trustees or committee members.

Section 5.15 Roles and Responsibilities. The board has the fiduciary, administrative and operational responsibilities to achieve the purposes and objectives of the corporation. It shall, by appointing appropriate persons, committees or entities, execute these responsibilities in a diligent manner. The board shall be responsible for the following:

(a) Maintaining and operating an account(s) in a local bank under the name "Sri Venkateswara Swamy Temple of Colorado" and depositing all donations and other receipts into that account, as stipulated in these bylaws. The choice of the bank shall be approved by a simple majority of the board. Withdrawals from the account may be made by an officer authorized to operate the account, with the provision that payments/checks exceeding \$500 shall require signatures of two (2) officers.

(b) Any hiring and termination of any corporation employees. Determining the salary and benefits of the paid personnel, by majority vote, for the operation of the corporation. Terminated employees cannot be rehired unless the termination is for visa related issues. Secretary of the board maintains the list of such employees.

(c) Appointing by majority vote, the various committees responsible for conducting and overseeing the day-to-day activities of the corporation.

(d) Safeguarding and maintaining all properties and assets of the corporation.

(e) Maintaining the corporation's non-profit status and complying with the laws of the State of Colorado, and any other applicable federal or state laws.

(f) Maintaining a proper record of all transactions, including financial transactions.

(g) Maintaining proper records of all proceedings of General Body meetings, Executive Committee meetings, and meetings of the board.

(h) The board of trustees' approval shall be required for all expenses other than recurring expenses over \$2,500. The board approval may be obtained through email to the entire board, or in a scheduled board meeting.

(i) The General Body shall approve all expenses for a single project or item other than emergency expenses over \$50,000. The approval may be obtained through email/electronic voting to the entire General Body, or in a scheduled General Body meeting with a minimum quorum of 50% of the General Body members participating in the voting.

(j) On needs basis the board shall elect a Vice Chairman, Joint Secretary and/or a Joint Treasurer from the other board of trustee members.

ARTICLE VI COMMITTEES

Section 6.1 Executive Committee.

(a) *Designation.* There may be an executive committee of the corporation which shall consist of one (1) trustee who shall serve as president of the executive committee and six (6) additional members who shall be selected by the board of trustees from applications submitted (collectively along with the president, the "EC Members"). Any Founding/Life/General member in good standing shall be eligible to seek election to the position of chair of any committee. Each EC Member shall serve a one (1) year term and may reapply to serve on the Executive Committee by applying to the board of trustees for an additional and consecutive term. An Executive Committee member cannot be from the family of a board of trustee member unless there is a vacancy on the executive committee and insufficient nominations to otherwise fill the vacancy.

(b) *EC Members.* The members of the executive committee are the chairs of the following committees: Annapurna Committee, Finance Committee, Religious Committee, Web and Communication, Education and Cultural Committee, Facilities and Maintenance Committee. The board of trustees will send notifications for all committee chair position vacancies to the Founding/Life/General members.

(c) *Powers.* The executive committee shall be vested with the oversight and supervision of all other committees that are created by the board of trustees. The executive committee shall also have such powers to act on behalf of the board of trustees of the corporation as may be delegated to the executive committee by the board of trustees of the corporation.

(d) *Meetings.* The executive committee shall meet every month at a time and place designated by the president of the executive committee. The president of the executive committee will report back to the board of trustees at every regular meeting of the board of trustees.

(e) *Executive Committee Officers.*

(i) *President* - The president of the executive committee must be a board of trustee member and shall be elected by a majority vote of the other members of the board of trustees. No trustee that is up for election in the President position may vote in the election process.

(ii) *Secretary* – The secretary of the executive committee shall be elected by a majority vote of the executive committee. The secretary shall be responsible for recording and maintaining the meeting minutes of the executive committee.

Section 6.2 Other Committees. The executive committee will send notifications of all other committees and committee membership positions to the membership. Each committee may consist of General Body members, non-voting members, and non-members. Each committee chair shall submit the names of persons applied from the corporation membership to serve on the committee, to the executive committee.

Section 6.3 Election of Committee Chairs. Each chair and committee member will be elected for a one (1) year term. Each chair must take a one (1) term break after serving two (2) consecutive terms on the same committee (similar to board officers). The board of trustees may grant an exception when a position is not filled.

Section 6.4 Internal Audit Committee.

(a) *Purpose.* An Internal Audit Committee shall be formed to audit the finances, and the processes associated with the finances, of the corporation on a regular basis, not less frequently than annually.

(b) *Members.* The Internal Audit Committee shall be comprised of three (3) members. Any General Body member that wishes to serve on the Committee shall submit their name to the board of trustees by the submission date that the board of trustees provides to the General Body. All names received by the board shall be placed in a drawing and three names shall be selected at random. The three names drawn shall be the members of the Committee and they shall then be appointed to the Internal Audit Committee. No member of the Internal Audit Committee may be a trustee or an EC Member, unless there are no other General Body members that are willing to serve as members of the Internal Audit Committee.

(c) *Term.* Each member shall serve a one-year calendar term and the initial members shall take their positions on January 1, 2015. A member may submit his name for successive terms.

(d) *Duties.* The Internal Audit Committee shall audit all financial records and processes of the corporation at least annually, but preferably quarterly. From the audits, they shall make a report at the annual General Body Meeting, and their report shall be included in the corporation's Annual Report. On an annual basis

and during the last forty-five (45) days of the members' term, they shall meet with the incoming members and provide a minimum of three (3) hours of training to best enable the incoming members to fulfill their duties. The members of this committee are bound to the confidentiality and privacy preferences expressed by the donors of the corporation, such as a donor's request to remain anonymous.

Section 6.5 Election Committee

(a) *Designation.* The board of trustees will appoint three (3) Election Commissioners from the General Body Members who will comprise the election committee. Election Commissioners may not also be a member of the board of trustees or the executive committee while serving as an Election Commissioner and shall also not be a candidate in any election during their term as Election Commissioner.

(b) *Duties.* The Election Commissioners shall seek nominations for any vacant position from among the eligible members of the General Body.

(c) *Election Meeting.*

(i) The Commissioners shall make a written request to the Chairman of the Board for a General Body meeting for the purpose of conducting elections. If the annual General Body meeting of the corporation happens to fall during this time, the election may be conducted during that meeting.

(ii) The election shall be conducted by secret ballot only.

(iii) Members unable to attend the meeting may either vote by proxy or send their vote to any General Body Member, with a Notarized Signature.

(iv) Election Commissioner shall conduct all elections in a fair and balanced manner.

Section 6.6 Adhoc Committees. The board of trustees may designate such additional committees as it deems necessary or desirable. The board of trustees shall appoint the members of such additional committees in the manner, for the terms and with such duties and functions as may be prescribed by the board of trustees. Any such committee chair will be a part of the Executive Committee until such adhoc committee is dissolved. Any such adhoc committee shall follow the same guidelines set for committees set forth in section 6.2

Section 6.7 Meetings. Except as otherwise set forth herein, each committee shall meet from time to time on the call of its chair, the chair of the board of the corporation or of any two (2) or more members of the committee, such meetings to be held at the date, time and place as may be designated in the notice of the meeting given by the person so authorized by these bylaws. Notice of the date, time and place of each meeting of the committee shall be given to

each member of the committee either in person, by mail, telegraph or telephone, no later than one (1) day prior to the meeting; such notice need not state the purpose or purposes of the meeting. The committee shall keep regular minutes of its meetings and proceedings.

Section 6.8 Quorum. At any meeting of a committee, a majority of members thereof shall constitute a quorum. The acts of a majority of the members of the committee at a meeting at which a quorum is present shall be the acts of the committee.

Section 6.9 Vacancies. Except as otherwise prescribed herein, vacancies on a committee shall be filled by the board of trustees at a regular meeting of the board or at any special meeting called for that purpose.

Section 6.10 Compensation. EC Members as well as all other committee members shall serve in a voluntary capacity without any compensation in the form of cash, kind, goods, or services.

ARTICLE VII OFFICERS AND AGENTS

Section 7.1 Number and Qualifications. The elected officers of the corporation shall be a president, a secretary and a treasurer. The board of trustees may also appoint such other officers as it deems necessary, including a chair of the board, or more vice-chairs and one or more vice-presidents. Officers need not be trustees of the corporation. All officers must be at least eighteen (18) years old. No officer may hold more than one (1) position at any time.

Section 7.2 Election and Term of Office. The elected officers of the corporation shall be elected by the board of trustees at each annual meeting of the board. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office for one (1) year, or until the officer's earlier death, resignation or removal. An officer may be re-elected for a subsequent term, but shall not serve more than two consecutive terms. After a second subsequent term, a full year must elapse before the member is eligible for another officer election.

Section 7.3 Compensation. Officers shall serve in a voluntary capacity without any compensation in the form of cash, kind, goods, or services.

Section 7.4 Removal. Any officer or agent may be removed by the board of trustees whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 7.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the president or to the board of trustees. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of trustees for the unexpired portion of the term.

Section 7.6 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the chair of the board, the president, the board of trustees or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

Section 7.7 Chairman of the Board. The Chairman of the Board shall be the principal Executive Officer of the corporation. Subject to the direction of the board, he shall be in charge of the business and affairs of the corporation.

(a) The Chairman shall preside at all meetings of the board; and shall be responsible for public relations for the corporation; shall present the report of the board of trustees at the annual meeting of the General Body.

(b) The Chairman shall see that the resolutions and directives of the board are carried out, except in those instances in which that responsibility is assigned to some other person by the board; and, in general, the Chairman shall discharge all duties incident to the office of the Chairman of the Board, and such other duties as may be prescribed by the board.

(c) Except in those instances in which the authority to execute is expressly delegated to another officer or prescribed by the board or these bylaws, the Chairman may execute for the corporation any contract, deeds, mortgages, bonds or other instruments which the board has authorized to be executed, and the Chairman may accomplish such execution under the seal of the corporation, and with the Secretary and any other officer there unto authorized by the board, according to the requirements of the form of the instrument.

(d) The Chairman may vote all securities which the corporation is entitled to vote except as, and to the extent, such authority is vested in a different officer or agent of the corporation by the board.

(e) Majority vote of the board of trustees should prevail on all occasions and no officer shall have the authority to reject an action properly passed by the board of trustees.

Section 7.8 Secretary

(a) Minutes of the meetings of the board, the annual membership meeting, and other meetings convened under the provisions of these bylaws shall be recorded by the Secretary of the board, or another individual designated for that purpose. The minutes shall indicate the voting record of each member on all motions and proposals, except for secret ballot issues. Such minutes shall be maintained by the Secretary of the board and published to the members under the provisions of these bylaws;

(b) Be the custodian of the corporate records and seal of the corporation;

(c) Keep a register of the post-office address of each trustee and all members of the corporation.

(d) Shall perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the Chairman or the board.

(e) The Secretary shall maintain a written record of all the board approvals of expenses.

Section 7.9 Treasurer. The Treasurer shall be the principal accounting and financial officer of the corporation. The Treasurer shall:

(a) Have charge of, and be responsible for the maintenance of adequate books of account for the corporation;

(b) Have charge and custody of all funds and securities of the corporation, and be responsible there for, and for the receipt and disbursement thereof; and

(c) Perform all the duties incident to the office of the treasurer, and such other duties as from time to time may be assigned to him/her by the Chairman or by the board.

(d) Issue audited income and expense statements and balance sheets for publication in the newsletter annually.

(e) Produce all records necessary for any external audit or as otherwise needed.

(f) Be responsible for filing the annual income tax returns in time to the Internal Revenue Service to maintain the tax exempt status for the corporation.

(g) Submit annually all necessary documents to all other governmental agencies to maintain the non-profit status and the tax exempt status.

(h) The Treasurer may sign checks for up to \$500 for expenses that have been previously approved by the board or for recurring expenses. Any checks/payments exceeding \$500 shall be signed by at least two officers of the board.

(i) Set up and implement a regular procedure for counting and recording the Hundi and Aarti offerings in cooperation with the Finance Committee, and if necessary with the corporation Manager.

(j) If the Treasurer is absent, the board may appoint a replacement from among its members, until such time the Treasurer can resume the duties.

(k) Evaluate the budgets submitted by various committees and develop a master budget for the corporation to be presented to the General Body members.

Section 7.10 Surety Bonds. The board of trustees shall not be required to, but may as appropriate, require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

ARTICLE VIII INDEMNIFICATION

Section 8.1 Definitions. For purposes of this Article, the following terms shall have the meanings set forth below:

(a) "*Corporation*" means the corporation and, in addition to the resulting or surviving corporation, any domestic or foreign predecessor entity of the corporation in a merger, consolidation or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) "*Expenses*" means the actual and reasonable expenses, including attorneys' fees, incurred by a party in connection with a proceeding.

(c) "*Family*" means an individual's spouse and children.

(d) "*Liability*" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to a private corporation or an employee benefit plan) or expense incurred with respect to a proceeding.

(e) "*Official Capacity*" when used with respect to a trustee of the corporation means the office of trustee in the corporation, and when used with respect to a person in a capacity other than as a trustee (even if such person is also a trustee) means the office in the corporation held by the officer or the employment relationship undertaken by the employee on behalf of the corporation in the performance of his or her duties in his or her capacity as such officer or employee. "Official capacity" does not include service for any other foreign or domestic corporation or for any partnership, joint venture, trust, other enterprise or employee benefit plan when acting directly on behalf of such other corporation, partnership, joint venture, trust, enterprise or plan as a trustee, officer, employee, fiduciary or agent thereof.

(f) "*Party*" means any person who was, is, or is threatened to be made, a named defendant or respondent in a proceeding by reason of the fact that such person is or was a trustee, officer or employee of the corporation, and any person who, while a trustee, officer or employee of the corporation, is or was serving at the request of the corporation as a trustee, officer, partner, employee, fiduciary or

agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan. A party shall be considered to be serving an employee benefit plan at the corporation's request if such party's duties to the corporation also impose duties on or otherwise involve services by such party to the plan or to participants in or beneficiaries of the plan.

(g) "*Proceeding*" means any threatened, pending or completed action, suit or proceeding, or any appeal therein, whether civil, criminal, administrative, arbitrative or investigative (including an action by the corporation) and whether formal or informal.

Section 8.2 Right to Indemnification.

(a) *Standards of Conduct.* Except as provided in Section 8.2(d) below, the corporation shall indemnify any party to a proceeding against liability incurred in or as a result of the proceeding if (i) such party conducted himself or herself in good faith; (ii) such party reasonably believed (A) in the case of a trustee acting in his or her official capacity, that his or her conduct was in the corporation's best interests, or (B) in all other cases, that such party's conduct was at least not opposed to the corporation's best interests; and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. For purposes of determining the applicable standard of conduct under this Section 8.2, any party acting in his or her official capacity who is also a trustee of the corporation shall be held to the standard of conduct set forth in Section 8.2(a)(ii)(A), even if such party is sued solely in a capacity other than as such trustee.

(b) *Employee Benefit Plans.* A party's conduct with respect to an employee benefit plan for a purpose such party reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirements of Section 8.2(a)(ii)(B). A party's conduct with respect to an employee benefit plan for a purpose that such party did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of Section 8.2(a)(i).

(c) *Settlement.* The termination of any proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not of itself determinative that the party did not meet the applicable standard of conduct set forth in Section 8.2(a).

(d) *Indemnification Prohibited.* Except as hereinafter set forth in this Section 8.2(d), the corporation may not indemnify a party under this Section 8.2 either (i) in connection with a proceeding by the corporation in which the party is or has been adjudged liable for gross negligence or willful misconduct in the performance of the party's duty to the corporation; or (ii) in connection with any proceeding charging improper personal benefit to the party, whether or not involving action in the party's official capacity, in which the party was adjudged

liable on the basis that personal benefit was improperly received by the party (even if the corporation was not thereby damaged). Notwithstanding the foregoing, the corporation shall indemnify any such party if and to the extent required by the court conducting the proceeding, or any other court of competent jurisdiction to which the party has applied, if it is determined by such court, upon application by the party, that despite the adjudication of liability in the circumstances in clauses (i) and (ii) of this Section 8.2(d) or whether or not the party met the applicable standard of conduct set forth in Section 8.2(a), and in view of all relevant circumstances, the party is fairly and reasonably entitled to indemnification for such expenses as the court deems proper in accordance with the Act.

(e) *Claims by Corporation.* Indemnification permitted under this Section 8.2 in connection with a proceeding by the corporation shall be limited to expenses incurred in connection with the proceeding.

(f) *Combined Proceedings.* If any claim made by the corporation against a party is joined with any other claim against such party in a single proceeding, the claim by the corporation (and all expenses related thereto) shall nevertheless be deemed the subject of a separate and distinct proceeding for purposes of this Article.

Section 8.3 Prior Authorization Required. Any indemnification under Section 8.2 (unless ordered by a court) shall be made by the corporation only if authorized in the specific case after a determination has been made that the party is eligible for indemnification in the circumstances because the party has met the applicable standard of conduct set forth in Section 8.2(a) and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the board of trustees by a majority vote of a quorum of such board, which quorum shall consist of trustees not parties to the subject proceeding, or by such other person or body as permitted by law.

Section 8.4 Success on Merits or Otherwise. Notwithstanding any other provision of this Article VIII, the corporation shall indemnify a party to the extent such party has been successful, on the merits or otherwise, including, without limitation, dismissal without prejudice or settlement without admission of liability, in defense of any proceeding to which the party was a party against expenses incurred by such party in connection therewith.

Section 8.5 Advancement of Expenses. The corporation shall pay for or reimburse the expenses, or a portion thereof, incurred by a party in advance of the final disposition of the proceeding if (a) the party furnishes the corporation a written affirmation of such party's good-faith belief that he or she has met the standard of conduct described in Section 8.2(a)(i); (b) the party furnishes the corporation a written undertaking, executed personally or on behalf of such party, to repay the advance if it is ultimately determined that the party did not meet such standard of conduct; and (c) authorization of payment and a determination that the facts then known to those making the determination would not preclude indemnification under this Article have been made in the manner provided in Section 8.3. The undertaking required by clause (b) must be an

unlimited general obligation of the party, but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 8.6 Payment Procedures. The corporation shall promptly act upon any request for indemnification, which request must be in writing and accompanied by the order of court or other reasonably satisfactory evidence documenting disposition of the proceeding in the case of indemnification under Section 8.4 and by the written affirmation and undertaking to repay as required by Section 8.5 in the case of indemnification under such Section. The right to indemnification and advances granted by this Article shall be enforceable in any court of competent jurisdiction if the corporation denies the claim, in whole or in part, or if no disposition of such claim is made within ninety days after written request for indemnification is made. A party's expenses incurred in connection with successfully establishing such party's right to indemnification is made. A party's expenses incurred in connection with successfully establishing such party's right to indemnification, in whole or in part, in any such proceeding shall also be paid by the corporation.

Section 8.7 Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a trustee or officer of the corporation or is or was serving at the request of the corporation as a trustee or officer of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against that liability under the Act. The corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the corporation. To the extent that such insurance coverage provides a benefit to the insured person, the corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended.

Section 8.8 Right to Impose Conditions to Indemnification. The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as may appear appropriate to the board of trustees in each specific case and circumstances, including, but not limited to, any one or more of the following: (a) that any counsel representing the party to be indemnified in connection with the defense or settlement of any proceeding shall be counsel mutually agreeable to the party and to the corporation; (b) that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the party to be indemnified; and (c) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified party's right of recovery, and that the party to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

Section 8.9 Other Rights and Remedies. Except as limited by law, the indemnification provided by this Article shall be in addition to any other rights which a party may have or hereafter acquire under any law, provision of the articles of incorporation, any other or further provision of these bylaws, vote of the board of trustees, agreement, or otherwise.

Section 8.10 Applicability; Effect. The indemnification provided in this Article shall be applicable to acts or omissions that occurred prior to the adoption of this Article, shall continue as to any party entitled to indemnification under this Article who has ceased to be a trustee, officer or employee of the corporation or, at the request of the corporation, was serving as and has since ceased to be a trustee, officer, partner, employee, fiduciary or agent of any other domestic or foreign corporation, or of any partnership, joint venture, trust, other enterprise or employee benefit plan, and shall inure to the benefit of the estate and personal representatives of each such person. The repeal or amendment of this Article or of any Section or provision hereof that would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions that occurred prior to such repeal or amendment. All rights to indemnification under this Article shall be deemed to be provided by a contract between the corporation and each party covered hereby.

Section 8.11 Indemnification of Agents. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Article to the fullest extent permissible by the laws of Colorado. Unless otherwise provided in any separate indemnification arrangement, any such indemnification shall be made only as authorized in the specific case in the manner provided in Section 8.3.

Section 8.12 Savings Clause; Limitation. If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4941 of the Internal Revenue Code.

ARTICLE IX PURPOSE, RESTRICTIONS

Section 9.1 General. The purposes of the corporation are those set forth in the articles of incorporation, subject to restrictions set forth in such articles of incorporation, restrictions on amendment as set forth in the articles of incorporation, and in restrictions on amendment set forth in these bylaws pursuant to the authority set forth in the articles of incorporation.

Section 9.2 Contributions, Special Funds. The corporation may accept contributions, grants, bequests or devise designated to and consistent with its purposes. The designation of funds shall not, however, restrict the corporation's ownership, dominion and control of the designated funds in any manner which is inconsistent with the corporation's duties and powers as an organization described in Section 501(c)(3) of the Code.

ARTICLE X MISCELLANEOUS

Section 10.1 Account Books, Minutes, Etc. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its board of trustees and committees. All books and records of the corporation may be inspected by any General Body member or by the authorized agent or attorney of any such person, for any proper purpose at any reasonable time.

Section 10.2 Public Accountability. The corporation shall provide for all financial reports necessary or desirable for a charitable organization exempt from tax under Section 501(c)(3) of the Code. The corporation may provide for an annual independent audit of its financial affairs. The corporation shall publish and make available to the general public all tax applications and returns as appropriate for a charitable organization exempt from tax under Section 501(c)(3) of the Code.

Section 10.3 Fiscal Year. The fiscal year of the corporation shall be as established by the board of trustees.

Section 10.4 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of trustees, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 10.5 Conflicts of Interest.

(a) From time to time potential conflicts of interest or the appearance of such conflicts will inevitably arise. It is the policy of the corporation to deal with such conflicts in as open and appropriate way as possible.

(b) If any person who is a trustee or officer of the corporation is aware that the corporation is about to make a grant to or otherwise enter into any transaction directly or indirectly with such person, any member of that person's family, or any entity in which that person has any legal, equitable or fiduciary interest or position, including, without limitation, as a director, officer, shareholder, partner, beneficiary or trustee, such person shall (i) promptly inform those charged with approving the transaction on behalf of the corporation of such person's interest or position; (ii) disclose any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the corporation; and (iii) not be entitled to vote on the decision to enter into such transaction. Notwithstanding the foregoing, the corporation shall not enter into any transaction in violation of the restrictions set forth in the corporation's articles of incorporation.

(c) In the event the corporation awards any grant or otherwise enters into any transaction that involves any actual or potential conflict of interest, the fact of

the conflict and of compliance by all parties with the requirements of Section 10.5(b) shall be recorded in the minutes of the proceedings approving such grant or other transaction.

(d) The trustees, officers, employees and agents of the corporation shall also faithfully observe and comply with any other policies or procedures adopted by the corporation from time to time to assure that conflicts of interests and any other matters bearing on the proper and ethical conduct of corporate affairs are appropriately and effectively monitored, disclosed and dealt with in furtherance of the best interests of the corporation.

Section 10.6 Loans to Trustees and Officers Prohibited. No loans shall be made by the corporation to its trustees or officers. Any trustee or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

Section 10.7 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 10.8 Amendments. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested founding members and life members of the non-profit; provided, however, that all alterations and amendments shall be consistent with the Hindu religion, the intent of the founders of the corporation, and the mission and purposes expounded in these By-laws and the Articles of Incorporation, and that no alteration, amendment or repeal shall become effective in contravention of the Colorado Nonprofit Corporation Law or without any review or filing which may from time to time be required thereunder.

Section 10.9 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

ARTICLE XI RESOLUTION OF CONFLCITS AND DISPUTES

Section 11.1 Dispute Resolution. Should any dispute arise with regard to any matter from the activities and affairs of the Temple which cannot be resolved by the Executive Committee or by the Board of Trustees, the dispute shall be settled by binding arbitration.

Section 11.2 Binding Arbitration. A binding arbitration shall be initiated by the Board of Trustees. The parties to the dispute shall be under obligation to extend full cooperation to the Board of Trustees in this matter.

- a) Board of trustees shall present to both parties a list of persons considered professional arbitrators who are qualified to act as arbitrators and appoint from the list three arbitrators acceptable to both parties. The parties to the dispute may mutually agree to accept arbitrators other than those presented by the Chairman. The parties are responsible for all expenses incurred in this

process. An initial deposit of 50% of the estimated cost has to be deposited at the time of submitting the petition for arbitration.

- b) The arbitrators shall appoint a coordinator from amongst themselves.
- c) The Chairman shall have both parties sign an agreement whereby both parties agree to be bound by the decision of the majority of the arbitrators.
- d) The arbitrators shall consult the Board of Trustees, Executive Committee or other person (s) who may have the knowledge of the dispute and offer assistance. The arbitrators may hear the parties to the dispute individually or jointly before rendering their decision.
- e) The arbitrators shall render their judgment in writing within forty-five (45) days and forward copies to their decision to the Board of Trustees.
- f) The decision of the Arbitrators shall be binding on both parties who shall hold their peace and pursue no further action.

(END)

CERTIFICATE

The undersigned hereby certify that the foregoing is a true and correct copy of the Amended and Restated bylaws of the corporation, duly adopted by the board of trustees and in full force and effect.

Satyanarayana Velagapudi
Chairman

Muthukumarappan Ramurthy
Secretary