

**BY-LAWS
OF
THE CONNECTICUT VALLEY HINDU TEMPLE SOCIETY**

SRI SATYANARAYANA TEMPLE

11 Training Hill Road

Middletown, CT 06457

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ARTICLE I

GENERAL

Section 1. **NAME**. The name of the corporation shall be The Connecticut Valley Hindu Temple Society, Inc. (herein after referred to as the "Society").

Section 2. **OFFICE**. The Society shall have and continuously maintain in the State of Connecticut a registered office and a registered agent whose office is identical with such registered office in the state of Connecticut, and may have such other offices within the State of Connecticut as the Board of Trustees (herein after referred to as "BOT") may from time to time determine.

Section 3. **THE ORGANS**. The BOT shall be the policy-making organ with the help of the Executive Committee (herein after referred to as the "EC") responsible in law for the Society. The EC shall be entrusted with the proper functioning of the Society's temple and cultural center and with the other duties specified in these By-laws. As laid out in these By-laws, the EC and BOT may establish open-ended subcommittees as appropriate and necessary in order to carry out all functions of the society. The Society shall have members, as provided by these By-laws. An annual assembly of members called General Body (GB) will review and evaluate the programs and progress of the Society as specified further in these By-laws.

Section 4. **PRIMARY RESPONSIBILITIES AND ACCOUNTABILITIES**

BOT

- Policy Making Body
- Fiduciary Responsibility
- Strategic Planning
- Capital Projects Approval
- By-Laws and Policies
- Intervention by Media and Law Enforcement
- Conduct External Audit of Annual Financial Report
- Intervention by outside agency

EC

- Day to day functioning of the Temple
- Manage affairs and business of temple consistent with By-Laws & Policies
- Manage Priests
- Manage Poojas
- Manage Cultural and Educations activities
- Maintain Temple Premises
- Manage Financial Transactions
- Conduct Internal Audits
- Procedure Manual consistent with By-Laws and Policies
- Temple Records
- Communication with General Body

Joint BOT & EC

- Conducting of General Body Meeting
- Approval of Hiring of New Priests and other Employees and Removal of Existing Priests and other Employees
- Initiation and Execution of Capital Projects
- Communication between BOT and EC
- All BOT Committees to have participation by EC and all EC committees to have participation by BOT

Section 5. **MISSION**. We are committed to working together to provide a place of worship and to hold community events that promote and preserve Hindu Philosophy. Our core values include Respect, Integrity, Stewardship and Inclusiveness.

- **RESPECT** - We honor the worth, virtues and dignity of all those who participate in the functioning of the temple
- **INTEGRITY** – We are faithful, respectful and trustworthy
- **STEWARDSHIP** – We treat the resources entrusted to us responsibly
- **INCLUSIVENESS** – We encourage including all forms of worship of Hindu Philosophy

ARTICLE II

OBJECTS

Section 1. **SPECIFIC OBJECTS**. The Society is a non-stock corporation organized and incorporated under the laws of Connecticut and shall have all the powers of such a Corporation provided the activities of the Society are not inconsistent with Section 501(C)(3) and Section 170 (C)(2) of the Internal Revenue Code of 1986, as amended. The purposes of the Society are:

- (a) To build and maintain a temple complex in the Central Connecticut region, serving as a common place of worship for those who subscribe to the Hindu theology. CVHTS is committed to maintaining the current Deities in the current sanctums of the temple and will not allow a replacement with any other deity in the future;
- (b) To organize religious and spiritual discourses, religious texts, yoga and meditation classes;
- (c) To organize principal Hindu pujas and festivals;
- (d) To offer facilities for Indian language studies and instructions in Indian classical and devotional music and dances;
- (e) To arrange for publications in subjects connected with religious and cultural matters, keeping in mind the special interests of children and young adults;
- (f) To provide facilities and organize cultural events in cooperation with other cultural organizations in the Connecticut Valley area;

- (g) To engage in charitable and educational activities consistent with the above objectives.

Section 2. **FUNDS**. The Society may own assets, raise funds through donations, cultural events, raffles, borrowings or other means to implement the objectives of the Society.

Section 3. **DEFINITIONS**

1. Society refers to the Connecticut Valley Hindu Temple Society, Inc.
2. BOT refers to the Board of Trustees for the Society
3. EC refers to the Executive Committee for the Society
4. GB refers to the General Body of dues paying Members and Life Members

ARTICLE III

MEMBERSHIP

Section 1. **QUALIFICATIONS**. Only adult persons of good moral character who subscribe to the objects and basic policies of the Society and pay the dues affixed for membership by the Executive Committee shall be eligible for membership in the Society.

Section 2. **CLASSES**. Membership shall be made up of the following classes:

- Regular Members
- Life Members
- Supporting Members
- Institutional Members.

Section 3. **REGULAR MEMBERS**. Any adult individual who pays the annual dues as prescribed by the EC and BOT may become a Regular Member of the Society.

Section 4. **LIFE MEMBERS**. Any individual who is a Regular Member of the Society may become a Life Member upon payment to the Society of a Life Membership fee. The amount of the Life Membership fee shall be determined by the Board of Trustees.

Section 5. **SUPPORTING MEMBERS**. Any individual, who is interested in the advancement of the Society and who wishes to contribute materially and financially to the Society may become a supporting Member of the Society upon donation to the Society of a Sum not less than \$5,000.00.

Section 6. **INSTITUTIONAL AFFILIATES**. Any non-profit organization, which subscribes to the objects and basic policies of the Society, may be designated as an Institutional Affiliate of the Society upon recommendation of the EC and BOT. The Society may

collaborate on activities and functions with an Institutional Affiliate so long as such activities and functions further the Society's objectives.

Section 7. MEMBERS' MEETINGS. The Annual Meeting of the Members shall be held in April of each year for the purpose of electing members of the EC, discussing and reviewing the progress and financial affairs of the Society and to transact such other business as may properly come before the meeting. Special meetings of the Members may be called by two-thirds of the members of BOT, or two-thirds of the members of EC or at least one fifth of the voting Members at any time. Any and all meetings may be held within Connecticut, as the EC shall determine.

Section 8. QUORUM. At any meeting of the Members, one-fifth of the voting Members shall constitute a quorum for the transaction of business. In the event of a quorum not being present, a lesser number may reconvene the meeting to some future time, not more than 30 days later. At the second attempt of the meeting the members present shall constitute a quorum. The act of a majority of the voting Members present at a meeting at which there is a quorum shall be binding on the Society.

Section 9. **VOTING MEMBERS.** All Regular Members upon completion of one year of membership and Life Members shall have the right to vote and hold office. Each voting member shall be entitled to one vote. There shall be no voting by proxy during the Annual Meeting of the Members.

Section 10. **NOTICE.** Written notice of all annual and special meetings of the Members of the Society shall be mailed to each Member by the Secretary 14 days prior to the date fixed for such meeting.

Section 11. **UNANIMOUS CONSENT.** In lieu of any annual or special meeting and vote of the Member, the unanimous written consent of all voting Members may be filed with the Secretary with respect to any action taken or to be taken by the Members and said consent shall, when filed, have the same force and effect as a unanimous vote of all of the Members.

Section 12. **TERMINATION OF MEMBERSHIP.** Any Member may resign at any time by filing a written resignation with the Secretary of the EC. A Regular Member who shall be in default in the payment of his or her annual dues for a period of 12 months shall be deemed to have forfeited his or her membership in the society. Any person otherwise eligible for membership may be denied membership or removed from membership by a vote of two-thirds of EC and BOT. Terminated member has a right to appear before a grievance committee within thirty (30) days of being notified of the decision to terminate his or her membership.

Section 13. **MEMBERSHIP YEAR.** The membership year for the Society shall begin on the first day of January and end on the last day of December of each year. Membership dues are to be paid on or before March 31 of the membership year.

ARTICLE IV

THE BOARD OF TRUSTEES (BOT)

Section 1. **GENERAL POWERS**. The BOT shall be the policy-making body consistent with Society's By-Laws and shall be vested with the financial assets and liabilities of the Society. The BOT shall oversee the affairs and businesses of the Society as managed by the EC. The BOT shall be responsible to oversee financial records, audits, strategic planning for the Society, capital projects, by-laws and policies through subcommittees. The chairperson of any such subcommittee shall be a member of BOT and there shall be at least one representative from EC (to be appointed by the President of EC). Subcommittees shall be formed for the sole purpose of making recommendations to the BOT for its consideration and decision. BOT shall have annual financial reports audited by a professional entity and present it at the GB meeting.

Section 2a **CONSTITUTION & TENURE**. The BOT should consist of Life Members with sufficient exposure, experience and acumen in finance, administration, diplomacy, attitude of seva and the Hindu Philosophy to preserve and to protect the objectives of the Society. The BOT shall consist of not more than nine persons and not less than three persons. Each BOT member shall serve only for a term of six years provided that one-third of the BOT shall retire every two years. Any BOT member can be re-elected after a gap of 6 years. The initial BOT shall consist of one-third of persons serving for two years, one-third of persons serving for four years and one-third of persons serving for six years. At least one third of the persons serving on the BOT at any one time shall be residents of the Connecticut Valley. Two members from the same nucleus family (Husband, Wife and Children) cannot serve on the BOT and/or EC at the same time.

Section 2b **ELECTION**. In the year in which new BOT members need to be elected, the President of the EC, and the Chairperson of BOT shall appoint a three member Nominating Committee in January which should consist of a member from EC, a member from BOT and (one) Life member at large

The nominating committee so appointed prepares a list of Members eligible for the BOT seats to replace the retiring members of the BOT. This committee presents the resume of each member to a joint meeting of the EC and BOT. During the joint meeting, the EC and BOT will select up to three names from the list, each to be individually selected by two-thirds majority of EC and BOT members individually. This process is to be completed by March 31 of the Calendar year of the BOT election. These three names will then be presented to the General Body for their information at their Annual meeting. This appointment will become effective following the Annual Meeting of the Members.

Section 2c **QUALIFICATIONS**. The members of the BOT must be Life Members of the Society. All candidates interested in serving as a BOT member preferably should have working knowledge of the BOT and the objectives of the Society.

Section 3. **MEETINGS**. The Board shall meet at least four times a year to review the policies, financial records, functions and activities of the Society. The BOT should establish a calendar for the whole year so that its members can plan to attend the meetings. Also, there shall be at least two joint meeting with the EC including one to approve the annual and financial reports for presentation at the Annual Meeting of members. Said joint meetings shall be called by the Chairperson. Special meetings of the BOT shall be called upon the written request of a majority of the BOT. Any and all meetings shall be held within Connecticut. The President of the Society or his/her designee should attend all BOT meetings as a non-voting member.

Section 4. **QUORUM**. At any meeting of the BOT, a majority of the members of the Trustees shall constitute a quorum for the transaction of business; but, in the event a quorum is not present, a lesser number may adjourn and reconvene the meeting to some future time, not on the same day and not more than fourteen days later. At the second attempt of the meeting members present shall constitute a quorum. Quorum cannot be fewer than one third and in no event less than two. The act of a majority of the BOT members present at a meeting at which there is a quorum shall be binding on the BOT. Proxies shall not be counted for the quorum.

Section 5. **VOTING**. At all meetings of the BOT, each member of the BOT shall have one vote. It shall require a majority vote of the BOT present for passage of any resolution except as otherwise provided in the By-laws. A BOT member may authorize another BOT member to vote by proxy provided such authorization is done in writing. A proxy shall be valid for only one meeting.

Section 6. **NOTICE**. Notice of all regular and special meetings shall be communicated to each member of the BOT by the Chairperson or vice-chairperson not less than seven (7) days prior to the date fixed for such meeting.

Section 7. **UNANIMOUS CONSENT**. In lieu of any regular or special meeting and vote of the Trustees, the unanimous written consent of all Trustees may be filed with the Chairperson with respect to any action taken or proposed to be taken by the Trustees, and said consent shall, when filed, have the same force and effect as a unanimous vote of the Trustees.

Section 8. **CHAIRPERSON**. The BOT shall elect from its body a Chairperson and Vice-Chairperson for a period of two years. In the event that a person elected as a Chairperson or Vice-chairperson has less than two years remaining in his or her term as a Trustee or serves as a Trustee for less than two years from the date of such election, said person shall serve as Chairperson or Vice-Chairperson for such shorter time. The Chairperson shall nominate the Secretary for the BOT.

Section 9. **VACANCIES**. Vacancies in the BOT shall be filled by a three-quarters' affirmative vote of the remaining BOT members, and newly elected BOT members shall serve until completion of the original term of the BOT member whom he or she succeeded.

Section 10. **COMPENSATION**. The members of the BOT shall not receive any remuneration for their services.

Section 11. **GIFTS**. The BOT may accept on behalf of the Society any contributions, gifts, bequests or devises for the general or special purposes of the Society.

Section 12. **DESIGNATION FOR EXECUTIVE COMMITTEE**. The BOT shall designate two members of the BOT to be its links with the EC by appointing them as non-voting members of the EC.

Section 13 **REMOVAL**. Upon failure to adhere to the guidelines, the failure to work effectively within the Board, the failure to attend three (3) consecutive BOT meetings without valid reason, or intentional disruption of the daily functioning of the Society, a BOT member may be suspended by the BOT for up to three (3) months. Failure to comply with

the policy regarding Outside Agency Intervention and Sexual Harassment by a member of BOT will result in the suspension of the said member.

Section 14. **GRIEVANCES** The BOT is responsible to address Grievances filed by any Member of the Society. BOT shall form a Grievance committee to address Grievances. Such grievances shall be addressed within thirty (30) days of the filing date.

Section 15. **POLICY MANUAL** The BOT is responsible for maintaining a policy manual. This manual should detail the conduct and administrative duties of all the offices of the Society and shall be the primary source of guidance for executing the objectives of the Society.

ARTICLE V

THE EXECUTIVE COMMITTEE (EC)

Section 1. **GENERAL POWERS**. Pursuant to the policies by the BOT, the affairs and business of the Society shall be managed by the EC. The EC shall be responsible for appointing subcommittees (on a short term basis) needed to manage the day-to-day operations of the Society. These subcommittees shall also have representation from the BOT.

Section 2. **CONSTITUTION**. The EC shall consist of twelve members in addition to the two non-voting members designated by the BOT. The Chairperson of the BOT or his/her designee shall serve as a nonvoting member of the EC and shall attend all EC meetings.

Section 3. **QUALIFICATIONS**. The members of the EC must be Life Members of the Society. All candidates interested in serving as EC members preferably should have working knowledge of the EC and the objectives of the society. Two members from the same nucleus family (Husband, Wife and Children) cannot serve on the EC and/or BOT at the same time.

Section 4. **ELECTION AND TENURE**. One-third (four) of all the EC members shall be elected at the annual meeting of the members. The election shall be officiated by two impartial election officers chosen jointly by the President of the EC and Chairperson of the BOT. It is up to these election officials to determine the rules of the entire election process and declare the four (4) with the most votes as the winners. Any EC member who has served for a period of six years shall be eligible for reelection after a gap of six years. All EC Office bearers, Web Master and the Maintenance/Facilities Chairs are to sign a legally binding document when taking the position to transfer all records/assets of CVHTS upon completion of their term to the respective counterparts within 2 weeks of their taking office.

Section 5. **MEETINGS**. The Executive Committee shall hold regular meetings at least eight times a year at the place and time as resolved by the committee. The EC should establish a calendar for the whole year so that members can plan to attend the meetings. Special meetings may be called by the President, or any two-office bearers of the EC or a majority of the Committee members. There shall be at least two joint meetings with the BOT. The combined meetings shall be chaired by the Chairperson of the BOT. Special combined meeting may be called by either the Chairperson of the BOT or President of the EC.

Section 6. **QUORUM**. A majority of the voting members of the EC in office shall constitute a quorum for the transaction of business at any meeting of the EC. In the event a quorum is not present a lesser number may reconvene the meeting to some future time, not on the same day and not more than fourteen days later. At the second attempt of the meeting members present shall constitute a quorum. Quorum cannot be fewer than one third and in no event less than two. The act of a majority of the EC members present at a meeting at which there is a quorum shall be binding on the EC. Proxies shall not be counted for the Quorum.

Section 7. **VOTING**. At all meetings of the EC, each voting member of the Committee is to have one vote. Unless, otherwise specified in these by-laws, a majority vote is required to pass all resolutions. An EC member may authorize another EC member to vote by proxy provided such authorization is done in writing. A proxy shall be valid for only one meeting.

Section 8. **NOTICE**. Notice of all regular and special meetings of the EC shall be communicated to each Committee member by the Secretary not less than seven days prior to the date fixed for such meeting.

Section 9. **UNANIMOUS CONSENT**. In lieu of any regular or special meeting and a vote of the EC the unanimous consent of all voting EC members may be filed with the Secretary with respect to any action taken or proposed to be taken by the EC, and said consent shall when filed have the same force and effect as a unanimous vote of the EC members.

Section 10. **VACANCIES**. Vacancies in the EC shall be filled by a three-quarters' affirmative vote of the remaining EC members, and newly elected EC members shall serve until completion of the original term of the EC member whom he or she succeeded.

Section 11. **REMOVAL**. Upon failure to adhere to the guidelines, the failure to work effectively within the Committee, the failure to attend three (3) consecutive EC meetings without valid reason, or intentional disruption of the daily functioning of the Society, an EC member may be suspended by the EC for up to three (3) months. Failure to comply with the policy regarding Outside Agency Intervention and Sexual Harassment by a member of EC will result in the suspension of the said member.

Section 12. **COMMITTEES**. The EC may establish open-ended subcommittees or other subsidiary bodies as may be appropriate to carry out the daily operations of the Society such as budget, poojas, maintenance, publications, education, cultural activities, reception, website and kitchen maintenance. The chairperson of any such committee shall be a member of the EC and there shall be at least one representative from BOT (to be appointed by the Chairperson of the BOT).

Section 13. **COMPENSATION**. The members of the EC shall not receive any remuneration for their services.

Section 14. **PROCEDURES MANUAL**. The EC is responsible for maintaining a Procedures Manual. This manual should detail the day to day functioning of the temple.

Section 15. **RECORDS**. All records of the EC shall be maintained on the Temple premises.

ARTICLE VI

OFFICERS OF THE EC

Section 1. **NUMBER**. The officers of the EC shall be a President, Vice-president, Secretary, Treasurer, Joint Treasurer and Internal Auditor.

Section 2. **ELECTION**. The EC shall elect one of its own member to be the President for a one-year term. The election of the President shall be conducted by the Chairperson of the BOT. The President shall appoint the Vice President, Secretary, Treasurer, Joint Treasurer and the Internal Auditor. All officers shall be eligible for re-election and or re-appointment. No two offices may be held by the same person.

Section 3. **REMOVAL OF OFFICERS**. Any officer may be removed by the BOT by a three-quarters vote upon evidence satisfactory to the Board upon recommendation by two-thirds of Full membership of the EC when it deems said removal to be in the best interests of the Society.

Section 4. **VACANCIES**. A vacancy in any office, for any reason shall be nominated by the President and confirmed by a majority vote of the EC for the unexpired portion of the term.

Section 5. **PRESIDENT AND VICE-PRESIDENT**. The President shall be the principal executive officer of the Society and shall generally supervise and control all of the functions and affairs of the Society. The Vice-President will perform any tasks assigned to him/her by the President. The President shall preside over the meeting of the Society members and of all the EC. In the absence of the President, the Vice-President, and in the absence of the President and the Vice-President, the Secretary shall preside over the meeting of the Society members and the Executive Committee.

Section 6. **TREASURER**. The Treasurer shall be in charge of and shall have custody of and be responsible for all funds and securities of the Society; receive and give receipts for money due and payable to the Society from any sources whatsoever. He or she shall submit accounts of all transactions and the financial conditions to the Committee at its regular meetings; shall submit an annual financial statement and furnish such records as necessary for the purpose of any audit; and shall perform all the duties incident to the offices of the Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the EC. In the absence of the Treasurer, the Joint Treasurer will act as the Treasurer

Section 7. **SECRETARY**. The Secretary shall keep the minutes of the meetings of the EC, provide all notices that are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records and the Seal of the Society and ensure that the seal of the Society is affixed to all documents; keep a register of the post office address of each member; and, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the EC. In the absence of the Secretary, the President may appoint any member of the EC to act as Secretary.

Section 8. **INTERNAL AUDITOR**. The Internal Auditor shall perform an audit of the financial records of the Society with one member of BOT once each quarter and at such other times as directed by the EC, and he or she shall submit a report thereof to a joint

meeting of the EC and BOT. The Internal Auditor shall perform such other duties as may from time to time be assigned to him or her by the President of EC.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Society shall be January 1 through December 31 of each year.

ARTICLE VIII

DUES

Section 1. **ANNUAL DUES**. The BOT, in consultation with the EC, may determine from time to time the amount of initiation fee, if any, and Annual Dues to be paid to the Society by the Regular Members. Such Annual dues shall not be less than \$120.00.

Section 2. **LIFE MEMBERSHIP DUES**. The BOT, in consultation with the EC may determine from time to time the amount of Life Membership Fee to be paid to the Society by its Life Member.

ARTICLE IX

SEAL

The EC shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Society and the words "Corporate Seal, The Connecticut Valley Hindu Temple Society, Inc."

ARTICLE X

CONTRACTS, LOANS, CHECKS, NOTES

AND OTHER INSTRUMENTS

Section 1. **CONTRACTS**. The BOT may authorize any officers, agent or agents of the EC, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Society, and such authority may be general or ascribed to specific instances.

Section 2. **CHECKS, DRAFTS, ETC**. The Treasurer of the EC shall be authorized to sign all checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, not exceeding \$5,000. Such transactions exceeding \$5,000 but less than \$25,000 shall require the joint approval and signatures of the President and Treasurer of the EC. Such transactions exceeding more than \$25,000 but less than \$50,000 shall require the approval of majority vote of the members of the EC and signatures of the President and Treasurer, and such transactions exceeding \$50,000

shall require the approval by the majority vote of the members of both the EC and the BOT and signatures of the President and the Treasurer of the EC.

Section 3. **DEPOSITS**. All funds of the Society shall be deposited by the Treasurer from time to time in such banks, trust companies or other depositories held by the Society or as the BOT may elect.

Section 4. **LOANS, MOTGAGES**. Upon discussion in the Strategic Committee of the BOT and upon the authorization by the BOT, the Society may borrow monies or purchase, lease, sell or mortgage real estate and may enter into a real estate loan on behalf of the Society. Both Chairperson of the BOT and the President of EC shall sign all documents on behalf of the Society for all jointly approved projects.

ARTICLE XI

DISTRIBUTIONS AND ACTIVITIES

Section 1. **INCOME TAX EXEMPTION**. The assets of the Society and net earnings shall not be divided among nor inure to the benefit of any officer or director of the Society or any private individual or be appropriated for any purposes other than the purposes of the Society as herein set forth. The Society shall not engage in propaganda or otherwise attempt to influence legislation and the Society shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office or engage in any other activities by (a) a corporation exempt from federal income taxation under Suction 501(C)(3) of the Internal Revenue Code of 1986, as amended, or (b) a corporation to which contributions are deductible under Section 170(C)(2) of the Internal Revenue Code. It is intended that the Society shall be entitled to exemption from federal income tax under Section 501(C) (3) of the Internal Revenue Code and shall not be a private Foundation under Section 509(a) of the Internal Revenue Code.

Section 2. **PRIVATE FOUNDATION**. In the event that the Society is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles or organization or By-laws of the Society, the following provisions shall apply:

- (a) The Society shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
- (b) The Society shall not change in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943 (C) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code; nor engage in any activity prohibited by a private foundation under the Internal Revenue Code.

ARTICLE XII
AMENDMENTS

The By-laws may be altered, amended or repealed (if the latter, then new By-laws may be adopted) by an affirmative vote of two-thirds of the voting members at a regular meeting or at a special meeting called for that purpose provided that written notice shall be sent at least ten days (10) prior to such meeting to each voting member, which notice shall state the amendments which are proposed to the By-laws. Only such changes as have been specified in the notice shall be made. If, however, all the voting members shall be present at any regular or special meeting, these By-laws may be altered, amended or repealed by unanimous vote, without any previous notice; and furthermore, these By-laws may be altered, amended or repealed by unanimous consent of the voting members, as provided in these By-laws.

ARTICLE XIII
DISSOLUTION

Upon dissolution by this Society, any assets which remain subsequent to the payment of any and all claims against the Society, shall be transferred or conveyed to one or more domestic corporations, Societies or organizations with similar goals and purposes organized and operated exclusively for purposes as shall at the time qualify as an exempt organization(s) under Section 501(C) (3) of the Internal Revenue Code of 1986, as amended, as the BOT shall determine.

Signed By:

BOT

EC