

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



SRI SATYANARAYANA TEMPLE

11 Training Hill Road

Middletown, CT 06457

860-346-TMPL (8675)

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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, and may have such other offices within the State of Connecticut as the Board of Trustees may from time to time determine.

Section 3. THE ORGANS. The Board of Trustees (BOT) nominated and elected by the Executive Committee (EC) in accordance with the provisions of these By-laws, shall be the policy-making organ with the help of the EC responsible in law for the Society. The EC, elected in accordance with the provisions of these By-laws, is to be entrusted with the task of 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 in these By-laws. An annual assembly of members called the General Body (GB) shall be the other organ, which will review and evaluate the programs and progress of the Society.

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 society 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 in consistence with the above objectives.

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

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 Executive Committee 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 and 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 Executive Committee and upon approval by the Board of Trustees. The Society may collaborate activities and functions with an Institutional Affiliate in furtherance of 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 Executive Committee, 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 Board of Trustees, or two-thirds

of the members of the Executive Committee or at least one fifth of the voting Members at any time. Any and all meetings may be held within Connecticut, as the Executive Committee 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 the act of all of the Members.

Section 9. VOTING MEMBERS. Only Regular Members upon completion of one year 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 in the annual GB meetings.

Section 10. NOTICE. Written notice of all regular and special meetings of the Members of the Society shall be mailed to each Member by the Secretary not less than 14 days prior to the date fixed for such meeting.

Section 11. UNANIMOUS CONSENT. In lieu of any regular or special meeting and vote of the Members, 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 Secretary. 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 without cause by a vote of two-thirds of Executive Committee and of two-thirds of the Board of Trustees.

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

ARTICLE IV

THE BOARD OF TRUSTEES (BOT)

Section 1. GENERAL POWERS. The BOT shall be the policy-making body and shall be vested with the assets and liabilities of the Society. The BOT shall oversee the affairs and businesses of the Society as managed by the EC. The BOT by resolution, shall establish subcommittees responsible to oversee policy, planning and long-term issues such as capital projects, by-laws, audits. These subcommittees shall have members from the EC also.

Section 2a. CONSTITUTION & TENURE. 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, after serving 6 years can be re-elected only 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 cannot serve on the BOT and/or EC at the same time. Nucleus family is defined as – Parents (husband and wife) and their children.

Section 2b. ELECTION. In the year in which one-third BOT members need to be selected, the EC and the BOT shall form a selection committee consisting of all available past BOT Chairpersons, a member of EC elected by EC and a member of BOT elected by BOT.

The Selection team will reach out to CVHTS life members, who they believe can best serve as a trustee and try to persuade them to join the Board. The selection team will select up to 3 New Trustees based on specific criteria that are predefined and appropriate for a Trustee. This selection team will present the new Trustees to BOT and EC for information and not for approval. 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 GB meeting.

Section 2c. QUALIFICATIONS. The members of the BOT must be voting Members of the Society at a minimum.

Section 3. MEETINGS. The Board shall meet at least twice a year to review the policies, functions and activities of the Society. Also, there shall be a joint meeting with the EC to approve the annual and financial reports for presentation to the annual general assembly of members. Said meetings shall be called by the Chairperson. Special meetings of the BOT shall be called upon the written request of a majority of the members of the BOT. Any and all meetings shall be held within Connecticut. The President of the Society or his/her designated representative should be invited to 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 the 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 Trustees present at a meeting at which there is a quorum shall be the act of 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 for in the By-laws. A Trustee may not authorize another Trustee to vote by proxy on any question which requires voting.

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 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 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 members 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.

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.

ARTICLE V

THE EXECUTIVE COMMITTEE (EC)

Section 1. GENERAL POWERS. In pursuance to the policies laid down by the BOT, the affairs and business of the Society shall be managed by the EC and overseen by the BOT. The EC is responsible to appoint subcommittees (non long-term) needed to manage the day-to-day operations of the Society such as budget, puja, maintenance, publications, education, cultural. These subcommittees shall have members from the BOT also.

Section 2. CONSTITUTION. The EC shall consist of twelve members in addition to the two non-voting members designated by the BOT.

Section 3. QUALIFICATIONS. The members of the EC must be voting Members of the Society. Two members from the same nucleus family cannot serve on the EC and/or BOT at the same time. Nucleus family is defined as – Parents (husband and wife) and their children.

Section 4. ELECTION AND TENURE. One-third (four) of all the EC members shall be elected directly by the GB at the annual assembly of members each year. The process of electing each of the four EC members is officiated by two impartial election officers chosen by the President of the EC and Chair of the BOT together. It is up to these election officials to determine the rules of the entire EC member election process and declare the top 4 vote-getters as the winners from the annual GB meeting to be held usually in the month of April each year. Any EC member, after serving 6 years can be re-elected only 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 their 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 by resolution. Special meetings may be called by the President, or any two-office bearers of the Society or a majority of the Committee members. There shall be at least one combined meeting a year of the BOT and the EC. The combined meetings shall be chaired by the Chairperson of the BOT. Special combined meeting may be called by either a majority of the members of the Board or a majority of the members 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 the 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 the act of the Executive Committee. 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 Executive

Committee member to vote by proxy on a specific question which may require voting, provided such authorization is done in writing specifying the question(s) to be voted upon and provided that a proxy shall be valid only for 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 Committee members may be filed with the Secretary with respect to any action taken or 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 Committee members shall serve until completion of the original term of the Committee 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 by resolution is responsible to establish open-ended subcommittees or other subsidiary bodies as may be appropriate to carry out all day-to-day operations of the Society such as budget, puja, maintenance, publications, education, cultural. The chairperson of such committee shall be a member of the EC or 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

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

Section 2. ELECTION. The Executive Committee shall elect a member of the Executive Committee to be the President for a one-year term. The election of EC 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-third 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 whatever 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 in general supervise and control all of the functions and affairs of the Society. 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. The President shall perform such other duties as from time to time may be assigned by the EC or the BOT.

Section 6. TREASURER. The Treasurer shall have charge and 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 members of the EC and see that all notices 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 see 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 once per quarter, and at such other times as directed by the EC, an audit of the financial records of the Society and he or she shall submit a report thereof to the EC and the BOT. The Internal Auditor shall perform such other duties as may from time to time be assigned to him or her by the President or the 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 Board of Trustees, in consultation with the Executive Committee, may determine from time to time the amount of initiation fee, if any, and Annual Dues payable to the Society by the Regular Members. Such Annual dues shall not be less than \$120.00.

Section 2. LIFE MEMBERSHIP DUES. The Board of Trustees, in consultation with the Executive Committee may determine from time to time the amount of Life Membership Fee payable to the Society by the Life Member.

ARTICLE IX

SEAL

The Executive Committee 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 Board of Trustees may authorize any officers, agent or agents of the Society, 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 confirmed to specific instances.

Section 2. CHECKS, DRAFTS, ETC. The Treasurer 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. Such transactions exceeding more than \$25,000 but less than \$50,000 shall require the approval by 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 majority vote of the members of both the EC and the BOT and signatures of the President and Treasurer.

Section 3. DEPOSITS. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Trustees may elect.

Section 4. LOANS, MOTGAGES. Upon the authorization by the Board of Trustees, the Society may borrow a loan or purchase, lease, sell or mortgage real estate and may contract 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. No part of the assets of the Society and no part of any net earnings the Society shall be divided among or 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. No substantial part of the activities of the society shall be the carrying on of propaganda or otherwise attempting 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 not permitted to be carried on 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 contributions to which 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 not permitted to be carried on by a private foundation under the Internal Revenue Code.

ARTICLE XII

AMENDMENTS

The By-laws may be altered, amended or repealed (and in case repealed 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 have been sent at least ten days prior to such meeting to each voting member, which notice shall state the amendments which are proposed to be made in such 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 action 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.

(Approved by BOT and EC on 4/17/2016 and by General Body on 5/15/2016)