

**AMENDED AND RESTATED BYLAWS
OF
SRI SHIRDI SAI BABA TEMPLE OF DFW**

These Bylaws govern the affairs of Sri Shirdi Sai Baba Temple of DFW, a Texas Nonprofit Religious Corporation (the “Temple” or “Corporation”). The Temple is organized under the Texas Business Organizations Code, as amended (the “Code”).

**ARTICLE 1
NAME AND PRINCIPAL OFFICE**

The name of this religious nonprofit organization is Sri Shirdi Sai Baba Temple of DFW. The principal office of the Temple in the State of Texas shall be located in Plano, Collin County, Texas. The Board of Directors of the Temple shall have full power and authority to change any office from one location to another, either in Texas or elsewhere. The Temple shall comply with the requirements of the Code and maintain a registered office and registered agent in Texas. The registered office may be, but need not be, identical with the Temple's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Code.

**ARTICLE 2
STATEMENT OF FAITH AND BELIEFS**

Faith is based on Shirdi Sai Baba’s 11 Assurances/Teachings:

1. Whoever puts his feet on Shirdi soil, his sufferings would come to an end.
2. The wretched and miserable would rise into plenty of joy and happiness, as soon as they climb the steps of My Samadhi.
3. I shall be ever active and vigorous even after leaving this earthly body.
4. My tomb shall bless and speak to the needs of my devotees.
5. I shall be active and vigorous even from the tomb.
6. My mortal remains would speak from the tomb.
7. I am ever living to help and guide all who come to Me, who surrender to Me, and who seek refuge in Me.
8. If you look to Me, I will look to you.
9. If you cast your burden on Me, I shall surely bear it.
10. If you seek My advice and help, it shall be given to you at once.
11. There shall be no want in the house of My devotee.

The Mission of this Temple is to provide a place of worship for the devotees of Sri Shirdi Sai Baba, to follow the spiritual teachings of Sri Shirdi Sai Baba through Sai Satcharitra, and to

sponsor or support religious, cultural, educational, charitable activities or organizations in the United States and around the world.

The Vision of this Temple is to expand and build a larger temple in the Dallas-Fort Worth Metroplex and to facilitate worship and services based on Shirdi Sai Baba Temple, Shirdi, Maharashtra, India.

ARTICLE 3 AUTONOMY

The Temple is autonomous and maintains the right to govern its own affairs, independent of any outside control. Recognizing, however, the benefits of cooperation with other Temples in world missions and otherwise, this Temple may voluntarily affiliate with any Temples of like precious faith.

ARTICLE 4 PURPOSES

The Corporation is formed for any lawful purpose or purposes not expressly prohibited under the Code. The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

- (a) To promote the worship of Sri Shirdi Sai Baba by any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation, of a temple, ministry, charity, school, or eleemosynary institution, without limitation.
- (b) To provide a place of worship for the devotees of Sri Shirdi Sai Baba and to follow the spiritual teachings of Sri Shirdi Sai Baba through Sai Satcharitra.
- (c) To sponsor or support religious, cultural, educational, and charitable activities or organizations in the United States and around the world.
- (d) To expand and build a larger temple in the Dallas-Fort Worth metroplex and to facilitate worship and services based on Shirdi Sai Baba Temple, Shirdi Maharashtra, India.
- (e) To employ and discharge ordained priests of Sri Shirdi Sai Baba, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere.

(f) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Texas and elsewhere.

(g) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

(h) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

ARTICLE 5 POWERS AND RESTRICTIONS

Except as otherwise provided in these Bylaws and in order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) The Corporation shall not pay dividends and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in the Certificate of Formation or these Bylaws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Certificate of Formation or these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Corporation is in any one year a “private foundation” as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for

such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of “self dealing” as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any “excess business holdings” as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation’s religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 6 MEMBERS

6.01 Membership. The Temple shall have only one class of membership as set forth herein, more specifically Life Members. Membership in this Temple shall consist of all persons who have met the qualifications of a life membership of the Temple and are listed on the membership roll. Candidates for life membership shall be presented to the Board of Directors for consideration. After fulfillment of the conditions of membership, the members shall have all the rights, privileges and responsibilities of a member of the Temple. The Board of Directors may adopt and amend application procedures for membership in the Temple. Power to manage and govern the Temple shall be vested in the Board of Directors as set forth in Article 7 of these Bylaws. Life Members are entitled to vote in person or by proxy as set forth herein.

6.02 Qualifications for Life Membership.

- (a) The minimum qualifications for life membership are as follows:
- 1) Members must be at least eighteen (18) years of age;
 - 2) Devotee of Shirdi Sai Baba;
 - 3) Support of the Mission-Vision of Sri Shirdi Sai Baba Temple of DFW;
 - 4) Payment in full of membership dues with application form as recommended; or dues can be paid in installments within the entire

calendar year from Jan to Dec. If payment is made in installments, it should be clearly indicated at the time of submitting the application form;

- 5) Agreeing and willingness to attend General Body Meetings either in person or by proxy per allowance;
- 6) Agreeing and willingness to serve as a volunteer of the Temple when needed;
- 7) Agreement to abide by the bylaws of the Temple;
- 8) Approval of the membership application form by the Board of Directors; and
- 9) Agreeing and willingness to follow “Temple Guidelines” as established, at their discretion.

Membership identification number will only be issued upon payment in full of the membership dues and acceptance and approval of the membership application by the Board of Directors. Membership ID number belongs to the person issued to and is not transferable including their spouse. However, a one-time transfer of membership to their spouse upon receiving their consent is permitted. This transfer is permanent and cannot be retracted. If a membership application is rejected by the Board of Directors, the applicant’s fees will be refunded in full. If the membership is withdrawn or removed or dismissed after acceptance, the dues will not be refunded.

(b) Life Member Rights and Responsibilities. Life Members must pay Life Member fee as established by the Board of Directors. The fee must only be paid one time by the Life Membership or in installments, and no further fees are required from the Life Member. Life Members must agree to abide by the Temple’s membership covenant. The names of Life Members will be added to the Sankalpa List during the four (4) major festivals celebrated in the temple (Ramanavami, Guru Purnima, Sai Punyathithi, and Temple Anniversary). Life Members are the only members eligible to serve on the Board of Directors or to serve as an officer of the Temple. Life Members have the right to vote on the election of the Board of Directors and changes to the Bylaws of the Temple.

6.03 Termination and Dismissal of Membership. Members shall be removed from the Temple roll for the following reasons: (a) by personal request of the member; (b) the transfer of membership to another Temple; (c) death; or (d) termination of membership by the Board of Directors as it deems necessary. A one-time transfer of membership to your spouse upon receiving their consent is permissible. This transfer is permanent and cannot be retracted.

The Board of Directors may terminate a person's Temple membership when, in the opinion of the Board of Directors, the member's life and conduct is not in accordance with the membership

covenant in such a way that the member hinders the influence of the Temple in the community. Dismissal of Temple membership shall require the vote of two-thirds (2/3) of the Board of Directors and the approval of the majority of the membership at a duly noticed specially called meeting of the membership.

6.04 Restoration of Membership. The Board of Directors may restore dismissed members when their life-styles are judged to be in accordance with the membership covenant. Restoration of Temple membership shall require the vote of two-thirds (2/3) of the Board of Directors and the approval of the majority of the membership present in person or by proxy at a duly noticed specially called meeting of the membership.

6.05 Membership Withdrawal. A member may withdraw their membership upon provision of written notice to the Board of Directors. However, membership dues are not refundable.

6.06 Meetings of Members. Unless otherwise stated herein, meetings of the Temple members shall be held in the primary place of worship or such other place or the Board of Directors may designate places as from time to time. This annual meeting of the membership can be used to elect the board of directors of the temple.

(a) **Regular Meetings.** Regular Temple membership meetings shall be held annually. The time and place of the Temple membership meetings shall be announced by written notification mailed via first class mail or electronic mail where applicable to all members entitled to vote at least two weeks prior to the meeting.

(b) **Special Meetings.** Special Temple membership meetings shall be called by the Board of Directors or as otherwise provided herein. Special meetings may be called at any time provided notice is given via first class mail or via electronic mail where applicable to all members entitled to vote at least one week prior to the meeting.

(c) **Moderator.** The moderator shall establish the agenda, protocol, and rules of order for each meeting, and he shall conduct the meeting accordingly. The majority vote of the Board of Directors pro tempore may appoint a moderator.

(d) **Quorum.** In all Temple membership meetings, the quorum shall consist of those members who attend the membership meeting in person or by written proxy received on or before the date of the meeting by the Board of Directors, provided it is a stated meeting or one that has been properly called.

(e) **Voting.** All members in good standing, present in person or by written proxy received on or before the date of the meeting by the Board of Directors, entitled to vote, may vote on matters of business which are properly presented at any Temple membership meeting. A vote of the membership duly taken and recorded shall, by a simple majority,

constitute the binding position of the membership on any motion, resolution, or any transaction of business. A vote may be taken in any manner deemed expeditious by the moderator.

(f) **Proxy.** Voting by proxy is allowed for all members at a duly called meeting. All members in good standing are eligible to receive a maximum of 1 (one) proxy vote that can be used to represent the member who is not in attendance at a duly called meeting. Proxy can only be given to another Life Member attending the meeting in person. Proxy can be given in person or via first class mail or sent via electronic mail.

(g) **Membership Listing.** Any member is eligible to request a list of membership of the temple provided a written notice is given to the temple at-least 1 week prior to the need. Only the names of membership will be given upon request and approval.

6.07 Notice of Religious Gathering. The annual meeting and special called business meetings of Sri Shirdi Sai Baba Temple of DFW are private religious gatherings. Sri Shirdi Sai Baba Temple of DFW reserves the right to limit attendance to Sri Shirdi Sai Baba Temple of DFW members and guests, and may take any and all necessary and available actions against disruptive persons.

ARTICLE 7 MANAGEMENT OF THE TEMPLE BOARD OF DIRECTORS

7.01 Management. Power to manage and govern the affairs of the Corporation is vested equally in the Board of Directors of the Corporation, except for powers granted to members by these Bylaws. The majority of the directors present at the meeting should approve all decisions made by the temple board of directors.

7.02 Number of Directors. The Board of Directors shall consist of not less than three (3) and not more than nine (9) Life Members, as defined by Article 6, Section 6.02(a), as may from time to time be nominated and elected in accordance with these Bylaws.

7.03 Term of Directors. Each Director shall hold office for a period of one (1) year or until his successor is elected, appointed, or designated herein, and may serve successive terms.

(a) **Maximum Successive Terms.** Starting from year 2020, each director can serve up to a maximum of three (3) successive terms before taking a mandatory break. This limit does not consider the number of years that director served before year 2020.

(b) **Mandatory Break.** One a director serves three (3) successive terms that director should take a mandatory break of two (2) years from self-nominating/contesting in the board of director elections. Any director who voluntarily takes a break from the board even before serving three (3)

successive terms also will be subjected to this mandatory break of two (2) years. During these two (2) year periods that director is considered ineligible for contesting in board of director elections.

- (c) **Mandatory Rotation of Directors.** Starting from year 2020 elections (for the 2021 board) each year at least three (3) directors' positions should be made available for new director contestants.

New director contestants are any life member:

- i) Who has not served in the board in the last two (2) years, or
- ii) Who is currently serving in the board but serving for less than three (3) years successively.

The three (3) directors to rotate in each of the election years (2020 for the 2021 board and 2021 for the 2022 board) will be decided by the board using the process of drawing chits (lottery system) in front of Baba.

7.04 Powers. The Board of Directors shall have all of the rights, powers, and responsibilities of a board of directors pursuant to the Code, subject to any limitations under the Code, the Certificate of Formation of the Temple, and these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Directors shall be responsible for the acquisition and disposition of Temple property, which includes the management of its financial resources. The Board of Directors shall have the power to buy, sell, mortgage, pledge or encumber any Temple property and incur related indebtedness.

7.05 Nomination and Election. Any Life Member i) who has not served in the board in last two years or ii) who is currently serving in the board but serving for less than three (3) years successively is eligible for serving in the board. Any eligible life member may self-nominate to serve on the Board of Directors in accordance with the policies and procedures for nomination established by the Board of Directors from time to time. The persons nominated shall be presented to all life members in good standing for election at a regular or special meeting of the members. Directors shall be natural persons who are active Life Members of Sri Shirdi Sai Baba Temple of DFW, who have completed a minimum of one (1) full year of Life Membership prior to taking a position on the Board of Directors, and who have not been convicted of a felony. Only one (1) nomination may be made per family that lives together. Nomination forms will be sent to all eligible Life Members and such forms must be returned to the Temple on or before the due date specified on the nomination form. Eligible nominees will be presented to the membership of the Temple at a regular or special meeting of the members. If nine (9) or fewer eligible nominations are made on or before the due date, the nominations will be presented to the membership for ratification. If more than nine (9) eligible nominations are made on or before the due date, an opportunity to withdraw their nomination will be given to the nominees before presenting to the membership for a vote. Withdrawals are allowed within the time specified during the meeting and

before ballots are cast. The nine (9) nominees receiving the most votes will constitute the Board of Directors. Results of the election will be posted on the temple notice board and the temple website.

- a) Proxy voting is allowed to elect board of directors of the temple per allowance described in 6.06 (f).
- b) All nominations must be received in the temple office on or before the date mentioned in the notice.
- c) All nominees to the board of director positions will make an effort to be present at the meeting. However, it not mandatory.
- d) Nominees will be allowed to withdraw their nominations prior to presenting them to the membership should voting take place

7.06 Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors, and the approval of the majority of the membership present in person or by proxy at a duly noticed specially called meeting of the membership and even though the remaining directors constitute less than a quorum, or by the sole remaining director, as the case may be, or if the vacancy is not so filled or if no directors remain, by the members. A vacancy is filled by the affirmative vote of the majority of the remaining Directors, even if it is less than a quorum of the Directors, or if it is a sole Director. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors, but only for a term of office continuing until the next election of directors by the members, or if the organization has no members or no members having the right to vote thereon, for such term of office as is otherwise provided in these Bylaws. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date may be filled before the vacancy occurs; however, the director may not take office until the vacancy occurs. The Board of Directors is not required to fill a vacancy so long as there is a minimum of three (3) directors serving on the Board of Directors, and any decision to fill a vacancy in this instance is in their sole discretion. In the event the entire Board of Directors resigns, the Board will retain power for a period of thirty (30) days to allow for an election to replace the entire Board of Directors.

7.07 Meetings. Regular or Special meetings of the Board of Directors may be held either within or outside the State of Texas, but shall be held at the Temple's registered office if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Directors, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All Directors shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. A regular meeting of the Board of Directors shall occur at least annually.

(a) **Regular Meetings.** Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by a resolution of the Board of Directors.

(b) **Special Meetings.** Any three (3) Directors may call a special meeting of the Board of Directors.

(c) **Notice of Special Meetings.**

1) Manner of Giving. Notice of the date, time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to the Director or to a person at the Director's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Director; (d) by telecopier to the Director's office or home; or (e) by electronic mail ("e-mail").

2) Time Requirements. Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telecopier or e-mail shall be delivered, telephoned, faxed or e-mailed to the Director or given at least twenty-four (24) hours before the time set for the meeting.

3) Notice Contents. The notice shall state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Temple's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

4) Waiver. Attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except where the Director attends a meeting for the express purpose of objecting that the meeting is not properly called.

7.08 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Directors, individually or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceeding of the Directors.

7.09 Quorum. A majority of the number of Directors then in office and present at a duly called or held meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if Directors leave the meeting. However, no action may be approved without the vote of at least a majority of the number of Directors in attendance required to constitute a quorum. A Director's vote must be made in person, by oral proclamation over the telephone during any meeting, or by submission of the Director's vote in a sealed envelope presented to the President of the Temple prior to the meeting. If a quorum is present at no time

during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

7.10 Proxies. Voting by proxy during board meetings is prohibited among the Board of Directors.

7.11 Duties of Directors. Directors shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Temple. Directors may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Temple or another person that were prepared or presented by a variety of persons, including officers and employees of the Temple, professional advisors or experts such as accountants or legal counsel. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the Temple or with respect to any property held or administered by the Temple, including property that may be subject to restrictions imposed by the donor or transferor of the property.

All Directors shall abide to operate in good faith per the “Board of Director Guidelines” established by the temple.

7.12 Delegation of Duties. The Board of Directors is entitled to select professional advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments deemed appropriate on behalf of the Temple; and to sell, transfer, or otherwise dispose of the Temple's assets and properties at a time and for a consideration that the advisor deems appropriate. Directors have no personal liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

7.13 Interested Parties. Pursuant to the Code and the provisions of Article 11 below, a contract or transaction between the Corporation and a Director of the Corporation is not automatically void or voidable simply because the Director has a financial interest in the contract or transaction.

7.14 Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of the Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

7.15 No Compensation. Directors shall not receive salaries or compensation for their services to the Board of Directors.

7.16 Removal of Directors. The Board of Directors may vote to remove a Director at any time, with or without cause. A meeting to consider the removal of a Director may be called and noticed following the procedures provided in these Bylaws. A Director may be removed by the unanimous affirmative vote of the remaining Directors.

A Director may also be removed by the membership. In order to call a vote of the membership to remove a Director, there must be a written call for a Special Meeting of the membership to consider the removal of the Director in question, signed by two-thirds (2/3) of the total membership of the Temple and presented to the Board of Directors. The Board of Directors shall then call a Special Meeting of the membership for consideration of the removal of the Director. In this instance, the Director may be removed by a simple majority of those members present and voting.

7.17 Resignation of Directors. Any Director may resign at any time by giving a two (2) week written notice to the Temple. Such resignation shall take effect on the last day of the two week period of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. All resignations can be withdrawn within the 2-week notice period.

7.18 Temple Questions. In any case where a question arises regarding Temple policy, doctrine, membership discipline, questions of Temple property, or with respect to any other matter that shall arise concerning the Temple, its internal workings, and its governance by any member, devotee, visitor or other person who is ministered to during religious services held by the Temple, or at other times, the Board of Directors shall decide such question by majority vote.

7.19 Temple Disruptions. Any person deemed by a majority of the Board of Directors to: (a) be in substantial disagreement with the doctrine and interpretation espoused by the Temple; or (b) pose a physical or psychological threat to any person or to the Temple; or (c) deemed by a majority of the Board Members present in person to be causing, about to cause, or capable of causing disruption to the religious services and activities of the Temple, shall be considered a trespasser on Temple property and may be ejected summarily. No Director shall incur any liability for acting in good faith in the interests of the Temple pursuant to this section.

7.20 Deadlock. In the case where the Board of Directors shall, by reason of deadlock (whether because an even number of Directors is seated on the Board of Directors, or because certain Directors are absent even though a quorum is present, or because of abstention, or for any other reason), be unable to reach a conclusive vote on any issue before the Board of Directors, then, in such instance, the deadlock will be cleared by casting a “chit or ballot” in front of Baba.

ARTICLE 8 OFFICERS

8.01 Officer Positions. The officers of the Temple shall be the President, Vice President, Secretary, Treasurer, and any other officers chosen at the discretion of the Board of Directors. Taking “Chits” in front of Baba does the selection of these positions. Office bearer’s positions are documented for legal purposes only. The powers of the temple are equally vested in all its board of directors. The majority of the board of directors shall approve all decisions made by any office bearer. The President shall serve as the Chairman of the Board and chief executive officer of the Temple and shall act as the moderator of the Temple. The President may appoint a Life Member of the Temple to act as moderator. In the event of a vacancy in the office of President, the Vice President shall act as moderator. The moderator shall establish the agenda, protocol and rules of order for each meeting and shall conduct the meeting accordingly. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions.

8.02 Election and Term of Office. In the event of a vacancy, for any reason, in any office of the Corporation, the Board of Directors shall elect a new officer from among the members of the Board of Directors to serve the remainder of the officer’s term. The election shall take place at a regular or special meeting of the Board of Directors called for the purpose of electing a new officer of the Corporation.

The officers of the Temple shall be elected by the majority vote of the Life Members from among the members of the Board of Directors. The term of office of all offices shall be one year; however, such officers may serve consecutive terms without limitation.

8.03 President. The President of the corporation shall be in charge of all the ministries of the Temple. The President shall supervise and control all of the business and day-to-day affairs of the Temple. The President is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President.

8.04 Vice President. When the President is absent, is unable to act, or refuses to act in his role as Chairman of the Board of Directors, the Vice President shall perform the duties of the President. When the Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform other duties as assigned by the Board of Directors. Except as expressly authorized by the Board of Directors, the Vice President shall have no authority to sign for or otherwise bind the Temple.

8.05 Treasurer and Sub Treasurer. The Treasurer and Sub Treasurer of the Temple shall distribute the following responsibilities of the temple; (a) have charge and custody of and be responsible for all funds and securities of the Temple; (b) receive and give receipts for moneys due and payable to the Temple from any source; (c) Deposit all moneys in the name of the Temple in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors; (d) write checks and disburse funds to discharge obligations of the Temple; (e) maintain the financial books and records of the Temple; (f) prepare financial reports at least annually (monthly reporting is recommended); (g) perform other duties as assigned by the Board of

Directors; (h) if required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors; (i) maintain the membership records; and (j) perform all of the duties incident to the office of treasurer.

8.06 Secretary. The Secretary of the Temple shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Temple; (d) affix the seal of the Temple to all documents as authorized; (e) keep a register of the mailing address of each member, Director, officer, and employee of the Temple; (f) perform duties as assigned by the Board of Directors; and (g) perform all duties incident to the office of secretary.

8.07 Removal of Officers. All Temple officers may be removed, with or without cause, by a vote of the majority of the members of the Board of Directors.

8.09 Resignation of Officers. Any Officer may resign at any time by giving a 2-week written notice to the Corporation. Any such resignation shall take effect on the last date of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Resignation notices can be withdrawn within the 2-week notice period.

8.10 Vacancies. A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

ARTICLE 9 COMMITTEES

9.01 Establishment. The Board of Directors may, at its discretion, adopt a resolution establishing one or more Committees. Any and all Committees shall conform to rules established by the Board of Directors.

9.02 Delegation of Authority. Each Committee shall consist of two or more persons. If the Board of Directors establishes or delegates any of its authority to a Committee, it shall not relieve the Board of Directors, or Director, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Board of Directors shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees.

No Committee shall have the authority to: (a) amend the Certificate of Formation; (b) adopt a plan of merger or a plan of consolidation with another Temple; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Temple; (d) authorize the voluntary dissolution of the Temple; (e) revoke proceedings for the voluntary dissolution of the Temple; (f) adopt a plan for the distribution of the assets of the Temple; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a Committee or a

Director or officer of the Temple; (i) approve any transaction to which the Temple is a party and that involves a potential conflict of interest as defined in Article 10, Section 10.04 below; or (j) take any action outside the scope of authority delegated to it by the Board of Directors or in contravention of the Code.

The Board of Directors may designate various Committees not having or exercising the authority of the Board of Directors. Such Committees shall only function in an advisory capacity to the Board of Directors. The President shall serve as an ex officio member of all Committees. The Board of Directors shall define, by resolution, the scope of activities and the qualifications for membership on all Committees.

9.03 Term of Office. Each member of a Committee shall serve until the next annual meeting of the Temple membership, or until a successor is appointed. However, the term of any Committee member may terminate earlier if the Board of Directors terminates the Committee, or if the member dies, ceases to qualify, resigns, or is removed as a member of the Temple. A vacancy on a Committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a Committee shall serve for the unexpired portion of the terminated Committee member's term.

9.04 Chair and Vice-Chair. Unless otherwise expressly stated herein, one member of each Committee shall be designated as the chair, and another member shall be designated as the vice-chair. The President shall appoint the chair and vice-chair of each Committee with consultation from the outgoing chairman. The chair shall call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

9.05 Quorum. One half the number of members of a Committee shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

9.06 Actions. Committees shall try to take action by consensus. However, the vote of a majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Committee unless the act of a greater number is required by law or the Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Committee.

ARTICLE 10
TRANSACTIONS OF THE TEMPLE

10.01 Contracts and Legal Instruments. Subject to Section 7.11, the Board of Directors may authorize an individual officer or agent of the Temple to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Temple. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

10.02 Deposits. All funds of the Temple shall be deposited to the credit of the Temple in banks, trust companies, or other depositories that the Board of Directors selects.

10.03 Gifts. The Board of Directors may accept on behalf of the Temple any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Temple including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein.. The Board of Directors may make gifts and give charitable contributions not in excess of Two Thousand Five Hundred Dollars (\$2500) that are not prohibited by these Bylaws, the Certificate of Formation, state law, or any requirements for maintaining the Temple's federal and state tax status. Should the Board of Directors desire to make a gift or charitable contribution in excess of Two Thousand Five Hundred Dollars (\$2500), the Board of Directors will seek the approval of the membership.

10.04 Potential Conflicts of Interest. Pursuant to the provisions of Article 11 below, the Temple shall not make any loan to a Director or officer of the Temple. A Director, officer, or committee member of the Temple may lend money to and otherwise transact business with the Temple except as otherwise provided by these Bylaws, Certificate of Formation, and all applicable laws. Such a person transacting business with the Temple has the same rights and obligations relating to those matters as other persons transacting business with the Temple. The Temple shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the Temple unless the Director's or officer's financial interest has been fully disclosed to the Board of Directors, and the transaction is described fully in a legally binding instrument, and is in the best interest of the Temple. The Temple shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the Temple without full disclosure of all relevant facts prior to entering into the transaction, or without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction. Directors and officers have a continuing duty to self-report potential conflicts of interest.

10.05 Ownership and Distribution of Property.

(a) The Temple shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

(b) "Dissolution" means the complete disbanding of the Temple so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Temple, its

property shall be applied and distributed as follows: (1) all liabilities and obligations of the Temple shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the Temple upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the Corporation; this distribution shall be done pursuant to a plan adopted by the Board of Directors and the approval of the majority of the membership present in person or by proxy at a duly noticed specially called meeting of the membership; (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Temple's Statement of Faith and basic form of government.

10.06 Approval of Purchases. The purchases of assets up to Ten Thousand Dollars (\$10,000.00) shall be subject to the prior approval of a majority of the Board of Directors. The purchase of assets greater than Ten Thousand Dollars (\$10,000.00) and less than One Hundred Thousand Dollars (\$100,000.00) shall be subject to the prior approval of the Board of Directors and a simple majority of the members present at a duly called regular or special meeting to consider the purchase of the assets. The purchase of assets valued at One Hundred Thousand Dollars (\$100,000.00) or more shall require the prior approval of a majority of the Board of Directors and a two-third (2/3) majority of the members present that should include at-least 10% of the total membership of the temple present at a duly called regular or special meeting to consider the purchase of the assets.

10.07 Whistleblower Policy. The Directors shall establish policies and procedures by which any person with good cause to reasonably suspect that the Corporation, as a corporation and/or by and through its officers, directors, employees, volunteers or agents, has engaged in conduct that is contrary to law may report such conduct to the Directors or their designated committee or representative and not face any form of retaliation for making such a report. The Directors, or their designees, shall immediately and thoroughly investigate such reports and make their findings and recommendations to the Directors.

ARTICLE 11 CONFLICT OF INTEREST POLICY

11.01 Purpose. The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director or officer of the Corporation, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

11.02 Definitions.

(a) **Interested Person.** Any director, principal officer, or member of a committee with powers delegated by the Board of Directors, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- 2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

11.03 Procedures.

(a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the Board of Directors.

(b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

(c) **Procedures for Addressing the Conflict of Interest.**

- 1) An interested person may make a presentation at the Board meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- 2) The President may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3) After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

1) If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

11.04 Records of Proceedings. The minutes of the Board of Directors shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

11.05 Compensation.

(a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 12 BOOKS AND RECORDS

12.01 Required Books and Records. The Temple shall keep correct and complete books and records of account.

12.02 Fiscal Year. The fiscal year of the Temple shall begin on the first day of January and end on the last day in December in each year.

12.03 Audited Financial Statements. The Temple shall have each annual financial statement of the Temple audited by a certified public accounting firm selected by the Board of Directors.

12.04 Financial Reports for Members. Within sixty (60) days following the end of the fiscal year, the Board of Directors shall furnish to each member a complete financial report of receipts and expenditures for the previous twelve (12) months. The report shall show the amounts of expenses by accounts and expense classification.

ARTICLE 13 INDEMNIFICATION

13.01 Indemnification. To the full extent permitted by the Code, as amended from time to time, the Temple shall indemnify any Director, officer, committee member, employee, or agent of the Temple who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Temple. The Temple in defending such actions may advance reasonable expenses.

13.02 Determination of Right. Legal counsel selected by the majority vote of the Board of Directors shall make a determination of the right to indemnification under the Code.

ARTICLE 14 MISCELLANEOUS PROVISIONS

14.01 Amendments to Bylaws. These Bylaws may only be altered, amended, or repealed, and new bylaws may only be adopted by a majority vote of the Board of Directors and the approval of the majority of the membership present in person or by proxy at a duly noticed specially called meeting of the membership.

14.02 Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

14.03 Seal. The Board of Directors may provide for a corporate seal.

14.04 Power of Attorney. A person may execute any instrument related to the Temple by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Temple to be kept with the Temple records.

14.05 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Temple members, Directors, officers, employees, and agents of the Temple and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

14.06 Alternative Dispute Resolution. All disputes which may arise between any member of the Temple and the Temple itself, or between any member of the Temple and any priest, Director, officer, employee, volunteer, agent, or other member of this Temple, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Temple insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Temple and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Temple, and shall in no way affect the authority of the Temple to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

ARTICLE 15 EMERGENCY POWERS

An "emergency" exists for the purposes of this section if a quorum of the Board of Directors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Directors may: (i) modify lines of succession to accommodate the incapacity of any Board of Directors member, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Directors only needs to be given to those Board of Directors members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more officers of the Temple present at a meeting of the Board of Directors may be deemed Board of Directors members for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Temple and may not be the basis for imposing liability on any Board of Directors Member, officer, employee or agent of the Temple on the ground that the action was not authorized. The Board of Directors may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Directors, which may include provisions necessary for managing the corporation during an emergency including; (i) procedures for calling a meeting of the Board of Directors; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Board of Directors members. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Sri Shirdi Said Baba Temple of DFW and that the foregoing Bylaws constitute the Bylaws of the Temple. The Board of Directors of the Temple dated 11/11/2018 duly adopted these Bylaws.

DATED: 11/11/2018

By: 

Name: GOPALA NARRA

Title: Secretary

**SRI SHIRDI SAI BABA
TEMPLE OF DFW
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