

October 7, 1987 bylaws	July 17, 1981 bylaws
	<p><u>BY-LAWS</u></p> <p><u>SRI VENKATESWARA TEMPLE</u></p> <p><u>ARTICLE I</u></p> <p>The name of this organization is Sri Venkateswara Temple, hereinafter referred to as S.V. Temple. The organization is a nonprofit organization to exist perpetually and is registered under the laws of Pennsylvania. Tirumala Tirupathi Devasthanam (hereinafter referred to as TTD) of India will be the main consulting institution on religious matters.</p> <p>The location of the Temple is on South McCully Road, Penn Hills, Pittsburgh, Pennsylvania and its mailing address is P.O. Box No 17280, Pittsburgh, Pa 15235.</p> <p><u>ARTICLE II</u></p> <p><u>Objectives</u></p> <ol style="list-style-type: none"> 1. To establish, build and operate a traditional style Hindu Temple dedicated to Sri Venkateswara for the purpose of providing a place of worship. 2. To promote religious, spiritual, cultural, civic, educational and social improvement amongst those who share Hindu culture 3. To support humanitarian causes.
<p>1.1 <u>Corporate Members.</u></p> <p>The Corporate Members shall consist of those individuals identified as initial corporate members by the list attached hereto as Schedule A and any additional members who may be elected by the votes of two thirds (2/3) of the Corporate Members at any meeting of the Corporate Members. No person shall be considered for membership unless first nominated for membership by the Nominations Committee, except that any person not so nominated whose name is originally submitted at any meeting of the Corporate Members may be elected by a four-fifths (4/5) majority of the Corporate Members present. The number of Corporate Members shall not be limited, and they shall be chosen from among individuals who are of Hindu extraction and their spouses without regard to their sex, color, nationality, language or ethnic origin. To be eligible to be nominated for election to the Corporate Membership an individual must have served at least two (2) years as a member of a Devotees Committee or have contributed \$15,000 over a period of three (3) consecutive years to the Corporation and be at least 21 years of age.</p> <p>(b) Each Corporate Member shall pay to the Corporation the annual contribution required under Section 11.5 by December 31st of each year.</p>	

If a Corporate Member fails to pay the required annual contribution by December 31st, that Corporate Member shall automatically be suspended from the Membership for the fiscal year in which such December 31st falls.

(c) The number of additional Corporate Members who may be elected in any calendar year may not exceed five percent (5%) of the total number of Corporate Members as of December 31st of the immediately preceding calendar year. Up to the maximum number permitted, eligible individuals receiving the highest number of votes in any election in which all of the candidates may be voted on for Corporate Membership shall be deemed elected

1.2. **Annual Meeting.** The annual meeting, of the Corporate Members shall be held on the third Saturday of each September at 7:30 p.m. at the Temple of the Corporation in Penn Hills, Pennsylvania, or at such other time or place as may be designated by the Board of Directors. The Corporate Members shall elect directors and Executive Committee member(s) at the annual meeting. The election of directors shall precede the election of Executive Committee members at the annual meeting.

1.3 **Special Meetings.** A special meeting of the Corporate Members may be called at any time by the Chairman of the Board of Directors, or in his absence, by the Vice Chairman of the Board of Directors, by action of the Board of Directors, or by written request to the Chairman of the Board of Directors by Corporate Members entitled to cast at least ten percent (10%) of the votes which all members are entitled to cast at the particular meeting, whichever is less. Written notice of the time, place, and purpose of the call of such meeting shall be mailed to all Corporate Members at least fifteen (15) days before the meeting.

1.4 **Quorum.** The presence of Corporate Members represented in person entitled to cast at least twenty-five percent (25%) of the votes which all Corporate Members are entitled to cast shall constitute a quorum at any meeting of the Corporate Members.

1.5 **Adjourned Meetings.** If no quorum be present at a meeting, the presiding officer shall adjourn the meeting to another time, not exceeding thirty (30) days thereafter, with the same effect as if it had been held on the regular date. Those Corporate Members present at the adjourned meeting shall constitute a quorum regardless of the number present.

1.6 **Notices.** Every Corporate Member shall give to the Secretary of the Corporation a mailing address

<p>to which all notices prescribed by these Bylaws shall be sent. when no address has been given, the notices shall be mailed to the last known address, and the member so addressed shall be held to have received them within five (5) days after they have been so mailed.</p> <p>1.7 <u>Removal of a Corporate Member.</u> A Corporate Member may be removed for cause from the Corporate Membership by a fourfifths (4/5) majority of the Corporate Members voting at any regular or special meeting. Notice of the intent to remove an individual from Corporate Membership shall be given by written mailed notice to the last known address of the individual twice, the first a minimum of four (4) weeks and maximum of six (6) weeks, and the second a minimum of two (2) weeks and maximum of four (4) weeks before the corporate meeting at which the vote on removal is held.</p> <p><u>1.8 Voting and Proxies.</u></p> <p>(a) Only Corporate Members in good standing are eligible to vote.</p> <p>(b) Corporate Members may vote by proxy on such matters as require the vote of the Corporate Members under these by-laws or on such matters as may be so designated by the Board of Directors or the Corporate Membership. No proxy may be voted by someone who is not a Corporate Member, and no Corporate Member (other than an officer of the Corporation specifically appointed by the Board of Directors to hold proxies on behalf of the Corporation) may serve as a proxy holder at any one meeting of the Corporate Members, or any adjournment thereof, for more than two.other Corporate Members</p>	
	<p><u>ARTICLE III</u></p> <p><u>Organization</u></p> <p>The following shall be the organs of the S.V. Temple: (i)</p> <p>The Board of Trustees (ii) The Executive Committee (iii)</p> <p>Special committees</p>
<p>ARTICLE II</p> <p>Board of Directors</p> <p>2.1 <u>Powers and Duties.</u> Except as otherwise expressly provided in these Bylaws, the affairs of the Corporation shall be managed by the Board of Directors. Additionally, the Board of Directors shall exercise those powers delegated to it by corporations, if any, with which the Corporation is affiliated. Directors shall stand in a fiduciary relation to the Corporation and shall discharge the</p>	<p><u>1. The Board of Trustees</u></p> <p><u>Section A: Responsibilities</u></p> <p>The Board of Trustees shall be legally responsible for all assets and liabilities of the S.V. Temple and shall also he responsible for the formulation of the pollicies and regulating the implementation of the same to fulfill the</p>

duties of their position with that diligence, care and skill which ordinarily prudent men would exercise under similar circumstances.

2.2 Composition of Board of Directors. The Board of Directors shall have not less than eleven (11) nor more than fifteen (15) voting members, excluding ex officio members. The President shall be ex officio a member of the Board of Directors with vote.

2.3 Classification of Directors. Directors shall be divided into two (2) classes, each consisting, to the extent possible, of one-half (1/2) of the whole number of elected directors. The initial directors of the first class shall be the eight individuals listed on Schedule B, attached hereto; and they shall serve for a term of two (2) years. The initial directors of the second class shall be elected for a term of three (3) years. Thereafter, the successors to the class of directors whose term shall expire that year shall be elected to hold office for a term of two (2) years, so that the term of office of one class of directors shall expire in each year.

2.4 Election and Term of office. Directors, except the initial directors of the second class, shall be elected for a term of two (2) years by the Corporate Members at their annual meeting and until their successors are elected and qualified or until their earlier death, resignation or removal. At least five (5) of the directors elected at the annual meeting must be members of the Executive committee at the time of their election and have served two (2) years in the Executive Committee and directors for the remaining vacancies may, but need not, be elected from the Corporate Membership. Cumulative voting shall not be permitted. The Board of Directors shall at a meeting preceding the annual meeting of the Corporate Members establish the number of directors to be elected at that annual meeting. At the annual meeting of the Corporate Members the Nominations Committee shall present the names of nominees for directors. Additional nominations for directors may also be made by any member of the Corporation present in person at the annual meeting, if the individuals so nominated are eligible to serve as directors in accordance with this Article II. No person may be nominated, or otherwise stand for election, to both the Board of Directors and the Executive Committee at any one annual meeting of the Corporate Members.

2.5 Eligibility. No director may serve two (2) consecutive terms. A director at the time of his election to the Board: (i) must be at least twenty-eight (28) years of age; (ii) may not have served as a member of the Board during the two (2) years immediately preceding his election; and (iii) must be a Corporate Member in good standing. No Person may serve as a director and as a member of

defined objectives as set out in

Article II.

The Board of Trustees shall ensure that the organization conforms to all federal, state and local laws.

Section B: Composition

The Board shall consist of at least 9 and up to a maximum of 15 members. The term of a trustee normally is for three years; the terms for the current trustees shall be for up to five years to accomplish staggering periods of expiry. The mechanism for staggering periods to be approved at a Board meeting after the by-laws are approved. President of Executive Committee shall be an ex-officio member, with vote, of the Board. The Chairman or any member of TTD Board and the Commissioner of Endowments, Andhra Pradesh, while visiting the United States, can attend the Board meeting as ex-officio members, without vote.

The Board of Trustees will fill resignations and vacancies in the Board as they occur. Recommendations for the vacancy shall come from the Board, Executive Committee or from nominating committee appointed by the Board, based on past, present and prospective service of nominees to the Temple. Any Board member who is not supportive of Temple's objectives and/or acts contrary of Board resolutions shall be relieved of position from the Board. Removal shall be effective when two thirds of Board membership approves the removal on two successive meetings

Section C: Duties

The Board of Trustees shall meet at least four times a year.

The Board of Trustees shall elect from among themselves a chairperson, vice-chairperson, secretary, joint secretary, treasurer, and joint treasurer of the S.V. Temple for a one year term. The officers of the Board shall be Chairperson, Vice-Chairperson, Secretary, Joint Secretary, Treasurer, Joint Treasurer.

the Executive Committee at the same time. If there are an insufficient number of qualified candidates for election to the Board who have served a minimum of two (2) years on the Executive Committee, then members of the Trust Fund Committee shall be eligible to serve on the Board of Directors for only the interim period when there are an insufficient number of otherwise eligible candidates

2.6 **Vacancies.** Vacancies among the Corporation's directors shall filled by an election held by the remaining members of the Corporation's Board of Directors from candidates nominated by the Nominations Committee, and each person so elected shall serve for the balance of the unexpired term of the vacant directorship and until his successor has been duly elected and has qualified, or until his earlier death, resignation or removal. A director may resign at any time by giving written notice of his resignation to the Board of Directors.

2.7 **Removal.** Any director may be removed from office for cause by the vote of three-fourths (3/4) of the directors then in office voting on the question of removal twice which votes must be held at least thirty (30) days apart Cause for removal includes, but is not limited to failing to attend three (3) successive regular meetings of the Board of Directors or any of its subcommittees of which the director proposed for removal is a member and engaging in conduct which may be deemed detrimental to the welfare of the Corporation. A director may be removed only after being sent a thirty (30) days' written notice and given an opportunity to be heard by the Board of Directors voting for his removal. The removal of a director is subject to the power of the Corporate Members to change such action.

2.8 **Meetings.** The meetings of the Board of Directors shall be held at such time and place (within the Commonwealth of Pennsylvania or elsewhere) as the directors may from time to time decide. The Board of Directors shall hold, at least six (6) meetings a year in the months of January, March, May, July, September and November, during the first week of each month. The Board of Directors may hold special meetings called by the Chairman of the Board or at the written request of any five (5) of the directors. The annual meeting of the Board of-Directors shall be held after the annual meeting of the Corporate Members and shall be held for the purposes of electing officers of the Corporation and for the transaction of such other business as may properly come before the meeting.

2.3 **Quorum and Majority.** At all meetings of the Board of Directors a majority of the directors then in office shall constitute a quorum for the transaction of business, except that an action

The Board of Trustees shall appoint an internal auditor and joint internal auditor from among the board and/or Executive committee members for a specified term. The Board shall appoint professional staff including priests and administrative personnel.

The Board of Trustees shall nominate the members of the executive committee for a three-year term and the president of the S.V. Temple from the executive committee membership for a one-year term.

involving an addition to or disposition of the Corporation's assets in excess of one hundred thousand dollars (\$100,000), or the sale, lease, conveyance or encumbrance of its real property, or in the borrowing of funds, other than loans with terms of less than one (1) year and less than one hundred thousand dollars (\$100,000) principal amount, shall require the affirmative approval of majority of the directors then in office and the approval of the Corporate Members. The acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may be otherwise specifically provided by law or by these bylaws. If a quorum is not present at a meeting of the directors, the directors present may adjourn the meeting from time to time until a quorum is present. Notice of the adjourned meeting or of the business to be transacted at such meeting need only be given by announcement at the meeting at which the adjournment is taken.

2.10 **Ad Hoc Committees.** The Board of Directors may, from time to time by resolution adopted by majority of the directors designate one or more committees (in addition to the committees required by these bylaws), each such committee to consist of such persons, including Corporate Members, as the Board may designate. Any such committee, to the extent provided in the resolution creating it, shall have all of the powers of the Board, except that no committee may fill vacancies on the Board, amend or repeal these bylaws, amend or repeal any resolution of the Board, or act on matters committed by Board resolution or these bylaws to another committee. A committee shall be at all times subject to the supervision and control of the Board

2.11 **Notices of Meetings.**

(a) written notice of each meeting of the Board of Directors shall be given at least fourteen (14) days before the time scheduled for the meeting, either personally or by mail or telegram to the address supplied by the director to the Corporation for purposes of such notices. The notice shall specify the date, hour, and place of the meeting, and shall state the nature of the business to be conducted at the meeting.

(b) Whenever a written notice is required to be given by law, the Articles or by these bylaws, a waiver thereof in writing signed by the directors entitled to such notice shall be deemed the equivalent of the giving of such notice. The business to be transacted shall be specified in the waiver of notice of such meeting. Attendance of a person at a meeting constitutes a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business on the ground that the meeting was not

<p>lawfully called or convened.</p> <p>2.12 Action by Consent. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the directors and filed with the Secretary of the Corporation.</p> <p>2.13. Operating Procedures Manual. The Board of Directors shall have developed an operating procedures manual for use in the day-to-day operations of the Corporation,</p>	
<p>ARTICLE III Officers</p> <p>3.1 Officers. The officers of the Corporation shall be a Chairman of the Board, a Vice-Chairman of the Board, a Secretary, a Joint Secretary, a Treasurer, a Joint Treasurer and the President. The officers, excluding the President, shall be directors. The President shall be the presiding officer of the Executive Committee. No officer, as such, may receive any compensation for his service. The Board of Directors may appoint such other officers, or assistants, as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may from time to time prescribe.</p> <p>3.2 Election; Term of Office; Vacancies. (a) The officers of the corporation, except the President, shall be elected annually by the Board of Directors at its annual meeting from candidates submitted by the Nominations Committee. The President shall be elected as set forth in Section 5.2. Each officer shall hold office until his successor has been duly elected and qualified, or until his earlier death, resignation or removal. If an office of the Corporation becomes vacant, the directors shall elect an officer to fill the vacancy from candidates submitted by the Nominations Committee, and the officer so elected shall hold office and serve until the election and qualification of his successor, or until his earlier death, resignation or removal. To be eligible to serve as Chairman, Treasurer or Secretary, a candidate must have served a minimum of one (1) year as a member of the Board of Directors or as President of the Executive Committee. Each officer shall be elected for a term of one (1) year, and no officer may be elected to two consecutive terms in the same position.</p> <p>(b) New officers of the Corporation shall assume their responsibilities from the retiring officers on' October 1st at 7:30 p.m. at the Temple after a Puja is performed to Sri Venkateswara.</p>	

3.3. Removal or Resignation

(a) An officer or agent elected or appointed by the Board of Directors may be removed by a three-fourths (3/4) majority of the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby, 'but such removal shall be without prejudice to any contract rights of the person removed.

(b) An officer or agent may resign at any time by giving written notice to the Corporation, but such resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which such officer or agent is a party: A resignation is effective on the date of receipt of the notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

3.4 Chairman. The Chairman of the Board: (i) shall preside at all meetings of the Board of Directors and of the Corporate Members; (ii) shall be an ex officio member of all standing committees without vote; (iii) shall be responsible for public relations for the Corporation; and (iv) shall present the report of the Board of Directors at the annual meeting of the Corporate Members.

3.5 Vice Chairman. The Vice-Chairman shall perform the duties of the Chairman when for any reason the Chairman is unable or unwilling to perform his duties.

3.6 President. See Section 5.3.

3.7. Secretary. The Secretary shall keep and properly record the minutes of the proceedings of the meetings of the Corporate Members and the Board of Directors and distribute and make available for review such minutes to all members of the Board of Directors, Executive committee and Trust Fund Committee. He shall distribute copies of the minutes of meetings of the Corporate Members to the Corporate Members. He shall notify the officers of their election and the members of committees of their appointment; give notice of all meetings of the Corporate Members and Board of Directors; have custody of the corporate seal and all books and papers pertaining to his office, and generally shall perform all duties ordinarily required of an officer in like position. He shall keep a complete roster of the names and addresses of all Corporate Members and shall at each meeting of the Corporate Members submit list, duly certified, of the members entitled to vote. The Secretary shall be an ex-officio member of the Executive Committee with vote. He shall forward policy decisions made by the Board of Directors to the Associate Secretary

Duties of Officers: a). **The Chairman** shall serve his term after his election or until his successor begins to serve, preside at and be responsible for agenda of all board meetings, be responsible for enforcement of all policies of S.V. Temple, serve as a member with vote of all committees except in nominations committee, if and when he chooses, be a spokesman for public relations of S.V. Temple. He shall sign the minutes of meetings of the Board after its approval.

B). **The Vice-Chairman** assumes all the duties and authority of the chairman in the event of the chairman's temporary inability to perform due to illness, being out of the community, or being unavailable for any other reason

C). **The Secretary** shall record the minutes of all board meetings, and distribute by mail to all Board members, President and Assistant Secretary sufficiently prior to the next meeting. Minutes book shall be available at S.V. Temple for review by any Board member and shall be available at all Board meetings. He shall call all meetings after consultation with chairman and attend to all correspondence. He shall maintain the seal of S.V. Temple. He shall authorize any payments, as approved by the Board and/or Executive committee.

He shall authorize other payments necessary for normal Temple operation. He may sign checks after authorization by any officer of the Board and also sign as one of authorized signatures. He shall be a member of the Executive committee. He shall supervise Professional and Administrative staff.

D). **The Joint Secretary** assumes all the duties and authority of secretary in the event of secretary's temporary

of the Executive Committee and shall receive reports from the Associate Secretary.

3.8. **Joint Secretary:** The Joint Secretary shall perform the duties of the Secretary when for any reason the secretary is unable or unwilling to perform his duties.

3.9 **Treasurer:** The Treasurer shall be the custodian of all funds, jewelry and tangible offerings made to the Temple. Such funds, jewelry and tangibles shall be retained in a vault at the Temple or in a commercial bank or similar institution. The Treasurer shall make disbursements as approved by the President, the Secretary or the officers of the Board of Directors. The Treasurer shall be an ex-officio member of the Executive Committee with vote. Clearing of the Hundi shall be the responsibility of the Treasurer as directed by the Board of Directors.

3.10 **Joint Treasurer.** The Joint Treasurer shall perform the duties of the Treasurer when for any reason the Treasurer is unable or unwilling to perform his duties.

3.11 **Officers Meetings.** The Secretary shall at least once a month call a joint meeting of the officers of the Corporation and the officers of the Executive Committee to discuss and resolve problems of the day to day activities of the Corporation.

inability to perform his duties due to illness, being out of the community, or being unavailable for any other reason.

E). **The Treasurer** shall be responsible for the custody of all funds, jewelry and other offerings made to S.V. Temple, shall make disbursements only after authorization by any officer of Board or President. The Treasurer shall have authority to sign the checks, and be a member of the Executive committee. He shall be responsible to acknowledge receipts to S.V. Temple. He shall prepare and monitor the budget. He shall be responsible for collection and deposit of Hundi money as stipulated in Annex, shall make available all financial records to Board members

F). **The Joint Treasurer** shall sign checks and disburse payments after authorization by any officer of Board or President. He shall assume all the duties and authority of Treasurer in the event of Treasurer's temporary inability to perform his duties due to illness, being out of the community, or being unavailable for any other reason.

**ARTICLE IV
Executive Committee**

4.1 **Powers and Duties.** The Executive Committee shall: (i) implement the policies of the Temple as established by the Board of Directors; (ii) plan and coordinate all major functions of the Temple; (iii) prepare financial reports and budgets for the Temple; and (iv) receive suggestions and comments from devotees.

4.2 **Composition of the Executive Committee.** The Executive Committee shall have not less than ten (10) nor more than fifteen (15) members, excluding ex-officio members. The Secretary and the Treasurer shall be ex-officio members of the Executive Committee with vote.

4.3 **Classification of Executive committee Members** Executive Committee Members shall be divided into two (2) classes, each consisting, to the extent possible, of one-half (1/2) of the whole number of elected members of the Executive Committee. The initial members of the first class

2. Executive Committee

Section A: Responsibilities

Implement policies of S.V. Temple as established by the Board of Trustees, plan and coordinate all major functions of S.V. Temple, prepare financial reports and budget with inputs from various committees, develop active committees, assign responsibilities and monitor their activities. Act on suggestions and Comments received from devotees. The committee shall be responsible for the management of activities of S.V. Temple. The committee shall recommend to the Board, professional staff including priests and administrative personnel, for appointment. **The Board's decision shall be final in all matters**

Section B; Composition

The executive committee shall consist of a minimum of nine and a maximum of fifteen members. The officers of the committee shall be President, Vice—President, Assistant Secretary, Assistant Treasurer. The Secretary and Treasurer shall be ex-officio members of the Executive committee with voting powers. The Board shall appoint the President and the members of the Executive committee.

shall consist of eight (8) individuals to be elected at the first annual corporate membership meeting, five (5) of which shall be elected from the twelve (IZ) individuals listed on Schedule C, attached hereto; all such members of the initial first class shall serve for a term of two (2) years, The initial members of the second class shall number seven (7) members, each elected for a term of three (3) years. Thereafter, the successors to the class of members whose term shall expire that year shall be elected to hold office for a term of two (2) years, so that the term of office of one class of members shall expire in each year.

4.4 Election and Term of Office. Members of the Executive Committee will be elected by the Corporate Members at the annual meeting of the Corporate Members for a term of two (2) years commencing with the first annual meeting of the corporate Members and shall serve until their successors are elected or until their earlier death, resignation or removal. The Nominations Committee shall notify potential qualified candidates by August 1st of each year of their eligibility to be elected to serve on the Executive Committee. Qualified candidates desiring to serve on the Executive Committee must so notify the Nominations Committee in writing by August 15th. Additional nominations of candidates for election to the Executive Committee may also be made by any Corporate Member present in person at the annual meeting. If there are no eligible candidates, then vacancies in the Executive committee may be filled by election from the eligible members of the Corporation.

4.5 Eligibility. No person is eligible for election as a member of the Executive Committee unless that person: (i) has served a minimum of two (2) years on Devotee Committees; (ii) is at least twenty-one (21) years of age; and (iii) is a Corporate Member in good standing. No member of the Executive Committee may serve two (2) consecutive terms,

4.6: Removal. A member of the Executive Committee may be removed from office for cause by the vote of three-fourths (3/4) of the members of the Executive Committee then in office. Cause for removal includes, but is not limited to, persistently failing to attend three (3) successive regular meetings of the Executive Committee or any of its subcommittees of which the member proposed for removal is a member and engaging in conduct which may be deemed detrimental to the welfare of the Corporation. A member of the Executive Committee may be removed only after being sent thirty (30) days written notice and given an opportunity to be heard by the Executive Committee voting for his removal. The removal of a member of the Executive Committee is subject to the power of the Corporate Members to change such action.

The term for the Executive committee members shall be three years. The term for the officers shall be for one year.

Section C: Duties

The Executive committee shall elect Vice-President, Assistant Secretary, Assistant Treasurer and the chairpersons of the active committees. The Executive committee shall meet for a minimum of ten times in each year. Meeting shall be called for by Assistant Secretary in consultation with President. Regular meetings need no notice.

4.7 Meetings.

(a) Meetings of the Executive Committee shall be held at least ten (10) times a year in the months of February through November at the Temple or such other place as the Executive Committee may decide. The Executive Committee may hold special meetings called by any five members of the Executive Committee.

(b) Written notice of each meeting of the Executive Committee shall be given at least seven (7) days before the time scheduled for the meetings in the same manner as required of notices for meetings of the Board of Directors

4.8 Quorum and Majority. At all meetings of the Executive Committee a majority of the members then in office shall constitute a quorum for the transaction of business. The acts of a majority of the members present at a meeting at which a quorum is present shall be the acts of the Executive Committee. If a quorum is not present at a meeting of the Executive Committee, the members of the Committee may adjourn the meeting from time to time until a quorum is present. If, after two consecutive adjourned meetings held on different days at which quorums were not present, a meeting is held, those in attendance may conduct business even though a quorum is not present. Notice of the adjourned meeting or of the business to be transacted at such meeting need only be given by announcement at the meeting at which the adjournment is taken.

4.9 Attendance at other bodies. Members of the Executive Committee can attend meetings of the Board of Directors as observers and without right of vote, unless otherwise specified in these bylaws.

ARTICLE V

Officers of the Executive Committee

5.1. Officers of the Executive Committee. The officers of the Executive committee shall be a President, a Vice President, an Associate Secretary and an Associate Treasurer. No officer of the Executive Committee, as such, may receive any compensation for his service.

5.2 Selection; Term of Office. The officers shall be elected by the Executive Committee from among the willing candidates as submitted by the Nominations Committee. To be eligible to serve as an officer of the Executive Committee, a person must have served a minimum of one (1) year on the Executive Committee. The term of each officer shall be for one (1) year.

The President shall call to order and preside over meetings, shall be responsible for exercise of duties of other

5.3 **President.** The President: (i) shall preside over meetings of the Executive Committee; (ii) shall review and sign the minutes of the Executive Committee, (iii) shall be an ex officio member of all committees of the Executive Committee without vote; (iv) shall oversee the day to day activities under the jurisdiction of the Executive Committee (v) shall attend meetings of the Board of Directors as an ex-officio member with vote .

5.4 **Vice President.** The Vice President shall perform the duties of the President when for any reason the President is unable or unwilling to perform his duties. He shall also serve as chairman of any active committee in the event of a temporary vacancy, in the office of the chairman of such committee.

5.5 **Associate Secretary.** The Associate Secretary shall record the minutes of the Executive Committee and shall distribute such minutes to the members of the Executive Committee, the Board of Directors and the Trust Fund Committee. He shall receive reports from other committees and shall collect and organize the activity data of Devotee Committees members for presentation to the Nominations Committee.

5.6 **Associate Treasurer** . The Associate Treasurer shall assist in the preparation of budgets for the activities of the Temple, in consultation with the chairmen of the various committees. He shall prepare a budget for the activities of the Executive Committee for approval at the November meeting of the Board of Directors for the following calendar year.

**ARTICLE VI
Standing Committees of the Executive Committee**

6.1 **Standing Committees.** The Corporation shall have the following standing committees in addition to the other committees required by these bylaws: Religious, Cultural, Publications, Education, Youth, Humanitarian, Maintenance and Mahila Seva Sangha. Each of these committees shall be subcommittees of the Executive Committee. The Executive Committee shall elect a chairman of each standing committee for a term of one (1) year from the members of the Executive Committee.

6.2 General Responsibilities of the Standing Committees.

(a) Each standing committee designated in section 6.1 above shall: (i) hold a minimum of four (4) meetings a year; (ii) file an annual report with the Executive Committee in September on the

Executive committee members, shall review and sign the minutes of Executive committee meetings after approval. He shall be an Ex-officio member of Board and all active committees, with vote. He can authorize payments. He shall participate in the day-to-day management of S.V. Temple. He shall be a spokesman for public relations. .

The Vice President assumes the responsibilities and duties of President in his absence for any reason.

The Assistant Secretary shall record minutes of all Executive committee meetings, shall maintain them at S.V. Temple for review by the members of the Executive committee and Board of Trustees, shall send a copy to Secretary for review at Board meetings, shall receive reports from other committees and transmit to Executive committee and Secretary of the Board. Correspond in matters as authorized by the Executive committee. He shall be responsible for scheduling the events approved by the Executive committee and all other events requiring use of S. V. Temple facilities.

The Assistant Treasurer initiates in the preparation of budget needed for various activities and submit it to the Executive committee, Secretary and Treasurer, and shall review various expenses incurred periodically.

ARTICLE 2 SECTION C

The **active committees** shall consist of: i) religious events; ii) cultural events iii) publications; iv) educational; V) youth activities; vi) humanitarian; vii) maintenance viii) Mahila Seva Sangham (Womens Auxiliary).

Each committee shall have a chairperson elected from the Executive committee, who shall serve for a term of one year or until his successor is elected. All active committees shall obtain prior approval from Executive committee before implementing activities or projects.

The **Chairpersons of each committee** shall establish open—ended committees or other subsidiary bodies as may be appropriate to organize different activities. The report of each meeting shall be submitted by the chairperson to the Secretary and Assistant Secretary. The chairperson shall limit to the budget recommendations is provided in Annex.

The Chairperson can have any number of persons in these committees as members. New members shall attend at least

<p>activities of the standing committee; and (iii) file a proposed budget for the next calendar year with the Executive Committee on or before October 1st.</p> <p>(b) All budgets of standing committees must be approved in advance by the Executive Committee. Any expenditure by a standing committee in excess of its approved budget must be approved by the Executive committee.</p>	<p>three consecutive meetings prior to being eligible to vote. Members who have been serving the organization for six or more months in any capacity shall be eligible to vote immediately.</p> <p><u>DUTIES OF ACTIVE COMMITTEES:</u> The Executive committee shall assign regular and special duties to active committees. Special event of S.V. Temple shall be decided and acted upon by the Executive committee.</p>
<p>6.3 <u>Religious Committee.</u> The Religious Committee shall: (i) assist the Temple in the planning of religious events; (ii) provide information to the Publications Committee of religious events and functions; (iii) assist the Temple in procuring religious and ritual articles; (iv) provide the necessary organization to assist devotees during special religious events; and (v) organize Bhajans and religious discourses</p>	<p><u>COMMITTEE FOR RELIGIOUS EVENTS:</u> The committee shall recommend the festivals to be celebrated and arrange religious events, and discourses</p>
<p>6.4 <u>Cultural Committee.</u> The Cultural Committee shall: (i) conduct all music, dance and other cultural events and classes, which shall reflect the cultural heritage of India; (ii) hold a minimum of six (6) cultural events in a year, in addition to cultural events during vasanthotsavam and Brahmotsavam; (iii) arrange for necessary facilities for visiting artists in consultation with the President and Temple manager; and (iv) provide information with regard to the cultural events to the Publications Committee;</p>	<p><u>COMMITTEE FOR CULTURAL EVENTS:</u> The committee shall be responsible for identification and arrangement of programs related to music dance and other cultural events</p>
<p>6.5 <u>Publications Committee.</u> The Publications Committee shall: (i) edit and publish Saptagiri vani at least four (4) times a year; (ii) publish all approved communications related to Temple functions, project advertisement and monthly bulletins; and (iii) publish the annual Temple calendar. The content of the Saptagiri vani and all other Temple publications shall be approved by the Chairman of the Publications Committee and by at least three (3) individuals from among the Secretary, Treasurer, President or Chairman</p>	<p><u>COMMITTEE FOR PUBLICATIONS:</u> The committee shall consist of Editor and Associate Editor. They will receive, edit and publish all the material received from officers and chairpersons of committees, subject to their approval prior to publication</p>
<p><u>Education Committee.</u> The Education Committee shall: (i) conduct educational classes for the benefit of devotees; (ii) arrange lectures on cultural, art or related subjects; (iii) assist in the development and maintenance of the Temple library; (iv) catalog and maintain all audio and video recordings of the Temple library; (v) assist in the organization of viewing of audio-visual recordings at the Temple by devotees; (vi) develop a program for acquiring educational materials that describe Hinduism for the education of devotees; and (vii) develop and implement a long-range educational program.</p>	<p><u>COMMITTEE FOR EDUCATIONAL ACTIVITIES:</u> The committee shall be responsible for organizing the library and arranging educational classes</p>
<p>6.7 <u>Youth Committee.</u> The Youth Committee shall</p>	<p><u>COMMITTEE FOR YOUTH ACTIVITIES:</u> The</p>

<p>be responsible for coordinating youth activities at the Temple and shall organize the annual Temple summer camp. The President of the Indian Youth Organization of the Temple shall be an ex-officio member of the Executive Committee without vote. The Youth Committee chairman shall attend Indian Youth Organization meetings.</p>	<p>committee shall identify and implement all activities and programs to benefit youth</p>
<p>6.8 Humanitarian Committee. The Humanitarian Committee shall: (i) organize assistance or provide funds for disasters, as approved by the Executive Committee; (ii) organize 'approved fund raising activities for supporting humanitarian programs on a continued basis; and (iii) provide assistance to individuals and families during emergencies.</p>	<p><u>COMMITTEE FOR HUMANITARIAN CAUSES:</u> The committee shall identify and implement all programs related to humanitarian causes</p>
<p>6.9 Maintenance Committee. The Maintenance Committee shall: (i) assist in the maintenance of the Corporation's buildings and property, maintain cleanliness; and (ii) report the need for any major repairs or construction to the Executive Committee. All repairs, landscaping and construction expenditures shall be approved in advance by the Executive Committee.</p>	<p><u>COMMITTEE FOR MAINTENANCE:</u> The committee shall identify and implement the projects related to maintenance and improvement of physical structure and landscaping and Equipment</p>
<p>6.10 Mahila Seva Sangha: Mahila Seva Sangha shall: (i) obtain volunteers to collect funds and articles for humanitarian needs; (ii) represent the Temple in local and national charity projects in conjunction with the Humanitarian Committee; (1) provide assistance to Indian students such as by arranging host families (iv) organize, in consultation with the Youth Committee, a bi-monthly gathering of all interested women to identify projects to help the Indian community with respect to parent-youth conferences, parent guidance, youth guidance, etc.; V) assist in the organization of Temple functions in cooperation with other committees; (vi) assist in the preparation and distribution of Prasadam during special events and provide guidance to kitchen employees; and (vii) conduct Balavihar classes for children.</p>	<p><u>MAHILA SEVA SANGHAM:</u> (Women's Auxiliary) The committee shall identify and implement projects of interest by ladies</p>
<p>ARTICLE VII Devotee Committees</p> <p>7.1 Devotee committees Purpose. The Devotee Committees shall be the initial committees through which devotees of Sri Venkateswara Temple may serve in the administration of the Temple. Members of the Devotee Committees shall assist the standing committees of the Executive Committee.</p> <p>7.2 Composition and Eligibility (a) Devotee Committees, the number of which shall not be limited, shall be open to all devotees who are at least eighteen (18) years old at the time of their appointment. Members of the Devotee Committees shall be recruited and</p>	<p><u>Read “active committees”</u> <u>Article 2, Section C above</u></p>

<p>appointed by the Executive committee for one-year terms commencing October 1st.</p> <p>(b) Saptagiri Vani and Sri Venkateswara Temple newsletters will announce opportunities for joining the Devotee Committees. The annual recruiting period for the Devotee Committees shall end on August 31st.</p> <p>(c) Each member of a Devotee Committee shall each year perform a self-evaluation in which the member indicates his desire to continue in the service of the Temple. This evaluation shall be in writing and shall be given to the Associate Secretary of the Executive Committee.</p> <p>7.3 Meetings. Each Devotee Committee shall meet a minimum of four (4) times a year. Meetings of a Devotee Committee may be called by the respective Chairmen of the standing committees of the Executive Committee.</p>	
<p>ARTICLE VIII Special Standing Committees</p> <p>8.1 Special standing committees. The corporation shall have the following special standing committees in addition to the other committees required by these bylaws: Bylaws and Ethics, Fund Raising, Nominations Construction and Audit. Each special standing committee shall have at least five (5) members, one (1) from the Executive Committee, one (1) from the Board of Directors one (1) from the Trust Fund Committee one (1) from the Devotees Committee, and one (1) from the Corporate Membership.</p> <p>8.2 Election and Term. Members of the special standing committees shall be elected by the Board of Directors from the Executive Committee, the Board of Directors, the Trust Fund committee the Devotee Committees, and the Corporate Membership. The term of each member of a special standing committee shall be for one (1) year. The chairman of each committee shall be elected from the committee's members. Each such chairman shall be a Corporate Member in good standing.</p>	<p>3. <u>Special Committees</u></p> <p>The Board shall establish 1) Construction committee and 2) Nominations committee.</p> <p>Board may appoint other committees for implementation of any specific projects.</p>
<p>8.3. Bylaws and Ethics Committee. The Bylaws and Ethics Committee shall: (i) interpret these bylaws and the Articles and resolve any conflicts concerning the bylaws and the Articles and their application; (ii) investigate any violations of the Code of Ethics set forth in Article IX and recommend appropriate action to a joint meeting of the Board of Directors and Executive committee if a violation of the Code of Ethics is found to have occurred</p>	
<p>8.4 Fund Raising Committee. The Fund Raising</p>	

<p>Committee shall raise funds for the Corporation as needed and as directed by the Board of Directors.</p>	
<p>8.5 <u>Nominations Committee</u> The Nominations Committee shall: (i) nominate candidates for election to the Board of Directors, Executive Committee, and the officers of the Corporation, Corporate Membership and the Executive Committee, and vacancies in any standing committees; (ii) elect a judge of elections for any election to be held (such judge of election shall not be a member of the Nominations Committee); and (iii) verify and certify by a majority of the Committee the results of any election procedure. All nominations of candidates shall be completed annually by the end of August for the following September</p>	<p><u>2) Nominations Committee</u> The committee shall consist of a total of three members of whom two shall be from the Board and one from the Executive committee. One of the Board members shall be the chairperson of the committee The Nominating committee will present recommendations for positions of officers and members of the Board and Executive committee. The committee shall solicit nominations from the Board, various committees and other individuals. The committee shall contact Board members for their willingness to serve as officers of the Board and report names of candidates with positions sought, for which formal proposal and seconding is not required. Nominations will also be invited from the floor for members and officers of the Board and President which have to be proposed and seconded, prior to election. The committee shall contact Executive committee members for their willingness to serve as officers of the Executive committee. The names for the office of President shall be presented to the Board and the names for other positions shall be presented to the Executive committee. Nominations from the Nominating committee require no formal proposal and seconding. Except for the office of President, nominations will also be invited from the floor, which have to be proposed and seconded, prior to election.</p>
<p>8.6 <u>Construction Committee.</u> The Construction Committee shall: (i) implement approved new construction projects; (ii) identify and recommend new construction projects; (iii) employ qualified architects, contractors and engineers on behalf of the Corporation, as required; (iv,) obtain all permits to comply with all applicable construction and building code requirements; (v) obtaining project plans for review and approval by the Executive committee and the Board of Directors; (vi) obtain competitive bids on all projects, where possible; (vii) review and approve all construction invoices prior to payment.</p>	<p><u>1) Construction Committee</u> The committee shall consist of a minimum of five members, all appointed by the Board. The chairperson must be a Board member. The committee shall implement approved projects and recommend new projects. The committee shall review and approve invoices for further authorization for payments.</p>
<p>8.7 <u>Audit Committee.</u> The Audit Committee shall: (i) audit the Corporation's accounts twice a year and report all findings to the Executive Committee and Board of Directors; (ii) review accounting procedures; (iii) review receipts and disbursements; and (iv) review disbursement authorization procedures. No officers of the Corporation or the Executive Committee may be members of the Audit Committee</p>	
<p>Code of Ethics 9.1 <u>Equality.</u> All devotees shall be treated equally and there shall be no discrimination among devotees.</p>	

<p>9.2 <u>Conflicts of Interests</u>. No officer, corporate member, director, member of the Executive Committee or member of the Trust Fund Committee shall have a controlling interest or official position in any business that has transactions with the Temple, unless such transactions are approved in advance by a disinterested majority of the Board of directors and the Executive committee after full disclosure of all of the terms of terms of such proposed transactions.</p> <p>9:3 <u>Violation of Ethics Code</u>. A charge of a violation of the Ethics Code may be brought against any director or member of any committee or any officer by any member of any committee or by any officer. Such charges must be delivered to the Secretary of the Board of Directors. The Secretary shall forward this information to the Bylaws and Ethics Committee. The Bylaws and Ethics Committee shall investigate the charge and present its findings at a joint meeting of the Board of Directors, Executive Committee and Corporate Members. Upon the vote of a two-thirds (2/3) majority of such joint meeting, the accused member may be suspended or removed permanently from the Corporate Membership and from participating in or holding any corporate or Temple office or position.</p>	
<p>ARTICLE X Trust Fund Committee and Corporate Funds</p> <p>10.1 <u>Trust Fund Committee</u>. The Trust Fund Committee shall be composed of the present and past members of the Board of Directors. The Trust Fund Committee shall advise and recommend on the management of the cash and investments of the Corporation in conjunction with the Treasurer. Trust Fund Committee members shall be Corporate Members in good standing.</p> <p>10.2 <u>Officers of the Trust Fund Committee</u>. The officers of the Trust Fund Committee shall be a chairman and a secretary who shall be elected by the Trust Fund Committee for a period of one (1) year. Officers of the Corporation are ineligible to serve as officers of the Trust Fund Committee.</p> <p>10.3 <u>Meetings of the Trust Fund Committee</u>: Quorum. The Trust Fund Committee shall meet at least two (2) times a year. All meetings shall be held on at least fourteen (14) days written notice. A majority of the members of the Trust Fund Committee shall constitute a quorum. Any vote of the members of the Trust Fund Committee to disburse funds shall require a three-fourths (3/4ths) majority at any meeting of the Trust Fund Committee.</p>	

10.4 **Powers.** The Trust Fund Committee may take, receive and hold, in trust, such property, real or personal, as may be given, devised to or otherwise vested in the Corporation, in trust, for such purposes, set forth in the trust instrument, as are consistent with the charitable purposes of the Corporation. The Trust Fund Committee may take, receive and hold such other property, real or personal, as may be given, devised to or otherwise vested in the Corporation, outright, as part of the general assets of the Corporation and committed to its charitable purposes.

10.5 **Investment.** The Corporation may retain or sell any securities or property, real or personal, given, devised to or otherwise vested in it, whether outright or in trust, and to invest and reinvest any funds held by it, according to the judgment of the Trust Fund Committee. The Corporation may transfer all or any part of its assets in a revocable trust to a corporate trustee qualified under the Pennsylvania Nonprofit Corporation Law.

10.6 **Voting Shares of Other Corporations.** Unless otherwise ordered by the Trust Fund Committee, the Treasurer has full power on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting shall possess and may exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this corporation might have possessed and exercised if present.

10.7 **Removal.** A member of the Trust Fund Committee may be removed from office for cause by the vote of three-fourths (3/4) of the members of the Trust Fund Committee then in office voting on the question of removal twice, which votes must be held at least thirty (30) days apart. Cause for removal includes, but is not limited to, failing to attend three (3) successive regular meetings of the Trust Fund Committee or any of its subcommittees of which the member proposed for removal is a member and engaging in conduct which may be deemed detrimental to the welfare of the Corporation. A member of the Trust Fund Committee may be removed only after being sent a thirty (30) days' written notice and given an opportunity to be heard by the Trust Fund Committee voting for his removal. The removal of a member of the Trust Fund Committee is subject to the power of the Corporate Members to change such action.

10.8 **Attendance at Board Meetings.** Members of the Trust Fund Committee may attend meetings of the Board of Directors as observers without Vote.

<p>Operation as a Religious organization</p> <p>11.1 <u>Compliance with Requirement of the Internal Revenue Code.</u> The Corporation has been organized and shall be operated exclusively for religious, cultural, charitable, and educational purposes, the corporation may not enter into any agreement, nor may its members, directors or officers adopt any resolution or bylaw, take any action or carry on any activity by or on behalf of the corporation. not permitted to be entered into, taken or carried on by (a) an organization described in section 501(c)(3) of.the Internal Revenue Code, (b) an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, and (c) an organization subject to the Pennsylvania Solicitations of Charitable Funds Act, as amended.</p> <p>11.2 <u>Visiting Dignitaries.</u> Any member of the governing board of Tirumala Tirupathi Devasthanam of India and the Commissioner of Endowments, Andhra Pradesh, may attend any Corporate Membership or Board of Directors meeting, without vote.</p> <p>11.3 <u>Appointment and Removal of Staff.</u> The Board of Directors shall appoint and remove temple staff, which shall consist of administrative religious (priests and cook) and architectural personnel and manager. The Temple manager shall report to the Secretary. The bookkeeper shall report to the Temple Manager and the Treasurer. The staff shall report to the manager.</p> <p>11.4 <u>Consulting Institution:</u> Tirumala Tirupathi Devasthanam of India shall be the main consulting institution on religious matters.</p> <p>11.5 <u>Contributions</u> All Corporate Members and members of.the Board of Directors, Executive Committee, and Trust Fund committee shall make contributions to the Corporation in the minimum annual amount of one hundred dollars'(S100.00), or in such amount as may be determined from time to time by the Corporate Members, except that no individual shall be required to contribute any amount greater than any other member of the board, committee or body of which he is a member. The contributions required by this section shall be in addition to all offerings or contributions made by any individual to the Corporation or the Temple in connection with any service, worship or activity held at the Temple</p>	
<p>ARTICLE XII</p> <p>Indemnification and Insurance</p> <p>12.1 <u>Indemnification in Third Party and</u></p>	

Derivative Actions.

(a) Right to Indemnification Except as otherwise provided below, each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative or investigative (hereinafter a proceeding') and whether or not by or in the right of the Corporation or otherwise, by reason of the fact that he or she, or a person of whom he or she is the heir, executor, or administrator, is or was a member of the Board of Directors or the Executive committee, or an officer or a representative of the Corporation or is or was serving at the request of the Corporation as a member of the Board of Directors or the Executive Committee, or an officer or a representative of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a member of the Board of Directors or the Executive Committee, or an officer or a representative, or in any other capacity while serving as a member of the Board of Directors or the Executive Committee, or an officer or a representative, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law, as the same exists or may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than are permitted the Corporation to provide prior to such amendment), against all reasonable expenses, including attorneys' fees, and any liability and loss, including judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement, incurred or paid by such person in connection therewith; except that indemnification shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. Notwithstanding the foregoing, except as provided in paragraph (b) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part' thereof] initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of the final disposition thereof promptly after receipt by the Corporation of a request therefor stating in reasonable detail the expenses incurred; except that to the extent required by law, the payment of such

expenses incurred by a member of the Board of Directors or Executive Committee, or an officer or representative in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined by a court that he is not entitled to be indemnified under this section or otherwise. The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a member of the Board of Directors or Executive committee, or an officer or a representative, and shall inure to the benefit of the heirs, executors and administrators of such person.

b) Non-Exclusivity of Rights: The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of a final disposition conferred in this section shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses hereunder may be entitled under any bylaw, agreement, vote of members, or directors or otherwise, both as to action in his official capacity and as to action in any other capacity while holding that office.

(C) Funding. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this bylaw or otherwise.

12.2 **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another enterprise, against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of the Pennsylvania Nonprofit corporation Law.

12.3 **Liability of Directors.** A director of the Corporation shall not be personally liable for monetary damages for any action taken or failure to take any action unless it is determined by a court (or if it is ultimately judicially interpreted that such determination is to be made by the Board of Directors, then unless it is determined by the Board) that the director. has breached or failed to perform the duties of his office under the Directors' Liability Act, 42 Pa. C.S.A. § 8363, and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; except that the

foregoing provision shall not eliminate or limit the liability of a director (i) for any responsibility or liability of such director pursuant to any criminal statute, or (ii) for any liability of a director for the payment of taxes pursuant to local, state or Federal law. Any repeal or modification of this section 13.3 shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification. This Section 12.3 shall not apply to any breach of performance of duty or any failure of performance of duty by any director occurring prior to January 27, 1987.

ARTICLE XIII
General Provisions

13.1 **Fiscal Year.** The fiscal year of the Corporation shall be October 1st to September 30th.

13.2 **Amendment.** These Bylaws may be amended by a three fourths (3/4) vote of the Executive Committee, Board of Directors and Trust Fund Committee at a joint meeting of those three bodies, subject to the power of the Corporate Membership to change any such amendment. Amendments shall be proposed for such a joint meeting by a petition signed by at least one-third (1/3) of the members of each of the Executive Committee; Board of Directors and Trust Fund Committee, and the Secretary or the Chairman of the Board of Directors shall give written notice of the purport of any proposed amendment to all members of the Executive Committee, Board of Directors and Trust Fund Committee at least thirty (30) days in advance of such joint meeting.

13.3 **Checks, Drafts, Etc.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation and all securities owned or held by the Corporation requiring signature for their transfer shall be signed or endorsed by the persons and in such manner as from time to time is determined by the Board of Directors. Every check, draft or other order for the payment of money in an amount exceeding five hundred dollars (\$500.00) must be signed by at least two (2) authorized officers or agents of the Corporation.

13.4 **Annual Report.** The Chairman and Treasurer shall cause to be prepared, verify and present at the first regular meeting of the Board of Directors following the close of the corporation's fiscal year, an annual report, prepared in conformity with the requirements the Pennsylvania Nonprofit Corporation Law, as amended. The annual report

ARTICLE IV

Amendments

The Board shall have the responsibility to adopt and amend the by—laws. Amendments shall be recommended by signed petition by five or more Board members. They shall be acted upon at a regular meeting or at a special meeting called for such purpose. All proposed amendments to these by-laws shall be approved by the affirmative vote of three-fourths of the Board of Trustees membership at the meeting provided that notice of such proposed amendment was given by the Secretary or chairperson to each member of the Board of Trustees at least fifteen days prior to the date of such meeting. Amendments so adopted shall become effective immediately.

<p>shall be subject to review and approval by the Board of Directors and shall, if approved and verified, be filed with the minutes of the meeting of the Board of Directors and submitted to the Corporate Members at their next annual meeting.</p> <p>13.5. Registered Office. The registered office of the Corporation shall be at P.O. Box 17280, South McCully Road, Penn Hills, Pennsylvania 15235.</p> <p>13.6 Other Offices. The Corporation may also have offices at such other places as its Board of Directors may from time to time determine.</p> <p>13.7 Seal. The corporate seal shall be inscribed thereon the name of the Corporation, the year of its organization and the words 'Nonprofit Corporation, Pennsylvania'. The seal may be used by causing it or a facsimile to be impressed, affixed or in any manner reproduced, such impression, affixation, or reproduction to be attested by the signature of the Secretary or Treasurer of the Corporation.</p> <p>13.8 Compensation Members of the Executive Committee, Board of Directors and Trust Fund Committee are not entitled to compensation from the Corporation for their services as such, but may receive reimbursement for reasonable expenses incurred on behalf of the Corporation.</p>	
<p>Approved on October 7, 1987</p>	<p><u>ARTICLE V</u></p> <p>Adoption</p> <p>These by-laws and the attached annex are adopted and made effective superseding and replacing any and all previous S.V. Temple by-laws and henceforth all activities and actions of every officer and member shall be taken under, and pursuant to, the requirements of the by-laws. The current Board of Trustees are Mr. V. Uday Shankar Rao, Mr. C. Manoharan, Mr. N. Srinivasagarn, Mr. K.R. Channarasappa, Mr. Nagaghushanam G. Nunna, Mr. Raj Gopal, Mrs. Rajashri Gopal, Mr. C. Radhakrishna V. Kamath, Gutti Varapasada Rao and Mr. S. Valliappan.</p> <p><u>By-laws and Annex</u> adopted by the Board on July 17, 1981</p> <p style="text-align: right;">(Sd)</p> <p>V. U. S. Rao Chairman of the Board</p> <p>(Sd) Nagabhushanam G. Nunna Secretary of the Board</p>

The following annex to bylaws is approved by the board on July 17, 1981

ANNEX

The official year commences from the first day of October and ends on the 30th day of September. The annual meeting for the Board and Executive committee shall be in the month of September each year. All elected and appointed officers shall assume their positions and responsibilities from the first day of October immediately following election.

Meetings:

The presence of one—half of the membership shall constitute a quorum. A quorum once having been duly assembled, the business of the meeting may then continue and all actions taken shall be binding even though less than a quorum exists at a later time in said meeting. Meeting ends with adjournment. Regular meetings require no notice. Special meetings of the Board shall be called for by the chairperson or secretary or by signed petition of any five board members provided notice is forwarded to all Board members at least fifteen days prior to such meeting, stating day, hour and purpose. Special meeting of the Executive committee shall be called for by the President or Secretary, or officers of the Executive committee provided notice is forwarded or orally informed at least four days prior to the meeting.

The agenda at meetings shall be, at the discretion of the chairperson, call to order, acceptance of minutes of last regular and all intervening special meetings, reports from other committees, audit report, old business, new business, and adjournment. Any officer, or a member of the Board or Executive committee or other committees who fails to attend three or more consecutive meetings without undue cause and not excused by the corresponding body, shall forfeit his membership. Resignations and vacancies shall be filled, as provided in these by—laws, for the unexpired term of that position. Minutes book shall remain at S.V. Temple at all times.

The Board of Trustees shall meet regularly unless predetermined otherwise, on the second Saturday at 7:00 PM. of months of March, July, September, and November of each year. Executive committee shall meet on the first Friday at 8:00 PM. of every month except January and February of each year.

CHAIRPERSONS OF OTHER COMMITTEES shall call for meetings at their discretion as often as needed, specifying day, date and time. Report of such meetings shall be forwarded in writing to Secretary and Assistant Secretary by chairpersons.

DISBURSEMENT OF PAYMENTS shall be made subject to authorization and checks normally signed by the Treasurer or by Joint Treasurer. Under no circumstances officer authorizing and issuing check shall be the same person. Any officer of Board or President are authorized to authorize payments approved by the Board and/or Executive committee.

Utility bills, salaries of personnel already approved, and taxes need no authorization. Authorization shall be in writing and, when done orally, shall be signed later. Chairman of Cultural Events shall obtain necessary payment for the artists from the Treasurer and/or Joint Treasurer prior to performances for distribution.

Elections

Officers: The officers of the Board of Trustees shall be elected at the Annual Board Meeting. The Board will appoint Executive committee members and the President at the July Board meeting. The Executive committee will

elect officers, except the President, at the August Executive committee meeting. The elected officers of the Executive committee are to be confirmed by the Board at its September meeting. In the event of any vacancy during the term, either on the Board or Executive committee, same will be filled by the Board for the unexpired portion of the term. Elections shall be by secret ballot. In any election if there are three or more candidates for an office and no candidate receives absolute majority, there shall be successive balloting such that the name of the candidate receiving the fewest votes is omitted from each successive slate until a majority is obtained by one candidate. Nominations shall be completed and circulated at least fifteen days prior to election. Chairman of the Board for elections at the Board and President for election at Executive committee will appoint tellers for conducting elections by secret ballot. An officer or member of the Board or Executive committee shall be removed from his position after two-thirds of the corresponding body membership votes for this action, by secret ballot, on two successive meet logs. Once removed, it becomes effective immediately.

Day-to-day activities of S.V. Temple, such as appointment of temporary staff, supervision of staff, handling of emergencies shall be the responsibility and the duty of the President, Secretary, Treasurer, Joint Secretary and Joint Treasurer. Special events of S.V. Temple are BRAHMOTSAVAM and VASANTHOTSAVAM. The Board shall specify the limit of authorization for

chairpersons of different committees, and the Executive committee for any specific event.

The content of Sapthagiri Vani Newsletter and other bulletins shall be approved by the Executive committee. Proofreading shall be carried out by at least three among Secretary, Treasurer, President, and Assistant Secretary.

Treasurer or any other Board member shall be authorized by the Board to make the necessary arrangements to meet any need for insufficient funds.

AMMENDMENTS

The Board shall have the responsibility to adopt and amend the annex. Amendments shall be recommended by signed petition by five or more Board members. All proposed amendments to this annex shall be approved by the affirmative vote of two-thirds of the Board of Trustees at the meeting provided that notice of such proposed amendments was given by the Secretary or chairperson to each Board member at least fifteen days prior to the date of such meeting. Amendments so adopted shall become effective immediately.

ADOPTION

This annex adopted and made effective July 17 1981 supersedes and replaces any and all previous annexes and henceforth all activities and actions of every officer and member shall be taken under and pursuant to the requirements of this annex.

(Sd) V.U.S. Rao
Chairman of the Board
(Sd) Nagabhushanam G. Nunna
Secretary of the Board