

EFFECTIVE: August __, 2018

**BYLAWS
OF
SHIRDI SAI TEMPLE OF CHARLOTTE**

PURPOSE: Shirdi Sai Temple of Charlotte, SSTC, shall be a unique place to serve all members who believe and respect the Sai philosophy of service, preaching and rituals that help find the Sai Marg. The temple follows the spiritual teachings of Shri Shirdi Sai Baba, provides a place of worship for the devotees of Shri Sai Baba, and shall sponsor and support religious, cultural, educational and charitable activities in the United States and around the world. The mission of SSTC is to build the temple in Charlotte that mimic the temple premises similar to Sai temple in Shirdi, India, including Samadhi mandhir, Gurustan, Dwarakamai, Chavadi and Lendibhag.

ARTICLE I. Offices

The principal office of the nonprofit corporation (“corporation” also referred to herein as the “temple”) shall be 2006 NC-218, Indian Trail, NC 28079 or such other address as designated from time to time by the corporation. The corporation may have such other offices, as the board of directors may designate or as the business of the corporation may require from time to time. The registered office of the corporation required by the North Carolina Nonprofit Corporation Act and applicable laws to be maintained in North Carolina may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the board of directors.

ARTICLE II. Board of Directors

Section 1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, its board of directors except as otherwise provided in the North Carolina Nonprofit Corporation Act, applicable laws, or the Articles of Incorporation.

Section 2. Number, Qualifications, Board Composition, and Tenure.

a. Number. The number of *Directors* of the corporation shall be fixed from time to time by the board of directors within a range of no less than **nine (9)** or no more than **fifteen (15)**, but an increase in the number of directors shall not have the effect of shortening the term of any incumbent director.

b. Eligibility. A *director* shall be a natural person who is twenty-one (21) years of age or older and must be a resident of North Carolina. The corporation seeks directors who believe in the mission and vision of the temple, our religion and worship of prayer. Prior to being elected as director, the individual shall have served as a volunteer for the temple for at least one year. All directors shall adhere to the Code of Conduct which is attached to these Bylaws as *Schedule A*. *Schedule A* is incorporated into this document for reference.

c. Board Composition. It is the desire of the temple that the board of directors be representative of the temple community. Accordingly, the temple community should seek a composition of the board of directors which is as diverse as the temple community itself. The board of directors shall be comprised

of no less than Twenty percent (20%) female directors with the goal of fifty percent (50%) female and fifty percent (50%) male.

d. Tenure. Board of Directors shall be elected at each **annual meeting of directors** which occurs in the **month of December**. Each director shall hold office for a term of two (2) years with an exception of 4 years for the first ever SSTC Board of Directors team formed in December 2017. The two-year term shall expire at the second annual meeting in the **month of December** following the director's election to office. Any director may be removed by vote of the board of directors with a cause at a meeting called for that purpose. The notice of the meeting shall state that the purpose or one of the purposes of the meeting is removal of the director. A director may be removed only **with 90%** vote of the board of directors in favor of removal. A director shall **not** be allowed to serve more than two (2) successive terms of service as a director.

e. Vacancies: Any director may resign at any time by giving written notice to the board of directors. Such resignation shall take effect at the time the notice is received by the BoD unless the notice specifies a later effective date. Unless otherwise specified in the notice of resignation, acceptance of such resignation by BOD after careful review shall be necessary to make it effective. Any vacancy on the board of directors may be filled by the affirmative vote of a majority of the directors at a special meeting called for that purpose. If elected by the directors, the director shall hold office until the next annual meeting at which directors are elected.

Section 3. Meetings

a. Regular Meetings. Regular meetings of the board of directors shall be held **once a month** at a time and place as determined by the board of directors for the purpose of electing officers and for the transaction of such other business as may come before the board of directors before the meeting. The board of directors may provide by resolution the time and place of regular meetings, within North Carolina, for the holding of additional regular meetings. Such a resolution constitutes notice of future regular meetings.

b. Special Meetings. Special meetings of the board of directors may be called by or at the request of any two Directors. The person or persons authorized to call special meetings of the board of directors may fix any place, within the close proximity of Charlotte, North Carolina, as the place for holding any special meeting of the board of directors called by them.

c. Notice. Notice of the date, time, and place of any special meeting shall be given to each director at least five (5) days prior to the meeting by written notice either personally delivered or mailed to each director at the director's address, or by notice transmitted by private courier, electronically transmitted facsimile, email or other similar form of communication. If a director has designated in writing one or more reasonable addresses, email addresses for delivery of notice to the director, notice sent by mail or email shall not be deemed to have been given or to be effective unless sent to such addresses.

A director may waive notice of a meeting before or after the time and date of the meeting by a writing signed by such director. Such waiver shall be delivered to the BoD for filing with the corporate records, but such delivery and filing shall not be conditions to the effectiveness of the waiver. Further, a director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless, at the beginning of the meeting or promptly upon the director's later arrival, the director

objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 4. Quorum. A 2/3rd majority of the number of directors fixed by the board of directors pursuant to Article II, Section 2 or, if no number is fixed, a majority of the number in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the board of directors.

Section 5. Telephonic Meetings. The board of directors may permit any director (or any member of a committee designated by the board) to participate in a regular or special meeting of the board of directors or a committee thereof through the use of any means of communication by which all directors participating in the meeting can hear each other during the meeting. A director participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 6. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. The board of directors may adopt rules through resolution as necessary to govern the conduct of its meetings.

Section 7. Compensation. Directors shall receive no compensation for their services.

Section 8. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors or committee of the board at which action on any corporate matter is taken shall be presumed to have assented to all action taken at the meeting unless: (i) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to the holding of the meeting or the transaction of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; (ii) the director contemporaneously requests that the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (iii) the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before its adjournment or by the BoD promptly after the adjournment of the meeting. A director may dissent to a specific action at a meeting while assenting to others. The right to dissent to a specific action taken at a meeting of the board of directors or a committee of the board shall not be available to a director who voted in favor of such action.

Section 9. Committees. By resolution adopted by a majority of all the directors in office when the action is taken, the board of directors may designate from among its members an **Executive Committee** and one or more **other committees** and appoint one or more members of the board of directors to serve on them. The **Executive Committee** shall be governed as provided for in these bylaws. Each **other committee** shall have only the authority granted to it by the board of directors.

a. **Executive Committee.** The Executive Committee shall be comprised members from Board of Directors who have been elected as officers for the board of directors. In addition, the committee may elect any other individuals to serve and advise the Executive Committee such as an executive officer for the temple or business manager as deemed appropriate by the Executive Committee. Such individuals shall not be considered voting members of the Executive Committee or board of directors.

The Executive Committee shall provide organizational direction for the board of directors, including strategic planning for the corporation and advising the board of directors in decision making. The Executive Committee shall set the agenda items for board of director meetings.

b. **Other Committees.** The board of directors by resolution may designate certain committees to carry out necessary business and affairs of the corporation. Such committees may include, *by example only*, a **committee for operations**. The board may appoint a director or other qualified non-director as committee lead for each respective committee who shall be accountable to the directors for all matters under the purview of the resolved committee.

Section 10. Conflicts of Interest. If any person who is a director, officer, or agent of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with such person, any member of that person's family, or any entity in which that person has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or director, such person shall (a) immediately inform those charged with approving the transaction on behalf of the corporation of such person's interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the corporation, and (c) not be entitled to vote on the decision to enter into such transaction.

Section 11. Standard of Care. A director shall perform the director's duties as a director, including, without limitation, the director's duties as a member of any committee of the board, in good faith, in a manner the director reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In performing the director's duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by the persons herein designated. However, the director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A director shall not be liable to the corporation for any action the director takes or omits to take as a director if, in connection with such action or omission, the director performs the director's duties in compliance with this Section 12.

The designated persons on whom a director is entitled to rely are (i) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented, (ii) legal counsel, public accountant, or other person as to matters that the director reasonably believes to be within such person's professional or expert competence, or (iii) a committee of the board of directors on which the director does not serve if the director reasonably believes the committee merits confidence.

ARTICLE III. Officers and Agents

Section 1. General. Any officers or agents of corporation shall be a natural person twenty-one (21) years of age or older. In order to become eligible to be an officer for the corporation, an individual shall have served on the board of directors for one year.

Section 2. Resignation and Removal. An officer may resign at any time by giving written notice of resignation to BoD. The resignation is effective when the notice is received unless the notice specifies a later effective date. Any officer or agent may be removed at any time, with a cause, by the board of directors or an officer or officers authorized by BoD.

Section 3. Vacancies. A vacancy in any office, however occurring, may be filled by the board of directors, or by the officer or officers authorized by the board, for the unexpired portion of the officer's term. If an officer resigns and the officer's resignation is made effective at a later date, the board of directors, or officer or officers authorized by the board, may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date if the board of directors, or officer or officers authorized by the board, provide that the successor shall not take office until the effective date. In the alternative, the board of directors, or officer or officers authorized by the board of directors, may remove the officer at any time before the effective date and may fill the resulting vacancy.

ARTICLE IV. Indemnification of Certain Persons

Section 1. Indemnification. For purposes of this Article IV, a "Proper Person" means any person (including the estate or personal representative of a director) who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that the Proper Person is or was a director, officer, employee, fiduciary, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, fiduciary, or agent. The corporation shall indemnify any Proper Person against reasonably incurred expenses (including attorney's fees), judgments, penalties, fines, and amounts paid in settlement reasonably incurred by the Proper Person in connection with such action, suit, or proceeding if it is determined by majority vote of the board of directors that the Proper Person conducted herself or himself in good faith and that the Proper Person reasonably believed: (i) in the case of conduct in the Proper Person's official capacity with the corporation, that the Proper Person's conduct was in the corporation's best interests; (ii) in all other cases (except criminal cases), that the Proper Person's conduct was at least not opposed to the corporation's best interests; or (iii) in the case of any criminal proceeding, that the Proper Person had no reasonable cause to believe the Proper Person's conduct was unlawful. Official capacity means, when used with respect to a director, the office of director and, when used with respect to any other Proper Person, the office in a corporation held by the officer or the employment, fiduciary, or agency relationship undertaken by the employee, fiduciary, or agent on behalf of the corporation. Official capacity does not include service for any other domestic or foreign corporation or other person or employee benefit plan.

Section 2. Right to Indemnification. The corporation shall indemnify any Proper Person who was wholly successful, on the merits or otherwise, in defense of any action, suit, or proceeding as to which the Proper Person was entitled to indemnification under Section 1 of this Article IV against expenses (including attorney's fees) reasonably incurred by the Proper Person in connection with the proceeding without the necessity of any action by the corporation other than the determination in good faith that the defense has been wholly successful.

Section 3. Effect of Termination of Action. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the person seeking indemnification did not meet the standards of conduct described in Section 1 of this Article IV. Entry of a judgment by consent as part of a settlement shall not be deemed an adjudication of liability as described in Section 2 of this Article IV.

Section 4. Advance of Expenses. Reasonable expenses (including attorney's fees) incurred in defending an action, suit, or proceeding as described in Section 1 may be paid by the corporation to any Proper Person in advance of the final disposition of such action, suit, or proceeding upon receipt of: (i) a written affirmation of such Proper Person's good-faith belief that the Proper Person has met the standards of conduct prescribed by Section 1 of this Article V; (ii) a written undertaking, executed personally or on the Proper Person's behalf, to repay such advances if it is ultimately determined that the Proper Person did not meet the prescribed standards of conduct (the undertaking shall be an unlimited general obligation of the Proper Person but need not be secured and may be accepted without reference to financial ability to make repayment); and (iii) a determination made by majority vote of the board of directors that the facts as then known to the group would not preclude indemnification.

Section 5. Witness Expenses. The sections of this Article IV do not limit the corporation's authority to pay or reimburse expenses incurred by a director in connection with an appearance as a witness in a proceeding at a time when the director has not been named as a defendant or respondent in the proceeding.

ARTICLE V. Provision of Insurance

Section 1. Provision of Insurance. By action of the board of directors, notwithstanding any interest of the directors in the action, the corporation may purchase and maintain insurance, in such scope and amounts as the board of directors deems appropriate, on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the corporation, or who, while a director, officer, employee, fiduciary, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, director, employee, fiduciary, or agent against any liability asserted against, or incurred by, such person in that capacity or arising out of such person's status as such whether or not the corporation would have the power to indemnify such person against such liability under the provisions of Article V or applicable law. Any such insurance may be procured from any insurance company designated by the board of directors of the corporation, whether such insurance company is formed under the laws of North Carolina or any other jurisdiction of the United States or elsewhere, including any insurance company in which the corporation has an equity interest or any other interest, through stock ownership or otherwise.

ARTICLE VI. Membership

Section 1. Membership.

- a. A *Member* shall be a natural person who is twenty-one (21) years of age or older and must be a resident of North Carolina and follow the guidelines "Shradha and Saburi" of Sadguru Shirdi Sai Baba.
- b. Membership in the Temple is encouraged to provide you an opportunity to participate in major decisions and to jointly create an excellent place of worship and spiritual learning for current and future generations.

- c. Many donations to the temple can be counted towards membership.
- d. Donations made towards membership fulfilment must be made in accordance to applicable laws of both federal and state pertinent to nonprofit organization.
- e. Persons who elect to pay their membership dues in installments are not recognized as members until membership dues are fully paid.
- f. All the member names shall automatically be published on website and/or temple notice board unless a member has any objections.
- g. Corporations, LLC's, trusts, professional associations and any other organizations are not eligible to be members in any of the membership category.
- h. All donations and membership fees are non refundable.
- i. Trustee, Patron and Grand Patron Members are together classed as Donor Members and are eligible to seek positions in the Board of Directors or the Executive Committee. Life Members are eligible to serve in the Executive Committee and become officers of the Temple. Regular members can be appointed as executive committee members or as chair persons of sub-committees.
- j. To become a member, please fill out the Membership Form available online, sign it and mail it or bring it to the temple together with a check for the appropriate level of membership currently available.

Section 2. Membership Levels.

- a. Regular Membership: This class of memberships is valid for one fiscal year. It is renewable every year. Membership is \$100 and is to be paid in a lump sum.
- b. Life Membership: Membership is \$1,000 and is to be paid over one fiscal year either in lump sum or monthly equal recurring installments.
- c. Trustee Membership: Membership is \$5,000 and is to be paid over 2 fiscal years either in lump sum or monthly equal recurring installments. This category is valid only till December 31, 2018.
- d. Patron Membership: Membership is \$5,000 and is to be paid over 2 fiscal years either in lump sum or monthly equal recurring installments.
- e. Grand Patron Membership: Membership is \$10,000 and is to be paid over three fiscal years either in lump sum or monthly equal recurring installments.
- f. Founder Membership: Membership is \$50,000 and is to be paid over 3 fiscal years, either in lump sum or in up to five installments. This category is valid only till the completion of Phase Temple Construction.

Section 3. Membership upgrade. Membership can be upgraded from one class to another, by payment of the difference in membership dues, in one fiscal year.

ARTICLE VII. Assets

Section 1: All assets (real estate, personal property, Baba Ornaments, Electronic items, pooja items, bank deposits etc) of Shirdi Sai temple of Charlotte should be under full control of BoD. The Temple land located at 2006 NC-218, Indian Trail, NC 28079 is belongs to SSTC and should never be sold nor partitioned/divided for any reasons.

Section 2: In order to protect SSTC assets from any kind of lawsuits, BoD shall apply for and maintain 501(c2) status with IRA.

Section 3: All Financial accounts, Social Media Website and any other administrative rights should be under full control of BoD.

ARTICLE VIII. Advisory Board

Section 1. Advisory Board Membership. Advisory Board membership is an Honorary Membership and may be offered to spiritual leaders who propagate the Universal Shirdi Sai Principles, persons who are recognized for their outstanding service to community and to persons who are well known in the community for their good character, reputation, have influencing skills to seek advice from. Advisory Board Memberships are recommended by the Board of Directors and need to be approved by of $2/3^{\text{rd}}$ majority of Donor Members (Patrons, Trustees and Grand Patrons). Advisory Board Members do not have any voting rights, legal responsibilities and they do not participate in strategic planning and long-term decision-making process. Advisory Board Membership is given to individuals, and spouses of the Advisory Board Members are not considered Advisory Board Members. Once elected, Advisory Board Members will remain for 3 years with an exception of Founder and founder Members.

Section 2. Founders. By default, all Founders Members are part of SSTC Advisory board for life time or until they decide not to be. With a great vision, the Founders started the initiative of building a Shirdi Saibaba Temple in Charlotte, NC similar to the original temple in Shirdi, INDIA. SSTC shall recognize the three founders for their effort and place a Plaque recognizing them as founders after the temple is complete.

ARTICLE IX. Miscellaneous

Section 1. Fiscal Year. The fiscal year of the corporation shall be as established by the board of directors.

Section 2. Amendments. The board of directors shall have power, to the maximum extent permitted by the North Carolina Nonprofit Corporation Act and applicable laws to make, amend, and repeal the bylaws of the corporation at any regular or special meeting of the board.

Section 3. Conflicts. In the event of any irreconcilable conflict between these bylaws and either the corporation's Articles of Incorporation or applicable law, the latter shall control.

THESE BYLAWS of Shirdi Sai Temple of Charlotte are adopted this ____ day of _____, 2018.

Signatures of the adopting members of the Board of Directors shall be executed, attached and incorporated by reference in the following format:

I, _____, as a member of the board of directors for Shirdi Sai Temple of Charlotte have received a copy of these bylaws. I hereby state that I have read the bylaws which include the Code of Conduct (*Schedule A*) for the board of directors. With my signature, I approve the bylaws as stated herein and pledge to abide by and adhere to all provisions included the Code of Conduct for the board of directors.

Approved this ____ day of _____, 2018

Signature of Member of Board of Directors

Schedule A

Shirdi Sai Temple of Charlotte (“SSTC”) Code of Conduct for the Board of Directors

As a member of the board of directors, each director pledges to the following:

1. Director shall take care of the SSTC by ensuring prudent use of all assets, including facility, people, and good will; and provide oversight for all activities that advance the SSTC’s effectiveness and sustainability;
2. To avoid the conflict of interest neither the Director nor the officers nor the agents must not be serving on any similar religious 501c(3) organization ay any capacity or role.
3. Director shall make decisions in the best interest of the SSTC, not in his or her self-interest.
4. Director shall ensure that the SSTC follows applicable laws and acts in accordance with ethical practices; that the SSTC adheres to its stated corporate purposes, and that its activities advance its mission and vision;
5. Director shall evaluate financial policies as a fiduciary of SSTC in the oversight of the nonprofit's finances, including approval of annual budgets, and review periodic financial reports to ensure that the organization has the necessary resources to carry out its mission and remains accountable to its donors and the general public;
6. Director shall work in good faith with other directors, advisors and volunteers of SSTC as well as all members of the SSTC community.
7. Director acknowledges and accepts that there is no room for discrimination of any kind including but not limited to discrimination based upon sex, gender, national origin, race, caste, age, or disability;
8. Director acknowledges and accepts that SSTC has zero tolerance policy and if any member or advisor or volunteer is found in violation of SSTC policy, the board upon recommendation from the grievance committee will have the right to expel the director from the board, the advisory council, and/or any volunteer group;
9. Director will excuse himself/herself from discussions and votes where there is a conflict of interest;
10. Director agrees to perform the duties as assigned by the BoD from time to time and for any reason, if he or she is unable to perform, the BoD should be promptly informed;
11. Director agrees to maintain the confidentiality of certain board discussion and/or documentation and will refrain from discussing such confidential information and/or disclosing such information to third parties.