

AMENDED AND RESTATED BYLAWS

OF

SIKH TEMPLE (GURUDWARA) MODESTO-CERES

A California Nonprofit Religious Corporation

Adopted as of _____, 2015

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**AMENDED AND RESTATED BYLAWS
OF
SIKH TEMPLE (GURUDWARA) MODESTO-CERES
A California Nonprofit Religious Corporation**

1. INTENT TO RESTATE BYLAWS.

In amending and restating the Bylaws of SIKH TEMPLE (GURUDWARA) MODESTO-CERES, it is the intention of the Members (defined below) of SIKH TEMPLE (GURUDWARA) MODESTO-CERES to maintain the culture, heritage, spirit, and terminology that has been used historically in governing the SIKH TEMPLE (GURUDWARA) MODESTO-CERES while at the same time complying the California Nonprofit Corporation Law, commencing generally at California Corporations Code § 5000, and more specifically the California Nonprofit Religious Corporation Law commencing at California Corporations Code §9110, and any successor statutes. “Corporations Code” as used in these Bylaws refers to the California Corporations Code. Certain terms used in these Bylaws are designated as having the same meaning as certain terms defined in the California Nonprofit Corporation Law and/or the California Nonprofit Religious Corporation Law, or successor statutes.

2. DEFINITIONS

2.1 GURUDWARA/TEMPLE:

“**Gurudwara**” or “**Temple**” or “**Sikh Temple**” as used in these Bylaws means the same as and may be used interchangeably in these Bylaws with “**Corporation**” defined in Corporations Code §5046(d), which means a Nonprofit Religious Corporation as defined in Corporations Code §5061.

2.2 MEMBER/MEMBERSHIP/VOTING MEMBER/SANGAT:

“**Member**” and “**Voting Member**” as used in these Bylaws means the same as “**Member**” defined in Corporations Code §5056. Any reference to a “Non-Voting Member” in these Bylaws, and as defined in §5, does not come within the definition of “**Member**” here or in §5, and is not meant to be included under the definition found in Corporations Code §5056. “**Member**” and “**Voting Member**” are used interchangeably in these Bylaws and have the same meaning.

2.3 “Non-Voting member” is any person who comes to the Temple to worship on a regular basis and otherwise participate in the activities of the Temple. A Non-Voting member is considered part of the “**Sangat**”.

2.4 “**Sangat**” as used in these bylaws means the community of Sikhs composed of **Voting Members** and **Non-Voting Members** who come to Temple to worship. The term “Sangat” does not mean or imply that anyone other than a Voting Member has the right to vote on any issue.

2.5 COMMITTEE: “Committee” as used in these Bylaws means the same as “**Board**” defined in Corporations Code §5038 and as referred to in Corporations Code §9210. A “**Committee Member**” as used in these Bylaws means the same as “**Director**” defined in Corporations Code §5047.

2.6 MANAGEMENT COMMITTEE: “Management Committee” as used in these Bylaws means the same as “**Executive Committee**” as defined in Corporations Code §9212. The persons who are members of the Management Committee are “**Officers**” as that term is used in Corporations Code §9213, with the specific Officers defined in §9 below. “Management Committee” is further defined in §8.4 in these Bylaws.

3. OFFICES

3.1 PRINCIPAL OFFICE.

The location and mailing address for the principal office for the transaction of the activities and affairs of the Gurudwara (principal office) is 5713 Hatch Road, Hughson, Stanislaus County, California 95326. The Committee may change the principal office from one location to another upon motion duly adopted by the Committee. Any change of location of the principal office must be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

3.2 OTHER OFFICES.

The Committee may at any time establish branch or subordinate offices at any place or places where the Gurudwara is qualified to conduct its activities.

4. PURPOSES AND LIMITATIONS

4.1 GENERAL RELIGIOUS PURPOSE.

This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporations law exclusively for religious purposes.

4.2 PRIMARY PURPOSES.

Within the context of the general purposes stated above, the primary purpose of the Gurudwara is to practice and promote Sikh Religious tenets as follows:

- A. The belief in one God;
- B. Equality of mankind;
- C. Respect for other religions;
- D. Universal brotherhood;
- E. Equality of man and woman;
- F. Rejection of rituals and caste system;
- G. Elimination of a priest as a link between man and God;
- H. Rejection of idol worship in any form; and
- I. Shabad contained in Sri Guru Granth Sahib as the final authority on any religious matter.

4.3 SPECIFIC OBJECTIVES AND PURPOSES.

The Gurudwara also has broad and incidental purposes including but not limited to:

- A. Propagate the teachings of Guru Nanak to Guru Gobind Singh and Sri Guru Granth Sahib;
- B. Promote religious, educational, and cultural aspects of Sikhism;
- C. Provide a platform to discuss any and all issues affecting Sikh religion;
- D. Regularly hold congregation and to partake in the celebration of Sikh religious and cultural activities;
- E. Interface activities and support organization and institutions with similar ideas and beliefs; and
- F. Participate wherever and whenever required representing the Sikh faith.

4.4 LIMITATION ON ACTIVITIES.

This corporation is organized and operated exclusively for religious purposes within the meaning of §501(c)(3) of the Internal Revenue Code. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation must not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

4.5 IRREVOCABLE DEDICATION OF CORPORATE PROPERTY.

This corporation's assets are irrevocably dedicated to religious purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, will inure to the benefit of any private person or individual, or to any Committee Member or officer of the Gurudwara. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, must be distributed as directed by the remaining Voting Members to a non-profit organization, provided it is in accordance with the California Nonprofit Religious Corporation Law as a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable or religious purposes and that has established its exempt status under Internal Revenue Code §501(c)(3).

5. MEMBERS

5.1 CLASSES OF MEMBERSHIP.

This Corporation will have only two classes of Members, designated as "**Voting Members**" and "**Non-Voting Members**." There will be no limitation on the number of Voting Members or Non-Voting Members.

5.2 QUALIFICATION FOR VOTING MEMBERS.

Any person who is not a voting member of another Gurudwara, attests to that fact in the membership application, and meets the following requirements is eligible to become a Voting Member of the Gurudwara:

- A.** Has been a resident of Stanislaus County for a minimum of 6 months, and is not a resident of the City of Turlock;
- B.** Is not a voting member of another Gurudwara;
- C.** Is 18 years old or over;
- D.** Professes faith in the Sikh religion, believes and follows the teachings of Sri Guru Granth Sahib and the Ten Gurus, and does not practice or follow any other religion;
- E.** Believes in and follows Gurudwara objectives and policies;
- F.** Pledges to abide by these Bylaws;
- G.** Has filed an application using the application form prescribed by the Committee;
- H.** Has attended the Gurudwara for a minimum of 6 months;

5.3 ADMISSION OF VOTING MEMBERS.

Each person who seeks to become a Voting Member of the Gurudwara must submit to the Committee a written application for Voting Members on the application form prescribed by the Committee. The application must be duly signed by the applicant in the presence of a Committee Member designated as authorized to receive applications for Voting Members. The applicant must provide one of the following as proof of identity: 1) California driver's license or California identification card; 2) U. S. passport or a passport from his/her country of origin; or, 3) other form of photo identification acceptable to the Management Committee. The applicant must also take such steps as the Committee provides by vote from time to time to show that he or she has resided in Stanislaus County for at least six months, and has attended the Gurudwara for at least six months.

5.4 TERM OF VOTING MEMBERSHIP.

- A.** The term of membership for all Voting Members is two years unless it is terminated sooner in accordance with provisions of these Bylaws. A Voting Member must renew his or her membership before the expiration of the two year period to be eligible to vote and to maintain his or her status as a Voting Member. Once admitted as a Voting Member, any renewal of membership will consist of that Voting Member verifying his or her name, address, phone number, and email address (if any) , confirming that he or she is not a resident of the city of Turlock, and confirming that such Voting Member is not a voting member in any other Gurudwara as provided in §5.2 of these bylaws. Such renewal will be done in a manner designated by the Committee.
- B.** Notwithstanding the two year period of membership stated in this section, all Voting Members are required to renew their membership during the period beginning October 1st through December 31st prior to any Committee or Election and Dispute Resolution Advisory Committee election. The reason for this renewal is to make sure that a Voting Member's name, address, telephone number, and email address is current so that the Voting Member's identity can be verified at the time of voting and to confirm that the Voting Member still qualifies as a Voting Member as provided in Section §5.2 of these bylaws. The Board of Directors must notify Voting Members of this requirement to renew membership prior any election beginning in September. Notification may be by announcement at the quarterly meeting in September, by posting on the Gurudwara's bulletin board, or by any other means reasonably calculated to advise the Voting Members of this renewal requirement.

5.5 VOTING MEMBERSHIP LIST.

The Management Committee must at all times, maintain a current and updated list of the Voting Members containing the names, addresses, telephone numbers, and email addresses (if any) of the Voting Members. Subject to §11.4 of these Bylaws, a list of Voting Members consisting of name, address, telephone number, and email address, is to be provided to any Voting Member for a reasonable fee; *provided, however*, that sensitive information such as date of birth or social security number shall not be provided.

5.6 NON-VOTING MEMBERS.

This Corporation may refer to persons who attend the Gurudwara to practice the Sikh religion but who do not meet or no who longer meet the qualification of being a Voting Member as part of the **Sangat** or as a “**Non-Voting Members**,” *provided, however*, that such reference does not constitute anyone as a Member within the meaning of Corporation Code §5056.

5.7 RIGHTS OF VOTING MEMBERS, AND PERCENTAGE OF AFFIRMATIVE VOTES REQUIRED FOR CERTAIN SPECIFIED ACTIONS.

A Voting Member has the right to vote in accordance with the procedures and percentages of approval as stated in these Bylaws on the following items of Gurudwara business:

- A. To elect Committee Members in accordance with §7.7 of these Bylaws;
- B. To amend, repeal, or adopt Bylaws, which requires approval by 65% of the Voting Members in attendance at a duly held meeting of the Voting Members where a quorum is present;
- C. To approve and ratify any amendments to the Articles of Incorporation, which requires approval by 65% of the Voting Members in attendance at a duly held meeting of the Voting Members where a quorum is present;
- D. To remove a Committee Member from the Committee, which requires approval by 60% of the Voting Members in attendance at a duly held meeting of the Voting Members where a quorum is present;
- E. To suspend or terminate the Membership of a Voting Member as provided in §5.10 of these Bylaws;
- F. To approve capital improvement projects (which do not include work to repair or maintain the facilities of the Gurudwara, which may be approved by the Committee) costing over \$100,000.00. Such projects require the approval by 55% of the Voting Members in attendance at a duly held meeting of the Voting Members where a quorum is present;

- G.** To make a major change in the religious practices of the Gurudwara, which requires the approval by 51% of all Voting Members in good standing (not merely those in attendance at a duly held meeting of the Voting Members where a quorum is present);
- H.** To approve the sale of land and buildings of the Gurudwara, which requires the written approval by 65% of all Voting Members in good standing (not merely those in attendance at a duly held meeting of the Voting Members where a quorum is present);
- I.** To pledge as security for debt of the corporation for any purpose using the land, building, or improvements of the Gurudwara, which requires the written approval by 65% of all Voting Members in good standing (not merely those in attendance at a duly held meeting of the Voting Members where a quorum is present);
- J.** To approve any merger and its principal terms and any amendment of those terms, or any election to dissolve the Corporation, all of which require the written approval by 65% of all Voting Members in good standing (not merely those in attendance at a duly held meeting of the Voting Members where a quorum is present); and
- K.** To exercise all rights to vote on any other matters afforded to members under the California Nonprofit Religious Corporation Law.

5.8 OBLIGATIONS OF VOTING MEMBERS.

Every person who becomes a Voting Member agrees to be bound and to abide by all of the provisions of the Articles of Incorporation, the Bylaws, and all other rules or policies of the Gurudwara. Voting Members agree to follow the grievance procedure and be bound by any decision by the Committee, the Management Committee, and the Election and Dispute Resolution Advisory Committee.

5.9 TERMINATION OF MEMBERSHIP.

The membership of a Voting Member terminates on occurrence of any of the following events:

- A.** Resignation or death of the Voting Member;
- B.** Expiration of the period of Membership, unless the Membership is renewed on the renewal terms in accordance with these bylaws;
- C.** Any event that renders the Voting Member ineligible for Membership, or failure to satisfy Membership qualifications; or

- D.** Termination of Membership based on the good faith determination by the Committee that the Voting Member has failed in a material and serious degree to observe the rules of conduct of the Gurudwara or has engaged in conduct materially and seriously prejudicial to the Gurudwara's purposes and interests, after following the procedures set forth in §5.10, immediately below.

5.10 SUSPENSION/TERMINATION OF MEMBERSHIP.

A Member may be suspended or terminated from the Gurudwara based on the good faith determination by the Committee that the Member has failed in a material and serious degree to observe the Gurudwara's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Gurudwara's purposes and interests. A person whose Membership is suspended shall not be a Member during the period of suspension. Suspension or termination of a Member is a serious undertaking and shall require the following procedure:

- A.** The Management Committee may recommend to the Committee the suspension or termination of Membership for serious offenses but cannot recommend suspension or termination of Membership for trivial matters such as disagreement of views or for minor offenses.
- B.** At least 66% of the Committee then appointed and holding office must recommend in writing that a Member is to be considered for suspension or termination.
- C.** The Committee must inform the Voting Members for at least four (4) consecutive Sunday congregations of the proposed suspension or termination of the Membership of the Member and post on the bulletin board prominently displayed at the Gurudwara the time and date of the meeting to consider suspension or termination of the Membership of the Member.
- D.** 10% of the Voting Members constitutes a quorum for a meeting to determine whether the membership of a Voting Member should be suspended or terminated at this first meeting. If 10% of the Voting Members are present, then 65% of those Voting Members present must vote for the suspension or termination in order to suspend or terminate the Membership of the Voting Member.
- E.** If a quorum of 10% of the Voting Members is not present at the first meeting, a second meeting must be scheduled 30 days from the first meeting. Announcements for the possible suspension or termination of the Member's Membership must be made at every Wednesday and Sunday congregation between the first meeting and the second meeting. At this second meeting 7% of the Voting Members constitutes a quorum. If 7% of the Voting Members are present, then 65% of those Voting Members

present must vote for the suspension or termination in order to suspend or terminate the Membership of the Member.

- F.** In the event of termination of a Voting Member's Membership, regardless of how it was terminated, neither the Gurudwara nor any Member of the Sangat is liable for any monetary damages sought by the Voting Member (or family member of such Voting Member) whose Membership is terminated in accordance with these Bylaws. Any legal action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

5.11 NO TRANSFERS OF MEMBERSHIPS.

No Membership or right arising from Membership shall be transferred.

6. MEMBER MEETINGS.

6.1 QUARTERLY MEETINGS.

- A.** Quarterly meetings of Members will normally be held the last Sunday in March, June, September, and December. The quarterly meeting of Members may be postponed only if another function at the Gurudwara such as a wedding or a funeral makes the quarterly meeting impractical. If a quarterly meeting of Members is postponed, it must be held the following Sunday, or as soon thereafter as it may be held. At least two weeks prior to the quarterly meeting, a notice of the quarterly meeting must be given to each Committee Member by telephone, in person, or by mail. A notice must also be placed on the bulletin board and an announcement must be made at two Sunday Congregations in order to inform the Sangat of quarterly meetings.
- B.** At quarterly meetings, the Committee must present financial data for the past quarter as well as any other matter the Committee considers to be important. Voting Members will be informed of all financial transactions during the preceding quarter. The Sangat will be provided the Annual Report (described in §11.6 of these Bylaws) for the immediately preceding fiscal year at the quarterly meeting held in the following March. After the Committee finishes its presentation, Voting Members may question the Committee on any financial matter. The Committee may raise with Voting Members any issues regarding the Sikh Temple. Time will be allotted for Voting Members to share their suggestions. The Management Committee will consider these suggestions before making or not making a decision on a particular matter.

- C.** The quarterly meeting in March is the annual meeting of Members. At the March annual meeting of Members in years when the terms of the Committee members expire, there will be an election of new Committee members according to these Bylaws. Other proper business may be transacted at the annual meeting as well, subject to the requirements of these Bylaws. In addition to the notice required for all quarterly meetings, notice of the annual meeting will be given as provided in §6.3 of these bylaws. The notice of the annual meeting must state the matters that the Committee intends to present for action by the Voting Members and the names of all persons who are nominees to be elected as Committee Members when notice is given in accordance with §6.3.

6.2 SPECIAL MEETINGS.

- A.** The Committee, the General Secretary, or 5% or more of the Voting Members may call a special meeting of the Voting Members for any lawful purpose at any time. A special meeting of the Voting Members called by any person entitled to call a meeting of the Voting Members must be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the General Secretary if any, or the Secretary or any Assistant Secretary of the Corporation. Upon receipt of the request for a special meeting of the Voting Members, the Committee must expeditiously set a reasonable time and place for the meeting and the General Secretary, Secretary, or Assistant Secretary must cause notice to be given promptly to the Voting Members stating that a special meeting of the Voting Members will be held at a specified time and date fixed by the Committee, stating the general nature of the business to be transacted, and stating that no other business may be transacted at the special meeting.
- B.** At least two weeks prior to the special meeting of Voting Members, a notice of the special meeting must be given to each Committee Member by telephone or in person, and by mail to all Voting Members as provided in § 6.3. A notice must also be placed on the bulletin board and an announcement must be made at two Sunday Congregations in order to inform the Sangat of special meetings. If the notice is not given within 20 days after the request for a special meeting is received, the person or persons requesting the special meeting of the Voting Members may give the notice.
- C.** During special meetings called for the purpose of suspension or termination of the Membership of a Voting Member, the only topic to be discussed will be the suspension or termination of the Voting Member. The reason for suspension/termination must be explained and the Voting Member will be allotted time to answer or explain his/her action or inaction. Only one person may speak at one time and the presiding officer will make every effort in order to allot equal time. The General Secretary

will conduct the meeting unless there is a conflict of interest. Non-Voting Members may not attend nor speak at this meeting.

- D.** No business, other than the business that was set forth in the notice of the special meeting of the Members may be transacted at a special meeting. Nothing in this Section is to be construed as limiting, fixing, or affecting the time at which a meeting of Voting Members may be held when the meeting is called by the Committee.

6.3 METHOD AND FORM OF NOTICE.

- A.** Whenever written notice of a meeting is required by these bylaws, the written notice must be given to each Voting Member entitled to vote at that meeting. The notice must specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which Voting Members may participate in the meeting. For the annual meeting, the notice must state the matters that the Committee, at the time notice is given, intends to present for action by the Voting Members. For a special meeting, the notice must state the general nature of the business to be transacted, and must state that no other business may be transacted. The notice of any meeting at which Committee Members are to be elected must include the names of all persons who are nominees when notice is given.
- B.** Approval by the Voting Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
1. Removing a Committee Member without cause;
 2. Filling vacancies on the Committee;
 3. Amending the Articles of Incorporation; or
 4. Electing to wind up and dissolve the corporation.
- C.** Notice of any meeting of Voting Members must be in writing and must be given at least 10 but no more than 90 days before the meeting date. The notice must be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and must be addressed to each Voting Member, at the address of that Voting Member as it appears on the books of the corporation or at the address given by the Voting Member to the corporation for purposes of notice, except that if a Voting Member has authorized the receipt of notices by electronic mail (email), at the discretion of the Committee, notice to that Member may be given by email. If no address appears on

the corporation's books and no address has been so given, notice must be deemed to have been given if either (i) notice is sent to that member by first-class mail or facsimile or other written communication to the corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located. In addition, written notice must also be placed on the bulletin board and an announcement must be made at two Sunday Congregations in order to inform the Sangat of any meeting of the Voting Members.

- D.** An affidavit of the mailing of any notice of any Voting Members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of the corporation, and if so executed, must be filed and maintained in the corporation's Minute Book.

6.4 PLACE OF MEETINGS.

All meetings of the Voting Members must be held at the principal office of the Gurudwara and will be open to all Voting Members. Non-Voting Members of the Sangat may also be present except when prohibited by these Bylaws.

6.5 QUORUM.

At all duly convened meetings of the Voting Members, including quarterly meetings, those Voting Members present at the meeting constitute a quorum, subject to the following qualifications:

- A.** A special meeting must have 7% of the then currently registered Voting Members present. Unless stated otherwise in these bylaws, a vote to approve any matter at a special meeting requires a majority. (The quorum requirement for a special meeting to consider the termination of a member is covered by provisions contained in §5.10.)
- B.** Voting Members may vote on the following matters only if notice of the general nature of those matters was given under §6.3, above:
1. Adoption, amendment, or repeal of bylaws.
 2. Removal of directors without cause.
 3. Amendment of the Articles of Incorporation.
 4. Sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the assets of the corporation.
 5. Merger with another corporation, or changes to any of the principal terms of an agreement to merge with another corporation.

6. Dissolution of the corporation.

- C.** Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the Voting Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Voting Members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Voting Members required to constitute a quorum.

6.6 MANNER OF ACTION AND CONDUCT OF MEETINGS.

- A.** All Voting Members, in meetings on or off Gurudwara premises, must conduct themselves to the highest standards expected of a Sikh. Any Voting Member whose action or inaction is deemed by the Committee or by the Voting Membership to be detrimental to the Gurudwara may be expelled as a Voting Member in accordance with the procedures set forth in §5.10 of these Bylaws.
- B.** During the conduct of all meetings of Voting Members, the Sikh religious traditions (Rehat Maryada) must be respected. In conducting the meetings, the presiding officer will permit only one Member to speak at a time. All statements must be made to the presiding officer and not to another Voting or Non-voting Member.

6.7 VOTING.

- A.** Subject to the California Nonprofit Religious Corporation Law, Voting Members in good standing on the record date as determined under §6.8 of these Bylaws are entitled to vote at any meeting of Members.
- B.** Each Voting Member entitled to vote may cast one vote on each matter submitted to a vote of the Voting Members.
- C.** Voting may be by a standing vote, show of hands, unanimous consent, voice vote, or by ballot, except that any election of Committee Members must be by ballot. If any Voting Member wants an issue (other than election of Committee Members) to be resolved by a secret ballot, a motion must be made, seconded, and approved by 51% of Voting Members present at the meeting in order to proceed with a secret ballot on that issue.
- D.** In conducting a standing vote of the Voting Members, first the Voting Members in favor of the proposal will be asked to stand up or show of hands and will be counted by the presiding officer at the meeting. Next, the Voting Members opposing the proposal will be asked to stand up or

show of hands and are counted by the presiding officer of the meeting. No record will be kept as to how each individual Voting Member voted.

- E.** Unanimous consent means approval without any objection from any Voting Member.
- F.** Voice vote means Voting Members answer in chorus “AYE” or “YES” for a vote in favor of the proposal, and “NAY” or “NO” for a vote against the proposal, and the presiding officer decides the results.
- G.** If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, is deemed the act of the Voting Members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Religious Corporation Law, the Articles of Incorporation or the Bylaws.
- H.** The transactions of any meeting of Voting Members, however called or noticed and wherever held, is as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each Voting Member signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in §6.3(B) of these Bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

6.8 RECORD DATE.

For purposes of establishing the Voting Members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, only those Voting Members who are in good standing at the end of each December may vote on any matter for the coming year. If election dates are changed due to unusual circumstances, the above deadline may be revised by the Management Committee.

6.9 NO PROXIES.

There will be no proxy voting or absentee voting for any reason or for any issue either in a duly convened meeting or any issue requiring a vote.

6.10 ADJOURNMENT OR POSTPONEMENT OF MEMBER MEETINGS.

Any meeting of Voting Members, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Voting Members represented at the meeting. The Committee may adjourn and/or postpone a meeting if circumstances are not favorable or if there is a conflict of schedule with another activity at the Gurudwara such as a marriage or a funeral service. While no specific number is required for a meeting, the Committee may elect to adjourn and/or postpone a meeting and reschedule if in its estimation a very low percentage is in attendance or if there are disruptive elements present. If a meeting is adjourned or postponed, the Committee shall explain its decision to the Sangat the next Sunday. This Section may not be used to intentionally avoid any meeting as required by these Bylaws.

7. THE COMMITTEE

7.1 GENERAL CORPORATE POWERS.

Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or otherwise in these Bylaws, and in accordance with the religious principles of the corporation, the corporation's temporal activities, business, and affairs will be managed, and all corporate powers will be exercised by or under the direction of the Committee.

7.2 SPECIFIC POWERS.

Without prejudice to the general powers set forth in §7.1 of these Bylaws, but subject to the same limitations, the Committee Members have the power to:

- A.** Appoint and remove, at the pleasure of the Committee, all the Gurudwara's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and affix their compensation and require from them security for faithful performance of their duties;
- B.** Conduct, manage, and control the corporation's day-to-day affairs and activities and make such rules and regulations for this purpose, that are consistent with law, the Articles of Incorporation, and these Bylaws, as the Committee deems best;
- C.** Maintain the sanctity of the Gurudwara and maintain peace within the premises of the Gurudwara, including authority to seek the assistance of volunteers or any measure required for peace and safety;
- D.** Appoint and remove any officers, agents, and employees of the Gurudwara and prescribe their duties, salaries, and conduct requirements;

- E.** Adopt and use a corporate seal;
- F.** Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of indebtedness, subject to any limitations contained in these Bylaws (limitations on encumbering the land, buildings, or improvements of the Gurudwara are contained in §5.7);
- G.** Plan, advertise, promote, and hold charitable events for the purpose of raising money and soliciting the donation of goods to assist in the pursuit of this corporation's religious purposes; and
- H.** To exercise all other powers conferred by the California Nonprofit Religious Corporation Law, or other applicable laws, consistent with these Bylaws.

7.3 NUMBER OF COMMITTEE MEMBERS.

The authorized number of Committee Members is 11 Voting Members who are elected by the Voting Members in accordance with the provisions of these Bylaws.

7.4 TERMS OF COMMITTEE MEMBERS.

- A.** The term of a Committee Member is two years, or until his or her successor is elected. For the Committee Members elected in the first election of Committee Members following the adoption of these Bylaws, their terms shall begin immediately upon their election, and shall end when their successor is elected at the second annual meeting following their election, even if they have not served for two (2) full years.
- B.** A Committee Member may serve no more than three consecutive two-year terms, including any term to which he or she was elected in the first election of Committee Members following the adoption of these Bylaws. To be eligible to run for the position of Committee Member after three consecutive terms, that Committee Member must have been out of office for at least one term following his or her third consecutive term.

7.5 TIME OF ELECTION OF COMMITTEE MEMBERS.

Except for the first election of Committee Members following the adoption of these Bylaws, the election of Committee Members whose terms expire must occur at the annual meeting of the Voting Members to be held on the last Sunday in March each year, and if not held then, as soon as possible thereafter. The term of a Committee Member elected at the March annual meeting will commence on April 1st immediately

following the election, or as soon thereafter as the meeting is held. For the first election of Committee Members following the adoption of these Bylaws, the election of Committee Members shall take place as provided in the order of the Stanislaus County Superior Court.

7.6 ELIGIBILITY FOR ELECTION TO COMMITTEE.

Any Voting Member in good standing may nominate a Voting Member for a position as a Committee Member by submitting a petition to the Election and Dispute Resolution Advisory Committee to nominate a Voting Member for election as a Committee Member. This nomination petition must be signed by at least 2 Voting Members in addition to the nominee him or herself. A Voting Member may only sign a nomination petition for one person, except that a Voting Member that nominates another Voting Member may him or herself be nominated and sign his or her own nomination petition. Each nominee for the position of a Committee Member must:

- A.** Express his/her acceptance and desire in to serve by signing the nomination form in presence of a person authorized to accept such form;
- B.** Have a fair knowledge of the Sikh Religion;
- C.** Be familiar with the Articles of Incorporation and the Bylaws of the Gurudwara and pledge to abide by them;
- D.** Pledge to obey and carry out the directives of the Members and to work in the best interest of the Membership of the Gurudwara and the Sikh Religion;
- E.** State what he/she could accomplish and contribute as a Committee Member;
- F.** Have been a Voting Member of the Gurudwara for at least 1 year;
- G.** Be a respected member of the community;
- H.** Have some knowledge of the English and Punjabi languages;
- I.** Be willing and able to donate 30 hours per month to perform required work of the Gurudwara.
- J.** Show receipts for donations made to the Temple of at least \$250.00 in the 12 months immediately prior to the date of submission of any nomination form. If a candidate lacks receipts showing donations of at least \$250.00 he or she may make up the deficiency by making a donation at the time of submission of the nomination form;
- K.** Have not been convicted of a felony;

- L. Use only the nomination form as designated and made available by the Election and Dispute Resolution Advisory Committee as provided in §7.7(E) in these Bylaws;
- M. Any Voting Member giving a false statement on any of the above can be expelled from the Gurudwara as a Voting Member.

7.7 PROCEDURES FOR ELECTION TO COMMITTEE.

Except for the first election of Committee Members following the adoption of these Bylaws, if the number of eligible nominees is equal to the number of positions on the Committee that are open at the time of the election, an election is not necessary and the eligible nominees shall be declared winners by the Election and Dispute Resolution Advisory Committee and appointed to the Committee effective as of April 1st immediately following. If the number of eligible nominees exceeds the number of positions on the Committee that are open and voting is required, and in the first election of Committee Members following the adoption of these Bylaws, the following rules and procedure must be followed:

- A. Except for the first election of Committee Members following the adoption of these Bylaws, the Election and Dispute Resolution Advisory Committee is the sole authority to conduct elections for Committee Members. For the first election of Committee Members following the adoption of these Bylaws, the "Election Committee" named by order of the Stanislaus County Superior Court is the sole authority to conduct elections for Committee Members.
- B. Except for the first election of Committee Members following the adoption of these Bylaws, a Voting Member must register or renew his or her membership in accordance with these Bylaws with the Secretary of the Gurudwara by the December 31st prior to an election scheduled to occur in March of the following year in order to qualify to vote in the election of Committee Members to be held at the annual meeting of Members held in March the following year. For the first election of Committee Members following the adoption of these Bylaws, those voting members qualified to vote for the adoption of these Bylaws as provided in the order of the Stanislaus County Superior Court shall be the persons qualified to vote for the election of Committee Members.
- C. Except for the first election of Committee Members following the adoption of these Bylaws, at the request of the Election and Dispute Resolution Advisory Committee, the Secretary will prepare a list of all the duly registered Voting Members eligible to vote on Committee Members at the annual meeting of Members in March of each year and post the list on the Gurudwara Bulletin Board by the second Sunday in the month of January. For the first election of Committee Members following the adoption of these Bylaws, the "Election Committee" named by order of the Stanislaus

County Superior Court must post the list of those voting members qualified to vote for the adoption of these Bylaws and for Committee Members as provided in the order of the Stanislaus County Superior Court.

- D.** Except for the first election of Committee Members following the adoption of these Bylaws, the Election and Dispute Resolution Advisory Committee must cause the “**Notice of Election**” to be prepared and posted on the Gurudwara Bulletin Board by the 2nd Sunday in the month of December. In addition to other pertinent information determined by the Election and Dispute Resolution Advisory Committee, the Notice of Election must contain information as to the place, hours, and date of election of Committee Members. For the first election of Committee Members following the adoption of these Bylaws, the “Election Committee” named by order of the Stanislaus County Superior Court must cause the “**Notice of Election**” to be prepared and posted on the Gurudwara Bulletin Board as provided in the order of the Stanislaus County Superior Court. Such notice shall contain the information described in this section.
- E.** Except for the first election of Committee Members following the adoption of these Bylaws, the Election and Dispute Resolution Advisory Committee must make forms available to the Voting Members for nomination of Committee Members immediately after the Notice of Election has been posted. For the first election of Committee Members following the adoption of these Bylaws, the “Election Committee” named by order of the Stanislaus County Superior Court must make such forms available.
- F.** Except for the first election of Committee Members following the adoption of these Bylaws, the deadline for submitting nominations for the position of Committee Member to the Election and Dispute Resolution Advisory Committee is 5:00 p.m. on the third Sunday in the month of February. Any member of the Election and Dispute Resolution Advisory Committee can receive nomination forms. The Election and Dispute Resolution Advisory Committee must be available to receive nominations at reasonable times. In any case, in addition to any other times that members of the Election and Dispute Resolution Advisory Committee make themselves available to receive nominations, members of the Election and Dispute Resolution Advisory Committee must make themselves available at the Gurudwara to receive nominations at least one hour before the close of the nominations period. For the first election of Committee Members following the adoption of these Bylaws, the deadline for submitting nominations for the position of Committee Member to the “Election Committee” named by order of the Stanislaus County Superior Court is as provided in the order of the Stanislaus County Superior Court.
- G.** Except for the first election of Committee Members following the adoption of these Bylaws, based on the nominations received and the Election and Dispute Resolution Advisory Committee verifying that the Voting Member

so nominated to become a Committee Member is eligible to serve, the Election and Dispute Resolution Advisory Committee will then prepare a ballot listing all the nominees for election to the Committee. A sample ballot will be posted on the Gurudwara Bulletin Board by the fourth Sunday in the month of February. For the first election of Committee Members following the adoption of these Bylaws, the “Election Committee” named by order of the Stanislaus County Superior Court will verify that the Voting Member so nominated to become a Committee Member is eligible to serve, and will then prepare a ballot listing all the nominees for election to the Committee as provided in the order of the Stanislaus County Superior Court.

- H.** Absolutely no campaigning or electioneering will be allowed during the regular Diwan hours.

- I.** Voting for Committee Members will be by secret ballot only. Except for the first election of Committee Members following the adoption of these Bylaws, Voting will take place on the last Sunday in the month of March. The voting hours will be from 8:00 a.m. to 5:00 p.m. The polls will close precisely at 5:00 p.m. At least 30 days before the date of the election the Election and Dispute Resolution Advisory Committee may, but is not required to, meet and decide if the hours for voting should be increased. If the Election and Dispute Resolution Advisory Committee decides to increase the hours for voting they must immediately announce this increase by the same methods used to announce the election and any other ways the Election and Dispute Resolution Advisory Committee, in its judgment, deems effective. For the first election of Committee Members following the adoption of these Bylaws, voting will take place as provided in the order of the Stanislaus County Superior Court, and the “Election Committee” named by order of the Stanislaus County Superior Court shall take all steps for that first election that the Election and Dispute Resolution Advisory Committee must or may take in subsequent elections.

- J.** A Voting Member has 1 vote for each open position on the Committee during each election. For example purposes only, if 20 candidates are contesting 11 positions, then a Voting Member may cast votes for up to 11 of the 20 candidates, but may not select more than the number of available positions. Ballots that show votes for more than 11 candidates are void, and no votes cast on that ballot will be counted in the election.

- K.** Except for the first election of Committee Members following the adoption of these Bylaws, after the closing of the polls, the Election and Dispute Resolution Advisory Committee will supervise the counting of the votes. The top vote getters will be determined and declared winners. In the event of any tie vote, the Election and Dispute Resolution Advisory Committee will have the discretion to break the tie by any means reasonably necessary. The Election and Dispute Resolution Advisory Committee will

authenticate the election by signing the “**Certificate of Election Results.**” For the first election of Committee Members following the adoption of these Bylaws, the “Election Committee” named by order of the Stanislaus County Superior Court shall take all steps for that first election that the Election and Dispute Resolution Advisory Committee must or may take in subsequent elections.

- L.** Except for the first election of Committee Members following the adoption of these Bylaws, the results of the Committee elections will be announced in the congregation on the first Sunday in the month of April and posted on the Gurudwara Bulletin Board at that time. For the first election of Committee Members following the adoption of these Bylaws, the results of the Committee elections will be announced as provided in the order of the Stanislaus County Superior Court. All newly elected Committee Members will be sworn to uphold the traditions and customs of the Sikh religion as well as the Bylaws of the Gurudwara in the presence of Sri Guru Granth Sahib.
- M.** Notwithstanding any provision in these Bylaws to the contrary, those Voting Members present at a duly convened meeting for the election of the Committee constitute a quorum for the election of Committee Members.

7.8 VACANCIES ON COMMITTEE.

- A.** A vacancy or vacancies on the Committee exists on the occurrence of the following:
 - 1.** The death, removal or resignation of any Committee Member;
 - 2.** The declaration by resolution of the Committee of a vacancy in the office of a Committee Member who has been convicted of a felony, violated the laws of California, violated the Articles of Incorporation or these Bylaws, is declared of unsound mind by a court order, or is found by final order or judgment of any court to have breached a duty under California Corporations Code §9223;
 - 3.** The increase of the authorized number of Committee Members;
 - 4.** The failure of any Committee Member to attend three (3) consecutive meetings of the Committee without an acceptable excuse, or the failure of any Committee Member to attend four (4) meetings of the Committee annually for any reason. Examples of an acceptable excuse include a Voting Member being out of the country, family emergency, illness or accident, and travel due to work;

5. The declaration by resolution of the Committee of a vacancy in the office of a Committee Member due to the failure of a Committee Member to meet the eligibility requirements to be a Voting Member of the Gurudwara;
 6. The declaration by resolution of the Committee of a vacancy in the office of a Committee Member because the Committee Member fails or ceases to meet any required qualification to serve as a Committee Member that was in effect at the beginning of that Committee Member's current term of office; or
 7. The removal by the Voting Members as provided in these Bylaws.
- B.** Except as provided below, any Committee Member may resign by giving written notice to the General Secretary or the Secretary of the Gurudwara. The resignation will be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Committee Member's resignation is effective at a later time, the Voting Members may select a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no Committee Member may resign if the corporation would be left without any duly elected Committee Member.
- C.** Except for a vacancy created by the removal of a Committee Member by the Voting Members, vacancies on the Committee may be filled by approval of the Committee or, if the number of Committee then in office is less than a quorum, by (1) the unanimous written consent of the Committee Members then in office, (2) the affirmative vote of a majority of the Committee Members then in office at a meeting held according to notice or waivers of notice complying with Corporations Code §9211, or (3) a sole remaining Committee Member. The Voting Members may elect a Committee Member or Committee Members at any time to fill any vacancy or vacancies not filled by the Committee according to the procedures for election of Committee Members set forth in these Bylaws and as otherwise prescribed by the Election and Dispute Advisory Committee.
- D.** No reduction of the authorized number of Committee Members will have the effect of removing any Committee before that Committee Member's term of office expires.

7.9 COMMITTEE MEETINGS.

- A.** Meetings of the Committee may be held at any place within or outside California that has been designated by resolution of the Committee or in the notice of the meeting or, if not so designated, at the office of the Sikh Temple as the same exists from time to time.

- B.** Any meeting of the Committee may be held by conference telephone or similar communication equipment, or e-mail, as long as all Committee Members participating in the meeting can communicate with one another. All such Committee Members will be deemed to be present in person at such meeting. Participation in a meeting under this Section constitutes presence at the meeting if all of the following apply:
1. Each Committee participating in the meeting can communicate concurrently with all other Committee Members;
 2. Each Committee Member is provided the means of participating in all matters before the Committee, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
 3. The Committee has adopted and implemented a means of verifying both of the following:
 - a. A person participating in the meeting is a Committee Member or other person entitled to participate in the Committee meeting; and
 - b. All actions of or votes by the Committee are taken or cast only by the Committee Members and not by persons who are not Committee Members.
- C.** The Committee must hold an annual meeting in April of each year for the purposes of electing officers who will serve on the Management Committee, appointing Voting Members to serve on other subcommittees, and the transaction of other business.
- D.** Other regular meetings of the Committee may be held without notice at such time and place as the Committee may fix from time-to-time.
- E.** Special meetings of the Committee for any purpose may be called at any time by the General Secretary, by the Secretary, or any two Committee Members. Notice of the time and place of special meetings must be given to each Committee by one of the following methods: by personal delivery of written notice; by first-class mail, postage prepaid; by telephone, including a voice messaging system or other system of technology designed to record and communicate messages; or, by e-mail, facsimile, electronic mail, or other electronic means. All such notices shall be given or sent to the Committee Member's mailing address, e-mail address, or telephone or fax number as shown on the records of the corporation. Notices sent by first-class mail must be deposited in the United States Mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph, facsimile, or electronic mail must be delivered, telephoned, given, or sent at least 48 hours before

the time set for the meeting. The notice must state the time of the meeting, and the place of the meeting if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

- F.** A majority of the Committee elected as authorized by these Bylaws constitutes a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Committee Members present at a duly held meeting at which a quorum is present is the act of the Committee, subject to the more stringent provisions of the California Nonprofit Religious Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Committee Member has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directors, (c) creation of and appointments to Subcommittees, and (d) indemnification of Committee Members. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
- G.** Notice of a meeting need not be given to any Committee Member who, either before or after the meeting, signs a Waiver of Notice and Written Consent to the holding of the meeting, or an approval of the minutes of the meeting. The Waiver of Notice and Consent need not specify the purpose of the meeting. All such waivers must be filed with the corporate records of the Gurudwara or made a part of the minutes of the Committee meetings. Notice of a meeting need not be given to any Committee Member who attends the Committee meeting and does not protest, before or at the commencement of the Committee meeting, the lack of notice to him or her.
- H.** A majority of the Committee Members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Committee Members who were not present at the time of the adjournment.

7.10 ACTION WITHOUT A MEETING.

An action required or permitted to be taken by the Committee may be taken without a meeting if all Committee Members individually or collectively consent in writing to that action and if, subject to Corporations Code §9224(a), the number of Committee Members then in office constitutes a quorum. The written consent or consents must be filed with the minutes of the proceedings of the Committee. The action by written

consent has the same force and effect as a unanimous vote of the Committee Members. For purposes of Corporations Code § 9211(b) only, “all Committee Members” does not include an “interested director” as defined in subdivision Corporations Code §9243(a) or a “common director” as described in Corporations Code §9244(a) who abstains in writing from providing consent, when (i) the facts described in Corporations Code §9243(d)(2) or (d)(2) are established or the provisions of Corporations Code §9244(a)(1) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions, is included in the written consent or consents executed by the noninterested or noncommon Directors or in other records of the corporation; and (iii) the noninterested or noncommon Directors approve the action by a vote that is sufficient without counting the votes of the interested Directors or common Directors.

7.11 DUTIES OF COMMITTEE MEMBERS.

Each Committee Member will be assigned by the Committee specific duties which he or she must be willing and able to perform as a condition of being a Committee Member.

7.12 COMPENSATION AND REIMBURSEMENT.

Neither Committee Members nor any persons appointed to any Subcommittees will receive any salary or any other form of compensation; provided, however, that Committee Members or officers of the corporation may be reimbursed for expenses, as the Committee may determine by resolution to be just and reasonable as to the corporation at the time that resolution is adopted.

7.13 CONTRACTS WITH COMMITTEE MEMBERS.

No Committee Member of the Gurudwara nor any other corporation, firm, association, or other entity in which one or more of the Committee Members have a material financial interest, can enter into or have any interest, directly or indirectly, in any contract or other transaction with the Gurudwara unless (a) the material facts regarding such Committee Member’s financial interest in such contract or transaction or regarding such common membership, directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all Committee Members before consideration by the Committee of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Committee by a vote sufficient for that purpose without counting the vote of the interested Committee Members; (c) before authorizing or approving the transaction, the Committee considers and in good faith decides after reasonable investigation that the Gurudwara could not obtain a more advantageous arrangement with reasonable effort under the circumstances, or the transaction was in furtherance of the Gurudwara’s religious purposes; and (d) the Gurudwara enters into the transaction for its own benefit or for the benefit of the organization, and the transaction is fair and reasonable to the Gurudwara or was in furtherance of its religious purposes at the time the transaction is

entered into. This Section does not apply to a transaction that is part of a public, charitable, or religious program of the Gurudwara if it (i) is approved or authorized by the Gurudwara in good faith and without unjustified favoritism and (ii) results in a benefit to one or more Committee Members or their families because they are in the class of persons intended to be benefitted by the public, charitable, or religious program of the Gurudwara.

8. SUBCOMMITTEES, ADVISORY COMMITTEES, AND ELECTION AND DISPUTE RESOLUTION ADVISORY COMMITTEE.

8.1 ESTABLISHMENT OF SUBCOMMITTEES OF THE COMMITTEE.

The Committee, by resolution adopted by a majority of the Committee Members then in office, provided a quorum is present, may create one or more subcommittees, each consisting of two or more Committee Members and no other persons who are not Committee Members, to serve at the pleasure of the Committee. Appointments to subcommittees of the Committee will be by a majority vote of the Committee Members then in office. The Committee may appoint one or more Committee Members as alternate members of such subcommittee, who may replace any absent member at any subcommittee meeting. Such subcommittee, to the extent provided in the Committee resolution, has all the authority of the Committee except that no subcommittee, regardless of Committee resolution, may:

- A.** Fill vacancies on the Committee or on any subcommittee that has the authority of the Committee;
- B.** Fix compensation of the Committee Members for serving on the Committee or on any subcommittee;
- C.** Amend or repeal Bylaws or adopt new Bylaws;
- D.** Amend or appeal any resolution of the Committee that by its express terms is not so amendable or repealable;
- E.** Create any other subcommittees or appoint the members of subcommittees;
- F.** Expend funds of the Gurudwara to support a nominee for Committee Member if more people have been nominated for Committee Member than can be elected; or
- G.** Make and receive grants and contributions and otherwise render financial assistance for the purposes of the Gurudwara expressed by these Bylaws.

8.2 MEETINGS AND ACTION OF SUBCOMMITTEES.

Meetings and actions of subcommittees are governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Committee actions, except that the time for regular meetings of such subcommittees and the calling of such special meetings of such subcommittees may be determined by resolution of the Committee or of the Management Committee. Minutes of each meeting of any committee of the Committee must be kept and filed with the corporate records. The Committee may adopt rules for the government of any subcommittee, provided they are consistent with these Bylaws, or in the absence of rules adopted by the Committee, the subcommittee may adopt such rules.

8.3 ADVISORY SUBCOMMITTEES.

The Committee may establish subcommittees, including but not limited to the Audit Subcommittee, the Financial Policy Subcommittee, and an Insurance Subcommittee that are not comprised solely of Committee Members. The Committee cannot, however, delegate the powers listed in Corporations Code § 9212(a)(1)-(6) to any subcommittee. If any subcommittee is to have any non-Committee Members serving on the subcommittee, then it is not a subcommittee of the Committee, and it should be clearly labeled an “Advisory Subcommittee.” Unless the Bylaws provide otherwise, the Committee may delegate management of the corporation’s activities to an Advisory Subcommittee to the same extent that those powers could be delegated to anyone under Corporations Code §9212. If the subcommittee does not exercise the authority of the Committee, such restrictions do not apply to it.

8.4 MANAGEMENT COMMITTEE.

The Management Committee is a subcommittee of the Committee comprised of the officers of the Gurudwara who are the General Secretary (equivalent to the office of President), the Secretary, the Assistant Secretary, Treasurer, the Assistant Treasurer, the Auditor, and the Assistant Auditor. All persons serving on the Management Committee will be elected by the Committee as set forth in §9.4 of these Bylaws. Any person serving on the Management Committee must be fluent in English. Unless limited by a resolution of the Committee, the Management Committee has and may exercise all the authority of the Committee in the management of the business and affairs of the corporation between meetings of the Committee; *provided, however*, that the Management Committee does not have the authority of the Committee in reference to those matters enumerated in §8.1 of these Bylaws. All actions of the Management must be reported to and ratified by the full Committee at the next duly scheduled Committee meeting.

8.5 ELECTION AND DISPUTE RESOLUTION ADVISORY COMMITTEE.

- A.** The Election and Dispute Resolution Advisory Committee is a committee comprised of five Voting Members who are not Committee Members and

who are approved by a vote of the Members. Members of the Election and Dispute Resolution Advisory Committee are nominated by the General Secretary in consultation with the Committee, or nominated by at least 15 Voting Members, and are approved by the Voting Members at the annual meeting or at a special meeting called for that purpose. A Voting Member can only nominate one such candidate. All Election and Dispute Resolution Advisory Committee nominees, whether nominated by the General Secretary or by 15 Voting Members, must sign a form prepared by the Committee Secretary declaring that he or she meets all the qualifications for the Election and Dispute Resolution Advisory Committee Nominations as stated in this section. Persons appointed to the Election and Dispute Resolution Advisory Committee will serve for a term of 2 years. There are no restrictions on the number of terms a person can serve on the Election and Dispute Resolution Advisory Committee. If a person is no longer a Voting Member of the Gurudwara, then upon termination of such Membership, the person will no longer serve on the Election and Dispute Resolution Advisory Committee, and candidates for his or her successor will be nominated as provide in this section, and that successor will be approved at a Special Meeting to serve the remainder of the term of office. A person nominated to serve on the Election and Dispute Resolution Advisory Committee must be a practicing Sikh, well-educated, have an in depth knowledge of Sikh History, and have a clear understanding of the fundamental principles of the Sikh religion and Gurbani. The Election and Dispute Resolution Advisory Committee will facilitate and supervise the election of Committee Members and will be the sole authority to conduct and decide disputes regarding elections. (This provision is not meant to prohibit any legal recourse.) When requested by one or more of the affected member or members, the Election and Dispute Resolution Advisory Committee also has the authority to decide grievances between Members and grievances between a member or members and the Committee.

- B.** The Election of the Election and Dispute Resolution Advisory Committee will be held at the next quarterly meeting (usually June) following the election of the Committee. The Secretary elected at the annual meeting in March will begin to make and accept nominations for the Election and Dispute Resolution Advisory Committee as soon as possible after assuming office on April 1st, or on such date thereafter that he or she assumes office. Beginning at the Annual meeting in March when the election for the Committee is held, the Voting Members must be notified that Election and Dispute Resolution Advisory Committee nominations will be accepted beginning April 1st, with a deadline for submission no later than 30 days prior to the date the June quarterly meeting of Voting Members is scheduled. Notwithstanding any provision in these Bylaws to the contrary, those Voting Members present at a duly convening meeting for the election of the Election and Dispute Resolution Advisory Committee constitute a quorum.

- C.** The Election and Dispute Resolution Advisory Committee operates under delegation by the Committee as provided in California Corporations Code §9210. It is the intent of these Bylaws that such delegation be as extensive as permitted by law, and that the Committee shall not exercise any control over, or direction of, the Election and Dispute Resolution Advisory Committee unless the Election and Dispute Resolution Advisory Committee fails or refuses to carry out its duties, or clearly abuses its delegated powers.

8.6 FINANCIAL OVERSIGHT ADVISORY COMMITTEE.

- A.** The Financial Oversight Subcommittee is a subcommittee comprised of five Voting Members selected by the Committee, at least two of whom are Committee Members. Any Committee member may nominate a Voting Member for consideration by the Committee for the position of member of the Audit Subcommittee. Notwithstanding any provisions to the contrary in these Bylaws, nominations for the Financial Oversight Committee may also be made by at least five Voting Members. Such nominations must be submitted to the Secretary and presented to the Committee for consideration along with any nominations made by the Committee members. Beginning at least 21 days before the Committee will vote on the selection of Financial Oversight Subcommittee members, the Secretary shall cause an announcement to be made to the Voting Members at least every Sunday, and shall cause the announcement to be posted on the bulletin board or its equivalent at the Temple, and the Temple's website. The Committee selects members of the Financial Oversight Subcommittee by majority vote.
- B.** Persons appointed to the Financial Oversight Subcommittee should have a basic knowledge and understanding of accounting, business, and financial principles, and the ability to prepare and analyze financial reports, cash flows, and budgets. Members who are employees or officers of the Gurudwara or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Gurudwara may not serve on the Financial Oversight Subcommittee.
- C.** The Financial Oversight Subcommittee will oversee and provide guidance as to the fiscal activities of the Gurudwara, including, preparing budgets of the Gurudwara, financial reports of the Gurudwara, and making recommendations to the Committee. The term of a member of the Financial Oversight Advisory Committee is 2 years.

8.7 AUDIT SUBCOMMITTEE AND ANNUAL INDEPENDENT AUDIT OR FINANCIAL REVIEW.

- A.** An audit of the Gurudwara's financial accounts and condition will be conducted following the adoption of these bylaws and the election of the first Committee elected under these bylaws. This audit must be conducted by a certified public accountant who is not a Voting Member of the Gurudwara and is experienced in conducting audits of non-profit corporations. In each year subsequent to the initial full audit the Audit Subcommittee will recommend to the Committee the level of financial review that should be conducted for the year end.
- B.** The Audit Subcommittee will perform the duties and adhere to the guidelines established by the Committee, as set forth in these Bylaws, or otherwise required by applicable law. Such duties include, but are not limited to:
1. Recommending a Certified Public Accountant who will conduct the audit as referred to §8.7(A) above;
 2. Recommending to the Committee the level of the annual financial review that should take place and recommend a Certified Public Accountant for that task.
 3. Negotiating the Certified Public Accountant's compensation;
 4. Conferring with the Certified Public Accountant regarding the Gurudwara's financial affairs; and
 5. Reviewing and recommending to the Committee to accept or reject any audit or other financial review. .
- C.** Persons serving on the Audit Subcommittee will not receive compensation for their service on the Audit Subcommittee. A majority of the persons serving on the Audit Subcommittee may not concurrently serve on the Financial Oversight Subcommittee, and the chair of the Audit Subcommittee may not serve on the Financial Oversight Subcommittee. The Audit Subcommittee may include persons who are not Committee members, but the members of the Audit Subcommittee must not include any paid staff members of the Gurudwara, nor the General Secretary (president) of the Gurudwara.
- D.** Audit Subcommittee members are chosen by the Committee by way of a majority vote of the Committee Members then in office. Subject to the limitations stated in §8.7(C), any Committee member may nominate a Voting Member for consideration by the Committee for the position of member of the Audit Subcommittee

9. OFFICERS

9.1 OFFICERS OF THE GURUDWARA.

The officers of the Gurudwara are a General Secretary (equivalent to the office of President), a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer.

9.2 QUALIFICATIONS OF OFFICERS.

Each officer must be a Committee Member. No person may hold more than one office of the Gurudwara. It is preferred, but not required, that the General Secretary the Secretary, and the Assistant Secretary be a Kesadhari and practicing Sikh. The General Secretary and the Secretary must be fluent in English. Any officer in a position that requires interaction with the English speaking community must be fluent in English.

9.3 POWERS AND DUTIES OF OFFICERS.

Subject at all times under the control of the Committee, each officer exercises the powers and duties enumerated in these Bylaws and each officer holds office at the pleasure of and on the terms and conditions set by the Committee.

9.4 ELECTION OF OFFICERS.

The officers of the Gurudwara will be chosen annually by the Committee at the first Committee Meeting in April following installation of Committee Members following the annual meeting of the Voting Members held in March, according to the following:

- A.** One Committee Member will nominate another Committee Member for the position of General Secretary; another member must second the nomination. The nomination and seconding procedure will continue until there are no more nominations.
- B.** If more than one Committee Member is nominated for a position, a vote by secret ballot must be taken. Otherwise, the nominated Committee Member shall be considered elected by unanimous consent.
- C.** Committee Members will be appointed to count the votes.
- D.** The same procedure will be followed to elect the remainder of the Management Committee members (officers).
- E.** The newly elected Secretary must enter the results of the election in the Gurudwara Minute Book.
- F.** The officers must be announced to the Sangat on the following Sunday.

9.5 TERM OF OFFICE.

Officers will normally serve for a term of 1 year or until their successors are elected. However, an officer may serve more than one 1 year if re-elected. All Committee Members must retire for at least one 1 year after serving 2 years.

9.6 REMOVAL OF OFFICERS.

Any officer may be removed with or without cause by the Committee.

9.7 RESIGNATION OF OFFICERS.

Any officer may resign at any time by giving written notice to the Committee. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

9.8 VACANCIES IN OFFICE.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

9.9 GENERAL SECRETARY

- A.** The General Secretary (equivalent to the office of President) will preside at meetings of the Committee and exercise and perform such other powers and duties as the Committee may assign from time to time. The General Secretary will be the Chief Executive Officer of the corporation and have the powers and duties of the President or Chief Executive Officer of the corporation as prescribed by these Bylaws and the California Nonprofit Religious Corporation Law.
- B.** Subject to such supervisory powers as the Committee may give to the General Secretary and subject to the control of the Committee, the General Secretary will:
 - 1.** Be the general manager of the Gurudwara, and supervise and direct the Gurudwara's activities, affairs, and officers;
 - 2.** Be the presiding officer of the Gurudwara at Committee Meetings and at meetings of the Members;
 - 3.** Execute all documents explicitly authorized by the Committee and authorized by Voting Members when approval of the Voting Members is required;

4. Nominate, with approval from the Committee, Voting Members to serve on various subcommittees;
5. Have the authority to sign checks in an emergency; and
6. Perform all duties incident to the office and any other duties if and when requested by the Committee.

9.10 SECRETARY.

- A. The Secretary will keep or cause to be kept, at the Gurudwara's principal office or such other place as the Committee may direct, a current list of all duly registered Voting Members of the Gurudwara, and a book of minutes of all meetings, proceedings, and actions by the Committee and of subcommittees. The minutes of meetings must include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at the meetings. The meeting minutes will be: (1) posted for public viewing no later than 24 hours after the conclusion of such meeting and be removed no sooner than the next occurrence of such meeting; (2) filed in the Minute Book of the Gurudwara; and written in the English language. The Secretary must keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and these Bylaws, as amended to date.
- B. The Secretary must give, or cause to be given, notice of all meetings of the Committee and of subcommittees as required by these Bylaws to be given. The Secretary must keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Committee or the Bylaws may prescribe.
- C. The Secretary must be proficient in verbal communication in Punjabi and English. The Secretary must:
 1. Manage the stage when directed by the Committee;
 2. Be responsible for audio and visual equipment functions;
 3. Inform speakers to speak on religious issues;
 4. Be responsible to begin and end Sunday Divan in a timely manner;
 5. Preserve the sanctity of Sri Guru Granth Sahib by allowing speakers to speak only on Gurbani, Sikh History, and Shabad Kirtan; controversial subjects may be discussed in another hall after the conclusion of Sunday Service;

6. Not permit the Gurudwara to be used for any type of politics, either Indian or American;
7. Countersign all membership cards for Voting Members if they are issued;
8. Execute and sign contracts and other documents as may be authorized by the Committee;
9. File with the California Secretary of State the Statement of Information for the Gurudwara biennially or more frequently when there is a change information to be included in the Statement of Information;
10. Be authorized to pay utilities, taxes, and insurance bills for the Gurudwara from Gurudwara funds without getting prior permission unless otherwise explicitly directed by the Committee; and
11. Be responsible for every kind of correspondence relating to the Gurudwara.

9.11 ASSISTANT SECRETARY.

The Assistant Secretary will perform the duties of the Secretary in the Secretary's absence and shall perform any other duties as requested by the Committee.

9.12 TREASURER.

- A. The Treasurer must keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Gurudwara's properties and transactions. The Treasurer must send or cause to be given to the Committee Members such financial statements and reports as are required to be given by law, by these Bylaws, or by the Committee. The books of account are open to inspection by any Committee Member at all reasonable times. The Treasurer may sometimes also be referred to as the "Chief Financial Officer" of the Gurudwara.
- B. The Treasurer must deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Gurudwara with such depositories as the Committee may designate, shall disburse the Gurudwara's funds as the Committee may order, render to the Committee, when requested, an account of all transactions as Treasurer and of the financial condition of the Gurudwara, and have such other powers and perform such other duties as the Committee or the Bylaws may prescribe.
- C. If required by the Committee, the Treasurer must give the Gurudwara a bond in the amount and with the surety or sureties specified by the

Committee for faithful performance of the duties of the office and for restoration to the Gurudwara of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

- D.** The Treasurer has the following additional specific duties:
1. Have charge and custody of, and be responsible for, all the funds of the Gurudwara;
 2. Give receipt or cause receipt to be given for monies received by the Gurudwara;
 3. Disburse or cause it to be disbursed the funds of the Gurudwara for authorized purposes;
 4. Provide financial information to facilitate the annual audit or review;
 5. Set up any additional control mechanism and checks in order to effectively monitor the financial transactions of the Gurudwara;
 6. Keep funds in checking or saving accounts to ensure ready availability of cash to cover expenses of the Gurudwara;
 7. Not make any loan to any person or entity regardless of any opportunity of any type of return;
 8. Not invest with or allow any investment with a Member of the Sangat or the Member's business or company. All monies of the Gurudwara must be kept in one or more safe and secure instruments.

9.13 ASSISTANT TREASURER.

The Assistant Treasurer will assist Treasurer in the performance of his or her regular duties, shall assume the duties of the Treasurer in his or her absence, and shall perform any other duties as requested by the Committee.

10. INDEMNIFICATION

10.1 RIGHT OF INDEMNITY.

To the fullest extent permitted by law, the Gurudwara must indemnify its Committee Members, officers, employees, agents, and other persons described in Corporations Code §9246(a), including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and

reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section of the Corporations Code, and including an action by or in the right of the Gurudwara, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used in this Bylaw Section, has the same meaning as in Corporations Code §9246(a).

10.2 APPROVAL OF INDEMNITY.

On written request to the Committee by any person seeking indemnification under Corporations Code §§9246(b) or 9246(c), the Committee must promptly determine under Corporations Code §9246(e) whether the applicable standard of conduct set forth in Corporations Code §§9246(b) or 9246(c) has been met and, if so, the Committee shall authorize indemnification. If the Committee cannot authorize indemnification because the number of Committee Members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Committee Members who are not parties to that proceeding, the Committee shall cause the Gurudwara to apply for court approval of such indemnification.

10.3 ADVANCEMENT OF EXPENSES.

To the fullest extent permitted by law, and except as otherwise determined by the Committee, in a specific instance, expenses incurred by a person seeking indemnification under this Article in defending any proceeding covered by this Article will be advanced by the Gurudwara before final disposition of the proceeding, on receipt by the Gurudwara of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Gurudwara for those expenses.

10.4 INDEMNIFICATION CONSISTENT WITH CORPORATIONS CODE.

No provision made by the Gurudwara to indemnify its officers or Committee Members for the defense of any proceeding, whether contained in the Articles of Incorporation, these Bylaws, a resolution of the Committee, an agreement, or otherwise, will be valid unless it is consistent with these Bylaws, and with Corporations Code § 9246.

10.5 INAPPLICABILITY TO CERTAIN FIDUCIARIES.

This Article regarding indemnification does not apply to any proceeding against a trustee, investment manager, or other fiduciary of an employee benefit plan in such person’s capacity as such, even though such person may also be an agent of the Gurudwara as that term is defined in Corporations Code § 9246(a). The Gurudwara has the power to indemnify such a trustee, investment manager, or other fiduciary to the extent permitted by Corporations Code §207(f)

10.6 INSURANCE.

The Gurudwara has the right, and must use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such, including, but not necessarily limited to commercial general liability insurance, property and casualty insurance for the assets of the Gurudwara, directors and officers insurance to cover the Committee, and employment practices liability insurance and workers compensation insurance in the event the Gurudwara has any employees.

11. RECORDS, REPORTS, BANK ACCOUNT.

11.1 FISCAL YEAR.

Unless recommended by the Gurudwara's Certified Public Accountant and approved by a 2/3 majority of the Committee otherwise, the fiscal year of the Gurudwara is the calendar year from January 1 to December 31 inclusive of both days.

11.2 MAINTENANCE OF CORPORATE RECORDS.

The Gurudwara must keep:

- A.** Adequate and correct books and records of account;
- B.** The reports of any audit or review; and
- C.** Written minutes of the proceedings of the Committee, and committees of the Committee.

11.3 FORM OF BOOKS AND RECORDS.

Minutes must be kept in written form but may also be kept in electronic form as a supplement. Other books and records of the Gurudwara must be kept either in written form, or in any form capable of being converted into written form. For purposes of this Section, "written" or "in writing" also includes e-mail or similar electronic communication methods.

11.4 INSPECTION BY VOTING MEMBERS.

- A.** Upon written demand on the Gurudwara through any Committee member, any Voting Member of the Gurudwara may inspect and copy the records containing the names and addresses of the Voting Members at reasonable times, on 5 business days' prior written demand to the Gurudwara for a purpose reasonably related to the Voting Member's

interest as a Voting Member of the Gurudwara. Such requesting member must specify the reason for his or her request before an inspection will be permitted. "Reasonably related to the Voting Member's interest" must be interpreted broadly and liberally.

- B.** Upon written demand on the Gurudwara through any Committee member, any Voting Member may inspect, copy, and make extracts of any audit or review, the accounting books and records, and the minutes of the proceedings of the Members, the Committee, and subcommittees at any reasonable time for a purpose reasonably related to the Voting Member's interest as a Voting Member of the Gurudwara. Any such inspection and copying may be made in person or by the Voting Member's agent or attorney. Such requesting member must specify the reason for his or her request before an inspection will be permitted. "Reasonably related to the Voting Member's interest" must be interpreted broadly and liberally.
- C.** The Gurudwara must keep at its principal office in California the original or a copy of the Articles of Incorporation and these Bylaws, as amended to the current date that will be open to inspection by the Voting Members at all reasonable times during office hours. If the Gurudwara no longer has a business office in California, the Secretary will, on the written request of any Voting Member, furnish to that member a copy of the Articles of Incorporation and these Bylaws, as amended to the current date.

11.5 INSPECTION BY COMMITTEE MEMBERS.

Every Committee Member has the absolute right at any reasonable time to inspect the Gurudwara's books, records, and documents of every kind, physical properties, and records of each of its subsidiaries. Inspection may be made in person or by the Committee Member's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

11.6 ANNUAL REPORT.

The Committee must cause to be furnished annually a written report to all Committee Members of the Gurudwara within 75 days after the end of the Gurudwara's fiscal year ("**Annual Report**"). The Annual Report must contain the following information, in appropriate detail, for the fiscal year:

- A.** The assets and liabilities, including the trust funds, of the Gurudwara as of the end of the fiscal year;
- B.** The principal changes in assets and liabilities, including trust funds, during the fiscal year, the revenue or receipts of the Gurudwara, both unrestricted and restricted to particular purposes, for the fiscal year, the expenses or disbursements of the Gurudwara, for both general and restricted purposes, during the fiscal year; and

- C. Any information required by §11.7 of these Bylaws.
- D. The Annual Report must be accompanied by any report of the independent accountants or, if there is no such report, by the certification of the Treasurer of the Gurudwara that such Annual Report and any related financial statements were prepared without audit from the Gurudwara's books and records. This provision is not meant to abrogate or make discretionary any of the requirements for an independent audit as stated in §8.7.

11.7 BANK ACCOUNT.

A bank account must be maintained in the name of the Gurudwara. The General Secretary, the Secretary, and the Treasurer are empowered to sign checks and other bank documents on behalf of the Gurudwara. The Committee may appoint another officer as a substitute to sign checks in case the primary signers are unavailable due to absence. Any check over five thousand (\$5,000.00) dollars must be signed by the Secretary and countersigned by the Treasurer. The authority to sign checks and other bank papers on behalf of the Gurudwara is given with the condition that it will be exercised only in accordance with these Bylaws to the benefit of the Gurudwara. Those persons authorized to sign on the Gurudwara bank accounts are not authorized to release any Gurudwara funds until they have received authorization from the appropriate body with the authority to approve such expenses in accordance with provisions of the Bylaws. Any person signing a Gurudwara check for any unauthorized purpose will be personally liable. Checks must be issued for all expenses incurred by the Gurudwara; payment in cash is not permissible.

12. ACTIVITIES OF THE GURUDWARA

12.1 RELIGIOUS PRACTICES.

- A. The Committee will ensure that the use of the Gurudwara premises and all religious activities of the Gurudwara are in keeping with the Sikh religion and its customs, traditions, and practices as described in Rehat Maryada (*A Guide to the Sikh Way of Life*) published by the Dharam Parchar Committee of Shiromani Gurdwara Parbandhak Committee of Amritsar. The Gurudwara religious activities must and will be open to all persons who conduct themselves in a civilized, peaceful, and orderly manner. In case of any doubt or difference of opinion about a religious practice, custom, or tradition, the Committee must refer to Rehat Maryada for guidance.
- B. Voting Members who were suspended or whose Membership was terminated will not be allowed on the Gurudwara premises. Non-voting Members causing disharmony will not be allowed on the Gurudwara premises.

- C.** No major change from any present religious practice can be made without the Committee first consulting the Sangat, and the Voting Members approving such change as provided in these Bylaws. However, any religious practice and any proposed change that does not follow the teachings contained in Sri Guru Granth Sahib will not be allowed. If any religious practice violates any federal, state, or local law, such practice will not be allowed.

12.2 USE OF FACILITIES.

- A.** It is the policy of the Gurudwara to maintain Langar services in accordance with the Sikh traditions. The Langar seva will be supported by donation of the Members.
- B.** Subject to the approval of the Committee, Sikh organizations are welcome to hold a function at the Gurudwara subject to the strict adherence to the following conditions:
- 1.** The function must promote Sikh religious causes;
 - 2.** The function must not promote any Indian or American political party or any individual from such party;
 - 3.** Any person belonging to any Indian or American political party is prohibited from using the stage to promote that party or its ideals;
 - 4.** Organizations or individuals must not be criticized;
 - 5.** The Gurudwara stage will be controlled by the Management Committee at all times;
 - 6.** The Management Committee may require that any organization using the facility provide its own separate liability insurance naming the Gurudwara as an additional insured;
 - 7.** All monies collected must go the Gurudwara;
 - 8.** Alcohol, tobacco, or meat are strictly prohibited from being on Gurudwara premises; this includes all buildings and grounds;
 - 9.** Cake, ice cream, or any other items containing egg products are prohibited; and
 - 10.** When the Panth is affected by any event such as the 1984 attack on the Golden Temple or the Delhi massacre of Sikhs, the stage may be used to fully inform the Sangat. In such situations, all facilities of the Gurudwara may be used to hold meetings.

12.3 HEAD GRANTHI.

To be eligible for appointment as the Head Granthi, an individual should have the following qualifications:

- A.** He must be an Amritdhari Sikh living in accordance with the Sikh faith and have an ability to practice the ideals and principles of the Sikh faith and be proficient in Gurbani;
- B.** He must be proficient in the recitation of Sri Guru Granth Sahib and Gurbani (Nitnem) on a daily basis. He must bathe each morning before “Parkash” of Sri Guru Granth Sahib. At night after recitation of Rehras and Kirtan Sohla and prayer, he shall perform “Sukhasan” for the Sri Guru Granth Sahib for the night;
- C.** He must perform all duties in the service of the Gurudwara according to the ideals and principles of the Sikh faith;
- D.** He must stay on the Gurudwara premises at all times unless he is required to perform service at a Member’s residence. The service of the Gurudwara will be the sole ideal and sphere of activities while he occupies the position of the Head Granthi. Whether on Gurudwara or personal business, he must inform the Secretary of his destination and the approximate time of his return;
- E.** He should be proficient in English so that he can have an intelligent discourse on Sikh Religion and philosophy with non-Sikhs if and when an occasion requires him to do so;
- F.** He should be at least 35 years of age, married, and must reside at the Gurudwara premises with his family;
- G.** He must avail himself to explain the Adi Granth to the youth on a regular basis;
- H.** He must be given two days off each month excluding Saturday and Sunday. If needed for a function, he must agree voluntarily or must be given appropriate compensation; and
- I.** Individual names in an Ardas must not be recited at a Divan. If an individual desires his name to be mentioned in the Ardas, he/she may do so at a time when the Sangat is not present.

13. GENERAL CORPORATE MATTERS

13.1 AMENDMENT OF BYLAWS.

The Voting Members may amend these Bylaws upon approval of such amendment by 65% of the Voting Members in attendance at a duly held meeting of the Voting Members where a quorum is present.

13.2 EXECUTING CORPORATE CONTRACTS AND INSTRUMENTS.

Except as otherwise provided in the Articles of Incorporation or these Bylaws, the Committee by resolution may authorize any officer, officers, agent, or agents to enter into any contract or to execute any instrument in the name of and on behalf of the Gurudwara. This authorization may be general or it may be confined to one or more specific matters. No officer, agent, employee, or other person purporting to act on behalf of the Gurudwara has any power or authority to bind the Gurudwara in any way, to pledge the Gurudwara's credit, or to render the Gurudwara liable for any purpose or in any amount, unless that person was acting with authority duly granted by the Committee as provided in these Bylaws, or unless an unauthorized act was later ratified by the Committee.

13.3 CORPORATE SEAL.

The Committee may provide a corporate seal, which will have inscribed thereon the name of the Gurudwara, the date of its incorporation, and the word "California." The Secretary shall maintain custody of the corporate seal.

13.4 CONSTRUCTION AND DEFINITION.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person. Where the term "must" is used it denotes a mandatory duty.

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