



INDIA CULTURAL FOUNDATION, INC.

BYLAWS

REVISED: SEPTEMBER 7, 2004

(A NON – PROFIT ORGANIZATION – FED ID NO. 73-1160874)

7200 N.COLTRANE, OKLAHOMA CITY, OK 73121

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WE ARE HONORED AND FEEL BLESSED FOR THE OPPORTUNITY GIVEN TO US TO
WORK ON THE REVISIONS TO THE BYLAWS

Bylaws Committee

Devaki Ganesan- Chairperson
Amulya Reddy
Ravi Malpani
Satish Dasharathy
Srividya Raghavan
Sudhir Khanna
Vidyasagar Rao Madhavarapu

Board Of Directors

Sudhir Khanna (Chairman)
Sulu Mehta

Satish Dasharathy (Secretary)
Ravi L. Malpani

Nilima Kamath
Vidyasagar R Madhavarapu

Executive Committee Members

Amulya Reddy (President)
Sumeeta Nanda (Secretary)
Guruswami Ganesan

K.C. Sekar (Treasurer)
Kalpana Patel
Kanwal Nain Viz

Dileep Joshi (Vice President)
Raghuvender Ganta
Shivakumar Raman

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DEFINITION OF TERMS

Board of Directors: The policy making body of the India Cultural Foundation (ICF) / Hindu Temple Of Oklahoma (HTO) shall be termed “Board of Director”.

Chairperson: The Chairperson of the Board shall be the highest-ranking officer of the Board, whose rights and obligations are subject to the guidelines established under the relevant provisions of these by-laws.

Devotee: A visitor who follows Hindu religious faith, culture and believes in and subscribes to the objectives of Hindu Temple Of Oklahoma / India Cultural Foundation is considered a Devotee.

Executive Committee: The Executive Committee shall be the managing authority of the day-to-day operations of the HTO/ ICF.

Family: Any person (along with spouse and children, where applicable) individually subject to the regulation of the income tax code shall be deemed a family. Children who individually become subject to the income tax code shall be deemed to constitute an individual family unit.

General Body: The General Body consists of members of HTO / ICF.

Grand Patron: The top donor category, termed as the Grand Patrons, consist of the top five [5] donor families considering the cumulative donations made to the HTO / ICF from the inception.

Member: Any devotee who is eighteen (18) years of age or older, is a Citizen or legally resides in the United States, and pays a minimum donation of \$120.00 by check, subject to the guidelines established under the by-laws, shall become a member of HTO / ICF for the following calendar year.

Officers Of The Board: The officers of the Board include a Chairperson and a Secretary chosen from the members of the Board unless otherwise provided for under the by-laws.

Officers Of The Executive Committee: The officers of the Executive Committee include a President, a Secretary and an elected from the members of the Executive Committee unless otherwise provided for under these by-laws.

Patron: The top donor category, termed as the Patron, consist of the top ten donor families considering the cumulative donations made to the HTO / ICF in the past two (2) consecutive years preceding the election year.

President: Highest ranking officer of the Executive Committee, whose rights and obligations are subject to the guidelines established under the relevant provisions of these by-laws.

Secretary Of The Board: The Secretary of the Board, whose rights and obligations are subject to the guidelines established under the relevant provisions of these by-laws, shall also be subject to the advice and direction of the Chairperson of the Board.

Secretary Of The Executive Committee: The Secretary of the Executive Committee, whose rights and obligations are subject to the guidelines established under the relevant provisions of these by-laws, shall also be subject to the advice and direction of the President of the executive committee.

Treasurer: The officer of the Executive Committee responsible for the maintenance of accounts and the financial affairs of the Temple. The Treasurer is subject to the applicable guidelines established under these by-laws.

Visitor: Any person, other than a trespasser, who enters the HTO / ICF premises for working, or for learning about or has knowledge of or is curious to learn about the Hindu values.

Voting Member: Any member who pays a minimum donation of \$ 120.00 by check per year for two (2) consecutive calendar years, immediately preceding the election year.

ARTICLE I - NAME

Section 1:

The name of this corporation shall be INDIA CULTURAL FOUNDATION (ICF), INC. / HINDU TEMPLE OF OKLAHOMA (HTO).

Section 2:

This organization shall be a non-profit organization, organized and existing under the laws of the State of Oklahoma with the principal office in Oklahoma City, Oklahoma, County of Oklahoma.

ARTICLE II - PURPOSE

The HTO / ICF is established for conducting Hindu Religious Worship and to promote Hindu and Vedic cultural and educational activities.

The HTO / ICF shall establish a Hindu Temple and an auditorium where Religious Worship, Hindu cultural and educational activities will be conducted.

ARTICLE III - LIMITATION OF METHODS

Section 1:

No part of the earnings of the HTO / ICF shall inure to the benefit of, or be distributable to its members, or trustees, officers, or other private persons. No substantial part of the activities the HTO / ICF shall be the carrying on of a propaganda, or otherwise attempting influence legislation, and the HTO / ICF shall not participate, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the HTO / ICF shall not carry on any other activities not permitted to be carried out on, (A) by a corporation exempt from federal income tax under section 501(C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2:

Upon the dissolution of the HTO / ICF, the Board of Director shall, after paying or making provision for payment of all liabilities of the HTO / ICF, dispose of all assets of the HTO / ICF, exclusively for the purposes of the Foundation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes shall qualify at that time as an exempt organization or organized under section 501(C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Director shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal of the corporation is then located, exclusively for such purposes or to such organization

or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV- BOARD OF DIRECTORS

Section 1: Role And Function

The Board of Directors (herein after called the Board), shall be the policy making body of the HTO / ICF. The Board shall exercise control over its real and non-real property making up the assets of the HTO / ICF. The Board shall provide strategic guidelines to the Executive Committee in the operation and management of the HTO / ICF. The Board shall consist of nine (9) Board of Directors. Out of these nine Board of Directors, the General Body elects eight and the President of the Executive Committee shall be the ninth member of the Board. The Board shall meet at least twice (2) in a calendar year. The budget prepared by the President, in consultation with the Executive Committee shall be subject to approval of the Board. The Board shall have the authority to revise the dollar amount of contribution necessary to be eligible as a Voting Member.

Section 2: Eligibility And Term Of Office

To be eligible to contest as a Director of the Board, the contestant shall be a member of HTO / ICF for a period of at least three (3) consecutive years prior to the election year. The term of a Board of Director shall be four (4) years. Four Directors shall be replaced every two (2) years. Out of these four (4), two (2) shall be elected from the General Body and the remaining two (2) shall be elected from top donor category, designated as Grand Patrons and Patrons. The Grand Patrons shall consist of the top five (5) donors considering the cumulative donations made to the HTO/ICF from the inception. The second top donor category, termed as the Patrons, shall consist of the top ten (10) donors considering the cumulative donations made to the HTO / ICF in the past two (2) consecutive years preceding the election year. In order for Grand Patrons and Patrons to contest from the top donor category, they must have maintained membership in HTO/ICF for a period of at least three (3) consecutive years prior to the election year. The Voting Members in the General Body shall elect two Directors. The Voting Members in the Grand Patrons shall elect one Director. The Voting Members in the Patrons shall elect one Director. No member shall serve more than two (2) consecutive terms. Only one member from a family shall serve on the board at the same time. All the Board of Directors shall maintain their membership in HTO / ICF current.

Section 3: Rights And Obligations

Except as noted specifically in other sections, the decisions of the Board shall be final and binding. Five (5) Directors shall constitute quorum for the Board meeting. Should a vacancy occur on the Board, that position should be filled from the respective category by a simple majority vote of the remaining Board of Directors? Appointed Board of Director shall serve the remaining term of the vacant position. Each of the Board Of Director may represent only one proxy vote for an absent member. The absent member shall notify the Board of the proxy vote prior to the Board meeting. The proxy vote shall be for agenda items for the scheduled meeting

only. Proxy vote shall not count for quorum or for votes on projects and expenditures over \$10,000.00.

Section 4: Officers Of The Board

The Board shall elect a Chairperson and Secretary within fifteen (15) days following the election of new Directors. The term of office of these officers shall be two (2) years; the officers shall not serve more than two (2) consecutive terms. Candidate for the position of Chairperson should have served on the Board for a minimum of two (2) years.

- A. Chairperson - The Chairperson shall preside over and conduct the meetings. He/she shall be the ex-officio member of all elected and appointed committees. The Chairperson shall also have the authority to constitute special committees as and when needed. All members appointed to these special committees shall be subject to approval of the Board. The Chairperson shall have the authority to convene meetings:
 - a) As and when needed;
 - b) Or when requested by at least three members of the Board;
 - c) Or when requested by the Executive Committee.

- B. Secretary - The Secretary shall maintain records of all Board meetings and a copy of the minutes shall be maintained at HTO / ICF. In the absence of the Chairperson, the Secretary shall preside and conduct Board meetings. When directed by the Chairperson, the Secretary shall schedule a meeting by giving seven (7) days notice to the members, by telephone or in writing or by electronic message. Under special circumstances, meetings may be scheduled at a shorter notice.

Section 5: Election Committee

The Election Committee is constituted specifically for the purpose of conducting elections of the Board of Directors and Executive Committee members. This committee shall also conduct the election of the officers of the Board and the Executive Committee. This committee shall consist of five (5) members including the Chairperson of the Board and the President of the Executive Committee. The Chairperson and the President shall appoint three members from the General Body. Any contestant or family member of the contestant shall not be eligible to serve on the Election Committee. In the event of a member being ineligible, remaining members shall constitute the Election Committee.

In case when there are not sufficient number of contestants to fill the positions on the Board or the Executive committee, the Election Committee in consultation with the Board shall have the authority to appoint Board of Directors and Executive Committee members. Under these circumstances, the term limits of the members may be waived for the purpose of re-appointment.

Election Committee shall be constituted by April 15th of the election year. The election process shall be completed by June 15th of the election year. New members and officers shall be in

position by July 1st of the election year. The Election Committee shall be automatically dissolved upon completion of the elections.

Section 6: Hiring And Termination Of Employees

Hiring, termination and the pay and benefit package of employees shall be the decision of the Board on recommendation from the Executive committee.

Section 7: Expulsion Of Member Of The Board Or Executive Committee Or Member Of The General Body

Upon receipt of written petition from 25 % of the General Body members, the Board has the authority to investigate and expel any member of the Board, the Executive Committee or the General Body. The Board shall take following steps in this regard:

- A. The Board shall appoint a committee to investigate the merits of the case. This committee shall advise the Board of its finding and recommendation in writing.
- B. The Chairperson shall schedule a meeting through the Secretary, for this purpose. A notice of this meeting shall be given to the General Body fifteen (15) days prior to the meeting.
 - a) The General Body members present at the meeting have a right to consider the findings of the committee.
 - b) The Board shall vote on the issue in this meeting. The Board of Director under investigation shall not vote on the issue.
 - c) The Chairperson and/or Secretary shall be responsible for counting the votes and announcing the final decision on the issue. The decisions arrived at this meeting shall be final and binding

Section 8: Removal of the Entire Board and/or Executive Committee

- A. In the event 25% of the General Body members, express a no confidence motion in the form of a written petition on both the Board and the Executive Committee, separately or collectively, the Chairperson of the Board shall call for a General Body meeting. The Chairperson shall schedule a meeting through the Secretary, for this purpose. A notice of this meeting shall be given to the General Body fifteen (30) days prior to the meeting.
 - a. At this General Body meeting at least 51% of the registered members shall constitute a quorum
 - b. To pass a no-confidence motion, at least 75% of the General Body members present shall vote in favor of the motion to remove the Board and/ or Executive Committee or both.
- B. In the event of dismissal of the entire Board or the Executive Committee or both, the Grand Patrons and the Patrons (except those who are on the Board or the Executive

Committee or their spouse) shall convene a meeting within five [5] days and appoint two [2] Grand Patrons, two [2] Patrons, two [2] past Chairpersons and two [2] members of the General Body to serve the HTO/ICF either for the remaining term of the dismissed body or until re-election is scheduled, whichever is earlier.

ARTICLE V- EXECUTIVE COMMITTEE

Section 1: Role And Function

Within the guidelines established by the Board, the Executive Committee shall manage the day-to-day operations of the HTO / ICF. The Executive Committee shall consist of eight (8) members. Executive Committee shall meet at least six (6) times in a year.

Section 2: Eligibility And Term Of Office

To be eligible to become a member of the Executive Committee, the contestant shall be a member for three (3) years. The term of office of an Executive Committee member shall be four (4) years. Four (4) members of the Executive Committee shall be elected every two (2) years from the General Body. The Voting Members in the General Body shall elect the Executive Committee members. No member shall serve more than two (2) consecutive terms. Only one member from a family shall serve at the same time.

Section 3: Rights And Obligations

Five (5) members shall constitute quorum for the Executive Committee meeting. Should a vacancy occur in the Executive Committee, a member shall be selected by the simple majority vote of the Executive Committee members with the approval of the Chairperson of the Board. New member shall serve the remaining term of the vacant position. Each member of the Executive Committee may represent only one [1] proxy vote for an absent member. The absent member shall notify the Executive Committee of the proxy vote prior to the Executive Committee meeting. The proxy vote shall be for agenda items for the scheduled meeting only. The proxy vote shall not count towards quorum. All members of the Executive Committee shall maintain their membership in HTO / ICF current.

Section 4: Officers Of The Executive Committee

The Executive Committee shall elect a President, a Secretary and a Treasurer within fifteen (15) days following the election of new members. The term of these officers shall be two (2) years. The officers shall not serve more than two (2) consecutive terms. The candidate for the position of the President should have served on the Executive Committee or Board for a minimum of 2 years.

- A. President - The President shall have the authority to convene meetings as and when needed. The President in consultation with the Executive Committee shall prepare the annual budget for the operation of HTO / ICF. This budget shall be presented to the Board

by November 15th for the following year. The President shall preside and conduct Executive Committee meetings.

- B. Secretary - The Secretary shall prepare the agenda and, record minutes of each meeting. A copy of the minutes shall be maintained at the HTO / ICF. In the absence of the President, the Secretary shall conduct and preside over the meetings. When directed by the President, the Secretary shall schedule a meeting by giving seven (7) days notice to the members by telephone, electronic mail or in writing. Under special circumstances, meetings may be scheduled at a shorter notice.
- C. Treasurer - The Treasurer shall maintain monthly statements of receipts and disbursements from the operating funds approved by the Board in the budget. He/she shall be responsible for payroll and appropriate taxes. The Treasurer shall sign all the checks except checks in amount greater than \$ 5000.00. These checks, shall require an additional signature of one of the following authorized persons:
 - a) Chairperson, or
 - b) Secretary of the Board, or
 - c) President of the Executive Committee.

In the absence of the Treasurer, checks in amount less than \$ 5000.00 shall be signed by any of the above-mentioned authorized officers. The money collected in the Hundi shall be counted and accounted for at least once a month by the Treasurer in the presence of a member from the Board or Executive Committee, provided, the member present is not a family member of the Treasurer. A person other than to whom the check is issued shall sign checks for re-imbusement. The Treasurer shall participate in Board meetings as and when requested.

ARTICLE VI - COMMITTEES

The Executive Committee in consultation with the Chairperson shall appoint necessary committees for specific terms of office to conduct various functions of the HTO / ICF. These Committees shall be comprised of members of the HTO / ICF. A member of the Board and/ or Executive Committee shall serve on each of these committees.

ARTICLE VII - MANAGEMENT OF FUNDS

Section 1: General Policy

No funds of the HTO / ICF shall be authorized or approved for disbursement in violation of ARTICLE III: SECTION 1 of these by-laws.

Section 2: Disbursement Of Budgeted Funds

The Executive Committee is authorized to direct the Treasurer to disburse funds as approved in the budget. The Treasurer shall disburse funds as approved, directed and authorized by the Executive Committee.

Section 3: Disbursement Of Special Funds

The Board shall have the authority to designate and disburse special funds not in the budget to meet the needs of the HTO / ICF.

Section 4: Investments

Any investments into financial instruments/products shall be reviewed by the Board and authorized in writing.

Section 5: Audit

The Treasurer shall present audited reports yearly to the Board. The Board shall have the authority to commission an independent audit as and when needed.

ARTICLE VIII - MEMBERSHIP

Section 1: Visitor

Any person, other than a trespasser, who enters the HTO / ICF premises for working, or for learning about or has knowledge of or is curious to learn about the Hindu values shall be treated as a visitor.

Section 2: Devotee

Any visitor who follows Hindu religious faith, culture and believes in and subscribes to the objectives of the HTO / ICF shall be considered a devotee.

Section 3: Member

Any devotee who is 18 years of age or older, and is a Citizen of or legally resides in the United States and pays a minimum donation of \$ 120.00 by check shall become a member of HTO / ICF for the following calendar year subject to fulfilling the required application formalities, if any. Membership is subject to the guidelines established by the Executive Committee under the by-laws. The approval of membership is at the discretion of the Executive Committee. Should there be an adverse decision by the Executive Committee, the applicant has the right of appeal to the Board for reconsideration. The decision of the Board shall be final and binding. To be eligible to contest for the position of either as Board of Director or as member of Executive Committee, the contestant shall be a member of HTO / ICF by paying a minimum donation of \$ 120.00 by check per year for three (3) consecutive calendar years, immediately preceding the election year. Also, to contest for the position of Board of Director from the Grand Patron and Patron categories, the contestant shall meet the additional requirements indicated under Article IV, section 2.

Section 4: Voting Member

Any member who pays a minimum donation of \$ 120.00 by check per year for two (2) consecutive calendar years, immediately preceding the election year shall be a Voting Member.

The Voting Members shall have the right to vote in the election of Board and Executive Committee members. Voting Members in the Grand Patron category and Patron category shall have the right to vote to elect the Board of in their respective category as described under Article IV, section 2.

Section 4:General Body

Collectively all the Members and Voting Members shall constitute the General Body of the HTO / ICF. The General Body has the right to attend any of the meetings of the Board and the Executive Committee and shall have the right to express his/her opinion but shall not have the right to vote unless specifically provided for in the terms of the by-laws. Board and Executive Committee meeting schedules shall be posted on the HTO/ICF bulletin board and on the ICF website. General Body meeting shall be held at least one time each calendar year.

ARTICLE IX - AMENDMENTS

Section 1:

The Board may amend these by-laws, during a meeting specifically called for this purpose. A minimum of two-thirds of total votes of the Board shall be required to amend the by laws.

Section 2:

Notice of the meeting at which such amendments shall be voted on must be given to the General Body. A minimum of fifteen (15) days notice of the date of this meeting shall be required. During this meeting, the General Body has the right to express opinion and is not authorized to vote on the amendment issues.

ARTICLE X - PROCEDURE FOR TRANSITION TO NEW BY LAWS

Section 1:

Election for Board and Executive Committee shall take place before September 27, 2004, so that the elected members can be in office by October 1, 2004.

Section 2:

Four Board of Director who have unfinished term shall be appointed to the new Board on October 1, 2004. These four members shall serve until 6/30/2006. Four new Board of Director shall be elected in September 2004 to serve a four-year term until 6/30/2008.

Section 3:

Four Executive Committee members chosen either from the current Executive Committee or from the General Body, provided they meet the eligibility requirements, shall be appointed to the new Executive Committee on October 1, 2004. These four members shall serve until 6/30/2006.

Four new Executive Committee members shall be elected in September 2004 to serve a four-year term until 6/30/2008.