

**AMENDED AND RESTATED CONSTITUTION AND BYLAWS
OF THE HINDU SOCIETY OF NORTH CAROLINA**

These are the amended and restated Constitution and Bylaws of THE HINDU SOCIETY OF NORTH CAROLINA, a North Carolina non-profit corporation (the "Society"). All prior Constitutions and/or Bylaws are amended and superceded by these Amended and Restated Constitution and Bylaws. The Society's Articles of Incorporation (the "Articles") have been filed in the Offices of the North Carolina Secretary of State. This Society is organized for religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code ("Code"). The purposes and objectives of the Society include:

- To hold Hindu and allied religious activities;
- To organize and promote philosophical, linguistic, artistic and yogic aspects of the Hindu religion; and
- To engage in other activities which relate to or promote the Hindu religion.

**ARTICLE 1
SOCIETY OFFICES**

1.1 Principal Office. The principal office of the Society shall be located at 309 Aviation Parkway, Morrisville, Wake County, North Carolina 27560, or at such other place as shall be determined by a majority of the Board of Directors of the Society, subject to approval of the Members.

1.2 Registered Office. The registered office of the Society required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office. The registered office shall be at such place as shall be determined by the majority of the Members of the Society.

1.3 Other Offices. The Society may have offices at such other places as the a majority of the Board of Directors may designate from time to time.

**ARTICLE 2
MEMBERS - VOTING AND NON-VOTING**

2.1 Members. All individuals who are at least 18 years of age and who are interested in the purposes and objectives of the Society are welcome to become Members of the Society. Individuals who hold a one-year term of annual membership and individuals who hold a lifetime membership pursuant to these Bylaws shall be Members of the Society as provided in these Bylaws. There are voting and honorary members of the Society. "Members" are those members who hold an active individual membership, who are at least 18 years of age and who have paid the required dues on or before October 1st of the applicable calendar year. Individuals who otherwise qualify for membership but who pay their dues after October 1st shall have no right to vote on any matter,

including, but not limited to, the right to vote for directors or amendment of the Society's Articles of Incorporation or Bylaws for the remainder of the year and shall be Members effective as of the following January 1st. Honorary members, such as family members who do not hold an individual membership, and inactive members shall have no right to vote on any matter, including, but not limited to, the right to vote for directors or amendment of the Society's Articles of Incorporation or Bylaws. Only regular voting Members (and not honorary members and inactive members) are entitled to notice of and the right to vote on any matter involving the Society, its assets, business and other affairs. References to "Members" in any provision of these Bylaws or the Articles of Incorporation of the Society concerning any matter requiring the vote of the Members of the Society shall mean and refer only the regular voting Members (and not honorary members and inactive members).

2.2 Memberships. All memberships are determined on a calendar year basis.

- (a) Annual Memberships: Individuals wishing to be annual members must complete and return a membership form required by the Board and pay the annual membership dues by the time required for payment of such dues.
- (b) Lifetime Memberships/Active & Inactive: Individuals wishing to become lifetime Members must complete and return a membership form required by the Board and pay the lifetime membership dues by the time required for payment of such dues. In order to facilitate the determination of active Members for the proper conduct of the business and purposes of the Society, persons wishing to maintain active lifetime membership status must maintain a current mailing address with the Society and if required by the Board, from time to time, must complete and return a renewal or updated membership form within the time set by the Board. Lifetime Members who fail to maintain a current address with the Society or who fail to return an updated or renewal membership form shall become inactive lifetime members who are not entitled to notice of or the right to vote on any matter requiring the vote of the members of the Society. Inactive lifetime members shall become active lifetime Members thirty (30) days after they provide the Society with their current mailing address, complete and return an annual membership form, if any, required by the Board, and pay an administrative fee, if any, determined from time to time by the Board of Directors. The Board may cause a list of inactive members to be published annually in a newsletter or other membership publication and must publish a list of inactive members prior to an election.
- (c) Family Memberships: Annual and lifetime family memberships are available. Each family membership includes not more than 2 individual memberships, which include the right to vote, to be allocated only to the eligible individual spouses of the family, up to 2, so shown on the annual membership form. The family members to whom individual memberships are allocated must be 18 years of age and otherwise meet the requirements for an individual membership. The rights and privileges, other than the right to notices and the right to vote, are extended to all family members

permanently residing in the same household and such family members shall be considered honorary members but shall not be regular voting Members unless they hold an active individual membership.

2.3 Membership Dues. At any annual meeting of the Members, the yearly dues for the annual memberships and the lifetime dues for the lifetime memberships for the following year may be approved by a majority of the votes of the Members voting at such annual meeting. The last approved yearly or lifetime dues, as applicable, shall continue to apply until new dues have been approved.

ARTICLE 3 MEETINGS OF MEMBERS

3.1 Place of Meetings. All meetings of Members shall be held at the principal office unless impossible due to natural disaster and shall be designated in the notice of the meeting or as agreed upon by a majority of the votes of the Members entitled to vote at such meeting.

3.2 Annual Meetings. The annual meeting of the Members for the election of Directors and the transaction of other business shall be held within the month of December each year at such time and at such place as determined by the Board of Directors, but not later than December 15th.

3.3 Substitute Annual Meeting. If the annual meeting shall not be held within the month designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 3.4 of these Bylaws. A meeting so called shall be designated and treated for all purposes as the Annual Meeting.

3.4 Special Meeting. Special meetings of the Members may be called at any time by the President, by a majority of the Directors, or by at least 10% of the Members of the Society.

3.5 Notice of Meetings. Written notice of each meeting shall be given by, or at the direction of the Secretary or person(s) authorized to call the meeting at least ten (10) days and not more than fifty (50) days before such meeting to each Member entitled to vote at such meeting. Written or printed notice of such meeting stating the date, time, place and purpose of the meeting shall be given to each Member entitled to such notice either by hand delivery or sent by prepaid U.S. Mail to the current address of each Member as shown on the Society's records.

When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty (30) days in any one adjournment, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

3.6 Voting Lists. At least ten (10) days before each meeting of Members, the Secretary of the Society shall prepare an alphabetical list of the Members entitled to vote at such meeting or any adjournment thereof, with the address of and number of votes held by each, which list shall be

kept on file at the registered office of the Society for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any Member at any time during the usual business hours. This list shall be produced and kept open at the time and place of the meeting and shall be subject to inspection by any Member during the whole time of the meeting.

3.7 Quorum. Fifteen percent (15%) of the Members of the Society, represented in person or by proxy at the beginning of the meeting, shall constitute a quorum at a meeting of Members for any general business action, but not for amendment of this Constitution and Bylaws, the Society's Articles of Incorporation, or the election of Directors. The Members present at a duly organized meeting may continue to transact general business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

In the absence of a quorum at the opening of any meeting of Members, such meeting may be adjourned from time to time without notice, other than announcement at the meeting, until a quorum shall be present or represented, by a vote of the majority of the votes present in person or proxy; and at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

In accordance with Section 55A-7-22 of the North Carolina General Statutes, unless one-third or more of the votes entitled to be cast in the election of directors are represented in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters listed in Section 3.11 (a) through (h) below that are described in the meeting notice.

3.8 Proxies. Except for the election of Directors for which the use of proxies is **not** permitted, votes may be voted at all meetings of Members either in person or by one or more agents authorized by a written proxy signed by the Member. An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for 11 months unless a different period is expressly provided in the appointment form. Every proxy shall be revocable. A proxy is revoked by the person appointing the proxy as follows:

- (a) Attending any meeting and voting in person; or
- (b) Signing and delivering to the Secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.

3.9 Voting Rights. Each Member shall be entitled to one (1) vote. In all elections for Directors, each Member shall be entitled to vote on a non-cumulative voting basis and the candidates receiving the highest number of votes with respect to the offices to be filled shall be deemed to be elected. In no event may the vote of a Member be split or cast in any manner other than as a whole, it being the express intention of this Section that there be no "splitting" of votes that may be cast by any Member.

3.10 Presiding Officer. The President of the Society, or in the absence of the President, the Vice-President, shall preside at all meetings of the Members. The Secretary of the Society shall act as the secretary of the meeting, or in the absence of the Secretary, the President shall designate some other person to act as the secretary of the meeting. In the absence of both the President and Vice-President, the remaining Board Members present at the meeting shall elect a Presiding Officer for such meeting.

3.11 Order of Business. The order of business at the annual meeting and at any regular or special meeting of the Members generally should be as follows:

- (a) The calling of the meeting to order;
- (b) The calling of the roll;
- (c) The announcement by the Presiding Office of the purposes of the meeting and of the nature of the business to be conducted;
- (d) The reading and approval of the minutes of any former meeting of the Members if such minutes have not been previously read and approved;
- (e) The presentation of the Society's fiscal report by the Society's Treasurer;
- (f) The announcement of the election of Directors;
- (g) The report of activities of the past year including the announcement of the results of the election held and recommendations for the following year by the President;
- (h) The discussion of membership dues and other fees for the following year;
- (i) The presentation of and action, if required, upon reports of officers and committees;
- (j) unfinished business;
- (k) Other new business; and
- (l) Adjournment.

3.12 Required Votes. The vote on any matter of a majority of the votes of the Members present or represented by a valid proxy at a meeting of Members shall be the act of the Members on that matter, unless the vote of a greater number is required by these Bylaws or by law.

3.13 Actions Without Meeting. Any action that may be taken at a meeting of the Members may be taken without a meeting if such action is authorized in a writing setting forth the action taken which is signed by all Members entitled to vote upon such action at a meeting and such consent is filed with the Secretary of the Society to be kept as part of the Society's records.

3.14 Action by Written Ballot. (a) Without regard to the requirements of Section 3.13 above or N.C.G.S. §55A-7-04, and in lieu of any annual, regular or special meeting, any action that may be taken at any annual, regular, or special meeting of Members may be taken without a meeting if the Society delivers a written ballot to every Member entitled to vote on the matter.

(b) A written ballot shall (i) set forth each proposed action, and (ii) provide an opportunity to vote for or against each proposed action.

(c) Approval by written ballot pursuant to this Section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast.

(d) All solicitations for votes by written ballot shall indicate the time by which a ballot shall be received by the Society in order to be counted.

(e) A written ballot must be signed by the Member and a ballot shall not be revoked.

3.15 Adjournments. Any meeting of the Members, whether or not a quorum is present, may be adjourned by the vote of a majority of the Members present or represented by a valid proxy at the meeting to reconvene at a specified time or place. It shall not be necessary to give any notice of the reconvened meeting or of the business to be transacted, if the time and place of the reconvened meeting are announced at the meeting which was adjourned. At any such reconvened meeting at which a quorum is represented or present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE 4 BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

4.1 General Powers of Board of Directors. The property, business and affairs of the Society shall be managed by the Board of Directors (the "Board" or "Board of Directors"). Each Director shall serve for the best interests of the Society. A director shall discharge his duties as a director, including his duties as a member of a committee:

- (1) In good faith;
- (2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (3) In a manner the director reasonably believes to be in the best interests of the Society.

4.2 Number, Term of Office and Qualifications. The number of Directors of the Board of Directors shall be seven (7). The number of Directors shall be an odd number. Directors shall be elected by the Members in a written ballot mailed to and returned by Members. Each Director shall hold office for two (2) years or until his or her death, resignation, retirement, removal or disqualification or until his or her successor is elected and qualifies. The term of office for Directors begins on January 1 following their election at the Annual Meeting to be held in the prior December. Each Director shall be required to be a Member of the Society during his or her term of office and for the two (2) consecutive full calendar years immediately prior to the beginning of such Director's term of office. An Director may be elected to serve no more than two (2) consecutive terms without

an absence of at least one (1) year from service on the Board of Directors. The terms of office of the Directors shall be staggered so that approximately one-half (½) of the Directors are elected each year.

4.3 Nomination. Nominations for election to the Board of Directors may be made by the Board of Directors and shall be solicited by the Election Committee. By October 15th of each year, the Election Committee shall notify the Members of the number of vacancies of the Board of Directors and seek nominations. The nominations shall be closed at 5:00 p.m. on November 1st. At least 4 weeks prior to the Annual Meeting, the Election Committee shall notify the Members of those individuals who have been nominated for election to the Board of Directors.

4.4 Election of Directors. Except as provided in this Article, if there are more nominations than open positions, the Directors shall be elected by the Members in a written ballot mailed to and returned by Members and those persons who receive the highest number of votes shall be deemed to have been elected. If there are less or equal nominations than open positions, the nominations will be accepted and announced at the general body meeting. Cumulative voting is not permitted.

4.5 Removal. Any Director may be removed at any time, with or without cause, by the Members only if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors. A Director may be removed by the Members by ballot, if permissible under Chapter 55A of the North Carolina General Statutes, or at a meeting called for the purpose of removing the Director and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Director. If any Director is so removed, a new Director may be elected at the same meeting. Notwithstanding the foregoing, any Director elected after the effective date of this amendment to the Bylaws who has missed, without the approval of the Board of Directors, three (3) or more consecutive meetings of the Board of Directors may be removed by majority vote of the remaining Directors.

4.6 Vacancies. Except as provided in Section 4.5, any vacancy occurring in the Board of Directors (caused by death, resignation, removal or otherwise) shall be filled in accordance with this Section. Within thirty (30) days, the vacancy shall be published in the newsletter to ask for nominations. The Members may then elect a Director to fill any vacancy occurring in the Board of Directors (caused by death, resignation, removal or otherwise) pursuant to Section 4.4 above and such Director shall serve for the unexpired term of his or her predecessor in office.

4.7 Compensation. No Director shall receive compensation for any service he or she may render to the Society as a Director. With the prior approval of the Board of Directors, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties. An Director may serve the Society in a capacity other than that of Director and may receive compensation as determined by the Board of Directors for services rendered in such other capacity.

ARTICLE 5
MEETINGS OF BOARD OF DIRECTORS

5.1 Place of Meetings. All meetings of the Board of Directors shall be held at the principal office unless impossible due to natural disaster as shall be designated in the notice of the meeting or as agreed upon by a majority of the Directors.

5.2 Regular Meetings. A regular meeting of the Board of Directors may be held immediately after the annual meeting of Members and if not then shall be held within reasonable time thereafter. In addition, the Board of Directors shall hold regular meetings at least once per month and the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings.

5.3 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors or as required by law. Such a meeting may be held as fixed by the person or persons calling the meeting.

5.3 Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least ten (10) days and not more than fifty (50) days before the meeting, give notice thereof by any usual means of communication. Such notice shall specify the purpose for which the meeting is called.

5.4 Waiver of Notice. Any Director may waive notice of any meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.5 Quorum. A majority of the number of Directors fixed by these Bylaws present at the beginning of the meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

In the absence of a quorum at the opening of any meeting of the Board of Directors, such meeting may be adjourned from time to time without notice, other than announcement at the meeting, until a quorum shall be present or represented, by a vote of the majority of the Directors present; and at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

5.6 Manner of Acting. Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present at the beginning of such meeting shall be the act of the Board of Directors. Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or other communications

device that allows all persons participating in the meeting to hear each other. Participation by this means shall be deemed presence in person at the meeting.

5.7 Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Society immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

5.8 Informal Action by Directors. The Board of Directors shall have the right to take any action in the absence of a meeting which they could take at a duly held meeting by obtaining the written consent of all the Directors to the action. Any action so approved shall be filed in the corporate books and records and shall have the same effect as though taken at a meeting of the Board of Directors.

5.9 Special Advisors. Two special advisors shall be appointed by the Board of Directors to advise the Board of Directors. An Administrative Advisor shall advise the Board of Directors on legal, corporate governance and other matters of importance arising from time to time. The Religious Advisor shall provide advice and assistance in the conduct of religious ceremonies and activities. Each special advisor shall serve for a term of one (1) year, which may be extended up to a maximum of three (3) consecutive years.

5.10 Committees of the Board of Directors. The Board of Directors may appoint such committees as it deems appropriate. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors of any responsibility or liability imposed upon it by law.

ARTICLE 6 OFFICERS AND THEIR DUTIES

6.1 Officers. The officers of the Society shall consist of a President and a Vice President, who shall be Directors, and a Secretary and a Treasurer, who shall not be Directors, and such Assistant Secretaries, Assistant Treasurers, and such other officers as the Board of Directors may from time to time elect. All officers shall be Members of the Society.

6.2 Election, Term and Qualification. The officers shall be elected by the Board of Directors each year at least one week prior to the end of the year and each officer shall hold office for one (1) year unless he or she shall sooner die, resign, be removed, or his or her successor is elected or he or she otherwise shall be disqualified to serve.

6.3 Resignation and Removal. Any officer may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Society will be served

thereby. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.4 Bonds. The Board of Directors may require an officer, agent, or employee of the Society to give bond to the Society, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors. The Society shall pay any premium in connection with any bond it requires of an officer. The Board of Directors may approve the payment of the premiums by the Society for any other bond it requires.

6.5 President. The President shall be the principal executive officer of the Society and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Society. The President shall, when present, preside at all meetings of the Board of Directors and Members. The President shall sign, with the Secretary, an Assistant Secretary, or any other proper officer, any deeds, leases, mortgages, promissory notes, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be delegated by the Board of Directors or these Bylaws to some other officer or agent of the Society, or shall be required by law to be otherwise signed or executed; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6.6 Vice-President. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all powers of and be subject to all the restrictions upon the President. The Vice-President shall perform duties as from time to time may be assigned to him by the President or Board of Directors.

6.7 Secretary. The Secretary shall: (a) keep the minutes of the meetings of Members, of Board of Directors and of all Committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the Society records and of the seal of the Society and see that the seal of the Society is affixed to all documents the execution of which on behalf of the Society under its seal is duly authorized; (d) keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; (e) keep or cause to be kept a record of the Society's Members, giving names and addresses of all Members and the number of votes held by each. and prepare or cause to be prepared voting lists prior to each meeting of Members as required by law; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

6.8 Assistant Secretaries. In the absence of the Secretary or in the event of the Secretary's death, inability or refusal to act, the Assistant Secretary, unless otherwise determined

by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. They shall perform such other duties as may be assigned to them by the Secretary, by the President, or by the Board of Directors.

6.9 Treasurer. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for moneys due and payable to the Society from any source whatsoever, and deposit all such moneys in the name of the Society in such depositories as shall be selected; (b) require the additional signature of the President or Vice President on any check written in an amount over \$1,000.00; (c) prepare, or cause to be prepared, a true statement of the Society assets and liabilities as if the close of each fiscal year; (d) shall cause an annual audit of the Society books to be made by an independent certified public accountant at the completion of each fiscal year; (e) issue, at the direction of the Board of Directors, certificates as to whether assessments on a specified Lot have been paid; and (f) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors, or by these Bylaws.

6.10 Special Appointments. The Board of Directors may elect such other officers as the affairs of the Society may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may, from time to time, determine.

6.11 Multiple Offices. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where the action of two or more officers is required.

6.12 Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

6.13 Compensation. Except as hereinafter provided, no officer shall receive compensation for any service he or she may render to the Society as an officer of the Society. If two-thirds (2/3rds) of the Board of Directors determines it to be in the best interests of the Society or the proper administration of the Society's functions, and if included in the budget of the Society, one or more of the officers may receive a reasonable compensation as determined by the Board of Directors from time to time for services rendered as an officer. With the prior approval of the Board of Directors, any officer may be reimbursed for actual expenses incurred in the performance of his or her duties. An officer may serve the Society in a capacity other than that of officer and may receive compensation as determined by the Board of Directors for services rendered in such other capacity.

ARTICLE 7 COMMITTEES

7.1 Executive Committee. The Society shall have an Executive Committee composed of the President, Vice President, Secretary and Treasurer. The Executive Committee shall be responsible for executing the policies of the Board of Directors. The Executive Committee shall

report at each regular or special meeting of the Board of Directors all action that the Executive Committee may have taken on behalf of the Board of Directors since the last regular or special meeting of the Board of Directors.

7.2 Election Committee. On or before September 1st of each year, the Board of Directors shall appoint an Election Committee composed of two (2) members. The Election Committee shall be responsible for soliciting names of nominees for election to the Board of Directors in accordance with Section 4.3 of these Bylaws and presenting the names of nominees to the Board of Directors.

7.3 Audit Committee. Not later than November 30th of each year, the Board of Directors shall appoint the members of the Audit Committee, which shall be composed of at least three (3) members. The Audit Committee shall audit the financial records of the Society and make a report to the Board of Directors and shall present its report to the Members at the Annual Meeting.

7.4 Standing Committees. At its regular meeting in January of each year, the Board of Directors shall appoint the chairpersons for the following committees to aid the activities of the Society:

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|---------------------------------------|-----------------------------|
| (a) Program Committee | (e) Communication Committee |
| (b) Fund Raising Committee | (f) Prasad Committee |
| (c) Membership Committee | (g) Planning Committee |
| (d) Building Administration Committee | (h) Grievance Committee |

Each chairperson shall be a Member of the Society. The Board of Directors shall give each chairperson a written statement of the exact purpose and mission of the committee. The chairperson of each committee shall be appointed each year for a one (1) year term. The Board of Directors may delegate to the chairperson of the committee the power and authority to determine the number of members of the committee and to appoint some or all of the members of the committee.

7.5 Other Committees. The Board of Directors, by resolution duly adopted, may establish such other standing or special committees as it might deem advisable. The members, terms, and authority of such committees shall be as set forth in the resolutions establishing them. No committee shall have the power to take actions prohibited in Section 7.1 of these Bylaws.

7.6 Meetings. Regular and special meetings of any committee established pursuant to these Bylaws may be called and held subject to the same requirements with respect to time, place, and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors.

7.7 Quorum and Manner of Acting. A majority of the members of any committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those committee members present at a committee meeting at which a quorum is present shall constitute the act of the committee.

7.8 Term of Office. Members of any committee shall be appointed as provided in these Bylaws and shall hold office for the term as provided in these Bylaws or until their successors are appointed or until such committee is dissolved by the Board of Directors.

7.9 Resignation and Removal. Any member of a committee may resign at any time by giving written notice of such member's intention to do so to the President or the Secretary of the Society, or may be removed, with or without cause, at any time by the Board of Directors, and in the case of members appointed by the chairperson of the committee, any member of the committee may be removed by the chairperson of the committee.

7.10 Vacancies. Any vacancy occurring in a committee resulting from any cause whatsoever may be filled by the Board of Directors, and in the case of a committee member who was appointed by the chairperson pursuant to a delegation of power from the Board of Directors, which delegation has not been revoked, the chairman of a committee may fill any vacancy in such committee that has not been filled by the Board of Directors.

7.11 Compensation. No committee member shall receive compensation for any service he or she may render to the Society as a committee member of the Society. With the prior approval of the Board of Directors, any committee member may be reimbursed for actual expenses incurred in the performance of his or her duties. A committee member may serve the Society in a capacity other than that of committee member and may receive compensation as determined by the Board of Directors for services rendered in such other capacity.

ARTICLE 8 INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Society shall indemnify the Directors, officers and committee members of the Society and such other persons as approved by the Board of Directors from time to time, for such expenses and liabilities, in such manner, under such circumstances, and to the fullest extent, as permitted by the North Carolina General Statutes, as now enacted or hereafter amended.

ARTICLE 9 FISCAL MANAGEMENT

9.1 Depository. The initial depository for the funds of the Society shall be designated by the Board of Directors and the Board of Directors may change such depository from time to time to another depository. Withdrawal of funds from such depository shall be by checks signed by any two (2) officers of the Society or any other persons authorized by the Board of Directors.

9.2 Fidelity Bonds. Fidelity bonds may be maintained by the Society, in an amount determined by the Board of Directors, covering each Director and officer of the Society, any employee or agent of the Society, and any other person handling or responsible for handling funds of the Society.

9.3 Payment Vouchers. Payment vouchers shall be approved by the Board of Directors, provided that the Board of Directors may delegate such authority to any officer or managing agent of the Society.

9.4 Financial Records. The financial records of the Society shall be made reasonably available for examination upon written request to the Society.

9.5 Fiscal Year. The fiscal year of the Society shall be from January 1 of each year through December 31 of the immediately following calendar year.

ARTICLE 10 MEMBERSHIP REGISTER

10.1 Closing of Register. For the purposes of determining Members of the Society entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the Board of Directors may provide that the membership register shall be closed for a stated period but not to exceed, in any case, twenty (20) days and, in case of a meeting of Members, not less than ten (10) days immediately preceding the date on which the particular action, requiring such determination of Members is to be taken.

10.2 Record Date. In lieu of closing the membership register, the Board of Directors may fix in advance a date as the record date for any such determination of Members, such record date in any case to be not more than twenty (20) days and, in case of a meeting of Members, not less than ten (10) days immediately preceding the date on which the particular action, requiring such determination of Members is to be taken. If the membership register is not closed and no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is mailed shall be the record date for such determination of Members.

10.3 Adjournment-Record Date. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, such determination shall apply to any adjournment thereof except where the determination has been made through the closing of the membership register and the stated period of closing has expired.

ARTICLE 11 GENERAL PROVISIONS

11.1 Books and Records. The books, records and papers of the Society shall at all times, during reasonable business hours be subject to inspection by any Member, or such Member's agent or attorney. The financial statements for the Society for the immediately preceding fiscal year shall be available for inspection by any Member at the principal office of the Society, where copies may be purchased at a reasonable cost.

11.2 Seal. The seal of the Society shall consist of two concentric circles between which is the name of the Society and in the center of which is inscribed "SEAL".

11.3 Waiver of Notice. Whenever any notice is required to be given to any Member or Director by law or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be equivalent to the giving of such notice.

11.4 Amendments. These Bylaws may be amended by the Members entitled to vote thereon, in a written ballot mailed to and returned by Members, by two-thirds (2/3rds) of the votes cast or by a majority of the votes entitled to be cast on the amendment, whichever is less. However, the minimum total number of votes shall be no less than fifty-one (51%) percent of the total membership. Notwithstanding any other provision herein to the contrary, only Members (and not honorary members or inactive members) are entitled to notice and the right to vote on any matter concerning the Society, including but not limited to the amendment of these Bylaws.

11.5 Compliance with Statutes. These Bylaws are set forth subject to the requirements of Chapter 55A of the North Carolina General Statutes, as amended, replaced and recodified from time to time. In the event these Bylaws conflict with the provisions of said statute, it is hereby acknowledged and agreed that the provisions of such statutes will control.

Proposed November 15, 2005