



SRI SHIRDI SAI SOCIETY OF NORTH EAST FLORIDA, INC.

(A 501©3 Non-Profit Organization)

BYLAWS

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SRI SHIRDI SAI SOCIETY OF NORTH EAST FLORIDA, INC.

(A 501©3 Non-Profit Organization)

AMENDED AND RESTATED BYLAWS

These Bylaws govern the affairs of **Sri Shirdi Sai Society of North East Florida, Inc.** a Florida Nonprofit Religious Corporation (the "Temple" or "Organization" or "Society"). The Temple is organized under the Florida Nonprofit Corporation Act, as amended (the "Act").

ARTICLE 1: NAME and PRINCIPAL OFFICE

The name of this religious nonprofit organization is "**Sri Shirdi Sai Society of North East Florida, Inc.,**" The principal office of the Temple in the State of Florida shall be located in Jacksonville. The Trustees of the Temple of the Temple shall have full power and authority to change any office from one location to another, within North East Florida. The Temple shall comply with the requirements of the Act and maintain a registered office and registered agent in Florida. The registered office may be, but need not be, identical with the Temple's principal office in Florida.

ARTICLE 2: STATEMENT OF FAITH AND BELIEFS

Faith is based on Shirdi Sai Baba's 11 Assurances/Teachings:

1. Whoever puts his feet on Shirdi soil, his sufferings would come to an end.
2. The wretched and miserable would rise into plenty of joy and happiness, as soon as they climb the steps of My Samadhi.
3. I shall be ever active and vigorous even after leaving this earthly body.
4. My tomb shall bless and speak to the needs of my devotees.
5. I shall be active and vigorous even from the tomb.
6. My mortal remains would speak from the tomb.
7. I am ever living to help and guide all who come to me, who surrender to me, and who seek refuge in me.
8. If you look to Me, I will look to you.
9. If you cast your burden on me, I shall surely bear it.
10. If you seek my advice and help, it shall be given to you at once.
11. There shall be no want in the house of my devotee.

All devotees of Baba find His promises come true, even many years after He left the mortal body. Baba used to call His devotees as children and like the true father, kept busy day-in and day-out for their temporal as well as spiritual Uplift. In today's world the children of God, torn asunder by religious, social, and sectarian strife, should run to the father to experience that love which can only unite them. Human beings may conquer all the planets and stars before they learn the magic formula to conquer the hearts of their fellow beings. The formula has been given by the Master. It is for us to follow to make the world a better place to live.

The Mission of this Temple is to provide a place of worship for the devotees of **Sri Shirdi Sai Baba**, to follow the spiritual teachings of **Sri Shirdi Sai Baba** through **Sai Satchartira**, and to sponsor or support religious, cultural, educational, charitable activities or organizations in the United States and around the world.

The Vision of the society is to expand and construct the **Sri Shirdi SaiBaba Temple** at the society's permanent location – 5180 Greenland Road, Jacksonville FL to facilitate worship and services that are similar at the **Shri SaiBaba Sansthan Trust, Shirdi**, Maharashtra, India.

ARTICLE 3: AUTONOMY

The Temple is autonomous and maintains the right to govern its own affairs, independent of any outside control. Recognizing, however, the benefits of cooperation with other Temples in world missions and otherwise, this Temple may voluntarily affiliate with any Temples of like precious faith with the provisions mentioned in these bylaws.

ARTICLE 4: PURPOSES

The Organization is formed for any lawful purpose or purposes not expressly prohibited under the Act. The Organization is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Society's purposes also include the limited participation of the society in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Society are:

- (a) To provide a place of worship for the devotees of Sri Shirdi Sai Baba and to follow the spiritual teachings of Sri Shirdi Sai Baba through Sai Satchartira.
- (b) To construct the Sri Shirdi SaiBaba Temple that is similar in design and functionality as the Shri SaiBaba Sansthan Trust, Shirdi (Maharashtra) in India at the society's permanent location – 5180 Greenland Road, Jacksonville FL.
- (c) To promote the worship of Sri Shirdi Sai Baba by any appropriate form of expression, within any available medium, and in any location, through the Society's combined or separate formation, of a temple, ministry, charity, school, or eleemosynary institution, without limitation.
- (d) To sponsor or support religious, cultural, educational, community services, scientific and charitable activities or organizations in the United States and around the world.
- (e) To employ and discharge ordained priests of Sri Shirdi Sai Baba, and others, to conduct and carry on divine services at the place of worship of the Society, and elsewhere.
- (f) To collect and disburse any and all necessary funds for the maintenance of said Society and the accomplishment of its purpose within the State of Florida and elsewhere.
- (g) To make distributions to organizations that qualifies as exempt organizations under section 501(c) (3) of the Internal Revenue Code of 1986 as amended.

- (h) This Society is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Society; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Society. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

ARTICLE 5: POWERS AND RESTRICTIONS

Except as otherwise provided in these Bylaws and in order to carry out the above-stated purposes, the Trustees of the Temple, the Executive committee and Life Members shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Organization shall have all implied powers necessary and proper to carry out its express powers. The powers of the Organization to promote the purposes set out above are limited and restricted in the following manner:

(a) The Organization shall not pay dividends and no part of the net earnings of the Organization shall ensure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Organization shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Organization) in furtherance of its purposes as set forth in these bylaws.

(b) No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Certificate, the Organization shall not carry on any other activities not permitted to be carried on by (i) a Organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) In the event this Organization is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(d) The Organization shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

(e) The Trustees at its sole discretion may initiate project specific donations. If the specific project is not initiated in three (3) years the Society must notify the donor of this decision and the donor may receive a refund of the prorated portion of the unspent amount, if he/she so chooses. If any funds remain after the completion of the specific project, those funds will be utilized by the Society at its discretion.

ARTICLE 6: MEMBERS

6.01 Membership:

The Temple shall have two classes of members as set forth herein, more specifically '*Life Member*' and '*Annual Member*'. Membership in this Temple shall consist of all persons who have met the qualifications of a particular class of membership of the Temple and are listed on the membership roll. The Executive Committee with an approval by the Trustees of the temple may adopt and amend application procedures and fees for membership of the Temple. Life members are those who have made donations at a level as determined by the Executive Committee in consultation with the Trustees of the Temple. Membership is per household; the spouse gets the membership automatically. However, there will be only two votes per household, one for each spouse.

6.02 Qualifications for Membership:

The minimum qualifications for membership are as follows:

- I. Members must be at least eighteen (18) years of age
- II. Devotee of Shirdi Sai Baba
- III. Completion of each calendar year's membership application form (only one-time for Life Members)
- IV. Support Mission & Vision of Sri Shirdi Sai Society of North East Florida
- V. Payment in full (or approved to pay in installments for Life Members), membership dues as recommended
- VI. Willingness to Volunteer and serve at the Temple
- VII. Agreement to abide by the bylaws of the Temple

6.03 Life Members Donations and recognition

Executive Committee with an approval from the Trustees of the Temple may propose changes in the level of donations for established categories of Membership, including Life Members categories as a change to the by-laws, but such changes will not take effect until after approval is recorded. The Executive Committee may establish additional donor categories and/or payment schedule for donation and/or Life Membership without a lag period provided. However, that the status of members in existing categories should not be changed. All donations, once made, become the property of the Society and are non-refundable and/or non-transferable or will not be compensated by any other means. Any intellectual, material, sponsorships, expenses on a specific project or event or any other forms of donations are not accounted towards membership dues.

The Executive Committee may propose a change to the amount of the contribution required to become a '*Life Member*' but it needs an approval by two third (2/3) majority vote of all the Trustees of the Temple.

The Life membership privilege can be obtained only *after* the full payment of the membership dues.

Life Members will be recognized as follows:

Life Member: Devotees who made a non-refundable contribution of \$5,000 or more

Patron: Devotees who made a non-refundable contribution of \$5,001 to \$25,000

Benefactor: Devotees who made a non-refundable contribution of \$25,001 to \$100,000

Grand Benefactor: Devotees who made a non-refundable contribution of \$100,001 or above

Life Members who have their non-refundable contribution is at Benefactor level or Grand Benefactor will become the Trustees of the Temple

6.04 Life Members Rights and Responsibilities

Life Members must pay nonrefundable Life Membership fee as established by these bylaws. All Life Members must agree to abide by the Temple's membership covenant. The names of Life Members will be added to the Sankalpa List during the four (4) major festivals celebrated in the temple like Ramanavami, Guru Purnima, Temple Anniversary and Sai Punyathithi (Vijaya Dashami). Life Members are the only members eligible to serve as the Trustee or Executive Committee or chair person of any Volunteer committee or to serve as any officer of the Temple. Only Life members in good standing, are entitled to vote (2 votes per household, one for each spouse), may vote on matters of business which are properly presented at any Temple membership meeting. Only Life members are considered as the general body members of the temple.

6.05 Annual Members Donations and recognition

The duration of an Annual Member's membership is for one year (1 year) from the date of membership. The Annual membership fee is \$116. Annual Members must pay nonrefundable Annual Membership fee as established by the Executive Committee. The fee must only be paid as single payment by the member.

6.06 Annual Members Rights and Responsibilities

The Annual Members must agree to abide by the Temple's membership covenant. Annual Members are not eligible to serve as the Executive Committee or Chair of any volunteer committees. They can serve as vice-Chair of any volunteer committees; Chair or vice-Chair of any ad-hoc committees. Spouse of an Annual Member is also considered Annual member. Annual members are *not* entitled to vote on any matters of the business.

6.07 Termination and Dismissal of Membership:

Members shall be suspended or removed from the temple roll for the following reasons:

- a) By personal request of the member
- b) Death
- c) Suspension or Termination of membership recommended by the Executive Committee and approved by the Trustees of the Temple as it deems necessary, should follow the below criteria to successfully execute the suspension or termination

The Executive Committee may recommend to terminate a person's temple membership when the member's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the

influence of the Temple in the community. However, the termination of the Life Member shall require the vote of two-thirds (2/3) of the Life Members are in favor of termination at a duly noticed specially called, in-person meeting or virtual meeting or via electronic voting. However, termination of a Trustee should follow the process documented in section 7.03.02 *Termination of Trustees of the Temple*.

6.08 Restoration of Membership:

Terminated members may be restored by the recommendation by the Executive Committee to the Trustees of the Temple when their life-styles are judged to be in accordance with the membership covenant. However, the restoration of membership shall require the vote of two-thirds (2/3) of the Life Members are in favor of restoration at a duly noticed specially called in-person meeting or virtual meeting or via electronic voting.

If deemed necessary, the Executive Committee of the temple may impose any conditions that require the vote of two-thirds (2/3) of Life Members are in favor of the condition at a duly noticed specially called in-person meeting or virtual meeting or via electronic voting.

6.09 Membership Withdrawal:

A member may withdraw their membership upon provision of written notice to the Executive Committee. However, any paid dues\fees will not be returned or transferred or compensated.

ARTICLE 7: MANAGMENT OF THE TEMPLE:

7.01 Management:

The Powers to manage and govern the affairs of the society is vested in the Executive Committee along with the approvals of the Advisory Board (a.k.a. 'AB') and the Trustees of the Temple as needed. The Executive Committee is required to work very closely with all the Chair of the respective Volunteer committees and Advisory Board.

7.02 Executive committee:

The Executive committee, (a.k.a 'officer') of the Temple shall be the President, Vice President, Secretary, Treasurer and Vice-President of Operations. The term limit for the Executive Committee member is for one (1) year (January 1st through December 31st). The President acts as the moderator for all society related affairs and considered as the Executive Officer. In the event of a vacancy in the office of President, the Vice President shall act as moderator. The Secretary shall establish the agenda, protocol, and rules of order for each meeting and shall conduct the meeting accordingly. The Secretary is responsible to document the minutes of any meetings and publish them in a timely manner.

7.02.01 Nomination and Election of Executive Committee:

In the interest of the Society, Advisory Board of the Temple controls the Nomination process. The Advisory Board must notify the Trustees of the Temple and call for formation of 3 member sub-committee (a.k.a. 'NEC' - Nomination and Election Committee) from the members of the Advisory Board or Trustees of the Temple to orchestrate the overall process. The Nomination and Election Committee formation must be completed by October 31st. Nomination and Election Committee should start the nomination process by November 15th and complete all formalities and the formation of Executive Committee by November 30th, effective January 1st. Starting December 1st through December 31st is considered as the transition period for the Executive Committee. Any Life Member may nominate himself/herself to serve on the Executive Committee of the Temple in accordance with the policies and procedures adopted by these by-laws. Upon the approval by the Nomination and Election committee, the persons

nominated shall be presented to the Life Members in good standing for election at a regular or special meeting of the members.

The nominee must be

1. Resident of Greater Jacksonville Area
2. Active Life Member of Sri Shirdi Sai Baba Temple of north East Florida
3. Active Life member who have completed a minimum of one (1) full year of Life Membership prior to nomination submission deadline
4. who have not been convicted of a felony
5. Only one (1) nomination may be made per household
6. Any nominee or the immediate spouse who is already serving as an officer of an Executive Committee at SSSSNEFL or any other non-profit organization is not allowed to nominate for an officer of the Executive Committee for the 'same' position (President, Vice-President, secretary, Treasurer and Vice-President of Operations)
7. Any nominee or the immediate spouse who is already serving as an officer of an Executive Committee at SSSSNEFL or any other non-profit organization is allowed to nominate for an officer of the Executive Committee for a 'different' position (an existing EC member nominating for a different EC position) but not more than 2 consecutive terms.
8. Any nominee or the immediate spouse is not allowed to be the President for more than 3 Terms in lifetime.

Eligible nominees will be presented to the membership of the Temple at a regular or special meeting of the members. If only one nomination for each position or fewer eligible nominations are made on or before the due date, the nominations will be presented to the membership for ratification. If no nomination was received for the officer positions, Nomination and Election Committee shall nominate the executive committee members and present to the life members at a regular or special meeting organized for the said purpose. For such meeting, if the quorum requirements are met, The executive committee can be formed with the approval of the majority of the Life Members at a duly noticed specially called, in-person meeting or virtual meeting or via electronic voting.

If more than one eligible nominations are made for any position on or before the due date, the nominees will be presented to the membership for a vote at a duly noticed specially called, in-person meeting or virtual meeting or via electronic voting. The Five (5) nominees receiving the most votes in each position will constitute the Executive Committee of the Temple.

7.02.02 Executive Committee Term and conditions:

All officers shall be elected to serve for a term of one (1) year, for the period January 1st through December 31st. The term is considered complete on December 31st even it falls short of one (1) year. Any officer or the immediate spouse is **not** eligible for re-election for the following term in Executive Committee for the 'same position', subject to the following conditions

- a. An officer or the immediate spouse had served partial term and served less than 3 months
- b. An officer or the immediate spouse became an Executive Committee member due to the vacancy in that position and served less than 3 months

In other words, an Executive member holding the position for less than 3 months is not considered a full term.

7.02.03 Resignation of Officers:

Any Officer may resign at any time by giving written notice to the Society, which will be discussed with the Advisory Board. Upon Approval from Executive Committee and Advisory Board, any such resignation shall take effect on the date of the 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.

7.02.04 Vacancies:

The Executive Committee is not required to fill a vacancy so long as there are a minimum of three (3) officers - President, Secretary and Treasurer serving on the Executive Committee, and the remaining term is less than or equal to three (3) months. Any decision to fill a vacancy in this instance is in their sole discretion after an approval from two thirds (2/3) of the Trustees of the temple.

If a vacancy occurring in the Executive Committee of the Temple and the remaining term of that position is *more* than three (3) months, it may be filled by the affirmative vote of the majority of the Life members present at a duly noticed, specially called, in-person meeting or virtual meeting or via electronic voting. For such meeting, if the quorum requirements are met, the person so elected to fill a vacancy shall be appointed for the unexpired term of the predecessor in office.

A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date may be filled before the vacancy occurs; however, the officer may not take office until the vacancy occurs.

7.02.05 Other Activities:

The Executive Committee of the Temple shall be responsible for all other activities and transactions, and may select a team from the Life Members to assist and server in various functions, including but not limited to the following:

- a. Media communications
- b. Tax filing documents
- c. Documents for changing of authorized signatures at banks and financial institutions
- d. Web site maintenance, renewal and ownership information
- e. Email and email group management authority
- f. Confidential membership list and email list database
- g. Organization license renewal information, state and Federal filings if any
- h. Insurance information
- i. Property records
- j. Announcements
- k. Fund raising
- l. Worship Services
- m. Humanitarian activities
- n. Spiritual and religious Education
- o. Planning and Facilities
- p. Public Relations and Community Outreach
- q. Special events
- r. Finance and inventory Audit.

7.03 Trustees:

The Trustees of the Temple shall consist of those Life Members who's financial contributions are at Benefactor level (Devotees who made a non-refundable contribution of \$25,001 to \$100,000) or Grand Benefactor level (Devotees who made a non-refundable contribution of \$100,001 or above) level. Both spouses from the same family is recognized as the Trustee of the Temple, however; only one spouse from each family is recognized as the Trustee of the Temple to 'Vote' the matters of the business.

7.03.01 Actions of Trustees of the Temple:

The Trustees of the Temple shall try to act by consensus. However, the vote of a majority of the Trustees present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Trustees of the Temple unless the act of a greater number is required by law or the bylaws. A Trustee who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Trustees of the Temple.

The Advisory Board will serve in the capacity of ex-officio advisers to the Executive Committee or any committee. The Advisory Board will ensure that the Executive Committee shall adhere to the Constitution & these Bylaws. Additionally, the Advisory Board will assist the Executive Committee or any committee and Members in resolving conflicts arising within the Executive Committee or between member and any committee; to assist in smooth operations of the Society. The total number of members on the Advisory Board is nine (5) with a 1-year term per member. The Advisory Board shall elect a Chairperson and Vice-chairperson every year to conduct the proceedings of the Advisory Board. The Advisory Board is responsible for the formation of the Financial Audit, Transition Process, Nominations, each year and shall carry out the duties as set forth in the Constitution and the Bylaws. Advisory Board is responsible for making sure the smooth transition from past Executive Committee to the current Executive Committee. The Advisory Board should clearly define the transition guidelines and timelines for each transitional item.

Any decision made by the Trustees of the temple may be overridden by the vote of a simple majority of Life Members attending at a duly noticed specially called, in-person meeting or virtual meeting or via electronic voting at the general body meeting in which a quorum of 50% of the membership is established; provided, however, that the Trustees may reinstitute its action if 75% of the total Trustees vote in favor of such; but provided, further, that any action so reinstated may itself be overridden by the simple majority vote of Life Members attending a duly noticed specially called, in-person meeting or virtual meeting or via electronic voting at the general body meeting in which a quorum of 60% of the membership is established, and if so overridden will then become final and binding upon the Society. Where these minimum requirements for a quorum are not established, no vote will be taken and the majority of Trustees decision will stand.

7.03.02 Termination of Trustees of the Temple:

A meeting to consider the removal of powers to 'vote' as a Trustees of the Temple may be called and noticed following the procedures provided in these Bylaws. Trustees powers to 'vote' may be suspended or terminated from Trustees of the Temple when, in the opinion of the Trustees of the Temple, the Trustee's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the influence of the Society in the community. Suspension of powers for the defined period of the Trustee shall require the in-person vote of two-thirds (2/3) of the total Trustees of the Temple in favor of suspension at a duly noticed specially called, in-person meeting. Termination of Temple membership shall require the vote (in person) of half of (1/2) the all Life Members together in favor of termination at a duly noticed specially called, in-person meeting. Trustee suspended at least once, should never be allowed to serve as the Executive Committee member or Advisory Board or Chair/Vice-Chair of any committee.

7.03.03 Resignation of Trustee:

Any Trustee may resign at any time by giving written notice to the Temple. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation is mandatorily necessary to make it effective.

7.04 Powers:

The Powers to manage and govern the affairs of the society is vested in the Executive Committee along with the approvals of the Advisory Board and the Trustees of the Temple as needed. The Executive Committee is required to work very closely with all the Chair of the respective Volunteer committees and Advisory Board.

Executive Committee is responsible to operate and maintain the management of the temple. Advisory Board of the temple shall have the powers to resolve any conflicts within the Executive Committee or any committees. The Trustees of the Temple shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations subject to any limitations under the Act, the Articles of in Organization of the Temple. In particular, the two-thirds (2/3) majority of the total Trustees of the Temple shall approve any acquisition and disposition of Temple property, which includes the management of its financial resources subject to any limitations under the Act, the Articles of in Organization of the Temple, and these Bylaws. While Executive Committee is responsible to operate and maintain the temple, Two-thirds (2/3) majority of the Trustees of the Temple shall approve the decisions including but not limited to buy/sell mortgage, pledge, permanent Temple layout, building placement, plans, cost, deities approval and or placement, employment choices, vendor selection or encumber any Temple property and incur related indebtedness subject to any limitations under the Act, the Articles of in organization of the Temple, and these Bylaws.

Any decision made by the Executive Committee of the temple may be overridden by the vote of the two-thirds (2/3) majority of the Advisory Board attending at a duly noticed specially called, in-person meeting or virtual meeting or via electronic voting in which a quorum of 75% of the total Advisory Board is established; provided, however, that the Executive Committee may reinstitute its action if the simple majority vote of Life Members attending at a duly noticed specially called, in-person meeting or virtual meeting or via electronic voting at the general body meeting in which a quorum of 60% of the membership is established, and if so overridden will then become final and binding upon the Society. Where these minimum requirements for a quorum are not established, no vote will be taken and the two-thirds (2/3) majority of Advisory Board decision will stand.

7.05 No Compensation:

No officer or any member, if any, of this organization shall receive, either directly or indirectly, any salary, compensation, or other financial benefit due solely to his or her position as an officer, Notwithstanding this provision , an officer may be compensated for providing services rendered by the officer to SSSSNEFL for which service commercial or professional compensation is customarily paid, in an amount reasonable under the circumstances and in accordance with prevailing community standards of compensation for similar services

7.06 Financial Transactions:

The Executive Committee must present annual budget to the Advisory Board by end of January 30th and set themselves the financial goals. The President and/or Treasurer shall be the only persons authorized to sign checks for the organization. President or Treasurer can sign the checks without any approval of the majority vote of Advisory Board for an amount not exceeding five thousand dollars (\$5,000.00) per occurrence. Any expenditure that is paid in full or in parts, exceeding five thousand dollars (\$5,000) shall require the signatures of both the Treasurer and the

President. Any expenditure that is paid in full or in parts, exceeding five thousand dollars (\$5,000) shall require an approval of two thirds (2/3) of the Advisory Board of the Temple prior to the payment or commitment. Any expenditure exceeding ten thousand dollars (\$10,000) shall require the advance approval of two thirds (2/3) of the total Trustees of the Temple.

7.07 Meetings:

Unless otherwise stated herein, in-person meetings of the Temple members shall be held in the primary place of worship or such other place or places as may be designated from time to time by the Executive Committee of the Temple. 'Robert's Rules of Order' will be followed to conduct and conclude on the matters of the business. The Executive Committee should facilitate the meeting with the Trustees of the Temple, Volunteer committees at least once a quarter to update the Temple operations. Executive Committee is responsible to publish the agenda, attendance, action items and the overall minutes of the meetings to all the Life members and preferably posted at the temple website.

a. Regular Meetings :

Executive committee must conduct the regular temple membership meetings on every month. All the Executive committee members, Volunteer committee members are required to attend the regular meetings while the Advisory Board are optional. The agenda, time and place of the Temple membership meetings shall be announced by written notification (e-mail) to the members at least two weeks prior to the meeting. Executive Committee is responsible to conduct, document and publish the minutes of the meetings on timely manner.

b. Quorum :

A majority of the number of Members then in office and present at a duly called or held meeting with at least 3 of the Executive officers shall constitute a quorum for the transaction of Organization at any meeting of the Temple unless a greater portion is required by these by-laws. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if members leave the meeting. However, no action may be approved without the vote of at least a majority of the number of members in attendance required to constitute a quorum. An Officer's vote must be made in person or via an email using the registered e-mail address or via an electronic voting or by verbal proclamation over the telephone during any meeting or by submission of the Officer's vote in a sealed envelope presented in-person to the President of the Temple prior to the meeting . If a quorum is not present on time during a meeting, a majority of the members present may adjourn and reconvene the meeting at another time without further notice.

c. All General Members Meetings :

Annually conducted meetings of All Members may be held with a prior notice, date and agenda that is duly communicated to all the members of the Society. Executive Committee is responsible to document and publish the minutes of the meetings on timely manner. Minimum Ten (10%) of the Life Membership may petition the Executive Committee for a general body meeting with a specific agenda. Once petitioned, the Executive Committee must call a general body meeting within 4 weeks and facilitate the meeting as per the by-laws .

d. Special Meetings :

Special meetings shall be called by the Executive Committee or Trustees of the Temple or as otherwise provided herein. Special meetings may be called at any time provided, the notice is given in mail (or e-mail) to all members entitled to vote at least two weeks prior to the meeting.

1) The notice of the date, time, place of special meetings and agenda shall be given to each Life member by one of the following methods: (a) by personal delivery of written notice; (b) by mail, postage paid; (c) by telephone communication, either directly to the Life Member or to a person at the Life Member's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Life Member; (d) by telecopy to the Life Member's office or home; or (e) by electronic mail ("e-mail").

2) Time Requirements. Notice sent by mail shall 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, telecopy or e-mail shall be delivered, telephoned, faxed or e-mailed to the officer or given at least forty-eight (48) hours before the time set for the meeting.

3) Notice Contents. The notice shall clearly state the date, time, place and agenda for the meeting. Unless otherwise expressly stated herein, the notice must specify the purpose or the business to be transacted at the special meeting.

e. Moderator :

The moderator shall establish the agenda, protocol, and rules of order for each meeting, and he shall conduct the meeting accordingly. The Secretary shall serve as the moderator at all Temple meetings. In his\her absence a moderator *pro tempore* may be appointed by the President.

f. Cancellation of meeting :

Scheduled meetings can be cancelled with approval of two-thirds (2/3) majority of the Life Members and must be communicated promptly.

g. Voting :

Life members in good standing present in-person entitled to vote, may vote on matters of business which are properly presented at any Temple membership meeting. However, unless otherwise expressly stated, voting can be conducted in a virtual meeting or via electronic platform. A vote of the membership duly taken and recorded shall, by a simple majority or as per explicitly mentioned in these Bylaws, constitute the binding position of the membership on any motion, resolution, or any transaction of business. A vote may be taken in any manner deemed expeditious by the moderator.

7.08 Proxies:

Voting by proxy is strictly prohibited.

7.09 Notice of Religious Gathering:

The annual meeting and specially called business meetings of Sri Shirdi Sai Baba Temple of North East Florida are private religious gatherings. Sri Shirdi Sai Baba Temple of north east Florida reserves the right to limit attendance to Sri Shirdi Sai Baba Temple of north east Florida members and guests, and may take any and all necessary and available actions against disruptive persons.

7.10 Duties of the Executive Committee of the Temple:

The officers of the Temple shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Temple. Officers of the Temple may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Temple or another person that were prepared or presented by a variety of persons, including officers and employees of

the Temple, professional advisors or experts such as accountants or legal counsel. An Officer of the Temple is not relying in good faith if the officer has knowledge concerning a matter in question that renders reliance unwarranted.

7.11 Temple Inquiries:

In any case where an inquiry arises regarding Temple policy, doctrine, membership discipline, questions of Temple property, or with respect to any other matter that shall arise concerning the Temple, its internal workings, and its governance by any member, devotee, visitor or other person who is ministered to during religious services held by the Temple, or at other times, the Executive Committee and the Trustees of the Temple shall decide such question by majority votes.

7.12 Temple Disruptions:

Any person deemed by a majority of the Executive Committee and the Trustees of the Temple to: (a) be in substantial disagreement with the doctrine and interpretation espoused by the Temple; or (b) pose a physical or psychological threat to any person or to the Temple; or (c) deemed by a majority of the officers present in person to be causing, about to cause, or capable of causing disruption to the religious services and activities of the Temple, shall be considered a trespasser on Temple property and may be ejected summarily. No officer shall incur any liability for acting in good faith in the interests of the Temple pursuant to this section.

7.13 Deadlock:

In the case where the members of the Temple shall, by reason of deadlock (whether because an even number of Life Members is seated on the meeting, or because certain Life Members are absent even though a quorum is present, or because of abstention, or for any other reason), be unable to reach a conclusive vote on any issue before the Executive Committee of the Temple, then, in such instance, the majority vote of Trustees of the Temple shall cast an additional ballot which shall be known as a "majority ballot," so that an official act or decision may be taken by the Executive Committee of the Temple.

ARTICLE 8: VOLUNTEER COMMITTEES

8.01 Establishment:

The Executive Committee of the Temple may, at its discretion, adopt a resolution establishing one or more Volunteer Committees. Any and all Volunteer Committees shall conform to rules established by the Executive Committee.

8.02 Delegation of Authority:

Volunteer Committees shall try to take action by consensus. Each Volunteer Committee shall consist of two or more members. If the Executive Committee of the Temple establishes or delegates any of its authority to a Volunteer Committee, it shall not relieve the officers of the Temple, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Executive Committee of the Temple shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Volunteer Committees. No Volunteer Committee shall have the authority to: (a) amend the Articles of Incorporation; (b) adopt a plan of merger or a plan of consolidation with another Temple; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Temple; (d) Authorize the voluntary dissolution of the Temple; (e) revoke proceedings for the voluntary dissolution of the Temple; (f) adopt a plan for the distribution of the assets of the Temple; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a Volunteer Committee or an Officer of the

Temple; (i) approve any transaction to which the Temple is a party and that involves a potential conflict of interest; (j) any financial transactions or check signing authority; (k) take any action outside the scope of authority delegated to it by the Executive Committee or in contravention of the Act.

The Vice-President of operations is responsible to lead and resolve any controversies among the members of the volunteer committees. However, the President shall serve as an ex officio member of all Volunteer Committees.

8.03 Term of Volunteer Committee:

Each member of a Volunteer Committee shall serve until the term of the current Executive Committee, or until a successor is appointed. However, the term of any Volunteer Committee member may terminate earlier if the Volunteer Committee is terminated by the Executive Committee of the Temple, or if the member ceases to qualify, resigns, or is removed as a member of the Temple. A vacancy on a Volunteer Committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a Volunteer Committee shall serve for the unexpired portion of the terminated Volunteer Committee member's term.

8.04 Chair and Vice-Chair:

Unless otherwise expressly stated herein, one member of each Volunteer Committee shall be designated as the chair, and another member shall be designated as the vice-chair. The chair of any Volunteer Committee must be a Life Member. The chair and vice-chair of each Volunteer Committee shall be appointed by the President with consultation from the outgoing chair. The chair of volunteer committees shall call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair. However, if the vice-chair is not a Life Member, is not entitled to vote.

8.05 Ad-hoc Committees:

The President, in consultation with the Executive Committee, shall have the power to establish ad-hoc committees to accomplish specific tasks and operations necessary to meet the goals and objectives of the organization. The Executive Committee may dissolve any ad-hoc committee whenever the Executive Committee determines that the purpose of the ad-hoc committee has been accomplished. The Trustees of the Temple may also form ad-hoc committees for a specific purpose and duration.

ARTICLE 9: TRANSACTIONS OF THE TEMPLE

9.01 Contracts and Legal Instruments:

The President upon the approval from the majority of the Advisory Board of the Temple may authorize an individual officer or agent of the Temple to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Temple. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments. All contracts with any individual or institution shall be in writing and signed by President along with either one of the following two officers: Secretary or Treasurer.

9.02 Deposits:

All funds of the Temple shall be deposited to the credit of the Temple in banks, trust companies, or other depositories. All deposits to any account shall be made aware of one of the following three officers: President, Secretary, and Treasurer.

9.03 Gifts:

The Temple may accept any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Temple including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The Executive Committee may make gifts and donate charitable contributions not in excess of \$1,000 (one thousand dollars) that are not prohibited by these Bylaws, the Articles of Incorporation, state law, or any requirements for maintaining the Temple's federal and state tax status. Should the Executive Committee desire to make a gift or charitable contribution in excess of \$1,000 (one thousand dollars), the Executive Committee should seek the approval of the two thirds (2/3) of Advisory Board of the Temple.

9.04 Potential Conflicts of Interest:

The Temple shall not make any loan to an officer or member of the Temple. An officer or committee member or Trustee of the Temple may lend money to and otherwise transact business with the Temple except as otherwise provided by these Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Temple has the same rights and obligations relating to those matters as other persons transacting business with the Temple. The Temple shall not borrow money from or otherwise transact business with an officer or committee member or Trustee of the Temple unless his\her financial interest has been fully disclosed to the Trustees of the Temple, and the transaction is described fully in a legally binding instrument, and is in the best interest of the Temple. The Temple shall not borrow money from or otherwise transact business with an officer or committee member or Trustee of the Temple without full disclosure of all relevant facts prior to entering into the transaction, or without the approval of the two third (2/3) of Trustees of the Temple, not including the vote of any person having a personal interest in the transaction. All Life Members and officers have a continuing duty to self-report potential conflicts of interest.

9.04.01 Conflict of Interest of an Officer:

Executive Committee of the Temple shall avoid conflicts of interest in the carrying out of their responsibilities. In case of conflicts of interests, which are defined as any activity that might result in personal gain (financial or otherwise) for the office holder or family member of the office holder, that office holder should bring the potential conflict of interest to the attention of the Trustees of the Temple for a decision related to the continuation or discontinuation of the activity of that office holder. Any officer of the Executive Committee position (President, Vice-President, Secretary, Treasurer and Vice-President Operations) must not serve as an officer of an Executive Committee of any other non-profit organization. Such officer should notify the Executive Committee and the Trustees of the temple and must resign, if not can be terminated from the Executive Committee.

9.05 Ownership and Distribution of Property:

(a) The Temple shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

(b) "Dissolution" means the complete disbanding of the Temple so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Temple, its property shall be applied and distributed as follows:

- (1) All liabilities and obligations of the Temple shall be paid and discharged, or adequate provision shall be made therefore;
- (2) Assets held by the Temple upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
- (3) Assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic corporations, societies, or organizations

that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the Corporation; this distribution shall be done pursuant to a plan adopted by the Trustees of the Temple and the approval of the majority of the membership present in person at a duly noticed specially called meeting of the membership;

(4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Organization is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Temple's Statement of Faith and basic form of Government.

9.06 Approval of Purchases:

The purchases of assets up to \$10,000 (Ten thousand dollars) shall be subject to the prior approval of a two third (2/3) majority of the Trustees of the Temple. The purchase of assets greater than \$10,000.00 (Ten thousand dollars) and less than \$100,000 (One hundred thousand) shall be subject to the prior approval of the Trustees of the Temple and a simple majority of the Life members present at a duly called regular or special meeting to consider the purchase of the assets. The purchase of assets valued at \$100,000 (One hundred thousand dollars) or more shall require the prior approval of an affirmative vote of two-thirds (2/3) majority of the Trustees of the Temple and a two-thirds (2/3) majority of ALL the Life members to consider the purchase of the assets.

ARTICLE 10: BOOKS AND RECORDS

10.01 Required Books and Records:

The Temple shall keep correct and complete books and records of all accounts. The Treasurer shall prepare and maintain monthly financial records, which accurately demonstrate the financial position of the Temple. These records shall consist of a balance sheet and income and expense report or such other documents.

10.02 Fiscal Year:

The fiscal year of the Temple shall begin on the first day of January and end on the last day of December in each year.

10.03 Audited Financial Statements

The Temple shall have each annual financial statement of the Temple audited by a certified public accounting firm. Executive Committee is responsible to complete and file the Tax returns by March 15th of every year. Advisory Board should conduct Financial Audit and inventory\Assets audit for every 6 (six) months, one at the end of 30th June and the second by end of 31st December every year. The Treasurer or the Executive committee should present all the details and responsible to provide any and all evidences to comply with the Society's financial practices.

10.04 Financial Reports for Members:

The Treasurer or the other members of Executive Committee should prepare and propose the budget for the upcoming year and present to its members by 15th December of every year. The budget must be approved by the majority of the Advisory Board. Within sixty (60) days following the end of the fiscal year, the Executive Committee shall furnish to each member a complete financial report of receipts and expenditures for the previous twelve (12) months along with the approved budget for that year. The report shall show the amounts of expenses by accounts and expense classification.

ARTICLE 11: LIABILITY AND INDEMNIFICATION

11.01 Liability:

No member or officer of the Executive Committee shall be held personally liable for any actions or decisions taken on behalf of Temple; however, members and officers of the Executive Committee are answerable to the Trustees of the Temple and may be removed for cause pursuant to these Bylaws. Executive Committee members, officers, and Trustees of the Temple shall not be held personally responsible or liable for any debt incurred by the authorized acts of the organization.

11.02 Indemnification

The organization shall indemnify, hold harmless, and defend its Trustees of the Temple, Executive Committee Members, officers, employees and volunteers (each of the foregoing being hereinafter referred to individually as an "Indemnified Party") against all claims, liabilities, losses, expenses (including attorney's fees and legal expenses related to such defense), fines, penalties, taxes, or damages (Collectively "Liabilities") asserted by any third party where such Liabilities arise out of or result from the duties performed in good faith by the Indemnified Party to fulfill the services assigned to them by the organization, unless those liabilities arise due to willful misconduct of the Indemnified Party or fraud or gross negligence. Reasonable expenses may be advanced by the Temple in defending such actions.

11.03 Determination of Right

A determination of the right to indemnification under the Act shall be made by legal counsel selected by the majority vote of the Trustees of the Temple.

11.04 Alternative Dispute Resolution:

All disputes which may arise between any member of the Temple and the Temple itself, or between any member of the Temple and any priest, officer, employee, volunteer, agent, or other member of this Temple, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Temple insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Temple and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Temple, and shall in no way affect the authority of the Temple to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

ARTICLE 12: MISCELLANEOUS PROVISIONS

12.01 Prohibited Uses:

No member of the Executive Committee shall use the email or address list or web site for any personal use, for the discussion of any grievance or internal conflict, for accusation, gossip, profanity, insult, or derogatory or demeaning

remarks about any person, or for any other purpose detrimental to the Organization. The members of various committees - other than The President and The Secretary - shall not use Temple mailing lists without prior approval of the President. Any Members found guilty of such misuse shall be denied the voting privileges and contesting privileges for a minimum period of two (2) years. Such denial can be extended for a maximum period of five (5) years upon the approval of the Trustees of the Temple.

12.02 Prohibition on Personal Gain:

All information concerning past and present members and all other property of the organization is the proprietary property of the organization. No such information shall be sold, traded, exchanged, or otherwise used in any manner for personal or third party gain without the written authorization of the Trustees of the Temple.

12.03 Distributions:

No part of the net earning or contributions received by the organization shall be distributed to its members, officers, or other persons, except that the organization shall be authorized to pay actual out-of-pocket expenses incurred in the furtherance of the objectives set forth herein.

12.04 Amendments to Bylaws:

An ad-hoc committee can be appointed by Advisory Board of the Temple to work as a 'Bylaws and Constitution Amendments committee' *a.k.a.* 'Bylaws Committee' for every five (5) years or sooner if deemed necessary. This committee will review the Bylaws and propose amendments. This committee should consist of not less than Five (5) and not more than nine (9) Life Members. This committee must contain at least three (3) Trustees of the Temple.

The two third (2/3) number of the Trustees of the Temple or the Bylaws committee or 20% of the total Life Members can propose amendments to the constitution and Bylaws. Any such proposed amendments or revisions shall be forwarded to the Bylaws committee, except when the proposals are from the Bylaws committee, when in the latter case, they will be forwarded to the Trustees of the Temple.

The President and the Chair of the Bylaws committee shall separately execute copies of the approved amendments. The Secretary shall retain the originals and comply with all State statutory requirements and responsible to update them on society's website and other records appropriately.

These Bylaws may only be altered; amended, or repealed, and new bylaws may only be adopted by an approval of more than 50% (fifty percent) of the total life members present at a duly noticed specially called, in-person meeting or virtual meeting or via electronic voting of the membership. Any approved [or decisions on] amendments, if not overridden, would become effective immediately.

12.05 Construction of Bylaws:

These Bylaws shall be construed in accordance with the laws of the State of Florida. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

CERTIFICATE OF

I certify that I am the duly elected and acting President of Sri Shirdi Sai Society of Northeast Florida, and that the foregoing Bylaws constitute the Bylaws of the Temple. These Bylaws were duly adopted by the members of the Temple and By-Laws committee as appointed by the Board of directors of the Temple effective latest date indicated below.

_____ Date: _____
Name:
Title: President
SRI SHIRDI SAI SOCIETY OF NORTH EAST FLORIDA,INC
5180 Greenland Rd, Jacksonville, FL 32258

_____ Date: _____
Name:
Title: Secretary
SRI SHIRDI SAI SOCIETY OF NORTH EAST FLORIDA,INC
5180 Greenland Rd, Jacksonville, FL 32258

_____ Date: _____
Name:
Title: Trustee
(Chair - Bylaws Committee)
SRI SHIRDI SAI SOCIETY OF NORTH EAST FLORIDA,INC
5180 Greenland Rd, Jacksonville, FL 32258

_____ Date: _____
Name:
Title: Life Member
SRI SHIRDI SAI SOCIETY OF NORTH EAST FLORIDA,INC
5180 Greenland Rd, Jacksonville, FL 32258