AMENDED AND RESTATED BYLAWS
OF
HINDU TEMPLE OF SIOUXLAND, INC.

These Amended and Restated Bylaws (the "Bylaws) of Hindu Temple of Siouxland, Inc., a South Dakota nonprofit corporation (the "Corporation") dated as of the 24^{th} day of, January 2021, is executed and agreed to by the Members (as defined below) of the Corporation.

W I T N E S S E T H:

WHEREAS, the Board of Trustees and the Members of the Corporation believe it is in the best interests of the Corporation and the Members to, and desire to, completely amend and restate in its entirety the former bylaws of the Corporation pursuant to the terms of these Bylaws.

NOW, THEREFORE, the Board of Trustees and Members of the Corporation hereby amend the existing bylaws of the Corporation by deleting them in their entirety and replacing them with the following Bylaws as follows:

ARTICLE I.
BOARD OF TRUSTEES

Section 1.01 **Powers**. The governing board (the "Board of Trustees") of this Corporation shall be made up of members of the Board of Trustees (the "Trustees") and shall have such powers and authority as shall be conferred upon them by the Articles of Incorporation, the Bylaws and the statutes of the State of South Dakota under which this Corporation is organized.

Section 1.02 **Number and Terms**.

(a) *Number of Trustees.* The number of Trustees of this Corporation shall be fifteen (15) and not less than eleven (11) and shall be set from time to time solely by resolution of the Voting Members of this Corporation. No more than one member of a nuclear family may serve on the Board of Trustees (BOT) at any time.

(b) *Nomination and Approval*. Nomination for the members of the BOT shall be made by a Nomination Committee. The Nomination Committee shall consist of three (3) members; (1) BOT Chair; (2) BOT Vice-Chair, and (3) the Past President. The Nomination Committee shall seek nominations from the Voting Members at least thirty (30) days prior to the annual meeting. Any Voting Member of the Corporation may nominate himself/herself or other to the committee, giving reasons why the nominee meets the qualifications to be a member of the BOT. The Nomination Committee will submit the slate of nominees to the General Assembly at least five (5) days prior to bringing it to a vote of approval in the annual meeting of the General Assembly. The floor will not be open for additional nominations at the time of the annual meeting. Following the nomination and approval process, the members of the BOT approved by the General Assembly shall take office on October 1 of that year.

The Board shall elect a Chair and Vice-Chair from the members of the newly approved BOT with a majority vote during the annual meeting of the General Assembly. The Chair and Vice-Chair shall act as the representatives of the BOT, participate in the Executive Committee meetings (as non-voting members) to provide input and advice on behalf of the BOT. The BOT Vice-Chair or his/her designee shall take the minutes of all Board meetings. The BOT Chair shall distribute the minutes prior to the next meeting of the Board.

(c) *Terms.* The Trustees shall serve a term of three (3) years from the date of their election. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. Trustees shall take office immediately following the close of the annual meeting of the Members at which they are elected. No Trustee shall serve more than two (2) consecutive three-year terms. Fulfilling an incomplete term is not considered part of the term limit. Trustees shall serve staggered terms to balance continuity with a new perspective, with the Voting Members of this Corporation electing one-third (1/3) of the total number of Trustees at each annual meeting. A Trustee shall hold office until his or her successor is elected and has qualified, or until his or her earlier death, resignation, removal or disqualification. After two (2) years, an individual may again be elected to the BOT with the possibility of serving two (2) consecutive terms. Trustees need not be residents of the State of South Dakota, but must be Voting Members of this Corporation.

Section 1.03 **Resignation**. A Trustee may resign at any time by giving written notice to the BOT Chair. The resignation shall be effective without acceptance when the notice is given to the BOT Chair, unless a later effective time is specified in the notice.

Section 1.04 **Removal**. A Trustee may be removed at any time by the affirmative vote of two-thirds (2/3) of the Voting Members at a meeting of the Members or by the affirmative vote of two-thirds (2/3) of the Trustees, excluding the Trustee whose removal is being voted on, at a meeting of the BOT holding a quorum.

Section 1.05 **Vacancies**. Any vacancy occurring on the BOT, either by resignation, removal, death, or the creation of additional seats on the BOT pursuant to Section 1.01, may be filled at any time by the affirmative vote of a majority of the Voting Members at a meeting of the Members or by the affirmative vote of a majority of the Trustees at a meeting of the BOT holding a quorum. A Trustee elected to fill a vacancy shall hold office until a qualified successor is elected at the next annual meeting of the Voting Members, or until his or her earlier death, resignation, removal or disqualification.

Section 1.06 **Annual Meeting**. The annual meeting of the BOT, Executive Committee, and the Voting Members shall be held for the purpose of (1) submitting nominations to the BOT, (2) electing officers to the Executive Committee, (3) and transacting any other business. The annual meeting shall be held (typically in Spring between April 1 and June 30 each year) at 46656 270th Street, Tea, SD 57064 or as determined by the BOT or by the current Executive Committee. Following the nomination and approval process, the members of the BOT and Officers of the Executive Committee shall take office on October 1 of that calendar year.

Section 1.07 **Regular Meetings**. Regular meetings of the BOT may be held from time to time at such time and place, either within or without the State of South Dakota, as may be designated from time to time by the BOT.

Section 1.08 **Special Meetings**. Special meetings of the BOT may be held at any time or place whenever called by the Chair or any two (2) Trustees. Anyone entitled to call a special meeting of the BOT may make written request to the Chair to call the meeting, and notice shall then be given, setting forth the time, place and purpose thereof, to be held no later than thirty (30) days after receiving the request. If notice of the meeting is not given within ten (10) days from the date on which the request is received by the Chair, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

Section 1.09 **Notice**. Notice of any meeting of the BOT stating the time, place and purpose thereof shall be given by the Chair at least ten (10) days before the meeting. Notice may be communicated by United States mail, electronic mail, telephone, text message or by personal service; provided, however, that notice of a given meeting must be communicated to each Trustee by at least one common means of communication. Any Trustee may waive notice of a meeting before, at or after the meeting, in writing or by attendance. Any Trustee who waives notice of a meeting and attends such meeting shall be counted for purposes of determining whether a quorum is present. Attendance at a meeting is deemed a waiver unless the Trustee objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting, and the Trustee does not participate in the consideration of the item at that meeting.

Section 1.10 **Quorum**. A majority of the Trustees currently holding office present at a meeting shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Trustees present may discuss the agenda topics, but no votes or decisions may be taken on said agenda items. If a quorum is present when a duly called or held meeting is convened, the Trustees present may continue to transact business until adjournment, even though the withdrawal of a number of Trustees originally present leaves less than the number otherwise required for a quorum.

Section 1.11 **Adjourned Meetings**. When a meeting of the BOT is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 1.12 **Voting**. Only Trustees present in person at the meeting may vote. Participation in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting constitutes presence in person at the meeting. There shall be no cumulative voting nor any voting by mail. Each Trustee shall be entitled to only one vote on any matter brought before any meeting of the BOT. A majority vote of the Trustees present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law, the Articles of Incorporation or these Bylaws. A Trustee may vote by proxy at a meeting of the BOT by providing written proxy to another member of the Board with notification of the Chair. In this situation, no Trustee may hold more than one proxy vote at a time. For purposes of this Section 1.12, electronic mail may constitute written action. A Trustee who is present at a meeting of the BOT when an action is taken is presumed to have assented to the action unless the Trustee votes against the action or is prohibited from voting on the action.

Section 1.13 **Action Without a Meeting**. Any action required or permitted to be taken at a meeting of the BOT may be taken by written action signed by the number of Trustees that would be required to take the same action at a meeting of the BOT at which all Trustees were present. The written action shall be effective when signed by the required number of Trustees, unless a different effective time is provided in the written action, and all Trustees shall be notified immediately of its text and effective date. Failure to provide such notice shall not invalidate the written action. For purposes of this Section 1.13, electronic mail may constitute written action.

Section 1.14 **Attendance Requirements**. Any Trustee who is absent without being excused by the Chair from 50% of regular meetings of the BOT within a fiscal year shall forfeit his or her seat on the BOT. This action is automatically taken and does not require a vote of the BOT. Such removal can only be repealed by a two-thirds (2/3) vote of the remaining Trustees attending the next regular meeting of the BOT.

ARTICLE II.
COMMITTEES

Section 2.01 __**General**__. A resolution approved by the affirmative vote of a majority of the Trustees currently holding office may establish committees having the authority of the BOT in the management of the business of this Corporation to the extent provided in the resolution. Committees shall be subject at all times to the direction and control of the BOT.

Section 2.02 __**Membership**__. A committee shall consist of one or more natural persons from the Voting Members, who need not be Trustees, appointed by affirmative vote of a majority of the Trustees present.

Section 2.03 __**Procedure**__. The provisions of Section 1.03, 1.04, 1.05 1.06, 1.07, 1.08, 1.09, 1.10, 1.11, 1.12, 1.13, and 1.15 of these Bylaws shall apply to committees and members of committees to the same extent as those sections apply to the BOT and Trustees.

Section 2.04 __**Minutes**__. Minutes, if any, of committee meetings shall be made available upon request to members of the committee and to any Trustee.

ARTICLE III.
OFFICERS

Section 3.01 __**General and Duties**__. The officers of this Corporation ("Executive Committee") shall be a President, Past President, Vice-President, Secretary, Treasurer, Assistant Treasurer, Fundraising Coordinator, Program Coordinator, Facility Coordinator, Outreach Coordinator, and Communication Coordinator. Officers shall be elected by the body of Voting Members. The term of each elected officer shall be two (2) years and the officer shall serve no more than two consecutive (2) terms. The President shall have an additional term on the committee as the Past President. Any officer may at any time be removed by a two-thirds vote of the Executive Committee . The officers may not be Trustees of this Corporation. The temple priest(s), if any, shall be an ex-officio member(s) (without vote) of the Executive Committee.

The day-to-day business and affairs of the Corporation shall be managed by the Executive Committee. The powers of the Executive Committee exist as a group and not in an individual. The Committee may make rules for the conduct of its own meeting, and in the absence of any such rules, the meetings shall be conducted according to the Robert's Rules of Order. Any such rules inconsistent with these Bylaws and the Articles of Incorporation shall not be valid. Without limiting the general powers, the Executive Committee shall have the following specific powers and responsibilities:

(a) to plan, organize, and conduct religious and cultural events;

(b) to maintain and update the website of the Corporation in a timely manner;

(c) to maintain an alphabetically arranged list of all current voting members and their email addresses on file at the Office of the Corporation and at such other locations as the BOT may from time to time determine. Such list shall be updated at least annually by January 31st of each year and shall be available for inspection by any member;

(d) to promote fundraising events for the mission and values of the Corporation;

(e) to make a report at the annual meeting about the financial and operational status of the Corporation;

(f) to propose capital construction projects and budgets to the BOT for approval;

(g) to execute instruments of hypothecation of assets;

(h) to sign any deeds, mortgages, bonds, contracts or other instruments with the President, along with the Secretary, of the Executive Committee authorized by the Board; and

(i) to maintain books and statements of accounts and file the taxes in a timely manner.

Section 3.02 **Nomination and Approval**. Nominations for the Executive Committee shall be made by a Nomination Committee. The Past President and the Vice-President of the Executive Committee shall form the Nomination Committee at least forty (40) days prior to the annual meeting. The Nomination Committee shall consist of a total of seven (7) members including the Past President and the Vice-President of the Executive Committee, and five (5) members of the BOT. The Past President and the Vice-President of the Executive Committee shall be the co-chairs of the Nomination Committee. The Nomination Committee shall:

(a) Solicit nominations from the Voting Members for positions to be filled in the Executive Committee at least thirty (30) days prior to the annual meeting. Any Voting Member may nominate himself/herself or others to the committee, giving reasons why the nominee meets the qualifications for the specified position in the Executive Committee. If nominating another individual, the nominator should ensure that the nominee is willing and able to serve in the specified role. A person may not simultaneously serve as a member of the BOT and an officer of the Executive Committee. No more than one member of a nuclear family may serve on the Executive Committee at any time.

(b) Present a slate of candidates to the BOT at least ten (10) days prior to the annual meeting.

Upon approval of the nominations by the BOT, a slate of candidates shall be made known to the Voting Members at least five (5) days prior to the annual meeting. Election for the Executive Committee office positions shall be held at the annual meeting of the General Assembly.

The floor will not be open for additional nominations at the time of the election.

The officers of the Executive Committee elected shall take office on October 1 of that year.

Section 3.03 **President**. The President shall be the chief executive and operating officer in charge of all normal daily operations of this Corporation and shall preside at all meetings of the Executive Committee. He or she shall be responsible for the general supervision, direction and management of the affairs of this Corporation. He or she may execute on behalf of this Corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the BOT for the proper and necessary transaction of the business of this Corporation. He or she shall concern himself or herself with matters of long-range policy, direction, and growth, and shall perform such other duties as the BOT may designate from time to time. If this Corporation does not have a Secretary, or if the office is vacant, the President shall perform the duties of the Secretary as set forth in Section 3.04 of these Bylaws.

Section 3.04 **Past President**. The Past President shall attend meetings of the Executive Committee and help in transition with the new Executive Committee. The Past President shall also assist the Fundraising Coordinator in fundraising initiatives and activities. The Past President shall be the co-chair of the Nomination Committee for appointing the next Executive Committee, along with the Vice-President, as outlined in Section 3.02. The Past President shall be a member of the Nomination Committee for appointing the new BOT at the annual meeting, as outlined in Section 1.02 (b).

Section 3.05 **Treasurer**. The Treasurer shall keep or cause to be kept full and accurate records showing all receipts and disbursements of this Corporation and shall deposit or cause to be deposited all monies and their valuable effects of this Corporation in its name and to its credit in such depository or depositories as may be designated by the BOT from time to time. The disbursement of all funds of this Corporation shall be submitted to and approved by the President or by the Treasurer and proper vouchers or receipts for all such disbursements or payments shall be taken from the recipient thereof. A full written report of all receipts and disbursements of money and property of this Corporation shall be rendered to the Trustees at their annual meetings and at such other intervals as may be requested by them, showing the financial condition of this Corporation in such detail and with such supporting schedules and explanatory statements as the BOT may require or request; such annual or interim reports are to be made by the Treasurer, or on the Treasurer's behalf by the accountant or auditor selected each year by the BOT as hereafter specified. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Executive Committee.

Section 3.06 **Vice-President**. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the BOT.

Section 3.07 **Secretary**. The Secretary shall keep accurate minutes of all meetings of the Executive Committee and shall be custodian of the records, documents and papers of this Corporation. He or she shall provide for the keeping of proper records of all transactions of this Corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He or she also shall perform such other duties as may be assigned to him or her from time to time by the Executive Committee.

Section 3.08 **Assistant Treasurer**. The Assistant Treasurer shall help the Treasurer in keeping account of all money, funds, and property of the Corporation, unless otherwise determined by the Executive Committee. He/she shall render such help in presenting financial statements, accounting reports, and maintaining records as required by the BOT, and the Executive Committee. He/she shall also serve as Liaison Member to the Fundraising Committee and be responsible for raising funds in close coordination with the Fundraising Coordinator.

Section 3.09 **Fundraising Coordinator.** The Fundraising Coordinator shall be responsible for managing and overseeing the fundraising initiatives of the Corporation. He/she shall work in collaboration with the President, Vice-President, Past President, the BOT Chair and Vice Chair to manage these fundraising initiatives. He/she shall also work in collaboration with the other Coordinators to integrate fundraising activities with events organized by the Corporation. The Fundraising Coordinator shall work with the Communication Coordinator for publicizing fundraising initiatives and sending public notices to the Voting

Members, BOT, and Executive Committee through the Corporation website or electronic mail. The Fundraising Coordinator shall collaborate with the Treasurer and Assistant Treasurer to work towards fundraising goals and conducting operational activities such as managing pledges, and donations.

Section 3.10 **Program Coordinator.** The Program Coordinator shall be responsible for the management and oversight of all Pooja, cultural programs, and social events held by the Corporation. He/she is expected to collaborate closely with other Coordinators on these duties and may delegate responsibilities to other General Members of the Corporation by forming subcommittees and overseeing their operation. The financial transactions will be conducted in close coordination with the Treasurer of the Corporation. He/she shall collaborate with Communication Coordinator for publicizing any event related information and with outreach Coordinator for soliciting community help for community-based programs.

Section 3.11 **Facility Coordinator.** The Facility Coordinator shall be responsible for the operation and maintenance of the Temple Property. He/she is expected to coordinate these duties and may delegate responsibilities to others by forming subcommittees and overseeing their operation. He/she is expected to collaborate closely with the Program Coordinator to make sure that the Temple Property is safe and secure for organizing any planned events.

Section 3.12 **Outreach Coordinator.** The Outreach Coordinator shall be responsible for cultivating strategic partnerships for the purposes of the Corporation. He/she shall solicit volunteers from the General Members to donate their time for community service at the Temple. He/she shall develop sponsorships and relationships with the businesses, individuals, and other organizations interest in program areas of the Corporation. The Outreach Coordinator shall interface regularly with the Program Coordinator, Facility Coordinator, and Communication Coordinator as needed, and may delegate responsibilities to other General Members of the Corporation by forming subcommittees and overseeing their operation.

Section 3.13 **Communication Coordinator.** The Communication Coordinator shall be responsible for any media coverage, publications, newsletters, public announcements (through mail or email), and maintaining the website of the Corporation. Additional responsibilities for promoting fundraising initiatives and advertisement will be carried out in close coordination with the Fundraising and Outreach Coordinators. The Communication Coordinator may appoint a separate Webmaster for maintaining the website of the Corporation under his/her supervision. This appointment may be made upon approval of the Executive Committee members.

Section 3.14 **Resignation and Removal**. An officer may resign at any time by delivering a written resignation to the President. Upon acceptance in writing, the resignation shall become effective. If an officer has three unexcused absences from meetings, the officer shall be considered to have resigned and such position shall be considered vacant. An officer may be removed at any time by a two-thirds (2/3) vote of the Executive Committee.

Section 3.15 **Vacancies**. If any office shall become vacant by reason of death, resignation or otherwise, the BOT shall elect a successor or successors to serve for the unexpired term or terms of the office or offices in which such vacancy occurs. In the event of the absence or disability of any officer of this Corporation, the BOT may designate such other officer or officers who shall exercise such powers and perform such duties for the time such other officer is absent or disabled.

Section 3.16 **Meetings.** The Executive Committee shall meet twice a month or as decided by the Committee. A simple majority of the Executive Committee shall constitute a quorum. The act of a majority of the Committee present at a meeting in which a quorum exists shall be the act of the Executive

Committee. The Executive Committee may adopt operational policies and procedural rules for the management of the Corporation by majority vote.

Section 3.17 Compensation. The Trustees and Officers shall not receive compensation for their work related to the Corporation.

ARTICLE IV.
STANDARDS OF CARE

Section 4.01 Duty of Good Faith. It is the responsibility of each Trustee, officer and agent of this Corporation to discharge his or her duties as a Trustee, officer or agent in good faith, in a manner the person reasonably believes to be in the best interests of this Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. Trustees, officers and agents shall at all times abide by the terms and conditions of any policies and rules governing Trustees, officers and agents of this Corporation.

Section 4.02 Conflicts of Interest; Material Financial Interest. A contract or other transaction between this Corporation and one or more of its Trustees, officers or agents or between this Corporation and an organization in or of which one or more of this Corporation's Trustees, officers or agents are trustees, officers, agents or legal representatives have a material financial interest, is not void or voidable because the Trustee, officer or agent or the other organizations are parties or because the Trustee, officer or agent are present at the meeting of the BOT or a committee at which the contract or transaction is authorized, approved or ratified, if:

(a) The material facts as to the contract or transaction and as to the Trustee, officer or agent or Trustee's, officer's or agent's interests are fully disclosed or known to the Board or committee, and

(b) the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, without the interested Trustee or Trustees being counted in determining the presence of a quorum and without the interested Trustee or Trustees voting on the matter.

For the purpose of this Section 4.02, a Trustee, officer or agent has a material financial interest in each organization in which that person, or that person's spouse, parents and spouses of parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters, or any combination of them have a material financial interest.

Failure to comply with the provisions of this Section 4.02 shall not invalidate any contract or transaction to which this Corporation is a party.

Section 4.03 Indemnification.

(a) The Corporation shall indemnify a Trustee, committee member, or officer made or threatened to be made a party to a threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding by reason of the former or present official capacity of the person ("Covered Person"), against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable expenses (including attorney's fees and disbursements) incurred by the Covered Person in connection with the proceeding, if, with respect to the acts or omissions of the Covered Person complained of in the proceeding, the Covered Person:

(i) Has not been indemnified by another organization or employee benefit plan.

(ii) Acted in good faith.

(iii) Received no improper personal benefit and, in the case of a Trustee, committee member, or officer, disclosed any material financial interest.

(iv) Had no reason to believe the conduct was unlawful, in the case of a criminal proceeding.

(v) Reasonably believed that the conduct was in (or not opposed to) the Corporation's best interests.

The termination of a proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent does not, by itself, establish that a Covered Person failed to meet the criteria set forth in this Section 4.03.

(b) Corporation shall pay or reimburse reasonable expenses (including attorneys fees and disbursements) incurred by a Covered Person in advance of the final disposition of the proceeding if the Corporation:

(i) Receives, in writing:

A. an affirmation by the Covered Person of the Covered Person's good faith belief that the Covered Person meets the criteria for indemnification set forth in the South Dakota Codified Law; and

B. an undertaking by the Covered Person to repay the amount so advanced if it is ultimately determined that the Covered Person did not meet the criteria for indemnification set forth in South Dakota Codified Law.

(ii) Determines that the facts, as then known to those making the determination, do not preclude indemnification.

(c) Pursuant to S.D.C.L. § 47-23-2.1, no Trustee, committee member, or officer of the Corporation serving without compensation, other than reimbursement for actual expenses, is liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Trustee, committee member, or officer while acting in an official capacity as such Trustee, committee member, or officer, unless the act or omission involved willful or wanton misconduct. This shall also apply to any member of an advisory board, serving without compensation, of this Corporation.

ARTICLE V.
MEMBERSHIP

Section 5.01 **Members**. This Corporation shall have members with voting rights. Voting membership in this Corporation shall be limited to those persons identified by the Secretary as having met the threshold for voting membership, which threshold is:

(a) Those who donate at least $101 per person on an annual basis; or

(b) Those who sponsor at least one Pooja at the Corporation's property on an annual basis; or

(c) Those who provide at least forty (40) hours of volunteer service per Corporation records on an annual basis; or

(d) Those who have donated at least five-thousand ($5,000) dollars either as a lump sum or over time, may have two voting members per nuclear family.

Section 5.02 **Dues**. The BOT shall have the right to determine the dues or other payments to be made by the Voting Members of this Corporation from time to time. The membership year for the Members of this Corporation shall be the same as the fiscal year of this Corporation.

Section 5.03 **Interest in Property**. The Members of this Corporation shall not, as such, have any right, title or interest in the real or personal property of this Corporation.

Section 5.04 **Resignation**. Any Member may resign his or her membership at any time by giving written notice to the BOT or to the President. Such resignation shall take effect at 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. Any Member who resigns his or her membership shall not be entitled to a refund of any dues or other payments made to this Corporation.

Section 5.05 **Termination**. Any membership may be terminated by the BOT by providing the Member with not less than fifteen (15) days written notice of the proposed termination and the reasons for it, and with an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the proposed termination, by a person authorized to decide whether the termination shall take place. In any event, membership of a Voting Member in this Corporation shall be terminated upon such Voting Member ceasing to meet the qualifications of a Voting Member as described in Section 5.01.

ARTICLE VI.
MEETINGS OF VOTING MEMBERS

Section 6.01. **Annual Meeting**. The annual meeting of the Voting Members of this Corporation for the election of Trustees and officers and the presentation of reports on the activities and financial condition of this Corporation, and the transaction of such other business as may properly come before the meeting, shall be designated from time to time by the BOT as described in Section 1.06.

Section 6.02 **Other Meetings**. Other meetings of the Voting Members may be held at any time or place whenever called by the Executive Committee, the BOT, or upon written request of at least ten (10) percent of the Voting Members of this Corporation. Anyone entitled to call a meeting of the Voting Members may make written request to the President to call the meeting, and the President shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than thirty (30) days after receiving the request. If the President fails to give notice of the meeting within ten (10) days from the date on which the request is received, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. The business transacted at any such meeting is limited to the purposes stated in the notice of the meeting.

Section 6.03 **Notice**. Written notice of each meeting of the Voting Members stating the time, place and purpose thereof shall be given by the President by mailing the same to each Voting Member at his or her email listed on the records of the Corporation at least ten (10) days before the meeting. If mailed, such notice shall be considered delivered when deposited in the United States mail and addressed to such Members as their address appears on the records of the Corporation and postage paid. Any Voting Member may waive notice of a meeting before, at or after the meeting, in writing or by attendance. Attendance at a meeting is deemed a waiver unless the Voting Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting, and the Voting Member does not participate in the consideration of the item at that meeting.

Section 6.04 **Members List for Meeting**. The BOT shall fix a date not more than sixty (60) days before the date of a meeting of the Voting Members as the date for determination of the Voting Members entitled to notice of the meeting. If the BOT fails to set such a date, the date shall be the sixtieth (60) day before the date of the meeting. After fixing a record date for a meeting, the President shall prepare a list of the names (in alphabetical order) and addresses of each Member entitled to vote at the meeting. Beginning two (2) business days after notice of the meeting is given, the list shall be available at the principal office of this Corporation for inspection and copying on written demand by any Voting Member (or the agent or attorney of any Voting Members), at the Voting Member's expense, for the sole purpose of communication with other Voting Members concerning the meeting. The list shall be made available through the date of the meeting and at the meeting.

Section 6.05 **Voting; Quorum**. At all meetings of the Voting Members, each Voting Member shall be entitled to cast the number of votes on any question coming before the meeting as described in Section 6.02. Voting Members may vote by proxy, by providing written proxy to another Voting Member with notification of the President. In this situation, no Voting Member may hold more than one proxy vote at a time. For purposes of this Section 6.05, electronic mail may constitute written action. Cumulative voting shall not be permitted. The presence of ten (10) percent of the voting members in person or by proxy shall constitute a quorum at any meeting thereof. The Voting Members present and entitled to vote at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the Voting Members present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact any business. When any meeting of the Voting Members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 6.06 **Written Action**. Any action that may be taken at a meeting of the Voting Members may be taken without a meeting by written action signed by the number of Voting Members that would be required to take the same action at a meeting of the Voting Members at which all the Voting Members were present; provided that all Voting Members must be notified of the text of the written action before it is signed by any of the Voting Members. All Voting Members shall be notified immediately of the effective date of any such written action that is duly taken. For purposes of this Section 6.06, electronic mail may constitute written action.

ARTICLE VII.
MISCELLANEOUS

Amendments.

Section 7.01 The BOT will appoint an ad hoc committee consisting of three members (at least one from the BOT and at least one from the Voting Membership. The BOT member will be the Chair of this committee. This ad hoc committee will review the current Bylaws and recommend amendments as needed. Such proposed alterations, amendments or repeals shall be submitted to each Voting Member of the General Assembly at least ten days prior to such meeting. These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority vote of the Voting Members of General Assembly at any regular or special meeting.

Section 7.02 Authority to Borrow, Encumber Assets. No Trustee, officer, agent or employee of this Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the BOT. Authority may be given by the BOT for any of the above purposes and may be general or limited to specific instances.

Section 7.03 Deposit of Funds. All funds of this Corporation shall be deposited from time to time to the credit of this Corporation in such banks, trust companies or other depositories as the BOT may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the BOT from time to time.

Section 7.04 Non-Profit Status. The Corporation has been incorporated under and pursuant to the South Dakota Non-Profit Corporation Act. The Corporation intends its activities qualify as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986 and its regulations even though the Corporation may not apply for a federal income tax exemption.

Section 7.05 Mission. The Corporation's mission is to provide a place of worship and be the social and spiritual resource center for the Hindu community living in the Greater Sioux Falls and surrounding areas.

Section 7.06 Objectives. The objectives of the Corporation shall be to: (a) practice ideals of Hindu religion through worship and education, (b) provide a forum for cultural and religious gatherings for the community, (c) recognize and respect other faiths/religions and bring forth common ideals, and (d) enrich the social and cultural diversity of Siouxland.

Section 7.07 Purpose. The purpose for which the Corporation is formed shall be: (a) to practice ideals of Hindu religion through worship and education, (b) to provide a forum for cultural and religious gatherings for the community, (c) to strive for spiritual richness and human excellence through assimilation of values in Hindu scriptures into daily lives, and (d) to recognize and respect other religions and belief systems in their proper context.

Section 7.08 Location. The principal office of the Corporation is located within or without the State of South Dakota at any place as the BOT designates. The Corporation may maintain additional offices at any other places as the BOT may designate. The Corporation will have and maintain within the State of South Dakota a registered office at any place designated by the BOT.

Section 7.09 Restrictions. Any type of meat, sea food, poultry products including eggs, alcoholic beverage(s), other substances of abuse, and tobacco products of any nature shall not be allowed at the HTOS premises at any time for any reason.

Section 7.10 Applicable Law. This Corporation has been formed under and pursuant to the provisions of South Dakota Codified Law.

ACKNOWLEDGMENT

The undersigned officer of this Corporation, does hereby certify that the foregoing Amended and Restated Bylaws were adopted as the complete Bylaws of this Corporation by its BOT at a meeting of the Trustees duly called and constituted pursuant to the laws of the State of South Dakota on the **24th day of, January 2021.**

Thavam Thambi-Pillai	Kalyan Boinapalli
Chair – HTOS Board of Trustees	HTOS President