



|| Jai Shri Krishna ||

**Vaishnav Samaj of RTP a.k.a.
KRISHNADHAM**  **VYO**



Registered NC non-profit 501-(C) -(3) tax exempt
status

IRS Tax EIN # 47-4639529

SPIRITUAL BENEFACTOR: VAISHNAVACHARYA HDH PUJYA GOSWAMI 108 SHRI VRAJRAJKUMARJI MAHODAYSHRI

BYLAWS

OF

Vaishnav Samaj of RTP, Inc

DBA: Krishnadham-USA

&

Krishnadham-VYO (First Haveli Project)

(a North Carolina non-profit corporation)

06-13-2020

Version 1.0

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**BYLAWS
OF
Vaishnav Samaj of RTP. Inc
(a North Carolina non-profit corporation)**

These are the Constitution and Bylaws of THE VAISHNAV SAMAJ OF RTP INC, a North Carolina based non-profit corporation. All prior Constitutions and/or Bylaws are superseded by these stated Constitution and Bylaws. The Society's Articles of Incorporation (the "Articles") have been filed in the Offices of the North Carolina Secretary of State. This Society is organized for religious and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code ("Code").

**ARTICLE I
NAME, PURPOSE AND TAX EXEMPT STATUS**

SECTION 1 Name

The name of the corporation is Vaishnav Samaj of RTP, Inc. (the "Corporation"). In Short, DBA: Krishnadham--USA (KDUSA)

SECTION 2 Purpose

The purposes for which the Corporation is organized are:

1. To promote community services namely Spiritual/religious temple/ community center, Senior housing/Senior center, Low cost medical services/ Health fair, etc. to support community needs.
2. To collaborate / affiliate/ partnership with other organizations to achieve any or all of the above purposes.
3. To establish, promote and maintain educational programs and conduct public awareness seminars, workshops and lectures on the spiritual needs and social problems.
4. To assist and promote charitable community service activities in the United States and around the world,
5. To raise funds, and accept donations and gifts, to achieve any or all of the above purposes.

The Corporation shall have such powers as are now or may hereafter be granted by the North Carolina laws for non-profits (the "Non-Profit Law").

SECTION 3 Priorities

1. KDUSA will take the Hindu-Vaishnav-Pushti Marg Haveli/ community center as a first priority with a affiliation with VYO organization and this project will be called Krishnadham-VYO Haveli (KD VYO) and will follow the directions from the KDUSA,. Just like a division of the KDUSA corporation.
2. Other projects will be developed as need arises and as resources are available. Their names will be given as Krishnadham-XXX.

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SECTION 4 Operation as Tax Exempt Corporation; Exempt Activities

Notwithstanding any other provision of these Bylaws, the Corporation is organized exclusively for religious, charitable, scientific, literary or educational purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall neither have nor exercise any power, nor shall it engage, directly or indirectly, in any activity not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

SECTION 5 Basic Policies

Notwithstanding any other provision of these Bylaws:

1. The Corporation shall be non-commercial, non-sectarian and non-partisan.
2. No trustee, officer, employee or agent of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation which is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.
3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any trustee, officer, Spiritual benefactor, employee or agent of the Corporation except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2 hereof.
4. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
5. In the event of dissolution or final liquidation of the Corporation, whether voluntary or involuntary, no trustee, officer, spiritual benefactor, employee or agent of the Corporation, or any private individual, shall be entitled to any distribution or division of the remaining property or proceeds there from of the Corporation. Upon dissolution, the balance of money and other property received by the Corporation from any source, after the payment of all debts including designated project funds and obligations, shall be used, distributed or transferred exclusively to an organization or organizations exempt under Section 501(c)(3) located in, or closest to, Raleigh, North Carolina having purposes substantially similar to those for which the Corporation is organized as the Initial founder trustee (defined below) may determine with giving higher priority to medical purpose (medical facility), or shall be distributed to the United States federal government or to a state or local government within the United States for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for such purposes.
6. Donation refund policy: Undesignated contributions are unconditional gifts. The KDUSA has absolutely no legal obligation to return undesignated contributions to

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a donor under any circumstances. Often a donor will make a "designated" contribution to KDUSA. That is, the donor designates how the contribution is to be spent. So long as the KDUSA honors the designation, or plans to do so in the foreseeable future, it has no legal obligation to return a donor's designated contribution. The funds raised for a specific purpose shall be utilized for the same cause and any surplus shall be used for other purposes as stated in Section 2 of Article I.

SECTION 6 Offices

The Corporation shall have and continuously maintain in the State of North Carolina, a registered agent and principal office, and the identity of the registered agent or address of the registered office may be changed from time to time by the Board. The principal office and all other offices of the Corporation shall be at such locations as the Board may determine.

SECTION 7 Corporations Without Members

The Corporation shall have no voting members within the meaning of the Non-Profit Law. Any action that would otherwise require approval by such members shall require only approval of the Board.

ARTICLE II

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ARTICLE III

TYPE OF TRUSTEES of KDUSA and ELIGIBILITY CRITERIA

SECTION 1 Criteria for becoming a Trustee

All trustees will meet the following criteria:

1. He/ She must be a practicing Hindu (believer in Veda's scriptures)
2. He / She must be a legal US residents and minimum age of 18 years
3. Each trustee will be allowed to transfer his /her trusteeship rights to the one of the beneficiary once in a lifetime (spouse and children only). Beneficiary trustee cannot transfer any further.
4. All Trustees are prohibited from appointing any proxies on their behalf to undertake any of their rights, responsibilities or obligations.
5. Any Trustee may resign by giving written notice to the Board Of Trustees (BOT) Chairman,(defined in Article-4) or, in his/her absence, to the BOT Vice Chairman, or, in his/her absence too, to the Secretary. The resignation shall be effective when the notice is received by the Corporation, and the acceptance of a resignation shall not be necessary to make it effective.
6. No Trustee shall receive any salary/compensation for his/her services to the Corporation; however, Trustees may be entitled to reimbursement of reasonable



expenses incurred for their services to the Corporation. (attending approved conferences, etc.)

SECTION 2 Type of Trustees

TYPE OF TRUSTEES are defined, by considering stability of the corporation, amount of donation by the individual, donation time frame, and providing an opportunity to every trustee to represent in the Board of Trustees. The following table summarizes the criteria for four types of trustees. More details are given in following sections.

TYPE OF TRUSTEE	Amount of Donation in \$ (*1 Including Intangible)	Before or After (Haveli opening + two weeks)	Maximum # of seats in the Board of Trustees And term
Founder Trustee	> 300,001	Before or After anytime	All founder trustees has permanent term
Pioneer Trustees	> 50,000 <300,001	Before Haveli opening+ two weeks	All pioneer trustees has permanent term
Platinum Trustee (PT)	>50,000 < 300,001	After Haveli opening+ two weeks	One Nominated from the PT group for 2 year term
Diamond Trustee (DT)	>10,000 < 50,001	Before or After Haveli opening+ two weeks	Two Nominated*2 from the DT group for 2 year term

*1 Intangible donations such as land, building long term assets, payment in lieu of organization and such as accepted by Board of trustees.

*2 The process of nomination and selection is defined in KDUSA Operations manual.

SECTION 3 Founder Trustees

Section 3.1 Definition: “Founder Trustee(s)” shall mean such person(s) who meet all of the criteria set forth in section 2.

Section 3.2 Number . The minimum number of Founder Trustee(s) shall be one (1) and the maximum number of Founder Trustees shall be three (3). Founder Trustees after the opening of the Haveli has to be approved by two third majority of the then board of trustees.

Section 3.3 Founder trustees are permanent member in the board of trustees and is allowed to transfer his /her trusteeship rights to the one of the beneficiary once (spouse, children only). Beneficiary trustee cannot transfer any further.

Section 3.4 The founder trustee has a choice to stay as an inactive, or nonvoting BOT trustee or only donation and no trusteeship. The choice will be his/her.



SECTION 4 Pioneer Trustees

Section 4.1 Definition: “Pioneer Trustee(s)” shall mean such person(s) who has funded and/or committed to give \$50,001 or more before the opening date of the Haveli plus two weeks, in a following way.

- a. All cash by check or intangible assets
or
- b. Minimum \$15,000 and a promissory note to pay \$35,001 dollars within 3 years after opening of Haveli in equal installments. (This allows KDUSA to have necessary funding to complete the haveli project by private borrowing the funds against their promissory notes. Time is of essence).
- c. The Pioneer trustee must pay at least committed donation per year as defined in their pledge form per year to continue as a Pioneer trustee, and also to be eligible to be part of the Board of Trustees. If the committed Pledge donation and yearly dues is not received before the cutoff date, he /she becomes inactive Pioneer trustee and his /her trustee status will drop to Donor trustee. He/ She can become active Pioneer trustee by paying the past and present dues within one year
- d. The vacant position of Pioneer trustee can be filled using the rules as in appendix A.
- e. The Pioneer trustee has a choice to stay as an active or inactive, or non-voting BOT trustee or only donation and no trusteeship. The choice will be his/her
- f. Pioneer trustees are permanent member in the Board of Trustees and is allowed to transfer his /her trusteeship rights to the one of the beneficiary once (spouse, children only). Beneficiary trustee cannot transfer any further.

SECTION 5 Platinum Trustees

Section 5.1 Definition: “Platinum Trustee(s)” shall mean such person(s) whose total accumulated contribution has reached a threshold of \$50,001 dollars after two weeks of the haveli opening day.

Section 5.2 Platinum trustee status is permanent and is allowed to transfer his /her trusteeship rights to the one of the beneficiary once (spouse, children only). Beneficiary trustee cannot transfer any further.

Section 5.3 Platinum trustees has a right to be part of the Board of Trustees for a two year term by following the selection criteria as defined in Appendix A. One position in the board of trustees each for a two year term are reserved for the platinum trustees.

SECTION 6 Diamond Trustees

Section 6.1 Definition: “Diamond Trustee(s)” shall mean such person(s) whose total accumulated contribution is within the range of \$10,001 to a \$50,000 any time.



Section 6.2: Diamond trustee status is permanent and is allowed to transfer his /her trusteeship rights to the one of the beneficiary once (spouse, children, etc.). Beneficiary trustee cannot transfer any further.

Section 6.3: Diamond trustees has a right to be part of the board of directors for a two year term by following the selection criteria as defined in KDUSA operation manual. Two positions for the two year term each in the Board of Trustees are reserved for the Diamond trustees.

Section 6.4 The Board will select officers of each division from the Platinum and Dimond trustees, If they cannot find the right talent then they will look to non-Trustee participants.

**ARTICLE IV
BOARD OF TRUSTEES**

SECTION 1 General Powers

The Board of Trustees (“Board”) shall exercise all of the powers of the Corporation including management, supervision and control of the affairs of the Corporation including its divisions, except such as are by law or by these Bylaws conferred upon or reserved to the Founder Trustees or the officers. Additionally, the Board shall carry out these Bylaws.

SECTION 2 Definitions

“Board of Trustees” shall be such trustees who serve on the Board and are selected by process defined in Article 3, section 2.

SECTION 3 Number and Proxy

The aggregate number of trustees which shall constitute the entire Board shall be 5 to 15. Trustees are prohibited from appointing any proxies on their behalf to undertake any of their rights, responsibilities or obligations on the Board.

SECTION 4 BOT Trustees

The term of office of each BOT Trustee shall be as defined in section Article III, section 2. A Trustee shall serve as per the term defined in Article II, Section 2 on the BOT until on the date of the occurrence of one or more of the following events (each, a “Termination Event”): (i) death; (ii) certified to be suffering from mental disability by a licensed medical doctor; (iii) resignation; (iv) not paying of pledge donation and/or yearly dues (v) relocation outside the United States, as evidenced by inclusion of such relocated address as the primary mailing address in any IRS filing; (vi) a criminal charge is filed against him/her, and such charge is not withdrawn or settled within sixty (60) days of its initial filing; If applicable, the Trustee facing termination due to one or more Termination Events shall promptly (and, in no event, later than seven (7) days from the date of intimation) submit all documents required by the Board to determine whether a Termination Event has occurred, and if so, the date of occurrence of such Termination Event. If such Trustee fails to provide necessary documentary evidence timely,



completely or accurately, such Trustee shall be deemed to have suffered a Termination Event on the date determined by the Board. Each BOT position vacated shall thereafter be filled by another Trustee in accordance with Section 5 of this Article IV.

SECTION 4.1 Dues

Each active BOT trustee will pay \$ 251/year, yearly dues.

SECTION 5 Qualification and Election of Trustees

Except for the Founder and Pioneer Trustees listed in Exhibit B & Exhibit C, each subsequent Trustee shall meet all of the qualification criteria set forth in article III. The Trustees will serve as per the term defined in Article II, Section 2.

SECTION 6 Resignation

Except as provided herein below, any BOT Trustee may resign by giving written notice to the Board Chairman, or, in his/her absence, to the Board Vice Chairman, or, in his/her absence too, to the Secretary. The resignation shall be effective when the notice is received by the Corporation, and the acceptance of a resignation shall not be necessary to make it effective. Except in accordance with the Non-Profit Law, no Trustee may resign if the Corporation would be left without a duly elected Board.

SECTION 7 Regular Meeting

The Board of Trustees shall meet on the first (1st) Saturday of each month of the year (referred to as a “Regular Meeting”). The first and last Regular Meetings for a calendar year, may be rescheduled to such other date within fifteen (15) days of the originally scheduled date as decided by a majority vote during the immediately preceding Board Meeting (defined in Section 8 of this Article IV). Unless otherwise decided during the immediately preceding Board Meeting, all Regular Meetings shall be conducted at location determined by the Board or by conference call, commencing at 3 p.m. EST.

SECTION 7.1 Annual meeting

The last Regular Meeting of the board each calendar year, i.e., the meeting scheduled for the first (1st) Saturday of December, shall be deemed to be the Corporation’s annual meeting. The location and, the minimum agenda of the corporation’s annual meeting is defined in the KDUSA operation manual. Additional items in the agenda can be added by the BOT as necessary. All trustees plus donors will be invited to this annual meeting.

SECTION 8 Special Meetings

Special meetings of the Board may be called by or at the request of the BOT Chairman, Founder Trustees, or at least three (3) Trustees by notice in accordance with Section 9 below (each, a “Special Meeting”). “Board Meeting” shall mean either a Regular Meeting or a Special Meeting.

SECTION 9 Notice

Notice of any Special Meeting shall be given at least five (5) days prior thereto by written notice, or by email or sent by certified mail return receipt, and followed by confirmation email to each Trustee. Such notice shall include the time, date, and either a location within Triangle area of N.C. or conference call details for the proposed Special Meeting. No Special meeting may remove a Trustee unless the notice for such Special Meeting

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specifies such proposed removal.

SECTION 10 Quorum

Two third of the then current Trustees shall constitute a quorum for the transaction of business at any Board Meeting. Except where otherwise provided by law or these Bylaws, the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board. A Board Meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Trustees from that Board Meeting, if any action taken or decision made is approved by at least a majority or 3/4th vote, as applicable. The President and the advisors of the Corporation shall, unless decided otherwise by the Board for all or part of the Board Meeting in respect of his / her participation, participate in the Board Meetings on a non-voting basis to update the Board on the operations of the Corporation, and Board resolutions and decisions implemented by the Executive Committee. The Secretary of the Corporation shall, unless decided otherwise by the Board for all or part of the Board Meeting in respect of his / her participation, participate in the Board Meetings on a non-voting basis to record the minutes of the Board Meetings.

SECTION 11 Adjournment

A majority of the Trustees present, whether or not a quorum is present, may adjourn any Board Meeting to another date, time, and place, provided such proposed date is at least five (5) days after the adjourned Board Meeting. Notice of the date, time, and place of holding an adjourned Board Meeting shall be given to all Trustees by written notice delivered personally, or by email and followed by confirmation email to each Trustee. Such notice shall include the date, time, and either a location within Triangle area of North Carolina, or conference call details for the rescheduled Board Meeting.

SECTION 12 Informal Action

Any action required to be taken, or which may be taken, at a Board Meeting or committee of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees or all of the members of such committee of the Board, as applicable. The consent shall be evidenced by one (1) or more written approvals, each of which shall set forth the action taken and shall bear the signature of all of the Trustees or of the members of such committee of the Board, as applicable. All of the approvals evidencing the consent shall be delivered to the Board Vice Chairman to be filed in the corporate records of the Board or committee of the Board, as applicable.

SECTION 13 Attendance by Teleconference

Trustees or members of any committee of the Board may participate in and act at any Board Meeting or a meeting of such committee of the Board through the use of a teleconference or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes.

SECTION 14 Board of Trustees- Chairman

Refer Article V. The BOT shall, at its first Regular Meeting and thereafter, at the expiry

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of each Board Chairman term, appoint, by at least a majority vote of all of the then current Trustees, a chair to preside over all the Board Meetings for a period of Two (2) years, (“Board Chairman”) unless the trustee term expires and not renewed. In the absence of the Board Chairman at a Board Meeting, the Board Vice Chairman shall chair such Board Meeting; and, in the absence of both, the Board Chairman and the Board Vice Chairman, the Board shall temporarily appoint, by a majority vote, another Trustee to chair such Board Meeting.

SECTION 15 Board of Trustees- Vice Chairman

The Board shall, at its first Regular Meeting and thereafter, at the expiry of each Board Vice Chairman term, appoint, by at least a majority vote of all of the then current Trustees, a vice chair for a period of one (1) year (“Board Vice Chairman”). The Board Vice Chairman shall chair Board Meetings in the absence of the Board Chairman. In the absence of the Board Vice Chairman at a Board Meeting, the Board shall temporarily appoint, by a majority vote, another Trustee to be a recording Trustee at such Board Meeting.

SECTION 16 Board Advisors

The Board shall, at its first Regular Meeting and thereafter, at the expiry of each Board Advisors term, appoint, by at least 2/3 majority vote of all of the then current Trustees, the following Board Advisors for a period of Two years.

SECTION 16.1 Legal Counsel

The Legal Counsel shall be responsible for guiding and advising the Corporation on, and otherwise managing, all legal and regulatory matters of the Corporation, as well as, in general, performing all duties incident to the office of Legal Counsel.

SECTION 16.2 Religious Counsel

The spiritual benefactor of KDVYO division will be responsible for guiding and advising on the Religious and Rituals part of the corporation’s activity.

SECTION 17 BOT Meeting Attendance

All BOT members, advisers, secretary, treasurer and presidents of all different divisions are required to attend the regular meetings.

SECTION 18 Compensation

Neither the BOT Chairman nor any other Trustee shall receive any salaries/compensation for their services on the Board; however, Trustees may be entitled to reimbursement of reasonable expenses incurred for their services on the Board in such manner as the Board allows.

SECTION 19 Committees

The Board, by resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present, may, as it deems fit, establish or appoint committees, the chairman thereof to be designated by the Board in the making of such appointments. Each such committee shall have one board trustee as a liaison or as a chairperson depending on the importance of the committee., who shall serve on the committee until removed or until their term on the Board expires. Any committee member may be



removed by a majority vote of the Board whenever in its judgment the best interests of the Corporation are to be served by such removal, provided, however, such removed committee member shall continue to serve on the Board as a Trustee.

SECTION 20 Special Resolutions

Notwithstanding any other provision of these Bylaws, but excepting powers expressly reserved in the Bylaws for the Founder Trustee(s) or pioneer trustees or Diamond trustees, the following items shall require a majority vote of at least three-fourth (3/4th) (any fraction to be rounded off to the nearest lower whole number) of all of the then current Trustees (“Supermajority”) for adoption by the Board:

1. Amendment, alteration or change in or to Corporation’s certificate of incorporation, Corporation’s name, Corporation’s principal office, or Corporation’s change of status or form of business organization.
2. Removal of a a Primary Executive Officer with or without assigning any reason whatsoever;
3. Election of one (1) Founder Trustee in the event there are no Founder Trustees;
4. Any determination in relation to a Termination Event, for any trustee;
5. Amendments to Eligibility Criteria for any trustee, or Conflict of Interest Policy (“Exhibit F”);
6. formation of any subsidiary of the Corporation, or the sale, lease dissolution, transfer or exchange of the Corporation or any subsidiary, or any assets of the Corporation or any subsidiary (other than in the normal course of operations);
7. Incurrence, assumption or guarantee of any indebtedness, or creating or extending any mortgage or lien on any assets of the Corporation, other than trade credit
8. Initiation of any steps for winding up the Corporation, or filing of voluntary petition for bankruptcy or reorganization of the Corporation, or entering into any arrangement with the creditors of the Corporation;
9. Terminating, canceling or suspending the affiliation agreement with an affiliate organization (“Affiliation Agreement”); or

Providing grants to other national and international organizations, including terms for such grants.

SECTION 21 Voting in General

Any decision, consent or action requiring a vote by the Trustees, whether by majority or 3/4th, shall mean only a majority or 3/4th vote, as applicable, of the Trustees present and voting (including a vote to abstain) in respect of such decision, consent or action.










**ARTICLE V
OFFICERS OF KDUSA**

SECTION 1 Positions

The officers of the Corporation shall be a Chair person, a Vice chairperson, a Secretary, a Treasurer, a Vice President of Media and Communications, the Joint Treasurer, and such other officers or assistant officers as shall be elected in accordance with Section 2 of this Article V. All of the offices of the Corporation shall, at all times, be held by separate individuals, and no one individual may hold more than one office of the Corporation. In case of vacancy or resignation or in emergency, more than two positions can be held for less than six months. The general responsibilities of the KDUSA officers shall be long term planning, fund raising, financial planning, supervision of Divisions, Corporation’s real estate properties, managing and executing the daily operations of the Corporation.

SECTION 2 Eligibility and Election of officers

The chairperson, the Senior Vice chairperson, the Secretary, and the Treasurer of the Corporation (collectively, “Primary Executive Officers,” and singularly, a “Primary Executive Officer”) are selected by Board of trustees every year, and Officer at all times during their respective term in office, be an adult resident of the United States. The Primary Executive Officers can be re-appointed each year, however, the first Primary Executive Officers shall be as set forth in Exhibit F hereto and may serve for an initial term. The Primary Executive Officers shall hold office until their respective successors shall have been duly elected and shall have qualified, or until their death, resignation or removal in the manner provided in these Bylaws. In the event of death, resignation, incapacitation, or removal of a Primary Executive Officer in the manner provided in these Bylaws, the respective successor(s) shall be elected for the remainder of the term(s) at the Board of trustees Meeting immediately following the death, resignation, incapacitation or removal of the applicable predecessor(s).

SECTION 3 Eligibility and Election of other BOT officers

The other officers of the Corporation, such as, the Vice chairperson of Media and Communications, the Vice chairperson of Religious Practices, the Vice chairperson of Events, the Vice chairperson of Volunteer Coordination, the Vice chairperson of Community Services, the Vice chairperson of Culture and Education, the Joint Treasurer, and any other officers of the Corporation (collectively, “corporate Executive Officers,” and singularly, a “ Executive Officer”) shall serve for term commencing on and ending on as defined in the KDUSA operation manual. Each Executive Officer shall be selected by the BOT.

SECTION 4 Chairperson

Subject to the Board, the Chairperson shall be the executive officer of the Corporation and shall be in general and active charge of the business operations of the Corporation. She /he shall be the Corporation’s chief policy recommending officer and have the powers and perform the duties incident to the operations of the corporation.. The chairperson shall have such other powers and perform such duties as are specified in these Bylaws and as may from time to time be assigned to him by the Board. The Chairperson shall have general and active management of the business of the Corporation and shall ensure that all orders and resolutions of the Board are carried into effect,



including by delegating such powers as necessary (but not all powers of the Chairperson or such other powers as expressly set forth in this Section 4) to one or more Primary KDVYO Executive Officers and / or Executive Officers. The Presidents of all divisions shall have concurrent powers with the Board Chairman, or any other proper officer of the Corporation authorized by the Board, to execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. The chairperson shall have general powers of supervision and shall be the final arbiter of all differences between the other officers of the Corporation, and such decision as to any matter affecting the Corporation shall be final and binding as between the officers of the Corporation subject only to its Board. In general, the chairperson shall perform all duties incident to the office of chairperson and such other duties as may be prescribed by the Board from time to time.

SECTION 5 Secretary

The Secretary shall record and keep the minutes of the Board Meetings, Executive committee meetings in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records and of the seal of the Corporation; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned to him / her by the chairperson or by the Board.

SECTION 6 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V, Section 3 of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him / her by the chairperson or by the BOT.. The treasure will follow the guidelines outlines in the KDUSA operation manual about the number of signature required on a check depending on the amount and what information Check requester has to provide.

SECTION 7 Vice Chairperson

In the absence of the chairperson or in the event of his inability or refusal to act, the Vice Chairperson shall perform the duties of the chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairperson. The Vice chairperson shall perform such other duties as may be assigned to him / her by the chairperson or by the Board.

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**ARTICLE VI
INDEMNIFICATION OF TRUSTEES, OFFICERS, EMPLOYEES AND AGENTS**

SECTION 1 Indemnification of BOT’s, Officers, Employees and Agents

Each member or former member of the Board, each officer, employee or agent of the Corporation and any person who may have served at its request or by its election as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation, to the fullest extent allowed by law, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any threatened, pending or completed action, suit or proceeding in which he has been made a party, by reason of his being or having been a Trustee, officer, employee or agent of the Corporation or a director, officer, employee or agent of such other corporation or enterprise.

SECTION 2 Limitation on Indemnity

The indemnification described in Section 1 of this Article VI will apply only if the Board, by a majority vote of a quorum consisting of Trustees who (a) were not parties, (b) were not Trustees, directors, officers, employees or agents of entities that were parties, (c) were not threatened to be made parties or (d) were not directors, officers, employees or agents of entities threatened to be made parties to such actual or threatened action, suit or proceeding, determines in each specific case that the Trustee, officer, employee or agent seeking indemnification (i) did not fail to act in good faith and in a manner it or he reasonably believed to be in, or not opposed to, the best interests of the Corporation and (ii) with respect to any criminal proceeding, that such Trustee, officer, employee or agent seeking indemnification had no reasonable cause to believe it’s or his/her conduct was unlawful. If such a quorum of the Board is not obtainable, then such determination shall be made as provided in the Non-Profit Law.

SECTION 3 Liability Insurance

The Corporation may purchase and maintain insurance on behalf of (a) any entity which, or person who, is or was a Trustee, officer, employee or agent of the Corporation, or (b) any person who is or was serving at the request of the Corporation or by its election as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability or settlement based on asserted liability incurred by such entity or person in any such capacity, or arising out of its or his status as such, whether or not the Corporation would have the power to indemnify it or him against such liability or settlement under the provisions of these Bylaws.

SECTION 4 Prohibition Against Self-Dealing/Conflicts of Interest

Anything contained in this Article to the contrary notwithstanding, the Corporation shall not indemnify any person if such indemnification would constitute “self-dealing” as defined in Section 4941 of the Internal Revenue Code if the Corporation were a private foundation. Notwithstanding any other provision of these Bylaws, the Corporation, the Board and each individual Trustee, officer and/or employee of the Corporation shall comply with the Conflict of Interest Policy attached hereto as Exhibit F.

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**ARTICLE VII
CONTRACTS, CHECKS AND DEPOSITS**

SECTION 1 Contracts

The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officer so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolutions by the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

SECTION 3 Deposits

The funds of the Corporation shall be deposited or kept with a bank or trust company doing business in the United States. Such funds shall be disbursed upon the order or orders of the President, Secretary, Treasurer or such other person or persons as the Board may, from time to time, designate in writing.

SECTION 4 Restriction on Interested Persons (Arm’s Length Relationship)

None of the Trustees may be Interested Persons. An “Interested Person” is (a) any person who is either a current officer of the Corporation or compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding reimbursement of any reasonable expenses; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person or of another Trustee. However, any violation of this Section 2 of Article VII shall not affect the validity or enforceability of transactions entered into by the Corporation.

**ARTICLE VIII
EMERGENCY POWERS**

SECTION 1 Scope

Notwithstanding anything stated in these Bylaws to the contrary, upon the occurrence of any one or more items set forth in Section 2 of this Article VII, all the Trustees shall be deemed to have resigned from the Board with immediate effect. The Founder Trustee(s) shall then fill such vacancies at a Founder Trustees’ meeting to be convened within thirty (30) days from the date of the occurrence of any one or more items set forth in Section 2 of this Article VII, provided, however, the new Trustees so appointed shall serve for a

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minimum of six (6) months and a maximum of two (2) years. Upon completion of the term of such newly constituted Board, the Corporation shall revert to fully complying with Article IV of these Bylaws.

SECTION 2 Emergency Items

1. Inability of the Board to fill a vacancy for a Primary Executive Officer of the Corporation within three (3) months of occurrence of such vacancy.
2. Breach of any provision of these Bylaws or the Affiliation Agreement where such breach, if capable of being cured, remains uncured for more than thirty (30) days after the date of such breach.

SECTION 3 Restriction on Emergency Powers

Notwithstanding anything stated herein to the contrary, at no time during the exercise of emergency powers set forth in this Article VII, shall any assets of the Corporation, whether real property, cash, any other tangible property, or any intangible property, be transferred, leased, licensed, assigned, or alienated in any way, to or in favor of any entity outside the United States.

**ARTICLE IX
MISCELLANEOUS**

SECTION 1 Books and Records

The Corporation shall keep correct and complete books and records of account, and minutes of the proceedings of the Board, and the committees having any of the authority of the Board.

SECTION 2 Fiscal Year

The fiscal year of the Corporation shall be the year established by resolution of the Board.

SECTION 3 Corporate Seal

The Corporation shall have a seal, circular in design, bearing thereon the name of the Corporation and the words "Corporate Seal, North Carolina"

SECTION 4 One Individual One Position

Notwithstanding anything stated herein to the contrary, no individual shall concurrently hold more than one position specified herein in the Corporation. Further, notwithstanding anything stated herein to the contrary, all positions in the Corporation specified herein shall, at all times, solely be held by adult individuals.

SECTION 5 Notice and Waiver

Whenever under law, the Articles of Incorporation or these Bylaws, notice is required to be given, it shall not be construed to require personal delivery. Except as otherwise provided in these Bylaws, such notice also may be given in writing by depositing it in the United States mail (postage prepaid), by express overnight courier, or by facsimile or other electronic transmission. For purposes of these Bylaws, "electronic transmission"



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means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by the recipient through an automated process.

Notice given by mail shall be deemed to be given at the time it is deposited in the United States mail. Notice given by overnight courier service shall be deemed to be given when delivered to the overnight courier service for delivery. Notice given by facsimile or other electronic transmission shall be deemed given: (a) if by facsimile transmission, when directed to a number at which recipient has consented to receive notice; (b) if by electronic mail, when directed to an electronic mail address at which the recipient has consented to receive notice; (c) if by a posting on an electronic network together with separate notice to the recipient of such specific posting, upon the later of (i) such posting and (ii) the giving of such separate notice; and (d) if by any other form of electronic transmission, when directed to the recipient. An affidavit of the Secretary or an assistant secretary or of the transfer agent or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein. The requirement for notice shall be deemed satisfied, except in the case of a stockholder meeting with respect to which written notice is required by law, if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law or these Bylaws.

Whenever any notice is required to be given under the provisions of the Non-Profit Law or under the provisions of the Articles of Incorporation of the Corporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION 6 Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose for which the Corporation is organized.

**ARTICLE X
Corporation’s divisions and priorities**

1. KDUSA is organize in a different functional divisions according to the type of the project and service to be provided. This allows better management focus and allocation of resources to support priorities of the services.
2. Each division will have board of director elected by the KDUSA Board of Trustees
3. KDUSA will take the Hindu-Vaishnav-Pushti Marg Haveli/ community center as a first priority with a affiliation with VYO worldwide organization. This project will be called Krishnadhham-VYO Haveli. (KDVYO) and will follow the directions from the KDUSA. It will be a first division of the KDUSA corporation



- 4. Other Divisions/ projects will be developed as need arises and as resources are available. These divisions names will be given as Krishnadhama-XXX (KDXXX)
- 5. KD VYO division will act as model for the other divisions and so its operations and how it works with the Corporate BOT is described in the next section.

**ARTICLE XI
OPERATIONS OF KD VYO**

The operations of the KD VYO Pustimarg Haveli will be managed by its Board of Directors selected by the Corporate BOT as described below

BOARD OF DIRECTORS (BOD) OF KD VYO DIVISION

SECTION 1 Positions

The BOD of the KD VYO division shall be a President, a Vice President, a Secretary, a Treasurer, a Vice President of Media and Communications, the Joint Treasurer, and such other officers or assistant officers as shall be elected in accordance with needs. All of the offices of the KD VYO Division shall, at all times, be held by separate individuals, and no one individual may hold more than one office of the Division. The general responsibilities of the BOD shall be the operations, maintenance, and supervision, of the KD VYO properties, managing and executing the daily operations of the Division, like, all Satsang meetings, monthly meetings, Education classes, Fundraising programs, Religious seminars and discourses, all KD VYO financial accounting, announcements etc. and such other activities as designated by the Board from time to time.

SECTION 2 Eligibility and Election of President, Vice President, Secretary, and Treasurer

The President, the Vice President, the Secretary, and the Treasurer of the KD VYO are selected by KDUSA Board of trustees every year. BOD at all times during their respective term in office should be an adult resident of the United States. The BOD can be re-appointed each year, however, the initial director shall be as set forth in Exhibit E hereto and may serve for an initial term. BOD shall hold office until their respective successors shall have been duly elected and shall have qualified, or until their death, resignation or removal in the manner provided in these Bylaws. In the event of death, resignation, incapacitation, or removal of a board of director in the manner provided in these Bylaws, the respective successor(s) shall be elected for the remainder of the term(s) at the Board Meeting immediately following the death, resignation, incapacitation or removal of the applicable predecessor(s).

SECTION 3 Eligibility and Election of other officers

The other BODs of the KD VYO division, such as, the Vice President of Media and Communications, the Vice President of Religious Practices, the Vice President of Events, the Vice President of Volunteer Coordination, the Vice President of Community Services, the Vice President of Culture and Education, the Joint Treasurer, the Spiritual Tour Director, and any other BODs of the Corporation shall serve for term commencing on and ending on as defined in the KD VYO operation manual. Other officers as

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described above will be selected by the KDVYO president and his team.

SECTION 4 KDVYO President

Subject to the KDUSA Board, the President shall be the prime executive officer of the its division and shall be in general and active charge of the business operations of the KDVYO division. She /he shall be the divisions chief policy recommending officer and have the powers and perform the duties incident to the operations of the division.. The President shall have such other powers and perform such duties as are specified in these Bylaws and as may from time to time be assigned to him by the BOT. The President shall have general and active management of the business of the division and shall ensure that all orders and resolutions of the Board are carried into effect, including by delegating such powers as necessary to one or more Primary Executive Officers and / or Executive Officers of the division. The President shall have general powers of supervision and shall be the final arbiter of all differences between the other officers of the division, and such decision as to any matter affecting the division shall be final and binding as between the BODs of the division subject only to KDUSA BOT. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

SECTION 5 KDVYO Secretary

The Secretary shall record and keep the minutes of the KDVYO Meetings, KDVYO executive committee Meetings in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the division records and of the seal of the Corporation; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned to him / her by the President or by the Board.

SECTION 6 Treasurer

The KDVYO Treasurer shall have charge and custody of and be responsible for all funds and securities of the Division; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article V, Section 3 of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him / her by the President or by the Board. The treasure will follow the guidelines outlines in the KDVYO operation manual about the number of signature required on a check depending on the amount and what information Check requester has to provide.

SECTION 7 Vice President

In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned to him / her by the President or by the Board.



SECTION 8 Spiritual Benefactor

1. The spiritual benefactor of KDVYO division will be HDH* Shri Pujya Pad Goswami Shri 108 Vrajraj Kumarji Mahoday (Baroda-Surat)
 2. The spiritual benefactor will not have any managerial, administrative or financial roles and responsibility, and his services will be solely on a voluntary basis.
 3. The KDVYO division shall seek the spiritual guidance from all the “Je Je’s” and “Ji Ji’s” of Mahaprabhuji’s decedents, Shastriji’s, religious scholars and seeks their blessings for all of the religious activities and facilities. All of them will be welcomed with equal respect.
 4. In the event of a death or resignation of the Spiritual Benefactor, The KDUSA board of trustees will find replacement.
- HDH - His Devine Holiness

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EXHIBIT A
SELECTION PROCESS FOR THE BOARD OF TRUSTEES FROM Platinum and Donor Trustees

1. Initially There will be total fifteen trustees in the Board. Twelve Board trustees will come from Founder trustees and Pioneer trustees, on a first come first served. One Board trustees will come from the group of platinum trustees and Two Board trustees will come from the group of Diamond trustees, as described below. If need arises, Board can be expanded with more trustees.

2. A vacant position of platinum trustee (two year term) in the board will be filled on a first come first basis. If there are more than one in the list than 2nd has to wait until position opens up. (two year Term expiration or, Resignation or Death etc.) If there is nobody in the queue or do not want to be a Board trustee than active platinum trustee(s) can continue until somebody comes in the queue.

3. A vacant position of Diamond trustee (s) (two year term) in the Board will be filled using the procedure defined in the KDVYO operations manual.

4. In case of a family, only one person from the family, of their choice will be the candidate for the Board of trustees position.

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EXHIBIT B
CURRENT LIST OF FOUNDER TRUSTEES

Dr. Hemant and Maya Sheth (Initial Founder Trustee)

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EXHIBIT C
CURRENT LIST OF PIONEER TRUSTEES

1. Hemant and Binita Sura
2. Dr. Arvind and Bhakti Shah
3. Dr. Janak and Gira Choksi

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EXHIBIT D
CURRENT LIST OF DIAMOND TRUSTEES

1. Pranav & Chhaya Parekh
2. Gaurang and Heena Majmudar
3. Mukesh and Sandhya Shah
4. Dr. Siddharth and Dr. Jacqueline Sheth
5. Navinchandra & Induben Patel
6. Biharibhai & Bhartiben Nanvati
7. Hemantkumar and Minaxi Amin
8. Chandrakant & Renukaben Mehta
9. Ashvin and Smita Desai
10. Bhupat and Rita Sangani

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EXHIBIT E
INITIAL LIST OF BOD- KDVYO

- President – TBD
- Secretary – TBD
- Treasurer – TBD
- Senior Vice President – TBD
- Vice President of Media and Communications* –
- Spiritual Tour Director *
- Jt. Treasurer *–
- Vice President of Religious Practices *–
- Vice President of Events *–
- Vice President of Volunteer Coordination* –
- Vice President of Community Services* –
- Vice President of Culture and Education* –

* = as needed with the approval of the board

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EXHIBIT F
CONFLICT AND INTEREST POLICY

Article I Purpose

The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Trustee or an officer of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

Any Trustee, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2 of this Exhibit F, a person who has a financial interest may have a conflict of interest only if the Board or appropriate Board committee decides that a conflict of interest exists.

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Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board and members of committees with Board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board Meeting or committee meeting, as applicable, while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the Board Meeting or committee meeting, as applicable, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Trustees whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

1. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member



has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the Board and all committees with Board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board’s or committee’s decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

1. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member’s compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member’s compensation.
3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Signed Statements

Each Trustee, principal officer and member of a committee with Board delegated powers shall sign a statement which affirms such person:



1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Corporation is a non-profit organization and in order to maintain its exemptions, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Such signed statement will be maintained in the corporate records.

Article VII Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII of this Exhibit F, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Approved and Signed by current Trustees:



Dr. Hemant Sheth, MD



Dr. Arvind Shah 6/13/20


Dr. Janak Choksi, MD


Hemant Sura 6/13/2020