

SIKH CENTER OF DELAWARE INC.

B Y L A W S

PREAMBLE

There is but One God
The Eternal
The All Pervading
The Creator
The Supreme Being
Without Fear, Without Enmity
The Being Beyond Time
Not Incarnated
Self Existent
He can be realized through the grace of the Guru

Article I. NAME AND REGISTERED OFFICE

This organization shall be known as Sikh Center of Delaware Inc. (“SCOD”). The registered office shall be in the County of New Castle, State of Delaware.

Article II. DEFINITIONS

“Gurdwara” shall mean a place constructed, leased, designated or purchased by SCOD for holding discourses on Gurbani and Sikh doctrines in the holy presence of Sri Guru Granth Sahib, the holy Scripture.

“Sikh” shall mean a follower of the Sikh Faith who believes in one God, ten Gurus (from Guru Nanak to Guru Gobind Singh), and the present Guru, Sri Guru Granth Sahib.

Article III. OBJECTIVES

- A. The objectives of SCOD shall be:
- a. to propagate the teachings of the Sri Guru Granth Sahib
 - b. to promote religious, educational, social and cultural aspects of Sikhism;

- c. to regularly hold congregations and to partake in celebrating other occasions related to the teachings of the ten Sikh Gurus in a befitting manner;
- d. to establish and maintain a Sikh Center (Gurdwara) in the State of Delaware; and
- e. to interface activities with other institutions with similar objectives.

SCOD is organized exclusively for religious and charitable purposes such as the making of contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States law) and the regulations promulgated thereunder (hereinafter, the Tax Code), and will not engage in any political or other activities prohibited by Section 501(c)(3) of the “Tax Code”.

Article IV. TAX-EXEMPT STATUS

It shall be the intent of SCOD, at all times, to remain qualified as exempt from tax under Section 501(c)(3) of the Tax Code.

Article V. MONETARY OPERATION

SCOD shall have no authority to issue capital stock and shall not be conducted or operated for profit. No part of the net income, gains, profit, earnings, or property shall inure to the benefit of any individual, private or official of its branches, but the same shall be devoted to the objectives of SCOD.

Article VI. POLITICAL AFFILIATION

No substantial part of the activities of SCOD shall be the carrying on of propaganda or otherwise attempting to influence legislation, and SCOD shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Article VII. SEAL

The corporate seal shall have inscribed thereon the name “Sikh Center of Delaware”, the year of its organization, and the words “Corporate Seal, Delaware”. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

Article VIII. DECISION

A decision of the Board of Trustees shall be considered final and binding and shall not be subject to consideration by any outside judicial or arbitration body.

Article IX. DISSOLUTION

Upon liquidation, dissolution, or winding up of the affairs of SCOD, whether voluntary, involuntary, or by operation of law, the Board of Trustees of SCOD shall, except as otherwise may be provided by the Certificate of Incorporation or applicable law, transfer all of the assets of SCOD to an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, whose objectives are not inconsistent with those of SCOD, in such manner as the Trustees, in the exercise of their discretion, may by a majority vote determine; provided, however, that any such transfer of assets shall be to one or more organizations or entities described in Section 501(c)(3) of the Tax Code or as otherwise required by law.

Agreement to dissolve needs to be reached by seventy-five percent of the Trustees.

Article X. MEMBERSHIP IN CORPORATION

- A. There shall be three types of members. General Members, Patrons and Trustees.
- B. General Members shall constitute the “General Body” of SCOD.
- C. Trustees shall be considered “members” of a nonstock corporation for the purposes of the Delaware General Corporation Law.
- D. Requirements for Membership
 - a. Any person eighteen years of age or above, irrespective of creed, color, race, sex or national origin, who subscribes to the objectives of SCOD is eligible to apply for General Membership, Patron or Trustee.
 - b. A General Member must be an individual willing to abide by the Bylaws of SCOD. General Members must be residents of the State of Delaware, or a community located within a fifty-mile radius from the current Gurdwara (as determined at the time of a person’s application for General Membership). Residency requirements can be waived at the discretion of a majority vote of the Board of Trustees.
 - c. A Patron must be an individual willing to abide by the Bylaws of SCOD.
 - d. A Trustee must be an individual willing to abide by the Bylaws of SCOD.
- E. Application for Membership
 - a. General Membership
 - i. To apply for General Membership of SCOD, a membership application, in the form prescribed by the Gurdwara Executive Committee (hereafter referred to as the GEC), must be duly completed and submitted to the GEC for approval. If the

application is denied, the applicant shall be informed in writing and shall wait for at least one (1) year before reapplying.

- ii. An applicant will be considered a General Member upon the date on which both the application is approved and dues are paid..

b. Patron

- i. To apply for Patronship of SCOD, a membership application, in the form prescribed by the Board of Trustees, must be duly completed and submitted to the Board of Trustees for approval. If the application is denied, the applicant shall be informed in writing and shall wait for at least one (1) year before reapplying.
- ii. Upon payment of dues, an applicant will be considered a Patron from the date the application is approved.

c. Board of Trustees

- i. To apply for membership on the Board of Trustees of SCOD, an individual must be nominated by two existing Trustees or by one-half (1/2) of General Members signing a petition.
- ii. A membership application, in the form prescribed by the Board of Trustees, must be duly completed and submitted to the Board of Trustees for approval.
- iii. The application must be approved by a three-fourths majority (3/4) of voting Trustees where a quorum is present. If the application is denied, the applicant shall be informed in writing and shall wait for at least one (1) year before reapplying.
- iv. The Trustee initial donation as set forth in Article X section G shall be paid in its entirety at one time unless the applicant falls under the Interim Trustee Program described in Article XIII section B.
- v. An applicant will be considered a Trustee after both the application is approved and dues are received.

F. Good Standing

- a. A member is considered in "Good Standing" if they are current in membership dues and have not engaged in any activity injurious to the SCOD and have not otherwise been sanctioned as per the Bylaws.

G. Membership Dues

- a. Current membership dues rates shall be written in a Board of Trustees procedure document. Dues for the three type of memberships will be stated in this format:

Type of Membership	Dues
General Member	\$ amount due annually
Patron	\$ amount due initially (at the time of approval)
	\$ amount due annually thereafter
Trustee	\$ amount due initially (at the time of approval)
	\$ amount due annually thereafter

- b. Current membership dues rates shall be clearly posted at SCOD.
- c. Membership dues for the subsequent year are due by December 31st.
- d. The GEC or Board of Trustees may change membership dues for General Members from time to time by majority resolution and without formal amendment of the Bylaws.
- e. The Board of Trustees may change membership dues for Patrons and Trustees from time to time by majority resolution and without formal amendment of the Bylaws. The initial donation amount for Trustees shall never be set below \$35,000.
- f. Dues for continuing membership – for General Members, Patrons, and Trustees must be paid in order to qualify to be a member in Good Standing.
- g. Membership dues for General Members, Patrons and Trustees are for individuals. Spouses and other family members shall pay the dues of a General Member as a minimum, in order to have voting privileges.
- H. Donations to SCOD shall not be automatically counted toward membership dues unless requested at the time.
- a. Explanation: If a person makes a monetary contribution to SCOD and wants this particular contribution to be applied to his/her membership dues, then he/she should specifically so state in a writing that accompanies the payment.

I. Voting Privileges

- a. General Member in Good Standing: A General Member, when in good standing, shall have the right to vote in the General Body Meeting. A General Member shall not have the voting rights of a “member of a nonstock corporation” under the Delaware General Corporation Law, but shall have only those voting rights that are expressly provided by these Bylaws or as determined and announced by the Board of Trustees. A new General Member will not have the right to vote until ninety (90) days from the date of inception, unless the approval provides for a longer period.
- b. Patron in Good Standing: A Patron, when in good standing, shall have all the rights of a General Member to vote in General Body Meetings provided he or she meets the criteria of a General Member.
- c. Trustee in Good Standing: A Trustee, when in good standing, shall have all the rights of a General Member to vote in General Body Meetings. A Trustee in good standing shall be a member of the Board of Trustees with all the rights, powers, and privileges attendant thereto, including the right to vote in meetings of the Board of Trustees unless otherwise prescribed in the Bylaws.
- d. Guests: Guests may participate in discussion in General Body or GEC meetings but only at the discretion and with the permission of the individual chairing the meeting. A guest shall not have the right to vote.

Article XI. GENERAL BODY (GENERAL MEMBERS)

- A. An individual who desires to be a General Member and who meets the requirements of Article X of the Bylaws may apply for General Membership as per Article X.
- B. General Body Meetings
 - a. At least one regularly scheduled meeting of the General Body shall be held each year. The annual General Body meeting shall be held on the first Sunday in March of each year (the “March General Body Meeting”). An optional mid-term General Body meeting may be held in the second half of each year (“the Mid-Term General Body Meeting”). This meeting may be called by the GEC or the Board of Trustees.
 - b. All meetings of the General Body shall be presided over by the President of the GEC, or by another person designated by the Chairperson of the Board of Trustees.
 - c. In the March General Body Meeting, the following business shall be conducted:

- i. If it is an election year, election of the GEC shall be held.
 - ii. A report on the activities of SCOD shall be given.
 - iii. A report on the financial status of SCOD shall be given.
 - iv. Additional business may be conducted, provided it is given on the agenda or added to the agenda as given in this Article.
 - v. To facilitate business, issues deemed time-consuming by the majority of the GEC members present at the meeting, may be tabled to either the Mid-Term General Body Meeting or special General Body meeting.
- d. SCOD shall give notice to the General Body advising them of the date, time, place and agenda of the March General Body Meeting. Notice shall be given to each General Member entitled to vote at such meeting not less than twenty-eight (28) days nor more than sixty (60) days before the date of the meeting.
 - e. Notice to members for General Body meetings may be given by personal delivery, mail, or, with the consent of the member entitled to receive notice, by facsimile or other means of electronic transmission. If mailed, such notice shall be delivered by postage prepaid envelope directed to each member at such member's address as it appears in the records of SCOD and shall be deemed given when deposited in the United States mail. Notice given by electronic transmission pursuant to this paragraph shall be deemed given: (1) if by facsimile telecommunication, when directed to a facsimile telecommunication number at which the member has consented to receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the member has consented to receive notice; (3) if by posting on an electronic network together with separate notice to the stockholder of such specific posting, upon the later of (X) such posting and (Y) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the member.
 - f. At least twenty-one (21) days notice shall be required for the inclusion/consideration of additional item(s) on the agenda of the meeting(s) of the General Body. If the modifications to the agenda are approved by the GEC, the General Body must be notified not less than ten (10) days prior to the meeting.
 - g. Items may be added to the agenda at the meeting itself upon a two-thirds (2/3) majority vote of General Members present and voting.
 - h. Time consuming issues, as determined by the GEC President, shall not be discussed in the March General Body Meeting. Those shall be discussed in the Mid-Term General Body Meeting, if it is held, or a special meeting called for that purpose.

- i. Special meeting(s) of the General Body may be convened upon the written request of twenty-five (25) percent of the General Body Membership, or by the GEC or by the Board of Trustees. SCOD shall give notice to the General Body advising them of the date, time, place and purpose or purposes for which the special meeting was called. No business other than that specified in the notice thereof shall be transacted at any special meeting. Notice shall be given to each General Member entitled to vote at such meeting not less than fourteen (14) days nor more than sixty (60) days before the date of the meeting.
- j. The quorum for the General Body meetings shall be constituted by the presence of one-fourth (1/4) of the voting General Members.
 - i. For purposes of indicating presence of General Members, a sign-in sheet shall be provided and that shall be the only proof of presence of General Members at the start of the meeting. Any head count prior to or during a meeting shall not be allowed. No proxies shall be allowed. This sign-in sheet shall be kept as part of the permanent records of SCOD.
 - ii. If there is no quorum, the meeting shall be postponed and another meeting held according to Special Meeting provisions given in this Article. If a quorum is still not present, the GEC may decide any further action.
 - iii. If there is no quorum even at the second meeting and elections of the GEC cannot be held, the Board of Trustees may appoint four (4) General Members to serve on the GEC in lieu of an elected GEC and they will serve for one (1) year.

Article XII. PATRONS

- A. An individual who desires to be a Patron and who meets the requirements of Article X of the Bylaws may apply to the Board of Trustees for Patronship.
- B. Patrons not meeting the residency criteria described in Article X may not vote in General Body meetings or hold office.
- C. Patrons may attend meetings of the Board of Trustees as guests, but shall not have the right to vote at such meetings.

Article XIII. TRUSTEES

- A. The Board of Trustees
 - a. The Board of Trustees shall be the governing body of SCOD and shall manage all the financial and policy matters of SCOD; and through committees such as the GEC shall carry out day to day business of SCOD;

it being clearly understood that the various committees and their members, individually and collectively, are under the jurisdiction of the Board of Trustees.

- b. Trustees are volunteers. There shall be no compensation of Trustees.

B. Membership and Term of Trustees

- a. An individual who desires to be a Trustee and who meets the requirements of Article X of the Bylaws, and those set by this Article, may apply to the Board of Trustees for membership in the Board of Trustees.
- b. Trustees shall serve a permanent term from the time of approval. After the initial Board of Trustees is set, no more than five (5) new Trustees may be appointed in any one calendar year.
- c. Interim Trustee Program: In order to set an initial Board of Trustees (hereinafter referred to as "Interim Trustees"), the following shall apply:
 - 1. Interim Trustees must meet the requirements of Article X of the bylaws and those set by this Article except those provisions regarding time served.
 - 2. Interim Trustee Program A--availability ending on July 11, 2006:
 - a. Interim Trustees must contribute a minimum of one-seventh of the total contribution amount required of Trustees per year for five years commencing on the date of Bylaws approval.
 - b. By the end of the five-year period, Interim Trustees having fulfilled the entire contribution amount shall continue as Trustees.
 - c. By the end of the five-year period, Interim Trustees not having fulfilled the entire contribution amount shall entirely forfeit Trustee status and rights.
 - 3. Interim Trustee Program B availability ending on July 11, 2007:
 - a. Interim Trustees must contribute a minimum of one-half (1/2) of the total contribution amount required of Trustees per year for two years. The program must be entered into by July 11, 2007.
 - b. By the end of the two-year period, Interim Trustees having fulfilled the entire contribution amount shall continue as Trustees.
 - c. By the end of the two-year period, Interim Trustees not having fulfilled the entire contribution amount shall entirely forfeit Trustee status and rights.
 - 4. The availability of Interim Trustee Programs B ends on July 11, 2007. After this date, persons desirous of Board of Trustee membership shall be required to make the Trustee initial contribution in its entirety. The contribution amount being set forth in the Board

of Trustees Procedure as indicated in Article X Section G of these Bylaws.

- d. The entire Board of Trustees shall appoint among themselves a Chairperson, a Vice Chairperson and a Secretary. This appointment shall be made at the February meeting of the Board of Trustees. The term served by these officers shall be two years, unless earlier removed by the Board of Trustees. These officers are not officers of the GEC.
- C. Requirements of a Trustee:
- a. Shall be a responsible and respectable member of the community.
 - b. Must pledge to uphold and abide by the Bylaws of SCOD.
 - c. Must have been a General Member in good standing for at least two (2) consecutive years immediately preceding the date of the application.
 - d. Must have participated in SCOD activities or served on SCOD committee work for at least one (1) year.
 - e. If a Trustee fails to pay the annual dues prior to the due date, he/she shall automatically have his/her rights suspended until such time his/her dues are paid up and brought up to date. During this period of suspension, the Trustee shall not be allowed to vote in any decision of the Board of Trustees even though he/she may vote in the General Body meeting. If the Trustee fails to or refuses to pay his/her dues within ninety days of the due date, the Trustee shall entirely forfeit his/her status and rights. In the event, a member ceases to be an active member of the Board of Trustees for any other reason, such Trustee shall remain a General Member of SCOD, so long as other requirements detailed herein, are met.
 - f. Members of a family living in the same household (namely, husband/wife/dependent children) shall not serve as Trustees at the same time.
- D. Trustees and/or their subsidiaries should avoid entry into any contracts with SCOD and, if they do, the contract should be on an arm's length basis, with competitive contracting parties considered, and with the contracting Trustee having no vote in the matter.
- E. Duties of the Board of Trustees
- a. The Chairperson shall set the agenda for and preside at all meetings of the Board of Trustees and shall rule on all matters of parliamentary procedure (Roberts Rules of Order). The Secretary shall keep the minutes of each meeting of the Board of Trustees and shall present the minutes of the last meeting for approval of the Board of Trustees. The Secretary shall also keep the records of the business and affairs of the Board of Trustees, including evidence of SCOD's property, insurance and other contracts.

- b. The Board of Trustees shall approve or make comment on the annual budget proposed by the GEC no later than four weeks after the said budget is submitted for approval.

F. Meetings of the Board of Trustees

- a. The Board of Trustees shall have no fewer than two (2) regularly scheduled meetings during the year. Such meetings shall be on the last Sunday in the months of February and October unless the Board by majority vote elects to schedule the meeting on the next earlier or next later Sunday.
- b. Special meetings of the Board of Trustees shall be held whenever requested, in writing, by one-third (1/3) of the members of the Board of Trustees or by any of the committees as per paragraph G below; or by the Chairperson. A ten (10) day notice shall be mailed to each Trustee, such notice to state the time and place of the meeting and the subject thereof.
- c. At all the meetings of the Board of Trustees, a majority of Trustees must be present to constitute a quorum for the transaction of business. If at any regular or special meeting of the Board of Trustees a quorum shall not be present, the Trustees present shall adjourn the meeting until such time that a quorum is present.
- d. Minutes shall be kept of all meetings.
- e. Attendance: A Trustee shall attend, in person or by conference call, at least fifty percent (50%) of the regularly scheduled meetings in one year, and shall not miss more than two (2) consecutive meetings. Attendance requirements may be waived by two-thirds (2/3) majority of the Board. The Trustee requesting the waiver shall not vote on his or her own waiver. This waiver must be requested in writing, stating the circumstances, within two weeks of the meeting. As such, the Board of Trustees may, from time to time, waive attendance requirements for Trustees of the Board if they, in their collective judgment, feel that it is justifiable.
- f. The Board of Trustees may invite any person to attend its meetings and offer constructive suggestions. Such a person shall not participate in the Board voting. Special consideration shall be given to younger General Members who are interested in SCOD.
- g. The Board of Trustees and any committee of the Board of Trustees shall have the privilege to hold executive sessions, limited to its members only.

G. Committees of the Board of Trustees

- a. The Gurdwara Executive Committee shall exist as a permanent committee of the Board of Trustees.
- b. The Board of Trustees may, by resolution passed by a majority of the whole Board, designate one or more special committees. Each special

- committee shall include one (1) or more of the Trustees of SCOD. The term and exact role of these committees shall be clearly defined.
- c. Persons who are not members of the Board of Trustees may be appointed to any Advisory Committees established from time to time by the Board, to provide advice and counsel to the Board or its Committees.
 - d. Each committee shall keep regular minutes of its meetings and report the same to the Board of Trustees at the next meeting.
- H. The Board of Trustees may appoint delegate(s) to a national or international organization whose interests are deemed compatible with SCOD. The role of such delegate(s) shall be clearly defined by the Board of Trustees.
- a. The delegate may be a Trustee or a General Member. A General Member must be a member in good standing for at least one (1) year.
 - b. The delegate must be familiar with the Certificate of Incorporation, Bylaws, and workings of SCOD.
- I. The Board of Trustees is empowered to accept contributions, subscriptions, donations, gifts, bequests, grants and aids on behalf of SCOD; provided however, that this Section shall not be construed as allowing the Board of Trustees to accept any gifts in any manner that would prevent the SCOD from continuing to be exempt from federal taxation under Section 501(C)(3) of the Tax Code. Acceptance of such contributions shall not constitute a contract between SCOD and the contributing party.

Article XIV. GURDWARA EXECUTIVE COMMITTEE

- A. The Gurdwara Executive Committee (GEC)
- a. The GEC shall exist as a permanent committee responsive to the Board of Trustees.
 - b. The GEC, among other things, shall be responsible for the general management and workings of the SCOD and its regular functions including weekly prayer meetings, Guruparabs, Langar and community affairs.
 - c. The GEC shall consist of seven (7) members. Five (5) shall be elected by the General Body and two shall be Trustees, selected by the Board of Trustees.
 - d. The offices of GEC President and GEC Treasurer shall be occupied by two GEC members who are also Trustees.
 - e. GEC members are volunteers. There shall be no compensation of GEC members.
- B. Election and Term of the Gurdwara Executive Committee

- a. Nominations
 - i. The Board of Trustees shall propose to the General Body a minimum of five (5) General Members, as candidates for the GEC. In addition, the General Body shall propose additional General Members as candidates on motion from the floor, duly seconded, in order to hold a democratic election.
 - ii. All nominated candidates shall be in Good Standing.
 - iii. SCOD should strive to nominate as many practicing Sikhs as possible.
 - b. If there are no additional nominations from the floor, the slate of members presented by the Board of Trustees shall be declared elected.
 - c. A special Election Commissioner, appointed by the Board of Trustees, will be responsible for holding the GEC elections during the March General Body Meeting in an election year.
 - d. Candidates receiving the highest number of votes shall be declared elected.
 - e. In case of tie, opportunity will be given to candidates to drop out. Otherwise a tie will be resolved by holding a runoff election at the same meeting.
 - f. The term of the GEC shall be two years in length, from April 15 (following the March election) to April 14 (in the year that is two years after the election). However, the GEC members shall continue to hold office until their successors are chosen and qualify.
 - g. The GEC shall, within two weeks of the election, meet to choose officers amongst themselves. Such selection shall be communicated to the General Body.
 - h. No member may hold more than one office at any time.
 - i. Any GEC member elected or appointed by the Board of Trustees may be removed at any time by the affirmative vote of a majority of the Board of Trustees as provided in Article XIX of the Bylaws.
 - j. Any vacancy occurring in any office of SCOD shall be filled by the Board of Trustees until the next election.
- C. Requirements of a Gurdwara Executive Committee Member
- a. Shall be a responsible and respectable member of the community.
 - b. Must pledge to uphold and abide by the Bylaws of SCOD.
 - c. Must have been a General Member in Good Standing for at least two (2) consecutive years immediately preceding the year of the election.

- d. Must have participated in SCOD activities or served on SCOD committee work for at least one (1) year.
 - e. For the GEC elections held within three years commencing on the date of Bylaws approval, any member seeking candidacy shall have fulfilled the following requirements:
 - i. Shall be a responsible and respectable member of the community
 - ii. Must pledge to uphold and abide by the Bylaws of SCOD
 - iii. Be a General Member in Good Standing at the time of the election
 - iv. Have nomination approved by the Board of Trustees, by simple majority
 - f. If a GEC member fails to pay the annual dues prior to the due date, he/she shall automatically have his/her rights suspended until such time his/her dues are paid up and brought up to date. During this period of suspension, the GEC member shall not be allowed to vote in any decision of the GEC even though he/she may vote in the General Body meeting. If the GEC Member fails to or refuse to pay his/her dues within ninety days of the due date, the GEC Member shall entirely forfeit his/her office. In the event, a member ceases to be an active member of the GEC for any other reason, such GEC member shall remain a General Member of SCOD, so long as other requirements detailed herein, are met.
- D. GEC members and/or their subsidiaries should avoid entry into any contracts with SCOD and, if they do, the contract should be on an arm's length basis, with competitive contracting parties considered, and with the contracting GEC member having no vote in the matter.
- E. Duties of Gurdwara Executive Committee
- a. The duties of the members of the GEC shall be as follows:
 - i. The President:
 - 1. Shall preside over all the meetings of the GEC and of the General Body and shall be the ex-officio member of any other committee formed by the Board of Trustees or the GEC.
 - 2. In the President's absence the Vice President of the GEC will preside over any meeting.
 - 3. Shall countersign minutes of all meetings.
 - 4. Shall countersign all checks over \$500.00.
 - 5. Shall sign all reports of committees.
 - 6. Shall sign any agreements or contracts entered into on behalf of SCOD.

7. When so directed by the Board of Trustees, the President shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of SCOD, except where required or permitted by law otherwise to be signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Trustees to some other Officer or Agent of SCOD.
 8. Shall perform, in general, all duties incident to the office of President.
- ii. The Vice President:
 1. Shall perform, in general, all duties incident to the office of President in the absence or inability of the President.
 - iii. The Secretary:
 1. Shall keep minutes of all meetings of the GEC and the General Body of SCOD in books provided for that purpose.
 2. Shall send copies of meeting minutes to all members of the GEC and Board of Trustees.
 3. Shall attend to getting and serving all notices.
 4. Shall prepare the agenda for the meetings of the GEC or the General Body.
 5. Shall, have custody of, and when so required affix, the seal of SCOD to all bonds, contracts and other obligations as authorized by the Board of Trustees. When so affixed, it may be attested by his or her signature. The Board of Trustees may give general authority to any other Officer to affix the seal of SCOD and to attest the affixing by his or her signature.
 6. Shall, in general, perform all duties incident to the office of Secretary.
 - iv. The Treasurer:
 1. Shall prepare an annual SCOD budget for approval by the GEC. The GEC shall submit this budget to the Board of Trustees by October 1st.
 2. Shall, when necessary and proper, endorse on behalf of SCOD, checks, notes and other obligations in such bank or banks or depository as the Board of Trustees may designate from time to time, up to five hundred dollars (USD \$500.00).

3. Shall sign all receipts and vouchers for payments made to SCOD whenever required by the Board of Trustees.
 4. Shall keep full and accurate accounts of cash received and the expenditures in books provided for this purpose.
 5. Shall render statement of accounts whenever called upon to do so by members of the GEC or Board of Trustees (in their duly called meeting).
 6. Shall have accounting books readily available for inspection by the members of the Board of Trustees after a reasonable notice and a mutually agreed time and place.
 7. Shall keep accounts of assets and debts of SCOD.
 8. If required by the Board of Trustees, the Treasurer shall give SCOD a bond (which shall be renewed every year) in such a sum and with such surety or sureties as shall be satisfactory to the Board of Trustees for the faithful performance of the duties of his or her office and for the restoration to SCOD, in case of his or her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control and belonging to SCOD.
 9. Shall supervise SCOD's timely preparation and filing of financial statements and tax filings.
 10. Shall not serve more than two consecutive terms.
 11. Shall, in general, perform all duties incident to the office of the Treasurer.
- v. Members-at-large
1. The balance of GEC Members shall exist as Member-at-Large.
- vi. Checks and drafts drawn on behalf of SCOD for any amount over five hundred dollars (USD \$500.00) shall either be signed by any two of the President, Secretary and Treasurer of the GEC; or be authorized by the GEC on a month-to-month basis. This amount may be changed by the Board of Trustees from time to time.
- vii. The Treasurer shall collect all dues, keep accounts of all receipts and expenses. The Chairperson of the Board of Trustees, President of the GEC and the Treasurer of the GEC shall maintain and operate a joint account of SCOD.
- viii. The Secretary and the Treasurer of the GEC shall be responsible for maintaining all records of SCOD. A membership register shall

be maintained. Agenda and records of the GEC and the General Body and Board of Trustees meetings shall be prepared and circulated.

- F. All records and registers for SCOD shall be brought up to date at least four (4) weeks before the March General Body Meeting.
- G. All Contracts or obligations entered into on behalf of SCOD shall be signed by the President and the Secretary.
- H. Meetings of the Gurdwara Executive Committee
 - a. The GEC shall have no fewer than twelve (12) regularly scheduled meetings during the year, on the first Sunday of each calendar month.
 - b. Special meetings of the GEC shall be held whenever requested by one-third (1/3) of the members of the GEC. As a minimum, one-day advance notice shall be given to each Committee member, such notice to state the time and place of the meeting and the subject thereof.
 - c. A majority of the members of the GEC shall constitute a quorum for the transaction of business at a GEC meeting.
 - d. Minutes shall be kept of all meetings.
 - e. Attendance: A GEC member shall attend at least fifty percent (50%) of the regularly scheduled meetings in one year, and shall not miss more than three consecutive meetings. Attendance requirements may be waived by two-thirds (2/3) majority of the GEC in the case of personal emergencies or due to temporary professional relocations. This waiver must be requested in writing, stating the circumstances, within two weeks of the meeting. As such, the GEC may, from time to time, waive attendance requirements for the GEC member if they, in their collective judgment, feel that it is justifiable.
- I. Sub-Committees Created by the Gurdwara Executive Committee
 - a. The GEC may seek cooperation of any General Member(s) of SCOD, in Good Standing, to serve on sub-committees or other special committee(s) (hereinafter in this Article referred to as committees). The GEC may, by resolutions passed by a majority of the GEC, designate such committee as it deems necessary or desirable. The GEC shall affirm the choice of committee coordinator. Such committee shall meet at the times stated in the resolution or on notice to all by any of their own members.
 - b. Committees of the GEC shall fix their own rules of procedure. Unless otherwise prescribed by the GEC or these Bylaws, a majority of a committee's members shall constitute a quorum, and the affirmative vote of a majority of the whole committee shall be necessary in every case. The coordinator of a committee shall report on activities to the GEC.

- c. Committees of the GEC shall meet as often as necessary.
- d. Committees of the GEC may assign specific tasks and may invite any person to attend its meeting(s) and offer suggestions. Such a person shall not vote in the committee proceedings.

Article XV. BUDGET, FINANCE AND AUDITS

- A. The fiscal year of SCOD is from January 1st to December 31st.
- B. A complete financial report of SCOD shall be posted at SCOD every quarter.
- C. All SCOD financial records shall be maintained for ten years.
- D. The Board of Trustees shall appoint two (2) persons, independent of the Board of Trustees, one of whom shall be familiar with financial audit work, and ideally familiar with the financial and reporting obligations of 501(c)(3)'s at their regular December meeting. The auditors shall present their report to the Board of Trustees at their February meeting for approval and then their report shall be presented to the General Body during the March General Body Meeting.

Article XVI. FACILITIES USE AND RULES

- A. General. The facilities of SCOD shall be used for non-profit, religious, educational, and cultural activities as approved by the Board of Trustees. No activities shall be permitted which are not within the religious and charitable purposes of SCOD as stated in Article III of the Bylaws (or educational and cultural activities in furtherance of such purposes), or which violate the laws of the United States of America or the State of Delaware.
- B. Cultural, Political, and Other Activities. The GEC shall be liberal in making the facilities of SCOD open to all General Members for the scheduling of special events, seminars and classes for the pursuit and presentation of issues and topics pertaining to Sikh culture, study, politics, religion and other issues pertaining to the Sikh community. However, Sunday services shall consist only of the presentation of the usual religious service, announcements by the Secretary, and the community langar following the service. Any other presentations to the General Body at or following Sunday services shall be only by invitation of the GEC.
- C. Religious Services. All religious services shall be conducted in accordance with the doctrines of the Sikh Rahat Maryada.
- D. Rules and Regulations. The Board of Trustees shall have the power to adopt, modify or rescind any reasonable and non-discriminatory rules and regulations governing the use of the facilities from time to time. This may be delegated to the GEC. A copy of the rules and regulations shall be open to inspection by any member upon request.

- E. Private Functions. The facilities will be made available to members and their families for private or public functions, such as weddings, parties, funerals, memorial services, and other similar functions. The facilities may also be made available to corporations and other organizations for specific purposes meeting the needs of the membership, such as seminars, scouting, child care, and social functions. Reservation policies, cancellation policies, rental fees, security deposit policies and other rules governing the use of the facility for private or organizational functions shall be determined by the GEC, or may be delegated by the GEC to the appropriate committee. Notwithstanding the foregoing, the facilities shall not be used in any manner that would prevent SCOD from continuing to be exempt from federal taxation under Section 501(c)(3) of the Tax Code or that would result in any excise tax or sanction under the Tax Code.
- F. Prohibited Activities. The use of non-vegetarian items, alcoholic beverages, tobacco or other intoxicants, shall be prohibited on Gurdwara premises. Any other activities detrimental to the sanctity of the Gurdwara shall not be engaged in by the user of the facilities.
- G. Memorials and Plaques. The Board of Trustees may honor donors and/or display memorials and plaques. The plaques will be chosen by SCOD and will be tasteful in appearance.
- H. Approval of overnight guests, including religious clergy, are under the jurisdiction of the GEC as per standard voting protocol.

Article XVII. ASSETS AND LIABILITIES

Assets and liabilities of SCOD shall be administered by the Board of Trustees. No member of the Board of Trustees shall, however, be personally held responsible for any liability of SCOD. No part of net earnings of SCOD shall inure to the benefit of, or be distributable to its members, Trustees, officers, or other private person(s) except that SCOD 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 Article III of the Bylaws. Notwithstanding any other provision for these articles, SCOD shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Tax Code, or (b) by an organization the contributions to which are deductible under Section 170(c)(2) of the Tax Code.

Article XVIII. VOTING

- A. The transaction of all business, whether it be by the Board of Trustees, GEC, other various committees, or General Body, shall be approved by a majority vote of members of such Board, committee, or General Body present and eligible to vote, unless otherwise provided by the Bylaws.
- B. All elections shall be by secret ballot unless it is unanimous or uncontested, or excepting conditions set forth in section F below regarding mail ballots.

- C. Applicants for Trustees who are recommended by the Board of Trustees will be done through a secret ballot, unless it is unanimous or uncontested. Applicants for Trustees who are recommended by the General Body may be done by a secret ballot.
- D. Approval by the Board of Trustees of applicant Trustees and Patrons shall be by secret ballot.
- E. No proxy shall be allowed under any circumstances.
- F. No mail ballot shall be allowed for General Election unless approved by a majority of GEC members. If used, the mail ballots must be mailed at least twenty-one days before due date. Mail ballots must either be signed or must bear the imprinted seal of SCOD. All ballots will be opened by the GEC or duly appointed subcommittee, in one sitting, open to the voting members.
- G. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Trustees or of any committee thereof may be taken without a meeting if all members of the Board or such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or such committee.

Article XIX. RECALL OF GURDWARA EXECUTIVE COMMITTEE MEMBER OR BOARD OF TRUSTEE MEMBER

- A. Gurdwara Executive Committee
 - a. A motion to recall can be moved against any member(s) of the GEC with written endorsement of at least twenty-five percent (25%) of the General Members eligible to vote or fifty percent (50%) of the GEC members eligible to vote or fifty percent (50%) of the Trustees eligible to vote. The written endorsement petition for recall shall be in the format prescribed by the GEC.
 - b. A resolution approving such recall motion shall require for its passage the affirmative vote of two-thirds (2/3) of the members of the General Body present and voting at a General Body meeting called for that purpose or the affirmative vote of two-thirds (2/3) of the GEC members present and voting at a GEC meeting called for that purpose or the affirmative vote of two-thirds (2/3) of the Board of Trustees present and voting at a Board of Trustees meeting called for that purpose.
- B. Board of Trustees
 - a. A motion to recall can be moved against any member(s) of the Board of Trustees with written endorsement of at least fifty percent (50%) of the Trustees eligible to vote. The written endorsement petition for recall shall be in the format prescribed by the Board of Trustees.

- b. A resolution approving such motion shall require for its passage the affirmative vote of two-thirds (2/3) of the members of the Board of Trustees.

Article XX. SANCTION OF A GENERAL MEMBER OR PATRON

- A. The Board of Trustees through its various committees, including the GEC, shall maintain proper code of behavior and ethics to protect the members and facilities of SCOD.
- B. The Board of Trustees through its various committees, including the GEC, shall be authorized to pass rules and regulations to maintain a proper decorum and code behavior that shall ensure the carrying out of various activities of SCOD.
- C. In the event activities occur that are considered against the interest of SCOD, at least two-thirds (2/3) majority vote of the Board of Trustees or GEC is necessary to establish sanction of a General Member.
 - a. In the event sanction of a General Member has been established, at least one-half (1/2) majority vote of the Board of Trustees or GEC is necessary to establish discipline action of a General Member, including special actions for repeat offenders.

Article XXI. INDEMNIFICATION OF OFFICERS AND TRUSTEES

- A. Non-derivative Actions. Subject to Section C hereof, and to the extent indemnification will not result in the imposition of tax under Section 4958 of the Tax Code, SCOD shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of SCOD) by reason of the fact that he is or was a Trustee or officer of SCOD, or is or was serving at the request of SCOD as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, provided he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of SCOD, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of SCOD, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

- B. Derivative Actions. Subject to Section C hereof, SCOD shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of SCOD to procure a judgment in its favor by reason of the fact that he is or was a Trustee or officer of SCOD, or is or was serving at the request of SCOD as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit provided he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of SCOD; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to SCOD unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.
- C. Determination of Propriety of Indemnification. Any indemnification under this Article (unless ordered by a court) shall be made by SCOD only as authorized in the specific case upon a determination that indemnification of the present or former Trustee or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Section A or Section B of this Article, as the case may be. Such determination shall be made (a) by the Board of Trustees by a majority vote of the Trustees who are not parties to such action, suit or proceeding even though less than a quorum, or (b) by a committee of such Trustees designated by majority vote of such Trustees, even though less than a quorum, (c) if there are no such Trustees, or if such Trustees so direct, by independent legal counsel in a written opinion or (d) by the members. To the extent, however, that a present or former Trustee or officer of SCOD has been successful on the merits or otherwise, in defense of any action, suit or proceeding described above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity of authorization in the specific case.
- D. Right to Apply to Court. Notwithstanding any contrary determination in the specific case under Section C of this Article, and notwithstanding the absence of any determination thereunder, any Trustee or officer may apply to any court of competent jurisdiction in the State of Delaware for indemnification to the extent otherwise permissible under Sections A and B of this Article. The basis of such indemnification by a court shall be a determination by such court that indemnification of the Trustee or officer is proper in the circumstances because he has met the applicable standards of conduct set forth in Section A or B of this Article, as the case may be. In any such proceeding, a party in good faith seeking indemnification shall be entitled to reimbursement of his expenses (including

reasonable attorneys' fees, if it is determined that such person is ultimately entitled to indemnification). Notice of any application for indemnification pursuant to this Section D shall be given to SCOD promptly upon the filing of such application.

- E. **Advancement of Expenses.** With respect to any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was a Trustee or officer of SCOD, SCOD shall pay the expenses (including attorneys' fees) incurred by such person in defending such threatened, pending or completed action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Trustee or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by SCOD as authorized in this Article; provided, however, that with respect to a proceeding initiated by a Trustee or officer of SCOD (including a person serving at the request of SCOD as a director or officer of another corporation, partnership, joint venture, trust or other enterprise) against SCOD, such Trustee or officer shall be entitled under this Section to the payment of expenses (including attorneys' fees) incurred by such person in defending any counterclaim, cross-claim, affirmative defenses or like claim of SCOD in connection with such proceeding in advance of the final disposition of such proceeding only if such proceeding was authorized by the Board of Trustees of SCOD.
- F. **Non-exclusive Right; Amendment of Article.** The indemnification and advancement of expenses provided by, or granted pursuant to, the other Sections of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, contract, vote of members or disinterested Trustees or pursuant to the direction (howsoever embodied) of any court of competent jurisdiction or otherwise, as to action in his official capacity and as to action in another capacity. The provisions of this Article shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section A or B of this Article but whom SCOD has the power or obligation to indemnify, or to advance expenses for, under the provisions of the General Corporation Law of the State of Delaware or otherwise. No amendment to the Certificate of Incorporation or bylaws shall operate retroactively to eliminate or otherwise diminish any right to indemnification or advancement of expenses which existed at the time of the occurrence of any conduct subject to a threatened or pending action. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Trustee or officer of SCOD and shall inure to the benefit of the heirs, executors and administrators of such person.
- G. **Liability Insurance.** SCOD may purchase and maintain insurance on behalf of any person who is or was a Trustee or officer of SCOD, or is or was serving at the

request of SCOD as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not SCOD would have the power or the obligation to indemnify him against such liability under the provisions of this Article.

- H. “SCOD” Defined. Exclusively for purposes of this Article, references to the “SCOD” shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors or officers, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.
- I. Severability of Article. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then SCOD shall nevertheless indemnify each Trustee or officer of SCOD as to expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement with respect to any action, suit, proceeding or investigation, whether civil, criminal or administrative, and whether internal or external, including a grand jury proceeding and an action or suit brought by or in the right of SCOD, to the full extent permitted by any applicable portion of this Article that shall not have been invalidated, or by any other applicable law.

Article XXII. AMENDMENTS

These Bylaws may be altered or repealed at any regular meeting of the members of the Board of Trustees (acting as the “members” of SCOD as defined by the Delaware General Corporation Law) or at any regular meetings of the Board of Trustees, or at any special meeting of such members or of the Board of Trustees if notice of such alteration or repeal be contained in the notice of such special meeting; provided, however, that in any event, no such amendment or repealer shall permit the addition or deletion of any provision the inclusion or absence of which, as the case may be, would cause the corporation to cease to qualify for exemption from taxation under Section 501(c)(3) of the Tax Code.

Article XXIII. INTERPRETATION

Any matter not covered in these Bylaws shall be subject to decision by the Board of Trustees, and the Board of Trustees shall have the right to resolve any ambiguity contained in these Bylaws, or provide interpretation, by an affirmative vote of not less than 2/3 of the Trustees eligible to vote.

*****END OF BYLAWS*****