

CODE OF BYLAWS
OF
FORT WAYNE BHAJAN SOCIETY, INC.

ARTICLE I
NAME AND LOCATION

Section 1.01. Name and Location. The name of this corporation is FORT WAYNE BHAJAN SOCIETY, INC. (hereinafter referred to as "the Corporation"). Its registered office is located at the address as stated in its articles of incorporation.

ARTICLE II
PURPOSES

Section 2.01. Purposes. The Corporation is an Indiana nonprofit corporation organized exclusively for charitable, benevolent, religious, educational, and scientific purposes within the United States of America. Its activities are to be conducted in such a manner that no part of its net earnings will inure to the benefit of any member, director, officer, or individual. It will not have the power to issue certificates of stock or declare dividends.

Without limiting the generality of the foregoing, the Corporation exists for the following purposes [but only to the extent that such purposes constitute charitable, benevolent, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Code (hereinafter "the Code")]

- (a). To keep alive the religious traditions of Sanātana Dharma¹, to provide a place of worship and impart the teachings of the Sanātana Dharma scriptures;
- (b). To prepare children for a better tomorrow through knowledge and understanding of Sanātana Dharma cultural heritage and shared values;
- (c). To cooperate with other charitable organizations, through grants and otherwise, which are working to educate children about their Sanātana Dharma heritage, religion, values, tradition and culture;
- (d). To communicate the heritage, knowledge, tradition and culture of Sanātana Dharma by means of the spoken and written word;
- (e). To operate an organization based upon the essentials of the Sanātana Dharma;
- (f). To receive, construct, maintain, and accept as assets of the Corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and

¹ For the purposes of these bylaws, Sanātana Dharma is defined as the broadly inclusive religious and spiritual traditions that originated in the Indian peninsula about 4,000 years ago and have continued to date, currently being practiced by the substantial majority in India.

disposed of exclusively for charitable, religious, educational, cultural and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; as amended, and in accordance with and pursuant to these Bylaws; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purpose other than a "charitable purpose" which would jeopardize the status of the Corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended;

- (g). To exclusively promote and carry on any other religious, charitable, cultural or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Indiana Nonprofit Corporation Act; and
- (h). To engage in any activities necessary, desirable, or helpful for the furtherance of its stated purposes.

Notwithstanding the foregoing, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE III

FUNCTION

Section 3.01. Function. The Corporation shall function as a nonprofit, nonpartisan, and inclusive organization incorporated under the laws of the State of Indiana. No substantial part of its activities shall be devoted to carrying on political activities, lobbying, or otherwise attempting to influence legislation, nor shall the Corporation 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. The Corporation shall not engage in any activity which could jeopardize its qualification for income tax exemption under the Code.

ARTICLE IV

MEMBERS

Section 4.01. Classes. The Corporation shall have one (1) class of members and all members shall have the same rights, privileges, duties, liabilities, limitations and restrictions.

Section 4.02. Eligibility and Restrictions on Membership. Any person in the community who desires to adhere to the purposes of the Corporation may become a member. Each member of the Corporation agrees to abide by the Bylaws of the Corporation and all other rules and regulations adopted by the Board of Directors. Any member who shall fail to comply with the requirements of the Bylaws or the rules and regulations made pursuant thereto shall, if the Board of Directors by majority vote so determine in accordance with Indiana Code Section 23-17-8-2, as amended, forfeit his/her membership and any and all rights and interest in the

Corporation and its property. No person shall be entitled to more than one (1) membership in the Corporation. Membership dues may be assessed as authorized by the Board of Directors.

Section 4.03. Voting Rights. Every member shall have the right at every meeting of the members to cast one (1) vote for his/her membership. This right to vote may be exercised in person or by proxy, or as the Bylaws may provide from time to time.

Section 4.04. Meetings of Members. The annual meeting of the members shall be held following the annual meeting of the Board of Directors on the 2nd Sunday in February of each year or on a day as determined by the Board of Directors with notice to the members. Notice from the corporation shall be given at least ten (10) days before such meeting, by electronic mail or first-class mail delivered to each member's last known address, notifying each member of the place, date and time of the meeting, along with a description of the matters to be considered at such meeting. Special meetings of the members may be held at such time as the President or Board of Directors may designate, with notice as described hereinabove. Meetings of members may be held remotely or at any place, inside or outside the State of Indiana, which shall be designated by the Board of Directors of the Corporation, or as the Bylaws may designate. A member may participate in any membership meeting by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting.

Section 4.05. Tenure of Members. Members, upon acceptance, will remain members of the Corporation until their membership is terminated in accordance with the Bylaws or the rules and regulations adopted by the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

Section 5.01. Management. The business and the affairs of the Corporation shall be directed, controlled, and managed by its Board of Directors, which shall be the governing body of the Corporation. The Board of Directors shall manage all of the affairs, property, and funds of the Corporation in accordance with its organizational purposes and shall have the duty and authority to do and perform acts consistent with the Articles of Incorporation, these Bylaws, any amendments thereto, and the laws of the State of Indiana.

Section 5.02. Duties. The Board of Directors shall have the following duties:

- (a). Appoint an Executive Committee as provided in these Bylaws;
- (b). Review periodically the activities of the Corporation, including careful consideration of all recommendations by the Executive Committee and staff, if any;
- (c). Fill vacancies on the Executive Committee;
- (d). Name an official depository for the funds of the Corporation and designate the officer or officers, agent or agents, who shall sign all checks, notes, drafts, and other financial or other legal documents;
- (e). Provide overall direction to the Corporation;
- (f). Solicit new funds and encourage fund raising opportunities for the Corporation;
- (g). Develop appropriate risk management to protect the assets of the Corporation;

- (h). Represent the Corporation in its community;
- (i). Meet regularly and participate actively in the affairs of the Corporation; and
- (j). Perform such other duties as may be required by law.

Section 5.03. Number. Directors shall be elected by the members. The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) Directors as determined by resolution of the Board of Directors from time to time. The initial Board of Directors shall consist of nine (9) individuals elected by the incorporator.

Section 5.04. Qualifications. Directors shall be selected from among members residing or employed in the community served by the Corporation who:

- (a). possess demonstrated ability in their respective fields of endeavor; and
- (b). are willing, without compensation, to devote their time and services to the supervision of the affairs of the Corporation and accomplishment of its purposes.

At any time, the Board of Directors shall consist of no more than one immediate family-member of members to serve in the board.

Section 5.05. Terms of Office of Directors. Each Director shall hold office for two (2) years and until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal. Directors may be elected for successive terms, if otherwise eligible for election. The Directors shall be elected at the annual meeting of the members. The term of a newly elected Director shall commence at the close of such annual meeting. The term of the Board of Directors shall be staggered.

Section 5.06. Vacancies. Any vacancy occurring on the Board of Directors caused by death, resignation, or otherwise shall be filled through the vote of a majority of the remaining members of the Board. Any such successor shall serve for the balance of the term so filled and may be eligible for re-election as a Director immediately upon the conclusion of that term. The successor may participate in the meeting at which he/she is elected. A special meeting of the members shall be held by the Board of Directors if 50% or more of the Board of Directors become vacant.

Section 5.07. Meetings. The annual meeting of the Board of Directors shall be held as determined by the President, with notice. Notice from the corporation shall be given at least ten (10) days before such meeting, by electronic mail or first-class mail delivered to each director's last known address, notifying each director of the place, date and time of the meeting, along with a description of the matters to be considered at such meeting. Special meetings of the Board of Directors may be held at such time as the President or Board of Directors may designate, with notice as described hereinabove. The Board of Directors may provide, by resolution, the place, either within or without the State of Indiana, for the holding of additional regular meetings with notice as described hereinabove. The Board of Directors shall meet quarterly at minimum.

Section 5.08. Resignation. Resignation of Board memberships shall be in writing including electronic communication addressed to the Board of Directors. Any such resignation shall be effective at the time of its receipt and acceptance by the Board, or at such other time as is specified therein.

Section 5.09. Quorum. A two-third of the total number of authorized Directors, notwithstanding any vacancy, shall constitute a quorum at any meeting of the Board of Directors; provided, however, when filling vacancies, a majority of the then existing Directors shall constitute a quorum. Proxies shall be used as a substitute for attendance, or may a Director vote by proxy. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5.10. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if a written consent to such action is signed by all of the members of the Board or of such committee, as the case may be, and if such written consent describes the action taken or to be taken and is filed with the minutes of the proceedings of the Board or committee. Such action taken is effective when the last Director or member signs the consent, unless the consent specifies a prior or subsequent effective date.

Section 5.11. Remote Meeting. The Board of Directors meeting shall be conducted either in person or remote or combination as determined by the President. A Director participating in a meeting by any means provided in this Section shall be considered present in person at the meeting.

ARTICLE VI

OFFICERS AND OFFICIALS

Section 6.01. Officers. The Officers of the Corporation shall consist of a President, a Vice President, one or more Secretaries, Treasurer and such other officers and assistant officers as shall from time to time be determined by the Board of Directors.

Section 6.02. Election, Term of Office, and Vacancies. Officers of the Corporation shall be elected by the Board of Directors at its annual meeting and shall assume office at the conclusion of the annual meeting of the Directors. All officers of the Corporation shall be members of the Board of Directors of the Corporation.

Each officer shall hold office for two (2) years and until his/her successor has been chosen and qualified, or until his/her earlier death, resignation, or removal. Any vacancy may be filled by vote of a majority of the Directors present and voting at a meeting of the Board of Directors at which a quorum of the Directors is present. Officers may be elected for successive terms, if otherwise eligible for election.

Section 6.03. President. The President of the Board shall preside at all meetings of the Board of Directors. Subject to the approval of the Board of Directors, on a case-by-case basis, he or she shall have the power, on behalf of the Corporation, to (i) accept and receive donations, devises, and bequests made to the Corporation, (ii) agree to any conditions or limitations thereon imposed by the donors, (iii) give receipts therefore, and (iv) prudently manage the assets for the benefit of the Corporation. Subject to the approval of the Board of Directors, on a case-by-case basis, he or she may execute and deliver on behalf of the Corporation, bonds, mortgages, and other contracts of the Corporation requiring the seal of the Corporation. The President shall submit reports to the Board of Directors from time to time of

all matters within his or her knowledge which the interests of the Corporation may require to be brought to the Board's attention. The President shall appoint the committees of the Corporation, subject to the approval of the Board of Directors on a case-by-case basis, and the members and chairpersons thereof.

The President shall be responsible for seeing that the Board of Directors and the Corporation's committees function adequately and pursue goals and objectives which are consistent with the Corporation's values, mission, and strategic goals. The President shall represent the Board of Directors at official functions when available and shall appoint someone else to do so when not able to be present. The President shall enforce policies of the Board of Directors, including but not limited to those pertaining to conflicts of interest, attendance, and individual Director performance.

Section 6.04. Vice President. In absence or the disability of the President as determined by the Board of Directors, the Vice President shall perform the duties of the President as specified in Section 6.03. In addition, the Vice President shall perform the duties and assignments which may time to time be delegated by the President or the Board of Directors.

Section 6.05. Secretary. The Secretary shall give notice of all meetings as required by applicable law, by the Corporation's Articles of Incorporation, or by these Bylaws. The Secretary shall keep and maintain official records and minutes of all meetings of the Board of Directors and the Executive Committee. The Secretary shall authenticate the records of the Corporation and perform such other duties as pertain to his/her office or as may be assigned to him/her by the President the Board of Directors, or the Executive Committee

Section 6.06. Treasurer. The Treasurer shall have general charge and supervision of the books and records of account of the Corporation and shall have charge of and be responsible for all funds and securities of the Corporation. He/she shall have no vote with regard to proposed deposits or investments in the financial institution, if any, where he/she is employed. He/she shall regularly render financial statements to the Board of Directors and the Executive Committee. The Treasurer shall prepare and submit the annual tax filings and entity reports to the appropriate governmental agencies. The Treasurer shall have all other usual powers to give receipts and releases in the Corporation's name for cash, securities, or other property delivered to it, and shall perform such other duties as may be assigned to him/her from time to time by the President, the Board of Directors, or the Executive Committee deposited and held solely in the name of "Fort Wayne Bhajan Society, Inc." The Treasurer shall if required by the Board of Directors or the Executive Committee, furnish a bond (at the expense of the Corporation) in such form and with one or more sureties satisfactory to the Board or the Executive Committee, for the faithful performance of the duties of his/her office, and for restoration to the Corporation, in the event of his/her death, resignation, retirement, or removal from office, of all books, papers, vouchers, monies, and other property and assets of whatever kind in his/her possession or under his/her control belonging to the Corporation.

The funds of the Corporation shall be subject to expenditure solely by check or other instrument signed by the Treasurer or his/her designee. Each check or other instrument by which an expenditure of Five Thousand Dollars (\$5,000.00) or more is made shall be countersigned by the President.

Section 6.07. Delegation of Authority. In the event of the absence of any officer of the Corporation, or for any other reason the Board of Directors may deem sufficient, the Board, by official action, may delegate the powers or duties of such officer to any other officer or to any Director or employee of the Corporation.

Section 6.08. Removal. Each officer, elected or appointed by the members of the Board of Directors or Executive Committee, is subject to removal by majority vote of the Directors then in office at any time. In the event of the absence of any officer of the Corporation, the Board of Directors or Executive Committee may, without removal, delegate the powers and duties of such officer to any other officer or suitable person for the period which the Board of Directors or Executive Committee may deem proper, subject, however, to any limitations herein contained and only to the extent permitted by law.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 7.01. Membership. The President, Vice President, Secretary(ies) and Treasurer of the Corporation, as well as any other persons unanimously chosen by the Board of Directors, shall constitute the Executive Committee.

Section 7.02. Term of Office. Members of the Executive Committee shall serve for two (2) years and until their successors in office are chosen and qualified.

Section 7.03. Power. The Executive Committee shall, between meetings of the Board of Directors, have and exercise all of the authority of the Board of Directors in the management of the Corporation not inconsistent with any prior specific directive of the Board of Directors.

Section 7.04. Meetings. The Executive Committee shall meet on an "as called" basis, at minimum on a monthly basis. At the request of the President, who shall act as Chairperson of the Executive Committee, or of any two (2) members of the Committee, a meeting may be called on 48-hours' notice to each member of the Executive Committee by telephone, e-mail and direct messaging. Such notice may be waived in a writing filed with the Secretary and shall be deemed waived by attendance in person. The Committee also may act without meeting if such action is evidenced by a written consent describing the action taken, is signed by all of the members of the Committee and is filed with the minutes of the proceedings of the Committee. Action taken by consent is effective when the last member signs the consent, unless the consent specifies a prior or subsequent effective date.

Section 7.05. Quorum. A majority of the members of the Executive Committee shall be necessary to constitute a quorum for the transaction of any business, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 7.06. Rules. The Executive Committee may make such rules as from time to time it shall deem proper for its own government or for the transaction of its business, except as otherwise provided by these Bylaws or by resolution of the Board of Directors. The Executive Committee shall keep regular minutes of its meetings and shall cause a copy of the minutes of

each meeting to be delivered in a timely fashion no later than the next Board of Directors meetings to all members of the Board of Directors.

ARTICLE VIII

COMMITTEES

Section 8.01. Standing Committees. The following shall be standing committees of the Corporation:

- (1) Executive Committee, which shall consist of the Officers of the Corporation;
- (2) Nominating Committee as appointed by the Board of Directors, shall nominate Board of Directors as per Section 5.03 and Officers as per Section 6.02;
- (3) Finance Committee as appointed by the Board of Directors shall possess oversight responsibilities in monitoring overall financial health of the Corporation as directed by the Board of Directors; and
- (4) Governance Committee as appointed by the Board of Directors shall possess oversight responsibilities in monitoring overall compliance of the Corporation as per the provision of the bylaws and as directed by the Board of Directors.

Section 8.02. Special Committees. The President may, with the approval of the Board of Directors, appoint such special committees of such size as the President or the Board of Directors may deem necessary to properly carry on the activities and affect the purposes of the Corporation. Such committees shall perform as the President or as the Board of Directors may direct.

ARTICLE IX

FISCAL AND OFFICIAL PROVISIONS

Section 9.01. Fiscal Year. The fiscal year of the Corporation shall be the calendar year. The Corporation shall recognize donors based upon their contributions made during each calendar year.

Section 9.02. Seal. The Seal of the Corporation, if one is obtained, shall be circular in form with the words "FORT WAYNE BHAJAN SOCIETY, INC." on the periphery of the circumference, and with the words "CORPORATE SEAL" and "INDIANA" in the center.

Section 9.03. Minutes. Minutes shall be taken at all meetings of the Board of Directors and the Executive Committee. Minutes of a meeting shall be signed by the person taking such minutes and shall be kept with the permanent records of the Corporation. In addition, copies of the minutes of a meeting shall be distributed as follows: the minutes of a Board of Directors' meeting shall be delivered to all members of the Board prior to the next meeting of the Board and the minutes of an Executive Committee meeting shall be delivered to all members of the Board of Directors at the next meeting of the Board.

Section 9.04. Dissolution. In the event of the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the

Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the Allen Circuit Court of Allen County, Indiana, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

Section 9.05. Depositories. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.

Section 9.06. Compensation. No Director of the Corporation shall receive any compensation whatever for his or her services in this capacity but may be reimbursed for expenses incurred in connection with the activities of the Corporation, if approved by the Board of Directors. Notwithstanding the foregoing, the Corporation shall not indemnify any Director or Officer of the Corporation against any fines, penalties, taxes, judgments, or other liabilities imposed under the provisions of Chapter 42 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax code.

ARTICLE X

INDEMNIFICATION

Section 10.01. Standard of Conduct. If an individual is made a party to a proceeding because the individual is or was a Director of the Corporation, the Corporation shall indemnify the individual against liability incurred in the proceeding by the procedure established by Section 9.04, if the individual's conduct is determined to have met the following standard of conduct:

- (a). The individual's conduct was in good faith; and
- (b). The individual reasonably believed:
 - (1) In the case of conduct in the individual's capacity with the Corporation, that the individual's conduct was in the Corporation's best interests; and
 - (2) In all other cases, that the individual's conduct was not opposed to the Corporation's best interests; and
- (c). In the case of any criminal proceeding, the individual:
 - (1) Had reasonable cause to believe the individual's conduct was lawful; or
 - (2) Had no reasonable cause to believe the individual's conduct was unlawful.

Section 10.02. Required Indemnification. The Corporation shall indemnify a Director who was wholly successful, on the merits or otherwise, in the defense of a proceeding to which the Director was a party, because the Director is or was a Director of the Corporation, against reasonable expenses actually incurred by the Director in connection with the proceeding.

Section 10.03. Advanced Indemnification. After a determination and authorization is made in accordance with the procedure specified in Section 9.04, the Corporation shall pay for or reimburse the reasonable expenses actually incurred by the Director who is a party to a proceeding in advance of final disposition of the proceeding if the following occur:

- (a). The Director furnishes the Corporation a Mitten affirmation of the Director's good faith belief that the Director has met the standards of conduct described in Section 9.01.
- (b). The Director furnishes the Corporation a written undertaking, executed personally or on the Director's behalf, to repay an advance if it is ultimately determined that the Director did not meet the standard of conduct.
- (c). A determination is made that the facts, then known to those making the determination, would not preclude indemnification under this Article.

The undertaking required by subsection (b) of this Section 9.03:

- (1) must be an unlimited general obligation of the Director;
- (2) is not required to be secured; and
- (3) may be accepted without reference to financial ability to make repayment.

Section 10.04. Indemnification Procedure. The Corporation may not indemnify a Director under Section 10.01 unless authorized in the specific case after a determination has been made that indemnification of the Director is permissible in the circumstances because the Director has met the standard of conduct set forth in Section 10.01.

The determination shall be made by one (1) of the following procedures:

- (a). By the Board of Directors by majority vote of those Directors, not at the time parties to the proceeding, who constitute a quorum of the Directors;
- (b). If a quorum cannot be obtained under subsection (a), by majority vote of a committee designated by the Board of Directors consisting solely of at least two (2) Directors not at the time parties to the proceeding. Directors who are parties may participate in the designation of the Committee; or
- (c). By special legal counsel:
 - 1) selected by the Board of Directors or a committee of the Board of Directors in the manner prescribed in subsection (a) or (b); or
 - 2) if a quorum of the Board of Directors cannot be obtained under subsection (a) and a committee cannot be designated under subsection (b), selected by majority vote of the full Board of Directors. Directors who are parties may participate in the selection.

If the determination is made by special legal counsel, authorization of indemnification and evaluation as to the reasonableness of expenses shall be made by those entitled under subsection (c) to select counsel.

Section 10.05. Indemnification of Officers, Employees, and Agents. The Corporation may indemnify and advance expenses to an officer, employee, or agent of the Corporation, whether or not a Director, to the same extent as a Director.

Section 10.06. Insurance. The Corporation shall purchase and maintain insurance on behalf of an individual who is or was:

- (a). A director;
- (b). An officer;
- (c). An employee or agent of the Corporation; or

(d). While a director, an officer, an employee, or an agent of the Corporation, is or was serving at the request of the Corporation as a director, an officer, a partner, a trustee, an employee, or an agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise,

against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, an officer, an employee, or an agent, whether-or not the Corporation would have power to indemnify the individual against the same liability under Section 10.01 or 10.02.

ARTICLE XI

AMENDMENTS

Section 11.01. Amendments. The Articles of Incorporation may be altered, amended, repealed, or restated by vote of the members, and these Bylaws may be altered, amended, repealed, or restated by vote of the Board of Directors.

ARTICLE XII

ADOPTION AND EFFECTIVE DATE

Section 12.01. Adoption and Effective Date. These Bylaws were officially adopted by the Board of Directors of the Corporation on _____, 2023, by a motion duly made, seconded, and carried unanimously, effective immediately upon adoption.

FORTWAYNE BHAJAN SOCIETY, INC.

By:

Ajay Gupta, President

Attest:

Shanmugasundaram Subramanian, Secretary