

**2018 AMENDED AND RESTATED BYLAWS OF SAIVA SIDDHANTA ASHRAM
A California Nonprofit Religious Corporation**

Section 1. Name

The name of this corporation is **SAIVA SIDDHANTHA ASHRAM**, dba **SHIVA MURUGAN TEMPLE** (the "Temple").

Section 2. Offices of the Corporation

The principal offices for the transaction of the business, affairs, and activities of the corporation (the "principal offices") are located at 1803-1819 Second Street in Concord, California. The Board of Directors (the "Board") may change the principal office from one location to another. Any change of location of the principal office shall be reflected in an amendment to this Section.

Section 3. Purposes and Limitations

Section 3.1. Purposes

The purpose of this corporation is to provide a place of worship without caste, racial, religious and regional prejudices; and to perform Hindu religious ceremonies and festivals. This corporation is organized and operated exclusively for religious purposes within the meaning of Internal Revenue Code §501(c)(3).

Section 3.2. Limitations

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

(B) The property of this corporation is irrevocably dedicated to religious purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for religious purposes and which has established its tax exempt status under internal Revenue Code §501(c)(3).

(C) Unless required to protect them from damage, the Palani Murugan (with Shiva Lingam) and Ganesha figures shall not be removed from their place in the Temple's altar, as long as the main Temple building remains a place of worship for the Temple's congregation. This limitation is not subject to amendment during the life of this corporation.

(D) The principal priest or pujari retained to lead the worship in the Temple shall be well trained in the Saiva tradition. This limitation is not subject to amendment during the life of this corporation. In addition, to the extent possible, the principal pujari shall be able to converse in the Tamil and Hindi languages, in order to facilitate the provision of services to the Temple's target congregation. In the absence of a priest or pujari able to converse in both Tamil and Hindi, the Temple shall retain one

Tamil-speaking pujari and one Hindi-speaking pujari, to the extent possible. This limitation is not subject to amendment during the life of this corporation.

(E) The literature setting forth the Saiva *Siddhanta* Philosophy, including but not limited to the *Saiva Thirumuraigal* and *Saiva Agama* Literature, are incorporated by reference into these bylaws. To the extent possible, the practices and method of worship in the Temple shall be in keeping with the those practices set forth in the *Saiva Thirumuraigal* and *Saiva Agama* literature. The Secretary-of the Board-shall keep a set of available Saiva Agama Literature and the *Saiva Thiramuraigal* with these bylaws.

(F) Temple services will not be performed in the name of any caste, race, or politically based organizations.

(G) Due to the fire hazard and upon the firm recommendation of the Temple's insurance carrier, personal lamps are not permitted within the public areas of the Temple campus.

Section 4. Directors

Section 4.1. *Interim Board of Directors*

For the first year of this corporation's operation (one calendar year from the date on which the Temple secures status as a non-profit corporation), the Board shall be known as the "Interim Board," and shall be comprised of the members of the Ad Hoc Committee which has formed this corporation and directed the purchase of the Temple's facilities from the Himalayan Academy. The Interim Board shall exercise the below-described Powers of Directors according to a majority vote by secret ballot to be conducted in the course of scheduled meetings, the convening of which shall be noticed to all members of the Interim Board. Any vote of the Interim Board requires a quorum equal to the greater of seven (7) Directors or a majority of the members of the Interim Board

Section 4.2. *Election of the Board of Directors/Duration of Terms*

(A) ***Eligibility of Directors.*** In order to be a nominee for an elected Board seat the nominee must meet all of the following qualifications:

1. must be a steering committee member (See §6.1 for definition of steering committee), for at least a 3 consecutive year period just prior to the nomination date;
2. Beginning with the 2019 election, must have attended at least 1 out of the last 3 Steering committee meetings prior to the nomination or donated at least \$101.00 during the calendar year of the nomination;
3. Must have and supply a unique and verified electronic mail (email) account which is or will be contained in the Temple's Steering committee member ship data base;
4. Must have and supply an up to date and verified street address which is or will be contained in the Temple's Steering committee member ship data

base;

5. Must have no conflicts of interest;
6. Must fill out a Candidate Qualifications Form and provide it to the Election Committee with a signature certifying the truth to statements made in Candidate Qualifications Form;
7. As part of Candidate Qualifications Form, must sign agreement that if elected, nominee agrees not to disclose Board meeting conversations or Temple documents (electronic or hard copy) to those who are not Board members unless the Board has designated such conversations or documents as not confidential (all Board meeting minutes that would otherwise be available for inspection by Steering committee members as provided in §9.2(B) are not considered confidential);
8. Has no spouse, parent, spouses parent or children (either spouse) as a current Board member;
9. Not an employee of the Temple;
10. A Board member who has resigned during his or her term in office is not eligible to run for a Board position again until after the term period for which he or she was elected and resigned from has expired;

(B) Authorized Number of Directors, Terms of Office, and Election Cycle. The authorized number of Directors is nine. Directors serve a three year term. It is intended that the Board of Director election cycle is such that three director seats are up for election each year for a three year term.

(C) Nomination Process and Election Process: For those seats on the Board of Directors that are up for election, it is the steering committee that both nominates and elects directors of the corporation. Nomination ballots must be submitted to the Board by steering committee member nominator via U.S. mail. At the option of the nominator, nominations may be submitted by an overnight mail carrier such as, but not limited to, Federal Express.

- (1) **Nomination process:**
 - (a) The Board of Directors must by means of U.S. Mail, electronic mail (email with a downloadable document), or other internet based process, furnish each steering committee member a nomination form that the Board of Directors designs;
 - (b) The form must indicate the deadline date in which nominations must be post-marked;
 - (c) A steering committee member can only nominate or second for 1 Board seat regardless of the number of seats opened;
 - (d) Nominations submitted later than the designated deadline are invalid and will not be accepted;

- (e) Any steering committee member may nominate any eligible steering committee member other than him or herself;

(2) ***Election Committee:***

- (a) As provided in §4.2(C)(3)(b) below (Election Process), if there are more eligible nominees than Board seats up for election, the Board must appoint three persons to an Election Committee. The Board must also designate a Board member as liaison to the Election Committee. To qualify as a member of the Election Committee a person must be a Steering committee member for at least 3 consecutive years prior to his or her appointment. An Election Committee member cannot be a spouse, parent, child, or spouses parent or child of a nominee to the Board of Directors;
- (b) The Election Committee will supervise the Board of Director election process as provided in these bylaws. Specifically, if the Board of Directors decides to have a third party election company conduct the election, then the Election Committee will work with and supervise the third party election company in the conduct of the election. If the Board of Directors decides not to have a third party election company conduct the election then the Election Committee shall conduct the election in accordance with these bylaws.
- (c) Conducting the election includes the transmitting of ballots to Steering committee members in the manner the Board of Directors had decided (by email, U.S. Mail, hand delivery, or other internet based process), receiving casted ballots back from the steering committee members in the manner prescribed by the Board, counting the ballots, and announcing the results of the election;

(3) ***Election Process:***

- (a) Based on the nominations submitted as provided in §4.2(C)(1) above, the Board must determine the eligibility of any nominee as provided by §4.2(A)(1) through (9) above;
- (b) As there should be 3 Board seats up for election each year, if the Board receives only 3 eligible nominees, then those three nominees are deemed elected to the 3 Board seats that are up for election and no further election is necessary. If there are more eligible nominees than Board seats, then subparagraphs (c) through (k) applies and an Election Committee must be appointed as provided in §4.2(C)(2) above;
- (c) For any particular election, at the Board's discretion, the Board may determine that a third party election company shall conduct the election. If the Board determines that a third party election company shall conduct the election, such third party election company shall do so in a manner consistent with these bylaws and in conjunction with the Election Committee as provided in §4.2(C)(2)(b) and (c) above;

- (d) For any particular election, the Board may determine if the election process shall be conducted entirely by way of electronic mail or other internet based process, by U.S. Mail, or by some hybrid combination;
- (e) In the event that there are more eligible nominees than Board positions, the Election Committee must design a ballot to be used in the election. The order of names appearing on the ballot for each open office must be randomly determined;
- (f) A ballot in whatever form received by a steering committee member may only be used by that steering committee member and cannot be duplicated in any fashion and for any purpose;
- (g) A ballot may not be given to another steering committee member or anyone else for that matter, for the purposes of voting;
- (h) A Board of director election ballot must be transmitted to each Steering committee member in a manner as the Board decides such as via U.S. mail, electronic mail or by an internet based process;
- (i) The ballot must indicate the deadline date in which a ballot must be cast and returned. A ballot returned later than the designated deadline is invalid and will not be accepted;
- (j) The Election Committee or the third party election company as the case may be, must tally the number of ballots received within the deadline designated. The nominee with the greatest number of votes will be declared the winner and assume the Board seat. If there is a tie in the number of votes between nominees, then a runoff election with those tied nominees only, must be conducted in the same manner that the election was conducted;
- (k) The Election process is conducted by way of secret ballot;

Section 4.3. Powers of Directors

(A) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation or bylaws relating to action requiring approval by the Voting Members, the temporal activities, business, and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(B) Specific Powers. Without prejudice to the general powers set forth in Section 4.3(A) above, but subject to the same limitations, the Board shall have the following powers in addition to other powers enumerated in these bylaws:

1. To select and remove at the pleasure of the Board all officers, agents, and employees of this corporation; to prescribe powers and duties for them as may be consistent with law, the articles of incorporation, and these bylaws: to fix their compensation; and to require from them security for faithful service;
2. To conduct, manage, and control the temporal affairs and activities of the corporation and make such rules and regulations for this purpose, consistent with law, the articles of incorporation, and these bylaws, as

they may deem best;

3. To form by resolution, as described below, any committees for the purposes of carrying out its policies and decisions;
4. To dissolve by resolution, as described below, any committee it has formed;
5. To adopt and use a corporate seal, and alter the form of seal;
6. To borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
7. To approve expenditures for any single item or program by any committee, officer or Director in excess of \$1,000. Categories of routine expenditures may be pre-approved (i.e., mortgage payments, salaries to employees, utility bills, newsletters, etc.), but shall be clearly noted in the records and minutes and noticed to the Treasurer;
8. To approve the proposed annual budgets provided by the Treasurer;
9. To exercise all other powers conferred by the California Nonprofit Religious Corporation Law, or other applicable laws;

Section 4.4. Vacancies on Board

- (A) **Events Causing Vacancy.** A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any Director; (b) the declaration by Board resolution of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony; (c) removal of a Director for fraudulent acts in an action in Superior Court under California Corporations Code §9223; (d) the majority vote of the Voting Members to remove a Director; (e) an increase in the authorized number of Directors; (f) the failure of the Voting Members to elect the number of Directors to be elected in that vote.
- (B) **Resignations.** Except as provided below, any Director may resign by giving written notice to the President of the Board. The President of the Board may resign by giving written notice to the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. No Director may resign if the corporation would then be left without a duly elected Director or Directors.
- (C) **Filling Vacancies.** Except for a vacancy created by removal of a Director by the Voting Members, vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by the sole remaining Director.

- (D) **Vacancies Filled by Members.** The Voting Members may elect a Director or Directors at any time through the regular election process to fill any vacancy or vacancies not filled by the Directors for the term left for that particular seat.
- (E) **No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 4.5. Directors' Meetings

- (A) **Place of Meetings.** Regular or special meetings of the Board may be held at any place within or outside California that the Board may designate or, if not so designated, meetings shall be held at the corporation's principal offices, described above. Notwithstanding the above provisions of this Section, a regular or special meeting of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting.
- (B) **Meetings by phone.** Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting. However, it requires minimum of three directors to be physically present at the meeting venue.
- (C) **Regular Meetings.** Regular meetings of the Board may be held without call or notice at such time and place, as the Board shall fix from time to time.
- (D) **Special Meetings.**
1. **Authority to Call.** Special meetings of the Board for any purpose may be called at any time by the President, the Secretary, or any two Directors.
 2. **Notice.**
 - a. **Manner of Giving Notice.** Notice of the time and place of special meetings must be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the corporation.
 - b. **Time Requirements.** Notices of special meetings of the Board sent by first-class mail shall be deposited in the U.S. mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or telegraph shall be delivered, telephoned or given to the telegraph company at least 48 hours before the time set for the meeting.
 - c. **Notice Contents.** The notice of a special meeting of the Board shall state the time of the meeting, and the place if the place is