

**ORIGINAL CONSTITUTION AND THE BYLAWS
OF**

VALLABH VIDYA MANDIR, INC.

(EFFECTIVE FEBRUARY 27, 2005)

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ARTICLE I

NAME, REGISTERED OFFICE, REGISTERED AGENT & FISCAL YEAR

- Section 1. Name.** VALLABH VIDYA MANDIR, INC. (“VVM”) is a non-profit corporation organized and existing under the laws of the State of Texas. VVM shall conduct its business under the name of **VALLABH VIDYA MANDIR.**
- Section 2. Registered Office.** The registered office of VVM shall be 11715-C Bellfort Village Drive, Houston, Texas 77031, but such registered office may be changed from time to time by the Board of Directors in the manner provided by law.
- Section 3. Registered Agent.** The registered agent of VVM in the State of Texas shall be such person as the Board of Directors may designate from time to time in the manner provided by law.
- Section 4. Fiscal Year.** The fiscal year of **VALLABH VIDYA MADIR, INC.** shall be the calendar year.

ARTICLE II

OBJECTIVES

- Section 1. Educational Objectives.** The educational objectives of VVM shall be as follows:
- a) To provide individuals educational facility generally not available in public schools;
 - b) To offer classes in various facets of Indian philosophy, culture and arts, cooking etc;
 - c) To offer classes in Moral Science, Art of Living, Languages, YOGA etc;
 - d) To encourage volunteerism at an young age to inculcate sense of civic duties;
 - e) To inculcate family values and virtues of vegetarian lifestyle, free of drugs, tobacco and alcohol;

- f) To train and prepare individuals with moral character, sense of integrity, and who will give more importance to duties rather than rights;
- g) To set up a library and to acquire books and manuscripts on Indian culture, arts, etc;
- h) To conduct research, symposiums and seminars, etc;
- i) To award prizes, scholarships and grants to needy and/or qualified students;
- j) To publish articles, dissertations, thesis, periodicals, books, etc; and,
- k) To create e-mail addresses, WEB site etc.

Section 2. Legal Status. VVM shall remain a 501(c) (3) type tax exempt not-for-profit corporation as classified under the Internal Revenue Code.

Section 3. Rights. VVM may (a) acquire, own, operate, manage, dispose, mortgage and/or lease or rent real property, equipment, furniture and furnishings etc, (b) may raise necessary funds to achieve its objectives by way of membership contributions, donations, grants, bequests and loans, and (c) may rent its facilities to individuals and organizations approved by its Board of Directors.

Section 4. Cooperation. VVM may co-operate and coordinate with other organizations to meet its stated objectives.

ARTICLE III

MEMBERSHIP

Section 1. Eligibility. Any individual meeting all of the following criteria is eligible for membership in VVM:

- a) 18 years of age or older, irrespective of color, race, sex or national origin;
- b) Interested in Indian arts, culture, languages, vocal and instrumental music, yoga etc;
- c) Committed to VVM's objectives; and
- d) Paying Respective Dues.

Eligibility of organizations for membership in VVM will be determined by the Board of Directors on a "case-by-case" basis.

Section 2. Categories of Memberships. The following are the categories of membership in VMM.

- a) **Patron:** An individual or an organization contributing \$10,001 or more. A Patron may himself take a place in, or nominate one individual, to the Patron Pool for election to the Board of Directors.
- b) **Life:** An individual or an organization contributing \$1,001 to \$10,000. A Life member shall take a place in the Life Pool for election to the Board of Directors.
- c) **Regular - Parent:** An individual parent contributing \$101 to \$1,000. A Regular Parent Member shall take a place in, Regular Pool - Parents for election to the Board of Directors.
- d) **Regular - Teacher:** An individual teacher contributing \$101 to \$1,000. A Regular Teacher Member shall take a place in, Regular Pool - Teacher for election to the Board of Directors.
- e) **Affiliate:** Any organization designated by the Board of Directors as an Affiliate Member. No dues are required for an Affiliate Member. An individual designated by an Affiliate Member is automatically nominated to the Board of Directors.
- f) **Honorary:** An individual nominated by the Board of Directors as an Honorary Member. No dues are required for an Honorary Member. An Honorary Member is automatically nominated to the Board of Directors.

Section 3. Nominations.

- a) All nominations to Affiliate and Honorary Memberships by the Board of Directors shall be subject to approval by at least two third of then serving Directors. Nominees for Affiliate and Honorary Memberships need not meet the eligibility criteria to become a member. All nominees must be desirous of serving VMM.
- b) An individual nominated by a Patron Member to the Electoral Pool shall have all the privileges and duties of the member nominating him. Nominee must meet the eligibility criteria for membership as specified, except payment of the membership dues. Nominees must be desirous of serving VMM. A nominee may be replaced by the nominating member at any time. However, if such a nominee is serving as a Director, the nominee can be changed only upon expiration of his/her term of office.

Section 4. Membership Privileges.

- a) Patron and Life memberships are for life. Regular - Parent, Regular – Teacher, Affiliate and Honorary memberships expire at the end of each calendar year.
- b) All memberships are considered individual memberships.

Section 5. General Body. The General Body of VVM shall consist of all members of all categories.

Section 6. Voting Right. In each category of membership, there shall be one vote per membership.

Section 7. Acquiring Membership. Membership shall be acquired by persons or organizations desiring membership by completing the prescribed application form, payment of dues, and upon approval by the Board of Directors. In case the application is disapproved, all dues paid with the application will be refunded.

Section 8. Removal. Any member involved in anti-social or anti-VVM activities may be expelled by the vote of not less than a 67% majority of the Board of Directors. An expelled member shall not be entitled to any refund of membership dues.

Section 9. Reinstatement An expelled member may apply for reinstatement by following the procedure specified in Article III - Section 7 after an interval of not less than 24 calendar months.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Control and Responsibilities. Control of VVM and its activities shall be vested in the Board of Directors. The Board of Directors shall be responsible for achieving VVM objectives as stated in Article II of this Constitution and the Bylaws. The Board of Directors shall have the following duties and powers:

- a) To elect the Chairman and the Treasurer of the Board of Directors; to approve Chairman's nominees for the positions of the Vice-Chairman and the Secretary;
- b) To appoint an Election Commission and to create other management committees as deemed necessary and appoint members thereto;
- c) To appoint CPA, Auditor, Attorney, and such other professionals;
- d) To make all financial decisions regarding VVM;
- e) To take all actions necessary for leasing, acquiring and disposing of physical facilities

- f) To maintain membership records and solicit funds for VVM's operations;
- g) To set up the Class Curriculum, instructional manuals, class schedules etc;
- h) To establish procedures for smooth functioning of VVM and to promote its growth;
- i) To adjust membership dues when warranted;
- j) To ensure that VVM is in compliance with all local, state and federal laws;
- k) To file necessary tax returns and reports as needed; and,
- l) To take any other action that the Board of Directors considers necessary to achieve the stated objectives of VVM.

Section 2. Composition. The Board of Directors shall be composed of members who shall be elected as indicated below by the members in their respective categories:

<u>Election Pool</u>	<u>Maximun Number of Trustees</u>	<u>Term of Office</u>	<u># Elected</u>
Patron Pool	3	Six years	One every two years
Life Pool	3	Six years	One every two years
Regular – Parents Pool	6	Six years	Two every two years
Regular – Teachers Pool	6	Six years	Two every two years

Section 3. Qualifications for Directorship. In order to serve as a Director, an individual must be a member.

Section 4. Vacancies. Vacancies on the Board of Directors arising from disability, death, resignation or removal from the Board of Directors may be filled for the remainder of the term by a 67% majority vote of the Board of Directors.

Section 5. Election. Elections for regular vacancies on the Board of Directors shall be held in the month of April. Terms for elected Directors shall begin on July 1st of the year.

Section 6. Officers. In the month of May of each year, the newly constituted Board of Directors shall elect for the following year the Chairman and Treasurer of the Board of Directors from among its own members. The newly elected Chairman shall indicate his choices for Vice-Chairman and the Secretary for the Board of Directors. These nominations will be subject to approval by a

majority of the serving Directors. Terms of all officers shall be two years.

Section 7. Duties of Officers.

- a) **Chairman:** The Chairman shall be the Constitutional Head of VVM. The Chairman shall appoint the Vice-Chairman and Secretary with 51% approval by the Board of Directors. The Chairman shall preside over all organizational meetings.
- b) **Vice Chairman:** The Vice Chairman shall have such duties as may be assigned by the Chairman. The Vice Chairman shall act as Chairman in case of death, resignation or absence of the Chairman.
- c) **Treasurer:** The Treasurer shall be in charge of disbursements, preparing the budget, maintaining accounting records, filing returns in a timely manner and shall act as the Chief Financial Officer of VVM.
- d) **Secretary:** The Secretary shall call meetings of the Board of Directors and the General Body as per the bylaws, keep minutes of those meetings, be custodian of the seal and maintain and certify membership records.

Section 8. Meetings. Meetings of the Board of Directors shall be held at least quarterly. A Director may be excused from attending the meetings for a valid reason. A majority of the Board of Directors shall constitute a quorum. If a quorum does not exist, the meeting shall be adjourned for one-half hour and then reconvene. Decisions taken at a reconvened meeting of the Board of Directors shall be binding. The presiding officer will be entitled to cast a tie-breaker vote.

Section 9. Decisions. All “major decisions” shall require written consent of at least 67% of entire Board of Directors. For the purpose of this section, major decisions shall include matters such as property acquisition, property partition, property disposition, changing the nature of use of the facility, approving budgets for any project or special event, awarding any service contract in excess of \$10K, amending the constitution, dissolving the organization, borrowing any amount in excess of \$10K, or any other decision which in the opinion of at least one third of the members of the Board of Directors constitutes a major decision. Decisions (other than major decisions), shall require approval of a simple majority of the Directors present and voting either by voice vote or by ballot, if requested by at least three Directors. A Decision to Dissolve the organization shall additionally require written consent of 67% of all VVM members.

Section 10. Removal. Any Director involved in anti-social or anti-VVM activities may be expelled by 67% vote of the Board of Directors. The Director so removed shall not be eligible to serve in any official capacity for a period of six years.

ARTICLE V

ELECTION COMMISSION AND ELECTION OF DIRECTORS

- Section 1. Election Commission.** Election Commission shall consist of any three respected individuals appointed by the Board of Directors. The Election Commission shall serve for a term of one year. Any member of VVM may serve on the Election Commission provided he is not a candidate to be elected to the Board of Directors at that election.
- Section 2. Slate of Nominees.** During the first quarter of each year, a five member body consisting of three members of the Election Commission, the Chairman and the Vice-Chairman, shall develop a slate of nominees best suited for those seats on the Board of Directors coming up for re-election. Written acceptance by the nominee is required prior to placing his/her name on the slate of nominees.
- Section 3. Communication.** The Election Commission shall mail the slate of nominees to eligible members and invite additional nominations.
- Section 4. Election.** In the event of additional nominations being received, elections will be held by mail in April. Only the names of the elected candidates shall be announced and published in appropriate manner.
- Section 5. Voting Rights.** Members may cast votes to elect Directors in their respective electoral pool. Additionally, Patron Members are entitled to cast votes to elect Directors in Life, Regular – Parent and Regular – Teacher category. Additionally, Life members are entitled to cast vote to elect Directors in Regular – Parent and Regular – Teacher category.
- Section 6. No Nominations.** In the event no additional nominations are received, the slate proposed by the Election Commission shall be declared elected by the Election Commission.
- Section 7. Re-Nominations.** Retiring Directors may be re-nominated.
- Section 8. Multiple Positions.** Individuals may hold multiple positions to manage the affairs of VVM. Any individual serving in more than one position shall maintain separate records for each office.
- Section 9. Vacancies.** Vacancies on the Election Commission shall be filled by the Board of Directors. The Commissioners on the Election Commission shall elect the Chief Election Officer from among themselves.
- Section 10. Removal.** Any Commissioner on the Election Commission may be removed by a 67% vote of the Board of Directors.
- Section 11. Independence.** The independence of the Election Commission shall be maintained.

ARTICLE VI

MEETINGS

Section 1. Board of Directors. The Board of Directors shall hold meetings as set forth in the other sections of this Constitution and the By-laws.

Section 2. General Body. A meeting of the General Body shall be held annually on the 4th Saturday in the month of January with written notice being mailed to all members at least three weeks prior to the meeting. The notice to members shall specify the date, time and place of the meeting. If circumstances so warrant, the Board of Directors may postpone the meeting by no more than thirty days.

Section 3. Agenda. The agenda for the annual meeting of the General Body shall be as follows:

- a) To read and approve minutes of the previous meeting.
- b) To receive the annual reports presented by the Board of Directors
- c) To receive the previous year's accounts.
- d) To receive the coming year's budget.
- e) To ratify the actions of Board of Directors for the previous year.
- f) To discuss other matters raised by the Board of Directors
- g) Any other business permitted by the Chairman.

Section 4. Presiding Officer. The Chairman of the Board of Directors, or in his absence, the Vice-Chairman or the Secretary, in that order, shall preside over the annual meetings of the General Body.

Section 5. Secretary for the General Body Meeting. The Secretary of the Board of Directors, or in his absence, any other Director appointed by the Presiding Officer, shall serve as Secretary for the annual meeting of the General Body and also of any duly convened Special Meeting.

Section 6. Special Meeting. A Special Meeting of the General Body may be called by the Board of Directors or upon a written petition signed by 10% of the members of the General Body. The Secretary shall mail notice of the special meeting to all members at least two weeks prior to the meeting. The notice to members shall specify the date, time, place and agenda of the meeting.

Section 7. Quorum. Twenty percent of the members of the General Body present or represented by proxy shall constitute a quorum for meetings of the General Body. If a quorum does not exist, the meeting shall be adjourned for one-half hour before reconvening. Decisions made by a majority of the members present or represented by proxy at a reconvened Special Meeting shall be binding only if further approved by 67% of entire Board of Directors

and 50% of all the members in writing.

Section 8. Waiver of Notice. A written waiver of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the receiving of such notice.

ARTICLE VII

PARLIAMENTARY AUTHORITY

On the matters not specifically addressed by these Bylaws, Robert's Rules of Order shall be the authority for the parliamentary procedures for all meetings of the Board of Directors, General Body, or any other committee or group conducting VVM business.

ARTICLE VIII

BOOKS, RECORDS, AUDIT AND REPORTS

All incoming funds shall be received, recorded and deposited by the Treasurer as per guidelines set up by Board of Directors. All disbursements shall be as per guidelines set by Board of Directors. The Board of Directors (acting through its Treasurer and Financial Management Committee, if appointed by the Board of Directors) shall make all financial decisions to safeguard and grow VVM. The Treasurer shall prepare necessary reports and present them to the meeting of the Board of Directors and at the General Body meeting. VVM shall keep complete and accurate books of account and records in accordance with Generally Accepted Accounting Principles and shall provide Statement of Financial Conditions to any member upon request. All accounts shall at least be reviewed and preferably be audited in accordance with Generally Accepted Accounting Principles.

ARTICLE IX

LIABILITY

Section 1. Good Faith Management. No member may institute any legal action against VVM, any of its governing bodies or any member of its governing bodies for actions taken in good faith in managing the affairs of the organization.

Section 2. Loss or Injury. No member or his guests may institute any legal action against VVM, any of its governing bodies or any member of its governing bodies for property loss or injuries sustained while on VVM premises.

Section 3. Board of Arbitrators. All claims shall be submitted to a Board of Arbitrators consisting of Chairman and Vice-Chairman of the Board of Directors, VVM attorney and two members appointed by the injured party. All decisions rendered by the Board of Arbitrators shall be binding on all the parties concerned.

ARTICLE X

AMENDING THE CONSTITUTION AND THE BYLAWS

- Section 1. Proposed Amendments.** Ten percent of the members of the General Body or any five Directors may propose amendments to the Bylaws and Constitution in outline form to the Chairman of the Board of Directors.
- Section 2. Review by Board of Directors.** The Board of Directors will review the proposed amendments and shall determine by a majority vote, whether same should be considered.
- Section 3. Constitution Committee.** All proposed amendments approved for further consideration shall be referred to a Constitution Committee, constituted by the Board of Directors for this purpose, for deliberation, study of implications on all related articles, if necessary and for drafting the amendments.
- Section 4. Legal Review.** Amendments drafted by the Constitution Committee shall be referred to a qualified attorney to ensure the legality and to study its effects on other articles and to make sure they are compatible and are in proper English. The Constitution Committee shall submit the proposed amendments to the Board of Directors.
- Section 5. Approval Procedure.** Upon approval by a 67% majority of the entire Board of Directors in writing, the proposed amendments will be forwarded by mail to all members. The proposed amendments shall be considered approved and binding, only if approved by a majority of the members in writing.
- Section 6. Adoption of Amendments.** Duly approved amendments shall be incorporated into the Constitution and the Bylaws.
- Section 7. Record Keeping.** Proper records shall be maintained of all the proceedings for amending the Constitution and the Bylaws.

ARTICLE XI

MISCELLANEOUS

- Section 1. Binding Effect.** These Bylaws and Constitution are binding on and inure to the benefit of the members and their respective heirs, legal representatives, successors and assigns. The guidelines prescribed in this Constitution and its Bylaws are binding upon all the members and their acceptance is a pre-condition for enrollment as a member.
- Section 2. Gender.** Whenever used or appearing in these Bylaws, pronouns of the masculine gender shall include the persons of female sex as well as neuter gender and the singular shall include the plural whenever appropriate.