

**FIRST AMENDED AND RESTATED BYLAWS OF THE
SURTI LEUVA PATIDAR SAMAJ OF DFW, INC.,
A TEXAS NON-PROFIT CORPORATION
Effective April 20, 2014**

1.0 DECLARATION

Whereas a large number of Surti Leuva Patidar people of predominantly Hindu faith particularly originating from the Navsari, Surat, Tapi, and Valsad Districts (hereinafter referred to as “Surti Leuva Patidar”) are settling and residing in the Dallas/Ft. Worth Metroplex, desire to establish and form a nonprofit religious, cultural, and non-political organization to provide a forum for meeting, facilitating and encouraging religious observance, sharing ideas, providing cultural programs, and endeavoring toward community advancement. With this purpose, be it resolved therefore: The name of this organization shall be Surti Leuva Patidar Samaj of DFW, Inc. (hereinafter referred to as “SLPS”).

2.0 REGISTRATION

- 2.1 The State of incorporation shall be Texas.
- 2.2 The initial agent for service of process shall be as follows:

Surti Leuva Patidar Samaj of DFW, Inc.
Attention: President
c/o: Mahesh I. Patel, Esq.
2929 N. Central Expwy, Ste. 240
Richardson, TX 75080

The office of the registered agent may be changed from time to time as set forth in these Bylaws without necessity of an amendment.

3.0 OBJECTIVES

- 3.1 Establish a community center to provide, promote and celebrate, religion, culture, and education, among Surti Leuva Patidars in the Dallas/Ft. Worth Metroplex.
- 3.2 Develop closer religious and cultural ties between the Hindu faith, Indian heritage and the people of Navsari, Surat, Tapi, and Valsad who are Surti Leuva Patidar in the Dallas/Ft. Worth Metroplex.
- 3.3 Identify and discuss areas of concern to our community and/or develop mechanisms for the regular exchange of ideas about concerns related to religion and culture of Surti Leuva Patidars from Navsari, Surat, Tapi and Valsad Districts and for Surti Leuva Patidars in different parts of America.
- 3.4 Foster harmony, brotherhood, and fellowship among the people of the Hindu faith and Gujarati culture from the Navsari, Surat, Tapi and Valsad districts who are Surti Leuva Patidar and of Indian origin.
- 3.5 Share the experience of the Hindu-based international Navsari, Surat, Tapi and Valsad Surti Leuva Patidar Indian community on a common platform.
- 3.6 Inspire people to engage in the religious and cultural processes of their adopted lands in meaningful and noteworthy ways.

3.7 Unite, educate, and preserve religious and cultural heritage for the present and future generations.

4.0 MEMBERSHIP

4.1 Membership in SLPS is open to persons whose heritage is religiously and culturally originating from the Navsari, Surat, Tapi or Valsad Districts of Gujarat, India.

4.2 A membership is defined and includes spouses, unmarried children (under thirty (30) years of age), and/or senior parents (above sixty five (65) years of age) of the SLPS member. A SLPS member is defined as the head of household under whom the membership is obtained. Only for purposes of counting the number of total members of SLPS, each person that is a part of a qualified membership shall be counted as a member.

4.3 The Executive Committee may issue a membership card or other identification to evidence membership to each member of SLPS.

4.4 Membership in SLPS is through an application process, which shall be reviewed, considered, and decided by the Executive Committee. The Executive Committee has the authority to approve or reject applications and is under no obligation to assign any reasons for its decision. All proceedings of the Executive Committee, as it relates to the application review process, are privileged and must be kept confidential. If an application is rejected, the applicant will not be entitled to re-apply for membership within twelve (12) months of such rejection, unless the Executive Committee prescribes a lesser period.

4.5 The Executive Committee shall establish fees payable to secure a membership in the SLPS. Fees shall be established for the following membership types, and it is the responsibility of the Executive Committee to publish a schedule of fees. Members agree that membership fees are neither refundable nor transferable.

4.6 *Types of Memberships.*

4.6.1 *Lifetime Founding Membership.* Lifetime Founding Membership can be secured for any entire, immediate family on a one-time fee of Six Thousand Dollars (\$6,000) prior to December 31, 2014. Lifetime Founding Membership will have the option of transferring their membership to the member's child or grandchild, who is at least eighteen (18) years of age and is otherwise eligible for membership in SLPS. This exclusive provision provides for generational transfers of the Lifetime Founding Membership. The Executive Committee must review all transfer requests and is under no obligation to assign any reasons for its decision and shall not be obliged to assign any reason for refusing the transfer.

In the event of a qualified transfer to the member's child, additional children of the transferring member, who are otherwise eligible for membership in SLPS, may secure a Lifetime Founding Membership within two (2) years from the date of the approved transfer, at a one-time fee established by the Executive Committee.

Upon transfer of a Lifetime Founding Membership, the transferring parent(s) will automatically be designated as an Honorary Senior Member(s) ("HSM"). An HSM membership will have all rights, privileges, and benefits of Lifetime Founding Membership as established by the then-governing Executive Committee, except the right to vote in any election or any business before the SLPS or hold an office or official position within SLPS.

Lifetime Founding Memberships have a maximum number of two (2) votes. For illustration purposes, in the event both spouses or partners each secure Lifetime Founding Memberships, then the maximum number of votes shall remain at two (2) votes. The one person, one vote principle strictly applies regardless of the types and memberships secured by the member.

Members securing Lifetime Founding Memberships are eligible, subject to additional requirements established in these Bylaws and/or by the Executive Committee, to serve on the Board of Trustees, Executive Committee, and any other committee established by the Executive Committee.

4.6.2 *Lifetime Family Membership.* Lifetime Family Membership can be secured for any entire, immediate family on a one-time fee basis, as established by the Executive Committee. A Lifetime Family Membership is only transferable once to one (1) child, who is at least eighteen (18) years of age and is otherwise eligible for SLPS membership. No further transfers are permitted under these Bylaws. The Executive Committee must review all transfer requests and is under no obligation to assign any reasons for its decision and shall not be obliged to assign any reason for refusing the transfer.

Upon transfer of a Lifetime Family Membership, the transferring parent(s) will automatically be designated as an Honorary Senior Member(s) (“HSM”). An HSM membership will have all rights, privileges, and benefits of Lifetime Family Membership as established by the then-governing Executive Committee, except the right to vote in any election or any business before the SLPS or hold an office or official position within SLPS.

Lifetime Family Memberships have a maximum number of two (2) votes. In the event both spouses or partners each secure Lifetime Family Memberships, then the maximum number of votes shall remain at two (2) votes. The one person, one vote principle strictly applies regardless of the types and memberships secured by the member

Members securing Lifetime Family Memberships are eligible, subject to additional requirements established in these Bylaws and/or by the Executive Committee, to serve on the Board of Trustees, Executive Committee, and any other committee established by the Executive Committee.

4.6.3 *Annual Membership.* Annual Family Memberships or Annual Individual Memberships can be secured for any entire, immediate family or an individual on an annual, recurring-fee basis. Annual Family Memberships or Annual Individual Memberships are neither transferable nor have the right to vote.

Annual Membership Fees will be established and published by the Executive Committee. These fees are due on January 1 of each year. Members may be declared delinquent and dropped from the rolls of the SLPS if the fees are not fully paid by the date established by the Executive Committee.

Members securing Annual Memberships are not eligible to serve on the Board of Trustees or Executive Committee; however, such members may, subject to additional requirements established in these Bylaws and/or by the Executive Committee, be eligible to serve on a committee established by the Executive Committee.

4.6.4 *Honorary Membership.* Honorary Memberships, for up to one year, can be granted by the Executive Committee. Honorary Memberships are renewable at the discretion of the Executive Committee. There is no membership fee for Honorary Memberships. Honorary Memberships are not transferable and do not confer any voting rights or privileges upon the member.

Members securing Honorary Memberships are not eligible to serve on the Board of Trustees or Executive Committee; however, such members may, subject to additional requirements established in these Bylaws and/or by the Executive Committee, be eligible to serve on a committee established by the Executive Committee.

4.6.5 *Youth Membership.* Youth Memberships can be secured for member's children who are between the age of ten (10) and thirty (30) years old who attend school and are engaged in learning, especially one enrolled in a school, college or vocational training program. There is no fee for Youth Memberships. Youth Memberships are not transferable and do not confer any voting rights or privileges upon the member.

Members securing Youth Memberships are not eligible to serve on the Board of Trustees or Executive Committee; however, such Members may, subject to additional requirements established in these Bylaws and/or by the Executive Committee, be eligible to serve on a committee established by the Executive Committee.

4.7 *Disciplinary Action.* The Executive Committee shall promulgate policies and procedures describing the conduct which may trigger disciplinary action, including, but not limited to, revocation, suspension, public reprimand or censure, and/or monetary penalties. The Executive Committee shall exercise sound judgment, discretion, and analysis in balancing the severity of the act or conduct in relation to the proposed disciplinary action. The disciplinary action shall only affect the individual member subject of the disciplinary proceeding.

Due process for any disciplinary action will include a three-strikes policy for proscribed acts or events, save and except any act or event involving (i) the possession or consumption of alcohol in violation of any established policy, (ii) the cooking, storage, consumption, and/or preparation of non-vegetarian foods in the main kitchen facility, (iii) the possession or consumption of alcohol or non-vegetarian foods in the one thousand five hundred (1,500) square foot area (estimated), or (iv) the possession of a firearm on SLPS premises. The Executive Committee is encouraged to use all information and resources available in making its disciplinary decision, including the member's contributions to the Hindu community, testimonials from members, and the severity of the alleged conduct. In order to allow sufficient opportunity to investigate the basis for such disciplinary action, the Executive Committee shall allow a time period of no less than sixty (60) days before a decision can be rendered.

For illustration purposes and not by way of limitation, the following acts or events, either singularly or jointly, may empower the Executive Committee to commence with disciplinary action:

- a. Death or disability of the member;
- b. Upon presentment of written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a member, including an immediate family member, has been convicted of a felony or crime involving moral turpitude, the Executive Committee may deem the member unfit or unworthy to continue as a member of SLPS;
- c. Any member engaging in activity that is contrary to or violates the SLPS's governing documents, including Resolutions, Rules and Regulations, including any impropriety or misconduct which is subject to disciplinary action;
- d. Members who promote anti-cultural messages or engage in conduct that is detrimental to SLPS are subject to revocation of membership;

- e. Any member who engages in cooking, storage, consumption, and/or preparation of non-vegetarian foods in the main kitchen facility,
- f. Any member who possesses or consumes alcohol or non-vegetarian foods in the one thousand five hundred (1,500) square foot area (estimated);
- g. The consumption of alcohol during certain SLPS events, including but not limited to certain religious events, such as Maha Shivratri, Ram Navami, Hanuman Jayanti, Janmashtami, Bhajan Sammellan, Ganesh Chaturti, Navratri, and Jalaram Jayanti; provided however, such prohibition shall not apply to any Diwali functions.
- h. Members, their guests, and persons who rent the SLPS premises are strictly prohibited from carrying firearms, weapons, and/or illegal substances on SLPS premises, including parking facilities;
- i. Members, their guests, and persons who rent the SLPS premises are strictly prohibited from consuming tobacco, including, but not limited to, smoking or spitting tobacco, inside the SLPS building premises. The Executive Committee shall designate areas where tobacco products can be consumed; and
- j. Members may voluntarily tender their resignation from SLPS. Once tendered to the Executive Committee, the resigning member is discharged all his/her indebtedness to SLPS.

The Executive Committee, in its sole and absolute discretion, may suspend or revoke membership privileges. Upon delivery of the Executive Committee's decision, the suspended or revoked member has ninety (90) days to request reconsideration by the Board of Trustees. The suspended or revoked member must send the request, via certified mail, return receipt requested, to the designated Secretary of the Executive Committee at 1910 N. Britain Road, Irving, Texas. The Board of Trustees must review the request and may order the member to address the Board of Trustees in-person and present any information or evidence to support reinstatement. Suspended or revoked memberships may be reinstated by a majority vote of the Board of Trustees. The Board of Trustees' decision, which shall be rendered within sixty (60) days of the request, on reinstatement is final, conclusive, and binding.

4.8 *Limited Rights of Members.* The rights and privileges of members shall be confined to the right of entering in and upon the grounds and buildings of the SLPS and for the use and enjoyment thereof in accordance with the use to which the same are devoted by the Executive Committee of the SLPS and subject to such reasonable rules, regulations, and restrictions as the Executive Committee may from time to time impose, and subject further to the rules, regulations, restrictions, and these Bylaws. Membership in the SLPS shall not give to nor confer upon any member any right, title, interest, claim or demand in or to any of the monies, property, furniture or other assets of the SLPS. Provided, however, that nothing herein contained shall be deemed to prevent the Executive Committee from charging an entrance fee with respect to the grounds or buildings of the SLPS or any portion thereof upon occasions when the grounds or buildings of the SLPS or any portion thereof are to be used for entertainment or other special purpose.

4.9 *Voting Privileges.* Voting at the General Body Meeting will be restricted to Lifetime Founding Memberships and Lifetime Family Memberships who are enrolled prior to February 1st of that year. Voting at Special General Body Meetings will be restricted to Lifetime Founding Memberships and Lifetime Family Memberships who are enrolled at least fifteen (15) days prior to the date on which notice of such meeting is sent. Voting members must be at least eighteen (18) years of age and in good standing with the SLPS. For purposes of these Bylaws, a member in good standing is defined as one who has fully

paid his/her membership dues, is not subject to revocation proceeding pursuant to Section 4.7, and is otherwise in compliance with the terms of these Bylaws.

4.10 *Access to Records.* All members who have voting rights and are in good standing shall have access to books and records of the SLPS during the SLPS's business hours, upon registering such a request in writing, detailing specific requirements and its purpose or objective. At no time may a Member remove any records or documents or books from the premises of the SLPS. Each Member may request a copy of these Bylaws, amendments thereto, and a list of the members of the SLPS.

5.0 TRUSTEES

5.1 *Property.* Title of all property of the SLPS shall vest in the name of Surti Leuva Patidar Samaj of DFW, Inc. The power to institute and defend any action on behalf of the SLPS shall vest in the Board of Trustees. All such actions must be instituted or defended with the full knowledge of the Executive Committee.

5.2 *Number and Qualifications.* The Board of Trustees shall consist of nine (9) Trustees who have been duly elected by the members or properly appointed by the Trustees as set forth in Sections 5.4 and 6.6 of these Bylaws.

Except for the initial set of duly elected Trustees, each subsequent Trustee shall have been (i) a Lifetime Founding Member or a Lifetime Family Member of the SLPS for a minimum of three (3) years, (ii) a Member of the Executive Committee for at least one (1) year, and (iii) duly elected by the members of the SLPS or properly appointed by the Trustees to fill a vacancy as set forth later in these Bylaws; provided, however a candidate for Trustee position over the age of fifty-five (55) years at the time SLPS Membership is acquired or obtained shall be exempt from the one (1) year Executive Committee membership requirement. A Trustee cannot concurrently serve on the Board of Trustees and Executive Committee.

No more than two (2) of the nine (9) positions will be reserved for qualified members or their children who have donated an individual, lump sum donation of over \$100,000.00 (“Donor Trustee”). In the event there are more than two (2) such qualified members, they will be rotated every three (3) years. All Trustees must meet the qualification requirements set in this Section.

5.3 *Term of Office.* Each Trustee shall hold office for three (3) years unless he/she shall sooner (i) resign, (ii) cease to be a Member of the SLPS, (iii) become unable to act through absence or mental or bodily infirmity, or (iv) be removed by a two-thirds (2/3) majority of members entitled to vote at a Special or General Body Meeting. A Trustee shall not hold the office for more than two (2) consecutive terms of three (3) years each. He or she is eligible for re-election after one (1) year of not serving as a Trustee; provided, however, such term restrictions shall not limit the terms of Donor Trustees, which shall be controlled section 5.2 above.

At the initial election of the Board of Trustees, there will be an election of seven (7) Trustees. At the initial election, the individual receiving the greatest number of votes shall serve a term of three (3) years; the three (3) individuals receiving the next greatest number of votes shall serve a term of two (2) years; and the remaining individuals shall serve a term of one (1) year. Said initial terms will create the ability to maintain staggered terms and allow for continuity and experience amongst the Board of Trustees.

5.4 *Vacancy in Office of Trustees.* If a vacancy occurs, then the Board of Trustees shall appoint a Lifetime Founding Member or a Lifetime Family Member, who would qualify for a Trustee's position, as a Trustee to serve until the next election but in no event for a period longer than one (1) year. A Trustee

who has been so appointed may be eligible to be a candidate for the Trustee's position at the next annual election to fulfill the remainder of the term.

5.5 *Power to Sign Documents.* The Board of Trustees shall have the power to sign all necessary Powers of Attorney and any other documents which may be required from time to time to pass any mortgage bonds not to exceed two hundred fifty thousand dollars (\$250,000.00), to sign Powers of Attorney and other documents to alienate any real property or other property, and to execute any documents which may be necessary for bond purposes, provided always that no such documents shall be signed without the consent of the Executive Committee.

5.6 *Role of the Trustees.*

- a. Trustees shall have the traditional role of fiduciaries of the SLPS; also, Trustees shall provide strategic guidance to the Executive Committee in the management to the SLPS's operations to meet the Members' current and future needs.
- b. The Board of Trustees shall elect a chairperson from among the elected Trustees at the first meeting of each year, hold meetings on a periodic basis, and maintain the records of the minutes of their meetings as part of the SLPS's records.
- c. The Board of Trustees shall establish the expenditure guidelines for the Executive Committee, and the Board of Trustees will be vested with a line item veto to control the expenditure of the Executive Committee and the SLPS.
- d. The Board of Trustees shall seek and obtain two-thirds (2/3) approval of the SLPS voting members present at a duly-called meeting before any single expense exceeding two hundred fifty thousand dollars (\$250,000.00) is incurred. The effective date of this provision is January 1, 2015.

5.7 *Board of Trustees is the Final Arbiter.* The Board of Trustees shall be the final arbiter in the interpretation of any clause of these Bylaws. In so doing, the advice of the legal and procedural committee may be obtained.

6.0 EXECUTIVE COMMITTEE

6.1 *Management.* The Management of the SLPS shall be under the direction of the Executive Committee subject to the limitations specified in these Bylaws.

6.2 *Number, Qualifications and Officers.* Except for the initial members, the Executive Committee will consist of fifteen (15) members: (i) who have been members of the SLPS for a minimum of two (2) years, (ii) who are between the ages of thirty (30) and fifty-five (55), and (iii) of whom are represented by no less than two (2) women. Subject to Section 6.7 (below), the voting members of the SLPS shall elect the Executive Committee at an annual election held at the General Body Meeting. The Vice President is automatically nominated for the new Executive Committee as provided in Article 6.4(c).

The President, the Vice President, and the thirteen (13) members elected to the Executive Committee, at its first official meeting, shall elect a Secretary, Treasurer and a Joint-Treasurer from one of the thirteen (13) duly elected Members. The Vice President must be a Lifetime Founding Member or Lifetime Family Member who has served on the Executive Committee at least for one year. The officers of the Executive Committee so elected are as follows:

- a. President: The President shall advise the Executive Committee and endeavor to keep its membership fully informed concerning the business and activities of SLPS, and shall make available for inspection annual reports to the members. The President shall be an ex-officio officer of all sub-committees (if any) with power to vote therein. Notices of meetings of the Executive Committee and the membership shall be the responsibility of the President, who may delegate said responsibility to any other Executive Committee member.
- b. Vice President: The Vice-President shall perform the functions of the President in his or her absence.
- c. Secretary: The Secretary shall be responsible for maintaining accurate minutes and records of all meetings, discussions, and presentations. The Secretary shall be responsible for archiving meeting minutes. The Secretary shall be responsible for coordinating all official correspondence and administrative work of SLPS.
- d. Treasurer: The Treasurer shall have the general supervision of the financial affairs of SLPS, including accounting of all receipts and disbursements of SLPS funds. The Treasurer shall be responsible for periodic reporting of the financial status of SLPS to the Executive Committee. The Treasurer shall maintain up-to-date records and prepare an annual statement of accounts for presentation to the membership at General or Special Body Meetings.
- e. Joint Treasurer: The Joint Treasurer shall provide administrative and other support to the Treasurer and perform the functions of the Treasurer in his or her absence.

6.3 *Powers of the Executive Committee.* The Executive Committee shall, without prejudice to the generality of its powers of full engagement and control of all the affairs of SLPS, be further entitled:

- a. The Executive Committee shall have the powers and duties necessary for the administration of the affairs of SLPS and for the operation and maintenance of the SLPS property. The business and affairs of the Association shall be managed by or under the direction of the Executive Committee, which may exercise all such powers of SLPS and do all such lawful acts and things as are not by statute, the Articles of Incorporation or these Bylaws, directed or required to be exercised or done by the Members. The Executive Committee may delegate specific SLPS Management responsibilities to an authorized person or entity; provided, however, such delegation shall not relieve or release the Executive Committee of any duty to oversee, manage or direct the business and affairs of SLPS.
- b. The Executive Committee shall be specifically authorized to promulgate and amend, from time to time, policies, procedures, rules or regulations of SLPS. In the event of a conflict between the Bylaws and any policies, procedures, rules or regulations, these Bylaws shall control.
- c. Two (2) members of the Executive Committee, as designated by the Executive Committee from time to time, shall attend duly-called meetings of the Board of Trustees and update the Board of Trustees as to the periodic business activities of the Executive Committee and present internal financial reports of SLPS for review and address any pertinent matters relating to or arising out of the same. The members of the Executive Committee shall provide a summary of the meeting to the Executive Committee at subsequent meetings.
- d. To impose upon members or non-members such fees for the use or entrance to the SLPS property, grounds or premises on such occasions or to set aside any portion of the SLPS

property, grounds or premises for such limited time and for such special use and upon such terms as the Executive Committee deems necessary.

- e. To make donations, with the approval and consent of the Board of Trustees, in accordance with the SLPS charter and the applicable laws and regulations.
- f. The Executive Committee may recommend to the Board of Trustees any one or more of the following actions: either to sell, or to alienate, or to lease for more than a year the immovable property of the SLPS. Such an action may be taken only with the consent of two-thirds (2/3) of the members entitled to vote at an General Body Meeting or a Special General Body Meeting called to consider such as proposal.
- g. The Chairperson of all sub-committees shall be either a Member of the Executive Committee or Board of Trustees, but the Secretary of a sub-committee may be any member of the SLPS in good standing. A Trustee, who is a sub-committee chairman, shall attend the Executive Committee meetings as needed and report on the deliberations of the sub-committee. Notwithstanding the above, an officer of the Executive Committee shall be represented on each sub-committee.
- h. Each sub-committee shall report in writing to the Executive Committee its findings and recommendations on any matter referred to it, which report shall be delivered within fourteen (14) days of the Chairperson receiving instructions, and any report or recommendations made by the sub-committees shall not be binding on the Executive Committee.
- i. The Executive Committee shall have the power to appoint any active Member of the SLPS, who has been a Member of the SLPS for a minimum of two (2) calendar years, for a vacancy resulting from the resignation or departure of an Executive Committee for a period up to one (1) year to any one of their sub-committees.
- j. No advertising matter, pamphlet or circular of any description shall be placed or posted within the Property of the SLPS without the written consent of the Executive Committee.
- k. The Executive Committee shall have the authority, without obtaining Member approval, to incur a single expenditure not exceeding fifty thousand dollars (\$50,000.00).

6.4 *Terms of Service.*

- a. *Officers and Members of the Executive Committee.* Each Member shall hold office for a term of one (1) year, but no more than four (4) consecutive years. Once a person serves his or her maximum consecutive term, he or she is not eligible to be a Member of the Executive Committee for one (1) year.
- b. *President.* The President shall not serve for more than one (1) year.
- c. *Vice President.* The Vice President, having served for one (1) year, shall become President of the Executive Committee for the following year, including, if applicable during his or her fifth (5th) year as a member of the Executive Committee.
- d. *Obligation to Serve Term.* Each Officer or Member of the Executive Committee shall serve for the term for which he or she is elected or appointed, unless he or she (i) resigns, (ii) ceases

to be a Member of the SLPS, (iii) becomes unable to act through absence or mental or bodily infirmity, or (iv) be removed by a two-thirds (2/3) majority of voting members present at a General Body Meeting or at a Special General Body Meeting.

6.5 *Committee Meetings.*

- a. *Frequency of Meetings.* The Executive Committee shall meet from time to time and may regulate its procedure, as it deems necessary. Notice of Executive Committee meetings shall be given to Executive Committee member no less than five (5) days before the scheduled meeting.
- b. *Quorum.* The presence of a majority of members, plus a minimum of two (2) officers, of the Executive Committee shall constitute a quorum for purposes of conducting meetings and transacting business.
- c. *Who May Preside at Meetings.* At all Executive Committee Meetings, the President of the SLPS shall preside or, in his/her absence, the Vice President, or, in his/her absence, the Secretary, or, in the absence of all three, such other Member of the Executive Committee as may be appointed at the Meeting.
- d. *Voting at Meetings.* Business at any meeting of the Executive Committee shall be decided by a majority of votes. In case of equality, the Chairperson shall have the deciding vote.
- e. *Requirements to Convene Meetings.* The Secretary, on instructions from the President or on a written request from not less than three (3) members of the Executive Committee, shall convene an Executive Committee meeting.
- f. *Recording of Minutes of Meetings.* The Secretary shall record the minutes of all the Executive Committee meetings and provide the information as may be required by the Executive Committee in conducting its business. If the Secretary is absent at any one of the business meetings, then the Treasurer shall assume the Secretary's role in recording the minutes of the meeting and providing all the required information.
- g. *Disqualification for Failure to Attend Meetings.* Any Executive Committee Member who fails to attend three (3) consecutive meetings of the Executive Committee and without leave of absence shall, ipso facto, cease to be a member of the Executive Committee.
- h. *Vacancies.* In the event of a vacancy occurring, the Executive Committee shall have the power to fill such a vacancy or to nominate any alternate for a Member temporarily absent, and the Member so elected or alternate so appointed shall hold office upon the same terms as the Member whose place he/she has taken or in whose absence he/she acts as alternate.

7.0 GENERAL BODY AND SPECIAL GENERAL BODY MEETINGS

7.1 *General Body Meetings.* The General Body Meeting must be held in the month of April of each year as determined by the Executive Committee.

7.2 *Purpose of General Body Meeting.* The purpose of the General Body Meeting shall be:

- a. To approve the minutes of the previous General Body Meeting.
- b. To receive and consider the President's report.
- c. To receive and consider the report of the Executive Committee, report of the Auditors, and statement of accounts.
- d. To present the list of elected members of the Executive Committee for the coming year.
- e. To present the list of elected Trustees for the coming year.
- f. To address proposals and other new business.

7.3 *Notice of the General Body Meetings and of Resolutions to be Proposed.* A notice of the General Body Meeting, including agenda, shall be sent to each member no less than ten (10) days before the meeting, but accidental omission to send such notices to any member shall not invalidate the meeting. Notice of any motion or resolution to be proposed at a General Body Meeting must be duly signed by the proponent, signed by at least twenty-five (25) voting members, and filed with the Secretary at least twenty-one (21) days before the date fixed for that General Body Meeting, and such motion or resolution shall be placed on the agenda for consideration at that General Body Meeting. The Executive Committee may revise such motion or resolution, with notice of such revision provided to the proponent, if it is essential to do so for the purpose of publishing the General Body Meeting notice, but, in so doing, it shall not alter the meaning and the intention of such motion or resolution.

7.4 *Notices and Resolutions Available at SLPS's Office.* A further notice shall be posted at the SLPS's office notice board, five (5) calendar days prior to the Special or General Body Meeting. Copies of new resolutions may be reviewed at the SLPS's office during office hours.

7.5 *Special General Body Meeting.* The Executive Committee may, and shall on receipt of a demand signed by ten (10) percent or more of voting members in good standing holding Lifetime Founding Memberships and/or Lifetime Family Memberships, call a Special General Body Meeting of members stating the purpose thereof. No business other than that specified in the notice shall be conducted at such Special General Body Meeting.

7.6 *Method of Giving Notice.* Notice to be given to any member for any purpose shall be a written notice sent to him/her at the last known address as recorded in the list of members or by electronic mail. It is the responsibility of each member to maintain and update his/her electronic mail address.

7.7 *Quorum at Special and General Body Meetings.*

- a. *Quorum.* The quorum for Special or General Body Meetings shall be twenty-five (25) percent of all voting members in good standing.

- b. *Modified and No Quorum.* If quorum is not established within fifteen (15) minutes of the advertised time of any General Body Meeting, then it shall be adjourned for fifteen (15) minutes the same day, and, at such adjourned meeting, the members present shall constitute a construed quorum, provided that seventy five (75) percent of the Executive Committee is present and such construed quorum shall be insufficient to amend these Bylaws. If quorum is not established within fifteen (15) minutes of the advertised time of the Special General Body Meeting, which is called by the Executive Committee, then it shall be adjourned for fifteen (15) minutes the same day, and, at such adjourned meeting, the members present shall constitute a construed quorum for any stated purpose of the Special General Body Meeting. If quorum is not established within fifteen (15) minutes of the advertised time of the Special General Body Meeting, which is called pursuant to demand of the members, as opposed to the Executive Committee, then the Special General Body Meeting is immediately canceled.

7.8 *Conduct at General Body Meetings.*

- a. *Who May Preside at Meetings.* At all General Body Meetings, the President of the SLPS shall preside or, in his/her absence, the Vice President, or, in his/her absence, the Secretary, or, in the absence of all three, such other Member of the Executive Committee as may be elected at the meeting.
- b. *Voting.*
 - 1. Votes shall be given by a show of hands of eligible voting members. In case of a tie, the Chairperson of the Meeting shall have the deciding vote.
 - 2. Unless otherwise specified in these Bylaws, ordinary business at a General Body Meeting shall be decided by a simple majority vote of members present and eligible to vote.
 - 3. A ballot vote may, immediately after a vote by show of hands, be demanded by no less than twenty (20) voting members present and entitled to vote, whereupon the voting procedure, at said meeting, would be switched to the ballot system.
 - 4. For the purpose of establishing a simple or any other majority of votes, those votes cast as abstentions will not be counted.
 - 5. Voting by proxy is expressly disallowed.
- c. *Adjournment of Meetings.* The Chairperson of a General Body Meeting may, with the consent of a simple majority of members, adjourn it from place to place and from time to time; but no business shall, without due notice as required for a General Body Meeting, be conducted at any adjourned General Body Meeting other than unfinished business from the meeting so adjourned. Notice of each adjourned meeting shall be sent to all members.

7.9 *Rescission of Resolutions.* No resolution of a General Body Meeting shall be rescinded for six (6) months thereafter except by the vote of two-thirds (2/3) of the members present and entitled to vote at a Special General Body Meeting convened for that purpose.

7.10 *Robert's Rules of Order.* All meetings including General Body Meetings, Executive Committee Meetings and Board of Trustee Meetings will be conducted using Robert's Rules of Order for those issues which are not covered in this document.

8.0 ELECTIONS

8.1 *The Nominating Committee.*

- a. The Executive Committee in concurrence with the Board of Trustees shall form and appoint a Nominating Committee of seven (7) Members, no later than February 15th of each year. The Nominating Committee shall consist of two (2) Trustees, proposed by the Board of Trustees, two (2) Executive Committee members, and three (3) Lifetime Founding or Lifetime Family members in good standing from the general body of the SLPS. One of these Nominating Committee members from the general body shall be nominated by the Board of Trustees and the other two (2) shall be nominated by the Executive Committee. The members on the Nominating Committee, except for the President and the Vice President, shall not nominate their names for any one of the elective offices of the SLPS for the following year. Once a person serves his or her term, he or she is not eligible to be a member of the Nominating Committee for a period of three (3) years, except the incoming President.
- b. The Nominating Committee shall elect a Chairperson from among its seven (7) members at its first official meeting. The Executive Committee shall announce the formation of the Nominating Committee and names of its members to the members of the SLPS by posting a notice on the SLPS office notice board and via the SLPS's newsletter.
- c. The Nominating Committee shall seek nominations for the vacant Trustees' positions, for the Executive Committee Vice President, and for the vacant Executive Committee positions from the SLPS members by March 1st.

8.2 *Election Process.*

- a. The Nominating Committee shall review the list of nominated members and propose a list of candidates for the vacant Trustees' positions, the Executive Committee Vice President and the vacant Executive Committee, on or before March 15th.
- b. The list of candidates proposed by the Nominating Committee shall be posted on the SLPS office notice board by March 15th and communicated to the members via the SLPS newsletter.
- c. Any Member, whose name is proposed and has met the minimum qualifications for the position of a Trustee or of an Executive Committee Member and who was not nominated by the Nominating Committee for any one of the elective offices, may wish to offer himself or herself as a petition candidate to the Chairman of the Nominating Committee with a petition signed by fifty (50) voting members by March 31st. If a petition is not timely presented to the Chairman of the Nominating Committee, the Nominating Committee shall consider the nomination as withdrawn by such candidate.
- d. If there are petition candidates, then the Nominating Committee will assume the role of an Election Committee. The Election Committee shall verify that members indeed signed the petition. If necessary, elections will be held for contested positions only.
- e. If the Nominating Committee, acting as the Election Committee, is satisfied that the petitions are genuine, then the Election Committee shall plan the election logistics and inform the members of the entire list of candidates, the election place, preferably on the SLPS premises,

and the date and time for the casting the ballots. These announcements should be sent to the members at least twenty-one (21) days prior to the election day.

- f. The Election Committee shall conduct the election as planned, count the ballots, and announce the election results immediately after the counting is completed and verified by the representatives of all the contesting candidates. The candidates with the highest votes shall be deemed elected. A similar process will apply to the election of Trustees. The results of the election shall be communicated in writing to the Chairman of the Board of Trustees and to the President. The election process shall be completed prior to the date announced for the General Body Meeting.
- g. The initial election of the Executive Committee and Board of Trustees shall be completed no later than ninety (90) days from the adoption of these Bylaws by members of SLPS. For purposes of the initial election only, the positions of Executive Committee and Board of Trustees (except for the two (2) Board of Trustee positions reserved under Section 5.2) shall be open to all qualified members of SLPS, provided a member shall not be allowed to stand for more than one position, either on the Executive Committee or Board of Trustees.

9.0 AMENDMENT TO BYLAWS

9.1 Notwithstanding any provision to the contrary, any amendment to these Bylaws can only be made by the voting members at a duly called meeting in which a quorum of members is present and the amendment is approved by two-thirds (2/3) of the total outstanding votes of the membership.

9.2 *Savings Provisions.*

- a. No provision herein shall be deemed to override any mandatory requirements of applicable laws for a Texas Non-Profit Corporation.
- b. To the extent a conflict shall arise between any provision of these Bylaws and any mandatory requirement of applicable law, such conflicting provisions of these Bylaws shall be superseded and shall be severed and the remaining provisions of these Bylaws shall continue to be valid and enforceable as if such severed provision were not a part hereof.

10.0 WINDING UP

Subject to the limitations imposed by the Texas Non-Profit Corporation Act and other applicable laws, the property of the SLPS may be sold as a whole or in part and the SLPS may be reconstituted by a resolution passed by not less than two-thirds (2/3) of the members entitled to vote and who are present at a Special General Body Meeting at which not less than seventy-five (75) percent of the voting members.

11.0 ACTIONS AT LAW

All actions at law by and against the SLPS shall be instituted and conducted by and in the name of the Trustees for and on behalf of the SLPS, whose liability shall, however be limited to their representative capacity as such. The Board of Trustees shall give notice of any such action at law to the Executive Committee.

12.0 AUDITORS OR AUDITOR

An auditor shall be appointed annually at the General Body Meeting. Such auditor shall not be a Member of the Executive Committee, Trustee nor hold any other office of the SLPS. Notice of any proposal to change the auditor(s) of the SLPS shall be given to them and they shall be entitled to attend and speak at the General Body Meeting. SLPS may use both internal and external auditors as it deems necessary and appropriate; however, in the event the use of multiple auditors is implemented, one of the auditors shall be a Lifetime Member.

13.0 BOOKS OF ACCOUNT

13.1 *Treasurer to Keep Books.* It shall be the duty of the Treasurer to keep usual and proper books of account regarding all the affairs of the SLPS, to keep these up-to-date, and to have them regularly checked and audited, and to keep an up-to-date list of the members of the SLPS, showing those who are forty-five (45) days or more in arrears with the subscriptions. Such membership list shall be final and conclusive on all matters relating to the standing within the SLPS of any Member of the SLPS.

13.2 *Bank Account.* The banking account of the SLPS shall be kept in such bank or banks as the Executive Committee shall from time to time determine. All checks drawn shall be signed by two (2) officers of the Executive Committee as follows: the Treasurer and President shall sign the checks and, in the absence of either, the Joint-Treasurer and/or Vice-President may sign.

13.3 *Other Accounts.* All accounts against the SLPS shall be dealt with by the Executive Committee as it may determine.

13.4 *Subscriptions, Fees, etc.* All subscriptions, fees and other items of revenue shall be paid to the Treasurer and deposited to the credit of the SLPS at such bank as the Executive Committee may from time to time determine.

13.5 *Expenditures.* No expenditure shall be incurred without the authority of the Executive Committee except that the Treasurer shall be allowed to keep a sum not exceeding One Thousand Dollars (\$1,000.00) at any one time for petty disbursements, and the President, Secretary and the Treasurer shall be at liberty to incur items of expenditure not exceeding One Thousand Dollars (\$1,000.00) at any one time, without referring to the Executive Committee. Vouchers of all expenses incurred under the provisions of this subsection shall be presented by the Treasurer and passed at the first meeting of the Executive Committee held after the incurring if such expenditure or, in the Treasurer's absence, by any person mentioned in Article 13.2.

13.6 *Negotiable Instruments and Collection of Debt.* The Treasurer shall endorse all checks, bills, promissory notes and drafts made payable to the SLPS and he/she shall also, with the consent of the Executive Committee, give any necessary extension with respect to bills, promissory notes and post-dated checks made in favor of the SLPS. In the event of the non-payment of any accounts, bills or checks, etc. due to the SLPS, the Executive Committee shall hand over such accounts, bills, checks to the SLPS's Attorneys for collection.

13.7 *Books and Records.* The Treasurer shall keep separate and distinct accounts and record with respect to each banking or financial institution.

13.8 *Accounting and Statements.* Notwithstanding anything to the contrary in the last preceding rule contained, the Executive Committee, through the Treasurer, shall cause proper accounts to be kept of the income and expenditure of the SLPS and of the property, assets, and liabilities of the SLPS. The accounts

shall be closed annually on the thirty-first (31st) day of December in each and every year, and a statement and balance sheet shall be submitted to the General Body Meeting.

13.9 *Accounting Year for Operations.* For all practical purposes, the operations of the SLPS's year will be synonymous with the calendar year except for the books of accounts which shall be closed on December 31st.

14.0 INDEMNIFICATION OF TRUSTEES AND EXECUTIVE COMMITTEE MEMBERS AND OFFICERS

14.1 Indemnification.

- a. The SLPS shall indemnify, to the extent provided in the following paragraphs, any person who is or was a Trustee, Executive Committee member, officer, agent or employee of SLPS. In the event the provisions of indemnification set forth below are more restrictive than the provisions of indemnification allowed by Chapter 8 of the Texas Business Organizations Code, then such persons named above shall be indemnified to the full extent permitted by the Texas Business Organizations Code as it may exist from time to time.
- b. In case of a threatened or pending suit, action or proceeding (collectively, "*Suit*"), whether civil, criminal, administrative or investigative (other than an action by or in the fight of SLPS), against a person named in paragraph (a) above by reason of such person's holding a position named in such paragraph (a), SLPS shall indemnify such person, if such person satisfies the standard contained in paragraph (c) below, for amounts actually and reasonably incurred by such person in connection with the defense or settlement of the Suit as expenses (including court costs and attorneys' fees), amounts paid in settlement, judgments, penalties (including excise and similar taxes), and fines.
- c. A person named in paragraph (a) above will be indemnified only if it is determined in accordance with paragraph (d) below that such person:
 1. Acted in good faith in the transaction which is the subject of the Suit; and
 2. Reasonably believed:
 - (i) If acting in his or her official capacity as Trustee, Executive Committee member, officer, agent or employee of SLPS, that his or her conduct was in the best interests of SLPS; and
 - (ii) In all other cases, his or her conduct was not opposed to the best interests of SLPS; and
 - (iii) In the case of any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that such person failed to satisfy the standard contained in this paragraph (c).

- d. A determination that the standard in paragraph (c) above has been satisfied must be made:
1. By the Board of Trustees by a majority vote of a quorum consisting of Trustees who, at the time of the vote, are not named defendants or respondents in the proceeding; or
 2. If such quorum cannot be obtained, by a majority vote of a special committee designated to act in the matter by a majority vote of all Trustees, consisting solely of two (2) or more Trustees who at the time of the vote are not named defendants or respondents in the proceeding; or
 3. By special legal counsel selected by the Board of Trustees or a committee of the Board of Trustees by vote as set forth in subparagraphs (i) or (ii) above, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Trustees.
- e. Determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, determination as to reasonableness of expenses must be made in the manner specified by subparagraph (d)(3) above for the selection of special legal counsel.
- f. SLPS may reimburse or pay in advance any reasonable expenses (including court costs and attorneys' fees) which may become subject to indemnification under paragraphs (a) through (e) above, but only in accordance with the provisions as stated in paragraph (d) above, and only after the person to receive the payment (i) signs a written affirmation of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under paragraph (c) above, and (ii) undertakes in writing to repay such advances if it is ultimately determined that such person is not entitled to indemnification by SLPS. The written undertaking required by this paragraph must be an unlimited general obligation of the person but need not be secured. It may be accepted without reference to financial ability to make repayment.
- g. The indemnification provided by paragraphs (a) through (e) above will not be exclusive of any other rights to which a person may be entitled by law or vote of members or disinterested Trustees, or otherwise.
- h. The indemnification and advance payment provided by paragraphs (a) through (c) above will continue as to a person who has ceased to hold a position named in paragraph (a) above.
- i. SLPS may purchase and maintain fidelity coverage, director's and officer's insurance, errors and omissions insurance and/or similar insurance on behalf of any person who holds or has held any position named in paragraph (a) above against any liability incurred by such person in any such position, or arising out of such person's status as such, whether or not SLPS would have the power to indemnify such person against such liability under paragraphs (a) through (f) above.
- j. Indemnification payments and advance payments made under paragraphs (a) through (i) above are to be reported in writing to the members of SLPS in the next notice or waiver of notice of General Body Meeting, or within twelve (12) months after the payments are made, whichever is sooner.

14.2 *Other.* The Board of Trustees, Executive Committee members, officers, or representatives of SLPS shall enter into contracts or other commitments as agents for SLPS, and they shall have no personal liability for any such contract or commitment (except such liability as may be ascribed to them in their capacity as Members).

14.3 *Interested Trustees, Executive Committee members, and Officers.*

- a. If paragraph (b) below is satisfied, no contract or transaction between SLPS and any of its Trustees, Executive Committee members or officers (or any other corporation, partnership, association or other organization in which any of them directly or indirectly have a financial interest) shall be void or voidable solely because of this relationship or because of the presence or participation of such Trustee, Executive Committee member or officer at the meeting of the Executive Committee or committee thereof which authorizes such contract or transaction, or solely because such person's votes are counted for such purpose.
- b. The contract or transaction referred to in paragraph (a) above will not be void or voidable if:
 - (i) the contract or transaction is fair to SLPS as of the time it is authorized, approved or ratified by the Board of Trustees, Executive Committee or a committee of the Executive Committee; or
 - (ii) the material facts as to the relationship or interest of each such Trustee, Executive Committee member or officer as to the contract or transaction are known or disclosed to the Board of Trustees, Executive Committee, or a committee of the Executive Committee and the Board of Trustees, Executive Committee or committee of the Executive Committee nevertheless in good faith authorizes or ratifies the contract or transaction by a majority of the disinterested Trustees, Executive Committee members or committee members of the Executive Committee.
- c. The provisions contained in paragraphs (a) and (b) above may not be construed to invalidate a contract or transaction which would be valid in the absence of such provisions.

14.4 *Compensation.* No member of the Board of Trustees, Executive Committee or committee of the Executive Committee shall receive any compensation for acting as such; provided, however, that (1) reasonable compensation may be paid to any Trustee, Executive Committee member or officer while acting as an agent or employee of a third party for services rendered to SLPS in effecting one or more of the purposes of SLPS, and (2) any Trustee, Executive Committee member or officer may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of SLPS.

15.0 WAIVER OF JURY TRIAL AND ARBITRATION OF DISPUTES

15.1 *WAIVER OF JURY TRIAL: EACH MEMBER HEREBY IRREVOCABLY AND UNCONDITIONALLY WAIVES ALL RIGHTS TO TRIAL BY JURY IN ANY ACTION, SUIT, PROCEEDING, OR COUNTERCLAIM THAT RELATES TO OR ARISES OUT OF THESE BYLAWS AND MEMBERSHIP IN SLPS OR THE ACTS OR FAILURE TO ACT OF OR BY SLPS IN THE ENFORCEMENT OF ANY OF THE TERMS OR PROVISIONS OF THESE BYLAWS OR POLICIES AND PROCEDURES.*

15.2 *Arbitration:* Except for any claims seeking to enjoin a member from any ongoing violation of these Bylaws or practice and policies, any controversy or claim arising out of or relating to these Bylaws or practice and policies, or breach of these Bylaws or policies and procedures, including any claim that these bylaws or policies and procedures are invalid, illegal, or otherwise voidable or void, as well as any claim that SLPS violated any laws in connection with the enforcement of these Bylaws or practice and policies and any claim for declaratory relief, will be sent to final and binding arbitration before the American Arbitration Association, including its rules for emergency measures of protection except to the extent that any of the rules of arbitration may be interpreted to require the member or SLPS to produce documents, witnesses, or information at a time other than at a hearing on the claim without mutual consent of SLPS. The arbitrator shall apply the substantive laws of Texas. If any party, including the member fails to appear at any properly noticed arbitration proceeding, an award may be entered against the party, notwithstanding its failure to appear. Judgment on the arbitration award may be entered in any court in Dallas County, Texas or any other court having jurisdiction. Any arbitration will be conducted at the SLPS office in Irving, Dallas County, Texas.

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**Certification of Approval of the
First Amended and Restated Bylaws of
Surti Leuva Patidar Samaj of DFW, Inc.,
a Texas Non-Profit Corporation**

I, _____, the duly-elected President of Surti Leuva Patidar Samaj of DFW, Inc., a Texas Non-Profit Corporation hereby certify:

That the First Amended and Restated Bylaws of Surti Leuva Patidar Samaj of DFW, Inc. were approved by the affirmative vote of the Members of Surti Leuva Patidar Samaj of DFW, Inc. at the duly-convened Meeting held on April 20, 2014, and that the same does now constitute the official Bylaws Surti Leuva Patidar Samaj of DFW, Inc.

By: _____, President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned Notary Public, on this day personally appeared _____, the duly-elected President of Surti Leuva Patidar Samaj of DFW, Inc., a Texas Non-Profit Corporation, known to me to be the person whose name is subscribed on the foregoing instrument and acknowledged to me that he executed the same for the purposes therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND AFFIRMED SEAL OF OFFICE on this the ____ day of _____, 2014.

Notary Public, State of Texas