

**SECOND AMENDED AND RESTATED  
CONSTITUTION AND BYLAWS OF  
SIKH CENTER OF PACIFIC COAST SELMA, INC.  
A California Religious Non-Profit Corporation**

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**FEBRUARY 2017**  
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**PREAMBLE**

This CONSTITUTION AND BYLAWS shall be established and maintained for the following purposes:

- (a) To establish and maintain a Gurdwara (SIKH TEMPLE) in Selma, California, as a permanent place for holding religious congregations and functions.
- (b) To promote cultural and inter-religious understanding based on service, peace, love, justice, truth and harmony as preached by the ten Sikh Gurus and Guru Granth Sahib.
- (c) To conduct activities to improve the religious conditions of the Sikh Community.
- (d) To unite the members of the Sikh Community in the bonds of brotherhood and friendship and completely discarding the notions of color, caste, creed and national origin, as they are forbidden by the Sikh Gurus.
- (e) To establish and promote facilities for studies and instructions of Sikh thought, Sikh history, Gurbani (scriptures and theology) and Gurmukhi-Punjabi language.
- (f) To perform any other act or acts conducive to the welfare of the Sikhs which is not otherwise herein prohibited by the Articles of Incorporation or Bylaws established for the temple or which are not permitted to be carried on by a corporation exempt from Federal income tax. Specifically, notwithstanding any of the provisions of this Constitution of the Bylaws of the corporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), not shall the Corporation, or any officer or director thereof:
  - (i) Engage in any activity or self-dealing as the term “self-dealing” is defined under Section 4941(d) of the Internal Revenue Code, or do any act or engage in any transaction which would be the basis for the imposition of a tax under Section 4941 of the Internal Revenue Code; or,

- (ii) Retain any excess business holdings as “excess business holdings” is defined in Section 4943(c) of the Internal Revenue Code, or do any act or engage in any transaction which would be the basis for the imposition of a tax under Section 4943 of the Internal Revenue Code; or,
- (iii) Make any investments in such a manner as to subject it to a tax under Section 4944 of the Internal Revenue Code of 1954; or,
- (iv) Make any taxable expenditures as that term is defined in Section 4945(d) of the Internal Revenue Code of 1954.

For these purposes, we do hereby recognize ourselves as a temple of the Sikh faith and adopt the following SECOND AMENDED CONSTITUTION AND BYLAWS for the purpose of temple order and submit ourselves to be governed by them.

## **CONSTITUTION**

### **ARTICLE 1: PURPOSES**

The purpose of the temple is to let GURDWARA (Guru’s Place) bring those of like faith together. It shall be the aim of the temple and its membership to help more than to criticize and to come to the aid of others rather than to allow wrongs to occur. SEWA (Service), DHARAM (Duty), and BHAGTEE (Remembrance of God’s name) are the highest objectives of the temple.

### **ARTICLE 2: TENANTS OF FAITH**

This temple shall have the right to govern itself according to the standards of the GURBANI (Sikh Scriptures and Theology), the teachings of the Ten Sikh Gurus and the teachings of the Guru Granth Sahib. In accordance with these standards, this temple membership hereby adopts these Tenants of Faith as fundamental truths. The human phraseology employed in this Statement is not inspired and is not contended for, but the truth set forth is held to be essential to the practices of the Sikh faith. No claim is made that it contains all truth in the teachings of the faith, but that it covers our present needs as to these fundamental matters.

### **ARTICLE 3: MEETINGS FOR PUBLIC WORSHIP**

Meetings for public worship shall be held on each Lord’s Day and during the week as may be provided for by the temple Granthi Ji and by the Board of Directors.

### **ARTICLE 4: ACCESS TO FACILITIES**

Use of the Sikh temple and related facilities will not be withheld by any individual or officer or group to any Sikh who requires the use of the temple for religious or approved social gatherings. The temple will remain unlocked but the gates of the temple may be locked as

reasonably necessary for security purposes as directed by the Granthi Ji and Board of Directors of the temple.

#### **ARTICLE 5: LANGAR**

The Temple shall practice LANGAR (the eating of vegetarian food as a community). In the Langar Hall SANGAT (all people) may eat Langar either seated at chairs and tables or seated on the floor.

#### **ARTICLE 6: DEPARTMENTS, COMMITTEES AND ACTIVITIES**

The assembly shall hereby provide for the establishment of such committees or departments as the needs of the work of the temple may require. All such departments and committees shall be subordinate to the leadership of the temple and shall contribute to the harmony and development of the same. They shall be under the general supervision of the Granthi Ji and the Board of Directors and the Granthi Ji shall be an ex-officio member of all committees and departments (e.g. Education and Youth Committee, Fund Raising Committee, Dharmik Parchaar (Religious Preaching) Committee, etc.).

#### **ARTICLE 7: FINANCES**

Article 6.1. Taking of Subscriptions. All funds for the maintenance of the temple shall be provided by the voluntary contributions of subscriptions and donations of the members and friends of the assembly. Subscriptions/Donations shall be accepted by the temple at such times and in such ways as agreed upon by the Granthi Ji and the Board of Directors and shall be administered by the Treasurer under their direction.

Article 6.2. Solicitation of Funds. No person or persons of the assembly shall solicit funds for the temple or related activities without the prior consent of the Board of Directors.

#### **ARTICLE 8. PROPERTY**

All property of the temple shall be deeded to the temple and held in its name. No real estate or buildings belonging to the temple shall be sold, leased, mortgaged, or otherwise disposed of or encumbered in any fashion unless such action shall have first been recommended by the vote of at least two-thirds (2/3) of the Board of Directors. The President and the Secretary of the temple shall certify in such conveyance, lease, mortgage, or encumbrance that the same has been duly authorized and recommended by a vote of the membership of the temple. Such certificate shall be conclusive evidence thereof.

#### **ARTICLE 9. AMENDMENT.**

This Constitution may be amended by a three-fourths (3/4) majority of the Board of Directors at its annual meeting or a special meeting called specifically for that purpose. Directors shall be provided notice that the meeting is being called for the purposes of amendment

and provided with reasonable opportunity to examine the original and proposed amended language.

## **BYLAWS**

### **ARTICLE 1. OFFICES**

**Section 1.1. Principal Office.** The corporation's principal office shall be initially located at 2211 Highland Avenue, Selma, California. The Board of Directors is granted full power and authority to fix the principal executive offices of the corporation at any place within the State of California and to change said principal office from one location to another.

### **ARTICLE 2. MEMBERSHIP**

**Section 2.1 No Members.** In the history of SIKH CENTER OF PACIFIC COAST SELMA, INC. ("the Temple") no members have been admitted. It is the intention of the corporation not to have members.

### **ARTICLE 3. DIRECTORS**

**Section 3.1. Powers.** Subject to the provisions of the California General Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the Members, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, and subject to the same limitations, the Board of Directors shall have the power to:

(a) Select and remove all Officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and, fix their compensation, if any.

(b) Obtain the services of the most qualified Granthi Ji (priest), subject to the approval of the membership of the assembly in accordance with these Bylaws; prescribe any powers and duties for him that are consistent with law, with the Articles of Incorporation, and with these By-Laws and fix his compensation, if any. This power shall be granted exclusively to the Board of Directors and may not be delegated to the Executive Committee.

(c) Change the principal executive office or the principal business office in the State of California from one location to another and designate any place within or outside the State of California for the holding of any Members' meeting or meetings, including annual meetings. This power shall be granted exclusively to the Board of Directors and may not be delegated to the Executive Committee.

(d) Adopt, make, and use a corporate seal.

(e) 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. The power of the Executive Committee is limited to the amount of debt specified in these Bylaws at Article 8 or by resolution of the Board of Directors.

(f) The power to sell or encumber estate or buildings belonging to the temple shall be sold, leased, mortgaged, or otherwise disposed of or encumbered in any fashion unless such action shall have first been recommended by the vote of at least two-thirds (2/3) of the Board of Directors. The Board of Directors shall solely have the power to sell or encumber any personal property of the Temple unless the Executive Committee has been specifically authorized to a maximum amount.

**Section 3.2. Number of Directors.** The Board of Directors shall set the number of Directors; however, the number of Directors shall not be less than twenty-seven (27) nor more than fifty-five (55) and shall not be an even number. Collectively, the Directors shall be known as the Board of Directors ("Board").

**Section 3.3. Qualifications of Directors.** Directors must:

- (a) Believe in Sikhism and the teachings of the Ten Gurus and the Guru Granth Sahib and are in agreement with the Tenants of Faith expressed in the temple's Constitution; and,
- (b) Be 18 years of age or over; and,
- (c) Agree with the aims and objectives of the temple, agree to abide by its Constitution and Bylaws, and promote the unity and welfare of the SIKH COMMUNITY; and,
- (d) Have resided within a Designated Area, initially set as a Fifty (50) mile radius of the SIKH CENTER OF PACIFIC COAST SELMA, INC. or as amended by the Board of Directors from time to time ("Designated Area"). for at least two months prior to becoming a Director; and,
- (e) Show proper respect to the Shri Guru Granth Sahib and do not come to the Sikh Temple and Sikh Sangat under the influence of alcohol or illegal drugs, do not use vulgar and filthy language, and do not bring any tobacco to any area of the Sikh Temple; and,
- (f) Have made a minimum donation of \$5,100.00 (Five Thousand One Hundred Dollars) to the Temple at least Thirty (30) days prior to the meeting for the purpose of appointing the Director; and,

- (g) In order to maintain membership in good standing each Director must agree to pay upon demand \$100.00 (one-time only) and present a current means of I.D. showing their primary residence address in the event that the Board of Directors determines by resolution that membership qualification is required to verify qualification to vote.

**Section 3.4. Terms of Office.** The directors shall be appointed for life so long as they continue to be qualified to serve as a Director (and so long as it is not prohibited by law and they are willing and able to contribute). Directorships are not transferrable.

**Section 3.5. Manner of Appointment.** Upon a vacancy for available seat(s) on the Board of Directors, the Board of Directors or such smaller nominating committee as the Board shall elect shall nominate replacement(s) who will then be presented for approval by majority vote at the annual meeting of the Board of Directors or such special meeting earlier called for such purpose.

**Section 3.6. Removal of Director.** A Director may be removed either for or without cause under the following conditions:

**Section 3.6.1. Removal for Cause.** The Board of Directors may declare vacant the office of a Director upon the occurrence of any of the following events:

- (a) The Director has been declared of unsound mind by a final order of the court;
- (b) The Director has been convicted of a felony;
- (c) The Director has been found by a final order or judgment of a court to have breached duties imposed by California Corporations Code Section 7238 concerning directors who perform functions with respect to assets held in charitable trust;
- (d) The Director has, without good cause, failed to attend three (3) consecutive annual meetings of the Board of Directors;
- (e) The Director has filed bankruptcy.

**Section 3.6.2. Removal Without Cause by Non-Interested Directors.** Any or all of the Directors may be removed without cause upon the two-thirds (2/3) vote of the non-interested Directors.

### **Section 3.7. Meetings of the Board of Directors.**

**Section 3.7.1. Annual Meetings.** On January 31<sup>st</sup> at 4:00 p.m. each year at the Temple, or such other date and time as may be later designated by the Board of Directors, the annual meeting of the Board of Directors shall take place to consider matters of organization, election of officers, and other business as desired.

**Section 3.7.2. Regular Meetings.** The Board of Directors is not required to but may set additional regular meeting times at such regular date, time and place as designated from time to time by the Board of Directors. In the absence of another designation, regular meetings shall be held at the principal offices of the corporation. Such regular meetings may be held without notice.

**Section 3.7.3. Special Meetings.** Special meetings of the Board of Directors may be called for any purpose or purposes at any time by the Granthi Ji, the President, or any two (2) Directors. Special meetings shall be held on four (4) days' notice by mail or forty-eight (48) hours' notice delivered personally or by telephone, email, facsimile, or other similar means of communication. Oral notice given personally or by telephone may be transmitted either to the Directors or to a person at the Director's office who can reasonably be expected to communicate it promptly to the Director. Written notice, if used, shall be addressed to each Director at the address shown on the corporation's records. The notice need not specify the purpose of the meeting, nor need it specify the place if the meeting is to be held at the principal executive office of the Corporation. Notice by mail shall be deemed to have been given at the time written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving notice by electronic or other similar means.

**Section 3.7.4. Telephonic or Video Conferencing Meetings.** Any meeting, regular or special, may be held by conference telephone call or by similar communication method (e.g. Skype, Facetime, etc.) provided that all Directors participating can hear one another and all such Directors participating shall be deemed to be present in person at such a meeting.

**Section 3.7.5. Quorum.** A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided herein. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of Corporations Code of California Section 310 (as to approval of contracts or transactions in which a Director has a direct or indirect material financial interest), Section 311 (as to appointment of committees), and Section 317(e) (as to indemnification of Directors). A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

**Section 3.7.6. Waiver of Notice.** Notice of a meeting, although otherwise required, need not be given to any Director who

- (a) either before or after the meeting signs a waiver of notice or a consent to holding the meeting without being given notice,
- (b) signs an approval of the minutes of the meeting, or

- (a) attends the meeting without protesting the lack of notice before or at the beginning of the meeting. Waivers of notice or consents need not specify the purpose of the meeting. All waivers, consents, and approvals of the minutes shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 3.7.7. Adjournment of Meeting.** Whether or not a quorum is present, a majority of the Directors present may adjourn any meeting to another time or place.

**Section 3.7.8. Notice of Adjourned Meeting.** Notice of the time and place of resuming a meeting that has been adjourned need not be given unless the adjournment is more than twenty-four (24) hours, in which case notice shall be given, before the time set for resuming the adjourned meeting, to the Directors who were not present at the time of the adjournment. Notice need not be given in any case to Directors who were present at the time of the adjournment.

**Section 3.7.9. Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to that action. Any action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. All written consents shall be filed with the minutes of the proceedings of the Board of Directors.

**Section 3.7.10. Fees and Compensation of Directors.** Directors and members of committees of the Board of Directors shall not be compensated for their services; however, Directors may be reimbursed for expenses, as fixed or determined by resolution of the Board of Directors. This section shall not be construed to preclude any Directors from serving the corporation in any other capacity, as an agent, employee, or otherwise, and receiving compensation for those services.

**Section 3.7.11. Conduct of Meetings.** The Board of Directors shall appoint a Chairman and a Vice Chairman of the Board by majority vote at its annual meeting. The Chairman shall preside at the meetings of the Board of Directors or, in the chairman's absence, the Vice Chair will act as chairman. The Secretary of the corporation will act as the secretary of the Board of Directors, or the Board of Directors may appoint a Secretary for the year or for a particular meeting. The Chairman shall conduct each such meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal, or parliamentary rules or principles of procedure. The Chairman's rulings on procedural matters shall be conclusive and binding on all Directors, unless at the time of a ruling a request for a vote is made to the Directors in which case the decision of a majority of the Directors shall be conclusive and binding on the entire Board of Directors. Without limiting the generality of the foregoing, the Chairman shall have all of the powers usually vested in the chairman of a meeting of a board.



**Section 3.7.12. Persons Present at Board of Directors Meetings.** No other persons other than Directors may be present at a Board of Directors meetings unless specially invited by the Board of Directors with a majority vote. No persons other than Directors may be present in the event the Board of Directors adjourns to an executive session. Any Director not necessary for a quorum may be removed by the Chairman in the event they act in a manner disruptive to the business of the Board of Directors.

**Section 3.7.13. No Proxy Voting.** Directors may not vote by proxy.

#### **ARTICLE 4. EXECUTIVE COMMITTEE**

**Section 4.1. Powers.** The Executive Committee shall have all the powers of the Board of Directors (excepting those powers reserved specifically reserved for only the full Board of Directors) between annual meetings of the Board of Directors. All actions of the Executive Committee shall have the full force and effect of a decision of the Board of Directors.

**Section 4.2. Number of Executive Committee Members.** The Board of Directors shall set the number of members of the Executive Committee which shall initially be set at Five (5).

**Section 4.3. Qualifications of Executive Committee Members.** Executive Committee Members must also be a current qualified Director of the corporation for at least one (1) year and have paid donation of at least Eleven Thousand Dollars (\$11,000.<sup>00</sup>) by September 30, 2016 (or such later date or other sum as the Board shall from time to time establish by resolution) to be qualified to be elected as an Executive Committee member. For purposes of clarification, this is a one-time donation that is in addition to the donation required to become a Director.

**Section 4.4. Terms of Office.** Executive Committee Members shall be appointed for a term of three (3) years so long as they remain Directors in good standing during that term. A prior member of the Executive Committee may be eligible for re-election after a three year absence from continuous service as an Executive Committee members. The Board of Directors is authorized to create rotating terms for the Executive Committee members by resolution to protect institutional memory and decision-making efficiencies.

**Section 4.5. Manner of Appointment.** Upon a vacancy for available seat(s) on the Executive Committee, the Board of Directors or a special Selection Committee elected for that purpose shall nominate replacement(s) and a vote shall take place at the next annual meeting of the Board of Directors or at an earlier special meeting of the Board of Directors called for this purpose.

**Section 4.6. Removal of Executive Committee Member.** A member of the Executive Committee may be removed either for or without cause under the following conditions:

**Section 4.6.1. Removal for Cause.** The Board of Directors may declare vacant the office of an Executive Committee member upon the occurrence of any of the following events:

- (f) The Executive Committee member has been declared of unsound mind by a final order of the court;
- (g) The Executive Committee member has been convicted of a felony;
- (h) The Executive Committee member has been found by a final order or judgment of a court to have breached duties imposed by California Corporations Code Section 7238 concerning directors who perform functions with respect to assets held in charitable trust;
- (i) The Executive Committee member has, without good cause, failed to attend three (3) meetings of the Executive Committee within a one-year period;
- (j) The Executive Committee member has filed bankruptcy.

**Section 4.6.2. Removal Without Cause by Board of Directors.** Any or all of the Executive Committee members may be removed without cause upon the majority vote of the Board of Directors. In the case of removal without cause, the Executive Committee member being considered for termination will be provided a reasonable opportunity to speak at the meeting called for purposes of consideration of dismissal but will not be permitted to be present for the final vote.

#### **Section 4.7. Meetings of the Executive Committee.**

**Section 4.7.1. Regular Meetings.** Regular meetings of the Executive Committee shall be held monthly at such regular date, time and place as designated from time to time by the Board of Directors. In the absence of another designation, regular meetings shall be held at the principal offices of the corporation. Such regular meetings may be held without notice. Between annual meetings of the Board of Directors, the Executive Committee shall have the power to change its regular meeting date or time as long as it continues to be set for no less than monthly regular meetings.

**Section 4.7.3. Special Meetings of the Executive Committee.** Special meetings of the Executive Committee may be called for any purpose or purposes at any time by the Granthi Ji or the Chairman or any two (2) members of the Executive Committee. Special meetings shall be held on four (4) days' notice by mail or forty-eight (48) hours' notice delivered personally or by telephone, email, facsimile, or other similar means of communication. Oral notice given personally or by telephone may be transmitted either to the Executive Committee member or to a person at the Executive Committee member's office who can reasonably be expected to communicate it promptly to the Executive Committee member. Written notice, if used, shall be addressed to each Executive Committee member at the address shown on the corporation's records. The notice need not specify the purpose of the meeting, nor need it specify the place if the meeting is to be held at the principal executive office of the Corporation. Notice by mail shall be deemed to have been given at the time written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at

the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving notice by electronic or other similar means.

**Section 4.7.4. Telephonic or Video Conferencing Meetings.** Any meeting, regular or special, may be held by conference telephone call or by similar communication method (e.g. Skype, Facetime, etc.) provided that all Executive Committee member participating can hear one another and all such Executive Committee member participating shall be deemed to be present in person at such a meeting.

**Section 4.7.5. Quorum.** A majority of the authorized number of Executive Committee member shall constitute a quorum for the transaction of business, except to adjourn as provided herein. Every act or decision done or made by a majority of the Executive Committee member present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of Corporations Code of California Section 310 (as to approval of contracts or transactions in which a Director has a direct or indirect material financial interest), Section 311 (as to appointment of committees), and Section 317(e) (as to indemnification of Directors). A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Executive Committee member, if any action taken is approved by at least a majority of the required quorum for that meeting.

**Section 4.7.6. Waiver of Notice.** Notice of a meeting, although otherwise required, need not be given to any Director who

- (c) either before or after the meeting signs a waiver of notice or a consent to holding the meeting without being given notice,
- (d) signs an approval of the minutes of the meeting, or
- (b) attends the meeting without protesting the lack of notice before or at the beginning of the meeting. Waivers of notice or consents need not specify the purpose of the meeting. All waivers, consents, and approvals of the minutes shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 4.7.7. Adjournment of Meeting.** Whether or not a quorum is present, a majority of the Executive Committee member present may adjourn any meeting to another time or place.

**Section 4.7.8. Notice of Adjourned Meeting.** Notice of the time and place of resuming a meeting that has been adjourned need not be given unless the adjournment is more than twenty-four (24) hours, in which case notice shall be given, before the time set for resuming the adjourned meeting, to the Executive Committee members who were not present at the time of the adjournment. Notice need not be given in any case to Executive Committee member s who were present at the time of the adjournment.

**Section 4.7.9. Action Without Meeting By Unanimous Written Consent.** Any action required or permitted to be taken by the Executive Committee may be taken without a meeting, if all members of the Executive Committee shall individually or collectively consent in writing to that action. Any action by written consent shall have the same force and effect as a unanimous vote of the Executive Committee acting under the authority of the Board of Directors. All written consents shall be filed with the minutes of the proceedings of the Board of Directors.

**Section 4.7.10. Fees and Compensation of Executive Committee Members.** Executive Committee members shall not be compensated for their services; however, Executive Committee members may be reimbursed for expenses, as fixed or determined by resolution of the Board of Directors. This section shall not be construed to preclude any Executive Committee members from serving the corporation in any other capacity, as an agent, employee, or otherwise, and receiving compensation for those services.

**Section 4.7.11. Conduct of Meetings.** The Executive Committee shall appoint a Chairman and a Vice Chairman of the Executive Committee by majority vote at its annual meeting. The Chairman shall preside at the meetings of the Board of Directors or, in the Chairman's absence, the Vice Chair will act as Chairman. The Secretary of the corporation will act as the secretary of the Executive Committee, or the Executive Committee may appoint a Secretary for the year or for a particular meeting. The Chairman shall conduct each such meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal, or parliamentary rules or principles of procedure. The Chairman's rulings on procedural matters shall be conclusive and binding on all Executive Committee members, unless at the time of a ruling a request for a vote is made to the Executive Committee in which case the decision of a majority of the Executive Committee members shall be conclusive and binding on the entire Executive Committee. Without limiting the generality of the foregoing, the Chairman shall have all of the powers usually vested in the chairman of a meeting of a board.

**Section 4.7.12. Persons Present at Executive Committee Meetings.** No other persons other than Directors of the corporation (as guests) or Executive Committee Members may be present at an Executive Committee meetings unless specially called by the Board of Directors with a majority vote. Directors who are not members of the current Executive Committee may express opinions (without being disruptive) but are not entitled to a vote at the Executive Committee meetings. No persons other than Executive Committee members may be present in the event the Executive Committee adjourns to an executive session. Any Directors may be removed by the Chairman of the Executive Committee meeting in the event they act in a manner disruptive to the business of the Executive Committee acting under the authority of the Board of Directors.

**Section 4.7.13. Qualification of Executive Committee Officers.** The Chairman shall be at least Thirty-Five (35) years of age and shall not be elected for more than two (2) consecutive terms. He must be an individual who is concerned and actively working for the benefit and interest of the Temple. The Chairman of the Executive Committee is

responsible for checking the work/duties of the other members of the Executive Committee and the Officers of the corporation.

## **ARTICLE 5. OFFICERS OF THE CORPORATION**

**Section 5.1. Officers.** The officers of the Corporation shall be as follows: The Granthi Ji and a President (who shall act as Chairman of the Board), Treasurer, and Secretary. Additionally, the Corporation may have any other officers with such titles and duties as shall be stated in these By-Laws or determined by the Board of Directors and as may be necessary to enable it to sign instruments.

### **Section 5.2. Election of Officers.**

**Section 5.2.1. Appointment of Granthi Ji (Priest).** In the event of vacancy, the Granthi Ji shall be elected at the annual meeting of the Board of Directors or at a special meeting of the Board of Directors duly called for the purpose. He may be elected for an indefinite time, or for a period of time which shall be determined by the Board of Directors at the time of election. The Granthi Ji shall be a AMRITCHARI SINGH, living in accordance with the principles laid forth for a SINGH by Guru Gobind Singh, a priest of mature experience, in agreement with the Tenants of Faith expressed herein, and meeting other qualifications which may be determined in these By-Laws. The Granthi Ji shall be selected by the Board of Directors after consultation with the various theological and missionary schools in Punjab and the selection approved by election by the membership of the temple.

**Section 5.2.2. Election of President, Secretary, Treasurer and other Officers.** The President/Chairman, Secretary, and Treasurer (and any other Officers as shall be created by the Board of Directors) shall be chosen annually by the Board of Directors from among the Directors.

**Section 5.3. Term.** Officers shall be elected at the annual meeting of the Board of Directors and shall serve a one-year term or such longer term as the Board of Directors shall determine until the next annual meeting of the Board of Directors. The Board of Directors may set term limits for Officers.

**Section 5.4. Removal and Resignation of Officers.** The President, Secretary, or Treasurer may be removed at any time, with or without cause or notice, by the Board of Directors. Any Officer may resign at any time by giving written notice to the corporation. Resignations shall take effect on the date of receipt of the notice, unless a later time is specified in the notice. Unless otherwise specified in the notice, acceptance of the resignation is not necessary to make it effective. The Granthi Ji may be removed by a two-thirds (2/3) vote of the Board of Directors.

**Section 5.5. Vacancies in Offices.** A vacancy in any office resulting from an Officer's death, resignation, removal, disqualification, or from any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to that office.

## **Section 5.6. Duties of Officers.**

**Section 5.6.1. President/Chairman of the Board.** The President shall preside, if requested, at Board meetings as the Chairman of the Board and shall exercise and perform such other powers and duties as may be assigned from time to time by the Board of Directors. The President shall be the Corporation's general manager and Chief Executive Officer and, subject to the control of the Board of Directors, shall have general supervision, direction, and control over the corporation's business and its Officers. The managerial powers and duties of the President shall include, but are not limited to, all the general powers and duties of management usually vested in the office of President of a corporation, and the President shall have other powers and duties as prescribed by the Board of Directors or the Bylaws. The President shall preside at all meetings of the Members.

**Section 5.6.2. Secretary.** The Secretary shall maintain the following records:

(a) **Minutes.** The Secretary shall be present at all Board of Directors meetings and all Executive Committee meetings and shall take the minutes of the meeting. If the Secretary is unable to be present, the presiding Officer of the meeting shall designate another person to take the minutes of the meeting.

The Secretary shall keep, or cause to be kept, at the principal executive office or such other place as designated by the Board of Directors, a book of minutes of all meetings and actions of the Board of Directors, the Executive Committee, and of and other committees of the Board. The minutes of each meeting shall state the time and place the meeting was held; whether it was regular or special; if special, how it was called or authorized; the names of Directors present at Board or Executive Committee meetings, and an accurate account of the proceedings.

(b) **Record of Directors.** The Secretary shall keep, or cause to be kept, at the principal executive office or at the office of the transfer agent or registrar, a record or duplicate record of Directors. This record shall show the names of all Directors and their addresses and the date and the Directors past service on the Executive Committee.

(c) **Notice of Meetings.** The Secretary shall give notice, or cause notice to be given, of all meetings for which notice is required by statute or by the Bylaws. If the Secretary or other person authorized by the Secretary to give notice fails to act, notice of any meeting may be given by any other Officer of the corporation.

(d) **Other Duties.** The Secretary shall keep the seal of the corporation, if any, in safe custody. The Secretary shall have such other powers and perform other duties as prescribed by the Board of Directors or by the Bylaws.

**Section 5.6.3. Treasurer.** The Treasurer shall keep or cause to be kept adequate and correct books and record of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and retained earnings. The books of account shall at all reasonable times be open to inspection by the Granthi Ji or any Director.

The Treasurer shall:

- (a) cause to be deposited corporate funds and other valuables in the Corporation's name and to its credit with depositaries designated by the Board of Directors;
- (b) be authorized to spend a maximum amount in a single transaction, which amount is initially set at \$50.00 (Fifty Dollars) but may be adjusted from time to time by the Board of Directors. In the event the Treasurer is required to pay an expense or reimbursement greater than the maximum amount set by the Board of Directors without authorization, he is authorized to spend a maximum amount (initially set at \$400.00) with the approval of the President. Amounts greater than these maximum amounts required the approval of the Executive Committee. All such funds must be spent solely for purposes of the religious affairs of the Temple.
- (b) make disbursements of corporate funds as authorized by the Board of Directors;
- (c) render a statement of the Corporation's financial condition and an account of all transactions conducted as Treasurer whenever requested by the Granthi Ji, President, or the Board of Directors;
- (c) annually file documents required to maintain the corporation's tax-exempt status; and,
- (d) Deposit and maintain records relating to all subscriptions/donations to the Temple and prepare and send giving statements/receipts as required by law for a tax-exempt religious organization;
- (e) Provide such reports and audits concerning accounts, including but not limited to the Granthi Ji's accounts pertaining to Langar, as requested by the Board of Directors or the Executive Committee; and,
- (f) have other powers and perform other duties as prescribed by the Board of Directors or the By-Laws.

## **Section 5.7. Limitations on Officers.**

**Section 5.7.1. Serve at the Pleasure of the Board.** Officers serve in all respects at the pleasure of the Board of Directors and report directly to the Board of Directors.

**Section 5.7.2. Limitations on Spending.** The Board of Directors have the right to require an annual budget approval and to set maximum spending limitations concerning Officers of the corporation.

**ARTICLE 6: INDEMNIFICATION OF DIRECTORS, OFFICERS,  
EMPLOYEES, AND OTHER AGENTS**

**Section 6.1. Agents, Proceedings, and Expenses.** For the purposes of this Article, "agent" means any person who is or was a Director, Officer, employee, or other agent of this corporation.; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under this Article 6.

**Section 6.2. Actions Other Than By the Corporation.** This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this corporation to procure a judgment in its favor) by reason of the fact that such person is or was an agent of this corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

**Section 6.3. Action by the Corporation.** This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action by or in the right of this corporation to procure a judgment in its favor by reason of the fact that such person is or was an agent of this corporation, against expenses actually and reasonably incurred by such person in connection with the defenses or settlement of that action, if such person acted in good faith, in a manner such person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this section:

- (a) With respect to any claim, issue, or matter as to which such person has been adjudged to be liable to this Corporation in the performance of such person's duty to this Corporation, unless and only to the extent that the court in which that proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;



(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval.

**Section 6.4. Successful Defense by Agent.** To the extent that an agent of this Corporation has been successful on the merits in defense of any proceeding referred to in this Article, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

**Section 6.5. Required Approval.** Except as provided herein, any indemnification under this Article shall be made by this Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the application standard of conduct set forth in this Article by one of the following:

- (a) A majority vote of a quorum consisting of Directors who are not parties to the proceeding; and,
- (b) Either (i) the affirmative vote of a majority of the voting membership of the assembly represented at a duly held meeting at which a quorum is present; or,
- (c) The court in which the proceeding is or was pending on application made by this Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this Corporation.

**Section 6.6. Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

**Section 6.7. Limitations.** No indemnification or advance shall be made under this Article, except as provided in this Article 6, in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the articles, a resolution of the Members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceedings in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**Section 6.8. Insurance.** If so decided by the Board of Directors, this corporation may purchase and maintain insurance on behalf of any agent of the corporation insuring against any liability asserted against or incurred by the agent in that capacity or arising out of the agent's status as

such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this Article.

**Section 6.9. Fiduciaries of the Corporate Employee Benefit Plan.** This Article does not apply to any proceeding against any Director, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation. The corporation shall have the power to indemnify, and to purchase and maintain insurance on behalf of, any such Director, investment manager, or other fiduciary of any benefit plan for any or all of the Directors, Officers, and employees of the corporation or any of its subsidiary or affiliated corporations.

## **ARTICLE 7. RECORDS AND REPORTS**

**Section 7.1. Maintenance of Records and Inspection by Directors.** The corporation shall keep at its principal executive office a record of its Directors giving their names and addresses and past Executive Committee service by each. Directors have a right of inspection of all books and records of the corporation.

**Section 7.2. Maintenance and Inspection of Constitution and Bylaws.** The corporation shall keep at its principal executive office the original or a copy of its Constitution and Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during regular office hours.

**Section 7.3. Maintenance and Inspection of Minutes and Accounting Records.** The minutes of proceedings of the Board of Directors, Executive Committee and any other committees of the Board and the accounting books and records of the corporation shall be kept at the principal executive office of the corporation. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in a form capable of being converted into written form. The minutes and accounting books and records shall be open to inspection by any Director at any reasonable time during usual business hours for a purpose reasonably related to the holders' interests as a Director. The Director has a right to copy and make extracts. This applies to the general accounting records of the corporation and nothing in this section shall be interpreted as giving any member the right to inspect or copy private financial information of other Directors or contributors, including subscription/donation information of any particular contributor.

**Section 7.4. Inspection by Executive Committee Members.** Every Executive Committee member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation. This inspection by an Executive Committee member may be made in person or by an agent or attorney and includes the right to copy and make extracts of documents.

**Section 7.5. Financial Statements.** The corporation shall keep a copy of each annual financial statement, quarterly or other periodic income statement and accompanying balance sheets prepared by the corporation on file at the corporation's principal executive office for twelve (12)

months. These documents shall be available to any Director on demand at all reasonable times during usual business hours.

**Section 7.6. Annual Statement of Information.** Every year, during the calendar month in which the original Articles of Incorporation were filed with the California Secretary of State, or during the preceding five (5) calendar months, the corporation shall file a statement with the Secretary of State on the prescribed form setting forth the authorized number of Directors, the agent for service of process for the corporation, and any other information required in the prescribed annual statement of information form. In the event that there are no changes of information, the corporation may, in lieu of filing the annual statement, advise the Secretary of State on an appropriate available form that no changes in the required information have occurred during the applicable time period.

**Section 7.7. Reporting to Maintain Tax-Exempt Status.** The corporation will cause to be timely filed all information on appropriate forms to maintain its tax exempt status.

## **ARTICLE 8. GENERAL CORPORATE MATTERS**

### **Section 8.1. Property Rights and Church Borrowing.**

- (a) **Provision for Borrowing.** Provision is hereby made for borrowing of money necessary for the carrying on of the necessary operations of the temple. Any such borrowing shall be recommended by a majority vote of the Executive Committee or Board of Directors. The Executive Committee shall have authority to approve borrowing of funds up to a maximum of \$10,000.00 (Ten Thousand Dollars) of indebtedness without approval of the Board of Directors or such higher amount as designated by the Board of Directors from time to time. For borrowing in excess of the maximum amount permitted by the Executive Committee without prior Board approval, upon recommendation of the Executive Committee, approval shall be obtained by a vote of approval of the Board of Directors at either a regular or special business meeting. A majority vote of the Directors present at the business meeting shall govern.
- (b) **Title to Property.** All property, real or chattel, shall be taken, held, sold, transferred or conveyed in the corporate name of the temple.
- (c) **Disposal of Property; Certificate.** No real property of the temple shall be sold, leased, mortgaged, or otherwise alienated unless the same shall have been authorized by at least two-thirds majority vote of the membership present at a business meeting called for that purpose. The President and Secretary shall certify in such conveyance, lease, or mortgage that the same has been duly authorized by the vote of the membership present at a meeting called for that purpose. Such certificate shall be held to be conclusive evidence thereof.
- (d) **Nonprofit Purpose.** This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes.

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets 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 I.R.C. Section 501(c)(3). If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which this corporation's principal executive office is located upon petition therefore by the Attorney General or any person concerned in the corporation's liquidation.

- (e) **Non-Partisan.** This Corporation has been formed under the California Non-Profit Religious Corporation Law for the religious purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of material with the purpose to influence legislation and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or reassurance being submitted to the people for a vote.

**Section 8.2. Authorized Signatures for Checks.** All checks, drafts, other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner authorized from time to time by resolution of the Board of Directors. One or more members of the Executive Committee shall be authorized by the Board of Directors for such purposes at each annual meeting of the Board of Directors.

**Section 8.3. Executing Corporate Contracts and Instruments.** Except as otherwise provided in the Articles or in these Bylaws, the members of the current Executive Committee are authorized to enter into any contract or to execute any instruments in the name of and on behalf of the corporation. Additionally, the Board of Directors by resolution may authorize any Officer, Officers, agent, or agents to enter into any contract or to execute any instrument in the name of and on behalf of the corporation. This authority may be general or it may be confined to one or more specific matters. No Officer, agent, employee, or other person purporting to act on behalf of the corporation shall have any power or authority to bind the corporation in any way, to pledge the Corporation's credit, or to render the Corporation liable for any purpose or in any amount, unless that person was acting with authority duly granted by the Board of Directors as provided in these Bylaws, or unless an unauthorized act was later ratified by the corporation.

**Section 8.4. Corporate Seal.** The Board of Directors shall adopt a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word "California."

## **ARTICLE 9. AMENDMENT PROCEDURE**

The Bylaws of this Corporation may be amended by a three-fourths (3/4) vote of the Board of Directors present at any annual meeting or properly noticed special meeting provided said amendments do not violate the rules and regulations that apply to California Corporation

organized a nonprofit corporations. Directors shall be provided notice that the meeting is being called for the purposes of amendment and provided with reasonable opportunity to examine the original and proposed amended language.

**CERTIFICATE OF SECRETARY  
OF  
SIKH CENTER OF PACIFIC COAST SELMA, INC.  
A California Non-Profit Religious Corporation**

I hereby certify that I am the duly elected and acting Secretary of the Corporation and that the foregoing SECOND AMENDED AND RESTATED CONSTITUTION AND BY-LAWS, comprised of Twenty-One (21) pages, constitute the Bylaws of said Corporation as duly adopted by majority vote of the members on \_\_\_\_\_, 2017.

Dated: 2-16, 2017

75% APPROVAL  
J.S. [Signature], Secretary

CORPORATE SEAL: