

**AMENDED CONSTITUTION AND THE BYLAWS
OF
VALLABH PRITI SEVA SAMAJ OF HOUSTON, INC.
(JUNE 01, 2000)**

INDEX

| ARTICLE NO. | DESCRIPTION | PAGE |
|--------------------|--|-------------|
| ARTICLE I | NAME, REGISTERED OFFICE, REGISTERED AGENT AND FISCAL YEAR | 4 |
| | Section 1 Name | 4 |
| | Section 2 Registered Office | 4 |
| | Section 3 Registered Agent | 4 |
| | Section 4 Fiscal Year | 4 |
| ARTICLE II | OBJECTIVES | 4 |
| | Section 1 Religious Objectives | 4 |
| | Section 2 Educational Objectives | 4 |
| | Section 3 Social Objectives | 4 |
| | Section 4 Charitable Objectives | 5 |
| | Section 5 Legal Status | 5 |
| | Section 6 Rights | 5 |
| | Section 7 Cooperation | 5 |
| ARTICLE III | MEMBERSHIP | 5 |
| | Section 1 Eligibility | 5 |
| | Section 2 Categories of Membership | 5 |
| | Section 3 Nominations | 6 |
| | Section 4 Membership Privileges | 7 |
| | Section 5 General Body | 7 |
| | Section 6 Voting Right | 7 |
| | Section 7 Acquiring Membership | 7 |
| | Section 8 Removal | 7 |
| | Section 9 Reinstatement | 7 |
| ARTICLE IV | BOARD OF TRUSTEES | 7 |
| | Section 1 Control and Responsibilities | 7 |
| | Section 2 Composition | 8 |
| | Section 3 Qualifications for Trusteeship | 8 |
| | Section 4 Vacancies | 8 |
| | Section 5 Election | 8 |

| | | | |
|--------------------|---|---|----|
| | Section 6 | Officers | 8 |
| | Section 7 | Duties of Officers | 8 |
| | Section 8 | Meetings | 9 |
| | Section 9 | Decisions | 9 |
| | Section 10 | Removal | 9 |
| ARTICLE V | EXECUTIVE COMMITTEE | | 9 |
| | Section 1 | Responsibilities | 9 |
| | Section 2 | Composition | 9 |
| | Section 3 | Election | 10 |
| | Section 4 | Duties of Officers | 10 |
| | Section 5 | Tenure | 10 |
| | Section 6 | Meetings | 10 |
| | Section 7 | Decisions | 10 |
| | Section 8 | Vacancies | 10 |
| | Section 9 | Removal | 10 |
| ARTICLE VI | ELECTION COMMISSION AND ELECTION OF TRUSTEES | | 10 |
| | Section 1 | Election Commission | 10 |
| | Section 2 | Slate of Nominees | 11 |
| | Section 3 | Communication | 11 |
| | Section 4 | Election | 11 |
| | Section 5 | Voting Rights | 11 |
| | Section 6 | No Nominations | 11 |
| | Section 7 | Re-nominations | 11 |
| | Section 8 | Multiple Positions | 11 |
| | Section 9 | Vacancies | 11 |
| | Section 10 | Removal | 11 |
| | Section 11 | Independence | 11 |
| ARTICLE VII | MEETINGS | | 11 |
| | Section 1 | Board of Trustees and Executive Committee | 11 |
| | Section 2 | General Body | 11 |
| | Section 3 | Agenda | 12 |
| | Section 4 | Presiding Officer | 12 |
| | Section 5 | Secretary for the General Body Meetings | 12 |
| | Section 6 | Special Meeting | 12 |
| | Section 7 | Quorum | 12 |
| | Section 8 | Waiver of Notice | 12 |

| | | |
|---------------------|--|-----------|
| ARTICLE VIII | TRANSITION | 12 |
| | Section 1 Effective Date | 12 |
| | Section 2 Present Life Membership | 12 |
| | Section 3 Election Commission | 13 |
| | Section 4 Constitution Committee | 13 |
| | Section 5 Executive Committee | 13 |
| | Section 6 Temple Committee | 13 |
| | Section 7 Board of Trustees | 13 |
| ARTICLE IX | PARLIAMENTARY AUTHORITY | 13 |
| ARTICLE X | BOOKS, RECORDS, AUDIT AND REPORTS | 14 |
| ARTICLE XI | LIABILITY | 14 |
| | Section 1 Good Faith Management | 14 |
| | Section 2 Loss or Injuries | 14 |
| | Section 3 Board of Arbitrators | 14 |
| ARTICLE XII | AMENDMENTS TO THE CONSTITUTION AND ITS BYLAWS | 14 |
| | Section 1 Proposed Amendments | 14 |
| | Section 2 Review by Board of Trustees | 14 |
| | Section 3 Constitution Committee | 14 |
| | Section 4 Legal Review | 15 |
| | Section 5 Approval Procedure | 15 |
| | Section 6 Adoption of Amendments | 15 |
| | Section 7 Record Keeping | 15 |
| ARTICLE XIII | SPIRITUAL GUIDANCE | 15 |
| | Section 1 Reference | 15 |
| | Section 2 Religious Authority | 15 |
| | Section 3 Swaroops | 15 |
| | Section 4 Seva Pranalika and Decisions | 15 |
| | Section 5 Damage or Loss | 15 |
| ARTICLE XIV | MISCELLANEOUS | 15 |
| | Section 1 Binding Effect | 15 |
| | Section 2 Gender | 15 |
| EXHIBIT A | AGREEMENT FOR SPIRITUAL GUIDANCE | 16 |

**AMENDED CONSTITUTION AND THE BYLAWS
OF
VALLABH PRITI SEVA SAMAJ OF HOUSTON, INC.
(JUNE 01, 2000)**

**ARTICLE I
NAME, REGISTERED OFFICE, REGISTERED AGENT AND FISCAL YEAR**

- Section 1. Name.** VALLABH PRITI SEVA SAMAJ OF HOUSTON, INC. ("VPSS") is a non-profit corporation organized and existing under the laws of the State of Texas. VPSS shall conduct its business under the name of VALLABH PRITI SEVA SAMAJ OF HOUSTON.
- Section 2. Registered Office.** The registered office of VPSS shall be 6804 Bintliff Drive, Houston, Texas 77074, but such registered office may be changed from time to time by the Board of Trustees in the manner provided by law.
- Section 3. Registered Agent.** The registered agent of VPSS in the State of Texas shall be such person as the Board of Trustees may designate from time to time in the manner provided by law.
- Section 4. Fiscal Year.** The fiscal year of VPSS shall be the calendar year.

**ARTICLE II
OBJECTIVES**

- Section 1. Religious Objectives.** The religious objectives of VPSS shall be as follows:
- (a) To perform religious services as per teachings of Jagadguru Shree Vallabhacharya Mahaprabhujee;
 - (b) To celebrate religious festivals in Pushti Margiya traditions;
 - (c) To arrange religious discourses; and,
 - (d) To promote interfaith harmony.
- Section 2. Educational Objectives.** The educational objectives of VPSS shall be as follows:
- (a) To educate children and young adults in Pushti Margiya teachings;
 - (b) To inculcate family values and virtues of vegetarian lifestyle, free of drugs and alcohol;
 - (c) To conduct classes in various facets of Hinduism and Indian culture and arts;
 - (d) To set up a library and to acquire books and manuscripts on Hinduism, including Pushti Marg, Indian culture, arts, etc.
 - (e) To conduct research, symposiums and seminars, etc.
 - (f) To publish articles, dissertations, thesis, periodicals, books, etc.
 - (g) To create WEB site
- Section 3. Social Objectives.** The social objectives of VPSS shall be as follows:
- (a) To provide a Center for its members to worship, to socialize and to perform useful services;

- (b) To provide physical facilities (which shall include but not limited to assembly halls, dining halls, hospitals, sanatoriums, nursing homes, retirement homes, playgrounds, etc) to meet social, cultural, educational and religious needs of its members; and,
- (c) To be a responsible organization in the community.

Section 4. Charitable Objectives. The worldwide charitable objectives of VPSS shall be as follows:

- (a) To help any needy individual in time of crisis; and
- (b) To support humanitarian causes.

Section 5. Legal Status. VPSS shall remain a 501(c) (3) type tax exempt not-for-profit corporation as classified under the Internal Revenue Code.

Section 6. Rights. VPSS may (a) acquire, own, operate, manage, dispose, mortgage and/or lease assets, (b) may raise necessary funds to achieve its objectives by way of membership contributions, donations, grants, bequests and loans, and (c) may rent its facilities to individuals and organizations approved by its Board of Trustees.

Section 7. Cooperation. VPSS may co-operate and coordinate with other organizations to meet its stated objectives.

ARTICLE III **MEMBERSHIP**

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

- (a) 18 years of age or older, irrespective of color, race, sex or national origin;
- (b) Follower of Pushti Marg;
- (c) Believer in the teachings of Jagadguru Shree Vallabhacharya Mahaprabhujee;
- (d) Committed to VPSS objectives; and
- (e) Paying Respective Dues.

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

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

- (a) **Grand Benefactor:** An individual or an organization contributing \$100,001 or more. A Grand Benefactor may himself take a place in, or nominate one individual, to the Grand Benefactor Pool for election to the Board of Trustees.
- (b) **Benefactor:** An individual or an organization contributing \$25,001 to \$100,000. A Benefactor may himself take a place in, or nominate one individual, to the Benefactor Pool for election to the Board of Trustees. Benefactor Members may graduate to the Grand Benefactor level by contributing the difference in membership dues within any five-year period in installments of not less than \$5,000 each.

- (c) **Patron:** An individual or an organization contributing \$10,001 to \$25,000. A Patron may himself take a place in, or nominate one individual, to the Patron Pool for election to the Board of Trustees. Patron Members may graduate to Benefactor level by contributing the difference in membership dues within any three-year period in installments of not less than \$2,000 each.
- (d) **Life:** An individual or an organization contributing \$1,001 to \$10,000. A Life member may himself take a place in, or nominate one individual, to the Life Pool for election to the Board of Trustees. Life Members may graduate to Patron level by contributing the difference in membership dues within any three-year period in installments of not less than \$1,000 each.
- (e) **Regular:** An individual or an organization contributing \$101 to \$1,000. A Regular Member may himself take a place in, or nominate one individual, to the Regular Pool for election to the Board of Trustees. Regular Members may graduate to Life level by contributing the difference in membership dues during the year of membership in installments of not less than \$100 each.
- (f) **Sevak:** An individual recognized by the Board of Trustees as doing "Nitya Gruh Sewa" or as a dedicated volunteer. No dues are required for a Sevak Member. A Sevak Member is automatically nominated to the Sevak Pool for election to the Board of Trustees.
- (g) **Affiliate:** Any organization designated by the Board of Trustees as an Affiliate Member. No dues are required for an Affiliate Member. An Affiliate Member may nominate one individual to the Sevak Pool for election to the Board of Trustees.
- (h) **Honorary:** An individual nominated by the Board of Trustees as an Honorary Member. No dues are required for an Honorary Member. An Honorary Member is automatically nominated to the Sevak Pool for election to the Board of Trustees

Section 3. Nominations.

- (a) All nominations to Sevak, Affiliate and Honorary Memberships by the Board of Trustees shall be by a 67% majority. Nominees for Sevak Membership must meet the eligibility criteria to become a member. Nominees for Affiliate and Honorary Memberships need not meet the eligibility criteria to become a member. All nominees must be desirous of serving VPSS.
- (b) An individual nominated by a Grand Benefactor, Benefactor, Patron, Life or Regular member to his respective Electoral Pool shall have all the privileges and duties of the member nominating him. All nominees must meet the eligibility criteria for membership as specified, except payment of the membership dues. Nominees must be desirous of serving VPSS. A nominee may be replaced by the nominating member at any time. However, if such a nominee is serving as a Trustee or an Executive Committee Member, the nominee can be changed only upon expiration of his/her term of office.

Section 4. Membership Privileges.

- (a) Grand Benefactor, Benefactor, Patron and Life memberships are for life. Regular, Sevak, Affiliate and Honorary memberships expire at the end of each calendar year.
- (b) Grand Benefactor, Benefactor, Patron, Life and Regular memberships are considered family memberships. For this purpose, a family is defined as the member, spouse, unmarried children under the age of 18, and parents of either or both the spouses if residing at the same address as the member. Sevak, Affiliate and Honorary memberships are considered individual memberships.

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

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

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

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

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

ARTICLE IV
BOARD OF TRUSTEES

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

- (a) To appoint the President and Treasurer of the Executive Committee; to approve the selection of other Executive Committee members; to appoint an Election Commission and to create other management committees as deemed necessary and appoint members thereto.
- (b) To dissolve Executive Committee if circumstances so warrant;
- (c) To appoint CPA, Auditor, Attorney, Architect and such other professionals;
- (d) To make all investment decisions regarding liquid assets of VPSS;
- (e) To take all actions necessary to construct, operate and manage the new haveli complex and related facilities as well as to operate and manage currently owned properties
- (f) To manage the financial affairs of VPSS in a fiscally responsible manner;
- (g) To set up the Property Management Manual(s);

- (h) To establish procedures for smooth functioning of VPSS and to promote its growth;
- (i) To adjust membership dues and other monetary ceilings when warranted;
- (j) To ensure that VPSS is in compliance with all local, state and federal laws;
- (k) To file necessary tax returns and reports as needed; and
- (l) To take any other action that the Board of Trustees considers necessary to achieve the stated objectives of VPSS.

Section 2. Composition. The Board of Trustees shall be composed of not more than 39 members who shall be elected as indicated below by the members in their respective categories:

| <u>Electoral Pool</u> | <u>Maximum Number of Trustees</u> | <u>Term</u> | <u>Elected</u> |
|-----------------------|-----------------------------------|-------------|---------------------|
| Grand Benefactor Pool | 6 | Six years | Two every 2 years |
| Benefactor Pool | 12 | Six years | Two every year |
| Patron Pool | 9 | Six years | Three every 2 years |
| Life Pool | 6 | Three years | Two every year |
| Regular Pool | 3 | Three years | One every year |
| Sevak Pool | 3 | One year | Three every year |

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

Section 4. Vacancies. Vacancies on the Board of Trustees arising from disability, death, resignation or removal from the Board of Trustees may be filled for the remainder of the term by a 67% majority vote of the Board of Trustees. Vacancies on the Grand Benefactor and the Benefactor Pools shall be filled by a 67% majority vote of the members in their respective categories.

Section 5. Election. Elections for regular vacancies on the Board of Trustees shall be held in the month of October. Terms for elected Trustees shall begin on January 1st of the following year.

Section 6. Officers. In the month of November of each year, the newly constituted Board of Trustees shall elect for the following year the Chairman and Controller of the Board of Trustees from among its own members, and the President and Treasurer for the Executive Committee from among all members of VPSS. Terms of all officers shall be one year.

Section 7. Duties of Officers.

- (a) **Chairman:** The Chairman shall be the Constitutional Head of VPSS. The Chairman shall appoint the Vice-Chairman and Secretary with 51% approval by the Board of Trustees. The Chairman shall preside over all organizational meetings.

- (b) **Vice Chairman:** The Vice Chairman shall have such duties as may be assigned by the Chairman. The Vice Chairman shall act as Chairman in case of death, resignation or absence of the Chairman.
- (c) **Controller:** The Controller shall be in charge of disbursements, preparing the budget, maintaining accounting records, filing returns in a timely manner and shall act as the Chief Financial Officer of VPSS.
- (d) **Secretary:** The Secretary shall call meetings of the Board of Trustee and the General Body as per the bylaws, keep minutes of those meetings, be custodian of the seal and maintain and certify membership records.

Section 8. Meetings. Meetings of the Board of Trustees shall be held at least quarterly. The Officers of the Executive Committee may attend meetings of the Board of Trustees. A Trustee may be excused from attending the meetings for a valid reason. A majority of the Board of Trustees shall constitute a quorum. If a quorum does not exist, the meeting shall be adjourned for one-half hour and then reconvene. Decisions taken at a reconvened meeting of the Board of Trustees shall be binding.

Section 9. Decisions. All "major decisions" shall require written consent of at least 67% of entire Board of Trustees. For the purpose of this section, major decisions shall include matters such as property acquisition, property partition, property disposition, changing the nature of use of the facility, approving budgets for any project or special event, awarding any service contract in excess of \$10K, amending the constitution, dissolving the organization, borrowing any amount that causes the debt-equity ratio to exceed 50%, or any other decision which in the opinion of at least one third of the members of the Board of Trustees constitutes a major decision. Decisions (other than major decisions), shall require approval of a simple majority of the Board of Trustees present and voting either by voice vote or by ballot, if requested by at least three Trustees. A Decision to Dissolve the organization shall additionally require written consent of 67% of all VPSS members.

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

ARTICLE V EXECUTIVE COMMITTEE

Section 1. Responsibilities. All day-to-day operations and all religious activities shall be vested in the Executive Committee. The Executive Committee shall publish Pushti Patrika in conformity with the Guidelines established by the Board of Trustees.

Section 2. Composition. The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer and seven other members.

Section 3. Election. The President and the Treasurer shall be elected by the Board of Trustees. The Vice President, Secretary and the seven other committee members shall be nominated by the President with the consent of the Board of Trustees. Any individual serving on the Executive Committee must be a member of VPSS.

Section 4. Duties of Officers.

- (a) **President:** The President shall chair all meetings of the Executive Committee. The President shall be in charge of overall administration within the confines and policy directives of the Board of Trustees.
- (b) **Vice President:** The Vice President shall have such duties as may be assigned by the President. The Vice President shall act as President in the absence of the President.
- (c) **Secretary:** The Secretary shall send notices, maintain minutes of all Executive Committee meetings and shall act as Treasurer in the absence of the Treasurer.
- (d) **Treasurer:** The Treasurer shall maintain accounts, manage operating funds, handle banking matters and act as Secretary in the absence of the Secretary.
- (e) **Sevak Members:** The Sevak members may advise the Executive Committee on Pushti Margiya religious matters.

Section 5. Tenure. The members of the Executive Committee shall serve for a term of one year.

Section 6. Meetings. The Executive Committee shall meet as often as necessary but not less than once every calendar month..

Section 7. Decisions. All decisions of the Executive Committee shall be by a majority vote.

Section 8. Vacancies: Any vacancy for the offices of the President or Treasurer shall be filled by the Board of Trustees. All other vacancies in the Executive Committee shall be filled by the President.

Section 9. Removal. Any member of the Executive Committee involved in anti-social or anti-VPSS activities may be expelled by 67% vote of the Board of Trustees. The member so removed shall not be eligible to serve in any official capacity for a period of six years.

ARTICLE VI
ELECTION COMMISSION AND ELECTION OF TRUSTEES

Section 1. Election Commission. Election Commission shall consist of three members appointed by the Board of Trustees. The Election Commission shall serve for a term of one year. Any member of VPSS may serve on the Election Commission provided he is not a candidate to be elected to the Board of Trustees at that election.

- Section 2. Slate of Nominees.** During the second quarter of each year, a five member body consisting of three members of the Election Commission, the Chairman and the President, shall develop a slate of nominees best suited for those seats on the Board of Trustees coming up for re-election. Written acceptance by the nominee is required prior to placing his/her name on the slate of nominees.
- Section 3. Communication.** The Election Commission shall mail the slate of nominees to eligible members and invite additional nominations.
- Section 4. Election.** In the event of additional nominations being received, elections will be held by mail in October. Only the names of the elected candidates shall be announced and published in appropriate manner.
- Section 5. Voting Rights.** Members may cast votes to elect Trustees only in their respective electoral pool.
- Section 6. No Nominations.** In the event no additional nominations are received, the slate proposed by the Election Commission shall be declared elected by the Election Commission.
- Section 7. Re-Nominations.** Retiring Trustees may be re-nominated.
- Section 8. Multiple Positions.** Individuals may hold multiple positions to manage the affairs of VPSS. Any individual serving in more than one position shall maintain separate records for each office.
- Section 9. Vacancies.** Vacancies on the Election Commission shall be filled by the Board of Trustees. The Commissioners on the Election Commission shall elect the Chief Election Officer from among themselves.
- Section 10. Removal.** Any Commissioner on the Election Commission may be removed by a 67% vote of the Board of Trustees.
- Section 11. Independence.** The independence of the Election Commission shall be maintained.

ARTICLE VII MEETINGS

- Section 1. Board of Trustees and Executive Committee.** The Board of Trustees and the Executive Committee shall hold meetings as set forth in the other sections of this Constitution and the Bylaws.
- Section 2. General Body.** A meeting of the General Body shall be held annually on the 4th Saturday in the month of January with written notice being mailed to all members at least three weeks prior to the meeting. The notice to members shall specify the date, time and place of the meeting. If circumstances so warrant, the Board of Trustees may postpone the meeting by no more than thirty days.

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

To read and approve minutes of the previous meeting.

To receive the annual reports presented by the Board of Trustees and the Executive Committee.

To receive the previous year's accounts.

To receive the coming year's budget.

To ratify the actions of Board of Trustees for the previous year.

To discuss other matters raised by the Board of Trustees

Any other business permitted by the Chairman.

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

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

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

Section 7. Quorum. Twenty percent of the members of the General Body present or represented by proxy shall constitute a quorum for meetings of the General Body. If a quorum does not exist, the meeting shall be adjourned for one-half hour before reconvening. Decisions made by a majority of the members present or represented by proxy at a reconvened Special Meeting shall be binding only if further approved by 67% of entire Board of Trustees and 50% of all the members in writing.

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

ARTICLE VIII TRANSITION

Section 1. Effective Date. The Amended Constitution and the Bylaws shall be adopted and become effective on the first day of the calendar month following its approval by the members in accordance with the procedure outlined in Article XII of the current constitution and bylaws effective since 1985.

Section 2. Present Memberships. Upon adoption of the amended Constitution and the Bylaws, without further payment of membership dues (a) present Life Members shall continue to be recognized as Life Members; and (b) present Regular Members shall continue to be recognized as Regular Members for the rest of the calendar year 2000.

- Section 3. Election Commission.** The first Election Commission shall be appointed by the existing Executive Committee which will serve for the calendar year of 2000.
- Section 4. Constitution Committee.** The current Constitution Committee shall continue in office until the new Board of Trustees reconstitutes it. For interpretation of clauses of the Amended Constitution and the Bylaws, the Constitution Committee shall be consulted.
- Section 5. Executive Committee.** The existing Executive Committee shall serve until the new Board of Trustees is elected, assumes office and appoints the President and the Treasurer of the new Executive Committee. The new Executive Committee shall serve until the end of calendar year 2001.
- Section 6. Temple Committee.** The existing Temple Committee shall continue in office until the Phase One of new Haveli project is completed and becomes operational and the Board of Trustees appoints a new committee for Phase Two. Phase One consists of Nandalaya and Vallabh Hall. Phase Two consists of Gokul Gaon.
- Section 7. Board of Trustees.**
- (a) The first Board of Trustees as per this Amended Constitution and the Bylaws shall be elected within 90 days (but no later than September 30, 2000) of its adoption. It will serve until the end of calendar year 2001.
 - (b) Executive Committee shall appoint committees, as needed. All these officers and appointees shall serve until the end of calendar year 2001.
 - (c) If the number of members in any Electoral Pool is less than the number of seats on the Board of Trustees allocated to that Pool, then all the members in that pool shall be automatically elected to the Board of Trustees. If the number of members exceeds the allocated number of seats on the Board of Trustees, then election shall take place as per this Amended Constitution and Bylaws.
 - (d) The term of office for the Trustees shall be staggered as stated in Article IV - Section 2. The first Board of Trustees shall establish equitable procedure to determine which seats on the Board of Trustees shall be vacated for re-election.

ARTICLE IX
PARLIAMENTARY AUTHORITY

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

ARTICLE X
BOOKS, RECORDS, AUDIT AND REPORTS

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

ARTICLE XI
LIABILITY

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

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

Section 3. Board of Arbitrators. All claims shall be submitted to a Board of Arbitrators consisting of Chairman of the Board of Trustees, President of the Executive Committee, VPSS attorney and two members appointed by the injured party. All decisions rendered by the Board of Arbitrators shall be binding on all the parties concerned.

ARTICLE XII
AMENDMENTS TO THE CONSTITUTION AND ITS BYLAWS

Section 1. Proposed Amendments. Ten percent of the members of the General Body or any five Trustees may propose amendments to the Bylaws and Constitution in outline form to the Chairman of the Board of Trustees.

Section 2. Review by Board of Trustees. The Board of Trustees will review the proposed amendments and shall determine by a majority vote, whether same should be considered.

Section 3. Constitution Committee. All proposed amendments approved for further consideration shall be referred to a Constitution Committee, constituted by the Board of Trustees for this purpose, for deliberation, study of implications on all related articles, if necessary and for drafting the amendments.

Section 4. Legal Review. Amendments drafted by the Constitution Committee shall be referred to a qualified attorney to ensure the legality and to study its effects on other articles and to make sure they are compatible and are in proper English. The Constitution Committee shall submit the proposed amendments to the Board of Trustees

Section 5. Approval Procedure. Upon approval by a 67% majority of the entire Board of Trustees in writing, the proposed amendments will be forwarded by mail to all members. The proposed amendments shall be considered approved and binding, only if approved by a majority of the members in writing.

Section 6. Adoption of Amendments. Duly approved amendments shall be incorporated into the Constitution and the Bylaws.

Section 7. Record Keeping. Proper records shall be maintained of all the proceedings for amending the Constitution and the Bylaws.

ARTICLE XIII **SPIRITUAL GUIDANCE**

Section 1. Reference. Letter of Assurance dated August 27, 1991 attached as Exhibit "A"

Section 2. Religious Authority. The Religious Authority for VPSS shall be P P Goswami Shree Mathureshwarjee Maharaj and P P Goswami Shree Indira Betjee or their authorized heirs, assigns or successors.

Section 3. Swaroops. The Swaroops for VPSS shall be Shree Govardhan Nathjee & Shree Balkrishnaje, as presented by authorities mentioned in Section 2 above, and installed in accordance with Pushti Margiya rituals.

Section 4. Seva Pranalika and Decisions. Seva Pranalika shall be as specified by religious authorities. All decisions in religious matters by them shall be final.

Section 5. Damage or Loss. Any idols damaged or stolen shall be replaced by religious authorities.

ARTICLE XIV **MISCELLANEOUS**

Section 1. Binding Effect. These Bylaws and Constitution are binding on and inure to the benefit of the members and their respective heirs, legal representatives, successors and assigns. The guidelines prescribed in this Constitution and its Bylaws are binding upon all the members and their acceptance is a pre-condition for enrollment as a member.

Section 2. Gender. Whenever used or appearing in these Bylaws, pronouns of the masculine gender shall include the persons of female sex as well as neuter gender and the singular shall include the plural whenever appropriate.