

By-Laws of Lohana Community

ARTICLE I

Section I

The name of this Not-For-Profit Corporation shall be Lohana Community.

ARTICLE II

Section I The aims and objectives of this organization shall be: (1) To cultivate, promote, foster, sponsor and develop the Lohana Community in the U.S.A. (2) To organize and to sponsor lectures, seminars, meetings, exhibitions, radio and television programs for the promotion of Indian art, music, language and literature. (3) To develop and undertake programs leading to a balanced growth in physical, social and psychological development of Lohana youth in the U.S.A. (4) To receive and administer funds for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1954, and specifically in this connection to improve the quality of human life all over the world, generally and especially in the underdeveloped countries by:

(a) The encouragement and promotion of education through voluntary grants, by scholarships or otherwise, to individuals, institutions and organizations and by the encouragement of scientific research through grants to individuals, institutions and organizations;

(b) To assist the sick, indigent and needy families either by grants or by supplying the materials like food, clothing, medicines, farming equipment and tools, etc., either directly or by providing grants individually or through other recognized charitable organizations;

(c) To help and assist the orphanages and child welfare groups either by direct grants or by supplying materials like educational equipment, teaching aids, books, magazines, sports equipment, etc.

(d) To help and assist the communities and individuals that are victims of natural disaster such as floods, fire, earthquake, and epidemic diseases by providing needed materials and monetary grants directly or through other recognized charitable organizations.

(e) To seek and extend assistance and cooperation from and to similar local, state, national and international groups or associations.

ARTICLE III

Section I The principal office of the Corporation to be located in the City of Walnut, County of Los Angeles, State of California. In addition the Corporation may have additional offices at such other locations as the Board of Directors may decide.

ARTICLE IV

Section I MEMBERSHIP-QUALIFICATION Every person who subscribes to the aims and objectives of this Organization and who is either "Lohana" as the term is used and understood in India including those who are related by marriage or adoption to "Lohana" person and those who support and participate in the aims and objectives stated above in Article II hereof is eligible to apply for membership. The Board of Director's decision shall be final and binding in the matter of eligibility for membership and the Board shall have the right, power and responsibility to approve or reject the membership application at its sole discretion and it may deny membership to any person if it deems to be in the best interest of the Organization. Further, an approval of the membership application shall require a simple majority of the Board of Directors whereas denial of the membership shall require consent of three-fourths of the Board of Directors.

Section II MEMBERSHIP-CLASSIFICATION There shall be the following classes of membership:

(a) **FAMILY MEMBERSHIP** Family membership shall constitute husband, wife, unmarried children and senior parents of husband and/or wife residing with the applicant. Each family member shall be entitled to the benefits and privileges of membership except that only the husband and/or wife and each member over the age of 18 shall have the right to cast one vote each. The head of the family shall provide the necessary information to the Board as to the family member's eligibility. Following are not included under this category: (1) Individuals 18 years or older who are not dependent; (2) Married children living with parents. Dependent children living with the parents are included in the family membership.

(b) **INDIVIDUAL MEMBERSHIP** Persons who are 18 years or older can be Individual Members, and shall be entitled to all the benefits and privileges of the membership and shall have the right to cast one vote.

(c) **ASSOCIATE MEMBERSHIP** Any person or entity that does not satisfy the basic criteria of membership may apply for and become an Associate Member of the Organization and shall have all the benefits and privileges of membership, except that the person or entity shall have no voting rights.

(d) **HONORARY MEMBERSHIP** The Board of Directors may confer honorary membership on an individual who in its opinion has either distinguished himself or herself in arts, science, literature, politics, business, profession or community service or any individual who may render or has rendered exceptional services to the Organization. Honorary members shall have all the rights and privileges of the membership.

(e) **INSTITUTIONAL MEMBERSHIP** All Board members of an organization, whose primary membership shall consist of Lohanas, shall be eligible for institutional membership. Their members shall have all the benefits and privileges of membership except voting right.

(f) **LIFE MEMBERHIP** It shall consist of all members as defined in (a) and (b) and who have paid life membership dues.

(g) **SENIOR MEMBERSHIP** It shall consist of all persons over 65 years (as defined in Article IV, Section 1) and are exempt from paying any membership dues.

Section III MEMBERSHIP-DUES The Board of Directors shall at its first meeting of the year decide upon the membership dues for the various classes of the membership on an annual, lifetime or other basis. Honorary and Senior members shall be exempt from paying membership dues.

Section IV MEMBERSHIP-YEAR The membership year shall be from January 1st to December 31st.

Section V AFFILIATION The Board of Directors may decide to affiliate with or allow affiliation of any other non-profit organizations that have similar objectives like those of this Lohana Community and who are exempt under I.R.S. code Section 501(c)(3) or a similar non-profit organization statute.

Section VI EXPULSION Any member who refuses to adhere to the rules and regulations of the Organization or acts in a manner prejudicial to the interest of the Organization may be expelled from the membership of the Organization. Such

expulsion, however, shall not take place unless at a General Meeting, where the member whose expulsion from membership is under consideration, is given an opportunity to offer an explanation of his/her conduct, whether orally or in writing, and they shall only be expelled if thereafter two-thirds of the members present vote in favor of such expulsion.

ARTICLE V

Section I STATE AND REGIONAL CHAPTERS In furtherance of the Aims and Objectives of the Corporation, the establishments of Regional and or Regional Chapters of the Corporation will be encouraged and established in different States. Regional Chapters may in turn encourage and establish local chapters at City or County level.

ARTICLE VI

Section I BOARD OF DIRECTORS

(a) Structure: The affairs of the Corporation shall be governed by its Board of Directors. The initial number of Directors shall be eleven (11). Of these eleven Board of Directors, four (4) shall be the Executive Board Members and the remaining seven (7) shall be Associate Board of Directors. The Executive Board shall comprise of President, Vice-President, Secretary and Treasurer. There shall be two (2) Joint Committee Members, designated as Joint Treasurer and Joint Secretary, each of whom shall be elected from the current seven (7) Associate Members. These two (2) Joint Members shall be non-Executive positions. This election process shall be by a simple majority vote conducted by the current Board of Directors for each Joint Committee Member. The Board must complete the election of the Joint Committee Members at its first Board meeting following the general elections. The Joint Members to be non-Executive Committee Members.

(b) Selection of the Board of Directors: All eleven (11) Board of Directors shall be elected by the general membership. Any member running for the Non-Executive position and who has been in good standing for at least 1 year may be eligible to be elected for the non-executive position on the Board. The Board of Directors shall include an Executive Committee comprising of President, Vice President, Secretary, and Treasurer. To be eligible for election in the Executive Committee, a current member must have served in the Board for at least one year.

(c) Responsibility: The affairs of the Corporation shall be governed by its Board of Directors. Persons elected as President and Vice President must be one of the officers of the Corporation whereas the other members of the Executive Committee or Associate Committee need not be the officers of the Corporation.

(d) Eligibility to Associate Board Membership also referred to as Associate Committee: Any member seeking a position as an Associate Committee member or otherwise called non-Executive Board of Director must be a prior member in good standing for a minimum of one year.

(e) Eligibility to be an Executive Board of Director or Executive Committee Member: Any prior Associate Committee member in good standing for a minimum of one year may be eligible for a position as an Executive Board of Director or Executive Committee member.

(f) Eligibility as an Executive Board of Director if no prior Associate/Executive Committee member is contending: The Executive Board shall be elected by the General Membership.

(g) Dismissal of a Board/Committee Member: The Board of Directors shall have the power to remove any member of the Committee if in its judgement such a decision is in the best interest of the Organization provided at least two-thirds of the total number of Directors vote in favor of such a decision. In the event that none of the previous Committee members get elected, then the Executive Officers shall be elected by the general membership.

(h) Election of Joint Treasurer and Joint Secretary: Each Joint Member shall be elected from the current seven (7) Associate members. The election will be by a simple majority vote by the whole Board of eleven (11) members, for each position separately.

Section II DUTIES It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation or by these By-laws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these By-laws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these By-laws;
- (e) Register their addresses with the Secretary of the Corporation and communicate notices of meetings by mail, by e-mail or FAXED to them at such an address shall be valid notice thereof.

Section III TERMS OF OFFICE Each Director shall hold office until the next annual general meeting for election of the Board of Directors as specified in these By-laws, and until his or her successor is elected and qualifies. Nomination papers for prospective candidates shall be mailed and postmarked at least 30 days prior to the annual general election date

Section IV VACANCIES: Vacancies on the Board of Directors shall exist (i) on the death; (ii) resignation; (iii) removal; and (iv) whenever the number of authorized Directors is increased. All vacancies may be filled by election at a General Meeting, for which due notice shall have been given. However, the Board of Directors may not call an election, at its discretion, provided a quorum of elected Directors exists to conduct the affairs of the Board of Directors. In such cases, the Board of Directors may co-opt no more than 3 new Directors of its choosing. Any vacancy in the Executive Committee by reason of resignation, disability or death shall be filled by the surviving members of the Board of Directors. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. If this Corporation has any members, then, if the Corporation has less than fifty (50) members, Directors may be removed without cause by a majority of all members, or, if the Corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present. If this Corporation has no members, Directors may be removed without cause by a majority of the Directors then in office. Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General. Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these By-laws, or (3) a sole remaining Director. If this Corporation has members, however, vacancies created by the removal of a Director may be filled only by the approval of the members. The members, if any, of this Corporation may elect a Director at any time to fill any vacancy not filled by the Directors. A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

Section V COMPENSATION Directors shall serve without compensation. No payment or allowance is authorized to be paid to them. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section II(b) of this Article.

ARTICLE VII

Section I MEETINGS ANNUAL GENERAL MEETING An annual general meeting of the members shall be held each year at such time and place as the Board of Directors may determine. It shall take place within 60 days of the end of the Calendar Year of the Corporation. At every annual general meeting, in addition to any other business that may be transacted, an annual report on the activities of the Association along with an audited financial statement shall be presented to the general membership for ratification. In addition, if the term of the Board of Directors is completed, then the elections shall be held of the Board of Directors. A written notice of the annual general meeting specifying time, date and place shall be mailed to all the members at least 30 days prior to the meeting. Annual General Meetings shall be presided by the President or the Secretary of the Board.

Section II SPECIAL GENERAL MEETING Special general meeting may be called at any time by order of the Secretary of the Board or two-thirds of the Board of Directors or by 20% of members on notification to the Secretary who shall call a meeting within 30 days of the notification to the Secretary and shall give at least 15 days' prior written notice to the membership of the meeting to be held. Special General meeting shall be presided by the President or the Secretary of the Board.

Section III BOARD OF DIRECTOR'S MEETING The Board of Directors shall meet at least once every three months to review the activities of the Corporation. Board meetings shall be presided by the President or the Secretary of the Board. The Executive Committee shall present a report to the Board of activities and the financial affairs of the Organization. Secretary shall appoint a member from the Committee or maintain the minutes of the Board. The Secretary shall convene the meeting of the Board of Directors by a written notice to all the Directors at least 15 days prior to the meeting. All decisions of the Board shall require a two-third majority of those present and voting unless specified differently elsewhere in these By-Laws. Directors are required to attend at least 75% of the meetings unless for "good cause" are unable to attend. The "good cause" will be determined by the Board of Directors at its sole discretion.

Section IV CONTENTS OF NOTICE Notice of the meetings shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section V WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent, to hold the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Corporation records or made a part of the minutes of the meeting.

Section VI MAJORITY ACTION AS BOARD ACTION 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 is the act of the whole Board of Directors, unless the Articles of In Corporation or By-laws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of Committees (Section 5212), approval of contacts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238 e), require a greater percentage or different voting rules for approval of the matter by the Board.

Section VII ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the

Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the By-laws of this Corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Section VIII QUORUM The following quorum requirement shall apply to the meetings:

(a) Annual general meetings: Minimum of 25% of the total membership of the general members shall constitute quorum.

(b) Special General Meeting: The higher of 60% of the total membership of the general membership shall constitute quorum.

(c) Board of Directors Meeting: Two-thirds of the Board of the Directors shall constitute quorum.

Section IX VOTING Each member shall as defined in

Article IV

Section II shall be entitled to one vote to be exercised in person. All matters other than the amendment of the By-laws or Certificate of Incorporation shall be decided by the simple majority of the votes cast unless specified differently elsewhere in these By-laws. In the event of tie-votes the presiding officer shall have a second or decisive vote. All voting for the election of Directors shall be by secret ballot only. Those members who have paid their membership dues, the honorary members and senior members shall only be eligible for voting rights.

ARTICLE VIII

Section I POWERS

(A) Subject to the Provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and By-laws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised under the direction of the Board of Directors.

(B) The Board of Directors shall have all the powers and rights to carry out the aims and objectives of the Corporation including but not limited to fundraising, investment of the corporate funds, expenditure of corporate funds, appointment and dismissal of the Executive Committee and to continue in office beyond its term until a new Board of Directors is elected. The Board may delegate its powers to a Committee or individual by a written resolution to that effect and shall also have the power to annul such delegation of powers by a written resolution. Any matter or procedure not specifically covered by these By-laws shall be decided by the Board of Directors.

ARTICLE IX

SECTION I EXECUTIVE COMMITTEE - DUTIES OF OFFICERS

(A) President & Vice President The President shall preside all the meetings of the Executive Committee and shall be responsible for implementing the policies laid down by the Board and managing all day to day activities of the Corporation. The Vice President shall, in the absence of the President, perform the duties and exercise the powers of the President and carry out any other function assigned by President.

(B) Secretary The Secretary shall attend all meetings of the Executive Committee and of the members and act as Secretary thereof and record all votes and minutes of all proceedings in the minute book. He or she shall be responsible for sending all notices of the meetings and for setting up the agenda for the meetings in consultation with the President. Secretary shall also be custodian of all records, correspondence, and other documents of the Corporation and shall perform such other duties as may from time to time be assigned by the President. Joint Secretary shall in the absence of Secretary, perform the duties of Secretary and carry out any other duties assigned by the Secretary or President.

(C) Treasurer The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursement and shall deposit all monies in the corporate account designated by the Board of Directors. He shall disburse, subject to limitations set out herein, the funds of the Corporation as may be ordered by the Executive Committee or the Board of Directors, taking paper vouchers for such disbursements and shall render an accounting to the Executive Committee or Board of Directors whenever they may require it and at the Annual General Meeting present an audited financial statement. The joint Treasurer shall assist the Treasurer and in his absence shall perform the duties of Treasurer and carry out any other duty assigned by Treasurer or President.

(D) Joint Treasurer – A non-Executive position The Joint Treasurer shall assist the Treasurer in fulfilling the duties as directed by the Treasurer. In the absence of the Treasurer, the Joint Treasurer shall perform the duties as Acting Treasurer including attending the meeting(s) of the Executive Board and be entitled to all powers of the Treasurer.

(E) Joint Secretary - A non-Executive position The Joint Secretary shall assist the Secretary in fulfilling the duties as directed by the Secretary. In the absence of the Secretary, the Joint Secretary shall perform the duties as Acting Secretary including attending the meeting(s) of the Executive Board and be entitled to all powers of the Secretary.

ARTICLE X

Section I SIGNATURES

(A) Contracts, Documents, etc. The Board of Directors shall from time to time appoint two or more members of the Board or the Executive Committee and authorize them to sign contracts, documents and other instruments in writing generally or to sign specific contracts, documents and instruments.

(B) Checks The President or the Vice President and the Treasurer shall have the power to disburse funds and to sign the checks in the manner and to the extent as follows: (I) Jointly with another officer authorized to sign the check, to draw a check up to the sum of \$500.00 per item. (II) With the consent of the two-third majority of Board of Directors, jointly as stated above, to draw a check up to the limit of \$2,500.00 per item. (III) Over and above \$2,500.00, the approval of a majority of Board of Directors shall be required and the check shall be signed by the President and the Treasurer. (IV) If in any quarter the total expenditure by the Executive Committee are over \$10,000.00, any further expenditure must be approved by the two-third majority of the members.

ARTICLE XI

Section I PROFESSIONAL SERVICES The Board of Directors shall appoint an attorney and auditors for the Corporation and fix their remuneration.

Section II NON-LIABILITY OF DIRECTORS The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation when acting on behalf of and for the Corporation. This indemnity by the Corporation to the Board of Directors is absolute. Further, in case of any litigation against the Directors in the process of their services to the Corporation, the Corporation shall provide its shield and defend the Directors.

Section III INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS EMPLOYEES AND OTHER AGENTS To the extent that a person who is, or was, a Director, officer, employee or other agent of this Corporation has

been successful on the merits in defense of any civil, administrative or investigate proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section IV INSURANCE FOR CORPORATE AGENTS The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section V REMOVAL AND RESIGNATION Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superceded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

ARTICLE XII

Section I The Fiscal year of Corporation shall be from January 1 to December 31.

Section II EXECUTION OF INSTRUMENTS The Board of Directors, except as otherwise provided in these By-laws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section III DEPOSITS All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section IV GIFTS The Board of Directors may accept on behalf and for the benefit of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

Section V MAINTENANCE OF CORPORATE RECORDS, REPORTS AND SEAL The Corporation shall keep as its principal office in the State of California:

(a) Minutes of all meetings of Directors, Committees of the Board and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the Corporation's Articles of Incorporation and By-laws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

Section VI CORPORATE SEAL The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section VII DIRECTORS' INSPECTION RIGHTS Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section VIII MEMBERS' INSPECTION RIGHTS If this Corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect records of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the Corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or Committees of the Board, upon written demand on the Corporation by the member, for a purpose reasonably related to such person's interests as a member.

Section IX RIGHT TO COPY AND MAKE EXTRACTS Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts. Members may obtain membership listing at a reasonable charge but not for commercial purposes

ARTICLE XIII

SECTION I Sub-Committees The Executive Committee may, from time to time, form sub-Committees to carry out specific functions. President and Secretary shall be ex-officio members of all sub-Committees. The members of the Sub-Committee need not be members of the Board or Executive Committee but must be members of the Corporation.

ARTICLE XIV

SECTION I Amendments to the By-Laws By-Laws may be amended either by the Board of Directors or the general membership at the Annual General Meetings or a Special General Meeting. If the amendment is to be carried out by the Board of Directors then it shall require consent of at least two-thirds of the Board of Directors and a notice for such amendments along with proposed amendments shall be sent to The Board Members at least thirty days prior to the meeting. If the amendment is to be carried out by the members, it shall require consent of at least two-thirds of the

members present and a notice for such amendments along with proposed amendments shall be sent to the members at least thirty days prior to the meeting.

ARTICLE XV

Section I PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS No member, Director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these By-laws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of In Corporation of this Corporation and not otherwise.

ARTICLE XVI

ARTBITRATION All members by applying for membership and joining the Corporation hereby agree that any and all grievances, disputes, claims or causes of action shall be settled only by a binding Arbitration in the following manner and that no recourse to a legal action shall be taken and that the members waive their rights for legal action voluntarily and freely in order to promote the growth and welfare of this non-profit organization. In the event of a grievance, dispute, claim or cause of action, the member or members shall inform in writing by certified mail to the Secretary of the Board of Directors of the nature of complaint and a demand for appointment of an Arbitrator. The Secretary shall appoint an Arbitrator within 30 days and the member shall have the right to appoint another Arbitrator. The two Arbitrators shall then appoint a third mutually acceptable Arbitrator and this Board of Arbitrators consisting of three members shall arbitrate the grievance and their decision shall be final and binding on all parties.

ARTICLE XVII

MEMBERS

Section I DETERMINATION OF MEMBERS If this Corporation makes no provision for members, then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of InCorporation or By-laws of this Corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors. WRITTEN CONSENT OF DIRECTORS ADOPTING BY-LAWS We, the undersigned, are all of the persons named as the present Directors in the Articles of In Corporation of the Lohana Community, a California nonprofit Corporation, and, pursuant to the authority granted to the Directors by these By-laws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing By-laws, consisting of 16 pages, as the By-laws of this Corporation.

Dated: November 30 2004

/s/ Suru Manek

signature

_____, Director

/s/ Chandu Lakhani

signature

_____, Director

/s/ Ramesh Bharania
signature

_____, Director

/s/ Hasu Popat
signature

_____, Director

/s/ Prakash Chandarana
signature

_____, Director

/s/ Sanjay Khetani
signature

_____, Director

/s/ Raju Chollera
signature

_____, Director

/s/ Rupesh Kotecha
signature

/s/ Prakash Ruparelia, Director

/s/ Navin Sodha
signature

_____, Director

signature

_____, Director

signature

_____, Director

CERTIFICATE

This is to certify that the foregoing is the true and correct copy of the By-laws of the Corporation named in the title thereto and that such By-laws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Dated:

/s/ Ramesh Bharania
Secretary