Bylaws of Yogi Gupta Society, Inc. (YGS)

These Bylaws of Yogi Gupta Society, Inc., hereinafter referred to as "YGS" or "Corporation"), were duly adopted on February 13, 2014. These Bylaws shall be read in conjunction with, and as subsidiary to, the Articles of Incorporation of YGS. As noted in the Articles of Incorporation, YGS is a non-profit corporation to promote religious, cultural, educational and charitable activities dedicated to the humanitarian ideals of Yogi Gupta, the founder of Yogi Gupta Ashram, Inc. and Kailashanand Mission Trust. The activities of YGS shall be managed, or conducted in accordance with, the provisions of these Bylaws. Some of the provisions of the Bylaws define, or specify in detail, certain related provisions of the Articles of Incorporation. In the event of any conflict between the provisions of the Articles of Incorporation and the Bylaws, those of the Articles of Incorporation shall prevail.

ARTICLE 1. LOCATION:

The base of operations of YGS will be North America although its activities may take place in other countries of the world. The Board of Trustees will determine the location of its principal office, and of additional offices in other countries.

ARTICLE 2. PROHIBITED ACTIVITIES:

No part of the net earnings of YGS shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that YGS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article "Nature or Purpose" of the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3. MEMBERSHIP:

Section 3.1 Eligibility:

Membership of YGS shall be open to all disciples, former students, devotees, patrons of Yogi Gupta and any other persons who subscribe to its mission and purposes as stated in the Articles of Incorporation. Continuing membership is contingent upon a member being up to date on membership dues.

Section 3.2 Rights:

All members will have the right to participate in all activities of YGS and to vote on any resolution or issue concerning YGSs affairs that are put forth for such voting, including election of trustees. Only those who have been members in good standing for at least 30 days prior to any election of trustees may be a candidate for such offices and may vote in such elections.

Section 3.3 Loss of Membership:

A member may be censured, suspended or expelled from YGS for participation or involvement in activities severely detrimental to the interest of YGS. The Board of Trustees, with the approval of two-thirds of the members participating at the Annual General Meeting, will be empowered to take action regarding such censure, suspension or expulsion.

Section 3.4 Dues:

The Board of Trustees, to defray the operating cost of YGS and/or to financially support its various programs, may establish one or more categories of annual, monthly or one-time dues for the members of YGS. Membership standing will be contingent on payment of such dues.

Section 3.5 Meetings of general members:

Each year, the Board of Trustees shall convene at least one Annual General Meeting of the members, where an annual report and account statement will be presented to the members. Additional general or special meetings may be called by the Board of Trustees, as appropriate, at such times as the Board may determine necessary. Members, by a written petition bearing signatures (or email) of at least one half of the members, may call a special meeting to discuss and act on any issues related to the policy and operation of YGS. The participation of at least one-half of the members shall constitute a quorum for a general or special meeting.

Only a simple majority is required to pass resolutions in general or special meetings, except when the resolutions refer to the Articles, Bylaws, removal of trustees, or matters specifically mentioned in these Bylaws as requiring two-thirds majority.

Section 3.6 Categories of Membership:

There will be three categories of membership: Regular Member, Life Member and Honorary Member. Individuals otherwise eligible for membership per section 3.1 above, may become a regular member or life member on payment of appropriate dues in effect at the time. Life members and regular members will have equal rights and privileges. Honorary members are appointed by the Board of Trustees. They will not have voting rights nor are they eligible to hold elective offices. However, they may act as advisers to the Board or participate in committees and subcommittees as may be set up by the Board from time to time.

ARTICLE 4. BOARD OF TRUSTEES:

Section 4.1 Authority of the Board of Trustees:

In its management of the affairs of YGS, the Board of Trustees shall possess and may exercise all of the powers and authority granted to YGS by law and by the Articles of Incorporation, subject however to the limitations set forth in these Bylaws.

Section 4.2 Number of trustees:

The number of trustees constituting the Board shall initially be five (5), including the President and the Vice President. Additional members may be elected to the Board, or appointed on an ad hoc basis by the Board pending elections.

Section 4.3 Terms of Office:

Each individual trustee shall serve for a term of 3 years and may be re-elected for additional terms. The initial trustees will have staggered terms, i.e., to the nearest approximation, one third of the terms expiring in each year. The initial term of the President will be one year, the initial term of the Vice President will be two years.

Section 4.4 Election of trustees:

The initial Board of Trustees will serve out their staggered terms, at which point the Board of Trustees shall invite nominations for the trustees positions from the members in good standing. The Board of Trustees shall appoint an Election Committee comprising of at least two members (who are not at the time trustees of YGS) who will conduct a formal election process. The Election Committee, in consultation with the Board, will determine an appropriate method of election of the new trustees and will conduct an election process accordingly. If a sufficient number of nominations is not received, the Board of Trustees will nominate an appropriate number of candidates. Effort will be made by all concerned to have the trustees chosen by consensus.

Section 4.5 Continuation in Office:

After the expiration of a term, a trustee who is not re-elected shall continue to hold office until his or her successor is elected and has accepted office.

Section 4.6 Removal:

A trustee may be removed by a two-thirds majority vote of the members during an annual general meeting or by a petition by two-thirds of the members at any time. A vacancy existing by reason of the resignation, death, incapacity, or removal of a trustee before the expiration of his/her term may be filled by majority vote of the remaining trustees. A trustee so elected shall serve for the remainder of his/her predecessor's term.

Section 4.7 Committees:

The Board of Trustees may establish from time to time, by resolutions adopted by a majority of the trustees, committees to carry out regular activities or particular functions or programs of YGS. These committees, to the extent provided in said resolutions, shall have the authority of the Board of Trustees in the management of YGS.

Section 4.8 Conflicts of Interest:

Before being elected a Board member must disclose any and all other affiliations that he or she might have which might potentially cause conflicts of interest. The initial Board members must also disclose if any potential conflicts are present.

ARTICLE 5. BOARD OF TRUSTEES MEETINGS:

Section 5.1 Regular Meetings:

The Board of Trustees will meet, that is, confer electronically or through conference telephone calls, as and when necessary throughout the year. Such meetings will be held whenever called by the President or by two or more of the trustees. Members at large may also request meetings to resolve particular issues that may arise from time to time.

Section 5.2 Annual Meeting:

Prior to the annual meeting of the general body of members in July, there shall be an annual meeting of the Board of Trustees in late May or early June to prepare the agenda for the general meeting, and to make arrangements for the management of the affairs of YGS for the following year (see also Section 3.5).

Section 5.3 Quorum:

To constitute a quorum for the transaction of business at any meeting of the Board of Trustees, participation shall be required of at least three trustees.

Section 5.4 Participation by Communication Equipment:

Trustees will normally participate in a meeting of the Board of Trustees by means of conference telephone or similar communication equipment. Such participation shall constitute presence in person at such meetings.

Section 5.5 Action without a Meeting:

Any action required or permitted to be taken at a meeting of the Board of Trustees (including amendment of Bylaws) or of any committee of YGS may be taken without a meeting, if consensus in writing setting forth the action so taken are signed by all of the members of the Board. Such consensus shall have the same force and effect as a unanimous vote of the Board. An action so taken shall be deemed to have been taken at a meeting duly held in accordance with these Bylaws.

Section 5.6 Participation of Members in Meetings:

Unless otherwise decided by a simple majority of the Board of Trustees, all meetings of the Board will be open to all members to attend as observers and participate to the extent requested by the Board. The observers will not have any voting rights and may be excluded from parts of the meeting that the Board decides to conduct in camera.

ARTICLE 6. DUTIES OF OFFICERS:

Section 6.1 President:

The President shall be the chairman of the Board of trustees. The President may sign and execute, in the name of YGS, deeds, contracts and other instruments authorized by the Board of Trustees, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officers or agents of YGS.

The President, if present, shall preside over all meetings of the Board and YGS in general. He/she shall have the power to delegate authority to act on behalf of YGS to any trustee or member of YGS.

Section 6.2 Vice President:

In the absence of the President, the Vice President shall preside over all the regular and special meetings of the Board and YGS in general and shall perform all duties incident to the Office of the President.

Section 6.3 Secretary:

The Secretary shall supervise or execute any and all functions assigned to him/her by the Board of Trustees. When necessary the Secretary will act for the President. He/she will also share the normal secretarial work of the Assistant Secretary described below.

Section 6.4 Assistant Secretary:

The Assistant Secretary shall actively participate in important committees, and lead projects and programs as may be decided upon by the Board. He/she will act for the Secretary during the latter's absence, and will in addition:

1) Certify and keep the original or a copy of the Articles of Incorporation and Bylaws, as amended;
2) Maintain the book of Minutes of all proceedings of the Board and of the special and annual general meetings;
3) Maintain an updated membership list and their standing;
4) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
5) Be custodian of records and of the corporate seal and see that the books, reports, statements and all other documents and records required by laws, other than those for which the Treasurer is responsible, are properly kept and filed;
6) Exhibit at all times to the trustees, upon request, the Bylaws and Minutes of proceedings of the Board; and
7) In general, perform all duties as from time to time may be assigned to him or her by the Board or the President.

Section 6.5 Treasurer:

The Treasurer shall:

1) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of YGS, in such banks, investment companies, other depositories or in any other manner as shall be selected by the Board of Trustees;
2) Keep and maintain adequate and correct accounts of YGS properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus;
3) Exhibit the books of account and records to any trustee or member, upon request.
4) Advise the President and the Secretary of any change in membership standing of any member due to non-payment of membership dues, if any;
5) Render, upon request, a statement of the condition of the finances of YGS at all meetings of the Board, and render a full financial report at the annual meetings of the Board and at the annual general meeting;

6) Receive and give receipt for, money due and payable to YGS from any and all sources; and
7) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board or the President.

ARTICLE 7. FINANCIAL ADMINISTRATION:

Section 7.1 Control of Expenditure:

It is anticipated that YGS may distribute funds, goods and services to other religious, educational, cultural or charitable entities, conducting activities consistent with the purposes of YGS as described in Article "Nature or Purpose" of the Articles of Incorporation, except that it shall not distribute any funds or transact any business related to any activity that is prohibited by Article "PROHIBITED ACTIVITIES" of these Bylaws. In order to retain the maximum amount of discretion and control over the use of such funds, goods, and services, and thereby ensure that such distribution will be used by the recipient entities only for the purposes consistent with those contained in YGS's Articles of Incorporation and Internal Revenue Code section 501 (c)(3), YGS shall employ such review and monitoring of the recipient entitys activities as may be felt appropriate by the Board of Trustees.

Section 7.2 Fiscal year:

The fiscal year of YGS shall start on July 1 of a year and end on June 30 the following year.

Section 7.3 Deposits and Accounts:

All funds of YGS, not otherwise employed, shall be deposited form time to time in general or special accounts in such banks, trust companies, mutual funds or other depositories as the Board of Trustees may select, or as may be selected by any officers or agents of YGS to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of YGS, checks, drafts and other orders for the payment of money that are payable to the order of YGS may be endorsed, assigned, and delivered on behalf of YGS by a duly authorized officer or agent.

Section 7.4 Checks, Drafts, etc.:

All checks, orders for payment of money, obligations etc. shall be signed or endorsed by such officer, officers or agent or agents of YGS and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 7.5 Indemnification:

YGS may indemnify its trustees, officers and agents from and against liabilities arising from their good faith actions within the scope of their respective authorities.

ARTICLE 8. Resident Swamis:

Swamis eligible to be resident swamis of YGS are renunciants who have been formally ordained after an appropriate period of study and spiritual qualification and who have been ordained by Swami Kailashananda or another eligible swami. Resident swami(s) are appointed by the Board of Trustees. The role of the YGS resident swami(s) is to oversee and conduct YGS religious services. The resident swami(s) may invite non-resident and visiting swamis to conduct services. The resident swami(s) will promote YGS religious services, including by encouraging and inviting members, disciples, devotees and the public to participate in religious activities. The resident swami(s) will establish and keep a regular schedule of Satsangs, Vratas, Pujas and other religious services. (As per the articles of incorporation, the purpose of these services is to obtain for the members union with God.)

ARTICLE 9. AMENDMENT OF BYLAWS:

These bylaws may be amended (a) by a majority of two-thirds of the members participating in a general or special meeting where such proposal has been duly included in the meeting agenda, or (b) by a written

petition bearing signatures of at least two-thirds of the members; or (c) by two-thirds majority of the members responding to a voting by mail conducted by the Board for the sole purpose of amending the Bylaws.

ARTICLE 10. FISCAL YEAR:

The YGS fiscal year begins on January 1.

These bylaws of Yogi Gupta Society were adopted effective February 13, 2014, by unanimous consent at a speciall meeting of YGS, held on Feb 13, 2014, through electronic mail.