

Sent to the Board.

FINAL DRAFT 12/2/06

AMENDMENT TO THE BYLAWS
OF
SOUTH FLORIDA HINDU TEMPLE, INC.

50, no
life mem

J. Deas

Prithi
M

On Sabhe
M. G. S.
Smrta Patel
Smeeta Patel

This Amendment (this "Amendment") to the Bylaws (the "Bylaws") of **SOUTH FLORIDA HINDU TEMPLE, INC.**, a Florida not-for-profit corporation (the "Corporation"), is dated and shall be deemed effective as of the ___ day of _____, 200_. Unless the context otherwise requires, any capitalized term not defined but used herein shall have the meaning given to such word or words in the Bylaws.

NOW, THEREFORE, in consideration of the premises and by virtue of the authority of the Executive Board (n/k/a the Administrative Committee), the Governing Board and the General Body, the Bylaws are hereby amended as follows:

AMENDMENT NO. 1. Executive Board. Each reference in the Bylaws to the term "*Executive Board*" is hereby amended to be a reference to the term "*Administrative Committee*".

AMENDMENT NO. 2. Benefactors. Sections 3.3.7 of Article III of the Bylaws are hereby deleted in its entirety and replaced with the following:

3.3.7 Benefactors. Benefactors will enjoy all the benefits of Trustee Membership. In addition, if a position is available on the Governing Board per Sections 5.2 and 5.3, a Continuing Benefactor (as such term is defined in Section 5.3 of these Bylaws) himself or his nominee/designee would be entitled to a permanent position on the Governing Board, upon approval by the Governing Board and the Executive Board per Section 3.4.4. Nominee/designee of a Continuing Benefactor would forfeit his privilege to serve on the Governing Board, upon withdrawal of his support by such Continuing Benefactor. A Continuing Benefactor must inform the Governing Board, in writing, as to who in his family he wishes to confer the privilege of being a Continuing Benefactor upon his/her death/permanent disability.

AMENDMENT NO. 3. Life Members. Clauses (i) and (ii) of Section 3.3.3 of Article III of the Bylaws are hereby deleted in their entirety and replaced with the following:

(i) vote and elect members of the Governing Board and the Administrative Committee, as and to the extent provided herein; (ii) be nominated and elected to serve on the Governing Board and the Administrative Committee, as and to the extent provided herein;

AMENDMENT NO. 4. Governing Board. Sections 5.1, 5.2, 5.3, 5.4, 5.7 and 5.10 of Article V of the Bylaws are hereby deleted in their entirety and replaced with the following, and cross references to such sections (or subsections within such sections) in other provisions of the Bylaws shall be deemed automatically renumbered to reflect any changes to the numbering scheme set forth in the following amendments, unless the context clearly requires otherwise (for example, references in the Bylaws to section or article 5.10c shall hereinafter be deemed to be a reference to Section 5.10.4 set forth below):

5.1 Purpose of the Board; Power and Authority. *The purpose of the Governing Board shall be to govern and manage the overall affairs of the Corporation, to oversee the activities of the Corporation and to establish policies to further the objectives and goals of the Corporation as set forth in the Articles of Incorporation. The Governing Board shall also be responsible for the fiscal stability, fund raising, and smooth administration of the Corporation. The Governing Board shall be the apex body of the Corporation and shall have the right, power and authority to manage the affairs of the Corporation, including the right, power and authority to amend, modify, reverse, veto, override or overrule any and all matters that are decided upon by the officers of the Corporation, the Administrative Committee, and/or other Committees of the Corporation. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Governing Board, subject to any limitations set forth in the Articles of Incorporation or in the Florida Not For Profit Corporation Act, or any successor law or statute, and any and all rules and regulations promulgated thereunder (the "Act").*

5.2 Governing Board - Class and Number. *Effective upon the adoption of the Amendment to the Bylaws of the Corporation dated as of _____, 200_ (the "Amendment"), the Governing Board shall consist of (a) three (3) Benefactor Members, designated as "Benefactor Board Members", (b) three (3) Founding Trustee Members, designated as "Founding Trustee Board Members", (c) three (3) Trustee Members, designated as "Trustee Board Members", (d) three (3) Life Members, designated as "Life Board Members", (e) one (1) Past Chairperson Member, designated as "Past Chairperson Member", and (f) one (1) ex-Officio Member consisting of the then-current Chairperson of the Administrative Committee, designated as "Current Chairperson Member", for a total of fourteen (14) members. The Governing Board may decide by resolution from time to time to change the number of its members based on the needs of the Corporation, but in no event shall the number of members of the Governing Board be less than four (4). For any change in the number of members of the Governing Board, an affirmative vote of 3/4ths of all the members of the Governing Board shall be required.*

5.3 Composition of the Governing Board.

5.3.1 Benefactor Board Members. *The Benefactor Board Members shall be comprised of the two Benefactors of the SFHT (the "Continuing Benefactors") who were members of the Governing Board immediately prior to the adoption of the Amendment, or the respective representatives of such Benefactors (the "Continuing Benefactor Board Members"). One additional position shall be reserved for a Benefactor who shall be elected to such position by the Life Members at the annual meeting of the Life Members (the "Elected Benefactor Board Member"). Each Elected Benefactor Board Member must be a Member in good standing who is a Benefactor, and shall have satisfied, and shall continue to satisfy during his or her term as a Benefactor Board Member, all other eligibility requirements and guidelines established by the Governing Board from time to time. Each Continuing Benefactor Board Member must be a Member in good standing who is a Benefactor. At no time will the Benefactors or their representatives comprise more than 25% of the total membership of the Governing Board.*

5.3.2. Founding Trustee Board Members. *The Founding Trustee Board Members shall be comprised of three (3) of the seven (7) Founding Trustee Members of the Corporation, who shall be elected to such position by the Life Members at the annual meeting of the Life Members. A nominee for the Founding Trustee Board Member position must be a Member in good standing who is a Founding Trustee Member, and shall have satisfied, and shall continue to satisfy during his or her term as a Founding Trustee Board Member, all other eligibility requirements and guidelines established by the Governing Board from time to time.*

5.3.3. Trustee Board Members. *The Trustee Board Members shall be comprised of the Trustee Members of the Corporation, who shall be elected to such position by the Life Members at the annual meeting of the Life Members. A nominee for the Trustee Board Member position must be a Member in good standing, who:*

(a) has been a Trustee Member for at least one (1) year;

(b) has either (i) served on the Administrative Committee in any capacity for at least six (6) years in the aggregate, or (ii) served as an officer of the Administrative Committee for at least three (3) years in the aggregate, or (iii) served as the chairperson of any one or more of the standing Committees of the Corporation for at least six (6) years in the aggregate; and

(c) shall have satisfied, and shall continue to satisfy during his or her term as a Trustee Board Member, all other eligibility requirements and guidelines established by the Governing Board from time to time.

5.3.4. Life Board Members. *The Life Board Members shall be comprised of the Life Member of the Corporation, who shall be elected to such position by the Life Members at the annual meeting of the Life Members. A nominee for the Life Board Member position must be a Member in good standing, who:*

(a) has been a Life Member for at least one (1) year;

(b) has either (i) served on the Administrative Committee in any capacity for at least six (6) years in the aggregate, or (ii) served as an officer of the Administrative Committee for at least three (3) years in the aggregate, or (iii) served as the chairperson of any one or more of the standing Committees of the Corporation for at least six (6) years in the aggregate, or (iv) made cumulative contributions to the Corporation of at least \$50,000 (provided however, that (x) subject to the provisions of Section 5.10.2, at least one (1) Life Board Member position at any one time shall be filled with a Life Member who satisfies the qualification set forth in this clause (iv), but (y) no more than one (1) Life Board Member shall serve in such office at any one time based on the qualification set forth in this clause (iv) without also satisfying the qualifications set forth in one of the other clauses (i.e., clause (i), clause (ii) or clause (iii)) of this subsection (b)); and

(c) shall have satisfied, and shall continue to satisfy during his or her term as a Life Board Member, all other eligibility requirements and guidelines established by the Governing Board from time to time.

5.3.5. Past Chairperson Member. The position of the Past Chairperson Member shall be filled by the person who served as the Chairperson of the Administrative Committee during the year that immediately precedes such person's term as the Past Chairperson Member, without the need for election or appointment; provided that such person must be a Member in good standing, who shall have satisfied, and shall continue to satisfy during his or her term as the Past Chairperson Member, all other eligibility requirements and guidelines established by the Governing Board from time to time. Notwithstanding the foregoing, in the event that the then current Chairperson of the Administrative Committee was also the Chairperson of the Administrative Committee during the preceding year, then the position of the Past Chairperson Member with respect to such term shall be filled at the annual meeting of the Life Members by election of a Trustee member that satisfies the eligibility requirements for a Trustee Board Member position that are set forth in Section 5.3.3 of these Bylaws.

5.3.6. Current Chairperson Member. The position of the Current Chairperson Member shall be filled by the person who serves as the Chairperson of the Administrative Committee during the such person's term as the Current Chairperson Member, without the need for election or appointment; provided that such person must be a Member in good standing, who shall have satisfied, and shall continue to satisfy during his or her term as the Current Chairperson Member, all other eligibility requirements and guidelines established by the Governing Board from time to time.

5.4 Term of Office. Except for (i) the Continuing Benefactor Board Members, who shall serve on the Governing Board continuously unless removed or replaced in accordance the Act, Section 5.9 or Article XIV or until his or her earlier resignation or death or disability, and (ii) the Past Chairperson Member and the Current Chairperson Member, each of whom shall serve on the Governing Board for a term of one (1) year unless removed or replaced in accordance with the Act, Section 5.9 or Article XIV or until his or her earlier resignation or death or disability, each member of the Governing Board shall serve in staggered terms of three (3) years each commencing on January 1 of the year immediately following the date of the annual meeting at which such member is elected, and expiring on December 31st two (2) years following the year in which such person's term commences, subject however to the following provisions of Sections 5.4.1, 5.4.2 and 5.4.3 and provided however, that notwithstanding anything contained in these Bylaws to the contrary, the first election of the members of the Governing Board after adoption of the Amendment shall occur at the meeting of the Life Members that approves and ratifies such Amendment (whether such meeting is an annual meeting or a special meeting), and the term of such members shall commence on (i) January 1 of the year immediately following the date of such meeting, if such meeting occurs in 2006; or (ii) on the date of such first election (immediately following such election) if such meeting occurs in 2007:

5.4.1. Founding Trustee Board Members. With respect to the three (3) Founding Trustee Board Members who are elected in the first elections of members of the Governing

Board after the adoption of the Amendment, one (1) Founding Trustee Board Member shall serve a one-year term, one (1) Founding Trustee Board Member shall serve a two-year term, and one (1) Founding Trustee Board Member shall serve a three-year term, in each case, unless such person is removed or replaced in accordance with the Act, Section 5.9 or Article XIV or until his or her earlier resignation or death or disability. The term for which each such initial Founding Trustee Board Member will serve shall be determined by lot. Thereafter, each Founding Trustee Board Member who is elected to fill positions in subsequent elections of members of the Governing Board shall serve a term commencing on January 1 of the year immediately following the date of the annual meeting at which such Founding Trustee Board Member is elected, and expiring on December 31st two (2) years following the year in which such person's term commences (i.e., for a total of three (3) years), unless removed or replaced in accordance with the Act, Section 5.9 or Article XIV or until his or her earlier resignation or death or disability.

5.4.2. Trustee Board Members. With respect to the three (3) Trustee Board Members who are elected in the first elections of members of the Governing Board after the adoption of the Amendment, one (1) Trustee Board Member shall serve a one-year term, one (1) Trustee Board Member shall serve a two-year term, and one (1) Trustee Board Member shall serve a three-year term, in each case, unless such person is removed or replaced in accordance with the Act, Section 5.9 or Article XIV or until his or her earlier resignation or death or disability. The term for which each such initial Trustee Board Member will serve shall be determined by lot. Thereafter, each Trustee Board Member who is elected to fill positions in subsequent elections of members of the Governing Board shall serve a term commencing on January 1 of the year immediately following the date of the annual meeting at which such Trustee Board Member is elected, and expiring on December 31st two (2) years following the year in which such person's term commences (i.e., for a total of three (3) years), unless removed or replaced in accordance with the Act, Section 5.9 or Article XIV or until his or her earlier resignation or death or disability.

5.4.3. Life Board Members. With respect to the three (3) Life Board Members who are elected in the first elections of members of the Governing Board after the adoption of the Amendment, one (1) Life Board Member shall serve a one-year term, one (1) Life Board Member shall serve a two-year term, and one (1) Life Board Member shall serve a three-year term, in each case, unless such person is removed or replaced in accordance with the Act, Section 5.9 or Article XIV or until his or her earlier resignation or death or disability. The term for which each such initial Life Board Member will serve shall be determined by lot. Thereafter, each Life Board Member who is elected to fill positions in subsequent elections of members of the Governing Board shall serve a term commencing on January 1 of the year immediately following the date of the annual meeting at which such Life Board Member is elected, and expiring on December 31st two (2) years following the year in which such person's term commences (i.e., for a total of three (3) years), unless removed or replaced in accordance with the Act, Section 5.9 or Article XIV or until his or her earlier resignation or death or disability.

5.7 Attendance. Each member of the Governing Board shall attend (i.e., in person or by telephone), at least fifty (50%) percent of all Governing Board meetings which are duly

convened each year. The Chairperson of the Governing Board shall maintain a proper attendance record of all Governing Board meetings, including a record of all meetings missed by each Governing Board member. Any failure by a member of the Governing Board to attend at least fifty (50%) percent of all Governing Board meetings which are duly convened each year shall result in the automatic removal of such Governing Board member, and the vacancy created from such removal shall be filled in the manner prescribed by these Bylaws, the Articles of Incorporation or the Act.

5.10 Vacancy and Replacement. A vacancy on the Governing Board may be created by either a Governing Board member's death, disability, resignation or removal or as a result of an increase in the number of members on the Governing Board or a failure to elect a member to fill the position of a member of the Governing Board upon the expiration of the term of such members. Subject to the provisions of Section 5.10.4 hereof (regarding Continuing Benefactor Board Members), such vacancy may be filled either (i) at the election that is held at the annual meeting of the Life Members that follows the date on which such vacancy is created, in accordance with the procedures for nominating and electing members of the Governing Board as set forth in Article IX of these Bylaws, or (ii) at the discretion of the Governing Board, by the remaining members of the Governing Board prior to any such annual meeting by following the procedures set forth in Section 5.10.1, Section 5.10.2 and Section 5.10.3, below.

5.10.1 By the Governing Board. In the event that the Governing Board determines that it will fill a vacancy on the Governing Board prior to the annual meeting of the members as permitted under Section 5.10 above, the Governing Board, by a majority vote, shall nominate an eligible person to fill the vacancy. Subject to the provisions of Section 5.10.2 below, a nominee to fill a vacancy must satisfy the applicable class and eligibility qualifications and requirements for the vacant position to be filled, as set forth in Section 5.3 of these Bylaws. By way of example and not limitation, subject to the provisions of Section 5.10.2, any person who is nominated to fill a vacancy that is created in the Trustee Board Member class shall satisfy the eligibility qualifications and requirements that are set forth in Section 5.3.3 of these Bylaws.

5.10.2 Alternative Candidates. Notwithstanding the provisions of Section 5.10.1 hereof, in the event that the Governing Board or the Nominating Committee, as applicable, is unable to nominate a candidate that satisfies the applicable class and eligibility qualifications and requirements for the vacant position, then the Governing Board or the Nominating Committee, as applicable, may nominate a nominee that satisfies the qualifications and requirements for a member of any of the other class of the Governing Board. By way of example and not limitation, in the event that a vacancy is for a Trustee Board Member position, and no candidates are available that satisfy the eligibility qualifications and requirements for such position that are set forth in Section 5.3.3 of these Bylaws, then such vacancy may be filled with a candidate that meets the eligibility qualifications and requirements for a Life Board Member position that are set forth in Section 5.3.4 of these Bylaws.

5.10.3 Term of Office for Person Elected to Fill Vacancy. Any person who is elected or appointed by the Life Members or the Governing Board, as applicable, to fill a vacancy shall serve a term commencing on the date that such person is so elected or appointed and expiring on the date that the original term of the person who had previously occupied such position would have expired had such person continued in such office through the end of such person's term, unless removed or replaced in accordance with the Act, Section 5.9 or Article XIV or until his or her earlier resignation or death or disability; provided however, that except for persons who are duly appointed or designated to fill a vacancy in the position of a Continuing Benefactor Board Member under Section 5.10.4 hereof, a person who is elected or appointed to fill a vacancy for a position of a Continuing Benefactor Board Member shall serve a term commencing on the date that such person is so elected or appointed and expiring on December 31st two (2) years following the year in which such person's term commences.

5.10.4 Continuing Benefactor Board Members. A vacancy in a Continuing Benefactor Board Member position created by the absence of the Continuing Benefactor will be replaced by a representative of the Continuing Benefactor's family provided he or she is approved by the majority of all members of the Governing Board and also the majority of all members of the Administrative Committee.

AMENDMENT NO. 5. Observation Rights to Certain Non-Board Members. The following provision shall be added to Article V of the Bylaws as Section 5.15 thereof:

5.15 Observation Rights to Certain Non-Board Members.

5.15.1 Generally. The Governing Board shall have the right, at its sole and absolute discretion, to allow any member of the Corporation or any other person to attend and/or participate in any of its meetings, and in connection therewith, the Governing Board shall have the right to establish, amend and modify, at its sole and absolute discretion, the standards, guidelines, restrictions and limitation for any such attendance or participation.

5.15.2 Benefactors and Founding Trustees Members. Subject to the provisions herein and any other provision of these Bylaws, the Articles of Incorporation and the Act, each Founding Trustee Member and Benefactor who is not a member of the Governing Board (each, a "Non-Board Member Observer") shall be permitted to attend all meetings of the Governing Board in a nonvoting, observer capacity and, in this respect, the Governing Board shall give each Non-Board Member Observer a copy of all notices, minutes, consents and other material that it provides to the members of the Governing Board at the time that it provides such materials to the members of the Governing Board; provided, however, that the Governing Board reserves the right to exclude, at its sole and absolute discretion, the Non-Board Member Observers (and any other member or person) from access to any material or meeting or portion thereof for any reason or no reason whatsoever, including without limitation, if the Governing Board believes that such exclusion is appropriate to preserve attorney-client privilege or to protect confidential or proprietary information. Furthermore, unless participation in discussions at any particular meeting is specifically restricted by the Governing Board, the Non-Board Member Observers may participate in discussions of matters brought before the Governing Board at the meetings of the Governing Board that they attend.

Each Non-Board Member Observer shall hold in confidence and trust and not use or disclose any confidential or proprietary information provided to or learned by such person in connection with its rights under this section.

AMENDMENT NO. 6. Elections. Sections 9.1 and 9.4 of Article IX of the Bylaws are hereby deleted in their entirety and replaced with the following:

9.1 Administrative Committee Members and Governing Board Members. *The Administrative Committee members and the elected members of the Governing Board shall be elected at the annual meeting of the Life Members to fill positions in such respective bodies resulting from the expiration of the applicable term for such positions or to fill any other vacancy that has not been filled by the respective bodies in accordance with these Bylaws; provided however, that notwithstanding the foregoing, vacancies on the Governing Board that are created as a result of the adoption of the Amendment shall be filled by elections to be held at the same meeting of the Life Members that approves and ratifies such Amendment (whether such meeting is an annual meeting or a special meeting). A slate of candidates shall be presented by the Nominating Committee with notice of the meeting given to every Life Member. The Nominating Committee shall nominate a slate of candidates for the exact number of positions on the Governing Board or the Administrative Committee, as applicable, which are required to be elected by the Life Members for the applicable year. Additional nominations may be made from the floor at the annual meeting of the Life Members.*

9.4 Insufficient Nominees. *If any Administrative Committee position or any position for an elected member of the Governing Board is not filled at an election, the same shall be filled by the Governing Board, in accordance with the procedures for filling vacancies under Section 5.10 or Section 6.13, as applicable.*

Except as otherwise expressly set forth herein, the Bylaws are hereby reaffirmed and approved.

The undersigned, constituting the Secretary of the Corporation, hereby certifies that this Amendment was adopted on the ____ day of _____, 200_.

_____, Secretary

STATE OF FLORIDA)
):ss
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this ____ day of _____, 200_, by _____, Secretary of South Florida Hindu Temple, Inc. He/she is personally known to me or presented _____ as identification.

[NOTARIAL SEAL]

Notary: _____

Print Name: _____

Notary Public, State of Florida

My commission expires: _____