

**BY-LAWS
OF SAIBABA SEATTLE**

These Bylaws govern the affairs of SaiBaba Seattle, a Washington Nonprofit Religious Corporation.

**ARTICLE 1
NAME AND PRINCIPAL OFFICE**

The name of this religious nonprofit organization is SaiBaba Seattle. The principal office of the Temple in the State of Washington shall be located in King County, Washington. The Board of Directors of the Temple shall have full power and authority to change any office from one location to another, either in Washington or elsewhere. The Temple shall comply with the requirements of the Code and maintain a registered office and registered agent in Washington. The registered office may be, but need not be, identical with the Temple's principal office in Washington. The Board of Directors may change the registered office and the registered agent as provided in the Code.

**ARTICLE 2
STATEMENT OF FAITH AND BELIEFS**

Faith is based on Shirdi Sai Baba's 11 Assurances/Teachings:

- Whoever puts his feet on Shirdi soil, his sufferings would come to an end.
- The wretched and miserable would rise into plenty of joy and happiness, as soon as they climb the steps of My Samadhi.
- I shall be ever active and vigorous even after leaving this earthly body.
- My tomb shall bless and speak to the needs of my devotees.
- I shall be active and vigorous even from the tomb.
- My mortal remains would speak from the tomb.
- I am ever living to help and guide all who come to Me, who surrender to Me, and who seek refuge in Me.
- If you look to Me, I will look to you.
- If you cast your burden on Me, I shall surely bear it.
- If you seek My advice and help, it shall be given to you at once.
- There shall be no want in the house of My devotee.

All devotees of Baba find His promises come true, even eighty years after He left the

mortal body. Baba used to call His devotees as children, and like the true father, kept busy day-in and day-out for their temporal as well as spiritual up-liftment. In today's world the children of God, torn asunder by religious, social, and sectarian strife, should run to the father to experience that love which can only unite them. Human beings may conquer all the planets and stars before they learn the magic formula to conquer the hearts of their fellow beings. The formula has been given by the Master. It is for us to follow to make the world a better place to live.

The Mission of this Temple is to provide a place of worship for the devotees of Sri Shirdi Sai Baba, to follow the spiritual teachings of Sri Shirdi Sai Baba through Sai Satchartira, and to sponsor or support religious, cultural, educational, charitable activities or organizations in the United States and around the world.

The Vision of this Temple is to establish and sustain Shirdi Sai Temple in the Seattle Area and to facilitate worship and services based on Shirdi Sai Baba Temple, Shirdi, Maharashtra, India. The long term plans include development of its picturesque in Seattle, WA comprising Baba's mandir (temple), staff quarters, multi-purpose hall and meditation center for use of devotees.

ARTICLE 3 AUTONOMY

The Temple is autonomous and maintains the right to govern its own affairs, independent of any outside control. Recognizing, however, the benefits of cooperation with other Temples in world missions and otherwise, this Temple may voluntarily affiliate with any Temples of like precious faith.

ARTICLE 4 PURPOSES

The Corporation is formed for any lawful purpose or purposes not expressly prohibited under the Code. The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

(a) To promote the worship of Sri Shirdi Sai Baba by any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation, of a temple, ministry, charity, school, or eleemosynary institution, without limitation.

(b) To provide a place of worship for the devotees of Sri Shirdi Sai Baba and to

follow the spiritual teachings of Sri Shirdi Sai Baba through Sai Satchartira.

(c) To sponsor or support religious, cultural, educational, and charitable activities or organizations in the United States and around the world.

To employ and discharge ordained priests of Sri Shirdi Sai Baba, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere.

(f) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Washington and elsewhere.

ARTICLE 5 MEMBERS

5.01 Membership. The Temple shall have one class of members as set forth herein, more specifically Annual Members. The duration of an Annual Members' membership is for a single calendar year, and expires on the last day of the year. Membership in this Temple shall consist of all persons who have met the qualifications of a particular class of membership of the Temple and are listed on the membership roll. Candidates for membership shall be presented to the Board of Directors for consideration. After fulfillment of the conditions of either class of membership, the members shall have all the rights, privileges and responsibilities of a member of the Temple. The Board of Directors may adopt and amend application procedures for membership in the Temple. Power to manage and govern the Temple shall be vested in the Board of Directors as set forth in Article 7 of these Bylaws. Members are entitled to vote in person or by proxy as set forth herein.

- Qualifications for Membership.
 - The minimum qualifications for membership are as follows:
 - Members must be at least eighteen (18) years of age;
 - Devotee of Shirdi Sai Baba;
 - Support of the Mission-Vision of SaiBaba Seattle;
 - Attendance of General Body Meetings either in person or by proxy;
 - Volunteer to serve the Temple; and
 - Agreement to abide by the bylaws of the Temple.

Membership identification will only be issued acceptance and approval of the membership

by the Board of Directors.

- Annual Member Rights and Responsibilities. Annual members may participate and vote in all General Meetings of the Membership. Annual Members have the right to vote on the election of the Board of Directors and changes to the Bylaws of the Temple.

5.03 Termination and Dismissal of Membership. Members shall be removed from the Temple roll for the following reasons: (a) by personal request of the member; (b) the transfer of membership to another Temple; (c) death; or (d) termination of membership by the Board of Directors as it deems necessary.

The Board of Directors may terminate a person's Temple membership when, in the opinion of the Board of Directors, the member's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the influence of the Temple in the community. Dismissal of Temple membership shall require the vote of two-thirds (2/3) of the Board of Directors and the approval of the majority of the membership at a duly noticed specially called meeting of the membership.

5.04 Restoration of Membership. Dismissed members may be restored by the Board of Directors when their life-styles are judged to be in accordance with the membership covenant. Restoration of Temple membership shall require the vote of two-thirds (2/3) of the Board of Directors and the approval of the majority of the membership present in person or by proxy at a duly noticed specially called meeting of the membership.

5.05 Membership Withdrawal. A member may withdraw their membership upon provision of written notice to the Board of Directors. If such notice is dated within thirty (30) days of the member's original application for membership, the Board of Director will refund the membership fee paid to the Temple.

5.06 Meetings of Members. Unless otherwise stated herein, meetings of the Temple members shall be held in the primary place of worship or such other place or places as may be designated from time to time by the Board of Directors.

(a) Regular Meetings. Regular Temple membership meetings shall be held annually. The time and place of the Temple membership meetings shall be announced by written notification mailed via first class mail to all members entitled to vote at least two weeks prior to the meeting.

(b) Special Meetings. Special Temple membership meetings shall be called by the Board of Directors or as otherwise provided herein. Special meetings may be called at any time provided notice is given via first class mail to all

members entitled to vote at least one week prior to the meeting.

(c) Moderator. The moderator shall establish the agenda, protocol, and rules of order for each meeting, and he shall conduct the meeting accordingly. The President shall serve as the moderator at all Temple membership meetings. In his absence a moderator pro tempore may be appointed by the President.

(d) Quorum. In all Temple membership meetings, the quorum shall consist of those members who attend the membership meeting in person or by written proxy received on or before the date of the meeting by the Board of Directors, provided it is a stated meeting or one that has been properly called.

(e) Voting. All members in good standing, present in person or by written proxy received on or before the date of the meeting by the Board of Directors, entitled to vote, may vote on matters of business which are properly presented at any Temple membership meeting. A vote of the membership duly taken and recorded shall, by a simple majority, constitute the binding position of the membership on any motion, resolution, or any transaction of business. A vote may be taken in any manner deemed expeditious by the moderator.

5.07 Notice of Religious Gathering. The annual meeting and special called business meetings of SaiBaba Seattle are private religious gatherings. SaiBaba Seattle reserves the right to limit attendance to SaiBaba Seattle members and guests, and may take any and all necessary and available actions against disruptive persons.

ARTICLE 6 MANAGEMENT OF THE TEMPLE BOARD OF DIRECTORS

6.01 Management. Power to manage and govern the affairs of the Corporation is vested in the Board of Directors of the Corporation, except for powers granted to members by these Bylaws.

6.02 Number of Directors. The Board of Directors shall consist of not less than three (3) and not more than nine (9) Members, as defined by Article 5, Section 5.02(a), as ay from time to time be nominated and elected in accordance with these Bylaws.

6.03 Term of Directors. Each Director shall hold office for a period of one (1) year or until his successor is elected, appointed, or designated herein, and may serve successive terms.

6.04 Powers. The Board of Directors shall have all of the rights, powers, and responsibilities of a board of directors pursuant to the Code, subject to any limitations under the Code, the Certificate of Formation of the Temple, and these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Directors shall be responsible for the acquisition and disposition of Temple property, which includes the management of its financial resources. The Board of Directors shall have the power to buy, sell, mortgage, pledge or encumber any Temple property and incur related indebtedness.

6.05 Nomination and Election. Member may nominate himself to serve on the Board of Directors in accordance with the policies and procedures for nomination established by the Board of Directors from time to time. Eligible nominees will be presented to the membership of the Temple at a regular or special meeting of the members. If nine (9) or fewer eligible nominations are made on or before the due date, the nominations will be presented to the membership for ratification. If more than nine (9) eligible nominations are made on or before the due date, the nominees will be presented to the membership for a vote. The nine (9) nominees receiving the most votes will constitute the Board of Directors.

6.06 Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors, and the approval of the majority of the membership present in person or by proxy at a duly noticed specially called meeting of the membership and even though the remaining directors constitute less than a quorum, or by the sole remaining director, as the case may be, or if the vacancy is not so filled or if no directors remain, by the members. A vacancy is filled by the affirmative vote of the majority of the remaining Directors, even if it is less than a quorum of the Directors, or if it is a sole Director. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors, but only for a term of office continuing until the next election of directors by the members, or if the organization has no members or no members having the right to vote thereon, for such term of office as is otherwise provided in these Bylaws. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date may be filled before the vacancy occurs; however, the director may not take office until the vacancy occurs. The Board of Directors is not required to fill a vacancy so long as there are a minimum of three (3) directors serving on the Board of Directors, and any decision to fill a vacancy in this instance is in their sole discretion. In the event the entire Board of Directors resigns, the Board will retain power for a period of thirty (30) days to allow for an election to replace the entire

Board of Directors.

6.07 Meetings. Regular or Special meetings of the Board of Directors may be held either within or outside the State of Washington, but shall be held at the Temple's registered office if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Directors, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All Directors shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. A regular meeting of the Board of Directors shall occur at least annually.

(a) Regular Meetings. Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by a resolution of the Board of Directors.

(b) Special Meetings. A special meeting of the Board of Directors may be called by any three (3) Directors.

(c) Notice of Special Meetings.

1) Manner of Giving. Notice of the date, time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to the Director or to a person at the Director's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Director; (d) by telecopier to the Director's office or home; or (e) by electronic mail ("e-mail").

2) Time Requirements. Notice sent by first class mail shall be deposited in the United States mail at least fourteen (14) days before the time set for the meeting. Notices given by personal delivery, telephone, telecopier or e-mail shall be delivered, telephoned, faxed or e-mailed to the Director or given at least seven (7) days before the time set for the meeting.

3) Notice Contents. The notice shall state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Temple's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

4) Waiver. Attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except where the Director attends a meeting for the

express purpose of objecting that the meeting is not properly called.

6.08 Action without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Directors, individually or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceeding of the Directors.

6.09 Quorum. A majority of the number of Directors then in office and present at a duly called or held meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if Directors leave the meeting. However, no action may be approved without the vote of at least a majority of the number of Directors in attendance required to constitute a quorum. A Director's vote must be made in person, by oral proclamation over the telephone during any meeting, or by submission of the Director's vote in a sealed envelope presented to the President of the Temple prior to the meeting. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

6.10 Proxies. Voting by proxy is prohibited among the Board of Directors.

6.11 Duties of Directors. Directors shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Temple. Directors may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Temple or another person that were prepared or presented by a variety of persons, including officers and employees of the Temple, professional advisors or experts such as accountants or legal counsel. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted. Directors are not deemed to have the duties of trustees of a trust with respect to the Temple or with respect to any property held or administered by the Temple, including property that may be subject to restrictions imposed by the donor or transferor of the property.

6.12 Delegation of Duties. The Board of Directors is entitled to select professional advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire, Temple; and to sell, transfer, or otherwise dispose of the Temple's assets and properties at a time and for a consideration that the advisor deems appropriate. Directors have no personal liability for actions taken or omitted by the advisor if the Board of Directors acts in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

6.13 Interested Parties. Pursuant to the Code and the provisions of Article 11 below, a contract or transaction between the Corporation and a Director of the Corporation is not automatically void or voidable simply because the Director has a financial interest in the contract or transaction.

6.14 Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote of a majority of the Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

6.15 No Compensation. Directors shall not receive salaries or compensation for their services to the Board of Directors.

6.16 Removal of Directors. The Board of Directors may vote to remove a Director at any time, with or without cause. A meeting to consider the removal of a Director may be called and noticed following the procedures provided in these Bylaws. A Director may be removed by the affirmative vote of a two-third (2/3) majority of the Directors. A Director may also be removed by the membership. In order to call a vote of the membership to remove a Director, there must be a written call for a Special Meeting of the membership to consider the removal of the Director in question, signed by two-thirds (2/3) of the total membership of the Temple and presented to the Board of Directors. The Board of Directors shall then call a Special Meeting of the membership for consideration of the removal of the Director. In this instance, the Director may be removed by a simple majority of those members present and voting.

6.17 Resignation of Directors. Any Director may resign at any time by giving written notice to the Temple. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.18 Temple Questions. In any case where a question arises regarding Temple policy, doctrine, membership discipline, questions of Temple property, or with respect to any other matter that shall arise concerning the Temple, its internal workings, and its governance by any member, devotee, visitor or other person who is ministered to during religious services held by the Temple, or at other times, the Board of Directors shall decide such question by majority vote.

6.19 Temple Disruptions. Any person deemed by a majority of the Board of Directors to: (a) be in substantial disagreement with the doctrine and interpretation espoused by the Temple; or (b) pose a physical or psychological

threat to any person or to the Temple; or (c) deemed by a majority of the Board Members present in person to be causing, about to cause, or capable of causing disruption to the religious services and activities of the Temple, shall be considered a trespasser on Temple property and may be ejected summarily. No Director shall incur any liability for acting in good faith in the interests of the Temple pursuant to this section.

6.20 Deadlock. In the case where the Board of Directors shall, by reason of deadlock (whether because an even number of Directors is seated on the Board of Directors, or because certain Directors are absent even though a quorum is present, or because of abstention, or for any other reason), be unable to reach a conclusive vote on any issue before the Board of Directors, then, in such instance, the President of the Temple or, in his absence, the Vice President, shall cast an additional ballot which shall be known as a "majority ballot," so that an official act or decision may be taken by the Board of Directors. The majority ballot shall be cast in addition to the regular Director's vote cast by the President.

ARTICLE 7 OFFICERS

7.01 Officer Positions. The officers of the Temple shall be the President, Vice President, Secretary, Treasurer, and any other officers chosen at the discretion of the Board of Directors. The President shall serve as the Chairman of the Board and chief executive officer of the Temple and shall act as the moderator of the Temple. The President may appoint a Life Member of the Temple to act as moderator. In the event of a vacancy in the office of President, the Vice President shall act as moderator. The moderator shall establish the agenda, protocol and rules of order for each meeting and shall conduct the meeting accordingly. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions.

7.02 Election and Term of Office. In the event of a vacancy, for any reason, in any office of the Corporation, the Board of Directors shall elect a new officer from among the members of the Board of Directors to serve the remainder of the officer's term. The election shall take place at a regular or special meeting of the Board of Directors called for the purpose of electing a new officer of the Corporation. The officers of the Temple shall be elected by the majority vote of the Life Members from among the members of the Board of Directors. The term of office of all offices shall be one year; however, such officers may serve consecutive terms without limitation.

7.03 President. The President of the corporation shall be in charge of all the ministries of the Temple. The President shall supervise and control all of the business and day-to-day affairs of the Temple. The President is expressly authorized to do all things necessary and proper to fulfill the above-described leadership

position and to fulfill all duties incident to the office of President.

7.04 Vice President. When the President is absent, is unable to act, or refuses to act in his role as Chairman of the Board of Directors, the Vice President shall perform the duties of the President. When the Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform other duties as assigned by the Board of Directors. Except as expressly authorized by the Board of Directors, the Vice President shall have no authority to sign for or otherwise bind the Temple.

7.05 Treasurer. The Treasurer of the Temple shall: (a) have charge and custody of and be responsible for all funds and securities of the Temple; (b) receive and give receipts for moneys due and payable to the Temple from any source; (c) deposit all moneys in the name of the Temple in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors; (d) write checks and disburse funds to discharge obligations of the Temple; (e) maintain the financial books and records of the Temple; (f) prepare financial reports at least annually (monthly reporting is recommended); (g) perform other duties as assigned by the Board of Directors; (h) if required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors; (i) maintain the membership records; and (j) perform all of the duties incident to the office of treasurer.

7.06 Secretary. The Secretary of the Temple shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Temple; (d) affix the seal of the Temple to all documents as authorized; (e) keep a register of the mailing address of each member, Director, officer, and employee of the Temple; (f) perform duties as assigned by the Board of Directors; and (g) perform all duties incident to the office of secretary.

7.07 Removal of Officers. All Temple officers may be removed, with or without cause, by a vote of the majority of the members of the Board of Directors.

7.09 Resignation of Officers. Any Officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.10 Vacancies. A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

ARTICLE 8

COMMITTEES

8.01 Establishment. The Board of Directors may, at its discretion, adopt a resolution establishing one or more Committees. Any and all Committees shall conform to rules established by the Board of Directors.

8.02 Delegation of Authority. Each Committee shall consist of two or more persons. If the Board of Directors establishes or delegates any of its authority to a Committee, it shall not relieve the Board of Directors, or Director, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Board of Directors shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees.

No Committee shall have the authority to:

- (a) Amend the Certificate of Formation;
- (b) Adopt a plan of merger or a plan of consolidation with another Temple;
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Temple;
- (d) Authorize the voluntary dissolution of the Temple;
- (e) Revoke proceedings for the voluntary dissolution of the Temple;
- (f) Adopt a plan for the distribution of the assets of the Temple;
- (g) Amend, alter, or repeal the Bylaws;
- (h) Elect, appoint, or remove a member of a Committee or a Director or officer of the Temple;
- (i) Approve any transaction to which the Temple is a party and that involves a potential conflict of interest as defined in Article 9, Section 9.04 below; or
- (j) Take any action outside the scope of authority delegated to it by the Board of Directors or in contravention of the Code.

The Board of Directors may designate various Committees not having or exercising the authority of the Board of Directors. Such Committees shall only function in an advisory capacity to the Board of Directors. The President shall serve as an ex officio member of all Committees. The Board of Directors shall define, by resolution, the scope of activities and the qualifications for membership on all Committees.

8.03 Term of Office. Each member of a Committee shall serve until the next annual meeting of the Temple membership, or until a successor is appointed. However, the term of any Committee member may terminate earlier if the Committee is terminated by the Board of Directors, or if the member dies, ceases to qualify, resigns, or is removed as a member of the Temple. A vacancy on a Committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a Committee shall serve for the unexpired portion of the terminated Committee member's term.

8.04 Chair and Vice-Chair. Unless otherwise expressly stated herein, one member of each Committee shall be designated as the chair, and another member shall be designated as the vice-chair. The chair and vice-chair of each Committee shall be appointed by the President with consultation from the outgoing chairman. The chair shall call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

8.05 Quorum. One half the numbers of members of a Committee shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

8.06 Actions. Committees shall try to take action by consensus. However, the vote of a majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Committee unless the act of a greater number is required by law or the Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Committee.

ARTICLE 9 TRANSACTIONS OF THE TEMPLE

9.01 Contracts and Legal Instruments. The Board of Directors may authorize an individual officer or agent of the Temple to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Temple. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

9.02 Deposits. All funds of the Temple shall be deposited to the credit of the Temple in banks, trust companies, or other depositories that the Board of Directors selects.

9.03 Gifts. The Board of Directors may accept on behalf of the Temple any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Temple including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein.. The Board of Directors may make gifts and give charitable contributions not in excess of Two Thousand Five Hundred Dollars (\$2500) that are not prohibited by these Bylaws, the Certificate of Formation, state

law, or any requirements for maintaining the Temple's federal and state tax status. Should the Board of Directors desire to make a gift or charitable contribution in excess of Two Thousand Five Hundred Dollars (\$2500), the Board of Directors will seek the approval of the membership.

9.04 Potential Conflicts of Interest. The Temple shall not make any loan to a Director or officer of the Temple. A Director, officer, or committee member of the Temple may lend money to and otherwise transact business with the Temple except as otherwise provided by these Bylaws, Certificate of Formation, and all applicable laws. Such a person transacting business with the Temple has the same rights and obligations relating to those matters as other persons transacting business with the Temple. The Temple shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the Temple unless the Director's or officer's financial interest has been fully disclosed to the Board of Directors, and the transaction is described fully in a legally binding instrument, and is in the best interest of the Temple. The Temple shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the Temple without full disclosure of all relevant facts prior to entering into the transaction, or without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction. Directors and officers have a continuing duty to self-report potential conflicts of interest.

9.05 Ownership and Distribution of Property.

(a) The Temple shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

(b) "Dissolution" means the complete disbanding of the Temple so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Temple, its property shall be applied and distributed as follows:

- (1) All liabilities and obligations of the Temple shall be paid and discharged, or adequate provision shall be made therefore;
- (2) Assets held by the Temple upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
- (3) Assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue

Law), and are engaged in activities substantially similar to those of the Corporation; this distribution shall be done pursuant to a plan adopted by the Board of Directors and the approval of the majority of the membership present in person or by proxy at a duly noticed specially called meeting of the membership;

(4) Any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Temple's Statement of Faith and basic form of government.

9.06 Approval of Purchases. The purchases of assets up to Ten Thousand Dollars (\$10,000.00) shall be subject to the prior approval of a majority of the Board of Directors. Purchase of assets greater than Ten Thousand Dollars (\$10,000.00) and less than One Hundred Thousand Dollars (\$100,000.00) shall be subject to the prior approval of the Board of Directors and a simple majority of the members present at a duly called regular or special meeting to consider the purchase of the assets. The purchase of assets valued at One Hundred Thousand Dollars (\$100,000.00) or more shall require the prior approval of a majority of the Board of Directors and a two-third (2/3) majority of the members present at a duly called regular or special meeting to consider the purchase of the assets.

9.07 Whistleblower Policy. The Directors shall establish policies and procedures by which any person with good cause to reasonably suspect that the Corporation, as a corporation and/or by and through its officers, directors, employees, volunteers or agents, has engaged in conduct that is contrary to law may report such conduct to the Directors or their designated committee or representative and not face any form of retaliation for making such a report. The Directors, or their designees, shall immediately and thoroughly investigate such reports and make their findings and recommendations to the Directors.

ARTICLE 10 CONFLICT OF INTEREST POLICY

10.01 Purpose. The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director or officer of the Corporation, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

10.02 Definitions.

(a) Interested Person. Any director, principal officer, or member of

a committee with powers delegated by the Board of Directors, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- 2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

10.03 Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the Board of Directors.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

- 1) An interested person may make a presentation at the Board meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- 2) The President may, if appropriate, appoint a disinterested person or committee to investigate

alternatives to the proposed transaction or arrangement.

3) After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

1) If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

10.04 Records of Proceedings. The minutes of the Board of Directors shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with

the proceedings.

10.05 Compensation.

(a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 11 BOOKS AND RECORDS

11.01 Required Books and Records. The Temple shall keep correct and complete books and records of account.

11.02 Fiscal Year. The fiscal year of the Temple shall begin on the first day of January and end on the last day in December in each year.

11.03 Financial Statements. The Temple shall have each annual financial statement of the Temple prepared by a certified public accounting firm selected by the Board of Directors.

11.04 Financial Reports for Members. Within sixty (60) days following the end of the fiscal year, the Board of Directors shall furnish to each member a complete financial report of receipts and expenditures for the previous twelve (12) months. The report shall show the amounts of expenses by accounts and expense classification.

ARTICLE 12 INDEMNIFICATION

12.01 Indemnification. To the full extent permitted by the Code, as amended from time to time, the Temple shall indemnify any Director, officer, committee member, employee, or agent of the Temple who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Temple.

Reasonable expenses may be advanced by the Temple in defending such actions.

12.02 Determination of Right. A determination of the right to indemnification under the Code shall be made by legal counsel selected by the majority vote of the Board of Directors.

ARTICLE 13 MISCELLANEOUS PROVISIONS

13.01 Amendments to Bylaws. These Bylaws may only be altered; amended, or repealed, and new bylaws may only be adopted by a majority vote of the Board of Directors and the approval of the majority of the membership present in person or by proxy at a duly noticed specially called meeting of the membership.

13.02 Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State of Washington. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

13.03 Seal. The Board of Directors may or may not provide for a corporate seal.

13.04 Power of Attorney. A person may execute any instrument related to the Temple by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Temple to be kept with the Temple records.

13.05 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Temple members, Directors, officers, employees, and agents of the Temple and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

13.06 Alternative Dispute Resolution. All disputes which may arise between any member of the Temple and the Temple itself, or between any member of the Temple and any priest, Director, officer, employee, volunteer, agent, or other member of this Temple, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the American Arbitration Association. Judgment upon an arbitration award may be

entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Temple insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Temple and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Temple, and shall in no way affect the authority of the Temple to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

ARTICLE 14 EMERGENCY POWERS

An "emergency" exists for the purposes of this section if a quorum of the Board of Directors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Directors may: (i) modify lines of succession to accommodate the incapacity of any Board of Directors member, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Directors only needs to be given to those Board of Directors members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more officers of the Temple present at a meeting of the Board of Directors may be deemed Board of Directors members for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Temple and may not be the basis for imposing liability on any Board of Directors Member, officer, employee or agent of the Temple on the ground that the action was not authorized. The Board of Directors may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Directors, which may include provisions necessary for managing the corporation during an emergency including; (i) procedures for calling a meeting of the Board of Directors; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Board of Directors members. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.