

**BY-LAWS OF
AGARWAL SAMAJ OF DMV
A NON-PROFIT AND NON-STOCK CORPORATION**

ARTICLE I – NAME

The name of the Corporation is AGARWAL SAMAJ OF DMV (“Corporation” and/or Samaj”) and this document shall be identified as the governing By-laws of the Corporation (“By-laws”).

ARTICLE II – PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 12839 Williams Meadow Ct, Herndon, VA 20171.

ARTICLE III – PURPOSE

Section 1 - Organization. The Corporation is organized and shall be operated exclusively to engage in any lawful activity for which nonprofit, non-stock corporations may be organized under the laws of the Commonwealth of Virginia including harnessing the collective wisdom and support of the Agarwal Community for charitable, religious, educational, social and cultural purposes and distributions to organizations that qualify as exempt organizations described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding section of any future federal tax code.

Section 2 - Activities. Without limiting the generality of the foregoing Section 1, the Corporation shall be a nonprofit corporation raising funds for the purpose of supporting charitable, educational, and cultural initiatives of Agarwal Community.

Section 3 - Non-Inurement. No portion of any net proceeds arising from the operations of the corporation shall inure to the benefit of any member, Officer, or Director of the corporation.

Section 4 - Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, physical handicap or disability, or any other basis prohibited by law.

Section 5 - Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry-on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these By-laws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

ARTICLE IV – IRS 501 (c)(3) COMPLIANCE

Consistent with its 501(c)(3) status, the Corporation shall have no stockholders. In the event of dissolution, after payment of all corporation debts, the Directors of the Corporation shall, subject to a vote and approval by a majority of the members, transfer all remaining corporate assets to another 501(c)(3) entity, or to the Commonwealth of Virginia, or to a local government.

ARTICLE V – MEMBERS

Section 1 - Qualifications. All persons who belong to the Agrawal community and believe in and are interested in Agrawal cultural heritage, legacy and traditions are welcome to become members. Additionally, an individual may also qualify for membership if their spouse belongs to Agrawal Gotras. Unmarried children of age 21 or younger will be members of the Samaj through family-oriented membership.

Section 2 - Member Classes. The Corporation will have three classes of paid members and open to all who subscribe to the Corporation's mission. Membership is defined as family. Each family is entitled for one nomination and one vote in the Election of Directors.

- a. Trustee or Founder Class: There are ten (10) families who are also the lifetime members of the Corporation:
 1. Agarwal, Leena & Prem
 2. Goel, Anita & Subhash
 3. Gupta, Adarsh & Suresh
 4. Gupta, Archana & Ajay
 5. Gupta, Gita & Sant
 6. Gupta, Santosh & Amar Nath
 7. Gupta, Versha & Atul
 8. Jain, Priti & Atul
 9. Mittal, Savita & Puran
 10. Parkash, Anjula & Anand
- b. Lifetime Class: Members may join by paying one-time dues set for this class.
- c. Annual Class: Members may join by paying annual dues set for this class for one calendar year.

Section 3 - Annual Membership Meeting. The Corporation shall conduct an annual Membership Meeting to be held on or around the 15th day of the month of November. The purposes of the Membership Meeting shall be limited to the President's presentation of a report on the status of the Corporation, election of Directors (every two years), and discussion of future Corporation activities. The members may also use these Membership Meetings to make recommendations to the Board of Directors on any other matter pertaining to the operation of the Corporation.

Section 4 - Biennial Election of Directors. Biennial (every two years), the Board of Directors shall present a ballot listing all candidates for Directors at the biennial Membership Meeting for election or re-election. Any member in good standing may nominate another member in good standing for election as a director. Members shall have one vote for each position to be filled. The candidates receiving the greatest number of votes shall be elected to fill the position(s). Proxy voting shall not be allowed for the election of Directors.

Section 5 - Special Membership Meetings. The President in his or her discretion or as directed by the Board of Directors, or the Secretary upon receipt of a written request from at least three members, shall call a Special Membership Meeting.

Section 6 - Notice. The Secretary of the Corporation shall cause to be issued written or electronic notice to all current members at least seven calendar (7) days in advance of any membership meeting. The notice shall indicate the date, time, place, and purpose of the meeting including the text of any Resolution proposed by the Board of Directors. Notices for the biennial Membership Meeting shall state the number of Director Positions to be filled and the Board's recommended candidates.

Section 7 - Absentee Voting. Members may vote by written absentee ballot given to another Member. A valid absentee ballot must state the meeting and proposition for which it is given, i.e., voting for the biennial election of Directors. The absentee ballot must state how it is to be voted. Absentee ballots shall otherwise comply with Virginia law, these By-laws and any other requirements adopted by the Board of Directors. To be counted, the absentee ballot must be received, authenticated, and approved by the Board of Directors prior to any vote taken at the meeting for which it has been given. Voting by proxies shall not be permitted.

Section 8 - Property Rights, Interest and Liability. No Member shall have any right or interest in any of the property or assets of the Corporation. No Member shall be personally liable for the debts, liabilities, or obligations of the corporation. No Member may transfer for value or otherwise a membership or any right arising there from; and all rights of any Member shall cease upon the Member's death.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - Powers of the Board. The Board of Directors shall exercise all corporate powers and manage the business and affairs of the Corporation, as provided by law, the Corporation's Articles of Incorporation, or these By-laws (referred to as the "**Board of Directors**" or the "**Board**"). These powers shall specifically include, but not be limited to, the following: 1.) Setting Corporation policy; 2.) Authorizing contracts; 3.) binding or obligating the Corporation; 4.) Expending corporate funds more than an amount to be set by Resolution; 5.) Hiring and firing management level employees; 6.) Setting compensation for Officers and other personnel of the Corporation; 7.) Merging with or acquiring another entity; 8.) Purchasing or selling real property; 9.) Borrowing funds and incurring debt or obligation; and 9.) Applying for bankruptcy protection; and 10.) Dissolving the Corporation pursuant to applicable law and the terms provided herein.

Section 2 - Character of the Board. The Board of Directors shall be broadly representative of the community to be served by the effectuation of the Corporation's mission and purposes. Directors shall be individuals who are committed to supporting and advancing the mission and purposes of the Corporation.

Section 3 - Number of Directors. The Board of Directors of the Corporation shall consist of no less than five (5) and no more than seven (7) individual Directors (each individually referred to as a “**Director**”). The number of Directors may be increased or decreased from time to time by the Board of Directors but shall in no event be less than five (5) and shall always be odd number of Directors. No decrease shall have the effect of shortening the term of any incumbent Director.

Section 4 - Election. A biennial (every two years) general body meeting to summarize progress and to elect a new board. Voting will be limited to the members of the Corporation as defined in Members Section.

Section 5 - Term of Office. Each Director shall serve a term of two (2) years.

Section 6 - Resignation. Any Director may resign at any time by giving written notice to the President, or the Secretary of the Corporation. A resignation shall be effective when the notice is received, unless the notice specifies a future date, in which case the future date shall be the effective date of resignation. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.

Section 7 - Vacancies. Any Board of Directors vacancy may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of her or 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 for a term of office continuing only until the next election of Directors by the Board.

Section 8 - Meeting. The Board of Directors shall meet biennial following the general body meeting of the Corporation Members at a time and place determined by the Board of Directors. The Board of Directors shall elect from its number a President and Corporation Officers at the biennial meeting of the Board of Directors.

Section 9 - Regular Meetings. The Board of Directors shall by resolution set the time and place for the holding of regular meetings at-least once in every 3 months.

Section 10 - Special Meetings. The President or the Secretary, upon receipt of a written request from any two (2) Directors shall call a Special Meeting of the Board of Directors.

Section 11 - Notice of Special Meetings. Notice of Special Meetings of the Board of Directors shall be delivered to Board Members by U. S. Mail, fax, email, or other acceptable communication channels at least five calendar (5) days before the date of the Meeting. The Notice shall state the specific purpose(s) of the meeting.

Section 12 - Waiver of Notice. A Director may waive any notice requirement by signing a written waiver of the notice and delivering it to the Secretary of the Corporation for filing with the minutes or the corporate records. Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except when a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not thereafter vote for or assent to action taken at the meeting.

Section 13 - Quorum. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Directors are present, a majority of those present may adjourn the meeting to another time.

Section 14 - Voting. A majority of the votes of the Directors who are present in person at a meeting at which a quorum is present shall be necessary for the adoption of any resolution voted upon by the Board of Directors, unless the vote of a larger number is required by law, the Articles of Incorporation, or these By-laws.

Section 15 - Action In Lieu of Meeting. Pursuant to section 13.1-865 of the Virginia Non-Stock Corporation Act, any action that may be taken at a meeting of the Directors, may be taken without a meeting, if written consents to the procedure delivered by letter, fax, or electronically setting forth the action so taken, signed by all of the Directors then holding office. These written consents shall be included in the minutes of the Proceedings of the Board of Directors and filed with the corporate records. Written consents to the procedure of taking action in lieu of meeting may include a vote against the action itself.

Section 16 - Participation by Means of Communication Equipment. A member of the Board of Directors may participate in a meeting by conference telephone or similar communication equipment if all Directors may hear and speak to each other. Participating in a meeting by such means constitutes presence in person at the meeting for purposes of determining a quorum and voting.

Section 17 - Approval and Distribution of Minutes. The Secretary of the Corporation shall prepare the minutes of each Board of Directors Meeting and deliver them to the Directors within five days after each meeting. The Board of Directors shall approve the Minutes of the prior meeting as amended. The Secretary shall distribute Board of Director Meeting Minutes to Members or third parties after approval by all Directors at the meeting.

Section 18 - Title and Management of Property. All Corporation property, funds, and assets shall be taken, held, managed, and expended in such a manner, as directed by the Board of Directors. Title to all property, funds, and assets shall be held in the name of the Corporation.

Section 19 - Initial Board of Directors. The signatories to these By-Laws shall make up the Initial Board of Directors (**"Initial Board of Directors"**). The Corporation shall hold a special meeting, which shall take place no later than three (3) months from the date these By-laws are adopted, during which time a majority of the members shall vote to retain or replace the Initial Board of Directors in accordance with terms specified herein in these By-laws.

ARTICLE VII – OFFICERS

Section 1 - Officers. The elected Officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer (individually referred to as an **"Officer"** or collectively as the **"Officers"**). The Board of Directors may also elect such other Officers as, in its judgment, are necessary to conduct the affairs of the Corporation. The same person may hold more than one office, except that the same person may not be both President and Secretary. The Board of Directors may also elect such other Officers as, in

its judgment, are necessary to conduct the affairs of the Corporation. Such Officers shall serve for such period as the Board may designate but in no event shall such term exceed a period of two (2) years.

Section 2 - Duties of President. The President shall be the chief executive Officer of the Corporation. The President shall preside at all meetings of the Board of Directors. The President shall determine the agenda of all meetings of the Board of Directors and/or Members. The President shall present a report at the biennial meetings of the Board Directors and/or Members and perform such other duties as are inherent in the office or as specifically authorized by the Board of Directors. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

Section 3 - Duties of the Vice President. The Vice President shall act in place of the President in the event of the President's absence or incapacitation, as determined by the Board of Directors and shall exercise such other duties as may be delegated to the office by the Board.

Section 4 - Duties of Secretary. The Secretary shall:

- (a) Certify and keep the original or a copy of the Articles of Incorporation and these By-laws, as amended, to date in the office of legal counsel to be announced at biennial meetings and listed on the corporate website;
- (b) Keep or cause to be kept at such place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors, and any committees having any of the authority of the Board of Directors, recording therein the time and place of holding, whether biennial, regular, or special, how notice of the meeting was given, the names of those present at the meetings, and the Proceedings thereof;
- (c) Serve as the custodian of the records of the Corporation and see that all documents of the Corporation, the execution of which on behalf of the Corporation is authorized by law or by these By-laws, are properly and duly executed;
- (d) Upon reasonable request exhibit to a Director, or proper designee, upon request, the By-laws, and the minutes of the Proceedings of the Board of Directors and the committees of the Corporation;
- (e) Perform any and all other duties incident to the office of Secretary and other duties as may be prescribed by law, the Articles of Incorporation, these By-laws, and/or the Board of Directors; and
- (f) Certify the accuracy of the Board of Directors Meeting minutes and resolutions and other corporate documents as required.

Section 5 - Duties of Treasurer. The Treasurer shall:

- (a) Certify to the Board of Directors the accuracy of all financial documents and information presented;
- (b) Keep, or cause to be kept, adequate and correct accounts of all the properties and financial transactions of the Corporation;
- (c) Deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of the Corporation, with such depositories as may be designated by the Board of Directors; monies shall only be deposited in institutions insured by FDIC;
- (d) Cause all the funds of the Corporation to be disbursed as ordered by the Board of Directors;
- (e) Render to the Board of Directors, upon request, an accounting of all financial transactions of the Corporation and a statement of the financial condition of the Corporation, and, after consultation with the Corporation, cause an annual audit of the Corporation's financial affairs to be conducted;
- (f) Cause all required tax returns to be timely filed; and
- (g) Perform any and all other duties incident to the office of Treasurer and other duties as may be prescribed by law, the Articles of Incorporation, these By-laws, or the Board of Directors.

Section 6 - Election of Officers. The Board of Directors shall elect or re-elect the Officers of the Corporation at the biennial Meeting of the Board of Directors.

Section 7 - Term of Office. Officers shall serve for a term in office from the date of election until the date of the next biennial Meeting of the Board of Directors and the election of new Officers. An Officer may be re-elected to serve more than one term and serve in any office. In the absence of an election, each Officer shall hold his or her office until his or her successor shall be elected and qualified, unless he or she shall sooner resign, is removed, or otherwise becomes disqualified to serve.

Section 8 - Resignation, Removal, and Disqualification. Any Officer may resign at any time by giving written notice of his or her resignation to the Board of Directors of the Corporation. Any resignation shall take effect upon receipt of the notice or upon a later time specified in the notice. Officers serve at the pleasure of the Board of Directors and may be removed with or without cause by a majority vote at a properly noticed meeting. Officers have no contractual rights to their position, compensation, or benefits. Such removal shall be without prejudice to the contract rights, if any, of the persons so removed. Vacancies among the Officers shall be filled by the Board of Directors at a Regular or Special Meeting.

Section 9 - Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time-to-time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

ARTICLE VIII – COMMITTEES

Section 1 - Committees. The Board of Directors may by resolution create one or more committees.

Section 2 - Committee Governance. Officers shall appoint Directors to serve on a committee and select the committee chair. Officers may appoint one or more Corporation Members or other interested persons to serve on a committee. Committee Members shall not vote or have the power to bind or obligate the Corporation. The provisions of these By-laws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well. The President shall cause the Corporation to provide sufficient support for each committee to enable it to discharge its duties.

A committee may not:

- (a) approve or take any action that requires Board of Directors action by Resolution;
- (b) fill committee vacancies;
- (c) amend the Articles of Incorporation or By-laws; or
- (d) Ratify a contract binding or obligating the Corporation without
 - (i) prior issuance of a Board of Directors Resolution authorizing the contract or obligation, defining the terms and limits the authorization, and
 - (ii) prior written approval of the President.

Section 3 - Minutes. The chair of all committees shall send a copy of the minutes of all committee meetings to the Secretary of the Corporation within five days of each committee meeting.

ARTICLE IX - CONTRACTS, CHECKS, AND DEPOSITS

Section 1 - Contracts. The Board of Directors may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. With the exception of authorizing an Officer the authority to pay the Corporation's monthly bills, any such Resolution shall authorize a specific action and shall not grant any continuing or blanket authority.

Section 2 - Checks, Drafts, and Notes. All financial instruments, including, but not limited to, checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or agent of the Corporation in the manner determined by Resolution of the Board of Directors. In the absence of an applicable Resolution any such instrument shall be signed by the President.

Section 3 - Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in those banks, trust companies, or other depositories authorized by Board of Directors Resolution and FDIC insured.

ARTICLE X – BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the Proceedings of the Board of Directors and all committees, and a record of the names and addresses of the Directors at the office of legal counsel.

ARTICLE XI – INDEMNIFICATION AND INSURANCE

Section 1 - Definitions. For purposes of this Article:

- (a) The terms “Director or Officer” shall include a person who, while serving as a Director or Officer of the Corporation, is or was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan. A Director or Officer shall be considered to be serving an employee benefit plan at the request of the Corporation if his or her duties to the Corporation also impose duties on or otherwise involve services by him or her to the plan or to participants in or beneficiaries of the plan. The term “Director or Officer” shall also include the estate or personal representative of a Director or Officer unless the context otherwise requires.
- (b) The term “Proceeding” shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.
- (c) The term “Party” includes an individual who is, was, or is threatened to be made a named defendant or respondent in a Proceeding.
- (d) The term “Liability” shall mean any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with respect to a Proceeding.
- (e) When used with respect to a Director, the phrase “Official Capacity” shall mean the office of Director in the Corporation, and, when used with respect to a person other than a Director, shall mean the office in the Corporation held by the Officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation, but in neither case shall include service for any foreign or domestic corporation or for any partnership, joint venture, trust, employee benefit plan, or other enterprise.

Section 2 - General Provisions. The Corporation shall indemnify any person who is or was a Party or is threatened to be made a Party to any Proceeding by reason of the fact that such person is or was a Director or Officer of the Corporation, against expenses (including attorneys' fees), Liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such Proceeding if such person [a] conducted himself in good faith, [b] reasonably believed, in the case of conduct in his or her Official Capacity with the Corporation, that his or her conduct was in the best interests of the Corporation, and, in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation, and [c] with respect to any criminal Proceeding, had no reasonable cause to believe that his or her conduct was unlawful. However, no person shall be entitled to indemnification under this Section 2 either [a] in connection with a Proceeding brought by or in the right of the Corporation in which the Director or Officer was adjudged liable to the Corporation or [b] in connection with any other Proceeding charging improper personal benefit to the Director or Officer, whether or not involving action in his or her Official Capacity, in which he or she is ultimately adjudged liable on the basis that he or she improperly received personal benefit. Indemnification under this Section 2 in connection with a Proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the Proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or otherwise failed to meet the standard of conduct set forth in this Section 2.

Section 3 - Successful Defense on the Merits; Expenses. To the extent that a Director or Officer of the Corporation has been wholly successful on the merits in defense of any Proceeding to which he or she was a Party, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with such Proceeding.

Section 4 - Determination of Right to Indemnification. Any indemnification under Section 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in each specific case upon a determination that indemnification of the Director or Officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in such Section 2. Such determination shall be made [a] by the Board of Directors by a majority vote of a quorum of disinterested Directors who at the time of the vote are not, were not, and are not threatened to be made parties to the Proceeding, or [b] if such a quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board of Directors designated the board, which committee shall consist of two or more Directors who are not parties to the Proceeding (Directors who are parties to the Proceeding may participate in the designation of Directors to serve on such committee), or [c] if such a quorum of the Board of Directors cannot be obtained or such a committee cannot be established, or even if such a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures, or [d] by the members. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Section 5 - Advance Payment of Expenses; Undertaking to Repay. The Corporation shall pay for or reimburse the reasonable expenses (including attorneys' fees) incurred by a Director or Officer who is a Party to Proceeding in advance of the final disposition of the Proceeding if [a] the Director or Officer furnishes the Corporation a written affirmation of his or her good faith belief that he or she conducted himself in good faith, [b] the Director or Officer furnishes the Corporation with a written undertaking, executed personally or on his or her behalf, to repay the advance if it is determined that he or she did not conduct himself in good faith, which undertaking shall be an unlimited general obligation of the Director or Officer but which need not be secured and which may be accepted without reference to financial ability to make repayment, and [c] a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Section 6 - Reports to Members. In the event that the Corporation indemnifies, or advances the expenses of, a Director or Officer in accordance with this Article in connection with a Proceeding by or on behalf of the Corporation, a report of that fact shall be made in writing to the members with or before the delivery of the notice of the next meeting of the members.

Section 7 - Other Employees and Agents. The Corporation shall indemnify such other employees and agents of the Corporation to the same extent and in the same manner as is provided above in Section 2 with respect to Directors and Officers, by adopting a resolution by a majority of the members of the Board of Directors specifically identifying by name or by position the employees or agents entitled to indemnification.

Section 8 - Insurance. The Board of Directors may exercise the Corporation's power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, Proceeding, or lawsuit) on behalf of any person who is or was a Director or Officer of the Corporation against any Liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such Liability under the provisions of this Article.

Section 9 - Non-exclusivity of Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any bylaw, agreement, resolution of disinterested Directors, or otherwise, both as to action in such person's Official Capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or Officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

ARTICLE XII - CONFLICTS OF INTEREST

Section 1 - Loans. The Corporation shall not make loans to its Directors or Officers.

Section 2 - Voting. A Director, Officer or other disqualified person as defined by IRS Code Section 4958, as subsequently amended, or replaced, shall make full disclosure, and may not advocate, or vote on any matter in which they or a business association, family member, or other disqualified person has any personal or economic interest. Approval of such matters shall require majority vote of the disinterested Directors.

Section 3 - Written Statement of Policy. The Corporation shall adopt and abide by a conflicts of interest policy to protect the Corporation's interest and consistent with its IRS tax exemption. The conflicts of interest policy supplements but does not replace or mitigate any applicable state and federal law.

ARTICLE XIII – AMENDMENTS

Section 1 - Adoption of Amendments. The Board of Directors may by Resolution and majority vote at a properly noticed meeting amend these By-laws or adopt new By-laws to replace them. The power to alter, amend, or repeal the By-laws of the Corporation, or to adopt new By-laws, is vested in the Board of Directors. The notice for meetings called to amend the By-laws shall contain the proposed amendments or replacement and explain the reasons for the proposal. The notice shall be issued no less than ten days prior to the meeting.

Section 2 - Record of Amendments. The Corporation shall maintain a record of the original By-laws and all amendments and replacements including a copy of the authorizing Resolution.

ARTICLE IX - Construction

Section 1 - Construction. In the event of any conflict between the Certificate of Incorporation of the Corporation and these By-laws, these By-laws shall control.

THESE BY-LAWS ARE ADOPTED IN ACCORDANCE WITH ON March 14th, 2022.

THESE BY-LAWS WERE AMENDED and APPROVED BY GENERAL BOFY MEETING ON November 6th, 2022.