

JAIN CENTER OF GREATER CHARLOTTE

BY-LAWS

[AS LAST AMENDED ON NOV.4, 2006]

BYLAWS OF JAIN CENTER OF GREATER CHARLOTTE

ARTICLE I
Purpose

Jain Center of Greater Charlotte is also interchangeably referred to as Jain Center or JCGC throughout these Bylaws.

The Jain Center does not contemplate pecuniary gain or profit and shall be operated exclusively for religious, and charitable purposes, and the specific purposes for which the Corporation is organized are:

- A. To promote and seek a better understanding of Jain religious doctrines and beliefs.
- B. To provide academic, cultural, and intellectual interchanges between Jain communities in North Carolina and elsewhere.
- C. To celebrate auspicious Jain events and festivals.
- D. To arrange talks, seminars, and symposia on cultural, religious, and social aspects of life.
- E. To acquire and make available literature relating to Jainism and other religions.
- F. To arrange for facilities for carrying out the various activities enumerated above.
- G. To receive property by gift, devise or bequest and otherwise; to acquire and hold all property, real and personal, from other sources to be used for the furtherance of the purposes set forth above.
- H. In order to prosecute the objects and purposes above set forth, the Corporation shall have full power and authority to perform every act necessary or proper for the accomplishment thereof.

ARTICLE II
OFFICES

Section 1. Principal office: The principal office of JCGC shall be located at _____, North Carolina _____

Section 2. Registered Office: The registered office of JCGC shall be located at _____, North Carolina _____., and the registered at such address shall be _____

Section 3. Other Offices: The Jain Center may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the Jain Center may require.

ARTICLE III
Membership

The Jain Center shall have members. Any person of at least eighteen (18) years of age who subscribes to the objectives of the Jain Center may become a Member. Annual membership subscription shall be \$51.00 per family residing at one address. The membership will expire on December 31 of each year, if not renewed.

ARTICLE IV
Members

MEMBERS MEETING:

Section 1. Place of Meeting: All meetings of Members shall be held at the principal office of JCGC, or at such other place either within or without the State of North Carolina, as shall be designated in the notice of the meeting or agreed upon by a majority of the shares entitled to be voted at the meeting.

Section 2. Annual Meeting: The annual meeting of the Membership of the Jain Center, for the purpose of electing directors and transacting such other business as may be properly brought before the meeting, shall be held in January of each year on any day (except Saturday, Sunday or a legal holiday) in that month as determined by the Board of Directors.

Section 3. Substitute Annual Meeting: If the annual meeting shall not be held at the time designated by these bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this Article IV. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 4. Special Meetings: Special meetings of the Members may be called at any time by the President, Vice President, Chairman of the Board of Directors or Board of Directors of JCGC, or by any Member, pursuant to the written request of not less than one-tenth of all Members entitled to be voted at the meeting.

Section 5. Notice of Meetings: Written or printed notice stating the time and place of the meeting shall be delivered not less than ten days nor more than sixty days before the date thereof, either by personal delivery, or by telegraph, teletype, or other form of wire or wireless communication, or by facsimile transmission or by mail or private carrier, by or at the direction of the Board of Directors, the President, the Secretary, or other person calling the meeting, to each Member of record entitled to vote at such meeting; provided that such notice must be given to all Members with respect to any meeting at which a merger or dissolution is to be considered and in such other instances as required by law. If sent by overnight courier or mailed, such notice shall be deemed to be effective when deposited with the overnight courier or in the United States mail (as the case may be), correctly addressed to the Member at the Member's address as it appears on the current record of the Members of the Jain Center, with delivery charges or postage thereon prepaid.

In the case of an annual or substitute annual meeting, the notice of the meeting need not specifically state the purpose or purposes for which the meeting is called, unless such a description is required by the provisions of the North Carolina Non-Profit Corporation Act. In the case of a special meeting, the notice of the meeting shall specifically state the purpose or purposes for which the meeting is called.

Meetings of the membership may be adjourned to a date not more than 120 days after the date of the original meeting. When a meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment.

Section 6. Waiver of Notice: Any Member may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the Member, and delivered to JCGC for inclusion in the minutes or filing with the corporate records. A Member's attendance, in person or by proxy, at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the Member or the Member's proxy at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member or the Member's proxy objects to considering the matter before it is voted upon.

Section 7. Members' Lists: The record date for determining members entitled to notice of members' meeting and also entitled to vote at such meeting shall be that of the last day of the preceding quarter. Before each meeting of the Membership, the Secretary of JCGC shall prepare an alphabetical list of the Members entitled to notice of such meeting. The list shall show the address of each Member. The list shall be kept on file at the principal office of JCGC, or at a place identified in the meeting notice in the city where the meeting will be held for the period beginning two business days after notice of the meeting is given and continuing through the meeting, and shall be available for inspection by any Member, or that Member's agent at any time during regular business hours. The list shall also be available at the meeting and shall be subject to inspection by any Member, or the Member's agent at any time during the meeting or any adjournment thereof.

Section 8. Quorum: A majority of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at meetings of Members. If there is no quorum at a meeting of Members, such meeting may be adjourned from time to time by the vote of a majority of the Members voting on the motion to adjourn; and at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

The Members at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 9. Proxies: Members may vote either in person or by one or more proxies authorized by a written appointment of proxy signed by the Member or by the Member's duly authorized attorney in fact. An appointment of proxy is valid for eleven months from the date of its execution, unless a different period is expressly provided in the appointment form.

Section 10. Voting: Each Member entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of Members.

The vote of a majority of the shares of the voting group on any matter at a meeting of the Members, at which a quorum is present shall be the act of the Members on that matter, unless the vote of a greater number is required by law or by the articles of incorporation or BYLAWS of JCGC.

Voting on all matters, except the election of directors, shall be by voice vote or by a show of hands, unless one-tenth of the Members present or represented at the meeting shall, prior to the voting on any matter, demand a ballot vote on that particular matter. The election of directors shall be by ballot.

Section 11. Action by Members Without Meeting: Any action which may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of JCGC to be kept in the corporate minute book, whether done before or after the action so taken.

ARTICLE V Governing Board

Section 1. Government of Jain Center : The Board of Directors is vested with the management of the affairs of the Jain Center and shall have and exercise all powers of the Board of Directors of a non-profit corporation under Chapter 55A of the North Carolina General Statutes, entitled "Non-profit Corporation Act."

Section 2. Number, Term, and Qualifications: There shall be no less than three (3) nor more than nine (9) board members as may be fixed or changed from time to time by the Board of Directors. The initial number of board members shall be three (3), and may be changed from time to time by a majority vote of the Board of Directors.

The term of office of a Director shall be three (3) years in duration, except that the term of the three (3) initial directors will end at the annual meeting of members after the fiscal year 2009 of JCGC, and the term of any additional directors appointed in the interim period will end at the annual meeting of members after the fiscal year 2008 of JCGC, irrespective of the appointment date of these additional directors. The retiring directors may seek re-election at the corresponding annual meetings of members, subject to required qualifications.

Membership on the Board of Directors may be terminated by death, resignation, a majority vote of the Directors, or disqualification, or as otherwise provided in these Bylaws.

Section 3. Election: The Members of the Board of Directors shall be elected and appointed by the Members at the Annual Meeting. No more than one person of a family shall be elected to the Board of Directors.

Section 4. Vacancies: Any vacancy occurring in the Board shall be filled by the majority vote of the remaining Directors. The term of any Director appointed to fill a vacancy shall be a full term, as defined in Section 2 above. No person may be appointed as a Director if a Member of his family is already a Member of the Board of Directors.

Section 5. Chairman of Board: There may be Chairman of the Board of Directors elected by the directors from their Members at any meeting of the Board. The Chairman shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

ARTICLE VI

Meeting of the Directors

Section 1. Regular Meetings: Regular meetings of the Board of Directors shall be held each quarter in January, April, July, and October. The regular meeting in January shall be known as the Annual Meeting and shall be held immediately after, and at the same place as, the annual or substitute annual meeting of Members.

In addition, the Board of Directors may provide by resolution the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings.

Section 2. Quorum Vote Required: A majority of the duly elected or appointed and qualified Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A majority of the directors present at any meeting, whether or not a quorum is present, may adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum shall attend.

Section 3. Special Meetings: Special meetings of the Board of Directors may be held at the call of the President, the Chairman, if any, or by one (1) Member of the Board after notifying the President in writing. No business may be transacted except as is set forth in the call for the meeting.

Section 4. Notice of Meetings: Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least five (5) days

before the meeting, give notice thereof by usual means of communication.

Section 5. Minutes and Attendance: Minutes shall be kept of each meeting of the Directors and an attendance record shall be maintained. Directors are expected to attend the regularly scheduled quarterly meetings of the Board of Directors. The failure of a Director to attend three (3) consecutive regularly scheduled meetings without acceptable excuse shall be grounds for removal of the Director by the Board of Directors.

Section 6. Informal Action: Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth and authorizing the action so taken, shall be signed by a majority of the Board of Directors and filed with the minutes of the proceedings of said Board, whether done before or after the action is taken.

Section 7. Compensation: The Board of Directors may compensate directors for their services as such and may provide for the payment of all expenses incurred by directors in attending regular and special meetings of the Board.

Section 8. Presumption of Assent: A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (a) that director objects at the beginning of the meeting, or promptly upon arrival, to holding it or to transacting business at the meeting, or (b) that director's dissent or abstention from the action taken is entered in the minutes of the meeting, or (c) that director files written notice of dissent or abstention with the presiding officer of the meeting before its adjournment or with the corporation immediately after the adjournment of the meeting. Such right of dissent or abstention is not available to a director who votes in favor of the action taken.

ARTICLE VII Committees and Duties

Committees may be appointed by the Board of Directors, for such special tasks as circumstances warrant. A special committee shall limit its activity to the accomplishment of the task for which it is appointed, and shall have only such power to act as is specifically conferred by action of the Board of Directors. Committee members do not need to be Board members.

ARTICLE VIII Officers of the Jain Center

Section 1. Number: The Jain Center shall have a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, except the offices of President and

Secretary. However, no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law, by the Articles of Incorporation, or the bylaws to be executed, acknowledged, or verified by two or more officers.

Section 2. Election and Term: The officers of the Jain Center shall be elected by the Board of Directors. Such elections may be held at any regular or special meeting of the Board. Each officer shall hold office until his death, resignation, retirement, removal, disqualification, or until that officer's successor is elected and qualified, unless otherwise specified by the Board of Directors. The Board of Directors may fill any vacancy in any office occurring for whatever reason.

Section 3. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the Board with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Compensation: The Board of Directors may compensate officers for their services as such and may provide for the payment of expenses incurred by them in furtherance of the business of JCGC.

Section 5. President: The President shall be the chief executive officer of the Jain Center. Subject to the direction and control of the Board of Directors he shall have general charge and authority over the business of JCGC. The President shall make reports of the business of JCGC for the preceding fiscal year to the Members at each annual meeting. He shall sign with any other proper officer any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of JCGC, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent. In general, the President he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Presidents: The Vice President, shall perform the duties of the President in the President's absence or during the President's disability to act. The Vice Presidents shall have such other duties and powers as may be assigned to or vested in him by the Board of Directors, or the President.

Section 7. Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors; record the names of all members present at each meeting; prepare such reports or documents as may be requested by the Board of Directors, and act as custodian of the records and reports of the Directors and the Jain Center and shall keep accurate records of the acts and proceedings of all meetings of the Members. The Secretary shall give all notices required by law and by these bylaws. The Secretary shall have general charge of the corporate books and records of the Jain Center and of the corporate seal. The Secretary shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall keep at the registered or principal office of JCGC the record of Members showing the name and address of each Member and the number and class of the shares held by each. The Secretary shall sign such instruments as may require the Secretary's signature and, in general, shall perform all

duties incident to the office of Secretary and such duties as may be prescribed from time to time by the President, the Executive Committee, or the Board of Directors.

Section 8. Treasurer: The Treasurer shall: (a) have custody of all funds and securities belonging to JCGC and shall receive, deposit, or disburse the same under the direction of the Board of Directors. He shall be responsible for collecting annual membership dues and for maintaining an up to date roster of the Members of JCGC. He shall keep full and accurate accounts of the finances of JCGC and he shall cause to be prepared a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations for each fiscal year, all in reasonable detail to be made and filed within four (4) months after the end of such fiscal year and he shall secure an annual audit by a certified public accountant when so directed by the Board. The statement so filed shall be kept available for inspection for a period often years; and the Treasurer shall mail or deliver a copy of the latest such statement to any Member upon written request there from. The Treasurer shall, in general, perform all duties incident to his office and such other duties as may be assigned to him from time to time by the President or the Board of Directors.

Section 9. Assistant Secretaries and Treasurers: Assistant Secretaries and Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer respectively, perform the duties and exercise the powers of those offices, and they shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer respectively, or by the President or the Board of Directors.

Section 10. Bonds: The Board of Directors may by resolution require any or all officers, agents, and employees of the Jain Center to give bond to the Jain Center, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

Section 11. Resignation. An officer may resign at any time by communicating the resignation to the Jain Center, orally or in writing. A resignation is effective when communicated unless it specifies in writing a later effective date. If a resignation is made effective at later date that is accepted by the Jain Center, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. An officer's resignation does not affect the Jain Center's contract rights, if any, with the officer.

ARTICLE IX Fiscal Year

The fiscal year of the Jain Center shall be as determined by the Board of Directors.

ARTICLE X
Seal

The corporate seal of the Jain Center shall consist of two concentric circles between which is the name of the Jain Center and in the center of which is inscribed "Seal"; and such seal, as impressed on the margin hereof, if hereby adopted as the corporate seal of the Jain Center. The Jain Center shall use the seal to authenticate contracts and legal papers.

ARTICLE XI
INDEMNIFICATION

Any person who at any time serves or has served as a director of JCGC, or who, while serving as a director of JCGC, serves or has served, at the request of JCGC, as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by JCGC to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees incurred in connection with any threatened, pending, or completed civil, criminal, administrative, investigative, or arbitrative action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of JCGC, seeking to hold that person liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by that person in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which that person may have become liable in any such action, suit or proceeding.

The Board of Directors of JCGC shall take all such action as may be necessary and appropriate to authorize the Jain Center to pay the indemnification required by this bylaw, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation. To the extent needed, the Board shall give notice to, and obtain approval by, the Members of the Jain Center for any decision to indemnify.

Any person who at any time after the adoption of this bylaw serves or has served in the aforesaid capacity for or on behalf of JCGC shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

ARTICLE XII
Amendments

These Bylaws may be amended by a majority vote of the Board of Directors at a meeting held for that purpose, notice of which has been given or mailed to each member of the Board of Directors at least five (5) days in advance of the meeting.

ARTICLE XIII
Conduct of Business

The order and conduct of business at all meetings of the Board of Directors shall be governed by Robert's Rules of Order, as revised from time to time, except as provided otherwise in these Bylaws.

This is to certify that the foregoing is a true and accurate copy of the Bylaws of Jain Center of Greater Charlotte, as approved and adopted by the said Jain Center and last amended on the 4th day of November 2006.

DATED: _____

JAIN CENTER OF GREATER CHARLOTTE

By: _____