

## **BYLAWS OF SATSANG AMERICA, INC.**

### **ARTICLE I NAME**

#### **1.01 Name**

The name of this corporation shall be Satsang America, Inc. The business of the corporation will be conducted as Satsang America or Satsang America, Inc.

### **ARTICLE II PURPOSE**

#### **2.01 Purpose**

Satsang America is a non-profit corporation and shall operate exclusively for religious purposes within the guideline of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Satsang America's purpose is to promote Dharma, which upholds the existence and growth, to every individual irrespective of age, gender, race, religion, national origin or any other factors that may discriminate in any way. To achieve this purpose, Satsang America, Inc. wants to:

- a) Encourage individuals to embrace the spiritual precepts, examples, and loving guidance of Sree Sree Thakur Anukulchandra (Sree Sree Thakur) in order to achieve the fulfillment of human life in all its phases according to the characteristic trends and traits (through heredity and acquisition) of each individual.
- b) Inculcate the Ideal to the environment through active love and services to support being and becoming both individually and collectively as prescribed by Sree Sree Thakur.
- c) Propagate Sree Sree Thakur's message of convergence of all faiths of different communities in order to make a stronger and healthier society. Revere all the past Avatars and the religions of the world as expressed through Sree Sree Thakur's life and message- "God is One, Dharma is One and the Avatars are the messengers of the One."
- d) Promote the harmony and inter-relation that exists between Dharma and science as well as between material and spiritual life.
- e) Organize and distribute relief in case of famines, floods, epidemics or other calamities. Contribute to other 501(c)(3) organizations that organize and distribute relief or actively engage in other humanitarian purposes.

#### **2.02 Nonprofit Status and Exempt Activities Limitation**

a) Nonprofit Legal Status: Satsang America, Inc. is a Connecticut based non-profit religious corporation, pursuant of tax exempt status under Section 501(c)(3) of the United States Internal Revenue Code.

b) Exempt Activities Limitation: Notwithstanding any other provision of these Bylaws, no director, officer, staff, member, or representative of Satsang America shall take any action or carry out any activity by or on behalf of Satsang America that are against the provision of exempt status under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended. No part of the net earnings of Satsang America shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that Satsang America shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

c) Distribution upon Dissolution. Upon termination or dissolution of the Satsang America, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a religious purpose which, at least generally, includes a purpose similar to Satsang America. The organization to receive the assets of Satsang America hereunder shall be selected at the discretion of a majority of the Board of Directors of Satsang America, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Satsang America, by one (1) or more of its Board of Directors which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Connecticut.

In the event that the court finds that this section is applicable but that there is no qualifying organization known to it which is a religious organization and in general has similar purpose as Satsang America, Inc. has, the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Connecticut to be added to the general fund.

## **ARTICLE III**

### **MEMBERS**

#### **3.01 Members**

Satsang America shall have two classes of members.

#### **3.02 General Members**

The General Membership shall be open to all individuals subscribing to the “Purpose” (Article II, Section 2.01) of Satsang America and accepting/meeting the following conditions:

1. Shall be at least 18 years.
2. Shall be an initiated disciple of Sree Sree Thakur Anukulchandra.
3. Shall accept Sree Asoke Chakravarty (Sree Sree Dada), the present Acharya (Spiritual Head) of Satsang, as the spiritual guide and the supreme authority.
4. Shall promote the goals and work for the best interests of Satsang America, Inc.
5. The membership is administered by Satsang America as described in Article V, Section 5.02.
6. Shall pay appropriate membership dues.

Individuals may become General Members upon completion of application and payment of appropriate membership dues. The General Members shall enjoy all rights, privileges, benefits, facilities and services of Satsang America. They shall also have voting right to elect the Board of Directors. General Members shall also be able to serve on the Board (Article IV) if they qualify and get elected as described in Article IV Section 4.04 of these Bylaws.

### **3.03 Non-Voting Members**

Any person meeting all the General Membership criteria except the age requirement, could become a non-voting member of Satsang America. The Non-Voting Members shall enjoy all rights, privileges, benefits, facilities and services of Satsang America except the voting right to elect the Board of Directors.

## **ARTICLE IV**

### **BOARD OF DIRECTORS (Board)**

#### **4.01 Number of Board of Directors**

Satsang America shall have Board of Directors consisting of at least 7 (seven) and no more than 18 (eighteen) members. Within these limits, the Board may increase or decrease the number of members serving on the Board.

#### **4.02 Administrative Authority**

The management of Satsang America, Inc. shall be vested to the Board of Directors and the affairs of the Satsang America, Inc. shall be managed under the direction of the Board of Directors, except as otherwise required by law.

#### **4.03 Terms**

- a) All Board members shall be elected to serve a 5-year term; however the term may be extended until successors have been elected.
- b) Board members may serve terms in succession if re-elected.
- c) The term of office shall be considered to begin on May 1st and end on April 30th of the fourth year in office, unless the term is extended until such time as a successor has been elected.

**4.04 Qualification and Election of Board members**

In order to be eligible to serve as a member on the Board of Directors, the individual must be a ‘Swastayani Holder’ (an initiated disciple who has taken a special vow to adhere to specific principle as a devotee of Sree Sree Thakur) and a General Member as well as an active proponent & participants of the “Purpose” (Article II, Section 2.01) of Satsang America. The election shall be conducted as outlined below (including Table 1):

- a) The Board of Directors shall send out a request (email) to the Nominating Committee (Section 5.02) to conduct election of Board of Directors (either full panel or fill out vacancies or adopt new Board members).
- b) The Nominating Committee shall prepare a list of qualified general members and contact them by postal mail and/or email asking them to submit their interest to serve as a member of Board of Directors.
- c) General member shall submit their interest/application to the nominating committee by postal mail or email.
- d) The Nominating Committee shall prepare a ballot of eligible candidate and send it out to all general members by postal mail and/or email for voting.
- e) The general member/voters shall submit their vote by postal mail or email back to the nominating committee.
- f) Nominating committee shall count the vote and report the result to the general members as well as to the Board. Board members shall be elected by the highest vote of the general members. Nominating committee shall send the result to the Board by email.

**Table 1: The Election Process Timeline**

	<b>Activity</b>	<b>Action by</b>	<b>Timeline*</b>
a	Request to conduct election by the Board to the Nominating committee	Board	1 <sup>st</sup> of February
b	Invite qualified general members for nomination for election to the Board	Nominating Committee	16 <sup>th</sup> of February
c	Submission of application for nomination by the general member.	General Members	7 <sup>th</sup> of March

d	Send ballot of eligible candidate to the general members	Nominating	22 <sup>nd</sup> of March
e	Voting	General Members	15 <sup>th</sup> of April
f	Counting and sending report to the Board	Nominating Committee	21 <sup>st</sup> of April
*These dates represents in the year election is conducted.			

#### **4.05 Vacancies**

The Board may fill vacancies due to resignation, death, termination of a Board member or may take new Board members to fill a previously unfilled position, subject to the maximum number of Board members under these Bylaws. The Board shall send request to the nominating committee to elect new Board members to fill such vacancies. Such vacancies shall be filled by an election outlined in Section 4.04.

#### **4.06 Removal of Members of Board of Directors**

(a) Absence: When a Board member is absent three or more times in a twelve month period from Board meeting. President is empowered to excuse a Board member from attendance for a reason President deems adequate. The President shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Secretary shall excuse the President if Secretary deems the reason adequate.

(b) Other Cause: If a Board member is found involved in action that is against the law and/or interest of Satsang America.

(c) Process of Removal: A general member or a Board member can submit a written complaint (email/postal mail) against any Board Member to the President, vice president or the Secretary of the Board. In the event the complaint is against one of the aforesaid officer, the complaint shall be submitted to one of the remaining two officers. The Officers of the Board (Article VI, Section 6.01; excluding the officer who may be the subject of complaint, if any) shall review whether the complaint has merit and needs further investigation. If the complaint is investigated, the Office of the Board shall send a show-cause notice (email) to the concerned Board member giving him/her 7 (seven) days (mail in and mail out) notice period to submit his/her written response (email only) to the Board. The officers of the Board shall also determine whether the concerned Board member shall be suspended from duties of his/her office during the review period and notify him/her along with the show cause notice. Upon completion of the notice period, a Board meeting shall be called to hear the case. Irrespective of his/her suspension status, the concerned Board member shall be invited to the Board hearing (teleconference) to hear his/her case and/or provide any clarification or appeal. The Board member subjected to the complaint shall have no voting right in the hearing decision. The removal or any time bound suspension (period to be

decided by the Board) of the concerned Board member shall be decided by a simple majority vote of the Board.

#### **4.07 Board of Director's Meetings**

a) Regular Meetings: The Board shall have a minimum of four (4) regular meetings each calendar year. Board meetings shall be held with Seven (7) days' notice by e-mail. The notice shall be deemed to be delivered upon sent and a copy should be saved in sent folder. Notice of meetings shall specify the day and hour of meeting and teleconference details. The purpose of the meeting need not be specified.

b) Special Meetings: Special meetings of the Board may be called by the President, Vice-president, Secretary, Treasurer, or any two (2) other Board members. A special meeting must be preceded by at least four (4) days' notice delivered by email to each Director of the date, time, teleconference details, and purpose of the meeting.

#### **4.08 Manner of Acting**

(a) Quorum: A majority of the Board members present in a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Majority Vote: Except as otherwise required by these Bylaws or by the Articles of Incorporation, the act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board.

(c) Participation through meetings: Except as otherwise required by the law, the Article of Incorporation or these Bylaws, meetings in person, teleconference meeting or Internet video conference meetings shall be considered participation.

(d) Participation through email: In circumstances, where it is not possible to organize meeting, Secretary, in consultation with the President may on his/her behalf or on behalf of any Board member, call for Board action through e-mail communication. To achieve this, Board shall maintain and use e-mail address of each Board member in its record. Secretary shall e-mail each Board member with specific detail of the subject action item along with clear decision making process through voting on choices. Board members shall be given fixed time to respond back with their individual decisions to the Secretary. Secretary shall process the answer and notify final decision to the Board member.

#### **4.09 Compensation for Board members**

Board members shall receive no compensation for carrying out their duties as Board members. The Board may adopt policies providing for reasonable reimbursement of Board members for expenses incurred in conjunction with carrying out Board responsibilities, such as travel

expenses for the work related to Satsang America, Inc. Such expenses including the purpose whatsoever shall be approved by the Board in advance.

#### **4.10 Compensation for Professional Services by Board members**

Board members are not restricted from being remunerated for professional services provided to Satsang America. Such remuneration shall be reasonable and fair to Satsang America and must be reviewed and approved in advance in accordance with the Conflict of Interest policy and state law.

### **ARTICLE V** **COMMITTEES**

#### **5.01 Committees**

The Board may, by the resolution adopted by majority vote of the Board, designate one or more committees, each consisting of two or more Board members, to serve at the pleasure of the Board. Such committee shall have the responsibility to perform the duties for which the committee is formed by the resolution of the Board with all the terms and conditions as set forth by the Board.

#### **5.02 Nominating Committee**

(a) Nominating Committee members shall be appointed by the Board of Directors from general members who are “Ritwik” (who are appointed by the Acharya and are authorized to initiate people to become disciple of Sree Sree Thakur)) or “Swastayani holder” (who have taken a special vow to adhere to specific principle as a devotee of Sree Sree Thakur) with a simple majority vote. The number of Nominating Committee members shall be at least 3 (three) but no more than 5 (five) members. Once accepted as a Nominating Committee Member of Satsang America the general member shall forfeit his/her right to be a member of the Board of Directors of Satsang America for their term in the committee. The term of Nominating Committee is same as the term of the Board as defined in Section 4.03.

(b) Nominating Committee shall be responsible for the following:

- 1) Shall be responsible for administering the General Membership application form.
- 2) Shall be responsible for establishing a mode of communication with each General Member.
- 3) Shall also be responsible upon request by the Board for conducting the election of Board of Directors described in Article IV, Section 4.04.

#### **5.03 Meetings and Actions of Committees**

Meetings and actions of committees shall be governed by, held and taken in accordance with, the provisions of Article IV, Section 4.07 and Section 4.08 of these Bylaws concerning meetings of the Board members. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records. The Board may adopt rules for the governing of a committee in accordance with the provision of these Bylaws.

## **ARTICLE VI** **OFFICERS**

### **6.01 Board Officers**

The officers of the Board of Satsang America shall be President, Vice-President, Secretary, and Treasurer. The Board may also appoint additional officers as it deems expedient for the proper conduct of the business of Satsang America. Each Board officer shall perform the duties set forth in these Bylaws and any additional duties as decided by the resolution of the Board.

### **6.02 Term of Office**

Each officer shall serve a 3-year scheduled term unless extended (subjected to the conditions under Article IV, Section 4.03) or limited due to removal or termination (subjected to the conditions under Article IV, Section 4.06). Officers are eligible to serve consecutive terms upon re-election (Article IV, Section 4.04).

Board officer's term of office shall begin upon the adjournment of the Board meeting at which he/she is elected and shall end upon the adjournment of the Board meeting at which a successor is elected.

### **6.03 Removal and Resignation**

(a) Removal: Please see Article IV, Section 4.06.

(b) Any officer may resign at any time by giving written notice to the Board without prejudice to the rights, if any, of Satsang America under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. The acknowledgement of the resignation shall not be necessary to make it effective.

### **6.04 Board President**

The Board President shall be the chief volunteer officer of Satsang America and shall perform all the duties in its capacity as laid down by the resolution of the Board. The president shall also lead other Board members in performing their duties and responsibilities and preside all Board meetings, when present.

### **6.05 Vice President**



Vice President of the Board shall perform all duties and responsibilities in its capacity as decided by the resolution of the Board. In the absence of the President, the Vice President shall serve as the acting President to preside over the Board meetings and undertake any other responsibilities of the office as president. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions entrusted upon the Board President.

#### **6.06 Secretary**

The secretary shall perform all the duties and responsibilities in its capacity as described by the resolution of the Board. Secretary shall assist the President in all Board activities. Secretary shall also be responsible for coordinating all the meetings of the Board and assisting other committees that may exist as/when required. The office of Secretary shall keep the final record and action point from all such meetings. The Secretary may appoint, with approval of the Board another Board member to assist in performance of part of the duties as a Secretary.

#### **6.07 Treasurer**

The Treasurer shall be the lead financial officer of the Board reporting to the President and the Secretary. The Treasurer shall oversee the key financial activity of Satsang America including but not limited to budget preparation, generation and reporting of financial results, assisting external audits, maintaining account books, preparation of tax return and any other activities he/she may be assigned by the resolution of the Board. The Secretary may appoint, with approval of the Board another Board member to assist in performance of all or part of the duties as a Treasurer.

### **ARTICLE VII**

#### **CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

##### **7.01 Contracts and other Writings**

All contracts, deeds, leases, mortgages, grants, and other agreements of Satsang America shall be executed on its behalf by the Secretary or other persons to whom Satsang America has delegated authority.

##### **7.02 Checks, Drafts**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of Satsang America, shall be signed by any one person authorized by the board to be signatory. Any checks/drafts signed by a person shall need a written approval or email by other persons having check writing authority. No response for a maximum of 48 hrs shall constitute an absence or unavailability and shall be deemed approved. Board approval shall be needed to add or remove anyone from check/draft writing authority.

##### **7.03 Loans**

Indebtedness shall be authorized by resolution of the Board with 2/3rd majority vote.

#### **7.04 Indemnification**

a) Mandatory Indemnification: Satsang America, Inc. shall indemnify its directors, former directors, who performed their directorship duties successfully, in their defense against reasonable expenses incurred in connection with litigation.

b) Permissible Indemnification: Satsang America, Inc. shall indemnify a director or former director, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

### **ARTICLE VIII** **MISCELLANEOUS**

#### **8.01 Books and Records**

Satsang America shall maintain correct and up to date records of all its account, internal and external audit records and any other financial documents generated during operation. It shall also maintain a record of minutes and action points as well as any decision taken during a Board meeting or any committee meetings. In addition, Satsang America shall keep a copy of its Article of Incorporation and these Bylaws amended to date.

#### **8.02 Fiscal Year**

The fiscal year of Satsang America shall be from May 1st to April 30th of each year.

#### **8.03 Conflict of Interest**

The Board shall adopt and review a conflict of interest policy to protect Satsang America's interest when it is considering any transaction or arrangement which may benefit directly or indirectly any director, officer, staff, affiliate, or member of a committee with Board-delegated powers. Such persons shall sign the Conflict of Interest Policy document before or at the time he/she takes such positions in Satsang America.

#### **8.04 Nondiscrimination Policy**

The officers, committee members, staff, and persons serving Satsang America shall be selected entirely on a nondiscriminatory basis irrespective of age, gender, race, religion, national origin or any other factors that may discriminate in any way.

#### **8.05 Bylaws Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the 2/3rd majority of the Board, provided;

a) That no amendment shall be made to these Bylaws which would cause Satsang America to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

b) That an amendment does not affect the voting rights of general members and directors. c) That all amendments be consistent with the Articles of Incorporation.

### **8.06 Counter Terrorism and Due Diligence Policy**

a) In furtherance of its exemption by contributions to other organizations, domestic or foreign, Satsang America, Inc. shall stipulate how the funds will be used and shall require the recipient to provide Satsang America with detailed records and financial proof of how the funds were utilized.

b) Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Satsang America, Inc. willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks. Satsang America, Inc. shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by preexisting U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

## **ARTICLE IX**

### **DOCUMENT RETENTION POLICY**

#### **9.01 Document Retention Policy**

Satsang America shall adopt a Document Retention Policy for the proper functioning of the organization as well as to comply with applicable legal requirements. This policy shall include guidance for the Board of Directors, officers, committee members and staff with respect to their responsibilities concerning document retention and destruction. Any policy update also should be approved by board.

## **ARTICLE X**

### **TRANSPARENCY AND ACCOUNTABILITY**

#### **10.01 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly and privately available, Satsang America, Inc. practices and encourages transparency and accountability to the general public. This policy will indicate which documents and materials

produced by Satsang America are presumptively open to staff and/or the public. The details of this policy are as follows:

#### **10.02 Financial and IRS documents (The form 1023 and the form 990)**

(a) Satsang America, Inc. shall make available its Internal Revenue forms 990, 990-T, 1023 bylaws, and conflict of interest policy to the general public.

(b) Financial statement shall be made available to Satsang America, Inc.'s members upon request after they sign a Non-Disclosure Agreement.

#### **10.03 IRS Annual Information Returns (Form 990)**

Satsang America's Form 990 shall be submitted to each member of the Board of Director via email at least 2 days before the Form 990 is filed with the IRS.

#### **10.04 Board Deliberations and Decisions**

Summary of all Board deliberations and decisions shall be presented in general members meetings from time to time.

#### **10.05 Staff Records**

Satsang America shall maintain the privacy of personal records of its Board of Directors, Officers and any staff it may employ. Such records shall only be accessible to officers holding managerial/personnel responsibilities and shall be made available to the concerned person and authorized government agencies upon written request.

#### **10.06 Donor Records**

a) A donor list with name and amount shall be maintained and made available to all the general members of Satsang America upon request. The name of the donor who request anonymity should be written as "anonymous" in the list.

b) Any specific details pertaining to a particular donor shall be made available to the donor concerned, to his/her representatives, authorized financial auditors, any government agencies upon written request.

c) Within Satsang America, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors. Donor records shall be made available to the Board when requested.

### **ARTICLE XI**

#### **CODE OF ETHICS AND WHISTLEBLOWER POLICY**

#### **11.01 Purpose**

Satsang America, Inc. requires and encourages directors, officers and staff to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The staff and representatives of Satsang America must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Satsang America, Inc. to adhere to all laws and regulations that apply to Satsang America. The underlying purpose of this policy is to support Satsang America's goal of legal compliance. The support of all corporate staff is necessary to achieve compliance with various laws and regulations.

If any director, officer, staff reasonably believes that some policy, practice, or activity of Satsang America, Inc. is in violation of law, a written complaint must be filed by that person with the Secretary or the Board President.

### **11.02 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code of Ethics must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code of Ethics. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

### **11.03 Retaliation**

The person who reports violation is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of the Board of Satsang America, Inc. and provides the Satsang America, Inc. with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Satsang America, Inc. shall not retaliate against any director, officer, staff who in good faith, has made a protest or raised a complaint against some practice of Satsang America on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

### **11.04 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **11.05 Handling of Reported Violations**

The Board President or Secretary shall notify the sender and acknowledge receipt. All reports shall be investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staff and they shall have the opportunity to ask questions about the policy.

**ARTICLE XII**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

**12.01 Amendment**

Any amendment to the Articles of Incorporation shall be adopted by two-thirds (2/3) majority vote of the Board of Directors.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of Satsang America were approved by the Satsang America's Board of Directors on Saturday, December 19, 2015 and constitute a complete copy of these Bylaws of Satsang America.

Secretary Ridzi Prasad Mistry  
Date: December 19, 2015