

BYLAWS OF ARYA PRATINIDHI SABHA AMERICA

1. Name, Offices and Purpose

1.1 Corporate Name:

The Corporation's official name shall be "ARYA PRATINIDHI SABHA AMERICA". In addition, it shall have the right, from time to time, to operate under such other names as it may receive authorization to use pursuant to applicable law.

1.2 Principal office:

The Corporation's principal office shall be 5450 Daniels Drive, Troy, MI 48098, or at such other place as the Directors may from time to time determine.

1.3 Other Places of Business:

The Board of Directors may, at any time, establish offices at any location where the Corporation is qualified to do business.

1.4 Corporate Purpose:

The Corporation has been organized exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any further federal tax code. More specifically, the purposes for which the Corporation is organized are to protect the integrity of ARYA PRATINIDHI SABHA AMERICA and to advance and perpetuate the Ten (10) Principles of Arya Samaj as originally formulated by Swami Dayanand Saraswati, the founding father of the Arya Samaj. (Appendix A)

The objective is to insure that the members, officers, directors or Directors follow the ten (10) principles of the Arya Samaj as originally formulated by Swami Dayanand Saraswati, the founding father of the Arya Samaj. It is being understood that any member, officer or director of the Corporation may not change the ten principles or Arya Samaj or the name Arya Samaj as a principal part of the name of the organization.

1.5 Purpose of Bylaws:

These bylaws establish rules and procedures for conducting the affairs of the Corporation. They are binding on the Board of Directors, on members of any committee(s) established by the Board and on the Corporation's officers, whether those persons served in the applicable capacity at the time these bylaws were adopted or were appointed or elected to the position at a later date. These Bylaws are subject to the provisions of the STATE OF MICHIGAN Nonprofit Corporation Act ("the Act") and the Corporation's Certificate of Incorporation, as they may be amended from time to time. If any provision in these bylaws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

This corporation is organized exclusively for the purposes stated herein and as is within charitable, religious, educational and scientific purposes and for such other purposes as defined by Section 501(c)(3) of the Internal Revenue Code of 1954 as amended. This corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1954 amended. No part of the net earnings of the Corporation insure to the benefit of any member, director, founder, contributor or individual.

The By-laws are adopted to aid in furthering the purposes and objectives of the Corporation as above set forth and to promote and insure the following:

- a) To act as an umbrella organization for all the Arya Samaj's in North America including but not limited to USA and Canada.
- b) The purpose of this will be to help create a uniform curriculum for the education of adults and children in the basic principles of the Vedic Religion (Dharma) (Hinduism- as detailed in Appendix A) and to have a fairly uniform procedure for the performance of Havan ceremony (Vedic Rituals/rites & ceremony) in various Arya Samajs.
- c) Provide a platform for the exchange of views as it relates to the principles and practice of Vedic teachings, amongst its member Arya Samajs
- d) Encourage and promote the celebration of Hindu (Culture) festivals such as Diwali, Holi, Shivratri (Dayanand Bodhdivas), Raksha Bandhan (Shravaniupakarma) and some other cultural activities pertaining to Hinduism in USA and Canada.
- e) To act as a source Library of Vedic literature
- f) To revive/ build Arya Samaj to its full form and function as it was intended to be by Swami ji.
- g) To train as well as seek trained Vedic scholars/priests to help propagate Vedic teachings across USA and Canada and to help provide Pandits for the religious rites/ceremonies as well.
- h) To help establish new Arya Samajs in USA and Canada and of course to assist/advice the existing Samajs on as needed basis.
- i) To seek cooperation and association of Sarvadeshik Arya Pratinidhi Sabha, Paropkarini Sabha, DAV school system, various Vedic Gurukuls and other Arya Samaj organizations and Vedic institutions in India and rest of the world.
- j) To further principles of Arya Samaj by providing for education and helping underprivileged by supporting genuine projects for the needy in India, e.g. Jeevan Prabhat.
- k) To build a strong image for the Hindus in general and for Arya Samaj in particular by conducting publicity campaigns and interactions with other religious, social, cultural and political groups.

2. Directors

2.1 Membership

The entire Board of Directors shall consist of up to maximum of twenty one (21) members. The affairs of the Corporation shall be managed by a Board.. The goal in selecting Board members would be to represent Arya Samaj membership from many different regions of the United States and Canada. Also, effort would be made to include members who bring varied skills to the Board such as leadership abilities; scholarly knowledge of the Vedas and other Vedic scriptures; excellent management, organizational, financial or fundraising skills.

2.1.a President:

The President of the Board of Directors will automatically be the President of the Executive Committee of the Corporation. At the annual meeting, the Directors shall elect a President. In order to be nominated and to serve in that position, the person should be active and available for the needs and be familiar and experienced with the activities of the Corporation as they arise from time to time.

2.1.b Emeritus Members:

The Board from time to time may appoint by their vote and resolution a person to be a member Emeritus of the Board of Directors. Maximum of three Directors can be Emeritus (life long). The Director so appointed shall be invited to participate in every meeting of the Board and shall be an active member of the Board included in the number of voting Directors.

2.1.c Qualifications:

In order to be nominated as a Director, one must be an active member in Arya Pratinidhi Sabha for at least two (2) years in different capacities including but not limited to attending the Sammelan, and has demonstrated leadership and long commitment for the Arya Samaj movement at a local level as well. Person should believe in upholding the purposes and objectives of the Corporation as set forth above or otherwise set forth herein. Also, an individual cannot be a member of the Board of Directors if an immediate or extended family member is presently serving as a Director.

2.2 Nomination of Directors:

The Nomination Committee, consisting of the past President and two other members to be nominated by the Board, shall initially nominate the Board of Directors including the President for a period of two years. Every two years all the Board members are up for re-nomination, when the Nomination Committee will nominate new Board of Directors. Any Director can propose a name to the Nomination Committee for the position of Board of

Directors. All the members including the President of the new Board must have the approval of at least two-thirds (2/3) of the existing Board of Directors.

2.3 Regular Meetings of Directors:

The Board of Directors shall hold regular meetings, a minimum of Four (4) times per year. Out of these, three or more meetings may be held by telecommunication and one will be at the annual meeting at the time of Sammelan. The President or Secretary of the Board shall notify about such tele-conference meeting at least one week before the meeting via e-mails. A member of the Board of Directors must attend 60 % of the meetings (unless unable to attend for compelling reasons given in advance) in order to maintain good standing as a member of the Board.

2.4 Special Meetings:

A special meeting of the Board may be called at any time by the President of the Board or 50% of Board of Directors for any purpose consistent with the Corporation's certificate of incorporation or bylaws.

2.4.a Conference Call Meetings:

Members of the Board of Directors may participate in meeting by means of conference telephone calls or similar communications equipment, which enables all participants to hear and communicate with each other. Such participation in a meeting shall constitute presence at a meeting for the purpose of establishing a quorum. Since distances are involved and issues have to be resolved, a meeting may be held using any electronic media such as E Mail. While using email, 7 days will be given for resolution of any questions/suggestions/objections. If there is a question, a phone call will have to follow to see whether agreement can be reached. A simple majority will be considered adequate for such a resolution.

2.5 Waivers of Notice:

Notice of a meeting need not be given to any Director who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such Director of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting. This clause really means the acceptance of decisions in advance by a member if he/she is not able to attend a meeting.

2.6 Action without a Meeting:

The President of the Board of Directors may act without a meeting if, prior to such action, each Director consents to such action in writing. All written consents shall be filed in the Corporation's minute book.

2.7 Quorum:

A majority (50% or above) of the entire Board shall constitute a quorum for the transaction of business at any meeting.

2.8 Compensation:

No Director shall receive a fee, salary or remuneration of any kind for his services as a Director. The Board of Directors may, however, reimburse Directors for reasonable expenses incurred by them, provided the Board has approved such expenses.

2.9 Board Voting Requirements:

Each member of the Board of Directors shall have one vote on all matters, which come before the Board. All matters requiring a vote of the Board shall be decided by a majority vote of Directors voting thereon, except that a vote of two-thirds (2/3) of the entire Board shall be required to elect or remove a Director for cause or to amend the Corporation's bylaws.

2.10 Goals of Board of Directors:

The Board of Directors is dedicated to the following:

2.10.a The purposes of the Corporation as set forth herein;

Create a proper atmosphere to raise awareness of basic Vedic scripture and literature including but not limited to - Vedas, Upvedas, Upangas, Brahams, Aranyakas, the 6 Shashtras, the 11 Main Upanishads, Main Treatises of Swami Dayanand Saraswati- a) SatyarthPrakash, b) Rigvedadi Bhashya Bhumika, and c) Samskar Vidhi and Maharishi's biography written by various authors.

2.11 Functions of Board of Directors:

The role of the Board of Directors will be to protect the assets of the Corporation, including all the real estate, bank accounts and also to protect the 10 principles of Arya Samaj.

The responsibility of the Board is to fulfill the mission, objectives & goals of APSA.

3. Executive Committee

The Executive Committee will consist of the following:

PRESIDENT
VICE PRESIDENT
SECRETARY
JOINT SECRETORY
TREASURER
JOINT TREASURER
IMMEDIATE PAST PRESIDENT

The total number of members in the Executive Committee, including the past President will be 7.

Any member of the Executive Committee can be unseated by a two-thirds majority vote of the Board of Directors.

Two members of the same family cannot be nominated to the Executive Committee at the same time.

No nominated officer of the Executive Committee shall be eligible to hold the same office for more than two consecutive terms. However, if the Board of Directors determines that no suitable alternative is available, it may elect to extend the tenure of any nominated officer for an additional term.

3.1 Duties of Officers

3.1a President

The President shall be the Chief of the Board of Directors and shall preside over all the meetings of the Board of Directors. If unable to do so, he/she will appoint the Vice President to preside over these meetings. It is advisable that the President seeks the advice and necessary help of the Board of Directors to assure better functioning of the Corporation including the success of the Sammelan.

3.1b Vice President

The Vice President shall assist the President in all matters. In the absence of the President, the Vice Presidents will carry out all the duties of the President.

3.1c Secretary

The Secretary shall:

- A. Keep an account of all the meetings.
- B. Issue an agenda of all regular and special meetings after consultation with the President.

- C. Maintain an updated list of all the affiliated Arya Samajs and its members.
- D. Keep a copy of all official correspondence from and to the Arya Pratinidhi Sabha including program brochures for all activities and reports of the various committees.
- E. Keep an attendance record of all meetings of Arya Pratinidhi Sabha.
- F. Notify Board and committee members of their appointment and their responsibilities.
- G. Perform such duties and exercise such powers as may be assigned by the Executive Committee.
- H. Be responsible for transferring all records within thirty days to the incoming Secretary.

3.1d Assistant Secretary:

Shall assist the secretary in all functions as outlined in the section of Secretary and serve as Secretary on as needed basis.

3.1e Treasurer

The Treasurer is the financial officer of the Arya Pratinidhi Sabha and will have the custody of all financial accounts subject to the audit.

The Treasurer shall:

- A. Be responsible for issuing all notices regarding dues, collect the same and deposit in bank accounts.
- B. Have custody of all accounts, receipts and disbursements, which shall be open at all reasonable times to inspection by the Board of Directors and/or Executive Committee.
- C. Submit a financial report to the Board of Directors and Executive Committee on all its meetings.
- D. Transfer to the next Treasurer within thirty days of assumption of office by the latter, all accounts.
- E. File all Income Tax Returns.

3.1f Assistant Treasurer

The Assistant Treasurer shall assist the Treasurer in all its responsibilities.

4. Working Committees & Task Forces:

In order to carry on the various functions of the APSA effectively and meet its objectives & goals, the following Working Committees will be formed.

- A. Communication & Publication Committee
- B. Annual Maha Sammelan Committee
- C. Sanskriti School Education Committee
- D. Youth Committee
- E. Satsung Innovation Committee
- F. Priest Services Committee

4.1 The President at any time may appoint a task force to carry out a particular task with the approval of the Board of Directors.

4.2 For better communication it is desirable but not necessary that the leaders of each Working Committee or Task Force should be one of the Board of Directors.

4.3 Vacancies - Officers/Board of Directors

Vacancies in offices, however occasioned, may be filled at any time with the consent of two-thirds (2/3) of the Board of Directors for the unexpired terms of such offices.

4.4 Removal - Officers/Members of Committee

Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of two-thirds (2/3) of the members of the committee whenever, in its judgment, the best interests of the Corporation will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but nomination of an Officer shall not of itself create contract rights.

5. Transfer of Assets & Records

The outgoing Board of Directors/Executive Committee is responsible for transfer of the Organization assets, records, documents, and reports to the new Committee at the time of Sammelan or within a month after the same.

6. Amendment of Bylaws

The Bylaws of the Organization may be amended, repealed, or added to, or new bylaws may be adopted by the majority vote of 2/3 of the Board of Directors.

7. Finances and Auditing

Auditing will be done according to the requirements of the US Internal Revenue Service and may be conducted by a general auditor.

8. Books, Records and Reports

Report to Members:

The Corporation shall send reports to the Members of the Corporation as determined from time to time. The report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation, in conformity with generally accepted accounting principles applied on a consistent basis.

9. Nonprofit Operation

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to the Board of Directors or Officers without full consideration. No Member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation.

10. Fiscal Year

The fiscal year of the Corporation shall be the period selected by the Board of Directors as the fiscal year of the Corporation.

11. Seal

The corporate seal shall bear the name of the Corporation between two concentric circles and in the inside of the inner circle shall be the year of incorporation.

12. Indemnification

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Michigan Nonprofit Corporation Act.

13. Miscellaneous

Membership listings shall not be used for any purpose other than the Organization's business unless approved by the Board of Directors/Executive Committee.

14. Dissolution

The Corporation may only be dissolved by the action of two-thirds (2/3) of the Board of Directors at its annual meeting in accord with Law. In the event of dissolution the assets of the Corporation shall be distributed in equal shares to its entire member Arya Samajs after the payment of the debts and obligations of the Corporation or as provided in Law.

It is clearly agreed that this document supersedes any previous documents. Any subsequent changes in this document will have to be addendum to this document and the procedure of changes must follow these bylaws.

In Witness Whereof, the Bylaws have been duly adopted this 3rd day of August, 2008.

Signatures	Name	Position	Signature	Name	Position
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APPENDIX A
TEN PRINCIPLES OF THE ARYA SAMAJ

1. The Source of all true knowledge and of objects known thereof, is the Supreme God.
2. God is the personification of Existence, Intelligence and Bliss; Formless, Almighty, Just, Benevolent, Unborn, Endless, Infinite, Unchangeable, Beginning less, Incomparable, Support of All, Lord of All, All-pervading, Omniscient, Controller of all, Undecaying, Imperishable, Fearless, Eternal, Holy, and Maker of the Universe. To God alone is worship due.
3. Veda is the source of true knowledge. It is the paramount duty of every Arya to learn, teach, hear, read, and recite Veda.
4. We should be ever ready to embrace Truth and reject Untruth.
5. All acts should be done in accordance with Dharma after deliberating over what is right and what is wrong.
6. The prime object of the Arya Samaj is to do good to the world, that is, to promote the physical, spiritual and social good of every living being.
7. Our conduct towards all should be guided by love, righteousness and justice.
8. We should dispel ignorance (avidyā) ne-science, and promote knowledge (vidyā) science (spiritual and physical).
9. One should not be content with promoting only one's own good; instead, one should promote the collective good of all.
10. One is free in regard to the laws promoting individual well-being; but one should subordinate one's self to the social laws that promote the collective well-being of all.