

**CODE OF REGULATIONS
OF JAIN SOCIETY OF GREATER CLEVELAND
A NONPROFIT CORPORATION**

ARTICLE I. INTRODUCTION

Definition of Regulations

1.01. These Regulations constitute the code of rules adopted by The Jain Society of Greater Cleveland for the regulation and management of its affairs.

Purposes and Powers

1.02. This Corporation will have the purposes or powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of the State of Ohio or any successor legislation.

The primary purpose of this Corporation is:

- (1) To promote the understanding and practice of Jainism and its philosophy including but not limited to the construction and maintenance of a house of worship in the greater Cleveland area.
- (2) The purpose or purposes for which the corporation is organized are to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations set forth in this article, to use and apply the whole or any part of the income from these funds and the principal of these funds exclusively for charitable, religious, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.
- (3) No part of the net earnings of the corporation shall inure to the benefit of any Trustee of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Trustee or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (4) Notwithstanding any other provision of this Code of Regulations, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

(5) On dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious or educational organizations, preferably to similar religious Jain organization such as Jain Center of New York, Chicago, Boston etc that qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code .

ARTICLE II. OFFICES AND STATUTORY AGENT

Principal Offices

2.01. The principal place of business of this Corporation in Ohio will be located at our house of worship upon its construction. Prior to the construction of such house of worship, the mailing address of the Corporation shall be the home address of the President of the Board of Trustees.

Statutory Agent

2.02. The statutory agent for this corporation is 2112 East Ohio Service Corp., whose business address is 1717 East 9th Street, Ste. 2112, Cleveland, Ohio, 44114.

ARTICLE III. MEMBERSHIP

Definition of Membership

3.01. The Members of this Corporation are those persons having membership rights in accordance with the provisions of these Regulations. Membership is open to all persons who believe in and subscribe to the Jain Religion and its philosophy.

Classes of Members

3.02. This Corporation will have three (3) classes of Memberships that are designated as (1), Lifetime Family and/or Lifetime Individual Membership, (2) Family Membership, and (3) Single Membership. A roster of members will be maintained by the Secretary of the Board of Trustees. The entire membership of the Society will be called the General Body.

Members' Dues

3.03. The annual dues payable to the Corporation by Members of each class shall be as follows:

- (1) Lifetime Family and/or Lifetime Individual Membership: \$100.00. Lifetime Family membership includes husband, wife and children under the age of eighteen years.
- (2) Family Membership: \$20.00 per calendar year. Family membership includes husband, wife, and children under the age of eighteen (18) years.
- (3) Single Membership: \$10.00 per calendar year.

The first annual or Lifetime membership dues will be payable and submitted in full with the application for membership. Future annual dues will be payable every calendar year.

Annual Meeting of the General Body

3.04. The annual meeting of the General Body will be held to report (a) activities of the year, (b) financial health of the Society, (c) conduct elections for the next Board of Trustees and (d) to conduct any other business as necessary. The annual meeting will generally be organized coinciding with a major Jain function in the October-November time frame. Written minutes shall be maintained of all annual meetings of the General Body.

Special Meetings of the General Body

3.05. Special meetings of the General Body may be called by any of the following:

- (1) The President and/or the Secretary of the Board of Trustees
- (2) Twenty-five of the voting members.

Written minutes shall be maintained of all special meetings of the General Body.

Notice of General Body Meetings

3.06. Written, printed or electronic (by e-mail) notice, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than fifteen (15) or more than sixty (60) days before the date of the General Body meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at the Member's address as it appears on the records of the Corporation, with postage prepaid. If sent electronically, the notice will be deemed to be delivered when sent to the member at the e-mail address of the member on file with the Secretary of the Board of Trustees.

Voting Rights of Members

3.07. All members who at the time of voting, have reached the age of eighteen (18) years, have been a member of this organization for at least the preceding 12 months and are in good standing with respect to the payment of membership dues are eligible to vote. In case of Family memberships, each spouse will have one vote.

Quorum of Members

3.08. A minimum of Fifty (50) voting members will be required for a quorum for any General Body meeting. The vote of a majority of the votes cast by the Members present at a meeting at which a quorum is present is sufficient for the adoption of any matter voted on by the Members, unless a greater proportion is required by the Nonprofit Corporation Law, the Articles of Incorporation of this Corporation, or any provision of these Regulations.

ARTICLE IV. TRUSTEES

Definition of Board of Trustees

4.01. The Board of Trustees is the group of persons vested with the management of the business and affairs of this Corporation. Any decision requiring a commitment of \$10,000.00 or more must be approved by the General Body.

Structure of Board

4.02. The Board of Trustees of this Corporation will constitute a single class and shall include the Officers of this organization.

Qualifications of Trustees

4.03. The qualifications for becoming and remaining a Trustee of this Corporation are as follows:

- (1) Trustees must be at least eighteen (18) years of age, must have been members of this organization for at least the preceding 12 months at the time of election and must be in good membership standing, with respect to the payment of dues.

Number of Trustees

4.04. The Board of Trustees will consist of nine (9) members.

Terms of Trustees

4.05. Each Trustee will be elected for a three year term. Any Trustee may serve a maximum of two consecutive three year terms. Each Trustee will hold office for the term for which the Trustee was elected and until a successor has been elected and inducted.

Election of Trustees

4.06 Trustees will be elected at the annual meeting of the General Body described in Article 3.04.

The current Board of Trustees will appoint a three member Nomination Committee to seek nominations for the next election at least thirty (30) days before the annual General Body meeting. The nomination committee will qualify the candidates and get the candidates approval to serve on the Board of Trustees, if elected. Self nominations are permitted by qualified members to the Nominating Committee. Such self nominations must be made at least 24 hours prior to the announced start time of the General Body meeting at which the elections are to take place. The Nominating Committee members will not be eligible to stand for election to the Board of Trustees in the election for which they are members of the Nominating Committee.

The entire slate of qualified candidates standing for election will be presented to the General body by a designated member of the Nomination Committee. If the number of candidates standing for election is the same as the number of Trustees to be elected, a majority voice vote of the General

Body approving the candidates will be sufficient for the election of the Trustees. In case, where the number of candidates standing for election is the more than the number of Trustees to be elected, voting will be by paper ballot supervised by the Secretary of the current Board of Trustees. The paper ballot will show the names of all the candidates running for election and each voter will select up to the number of candidates to be elected. The candidates receiving the highest number of votes will be elected to the Board.

To transition from the Executive Committee system to the Board of Trustees system, at the first election after the approval of this Code of Regulations by the General Body, all nine members of the Board of Trustees will be elected: three for a one year term, three for a two year term and three for a three year term. The members of the Executive Committee, at the time of transition, who have not completed two consecutive two year terms, shall be eligible to be elected to the new Board of Trustees for either a one year or a two year term. Thereafter, three Trustees will be elected every year for a three year term to fill the vacancies.

Vacancies on Board

4.07. Any vacancy occurring on the Board of Trustees will be filled by appointment by the majority of the remaining Board of Trustees at a special meeting called by the Board. The new Trustee so appointed will serve for the unexpired term of the predecessor in office, subject to approval by the General Body at the next General Body meeting.

Removal of Trustees

4.08. Any member of the Board of Trustees, who remains absent for three consecutive meetings without cause may be removed by the Board of Trustees by a vote of 2/3rd majority of the entire remaining Board of Trustees subject to the approval of the General Body at the next General Body meeting.

Meetings of the Board of Trustees

4.09. Meetings of the Board of Trustees will be held as deemed necessary by the Trustees and will be called by the President, the Secretary or a majority of Board of Trustees. Written minutes shall be maintained of all meetings of the Board of Trustees.

Notice of Meetings of the Board of Trustees

4.10. Written, printed or electronic (by e-mail) notice stating the place, day, and hours of any meeting of the Board of Trustees will be delivered to each Trustee not less than two (2) or more than fifteen (15) days before the date of the meeting, either personally or by first class mail, by or at the direction of the President, or the Secretary, or the Trustees calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail by registered or certified mail addressed to the Trustee at the Trustee's address as it appears on the records of this Corporation, with postage prepaid. If sent electronically, the notice will be deemed to be delivered when sent to the Trustee at the e-mail address of the Trustee on file with the Secretary of the Board of Trustees. The notice need not state the business to be transacted at, or the purpose of, the meeting.

Waiver of Notice

4.11. Attendance of a Trustee at any meeting of the Board of Trustees will constitute a waiver of notice of that meeting except when the Trustee attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Quorum of Trustees

4.12. A 2/3rds majority of the whole Board of Trustees will constitute a quorum. The act of a majority of the Trustees present at a meeting at which a quorum is present will be the act of the Board of Trustees unless a greater number is required under the provisions of the Nonprofit Corporation Law, the Articles of Incorporation of this Corporation, or any provision of these Regulations.

ARTICLE V. OFFICERS

Roster of Officers

5.01. The Officers of this Corporation will consist of the following personnel:

- (1) A President.
- (2) A Vice President.
- (3) A Secretary.
- (4) A Treasurer.

Terms of Officers

5.02. Each Officer will be elected for a one year term and can be re-elected for three consecutive terms. The President, however, may only be re-elected for two consecutive one year terms. Additionally, a minimum of one year of service on the Board of Trustees (or the previous equivalent - the Executive Committee) of this organization/Corporation will be a pre-requisite for a candidate to be eligible for election to be President.

Election of Officers

5.03. Each of the Officers of this Corporation will be elected by the entire Board of Trustees from the nine member board elected at the previous annual General Body meeting. Elections of the officers will be held at the first regular meeting of the Board of Trustees taking place after the election of Board of Trustees at the annual General Body meeting. The officers will be elected by the majority vote of Board of Trustees.

President

5.04. The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Trustees or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office and any other duties that may be required by these Regulations or prescribed by the Board of Trustees.

Vice President

5.05. The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform any other duties that may be prescribed by the Board of Trustees.

Secretary

5.06. The Secretary will keep minutes of all General Body meetings and of meetings of the Board of Trustees, a copy of these regulations and any amendments to date, be the custodian of the corporate records including the current roster of membership of the Society, give all notices as are required by law or by these Regulations, and, generally, perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Articles of Incorporation, or by these Regulations, or that may be assigned by the Board of Trustees.

Treasurer

5.07. The Treasurer will have charge and custody of all funds of this Corporation, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, render reports and accountings to the Trustees and to the Members as required by the Board of Trustees or by Members or by law. The Treasurer will perform in general all duties incident to the office of Treasurer including filing of appropriate tax returns and any other duties as may be required by law, by the Articles of Incorporation, or by these Regulations, or that may be assigned by the Board of Trustees. The Treasurer shall be bound by the Board of Trustees decisions with respect selection of depository institutions.

Removal of Officers

5.08. Any Officer elected to office may be removed by a majority vote of the entire Board of Trustees subject to the approval of the General Body at the next General Body meeting.

Vacancies of Officers

5.09. Any vacancy occurring among officers will be filled by appointment by the majority of the entire remaining Board of Trustees at a special meeting called by the Board. The new Officer so appointed will serve for the unexpired term of the predecessor in office subject to approval by the General Body at the next General Body meeting.

ARTICLE VI. INFORMAL ACTION

Waiver of Notice

6.01. Whenever any notice whatever is required to be given under the provisions of the Nonprofit Corporation Law, the Articles of Incorporation of this Corporation, or these Regulations, a waiver of the notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice. The waiver must, in the case of a special meeting of the General Body, specify the general nature of the business to be transacted.

ARTICLE VII. COMMITTEES

Definition of Committees

7.01. This Corporation may have certain Committees. The President of the Board of Trustees, with the approval of the Board, shall appoint all Committees as are deemed necessary to conduct the business of the Corporation. The size, charter and duration of these Committees will be defined by the Board of Trustees. The membership in the Committees will be restricted to members of the Society (above eighteen years of age). Outside persons may be invited in advisory capacity and will not have a vote. The President of the Board of Trustees will be an ex-officio non-voting member of all committees of which he/she is not already a direct voting member.

7.02. All Committees will elect a Chairperson and a Secretary. The Chairperson and the Secretary will be responsible for calling the meetings and conducting the business per the assigned charter of the Committee. The Secretary shall maintain minutes of each meeting and the records will be turned over to the Secretary of the Corporation at the end of committees' tenure or each fiscal year, whichever occurs first. Each Committee shall form its own rules and guidelines for conducting its business. Such rules and guidelines shall not be inconsistent with this Code of Regulations.

7.03. The Committees' duration shall be consistent with its charter. The duration of a Committee may not coincide with the annual duration of a specific Board of Trustees. The membership of a Committee will also not be changed just due to the annual change in the Board of Trustees.

7.04. For Committees appointed to conduct major projects or activities, the Board of Trustees may present the charter, duration and size of the Committees to the General Body for approval. Once approved, such Committees' charter, duration, and size can only be modified by the majority vote of the General Body. The membership of such Committees, once approved by the General Body, will also not be changed just due to the annual change in the Board of Trustees. Any changes in the membership of such Committees will be presented to the General Body for approval at the next General Body meeting.

ARTICLE VIII. OPERATIONS

Fiscal Year

8.01. The fiscal year of this corporation will be the calendar year.

Execution of Documents

8.02. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of this Corporation, contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by any officer or officers designated by the Board of Trustees. Additionally, certain Committees and/or Committee members may be given execution authority with respect to any of the instruments described above by the Board of Trustees and the General Body. Once approved by the General Body, such authorizations shall remain in force until the completion of the Committees' charter and duration or until revoked by the General Body. All commitment or transactions of over \$5,000.00 will be signed by two persons authorized as per above.

Books and Records

8.03. This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its General Body, Board of Trustees, and any other Committees. The Corporation will keep a membership register giving the names, addresses and other details of the membership of each member, and the original or a copy of its Regulations including amendments to date certified by the Secretary of the Corporation.

Inspection of Books and Records

8.04. Corporation's records that are required by law to be available for public inspection may be inspected by any Member, or the Member's agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection. Given that the Corporation does not have paid professional staff or regular business hours, such inspections shall be scheduled at a mutually convenient time within thirty (30) days from the date such request is received by the Corporation.

Nonprofit Operations

8.05. This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Trustees or Officers. The Corporation may pay compensation in a reasonable amount for services rendered. No member of the Board of Trustees, however, shall be entitled to any compensation.

Rules of Procedure

8.06 Except as provided in this Code of Regulations, all questions of parliamentary procedure relative to this Corporation shall be governed by Robert's Rules of Order, Latest revision.

ARTICLE IX. AMENDMENT

Modification of Regulations

9.01. The power to alter, amend, or repeal these Regulations, or to adopt new Regulations, to the extent allowed by law, is vested in the General Body. These Regulations may be altered, amended, or repealed, by the General Body at a meeting held for that purpose, by the affirmative vote of a 2/3rds majority of the voting members present, if a quorum is present. All such modifications and amendments will be certified by the Secretary of the Corporation.

This Code of Regulations and any amendments thereto shall become effective when acted upon favorably by the General Body. Nothing in this Code of Regulations or in any amendments thereto shall be deemed to impair any acts or proceedings undertaken by or on behalf of the Society (Corporation) prior to such effective date.

Adoption of Regulations

9.02. Adopted by the unanimous affirmative vote of the General Body of the Jain Society of Greater Cleveland on September 24, 2006, at Quality Inn, Richfield, Ohio .

Certified by the Secretary, sd/- Premal Shah

Name of the Secretary, Premal Shah

On October 11, 2006 at Hampton Inn, Richfield, Ohio.