

**Article I. Offices.**

**Section 1. Principal Office.**

The Principal Office of the corporation shall be in the City of Aptos, County of Santa Cruz, State of California.

**Section 2. Other Offices.**

The corporation shall also have other offices, in such other places, either within or without the State of California, as the Board of Directors may from time to time designate.

**Article II. Membership, Members and Voting Rights.**

**Section 1.**

The corporation shall have two (2) classes of members: 1) Regular Members and 2) Directors. All such members will have indicated the will to participate in the evolution of Auroville and the general aims of the corporation. All such members must comply with the Articles of Incorporation, Bylaws and the internal rules of the corporation.

- a) Regular Members shall consist of those persons who meet the requirements set forth in Section 1, are designated by the board as members, and pay the annual membership dues as established by the board of directors from time to time.
- b) Directors shall consist of those persons serving as Directors of the corporation pursuant to Article III of these Bylaws.

**Section 2. Voting and Other Rights.**

Each member shall be entitled to one vote. No person shall hold more than one (1) membership in the corporation. No member shall be entitled to vote by proxy or to cumulate votes.

**Section 3. Membership Book.**

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date on which such membership ceased. Such book shall be kept at the corporation's principal office.

**Section 4. Termination.**

The membership of any Regular Member of the corporation shall automatically terminate on his/her ceasing to meet the requirements of Article II, Section 1 or upon death or resignation from membership.

**Section 5. Annual Meeting.**

The annual meeting of the members of this corporation shall be held at a time and place designated by the board of directors during the month of June or as may be determined by resolution of the board of directors.

**Section 6. Special Meetings.**

Special meetings of the directors for any purpose may be called at any time by the President of the corporation or by not less than a majority of directors. If the President is absent or

unable to act, such special meetings may be called by the Vice President acting for the President.

**Section 7. Notice of Meetings-Waiver.**

Notices of annual meetings shall be given at least ten (10) days prior to the date thereof and notices of regular or special meetings shall be given at least five (5) days prior to the date thereof. Each notice shall specify the place, the day, the hour of the meeting and, in the case of special meetings, the general nature of the business to be transacted. Notices shall be given as provided in Article VIII of these Bylaws. Notices of adjourned meetings need not be given except when the adjournment is thirty (30) days or more. Notices shall be given by the Secretary or, if she/he is absent or unable to act, by any other officer of the corporation.

**Section 8. Quorum-Adjournment.**

The presence of a majority of the directors shall constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws. In the absence of a quorum, any meeting may be adjourned from time to time by the vote of a majority of the directors present thereat, but no other business may be transacted. The directors, at a duly called or held meeting at which a quorum is present, may continue to do business until adjournment notwithstanding a withdrawal of enough directors to leave less than a quorum.

**Section 9. Consent to Meeting.**

The transactions of any meeting, however called and noticed and wherever held, shall be as valid as though held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present in person gives a waiver of notice as provided in Article VIII of these Bylaws. All such waivers shall be filed with the corporate records or made a part of the minutes of the meeting.

Any action which under law may be taken at a meeting of the directors may be taken without a meeting if all the directors consent in writing or by email to such action. Such written consent shall be filed with the Secretary of the corporation. Such action by written consent shall have the same force and effect as a unanimous vote of the members of the corporation.

**Section 10. Liabilities of Members.**

No person who is, or who later becomes, a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

**Article III. Directors.**

**Section 1. Directors.**

The board of directors shall consist of not less than seven (7) nor more than twelve (12) members elected by a majority of the members. Such election shall take place at the annual meeting in accordance with the provisions of Article II, Section 2.

**Section 2. Removal of Directors.**

Directors may be removed only by a majority vote of the board of directors. No director may be removed without a hearing before the board, if such a hearing is requested by that director.

### **Section 3. Powers of Directors.**

Subject to any limitations contained in these Bylaws or any law as to action authorized or approved by the members, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the board of directors. Without limiting the general powers, the board shall have the following powers:

- a) To select officers; to select and remove employees and agents of the corporation, prescribe such powers and duties as may not be inconsistent with law, the Articles of Incorporation, or the Bylaws, fix their compensation, and require from them security for faithful service.
- b) To conduct, manage and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with the law, the Articles of Incorporation, or the Bylaws.
- c) To borrow money and incur indebtedness for the purposes of the corporation and, for that purpose to cause to be executed and delivered in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of indebtedness and securities.

### **Section 4. Election and Term of Office.**

The term of office of each director of this corporation shall be three (3) years, or until a successor is elected. As near as possible, one-third (1/3<sup>rd</sup>) of the directors terms of office shall end each year and, at the first meeting of the board of directors following the next annual meeting of the members of the corporation, the board of directors shall divide itself into groups so as to accomplish the foregoing. Successors to directors whose terms of office are then expiring shall be elected at the annual meeting of the members in the years such terms expire. A director may succeed himself or herself in office.

### **Section 5. Vacancies.**

A vacancy or vacancies shall be deemed to exist in case of death, or resignation of any director, or if the board or members shall increase the authorized number of directors but shall fail to elect the additional directors provided for, or in the event the members fail at any time to elect the full number of authorized directors.

Vacancies on the board shall be filled by a majority of the remaining directors then in office, even though less than a quorum, or by the sole remaining director. A successor director so elected shall serve for the unexpired term of the predecessor or until removal or resignation as in these Bylaws provided. Written notice of such action shall be provided to the members in a timely manner.

### **Section 6. Resignation.**

Any director may resign at any time by giving notice to the President, Secretary or to the board. Such resignation shall take effect at the time specified therein, and unless specified therein the acceptance of such resignation shall not be necessary to make it effective.

### **Section 7. Meetings of Directors.**

The board of directors may designate a place, either within or without the State of California, as the place of meeting for any regular or special meeting. If no designation is made, the place of meeting shall be the principal office of the corporation; but if all

members of the board shall be present at any time and place and consent to the holding of a meeting before or after the meeting, and at such meeting any corporate action may be taken.

Immediately following each annual meeting of the members of the corporation the board shall hold a regular meeting for the purposes of organization, election of officers and the transaction of business. Notices of such meetings are hereby dispensed with.

Other regular meetings may be held once every three (3) months at the time and place designated by the chairman. Notice of all such meetings shall be given at least ten (10) days prior thereto as provided in Article VIII.

Special meetings of the board may be called by the President or if she/he is absent or unable to act, by the Vice President, or by a majority of the directors upon seven (7) days' notice as provided in Article VIII.

The transaction of any meeting of the board of directors however called or noticed, or wherever held, shall be as valid as though had at a meeting duly held at the regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors now present signs a written waiver of notice or a consent to holding such meeting, or if such approval shall be filed with the corporate records or made a part of the minutes of the meeting.

Any action required or permitted to be taken by the board of this corporation may be taken without a meeting if all the directors consent in writing or by e-mail to such action. Such written consent shall be filed with the Secretary of the corporation. Such action by written consent shall have the same force and effect as unanimous vote of the board of directors.

**Section 8. Nonliability of Directors.**

Members of the board of directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**Article IV. Officers.**

**Section 1. Officers.**

The officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer of the corporation.

**Section 2. Election, Term of Office and Qualifications.**

Each officer shall be elected for a three-year term of office, such elections to be held annually, or as needed, by the board of directors. Each officer shall hold her/his office until a successor shall be duly chosen and qualified, or until death, or until resignation. The same person may occupy at the same time any two or more offices as the board may deem expedient, except that the same person shall not at the same time be both President and Treasurer of the corporation.

**Section 3. Resignation.**

Any officer may resign at any time by giving written notice to the board, or to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4. Vacancies.**

A vacancy in any office because of death, resignation or for any other cause, may be filled for the unexpired portion of the term by the board.

**Section 5. President.**

Subject to board approval, the President shall have general supervision, direction and control of the business and affairs of the corporation. She/he shall have such other powers and duties as may be prescribed from time to time by the board. Notwithstanding the foregoing, and subject to board approval, the President may delegate any and all responsibilities for the general supervision, direction and control of the business and affairs of the corporation to an Executive Director, Executive Secretary, or other agent or employee of the corporation; provided however that any such employee remains subject to the supervision of the President.

**Section 6. Vice President.**

In the absence or disability of the President the Vice President shall perform all the duties of the President and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the board.

**Section 7. Secretary.**

The Secretary shall keep a full and complete record of the proceedings of the board, shall certify Bylaws, shall make service of such notices as may be necessary and proper, shall supervise the keeping of the records of the corporation, including but not limited to, the membership book of the corporation, and shall discharge such other duties of the office as are prescribed by the board.

**Section 8. Treasurer.**

The Treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the board. Those funds shall be paid out only in checks of the corporation signed by the President, Vice President, Treasurer or Secretary. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the board.

**Section 9. Compensation.**

No officer or member of the board of directors shall receive any compensation from the corporation for services to the corporation. Provided, however, that officers and directors may be reimbursed for reasonable and necessary expenses incurred in performing their official duties as an officer or director of the corporation.

**Article V. Contracts, Checks, Drafts, Bank Accounts, Etc.**

**Section 1. Contracts; How Executed.**

The board, except as otherwise provided in these Bylaws, may authorize any office or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name, and on behalf, of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent, or employee shall have

any power or authority to bind the corporation by any contract or engagement or otherwise pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

**Section 2. Indebtedness.**

No loans shall be contracted on behalf of the corporation and no negotiable paper shall be issued in its name unless and except as authorized by the board. When so authorized by the board, any officer or agent of the corporation may effect loans and advances at any time for the corporation from any bank, trust company, or other institution, or from any firm, corporation, or individual, and for such loans and advances may make, execute, and deliver promissory notes, bonds, or other evidences of indebtedness of the corporation, and when authorized as aforesaid, as security for the payment of any and all loans, advances, indebtedness, and liabilities of the corporation, may pledge, hypothecate or transfer any and all stock, securities and other personal property at any time held by the corporation, and to that end endorse, assign, and deliver the same.

**Section 3. Deposits.**

All funds of the corporation shall be deposited from time to time to the credit of the corporation with such banks, bankers, trust companies or other depositories as the board may select or as may be selected by any officer or officers, agent or agents of the corporation to whom such power may be delegated from time to time by the board.

**Section 4. Checks, Drafts, Etc.**

All checks, drafts, or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the corporation for the purpose of purchasing goods or services, or for paying debts, shall be signed by the President or the Treasurer, or the duly authorized representative of either of them, where the amount of said check, draft or other order for payment of money by the corporation, is equal to or less than Five Hundred Dollars (\$500.00). Any check draft, or other order for the payment of money by the corporation greater than Five Hundred Dollars (\$500.00) shall be authorized by a specific resolution of the board of directors. Forwarding of contributions to Auroville and its units in accordance with customary practice, and payments for the salaries and expenses of duly authorized employees are exempt from the foregoing limitations. Endorsements for deposit to the credit of the corporation and any of its duly authorized depositories may be made without authorized signature, by the President or Vice President, or by the Treasurer.

**Section 5. General and Special Bank Accounts.**

The board from time to time may authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the board of directors may select and may make such rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as they may deem expedient.

**Article VI. Fiscal Matters.**

**Section 1. Fiscal Year.**

The fiscal year of the corporation shall end June 30 of each year unless changed by resolution of the board.

**Section 2. Gifts.**

The corporation may receive through the board for the benefit of the corporation, from any corporation which may be expressly formed for such purpose, from any corporation already existing, or from any person, such bequests, legacies, devises, donations, and gifts, or any of them, as the directors may deem proper and suitable to accept.

**Section 3. Financial Report.**

A financial report shall be submitted annually to the members of the corporation by the Treasurer, after review and approval of said report by the board of directors. The books of account shall not be audited unless demanded by a majority of the members, a majority of the board of directors, or by any governmental agency entitled to audit said books.

**Article VII. Books and Records.**

The corporation shall keep correct and complete books and records of account and also keep minutes of the proceedings of its members and board of directors, and shall maintain at the principal office of the corporation a record giving the names and addresses of the members. All books and records of the corporation may be inspected by any member, or director, or his/her agent or attorney, for any proper purpose at any reasonable time.

**Article VIII. Notices: Waiver of Notice.**

Whenever any notice is required to be given to any member or director by law or by these Bylaws, whether of a meeting or for some other purpose, it may be given personally or sent to such member or director by mail, telegram, e-mail, or other form of communication, charges prepaid, addressed to her/him at the address as is shown on the records of the corporation, or if it is not shown on such records or is not readily ascertainable, at the place of the principal office of the corporation. In case such notice is mailed or telegraphed, it shall be deemed given at the time when the same shall be deposited in the United States mail or delivered to the telegraph company. Whenever any notice is required to be given by law or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, or by telegram, cablegram, radiogram, whether given before or after the meeting or the time at which such notice is required to be given, shall be deemed equivalent to such notice. All such waivers shall be filed with the records of the corporation.

**Article IX. Amendments.**

Any of these Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two-thirds (2/3) vote of a quorum of the members or by a majority vote of the full board of directors; provided, however, that neither the board of directors nor the members, or either of them, shall have the power or authority to adopt, repeal, or amend a Bylaw, or amendment thereof, terminating or removing a member of the board of directors, or dissolving and winding up the affairs of the corporation, except upon a two-thirds (2/3) vote of all members or the entire board of directors, as the case may be.