



Utsav Bylaws

Table of Contents

1. Location:	2
2. Languages:	2
3. Business and Fiscal Years:	2
4. Activities:	2
5. Membership:	3
6. Board of Directors (Governing Body Member - GBM):	4
7. Non-Liability of Directors:	7
8. Execution of Instruments:	7
9. Committees:	8
10. The Community Council:	8
11. Election Committee:	9
12. Financial Matters:	9
13. General Meetings:	10
14. Maintenance of Corporate Records:	11
15. Amendment of Bylaws:	12
16. Amendment of Articles (a) Amendment of Articles before Admission of Members:	12

Utsav Inc. is a California non-profit corporation pursuant to the provisions of sections 20000-24007 of the California corporations code. The principal purpose of this corporation is to foster and promote cultural, charitable, religious and educational activities for its members.

These by-laws of UTSAV, INC. (hereinafter referred to as "the Organization" or "the Corporation" or "Utsav") adopted on May 31, 2002 and as updated and approved by the members of UTSAV on Oct 19, 2008 shall be read in conjunction with, and as subsidiary to, the Articles of Incorporation of Utsav. The activities and business of the Corporation shall be managed or conducted in accordance with provisions of this bylaw. Some of the provisions of the by-laws define or specify in detail certain related provisions of the Articles of Incorporation. In the event of any conflict between the provisions of the Articles of Incorporation and the by-laws, those of the Articles of Incorporation shall prevail.

1. Location:

- (a) The base of operations of Utsav shall be the Sacramento county and its suburbs in the state of California.
- (b) **CHANGE OF ADDRESS.** The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date. The Current address is 11230 Gold Express Drive, #310-412, Gold River, CA – 95670.
- (c) **OTHER OFFICES.** The corporation may also have offices at such other places, within or outside the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

2. Languages:

English or Bengali will be used as the working language in the conduct of Utsav's business as far as practicable.

3. Business and Fiscal Years:

The business or working year shall be from January 1 to December 31.

4. Activities:

- (a) Programs organized by Utsav will include observance of Bengali socio-cultural and religious occasions such as Durga Puja, Saraswati Puja, etc. Utsav may organize and participate in musical and theatrical events and film shows such as social gatherings, sports events and picnics; seminars and Bengali language classes; and representative meetings of Indians, in particular those of Bengalis. In its activities, Utsav shall see the participation of all of its members, adults as well as youths. Utsav may support charitable and social causes consistent with its goals and objectives.
- (b) The Board of Directors will publish a web site to communicate with members. Utsav also may annually publish a magazine.

5. Membership:

Members are the people who have paid the membership dues.

- (a) Each year the Board of Directors shall determine Membership fees for regular Members, and for chartered members. The Board of Directors may determine reduced Membership fees for regular Members who are full-time students and retired seniors.
- (b) Every year Utsav membership will end on June 30. A membership renewal list for the previous members will be approved by the Board, The membership fee for current members is due on July 1 every year, and for new members, on acceptance of membership. Membership fees shall be non-refundable.
- (c) A member may resign by written notice to the Board of Directors.
- (d) Membership eligibility requires that a person is not engaged in the following capacity in a similar organization, as determined by the Board;
 - i Member of the Executive Committee
 - ii Office bearer
 - iii Board Member
 - iv Founding Member
 - v Any other position considered as detrimental to Utsav and its goals, as determined by the Utsav Board
- (e) Only Members have the right;
 - i to be nominated to elective positions or serve on committees of Utsav
 - ii to vote in any election or on any resolution or issue concerning Utsav's affairs, provided their Membership has been in good standing for not less than thirty days. One vote per membership (regardless of the type of membership) will be permitted in any election or on any resolution or issue concerning Utsav's affairs.
 - iii to be considered to serve as an office bearer only if that person is in good standing with the Organization for a minimum of 2 consecutive years
 - iv to be considered to serve as the President only if the person has been a member of any previous Board including Community Council Member (CCM) and in good standing with the Organization for a minimum of 1 year.
- (f) For admission to programs or functions organized by Utsav, the Board of Directors:
 - i may fix admission fees for full-time students and retired seniors at a special discount rate lower than that for Regular Members
 - ii may fix admission charges for non-members at levels higher than that for Members, and may restrict participation of non-members in any way deemed necessary.
- (g) A member may be censured, suspended or expelled from Utsav for participation or involvement in an activity determined to be detrimental to the interest of the corporation. The Community Council will investigate and recommend to the Board all such disciplinary action. The decision of the Community Council shall be final.

Community Council shall appoint a Disciplinary Committee (DC) of 3 members with good standing with the Organization for a minimum of 2 consecutive years. DC will investigate allegations against a member who allegedly has engaged in activities considered detrimental to Utsav and its goals or members who have shown abnormal social behaviors including, but not limited to: slander, innuendos and libel against other members with good standing with the Organization.

This disciplinary procedure can only be initiated if written complaints are filed to the Board by at least 3 members with good standing with the Organization. These complaints are not typical complaints/issues that can be brought forward to Utsav Community Council to improve membership experience.

6. Board of Directors (Governing Body Member - GBM):

(a) The number of Directors shall be five

(b) **TERMS OF OFFICE.** Each Director shall be elected for an initial term of one year. A Director, if elected, may serve three additional consecutive terms, for a maximum of four consecutive years. No office bearer shall hold the same office for more than two years consecutively. The executive officers of this Organization are: President, Vice President, Treasurer, Cultural Secretary and Secretary (Public Relations).

(c) **DUTIES OF THE BOARD:**

It shall be the duty of the GBM to:

- i Perform any and all duties imposed on them collectively or individually by the Articles of Incorporation of this corporation, or by these Bylaws;
- ii Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- iii Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- iv Meet at such times and places as required by these Bylaws;
- v Complete the Statement of Information each year with the California Secretary of State. The Statement of Information is valid from July to June each year.
- vi The Board will be responsible for filing of all Taxes by November 15 each year. These include Federal, State, as well as (there is a form for Non Profit Charitable Organization that is filed with the Attorney General's office – Shashwati will probably know – Pat definitely knows).

(d) **DUTIES OF THE PRESIDENT.** The President is the Chief Executive Officer of the corporation. The President will chair Board meetings, and represent the Organization to outside bodies and represent the Board to the General Body of Members and the Community Council. President will be named as the Secretary of Utsav in CA Secretary of State Dept. application.

(e) **DUTIES OF THE SECRETARY (Public Relations)**

- i The Secretary is responsible for all administrative matters including keeping minutes of Board and General Meetings, and coordination in the execution of Board decisions.
 - ii See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and be the custodian of all contracts, records and legal documents.
 - iii Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership book, and the minutes of the Board meetings.
 - iv Complete the Statement of Information each year with the California Secretary of State. The Statement of Information is valid from July to June each year.
 - v Solicit, at the Board's (including CCM) own discretion, recommendations from a group of Utsav members (with good membership standing for more than three years) for critical matters related to Utsav and its goals
 - vi Maintain the Organization's website and send communications to the members, as needed.
- (f) **DUTIES OF THE TREASURER.** In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors. The Treasurer will manage the financial affairs of the Corporation, including maintenance of up-to-date records of all financial transactions, preparation of accounts and budgets, and keeping a current list of Members. Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:
- i Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
 - ii Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
 - iii Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
 - iv Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
 - v Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof.
 - vi Render to the President and directors, whenever requested, an account of any or all transactions as Treasurer and of the financial condition of the corporation.
 - vii Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
 - viii Keep a membership book containing the name and address of each and every members
 - viv File all Taxes by November 15 each year. These include Federal, State, as well as (there is a form for Non Profit Charitable Organization that is filed with the Attorney General's office – Shashwati will probably know – Pat definitely knows). The financial statement form has to be filed with the Dept of Charity by September 15 every year.
- (g) **DUTIES OF THE VICE PRESIDENT.** The Vice President will be the Chief Operating Officer (COO) of the Corporation. The Vice President shall:

- i Assist the President to perform all his duties and oversee all operating procedures consistent with the direction of the Board.
- ii Perform all duties of the President in the absence of the President or when designated by the President or when the President resigns or up on prior approval of by the Board.

(h) **DUTIES OF THE CULTURAL SECRETARY:**

The Cultural Secretary shall:

- i As directed by the Board, coordinate all cultural activities for all Utsav organizational activities including, but not limited to, Durga Pujo and Saraswasti Pujo.
 - ii Coordinate all activities and logistics related to Board-approved external artists for any of Utsav's organizational activities.
- (i) **COMPENSATION.** Directors shall serve the corporation without any compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.
- (j) **PLACE OF MEETINGS.** Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or outside the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent via e-mail of majority of the Board members given either before or after the meeting Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another and can be heard by one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:
- i Each director participating in the meeting can communicate with all of the other directors concurrently at the meeting.
 - ii Each director to provide the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
 - iii The corporation will adopt and implement some means of verifying
 - a. that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and
 - b. that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

A majority of the board shall constitute a quorum for the Board meetings.

- (l) **SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by the President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or outside the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

A member of the Organization may call a Special Meeting if 25% of the members sign the meeting request notice.

- i If a Board member, without a written agreement with the President, has been absent from Board meetings for more than four consecutive Board meetings, or from Board meetings over a period of more than four months, whichever occurs later, such Board member will be deemed to have resigned from the Board of Directors and, accordingly, will cease to be a Board member.
- ii In the event of a vacancy on the Board, the position shall be filled by a special election if more than six months of the outgoing member's term remains, otherwise it shall be filled by co-option. In either case the new member will serve out the remainder of the outgoing member's term. The Board will obtain a recommendation from the Election Committee to fill a vacancy by co-option.
- iii The censure of a Director shall require a resolution adopted by a two-thirds majority vote of the other Board Members.
- iv In the event of resignation of one or more members of the Community Council, The Election Committee can choose to elect or nominate acting Community Council members.

7. Non-Liability of Directors:

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

8. Execution of Instruments:

- (a) The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
- (b) **CHECKS AND NOTES:** Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by any two board of directors and one of them will always be the treasurer.
- (c) **DEPOSITS:** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select. The fund of the corporation cannot be invested in stocks or mutual funds.
- (d) **GIFTS:** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

9. Committees:

- (a) The Board of Directors may establish from time to time, by resolution, committees to carry out regular activities or particular functions or programs. The Board resolution will specify the composition, terms of reference and life span of each committee. Examples of areas of activity for which such committees may be formed include, but not limited to: cultural, website, administration, finance, religious festivals such as Durga Puja, Saraswati Puja, cultural affairs, children's and youth activities, literary, recreation, fundraising and education. Within the terms of reference set by the Board, each committee will be responsible for managing the particular activity for which it is established.
- (b) Each committee shall have at least one Board Member, while other members may be drawn from the Membership-at-large. A member appointed by the Board will chair each committee. The chairperson will report regularly to the Board of Directors to enable the proper coordination for the various activities.
- (c) In determining the composition of the committees, the Board of Directors will specially consider the presentation of Youth Members on any committee in which they are likely to be able to contribute.

10. The Community Council:

- (a) The Community Council or the Council shall be composed of three members. The members of the Council at establishment will serve for terms ranging from one to three years, with one member retiring every year. Annually, one person will be elected to membership of the council for a three-year term to replace a retiring member. Retiring members may offer themselves for one reelection, thereby serving a maximum of six consecutive years.
- (b) A vacancy on the Council caused by any reason other than normal retirement will be filled by election, if the remaining term of the vacating member is six months or more. The person so elected will serve for such remaining term.
- (c) The Chairman of the Council shall be the member who will be due to retire at the end for the current year. In his or her absence, Council members will elect a Chairperson.
- (d) In exercise of its executive authority, the Council will appoint the members of the Election Committee by unanimous decision. A member of the Election Committee can be removed by a two-thirds majority vote in the Council. The Council will mandate or adjudicate disputes arising in connection with elections.
- (e) The Council will receive and review the Corporation's audited account and audit report in consultation with the Board of Directors, and after review forward to the Board of Directors for presentation by the Board to the General Body of Members.
- (f) The Community Council will deal with matters involving the censure, expulsion or other form of disciplining of a member, or the disciplining of a non-member participating in an activity organized by Utsav.

11. Election Committee:

- (a) The Election Committee shall be responsible for administering the nomination process and conducting elections to all elective positions of Utsav. In the event that there are not enough candidates for announced vacancies, the Election Committee will be responsible for obtaining additional nominations, to present one nominee for each vacant position, by active solicitation among Members-at-large.
- (b) At establishment of the Election Committee, the three members of this Committee will be appointed for one-, two- and three- year terms, respectively. Each year, by rotation, a member will retire, and will be replaced by a new member appointed to serve for three years. A member of the Election Committee is eligible to serve for a maximum of two consecutive terms or six consecutive years.
- (c) Each year, or more frequently as required, members of the Election Committee will select a Chairman from among themselves.
- (d) The Election Committee shall prepare a report for presentation at Annual General Meetings.
- (e) The members at large using written ballots will annually elect the board members from candidates presented by the election committee. From among the Governing Body Members who are willing to serve as President, the remaining Governing Body Members and the Community Council Members shall run a vote to choose the President and the Vice President. Governing Body Members who are interested in the positions of President and Vice President should not vote on this matter.
- (f) The remaining positions on the board shall be filled by the three remaining candidates with the highest number of votes.

12. Financial Matters:

- (a) Auditors, at the Board's discretion, will be appointed for one year, and will be eligible for reappointment one year at a time up to a maximum of five consecutive years.
- (b) To enable the timely completion of accounts and their audit and presentation, each year the treasurer will prepare a schedule acceptable to the Board of Directors and the CCM, for the closing of books, preparation of financial statements (balance sheet and income statement) and their audit.
- (c) Each year on resumption of office, the Treasurer, under the direction of the Board of Directors, will prepare a budget (or estimate of income and expenditure) for the current year. Annual budget as approved by the Board of Directors will be presented to the General Body of Members. The Board of Directors in the light of actual income expenditure will review the budget periodically, and the Members informed about major deviations from the approved budgets.
- (d) The Board of Directors will set aside a part of annual and accumulated incomes in a reserve account, which will be used only in contingencies or in other specific purposes approved by the Board of Directors under the advice to the General Body Members.

- (e) Utsav will maintain checking and saving accounts in local banks to insure optimal returns consistent with liquidity.
- (f) The Treasurer will have the authority to sign checks involving financial transactions approved by the Board of Directors of up to three hundred dollars, above which amount the signature of another office bearer will be required.
- (g) Receipts for any Utsav related expense must be submitted for reimbursement and recorded by the Treasurer. Expenses can only be claimed after it is incurred. Any expense under \$100 has to be approved by the President and the Vice President. Any expense equal to or more than \$100 must be approved by the Board with explicitly written purpose and must be recorded in Board's meeting minutes.
- (h) Any personal expenses including, but not limited to, mileage, clean up fee of personal property used to host Utsav meetings and/or activities shall not be reimbursed.

13. General Meetings:

- (a) The Annual General Meeting shall be held once every year or as determined by the Board. The members shall be notified of the date, time, place and the proposed agenda of the meeting at least ten days prior to the meeting.
- (b) The Board of Directors may call a Special General Meeting with not less than 7 days notice. The notice shall include a brief description of the purpose, the time, place, date, and proposed agenda of the Meeting.
- (c) The Chairman of the Community Council shall chair all General Body Meetings. If unable to do so, the Chairman of the Council shall inform the President of the Board the name of another member of the Council who will chair the meeting in his or her absence. If the Chairperson of the Council is absent at a General Meeting, and has failed to name a substitute, the President will name a member of the Council to Chair the meeting. If no member of the Council is present at a General Meeting, the President will name a past member of the Board to Chair the meeting.
- (d) The Chairman of a General Meeting may vote on, but shall not propose any motion or take part in any discussions on a motion while functioning as Chairman. A Chairperson wishing to participate actively in a matter under consideration will step down temporarily from the Chairmanship, for a specified period, after naming another member to chair the meeting in his or her place.
- (e) In all General meetings, a simple majority of those present shall be required to table a motion.
- (f) Voting at General Meetings may be by show of hands unless secret balloting is required due to the nature of the business or subject matter.
- (g) The Chair will rule on all procedural matters in the General Meetings.
- (h) A special general body meeting can be called if 25% or more members request to the board in writing.
- (i) Each member will be allowed one vote, no cumulative voting allowed.

14. Maintenance of Corporate Records:

- (a) The corporation shall keep at its principal office in the State of California:
- i. Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; additionally, all meeting minutes will be made available for members through Utsav's website.
 - ii. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
 - iii. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member
 - iv. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.
- (b) **MEMBERS' INSPECTION RIGHTS.** Each and every member of the Organization shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:
- i. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
 - ii. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.
- (c) **RIGHT TO COPY AND MAKE EXTRACTS.** Any member or the agent/attorney of a member has the right to inspect the corporate records, by-laws and annual reports. The right to inspection includes the right to copy and make extracts.
- (d) **ANNUAL REPORT.** The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:
- i. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
 - ii. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - iii. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
 - iv. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation. If this corporation has members, then, if

this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

- (e) **ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS.** This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:
- (f) Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest: (1) Any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or (2) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary. The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000). Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law. Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated. If this corporation has any members and provides all members with an annual report then such annual report shall include the information required by this Section.

15. Amendment of Bylaws:

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows: (a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or (b) By approval of the two-thirds (2/3) majority of members of this corporation.

16. Amendment of Articles (a) Amendment of Articles before Admission of Members:

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors. (b) AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS After members, if any, have

been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the two third (2/3) majority of members of this corporation. WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS We, the undersigned, are all of the persons named as the current directors in the Articles of Incorporation of Utsav Inc, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws as the By-laws of this corporation.