

THE HINDU TEMPLE OF CANTON

CONSTITUTION

January 30, 2022

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Note: For Bylaws and Appendices, see separate documents.

Foreword

The idea of establishing the Hindu Temple was conceived at a meeting held at 38432 Lawrence St, Wayne, Michigan, on November 7, 1986. An Ad-hoc committee was formed to frame the constitution and undertake other associated preliminary formalities.

The initial Constitution and Bylaws were adopted by the Board of Trustees on November 11, 1986.

Subsequently, the Constitution and Bylaws were revised and adopted by the general membership on the following dates:

- 1) August 6, 1995
- 2) December 19, 2014
- 3) August 4, 2019
- 4) January 30, 2022 (The Current Constitution and Bylaws)

The current Constitution and Bylaws documents were approved by the Temple voting members (in-person and absentee ballots) at a special general membership meeting held at the Hindu Temple of Canton on January 30, 2022 as per the guidelines stated in the previous Bylaws document dated August 4, 2019, Article X.

The following members and advisors of the Bylaws Committee were assigned the task to create these separate documents with appropriate amendments:

A. Constitution and Bylaws Committee Members as of January 30, 2022

1. Raj Shah – Chairman
2. Vijay Chaudhri
3. Subhash Kelkar
4. Dhiru Patel
5. Ajit Vashi
6. Balkisan Kacholiya – Advisor
7. Kalpesh Unadkat - Administrative Support

B. Retired Committee Members

1. Naran Kesliker
2. Pradip Patel

Article I

Name

The name of the corporation shall be The Hindu Temple (the "Temple"). It was registered in the state of Michigan on November 7th, 1986, as a Non-profit religious organization (503c).

For purposes of the Constitution and the Bylaws, the temple building and premises located at 44955 Cherry Hill Rd, Canton, MI 48188, shall be referred to as the "Facility."

Article II

Objectives and Governance

Section 1. The Hindu Temple is established to serve the religious, spiritual, cultural, and educational needs of the Hindu community. Temple activities shall be designed to inculcate and nurture Hindu heritage among its members, children, and community. Hinduism espouses universality of all religions. Practitioners of other religions and faiths shall be welcome to attend and participate in the activities and programs of the Temple. The basis of Temple activities and programs will be the teachings and precepts of Hinduism.

Section 2. The Temple is organized on a membership basis. It belongs to its members as intended by its founding members. The membership shall elect and entrust "The Board of Trustees" to govern the temple. Under the oversight of the membership, the Board shall be fully democratic and transparent in managing, administering, and conducting the temple's affairs. Its day-to-day operations shall be carried out based on sound policies, procedures, and protocols in the interest of the membership and advancement of the temple's objectives. All elected trustees, officeholders, and volunteers shall have a common goal of serving God, the Temple, and its congregation.

Article III

Membership

Section 1. The membership of the Temple consists of the following six (6) categories of members (individually, a “Member” and collectively, the immediate family “Members” that include both spouses and unmarried children under twenty-one (21) years of age living in the same household), each with the corresponding rights listed in the table below:

Member Category	Annual Membership Dues (Refer to Bylaws Document Article No. I)	Required Cumulative Donation (Refer to Bylaws Document Article No. I)	Right to Vote, see Section 3(a) below	Eligible to Serve as a Trustee see Section 3(b)	Right to Serve on Standing/Special Committees
Associate Member	--	--	No	No	Yes
Member	--	--	Yes	No	Yes
Donor Member	--	--	Yes	Yes	Yes
Life Member	--	--	Yes	Yes	Yes
Honorary member	--	--	No	No	No
Non-living entity/Corp. or its members	--	--	No	No	No

Section 2. Membership of the Hindu Temple is a privilege and may be offered only to the individuals subscribing to the purpose and objectives of the Temple (Article I and Article II, Section 1 & 2) and paying the required Membership Dues, as set forth herein. Any individual, before becoming a Member, must have good morals and character as defined by normal societal and ethical standards. All membership privileges established by the Board of Trustees are available to members in good standing only. Refer to the Constitution document, Article VI, Section 4(r).

Section 3 (a). Per column “Right to Vote” in the Table (Section 1) above, a member paying annual Membership dues by September 15th shall become a “Voting Member” for the current year. Any member paying membership dues after September 15th will be considered a member for the remainder of the current year and the following year. However, he/she shall not be eligible for voting in the current year. Among family

members, each spouse shall be considered a "Voting Member." Children living in the same household shall not be considered "Voting Members" unless they are independent "Voting Members." Only one spouse shall be allowed to be a trustee on the Board in any year. Refer to the Constitution document, Article VI, Section 2(e) for further details.

Section 3(b). Donor and Life Members are eligible to be elected to the Board of Trustees in accordance with the procedures prescribed in the Bylaws document and by the Nomination & Election Committee with the following exceptions:

1. Donor and Life Members who have been convicted of a criminal offense or felony charges or have such proceedings pending against them. Such disbarment shall remain in effect for three (3) years after the proceedings are settled, and relevant obligations have been fulfilled.
2. Donor and Life members who are delinquent on any obligations without due cause, including financial pledges to the Temple as long as the delinquency is pending and not resolved or settled.

Section 4. Life Members are further categorized as follows:

- Cumulative Contribution to Temple of \$10,000–24,999 **Life Member**
- Cumulative Contribution to Temple of \$25,000–49,999 **Life Member Bronze**
- Cumulative Contribution to Temple of \$50,000 –99,999 **Life Member Silver**
- Cumulative Contribution to Temple of \$100,000–249,999...**Life Member Gold**
- Cumulative Contribution to Temple of \$250,000–499,999 **Life Member Platinum**
- Cumulative Contribution to Temple of \$500,000 and above **Life Member Diamond**
- **Benefits and Privileges of members in various categories will be updated by the Board of Trustees as and when needed. Refer to the Constitution document, Article VI, Section 4(r).**

Section 5. Honorary Membership shall be limited to scholars, spiritual leaders, retired individuals over age seventy (70), who have provided exceptional services to the temple, and visiting dignitaries. The Board shall have the discretion to award Honorary Membership status to such individual/s with a minimum of ten (10) Trustees voting in favor of the proposed awardee/s at the Board meeting. The Board shall not bestow honorary membership upon the priests or any other paid staff of the temple.

Section 6. The voting members shall have the right of oversight over the governance of the Board of Trustees. The Board of Trustees shall be required to obtain approval of the voting members for all major proposals, resolutions, and actions affecting the interests and welfare of the Temple and its General Membership as listed below in this Section.

6.1 The Secretary of the Board shall include, with the notice of Annual General Membership Meeting to each member, an outline of each specific proposal listed on the agenda, all other documents and attachments necessary for the members to participate and vote in the conduct of the business of the Annual General Body Meeting. This information can be sent to each member via e-mail or regular mail. Prior to emailing/ mailing the ballot, he/she will ensure that specific proposals, documents, and attachments were reviewed and approved by the Board and appropriate committees like Constitution and Bylaws, Audit, Nomination and Election, etc. He/She shall also include with the notice information stated as per the Constitution document, Article IV, Section 1 and Article XI, Section 2 and Bylaws document, Article III, Section 5

6.2 Each voting member shall have the right to vote in person at the Annual General Membership Meeting or through e-voting. Refer to the Constitution document, Article V. The sum of voting members present in person and online shall count towards the required quorum. A voting member shall not be allowed to assign another individual to vote on his/her behalf as a proxy on any subject matter on the agenda. Also, refer to the Constitution document, Article IV, Section 4, and Article XI, Section 2(b).

6.3 The proposals for illustrative subject matters listed below, but not limited to, shall require an affirmative vote of the $\frac{2}{3}$ voting members constituting the quorum for their approval.

- (a) Amendments or revisions to the Amended and Restated existing Constitution and Bylaws.
- (b) Procurement of any material, equipment, and labor for a specific purpose or project that is estimated to exceed a total expenditure of \$50,000 in its entirety.
- (c) Improvements or expansions that are estimated to exceed \$50,000 or relocation of the temple and any of its assets.
- (d) All loans or indebtedness from any source exceeding a cumulative amount of \$100,000 in a calendar year. The only exception to this clause is a refinancing of an existing loan for an equal or lesser amount and with more favorable terms.
- (e) Any investment of cash reserves exceeding a cumulative amount of \$100,000 or one-third of the Rainy Day Fund, whichever is smaller, in a calendar year. The only exception is fixed deposit or CD in an authorized US banking institution.
- (f) All collaborations, partnerships, liaisons, leasing or allocation of

properties or assets, temple services, and other matters of importance to the membership and independence of the temple as an entity.

- (g) Addition/replacement of images or statues of deity/deities, including any alteration in layout
- (h) Petitions filed by the voting members.

6.4 The proposals for illustrative subject matters listed below, but not limited to, shall require an affirmative vote by a simple majority of the voting members constituting the quorum for their approval as stated in the existing Constitution and Bylaws:

- (a) The statement of operations for the past year and Budget for the next year with an itemized breakdown of revenue and expenses. All items/transactions involving conflicts of interest shall be disclosed.
- (b) Sponsoring or Organizing religious, cultural, social, or spiritual events or festivals exceeding the expenditure of \$50,000.
- (c) The hiring of full-time or part-time employees for the temple not approved in the previous budget.
- (d) Annual donations on behalf of the Temple to other institutions or organizations exceeding \$5,000 cumulatively.
- (e) Appeals from the members/trustees/officers for the reconsideration of the Board's decisions.
- (f) Increase in membership fees or special assessments.
- (g) Appointment of an independent CPA firm, an attorney or legal counsel, and an external entity (to audit certain temple operations) as recommended by the Board. Also, Refer to the Constitution document, Article IV, Section 3(d) and Article VI, Section 4 (k),(l), and (m).

6.5 The Board has no right to confer any privileges to any member, except those described in the Bylaws.

Section 7. Access to Temple Records

All records of the Temple including current and past Board meeting minutes, Treasurer's financial documents, and other Committee meeting minutes if available are the property of the Temple. Such records shall be stored/maintained only at the temple premises. Any member may formally request to the Board to view such available record(s), giving reasons to access the records and explain how the information will be used. If approved by the Board, the aforementioned records shall be made available to the requesting temple member(s) only inside the temple, at a mutually convenient time for the member(s) and a designated temple officer/volunteer. The Board shall maintain a record of requests received to access official documents, the names of the requestors, a reason for the request and the date when such request was fulfilled.

The Board reserves the right to deny requests for generic/wholesale documents. The Membership Database is confidential and can only be made available to the N&E Committee and to candidates running for a position on the Board for the following year.

Following denial of request by the Board, the requesting member(s) may appeal to the AGM as per Constitution document, Article III, "Membership", Section 8.

Under no circumstances may a member borrow any documents belonging to the Temple or reproduce them through photography or reprinting services

Section 8. Member's right to petition

Every voting member has a right to request information or make suggestions, recommendations, etc. including from minor items or issues to substantive changes to operations, policies, procedures, personnel, bylaws, etc. (hereafter referred to as a petitioner)

The following is the prescribed procedure for addressing the issue(s) or concern(s):

1. The petitioner may send a request in writing, preferably by email, addressed to the Chairman with copies to the President and Secretary of the Temple. The petitioner shall describe the issue(s) in his written document stating reasons why the issue(s) should be addressed by the Board. The petitioner cannot request a special board meeting but is encouraged to attend a scheduled Board meeting in order to personally discuss the issue(s) with the Board and seek a resolution.
2. Depending on the issue(s), the Board will have the following options:
 - a. It may accept or reject the issue(s) during the board meeting.
 - b. It may request more time for further evaluation.
 - c. It may decide to defer the issue(s) to an appropriate "Standing Committees" or "Special (Ad hoc) Committees" for further review and resolution.
3. If the issue(s) is not addressed or resolved by the Board or the designated committee within 30 days from the date of submission of the petition, then the petitioner can request a written response from the Board. On receipt of any such communication from the petitioner for a written response, the Board shall further discuss the issue(s) and send a written response within 15 days from the receipt of the email/letter. This response shall be emailed/mailed to the petitioner, who had raised the issue.
4. In addition, the Board shall post on the Temple website a brief summary of the issue raised or recommendation made and a summary of the Board's decision with a rationale, without disclosing the name of the petitioner,

5. If the petitioner is not satisfied with the Board's action or response, then the petitioner has a right to escalate the request to the General Membership by filing a petition or proposal for the approval of the voting members at the Annual General Meeting.
6. The petitioner shall be required to secure verifiable signatures from a minimum of fifteen percent (15%) of the voting members to place a petition on the agenda of the Annual General Body Meeting for discussion and vote. The petitioner shall send a written request to all Board of Trustees, at least 30 days prior to the holding of the Annual General Body meeting for the Board to include their petition or proposal on the agenda. Such a written petition or proposal sent less than 30 but more than 15 days in advance of the meeting may be included as an open item for discussion on the agenda with the consent of the voting members present. Illustrative subject matters for the petition or proposals by the members could be:
 - a. The petitioner's request for new activities and programs in the interest and welfare of the Temple.
 - b. Request a change in certain aspects of management, administration, and operations.
 - c. Recall a Trustee/s or an officer/s for a cause.
 - d. Rectify Board's Decisions.
 - e. Propose amendments to Constitution/Bylaws.
7. If requested by a petitioner after completing the aforementioned steps, the Secretary shall provide a list of voting members to the petitioner after the petitioner has signed a confidentiality agreement.
8. The process described above should be sufficient to resolve disputes. Members of the Temple may agree to disagree with each other or with the Board of Trustees on any issue, but not resort to legal action against the Temple. All disagreements and disputes ought to be resolved amicably in order to preserve the best interests of the Temple.

Section 9 Restriction of Membership Privileges

Section 9.1. All membership privileges specified in the Constitution and Bylaws are available to members in good standing only. All members are expected to exhibit behavior that helps promote the good image of the temple and the community of devotees. Actions or behavior that are determined by the Board to be detrimental to the image of the temple, may lead to disciplinary action by the Board, including suspension of membership provided twelve (12) members of the Board vote for the suspension.

The Board, upon the affirmative vote of twelve (12) Trustees may terminate the membership of any member if it is determined that such member has exhibited behavior or has taken action (or failed to take action) that could be reasonably determined to be damaging to the purpose, principles or property of the Temple. Common courtesy and strict discipline must be observed by each member while on the Temple premises. In any event, no member may have his/her membership terminated without first having the opportunity to be heard at a meeting of the Board. Such members shall have the right to appeal the Board's decision to the General Membership by sending a written request to all the Board of Trustees and follow the procedure as per the Constitution document, Article VI, Section 3(b). A decision rendered by the simple majority of the General Membership shall be implemented.

Section 9.2. In no case shall membership dues or donations paid by a member be refunded. The Board may reinstate a terminated membership at any time at its discretion, upon the affirmative vote of Ten (10) Trustees.

Article IV

Annual General Body Meeting

Section 1. The annual general body meeting of the Members shall be held on or before December 7th of each year to ensure maximum attendance of the Temple members. The Secretary under the direction of the Chairman of the Board shall send out proper notice of the annual meeting date, time and place including all associated attachments to be presented.

Notice of any meeting of the Members shall specify in writing the purpose or agenda with attachments of corresponding documents, place, day and hour thereof and shall be given to each Voting Member not less than ten (10) nor more than thirty (30) days before each such meeting. As described in Article III, Section 6.1, this information can be sent to each member via email or regular mail. Prior to emailing/ mailing the notice, the secretary will ensure that specific proposals, documents, and attachments were reviewed and approved by the Board and appropriate committees like Constitution and Bylaws, Audit, Nomination and Election, etc. Such written communication shall constitute due, legal, and personal notice to each Voting Member if it is delivered to the Voting Member by mail, electronic mail, or other means of written correspondence. The chairman shall also ensure placement of this information on the temple website and announce at the Sunday prayers on a regular basis between ten (10) and thirty (30) days before the date of the meeting.

Section 2. The Board of Trustees shall appoint a life member and/or a former office holder of the Board of the Temple as a moderator of the Annual General Body Meeting with the favorable vote of a minimum Ten (10) trustees of the total attending the Board meeting. He/she shall describe the meeting protocol to maintain control and order in the meeting and move the agenda forward politely and professionally without undue and uncivil interference from any officer/s or member/s. No current member of the Board of Trustees can act as the moderator.

Section 3. The Chairman of the Board shall introduce the Moderator for the Annual General Meeting. The Moderator shall assume control of the meeting and introduce the agenda as well as the protocol for the Annual General Body Meeting. The main purpose of this meeting shall be:

- (a) Introduction of the incoming Board of Trustees to the General Membership by the Chairperson of the Nomination and Election Committee. Newly elected Trustees are required to take the oath of office as prescribed in Appendix IV at the General Membership Meeting to be administered by the Chairman of the Constitution and Bylaws Committee (See Appendix IV for the oath)
- (b) To deliver and discuss the Board's reports regarding the status and activities of the Temple for the current year and to present the independent auditor's report.
- (c) To have the Treasurer present the annual financial report for the current year and the annual budget for the upcoming year.
- (d) Approval of the appointment of an independent CPA firm, an attorney or a legal counsel and an external entity (to audit certain temple operations) by the Board for the following year. Refer to the Constitution document, Article III, Section 6.4(g).
- (e) To discuss suggestions and issues, if any, made by the Members for improving the status and activities of the Temple. All new suggestions will be noted and later discussed by the Board.

Section 4. The following shall be the requirements for the quorum:

- (a) The presence of a minimum fifteen percent (15%) of the Voting present on-premises at the time scheduled for the meeting or present online with verified credentials. A voting member shall not be allowed to assign another individual to vote on his/her behalf as a proxy on any subject matter on the agenda.
- (b) If the requisite quorum is not formed within half an hour of the scheduled meeting time, the Chairperson of the meeting can initiate the meeting by addressing the items on the agenda which are for the general information of the membership only. All agenda items requiring General Membership vote can be

deferred to later within the same meeting, after quorum is established. If quorum is not established within an hour of the start time, the meeting shall be adjourned and rescheduled.

(c) The Chairman of the board shall send the notice of the rescheduled annual general membership meeting ten (10) days in advance of the date of the meeting. All matters except those related to constitution and bylaws shall be addressed and handled in this rescheduled meeting.

Section 5. In addition to the Annual General Body meeting, an additional special meeting of the Members may be called by the Board or upon a written request of at least fifteen percent (15%) of the Voting Members.

Section 6. Pursuant to this Article, all meetings of the Members shall follow the Roberts Rules of Order. The meeting proceedings will be conducted by either voice votes, a show of hands or verified online e-votes, as determined by the Chairperson of the Annual General Membership Meeting.

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Article V

Use of electronic medium

1. The Board of Trustees (BOT), at its discretion, may use the electronic medium for conducting their board meetings referred to as E-board meetings. All the E-board meetings held and decisions taken thru electronic medium will be valid as long as the same protocol as specified in the Constitution document, Article VI for in-person meetings will be followed.
2. The Board of Trustees (BOT), at its discretion, may request the general membership to cast their votes electronically (E-voting) on any issues that require the approval of the eligible voting membership. If necessary and approved by BOT, it will authorize to conduct E-voting with the help of an independent third-party familiar with the E-voting.
3. The Executive Committee (EC) and all the approved committees, at their discretion, may use the electronic medium for conducting their internal meetings necessary to execute their responsibilities.
4. The Nomination and Election Committee (N&E), at its discretion, may use the electronic medium to conduct the annual elections for vacant positions for the BOT. If necessary and approved by BOT, N&E will conduct E-voting with the help of an independent third-party familiar with the E-voting process.

5. In addition to the above four (4) items, approval of BOT will be necessary for the use of electronic medium for any activity that may impact the function and operation of the Temple.
6. Any changes to the Constitution or the Bylaws may be implemented via E-voting
7. Controls over E-voting are described in the Bylaws document, Article IV.

Article VI

Administration and Operations of Board of Trustees

Section 1. The main governing and decision-making body of the Temple shall be the Board of Trustees (the "Board"). The function of the board shall be to comply with the principles and philosophy defined in the constitution and in the bylaws documents. The Board shall be comprised of fifteen (15) trustees (individually, a "Trustee" and collectively, the "Trustees"). The Board shall elect members to the Executive Committee (EC) and Operating Committee (OC).

Section 2. The Trustees shall be elected per Bylaws document, Article II, (B).

The Board shall have the following composition:

(a) Twelve (12) Trustees shall each be elected to a three (3) year term only. Each Trustee shall be required to take a minimum break of one-year before being considered for another three (3) year term or another one (1) year term.

(b) Three (3) Trustees shall each be elected to a one (1) year term only. Each Trustee shall be required to take a break of a minimum of one-year before being considered for another one (1) year term or ONE three (3) year term.

(c) A trustee who voluntarily resigns from the Board because of irreconcilable and contentious policy differences with the Board related to the Temple, as documented in the minutes of meeting and voting records on specific matters at the Board meetings, shall not be reelected to the board in the following calendar year. The Board shall pass this information on to the Nomination and Election Committee for the follow-up and future implementation.

(d) A trustee resigning from the board for personal, family, health or professional reasons shall be considered for reelection in accordance with that trustee's term limit provisions.

(e) Only one (1) individual from a member family (i.e. voting member's parents, brothers, sisters, children, immediate uncles, aunts, nieces, nephews, and their spouses) living at the same household shall be considered eligible to be on the board of trustees at any given time.

If multiple voting members of an extended family are interested in serving on the Board of Trustees, the Nomination and Election Committee (N&E Committee) shall ensure that no more than two (2) members of such an extended family serve on the Board of Trustees concurrently provided they are living at different addresses. Refer to the Bylaws document, Article II, (B) ,

(f) The term of office of each Trustee will continue until his/her respective successor is chosen/elected (see Section 3d) or until his/her resignation or removal or death..

(g) Newly elected Trustees are required to take the oath of office as described in Appendix IV at the General Membership Meeting to be administered by the Chairman or any other member of the Constitution and Bylaws Committee

Section 3. The following criteria shall be applicable to cause a Trustee's resignation, removal, and replacement. In the event of a Trustee's resignation, removal, and replacement, the following shall apply

(a) A Trustee may resign by providing written notice to the Board, preferably stating the reason, fifteen (15) days in advance. The resignation will be effective on the date and time specified in the notice of the resignation.

(b) Any trustee who does something that harms the reputation of the temple may be expelled from the board and/or committees. Any Trustee may be removed from the Board with a cause by the affirmative vote of minimum ten (10) trustees, provided the trustee concerned is served a notice of cause 15 days in advance of the Board meeting at which the proposal for his/her removal is discussed and voted in his/her presence. Such Trustee shall have the right to appeal the decision of the Board first to the Constitution and Bylaws Committee. In case, the Constitution and Bylaws Committee agrees with the Board's decision, such Trustee shall have a right to appeal the decision to General Membership by sending a written request to all Board of Trustees, at least 30 days prior to the holding of the Annual General Membership meeting date such as to include his appeal on the agenda. Such written appeal sent less than 30 but more than 15 days in advance of the meeting may be included as an open item for discussion on the agenda with the consent of the concerned trustee. A decision rendered by the simple majority of the General Membership shall be implemented.

(c) A trustee remaining absent in three(3) cumulative Board meetings in a calendar year without prior written communication to the Secretary or the Chairman without a reason may be removed from the Board. The Board may discuss the circumstances of his/her absence with the trustee and consider substantiating documents submitted, prior to removal of such trustee. A signed memorandum of discussion and the Board's decision shall be placed in the file. Its copy shall be given to the trustee.

(d) Upon the death, resignation or removal of any trustee, the Board shall appoint a Donor Member or a Life Member to replace him/her for the remainder of the year. A successor shall be nominated or elected by the Members in the following subsequent election pursuant to the Bylaws document, Article II, (B), Special Committee, N & E Committee only for the remainder of the deceased or departed Trustee's term. However, if such an event should occur after the election process for that year is initiated, the

successor nominated by the Board may continue his/her term until the replacement is elected in the next scheduled election.

(e) A Trustee shall be removed from the Board immediately upon his/her conviction by a court for any criminal offense.

Section 4. The Board shall also have the following responsibilities, duties, and authorities:

(a) To elect a Chairman, Vice Chairman, President, Vice President, Treasurer, Secretary, Assistant Treasurer and Assistant Secretary for a term of one year only. The Chairman, President, Treasurer, and Secretary shall be required to have a minimum of two years of cumulative service on the Board to be elected to these respective offices. The Vice Chairman, Vice President, Assistant Treasurer, and Assistant Secretary shall be required to have a minimum of one year service on the Board to be elected to these respective positions. The Board shall elect qualified trustees for these offices by the affirmative votes of a minimum eight (8) trustees at the Board meeting. A trustee shall be allowed to hold only one office at a time during the year. A Trustee can be elected to the same office/title for two one year terms, provided those terms are not consecutive.

If an exception to section 4(a) is required for a specific skill set gap for a particular position, the board can approach the Constitution and Bylaws committee for a waiver for only that particular position for one additional year. The committee's decision shall be binding.

(b) To undertake activities for the protection and enhancement of the image of the Temple and the community.

(c) To ensure that trustees regularly attend Board meetings. Refer to Section 3(c) above.

(d) To conduct meaningful Board meetings with full transparency and disclosure of the results of all operations undertaken for the Temple. Any voting Member shall have the right to attend any Board meeting as long as he/she agrees to follow the overall decorum of such meeting.

However, the board, with an affirmative vote of 10 trustees and approval from the Constitution and Bylaws committee, may decide to hold special purpose meetings which may not be open to general membership.

(e) To maintain minutes of each Board meeting. The minutes of the meeting approved by the Board shall be signed and dated by the Chairperson. Every member shall have access to approved minutes of the meeting. Also, Refer to the Bylaws document, Article III, Section 5 (d),(e),(f).

- (f) To appoint an Executive Committee to develop and execute the Temple's strategy and policy decisions.
- (g) To approve the appointment of all other committees and their Chairpersons or Leaders, as per the Constitution document, Article VIII
- (h) To exercise general supervision over the Temple's affairs and provide general membership a proper summary of any major decisions together with the financial/overall status of the temple on a quarterly basis.
- (i) To appoint an independent Nomination and Election Committee (N & E Committee) annually to develop nominations for the vacant positions on the Board in accordance with the Bylaws document, Article II, (A), Special Committee.
- (j) To appoint an independent Constitution and Bylaws Committee member/s in accordance with the Bylaws document, Article II, (A), Section 4.
- (k) To recommend the appointment and approval of an independent CPA firm at the Annual General Body Meeting to audit the Temple's records at least once a year. Refer to the Constitution document, Article III, Section 6.4(g).
- (l) In case of legal issues, the board shall first consult with volunteer legal professional(s), after which if required, approach the external temple legal counsel to protect and defend the rights and interests of the Temple and its membership. Refer to the Constitution document, Article III, Section 6.4(g) The legal cost shall be minimized and shown as a separate item on the Annual Budget Report.
- (m) To appoint an Ad Hoc Committee of five(5) Life Members to examine certain operations of the board and/or its members. The members of the Board cannot be members of this Ad Hoc committee. Selection of members for this committee shall be approved by an affirmative vote of minimum of eight (8) board members. Such a review shall be requested by the temple members via an approved petition per the Constitution document, Article III, Section 8 and may cover executive/administrative/managerial/behavioral issues of the board members. The committee shall submit its formal report to the board of trustees. The summary of the report shall be shared with the general membership.
- (n) To accept/reject donations and loans to ensure the Temple's independence and welfare.
- (o) To support the purpose and to perform the functions of this Temple generally described in the Constitution document, Article II and III, the board shall develop Standard Operating Procedures for all the temple's executive, managerial, administrative, and operational functions.

(p) The Board of Trustees, at its discretion, may appoint a maximum of five (5) Board Advisors for their valuable experience and recognized expertise. Such advisors shall not have any voting rights in the conduct of the temple's affairs at the Board.

(q) To comprehensively account for all of the Temple's assets and to ensure that all accounting records are properly preserved on the Temple premises. All such records are Temple's property and must be transferred to the next elected team without exception(See Article III, Section 7) . Any officer's failure to comply with this requirement may result in his/her removal from the Board and/or disqualification from future Board elections.

(r) To define, publish and periodically update privileges for different levels of membership and maintain the current version on the website.

(s) To publish and update the terms of use of the rental facilities such as banquet halls and classrooms and maintain the current version on the website.

(t) The Board shall have no authority to sanction any direct or indirect monetary compensation or non-monetary special privileges to any member for voluntary services without approval from general membership.

(u) To promote diversity with respect to gender, age, ethnicity, etc., the Board shall make sincere attempts to appoint the advisors to reflect the desired diversity.

Article VII

Meetings of The Board of Trustees

Section 1. The Board shall meet in-person at least six(6) times a year to conduct its business. In exceptional situations, the board may meet online only. The meeting times shall be determined by the Chairman, provided proper notice for each meeting is given pursuant to Section 2 of this Article. The schedule of the Board meetings for the year shall be placed on the Temple website and all meetings shall be open to all Voting Members attending in person. All the attending Voting Members are requested to inform the Secretary before each meeting in order to help the Secretary to accommodate all the attendees in an appropriate meeting room.

Section 2. Notice of any meeting of the Board shall specify in writing the subject items on the agenda with associated attachments, place, day and hour thereof, and shall be given to each Trustee not less than five (5) days before each such meeting. Such written notice shall constitute due, legal, and personal notice to each such Trustee if it is delivered to the Trustee personally with documented receipt or sent to the Trustee by mail, electronic mail, or other means of written communication.

Section 2.1: An Emergency Board Meeting may be held without prior notice provided at least 12 out of 15 board members agree to hold such a meeting. All trustees must be informed of the meeting and its agenda prior to the meeting.

Section 3. A majority of the Trustees shall constitute a quorum for the transaction of business, except where a larger number may be required. A smaller number may result in adjournment from time to time without further notice until a quorum is present. At a subsequent meeting with necessary quorum present, any unfinished business shall be addressed.

Section 4. The board shall not make any resolution on the basis of any consent signed by any trustee without the full knowledge of the content of the proposal. To vote on a proposal, a trustee's presence shall be required as defined by these bylaws.

Section 5. A Trustee may participate in any meeting online with prior permission of the Chairman. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 6. All meetings of the Board shall follow Roberts Rules of Order. The meeting proceedings will be conducted by either voice votes, a show of hands or written ballots, as determined by the affirmative vote of a minimum eight (8) trustees attending the Board meeting.

Article VIII

Committees

Section 1. Executive Committee(EC)

The EC shall be led by the Chairman. It shall include Vice Chairman, President, Treasurer, and Secretary. Other trustees may be invited to assist the EC to carry on its functions on an as-needed basis.

(a) Under the direction of the chairman, it shall oversee all functions of the Operations Committee (OC) and other committees for the overall welfare of the Temple. The Chairman shall act as the liaison to all the existing standing and special committees and other committees when created.

(b) It shall have fiduciary responsibility ensuring its accounting, banking, and auditing operations are transparent, and the temple remains financially self-sustained and healthy.

(c) It shall have the treasurer prepare the annual budget for the approval of the Board of Trustees and Voting Members at the Annual General Membership Meeting.

(d). It shall ensure that all financial expenditures and contracts over \$10,000 are subject to competitive bidding and evaluation.

(e) The EC shall attend Board Meetings as scheduled and attend OC meetings as invited. Separate EC meetings shall be held on as needed basis. In such meetings, EC shall follow all processes and protocols followed in other meetings, including proper record keeping.

(f) Initiate disciplinary proceedings against a disruptive Member. Any Trustee or a member may be removed from the Operating Committee/Subcommittee with a cause, by the affirmative vote of minimum ten (10) trustees at the Board meeting. Such Trustee or member shall have the right to appeal the Board's decision to the General Membership by following the provisions of the Constitution document, Article III, Section 8.

(g) It shall also be responsible to:

1. Set policy, strategy and work with the long-range planning Committee for the progress and growth of the temple and its congregation.
2. Appoint and oversee a fundraising committee to enhance temple revenues.
3. Direct the Communication, Public Relations, and Media Committees.
4. Engage with the local community including City/State governments, and other cultural/religious/charitable organizations. Organize activities for the benefit of the local community.
5. Encourage and support the activities of the Scholarship Committee.
6. Ensure that each member of the Board has specific roles and responsibilities in activities of the Temple. All trustees should play an active role in temple operations.

The committees are commissioned by the Board of Trustees (BOT). The committees are organized as "Standing Committees" or "Special (Ad hoc) Committees". Special Committees are formed as required to perform specific tasks and are dissolved when tasks are completed. Standing committees on the other hand are permanent in nature.

The Standing committees are as follows:

1. Operations Committee (OC) as described in the Bylaws document.

2. Long Range Planning Committee as described in the Bylaws document.
3. Audit Committee as described in the Bylaws document.
4. Constitution and Bylaws Committee as described in the Bylaws document.

The current Special Committee is as follows:

1. Nomination and Election Committee as described in the Bylaws.

Section 3.

All the “Standing” and “Special” committees will operate independently, but under the direction of the BOT and follow guidelines established in the Constitution and Bylaws documents. The Standing and Special Committees shall be accountable to the BOT. The BOT has the right to remove and replace any member(s) of any committee with a cause and by affirmative vote of minimum of ten (10) out of fifteen (15) in favor of such action. Such member shall have the right to appeal the Board’s decision to the General Membership by following the provisions of the Constitution document, Article III, Section 8

Section 4. Additional Committees

The Board of Trustees may appoint any committee deemed necessary for efficient operation of the temple and to address members’ needs

Article IX **Officers**

Section 1. The Board will elect a Chairman, Vice Chairman, President, Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer of the Temple for one (1) year term only.

Section 2. The term of office for each officer shall commence upon his or her appointment and shall continue until a successor has been elected and assumes the responsibilities. However, a trustee’s term may end due to his/her resignation, removal or death at which time the board shall select a successor for that trustee for the remainder of his/her term.

The responsibilities of the officers are described in detail in the Bylaws document, Article III.

Article X

Facility Use and Privileges

Section 1. The Facility shall be used only for the purposes provided in Article II, Section 1. Any proposed use of the Facility that is not for such purposes requires prior approval of the Board.

Section 2. The Facility shall be available for use by the Members on a first come, first serve basis. Any Member wishing to use the Facility shall make an advance reservation with the Operating Committee or its designee. The Operating/Executive Committee shall not cancel or rearrange any paid reservations without the written consent of reserving members even for the temple program/s.

Section 3. Any Member wishing to use the Facility shall pay a deposit. Such fee shall be determined by the Operating Committee and approved by the Board. Costs for the destruction of Temple property that may occur during reserving member/s' use of the Facility will be charged to such member/s. The amount of the damages will be deducted from the deposit. Amount of damages exceeding the deposit amount shall be charged to and collected from reserving member/s.

Section 4. The use of non-vegetarian food items and alcoholic beverages shall not be permitted and consumed on the temple premises; no exceptions allowed. Any other activities detrimental to the maintenance of the sanctity of the Facility shall not be engaged in by any Member/s using the Facility. **Smoking will not be permitted at the Facility at any time.** Violators shall be excluded from the future use of the Temple facilities and shall be subject to other penalties determined by the Board.

Section 5. The temple premises and its resources may not be permanently assigned to any individual or organizations without the express approval from the General Membership. Any permanent Signage on the temple premises may not be installed without the express approval from the General Membership.

Solicitation of any form for profit or not-for-profit on the temple premises is prohibited without prior approval of the Board. The board of trustees may choose to approve or disapprove temporary usage of certain sections of the temple premises for the purpose requested.

Section 6: Any members violating any aspects of conditions mentioned in Sections 3,4,5 shall be excluded from the future use of the Temple facilities and shall be subject to other penalties determined by the Board.

Article XI

Amendments to Constitution and Bylaws

Section 1. Any amendment to the constitution and the Bylaws may be proposed by the Constitution and Bylaws Committee or by at least ten percent (10%) of the Voting Members via a properly signed petition to the Board or it may be proposed by the Board upon the affirmative vote or consent of a minimum of Ten (10) Trustees of total attending the meeting. All proposed amendments by the Voting Members and the Board shall be referred to the Constitution and Bylaws Committee for review prior to its inclusion into the agenda of the Annual General Membership Meeting.

Section 2. Notice of Amendment, Absentee Ballots and Approvals

- (a) Notice of all proposed Amendments to the Constitution and Bylaws along with the reason/s for such amendments shall be sent to the voting members 30 days prior to the General Body Meeting by regular postal mail, email or any other electronic media. It shall also be posted on the Temple's website.
- (b) Proxy and absentee voting shall not be allowed for the Amendment to the Constitution and Bylaws and the election of the board of Trustees. Refer to the Bylaws document, Article IV on E-voting.
- (c) An Amendment shall be adopted by a $\frac{2}{3}$ majority of the voting members (In-person and E-voting) at the Annual General Body Meeting in its favor.

Article XII

Dissolution

Upon the termination, dissolution or winding down of the Temple, the Board shall, after paying or making provision for the payment of all liabilities of the Temple, distribute all assets of the Temple, after the approval of the General Membership, to an organization or organizations as are organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any such assets not so disposed of, shall be disposed of by the circuit court in the county in which the principal office of the Temple is then located, exclusively for such purposes.

The Board shall exercise its due diligence in making documented appeals to the membership to convene and discuss the affairs of the temple in regards to dissolution. A decision for the dissolution shall be made with general memberships' vote in its favor.

Article XIII

Indemnification

Section 1. Indemnification: Any elected or appointed member, employee, and or other person acting on behalf of the Temple pursuant to an official election, appointment, or direction, who is made a party to any legal proceeding or is threatened with any legal action relating to his/her activities on behalf of the Temple shall be indemnified to the maximum extent of law, provided the elected or appointed member, employee, or other person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interest of the Temple, and with respect to any criminal action or proceedings, had no reasonable cause to believe his/her conduct was unlawful. The determination of such good faith shall require a majority vote of BOT.

Section 2. **Insurance:** The BOT is authorized to purchase and maintain insurance on behalf of any person who may be indemnified against any liabilities asserted against him/her and incurred by him/her as a result of his/her performance of activities for which he/she may be indemnified pursuant to this Bylaws Article.

Section 3 **Severability:** If any provision of the Constitution or these Bylaws is determined to be invalid or void for any reason, such determination does not affect the validity of any other provisions of the Constitution or Bylaws.

Article XIV

Conflict of Interest

Section 1. When a Trustee or an officer is affiliated with an organization seeking to provide services or facilities to the Temple, or when a Trustee or officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure established by the Board. An affiliation with an organization or a person will be considered to exist when a Trustee or officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any

other substantial interest or dealings with the organization.

Section 2: Any trustee or officer having a possible conflict of interest on any matter, as determined by the board, should not vote or use his or her personal influence on that matter.

Section 3: The board shall obtain and rely on competitive bidding and evaluation to award a contract.

Section 4. The preceding requirements should not be construed to prevent a Trustee or officer from stating his or her position on the matter under consideration, nor from answering questions of other Trustees relating to the matter.

Section 5. All transactions involving a conflict of interest must be highlighted in the annual Budget and Financial Statements. The Board shall take appropriate action/s to ensure that any conflict of interest does not adversely affect the temple's operations and well-being.

Article XV

Bylaws

The Bylaws dated January 30, 2022 are an integral part of this constitution and are described in detail in the Bylaws document.

Article XVI

Previous Constitution and Bylaws Superseded

This Constitution and the Bylaws documents dated January 30, 2022 amend, restate and supersede any constitution and bylaws previously adopted by the Temple. Any constitution and bylaws in effect at the time of the adoption of these Constitution and Bylaws documents shall be null, void and of no further force or effect.

