AMENDED AND RESTATED BYLAWS
OF
THE HINDU TEMPLE
(a Michigan Ecclesiastical Corporation)

Adopted on December 19, 2014 Draft Revision 4- June 30, 2019

ARTICLE I
NAME; CORPORATE PURPOSES

Section 1. The name of the corporation shall be The Hindu Temple (the “Temple”). For purposes of these Bylaws, the temple building and premises located at 44955 Cherry Hill Rd, Canton, MI 48188, shall be referred to as, the “Facility.”

Section 2. 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 amongst its members, their children, and the 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. Basis of Temple activities and programs will be the teachings and precepts of Hinduism.

Section 3. 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 affairs of the temple. Its day to day operations shall be carried out on the basis of 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, Temple, and its congregation.
ARTICLE II
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:

<table>
<thead>
<tr>
<th>Member Category</th>
<th>Annual Membership Dues</th>
<th>Required Cumulative Donation</th>
<th>Right to Vote, see Section 3 below</th>
<th>Eligible to Serve as a Trustee</th>
<th>#Right to Serve on Standing/Special Committees</th>
</tr>
</thead>
<tbody>
<tr>
<td>Associate Member</td>
<td>$100</td>
<td>--</td>
<td>No</td>
<td>No</td>
<td>Yes</td>
</tr>
<tr>
<td>Member</td>
<td>$100</td>
<td>$1,000</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
</tr>
<tr>
<td>Donor Member</td>
<td>$100</td>
<td>$2,500</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Life Member</td>
<td>$0</td>
<td>$10,000</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Honorary member</td>
<td>None</td>
<td>--</td>
<td>No</td>
<td>No</td>
<td>No</td>
</tr>
<tr>
<td>Non-living entity/Corp. or its members</td>
<td>None</td>
<td>--</td>
<td>No</td>
<td>No</td>
<td>No</td>
</tr>
</tbody>
</table>

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, Section 2 & 3) 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.

Section 3. Per column “Right to Vote” in the Table (Section 1) above, member paying annual Membership dues by September 15th shall become a “Voting Member” for the current year. A member paying membership dues after September 15th will be considered a member for the remaining of the current year and the following year. However, he shall not be eligible for voting in the current year. Amongst family members, each spouse shall be considered a “Voting Member.” Unmarried children under 21 years of age living in the same household shall not be considered “Voting Member.” Only one spouse shall be allowed to be a trustee on the Board. Refer to Article IV, Section 2f for further details.

# Associate Members shall not be considered to serve on Standing or Special Committee that requires “Voting Member” only
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**

Section 5. Honorary Membership shall be limited to scholars, spiritual leaders, retired individuals over age seventy (70), and visiting dignitaries. The Board shall have the discretion to award Honorary Membership status to such individual/s with minimum 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 rights 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.

The Secretary of the Board shall include, with the notice of Annual General Body Meeting to each member, the absentee ballot outlining 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. Prior to mailing the ballot, he/she will ensure that specific proposals, documents, and attachments were reviewed and approved by the Board and appropriate committees like Bylaws, Audit, Nomination, and election, etc. He/She shall also include with the notice information stated as per Article VI, Section 4, Article VIII, Section 7 and Article X, Section 2

Each voting member shall have the right to vote in person at the Annual General Body Meeting or by returning properly executed, and signed Absentee Ballot, for each specific proposal, to the Chairman of the Nomination and Election Committee. Each Verifiable Absentee Ballot sent in by the Voting Member would constitute his/her presence at the annual meeting. The sum of the total number of voters present in person and verifiable absentee ballots received shall constitute a 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 Article VI, Section 5 and Article X, Section 2c

The proposals for illustrative subject matters listed below, but not limited to, shall require an affirmative vote of the ⅔ voting members constituting the quorum for their approval.

(a) Amendments or revisions to the Amended and Restated Bylaws of May 19, 2019, proposed by the Board or Voting Members
(b) Procurement of any material, equipment, and labor for a specific purpose or project that exceeds total expenditure of $50,000 in its entirety
(c) Improvements or expansions exceeding $50,000 or relocation of the temple and its assets
(d) 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
(e) Addition of images or statues of deity/deities including any alteration in layout
(f) Petition/s filed by the voting members

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.

(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, or exception taken shall be noted
(b) Sponsoring or Organizing religious, cultural, social or spiritual events or festivals exceeding the expenditure of $75,000. The Board shall have the discretion to commit to organize such event exceeding this limit if constrained by time and after thoroughly evaluating the monetary risk.
(c) The hiring of a full time or part-time employees for the temple not approved in the previous budget
(d) Donations to other institutions or organizations exceeding $10,000
(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 Article IV, Section 4 j, k, l and Article VI, Section 2e

Section 7. The voting members shall have the right to file their own petition/s or proposals for the approval of the voting members at the Annual General Body Meeting. The petitioners shall be required to secure verifiable signatures from a minimum Twenty percent (20%) of the voting members to place the petition on the agenda of the General Body Meeting for discussion and vote. The petitioners shall send a written request to all Board of Trustees, at least 65 days prior to the holding of the Annual General Body meeting for the Board to include their petition or proposal on the agenda. Such written petition or proposal sent less than 65 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:
1. Support for new activities and programs in the interest and welfare of the Temple.
2. Request a change in certain aspects of management, administration, and operations
3. Recall a Trustee/s or an officer/s for a cause
4. Rectify Board’s Decisions
5. Amend Amended and Restated Bylaws
ARTICLE III
MEMBERSHIP DUES; SPECIAL ASSESSMENTS; FINANCE & REMUNERATIONS

Section 1. Annual "Membership Dues" for an individual member or a family member shall be one hundred dollars ($100), or such other amount as is determined by the Board and approved by the Voting Members at the Annual General Body Meeting. The Membership Dues shall be payable each year by the September 15th. Unless otherwise designated at the time of donation, the first one hundred dollars ($100) of any donation made to the Temple in any given calendar year shall be first applied toward such donor’s Membership Dues. Honorary Members are not required to pay Membership Dues.

Section 2. A Member who does not pay the Membership Dues by September 15 of any calendar year shall lose the right to vote, for the duration of such calendar year.

Section 3. Any amount donated by the member shall be added to the amount of his/her cumulative donations to make a necessary upgrade in his or her member category to a Member, a Donor Member or a Life Member.

Section 4. In addition to Membership Dues, the Board may authorize a special assessment for the Temple’s Members with minimum ten (10) Trustees voting in favor of such assessment at the Board meeting. The Board shall obtain approval for such special assessment per Article II, Section 6l.

Section 5. The Board shall have no authority to sanction any direct or indirect compensation or payment to any member or volunteer for providing voluntary services to the Temple.

ARTICLE IV
BOARD OF TRUSTEES

Section 1. The main governing and decision-making body of the Temple shall be the Board of Trustees (the “Board”). The Board shall be made up of fifteen (15) trustees (individually, a “Trustee” and collectively, the “Trustees”). It shall be functionally divided into Executive Board (EB) and Executive Committee (EC). Refer to Article V for Executive Board and Committees.

Section 2. The Trustees shall be elected as provided in Article V, Section 5. The Board shall have the following composition:

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

(b) Three (3) Trustees shall be elected to a ONE-one (1) year term only. Each Trustee shall be required to take a minimum of one year break before being considered for another ONE-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, or professional reasons shall be
considered for reelection in accordance with the term limit provisions

(e) Only one individual from a member family shall be considered eligible to be on the
board of trustees at a time. An exception to this rule shall apply when multiple
members of the extended family unit which include voting member’s parents, brothers,
sisters, children, immediate uncles, aunts, nieces, nephews, and their spouses seek
to be a nominee to become a trustee at the same time and on the same Board. At
such time, the Nomination and Election Committee shall have the discretion to choose
only one member, preferably of family’s choosing to recommend for the nomination or
election as a Trustee to fill an available vacancy on the Board. The Nomination and
Election Committee shall ensure the nominee that such rule is applied only for the
purpose and interest of diversified and balanced representation of the membership on
the Board. Refer to Article V, Section 5g.4.1

(f) The term of office of each Trustee commencing upon their election will continue until
his/her respective successor is chosen or until his/her resignation or removal

Section 3. In the event of Trustee’s resignation, removal, death, 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 may be removed from the Board at any meeting of 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 Board’s decision to the General Membership by sending a written
request to all Board of Trustees, at least 65 days prior to the holding of the Annual
General Body meeting such as to include his appeal on the agenda. Such written appeal
sent less than 65 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 consecutive Board meetings without prior
communication or 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 the following year pursuant to Article V Section 5 only for the remainder of the deceased or departed Trustee’s term

(e) A Trustee shall be removed from the Board immediately upon his/her conviction by the court for any civil or criminal crime

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 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 shall not be elected to the same office/title for more than once within three consecutive years

(b) To have trustees attend Board meetings regularly

(c) 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

(d) To maintain minutes of each Board meeting and inform the general membership of major decisions. The minutes of the meeting approved by the Board shall be signed and dated by the Chairman on each page. Every member shall have access to approved minutes of the meeting. Also, Refer to Article VIII Section 7

(e) To appoint an Executive Committee to develop and execute the temple's policy decisions and carry out Board's resolutions on a day to day basis

(f) To approve the appointment of all other committees and their Chairpersons or leaders

(g) To exercise general supervision over the Temple’s affairs and provide general membership a proper summary of the financial/overall status of the temple on a quarterly basis by emailing and placing it on the temple's website
(h) To appoint an independent Nominating and Election Committee annually to develop nominations for the vacant positions on the Board in accordance with Article V, Section 5

(i) To appoint an independent Bylaws Committee member/s in accordance with Article V, Section 6

(j) To recommend to the membership for approval, appointment of an independent CPA firm at the Annual General Body Meeting to audit the Temple’s records at least once a year. Refer to Article II, Section 6m

(k) To appoint a volunteer legal team for an initial consultation and then engage a competent legal counsel per their advice to address specific legal issues to protect and defend the rights and interests of the Temple and its membership. Refer to Article II, Section 6m. The legal cost shall be minimized and shown as a separate item on the Annual Budget Report

(l) To appoint an independent external entity to audit the Temple's certain operations. Refer to Article II, Section 6m. Based upon knowledge and belief, when deemed necessary, executive/administrative/managerial policy decisions and subsequent executive action shall be investigated and audited by this independent entity approved by the affirmative vote of minimum eight (8) trustees present at the Board meeting. Resolution to commence such investigation and progress/results attained by the independent entity shall be communicated to the membership quarterly on the Temple's website. Appointment of the independent entity shall be approved by the membership per Article II, Section 6m

(m) To accept/reject donations and loans to ensure the Board's independence and Temple's welfare

(n) To do anything and everything lawful and necessary or convenient to carry out the purposes of this Temple generally described in Article 1, Section 2, and 3 of these Bylaws. To accomplish these objectives, The board shall develop a Standard Operation Manual to follow for all the temple's executive, managerial, administrative, and operational functions. The Board shall develop it, such as to address all aspects of the activities and endeavors undertaken on behalf of the temple. It shall set guidelines, procedures, and protocols to carry out each task with proper documentation and record keeping. The manual shall be revised on an as-needed basis documenting all revisions with proper review and approval procedures. Once every six months, changes, if any, shall be incorporated into the manual. Each revision shall be approved by eight (8) trustees of the total in attendance voting in its favor
The manual shall be made available to the members upon written request.

(o) 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 temple’s affairs at the Board meeting.

**ARTICLE V**

**COMMITTEES**

**Section 1. Executive Board (EB)**

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

(a) Under the direction of the chairman, it shall oversee all functions of the Executive Committee (EC) and other standing committees for the overall welfare of the Temple. The Chairman shall act as a liaison to Special Independent Committees like the Bylaws Committee, Nomination and Election Committee, Audit Committee 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 Body Meeting.

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

(e) It shall also be responsible to:

1. Set policy, strategy and work with 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 and channel all communication, public relations, and media Committee’s affairs
4. Encourage and support the Scholarship Committee to promote educational needs and financial aid
Standing Committees

Section 2. Executive Committee (EC)

The Board of Trustees shall establish this committee led by the President and consisting of the Vice President, Assistant Secretary, Assistant Treasurer and other trustees as needed by the president to lead various Committees like Religious, Membership, Food/Kitchen, Health Care, Hall Rental, Library, Collections, Volunteers/youth affairs, Temple Classes etc. to handle day to day operations, programs and activities. This committee shall meet at least once a month or as often as necessary to conduct its business. This committee, under the oversight of the Executive Board, and by resolution of the Board of Trustees, shall have the authority of the Board of Trustees to manage the business and affairs of the Temple between meetings of the Board. This committee shall have the following specific functions:

(a) Keep the Temple’s financial and membership records in full cooperation with the Treasurer.

1. All unbudgeted expense by the Temple exceeding one thousand dollars ($1,000) shall require approval from the Board.
2. All of the Temple's checks must be signed by two of the following officers: Chairman, President, Treasurer, and Secretary. All four officers, in their absence, shall delegate such authority for a specified time period by written notice to their respective assistants.
3. All cash collection and deposits activities shall be closely supervised by a designated Trustee/s or committee.
4. Cash receipts issued for in-kind donations shall be verifiable for their value.

(b) Send notices and collect dues/receivables/pledges, prepare monthly reports regarding the operation of the Temple, and post these on the website every quarter.

(c) Create subcommittees as required, lead by Trustees to assist in the day to day operations of the Temple.

(d) Function as a liaison between the Board and the Members for all operational functions

(e) Recommend actions to the EB on the management and administration of the Temple

(f) Keep the EB informed of any decisions made by it or any committee created by it.

(g) Maintain permanent records of its proceedings and the proceedings of all subcommittees created by it
(h) Initiate disciplinary proceedings against a disruptive Member. Any Trustee or member may be removed from the Executive Committee with a cause, by the affirmative vote of minimum ten (10) trustees at the Board meeting. Such Trustee shall have the right to appeal Board’s decision to the General Membership by following the provisions of Article IV, Section 3b

Section 3. Long Range Planning Committee

(a) The Board shall appoint three (3) Members to the Long Range Planning Committee for a term of three years. One appointee shall retire and be replaced each year for a three year term following the first year. To maintain continuity, at the start, the term of the committee member shall be staggered such that for the first year one of the three members shall be appointed for a one year term only, second for a two year term, third for three year term

(b) The name/s of the potential appointees may be proposed by the Board collectively or individually by the trustees. Each selected appointee shall need to have two thirds (⅔) majority of the Board voting in his or her favor

(c) The Chairperson of the Committee must be a Trustee

(d) The proposed appointee/s to this committee must meet the following requirements

1. He/She shall not be an employee of the Temple receiving compensation for his/her full time, part time, or contract based services. He/She shall not be an employer/consultant or immediate family member of the current Board of the Trustee/s of the Board

2. He/She shall not be a current Board member. He shall be a current Voting Member of the Temple, preferably a Life Member or former Trustee/Officeholder familiar with strategic planning, preferably experienced in real estate, building, construction trends and also be cognizant of congregation needs and growth in the vicinity

3. The Board shall have the authority to reappoint retiring or former Long Range Planning Committee members in the event it cannot find qualified Voting members to fill the vacancy

(e) The Committee shall have the following responsibilities and duties:

1. Observe and Study the current and future needs of the membership and congregation. Discuss and Develop plans as needed for capital improvement with the Board
2. Forecast funding for planned renovation, expansion or relocation of the facility and then assist fund Raising Committee to set their goals for yearly donations

3. Seek mutually beneficial alliance with similar non-profit organizations to meet expansion needs. To ensure total and lasting independence of the temple, seek Voting Members’ approval at the Annual General Body Meeting per Article 2, Section 6d prior to making any decision or commitment for such alliances

Special Committees

Section 4. Audit Committee

(a) The Board shall appoint three Members to this Committee for a term of three years in the first year. One appointee shall retire and be replaced each year for a three year term following the first year. To maintain continuity, at the start, the terms shall be staggered such that one of the three members shall be appointed for a one year term, second for a two-year term and third for a three-year term

(b) The names of the potential appointee/s may be proposed by the Board collectively or individually by the trustees. Each selected appointee shall need to have ten (10) trustees of the board voting in his/her favor

(c) The proposed appointee to this Committee must meet the following requirements.

1. He/She shall not be a member of the current board of Trustees or an honorary member of the temple
2. He/She shall not be an employee of the temple receiving compensation for his/her full time, part time or contract based services
3. He/She shall not be an employee/consultant or immediate family member of the current trustee/s of the Board
4. He/She shall be a current Member of the temple, preferably a Life Member or former trustee/office holder of the temple with a professional background in finance and accounting

(d) The Committee shall have the following responsibilities and duties:

1. Elect a Chairperson of the Committee to lead and direct Committee’s activities. He/She shall coordinate the affairs of the committee with the Chairman of the Board and the treasurer. The Chairman and treasurer will provide resources and personnel required to perform auditing functions

2. Obtain from the Chairman of the Board Financial, accounting, and Banking policies, Practices and procedures established and followed by the Temple.
Discuss and suggest changes required in them, if any, with the Chairman of the Board

3. Review revenue, expenditures, investments, major purchases, invoices, bank deposits/withdrawals, etc. on a quarterly basis verifying that all the controls in place for financing, accounting and banking policies and practices established by the Board were followed by the treasurer and his team

4. Ensure that appropriate financial records and documents to be filed with local, state or Federal government were filed in a timely manner

5. Assist as required and requested, the Chairman of the board or the treasurer responsible for directly overseeing the CPA retained by the Board with general body's approval to perform an independent external audit of Temple's accounts and finances. The frequency of such external audit shall be yearly or as determined by the board in accordance with the guidelines or laws, if any, applicable to nonprofit organizations

6. Provide an Audit Committee’s reports to the Chairman of the Board Quarterly, highlighting issues of concerns and discuss and suggest possible mitigating actions and their implementation

7. Facilitate and ensure timely completion of the External Audit Report for the General Body Meeting

Section 5. Nominating and Election Committee

(a) The Board shall appoint five (5) Members to the Nomination and Election Committee on or before September 15 of each year. Its primary function shall be to invite nominations from eligible voting members of the temple to fill the positions of seven (7) trustees, retiring at the end of each year. Normally, Four (4) positions for a three (3) year term and three (3) positions for a one (1) year term will become available. The Board shall inform the Committee with an explanation if the number of available vacancies were different from these numbers

(b) This Committee shall function totally independent of the Board. The Board or any individual trustee shall not have any input or influence over Committee’s nominations and election guidelines, processes and procedures duly reviewed and approved by the Bylaws Committee
(c) The names of the potential appointees may be proposed by the Board collectively or individually by the trustees. Each selected appointee shall need to have ten (10) trustees of the board voting in his/her favor

(d) This committee shall be dispersed at the Annual General Body Meeting each year

(e) The proposed appointee to this Committee must meet the following requirements:

1. He/She shall not be a member of the current board of Trustees or an honorary member of the temple
2. He/She shall not be an employee of the temple receiving compensation for his/her full time, part time or contract based services
3. He/She shall not be an employer/employee/consultant or immediate family member of the current trustee/s of the Board
4. He/She must be a current Voting Member of the temple, preferably a Life Member or former trustee/office holder of the temple or a veteran who has served on the temple's standing committees over the years

(f) The Chairman of the Board shall convene the first meeting of all the appointed members of the committee on or before September 18 of each year. At such meeting the Board shall pledge the committee administrative support and necessary resources including budgeted funds to carry out its functions. He/she shall provide each Committee Member a hard copy of the latest updated list of the eligible voting members for the current year

(g) The Committee shall have the following responsibilities and duties:

1. Elect a Chairperson of the Committee to lead and direct Committee’s activities. He/She shall coordinate the affairs of the committee with the Chairman of the Board, Chairperson of the Bylaws Committee and nominees for the Trustees. He/She shall provide a bi-weekly progress report of the Committee’s activities to the Chairman of the board in writing for information. He/she shall coordinate and consult with the Bylaws committee for required review and approval of the Nomination and Election guidelines, processes, procedures and other matters related to the nomination and election of the trustees

2. Elect a Secretary of the Committee. He/She shall be responsible for all administrative matters related to the meetings, agendas, minutes of meetings, correspondence etc. He/She shall follow the temple's recordkeeping procedures to document the Committee's proceedings and decisions

3. Have each committee member read the bylaws of the temple in its entirety and be familiar with it
4. Develop the standard nomination form which includes the following information: (for a sample Nomination Form and Recommendation Form See Appendix II)

4.1 A signed and dated statement by the nominee, including his/her address, phone number and email address, that he/she is duly paid current Donor Member or a Life Member and fully understands that his/her spouse and also certain family unit members per Article IV, Section 2f cannot serve on the board as a trustee during his tenure at the discretion of the Nomination and Election Committee.

4.2 Two separate signed and dated statements of recommendation by two sponsor members who are either duly paid current Donor Members or Life Members. Each sponsor shall print their name, address, phone number and email address under their signature.

4.3 Additional statement by the Nominee in regards to his/her experience and enthusiasm about volunteering for social, cultural and religious services (recommended but optional). The candidate may attach an additional page to add information deemed necessary by him/her.

4.4 The content and format of the Standard Nomination form shall be reviewed and approved by the Bylaws Committee.

5. Invite nominations from the Voting members by sending the nomination form and a cover letter by regular and electronic mail on/before September 23rd each year, requesting the return of fully completed nomination form to the committee mailed on or before October 12 of each year. All election mailing envelopes from the Temple must be clearly identified with the sender as the "Hindu Temple with address" and have a note alerting members that the "Election Material is Enclosed."

6. Follow nomination and election committee guidelines, processes, procedures, protocols, and schedules/ Schedule of meetings with nominees in full detail (See Appendix I ) as required for:

6.1 Soliciting additional nominees when Nominations received are less than seven or a required number.

6.2 Encouraging without undue influence or pressure the spirit of understanding and compromise amongst the nominees for voluntary withdrawal of a certain number of nominations to avoid election when nominations received are more than seven or a required number.
6.3 Conducting the Election with full transparency and neutrality in the event good faith efforts of arbitration fail to avoid an election. At such time, transform the Committee fully to election committee to conduct election of Seven (or a required number) Trustees in accordance with Appendix I. The Election Committee shall mail out cover letter and ballots by regular and/or electronic mail on or before October 26 of each year requesting its return as instructed on or before November 15 of each year. The ballot counting shall be conducted on or before November 21 of each year at the temple. Top four (4) Nominees getting the highest numbers of votes for three (3) year term and top three (3) nominees getting the highest votes for one year term amongst all the contestants shall be declared as elected trustees.

7. Seek review and approval of the guidelines, processes, procedures, and protocols to perform above functions (described in 6.1, 6.2 and 6.3) from the Bylaws Committee if Appendix I is revised

Section 6. Bylaws Committee

(a) The Board shall appoint five (5) Members to the Bylaws Committee for the term of five years in the first year. One appointee shall retire and be replaced each year for a five-year term following the first year. To maintain continuity at the beginning, the start of the term shall be staggered such that for the first year one of the five members shall be appointed for a one year term only, second for a two year term, third for a three year term, fourth for a four year term and fifth for a five year term.

(b) The Committee shall function totally independent of the Board. The Board or any individual trustee shall not have any influence over the Committee’s function, its processes, and procedures. All its assignments and activities shall be coordinated via the Chairman of the Board.

(c) The name/s of the potential appointees may be proposed by the Board collectively or individually by the trustees. Each selected appointee shall need to have a minimum Ten (10) trustees voting in his/her favor at the Board meeting.

(d) The proposed appointee/s to this committee must meet the following requirements:

1. He/She shall not be a member of the Board of Trustees or advisor for the last two years.
2. He/She shall not be an employee of the Temple receiving compensation for his/her full time, part time, or contract based services. He/She shall not be an
employer/consultant or immediate family member of current Board of the Trustee/s of the Board

3. He/She shall be a current Voting Member of the Temple, preferably a Life Member or former Trustee/Officeholder retired from the Board for at least two years

4. The Board shall have the authority to reappoint retiring or former Bylaws Committee members in the event it cannot find qualified Voting members to fill the vacancy

(e) The Committee shall have the following responsibilities and duties:

1. Review and approve amendments to bylaws passed by the Board or General Membership to ensure its validity, legality and neutrality before they are incorporated into the constitution/bylaws of the Temple after the approval of the General Membership

2. Resolve conflicting views about the Bylaws of the Temple. Its interpretive decision by four votes shall be implemented by the Board and the General Membership to conduct general or specific affair/s of the temple

3. In the event a matter not addressed by the Bylaws arises, It shall be duly deliberated by this committee to arrive at the resolution. A resolution such rendered shall be accepted by the Board and the General membership as a one-time resolution

4. Hear appeal/s from the Member, a Trustee or an officer removed from the membership or trusteeship for a cause by the Board of Trustees. After a thorough investigation and due deliberation of the facts presented by the concerned parties, the Committee shall render its verdict. Unless its decision is appealed following provisions of Article IV, Section 3b in writing to the General Membership, it will be binding to the concerned parties

5. Review and approve the latest version of Nomination and Election Processes, Procedures, and Protocols including standard letters and forms for each year.

6. Prevent or discourage, upon request from the members or the Board, parties from resorting to litigation in the issues that might have arisen due to the matters related to the Temple

7. Review and approve a decision taken by the Board to take legal action against any member of the temple for a cause that harms the Temple as an institution.
ARTICLE VI

MEETINGS OF MEMBERS

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 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 minimum Ten (10) trustees of the total attending the Board meeting. He shall be authorized as a moderator to keep control and order in the meeting and to move the agenda forward politely and professionally without undue and uncivil interference from any officer/s or member/s. 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 pursuant to Section 4 of this Article. Refer to Article II, Section 6

Section 2. The purpose of the Annual General Body Meeting shall be:

(a) To Introduce the Chairperson of the Annual General Body Meeting, allowing him/her to bring the meeting to order with the presentation of the agenda and business at hand

(b) To Introduce the incoming and outgoing Board of Trustees to the General Membership by the Chairperson of the Nomination and Election Committee

(c) 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

(d) To have Treasurer present the annual financial report for the current year and the annual budget for the upcoming year

(e) Approve 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 Article II, Section 6m

(f) To discuss suggestions and grievances made by the Members during the year for improving the status and activities of the Temple. All new suggestions will be noted and later discussed by the Board

Section 3. Additional meetings of the Members may be called by the Board or upon written request of at least ten percent (10%) of the Voting Members.

Section 4. 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 sixty (60) days before each such meeting. Such written notice shall constitute due, legal, and personal notice to each such Voting Member if it is delivered to the Voting Member personally with documented
receipt or sent to the Voting Member by mail, electronic mail, or other means of written communication. The chairman shall also ensure placement of this information on the temple website and announce at the Sunday prayers on a regular basis.

Section 5. The following shall be the requirements for the quorum:

(a) The presence of a minimum fifteen percent (15%) of the Voting Members with a minimum five percent (5%) of the Voting Members present on-premises at the time scheduled for the meeting, in conjunction with the explanation described in Article II Section 6 for overall requirement of the quorum shall constitute a quorum for the transaction of business.

(b) If the requisite quorum is not formed within half an hour of the scheduled meeting time, the Chairperson of the meeting can bring the meeting in order to address the items on the agenda which are for the general information of the membership only. For all the agenda items requiring General Membership vote, the meeting shall be adjourned and rescheduled.

(c) The Chairman shall send the notice of the rescheduled annual general body 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 6. A Voting Member shall not be allowed to participate or vote in any meeting by conference telephone or other means of remote communication.

Section 7. All meetings of the Members pursuant to this Article 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 Chairperson of the Annual General Body Meeting.

ARTICLE VII

MEETINGS OF THE BOARD OF TRUSTEES

Section 1. The Board shall meet at least six times a year to conduct its business. 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 shall be placed on the Temple website and the meeting shall be open to all Voting Members.

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) working 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. Meetings may be held without notice if all Trustees are present in person or if notice of the time, place and purpose of such meeting is waived by
email, either before or after the holding thereof, by the Trustees not present at such meeting within one day. Also, refer to Article VIII, Section 7

Section 3. A majority of the Trustees shall constitute a quorum for the transaction of business, except where a larger number may be required by law. A lesser number may result in adjournment from time to time without further notice until a quorum shall be present, and at any such adjourned meeting any business may be transacted which could be transacted at the meeting as originally called. Unless a greater or lesser vote is expressly required pursuant to any other provision of these Bylaws, the vote of a majority of the Trustees present at a meeting in which there exists a quorum is required to authorize or approve any consent, action or decision of the Board.

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 by conference telephone or other means of remote communication by which all persons participating in the meeting may communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 6. All meetings of the Board pursuant to this Article 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 minimum eight (8) trustees of the total attending the Board meeting.

ARTICLE VIII
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 year term only and introduce them at each annual general body meeting.

Section 2. The term of office for each officer shall commence upon his or her appointment and shall continue until the next annual meeting of the Temple or until their respective successors are chosen or until their resignation, removal or death.

Section 3. The Chairman:

(a) The Chairman shall be elected or appointed by, and from or among, the Board. He/she shall preside over all Board meetings. As a Chairman of the Executive Committee, he shall work closely with the President to oversee the functions of the operating Committee and will perform such other duties prescribed by the Board.
(b) He or she shall be an *ex officio*, non-voting member of all Special Committees except the Bylaws, Audit, Nomination and Election Committee and other independent committees created by the Board.

(c) The Chairman shall make an annual report about the affairs of the Temple to the general membership.

(d) The Chairman shall see that all orders and resolutions of the Board are carried into effect.

(e) The Chairman shall possess the authority to sign all certificates, contracts, instruments, papers, and documents of every conceivable kind and character whatsoever in the name of and on behalf of the Temple which may be authorized by the Board.

Section 4. The Vice Chairman will, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman and will perform any other duties prescribed by the Board or the Chairman.

Section 5. The President:

(a) The President shall conduct the meetings of the Operating Committee as the presiding officer.

(b) The President will execute all authorized conveyances, contracts or other obligations in the name of the Temple except where required by law to be otherwise signed and executed and except where the signing and execution is expressly delegated by the Board to a specific person.

(c) The President shall act as the administrative officer for the day to day operations of the Temple.

Section 6. The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President and will perform any other duties prescribed by the Board or the President.

Section 7. The Secretary will attend meetings of the Executive Committee and the Board. He/She shall record or cause to be recorded the minutes of all proceedings in a book to be kept for that purpose. The Secretary will give or cause to be given notice of all meetings of the Board for which notice may be required and will perform any other duties prescribed by the Board or incident to such office. At least five (5) working days prior to any meeting of the Board, the Secretary shall send via ordinary mail or electronic mail, a copy of the previous Board meeting minutes along with an agenda for the upcoming meeting to all currently serving Trustees. All the past and current meeting documents are Temple’s property and should be kept and available on the temple premises. Also refer to Article VII, Section 2.

Section 8. The Treasurer is responsible for the financial activities of the Temple. The Treasurer will perform all duties incident to the office of Treasurer and other administrative...
duties as prescribed by the Board. The Treasurer shall pay out all funds properly authorized by the Executive and Operating Committee.

The Treasurer is responsible for preparing the monthly and annual financial statements of the Temple (Balance Sheet, Income and Expenditure, Cash Statement) as required by law and in accordance with generally accepted accounting principles.

The Treasurer shall prepare all necessary corporate papers as required by law and maintain proper books and records in accordance with the law and generally accepted accounting principles.

All books, papers, vouchers, money and other property of any kind belonging to the Temple which is in the Treasurer's possession or under his/her control will be returned to the Temple at the time of his or her death, resignation or removal from office. Furthermore, all such records are a temple's property and should be kept and available on the temple premises without any exception.

Section 9. The Assistant Secretary and the Assistant Treasurer, respectively in the absence of the Secretary or Treasurer, as the case may be, will perform the duties and exercise the powers of the Secretary or Treasurer and will perform any other duties prescribed by the Board.

Section 10. For all officers, leaving their position or retiring, there shall be a transition period of maximum 30 days (Ending January 30 of the current year) to transfer all documents, assets, vouchers, money, computer access/password, etc. to incoming officer. The incoming officer shall be made aware of the roles and responsibilities of the position and initiated into it. The Chairman shall be consulted for any security or confidentiality issues.

ARTICLE IX
FACILITY USE AND PRIVILEGES

Section 1. The Facility shall be used only for the purposes provided in Article I. 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 member 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 occurs 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 reserving member/s
Section 4. The use of non-vegetarian food items and alcoholic beverages shall not be permitted at the Facility without any exception. 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, its resources, website, and address shall not be used to solicit, promote or support any other individual, institutional or organizational activities without the express approval from the General Membership

**ARTICLE X**

**AMENDMENTS**

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

Section 2. Notice of Amendment, Absentee Ballots and Approvals

(a) Notice of all proposed Amendments to the Bylaws along with the reason/s for such amendments shall be sent to the voting members 90 days prior to the Annual General Body Meeting by regular postal mail, email or any other electronic media. It shall also be posted on the Temple's website. This notice shall be in addition to the Annual General Body meeting.

(b) A member shall be allowed to vote on the proposed amendment as an absentee voter only if he/she returns his/her preference by completing a numbered form designed specifically for the purpose by the Bylaws Committee. Such form shall be mailed with the 90 days notice and returned to the Chairperson of the Bylaws Committee to be opened for counting the votes during the Annual General Body Meeting.

(c) Proxy voting shall not be allowed for the Amendment to the/Bylaws and the election of the board of Trustees

(d) An Amendment shall be adopted by the ⅔ majority of the attending voting members cast at the Annual General Body Meeting in its favor. The attending voting members shall include Absentee Votes.
ARTICLE XI
TERMINATION OF MEMBERSHIP

Section 1. Common courtesy and strict discipline must be observed by each Member while on the Temple premises. The Board, upon the affirmative vote of ten (10) 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. Notwithstanding, no Member may have his/her membership terminated without first having the opportunity to be heard at a meeting of the Board. Such member shall have the right to appeal Board’s decision to the General Membership by sending a written request to all the Board of trustees per Article IV, Section 3b. A decision rendered by the simple majority of the General Membership shall be implemented.

Section 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 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. The Temple will, to the fullest extent permitted by law, indemnify any Trustee or officer of the Temple (and, to the extent provided in a resolution of the Board or by contract, may indemnify any volunteer, employee or agent of the Temple) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Trustee, officer, volunteer, employee or agent of the Temple, or is or was serving at the request of the Temple as a Trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys’ fees (which expenses may be paid by the Temple in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred’ by the person in connection with the action, suit or proceeding if the person acted (or refrained from
acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Temple or its Members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. This indemnification will continue as to a person who has ceased to be a Trustee or officer of the Temple. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Temple to the extent provided in a resolution of the Board or in any contract between the Temple and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Trustee, officer, volunteer, employee or agent of the Temple will inure to the benefit of the heirs and personal representatives of that person.

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 duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter; however, he or she may be counted in determining a quorum for the meeting at which the matter is voted upon, as permitted by law. The Board should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Trustee abstained from voting, whether his or her presence was counted in determining a quorum, and whether comparability data was considered and used as a basis for making the decision. The comparability data should be attached to the minutes and made a part of the record.

Section 3. 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 4. 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

PREVIOUS CONSTITUTION AND BYLAWS SUPERSEDED

These Bylaws 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 Bylaws shall be null, void and of no further force or effect.