

CONSTITUTION HINDU TEMPLE AND CULTURAL CENTER

May, 2015

ARTICLE I. Name:

The name of the organization shall be "HINDU TEMPLE AND CULTURAL CENTER". The word Organization used in this text shall be interpreted to imply the above name.

ARTICLE II. Place:

The principal place of meetings shall be in the Greater Seattle area, the State of Washington.

ARTICLE III. Term:

The term for which the Organization is to exist is perpetual, unless dissolved as specified in Article XI.

ARTICLE IV. Objective:

To establish and operate a Hindu Temple and a Cultural Center for Hindu religious and cultural activities.

- A. To provide a religious organization through which the Hindu religion, philosophy and way of life may flourish.
- B. To foster the teaching of the Vedas and other Hindu scriptures and traditions.
- C. To form a charitable and educational organization to promote social, cultural, religious, and spiritual understanding based upon Hindu religious principles.
- D. To conduct educational programs based on Hindu values and traditions.
- E. To promote friendship and goodwill among all people.
- F. To provide social services to needy persons.
- G. To establish as a non-profit organization under the general non-profit corporation act.
- H. To solicit contributions in the form of grants, donations, gifts, and endowments, for the use of the Organization and affiliated similar tax exempt Organizations.
- I. To own, lease, and operate property and equipment and other facilities necessary for accomplishing the foregoing objectives.

ARTICLE V. Restrictions:

No part of the net earnings of the Organization shall inure to the benefit of, or distribution to, its members, trustees, officers or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV hereof.

- A. No substantial part of the activities of the Organization shall include engaging in propaganda or otherwise attempting to influence legislation and the Organization shall not participate in, or intervene (including the publishing and distribution of statements) in any political campaign on behalf of any candidate for public office.
- B. Notwithstanding any other provision of these Articles, the Organization shall not carry on any other activities not permitted to be carried on (a) by an Organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), and (b) by an Organization contribution to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI. Structure:

The Organization shall consist of the under mentioned bodies in the following order;

- A. General Body.
- B. Board of Trustees (Board)
- C. Executive Committee (Committee)

ARTICLE VII. General Body Membership:

- A. The General Body shall consist of all the voting members of the Organization in good standing as stipulated in the Bylaws.
- B. Any person 18 years of age or older who believes in and agree with the aims and objectives of the Organization and pledges to abide by its Constitution and the Bylaws can become a member by paying the specified membership dues. The categories of membership shall be governed by the Bylaws.

ARTICLE VIII. General Body and Amendments:

- A. Only the General Body, as the primary organ of the Organization, shall be empowered to make or amend the Constitution and the Bylaws governing the management of the Organization.
- B. This Constitution and the Bylaws may be amended by a resolution adopted by a two-thirds majority of the members present and voting at the annual meeting of the General Body.
- C. Amendment may be proposed to the General Body either by:
 - a. A Constitution & Bylaws Committee, duly appointed by the Board, comprising a minimum of three (3) members of the organization in good standing. The committee recommendations will be presented to the board. Board approval is required for presentation to the General Body.
 - b. A written proposal, duly endorsed by at least five percent (5%) of verifiable members of the Organization in good standing, to the Secretary of the Board of Trustees, specifying the proposed amendments. The petition shall be acted upon at the next regularly scheduled Annual General Body Meeting.
- D. The General Body shall be deemed to be notified by
 - a. A printed notice, with the title of the proposed amendments, placed prominently on the premises. The text of the amendment shall be available, on demand, at the Organization's office.
 - b. A notice, with the title of the proposed amendments, shall be sent to members, using the most expedient and cost-effective delivery mechanism.
- E. The amendments shall not be effective until re-issuance of the amended Constitution to the General Body, no later than one (1) month from the passing of the resolution. The re-issued Constitution shall be available on the Organization's web site or a printed copy may be requested from the Secretary of the Board.

ARTICLE IX. Board of Trustees:

- A. The Board of Trustees shall make all the basic policies of the Organization in accordance with the Constitution and the Bylaws of the Organization.
- B. The Board of Trustees shall consist of at least nine (9) and not more than twenty five (25) elected and appointed members with voting rights in accordance with the Bylaws. One third of elected trustees shall be elected every year as stipulated in the Bylaws.
- C. The Board of Trustees can appoint additional members to the Board with voting rights as stipulated in the Bylaws.
- D. The Board of Trustees may also nominate Honorary Members to the Board with no voting rights in accordance with the Bylaws.

ARTICLE X. Executive Committee:

The Board of Trustees shall appoint the Executive Committee of this Organization. The Executive Committee of this Organization shall consist of as many members as decided by the Board of Trustees including such officers as may be provided in the Bylaws. The Executive Committee shall carry out the policies set by the Board of Trustees and may create subcommittees for various specific tasks.

ARTICLE XI. Dissolution:

- A. Dissolution proceedings may be initiated by:
 - a. The Board of Trustees adopting a resolution by 2/3rds majority of members present and voting in a meeting with quorum, to initiate dissolution proceedings by the General Body.
 - b. A written proposal, duly endorsed by at least ten (10) % of verifiable members of the Organization in good standing, to the Secretary of the Board of Trustees, specifying the proposal for dissolution. The petition shall be acted upon at a meeting of the General Body, to be called within five (5) calendar months after the receipt of the petition.
- B. A meeting of the General Body shall be called specifically for acting upon the dissolution proposal before the end of the fifth calendar month from the date of adoption of the resolution by the Board or from the date of receipt of the written proposal. The General Body shall be notified about the proposal and the date of the meeting, at least one (1) calendar month prior to the date of the meeting.
- C. The proposal shall be adopted by two-thirds (2/3) majority of the members present and voting.
- D. Upon adoption of the resolution, the Organization shall cease to operate within three (3) months of date of adoption.
- E. The liabilities of the Organization shall be discharged & disposed of, as required by appropriate federal & state laws.
- F. Upon satisfying clauses D. & E., a copy of the Articles of dissolution of the Organization shall be delivered to the Secretary of State for the State of Washington.
- G. Upon receipt of the Articles of dissolution, duly endorsed by the Secretary of State, a copy of the endorsed Articles shall be delivered to all members of the Organization on the date of dissolution, by the most expedient & effective mechanism.
- H. The assets of the Organization after discharging all liabilities, shall be disposed to such Organization(s) organized and operated exclusively for Hindu religion, educational, and charitable purposes as shall at the time qualify as an exempt Organization(s), under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine.

BYLAWS

HINDU TEMPLE AND CULTURAL CENTER

March 2006

ARTICLE 1. Fiscal Year:

The Fiscal year of the Organization shall be January 1 to December 31 unless further changed by the Board of Trustees.

ARTICLE 2. Membership

1. Any person 18 years of age or older, irrespective of caste, color, creed, race or any national origin who believes in Hindu religion and philosophy and agrees to abide by this Constitution and the Bylaws can become a member by paying the appropriate membership dues and filling a membership form.
2. Membership is granted to individuals and is non-transferable.
3. **Resignation:** Any member desiring to resign from the General Body, shall submit his/her resignation, in writing, e-mail, fax or other legal means, to the Secretary of the Board of Trustees. The Secretary shall remove the member from the membership rolls and withdraw all associated privileges, within one (1) month of receipt of the notification.
4. The board will own and maintain a "Temple Operations Document". The document will have a "Membership" section that will describe the general membership information. It will also describe for each level of membership the fees, the voting rights, the benefits and the recognitions associated with them. The current version of the document should be prominently published on the website.
5. Any changes to the operations document must be approved by 2/3rds majority of the board. The changes have to be published for review one month prior to coming to effect on the website and prominently within the temple premises.

ARTICLE 3. Board of Trustees ("Board")

1. **Elected Members:** Any member of the Organization residing in the state of Washington, who is elected by the General Body of the membership by a plurality of members present and voting shall serve as a member of the Board of Trustees for a term of three (3) years or until a successor is elected. The term of office for the elected members shall begin at the close of the annual meeting of the General Body at which they are elected. Total term as elected board member since 2000 may not exceed nine (9) years. Members elected prior to term limits amendment can complete the remainder of their current term.
2. **Appointed Members:** An appointed member of the Board of Trustees shall be a member of the Organization in good standing and shall donate a sum, which is deemed substantial by the Board or has served at least nine (9) years as a member of the board of trustee with multiple years of significant impactful role. The approval of an appointed member shall require four- fifth (4/5) majority votes in a HTCC Board meeting through ballot voting conducted in secret. All the Board members are required to vote. The absentees should vote openly by email within 7 days at which point they will be deemed as having abstained. Each individual term of an appointed member may not exceed three (3) years and shall be determined by the Board. The total number of appointed members at any time shall not exceed of thirty three percent (33%) of the current members of the Board. Any violations of this ratio as a result of board member resignations may continue for the remainder of the board year. Total appointments in a board year may not exceed fifty percent (50%) of the total allowed appointed positions. The appointed members shall have full voting rights.
3. **Honorary Members:** The Board may nominate "Honorary Members" to the Board for a period of up to

three years, in recognition of their support and services. Such individuals shall have contributed substantially to the Organization financially or otherwise. The Honorary members can participate in all the activities of the Board, except those of making motions, of voting, and of holding office. The total number of honorary members at any time shall not exceed of twenty five percent (25%) of the current elected members of the Board.

4. The membership of appointed and honorary members can be revoked by the Board in a meeting with quorum and such a resolution shall require for its passage two-thirds (2/3) majority of members present and voting.
5. Advisors to the Board may be appointed by the Board based on exceptional qualifications beneficial to the Organization. However, these advisors shall not have any voting rights or make motions or hold office.
6. No member of the Organization, who is a close relative of a current member of the Board with voting rights, may be appointed as an Appointed Member of the Board. A “close relative” is defined in Article 3(2) of the Bylaws.
7. All members of the Board shall serve without compensation except reasonable advancement or reimbursement of actual expenses incurred in the performance of their regular duties as prescribed in these Bylaws.
8. **Office Bearers:**
 - a. The Board shall include the following officers:
 - i. Chairperson
 - ii. Vice-Chairperson
 - iii. Secretary
 - iv. Joint-Secretary
 - v. Treasurer
 - vi. Joint-Treasurer
 - b. After serving for two (2) consecutive terms of one (1) year or less each in any of the above offices, a person may be eligible for assuming the same position again after being out of that office for at least one (1) year.
 - c. An office bearer of the Board or the Executive Committee shall be allowed to be chairperson or member of other committees unless specified otherwise. An office bearer of the Board shall be allowed to be a member of the Executive Committee.
9. The **Chairperson** shall be elected annually at the first meeting of the new Board for a one (1) year term or until a successor is elected. To be eligible for the role of a Chairperson, a member must have served on the Board for a period of at least six (6) months. This provision shall not apply for the first chairperson of the Organization or if less than one-thirds (1/3) of the voting members of the Board have served on the Board for over six (6) months.
10. A **Vice-Chairperson** of the Board shall also be elected along with the Chairperson by the members of the Board for a one (1) year term at a time or until a successor is elected, at the first meeting of the new Board.
11. A **Secretary** and a **Joint-Secretary** of the Board shall also be elected along with the Chairperson and the Vice- Chairperson by the Board for a one (1) year term at a time or until a successor is elected, at the first meeting of the new Board.
12. A **Treasurer** and a **Joint-Treasurer** of the Board shall also be elected along with the Chairperson and the Vice- Chairperson by the Board for a one (1) year term at a time or until a successor is elected, at the first meeting of the new Board.
13. The Board shall meet no less than four (4) times a year. Meetings shall be scheduled and an agenda published at least one (1) week in advance. The draft of the minutes of the meetings shall be circulated within one (1) week after the day of the meeting.
14. Any voting member of the Board who absents himself/herself from two (2) consecutive meetings of the

Board without informing the Chairperson or Secretary of the reason(s) of his/her continued absence shall cease to be a Trustee. The Secretary shall tabulate trustee attendance after the last Board meeting prior to the annual meeting of the General Body and provide the list of trustees who attended less than 60% of the Board meetings since last annual meeting. Those trustees who fail to attend at least 60% of the meetings held during the year shall have their trustee status suspended for the remainder of their term. The General Body can however reinstate their trustee status at the annual General Body meeting failing which, they cease to be a trustee.

15. All the decisions in the meeting of the Board shall require a majority vote of the trustees, present and voting.
16. **Chairperson Pro Tem:** If the Chairperson and the Vice-Chairperson are unable to chair a session, the Board shall elect a Chairperson Pro Tem, to preside during that session.
17. **Resignation:** Any member desiring to resign from the Board of Trustees, shall submit his/her resignation, in writing, e-mail, fax or other legal means, addressed to the Secretary of the Board of Trustees. Upon receipt of the resignation notification by the Organization, member shall cease to be a trustee. The Secretary shall withdraw all associated privileges within one (1) month.

ARTICLE 4. Functions of the Board and Office Bearers

1. The Board shall:
 - a. Create appropriate permanent endowment of a substantial amount for various activities of the Organization.
 - b. Be responsible for all assets, funds, capital alterations and improvements of the Organization's property.
 - c. Be responsible for major policy and long term planning of the Organization's objectives and activities.
 - d. Ensure that the real-estate property is not sold without two-thirds majority of the Board members present and voting, agreeing to it and that decision is duly confirmed by the majority of the General Body members in good standing attending the meeting of the General Body convened for this specific purpose.
 - e. Review and approve yearly the Organization's budget prepared and presented by the Executive Committee and provide funds for the execution of the budget provisions within the Organization's resources.
 - f. Annually revise and publish the following
 - i. Schedule of Fees & Recognition Levels (Appendix – 1)
 - ii. Schedule of Expense Limits (Appendix – 2)By the 1st day of the last month of the fiscal year.
2. **Standing and Special Committees :** The Board may appoint various committees as deemed necessary to carry its function as per the Constitution and the Bylaws. All members of the committee shall be members of the Organization in good standing. A committee shall be composed of at least three (3) members of the Organization in good standing. Committee meetings shall be scheduled and an agenda published to all members of the committee and the Board at least one (1) week in advance. The draft of the minutes of the meetings shall be circulated to all members of the committee and the Board within one (1) week after the day of the meeting. The Board must appoint the following standing committees:
 - a. **Election Committee:** The Election committee shall facilitate the election of the Trustees at the next Annual Meeting of the General Body. An office bearer of the Board or the Executive Committee or a trustee whose term is ending this time, cannot be a member of this committee.
 - b. **Ethics Committee:** The Ethics committee shall conduct periodic audits to ensure compliance with Constitution, Bylaws, Policy and Processes and Code-of-Conduct. The committee shall provide its

report at the Annual Meeting of the General Body. An office bearer of the Board or the Executive Committee cannot be a member of this committee.

- c. **Audit Committee:** The Audit committee shall be responsible for the audit of the quarterly and annual financial reports submitted to the Board, by the Treasurer of the Board & the President of the Executive Committee. An office bearer of the Board or the Executive Committee cannot be a member of this committee.
3. The Board shall appoint an Executive Committee within one (1) month of the election of the Board of Trustees, each year.
4. In case of failure of Executive Committee to carry out its responsibilities, the Board shall have the power to dissolve the Executive Committee by a two-thirds majority of Board members present and voting. In such an event, the Board shall assume the Executive Committee's responsibilities until a new Executive Committee has been appointed, which shall be done within one (1) month of such an action.
5. In case of failure of any member of the Executive Committee to carry out his/her responsibilities, the Board shall have the power to remove the said member from the Executive Committee, by a majority of Board members present and voting.
6. In the event a vacancy in an elected position on the Board occurs, the Board shall appoint, by a majority vote of trustees present and voting, a new trustee whose term shall end at the next annual meeting of the General Body. Such an appointment shall be done within two (2) months of the vacancy and shall not count towards the limits on the appointed trustees.
7. The Board is authorized to give donation, grant, aid etc. for purposes and in furtherance of the objectives of this organization subject to the limits of the authorized budget grants.
8. **Chairperson:** The Chairperson of the Board shall chair all meetings of the Board and the General Body. He/She can call a meeting of the Board at any time deemed necessary. He/She is primarily responsible to carry out the functions of the Board as per the Constitution and the By- laws. He/She shall ensure that minutes of all meetings of the Board are recorded and duly documented for review by members of the Organization. The Chairperson shall also execute all Deeds, Mortgages, Bonds and Contracts in the name of the Hindu Temple and Cultural Center.
9. **Vice-Chairperson:** The Vice-Chairperson of the Board shall act in the absence of the Chairperson of the Board and shall assume the responsibilities of the Chairperson of the Board in the event of his/her inability to act.
10. **Secretary:** The Secretary of the Board shall assist the Chairperson and the Vice-Chairperson of the Board in carrying out the functions of the Board. He/She shall keep record of the minutes of the meetings of the Board and of the meetings of the General Body. He/She shall issue notices of the Board and the meetings of the General Body in consultation with the Chairperson.
11. **Joint-Secretary:** The Joint-Secretary of the Board shall assist the Secretary of the Board in all functions and shall assume the function of the Secretary of the Board in his/her absence.
12. **Treasurer:**
 - a. The Treasurer of the Board shall collect the dues, keep account of all the receipts and expenses and deposit all funds received in the name of the Organization in such financial institution(s) account(s) as may be designated by the Board. The account(s) shall be joint in the names of the Chairperson, the Treasurer, the Joint-Treasurer and the Secretary of the Board.
 - b. The Treasurer or a designee shall deposit the money received in the accounts of the Organization no later than one (1) month of its receipt.
 - c. The Treasurer/Joint Treasurer and one other officer of the Board shall co-sign all checks exceeding the limits set by the Board in the "Schedule of Expense Limits".
 - d. The Treasurer of the Board shall prepare a quarterly financial statement for all the receipt and expenses and present it to the Board and the audit committee. The Treasurer shall prepare and

submit the annual financial statements to the Board and the audit committee within two months after the closing of the fiscal year. He/She shall also present the annual financial report to the General Body in its annual business meeting.

- e. The Treasurer of the Board shall prepare the budget estimates for the following fiscal year and submit them to the Board no later than the first week of the last month of the fiscal year

13. **Joint-Treasurer:** The Joint-Treasurer of the Board shall assist the Treasurer of the Board in all functions and shall assume the function of the Treasurer of the Board in his/her absence.

ARTICLE 5. The Executive Committee (“Committee”)

1. Office Bearers:

- a. The committee shall include the following officers:
 - i. President
 - ii. Vice-President
 - iii. Secretary
 - iv. Joint-Secretary
 - v. Treasurer
 - vi. Joint-Treasurer
- b. The President of the Committee shall be a member of the Board.
- c. After serving for two (2) consecutive terms of one (1) year or less each in any of the above offices, a person may be eligible for assuming the same position again after being out of that office for at least one (1) year.

2. Members of the Committee:

- a. The Committee shall be recommended by the President and appointed by the Board, and shall consist of as many members as decided by the Board.
- b. Any member of the Organization in good standing may be appointed to the committee for a term of one (1) year or until a successor is appointed.
- c. Any member of the Committee who absents himself/herself from two (2) consecutive meetings without informing the President or the Secretary of the Committee of the reasons of his/her continuous absence shall cease to be a Committee member.
- d. If vacancies on the Committee arise due to :
 - i. Death or resignation of any member
 - ii. members disqualified by clause (c) above
 - iii. Removal by the Board for any reasonsuch vacancies shall be filled by the Board, in consultation with the President, at the next scheduled meeting of the Board.

3. General:

- a. The Committee shall meet as often as required but no less than six (6) times a year. Committee meetings shall be scheduled and an agenda published to all members of the Committee and the Board at least one (1) week in advance. The draft of the minutes of the meetings shall be circulated to all members of the Committee and the Board within one (1) week after the day of the meeting.
- b. All members of the Committee shall serve without compensation except reasonable advancement or reimbursement of actual expenses incurred in the performance of their regular duties as prescribed in these Bylaws.
- c. All the decisions in the meeting of the Committee shall require a majority vote of the members, present and voting.
- d. The Board may appoint an Internal Auditor to audit the finances of the Committee. The Internal Auditor shall be an ex-officio member of the Committee and shall be a member of the Organization

in good standing, qualified to perform audits.

ARTICLE 6. Functions of the Committee and Office Bearers

1. The Committee shall carry out the policies established by the Board.
2. The Committee shall be responsible for all administrative duties of the Organization including religious, spiritual, cultural and educational activities, social and charitable services, regular repairs and maintenance of the Organization's property.
3. The Committee shall have the power to appoint individuals or special committees for specific purposes and functions as well as to appoint individuals for rendering part-time or full-time paid services to the Organization such as Temple Custodian as per the Bylaws as may be required from time to time. Such special committees shall be composed of at least three (3) members of the Organization in good standing.
4. The committee shall have the power to appoint the priest(s) subject to approval by the board.
5. **President:**
 - a. The President of the Committee shall serve as the Chief Operating Officer of the Organization. He/She shall be the Chairperson of the Committee and an ex-officio member of all other committees except the Election, Audit and Ethics Committees. He/She shall preside over all the Committee meetings and shall carry on the policies established by the Board and these Bylaws.
 - b. The President of the Committee shall present the following to the Board.
 - i. At each meeting of the Board, activity report of the Committee, since the last report.
 - ii. Quarterly financial statement of receipts and expenses incurred by the Committee.
 - iii. Quarterly Plan for the following Quarter's activities.
 - iv. Quarterly Budget estimates for the following Quarter's planned activities.
 - c. The President shall prepare the quarterly plan and budget estimates, in consultation with the Treasurer of the Committee and present to the Board no later than the first week of the last month of the prior quarter. The Committee shall approve the plan prior to presentation to the Board.
 - d. The President shall also provide an annual activity report to the members of the Organization at the Annual Meeting of the General Body. The Committee shall approve the report prior to the presentation to the General Body.
6. **Vice-President:** The Vice-President of the Committee shall assume the function of the President of the Committee in the event of the President's absence. He/She shall also prepare, in consultation with the Committee, plan for the activities for the following year.
7. **Secretary:** The Secretary of the Committee shall assist the President or the Vice-President of the Committee in carrying out the policies and decisions of the Committee. He/She shall prepare and keep record of the minutes of the meetings, prepare the agenda of the Committee meetings, and prepare the activity reports in consultation with the President of the Committee. He/She shall keep the members of the Organization informed about the activities of the Organization. The Secretary of the Committee shall prepare an annual activity report for the Committee and submit it to the Committee no later than the first week of the last month of the fiscal year.
8. **Joint-Secretary:** The Joint-Secretary of the Committee shall assist the Secretary of the Committee in all functions and shall assume the function of the Secretary of the Committee in his/her absence.
9. **Treasurer:**
 - a. The Treasurer of the Committee shall collect donations, keep account of all the receipts and expenses, and manage the operating funds allocated to the Committee. He/She shall maintain and operate a proper account in the name of the Organization in such financial institution(s) as may be designated by the Committee. The account(s) shall be joint in the names of the Treasurer, Jt. Treasurer, Secretary and the President of the Committee.
 - b. The Treasurer shall deposit the money received in the appropriate accounts of the Organization as

- soon as possible but no later than one (1) month of its receipt.
- c. The Treasurer/Joint Treasurer and one other officer of the Board shall co-sign all checks exceeding the limits set by the Board in the “**Schedule of Expense Limits**”.
 - d. The Treasurer of the Committee shall prepare a quarterly financial statement for all the receipt and expenses and present it to the Committee and the Internal Auditor (if one is designated) in detail. The Treasurer of the Committee shall prepare and submit the annual financial statement to the Committee and to the Treasurer of Board within one (1) month after the closing of the fiscal year.
 - e. The Treasurer of the Committee with the assistance of the Committee shall prepare the quarterly budget estimates and submit them to the Committee to be forwarded to the Treasurer of the Board no later than the first day of the last month of the prior quarter.
10. **Joint-Treasurer:** The Joint-Treasurer of the Committee shall assist the Treasurer of the Committee in all functions and shall assume the function of the Treasurer of the Committee in his/her absence.
11. **President Pro Tem:** If the President and the Vice-President are unable to chair a session, the Committee shall elect a President Pro Tem, to preside during that session.

ARTICLE 7. General Body Meetings and Election

1. A meeting of the General Body shall be held at least once a year. An Annual Meeting of the General Body shall be held to appraise the General Body of the activities and the status of the Organization.
2. The Annual Meeting of the General Body shall be held on the date and place decided by the Board to conduct the following business during second quarter of each year. The agenda shall include:
 - a. Report by the Chairperson.
 - b. Financial statement by the Treasurer of the Board duly audited by the appropriate Auditor or the Audit Committee.
 - c. Annual Activity Report by the President of the Executive Committee.
 - d. Report by the Chairman of the Ethics Committee.
 - e. Reports by special committees (if any)
 - f. Election to the Board of Trustees.
 - g. New business and duly requested agenda items
3. All the meetings of the General Body shall be presided over by the Chairperson and in his/her absence by the Vice-Chairperson of the Board. If the Chairperson and the Vice-Chairperson are unable to chair a meeting of General Body, Secretary of the board shall chair such meetings
4. At least thirty (30) days advance notice shall be given to members intimating date, time, place and agenda of the meeting of the General Body.
5. In special cases, the Secretary of the Board, in consultation with the Chairperson of the Board, may call a short notice meeting of the General Body to discuss and vote on important issues.
6. If five percent (5%) or more of the verifiable members of the Organization in good standing send a written request for convening a special meeting of the General Body, specifying the issue to be discussed, the Secretary of the Board shall comply with their request within a period of two (2) months, unless specified otherwise.
7. The proposal(s) for inclusion of additional items on the agenda for the meeting of the General Body shall require written endorsement of at least five percent (5%) of the verifiable members of the General Body in good standing, unless specified otherwise. The proposal shall be submitted to the Secretary of the Board at least fifteen (15) days prior to the date of the meeting. Any proposals received after the above date shall be included in the agenda of the subsequent meeting of the General Body.
8. One third of trustees are elected every year and one third of trustees who have served their term shall rotate out every year. In the event of in-sufficient number of retirees, additional retirees may be selected either by choice or by an election within the Board.

9. Election of Trustees:

- a. A candidates must be member of the general body in good standing.
- b. All elections shall be by plurality vote of members of the Organization in good standing present and voting, in the annual meeting of the General Body.
- c. Election must be conducted 8 days before the last Monday in May unless amended by board by 2/3rd majority.
- d. All candidates are required to register 10 days prior to the actual election. The registration requirements are determined by election committee including the minimal information required for candidate to qualify. All of these requirements have to be approved by the board. All candidates will be considered nominated on proper completion of registration process and verification of credentials of the seconder by the Election Committee Chairperson. A candidate shall disclose if he/she is a "Close Relative" of another candidate or a current elected or appointed member of the Board. "Close relative" shall be defined as spouse, parent or child.
- e. The Election shall be conducted by a "Secret Ballot" method. The ballot shall be cast in person by each voting member.

ARTICLE 8. Budget and Finance

1. All the records and books of accounts of the Organization shall be brought up-to-date before the election of the new trustees and office bearer and kept ready for handing over to the new Board and office bearers in the first meeting of the new Board.
2. **Audit:** The Audit Committee shall submit an audit report at least once a year. The Board and the Executive Committee shall make all the books of accounts and records, available to the Audit Committee to facilitate the audit. In addition, the Board may appoint a qualified Auditor to either assist the Audit Committee or perform an independent audit.
3. An audited financial report shall be presented to the members at the annual meeting of the General Body. Audit reports shall be available for examination by any member in good standing.
4. All expenses exceeding limits specified by the Board in the "**Schedule of Expense Limits**" shall require prior approval by the Board.

ARTICLE 9. General:

1. Contributions, gifts, real-estate, donations, grants, aids, membership dues, etc, once made to the Organization by the members or by non-members shall be non-transferable and non-refundable on any grounds, unless required by law.
2. Assets and Liabilities of the Organization shall vest in the Board and shall be administered by the Board. However, no trustees or Committee members shall be personally responsible for any liability/liabilities of the Organization, if incurred in the best interests of the Organization. Should any person be sued, either alone or with others, because he/she was or is a member of the Board or a member of the Committee or an employee of the Organization, in any proceeding arising out of his/her alleged misfeasance or nonfeasance in the performance of his/her duties or out of any allegedly wrongful act against the Organization, indemnity for his/her reasonable expenses, including attorney's fees incurred in the defense of the proceeding, may be assessed against the Organization, its receivers or its directors, by the court in the same or separate proceeding if;
 - a. The person sued is successful in whole or in part, or the proceeding against him/her is settled with the approval of the court; and
 - b. The court finds that his/her conduct fairly merits such indemnity.

The amount of such indemnity shall be so much of the expenses, including attorney's fees incurred in the defense of the proceeding, as the court finds to be reasonable.

3. **Insurance:** The Organization shall maintain all necessary insurance, at its own expense, to protect itself and any officer, employee or agent of the Organization as well as the assets of the Organization.

Quorum: The Quorum for the meetings of the Board and the Committee shall be 1/2 of the total members. In the absence of quorum, a minimum of 1/3 of the members the Board or the Committee may proceed to conduct the regular business. The minutes of the meeting shall be circulated as soon as possible and ratified at the next meeting. In case of the meeting of the General Body, Quorum shall be seven percent (7%) percent of the total members that are eligible to vote at the meeting. For general body meetings that is accompanied by an election the quorum of seven percent (7%) is determined by total number of votes cast during the period of election as determined by the election commission. There is no quorum requirement to start the meeting. For general body meetings not accompanied by an election the quorum is required to start the meeting and in the event of absence of quorum, one hour after the designated start time, the meeting shall be deemed cancelled. All issues being voted on the election ballots including the board of trustees is valid only if cumulative quorum of seven percent (7%) is attained. In the event of absence of cumulative quorum for election of board of trustees, the Secretary of the Board shall reschedule the meeting as soon as possible, no later than three (3) months from the date of cancellation. The board, if reasonable, can reduce the notification requirement for the rescheduled meeting to conduct it in an expedient manner.

The general procedure of meetings of this Organization shall be in harmony with the principle set forth by the Chairperson. Robert's Rules of Order (Newly Revised) shall be the final authority as to parliamentary procedure, in so far as they do not conflict with the provisions of this Constitution and Bylaws.

4. **Voting:**

- a. All the general matters unless otherwise specified shall be adopted by a majority vote of the members in good standing, present and voting. If necessary and justified, voting may be carried out either by mail ballots or secret ballots when approved by a majority vote of all members present and voting, at the meeting.
 - b. In the event that some specific issues require resolution prior to the next scheduled meeting of any organ of the Organization (Board, Executive Committee or any other committee), voting on the issues is hereby authorized via E-Mail, Fax or other approved legal means of conducting business; Such resolutions shall be proposed by a member, seconded by another member and considered passed with majority of all members of the organ voting in favor; a member's vote has to be conveyed to the entire organ or at least to the Chairperson and Secretary of the organ to be considered valid. The Secretary shall maintain the tally and make it available to all members for verification upon request. Such a motion shall, after verification, be entered into the minutes at the next meeting of the organ, as an e-mail vote of DD-MMM-YYYY, along with the result of the decision.
5. The presiding officers in all organs of the Organization shall have the right to exercise a casting vote to break a tie, if necessary, in a vote of that organ.
 6. Certain cases and situations may arise, with regard to which specific provisions do not exist in this text. Such cases or situations shall be dealt with in accordance with the procedure specified by Robert's Rules of Order (Newly Revised) and generally accepted democratic principles.
 7. **No Confidence:** No confidence resolution can be moved against one or all the elected member(s) of the Board in a meeting of the General Body provided such a resolution is presented with the written endorsement of at least seven percent (7%) of the verifiable members of the Organization in good standing. Such a resolution shall require for its passage the support of a two thirds (2/3) majority of the members present and voting. For honorary and appointed members, article 3 (4) provides for a mechanism for their removal from the board.
 8. The Organization has the right to remove from its membership, any individual whose activities may be

considered as detrimental to the interest of the Organization. Such expulsion(s) shall, however, be subject to approval of a two thirds (2/3) majority of the members, present and voting in a meeting of the General Body and subject also to the appropriate procedures affording full opportunity to the individual(s) concerned to be heard.

9. Any person providing exceptional service financial or otherwise, to the Organization may be honored in an appropriate manner, as determined by the Board.