

HINDU TEMPLE SOCIETY OF THE CAPITAL DISTRICT, NY., INC.
450 Albany Shaker Road
P.O. Box 11-650
Loudonville, NY 12211-1650
www.albanyhindutemple.org
Tel:518-452-7272

Memorandum of Understanding

This Memorandum of Understanding between the Hindu Temple Society (HTS) BOT and the Hindu Cultural Center (HCC) BOD sets forth the operation of the HCC. This supersedes the Memorandum of Understanding dated September 8, 2008. Specifically:

1. The "Governance Policies and Procedures", dated 21 October, 2007, continues to be effective, except as amended in items #2 and #3 below.
2. The HCC BOD shall honor the repayment provisions of the Promissory Note between the BOT and members of the "Private Banking", specifically the agreement to "to pay the Lender every month a sum of five thousand dollars towards the principal amount of the loan until the loan is paid off. If this amount cannot be paid then 80% of the net income from Hindu Temple and Cultural Center should be paid towards the loan every year."
3. **The Section 5.1: Composition of BOD** is revised as follows:

BOD will have a maximum of 13 members, composed of three categories: Category One: Five directors will come from individuals making donations of \$25,000 or more. This group of donors will develop a fair process to select/appoint five individuals to BOD. Category Two: Two directors will be elected by the Hindu Temple Society (HTS) General Body each year for a total of six directors; these individuals shall be HTS members in good standing. Category Three: The BOT Chair and the BOG Chair of the Hindu Temple shall serve as voting members of the BOD.

4. The policies and procedures defined in #1 above shall be applicable for a period of another 20 years.

Signed by:

Jayanthi Kund 12/29/2011
on behalf of BOT date

Shashi Das 12/29/11
on behalf of BOD date

Witnessed by:

Cecilia Das 12/29/2011
on behalf of BOG date

Note of Correction in use of MOU between HCC and HTS

*We, the undersigned authors of the Governance Policies and Procedures for The Hindu Cultural Center of the Capital District, NY, hereby certify that the version with a caption, "Final Update: Oct 23, 2007" is the **final document** we prepared and submitted to the Board of Trustees. We further certify that both the MOUs dated September 9, 2008 and dated December 29, 2011, inadvertently refer to the Governance Policies and Procedures dated 21 October, 2007, instead of referring to the October 23,2007 document.*

Ram Chugh, February 10,2016

Rasik Shah, February 10,2016

Governance Policies and Procedures
For
The Hindu Cultural Center
of the Capital District, NY

Prepared by Ram Chugh and Rasik Shah

Final Update: Oct 23, 2007

Glossary of Terms:

HCC: The Hindu Cultural Center of the Capital District, NY.
HTS: The Hindu Temple Society of the Capital District, NY, Inc.
BOD: Board of Directors of the Hindu Cultural Center
BOT: Board of Trustees of the Hindu Temple Society
BOG: Board of Governors

The Hindu Cultural Center of the Capital District, NY

Governance Policies & Procedures

Article 1: Name

Section 1.1: Name: The name of the organization is the Hindu Cultural Center (HCC) of the Capital District, NY, with offices located at 450 Albany Shaker Road, Loudonville, County of Albany, State of New York. The HTS shall obtain a separate tax exempt number for the HCC, to ensure HCC is exempt from Federal Income Tax of the Internal Revenue Code.

Article 2: Purposes

Section 2.1: Mission: HCC is established by the Hindu Temple Society of the Capital District (HTS) with the mission to promote Hindu culture and its values. It shall promote and provide access to different modes of Hindu culture, values, traditions and practices based on various Indian regions and languages.

Section 2.2: Activities: The activities of HCC include but not limited to, promotion of Indian culture and heritage, conducting educational classes in Indian languages, yoga, music, dance and other fine arts, conducting concerts and to inviting artists to perform here for the benefit of public.

The center shall serve as a focal point for community services including but not limited to serving needs of senior citizens, family and youth counseling and support, library and reading room and finally promotion of artistic expression and development of appreciation for classical music.

Section 2.3: Universal Access: While HCC shall primarily cater to the cultural needs of Hindus living in the Capital District, NY, and beyond, its activities will be open to everyone in the community. HCC shall interact with other cultural organizations and individuals within the Capital District and beyond to promote understanding and respect for other cultures.

Article 3: Relationship of the HTS Constitution with the HCC Governance Policies

Section 3.1: HTS Constitution: The HCC Governance Policies must be consistent with the HTS Constitution. HCC shall function under the administrative jurisdiction of the HTS Board of Trustees (BOT). The HCC should consult the HTS Constitution in developing policies and procedures for governing HCC.

Section 3.2: Use of HCC by HTS: HTS shall have access to the use of HCC facilities during major festivals. HCC shall develop procedures to avoid conflicting schedules. Money raised during these events shall be equally divided between HTS and HCC after deducting the expenses.

Section 3.3: Joint Meeting of BOT, BOG, and BOD: A joint meeting of BOT, BOG, and BOD must be held at least twice a year to discuss issues of common interest and to promote cooperation among the three governing bodies.

Article 4: Benefactors

Section 4.1: Benefactors: Any person who shares and promotes the mission of the HCC shall be eligible to become a benefactor, irrespective of religions, color, creed, nationality, or gender. The BOD shall develop policies to provide incentives such as reduced fees for attending cultural events and rental charges for use of the HCC facilities to benefactors. HCC will publicize these incentives available to benefactors.

Section 4.2: Classes of Benefactors: There shall be at least two classes of benefactors. 1. Annual Benefactors: An individuals or a family paying \$100 per year; 2. Sustaining Benefactors: An individual or a family paying \$5000 or more over a 5 year period. The BOD will have the discretion to create new categories of benefactors and to determine the dollar contribution required for each category. However, changes in the category of benefactors and the dollar contribution required shall be supported by at least 2/3rd i.e., 6 out of 9 of the total BOD.

Section 4.3: Past Contributions to HCC: Individuals who have contributed amounts specifically designated to HCC automatically become benefactors in the appropriate category and enjoy the privileges.

Section 4.4: Retaining and Attracting Benefactors: The BOD shall develop procedures to publicize the process of becoming benefactors and hold special events to recognize, attract, and retain benefactors.

Article 5: Organization and Operation of HCC

Section 5.1: Composition of BOD: A BOD will have 9 members, composed of three categories: Category One: Four directors will come from individuals making donations of \$25,000 or more. This group of donors will develop a fair process to select/appoint four individuals to BOD. Category Two: Three directors will be elected by the Hindu Temple Society (HTS) General Body; these individuals shall be HTS members of good standing. Category Three: The BOT Chair and the BOG Chair of the Hindu Temple shall serve as voting members of the BOD.

In addition, the Past Chair of BOD, who is no longer a current BOD member, shall be a nonvoting member of the Board for a term of one year. BOD may appoint one youth member (age 18-22 years) for a term of one year who shall be a nonvoting member of BOD

Section 5.2: Honorary Directors: BOD shall elect, by a simple majority, at most three honorary directors from among the benefactors in furthering the HCC goals. The honorary directors shall serve as ombudsmen and shall have the privilege of participating in all BOD meetings but shall not have any voting rights. Their terms of appointment shall be for the year in which they are elected by BOD.

Section 5.3: Term of Office: The Category One and Category Two BOD members shall have a three-year staggered term of office. The BOD will develop policies to determine the staggered term of office for each director.

Section 5.4: Residency Requirement: All BOD members must reside within 100 miles of the HCC premises during the entire term of their tenure on BOD.

Section 5.5: Vacancies on BOD: The BOD membership size shall always remain at nine. In case of vacancies due to resignation or any other reasons, the vacant seats will be filled within 2 weeks through co-option for the unexpired term. In co-opting the members for the vacancies, the balance between the Category One and Category Two BOD members shall be maintained.

Section 5.6: Executive Committee of BOD: An executive committee shall manage the day-to-day administrative responsibilities of the HCC. This committee shall be formed every year in January during the first meeting of BOD. Every BOD member shall be required to be present at this first meeting unless unable to attend due to emergencies. The quorum required for electing new office bearers shall be at least 2/3rd of the entire BOD (6 out of 9). No proxy or voting by phone will be allowed for this first meeting.

During the first BOD meeting of the year, BOD shall elect (a) Chair of the Board (b) Vice Chair (c) Secretary and (d) Treasurer, with the support of at least a two third majority of the entire BOD (6 out of 9). These office bearers shall constitute the BOD Executive Committee. Additionally, at this first meeting, BOD will review and specify duties and responsibilities of the chair, vice chair, treasurer, secretary, and other office bearers. It will also set attendance policies, procedures for running the meetings, codes of conduct for its members including disciplinary actions. These policies will be approved by at least 2/3 (6 out of 9) of the total BOD.

Section 5.7: Meetings of BOD and Record Keeping: The first meeting of BOD will be held during first two weeks of January; a total of at least four BOD meetings shall take place during a year. The times, place and dates shall be determined by BOD. A quorum for regular meetings of BOD shall consist of at least half of the BOD directors (five out of nine). Proxy voting at the BOD meetings shall not be permitted. The dates and locations of these meetings will be announced and these meetings will be open to the temple membership. The BOD will maintain proper records of the minutes of the meeting and these will be made available to the temple membership in a timely fashion through the newsletter and other channels.

Section 5.8: Grievance Procedure: Procedures specified in Article 9 / Section 5 of the HTS Constitution shall be followed to resolve any grievance against HCC BOD. Thus, Article 9 / Section 5 dealing with the HCC grievance matters shall be expanded to read as follows: "BOG shall serve as a grievances committee to receive and investigate any complaints about the working of the Hindu Cultural Center, to resolve the grievances amicably through mediation, and to report back unresolved grievances to BOG and BOT and to the GB indicating its findings and the proposed line of action".

Article 6: Responsibilities of BOD

HCC shall operate on a calendar year basis, starting on January 1 and ending on December 31. The BOD shall have complete autonomy in the management and operations of HCC, provided the procedures are consistent with HTS Constitution. However, the BOD will work closely with the HTS BOT in planning HCC events to avoid duplications and conflicts. The HTS Board of Governors (BOG) shall serve as an advisory body to BOD and in resolving any disputes and conflicts.

Section 6.1: Responsibilities of BOD: All the rights, powers, duties, and responsibilities relative to the management of the HCC business and cultural affairs are vested in BOD for the benefit of HCC. These powers exist in BOD as a group and not as an individual. BOD has a duty to ensure that its actions are consistent with the purpose of HCC as described in Article 2 and it shall exercise reasonable care and prudence in managing the affairs of the HCC.

The BOD shall have the following powers and responsibilities, without limiting the general powers as described above.

- a. To hire managers and staff when needed.
- b. To establish policies and procedures for user fees/rental charges for various categories of use, and enforcement of the same.
- c. To inform BOT of any capital improvements in the amount larger than \$25,000
- d. To adopt annual preliminary operation budget in the first meeting in January, and final annual operating budget by March.
- e. To raise revenues by conducting fund raisers, concerts, community events, operating book/store/gift shop, and cafeteria.
- f. To apply for grants from Federal, State and local Governments and Corporations. All events are open to the public at large.
- g. To prepare a Users Manual which will include, among other things, a stipulation that no consumption of meat and alcohol in the HCC will be allowed
- h. To ensure that the HCC operation is in compliance with applicable State and local laws, including the provisions of the Americans with Disabilities Act.
- i. To present annual report on the HCC financial affairs, activities, procedures, and other developments at the Temple annual General Body meeting.
- j. To ensure that the Treasurer prepares an Annual Financial Report including the Financial Statements (Income statement and Balance Sheet with supporting schedules) for the fiscal year ending on December 31, for approval by BOD, and subsequent publication by March 31 of the next Fiscal year.

Section 6.2: Committees: The BOD has the right to appoint committees, as needed, to assist it in managing the business affairs of HCC. Such committees include: Fund Raising, Cultural Programs, Heritage Class, Youth Camp, Yoga/Meditation, Music and Dance, Drama, Senior Citizen Group, Youth Counseling and Tutoring, Library, Book and Gift Shop, Cafeteria. The committee members can come from the general public who promise to honor the HCC mission and purposes as stated in Article 2. Each Committee shall prepare a budget for the year and submit to the HCC Treasurer who will include budget request, detailed programs, revenues projected along with planned grant requests for approval to BOD.

Section 6.3: Internal and External Communications: The BOD shall use every channel to keep the HCC and the Temple membership informed of the HCC operations in a timely manner.

Section 6.4: Record Keeping: HCC shall maintain a history of key records for a maximum period of seven years or as required by Internal Revenue Service or government authorities. BOD shall determine a list of various categories of records and ensure they are properly kept and archived.

Section 6.5: Limitations: No officer or member of BOD shall have direct or indirect vested interest in any contract relating to operations conducted by HCC, or in any contract for furnishing services or supplies to it. The existence of such a vested interest shall be fully disclosed and determined by HCC before deciding on such a contract award.

Article 7: Elections of BOD

Section 7.1: Election of Category One Directors of BOD: The Chair of the Board shall appoint one Category One Director to set up a process for annual election of new directors to replace retiring or co-opted Category One directors. The election process for Category One Directors shall be conducted in the same timeframe as for electing Category Two Directors, as specified in Article 7 / Section 2.

Section 7.2: Election of Category Two Directors of BOD: The Chair of the HCC BOD shall coordinate with the Chair of the HTS BOT for electing new directors to replace retiring or co-opted Category Two directors, following the same procedures for electing the HTS BOT at the same GB meeting. The HTS procedures of Nomination and Election Committee (NEC) and Election Appeals Committee (EAC) shall also apply to Category Two directors.

Article 8: Financial Management

Section 8.1: Financial Contractual Obligations: While the HTS BOT and HCC BOD are is responsible for meeting the financial commitments made for the construction of HCC, BOD will work with BOT to raise funds in meeting those obligations.

Section 8.2: Annual Operational Expenses and Revenues of HCC: The HCC should strive to achieve self sufficiency by achieving revenue targets equal to anticipated expenditures. The BOD will be responsible for achieving this goal of self-sufficiency and will communicate these plans to BOT and BOG.

Section 8.3: Financial Audit: The BOD Chair shall ensure that the HCC annual statements are independently audited, and that the HCC Treasurer shall provide necessary support to the auditor. The auditor's report shall be made available to the HCC benefactors, BOT, BOG and the Temple members.

Section 8.4: Financial Records: The HCC shall follow accounting procedures similar to those used by the HTS, to facilitate accounting data transfer between the HTS and the HCC.

Section 8.5: Sharing of Expenses: Joint expenses such as garbage disposal, snow removal, landscaping, will be equally divided between HTS and HCC. Utilities such as gas, electric, water and sewer are metered separately for the HTS and the HCC, and thus these charges shall be paid directly by HTS and HCC.

Article 9: The HCC Governance Policies & Procedures

Section 9.1: Effective Date: These governance policies become effective immediately after approval by the HTS BOT and BOG.

Section 9.2: Revisions: The BOD has the authority to revise these governance policies but such changes will be approved by BOT and BOG.

Section 9.3: Role of HTS Constitution: The HTS Constitution will prevail, (a) if there are conflicts between the articles addressed in this Governance Policies & Procedures document and the articles in the HTS Constitution, and (b) for provisions of the articles not addressed in this Governance Policies & Procedures document.