



# **The Hindu Temple Society of the Capital District, NY, Inc.**

## **The Constitution and By-Laws\***

### **Revised Constitution\*\***

**Based on the Present Constitution with amendments made in 1981 and in 1990**

#### **Constitution Review Committee:**

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**Ram Chugh, Chair**

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**Madabhushi Raghavachari**

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**Ramani Mani**

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**Rasik Shah**

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**Sunderesh Heragu, BOT Chair and Liaison**

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**Anuj Goel, Technical Specialist**

*\*Both Constitution and By-laws are binding on Hindu Temple Society for administration and governance. See Article 16*

*\*\*Submitted to HTS Board of Trustees on October 25, 2005*

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## **Glossary of Terms:**

HTS:	The Hindu Temple Society of the Capital District, NY, Inc.
BOT:	Board of Trustees
BOG:	Board of Governors
NEC:	Nomination and Election Committee
EAC:	Election Appeals Committee
GB:	General Body, includes all voting and non-voting members
Total BOT/BOG:	Includes elected and co-opted members

# The Hindu Temple Society of the Capital District, NY, Inc.

## THE CONSTITUTION

### Article 1: Name

The name of the organization shall be Hindu Temple Society (HTS) of the Capital District, NY, Inc. HTS is a not-for-profit religious organization registered with the Attorney-General of the State of New York, with a Certificate of Incorporation under Article 10 of the Religious Corporation Law dated March 11, 1976.

The Internal Revenue Service has determined that HTS is exempt from Federal Income Tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3).

### Article 2: Purpose

The purpose of the organization is to found and continue HTS for the purposes of establishing a place of worship as a permanent place of holding religious and cultural congregations, to conduct religious discourses, and institute meditation and cultural centers, celebrate Hindu religious festivals, conduct religious classes, and provide facilities for conducting marriage and other religious ceremonies and rituals.

### Article 3: Religious Matters and the Priests

**Section 1: Religious Ceremonies:** The religious ceremonies and services shall be conducted in a manner consistent with the purposes of HTS as outlined in Article 2. Non-vegetarian foods, smoking, liquor, or alcoholic beverages shall not be permitted within the Temple buildings and structures.

**Section 2: Religious Tenets:** HTS shall primarily cater to the religious needs of Hindus living in the New York State Capital District Area. Within the tenets of Hindu religion, HTS shall be a non sectarian society and provide access to different modes of Hindu worship, traditions and practices based on various Indian languages, regions, related religions, deities, and associated festivals. HTS shall interact with other organizations and individuals of other religious faiths to promote mutual understanding, respect and tolerance.

**Section 3: Religious Committee:** To further the causes stated in Article 3 Section 2, a standing committee called the religious committee shall be constituted, as defined in Article 8 in the By-Laws. The religious committee shall work closely with the Temple Priests, and seek their inputs in planning religious events and services. The religious committee members shall be well versed in rituals and religious practices representing different view points and philosophies of Hindu religion. This committee shall be charged with the duties of establishing rituals of worship, prepare a calendar of important dates and festivals ahead of time, and oversee the organization of religious functions, festivals and events. It shall also prepare budgets for major programs and get approval from the Board of Trustees (BOT).

**Section 4: Summary in English:** The religious committee shall ensure that a summary giving meaning and significance of religious event celebrations, ceremonies and discourses is available in English to attract and retain interest of the devotees.

**Section 5: Priest:** The Temple Priests perform rituals and conduct religious ceremonies and events. The priests shall be paid employees of HTS. The religious committee shall serve as the selection and hiring committee for the temple priests. BOT shall make the final hiring decisions based on the recommendations of the religious committee. The priests and BOT must execute a contract on the employment tenure and conditions of employment.

**Section 6: Performance Evaluation of Priests:** The religious committee shall work closely with the priests and shall be responsible for evaluating their performance and in making recommendations to BOT for their continued employment. All official communications between BOT and the priests shall be routed through the religious committee chair. After successful completion of a probationary period of one year, the priest shall be hired for two years in the first instance, and the subsequent term could be extended for three year tenures.

**Section 7: Terms and Conditions of Employment:** The terms and conditions of the priest's employment can be changed only at the recommendation of the religious committee and the recommended action must be supported with at least 2/3<sup>rd</sup> of the total BOT members voting in favor of that recommendation.

**Section 8: Disciplinary Action:** To initiate disciplinary action against the priest (e.g. removal), the religious committee must first make its recommendations to BOT. The priest also has the option to take the disagreements and grievances to BOT for resolution. BOT shall make every effort to resolve the situation amicably. BOT, however, may consider appointing an independent body composed of at least three members from the temple community excluding members of the Religious Committee to investigate the dispute. The Board of Governors (BOG) could be asked to serve in that capacity. This independent body shall make its report to BOT. The disciplinary action against the priests including removal of a priest must be supported by at least a 2/3<sup>rd</sup> majority of the total BOT and at least a 2/3<sup>rd</sup> majority of the total BOG.

## **Article 4: Membership**

**Section 1: Eligibility:** Any person over the age of 18 years who shares and promotes the ideals and goals of the HTS shall be eligible for membership, irrespective of color, creed, cast, nationality, or gender without any restriction. Membership shall remain in effect as long as the member remains in good standing as defined in Article 4, Section 5. The BOT shall develop policies to provide incentives such as reduced fees for religious services and rental charges to temple members and publicize the incentives to members.

**Section 2: Residency Requirements For Membership:** There is no residency requirement for anyone to become a temple member.

**Section 3: Classes of Membership and Process:** There shall be two classes of membership - Regular and Life Member. Within the Regular class member, there shall be two sub classes: Individual and Family. A written application in the prescribed form for membership shall be submitted to the Membership Committee, as defined in Article 8 in By-Laws, for approval. BOT shall propose the annual dues for each class of membership for the next calendar year. Any change in membership fees for each class shall be in consultation with the BOG and supported by at least 2/3<sup>rd</sup> of the total BOT. The annual fee for becoming a regular member shall be set at a reasonable amount and paid along with the membership application. Other donations including payments for religious service fees and rental payments for use of facilities shall not be counted towards the membership dues.

**Section 4: Voting and Non-voting member:** A person shall choose to be a voting or a non-voting member in the membership application. Voting and non-voting members enjoy same benefits and rights in the use of the Temple except that the non-voting members do not have the right to vote. The quorum for conducting elections, making changes in the HTS constitution, and any other HTS business requiring GB approval shall be based on the total number of voting members.

**Section 5: Member in Good Standing:** A member, as defined in Article 4, Section 3, is in "good standing" when his or her membership application in the prescribed form has been submitted and approved, and dues and assessments, if any, for the current year are paid at least five weeks before the annual election meeting.

**Section 6: General Body:** All members in good standing shall constitute the General Body. However, only the voting members as defined in Article 4, Section 4 shall participate in any part of the GB meeting that requires voting, including annual elections.

**Section 7: Approval and Renewal of Membership:** The Membership Committee shall institute a process to notify individuals when their membership application is approved, maintain membership records, and ensure members pay their dues in a timely fashion. A dues-to-pay notice for the next calendar year shall be sent during the month of December or January to all members in good standing. A new membership application shall not be required for renewal of membership, unless the member wishes to make changes, such as voting preference, in the original application. However, membership dues must be paid annually.

## **Article 5: Organization and Operation of HTS**

BOT shall be responsible for day-to-day management and operations of HTS. BOG shall serve as an advisory body to BOT and be responsible for the long-term growth of HTS.

**Section 1: Composition of BOT:** A BOT composed of a minimum of nine and a maximum of fifteen members elected from the GB shall serve as the highest legally constituted body to manage the business and religious affairs of HTS stated in Article 2. In addition, the Past Chair of BOT, who is no longer a BOT member, shall be a nonvoting member of the Board for a term of one year. BOT shall appoint one youth member (age 18-21 years) for a term of one year who shall be a nonvoting member of BOT.

**Section 2: Term of Office:** All elected BOT members shall have a three-year term of office after their election. New BOT members shall be elected each year for appropriate term to reach a total BOT size of 15.

**Section 3: Residency Requirement For BOT:** All BOT members must reside within 100 miles of the HTS premises during the entire term of their tenure on BOT. This residency requirement does not apply to become HTS member, as defined in Article 4, Section 2.

**Section 4: Responsibilities of BOT:** All the rights, powers, duties, and responsibilities relative to the management and control of the HTS property, business and religious affairs are vested in BOT for the benefit of HTS. These powers exist in BOT as a group and not as an individual. BOT has a duty to ensure that its actions are consistent with the purpose of HTS as described in Article 2 and it shall exercise reasonable care and prudence in managing the affairs of the HTS.

**Section 5: Executive Committee of BOT:** An Executive Committee shall manage the day to day administrative responsibilities of the HTS. This committee shall be formed every year in January during the first meeting of BOT at which every elected trustee shall be required to be present unless the trustee is out of the Capital District and/or unable to attend due to emergencies. The quorum required for electing new office bearers shall be at least 2/3<sup>rd</sup> of the number of elected BOT. During this meeting, BOT shall elect (a) Chair of the Board, (b) Vice Chair, (c) Secretary, (d) Treasurer, (e) Membership Secretary, (f) Joint Treasurer, with the support of at least a two third majority of the total BOT. These office bearers shall constitute BOT Executive Committee.

**Section 6: Committees:** BOT has the right to appoint committees, as needed, to assist it in managing the business and religious affairs of HTS, as defined in Article 8 in By-Laws.

**Section 7: Honorary Trustees:** BOT shall elect, by a simple majority, at most five honorary trustees from the GB in furthering the HTS goals. The honorary trustees shall serve as ombudsmen and shall have the privilege of participating in all BOT meetings but shall not have any voting rights. Their terms of appointment shall be for the year in which they are elected.

**Section 8: Composition and Term of BOG:** BOG shall be composed of nine members, six elected by the GB and three elected by BOT. All BOG members shall have a three-year term of office. One-third of the BOG members shall retire each year, and new ones shall be elected as replacements, two by GB and one by BOT.

**Section 9: BOG Responsibilities:** BOG shall develop long term policy recommendations to further the HTS goals, as defined in Article 9, Section 2.

**Section 10: BOG as a Caretaker Body:** If the Executive Committee cannot be formed by the end of January for any reason, BOG shall assume the caretaker role, as defined in Article 9, Section 4.

## **Article 6: Elections of BOT and BOG**

**Section 1: Elections by GB:** At least one GB meeting shall be held each calendar year to conduct elections and other business of HTS.

**Section 2: Date of Annual Election:** The annual elections shall take place on the third Sunday in November of each year. BOT shall announce the specific date, time and place of the GB meeting at least twelve weeks prior to the election date.

**Section 3: Nomination and Election Committee (NEC):** BOT shall appoint a three members Nomination and Election Committee (NEC) from the HTS membership at least twelve weeks prior to the election date. NEC shall exclude current BOT and BOG members and their family members from its composition. NEC members and their family members shall not be permitted to contest the elections for BOT and BOG that year. The term of NEC shall

expire after the election results and appeals process as outlined in Sections 10 and 11 in Article 6 have been completed.

**Section 4: Election Appeals Committee (EAC):** BOT shall appoint a three members Election Appeals Committee (EAC) at the time of appointment of NEC. EAC shall exclude NEC, current BOT and BOG members and their family members from its composition. EAC members and their family members shall not be permitted to contest the elections for BOT and BOG that year. The term of EAC shall expire after the election results and appeals process as outlined in Sections 10 and 11 in Article 6 have been completed.

**Section 5: Election Guidelines:** NEC shall develop clear procedures and guidelines for conducting elections consistent with the HTS Constitution and its By-Laws and publish them at least eight weeks prior to the election date.

**Section 6: Membership List:** BOT shall publish an initial list of members eligible to vote at least eight weeks prior to the election date. An updated and certified list shall be published, and made available to NEC at least five weeks prior to the election date. NEC shall use this certified list of eligible voters to calculate the quorum requirements for conducting elections.

**Section 7: Nomination Process:** NEC shall develop a fair and open nomination process to seek nominees where every member in good standing meeting eligibility requirements has equal right to be nominated. It shall publish the list of nominees at least five weeks prior to the election date. No floor nominations shall be allowed at the GB meeting. All members, 18 years and older, in good standing for at least one year, with knowledge of the HTS constitution, and having awareness and sensitivity to the growing religious needs of the diverse temple community, are eligible to contest the BOT election. All members in good standing for at least 10 years, with knowledge of the HTS constitution, and spirit of unifying temple community, are eligible to contest the BOG election. No member can be elected to BOT or BOG for more than six years within any continuous nine year period. A member can contest either for BOT or for BOG, but not for both.

**Section 8: Campaign Activities:** No candidate and/or his/her supporters shall conduct or organize election campaign activities including displaying posters at the Temple premises on the day of the elections. Any violation of this rule by a contestant shall lead to his/her disqualification from the elections as determined by all members of NEC.

**Section 9: Conducting Elections and Quorum Requirements:**

**9.1:** Elections to BOT and BOG shall be through voting in person at the GB meeting and/or mail voting and/or electronic voting. HTS shall take steps to institute electronic voting for its elections.

**9.2:** A quorum for conducting elections at a GB meeting shall consist of at least 20 percent of the voting members eligible to vote as certified by BOT. The 20% quorum requirement can be met by taking into account the votes cast by other methods stated in Article 6, Section 9.5.

**9.3:** BOT Chair shall call the GB meeting to order, then hand over the meeting to NEC for conducting the elections and then conduct non-election-related business after voting is completed.

**9.4:** NEC shall be responsible for conducting the elections in a fair and open manner according to its published guidelines and procedures, and to ensure that only members on the certified list participate in voting.

**9.5:** NEC shall be responsible for conducting elections via secret ballots at the GB meeting. If electronic and/or US mail voting methods are used, NEC shall ensure that voting by these methods is completed and the number of absentee ballots counted at least one week before the GB meeting date. Until electronic and/or US mail voting methods are implemented, NEC shall design a process for members unable to attend the GB meeting to vote in absentia. The absentee votes shall be received and counted at least one week prior to the GB meeting. In all of the above situations, the ballots received shall be counted but not opened prior to election at GB to preserve secrecy in voting.

**9.6:** The votes counted following Article 6, Section 9.5 shall be used to arrive at the minimum number of voting members required to meet the 20% quorum requirement for the election part of the GB meeting.



**9.7:** The candidates or their authorized representatives shall be allowed to be present during the counting of votes. NEC shall use every care to maintain integrity of the election process.

**9.8:** Safekeeping of Ballots: NEC shall handover the sealed ballots to BOT chair for safekeeping in a secure place for a year after dissolution of NEC and EAC.

**Section 10: Announcement of Election Results:** After certification of the election results, the results shall be announced and posted on the bulletin board and at the website, preferably on the day of the election.

**Section 11: Appeal Procedure and Process for Resolution of Disputes:** EAC shall develop procedures for handling of appeals to recount the votes and for resolution of any disputes. The appeal procedure and the process for its resolution shall be set up and published with NEC guidelines. A contestant appealing his/her election result shall provide written evidence to support the appeal. The ruling of the EAC shall be binding and final on the candidate as well as HTS and no further appeal shall be permitted.

## **Article 7: Board of Trustees: Responsibilities**

BOT shall have the following powers and responsibilities, without limiting the general powers.

### **Section 1: General Operations:**

**1.1:** HTS shall operate on a calendar year basis, starting on January 1 and ending on December 31.

**1.2:** BOT shall arrange the time and place for all GB meetings. The Secretary shall notify all members in good standing of all GB meetings at least two weeks in advance of each of such meetings. This time limit does not apply to emergency meetings.

**1.3:** The HTS operations shall be supported by three types of committees: (1) Standing Committees, (2) Working Committees, and (3) Ad-hoc Committees. BOT shall appoint, assign responsibilities, review and approve the work of all Standing and Working Committees, as defined in By-Laws of Article 8. However, for the autonomous Ad-hoc Committees, BOT shall only appoint members and assign responsibilities, as defined in By-Laws of Article 8.

**1.4:** Employee Appointment: BOT shall appoint, supervise, and evaluate the performance of all HTS employees for their continued employment. BOT shall follow Article 3, Sections 5 through 8 for employment of priests.

**1.5:** HTS shall comply with appropriate Federal and State Laws and Regulations in its operations including the provisions of the Americans with Disabilities Act.

### **Section 2: Meetings and Quorum Requirements:**

**2.1:** Regular BOT meetings shall be held on at least ten separate dates annually. The times, place and dates shall be determined by BOT. The calendar of BOT meetings shall be made known to general membership through Temple bulletin board and web site. A quorum for a meeting of BOT shall consist of at least half of the elected BOT members except when a different quorum requirement is specified elsewhere in this document. Proxy voting at the BOT meetings shall not be permitted.

**2.2:** Any member in good standing can attend BOT meetings. However, BOT has the right to have closed meetings or invite other members to address BOT or participate in their deliberations. In any case, only BOT members have the right to vote at such meetings.

### **Section 3: Financial Affairs:** BOT shall be responsible for the following:

**3.1:** Take proactive steps to increase the temple revenues.

**3.2:** To set fees for religious services and ceremonies, rental charges for the use of HTS facilities, policies for collecting these fees and rental charges, and to ensure their consistent implementation.

**3.3:** Authorize the expenditure of funds.

**3.4:** Buy, sell, lease or exchange any capital equipment or property at public auction or by private contract as they consider appropriate up to a maximum amount set forth in By-Laws of Article 7. “Capital equipment or property” is defined as equipment or property with expected normal life of three years or more.

**3.5:** Execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory note and other instruments, sealed or unsealed, incident to any transaction in which they engage.

**3.6:** Invest and reinvest the principal and income of the HTS in such property as deemed appropriate by the BOT.

**3.7:** Borrow money and incur indebtedness, up to a maximum amount set forth in By-Laws of Article 7, from time-to-time for the purposes of running HTS and execute instruments of hypothecation of assets, without GB approval. If the amount is above the limit set forth in By-Laws of Article 7, approval from GB shall be obtained prior to borrowing the money or incurring indebtedness.

**3.8:** Raise funds for humanitarian and philanthropic causes (e.g. catastrophic events), and ensure proper disbursements and accountability of the funds raised.

#### **Section 4: Appointments by BOT:**

**4.1:** Fill vacancies in BOT through cooption, until next scheduled election, following the procedures of Article 11, Section 7.

**4.2:** Appoint up to five honorary trustees and a youth member for BOT by a simple majority. Appointed honorary trustees shall be large donors, members with outstanding service or members of proven merit.

**4.3:** Appoint three members for BOG by at least 2/3rd majority of the total BOT. Appointed members shall be very large donors and/or having considerable organizational experience.

**4.4:** If the number of elected BOG falls below six, BOT shall have the authority to coopt additional BOG members to reach the total of nine BOG members.

**Section 5: Code of Conduct:** BOT shall ensure that the membership information database is used strictly for the HTS purposes, and not for any commercial or private use. Additionally, BOT shall follow Article 11 to maintain the highest professional and ethical standards in the HTS operations.

**Section 6: Religious Affairs:** BOT shall follow Article 3 to carry out the religious affairs of the HTS.

**Section 7: Internal and External Communications:** BOT shall use every channel to keep the Temple community informed of the HTS operations in a timely fashion. Similarly, BOT shall also keep the outside religious and non-religious organizations informed of the HTS activities as appropriate.

**Section 8: State of the Temple Address:** BOT Chair shall call a meeting of the GB within two weeks after the first meeting of the new BOT to deliver a State of the Temple Address. At this meeting, BOT chair shall introduce the new trustees, new BOG members, new office bearers, and shall highlight major goals and priorities for the Temple for the year. A copy of the Chair’s Address shall be published in the HTS newsletter and on the Temple website.

**Section 9: Recognitions:** HTS relies heavily on donations and contribution of services. BOT shall create appropriate incentive and award structure to recognize large donors and/or outstanding services.

**Section 10: Record Keeping:** HTS shall maintain a history of key records for a maximum period of seven years or as required by Internal Revenue Service or government authorities. BOT shall determine a list of various categories of records and ensure they are properly kept and archived. These records, for example, shall include financial and asset transactions, contracts, minutes of the meetings. HTS BOT structure records shall be kept indefinitely. BOT Secretary (or a designee) shall serve as a custodian of the HTS records.

## **Article 8: Board of Trustees: Operating Structure and Duties of Office bearers**

An Executive Committee of BOT shall manage the day to day administrative responsibilities of the HTS, as defined in Article 5, Section 5.

**Section 1: Chair:** The BOT Chair shall serve as chair of all GB meetings and BOT meetings, shall report on the condition of the HTS and general status, and shall act as the Chief Executive Officer. The Chair shall arrange to publish a newsletter regularly and also post it on the HTS website as needed. The contents of the newsletter shall be approved by the Executive Committee of BOT before its publication.

**Section 2: Vice Chair:** The Vice Chair shall assist the Chair in carrying out BOT responsibilities, and assume the duties in the absence of the Chair. The Vice Chair shall ensure that the provisions of the HTS constitution and its By-Laws are followed in HTS management. In addition, the Vice Chair shall be responsible for the continuing review of the Temple Constitution and By-Laws. The Vice Chair shall maintain an inventory of all items of the HTS. S/he shall develop, institutionalize, and publish an inventory of donated property items, arrangements for safe custody of valuable gifts, and auction items as appropriate.

**Section 3: Secretary:** The Secretary shall record and be the custodian of the minutes of all meetings. S/he shall maintain permanent records of these minutes in good order. S/he shall be responsible for all mailings and official correspondences of the HTS. S/he shall ensure publication of the minutes of the BOT meetings on bulletin board and on the web in a timely fashion.

**Section 4: Treasurer:** The Treasurer shall receive all monies of the HTS and shall be responsible for deposit of all such monies in the banking institutions approved by BOT and shall be responsible for the disbursement of such monies, taking proper vouchers thereof. The Treasurer shall maintain an up-to-date account of revenues and expenditures. The Treasurer shall be responsible for processing payroll and payroll taxes, filing tax returns if required, retention, retrieval and safe keeping of accounting records and documents including Financial Statements, books of accounts, cash receipts, cancelled checks, deposit tickets, bank reconciliations, tax returns, payroll returns and other financial documents. The Treasurer shall prepare and mail calendar year contributions to all members no later than January 31 of the following year. The Treasurer shall use the Audit Committee for an annual audit of HTS's books as directed by BOT, and publish the audited accounts of the HTS annually, at least three weeks before annual GB meeting. The Treasurer shall serve as Chair of the Finance Committee.

**Section 5: Membership Secretary:** The Membership Secretary shall be responsible for maintaining growth of membership, keeping records of membership for election and other purposes. S/he shall also chair the Membership Committee and carry out its responsibilities as defined in Article 4, Section 7. S/he shall also work with the Secretary to provide continuity and backup.

**Section 6: Joint Treasurer:** The Joint Treasurer shall share the responsibilities with the Treasurer to provide continuity and backup. The Joint Treasurer shall serve as Chair of the Investment Committee.

**Section 7: Absent Trustees:** If a Trustee is absent from three Board meetings, unless the said absences are due to family medical emergencies, that Trustee shall be given written notice. If the said Trustee is absent fourth time, such a Trustee shall automatically be removed and the vacancy shall be filled by BOT following the procedure defined in Article 11, Section 7

**Section 8: Transition:** The outgoing BOT shall handover all documents and inventories of HTS assets and liabilities, including bank account signing authority, temple property keys, computer, email and internet passwords, and all other documentation, to the newly elected BOT within 15 days of the new BOT taking the office.

**Section 9: Limitations:** No officer or member of BOT shall have direct or indirect vested interest in any contract relating to operations conducted by HTS, nor in any contract for furnishing services or supplies to it. The existence of such a vested interest shall be fully disclosed and determined by BOT before deciding on such a contract award.

## **Article 9: Board of Governors: Organization, Authorities, and Limitations**

### **Section 1: Organization of BOG:**

**1.1:** BOG shall meet during the first six weeks of the calendar year to elect a steering committee composed of two office bearers, (a) chair, (b) secretary. To elect office bearers, 2/3<sup>rd</sup> of BOG members shall constitute a quorum and supported by at least 2/3<sup>rd</sup> of BOG. The BOT chair shall be a non-voting member of BOG and shall serve as a liaison with BOT.

**1.2:** Meetings – BOG shall meet at least once every two months. The dates, time and location of the meetings shall be made available to BOT chair. Actions taken by BOG shall be supported by a majority vote of total BOG membership except when a different majority rule is specified elsewhere in this document.

**1.3:** Record Keeping – BOG shall maintain proper records of its meetings and of the actions taken. The records shall be kept in a safe place where these can be easily accessed for future reference.

**1.4:** Reports – BOG shall submit reports of its activities to BOT and publish these in the HTS newsletter.

**Section 2: Authority of BOG:** BOG shall develop long term policy recommendations for the HTS. These include (but are not restricted to) long term capital project planning, financial policy, religious /social/ educational and community affairs, property acquisition and disposition policies, fund raising, generating strong community support, and resolving disputes. BOG serves as an advisory body to BOT; it shall offer its services to BOT as needed to resolve issues before they become too divisive or unmanageable.

**Section 3: Encouraging Nomination of BOT Candidates:** As part of its focus on the long term growth of HTS, BOG shall actively seek and encourage seasoned senior members to become nominees for BOT. Such nominees shall possess long term vision, a demonstrated leadership qualities, the spirit of unifying the community, and awareness and sensitivity to the growing religious needs of the diverse temple community.

**Section 4: Caretaker role:** In the extraordinary events defined in Article 5, Section 10, and in Article 11, Section 7, BOG shall fulfill the caretaker role specified therein.

**Section 5: Grievances:** BOG shall serve as a grievances committee to receive and investigate any complaints about the working of the temple, to resolve the grievances amicably through mediation, and to report back unresolved grievances to BOT and to the GB indicating its findings and the proposed line of action.

**Section 6: Feedback from the Membership:** BOG shall serve as the body to receive membership feedback, to assess the facts, and to work with BOT to resolve the issues.

**Section 7: Limitations:** BOG is not authorized to implement its recommendations but rather to transmit them to BOT. BOG is also empowered to call a meeting of the general membership to seek implementation of its recommendations provided it is supported by at least 2/3<sup>rd</sup> of BOG. BOT shall accede to such a request of BOG by publication of the notice of such a meeting in the HTS newsletter and/or through other channels of communication.

## **Article 10: Budgetary and Financial Responsibilities**

**Section 1: Fiscal Year:** The fiscal year of the HTS shall be January 1- December 31 of a year. The accounts of the HTS shall be maintained for each fiscal year.

**Section 2: Finance Committee:** The Finance committee shall be responsible for the finances of the HTS, managing its assets and liabilities, and provide monthly cash receipts, disbursements and bank reconciliation reports and account statements. The Finance Committee shall consist of a minimum of three members to be appointed each year. At least one member of this committee shall have appropriate accounting qualification and experience. The Treasurer shall be the Chair of this committee.

**Section 3: Investment Committee:** The Investment committee shall be responsible for managing the short term and long term investment of surplus funds of the HTS. The Investment Committee shall consist of a minimum of three members to be appointed each year. The Chair of this committee shall be the Joint Treasurer. The Investment Committee shall implement the investments after getting approval from BOT.

**Section 4: Annual Financial Report (Un-audited):** The Treasurer shall prepare 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 BOT. This report shall be published by March 31 of the next Fiscal year.

**Section 5: Annual Budget:** The Treasurer shall present the Annual Budget of income and expenses for the new Fiscal year to BOT for its approval no later than March of each year. The Annual Budget shall include the Operating Budget and the Capital Budget including construction projects. The Treasurer shall maintain at least two separate accounts: (a) capital fund account and (b) operating fund account. The Treasurer shall publish the approved Annual Budget on bulletin board and on the web in a timely fashion.

**Section 6: Monthly Financial Reports:** The Treasurer shall present monthly financial statements and updated monthly budget at the BOT meetings.

**Section 7: Authorization of Expenditure:** No expenditure on behalf of the HTS shall be incurred without proper authorizations. BOT shall fix the authority and such limits of authorization from time to time. BOT shall designate Treasurer, and either the Joint Treasurer, Vice-Chair, or Chair, who are authorized to sign checks and disburse cash on behalf of HTS with appropriate limits on monetary values of such checks and cash disbursement.

**Section 8: Ownership of Properties:** BOT shall administer and manage the real estate, securities, trust funds, gifts made by members in kind and other property. An inventory of such property and holdings shall be maintained by the Joint Treasurer on behalf of the HTS who in turn shall update and publish the list half-yearly. The Joint Treasurer shall also be responsible for arranging safe custody of valuable property and records.

**Section 9: Execution of Contracts:** The BOT Chair and one other office bearer shall have the authority to sign or enter into contracts on behalf of the HTS after approval from BOT. Only under special circumstances, one of them can delegate the authority to another office bearer of the HTS for a limited period of time.

## **Article 11: Code of Conduct: Removal or Resignation of a Trustee(s) or BOG Member**

**Section 1: Conflict of Interest:** No member of BOT or BOG, priests, and any HTS employee, shall engage himself/herself directly or indirectly in activities that may be deemed to have or give the appearance of conflict of interest with the objectives and activities of the HTS. These activities, for example, include fund raising or soliciting funds and services for self or for an organization that may have an impact on such activity of the HTS. The existence of such a conflict shall be firmly established by the BOT by a simple majority vote of BOT.

**Section 2: Removal of Trustee or BOG member:** Any Trustee or BOG member can be removed from office, for gross misconduct or for intentional disregard of the aims and objectives of the HTS and its constitution, by procedures described in Article 11, Section 3.

**Section 3: Process for Removal of Trustee or BOG member:** The action for removal can be initiated by a two-thirds majority of BOT or a written petition signed by 10 % of the members in good standing. The removal decision shall be taken by BOT at a special meeting of BOT called for that purpose, provided at least fifteen days of notice of the proposed action has been given to the entire BOT. The decision to remove a Trustee or a BOG member shall be approved by a 2/3<sup>rd</sup> majority of BOT and subsequently ratified by the GB by a simple majority vote.

**Section 4: Removal of an HTS employee:** Any paid employee of the HTS other than a priest, may be removed by a vote of a 2/3<sup>rd</sup> majority of BOT.

**Section 5: Resignations of BOT / BOG Members:** Any Trustee or BOG member may resign from office at anytime. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time is specified, it shall take effect at the time of its receipt by HTS or the BOT / BOG Chair. Acceptance of a resignation by BOT or BOG is not necessary to make it effective, but the Trustee or member who has resigned shall not discharge any accrued obligations or duty of a Trustee.

**Section 6: Resignation of BOT Chair:** If the post of the BOT Chair falls vacant due to any reason, the Vice Chair shall become the acting Chair for the remaining term of the BOT Chair. The Board shall have an option to elect a new Chair instead to complete the remaining term of the Chair.

**Section 7: Vacancies on BOT:** In the event BOT is unable to discharge its duties, or if the number of vacancies causes BOT size to fall below nine of originally elected members, the remaining elected Trustees must coopt a sufficient number of trustees so that the total number of remaining elected trustees and co-opted trustees is equal to nine. These co-opted and remaining elected trustees and the BOG shall undertake a caretaker role for HTS and shall schedule an emergency GB meeting to discuss the crisis situation and take appropriate action to conduct new elections, to fill the vacancies until the expiry of the term of the vacating trustees, within one month. The term of the co-opted trustees will expire immediately after the elections.

## **Article 12: Audit/Accountability**

**Section 1: Audit Committee:** BOT shall appoint the Audit Committee consisting of at least three members each year. BOT and BOG members shall not be included in the Audit Committee. The Chair of the Audit Committee shall be a member with accounting qualifications and experience, preferably a Certified Public Accountant.

**Section 2: Scope of the Committee:** The scope of the Audit Committee shall include at least the following:

- 2.1:** Audit current year's HTS accounts in the following year, i.e. with a lag of no more than one year.
- 2.2:** Review accounting procedures, including receipt and disbursement procedures, account classifications.
- 2.3:** Review operational procedures, systems and internal controls
- 2.4:** Review receipts and disbursements
- 2.5:** Verify assets and liabilities, including a list and physical verification of the status of all donated items
- 2.6:** Verify internal documents (insurance policies, title deeds, tax returns, permits, minutes of meetings, etc.)
- 2.7:** Verify that all funds received by HTS are appropriately accounted and disbursed.

**Section 3: Cooperation from BOT:** The BOT Chair shall ensure that BOT members shall provide to the Audit Committee timely and complete access to all relevant documents necessary to carry out the function of the Audit Committee. The Audit Committee shall submit an annual audit report to BOT. It shall contain its findings, areas of weaknesses, and recommendations for implementation. BOT shall publish a summary of the Audit report in its newsletter, and shall make the full report available to any HTS member. BOT may authorize more frequent audits or enlarge the scope of the audit, as appropriate.

**Section 4: External Audit:** The Chair of the Audit Committee shall hire an independent outside audit firm to conduct annual audit of HTS books, and act as a liaison with the Audit firm.

## **Article 13: Indemnification**

**Section 1: Indemnification:** Any member (or his/her estate) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he/she was an officer or member of BOT shall be indemnified by the HTS against any liability or reasonable expenses (including attorney's fees) incurred by him/her in connection with the defense or settlement of such action except in relation to matters as to which it shall be adjudged by the court that such office or member of BOT is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed to be exclusive of any rights to which such officers or members of BOT may be entitled apart from this Article.

## **Article 14: Dissolution**

**Section 1: Proposal for Dissolution:** Proposal for the dissolution of the HTS shall originate only by means of a written request addressed to the Secretary signed by a simple majority of the GB membership eligible to vote. The Secretary shall then convene a GB meeting to discuss the dissolution of the HTS within three months after the receipt of the written request. The dissolution requires approval by a 2/3<sup>rd</sup> majority of the GB with a quorum of at least 2/3<sup>rd</sup> of the GB.

**Section 2: Distribution of Net Assets:** For the purposes of dissolution, the net Assets of the HTS shall be distributed as determined by the GB to an exempt Organization(s) preferably within the State of New York for the specific purposes defined in Article 2.

## **Article 15: Amendments and Revisions in the Constitution and By-Laws**

**Section 1: Articles 1 and 2:** Articles 1 and 2 shall not be amended nor new By-Laws passed to circumvent or subvert the interest and spirit of the said Articles.

**Section 2: Process:** A voting member of the HTS can propose changes (amendments or revisions) to the constitution and/or to the By-Laws in writing to BOT for their consideration. If such proposed changes are approved by BOT, they shall be considered and voted at the GB meeting. In the event the proposed changes are disapproved by at least a 2/3<sup>rd</sup> majority of the total BOT, the proposals may be brought up in the GB meeting through petition by at least 10% of the members eligible to vote. However, such petition is to be delivered to BOT at least 30 days prior to the scheduled GB meeting and the Secretary shall give at least 15 days notice to the membership of the proposed changes.

**Section 3: Quorum Requirements:** A quorum of 2/3<sup>rd</sup> of total voting membership for making changes in the constitution and a quorum of 1/2 of total voting membership for making changes in the By-Laws are required at the GB meeting to consider proposed changes. The votes cast through mail, electronically, and in person, shall count towards the required quorum for making changes. These changes can be passed with simple majority of those voting through mail, electronically, and in person as long as the total votes cast meet the quorum requirements.

## **Article 16: Interpretation of the HTS Constitution and By-Laws**

HTS shall follow the articles and sections of governance stated in the Constitution and in the By-Laws. Both of these are legally binding for HTS administration and governance. However, in case of any conflict, the articles and sections stated in the Constitution shall supersede those in the By-Laws.

# **BY-LAWS**

## **Article 2: Purpose**

HTS shall have the authority to develop additional operating procedures for the governances of centers, foundations, and institutions established to further the goals set forth in Article 2 of the constitution. These centers and institutions shall function under the administrative jurisdiction of the HTS BOT. Activities relating to any political party or political matters shall be prohibited.

HTS shall offer religion classes and programs specifically for youth and children.

HTS shall set up an institutional process to receive large donations, bequeaths, and outside grants to further the HTS purpose.

## **Article 3: Religious Matters and the Priests**

Structures shall include any temporary installations, such as Shamiana, built on the HTS property.

## **Article 4: Membership**

Any person who professes adherence to Hindu Religion and wishes to worship, offer his/her prayers and services to God shall be permitted to do so without becoming a member but submit appropriate dues for services as fixed by HTS. BOT, however, shall have the sole and exclusive right to determine the rights and privileges of any individual or individuals in connection with the use of the Temple.

For the calendar year 2006, a Regular Individual Member is a person who pays annual membership fee of \$75 to HTS. Regular Family Members, consisting of two individuals belonging to the same family, pay annual membership fee of \$125 to HTS. A Life member is one who donates \$5,000 (Five Thousand dollars) over a period of five consecutive years to HTS. For the subsequent years, BOT shall propose the fees and follow the guidelines contained in Article 4, Section 3.

BOT may consider providing incentives for members to choose voting or non-voting status.

## **Article 6: Elections of BOT and BOG**

### **Election Guidelines:**

1. NEC shall develop clear and consistent procedures and guidelines for conducting elections. The guidelines shall explain: requirements for an individual to become a voting member, nomination process, procedure to vote, time allowed for candidates to speak at the meeting, regulations for conducting campaign activities at the Temple premises, process for casting votes, location of ballot boxes, voter's identification, ensuring secrecy in voting and in counting of ballots, certification and announcement of election results, safekeeping of the ballots, and other election-related issues.

2. NEC shall work to make the election and voting process simple and user friendly by giving clear and consistent directions to the voting members. NEC shall provide election-related information to the members (eligible voters) in a timely fashion using all available channels, such as bulletin board, website, newsletter, special mailing, e-mail, frequent announcements at the Temple functions, and word of mouth. Regular communication is essential to inspire confidence and generate trust among the members about the fairness and openness of the election process.

### **Membership List:**

The membership secretary shall inform the members through e-mail and/or other means about the availability of the membership list and to indicate the process to correct errors and omissions and/or to become a new member or to renew membership within two weeks after the publication of initial list. No one shall be added to this list after this given date. The importance of this membership list shall be made clear and emphasized in all announcements, because it determines the eligibility to vote in the annual elections. A final certified list of members eligible to vote shall be published by BOT and made available to NEC at least five weeks prior to the election date.



### **Nomination Process:**

1. NEC shall send out a nomination form to all members in good standing at least eight weeks prior to the election date. The form shall indicate the nomination process, number of seats to be filled on BOT and BOG, requirements for members to be nominated, and the date by which the nomination forms shall be received by NEC.
2. NEC shall ask members to send in their nomination forms by US mail postmarked no later than three days prior to the closing date for nominations. The nomination forms may also be faxed to the chair of NEC by the closing date and concurrently a hard copy be mailed to NEC as an evidence.
3. Nomination forms received after the closing date shall not be considered. NEC shall not accept any hand delivered nominations. NEC shall preserve post mark evidence of the forms sent through U S mail and copies of the forms received through fax machine.
4. After due verification of the members nominated, NEC shall display the list of nominees at Temple website and on the bulletin board at least five weeks prior to the election date.

### **Conducting Elections and Announcement of Results:**

NEC shall provide clear instructions about the voting procedures, number of vacancies to be filled, list of candidates, location of ballot booths for in person voting, process for counting of ballots including mail and electronic ballots, maintaining secrecy in voting, having candidates and/or their representatives to monitor the counting of votes, certification for accuracy in counting of votes by using at least two independent vote counting teams, announcement of election results, appeal and resolution of dispute process, and safe keeping of ballots for a year in a secure location.

### **Summary of Time Frame for Elections:**

- BOT shall announce the date, time and location of the GB meeting at least twelve weeks prior to the election date.
- BOT shall announce the appointment of the NEC and EAC at least twelve weeks prior to the election date.
- NEC shall send out the guidelines and procedures for conducting elections at least eight weeks prior to the election date.
- NEC shall send out nominations forms with clear instructions and the date by which nominations forms shall be received by NEC at least eight weeks prior to the election date.
- NEC shall publish the list of nominees on the Temple website and display it on the Temple bulletin board at least five weeks prior to the election date.
- BOT shall publish an initial list of membership in good standing and eligible to vote at least eight weeks prior to the election date.
- Membership Secretary shall request individuals for any errors/omissions in the membership list and give the date within which these corrections can be made.
- BOT shall publish a final certified list of eligible voters at least five weeks prior to the election date and shall make that list available to NEC.

## **Article 7: Board of Trustees: Responsibilities**

### **Financial Affairs:**

1. BOT shall spend for maintenance and upkeep of the HTS property an amount not exceeding 120% of previous year's expenses for the same. Expenditures exceeding this limit shall be approved by the GB, except for the operation and maintenance of new capital project in the first full year of the operation.

2. BOT shall spend no more than 10% of the previous year's expenditures for acquisition of capital equipment or property.
3. BOT shall incur financial indebtedness or borrow an amount not exceeding 25% of the previous year's expenditures.

Expenditures exceeding the percentages in 1, 2, and 3 above shall be approved by the GB.

## **Article 8: Board of Trustees: Operating Structure and Duties of Office bearers**

**Standing Committees** are appointed by BOT and are composed largely of the current BOT members for a term of one year. The Chair of the Standing Committees shall be a member of BOT elected by BOT by a simple majority. Each standing committee shall have at least one member from the community who is not a member of BOT or BOG, except the Religious Committee shall have at least one BOG member and one non-BOT/non-BOG member. Once the Committees are formed, the Committee chair and the membership can only be changed by the majority vote of the total BOT. All Standing Committees shall make periodic reports and submit an annual report to BOT at the end of their term and be shared with HTS membership. The following shall constitute the standing committees of the Hindu Temple Society HTS.

1. Religious (Article 3, Section 3)
2. Cultural
3. Educational
4. Finance (Article 10, Section 2)
5. Investment (Article 10, Section 3)
6. Facilities
7. Membership (Article 4, Section 7)
8. Public Relations (Article 7, Section 7)

**Working Committees** are appointed by BOT and composed of non-BOT members and chaired by non-BOT members. The chair of each committee is elected by the committee members. These committees shall have a term of one or more years. BOT chair (or a designee) shall serve as ex officio member. BOT shall provide appropriate funding and logistical support to these Committees. Once the committees are formed, the membership can only be changed by the majority vote of the total BOT. The following shall constitute Working Committees:

1. Healthcare Service
2. Support Group/Community Outreach
3. Library and Media Center

**Ad-hoc Committees** are BOT appointed committees, composed of non-BOT members and chaired by non-BOT members. The chairs are elected by the committee members. An Ad-hoc committee has no representation from the board but it maintains working relations with BOT through BOT chair. These committees function as autonomous bodies and submit their reports to BOT and to the GB, and seek GB approval as appropriate. Once the Committees are formed, the membership can only be changed by the majority vote of the total BOT. The following shall constitute ad hoc committees:

1. Nomination and Election (Article 6, Section 3)
2. Election Appeals (Article 6, Section 4)
3. Audit/Accountability (Article 12, Section 1)
4. Any special purpose committee authorized by BOT, e.g. Constitution Review Committee, Election Reform committee.

**Creation and Discontinuation of Committee:** BOT shall have the authority to create new committees and to discontinue existing committees in any of the above three categories supported by at least a 2/3rd majority of the BOT.

## **Article 10: Budgetary and Financial Responsibilities**

**Finance Committee** shall include at least one member with accounting qualifications and experience, preferably a Certified Public Accountant.

In addition to the duties mentioned in the Constitution, the Finance Committee Chair shall be responsible for the following items:

- a. Filing necessary forms required by law
- b. Review and Improvement of financial systems and procedures, including those recommended by Audit Committee.
- c. Responding to Auditor's requests and queries for smooth conduct of the audit process

**Investment Committee** shall include at least one member with considerable investment experience and skills.

**Annual Financial Report:** The annual Financial Report shall include total assets and liability positions. It shall list both long and short term investments, location and the value of certificates of deposits, bank balances, list of donated gifts and their mode of disposal during the year, and in short provide a complete picture of the assets. On the liabilities side, the report shall include borrowings, mortgages, interest paid, accounts payable and in short provide a complete picture of the liabilities.

**Authorization of Expenditure:** The following transactions shall require approval by majority vote of BOT:

- a. An addition or disposition of the HTS assets in excess of \$10,000
- b. Sale, lease, conveyance, or encumbrance of the HTS's real property
- c. Borrowing of funds where the loan is in excess of \$10,000 or where the term of the loan exceeds one year

For (a) through (c) above, items forming the same transaction including stand alone items of \$10,000 or less shall be aggregated and the limits mentioned above shall apply to the aggregated amount.

**Authorization to sign checks:** All checks below \$1,000 (One Thousand dollars) shall be signed by the Treasurer. All checks above \$1,000 (One Thousand dollars) shall be signed by the Treasurer and either the Joint Treasurer, vice-chair, or Chair. All checks above \$2,000 (two thousand dollars) shall have to be duly approved by BOT. The dollar limits above shall not exceed the same proportion of total expenditure incurred or allowed in the previous year.

### **Article 11: Code of Conduct: Removal or Resignation of a Trustee(s) or BOG member**

**Right to Defend:** BOT shall provide an opportunity to the Trustee or BOG member whose removal is considered to present his/her case at the Board meeting convened to take a decision on his/her removal. In special cases the BOT has the right to set up an independent advisory committee to make a recommendation to it on the removal of a BOT or BOG member.

**Handing Over HTS Documents:** A Trustee or a BOG member, who has resigned, shall turn over all the HTS documents in his/her possession within seven (7) days of the submission of the resignation. Chair shall send to BOT a letter of receiving the documents for record keeping. BOT shall also inform the HTS membership of such resignations immediately but no later than the next Newsletter.