

With Lawyer's inputs:
Version July 20, 2018



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

The Constitution and By-Laws*

Proposed Revised Constitution

**Based on the present constitution with all previous amendments & revisions
and incorporates "Governance Policies
and Procedures" for the HCC**

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**Both Constitution and By-Laws binding on Hindu Temple Society for administration and governance, See Article 21.*

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Glossary of Terms:

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

HCB: HTS Coordinating Board (previous BOG with enhanced responsibilities)

TAB: Temple Administrative Board (previous BOT with redefined responsibilities)

CAB: Cultural Center Administrative Board (previous BOD with redefined responsibilities)

"F"AB/FAB: Future Administrative Board

AB: Administrative Board (TAB, CAB, ..etc)

HCC: Hindu Cultural Center

HTS Boards: includes HCB, TAB, CAB, FAB

BOT (previously): Board of Trustees (now TAB)

BOD (previously): Board of Directors (now CAB)

BOG (previously): Board of Governors (now HCB)

NEC: Nomination and Election Committee

EAC: Election Appeals Committee

GB: General Body, includes all HTS members

Note: Any reference to “TAB and CAB” means all the “ABs” (including FABs)

Comments by Constitution Task Force (CTF)

The Constitution Task Force is pleased to provide the following details underlying our approach and an overview of the Constitution. We hope these details will help our HTS members understand the thrust and seriousness of our deliberations.

Approach to revising constitution:

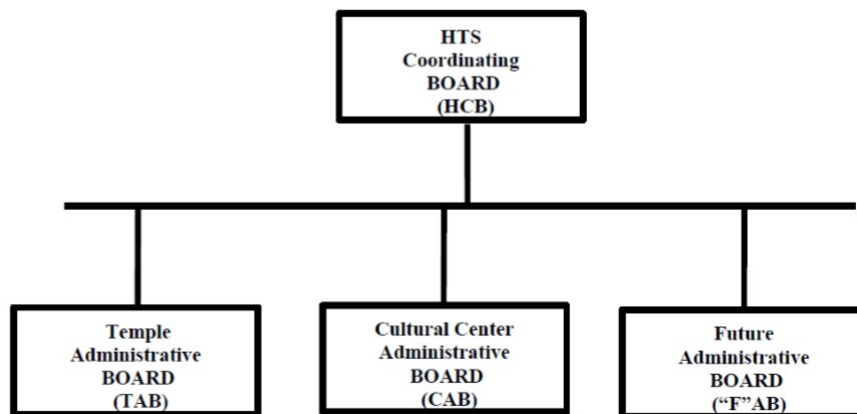
1. Our starting point was the present Constitution and By-laws, including amendments & revisions made in 1981, 1990, 2004.
2. We also Incorporated appropriate articles and sections from the “Governance Policies and Procedures” dated 2007 and Final MOU dated 2011, which were issued subsequent to the release of Constitution defined in Item 1 above.
3. At the invitation of CTF, we received valuable suggestions from the BOT, BOD and BOG, and from general body members attending the town-hall forum. The CTF thoroughly analyzed all of these suggestions and incorporated many of those suggestions.
4. Two members of CTF (Ram Chugh and Rasik Shah) held individual meetings with the three Temple priests to explore items which would improve the appeal of the temple to our members. We also met with Temple and HCC managers for a similar purpose. The valuable feedback from all five employees are strictly confidential, however, the relevant suggestions have been incorporated in the draft Constitution.

In summary, we have benefited from all the prior efforts regarding the Constitution, and have tried to reflect "lessons learned" by further refining our procedures and policies.

Overview of Revised Constitution:

Current Boards (BOT, BOD, BOG) are now replaced with new Boards (HCB, TAB, CAB), with redefined responsibilities.

Proposed two tier multi board structure for HTS:



The HTS has a two-tiered board structure. The HTS Coordinating Board (HCB) shall serve as an advisory and coordinating body to Temple Administrative Board (TAB), and Cultural Center Administrative Board (CAB) and any Future Administrative Boards (FABs). HCB shall be responsible for the long-term growth and common functionalities of HTS. HCB shall develop long term policy recommendations to further the HTS goals. HCB shall also coordinate the independent boards established for their specific function, which are called Administrative Boards (AB).

At present there are two Administrative Boards: the Temple Administrative Board (TAB), and the Cultural Center Administrative Board (CAB). These two boards, and any future Administrative board/s, will make up body of ABs.

TAB shall be responsible for day-to-day management and operations of temple, whereas CAB shall be responsible for day-to-day management and operations of cultural center. In future any other board/institution created for a specific function shall be created with the approval of GB under the same guidelines of TAB and CAB.

	HCB	TAB	CAB
Board	9 Members	9 Members	9 Members
Composition	3 from major donor pool +	3 from major donor pool +	3 from major donor pool +
	4 with 10 yrs of HTS membership elected by ABs +	A minimum of 3 Elected from life members +	A minimum of 3 Elected from life members +
	TAB & CAB chairpersons	Remaining from annual members with at least 2 years of membership	Remaining from annual members with at least 2 years of membership
Donor Pool Eligibility	A single year donation of \$50K OR lifetime donation of \$100K	A single year donation of \$50K OR lifetime donation of \$100K	A single year donation of \$50K OR lifetime donation of \$100K
Elected Member Eligibility	10 yrs of HTS membership	A minimum of 2yr HTS continuous annual membership or life membership.	A minimum of 2yr HTS continuous annual membership or life membership.
Responsibilities	1. Conflict resolution	1. Finance	1. Finance
	2. Conduction of Elections	2. Operations and Facilities management	2. Operations and Facilities management
	3. Investments management	3. Religious activities and functions	3. Cultural activities, Youth Camp and Heritage Class,..etc
	4. Membership Promotion	4. Bereavement activities	4. Bereavement activities & Yoga and Senior Groups,..etc
	5. Legal issues	5. Benevolence fund raising and activities with an approval from HCB	5. Benevolence fund raising and activities with an approval from HCB

	6. Benevolence policy development and approvals of suggestions from ABs	6. Raising funds and define disbursement suggestions for the approval of HCB.	6. Raising funds and define disbursement suggestions for the approval of HCB.
	7. Annual Financial Audits, both internal and external	7. Temple Fund raising	7. Cultural Center Fund raising
	8. Priest grievances and resolutions	8. Priest appointments & Membership drive	8. Membership drive
	9. PR management (public announcements)	9. Personnel management and general administration	9. Personnel management and general administration (rentals etc)
	10. Capital project/s budget approvals from GB	10. Religious calendar and ebulletin publications of religious activities	10. Cultural ebulletin publications of activities
	11. Caretaker of ABs as and when needed	Not Applicable	Not Applicable
Meeting Frequency	Once every two months	Monthly.	Monthly.
Term Limits	Two consecutive 3yr terms and followed by a one-year gap	Two consecutive 3yr terms through general election and followed by a one-year gap	Two consecutive 3yr terms through general election and followed by a one-year gap
Board Membership Restriction	Can't be part of TAB and/or CAB, other than TAB and CAB Chairs	Can't be part of HCB, other than Chair	Can't be part of HCB, other than Chair

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 Department of State 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 Hindu religious and cultural congregations, to conduct religious discourses, institute meditation and cultural centers, celebrate Hindu religious festivals, conduct religious classes, and provide facilities for religious ceremonies and rituals and conducting marriage and other events.

The HTS purpose, as defined here, is realized by creating Organization and Management of the Hindu Temple Society (HTS), as defined in Article 6, Section 1: Organization. The HTS has a two-tiered board structure, where the first tier is known as Coordinating Board and the second tier is known as Administrative Boards. Three boards – HTS Coordinating Board (HCB), Temple Administrative Board (TAB), and Cultural Center Administrative Board (CAB) - are responsible for the organization and management of the HTS. Any future Administrative Board that will be created for any reason will also become part of HTS management.

Article 3: Religious and Cultural Matters

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, alcoholic beverages or any recreational drugs shall not be permitted within the HTS properties.

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 nonsectarian 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. Any deity installed in the Temple cannot be replaced by other deity. 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 under TAB, as defined in Article 8, Section 3 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 viewpoints 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 Temple Administrative Board (TAB).

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: Cultural Mission: Hindu Cultural Center (HCC) shall promote and provide access to different modes of Hindu culture, values, traditions and practices of various Indian regions, languages and religious beliefs in line with Article 2.

Section 6: Cultural Activities: The activities of HCC include but not limited to, promotion of Indian culture and heritage, conducting educational classes in Indian languages, yoga, classical and modern music & dance and other fine arts, conducting concerts and inviting artists to perform at HCC for the benefit of residents of Capital District and beyond. The center shall serve as a focal point for community services including but not limited to serving the needs of senior citizens, family and youth counseling and support, library and reading room.

Section 7: Universal Access: While HCC shall primarily cater to the cultural needs of Hindus living in the Capital District of 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 and faiths.

Article 4: Temple Priests

Section 1: Importance of Temple Priests: Priests occupy a place of high respect in our Hindu Religion and in our Temples. There is often a mutual bond of respect and trust between priests and the devotees. Most devotees visit temples not only to pray and perform religious services but also to receive counseling and blessings from their priests. That is why, success of temples depends not only on the management boards but also (perhaps more so) on the respect and reverence priests enjoy within the community and how they interact with each other. Priests must be knowledgeable about our Hindu scriptures, traditions, rituals, and culture.

Section 2. Process for Hiring: Hiring a qualified priest is extremely important for the temple to meet its religious and spiritual responsibilities. The religious committee will develop procedures for hiring of priests and seek its approval from TAB. A copy of the approved hiring

process shall be given to CAB and HCB. The board should provide avenues for seeking input from the larger community before making the final decisions in hiring of priests. This process should be well publicized through various channels. The hiring will be done through the religious committee under the guidance of the TAB.

Section 3. Terms and Conditions of Employment: The religious committee, as defined in Article 3 Section3, will recommend priests for hiring to TAB. The TAB will work with HCB to execute a contract on the employment tenure and conditions of employment. The employment conditions shall include (a) a non-compete clause for 2 years commencing from the termination date of employment, (b) a requirement for an advance notice of at least 3 months for non-cause termination. The terms and conditions of the priests' employment may be changed at the recommendation of the religious committee but the recommended actions must be approved by TAB with a simple majority.

Section 4: Duties, Rights, and Code of Conduct for Priests: The religious committee will develop policies explaining duties, rights, and code of conduct for priests. These policies must be approved by TAB and a copy of these policies be given to every priest and to CAB and HCB. These policies can be revised from time to time. Having such policies in writing will help avoid any misunderstandings between the priests and the religious committee and TAB.

Section 5: Performance Evaluation and Renewal: The religious committee will be responsible for developing a procedure for evaluating the performance of priests for their renewal. The evaluation procedure must be approved by TAB and a copy of that will be given to each priest and to CAB and HCB. All communications with regard to performance and renewal will be in writing. Priests shall be given at least 7 (seven) days to review their appraisal and to offer their comments before they sign the appraisal statement.

Section 6: Term of Appointment: After successful completion of a probationary period of one year, the priest may be reappointed for two years in the first instance, and a subsequent renewal terms may be extended for one, two or three years. However, there is no limit to the number of terms a priest can be renewed.

Section 7: Disciplinary Action Relating to Conduct of Priests: Complaints against the priests shall be in writing and investigated by the religious committee thoroughly and objectively. Minor complaints and grievances against the priest shall be resolved amicably by the religious committee working with the individual priest and the person (s) making that complaint. Religious Committee may seek the help of TAB and even HCB to resolve the issues.

Section 8: Action Relating to Contract Non-Renewal:

Non-renewal of a priest is a serious decision. The recommendation not to renew a priest must come from the religious committee in writing. That recommendation must be supported by strong reasons. It should be submitted to TAB for their review and approval. However, before making its final decision, the TAB should give every opportunity to the concerned priest to present his case. TAB shall make every effort to resolve the situation amicably. TAB, however, may appoint an independent body composed of at least three members from the temple community excluding members of the TAB and CAB to investigate the reasons for non-renewal.

This independent body shall make its report to TAB. Any disciplinary action against a priest, including removal, must be supported by a two-third majority of the total TAB.

Section 9: HCB and Priest: The HCB chair must meet with the priests, individually or collectively, at least once every six months to seek their feedback about the operation of HTS. Such feedback should be used by HCB to ensure that the temple is functioning smoothly, and that any issues concerning priests and HTS are identified and resolved in cooperation with TAB.

Article 5: Membership

Section 1: Significance of HTS Membership: The essence of HTS is to meet the religious and cultural needs of the community. Membership in HTS from the community is important for many reasons. It not only helps provide revenues for the operation of HTS but it also shows the willingness of individuals to participate in HTS activities. HTS operates through voluntary contributions of time and money by its members and participation of the community at large. A large membership is an asset to HTS. The three boards, especially TAB and CAB, should make a coordinated effort in promoting HTS membership through various methods, such as membership drives, offering incentives, review of annual fees, and services offered by HTS.

Section 2: 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 5, Section 6. The TAB and CAB, in cooperation with HCB, shall develop policies to provide incentives such as reduced fees for religious services and rental charges to HTS members and publicize the incentives to the members.

Section 3: Residency Requirements for Membership: There is no residency requirement for anyone to become a temple member.

Section 4: Classes of Membership and Process: There shall be two classes of membership- Regular and Life Member (By-Laws Article 5). Within the Regular class membership, 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, Section 3 in By-Laws, for approval. TAB and CAB shall jointly 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 HCB and supported by at least 2/3rd of the total Administrative Boards (TAB and CAB). 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 5: Voting member: Every member will be a voting member. All existing non-voting members will become voting members. 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 members.

Section 6: Member in Good Standing: A member, as defined in Article 5, Section 4, 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 by January 31st.

Section 7: General Body: All members in good standing (Section 6) shall constitute the General Body.

Section 8: 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 November or earlier 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 in the original application. However, membership dues must be paid annually.

Article 6: Organization and Management of the HTS

Section 1: Organization: The HTS was created in 1976. It currently includes the Temple and the Cultural Center. The HTS has a two-tiered board structure. Three boards – HCB, TAB, and CAB - are responsible for the organization and management of the HTS. HCB serves as the coordinating board to TAB and CAB and is responsible for promoting long term growth and harmony of HTS, and to carry out certain activities common to the Administrative boards. It also serves as an advisory body to the Administrative boards to help resolve any disagreements. Any rulings and dispute resolutions by HCB are binding and final for all ABs and HTS members.

Section 2: Creation of New Boards: HCB has the option to create new administrative boards, with the approval of General Body, to manage additional HTS activities if required.

Section 3: Responsibilities of the Boards (HCB, TAB, CAB): These are defined in Articles 7 thru 11, as follows:

- Article 7: Common Responsibilities for all HTS Boards (HCB, TAB and CAB)
- Article 8: Common Responsibilities for Administrative Boards (TAB and CAB)
- Article 9: Additional Responsibilities for HCB
- Article 10: Additional Responsibilities for TAB
- Article 11: Additional Responsibilities for CAB

Article 7: Common Responsibilities for HCB & Administrative Boards (TAB, CAB, etc)

Section 1: HTS Charter: HCB shall serve as the highest legally constituted body to manage and coordinate the religious, cultural, and business affairs of all Boards of the Hindu Temple Society as stated in Article 2.

Section 2: Compliance with Regulations: HCB shall ensure that all Boards of HTS comply with appropriate Federal and State Laws and Regulations in its operations including the provisions of the Americans with Disabilities Act.

Section 3: Board Composition: The HCB shall be composed of 9 members. Three members will come from the major donor pool as defined in Article 12 Section 6, and 4 members with 10 years of HTS membership elected by Administrative Boards. Chairs of the two administrative Boards (TAB and CAB) shall be the remaining two members.

Administrative Boards (TAB and CAB) shall be composed of nine members. Three members shall come from the major donor pool, a minimum of three elected by GB from the life members, and the remaining members elected by GB shall come from the membership with at least two years of continuous HTS membership in good standing. In addition, the Past Chairs of TAB and CAB, who are no longer Board members, shall be nonvoting members of the respective Board for a term of one year. In addition, both TAB and CAB shall appoint one youth member (age 18-21 years) for a term of one year who shall be a nonvoting member.

No HCB member can be part of any AB while in office and the same way no AB member, except AB chairs, can be part of HCB while in office.

Section 4: Residency Requirement: All HCB, TAB and CAB members must reside within 75 miles of the HTS premises during the entire term of their tenure. This residency requirement does not apply to become HTS member, as defined in Article 5, Section 3.

Section 5: Code of Conduct: HCB and the Administrative Boards shall ensure that the membership information database is used strictly for the HTS purposes, and not for any commercial or private use. Additionally, HCB shall follow Article 15 to maintain the highest professional and ethical standards in the HTS operations.

Section 6: Board Members as HTS Members: All Board Members shall be HTS members in good standing during the entire term of their Board tenure.

Section 7: Term of Office: All elected HTS Board members shall have a three-year term of office after their election. HTS Board members shall be elected each year for appropriate term to reach a total size of 9 for each HTS Board.

Section 8: Quorum Requirement: For the first board meeting: 7 or more members are required to run the meeting; an Executive Committee shall be elected with a simple majority of the total respective board. For other board meetings: a simple majority is required to run the meeting. No proxy voting shall be permitted in any board meetings.

Section 9: Internal Communications: All three Boards shall use every channel to keep the community informed of the HTS operations, including timings of their Board meetings, in a timely fashion. Similarly, all the Boards shall also keep the outside religious and non-religious organizations informed of the HTS activities as appropriate.

Section 10: Investments: All Administrative Boards shall invest the surplus funds, as deemed appropriate by the HCB. Such actions shall be conducted following Article 14 Section 3. Funds so invested will be known as corpus fund. The corpus fund shall not be used for day to day operations of HTS. However, in case of unexpected need, the use of previous year's income from the corpus fund is allowed. In case of emergency or unforeseen disasters where HTS doesn't have sufficient funds to cover the expenses, corpus fund can provide a loan, which needs to be repaid in a reasonable time frame. Disbursement and use of borrowed corpus funds shall follow the authorization process defined in Article 8 Section 5

Section 11: Committees: All Boards have the right to appoint committees, as needed, to assist it in managing the affairs of their Boards, as defined in Article 8 in By-Laws.

Section 12: Types of Committees: The HTS operations shall be supported by three types of committees: (1) Standing Committees, (2) Working Committees, and (3) Ad-hoc Committees. TAB and CAB shall appoint, assign responsibilities, review and approve the work of respective Standing and Working Committees, as defined in By-Laws Article 8. However, for the autonomous Ad-hoc Committees, TAB and CAB shall only appoint members and assign responsibilities, as defined in By-Laws of Article 8. HCB shall be informed of the formation of such committees.

Section 13: Attending Board meeting: Any member in good standing can attend any of the Board meetings. However, Boards have the right to have closed Executive meetings or invite other members to address the boards or participate in their deliberations. In any case, only Board members have the right to vote at such meetings.

Section 14: Record Keeping: All Boards shall maintain a history of key financial records for a minimum period of seven years or as required by Internal Revenue Service or government authorities. In addition, the Boards 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. Such Board records shall be kept indefinitely, and the Board Secretaries (or a designee) shall serve as a custodian of these records.

Section 15: Transition: The Chairs of the outgoing Boards shall ensure that 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, are provided to the newly elected Boards within 15 days of the new Boards taking the office.

Section 16: Absent Board Members: If a Board member is absent from two Board meetings, unless the said absences are due to family medical emergencies supported by substantiating documents, that Member shall be given written notice. If the said Member is absent third time, such a Member shall automatically be removed following the procedure defined in Article 15, Section 4 and the vacancy should be filled by the respective Board

Section 17: Recognition: HTS relies heavily on donations and contribution of services. Administrative Boards (TAB and CAB) shall create appropriate incentive and award structure to recognize major donors and/or outstanding services.

Section 18: Inclement Weather Policy: HTS should follow all State and Local Government (Albany County) policies during any weather emergencies. During such weather emergencies, the Board chairs shall implement policies and procedures regarding closing of HTS building and publishing the closing of HTS facilities through HTS website, Facebook and any other electronic means. In such situations, the HTS facilities will be closed for general public and only essential HTS personnel will be allowed to perform services.

Section 19: Grievance Procedure: Any complaints or grievances regarding any Administrative Board (AB) shall be filed with the respective board. The AB shall try to resolve the grievance or complaint as soon as possible, but not exceeding a 30-day period. The AB may, by a vote of simple majority of the entire AB, forward the complaint or grievance to HCB. If AB's resolution is not to the satisfaction of the complainant, the complainant may petition HCB. In conducting its investigation, HCB shall act professionally and in un-biased manner to resolve the grievances. Consequently, HCB's decision shall be binding to all parties.

Section 20: Benevolence: All HTS Boards shall be responsible for implementation and coordination of benevolence activities as per Article 13.

Section 21: Caretaker: If any or all of the Executive Committee/s of Administrative Boards (TAB and CAB) cannot be formed during the first meeting or within the 30 days after the election for any reason, HCB shall assume the caretaker role for that Administrative Board.

Article 8: Common Responsibilities for AB (TAB and CAB)

Section 1: Board Composition: Composition of the Administrative Boards (TAB and CAB) is defined in Article 7, Section 3.

Section 2: Board Formation: TAB and CAB shall manage the day to day administrative responsibilities of the Temple and Cultural Center, respectively. These Boards shall be formed every year within thirty days after the GB election. During the first meeting of these Boards, every member shall be required to be present unless the member is out of the Capital District and/or unable to attend due to emergencies. Following the Quorum guidelines specified in Article 7, Section 8, the quorum required for electing new office bearers for TAB and CAB shall be at least 7 members of each Board. During this meeting, TAB and CAB each shall elect executive members, (a) Chair of the Board, (b) Vice Chair, (c) Secretary, (d) Treasurer, (e) Religious Chairperson (for TAB only), (f) Joint Treasurer, with the support of at least a simple majority of the total Board. The Treasurer of each board shall have at least a two-year term, to provide continuity of financial matters. These office bearers shall constitute Executive Committee of TAB and CAB.

Section 3: Operating Structure and Duties of Executive Committee: An Executive Committee of each Administrative Board (TAB, CAB, etc) shall manage the day to day administrative responsibilities of the Temple and Cultural Center, respectively.

Chair: The TAB/CAB Chair shall conduct their Board meetings, shall report on the condition of their respective structures and ensure that their governance and operation are consistent with the HTS constitution. The Chairs shall arrange to publish a newsletter regularly and also post it on the HTS website. The contents of the newsletter shall be approved by the Executive Committee of TAB and CAB before its publication.

Vice Chair: The Vice Chair of each Board shall assist the Chair in carrying out their 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 Temple management. In addition, the Vice Chair shall be responsible for the continuing review of the Temple Constitution and By-Laws. The Vice Chair of each Board shall maintain an inventory of all items of the Temple/Cultural Center. 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.

Vice Chair of each Board shall also be responsible for maintaining growth of membership, keeping records of membership for election and other purposes. TAB Vice Chair shall chair the Membership Committee and carry out its responsibilities. S/he shall also work with the TAB Secretary to provide continuity and backup.

Secretary: Each Board 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 Temple / Cultural Center. S/he shall ensure publication of the minutes of the Board meetings on bulletin board and on the web in a timely fashion.

Treasurer: Each Board Treasurer shall receive all monies of their respective Board and shall be responsible for deposit of all such monies in the banking institutions approved by HCB and shall be responsible for the disbursement of such monies, taking proper vouchers thereof. Each Treasurer shall maintain an up-to-date account of revenues and expenditures. Each 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, canceled checks, deposit tickets, bank reconciliations, tax returns, payroll returns and other financial documents. All AB Treasurers shall jointly prepare and mail a list of calendar year contributions to all members no later than January 31 of the following year. The Treasurers shall use the Audit Committee for an annual audit of HTS books as directed by HCB, and publish the audited accounts of the HTS annually, at least three weeks before annual GB meeting. The TAB Treasurer shall serve as Chair of the Finance Committee.

Joint Treasurer: The Joint Treasurer of each Board shall share the responsibilities with the respective Board Treasurer to provide continuity and backup. The Joint Treasurers will discharge audit and control functions.

Section 4: Board Meetings and Quorum Requirements: Regular AB meetings shall be held every month. The times, place and dates shall be determined by the respective Boards. The calendar of these meetings shall be made known to general membership through the Temple bulletin board and web site. A quorum for these Board meetings shall consist of at least half of the members except when a different quorum requirement is specified elsewhere in this document. Proxy voting at these meetings shall not be permitted.

Section 5: Financial Affairs: TAB and CAB shall be responsible for implementing the responsibilities defined in Section 3, in addition to the following:

5.1: To set fees for religious services and ceremonies (for TAB), rental charges for the use of Cultural Center facilities (for CAB), and policies for collecting these fees and rental charges, and to ensure their consistent implementation (for both TAB and CAB).

5.2: Authorize the expenditure of funds. Expenditure of above \$10,000 for a specific project shall need the approval of HCB and expenditure of above \$100,000 shall need the approval of GB.

Any project split to bypass this authorization limit is prohibited.

5.3: Managing assets and liabilities and compile monthly cash receipts disbursements and bank reconciliation reports and account statements.

5.4: All ABs shall have the authority to write checks for the respective board approved expenses.

Section 6: Other Financial Responsibilities:

6.1: Buy, sell, lease or exchange any capital equipment or property at public auction or by private contract as they consider appropriate. "Capital equipment or property" is defined as equipment or property with expected normal life of three years or more. Any sale of property or any purchase exceeding \$10,000 needs the approval from HCB.

6.2: 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.

6.3: Borrow money and incur indebtedness, up to a maximum amount set forth in Article 14 of By-Laws, from time-to-time for the purposes of running HTS and execute pledging of HTS assets, with HCB approval but not GB approval. If the amount is above the limit set forth in Article 14 of By-Laws, approval from GB shall be obtained prior to borrowing the money or incurring indebtedness.

6.4: Raise funds for humanitarian and philanthropic causes (e.g. catastrophic events) with the coordination of any AB and ensure proper disbursements and accountability of the funds raised. These activities must follow the HTS Benevolence policies.

Section 7: Employees: TAB and CAB shall appoint, supervise, and evaluate the performance of their respective employees for their continued employment. TAB shall follow Article 4 for employment of priests.

Section 8: Co-opted Members: Each AB shall elect, by a simple majority, at most four co-opted board members from the members in good standing in furthering the HTS goals. The co-opted members shall serve as ombudsmen and shall have the privilege of participating in their respective Board meetings but shall not have any voting rights, unless the voting right is conferred to them following the procedure of Article 15 Section 6. Their terms of appointment shall be for the year in which they are co-opted.

Article 9: Additional Responsibilities for HCB

Section 1: Responsibilities of HCB: All the rights, powers, duties, and responsibilities relative to the management and control of the Hindu Temple Society property, business and religious affairs are vested in HCB for the benefit of HTS. These powers exist in HCB as a group and not as an individual. HCB 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 Hindu Temple Society.

Section 2: HCB Executive Committee: HCB shall be formed every year during the first meeting of the year, at which every member shall be required to be present unless the member is out of the Capital District and/or unable to attend due to emergencies. The quorum required for electing new Executive Committee for HCB shall be at least 7 members of HCB. During this meeting, HCB shall elect (a) Chair of the Board, (b) Vice Chair, (c) Secretary, (d) Financial Controller, with the support of at least a simple majority of the total Board.

HCB Financial Controller has primary responsibility to ensure book keeping is maintained according to regulations for all administrative boards, and both internal and external audits are conducted in a timely fashion.

Section 3: Residency Requirement: All HCB members must reside within 75 miles of the HTS premises during the entire term of their tenure.

Section 4: HCB Meetings: Regular HCB meetings shall be held once every two months. The times, place and dates shall be determined by HCB. The calendar of these meetings shall be made known to general membership through Temple bulletin board and web site. A quorum for these Board meetings shall consist of at least half of the members except when a different quorum requirement is specified elsewhere in this document. Proxy voting at these meetings shall not be permitted.

Section 5: External Communications: HCB shall use every channel to conduct external communications to inform the HTS operations to general public in a timely fashion.

Article 10: Additional Specific Responsibilities for TAB

Section 1: TAB Charter: TAB shall be responsible for day-to-day management and operations of Hindu Temple. TAB shall have the following powers and responsibilities, without limiting the general powers.

Section 2: Religious Affairs: TAB shall follow Article 3 to carry out the religious affairs of the HTS.

Section 3: Religious Committee Chair: The religious committee, as defined in Article 3 Section 3, shall work closely with the 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 viewpoints 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 respective board.

Section 4: Religious Calendar: TAB shall publish a religious calendar, as specified in Article 3 Section 3.

Article 11: Additional Responsibilities for CAB

Section 1: CAB Charter: CAB shall be responsible for day-to-day management and operations of Hindu Cultural Center. CAB shall have the following powers and responsibilities, without limiting the general powers.

Section 2: Organization of Cultural events: CAB shall promote and carry out cultural activities, as specified in Article 3 Sections 5 & 6.

Section 3: Reservation Calendar visible to Community: CAB shall make the reservation calendar visible to the community through the HTS web site, so the community can verify available dates and times for their event planning purposes.

Section 4: Rental Charge: CAB shall publish the rental charges on the HTS web site, and also make the paper copies available to the community.

Section 5: Sound system: CAB shall ensure that the renter shall have an operating sound system for the benefit of the renter, with additional cost as appropriate. CAB reserves the right to additional conditions to ensure that the sound system remains well maintained.

Article 12: Elections of Administrative Boards (TAB and CAB)

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 first Sunday following the labor-day weekend of each year. HCB shall announce the specific date, time and place of the GB meeting at least twelve weeks prior to the election date. The agenda for the GB meeting shall be announced at least two weeks prior to the meeting date.

Section 3: Nomination and Election Committee (NEC): HCB shall appoint a three-member Nomination and Election Committee (NEC) from the HTS membership at least twelve weeks prior to the election date. NEC shall exclude any current Board members and their family members from its composition. NEC members and their family members shall not be permitted to contest the elections for any Administrative Board (TAB or CAB) that year. The term of NEC shall expire after the election results and appeals process have been completed.

Section 4: Election Appeal Committee (EAC): HCB shall appoint a three-member Elections Appeals Committee (EAC) at the time of appointment of NEC. EAC shall exclude NEC, current HTS Board members and their family members from its composition. EAC members and their family members shall not be permitted to contest the elections for any Administrative Board (TAB or CAB) that year. The term of EAC shall expire after the election results and appeal process 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: Major Donor Pool: There are two categories in this pool. The first category contains all the HTS donors who have contributed \$50,000 or more in a single year or \$100,000 over their life-time. The second category contains all the HTS donors who have contributed \$25,000 or more in a single year or \$50,000 over their life-time. No stated or claimed donations will be counted towards the major donor pool eligibility. All the donations shall be verifiable through HTS financial records. In case of missing financial records, donor plaques on HTS campus shall serve as proof of donation. These members have the privilege to potentially serve on any board without participating in GB election. The number of each board positions that major donor pool members can occupy is limited as defined in Article 7, Section 3.

Section 7: Major Donor Pool Election: The candidates for HCB, TAB and CAB from the major donor pool need to be elected only by Major Donor Pool members. In case there are not enough candidates from the category one major donor pool, then the category two major donor pool candidates can be selected. This election must be conducted at least 3 weeks before the date for seeking nominations for Board positions by NEC notification such that any unfilled positions from major donor pool for any reason (either due to lack of interest or not enough interested candidates) will be released to the GB election. No major donor pool member can occupy more than one Board position. In case of HCB where there is no GB election, the unfilled major donor pool positions must be filled by TAB and CAB from qualified GB Members. Donor pool list shall be published along with the election announcement.

Section 8: One Membership – One Position: No member can contest for more than one board position and no board member is eligible to contest for a different board position while in any board. However, ABs can co-opt any member for a period of one year for any unfilled position. Any AB position filled through co-option shall be opened for the next GB election.

Section 9: Membership List: HCB 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 10: 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 two years, 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 any Administrative Board election. A member can contest for only one administrative board (CAB or TAB) position, pursuant to Section 8 above. No member can be elected through GB to any board for more than six years within any continuous seven-year period. A member of HCB cannot contest for any Administrative Board position,

Section 11: 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 12: Conducting Elections and Quorum Requirements:

12.1: Elections to Administrative Boards (TAB and CAB) shall be through voting in person at the GB meeting. Members unable to attend the GB meeting will be allowed to vote in absentia by US mail. NEC will develop procedures for voting in absentia for such members.

12.2: Annual GB Meeting: The schedule for GB meeting date and agenda are specified in Article 12, Section 2. A quorum for conducting GB meeting and elections shall consist of at least 20 percent of the members eligible to vote as certified by HCB. The 20% quorum requirement can be met by taking into account the votes cast in person at the GB meeting and absentee ballots. To encourage members to attend GB meetings and to vote in person, electronic voting will not be used at the annual GB meeting. In the event there are no elections scheduled at the annual GB meeting, the quorum requirement shall be at least 10 percent of the members eligible to vote as certified by HCB.

Special GB Meetings: HCB can call special meetings of GB to discuss important HTS business anytime during the year. In case the issues discussed at the special GB meeting require voting, HCB can use voting in person, by mail, or electronically. Electronic voting at such special GB meetings is allowed. Votes cast through these methods will be counted to determine the required quorum of 10% (Ten Percent).

12.3: HCB 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.

12.4: 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.

12.5: The votes counted following Article 12, Section 12.6 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.

12.6: Pursuant to annual GB meeting process described in 12.2 above, NEC shall ensure that the number of absentee ballots are counted at least one week before the GB meeting date. The ballots received shall be counted but not opened prior to election at GB to preserve secrecy in voting. Any absentee ballot that is opened before the GB election closing shall be deemed as invalid vote.

12.7: 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.

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

Section 13: Announcement of Election Results: After certification of the election results, the results shall be formally announced only at the GB meeting and then posted on the bulletin board and at the website, preferably on the day of the election. NEC is required to treat the election results strictly confidential until the results are formally announced at the GB meeting.

Section 14: 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. EAC should handle any disputes related to elections starting from the day of election notification. 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 13: Social Responsibility of HTS

Section 1: HTS Benevolence Fund: HTS shall maintain HTS Benevolence Fund for meeting HTS charitable activities. The main purpose of this fund is to provide assistance to organizations engaged in disaster relief and helping the victims of natural disasters in India and/or outside India. Providing such social emergency assistance is a moral obligation of HTS. It makes HTS become a part of the larger community and society by its willingness to assist the needy. It helps develop goodwill for Hindu Community through its compassion and generosity. HTS may collect contributions that are designated for the benevolence fund following the guidelines in Section 3. HTS then decides to what charitable organizations the benevolent gifts are made following the guidelines in Section 2.

Section 2: Policies Guiding the Use of Benevolence Fund: All boards will work together to develop policies and procedure for use of this HTS Fund, the primary responsibility for managing it will lie with HCB. HTS boards must follow the IRS guidelines in developing policies and procedures for raising funds and also for use of the funds.

Section 3: Fund Raising and Its Use: No benevolence fund raising program shall be conducted without the prior approval of a HTS Board. All HTS boards are responsible for keeping the records of their benevolence activities. These records should include at the minimum:

1. Description of the purpose of the benevolence program (e.g. to provide support to hurricane victims).
2. Identify the Board that is responsible for approving benevolent gifts.
3. Approval by Board responsible for benevolence program.
4. Name and address of organization/individual receiving benevolent gift.
5. Criteria to be used to determine whether a person/entity qualifies to receive benevolent gifts (e.g. fire victim, death in the family, healthcare expenses,...etc.).
6. The reason for the payment.
7. The relationship, if any, of the recipient to the HTS (i.e. are they related to any Board member).

Section 4: Oversight of the Use of Benevolence Fund: HCB will serve as the oversight body to ensure that the benevolence funds were being used properly and consistent with the IRS rules.

Section 5: Disabled and Senior Member Support: HCB and ABs shall setup a process to provide necessary support to disabled and senior members of HTS community.

Section 6: Bereavement Support: HCB and ABs shall provide all appropriate support to the bereaved HTS families through Bereavement Support Group. Availability of such support shall be publicized appropriately including HTS ebulletin and website.

Article 14: 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: Each administrative board will have a Finance committee composed of at least three members: Vice Chair, Treasurer, and Joint Treasurer, This committee will be chaired by Treasurer, and shall be responsible for the finances of the respective board managing its assets and liabilities, and provide monthly cash receipts, disbursements and bank reconciliation reports and account statements.

Section 3: Investment Committee: The Investment committee shall be responsible for managing the short term and long-term investment of corpus funds of the HTS. The Committee will function under the jurisdiction of HCB. It shall consist of a minimum of five members appointed for one year: One member from HCB who will serve as the chair of the committee, one member appointed by each AB, and two members from the outside. Individuals appointed from the outside shall be members of HTS and have expertise in investment and financial management areas. The members will be eligible for reappointment. The committee will submit quarterly reports to HCB indicating the investments made, their performance, and other issues relating to investment decisions.

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

Section 5: Annual Budget: The respective AB Treasurers shall present the Annual Budget of income and expenses for the new Fiscal year to their respective ABs for its approval no later than December of each year. The Annual Budget shall include the Operating Budget and the Capital Budget including construction projects. Any Capital Expenditure Budget shall have the approval from HCB. The Treasurers 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 respective Treasurers shall present monthly financial statements and updated monthly budget at their AB meetings.

Section 7: Authorization of Expenditure: No expenditure on behalf of the HTS shall be incurred without proper authorizations. HCB shall fix the authority and such limits of authorization from time to time. ABs shall designate Treasurer, and either the 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: ABs shall administer and manage their respective 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 Vice-Chair on behalf of the HTS who in turn shall update and publish the list half-yearly. The Vice-Chair shall also be responsible for arranging safe custody of valuable property and records.

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

Article 15: Code of Conduct: Removal or Resignation of a board member(s)

Section 1: Conflict of Interest: No member of HTS boards, 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 HCB by a simple majority vote of HCB.

Section 2: Resignation of Board Member: Any HTS Board member may resign from office at any time. 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 the respective Board Chair. Acceptance of a resignation by a Board is not necessary to make it effective, but the board member who has resigned shall not discharge any accrued obligations or duty of a board

member. The resigning member shall not be eligible to contest in future elections for a period of 5 years unless the resignation was due to verifiable family and/or health reasons.

Section 3: Resignation of Board Chair: If the post of the Board Chair falls vacant due to any reason, the Vice Chair shall become the acting Chair for the remaining term of the Board Chair. The Board shall have an option to elect a new Chair in which event that person shall complete the remaining term of the Chair in lieu of the acting Vice-Chair.

Section 4: Removal of Board Member: Any board 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 15, Section 5. In the event it is necessary to make a decision about a HCB member, that specific member shall be excluded from the decision-making process.

Section 5: Process for Removal of board member: The action for removal can be initiated by a two thirds majority of the board, where the board member serves, or a written petition signed by 10% of the members in good standing. The removal decision shall be taken by HCB at a special meeting of HCB called for that purpose, provided at least fifteen days of notice of the proposed action has been given to Administrative Board. The decision to remove an administrative board or HCB member shall be approved by 2/3rd majority of HCB and subsequently ratified by the GB by a simple majority vote.

Section 6: Vacancies on Board: When the Board size falls below seven of the originally elected members, the remaining elected Administrative Board Members shall appoint Co-opted Member(s) as voting member(s) so that the total number of remaining elected board members and appointed co-opted board members is equal to seven to nine. In case the board doesn't have sufficient Co-opted Members, then the board shall appoint enough Co-opted Members to bring the voting members to seven.

Section 7: Removal of an HTS employee: Any paid employee of the HTS other than a priest, may be removed by a vote of a 2/3rd majority of the respective board of his/her employment.

Article 16: Audit/Accountability

Section 1: Internal Audit Committee: HCB shall appoint the Internal Audit Committee each year consisting of an HCB member (Chair), Financial Committee chair of each administrative board, and two external members with accounting qualifications and experience, preferably a Certified Public Accountant.

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

2.1: Audit HTS accounts for previous fiscal 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 ABs: The Administrative Board Chairs shall ensure that Administrative Boards members shall provide to the Audit Committees timely and complete access to all relevant documents necessary to carry out the function of the Audit Committees. The Audit Committee shall submit an annual audit report to HCB. It shall contain its findings, areas of weaknesses, and recommendations for implementation. HCB shall publish a summary of the Audit report in its newsletter and shall make the full report available to any HTS member. HCB may authorize more frequent audits or enlarge the scope of the audit, as appropriate.

Section 4: External Audit: Every year, the HCB will arrange for external audit of previous year's finances. The Chair of the HCB, in consultation with each AB, shall hire an independent outside audit firm to conduct annual audit of HTS books, and act as a liaison with the Audit firm.

Article 17: Dispute Resolution

Section 1: Harmony and Fellowship in HTS: The goal of the boards and the HTS membership should be to promote harmony and fellowship among its members and the community. HTS is a place to worship, seek peace, and promote goodwill within the community. Every effort shall be made to resolve amicably any disputes and disagreements that may arise from time to time.

Section 2: Election-Related Disputes: Such disputes shall be resolved by the Election Appeals Committee (EAC) as defined in Article 12 Section 4.

Section 3. Complaints Against Individual Boards: Each board will set up procedures to investigate complaints against the functioning of that individual board. Such complaints be submitted in writing to the respective board chairs. The board shall investigate such complaints openly and professionally and will resolve it in a timely fashion. Unresolved complaints must be referred to HCB by the respective board chairs.

Section 4: HCB as a Final Dispute Resolution Board: HCB will develop procedures to investigate disputes referred to it by the other boards. HCB should outline the dispute resolution process. HCB will investigate the disputes objectively and professionally with no favoritism. The decisions arrived at by HCB will be final and binding on all parties. Since the decisions by HCB are final and binding, the Board must ensure that the process followed is fair and open.

Article 18: 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 any HTS Board or of any HTS Committee 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 officer or member of any Board is liable for gross negligence or intentional 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 any HTS Board may be entitled apart from this Article.

Article 19: 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 2/3rd majority of the GB with a quorum of at least 2/3rd 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 20: Amendments and Revisions in the Constitution and By-Laws

Section 1: Amending 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 HCB for their consideration. If such proposed changes are approved by HCB with a simple majority of combined vote of all Boards, they shall be considered and voted upon at the GB meeting. In the event the proposed changes are disapproved by at least a 2/3rd majority of the total ABs, the proposals may only be considered in the GB meeting through petition by at least 10% of the members eligible to vote. However, such petition must be delivered to HCB 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 2/3rd 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 21: 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

Only those specific Articles referenced herein have applicable by-laws.

Article 2: Purpose

HTS shall have the authority to develop additional operating procedures for the governance 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. 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 5: 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 must submit appropriate dues for services as fixed by HTS. HCB and Administrative Boards, 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 HTS facilities and property.

Regular Individual Member is a person who pays annual membership fee of \$100 to HTS. Regular Family Members, consisting of two individuals belonging to the same family, pay annual membership fee of \$150 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, HCB shall propose the fees and follow the guidelines contained in Article 5, Section 4.

Article 8: Common Responsibilities for AB (TAB and CAB)

Section 3: Operating Structure and Duties of Executive Committee:

Standing Committees are appointed by HTS Boards and are composed largely of the current Board members for a term of one year. The Chair of the Standing Committees shall be a member of HTS Board elected by HTS Board, where the committee is formed by a simple majority. Each standing committee shall have at least one member from the community who is not a member of any HTS Board, except the Religious Committee shall have at least one HCB member and one non-AB/non-HCB member. Once the Committees are formed, the Committee chair and the membership can only be changed by the majority vote of the total Board. All Standing Committees shall make periodic reports and submit an annual report to Board 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 14, Section 2)
5. Investment (Article 14, Section 3)
6. Facilities
7. Membership (Article 5, Section 4)
8. Public Relations
9. Benevolence

Working Committees are appointed by HTS Board and composed of non-Board members and chaired by non-Board members. The chair of each committee is elected by the committee members. These committees shall have a term of one or more years. Board chair (or a designee) shall serve as ex officio member. Board 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 Board. The following shall constitute Working Committees:

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

Ad-hoc Committees are HCB Board appointed committees, composed of non-Board members and chaired by non-Board 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 HCB through HCB chair. These committees function as autonomous bodies and submit their reports to HCB 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 HCB. The following shall constitute ad-hoc committees:

1. Nomination and Election (Article 12, Section 3)
2. Election Appeals (Article 12, Section 4)
3. Audit/Accountability (Article 16, Section 1)
4. Any special purpose committee authorized by HCB, e.g. Constitution Review Committee, Election Reform committee.

Creation and Discontinuation of Committee: Board 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 Board.

Section 5: Financial Affairs:

1. ABs (TAB and CAB) 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 emergencies and for the operation and maintenance of new capital project in the first full year of the operation.
2. ABs shall spend no more than 10% of the previous year's expenditures for acquisition of capital equipment or property.

3. ABs 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 12: Elections of Administrative Boards (TAB and CAB)

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 & HCC 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 vice chair of HCB 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 HCB 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 Administrative Boards, 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

personally handed over or faxed or email a scanned copy to the chair of NEC by the closing date and concurrently a hard copy be mailed to NEC as an evidence.

3. Unless timely provided as set for in Section 2 above, 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, email 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 HTS 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:

- HCB shall announce the date, time and location of the GB meeting at least twelve weeks prior to the election date.
- HCB 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.
- HCB 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.
- HCB 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 14: Budgetary and Financial Responsibilities

Finance Committee: 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 Board:

- 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; and
- 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 Board. The dollar limits above shall not exceed the same proportion of total expenditure incurred or allowed in the previous year.

Article 15: Code of Conduct: Removal or Resignation of a Board member

Right to Defend: HCB shall provide an opportunity to the board 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 HCB has the right to set up an independent advisory committee to make a recommendation to it on the removal of a board member.

Handing Over HTS Documents: A board 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 Board a letter of receiving the documents for record keeping. Board shall also inform the HTS membership of such resignations immediately but no later than the next Newsletter.