

HINDU CENTER OF VIRGINIA BYE LAWS
As amended on 3/09/03

ARTICLE I

Section 1

Offices – The principal place of congregation and registered office of the Center shall be 6051 Springfield Road, Glen Allen, Virginia 23060.

Section 2

The Center may also have offices at such other places as the Board of Trustees may from time to time decide or the activities of the Center may require.

ARTICLE II

Section 1

The Center Seal shall have inscribed thereon the name of the Center, the year of its organization and the words “Corporate Seal, Virginia”.

ARTICLE III

Section 1

Membership of the Center shall be open to all individuals subscribing to the objectives of the Center. An application for membership accompanied by a membership fee should be made to the Chair of the Membership Committee. In case of problems or concerns, the application shall go to the Secretary who will place consideration of the application before the Board of Trustees at the next scheduled meeting of the Board. Applications will be acted upon within 90 days.

Section 2

The following shall be classes of membership and their annual dues. The dues are based on a calendar year which begins on January 1st and ends on December 31st.

A. Regular Membership- Open to all who subscribe to the objectives of the Hindu Center. Regular Members are eligible to be nominated to the Executive Committee, however in a non-voting capacity. Regular Members are not eligible to be nominated to the Role of President, Vice-President, Secretary, Treasurer, or to the Board of Trustees. The annual membership fee shall be established by the Executive Committee. Payment of dues includes membership for both the husband and wife.

B. Life Membership – A one-time fee of at least \$1000.00 established by the Board of Trustees entitles the Regular Member to full membership for life. The spouse will be a Life Member for an additional \$1.00. Should Life Members who are married get divorced, each spouse shall retain life membership. Life Members are eligible to be nominated to voting positions in the Executive Committee. Life Members who are not yet Corporate Members are not eligible to be nominated to the role of President, Vice-President, Secretary, Treasurer or to the Board of Trustees.

C. Honorary membership – Conferred upon distinguished individuals who have made special contributions to the Hindu Center and individuals over the age of sixty-five. These members enjoy all the benefits of Regular Membership.

D. Corporate Membership - Annually, all Life Members who are Life Members for at least three years are eligible to be nominated by three Corporate Members for Corporate Membership. Corporate Member nominees must also provide evidence of substantial service to the Center and an active participation in Center activities. It is the responsibility of the Board of Trustees to establish a list of activities that provide evidence of substantial service to the Center, including, but not limited to the following activities: assistance with the Festival of India, sponsoring of pujas at the Center, volunteer service on Center related committees or with improvements of temple grounds and facilities, participation in religious and cultural programs, or financial support of the expansion and improvement of the Center. All Corporate Members shall, subject to the provisions hereinafter set forth, constitute the Corporate Body.

These nominations are forwarded to the Elections Committee as provided in Article VII. Those nominees meeting the eligibility criteria will be on the ballot for election by the Corporate Body at its Annual meeting. Nominees receiving at least 4/5 of the votes of the Corporate Members consulting a quorum present at the annual Corporate Body meeting shall become new Corporate Members.

1. “Corporate Membership” consists of a husband and wife. Each person (husband and wife) will have one vote; i.e., the Corporate Family will have two votes. Single Corporate Members will have one vote. However, when a single Corporate member marries, the spouse automatically becomes a Corporate Member. If Corporate Members who are married get divorced, each spouse shall retain Corporate Membership and voting privileges so long as he or she pays his or her annual dues.

2. Annual dues for Corporate Membership will be established by the Board of Trustees and are for the period from January 1st to December 31st.

3. Removal of Corporate Members. Non-payment of annual dues will result in removal from the list of Corporate Members. The Secretary will write a certified letter (after June 30th) informing the Corporate Members of non-payment and requesting payment within 90 days.

4. Should payment not be received in due time, the member will lose Corporate Membership. Such Corporate Member can apply to the Chairman of the Board of Trustees for consideration of reinstatement of his/her Corporate Membership and shall pay his/her dues for the missed calendar year (January 1st to December 31st).

E. Student Membership - conferred upon full time students without any subscription.

Section 3

Active membership shall be defined as those not in default of dues.

Section 4

Annual membership dues should be paid by April of each year.

Section 5

Membership in the Center is not assignable or transferable.

Section 6

The Board of Trustees may reassess and approve the membership dues annually.

Section 7

General Body: The General Body will be comprised of all active members of all classes in good standing. The term "in good standing" means that a member is current in the payment of dues for the type of membership he/she holds. The General Body will meet at least once a year to review reports and discuss activities of the Center. The Chairman of the Board shall conduct General Body Meetings.

ARTICLE IV – BOARD OF TRUSTEES

Section 1

The Board of Trustees shall be comprised of nine Corporate Members. The Corporate Body shall elect the Board of Trustees. The Chairperson and

Vice-Chairperson of the Board of Trustees (the “Board”) will be elected by a simple majority of the Board of Trustees at its first meeting.

Section 2

The Chairperson shall be responsible for overseeing the activities of the Board. The Chairperson is responsible for promoting the financial stability and growth of the Center. In addition, the Chairperson has the authority to appoint special committees. The Chairperson shall deliver an annual report to the Corporate Body regarding the Board and Executive Committee’s activities and accomplishments in the previous year and its goals for the future.

In the event the Chairperson resigns or is unable to carry out his/her responsibilities, the Vice-Chairperson shall become the Chairperson and shall complete the remaining term of office.

Responsibilities of the Board of Trustees

The Board is a policy making body responsible for the long-term activities of the Center including:

- Supporting fundraising activities
- Appoint the Chair of the Festival of India
- Establishing a Finance Committee to raise funds for the development of the Center
- Fiscal and legal responsibilities
- Construction and expansion of the Center
- Approving the Budget
- Building relationships with sister organizations

Minutes of each Board meeting must be approved by the Board at the next meeting and will be made available to all Corporate Body and Executive Committee members upon request to the Secretary.

Section 4

The Secretary of the Executive Committee shall act as the Secretary of the Board and the Corporate Body.

Section 4

The term of office of the Chairperson and Vice-Chairperson of the Board shall be for two years and that of the elected members of the Board for four years.

The Chair and Vice-Chair can be elected for two consecutive terms (maximum of 4 years).

Once a Board Member resigns, he/she can neither be reelected to the Board, nor can he/she serve the remainder of his/her term at a later time.

If a Corporate Member fills a vacancy created due to a Board Member's resignation or removal, that Corporate Member may be reelected as a Board Member.

Grandfathering Clause: Any Corporate Member currently appointed to the Board to fill a vacancy is eligible to stand for election to the Board at the next Annual Meeting.

Section 5

The immediate Past Chairperson of the Board will serve as an ex-officio Board member for two years provided he/she does not already remain a member of the Board. Ex-officio members will not have voting rights.

Section 6

The Board shall consist of members representing different regions of India. This will reflect the composition of the Corporate Members on the basis of the region they originally came from. Life members must identify their region of origin at the time of application for Life Membership. There will be no more than one Board Member from any state. These are only guidelines.

Guidelines for maintaining regional diversity on the Board

Jammu & Kashmir, Punjab, Haryana, Himachal Pradesh, Delhi, Rajasthan, and Uttar Pradesh – 2 members

Gujarat, Bihar, Bengal, Assam, Arunachal, Meghalaya, Nagaland, Manipur, Sikkim, Mizoram, Orissa, Maharashtra, Madhya Pradesh, Goa – 3 members

Andhra Pradesh, Karnataka, Tamil Nadu, Kerala, Islands – 3 members

Jain Group – 1 member

Grandfathering Clause: Any Board Member currently serving in the role of women's representative shall remain on the Board. The total number of members shall be ten for two years. In the event of a tie vote on any issue while the total numbers is ten, the Chairperson of the Board shall break the tie.

ARTICLE V – EXECUTIVE COMMITTEE

Section 1

The Executive Committee shall serve for the term of two years following their election. The President should not serve more than two terms.

The President, Vice President, Secretary, and Treasurer shall be elected by the Corporate Body from the list of Corporate Members in good standing for a minimum of three years with a record of service to the Center. Those officers are elected by a simple majority of the Corporate Body.

The voting members of the Executive Committee will consist of the four officers and nine associates. The associates within the Executive Committee may be comprised of Life Members or Corporate Members. Additional non-voting Executive Committee members must be at a minimum regular members.

The necessary associate members of the Executive Committee will be selected by the President and voted upon by the Board. The following is a list of associate members of the Executive Committee.

Cultural
Religious
Publicity
Education
Library
Membership
Operations
Landscaping
Webmaster

Section 2

The duties of the officers shall be:

- a. **President:** The President shall be the Chief Executive Officer of the Center. He/She shall preside at all meetings of the Center and its Executive Committee for a term of two years, and shall call such meetings as he/she deems necessary. He/She shall appoint all committees and perform such other duties as are usually required by this office. He/She shall be an ex-officio member of all committees either standing or special. He/She shall be an ex-officio member of the Board of Trustees and shall attend all Board meetings. He/She shall serve as a liaison between the Executive Committee and the Board. He/She shall communicate openly and regularly with the Board regarding the

major activities of the Executive Committee. The President shall have the authority to exceed the budget by 10% without consulting the Board of Trustees. The President shall be elected from the list of Corporate Members.

- b. Vice-President:** The Vice-President shall, in the absence of, or during the incapacity of the President, perform all duties and assume all responsibilities of the President until the Executive Committee shall revoke such authority. The Vice President shall be elected from the list of Corporate Members.
- c. Treasurer:** The Treasurer shall collect dues, receive and take charge of all monies and other assets belonging to the Center, disburse the same upon the authority of the Executive Committee, sign all checks, and make a full report of the details of receipts and disbursements, at each Executive Committee meeting, and at the Annual Meeting of the General Body and the Corporate Body of the Center. A report shall also be made available to the Board on a quarterly basis. By action of the Executive Committee, he/she may be bonded for an amount to be determined for an amount to be determined at the time of such action and the cost of such bond be borne by the Center. The Treasurer will prepare the budget with the assistance of the Executive Committee and present it to the Board by October 31st for the following calendar year. The Board may review and amend the budget. The budget will be adopted by a majority vote of the Board. The Treasurer shall be elected from the list of Corporate Members.
- d. Secretary:** The Secretary shall keep a record of the proceedings of the Center and of the Executive Committee. He/She shall notify members of their selection, keep a roll call of members, issue notices of all meetings of the Center, and of the Executive Committee, conduct correspondence, and have custody of the constitution, Rules and other papers corresponding to the legal matters of the Center. He/She shall also perform other duties as usually pertains to this office, or that may be assigned to him/her by action of the Executive Committee. The Secretary shall be elected from the list of Corporate Members. The Secretary shall make available the minutes of all Executive Committee meetings to all Board members and Executive Committee members at the conclusion of each Executive Committee meeting within two weeks after the meeting. The records of the Center shall be filed at the Center.

- e. The duties of all the other members of the Executive Committee shall be as per their portfolio and as assigned by the President.
- f. The specific responsibilities of the Executive Committee shall include:
 - Running the day to day operations of the Center.
 - Recommending candidate(s) to be selected or terminated for the position of Priest and other key personnel for the Center to the Board of Trustees for its final decision.
 - Security Issues
 - Buildings and grounds maintenance
 - Payment of bills, mortgage, taxes, rental fees
 - Parking lot issues
 - Religious programs and special events
 - Cultural and educational programs
 - Youth Group Activities

Section 3

Members at large: The Members at Large of the Executive Committee shall serve the President in an advisory capacity, and shall render assistance to the President by making themselves available to act as Chairpersons of any ad-hoc committee(s) which the President may appoint from time to time. The President will select Members at Large who may be voted upon by the Executive Committee.

Section 4

Any duties not specifically mentioned which tend to better the welfare of the Center shall automatically devolve upon the Executive Committee for its completion.

ARTICLE VI- MEETINGS

Section 1

The Board of Trustees shall meet at least four times a year. The Chairperson of the Board may call additional meetings. A majority of the members of the Board may request the Secretary to call a special Board meeting. The Secretary shall send out a written notice at least seven days in advance of the meeting's date and place.

Section 2

The Executive Committee shall meet at least six times a year, notice of which shall be sent by the Secretary at least seven days in advance of the meeting date. The President may call additional meetings. A majority of the voting members of the Executive Committee may request the Secretary to call a special Executive Committee meeting.

Section 3

The Annual Meeting of the General Body shall be held once a year. The Secretary shall decide the date, time and venue of this meeting in consultation with the Chairperson of the Board, and shall send written notices to all active members at least 30 days in advance of the meeting date. Special General Body meetings shall be held with at least 15 days notice to all members in good standing. The Secretary shall decide the date, time and venue of special meetings in consultation with the Chairperson of the Board.

Section 4

Annual Corporate meetings will be called by the Secretary with the consent of the Chairperson of the Board. All corporate meetings will be limited to Corporate members only. All Corporate Members will be notified in writing at least 30 days before the meeting. A meeting agenda and proxies will be forwarded to the members before the meeting.

- A special Corporate meeting will be called by the Secretary if either:
- 1) 51% of all Corporate Members make a written request to the Secretary
- OR
- 2) A majority of the Board members requests a meeting in writing to the Secretary.

Section 5

Quorum for the Corporate Body meetings is 30% of the Corporate Body membership in person or by proxy. Quorum for Board meetings is 51% of the Board membership in person or by proxy. Quorum for the Executive Committee is 51% of the voting members in person or by proxy. The Secretary shall take a roll call vote of all members present in person and by proxy prior to the start of the meeting. The meeting will commence once quorum has been established.

The vote of the majority of the votes entitled to be cast by the members present or represented by proxy at a meeting in which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by the by-laws. Once a member is present at a meeting it is deemed present for quorum purposes for the remainder of the meeting and for adjournment of the meeting.

Section 6

Proxy – A member entitled to vote may vote in person or by proxy. A member may execute a writing authorizing another person or persons to act for him as a proxy. Proxy authorization may only be given to an individual who is also a member of the same group (i.e. a corporate member may give his proxy to another corporate member). Proxy Ballots will be mailed to all Corporate Body members with the notice of the next board meeting. The Proxy should have two segments: the member's votes on issues on the ballot and if new business is handled in the meeting, the proxy can either authorize another member to vote on his behalf or he may request to abstain on all votes on new business. If explicit authorization is not provided on the ballot, then the member's vote on matters will be deemed and abstention.

Proxies must be delivered to the Secretary by regular mail, fax, e-mail or hand delivery and the Secretary must be in receipt of proxies at least fifteen minutes prior to the start of the meeting.

Section 7

A decision involving the acquisition and sale of Center property requires a vote of 75% of the Corporate Body membership.

ARTICLE VII

Section 1

All offices of the Center shall be elected by the Corporate body at its Annual Meeting.

Section 2

An Elections Committee comprised of the past two Chairpersons of the Board, the past two Presidents, and one past Secretary who are not serving on the Board or the Executive Committee and are not running for election shall be convened by the Chairperson of the Board to initiate the elections process at least 60 days prior to the Annual meeting or as determined by Board. The elections Committee will elect a Chairperson in its first meeting. Members of the Elections Committee shall serve a two year term and be replaced by the most recent past Chairpersons, Presidents, and Secretary.

The Elections Committee shall invite nomination for all vacant positions. The Elections Committee shall verify that the nominees meet the qualifications for the position(s) sought as described in the by-laws. The Elections Committee may ask candidates for bio data and an explanation of their interest in the position for publication. The Elections Committee is responsible for overseeing

the elections process, counting the votes, and certifying the election results. The decision of the Elections Committee is final.

Section 3

Elections shall be by ballot and only members in good standing and present at the Annual meeting of the Corporate Members either in person or by proxy shall be entitled to vote. The candidate receiving the highest number of votes cast for each office shall be declared elected.

Section 4

In any member of the Executive Committee shall resign during the year, or if for any other reason any office becomes vacant, the Executive Committee is empowered to fill such vacancy for the balance of the unexpired term.

All Executive Committee and sub committee members appointed by the President should submit their resignation to the President in writing.

All other officers and Board members must submit their resignation to the Chairperson of the Board of Trustees.

All resignation must be dealt with in confidence by the appropriate authority an action must be taken within (30) thirty days from receipt of the letter of resignation.

A two-thirds majority of the board may request the board member or officer submitting the letter of resignation to reconsider his decision within fifteen (15) days of the receipt of the letter. A two thirds majority of the Executive Committee may request the Executive Committee Member or subcommittee member to reconsider his decision within (15) fifteen days of receipt of the letter. The individual submitting the letter of resignation cannot withdraw their resignation letter unilaterally without an offer of reconsideration from either the Board or the Executive Committee respectively.

Section 5

If any interim vacancy occurs on the Board of Trustees, it may be filled by an appointment by the Chairperson of the board. Consideration should be given to the regional guidelines when filling a vacancy,

Section 6

Removal of a member should be used as a last resort. The Board with a two-thirds vote may seek an explanation from the member for acts deemed detrimental to the Center.

Two-thirds of the members of The board of Trustees may recommend removal of either an elected office bearer from office and/or a member of the Corporate Body.

The Corporate Body will decide the outcome in a meeting with a majority vote.

A majority vote of the Corporate Body membership is required to remove an elected officer or member of the Corporate Body.

Section 7

In order to reconsider the issue of dissolution of the Board, the Corporate Body should call a special meeting (See Article VI. Section 4 regarding special meetings). A two-thirds vote of the Corporate body membership is required to dissolve the Board. If the Board is dissolved, the Elections Committee will serve as an interim Board until special elections are held within ninety (90) days of dissolution.

ARTICLE VIII

Section 1

An annual audit of financial records of the Center shall be conducted by an independent accountant selected by the Executive Committee and the annual balance Sheet of the Center will be presented at the General Body meeting and the Corporate body meeting.

ARTICLE IX

Section 1

Robert's Rules of Order (Revised) shall govern all proceedings of the meetings of the Center when any apparent insufficiencies are encountered in the Constitution or By-laws of the Center.

ARTICLE X-AMENDMENTS

Section 1

The By-laws may be amended by a two thirds vote of the members of the Corporate Body.