

SHREE JALARAM MANDIR

BYLAWS

ARTICLE I

NAME AND PURPOSE

Section 1: Name. The name of the Organization will be SHREE JALARAM MANDIR.

Section 2: Purpose. The Organization is formed, and shall operate, as a not-for-profit corporation under the applicable laws of the state of Illinois and:

(a) to promote and practice ideals of Saint Jalarambapa and the Hindu religion, especially the teaching of Hindu scriptures to serve humanity;

(b) to perform regular rituals of Saint Jalarambapa and also, of Hindu Gods and Goddesses, established by the Mandir;

(c) to perform religious and cultural activities for the benefit of the “Members”, as hereinafter defined;

(d) to serve and fulfill Members’ religious, educational, cultural and literary needs;

(e) to recognize and respect other religions and practices within their ideology;

(f) to provide humanitarian and social services to mankind as well as in a special situation such as natural calamity; and

(g) to teach Hinduism and its practices to mankind; and to propagate the rich religious cultural heritage of India among the young generation of Indo-American population.

Section 3: Operation as a Tax Exempt Organization; Exempt Activities.

(a) The Organization will operate as a tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended, from time to time (“the Code”).

(b) The Organization will neither have, nor exercise, any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a tax-exempt organization within the meaning of Section 501(c)(3) of the Code.

(c) Notwithstanding any other provision in these Bylaws, no director, trustee, officer, employee, or Agent of the Organization is permitted to take any action or carry on any activity by or on behalf of the Organization, which is not permitted to be taken or carried on by an organization exempt from federal income taxes under Section 501(c)(3) of the Code.

(d) No part of the net earnings of the Organization may inure to the benefit of, or be distributable to, Any director, trustee, officer, employee, or agent of the Organization.

(e) No director, trustee, officer, employee, or agent of neither the Organization, nor any Private individual, will be entitled to any distribution or division of the remaining property or proceeds of the Organization.

(f) If the Organization dissolves, the balance of the money and property received by the Organization, after payment of all of the debts and obligations of the Organization, must be used, distributed, or transferred exclusively to an organization or organizations with a substantially similar purpose(s) to those for which this Organization is organized. The Board of the Trustees will choose the exact organization(s) for such a distribution.

ARTICLE II

MEMBERS

Section 1: Classes of Membership. The Organization shall have four (4) classes of membership. Any person that subscribes to the objectives of the Organization and has faith or belief in Hinduism is eligible to be a member of the Organization. The classification of the membership is as follows:

(a) **Annual Member:** Any person adhering to the principals and objectives of the Organization can be a member of the Organization by paying an annual membership fee as set forth in Section 2 below. Those members shall be deemed “Annual Members”. The membership for Annual Members expires at the end of each fiscal year of the Organization unless the membership is renewed by paying membership fee for the following year. Any annual membership fee paid during the mid-year does not extend the membership to the following calendar year.

(b) **Life Member:** Any person adhering to the principals and objectives of the Organization can be a “Life Member” of the Organization by paying a “Life Membership” fee as set forth in Section 2 below. The term of membership for a Life Member unit is the whole life of each member of that unit. The Life Membership shall be considered as a membership which includes a husband and wife as one unit. The Life Membership is nontransferable to any person other than the spouse upon the death or incapacitation of the Life Member. In addition to the benefits described in this paragraph, the Life Member also shall enjoy all of the benefits of an Annual Member.

(c) **Trustee Member:** Any person adhering to the principals and objectives of the Organization can be a “Trustee Member” of the Organization by paying a “Trustee Membership” fee as set forth in Section 2 below. The term of membership for a Trustee Member unit is the whole life of that Trustee Member, and that Trustee Member’s spouse. In the event of the death or incapacitation of a Trustee Member, the Trustee Membership can be transferred to the spouse or a legal heir of the Trustee Member. A Trustee Membership can be transferred only one time. In addition to the benefits described in this paragraph, the Trustee Member also shall enjoy all of the benefits of a Life Member.

(d) **Super Donor Member:** Any person adhering to the principals and objectives of the Organization can be a “Super Donor Member” of the Organization by paying a “Super Donor Membership” fee as set forth in Section 2 below. The Super Donor Membership shall be considered as a membership which includes husband and wife as one unit or an organization with a single representative. The “Board of Trustees”, as hereinafter defined, shall, from time to time, determine the means of recognizing a Super Donor Member. Super Donor Members shall have all benefits of a Trustee Member. The Super Donor Membership can be transferred, only one time. An organizational Super Donor Member can rename its representative only one time. The transferred Super Donor Membership shall not be re-recognized as the membership that has been already recognized once.

Section 2: Fees: The membership fees shall be determined by the existing Board of

Trustees, as needed, from time to time. Any increase in the membership fees shall be sent to all members not less than ninety (90) days prior to the effective date for such membership fees (the "Notice Period"). During the Notice Period, current members can elevate their membership to a higher level by paying the difference to the then current next higher dues. The present membership fees are structured as follows:

Annual Membership:	\$ 500.00 - \$ 2,999.99;
Life Membership:	\$ 3,000.00 - \$ 4,999.99;
Trustee Membership:	\$ 5,000.00 - \$24,999.99;
Super Donor Membership:	
Silver Super Donor:	\$ 25,000.00 - \$50,999.99;
Gold Super Donor:	\$ 51,000.00 - \$100,999.99; and
Platinum Super Donor:	\$101,000.00 and above.

The above membership fee schedule shall be effective beginning March, 1, 2014.

Members qualifying as a "Life Member" must pay the above-indicated Life Membership fee within twelve (12) months of qualifying for, and electing, Life Membership in order to be eligible to run for and serve on the Executive Committee. Members qualifying as a "Trustee Member" must pay the above-indicated Trustee Membership fee within twenty-four (24) months of qualifying for, and electing, Trustee Membership in order to be eligible to run for and serve on either the Executive Committee or the Board of Trustees. Members qualifying as a "Super Donor Member" must pay the above-indicated Super Donor Membership fee within sixty (60) months of qualifying for, and electing, Super Donor Membership. The members who are Super Donor Members are listed on Schedule II(2) attached hereto, as shall be amended, from time to time, to include those members who attain Super Donor Member status.

Section 3: Membership Elevation: Excluding an Annual Membership, all other memberships can be upgraded by paying an additional fee in an amount equal to the then current membership fee for such higher level. Donations, either in cash or materials, made to the Organization to participate in any function, sitting in *puja*, to sponsor an event, rent a facility or becoming a chief guest, shall not be considered payments of any membership fees. Notwithstanding the foregoing, any donation made other than for the purposes stated in the previous sentence, or otherwise providing a benefit to the donating member, shall be considered payment of membership fees otherwise due and owing by such donor.

An Annual member who has paid amounts in excess of that member's membership dues shall be considered an Annual Member until the additional amount so paid qualifies such member for the next higher level of membership.

Section 4: Rights of Members: Each member shall have the right to attend general meetings and present issues, in a respected manner, to the governing body or to the applicable committee. Every active member shall have a voting right as set forth below.

Section 5: Termination of Membership: Any member that decides not to remain a member can resign his/her/its membership by writing a letter of resignation to the Board of Trustees. There shall be no refund of any fees paid to date. Any member that is disruptive or obstructive to the progress and objectives of the Organization can be expelled from membership by an affirmative vote of two-thirds (2/3) of all Members present at a general meeting.

Section 6: Reinstatement of Membership: Upon a written request to the Board of Trustees, by any resigned or expelled Life Member, Trustee Member or Super Donor Member, such Member can be reinstated to his/her/its full membership by an affirmative vote of not less than two-thirds (2/3) of all members of the then current Board of Trustees. Annual Membership shall not be reinstated without paying fee for the then

applicable annual membership.

ARTICLE III

GOVERNANCE

Section 1: General: The Organization shall operate by two (2) bodies; the Board of Trustees and the Executive Committee, members of which shall be elected by the Members as set forth herein. Each governing body shall have different roles in the operation of the Organization, but, from time to time, their roles may overlap. In that event, a cohesive and a commonsense approach shall be taken to resolve all issues for the benefit of the Organization.

Section 2: Board of Trustees: The Board of Trustees shall consist of thirteen (13) members.

(a) Eight (8) of the thirteen (13) members of Board of Trustees shall be elected by a majority vote of Trustee Members and Super Donor Members present at the General Meeting. Any person who is at least twenty-one (21) years of age and is a Trustee Member or Super Donor Member shall be eligible for being elected as one of the eight (8) members to the Board of Trustees.

(b) Three (3) of the thirteen (13) members of the Board of Trustees shall be appointed by the **Lohana Association of Greater Chicago**, hereafter known as “Association”. In lieu of these three (3) positions to the Board of Trustees nominated by the Association, the Association’s working committee shall be responsible for providing volunteers during all programs and functions held at the Mandir.

The President (or the equivalent) of the Association shall nominate three (3) candidates to The Board of Trustees who are (i) at least twenty one (21) years of age, (ii) a member of the Association, and either (iii) a Trustee Member or a Super Donor Member, and (iv) adheres to the By-Laws of the Organization. The nominated members shall not be replaced unless and until the Executive Committee of the Association has changed. However, if an originally nominated member of the Association is unable to fulfill his/her responsibility to the Board of Trustees due to unavoidable circumstances, the President of the Association may replace a nominated member. Whenever, the President of the Association is unable to nominate three (3) members to the Board of Trustees within thirty (30) days following any vacancy, the Chairperson can fill the vacancy pursuant to paragraph (1) below; and

(c) two (2) of the thirteen (13) members of the Board of Trustees shall be designated by the outgoing Chairman of the Board and President from the “Founding Members” or Super Donor Members. For purposes hereof, a “Founding Member” shall be those Members listed, from time to time, on Schedule III(2) attached hereto and made a part hereof, which Members shall remain Founding Members for as long as such Member remains an active Member.

(d) This Section 2 is irrevocable until such time as either this Organization or the Association is dissolved, liquidated or no longer has legal existence.

(e) The term for the Board of Trustees shall be for a period of four (4) years. In 2014, four (4) members of the Board of Trustees shall be removed from office. Those members shall be selected by lottery draw. Four (4) new members shall be elected to serve for a term of four (4) years. Thereafter, one-half (1/2) of the Board of Trustees shall be elected every two (2) years so that each member of the Board of Trustees shall serve for a term of four (4) years and the terms of each member shall overlap with the terms of one-half (1/2) the other members of the Board of

Trustees.

(f) Only members who are Trustee Members or Super Donor Members can vote to Elect the Board of Trustees. Each Trustee Member unit can have one (1) vote and each Super Donor Member unit can have three (3) votes to elect members of the Board of Trustees. Annual Members and Life Members are not eligible to vote for the Board of Trustees.

(g) There shall be no compensation of any kind paid to anyone to serve on the Board of Trustees.

(h) The eight (8) elected members, plus two (2) Founding Members and Super Donor members, and three (3) members nominated by the Association shall elect a Chairperson. The election of the Chairperson shall be made by secret ballot of those members eligible to vote. No Chairperson shall serve for more than two (2) consecutive full terms.

(i) Each of the Chairman and the President shall serve on either the Executive Board or as a Trustee for a period of not less than two (2) years prior to being elected to the office of Chairman or President, as the case may be.

(j) The Chairperson shall appoint a Vice Chairperson from the remaining members of the Board of Trustees.

(k) The Chairperson shall appoint a Comptroller and a General Secretary from the remaining members of the Board of Trustees.

(l) Any vacancy created, by any means, in the Board of Trustees, shall be filled by the Chairperson recommending a person and the Board of Trustees, by a majority vote, can fill the position for the remaining period of the existing, unexpired term.

(m) If the position of the Chairperson becomes vacant, for any reason, then the current Vice Chairperson shall automatically become Chairperson. He/she shall have full authority to appoint or modify all positions under him/her to his/her preference.

(n) Upon the expiration of the term of the Board of Trustees, if new Board of Trustees is neither elected nor established, the current Board of Trustees shall function as a caretaker board. The caretaker board shall be automatically terminated as soon as an election is held and new Board of Trustees is established. The caretaker board shall have the same authority as the Board of Trustees.

(o) The Chairperson can be removed, at anytime, by the simple majority vote of the Board of Trustees by calling a vote for "Non- Confidence". The motion for the Non-Confidence vote can be called by any member of the Board of Trustees. The vote for Non- Confidence cannot be recalled during the following ninety (90) days after the previous call has failed or rejected.

(p) The Board of Trustees shall have a long term vision, direction of the Organization. They shall operate the Organization within the IRS guidelines as a not-for-profit, tax exempt, charitable organization. All members of the Board of Trustees shall take an oath swearing his/her faithfulness, loyalty and honesty to the Organization. Their responsibilities are as follows:

- (i) To take necessary measures to increase membership;

- (ii) To accept at its discretion all gifts, bequests and donations, in cash or in any form from any person or organizations provided the donation is unconditional and shall provide a receipt for the donation to each respective donor;
- (iii) The principal and the income of all properties received and accepted by the Board of Trustees shall be deposited in the Organization's general operating account and the Board of Trustees may make payments or distribution from the available funds solely for the benefit of the Organization.
- (iv) To invest and reinvest the principal and income of the Organization in such property, real, personal or mixed and in such manner as they shall deem proper, and from time to time to sell, purchase and reinvest investments for better returns;
- (v) No principal or income shall be loaned, directly or indirectly, to individual or to any corporation that may or may not be affiliated with the Organization;
- (vi) To sell, lease or exchange any personal, mixed or real property for such consideration and on such terms as to credit or otherwise, and to make such contracts and enter into such undertakings relating to the Organization's assets as they consider prudent and advisable;
- (vii) To borrow money for such periods, at such interest, and upon such terms as the Board of Trustees shall consider prudent and advisable, and as security for such loans to mortgage or pledge any real or personal property with or without power of sale, to acquire or hold any real or personal property, subject to any mortgage or pledge on or of the property acquired or held by the Organization;
- (viii) To execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases and other instruments, sealed or unsealed, incident to any transaction in which the Organization engages;
- (ix) To employ an FDIC insured bank or financial institution as custodian of the funds and securities and to delegate to it such powers as they deem appropriate;
- (x) To hold and attend Board of Trustees meeting at least once each quarter of the fiscal year or as it deems necessary;
- (xi) To elect a Chairperson by majority vote as described in paragraph (h) above;
- (xii) The Board of Trustees and all of its officers shall cordially transfer all documents, records and assets to a newly elected Board of Trustees and officers. The outgoing Board of Trustees shall be available to answer all questions to the incoming Board of Trustees to assist in an orderly transition. In the event of noncooperation by any member of the outgoing Board of Trustees, that member can be expelled from the Organization as provided in Article II, Section 5 above;
- (xiii) An elected member or an officer of the Board of Trustees may resign at any time by delivering a resignation letter to the Chairperson. If the Chairperson wishes to resign, he/she shall deliver a resignation letter to the Vice

chairperson. The replacement of the member of the Board of Trustees shall be undertaken as set forth in paragraphs (l) and (m) above; and

- (xiv) A member of the Board of Trustees, who is deemed destructive to the Organization, or does not adhere to the principals and objectives of the Organization, or is reasonably deemed excessively absent from meetings can be terminated by a two-thirds (2/3) majority vote of the full Board of Trustees.

Section 3. Executive Committee: The Executive Committee shall consist of thirteen (13) members.

(a) Eight (8) of the thirteen (13) members of Executive Board shall be elected by a majority vote of Annual Members, Life Members, Trustee Members and Super Donor Members present at the General Meeting. Any person who is at least twenty-one (21) years of age and is a current member in any of the four (4) categories of membership shall be eligible for being elected as one (1) of the eight (8) members to the Executive Committee. If an Annual Member decides to run for the Executive Committee, he/she must pay full membership for the period he/she desires to run for the Executive Committee. No Annual Member, who is solely an Annual Member, may hold any office on the Executive Committee.

(b) Three (3) of the thirteen (13) members of the Executive Committee shall be appointed by the Association. In lieu of these three (3) positions to the Executive Committee appointed by the Association, its working committee shall be responsible for providing volunteers during all programs and functions held at the Mandir.

The President of the Association shall nominate three (3) candidates who are (i) at least twenty-one (21) years of age, (ii) a member of the Association, (iii) a member of the Organization in any category of membership and (iv) adheres to the By- Laws of the Organization. The Nominated members shall not be replaced unless and until the Executive Committee of the Association has changed. However, if an originally nominated member of the Association is unable to fulfill his/her responsibility due to unavoidable circumstances, the President of the Association may replace a nominated member. Whenever, the President of the Association is unable to nominate three (3) members to the Executive Committee within thirty (30) days following the vacancy of its nominated directors, the President of the Executive Committee can fill the vacancy pursuant to Article 5.3.9 below.

(c) Two (2) of the thirteen (13) members of Executive Members shall be selected from the Founding Members.

(d) Annual Member, Life Member, and Trustee Member units can cast one (1) vote and Super Donor Member units can cast three (3) votes to elect an Executive Committee member.

(e) The term of the Executive Committee shall be for a period of four (4) years. In 2014, four (4) members of the Executive Committee shall be removed from office. Those members shall be selected by lottery draw. Four (4) new members shall be elected to serve for a term of four (4) years. Thereafter, one-half (1/2) of the Executive Committee shall be elected every two (2) years so that each member of the Executive Committee shall serve for a term of four (4) years and the terms of each member shall overlap with the terms of one-half (1/2) the other members of the Executive Committee.

(f) There shall be no compensation of any kind paid to anyone to serve on Executive Committee.

(g) The elected Executive Committee members shall elect a President. No President

shall serve for more than two (2) consecutive full terms. The election of the President shall be made by secret ballot of those members eligible to vote. The President shall serve have served on either the Executive Board or as a Trustee for a period of not less than two (2) years prior to being elected to the office of President.

(h) The President shall appoint a Vice President, Secretary, Treasurer and a Cultural Secretary from the remainder members of the Executive Committee.

(i) The Secretary, Treasurer and Cultural Secretary shall appoint Joint (Jt.) Secretary, Jt. Treasurer and Jt. Cultural Secretary respectively from the remaining members of the elected Executive Committee.

(j) Any vacancy created, for any reason, in the Executive Committee, the remaining Committee members, upon the recommendation by the President, shall fill the position with a majority vote for the remaining period of the term. This shall be done in consultation with the Chairperson.

(k) If position of the President becomes vacant, for any reason, then the current Vice President shall automatically become President. He/she shall have full authority to fill or shuffle all subsequent position under him/her to his/her preference.

(l) Upon the expiration of the term of the Executive Committee, if a new committee is neither elected nor established, the current Executive Committee shall function as a caretaker committee. The caretaker committee shall be automatically terminated as soon as an election is held and new Executive Committee is established. The caretaker committee shall have the same authority as the Executive Committee.

(m) The President can be removed, at anytime, by the simple majority of the Executive Committee by calling a vote for non-confidence. The motion for the Non-Confidence vote can be called by any member of the Executive Committee. The vote for Non-Confidence cannot be recalled during the following ninety (90) days after the previous call has failed or rejected.

(n) Any member of the Executive Committee may resign at any time by giving written notice to the Executive Committee, the President or the Secretary of the Organization. An Executive Member's resignation will take effect when the notice is delivered unless the notice specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

(o) The Executive Committee shall have the responsibility of day-to-day operation and well being of the Organization. All members of the Executive Committee swear an oath of his/her faithfulness, loyalty and honesty to the Organization. Their responsibilities are as follows:

- (i) Responsible for day-to-day operation of the Organization;
- (ii) To make sure that daily rituals are performed in a respective manner and to the best as described in the Hindu Scriptures;
- (iii) To take necessary measures to receive donations;

- (iv) To invite dignitaries, religious leaders and lecturers and arrange programs;
- (v) To arrange cultural and religious festivals regularly to encourage Hindu religion and the mission of Shri Jalarambapa;
- (vi) To celebrate all religious festivals with a special rituals and promote donors to participate in such events;
- (vii) To accept unconditional gifts bequests and donation in any form from any person or a trust or a corporation for the Organization and provide appropriate receipts for such donations;
- (viii) To hold and attend Executive Committee Meetings at least once in a month or as necessary;
- (ix) To elect a President by majority vote as provided in paragraph (g) above;
- (x) An elected member or an officer of the Executive Committee may resign at any time by delivering a resignation letter to the President. If the President wishes to resign, He/she shall deliver a resignation letter to the Vice President. The replacement of the member can be done as discussed in paragraphs (j) and (k) above;
- (xi) Fifty percent (50%) of the income received, in cash, from donations during the regular operation, and fifty percent (50%) of the income after expenses during special festivals shall be shared with the Board of Trustees;
- (xii) All available funds shall be used for the purpose of the operation of the Organization. In case of shortfall a formal request should be made to the Board of Trustees for additional money. If excess funds are available to the Executive Committee, it should be reserved with the Board of Trustees for future needs as described below;
- (xiii) All funds should be invested in interest earning accounts with a FDIC insured financial institution;
- (xiii) The Executive Committee and all of its Officers shall cordially transfer all documents, records and assets to a newly elected or selected Executive Committee and Officers. Outgoing Executive Committee shall make itself reasonably available to answer all questions to the incoming Executive Committee. In the event of non-cooperation by any member of the outgoing Executive Committee, that member can be expelled from the Organization as provided in Article II, Section 5; and
- (xv) An Executive Committee's member, who is deemed destructive to the Organization, does not adhere to the principals and objectives of the organization or is excessively absent from meetings can be terminated by a two-thirds (2/3) majority vote of the Executive Committee.

ARTICLE IV

OFFICERS

Section 1: Officers of the Board of Trustees: The powers and the responsibilities of the individual officers of the Board of Trustees are detailed as follows:

(a) **Chairperson:** The Chairperson shall be the principal Executive Officer of the entire Organization. The Chairperson shall have the following duties and responsibilities:

- (i) He/she shall be in charge of the long-term business and affairs of the Organization;
- (ii) He/she shall oversee that operation of the Organization is carried out in the manners to benefit the Organization and follows the By Laws. He/she shall hold, attend and chair the Board of Trustees meetings at least once in every quarter or more frequently as necessary;
- (viii) He/she shall not be voting on any issues unless there is a tie in a vote at a Board of Trustees meeting;
- (ix) He/she shall assist the President of the Executive Committee to employ and/or terminate employees of the Organization;
- (x) He/she shall appoint the Vice Chairperson, General Secretary and Comptroller pursuant to Article III, Sections 2(j) and (k) above;
- (xi) He/she shall, with majority vote of the Board of Trustees, execute or enter in to contracts and agreements as provided in Article III, Section 2(p)(i) above or as otherwise set forth in these By-Laws;
- (xii) He/she shall delegate responsibility or create committees, to achieve the goals and to complete the undertaken tasks, from the entire membership. These committees shall not overtake or interfere with the Executive Committee's responsibility. The life of such committees shall be until such time as either the assigned responsibility is completed or term of the Board of Trustees expires whichever is earlier.

(b) **Vice Chairperson:** The Vice Chairperson is the second most responsible executive of the Organization. His/her duties shall be as follows:

- (i) To assist the Chairperson and undertake all responsibilities that the Chairperson may delegate or direct;
- (ii) To perform the duties of Chairperson in the absence of Chairperson or in the event of his/her inability or refusal to work. He/she shall have the same powers and restriction as provided to the Chairperson;
- (iii) To enter in to the agreements, with approval of the Chairperson, as defined in Article III, Section 2(p)(i) above; and

- (iv) The Vice Chairperson is a recognized member of the By-Laws committee. With time, and as it becomes necessary to amend the By-Laws, the Vice Chairperson shall notify such issues to the Board of Trustees .
- (c) **General Secretary:** The defined responsibility of the General Secretary shall not conflict with the Secretary of the Executive Committee. In those instances, a cohesive approach to benefit the Organization shall be taken. The General Secretary's duties are described as follows:
- (i) To call, hold, organize and attend all meetings of the Board of Trustees;
 - (ii) To maintain and record all proceeding of meetings of the Board of Trustees and distribute the minutes of the meetings to all members of the Board of Trustees;
 - (iii) With the assistance of the Comptroller, to timely and properly file the Annual Report with the Secretary of State of Illinois to keep the Organization in good standing;
 - (iv) To maintain a list of members in each category and update the list regularly with the help of the Comptroller;
 - (v) To upgrade individual membership upon receipt of the applicable additional fee as set forth in Article II, Section 3;
 - (vi) To hold at least one (1) meeting each fiscal quarter and inform all members of the Board of Trustees of the date, place and time of each meeting. All meetings shall be held at the place of the Organization or at a convenient designated place;
 - (vii) To attend a monthly meeting of the Executive Committee and to report to the Board of Trustees;
 - (viii) To call annual General Meetings of all active members and to inform, in writing, all members the place, time and date of General Meeting at least thirty (30) days in advance;
 - (ix) To assist Election Committee Coordinator in providing the members a list of each classified membership; and
 - (x) To submit a report of current year's work and achievements and future plans at the General Meeting.
- (d) **Comptroller:** The Comptroller shall be the financial and accounting executive of the Organization. The Comptroller's responsibilities shall be as follows:
- (i) To be in charge and custodian of all funds, banking, documents and bookkeeping;
 - (ii) To file federal and state income tax returns on time;
 - (iii) To timely prepare and submit annual budgets to the Board of Trustees;

- (iv) To assist the General Secretary in maintaining up-to-date list of all active members;
- (v) To report the financial position of the Organization at each General Meeting;
- (vi) To collect and deposit all funds to a FDIC approved financial institution;
- (vii) To coordinate with the Treasurer of the Executive Committee to distribute funds within the guidelines set forth in these By-Laws for the smooth operation of the Organization;
- (viii) To pay mortgage, taxes and any contractual invoice that is not related to the routine operation of the Organization in a timely manner;
- (ix) To participate in all financial negotiations and transactions pertaining to the long term plans of the Organization; and
- (x) To be responsible and accountable for any unaccounted funds or unauthorized expenses. If required, the Board of Trustees may demand a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties. In that case, upon expiration of the term of the office, the Organization shall reimburse the Comptroller the cost incurred for obtaining such bond if the Board and the independent auditor find and approve the Organization's funds, finances and records to be in order.

Section 2: Officers of the Executive Committee: The powers and responsibilities of the individual office bearer is detailed as follows:

(a) **President:** The president is head of the operation of the Mandir. The following list of the President's responsibilities is merely a guideline but he/she bears the total responsibility to promote Mandir and its functions:

- (i) To oversee day to day operation of the Mandir within the guideline of the organization. He/she shall hold, attend and chair the Executive Committee's meetings at least once in a month;
- (ii) He/she shall not vote on any issues unless in the event of tie in the Executive Committee meetings;
- (iii) To appoint Vice President, Treasurer and Cultural Secretary pursuant to paragraph Article III, Section 3(h) above;
- (iv) He/he, with the approval of the Chairperson of the Board of Trustees, shall employ and/or terminate employees of the Organization as he/she reasonably deems to benefit the Organization;
- (v) He/she shall delegate responsibilities or create committees, to achieve the goals and to complete the undertaken tasks from the membership. These committees shall not overtake or interfere with the Board of Trustees' responsibility. The life of such

committees shall be either until such time as the assigned responsibility is completed or the term of the Executive Committee expires, whichever is earlier; and

(vi) The President or Vice President shall attend all meetings held by the Board of Trustees and report minutes to the Executive Committee.

(b) **Vice President:**

- (i) To assist the President and undertake all responsibilities that the President may delegate or direct other responsibilities from time to time; and
- (ii) To perform the duties of President in the absence of President or in the event of his/her inability or refusal to work. He/she shall have the same powers and restrictions applicable to the President.

(c) **Secretary:**

- (i) To call, hold, organize and attend all meetings of the Executive Committee;
- (ii) To maintain and record all proceedings of the Executive Committee meetings and distribute the minutes to all members of the Executive Committee;
- (iii) To timely mail flyers and program itinerary to all members;
- (iv) To solicit advertising for the flyers and/or newsletters, and participants in the religious functions;
- (v) To communicate with the General Secretary for upcoming events;
- (vi) To hold at least one (1) meeting each month and shall timely inform all members of the Executive Committee pertaining to the date, place and time of the meeting. All meetings shall be held at the place of the Organization or at a convenient place;
- (vii) To receive mail and reply all inquiries coming to the Mandir. If not appropriate to answer, to forward such inquiries to the responsible officer;
- (viii) To facilitate the dignitaries, invited guests and lecturers who are visiting the Organization;
- (ix) To appoint a Joint Secretary from the remaining Executive Committee members for assistance. The Joint Secretary can act as Secretary in the absence of the Secretary. If position of the Secretary falls vacant, by any means, the Joint Secretary shall assume responsibility of the Secretary. The President may have an option to select new Secretary from the Executive Committee, if he/she desires to do so; and
- (x) To perform all duties as assigned by the President.

(d) **Treasurer:**

- (i) To be in charge and custodian of all funds, banking and accounting of income and expenses of the Mandir;
- (ii) To prepare income and expense report for each events and submit to the President and to the Comptroller. According to Article III, Section 3(o)(xi) above, submit fifty percent (50%) of the profit to the Comptroller;
- (iii) To timely prepare and submit the annual budget to the Executive Committee and to the Comptroller;
- (iv) To assist the Secretary in maintaining a donors list and receivables;
- (v) To collect cash deposit from the donation box and submit fifty percent (50%) to the Comptroller. All remaining funds shall be deposited in a financial institution by the Treasurer;
- (vi) To pay utility bills, salaries, taxes and other approved purchase invoices;
- (vii) To participate in all financial negotiation and transaction pertaining to the operation of the Mandir;
- (viii) To appoint a Joint Treasurer from the remaining Executive Committee members; The Joint Treasurer can act as a Treasurer in absence of the Treasurer. If the position of the Treasurer falls vacant, by any means, the Joint Treasurer shall assume the responsibility of the Treasurer. The President may have an option to select new treasurer from the Executive Committee, if he/she desires to do so; and
- (ix) To be responsible and accountable for any unaccounted funds or unauthorized expenses. If required, the Executive Committee may demand a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties. In that case, upon expiration of the term of the office, the Organization shall reimburse the cost incurred for obtaining such bond if the Board of Trustees and the independent auditor find and approve the Organization's funds, finances and records to be in order.

(d) **Cultural Secretary:**

- (i) The Cultural Secretary shall be responsible to arrange various religious, cultural and social programs year around;
- (ii) The Cultural Secretary shall arrange and invite dignitaries, religious leaders, lecturers with the help and guidance of the President;
- (iii) In consideration of cost involved, the Cultural Secretary shall prepare budget and get approval of the Executive Committee prior to arranging any program or festival;
- (iv) In coordination with the Secretary, all programs shall be published and mailed to the

members well in advance as time permits; and

- (v) The Cultural Secretary shall appoint a Joint Cultural Secretary from the remaining Executive Committee members. The Joint Cultural Secretary can act as a Cultural Secretary in absence of the Cultural Secretary. If the position of the Cultural Secretary falls vacant, by any means, the Joint Cultural Secretary shall assume responsibility of the Cultural Secretary. The President may have an option to select new Cultural Secretary from the Executive Committee, if he/she desires to do so.

ARTICLE V

COMMITTEES

Section 1: Committees

(a) Committees shall be formed as needed to delegate responsibility by the Chairperson or by the President, as the case may be. The role of each committees shall be defined by the officer creating such committee. The Board of Trustees or the Executive Committee, as the case may be, by a majority vote, may dissolve any committee created by the officer of the Board of Trustees, or the Executive Committee, as the case may be, respectively prior to completion of such committee's task.

(b) Each committee may form subcommittees for a specific purposes. Committees and subcommittees will automatically dissolve upon completion of the assigned task or at the end of the term of the Board of Trustees and the Executive Committee, as the case may be.

Section 2: Quorum; Voting

(a) Unless the appointment by the officer creating such committee requires a greater number, a majority of the entire committee will constitute a quorum for committee action at any meeting of any committee.

(b) The act of a majority of committee members present and voting at a meeting at which a quorum is present will constitute the act of the committee.

Section 3: Participation at Meetings by Conference Telephone

(a) Committee members may participate in and act at any committee meeting by telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other.

(b) Telephonic or electronic committee member participation in a meeting will constitute attendance and presence at the meeting.

Section 4: Meetings of Committees

Subject to action by the governing body creating the committee, each committee, by majority vote of its members, shall determine the time and place of meetings and the notice required therefor.

Section 5: Informal Action

(a) **General:** Any action required to, or which may, be taken at a meeting of a committee may be taken without a meeting if it is consented to in writing by the all of the committee members.

(b) **Written Consent:** The written consent must be evidenced by one or more written Approvals from the Directors; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary of the appropriate governing body and filed in the organization’s records.

Section 6: Chair/Coordinator

One member of each committee will be appointed chair or Coordinator by the officer creating such committee.

ARTICLE VII

MEETINGS

All meetings shall start with a prayer appropriate to the charter of this Organization. All meetings shall be conducted in accordance with the guidelines of these By Laws.

Section 1: Monthly Meetings: The Executive Committee shall hold monthly meetings at such time as provided herein. The President shall oversee such meetings. The meeting agenda shall be prepared by the President and Secretary prior to the meeting. The General Secretary or its representative from the Board of Trustees shall attend such meeting and report the minutes to the Board of Trustees. The members of the Board of Trustees shall have no vote in any Executive Committee meeting.

Section 2: Quarterly Meetings: The Board of Trustees shall hold a meeting once in every three (3) months at such time as provided herein. The Chairperson shall oversee such meetings. The meeting agenda shall be prepared by the Chairperson and General Secretary prior to the meeting. The President or his/her representative from the Executive Committee shall attend quarterly meeting but have no vote in decision making in any meeting of the Board of Trustees, and shall report the minutes of the meeting to the Executive Committee.

Section 3: General Meeting: During the last two (2) months of each fiscal year, a General Meeting shall be called for all members, Trustees and Recognized members by the General Secretary. The General Secretary shall inform, in writing, to all members, trustees and recognized members about the place, time and date of the General Meeting at least thirty (30) days in advance. The members of the Board of Trustees and the Executive Committee shall attend all General Meeting. The Chairperson and the President shall report to the general body of the Organization’s achievements, goals and any other business. The Comptroller shall report income and expense statements. The members of the governing bodies shall answer all reasonable questions from the general membership.

The General Meeting shall be conducted and chaired by the Chairperson.

Section 4: Special Meeting: In the event of unavoidable or emergency circumstances, a special meeting can be called by order of the following:

(a) Eight (8) members of the Board of Trustees can call a meeting of the Board of Trustees

with or without approval of the Chairperson. To call such meeting, members shall inform, in writing, to the General Secretary their intention and reason for calling a special meeting. In turn, the General Secretary shall call a meeting of the Board of Trustees within fifteen (15) days upon receiving such request.

(b) Eight (8) members of the Executive Committee can call a meeting of the Executive Committee with or without approval of the President. To call such meeting, members shall inform, in writing, to the Secretary their intention and reason for calling a special meeting. In turn, the Secretary shall call a meeting of the Executive Committee within fifteen days upon receiving such request. A special meeting may not be called if the monthly meeting is going to be held within fifteen (15) days of such special meeting.

(c) Twenty-five percent (25%) of the total membership may call a special meeting. Such pool of membership shall inform the General Secretary, of their desire, intention and reason for calling a special meeting. In that event, the General Secretary shall ask the Board of Trustees to resolve the disputed issues without calling a special meeting. If the issues are not resolved, then within forty-five (45) days of the receipt of such requests, the General Secretary shall call a special General Meeting.

Section 5: Quorum: Minimum members presence required at any meeting shall be as follows:

- (a) For an Executive Committee Meeting, not less than six (6) members.
- (b) For a Board of Trustees meeting, not less than (6) six members.
- (c) For a General Meeting, not less than twenty (20) members. Members present at a meeting along with proxy and absentee votes, shall be included in the count to confirm whether the requisite number of members to constitute a quorum has been met.

Article VIII

ELECTIONS

Section 1: Election Committee Every two (2) years, an election shall be held during the General Meeting. The Chairperson shall appoint an Election Committee Coordinator to oversee the election. The Election Committee shall consist of at least three (3) members. The Election Committee Coordinator shall select two (2) members from the membership pool of the Life Members, Trustee Members or Super Donor Members. The Election Committee shall:

- (a) Solicit nominations for (i) eight (8) members of the Board of Trustees and (ii) eight (8) members for Executive Committee, at least forty-five (45) days prior to the General Meeting;
- (b) The Election Committee shall receive duly filled forms, from the prospective candidates, by cutoff date at least fifteen (15) days prior to the General Meeting; and
- (c) Review the validity of the nominees and, if necessary organize an election. Invalid and inaccurate nominations shall be discarded. The members of the Election Committee shall not run for a position on either the Executive Committee or the Board of Trustees.

Section 2: Eligibility

- (a) Any person who is at least twenty-one (21) years of age and is a Trustee Member or

Super Donor Member can be nominated to the Board of Trustees;

(b) Any person who is at least twenty-one (21) years of age and a member in any of the four (4) categories of membership can be nominated to the Executive Committee. An Annual Member can file nomination to run for the Executive Committee only after he/she satisfies his/her membership for the total duration of the life of the Committee;

(c) Duplicate nominations (i.e. in the same committee) or multiple nominations (i.e. in both committees) from the same member shall be discarded and the first nomination received from the same member shall be considered as valid;

(d) If the nomination forms submitted are less than the positions to be filled, the floor may be kept open for additional nominations at the time of election;

(e) The nomination form and election procedure shall be decided and published by the Election Committee Coordinator prior to the nomination forms are mailed. There shall be no change in the rules after the nomination forms are received;

(f) Every Annual Member, Life Member and Trustee Member shall cast one (1) vote and each Super Donor Member unit shall cast three (3) votes to elect members of the Executive Committee;

(g) Every Trustee Member shall cast one (1) vote and each Super Donor Member unit shall cast three (3) votes to elect Board of Trustees;

(h) There shall be a provision to receive absentee votes prior to the election. The Election Committee shall distribute ballots to each member who desires to cast absentee votes not less than seven (7) days prior to the Election Day. All absentee votes must be received in a sealed envelope, marked "absentee vote" at least one (1) day prior to the election. The absentee vote envelopes shall be opened only during the counting of the votes. All previously opened absentee votes shall be rejected and shall not be included in the total count of the votes;

(i) Either of the spouses shall be allowed to vote as long as they have mutual agreements of who shall vote and they are limited to vote only for the qualified number of votes applicable to their level of membership;

(j) A proxy voting is allowed under unavoidable circumstances and approved by the entire Election Committee. A proxy cannot be assigned to the person whose nomination has been received;

(k) The votes shall be counted immediately after the election. The winners shall be announced at the General Meeting and new committees shall be formed. The elected Executive Committee and elected Board of Trustees shall take office on January 1st of the term year. The committees elected during the first election shall take office immediately after the winners are declared and their term shall be extended to the immediate end of the fiscal year after the two (2) years;

(l) In case of any dispute, the decision of the Election Committee Coordinator shall be final; and

(m) The Chairperson shall appoint two (2) members from the Founding Members and Super Donor Members to each of the Board of Trustees and the Executive Committee who shall serve as set forth above.

ARTICLE IX

BOOKS, RECORDS, FINANCE AND ACCOUNTING

Section 1: Corporate Records The Organization must maintain the following books and records at its registered office or principal place of business:

(a) Accurate and complete books and records of account. The Organization, it will maintain a two-fold bookkeeping system. The Comptroller shall receive (i) all revenue received from the membership, (ii) fifty percent (50%) of the cash revenue from the donation box and (iii) fifty percent (50%) of the profits from special events. The remainder of the funds shall go to the Treasurer;

(b) The original copy of its bylaws including all amendments and alterations and any other corporate documents;

(c) The minutes of the proceedings of either any of the applicable Board of Trustees Executive Committee or any committees established as set forth herein;

(d) All documents relating to the Organization's tax status;

(e) Recent annual reports;

(f) Copies of the Organization's recent newsletters, journals or other publications;

(g) Financial statements shall be prepared by the Comptroller, which financial statements shall be delivered to the Organization's then retained independent certified public accountants for preparation of all tax returns and other financial reports as necessary;

(h) The Treasurer shall submit income and expense reports for each event and collections from the donation box to the President and Comptroller every month; and

(i) All payroll and other personnel records relating to employment.

Section 2: Bank Accounts The Comptroller and Treasurer shall maintain separate bank accounts as permitted in these By-Law. For banking purposes, a minimum of two (2) signatures shall be required for an expenditure of less than FIVE THOUSAND DOLLARS (\$5,000.00) and a minimum three (3) signatures shall be required for an expenditure of FIVE THOUSAND DOLLARS (\$5,000.00) or more from the Chairperson, Vice Chairperson, Comptroller and General Secretary in case of funding from Board of Trustees or from the President, Vice President, Treasurer and Secretary in case of funding from the Executive Committee, as the case may be.

Section 3: Expenditures

(a) The Comptroller is authorized for expenses as described in Article IV, Section 1(d)(viii) above; and

(b) The Treasurer is authorized for expenses as described in the Article IV, Section 3(d)(vi) above.

Section 4: Right of Inspection

- (a) **General Right of Inspection:** Any member of the Board of Trustees or Executive Committee may examine and make copies of the books and records related to any of the proceedings of the governing board of which such person is a member, provided that he or she has a proper purpose for doing so. This inspection must take place at a mutually agreed upon time.
- (b) **Inspection by Agents:** Any member of the Board of Trustees' or Executive Committee's agent or attorney may be afforded the same right under paragraph (a) so long as such inspection is for a proper purpose.
- (c) The books and records of account and records of the proceedings of a governing body may be examined by any member of that governing body, in person or by agent or attorney, for any proper purpose, and to make copies or extracts therefrom, at any mutually agreed upon time.

ARTICLE X

INDEMNIFICATION

- (a) Any person made or threatened to be made a party to any proceeding because he or she is, or was, a member of any governing board of the Organization will be indemnified by the Organization against any liability and reasonable expenses, including attorneys' fees and disbursements, incurred by him or her regarding the defense or settlement of the proceeding or in connection with any appearance in the proceeding.
- (b) Paragraph (a) above will not apply in any proceeding in which the member of such governing board is liable for negligence or misconduct in the performance of his or her duties.
- (c) Such rights of indemnification will not be exclusive of any other rights to which such Director or Officer may be entitled apart from this provision.

ARTICLE XI

WAIVER OR REDUCTION OF FEES

It is the general policy of this Organization that any fees or charges associated with the charitable services or products of the Organization will be waived or reduced in accordance with each recipient's ability to pay. **Public Access to Organization Products and Services:** The Organization, being organized exclusively for charitable purposes under Illinois law, will strive to make its services and products available to the appropriate general public without undue obstacles to access. The administrative staff will have the discretion to make such waivers or reductions, when appropriate, to ensure the maximum distribution of the Organization's charitable services or products.

[The Internal Revenue Code and several Illinois laws require that tax-exempt not-for-profit organizations such as schools, social welfare or service programs, housing activities, etc., must include specific restrictions in the bylaws. Charitable organizations that own real estate in Illinois must have a bylaw that permits a reduction or waiver of fees or charges, if any, in cases of financial hardship as a condition required for property tax exemption, and such a provision may be included in this article as

well]

ARTICLE XII

MISCELLANEOUS

Section 1: Principal Office

(a) The principal office of the Organization in the State of Illinois will be located at __425 West Illinois Boulevard, Hoffman Estates, Illinois. These By Laws shall be displayed and available to all members.

(b) The Organization will continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

Section 2: Depositories

All funds of the Organization not otherwise employed will be deposited from time to time to the credit of the Organization in any banks, trust companies or other depositories designated by the as set forth above.

Section 3: Checks, Drafts, Notes, Etc.

All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Organization must be signed by the individual who has been given signatory authority as set forth above.

Section 4: Fiscal Year

The fiscal year of the Organization will end on the last day of December of each year.

Section 5: Delivery of Notice

Any notices will considered to be “delivered” when any of the following occurs:

- (a) Notice is transferred or presented to the proper party;
- (b) Notice is deposited in the United States mail with proper postage and is addressed to the proper party at his, her, or its address as it is listed in the records of the Organization; or
- (c) Notice is transmitted by electronic means such as e-mail, facsimile, or any other contact information appearing on the records of the Organization that is authorized or approved in the articles of incorporation.

Section 6: Stock

The Organization will not have or issue shares of stock.

Section 7: Construction

If any portion of these bylaws is found to be invalid or inoperative, then so far as is reasonable and possible:

- (a) The remainder of these bylaws will be considered valid and operative; and
- (b) Effect will be given to the intent manifested by the portion held invalid or inoperative.

Section 8: Effective Date

These bylaws will be effective upon acceptance by the Board of Directors.

ARTICLE XIII

INSURANCE

The Board of Trustees shall obtain adequate insurance coverage for the Organization and its activities. The Board of Trustees shall have sole discretion to decide what amount and what kind of coverage is adequate.

However, all contractors working for the Organization must provide their insurance bond to cover their employees and other liability during the contract.

ARTICLE XIV

AMENDMENTS

(a) The By Laws proposed and accepted here by current membership can be amended time-to-time as membership increases, the Organization prospers, bigger, the Organization's demands may change, the government laws applicable to the Organization may change or under any other circumstances, it may not be necessary to repeal the whole By-Laws and re-write new By-Laws but the amendments can be made as needed. The latest amendment for any Article shall supersede the previous amendments and the relative Article respectively.

(b) To amend the By-Laws, the Chairperson shall propose changes to the Board of Trustees for their approval followed by the approval of the Executive Committee. Thereafter, the General Secretary shall inform every member in writing at least thirty (30) days prior to the General Meeting. The amendment shall require at least two-thirds (2/3) affirmative votes from the members present which must satisfy a quorum.

(c) Any group of members, Trustee Members, and Super Donor Members consisting of at least fifty (50) members, can ask for amendments to the By- Laws in writing to the General Secretary, at least thirty (30) days prior to the General Meeting. The proposal shall be submitted, without satisfying Section 12.2 to the floor for general body to cast their opinion. If such proposal is accepted by two-thirds (2/3) majority vote of the members present, which must satisfy quorum, it shall be adopted as an amendment.

(d) If time does not permit to wait for the General Meeting, a Special Meeting can be called pursuant to the above.

(e) All amendments shall be recorded and attached to these By-Laws.

ARTICLE XV

RENTAL OF FACILITIES

The facility may, time-to-time, be rented for holding functions or parties by its members or other persons who believes in the ideals of Hindu Religion, its teaching and humanity. The person renting the facility shall have following liabilities:

- (a) All programs shall be limited to the ideology of the Hindu religion.
- (b) The place of worship and its entire facility shall be used only for the consumption of Hindu vegetarian diet and non-alcoholic beverages;
- (c) The food supplier shall be approved by the Executive Committee. The caterer shall provide an insurance bond to cover liability of its products;
- (d) Person renting the facility shall invite guests, in consideration of the capacity of the facility;
- (e) Any liability due to the action of invited guests shall rest upon the renter;
- (f) The Organization shall not be responsible for any personal injuries to any invited guests occurred during their function;
- (g) Any property damage, during the function, the renter shall be responsible for the cost of repairs; and
- (h) The above and any other related points shall be written in the rent agreement.

ARTICLE XVI

ARBITRATION/DISPUTE RESOLUTION

All members by applying for membership and joining the Organization hereby agree that any and all grievances, disputes, claims or causes of action shall be settled only by binding arbitration in the following manner and that no recourse to legal action shall be taken and that the members waive their rights for legal action voluntarily and freely in order to promote the growth and welfare of this not for profit organization. In the event of grievance, dispute claim or course of action the member or members shall inform in writing by a certified mail to the Chairperson of the Board of Trustees of the nature of complaint and may demand appointment of an arbitrator. The Chairperson shall appoint one (1) arbitrator within thirty (30) days and the member shall appoint another arbitrator. The two (2) arbitrators shall then appoint a mutually acceptable third arbitrator. The board of arbitrators shall review the grievance, dispute or claims and give their decision. If necessary the arbitrators may vote on the decision and the majority approved decision shall be final and binding to all parties. All arbitrators shall be active members of the Organization.