

## ARTICLE III (AMENDMENT 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 eleven (11) members.

(a) Eight (8) of the eleven (11) 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 eleven (11) 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 Chairman of the mandir can fill the vacancy.

(c) The term for the Board of Trustees shall be for a period of two (2) years.

(d) 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.

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

(f) The eight (8) elected 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.

(g) 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.

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

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

(j) 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 any time, 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 eleven (11) members.

(a) Eight (8) of the eleven (11) 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 eleven (11) 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.

(c) 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.

(d) The term of the Executive Committee shall be for a period of two (2) years.

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

(f) 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.

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

(h) 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.

(i) 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.

(j) 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.

(k) 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.

(l) 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.

(m) 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.

(n) 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.