



Tristate Hindu Temple, Inc.  
Newburgh, Indiana

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It is hereby certified that these amended constitution and By Laws were adopted by the general body at the general body assembly meeting held at Tri-State Hindu Temple, Newburgh, on 29<sup>th</sup>, January 2011.

# **Tri-State Hindu Temple, Newburgh, Indiana Constitution**

## **Article 1: Name**

The name of the not-for-profit corporation shall be "Tri-State Hindu Temple Inc" Newburgh, Indiana, hereafter referred to as "The Temple"

## **Article 2: Principal Location**

The principal office of the Temple is located at: 6044 Vann Road, Newburgh, Indiana 47630. The Temple may from time to time have offices at other places inside or outside of the State of Indiana as designated by the Board of Trustees, or as dictated by the goals of the Temple. The Temple however shall, at all times, maintain a registered office in the State of Indiana as well as a registered agent whose office location shall be identical with the registered office as stated above. The registered office of the Temple may or may not be identical with the principal office in the State of Indiana. The Board of Trustees may change the address of the registered office from time to time. Any change in address shall be notified to the appropriate agencies.

## **Article 3: Goals and Objectives**

The goals of The Temple are:

- a. To establish a Hindu Temple to practice, enhance and propagate Hindu religious, social, and cultural activities for the Tri-State Hindu community.
- b. To provide a religious organization through which the beliefs of the Hindu religion are fostered.
- c. To foster the teachings of the Vedas and other Hindu Scriptures, and the practice of Hindu traditions.
- d. To form a charitable and educational organization to promote religious, spiritual, social and cultural understanding based upon Hindu religious principles and practices.
- e. The Hindu temple is to promote Hindu religion and culture by providing financial support through educational scholarships and providing financial help to visiting religious saints.
- f. The Hindu Temple can help provide financial support to the needy people during natural disasters throughout the world.
- g. To promote friendship and goodwill among all people.
- h. To provide spiritual and social services to needy families and individuals.
- i. To conduct Hindu religious, social, educational, cultural, literary, and performing arts activities consistent with the primary objective as stated above:

**Article 4: Fiscal Year:** The fiscal year of the Temple shall be Jan 1 to Dec 31.

## **Article 5: Structure:**

The governance of the Temple shall be vested in the Board of Trustees who shall develop and execute long-term policies on behalf of the General Body of the Temple. The Board of Trustees will advise the Executive Committee on major issues. The Executive Committee will be responsible for the day-to-day management and near-term policies on behalf of the General Body of the Temple. All dues paying members of the Temple constitute the General Body.

## **Article 6: General Body Membership**

Any person who is 18 years or older, believing in Hinduism and who shares the same objectives as those listed in Article 3 is eligible to become a member of the Temple. Membership to the Temple is open irrespective of race, color, creed, nationality, political affiliations, disability and veteran status, sex and sexual preferences without restrictions as per State and Federal laws.

Payment of annual dues is mandatory for membership in the Temple, and only such members in good standing shall be eligible to run for office and vote in the affairs of the Temple. Thus all Officers and Trustees are required to pay membership dues, either as an individual or as a family, for life-time or for the term of their engagement, as they so choose. For all purposes of governance and operations of the Temple, life-time membership will be treated as equivalent to annual membership for perpetuity. Annual membership dues must be paid no later than March 31<sup>st</sup> of the fiscal year with the exception of the first year as noted in Article 11.2. Membership shall remain in effect as long as the member remains in good standing and abides by the Constitution and By Laws of Temple. Membership, however, can be revoked for activities harmful to the Temple and its cause through the sole discretion of the Board of Trustees. The categories of membership shall be governed by the by laws.

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

**–Composition and Term:** The Board shall consist of a minimum of eleven (11) members. It shall comprise of Life-time Trustees and Term Trustees. The categories of membership shall be governed by the by laws. The Officers of the Board of Trustees include: Trustee Chairman, Trustee Vice-Chairman, and Trustee Secretary.

## **Article 8: Executive Committee**

**– Executive Committee Structure:** The day-to-day governance and near-term operational management of the Temple shall be vested in the Executive Committee “EC”, which shall act in consultation with and implement the policy priorities set by the Board of Trustees. The Officers of the EC comprise: EC President (ECP), EC Vice President (ECVP), EC Secretary (ECS), and EC Treasurer (ECT). There shall be nine members of the EC, including the EC Officers.

## **Article 9: Powers and Limitations**

The Temple shall have and may exercise all powers allowed under the Indiana Non-Profit Corporation Act, subject only to the following limitations:

**Article 9.1 – Public Purpose** The Temple is organized to serve public and community interests; accordingly it shall not be operated for monetary benefit of private interest, such as contributors or members of the Temple, or persons vested directly or indirectly by such private interests.

**Article 9.2 - Accumulation of Income:** The Temple shall not unreasonably accumulate income within the meaning of Section 504 of the Internal Revenue Code as now in force or later amended.

**Article 9.3- Trade or Business:** The Temple shall not be operated for the purpose of carrying on a trade or business for profit except for charitable fund raising as defined in Section 513 of the Internal Revenue Code as now in force or afterwards amended.

**Article 9.4 - Distribution of Earnings:** No part of the earnings or other property received by the Temple from any source shall be used for the benefit of or be distributed to any of its members, Board of Trustees, Officers, or other private persons, except that the Temple may decide to pay reasonable compensation for services rendered by individuals, organizations or entities, and make payments and distributions in furtherance of purposes herein set forth.

**Article 9.5 - Specific Restrictions:** Non-vegetarian food(s) and alcoholic beverage(s) of any kind shall not be allowed on the Temple premises at any time or for any reason. Smoking and consumption of controlled substances shall not be permitted on the premises of the Temple. The temple shall be for the exclusive purpose of conducting religious, social, cultural and educational activities, subject to restrictions approved by the Board of Trustees. In all religious functions at the Temple devotees shall wear appropriate attire. Guns and firearms or any other weapons are prohibited on the Temple property.

#### **Article 10: Dissolution**

In the event of Dissolution of the Temple, the Board of Trustees shall, after paying or making provisions for payment of all of the known liabilities of the Temple, dispose of all the assets of the Temple exclusively for the purpose of the Temple in such manner or to such Organization(s) organized and operated exclusively for Hindu religion, educational, and charitable purposes as shall at the time qualify as a Tax exempt Organization(s) under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine.

#### **Article 11: Membership**

Any person who is 18 years or older, believing in Hinduism and who shares the same objectives as those listed in Article 3 is eligible to become a member of the Temple. Membership to the Temple is open, irrespective of race, color, creed, nationality, political affiliations, disability and veteran status, sex and sexual preferences without restrictions as per State and Federal laws.

**Article 11.2 – Membership Categories:** Membership in the Temple shall include any one of the following four categories:

- a. Annual Individual Membership (AIM): a person who pays the current annual dues for an individual member (Annual Dues: \$(200)\*).
- b. Life-time Individual Membership (LIM): a person who pays the equivalent of 20 years of current Annual Individual Membership dues (Annual Dues: \$(4000)\*).
- c. Annual Family Membership (AFM): a family who pay the current annual dues for a family membership (Annual Dues: \$(365)\*).
- d. Life-time Family Membership (LFM): a family who pay the equivalent of 20 years of current Annual Family Membership dues (Annual Dues: \$(7,300)\*).

Voting privileges for members shall be based on the general principle of 1 (one) vote per person. Accordingly AIM and LIM categories of membership will have 1 registered voter each and AFM and LFM categories of membership will have 2 registered voters each. AFM and LFM categories will have to designate 2 family members (18 years or older) at the start of each fiscal year who will exercise the voting privileges for the family.

\* Upon the recommendation of the EC, the Board of Trustees of the Temple may revise the annual dues for AIM and AFM categories of membership as they deem fit. The membership dues for the LIM and LFM categories will also be correspondingly

revised. Initial Membership – In the event the Bylaws are adopted with an effective date that is not January 1<sup>st</sup>. Initial membership for the initial short year shall be those that have donated at least \$(365) for family membership and \$200 for individual membership in the past one year immediately preceding the date of approval of the By Laws. Upon adoption of the By-Laws Amendment herein there will be an open enrollment for membership. All Officers and Trustees will be required to be Members of the Temple and annual membership dues will be required to be paid or donated after the adoption of the By-Laws Amendment. Membership enrollment will be open until deemed necessary by the Officers of the Temple. The Membership shall be in place for at least two months to be eligible to vote except for the initial adoption of the By-Laws amendment.

## **Article 12: Governance**

The overall governance of the Temple shall be vested in the Board of Trustees who shall develop and execute long-term policies on behalf of the General Body of the Temple. The Board of Trustees will set the policy priorities for the Executive Committee. The Executive Committee will be responsible for the day-to-day governance and near-term policies on behalf of the General Body of the Temple. Collectively all members of the Temple constitute the General Body. The General Body shall meet at least once each fiscal year for the following purposes:

- a. Electing the Executive Committee including the EC President
- b. Transacting any other business that needs the approval of the General Body.

## **Article 13: Board of Trustees**

**Article 13.1 – Composition and Term:** The Board shall consist of a minimum of eleven (11) Members. It shall comprise of Life-time Trustees, Term Trustees and Ex-Officio Trustees.

### **1. Life-Time Trustees.**

**Life-Time Trustees:** Individuals who have made significantly higher monetary contributions of, \$50,000 or above (individually or jointly with spouse) shall be designated life-time trustees. There shall be one trustee per family in this category, to serve for his/her lifetime.

### **2. Term Trustees:**

**Fifteen-year Term Trustee:** Those who have made monetary contributions (individually or jointly with spouse) totaling at least \$25,000. There shall be only one trustee per family in this category, to serve for a 15-year term..

**Five-year Term Trustee:** Those who have made monetary contributions (individually or jointly with spouse) totaling at least \$10,000. There shall be only one trustee per family in this category, to serve for a five-year term..

**Two-year Term Trustee:** Those who have monetary contributions (individually or jointly with spouse) totaling at least \$5,000 There shall be only one trustee per family in this category to serve for a two-year term.

**Ex-Officio Trustees:** All Elected officers of the EC, while in office, shall serve as ex-officio Members of the Board of Trustees. Immediate Past President of the Executive Committee shall serve a one-year term.

Any trustee may choose to rescind or temporarily suspend his/her trusteeship privileges provided he or she does so in writing to the Board of Trustees. Such action will not affect his /her term. Trusteeship can be upgraded to higher levels with matching donations, the minimum amount of contribution to be considered for upgrade or extension of term is \$5,000 or as decided by the Board of Trustees from time to time. Trustee designees within a family may be changed so long as they do not hold an elected office at the time of the requested change.

**Article 13.2 - Officers of the Board of Trustees:** The Officers of the Board of Trustees include: Trustee Chairman (TC), Trustee Vice-Chairman (TVC), and Secretary.

**a. Trustee Chairman**

The Trustee Chairman shall be the presiding Officer of the Board of Trustees and shall in general supervise and control the operational affairs on behalf of the Trustees. He/she shall preside over all meetings of the Board of Trustees. He/she along with the Secretary may sign any deeds, contracts or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other Officer or agent of the Temple.

**b. Trustee Vice-Chairman**

In the absence of the Trustee Chairman, the Trustee Vice-Chairman shall preside over all the regular and special meetings of the Board of Trustees, and shall perform all duties expected of the Trustee Chairman.

**c. Secretary**

The Secretary shall keep the minutes of all the meetings of the Board of Trustees in digital and hard copy formats. He/she shall attend to the giving and receiving of all notices of the Temple and such other books and papers as the Board of Trustees may direct. Such notices and minutes shall be open to examination by any member(s) upon written request. Minutes of all the meetings of the Board of Trustees shall be distributed to all Board members in a timely manner. An agenda shall accompany each forthcoming Board Meeting at least 3 days prior to the meeting.

The Secretary of the EC shall ordinarily serve as the Board of Trustee Secretary.

**Article 13.3 – Duties and Responsibilities:** The Board of Trustees is the long-term policy making body for the temple and shall accordingly provide philosophical and strategic direction for the Temple. All the rights, powers, duties and responsibilities relative to the management and control of the Temple's property and affairs are vested in the Board of Trustees for the benefit of the Temple. These powers exist in the Board of Trustees as a group and not in an individual. The Board of Trustees has a duty to exercise reasonable care and prudence in managing the affairs of the Temple. The Board of Trustees may make rules to conduct its own meetings consistent with the Constitution and By Laws and the Articles of Incorporation following Robert's Rules of Order. Without limiting the general powers, the Board of Trustees shall have the specific powers and responsibilities as listed hereunder:

- a. To accept at its discretion all gifts, bequests and donations, in cash or in kind, provided that any such gifts, bequests or donations, which the donor makes, are unrestricted. In case of restrictions, the Board of Trustees may reject the gift(s) if such restrictions are not in the best interests of the Temple. Further, the

- wishes of any donor regarding the use of their donations shall, at the discretion of the Board of Trustees, be accepted and honored, to the extent possible, as long as such wish does not conflict with the purposes of the Temple.
- b. To approve the Annual Budget as recommended by the President of the Executive Committee.
  - c. To approve all capital construction projects and budgets with the advice of the President of the Executive Committee.
  - d. To borrow money and incur indebtedness for the purposes of the Temple and to execute instruments of hypothecation of assets with the advice of the President of the Executive Committee.
  - e. To sign any deeds, mortgages, bonds, contracts or other instruments with the President of the EC or Secretary and the Chairman of the Board.

**Article 13.4 - Trustee Voting Rights:** Decision making for items listed under Articles 13.3 (a – e) shall be undertaken on a “one person one vote” basis on a simple majority unless the estimated cost of the project item is determined to exceed \$50,000, in which case a two-third majority of the present Board shall be required.

**Art Article 14.1 – Executive Committee Structure:**

The day-to-day and near-term operational management of the Temple shall be vested in the Executive Committee which shall act in consultation with and implement the policy priorities set by the Board of Trustees. The Executive Committee shall ordinarily consist of nine (9) members, three (3) of which shall ordinarily be females. All EC members are elected by the General Body. The Officers of the EC comprise: EC President (ECP), EC Vice President (ECVP), EC Secretary (ECS), and EC Treasurer (ECT).

- a) The Executive Committee may be assisted in day-to-day management for planning, advisory and executing support by various Standing Committees and Ad-Hoc Advisory Committees. The Chairs of these committees and membership on these committees will be appointed by the ECP in consultation with the EC Members. Those appointments are for a one year term, which is renewable.
- b) The ECP may add to or delete from the list of Standing or Ad-Hoc Committees in consultation with the EC Members, depending on the needs of The Temple at any given time.
- c) Each Standing and Ad-Hoc Committee shall consist of three or more members of the Temple. The ECP shall appoint one of the Officers of the EC to serve as the ex-officio liaison with the Standing or Ad-Hoc Committees. All Committees will be expected to report on progress at least once each fiscal year to the EC. A summary report will also be included with the Presidents Report to the Board/General Body at the annual meeting.
- d) Prolonged inactivity on the committee or four unexcused absences from Committee meetings shall constitute grounds for formal removal of the member from the Committee.

**Article 14.2 – Officers of the Executive Committee:**

- a. **EC President (ECP)** - The ECP shall be the Principal Executive Officer of the Temple and shall supervise and manage the operational affairs of the Temple. He/she shall preside over meetings of the Executive Committee. In general, the ECP

shall perform all duties expected of the Office of the President including presenting annual budget for approval to the Board of Trustees.

b. **EC Vice-President (ECVP)** - In the absence of the President, the ECVP shall preside over all the regular and special meetings of the EC, and shall perform all duties expected of the ECP.

c. **Secretary (ECS)** - The ECS shall keep the minutes of all the meetings of the Executive Committee and the meeting(s) of the General Body in digital and hard copy formats. He/she shall attend to the sending and receiving of all notices of the Temple and such other books and papers as the Board of Trustees may direct. Such notices and minutes shall be open to examination of any member(s) upon written request.

**d. EC Treasurer (ECT)**

The ECT shall have custody and keep account of all money, funds and property of the Temple. He/she shall render such accounts and present such statements to the Board of Trustees, the EC and the General Body as may be required of him/her. The Treasurer shall deposit all funds of the Temple received by him/her in bank account(s) held by the Temple in a timely manner. He/she shall make available for viewing the books and accounts at reasonable times to any member upon written request to the Board of Trustees. The Treasurer shall pay out the money as the purposes may require upon the order of the properly constituted Officer(s) of the Temple, taking proper vouchers and receipts.

**Article 14.3 – General Rules:**

- a. Transactions shall normally be by means of checks. All checks above a prescribed limit approved by the Executive Committee (\$5,000) must be signed by both the ECP and ECT.
- b. Reimbursement checks written favoring committee members for routine purchases required for Temple, utility bills, corporate commission fees, mailbox dues, insurance premiums and other such dues to be paid on periodic basis for services obtained by Temple may be signed by the ECT. In the absence of Treasurer, the ECP may issue checks with a single signature.
- c. The Executive Committee can authorize an expense for the Temple for an amount not exceeding \$10,000 for each individual transaction unless it is a pre-approved Budgeted expenditure. Board shall approve all transactions over \$10,000, with a limit of \$50,000 per year or at the discretion of the Board.
- d. In the event cash is accepted for any transaction, then a Temple cash receipt shall be provided except for anonymous donations through the Hundi (secure cash box) at the Temple.
- e. All checks and cash received on behalf of Temple by any person shall be given to the ECP or ECT for appropriate follow-up action.  
Tariffs for religious and other temple services shall be according to the fee schedule as set by the ECP.
- f. The Executive Committee shall provide accounting of all financial transactions as and when requested by the Board of Trustees. In addition, ECP shall be required to provide annual financial reports to the Board of Trustees and to the General Body Membership.
- g. Other Duties
  1. To maintain an up-to-date list of all members and current voting members and their addresses on file at the Office of the Temple and at such other locations as the Board of Trustees may, from time to time, determine. Such list shall be

updated at least annually and shall be available for inspection by any member.

2. To make a report to the General Body at its annual meeting about the financial and operational status of the Temple.

3. The Temple will encourage members to plant a family tree at the Temple site by donating \$2,000.00. The family name will be written.

4. Sanjivini Tree (Tree of life) shall be established and displayed in a permanent wall of the Temple building to honor those who contribute \$5,000.00 or more. The Tree will be permanently displayed at the Temple site and more Leaves will be added to the Sanjivini Tree as the donor list increases.

5. To prepare and present an Annual Budget for approval by the Board of Trustees.

## **Article 15 Elections**

**Article 15.1 – General Procedures:** The Election for the Executive Committee and the EC President shall be conducted at the annual meeting of the General Body, ordinarily in the fourth quarter of the year.

The Officers of the Board of Trustees shall be elected by the members of the Board of Trustees.

The first election or ratification for the EC President and EC Officers shall be held at the same time as the date of approval of the Temple By-Laws. The timelines of subsequent regular elections will be held as described in the following Articles.

All bonfide members of Temple will be eligible to run for office in accordance to the constitution and shall be eligible to vote.

The Trustee Chairman shall, form an Election Committee in consultation with the Board of Trustees and the Executive Committee, at least forty five (45) days prior to the annual meeting, . The Election Committee will conduct election according to the latest edition of the Roberts Rules of Order.

The Election Committee shall consist of at least three and not more than five General Body members, who have been active in the operations of the Temple during the previous year, and who, neither currently hold nor are contesting an elected position during the election under consideration.

### **Article 15.2 – Timelines:**

The Election Committee shall send a list of positions open for election to the members of the General Body and solicit nominations at least thirty days (30 days) prior to the annual meeting of the General Body.

Any voting member of the General Body may nominate himself/herself or other Members to the Election Committee at least fifteen (15) days prior to the annual meeting of the General Body.

The Election Committee shall present a slate of candidates to the Board of Trustees and the Executive Committee at least seven (7) days prior to the annual meeting of the General Body. The slate of candidates shall be made known to the membership at least five (5) days prior to the election date.

In the absence of a nomination for a given position, the floor will be open for additional nominations at the annual meeting, just prior to the election. Such a last minute nomination will be written- in all ballots by the voters.

**Article 15.3 – Officers of the Board of Trustees:** The Officers of the Board of Trustees shall be elected by the members of the Board of Trustees in a manner consistent with the latest edition of the Roberts Rules of Order. The first election for Officers of the Board of Trustees shall be held within 90 days from the date of approval and adoption of Temple By Laws. Thereafter, elections will be held once every three years. The terms of the Officers of the Board of Trustees shall be three years. No Officer shall serve in the same capacity for more than two consecutive terms. The terms of the Officers will begin January 1<sup>st</sup>.

**Article 15.4 – Officers of the Executive Committee:** The terms of the Executive Committee Officers shall not exceed three years, renewable but in the case of the EC President only not to exceed two consecutive full terms. Each year, three Officers of the Executive Committee shall be elected for the three year term.

In the first election, the ECP, ECS and ECT shall be elected or ratified for a term of three years, and the ECVP and two other EC members will serve a two year term. Remaining three EC members shall serve a one year term. The selection of EC members (except ECP, ECS and ECT), to serve their terms shall be on the basis of a “short straw poll” unless the EC members can agree voluntarily to facilitate staggered terms. Ordinarily the terms of the elected EC Officers will commence January 1<sup>st</sup>.

#### **Article 16: Resignations, Removal and Vacancies**

**Article 16.1 – Resignation:** An elected member or an Officer of the Executive Committee may resign at any time by delivering a written resignation to the Trustee President. The acceptance of any such resignation shall be necessary to make the above resignation effective. An elected Officer who shall have four unexcused absences shall be considered to have resigned and such position shall be deemed vacant.

**Article 16.2 – Removal: or No Confidence** The Board of Trustees with two-third majority can vote to suspend or remove, for reasons of any action against the policies or interest of the Temple, the President of the Executive Committee or the entire Executive Committee and call for a meeting of the General Body to elect a new President of the Executive Committee or the entire Executive Committee provided, however that such a resolution is presented with the written endorsement of at least 21 members or 25% of the general members whichever is greater. The Board of Trustees can act as or nominate a temporary Executive Committee until a new election is conducted for the replacement of ECP or the entire EC. This election should be held within 60 days of such action.

A Trustee may be removed with or without cause by a vote of two-thirds of the Board of Trustees. A vacancy on the Board of Trustees occasioned by the death, incapacity, resignation or removal of an Officer of the Board of Trustees may be filled at any meeting of the Trustees in accordance with the procedures for regular annual election of Trustees. Any Trustees elected to fill a vacancy on the Board of Trustees will serve the remaining duration of the term of his or her predecessor.

**Article 16.3 - Vacancies:** A vacancy in any office of the Executive Committee, except the President because of death, resignation, or otherwise may be filled by a

majority vote of the Executive Committee for the unexpired period of the term or until next election whichever is sooner. In the case of the President's (ECP) death or resignation the Board of Trustees may fill the position for the unexpired term or until the next election. A vacancy in any office of EC because of disqualification or removal may be filled by the Board of Trustees for the unexpired term or until next election.

#### **Article 17: General Body and Other Meetings**

**Article 17.1 - Organization:** The Chairperson of the Board of Trustees or his/her designee in consultation with the EC President shall call meetings of the General Body. The EC President shall normally conduct such meeting(s).

**Article 17.2 - Annual Meeting of General Body:** The annual meeting of the General Body shall be held at least once each year, ordinarily in the fourth quarter at a place decided by it or by the Board of Trustees. The meeting shall be open to all members; however only those members in good standing for at least two months, shall have the right to vote.

**Article 17.3 - Special Meetings of General Body:** Special meetings of the General Body may be called by the Chairman of the Board of Trustees and EC President, or upon a written request made to the Chairperson of the Board of Trustees by at least twenty-one- members of the General Body.

**Article 17.4 - Notification of General Body Meeting:** Electronic or printed notice shall be sent to voting members at least thirty (30) days before the date of the meeting. The notice must include the place, date, day and hour of the meeting, and in case of a special meeting, the purpose(s) for which the meeting is being called. Written notice shall also be posted on the bulletin board of the Temple. . If sent by electronic means, such notice shall be considered delivered when sent to members at their last known email address as it appears on the records of the Temple.

This notification process shall apply to all General Body meetings of the Temple.

**Article 17.5 – Quorum Requirements for General Body Meetings:** Presence of thirty three percent (33%) of the total voting members or 25 members whichever is greater shall constitute the quorum. In case of matters where a two thirds majority vote is required to be ratified by Board of Trustees in such case 50% of the Members shall constitute the quorum. In case of amendment of the Constitution and By Laws 66% of the total membership is required to constitute the quorum.

**Article 17.6 – Voting at General Body Meetings:** All matters unless specified otherwise shall be adopted by a majority vote of the members present and voting. A member of the Temple is entitled to one vote per issue submitted to a vote. A voice-vote shall be the general rule, unless a majority of the voting members present wish to vote by written ballot. In cases where the election is contested a secret ballot shall be the general rule.

Absentee votes may however be cast by General Body Members in writing or via email to the Secretary at least 24 hours prior to the meeting or at the Secretary's discretion.

Proxies may also be assigned by means of an email or letter sent to the Secretary at least 24 hours prior to the meeting time or at the secretary's discretion.

**Article 17.7 – Minutes from General Body Meetings:** Minutes from the General Body meetings shall be recorded by the ECS and shall be disseminated to all members of the General Body in a timely manner.

**Article 17.8– Other Meetings and Quorum:**

The Board of Trustees shall meet at least two times a year, or more often as determined by the general consensus of the board members. The Trustee Chairman shall call for regular meetings of the Board of Trustees. Special meetings of the Board of Trustees may be called by the Trustee Chairman when a written request for such a meeting is made by 25% of the members on the Board of Trustees. A simple majority shall constitute a quorum. The Secretary shall promptly disseminate minutes of the Board of Trustee meetings to all members on the Board of Trustees.

The Executive Committee shall meet at least bimonthly, or more often as determined by the general consensus of the Executive Committee members. The ECP shall call for regular meetings of the Executive Committee. Special meetings of the Executive Committee may be called by the ECP when a written request for such a meeting is made by 33% of the members on the Executive Committee. A simple majority shall constitute a quorum. The ECS shall promptly disseminate minutes of the Executive Committee meetings to all members on the Executive Committee.

In addition to the above meetings, the Executive Committee, the Standing Committees and Ad Hoc Committees may meet as often as required to carry out the operations of the Temple smoothly. Meetings shall be called by the ECP, Standing Committee Chair, and Ad Hoc Committee Chair, respectively. Minutes of such meetings shall be disseminated to the Executive Committee.

**Article 18: Temple Acts**

**Article 18.1 - Contracts with Officers and Members of the Temple:** No Officer or member of the Board of Trustees and the Executive Committee of the Temple shall be interested directly or indirectly in any contract relating to the operations conducted by the Temple, nor in any contract for furnishing services or supplies to the Temple, unless such contract is authorized by a majority of the Board of Trustees at a meeting at which such Officer or member is not present, nor involved for such authorization, and the nature of such interest is fully disclosed or known to the Board of Trustees.

**Article 18.2 - Indemnification of Officers and Members:** Any person (or his/her estate) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was an Officer or member of the Temple shall be indemnified by the Temple against any liability and reasonable expense (including attorney's fees) incurred by him/her in the confide discharge of his/her duties as an Officer or member of the Temple and in connection with the defense or settlement of civil or criminal proceedings provided (a) he/she has been acquitted or received a favorable judgment from the Court, and (b) in relation to matters as to which it shall be adjudged by the court that such Officer or member is not liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any rights to which such Officers or members may be entitled apart from this Article.

**Article 19: Waiver of Notice**

Whenever any notice is required to be given to any member of the Temple under the

provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Indiana Non-profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **Article 20: Grievance and Conflict Resolution**

Efforts shall be made to resolve conflicts related to the Temple's affairs at the level of its origin first in a democratic and professional manner. The guiding principle for conflict resolution shall be the interests of the Temple.

In general a grievance shall be investigated by an ad-hoc committee so formed by the EC in which the grievance is filed. The EC will then deliberate on the finding and try to get appropriate remedy. If that fails to satisfy either of the parties, the case will be forwarded, with comments, to the Board of Trustees. The Board of Trustees (with a majority vote) will have the ultimate authority to decide on issues that are not resolved by the Executive Committee.

#### **Article 21: Conflict of Interest Policy**

To ensure that the Temple operates in a manner consistent with the charitable purposes and does not engage in activities that could jeopardize the tax-exempt status, the Board and the EC will abide by the Sample Conflict of Interest Policy guidelines recommended in Appendix A of the IRS document Instructions for Form 1023 (June 2006).

#### **Article 22: Amendments**

The Constitution and By Laws may be amended or repealed, and the new Constitution and By Laws may be adopted by the General Body at any regular or special meeting called by the Board of Trustees subject to appropriate quorum requirements. A summary of such proposed alterations, amendments or repeals shall be submitted to each member of the General Body at least three days prior to such meeting.

Upon adoption, appropriate insertions shall be made in the Constitution and By Laws document with statement "It is hereby certified that these amended Constitution and By Laws were adopted by the general body of the Temple at a General Body Meeting held at Newburgh, Indiana, on "mm dd yyyy" and duly signed by the Chairman of the Board of Trustees/ EC President and the Secretary of the Temple.

The End