

**HINDU SOCIETY OF NORTH EAST FLORIDA, INC.**

(A Florida not for Profit Corporation)

**BYLAWS**

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**HINDU SOCIETY OF NORTHEAST FLORIDA, INC.**  
(A Florida not for Profit Corporation)  
**BYLAWS**

**ARTICLE I**

***MEMBERSHIP***

**Section 1: Qualifications:** Membership in the HINDU SOCIETY OF NORTHEAST FLORIDA, INC. (The "Society") is open to any individual of Hindu heritage or anyone having an interest in and believing in the Hindu religion, tradition and philosophy, provided that he or she adheres to the Charter and Constitution of the Society, to these By-laws, to the rules and regulations of the Society hereafter lawfully adopted, and remains current in the payment of dues. .

**Section 2: Types of Membership:**

The types of membership include Members, First time members and Life members. Members are individuals who have paid their dues. First time members are those who were not members in the preceding year. Life members are those who have made donations at a level as determined by the Board. For participation in any membership restricted activity, dues must be current. .

**Section 3: Voting:** In order to be eligible to vote, a Member must be eighteen (18) years or older. Membership entitles married couples to one (1) vote for each spouse. Unmarried members will have only one vote. In order to participate in the voting process a member must pay his/her dues by April 30<sup>th</sup> of the current year

**Section 4: Use of the Temple:** The use of the Temple will be open to any individual of Hindu heritage or anyone having interest and believing in the Hindu tradition without regard to membership status. Non-members may attend Temple functions, but otherwise have no rights or privileges available to Members. At the Board's discretion non-members may be assessed a fee to attend non-worship Societies activities.. Furthermore, the Board may restrict Non-Member's non-worship related activities.

**Section 5: Overriding the Board:** Any decision made by the Board may be

overridden by the vote of a simple majority of Members attending a duly called general body meeting in which a quorum of 40% of the membership is established; provided, however, that the Board may reinstitute its action if 75% of the total Board vote in favor of such; but provided, further, that any action so reinstated may itself be overridden by the simple majority vote of Members attending a general body meeting in which a quorum of 50% of the membership is established, and if so overridden will then become final and binding upon the Society. The same subject matter may not be brought to the Board for the subsequent 12 months. The quorum for voting in regards to the constitution and/or by-laws is described in Article XI Section 5.

**Section 6: Calling a General Body Meeting:**

Ten (10%) of the membership may petition the Board for a general body meeting with a specific agenda. Once petitioned, the Board must call a general body meeting within 4 weeks.

**Section 7: Membership Privileges:** The society may at times decide to give the membership certain benefits. These benefits may include but not limited to reduced charges for rituals, rent to use the temple facility and others as determined by the Board. Qualified members can vote, grant proxy, contest elections and petition the board as stated in these by-laws. Any member may attend an open Board meeting provided that he/she shall not participate in the proceedings unless specifically permitted by the meeting Chairperson. Rights and privileges of membership may be suspended or revoked by the Board for any reason as determined by the Board. A vote in favor of termination or suspension of membership rights and privileges must be made by at least a 75% majority of the Board's total members. The Board may review the revoked member's status after 12 months. A vote to reinstate a member must be made by 75% of the Board's total members.

**Section 8: Members duty:**

Members agree to abide by these constitution and by-laws, and make reasonable effort to participate in the governance of the society. They will keep contact information like e mail addresses, postal addresses and phone numbers current, participate in election process and keep decorum in worship room.

**Section 9: Membership Information Release/Privacy Protection:**

A) Only a membership list and addresses may be provided to members for relevant

requests, as determined by the officers of the society's board, in order to satisfy the rights and duties of members under these by-laws. The society's secretary will control access to email groups for circulation of information without making email addresses public.

B) A third party (non-member) may also request membership or other information as allowed by law governing Non-Profit Corporations. Such requests will need to be in writing and specify details about the requesting entity, the purpose for requesting the information and a signed assurance that the information is only for the use of the requesting entity and will only be used for the purpose stated. The officers of the Board will assess the relevance of these requests and approve its release if deemed appropriate. The Society may impose a fee for compiling this information.

## **ARTICLE II**

### ***DUES***

**Section 1: Dues:** Membership dues will be in an amount to be determined by the Board from time to time. All Members must pay annual dues except the Life Members as discussed Article III. The Society's fiscal year will be from January 1 through December 31. Dues for the current year are due and payable by April 30th of that year. If dues remain unpaid, the rights and privileges of Membership will be suspended or terminated. There will be no prorated membership dues. All membership dues are non-refundable, non-transferable and the membership is non-transferable.

## **ARTICLE III**

### ***DONATIONS***

**Section 1: Levels of Donations:** Various levels of donations will be recognized as follows:

A. Grand Founder: Donations of \$10,000.00 and above received by Jan 1, 1995.

B. Founder: Donations of \$5,000.00 to \$9,999.99 received by January 1, 1995.

C. Copper Benefactor: \$5,000 to \$9,999.99.

D. Bronze Benefactor: \$10,000 to 24,999.99

E Silver Benefactor: \$25,000 to \$49,999.99

F. Gold Benefactor: \$50,000 to \$99,999.99

G. Diamond Benefactor: \$100,000 to \$249,999.99

H. Platinum Benefactor: \$250,000.00 and above.

The Board may propose changes in the level of donations for established categories of Membership, including Life Members categories as a change to the by-laws, but such changes will not take effect until after approval. The Board may establish additional donor categories and/or payment schedule for donation and/or Life Membership without a lag period provided, however, that the status of members in existing categories should not be changed.

**Section 2: Donations Refundable/Non-Refundable:** All donations, once made, become the property of the Society and are non-refundable and/or non-returnable. The Board at its sole discretion may initiate project specific donations. If the specific project is not initiated in three years the Board must notify the donor of this decision and the donor may receive a refund of the prorated portion of the unspent amount, if he/she so chooses . If any funds remain after the completion of the specific project, those funds will be utilized by the board at its discretion.

**Section 3: Life Members:** The contributors listed in Article III, Section 1, A through H are also known as “Life Members.” Life Members will be appropriately recognized (upon donor approval) under each category to be posted in the Society's facilities. The Board may further determine the manner in which various categories will be recognized. Life Members are eligible to serve on the Board as provided in the Bylaws herein. Life Members will be granted life membership in the Society and will not be required to pay annual membership dues. Consistent with the Board’s discretion to set contribution levels, the definition of Life Members may be altered by the Board as a change in the by-laws; provided, however, that no such alteration will remove an existing Donor from his/her original category or alter the status of any sitting Director. Life Member contributions are non-refundable. Any change in membership status from general membership to Life Membership will take effect immediately with the following exception: In terms of the elections any member nominated for a Board seat will have his/her membership status for the election determined by its status as of July 31st.

## ARTICLE IV

### *OFFICE AND STAFFING*

The Society will maintain its offices at the Temple located at 4968 Greenland Road; Jacksonville, Florida 32258. In case of a change, the Board will notify the membership. The officers of the Society will arrange staffing of the office as necessary to carry out its functions, the expenses for which will be borne by the Society.

## ARTICLE V

### *ORGANIZATIONAL STRUCTURE*

**Section 1: Executive Board of the Society:** Except under circumstances as otherwise noted herein, the Executive Board (Board) shall consist of twelve (12) Directors, each of whom is entitled to one (1) vote within Board meetings. The Board may consist of less than twelve (12) Directors yet still perform the functions of the Board.

A. To be eligible for a Directorship on the Board, a candidate must have been a Member for at least the preceding three (3) consecutive years. If no available candidate meets the requirement in any given year the Board may, by a 75% majority of the total Board, waive the requirement for that year only.

B. An elected Director must serve a staggered term of 3 consecutive years (“Board term”). If a situation arises in which a position is prematurely vacated, the Board must seek the Advisory Council’s input regarding suggestions for replacement candidate(s). At no time shall there be less than 10 Board members for six months at a time. If this should occur, members of the Advisory Council will fill the vacancies on an interim basis until the seats can be filled by the appropriate procedure.

C. Each year, at least four (4) Directors must be elected.

D. At all times, at least six (6) of the Directors on the Board should be Life Members, except when this can not be achieved with reasonable efforts in which case it will become an open seat for all members. Each year the nominations

committee will nominate 4 new members, of which at least 2 will be Life Members.

E. Only one spouse from each family can serve on the Board at any given time.

F. The membership category of a director is to be defined by that in which he/she came onto the board irrespective of any change in his/her membership during the tenure. However, the director must be current in his/her membership dues.

**Section 2: Duties of the Board:** The Board is ultimately responsible to determine the Society's strategic vision, and ensure that its fiduciary responsibilities to the Membership are carried out. The Board is also responsible for oversight of the day-to-day operations of the Society through its Officers. The Board will carry out the following specific duties, together with such other duties as may be inferred from or specified in the Constitution of the Society, these By-laws, or applicable law. The Board will assure that all of its members and working committee members are familiar with the Constitution and By-Laws of the Hindu Society of Northeast Florida. These duties below are not intended to be all-inclusive.

A. **Manage Financial, Real and Personal Property Matters:** The real and personal property of the Society may be conveyed or encumbered only in writing signed by the Chairperson and the Vice Chairperson of the Board, where at least 75% of the Board members must vote in favor of the decision. The Board will be in charge of financial planning and control for the society and will act as a "watchdog" to see that the resources of the society are spent in accordance with the approved budget. A financial report will be part of every Board Meeting agenda, except any specially called meeting for non-financial related matter. The submitted report will be discussed at every meeting. Approved reports will be signed in person or electronically by at least three Board members present and should become part of the minutes. Additionally, the Board may authorize any of its executive officers or agents of the Society, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Society, and such authority may be general or confined to specific instances. Any contract exceeding \$5,000.00 per occurrence or in totality per fiscal year, or such other limit as may from time to time be imposed by the Board, must be approved by the Board. Any contract exceeding \$25,000 must be approved by 75% of Board members present with at least 7 members voting in favor of the decision. Further, all checks, drafts or other orders of payment of monies, notes, or evidence of indebtedness issued in the name of the Society, will be signed by the Treasurer

and/or such officers or agents of the Society and in such manner as maybe from time to time determined by the Board. Any disbursements of \$5,000.00 or more will be countersigned by the Treasurer and the Chairperson, or in the absence of the Chairperson, by the Vice-Chair of the Board.

**B. Render Decisions and Maintain Minutes:**

1) Decisions of the Board will be reached by a simple majority vote of the Directors, except where a larger majority is required by these By-laws.

2) The Secretary or the Secretary's designee is responsible for keeping documented minutes of Board meetings. The Secretary will prepare the minutes and have it ready for board approval within 2 weeks of the meeting. The approved minutes must be communicated to the membership and the advisory council within 2 weeks of approval.. There may be classified minutes that can be kept confidential up to one year after approval. However, the advisory council must receive the uncensored confidential minutes. The Board can, with a majority vote, announce that any part of a meeting can be an executive session and thus have classified minutes. The discussions of classified meetings will be kept confidential unless a majority vote of the Board approves to do otherwise. The Board shall review and approve minutes of the Officers meetings and review all working committee meetings' minutes. At least three members present at the Board meeting shall sign and date their signatures in person or electronically on all approved minutes of that meeting.

## **ARTICLE VI**

### ***OFFICERS OF THE BOARD***

**Section 1: OFFICERS:** The officers of the Board Shall consist of a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer which will be selected from the continuing and incoming Board members. The Board may appoint additional Officer(s) for the current year with a 75% affirmative vote. The decisions of the Officers of the Board will be reached by majority vote, each officer being entitled to one (1) vote. The Chairperson of any/all meetings may cast an additional vote to break a tie. The Board may relieve any officer of his/her duty with an affirmative vote of 75% Board members. The officer in question may remain as a board member.

**Section 2: SELECTION OF OFFICERS:** No later than two weeks after the General elections the Nominations Committee will, after due deliberations, communicate their recommendations for the four officer positions, consisting of Chair, Vice-Chair, Secretary and Treasurer, to all of the continuing and incoming Executive Board members.

Any board member may nominate himself/herself for any of these four positions by a mutually verifiable written communication in which proof of receipt is the sender's responsibility, to the chairperson of the nominating committee or designee. This should be done within the date indicated in the communication by the nominations committee. This date shall be no later than 4 days prior to the transitional meeting.

The Chair of the Nominating Committee or designee will call a meeting of the members of the Board including the incoming members no later than two weeks from the announced date of the closing of the nominations. The elections for contested positions shall be held by secret ballot by the following year's board members. The new board will take effect on January 1<sup>st</sup> of the next year, and no director shall serve on the board unless he/she is a current member. The Chair of the Nominations Committee or designee will serve as the elections officer. The Transitional meeting of the Board including the newly elected members will be held immediately after the announcement of the election results.

The Election and Transition meeting will be held no later than December 15th of each year. The term for each executive officer will be limited to one-year unless re-elected. No officer shall hold office in excess of two (2) successive terms, though the officer may sit out an intervening term and then seek re-election.

**Section 3: DUTIES OF THE OFFICERS:** The officers of the Board will carry out the day-to-day business of the Society and implement policies set by the Board. With the approval of the Board, as described in these Bylaws, the Officers of the Board will appoint standing and ad hoc committees and fill any vacancies on the Committees and perform duties described in these Bylaws.

A The Chairperson will:

1) Serve as the Chief Executive officer of the Society, shall be responsible for general and active management of the affairs of the Society subject to the directions

from the Board. He/she shall perform all duties incident to the office of the Chairperson and such other duties as may be assigned by the Board.

2) Preside at all meetings of the members of the society and of the officers of the board and the board and ensure that all of the directors are current with membership dues.

3) Make such appointments as required or authorized by the Bylaws and by the Board.

4) Have an option to be a member of all or any committees.

5) Ensure that those that are engaged in fiscal transactions are bonded. This must include but is not limited to the Treasurer.

6) Subject to limitations contained in Article V Section 2 A, sign and bind the Society to contracts or other instruments except in cases where the signing and execution thereof is expressly herein delegated by the Board to some other agent or the Society.

7) Define and coordinate the responsibilities of all officers and employees of the Society, except as otherwise defined in these Bylaws.

8) Insure that every incoming Board member signs a document during the transition period that he/she has read the Constitution and Bylaws and Society's relevant operational manual(s). No board member shall serve in an official capacity until he/she has signed this document, and agrees to abide by these documents as intended.

B. The Vice-Chairperson will:

1) Have the express responsibility to serve as an ombudsman to insure that the Board follows the stipulated bylaws in all its work, transactions and dealings. Any concern and non-compliance must be brought-up at the immediate next board meeting and the discussion should be duly noted in the minutes.

2) Assist the Chairperson in the executive functions as assigned by the Chairperson of the Board, and fulfill his or her duties in the Chairperson's absence, or as needed.

3) The Vice-Chairperson will serve as the Chair of the Communications Committee of the Society.

### C. Secretary.

The Secretary of the society shall:

1) Issue an agenda which must be approved by the Chairperson of the Board.

2) Keep attendance record, and minutes of all regular and special meetings of the members, of the Officers of the Board, and the Board.

3) Shall submit the minutes to those entities and within such time frame as stipulated elsewhere in these bylaws.

4) Shall have the custody and keep up to date all insurance and vendor contracts of the Society and fidelity and performance bonds as required by the Board or these bylaws.

5) Keep a copy of all official correspondence from and to the Society, including newsletters and program brochures for the activities of the Society and reports submitted by the Committees' Chairpersons.

6) Notify Committee Members of their appointment and their assigned duties.

7) Shall have the custody of and maintain all records of the Society except financial records and ensure that all books, reports, statements, certificates, contracts and other documents and records required by law are properly kept and filed.

8) Perform such duties as may be assigned by the Chairperson or the Board.

9) Keep the originals of important documents such as the constitution and by-laws of the society and the operational manual as approved by the Board in a fire proof safe on the premises. The key will be kept by the Secretary and the Chairperson of the society. Electronic copies of these documents will also be kept. The Secretary will be responsible for making the appropriate approved changes to these documents when and if they occur.

10) Transfer all records of the Society at the end of a term to the incoming Secretary.

11) Coordinate the rental and use of the Temple.

D. Treasurer.

Unless otherwise directed by the Board, the Treasurer will be the primary fiscal officer of the Society. The Treasurer shall:

- 1) Be responsible for issuing notices and for the collection of all dues.
- 2) Be responsible for all deposits for the Society in such banks or trust companies as the Board may designate, and be in charge of all accounts of the Society.
- 3) Maintain an updated list of all dues paid Members of the Society and shall provide for identification of members who are eligible to vote in elections.
- 4) Shall have custody of and shall maintain all Society financial records, including but not limited to all bank and investment accounts, receipts and disbursements, all of which will be open at all reasonable times to inspection by the members of the Board and the Finance committee
- 5) Submit an annual financial report to the Members at the annual meeting and reports at regularly scheduled Board meetings as specified in Article V Section 2A.
- 6) Be bonded with such surety and in such amount as the Board may designate.
- 7) Perform such other duties and exercise such other powers and duties incident to the office of Treasurer and as may be assigned by the Chairperson or as required by law.
- 8) Transfer to the next Treasurer, within fifteen (15) days of the assumption of office by the latter, all accounts of the Society. Until the transfer of accounts takes place, the previous year's treasurer will continue to serve in his/her role as appropriate for the functioning of the society.
- 9) File all tax returns with the Internal Revenue Service for the year in which the offices was held and carry out other statutory fiscal responsibilities as required.
- 10) Chair the finance and audit committee.

## ARTICLE VII

### *STANDING COMMITTEES*

**List of Standing Committees:** The Board will appoint Standing Committees to address critical issues or matters facing the Society, including but not limited to: a) Constitution and By-Laws Committee; b) Worship committee; c) Building and Maintenance Committee; d) Finance and Audit Committee; e) Special Events Committee; f) Nominations Committee; g) Children and Youth Committee; h) Senior Welfare Committee ; i) Communications Committee. The Board will appoint the chairperson of each committee, of which the constitution and by-laws, worship, communications and finance/audit committees will be chaired by a board member. The other standing committees may be chaired by non-Board members. The Chair of such committee will appoint the remaining committee members to be representative of the diversity of the community to the extent possible and this shall be approved by the Board. Each standing committee will contain at least one Board member unless otherwise specified. A list of all members of the working committee will be forwarded to the advisory council. Standing committees shall be charged with certain tasks or responsibilities by the Board and may be provided with a timeline by which to complete committee business. At all times, the Board has the discretion to accept in whole or in part, reject in whole or in part, or modify in whole or in part any recommendations made to the Board by a standing committee, with the exception of the recommendations of the nominating committee. The Chairs of all standing and ad-hoc Committees of the Society will keep minutes of their meetings and copies will be sent to the Secretary of the Board as well as coordinator of the Advisory Council within two weeks of the meeting. The Chair of each standing committee will create, maintain and update a copy of an operational manual which will be transferred to the new chair during the transition.

**a) Constitution and Bylaws Committee:** The Board will appoint a Constitution and By-laws Committee of at least five (5) Members, as long as the total number of members is an odd number. The Committee will be chaired by a Board member, other than the Chairperson. The Committee will make recommendations to the Board for changes to the Constitution and By-laws as per article X.

**b) Worship Committee:** The Board will appoint at least 3 members to the Worship

Committee. This Committee will be chaired by a Board member and will be responsible for organizing and conducting all worship related activities. The committee will also be responsible for supervision of the priest(s). The Chair of the worship committee will be the custodian of all worship related property of the society and shall keep an inventory of this property in June and December of each year unless otherwise specifically authorized by the board.

**c) Building and Maintenance Committee:** The Board will appoint a Building and Maintenance Committee of at least three (3) Members. The Committee will consider and make recommendations to the Board on all matters relating to the acquisition, encumbrance, modification or disposition of the Society's real property and any interior or exterior decorations and repair/Maintenance thereof.

**d) Finance and Audit Committee:** The Board will appoint a Finance Committee of at least five (5) Members, two (2) of which are the Chairperson and Treasurer of the Society. The Treasurer will serve as the Chairperson of this committee. At least three (3) members of the committee shall be non-Board members. The committee will oversee and keep audit of all income, expenses, bank accounts, deposits, withdrawals, Hundi, property deeds, inventory of temple assets and society insurance policies. This committee is responsible for creating an annual budget for the society to be submitted to the Board by the first meeting of the new Board. The committee is to review all financial matters with appropriate recommendations to the Board. The Finance and Audit committee will also keep account of the ornaments of the society on a semi-annual basis in June and December of each year unless specifically authorized by the board.

**e) Special Event Committee:** This committee will be composed of at least three members. The special events committee will be responsible for organizing and conducting events other than those related to worship. The committee would be responsible for scheduling classes, discourses and other educational activities in the classrooms.

**f) The Nominations Committee:** This committee will be composed of one member from the Advisory Council who will be the Chairperson of this committee; the outgoing members of the Board; and two (2) to four (4) members-at-large taking into account the diversity of the community to the extent feasible. The Chairperson may cast the tie-breaking vote.

The Nominations Committee will be charged with the responsibility of scouting,

interviewing and identifying candidates for open positions on the Board, and candidates for the Executive officers. The Nominations Committee will also conduct the election process as specified elsewhere in Article VI Section 2. The Nominations Committee must obtain written confirmation from the identified candidates who agree to run for the open positions. Any member may place his or her own name in nomination by written notice to the Nominating Committee as well. The nominations committee will ensure that the nominee is familiar with the responsibilities of the position.

**g) Children, Youth and Young Adult Committee:** The Board will appoint a member to chair the committee. The committee chairperson may appoint additional members as appropriate. The responsibility of the committee will be to improve involvement in society's activities and connectivity to the Hindu culture, philosophy and traditions of children, youth and young adults. This will be done by coordinating educational, social and service related activities as appropriate for the age groups.

**h) Senior Welfare Committee:** The Board will appoint a member to chair the senior committee. The chairperson will form the committee with other members and carry out its senior related activities while informing the board of its functions.

**i) Communications Committee:** The Vice-Chairperson of the Board will chair the communications committee. This committee will be responsible for all of the aspects of communications on behalf of the society. It will be responsible for communication via the internet, print and other means. This committee will be responsible for the society's website. This committee will also be responsible for any public relations related activities.

The Board may appoint Ad Hoc committees from time to time as necessary.

## **ARTICLE VIII**

### ***ADVISORY COUNCIL***

**Section 1: Purpose:** An Advisory Council shall independently serve the Board and the members by providing advice, counsel, feedback, suggestions and recommendations to the Board in order to ensure that the Society's fiduciary responsibilities and obligations are being met, the constitution and by-laws are

being followed and to serve as a watchdog on various Society matters, and to assist on any other matters as called upon by the Board, or the general body. Advisory Council members may attend any board meetings, including closed meetings, in an ex-officio capacity.

**Section 2: Non-Binding:** Any such recommendations, advice, counsel, feedback or suggestions developed or reached by the Advisory Council shall not be binding upon the Board, which at all times has the final authority except as otherwise noted herein, but the Board shall duly review and strongly consider any such Advisory Council recommendations. The Board's action on the Advisory Council's recommendations in whole or in part, shall be communicated to the members via e-mail or U.S. Mail. In the case of rejecting the Advisory Council's recommendations, a statement of rationale supporting the Board's decision will be made. Meetings of the Advisory Council may have privileged minutes upon majority vote. All communication between the Advisory Council and Board should be in writing and organized by the Coordinator of the Advisory Council.

**Section 3: Staffing:** The Advisory Council must be staffed from a pool consisting of Founders, Benefactors, past elected Executive Committee members, and past Board members who are current members of the society and have been so for the previous five years. The Advisory Council will be composed of 6 members from the pool of qualified individuals and they will select their own "Coordinator." At any time, two members of the Advisory Council may ask that a meeting take place. No current member of the Board shall have a seat on the Advisory Council. A board member shall not serve on the advisory council until at least 2 years after last serving on the board.

**Section 4: Term:** Advisory Council members will serve for a term of three (3) consecutive years. The term of office for the 6 members of the council are staggered such that two members will retire each year and two new members will be appointed to replace them.

**Section 5: Initial Year of Transition:** For the initial year of transition the board will appoint 6 council members and designate the term of each member such that two members will retire each year. For example two appointees will serve for one year; two will serve for two years etc.

**Section 6: Vacancy:** The Advisory Council will make recommendations to fill any

council member vacancy with a member from the pool of qualified candidates as defined by section 3. Eight (8) members of the Board must vote in favor of this candidate. The successor council member will take office effective the date of resignation, separation or termination of the council member. The term of office of any such appointee will be the remaining duration of the term of vacating member.

## **ARTICLE IX**

### ***ELECTION AND SURVEY***

#### **Section 1: Election Process:**

The nominating committee shall keep a roster of members eligible to vote at the Society's office and on the website, and email this list to all the members by July 1st of each year. If the member feels he/she is excluded from this roster he/she should petition the secretary with proof of membership by the following July 15<sup>th</sup>. The final roster shall be finalized and posted on the Society website by August 1<sup>st</sup> of the year.

The election process will take place as follows. Starting on August 1<sup>st</sup> there will be open nominations from the general body as well as the nominations committee. On September 1<sup>st</sup>, there will no longer be open nominations though the nominating committee may still nominate candidates. A member serving on the nominating committee shall solicit a society member to be a candidate for a position to be filled only after establishing a consensus from the nominating committee. On October 1<sup>st</sup> a draft of candidates will be emailed to the members. At this time any member may place his/her name on the ballot as long as five other members sign a document supporting such nomination by October 13<sup>th</sup> and the nominating committee is notified by October 13<sup>th</sup>.

By October 20<sup>th</sup> after appropriate confirmation, the final slate of candidates will be announced on the web site and emailed to the members. If there are more nominated candidates than open slots on the Board, voting will take place in the temple facility on the first Saturday and Sunday of November and on the weekdays during the week preceding the annual general body meeting on the second Sunday of November. The members may grant proxy as defined in Article X, Section 2.E. The timings for voting will be determined and announced by the nominating committee along with the final slate of candidates. The voting will conclude at 1 pm

on the second Sunday of November and votes will be counted by the nominating committee during the general body meeting to be held the same day starting at 1pm with results announced at that time. In the event of a tie a coin toss will decide the winner. Life Members on the Board will be elected by Life Members, in the event that the number of Life Member candidates exceeds the number of seats to be filled.

### **Section 2: Removal:**

Any Director may be removed as follows:

A. Removal by the affirmative secret ballot vote of 75% of the Directors for any reason. Removal ballots must be verified by the Society's independent auditor or coordinator of the advisory council. General membership vote is not required where removal is made by the Board on its own motion.

B. Removal may also be initiated for any reason by a petition for removal which includes the name, address, phone number and affixed by signature by at least ten percent (10%) of the membership for the year at issue. Any such petition must be verified by the Society's independent auditor or coordinator of the advisory council. If verified as meeting the ten (10) percent requirement, the Society must notice and hold a meeting of all members, whereby at least thirty (30) percent of the members must be present for a quorum to exist to vote on the petition for removal. Votes for petition for removal must be reviewed and certified by an independent auditor or coordinator of the advisory council.

C. Any board member who has three consecutive non-communicated absences to board meetings will be automatically removed unless reinstated by a majority of board members as long as his/her seat is still vacant. If a board member communicates his/her three consecutive absences the board may still have the option of removing the individual by a 2/3 majority secret ballot vote in which all of the remaining board members vote.

### **Section 3: Priest Survey:**

Every even year, a priest survey will be conducted. The survey will list the name of the priest(s) who have served at least the preceding two years and ask the members to approve or disapprove of the priest. If the majority of voters disapprove of the priest, the board will suggest corrective actions and will reevaluate his performance in six months. If the board decides to retain the priest, it will send its recommendations to the members at which time the members will vote to terminate

or retain the priest. If the majority of members vote to terminate the priest, the vote will be binding.

**Section 4: General Survey:**

From time to time the Board may survey the members about any or all of the society's activities.

**ARTICLE X**

***MEETINGS***

**Section 1: Board and Committee meetings**

A. After the annual election of new Board members, the newly elected full Board must meet by or on the 15th of December. Thereafter, the Board must meet not less than monthly to conduct its business and such meetings will be noticed via reasonable communication methods with as much advance notice as practical under the circumstances. Duly called meetings should not be cancelled without a valid reason that has been communicated to the entire Board. Committees may meet as necessary to conduct business.

B. Board meetings may also be called by a minimum of four (4) directors, or upon the written request of at least 5% of the members. In such cases, notification of the meeting must be given within one week and the meeting will be conducted no later than three weeks after receiving the request. Notice of Board meetings must be documented, containing the starting time, place, agenda, and should be provided via reasonable communication methods to the Directors and members with as much advance notice a practical. The Advisory Council coordinator will be courtesy copied on all board meeting notices/agenda.

C. Committee meetings may be called by the Chair or Co-Chair of the committee with at least one week notice.

D. Emergency meetings of the Board or committees may be called with reasonable communication methods with as much advance notice as practical under the circumstances.

E. The Secretary or Secretary's designee shall record and keep minutes of all meetings of the Board. Committee meetings' minutes must be maintained by the committee Chair or committee Chair's designee. Official minutes of meetings of the board, officers of the board, general body, constitution and by-laws, finance, building and maintenance, and nominating committees will be considered approved only when three members who attended the subject meeting sign the minutes in person or approve them electronically. If three members are not available for approving the minutes at the subsequent meeting, or as per the time-line as stipulated in these by-laws, the minutes will be considered "provisionally approved" and will be approved at the earliest opportunity.

F. At least fifty (50%) presence of the Board or committee members will constitute a quorum for any meeting. Unless otherwise specifically set forth herein, the majority vote of the Directors or committee members present at a meeting in which a quorum is present will be the decision of the Board or committee. A meeting may be adjourned to a later time if a quorum is not achieved within thirty (30) minutes of the scheduled start of the meeting. If the prior meeting is adjourned due to lack of quorum, a subsequent presence of forty percent (40%) of the Directors or committee members will constitute a quorum for a Board meeting or a committee meeting, respectively. While voting on resolutions, in the event of a tie, the chairman will cast the additional vote to break the tie.

G. The Annual Meeting of the Society will be held on the second Sunday of November of each year. At this meeting, the results of the election for open positions on the board will be announced

## **Section 2: Members' Meetings**

A. The annual meeting of members will be held on the second Sunday of November at 1pm in the temple premises or such other date, place and time as the board may announce by written notice given to all members by October 20<sup>th</sup> of each year. In case of extreme circumstances the board with 75% affirmative vote of all board members may postpone the annual general body meeting, provided that it is held no later than December 15<sup>th</sup> of that year.

B. The notice of the time and place of all meetings of the Membership will be communicated by the Secretary to all members at least fourteen (14) days prior to such meeting to the last address known to the Society.

C. Special meetings may be called at any time by the Chairperson of the Board, the President, or by ten percent (10.0%) of the Members.

D. There are no quorum requirements at a meeting of Members, except as specifically otherwise provided in the Constitution or these By Laws.

E. A member may elect to give proxy to another member to vote in society elections and other general body meetings. He will have to sign the form provided by the society and provide a government issued identity to the proxy. The proxy form will be made available on the society web page and at the society office. A member can act as a proxy for a maximum of two votes. The proxy will have to produce the signed form and the proof of identity at the time of voting.

F. The annual and special meetings of the Society members are open only to members. The Board or the Executive Committee may invite non-members as ex-officio to the meeting. The invited guests will be introduced by meeting Chair as provided under Section H below.

G. Conduct and Procedure of Meetings. Meetings of the Board, the Members, and committees will be in accordance with the Robert's Rules of Order, unless such rules conflict with the Constitution or the By Laws of the Society. Where Robert's Rules of Order are in conflict with the Constitution or the By Laws of the Society, the latter will prevail.

H. Order of Business. The Order of Business in a meeting of the membership will be:

- i). Call to order.
- ii). Introduction of new members.
- iii). Introduction of guests.
- iv). Reading of minutes from previous meeting.
- v). Report from the Board and other committees.
- vi). Correspondence
- vii). Unfinished business.
- viii). New business.
- ix). Adjourn.

I. Previously voted proposal/s cannot be resubmitted in, executive committee or

general body meeting in the same calendar year unless two thirds of voting members of the said body agree to reconsider it.

## **ARTICLE XI**

### ***AMENDMENTS***

**Section 1:** The constitution and bylaws committee will review the bylaws or constitution periodically. The committee will also review or recommend any proposed amendments thereto.

**Section 2:** The Board, the constitution and bylaws committee, or 5% of the membership can propose amendments to the constitution and bylaws. Any such proposed amendments or revisions shall be forwarded to the bylaws committee, except when the proposals are from the bylaws committee, when in the latter case, they will be forwarded to the Board.

**Section 3:** The constitution and bylaws committee will be charged with issuing its recommendations and analysis to the Board and advisory council within 45 days of receipt of the proposal. The board may consult with the constitution and by-laws committee for clarification as necessary. The Board will then be responsible for notification of such recommendations to the entire membership in form of a posted notice in the temple premise by U.S. Mail and email within 45 days. The purpose of this distribution is for the review and response of the proposals by the general membership. The general membership will have 15 days from the post-marked date of notification to respond in writing to the board chairperson with comments regarding the proposed amendments or give input at the general body meeting called for this purpose. The board will then forward the communication to the constitution and by-laws committee who must give its final recommendation to the board within 30 days of receiving the comments.

**Section 4:** The board must vote on the final recommendations from the constitution and by-laws committee in its entirety within 45 days. To adopt any amendments to the Bylaws, at least 75% of the Board must vote in favor. Any approved [or decisions on] amendments, if not overridden, would become effective immediately.

**Section 5:** The membership can override the Board's decision regarding amendments by a two-thirds vote of the membership attending a duly called meeting, where at least 50% of members are present for any decisions regarding amendments to the Bylaws, and where at least 75% of members are present for any decisions regarding amendments to the constitution. Where these minimum requirements for a quorum are not established, no vote will be taken and the Board's decision will stand.

**Section 6:** The Chairperson or designee of the Board and the Chair of the Bylaws committee shall separately execute copies of the approved amendments. The Secretary shall retain the originals and copies.

## **ARTICLE XII**

### ***LIABILITY AND BOND***

**Section 1:** No Member of the Society will be personally or otherwise liable for the debts of the Society. For any liability or indebtedness, all creditors will look solely to the assets of the Society.

**Section 2:** The Chairperson and the treasurer of the board will serve with the bond. The board may bond additional officers, employee or volunteers at its discretion. The Society indemnifies and holds harmless and agrees to defend each Director and executive officer from any and all losses, damages, fees, costs, claims, causes of action or other legal, equitable or administrative actions or allegations that arise out of or relate to a Director or officer's work on behalf of the Society, unless such loss is occasioned by the fraud or gross negligence of a Director or officer. The society will provide insurance for personal liability to the board of directors.

## **ARTICLE XIII**

### ***CONFLICT RESOLUTION***

Ten (10%) percent of the members can at any time petition the Board in writing that a ballot be sent out to the Society's current membership on any issue. The Board must meet with the petitioners within 30 days of the request and also inform the

Advisory Council of this development. There will be a stay placed on any action which is the subject of the petition in that the Board will ensure that the condition which prevailed prior to receiving the petition and which is the subject of the petition is maintained until the process of Conflict Resolution as described herein is completed. After the meeting with the petitioners, the Board must issue a formal written response to the petitioning group within two weeks with a copy to the Advisory Council. If the petitioners remain unsatisfied, they may still request that a ballot be sent out on this issue as long as they still have 15% of the members in favor. The Petitioners must request this in writing to the Board no later than 30 days after the Board's response. The ballot must then be sent out no later than 15 days of receiving communication from the petitioners. The last date of receiving the ballots shall not be less than two weeks or more than three weeks following the date the ballots are mailed. The Petitioners will be responsible for the wording on the ballot. The petitioners must review the ballot with the Advisory Council. The Advisory Council may add an addendum to the ballot but the wording as per the petitioners must not be changed. The Advisory Council will be responsible for coordinating the mailing and counting of the ballots. If the Petitioners do not respond to the Board's response within four weeks, the issue can not be raised again during the same calendar year. If the Board can not place a stay on the issue in question as provided herein it shall explain the reason in its written response to the petitioners. The Petitioners or the Advisory Council may ask to convene a General Body meeting to discuss the issue. This will be convened no later than three weeks of receiving this request.

## **ARTICLE XIV**

### ***CONFLICT OF INTEREST***

While the Society does not want to deprive Board members and Officers (hereinafter together referred to as "Volunteers") of the opportunity to volunteer services to the community at large, certain guidelines concerning conflicts of interest must be set forth.

No Volunteer for the Society shall use his/her position with the Society, or the knowledge gained therein, in such a manner that will cause conflict between the best interests of the Society and the Volunteer's personal interests, business

interests and direct/indirect interests.

It is also the policy of the Society to conduct each and every business transaction with impartiality. Therefore, all Volunteers and members of the Volunteers' household are prohibited from:

- a) Obtaining remuneration or compensation from any vendor, service provider or supplier of the Society, unless such remuneration or compensation has been first disclosed to the Society's Board;
  - b) Accepting gifts from any vendor, service provider, or supplier for the Society unless such gifts are disclosed to the Society's Board and donated to the Society for its use and pleasure;
  - c) Directing or guiding Society business to individuals or businesses that the Volunteer or members of the Volunteer's household are financially affiliated with, or have a personal relationship with, unless such affiliation or relationship has been first disclosed to the Society's Board;
- Making or holding any financial investments which are in conflict with the financial interests of the Society, or which create the appearance of such a conflict unless the investment is first disclosed to the Society's Board and;
- Any Volunteer with a personal conflict of interest shall refrain from any vote or discussion on the issue and excuse himself/herself from the meeting during these discussions.

The Chairperson may give a waiver only after this conflict of interest is discussed and the waiver is approved by the Board at the immediate next Board meeting. Volunteers or members who have questions about the application of this policy, or who are uncertain in a particular circumstance, should seek the counsel and guidance of any member of the Society's Board of Directors.

## **ARTICLE XV**

### ***WAIVER OF NOTICE***

Whenever any notice is required to be given under the provisions of any law or under the Articles of Incorporation, Constitution or By-laws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice,

whether before or after the time stated therein, will be deemed equivalent to the giving of such notice. A person may attend a meeting for the limited purpose of objecting to the transaction of any business because, in his or her opinion, the meeting is not lawfully called for or convened.

## **ARTICLE XVI**

### ***TRANSITIONAL YEAR(S) FOR THESE BY-LAWS***

**Section 1: The Executive Board.** The transition to these by-laws for the Board will be as follows:

The initial year's board will consist of 6 members of the previous year's board, the executive committee's president, and president-elect and the 4 newly elected members. At the end of the first year, president and the three members whose terms expire will retire. At the end of the second year the president-elect and the three members whose terms expire will retire.

Each year four new board members (2 from life membership and 2 from the general membership) will be elected for 3 year terms each.

**Section 2: The Advisory Council.**

For the initial year of transition the board will appoint 6 council members and designate the term of each member such that two members will retire each year. For example two appointees will serve for one year; two will serve for two years etc

### ***ADOPTION AND RATIFICATION OF BY-LAWS***

**By-laws Committee:**

ADOPTED by the Members of the By-laws Committee

Sudhir Agarwal

Uma Eyyunni

Sunil Joshi

Suneel Mahajan  
Ashish Mujumdar  
Mani Perumal  
Sudhir Prabhu  
Shailendu Shah  
Rajat Sharma  
Ramesh Vashi

**By Executive Board:**

The foregoing By-laws are adopted and ratified by the Board of Trustees on the latest date below indicated.

	Dated:	Director Name	Signature
1.	_____	Surendra Agarwal	_____
2.	_____	Srinivas Bikkumanla	_____
3.	_____	Ashwini Davuluri	_____
4.	_____	Pramod Jain	_____
5.	_____	Vipin Kalhan	_____
6.	_____	Suman Mayer	_____
7.	_____	Vishwesh Nayar	_____
8.	_____	Mani Perumal	_____
9.	_____	Nilesh Sutaria	_____

**PROXY**

KNOW ALL BY THESE PRESENTS:

That I, \_\_\_\_\_, do hereby make, constitute and appoint \_\_\_\_\_ to be my true and lawful attorney-in-fact, for me and in my name, place and stead to vote as a member at the general, annual or special meeting of the General Body of the Hindu Society of Northeast Florida, a not-for-profit corporation, scheduled for \_\_\_\_\_,

20\_\_\_\_, and any other meeting of the General Body arising from the rescheduling thereof or the adjournment and reconvening thereof as permitted in the By-Laws of the Society, and otherwise to act as my proxy or representative, in respect to the exercise of my voting rights as a member.

WITNESS my hand and seal this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.  
\_\_\_\_\_, Member