

CONSTITUTION and BY-LAWS
Of the
HINDU CENTER
7400 City View Dr. Charlotte, NC 28212

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Approved by the General Body on _____

Sanjivan Soni
President
Executive Committee

Dhirubhai Patel
Chairperson
Board of Trustees

Champak Shah
Chairperson
Constitution and
Operating Procedures
Committee

Constitution: Hindu Center, Charlotte, NC

ARTICLE I: FORMATION

The name of the organization shall be “Hindu Center”. The word “Center” shall be interpreted to mean “Hindu Center”. The word “Center” shall be incorporated under the laws of the State of North Carolina as a non-profit organization.

ARTICLE II: LOCATION

The principal place of congregation shall be the Center, Charlotte, North Carolina.

ARTICLE III: OBJECTIVES

- A) To provide a religious organization through which the Hindu Religion, philosophy, and the way of life may flourish.
- B) To establish a permanent place of worship and a center for cultural activities.
- C) To form a charitable and educational organization that will not participate in politics or segregation. To promote religious and cultural understanding based on peace, love, justice, truth, and harmony. To promote friendship and goodwill among all people.
- D) To follow the teachings of Hindu scriptures such as Vedas, Vedanta, Bhagvad-Gita, Ramayan, and other Hindu religious traditions.

ARTICLE IV: MEMBERSHIP

Section 1

Any person, irrespective of caste, creed, color, race, or national origin can become a member of the Center by fulfilling the following requirements:

- A) A member shall be a minimum of 18 years of age who has paid membership dues.
- B) And shall be a believer and follower of Vedic - Hindu philosophy or a worshiper of any one or more deities placed in the Center.
- C) And shall agree to abide by and respect the Constitution of the Center.
- D) If a member is unwilling to abide by the requirements in B & C above, the Joint Body of the Center with a simple majority vote has the unconditional right to deny or terminate his/her membership. Joint Body is comprised of both the Executive Committee (EC) and the Board of Trustees (BOT).

Section 2

Current member 18 years of age or older shall be eligible to cast a single vote.

A person under 18 years of age, whose parent or guardian is a current member shall be recognized as a member, but shall have no voting right.

Section 3

Membership classification and associated membership dues/fees shall be as specified in the Operating Procedures for the Membership Committee.

ARTICLE V: FIANNCE

Section 1

The Center shall not compensate or distribute assets to its members, trustees, officers or any individual for providing volunteer services to help or manage the affairs of the Center. However, the Center shall be authorized to make payments for the goods and/or services purchased.

Section 2

Assets and liabilities of the Center vest in the Center. Any member or an employee working on behalf of the Center shall not be held financially liable for any accidental damage. However, an individual shall be held liable for any damage due to intentionally negligent behavior.

Section 3

A) The fiscal year of the Center shall be from January 1, through December 31.

B) All records and registers of the Center shall be up-to-date for month ending October of the current calendar year by the EC before the Election Day in December and shall be kept ready to hand to the new EC before the end of the January of the year.

Section 4

The treasurer shall sign all financial documents as necessary and shall maintain effective control to protect all financial accounts and documents. Payments on behalf of the Center shall be made only by checks. No checks will be issued as pay to the order of "cash" – meaning for cash withdrawal. Only the treasurer shall sign all checks for routine expenses such as for utilities, wages, mortgages, pre-approved repetitive contractual services, etc. All other individual checks shall be signed as follows:

- Up to \$500 by the Treasurer
- \$501 - \$2000 by the Treasurer and the President.
- \$2001 and up by the Treasurer, the President, and the Chairperson of the BOT

ARTICLE VI: BOARD OF TRUSTEES (BOT)

Section 1

The Center shall have a BOT consisting of eleven members. Nine members shall be elected; President of the EC shall automatically become a trustee; and the Chairperson of the BOT shall appoint one current member as an honorary trustee. No member shall be appointed as honorary trustee for more than two consecutive years.

Section 2

Each year the Board of Trustees shall elect, from the elected trustees, its own Chairperson and Secretary who will serve for one year.

Section 3

The elected Trustees, other than the President of the EC and Honorary trustee, shall hold office for three years.

Section 4

The election of the Trustees shall be staggered so that three new trustees shall be elected every year during the election meeting of general membership to be held in December.

Section 5

The BOT shall meet at least quarterly, and at any additional times as deemed necessary, during the year to review status of key activities of the center and to address existing issues/proposals on hand. A simple majority of the BOT shall constitute a quorum. An affirmative vote of those present combined with votes received in absentia must be greater than 50% of all trustees to pass a motion.

Minutes of the meeting shall be recorded, approved, properly filed, and made available to any current member upon request.

Section 6

Any member who cannot attend a meeting to vote on a particular motion and/or resolution may cast his/her vote by regular mail or facsimile. The member must provide his/her specific instructions to vote, in writing, specifically to the Chairperson or the Secretary of the BOT prior to the meeting. The written instructions to vote by absentee, received in mail, shall be opened in the meeting in the presence of other members participating in the meeting. Written instruction received by facsimile shall be presented at the meeting and shall be kept as a part of the minutes of the meeting. Any general, non specific voting instructions, and any instructions given to any members other than to the Chairperson or the Secretary, are not acceptable.

Section 7

The Board of Trustees Shall:

- A) Follow, to the best of their ability, the Constitution and By-Laws of the Center as they discharge their duties.
 - B) Be responsible for the major policy making, setting objectives, long term planning of the Center's activities, capital improvement and acquisition, and fund raising.
 - C) Oversee management of the Center to ensure that the Center remains highly respectable, scandal free, and a financially sound institution. Promptly resolve or help to resolve any major issues/problems as they become evident.
 - D) Ensure that titles for real estate under the domain of the Center, any title changes due to capital improvements, and all financial accounts remain in the name of the Center. Also ensure that all important documents of the Center are properly accounted for and well protected.
 - E) Be responsible for at least the following committees:
 - 1) Constitution and Operating Procedures
 - 2) Fund raising
 - 3) Long range planning
- Chairperson of the BOT will appoint a Chairperson for all committees under BOT. The BOT shall ensure that committees under them clearly understand their objectives and they, to the best of their ability, abide by the Constitution and By-Laws of the Center in fulfilling their responsibilities.
- F) Create and maintain a permanent fund of no less than \$100,000 to be used in case of an emergency for the Center. A two third majority of the total members of the Joint Body shall determine the justification of the emergency and shall approve any necessary funding. Also, Joint Body shall ensure that the approval to spend the emergency fund is contingent upon putting in place a specific plan to restore the funds within 9 months from the date the emergency fund is used.
 - G) Be responsible to change if necessary, reach consensus of agreement, and approve the budget presented by the EC. Ensure that general membership is informed of the approved budget.
 - H) Take over affairs of the Center in case of the resignation or removal of the EC and call the general membership meeting for new elections if the remaining term is more than three months.
 - I) If any member of the BOT moves out of town and/or remains inactive by not attending any meetings for more than 6 consecutive months, he/she is considered resigned from the position held.

J) Should the position of the Chairperson of the BOT become vacant at any time during the term; Secretary of the BOT shall assume the position of the Chairperson for the remaining term of the current year.

K) Should any other position of trustee become vacant, BOT with two third majorities shall appoint any current member of the Center to fill the position for the remaining term of the current year.

Section 8

The minimum annual contribution for the trusteeship to be paid prior to March 31 by all trustees, including the President and an Honorary Trustee, shall be as specified in the By-Laws.

ARTICLE VII: EXECUTIVE COMMITTEE (EC)

Section 1

On behalf of the Center, the EC shall have full authority to conduct day-to-day administrative activities to manage affairs, property, and assets of the Center.

Section 2

The EC shall consist of:

- President
- Vice President
- Secretary
- Joint secretary
- Treasurer
- Joint treasurer
- Four members at large
- Ex-Officio

Section 3

The elective term of the EC shall be one year. All EC members other than Ex-Officio shall be elected during the election meeting of general membership to be held in December. Out-going President of the EC shall automatically become Ex-Officio unless he/she declines to accept or contesting election for any position. In such case, the current President will nominate any previously elected member of the EC to be the Ex-Officio. Ex-Officio shall have same voting rights as any other EC member.

Section 4

The four members at large, Vice President, and the Joint Secretary of the EC shall be required to hold chairmanship of any committee under EC as advised by the President. This requirement shall be communicated prior to the election so that contestants are aware of their obligations if they are elected to these positions. If the elected person knowing that he/she has to fulfill such obligation refuses to accept chairmanship as described here, he/she shall be considered resigned.

Section 5

A) The EC shall meet at least every two months, and any additional times deemed necessary during the year, to review the status of key activities of the center and to take action necessary to address issues/proposals on hand. A simple majority of the EC shall constitute a quorum. An affirmative vote of those present combined with votes received in absentia must be greater than 50% of all EC members to pass a motion. Minutes of the meeting shall be recorded, approved, properly filed, and made available to any active member upon request.

B) Any member who can not attend a meeting to vote on a particular motion and/or resolution may cast his/her vote by regular mail or facsimile. The member must provide his/her specific instructions to vote, in writing, specifically to the President or the Vice-President of the EC prior to the meeting. The written instruction to vote by absentee, received in mail, shall be opened in the meeting in the

presence of other members participating in the meeting. Written instruction received by facsimile shall be presented at the meeting and shall be kept as a part of the minutes of the meeting. Any general, non specific voting instructions and any instructions given to any members other than to the President or Vice-President are not acceptable.

Section 6

A) If any officer or member of the EC moves out of town and/or remains inactive by not attending any meetings for more than 4 consecutive months, he/she is considered resigned from the position

B) Should the office of the President of the EC become vacant at any time during the term, the Vice President shall assume the office of the President for the remainder of the term. The succession of the office of the President shall follow the Vice President, Secretary, Treasurer, and Joint secretary.

C) Should the office of the Vice President, Secretary, Joint secretary, Treasurer or Joint treasurer become vacant during the term, the EC shall elect a person from members at large within the EC to serve for the remainder of the term.

D) Should there be a vacancy for a Member at Large; the President shall appoint a person from general membership with the approval consisting of a two third majority of the EC.

Section 7

A) The EC shall prepare an annual operating budget, have it approved by the BOT, and to inform it to the general membership, publish it in the Hindu Center newsletter by no later than March 31.

B) The BOT, working with the EC, shall prepare the capital improvement budget. Capital improvement is defined as any renovation and/or expansion to the existing property, any purchase of land and/or building, and any construction of a new building on the existing property of the Center. This does not apply to any repairs necessary for upkeep and maintenance.

If the budget for capital improvement is less than \$20,000, it shall be submitted to the Joint Body for approval. Approval by two thirds of total members of the Joint Body shall be required to approve this budget.

If the budget for capital improvement is greater than \$20,000, it shall be submitted to the General Body (comprising of all members eligible to vote) for its approval. The General Body will have at least three weeks notice with a detailed report prepared by the knowledgeable members. An affirmative vote, of those present combined with votes received in absentia, must be a majority and should represent greater than 15% of the total current membership eligible to vote.

C) Any expenditure outside of the approved budget of an ongoing current capital improvement project, due to cost over run or any additional work, must be approved as specified below:

1. Cost over run of <\$15,000 : approved by two third majority of the Joint Body
2. Cost over run of >\$15,000 but not exceeding 20% of the original budget: approved by two third majority of the Joint Body.
3. Cost overrun of >\$15,000 but exceeding 20% of the original budget: approved by the General Body as specified in Section 7-B above.

D) Capital improvement budget shall be amended to reflect any approved changes.

Section 8

In order to help the EC effectively fulfill responsibilities, as specified in Section-1 of this article, at least the following committees shall operate under the direction and supervision of the EC.

- | | |
|---------------|-------------------------|
| 1) Audit | 2) Cultural |
| 3) Election | 4) Membership |
| 5) Newsletter | 6) Premises maintenance |
| 7) Pujari | 8) Radio |
| 9) Religious | 10) Scheduling |

The President will appoint a chairperson for all committees under EC, and in doing so will fulfill the requirements specified in the Article VII-Section 4. EC shall also ensure that all appointees, to the best of their ability, abide by the Constitution and By-Laws of the Center in fulfilling their responsibilities.

Section 9

No member of the EC shall serve on the Audit and/or Election committee.

ARTICLE VIII: NOMINATIONS AND ELECTIONS

Section 1

A) Any current member who is eligible to vote, and has served one full term in good standing, including the current term, in executive committee, trustee board, or as a Chairperson of any Committee shall be entitled to run for a position in the BOT. Any current member eligible to vote can run for a position in the EC.

B) To be the President of the EC or the Chairperson of the BOT, one must be a member of the Center for at least 3 years and must have served the Center for at least one year in any elected or appointed position.

C) No member of the Election committee shall run for any office.

D) No member shall contest for more than one position.

E) A trustee may not contest for another elected position except during the final year of his/her term, unless the trustee resigns from the BOT effective at the end of the election year.

Section 2

A) The Election Committee shall consist of current members of the Center excluding any member of the EC and BOT, or any member contesting election.

B) The Chairperson of the Election Committee shall be responsible to ensure, to the best of his/her ability, that the nomination form and the ballot paper is accurate, fair, and meets whatever requirements stipulated in the Constitution and By-Laws.

C) Nomination for each position to be elected shall be made by one member and seconded by another member; and shall be accepted by the nominee on a prescribed nomination form.

D) Nominations for the BOT and EC must be submitted to the Secretary of the EC at least 30 days prior to the election. The Secretary shall immediately review the nomination and inform the nominee of acceptance or rejection with supporting reasons. All valid nominations shall be given to the Chairperson of the Election Committee. If the Secretary is running for election, non contesting members of the EC shall appoint another member of the EC to fulfill election related responsibilities of the Secretary.

Section 3

A list of the accepted nominees shall be made available to general membership at least three weeks prior to the election date.

Section 4

Elections shall be held in the month of December; and a convenient date shall be set forth by the EC. The Election Committee shall conduct the elections. Voting shall be by secret ballot. A majority of the total votes, received in person during the election meeting and absentee ballots (refer section 6B for absentee voting) received in mail shall decide the election.

Section 5

A) Any vacancy created after the election results are announced shall be filled as prescribed in applicable Article VI-section 7-J/K or Article VII-section 5, and not by an on the spot election.

B) If there are not sufficient nominations for any open position, such announcement shall be made by news letter, radio program, bulletin board, and/or web site. The nomination for such unfilled position shall be accepted within 48 hours after the announcement.

Section 6

A) Whenever voting is required by the General Body for election or any other motion, all pertaining information and required ballot paper shall be published in the Hindu Center newsletter at least three weeks in advance of the voting day. If warranted, it shall also include supporting and opposing views for the motion.

B) Members shall be permitted to vote in person during the election meeting or in absentia by regular mail. Voting by phone or fax shall not be permitted. Only absentee ballots sent and recognized by the election committee shall be considered valid and acceptable. All absentee ballots shall be opened by personnel designated by the chairperson of the Election Committee; and only at the time votes are supposed to be counted.

ARTICLE IX: MEETINGS

Section 1

The General Body meeting shall take place at least twice a year to review the status of key Center activities, to act upon any proposals/motions put forward, and to conduct any other necessary business. The President of the EC and the Chairperson of the BOT shall jointly call a General Body meeting including for emergency and any special need. The meeting notice shall be sent to members at least three weeks in advance.

Section 2

In order to approve any proposals/motions, other than specified in various articles of the Constitution, by the General Body affirmative votes received in person combined with the votes received in absentia, must represent the majority as well as at least 15 % of the total current membership eligible to vote.

Section 3

A) The President of the EC and Chairperson of the BOT shall jointly call a Joint Body meeting.

B) A simple majority of the Joint Body shall constitute a quorum. However, quorum is considered valid only if at least 40% of the members from each EC and BOT are present.

C) A simple majority of the members present is required to pass a motion/resolution. However, for the following subject matter, 2/3 of all members of the Joint Body are required to pass the motion/resolution:

- Expulsion of the member as specified in Article X.
- Capital improvement budget that is less or equal to \$20,000
- For a given capital improvement project, any cost overrun as specified in Article VII section 6-C
- By-Laws

D) The President of EC and Chairperson of BOT shall ensure that the minutes of meetings are recorded, approved, properly filed, and made available to any current member upon request.

ARTICLE X: EXPULSION

Section 1

A) Any member, including elected and appointed officers or any employee of the Center, may be expelled for any conduct deemed disgraceful and detrimental to the Center. The President of the EC and Chairperson of the BOT shall notify such person of the specific charges and the justification for expulsion against him/her in writing. The member accused of wrong doing shall be allowed to present his/her case in front of the Joint Body. A two-third majority of the total Joint Body members shall be required for expulsion from the Center.

B) Expulsion of said member does not absolve him/her from any prior financial or any other material obligations to the Center.

Section 2

A no confidence resolution can be moved against the EC and/or the BOT, provided such resolution is presented with written endorsement by at least twenty percent of the general membership. Such a resolution shall require the support of more than 50% of the general membership for its passage.

If a no confidence motion is passed, a special election shall be held to replace the outgoing EC and/or BOT.

ARTICLE XI: OTHER

A) Devasthan, place of worship where Pran Pratishtha of deity/deities is performed or to be performed within a year, shall not be named after any individual and/or group. After this revised constitution becomes effective, any other than Devasthan facility such as any room, building, etc. can be named after individual donor provided following conditions are met:

A1) for naming a building:

- Single donation from an individual and/or group shall be at least \$100,000 and
- Majority votes received in person, combined with the votes received in absentia to approve, represents greater than 15% of the total membership eligible to vote and
- The approval meets all other requirements specified in the applicable Operating Procedures of the By-Laws.

A2) for naming rooms or any other piece of property (not a building)

- Single donation from an individual and/or group shall be at least \$ 20,000 and,
- Majority votes received in person, combined with the votes received in absentia to approve, represents greater than 15% of the total membership eligible to vote and,
- The approval meets all other requirements specified in the applicable Operating Procedures of the By-Laws.

B) The name given after the donor as specified in A1) above can not be changed or removed at least for 15 years unless requested in writing by the donor after whom the facility is named. After 15 years the name can be changed or removed upon approval by majority of the votes, received in

person combined with the votes received in absentia, that represents greater than 50% of the total membership eligible to vote.

C) The name given after the donor/s as specified in A2) above can not be changed or removed at least for 10 years unless requested in writing by the donor after whom the facility is named. After 10 years the name can be changed or removed upon approval by majority of the votes, received in person combined with the votes received in absentia, that represents greater than 50% of the total membership eligible to vote.

D) If in the future, before the expiration of the terms mentioned in items B and C above, membership at large approves a project of developing another Devasthan in the named locations (buildings, room, etc.) mentioned in items B and C above than Hindu Center may offer to refund donations in full to the donor/s to remove assigned name or it can be mutually worked out to reassign the name to another new structure.

E) Liability of elected members of the Center: To the extent permitted by the provisions of the North Carolina Nonprofit Corporation Act in effect at the applicable time, the Center hereby indemnifies all members of the EC and the BOT; and saves him/her harmless from and against all claims, losses and liabilities (including attorneys fees and litigation expenses) arising out of his/her activities as a member of the EC and/or BOT of the Center. Such indemnity shall be subject to approval by the members only when such approval is required by said act.

F) The Center shall purchase liability insurance in an amount specified in the By-Laws which should be sufficient to protect itself and to indemnify members of the EC and BOT of the Center as stipulated in the Article XI - A. The Center shall also purchase the property insurance on a replacement cost basis to ensure that sufficient funds are available to repair/replace the property.

G) Only non-alcoholic beverages and vegetarian (excludes not only meat but also fish and eggs) food shall be served on all premises under the domain of the Center.

H) Deceased bodies shall not be brought to or within any of the premises under the domain of the Center.

I) Permanent adding of Deity shall require approval by majority vote that represents at least 33% of the total current membership eligible to vote.

J) Damaged deity shall not be placed in the Devasthan or any other designated place for daily worshipping similar to seven deity's already in place. Also, Pran-Pratishtha shall be performed for all new- undamaged deities within six months from the date it is put in place for daily worshipping.

K) The seven deities installed therein (namely, the deity of Ram Darbar, Mahavir, Ambaji, Radha-Krishna, Shiva, Ganesh, and Balaji) and any other deities that have gone through the process of Pran-Pratishtha shall not be removed.

L) Smoking and/or narcotic drugs shall not be permitted on any premises under the domain of the Center.

M) All honorariums to be given by the President or Chairperson of the BOT must be approved with a simple majority by their respective governing body – namely, EC and BOT. All honorariums amount shall be within a limit specified in the By-Laws.

ARTICLE XII: AMENDMENTS

Any amendments, modifications or changes to this constitution may be proposed by the Executive Committee, or by a petition signed by at least twenty percent of the voting members, submitted to the Executive Committee. The proposed amendment will then be submitted to the membership at least thirty days prior to a meeting.

An amendment shall become effective by approval of the two-third majority of the voting members present, provided that such vote is no less than one third of the entire membership, except for Article I, II, III, and XII which require two-thirds majority of the entire membership.

ARTICLE XIII: DISSOLUTION

In the event that the Center has to be dissolved, such a decision shall be taken by the General Body. Affirmative votes received, in person combined with the votes received in absentia, must be greater than 50% of the General Body members to dissolve the Center. Upon the dissolution of the Center, the BOT shall, after paying or making provisions for the payment of all liabilities of the Center, dispose of all assets of the Center exclusively for the purpose of the Center in such a manner, or to such organization (s) organized and operated exclusively for Hindu Religion, educational and charitable, and qualifies as tax-exempt organization.

ARTICLE XIV – BY-LAWS

Section 1

The Board of Trustees and the Executive Committee shall prepare new Operating Procedures or elect to adopt or modify current Operating Procedures in force to effectively govern and manage all property, assets, and administrative activities of the Center. Upon approval by Joint Body, these Procedures shall become part of the By-Laws and treated as such.

Section 2

By-Laws and associated Operating Procedures may be approved by a two third majority of the total membership of the Joint Body which should have a quorum as specified in Article IX section 3-B.

ARTICLE XV: EFFECTIVE DATE

The last constitutional amendment was adopted on (will be filled upon approval by members of this update) _____ The latest copy of this constitution carries the signatures of the President of the Executive Committee, the Chairperson of the Board of Trustees, and the Chairperson of the Constitution and Operating Procedures committee. All three of them shall keep an original copy with original signatures.

HINDU CENTER

BY-LAWS

Section 1

Membership contribution shall be as specified in the governing Operating Procedures for the membership.

Section 2

Trusteeship fees shall be \$251 per year to be paid before March 31 by all trustees including the President and the honorary trustee.

The value of each honorarium to be given shall not exceed \$251.00

Section 3

The order of business during all EC and BOT meetings shall be as follows:

- Call to order by the presiding officer
- Prayer
- Approval of the minutes of the last meeting
- Report of the treasurer if deemed necessary and possible
- Conduct pending business and/or new business

Section 4

It shall be the aim of the Center to celebrate all major religious occasions and festivals under its auspices. Seven occasions pertaining to Seven Idols (Ram-Navami, Mahavir Jayanti, Navratri Janmastami, Shivratri, Ganesh Jayanti, and Balaji Anniversary) and Diwali plus other occasions and festivals as determined by the religious committee shall be celebrated by or under sponsorship of the Hindu Center.

Section 5

Assets and/or property of the Center, other than Deities, can be taken out of the premises only with the written permission signed by the President and/or Chairperson of the BOT.

Original constitution and by-laws signed by...

Sanjivan Soni President, Executive Committee

Dhirubhai Patel Chairperson, Board of Trustees

Champak Shah Chairperson, Constitution and
Operating Procedures