

The Hindu Temple of St. Louis Bylaws

Approved at the Annual general Body Meeting on December 5, 2004

ARTICLE I

Section 1 *Name*

The Hindu Temple of St. Louis is a Missouri general not-for-profit corporation.

Section 2 *Purposes*

A. Purposes:

1. To establish and maintain a Hindu Temple in the St. Louis area, built and serviced in the Hindu style.
2. To establish and maintain a community center.
3. To promote Hindu Dharma (Religion and Traditions) and culture.
4. To promote inter-religious, social and cultural understanding.
5. To support humanitarian causes.

B. The corporation also has such powers as are now or may hereafter be granted by the General Not-For-Profit corporation act of the State of Missouri.

ARTICLE II – Offices

The principal office of the corporation shall be in St. Louis County, Missouri. The corporation shall also have and continuously maintain in the state of Missouri, a registered office, which may, but need not be, the same as its principal office.

ARTICLE III – Members

Section 1 *Classes of Members*

The corporation, also referred to as the general body or the organization, shall have two categories of members, consisting of regular members and life members.

A. Regular Members

Any person fulfilling the membership qualifications and has paid the membership dues is a regular member of the corporation. Regular member can be an annual or life member by paying the appropriate dues as set by the Board of Trustees from time to time. To be eligible to vote, the membership dues must be paid by December 31st of the previous year. Membership dues are \$300.00. For voting rights, membership includes husband and wife only. The secretary of the Executive Committee shall publish the updated membership list by February 1st. Donations to the temple include all fees for all temple sponsored services.

B. Life Members

One may become a life member by payment of \$1500.00 in one calendar year or \$ 3000.00 cumulative **over life time.**

Section 2 *Membership Qualifications*

Any person becoming a voting member of the corporation shall:

- A. Pay the appropriate membership dues.
- B. Support the purposes of the corporation.
- C. Be at least 18 years of age.

Section 3 *Membership Dues*

Membership dues shall be determined by the Board of Trustees. Annual membership dues shall be paid on a calendar year basis starting from January 1st to December 31st of the previous calendar year.

Section 4 *Resignation*

Any member may submit resignation in writing at any time to the Board of Trustees. Upon receipt of such request, the Secretary of the Executive Committee shall strike his/her name from the rolls. Any member submitting resignation will not have claim to any dues contributed to the corporation.

Section 5 *Disqualification of Membership Rights (Removal)*

- A. Demonstrated activities against the purposes and philosophies of the corporation as defined in Article I shall constitute grounds for disqualification from membership. This will be determined by a vote of two-thirds (2/3) of the total membership of the Board of Trustees. Any member so disqualified shall be eligible for reinstatement subject to the approval by a vote of two-thirds (2/3) of the total membership of the Board of Trustees.
- B. Non-payment of dues shall be cause for disqualification of membership rights.

Section 6 *Rights of Membership*

Every member in good standing has the right to vote and the right to serve on a committee. Members in good standing will receive newsletters and other temple information material free of charge. To be eligible to become a member the Executive Committee, the candidate should have been a member in good standing for at least two preceding years and should have served in a Committee for two years.

Section 7 *Annual Meetings*

An annual meeting of the members shall be held in the first quarter of every calendar year, at the principal office of the corporation in St. Louis County, Missouri, or at such other time and place designated by the Chairman or by a majority of the Board of Trustees. New members of the Board of Trustees shall be elected at this meeting. Any other matter deemed fit by the Board of Trustees shall be presented to the members by the Board of Trustees at the annual meeting. The General Body meeting is open for members only.

Section 8 *Special Meetings*

Special meetings of the members may be called for any purpose or purposes by the Board of Trustees or by 25% or more of the written signatures of the members in good standing. Special meetings of the members shall be held at such time and place as designated by the Board of Trustees through the President or Secretary of the Executive Committee within forty-five (45) days of such a request.

Section 9 *Notice of Meetings*

Notice stating the place, date and time of any meeting of members and, in the case of special meetings, the purpose for which the meeting is called, shall be delivered either personally, or by mail, to each member entitled to vote at such meeting, not less than twenty-one (21) nor more than forty (40) days prior to the date of such meeting, by the President and/or Secretary of the Executive Committee. If mailed, such notice shall be deemed to be delivered, when deposited in the United States Mail, addressed to the member at his or her address as it appears in the records of the corporation.

Section 10 *Quorum*

One-tenth (1/10) of all members in good standing and entitled to vote at any meeting, present in person, shall constitute a quorum for the transaction of business at any meeting of the members. A proposal is approved if it is accepted by a simple majority. If the required quorum is not present, 2/3 of the members present may approve to transact the business and that constitutes the quorum.

Section 11 *No Private Interests*

The corporation shall be operated exclusively for the purposes set forth in Article I, and none of its earnings shall inure, in whole or in part, to the benefit of any person, business, corporation or organization having a personal and private interest in the activities of the corporation.

ARTICLE IV

ARTICLE IV A. Board of Trustees

Section 1 *Number, Tenure and Removal*

- A. The Trustees shall be elected by the members at the annual meeting. The Board of Trustees shall be composed of ten (10) members one of whom shall be the President of the Executive Committee. The immediate past Chairman of the corporation shall be an ex-officio member of the Board of Trustees, with the privilege of attending any and all meetings, but with no voting power. Each trustee (other than the President of the Executive Committee) shall be elected to serve for a term of **three years. However, after serving two consecutive terms of three years, he/she will not be eligible to be a member of either the Trustees or the Executive committee for a period of two years**
- B. The first slate of Board of Trustees shall comprise of three members elected to serve for two years, three members elected to serve for four years and three members elected to serve for six years. Thereafter, such number of Board of Trustees shall be elected, annually or as necessary, to maintain the number of elected Trustees at nine.
- C. To be eligible to become a member of the Board of Trustees, one should be a life member for at least five years **and should have served in a Committee for two years**. The candidates should be recommended by the Election Committee.
- D. Consideration for experience in the past executive committees and other subcommittees, financial contributions and community leadership should be given due consideration for electing the Board of Trustees. The Board of Trustees should reflect the diversity of the Hindu community.
- E. Any Trustee may resign from the Board after giving a written notice to the Chairman of the Board of Trustees. Resignation will be effective when notice is delivered unless notice specifies a later effective date.
- F. If a member of the Board of Trustees fails to attend three (3) consecutive Board meetings without prior notification of valid reasons to the Chairman of the Board, the Board may declare that position vacant.
- G.
 - i. Any trustee may be removed from office for a cause at any time by members. A petition for such removal shall be signed by at least twenty-five percent (25%) of the total members, and shall be submitted to the Board of Trustees. The Board of Trustees shall then call a special meeting of the members pursuant to Article III, Section 8. For purposes of removal of a trustee, a quorum shall consist of one-third (1/3) of the members entitled to vote at such meeting, present in person, but such committee member shall be removed only upon the approval of two-thirds (2/3) of members in attendance. Lack of quorum shall cause the removal petition to lapse. However, the removal of a member is subject to the approval of Board of Trustees.
 - ii. Alternatively a trustee may be removed by the Board of Trustees by two-thirds (2/3) of majority vote of the full Board. Prior to the vote, the trustee shall be suspended for a period of 60 days for investigation of causes by an ad hoc committee appointed by the Board. The committee shall report in writing to the Board at a special meeting called for the purposes.

Section 2 *Annual Board Meetings*

The annual meeting of the Board of Trustees shall be held in the month of February after the election of the new board members. The Board of Trustees shall schedule the meetings at such times and places as necessary to conduct the business of the corporation.

Section 3 *Special Meetings*

A special meeting of the Board of Trustees may be called by or at the request of the Chairman, or any four (4) trustees. Special meetings of the Board of Trustees shall be held at the principal office of the corporation, or at such other place as designated by the Chairman of the Board of Trustees with the concurrence of the Board of Trustees.

Section 4 *Quorum*

A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

Section 5 *Manner of Acting*

The action of a majority of the trustees present at a meeting at which a quorum is present shall be the action of the Board of Trustees. In the case of a tie, the Chairman of the Board of Trustees shall have an additional vote to break the tie.

Section 6 *Vacancies*

Any vacancy occurring in the Board of Trustees shall be filled by the Board of Trustees. A trustee elected to fill a vacancy shall be elected for the unexpired term of vacancy.

Section 7 *Officers of the Board of Trustees*

1. The officers of the Board of Trustees shall be Chairman, Vice Chairman and Secretary.
2. Chairman (applies to men and women) shall be the principal executive officer of the Board of Trustees, shall preside at the meetings of the Board of Trustees, and subject to the supervision and direction of the Board of Trustees, shall have the general responsibilities for the policies and affairs of the corporation. The Chairman shall be authorized and empowered, with the Secretary or any other officer of the Corporation authorized by the Board of Trustees, to execute and deliver any deeds, mortgages, bonds, contracts or securities which the Board of Trustees have authorized to be executed and delivered.
3. Vice Chairman - In the event of the absence or other inability of the chairman, the vice-chairman shall perform all the duties and exercise all of the powers of the chairman. The vice-chairman shall have such further powers and duties as may be prescribed from time to time by the Board of Trustees.
4. Secretary - The secretary shall keep the minutes of the meeting of the Board of Trustees in one or more books provided for that purpose, see that all notices are duly given in accordance with the provision of the constitution, be custodian of the corporate records, see that the seal of the corporation is affixed to all documents and in general, perform all duties incident to the office of Secretary and such other duties as may be prescribed from time to time by the Board of Trustees. The Secretary shall prepare the necessary progress reports, bulletins etc., to keep the members informed at periodic intervals about the activities of the corporation. ~~He is responsible for asset management of the corporation.~~
5. The Board of Trustees should meet at least once in each quarter of the year.

Section 8 *Functions of the Board of Trustees*

1. Asset Management
2. Endowment Trust Fund
3. Construction and future expansion of the Temple including buying Real Estate Property.
4. Fund Raising Activity
5. Upholding Constitution and safeguarding Bylaws
6. Long Term goals and continuation of established policies
7. Providing advice and guidance for on-going day to day activities
8. Public Relations
9. Coordination with all community and religious organizations as well as humanitarian activities
10. Acting to uphold the conduct of the organization
11. Conducting organizational elections

ARTICLE IV B. Executive Committee

Section 1 *General Powers*

The Board of Trustees and Executive Committee of the Temple shall manage all of the affairs of the corporation.

Section 2 *Number, Tenure and Removal*

The number of executive committee members shall be nine (9), all of whom shall be members in good standing. The members of the Executive Committee shall be elected by the members at the annual meeting of the members. Each member shall be elected to serve a term of three (3) years, or until a successor member is duly qualified and elected, and three (3) members shall be elected each year. A member after serving for two consecutive terms either completely or partially shall not be eligible for reelection to the Executive Committee or Board of Trustees for a period of two years.

Section 2A

Any member of the Executive Committee may be removed from office for a cause at any time by the members. A petition for such removal shall be signed by at least twenty-five percent (25%) of the total members, and shall be submitted to the Executive Committee. The Executive Committee shall then call a special meeting of the members pursuant to Article III. For purposes of removal of a member, a quorum shall consist of one-third (1/3) of the members entitled to vote at such meeting, present in person, no proxies being allowed, but such committee member shall be removed only upon the approval of two-thirds (2/3) of members in attendance. Lack of quorum shall cause the removal petition to lapse. However the removal of a member is subject to the approval of Board of Trustees.

Section 2B

Alternatively, a member may be removed by the executive committee by two-thirds (2/3) majority vote of the full Executive Committee. Prior to the vote, the member shall be suspended for a period of 60 days for investigation of causes by an ad hoc committee appointed by the Executive Committee. The ad hoc committee shall report in writing to the Executive Committee at a special meeting called for the purpose.

Section 2C

The immediate past president of the Executive Committee shall be an ex-officio member of the Executive Committee, with the privilege of attending any and all meetings, but with no voting power.

Section 2D

If any executive committee member is absent for three (3) consecutive meetings without valid reason, this may be a cause for the disqualification of the member from the committee.

Section 2E

In cases of crisis, the Board of Trustees has the authority to dissolve the Executive Committee and call for elections within sixty (60) days.

Section 3 *Annual Meetings*

The annual meeting of the Executive Committee shall be held in the month of February after the election of the new Executive Committee members. The Executive Committee shall schedule the meetings at such times and places as necessary to conduct the business of the corporation.

Section 4 *Special Meetings*

A special meeting of the Executive Committee may be called by or at the request of the President, or any four (4) members. Special meetings of the Executive Committee shall be held at the principal office of the corporation, or at such other place as designated by the President of the Executive Committee with the concurrence of the Board of Trustees.

Section 5 *Quorum*

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

Section 6 *Manner of Acting*

The action of a majority of the members present at a meeting at which a quorum is present shall be the action of the Executive Committee. In the case of a tie, the President shall have an additional vote to break the tie.

Section 7 *Vacancies*

Any vacancy occurring in the Executive Committee shall be filled by the Executive Committee. A member elected to fill a vacancy shall be elected for the un-expired term of vacancy.

Section 8 *Relationship between Board of Trustees and Executive Committee*

1. President of Executive Committee will attend Board of Trustees meetings with voting rights.
2. Chairman of Board of Trustees may attend the Executive Committee meetings without voting rights.

Section 9 *Officers of the Executive Committee*

1. The officers of the Executive Committee shall be President, Vice President, Secretary, Joint Secretary, Treasurer and Joint Treasurer. The officers shall be members of the Executive Committee.

2. Election, Qualification and Term of Office

The President, Vice President, Secretary, Joint Secretary, Treasurer and Joint Treasurer shall be elected by the Executive Committee at the annual meeting of the Executive Committee. Vacancies may be filled at any meeting of the Executive Committee. Each officer shall hold office for a term of one (1) calendar year or until a successor is duly elected. Each officer shall transfer all original corporate records and other temple assets, if any, in his/her possession to the successor in office not later than thirty (30) days after his/her successor takes office. The immediate past President shall serve as an ex-officio member of the Executive Committee to help maintain the continuity of administration. Each member of the Executive Committee shall assume the responsibility of an elected office at least for one year during his/her tenure.

3. President

The President shall be the chief executive officer of the Executive Committee, shall preside at all meetings of the Executive Committee, and subject to the supervision and direction of the Executive Committee, shall have general responsibility for the policies, business and affairs of the corporation. The President shall make appropriate decisions for the maintenance and routine administration of the corporation within the policies prescribed by Executive Committee. In general, the President shall perform all duties incident to the office of the chief executive officer, and such other duties as may be prescribed from time to time by the Executive Committee and/or Board of Trustees.

4. Vice President

In the event of the absence or other inability of the President, the Vice President shall perform all the duties and exercise all of the powers of the President. The Vice President shall have such further powers and duties as may be prescribed from time to time by the Executive Committee.

5. Secretary

The secretary shall keep the minutes of the meeting of the Executive Committee in one or more books provided for that purpose, see that all notices are duly given in accordance with the provision of the constitution, be custodian of the corporate records, see that the seal of the corporation is affixed to all documents and in general, perform all duties incident to the office of Secretary and such other duties as may be prescribed from time to time by the Executive Committee. The Secretary shall prepare the necessary progress reports, bulletins etc., to keep the members informed at periodic intervals about the activities of the corporation.

6. Treasurer

The treasurer shall receive dues, keep accounts of all the receipts and expenses, and all funds received in the name of the corporation. The Treasurer or Joint Treasurer along with the President or his designee shall always be one of the co-signers of the checks or any other means such as electronic transfer or otherwise in excess of \$5000.00, or such other amount authorized by the Executive Committee. Below such amount, any authorized person shall sign the checks in the name of the corporation and make payments in the name of the corporation as may be authorized by the Executive Committee. The remaining co-signer shall be the President of the Executive Committee. The Executive Committee shall engage the services of an independent accountant to prepare periodic reports. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties incident to the office of Treasurer and such other duties as may be prescribed from time to time by the Executive Committee.

7. Joint Secretary

In the absence of the Secretary, the Joint Secretary shall function as the Secretary. He/she shall also discharge the functions delegated to him/her by the President.

8. Joint Treasurer

In the absence of the Treasurer, the Joint Treasurer shall function as the Treasurer. He/she shall also discharge the functions delegated to him/her by the President.

ARTICLE V Committees

The President with approval of the Executive Committee shall appoint appropriate committees and chairpersons to facilitate functioning of the corporation. All members of such committees shall be members of the corporation in good standing. The chairperson of each committee shall report to the Executive Committee the progress, status and update of committee activities at regular intervals.

ARTICLE VI Election Committee (for Executive Committee and Board of Trustees)

Section 1

The Chairman with the approval of the Board of Trustees shall appoint an Election Committee at least three months before the election. The election committee shall consist of three members in good standing. One of the three members shall be appointed as chairperson of the committee by the Chairman of the Board of Trustees. This committee shall be responsible for receiving nominations for vacant positions and conducting election of candidates for the vacant offices.

Section 2

The nominations should be proposed by a member in good standing and duly seconded by another member in good standing on a form prescribed for the purpose. The nomination form may be sent by mail or electronically as decided by the election committee to the election committee chairperson duly signed by the proposer, seconder as well as the nominee before the deadline established by the Board.

Dates for Election Process:

Request of nominations	60 days prior to election
Receiving nominations	30 days prior to election
Announcing tentative nominations	15 days prior to election
Final list of nominees	One week prior to election
Election	<u>Last Sunday of January</u>

Section 3

Upon receipt of all nominations, the Election Committee shall evaluate the nominations for conformity with eligibility requirements and select such nominations as are in accordance with bylaws of the corporation for presentation at the annual general body meeting. In case of a discrepancy regarding the eligibility of a nominee, the burden of proof of eligibility will rest on the nominee. The election of members for vacant positions shall be conducted at the annual general body meeting. If the number of nominations exceeds the number of vacant positions, the floor shall not be open for nominations and, a secret ballot voting by the members present at the annual general body meeting shall be used to elect the trustees and the executive committee members. If the nominations received by election committee are less than the number of vacancies in the Board or executive Committee, the election committee shall open the vacancy/vacancies by inviting the nominations from the floor, **but the nominated member must meet all the requirements to become a Board member or executive Committee member as detailed in the eligibility sections for these positions.** The names of the newly elected members shall be published in the corporation’s news letter as soon as possible. If there are not enough members to form a quorum at the annual meeting, all the members present shall vote to waive the requirements for a quorum. If the wavier is approved by a majority vote, the election committee shall proceed with the election of officers. In the case of dispute about the eligibility status to vote, the decision of the election committee is final. For quorum requirements refer to article III, Section 10. In the case of dispute about the eligibility status to vote, the decision of the election committee is final.

ARTICLE VII BYLAWS

This organization shall function in accordance with this constitution and its bylaws. Any amendments to the bylaws shall be made in accordance with the procedures outlined in article IX.

ARTICLE VIII Indemnification

The corporation shall indemnify any and all of its members, trustees or officers, or former members, trustees or officers or any person who may have served at its request or by its election as a member, trustee or officer of another corporation, against the expense (including attorney’s fees) actually or necessarily incurred by them in connection with the defense or settlement of any action, suit or proceedings in which they, or any of them, are made parties, or a party, by reason of such other corporation, except in relation to matters as to which any such member, trustee or officer, or former member, trustee, or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty, and to such matters as shall be settled by agreement predicated on the existence of such liability.

ARTICLE IX Amendments to the Bylaws

This constitution may be altered, amended or replaced at the duly convened General Body meeting of the corporation, pursuant to the procedure stated below:

- A. The Board of Trustees may propose an amendment to the bylaws provided it is passed by a two-thirds (2/3) membership of the full Board of trustees and Executive Committee without the use of proxy votes in a duly convened joint session of Board of Trustees and Executive Committee.
- B. Any member with voting rights can propose an amendment to articles and bylaws of the corporation provided it is supported in writing by twenty-five percent (25%) of total members with voting rights. Amendments to the bylaws should be proposed and published for informing the General Body through the Temple’s newsletter at least 30 days in advance of the General body Meeting.
- C. A proposed amendment to the Constitution duly presented for voting to the members shall be deemed to be approved if it is accepted by at least two-thirds (2/3) of the members present at a duly convened meeting of the corporation. No new proposals or changes in bylaws shall be allowed from the floor at the annual meeting of the members.
- D. Whenever referred, members in good standing refer to the members with voting rights.

ARTICLE X Contributions

The Board of Trustees or Executive Committee may accept, on behalf of the corporation, any contribution, gift or bequest for the general purposes or any special purpose of the corporation.

ARTICLE XI

In the event of dissolution of the corporation, the Board of trustees shall determine the distribution of the assets to a similar organization or corporation that is in concert with the stated purpose of this corporation. The plan of dissolution shall be conducted in accordance with Missouri law.

The amendments which were marked by bold underline were approved by General body at their annual meeting of January 31st 2010.

Sincerely:

The Trustees of the Hindu Temple of St. Louis

Krishan Reddy Chariman _____
Vijaya Kumar Buddhiraju (Secretary) _____
Nayana Choksi (Trustee) _____
Vishnu Vardhan Rao (Trustee) _____
G.V. Naidu (Trustee) _____

Jiwan Singla(Vice-Chairman _____
Sharad Parikh (Trustee) _____
Rama Devi Devabhaktuni(Trustee) _____
Ashwin Patel (Trustee) _____
Rao Ayyagari. _____