

**Austin Hindu Temple & Community Center**  
9801 Decker Lake Rd., Austin Texas, 78724

# Bylaws

**Version 3.0.1**

Revised December 23, 2009

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**Comment [S1]:** Revisions from page 1 up to Section 5.2.1 are based on Trustee Meeting on Dec 6<sup>th</sup> 2009 attended by Kalvi Mani, Naras Iyengar, Uma Gupta, Ramarao Banda, Vijay Sankaran, Krishna Gobburu, Rai Choudhury, K. Sathasivan, Anathakumar Rajagopalachari, Murali Balijalapalli ,Rao Aradhyula. and Jagannath Vedula.

## Article I: Purpose

Austin Hindu Temple & Community Center (AHTCC) will be referred hereafter as the corporation, or Austin Hindu Temple. The purposes of the Corporation are:

- To promote and practice ideals of Hinduism and Hindu religion through worship, education and teaching, by constructing and operating a Hindu temple in the Austin city vicinity
- To strive for spiritual richness and human excellence through assimilation of values in Hindu scriptures into daily lives.
- To recognize and respect other religions and belief systems in their proper context.
- To establish and maintain a community center for the purpose of conducting Hindu religious, social and cultural and educational activities.

### Section 1.1 Glossary:

- Annual Members – All those who paid a stipulated amount during the year of consideration. See Section 3.2 for details.
- Life Members - All those who made a one-time payment of a stipulated amount. See Section 3.3 for details.
- GBT – General Body of Trustees See section 5.1 for details.
- BoD / BOD – Board of Directors. See section 5.2 for details.
- EC / Exec – Executive Committee. See section 6.1 for details.
- GBM – General Body of Members. Annual Members, Life members and the GBT See section 4.1 for details.
- General Assembly refers to the meeting of general body of members
- Officers of AHTCC – All members of BoD, elected members of EC and Chairpersons of EC - Sub-Committees.
- Officers of Executive committee – Elected members of the Executive committee and the Chairpersons of EC Subcommittees.
- Standing Committee is a subcommittee to work on specific tasks under Executive Committee and Board of Directors as needed.
- Volunteer – Anyone who contributes in efforts, kind and/or donations without receiving any monetary returns for their contributions.

### Section 1.2 Powers and Limitations

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

1. **Public Purpose:** The Corporation is organized to serve public and community interests. Accordingly, it shall not be operated for the benefit of private interest, such as contributors or shareholders of the Corporation, or persons vested directly or indirectly by such private interests.
2. **Accumulation of Income:** The Corporation shall not unreasonably accumulate income within the meaning of Section 504 (c)(3) of the Internal Revenue Code as now in force or later amended.
3. **Trade or Business:** The Corporation shall not be operated for the purpose of carrying on a trade or business for profit. Any surplus funds that remain after expenses will be used solely for the benefit of growing the corporation to serve the community interests, or for other

purposes such as charitable contributions, and community education, and development as permitted for 501 (c)(3) tax exempt corporations, and as approved by the EC and BOT.

4. **Distribution of Earnings:** No part of the earnings or other property received by the Corporation from any source shall be used to the benefit of or be distributed to any of its members or General Body of Trustees, officers., However, the Corporation may decide to pay reasonable compensation for services rendered by any individuals, employees, organizations or entities, and make payments and distributions in furtherance of purposes herein set forth. All distributions and payments have to be in accordance with IRS guidelines set for the non-profit organizations.
5. **Distribution of Assets on Dissolution:** Upon dissolution of the Corporation and as determined by the General Body of Trustees with the advice of the Board of Directors of the Trustees and Executive Committee, its remaining assets, if any, shall be distributed to one or more organizations chartered and operated exclusively for Hindu religious, charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as now in force or afterwards amended. Any such assets not so distributed, shall be distributed by the County Court of the County in which the registered office is then located, to another organization that in the judgment of the court shall best accomplish the purposes that are consistent with the purposes for which the Corporation was formed.
6. **Specific Restrictions:** Non-vegetarian food(s) including but NOT limited to the following items; meat, meat preparation, sea food, egg, egg or gelatin based products and poultry are not allowed on or within the confines of the temple property. Milk and milk based products are allowed on temple property and within the temple as well. .. Alcoholic beverage(s) of any nature shall not be allowed at the Temple premises at any time or for any reason. Smoking and consumption of any controlled substances (such as tobacco and illicit drugs) shall not be permitted on the premises of the Temple. Firearms are not allowed inside temple premises except when specifically authorized by BoD and EC for security purposes. No footwear shall be allowed into the Temple area. The temple shall be for the exclusive use of Hinduism related events only. The cultural center shall be open to all for the purpose of conducting Hindu religious, social, cultural and educational activities subject to restrictions and conditions approved by General Body of Trustees.
7. **The official language** All official written and oral communication of the corporation will be in English.
8. **Assets of AHTCC** will include but not be limited to land, buildings, gold, silver and any other physical properties purchased or donated to the corporation. In addition, the information about its members, mailing list and website contents will belong to AHTCC and will be used primarily for the benefit of AHTCC. Such information will not be released to anyone or any other organization without the written permission of the BoD, EC, and the member(s) concerned. Any software or intellectual property developed for temple use utilizing temple resources shall be the property of AHTCC.

#### **Article II: Offices**

The site for principal office of the Corporation is 9801 Decker Lake Rd., Austin Texas, 78724. The Corporation shall at all times maintain a registered office in the State of Texas, as well as a registered agent whose office location shall be identical with the registered office. The registered office of the Corporation may be, but need not be identical with the principal office in the State of Texas. The General Body of Trustees may change the address of the registered office from time to time.

The federal identification number of this Corporation is **01-0564933**

The State of Texas filing number is **8000038999**  
And the sales tax exemption identification number is **101-056-49338**

**Article III: Membership**

**Section 3.1 Eligibility:**

Anyone who wishes to share Hindu faith may become a member of the corporation. Membership of the Austin Hindu Temple is open to all who are desirous of furthering the aims and objectives of the Austin Hindu Temple irrespective of race, color, creed, nationality, sexual orientation or gender. Membership shall remain in effect, as long as the member remains in good standing as defined Sections 3.2, 3.3 and 4.6.

**Section 3.2 Annual Memberships:**

Annual membership is open to an individual or a family who pays \$116 (at the time of this writing) per annum received. This amount is subject to change and it will be determined by the General Body of Trustees and Executive Committee from time to time. The period of membership will be from January 1<sup>st</sup> to December 31<sup>st</sup> of each year. Eligibility of members to vote is discussed in Section 4.6. All receipted payments made to AHTCC towards any services or donations will be considered towards membership. AHTCC reserves the right to use the funds for the maintenance of the temple.

**Section 3.3 Life Membership:**

Life membership is open to an individual or a family who pays \$ 2,500 received. This amount is subject to change and it will be determined by the General Body of Trustees and Executive Committee for the maintenance of the temple over the life time of the member and approved by GBM. The period of membership will be for the life time of the member and this is not transferable. Eligibility of life members to vote is discussed in Section 4.6. All receipted payments made to AHTCC towards any services or donations will be considered towards membership. Annual and life members can request their contribution be treated as a private matter to the extent permissible by law.

**Section 3.4 Executive Committee**

Refer to Article VI.

**Section 3.5 General Body of Trustees (GBT)**

Refer to Article 5.1

**Section 3.6 Board of Directors of (BoD)**

Refer to Article 5.2

**Article IV: General Assembly**

**Section 4.1 General Assembly - Membership and Duties:**

The General Body of Members (GBM) comprises of Annual Members, Life members and the members of the General Body of Trustees. A meeting of the GBM is called general assembly.

The overall governance of the Corporation is vested in BoD and EC as the representatives of the GBT and the GBM respectively.

**Section 4.2 Annual Meeting:**

The General Assembly shall meet at least once a year as decided by General Body of Trustees for the purpose of:

- A. Being informed about the progress, financial status and plans of the corporation.
- B. Electing officers of the Executive Committee as per 6.1.
- C. Transacting any other business that needs the approval of the general assembly and brought before them including approval for changes in the bylaws.

**Section 4.3 Special Meetings:**

Special meetings of the General Assembly may be called by a majority of General Body of Trustees or upon the written request of at least twenty-five percent (25%) of the voting members of the General Assembly made to the Chairperson of the General Body of Trustees.

**Section 4.4 Notice of the Meeting:**

Written or electronic or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days or more than fifty (50) days before the date of the meeting, either personally, by e mail, or by mail to all voting members of the General Assembly. If mailed, such notice shall be considered delivered when deposited in the United States mail and addressed to such members at their addresses as it appears on the records of the Corporation, with postage thereon paid. If sent by electronic means, such notice shall be considered delivered when sent to such members at their last known email address as it appears on the records of the Corporation.

**Section 4.5 Quorum:**

At all general or special meetings of the General Assembly, twenty-five percent (25%) of the total voting membership shall constitute a quorum. If the General Assembly does not meet the 25% quorum, it reconvenes again after half an hour of recess with a minimum requirement of 10% or 50 members, whichever is smaller, to meet the quorum.

**Section 4.6 Voting:**

A voting member of the General Assembly shall be 18 years of age or older. In case of family members, only the husband and wife are eligible to vote (a total of two votes per family membership) and an individual member has a single vote. The votes shall be cast by secret printed or electronic ballot or raising hands as needed.

To be eligible to vote, the membership should have been paid for the previous year and the current election year. Normally, the elections are held in the fourth quarter of an election year. If it is held in the first quarter of the following year, the membership must have been paid for the two previous years. Life members and Trustees are eligible to vote immediately after the first required payment. In person voting shall be by personal attendance at the General Assembly meeting or during the stated election deadlines.

Absentee votes may be cast by any eligible voter in writing on ballots provided by election committee and must be received prior to the General Assembly meeting for the purpose of election as prescribed by the election committee. The absentee voting needs to be properly documented and verified by the election committee to ensure the eligible person has voted as

they intended.

**Section 4.7 Organization:**

The chairperson of the General Body of Trustees or his/her designee shall call meetings of the general assembly to order and shall act as chairperson of such meeting(s).

**Article V: Management**

**Section 5.1 General Body of Trustees: Composition and Term**

The overall management of the Corporation shall be vested in BoD and EC as described in the bylaws.

Trusteeship is categorized into two groups namely, Permanent Trustee and Honorary Trustee, and it is based on the following criteria:

**Permanent Trustee:**

Those devotees who donate a minimum set amount to the corporation within a stipulated duration are considered Permanent Trustees. Both the amount and the payment terms are determined by General Body of Trustees from time to time.

- There is no limit on number of such permanent trustees
- This trustee role is an individual role. The rights do not extend to spouse or any other family members. Powers and responsibilities of Permanent Trustees are not transferable.
- Minors are encouraged to become trustees; however for such cases, the parents/guardians will bear the powers (including voting rights) and responsibilities until they turn 18 years old.
- Qualification for becoming a permanent Trustee:
  - i. Should be recommended by at least two other current permanent trustees.
  - ii. Honors the required financial commitment at the time of enrolment or makes the due payments on time.
  - iii. No public record of involvement in anti-social and or criminal activities.

All permanent Trustees are considered as life members of the general assembly. Permanent Trustees may request their contributions be treated as a private matter to the extent permissible by law.

**Honorary Trustee:**

Talented individuals who can benefit AHTCC can be nominated by GBT to become Honorary Trustees for durations of up to two years. Such Trustees may not exceed more than 5 % of GBT membership. The Honorary Trustees can serve up to two consecutive terms as approved by GBT.

**Section 5.2 Board of Directors of the Trustees (BoD):**

General Body of Trustees shall elect/appoint a nine-member Board of Directors comprised of individuals as illustrated elsewhere in this article. This BoD shall be their representative for the management of the corporation. General Body of Trustees entrusts all their powers to the Board of Directors as their representative, except in cases where it is explicitly restricted. General Body

of Trustees shall have authority to overrule and reverse any of the decisions made by Board of Directors with a two third majority. General Body of Trustees may remove any of the Board of Directors for proper cause with two third majority votes, and then may elect/appoint a replacement member of BoD with simple majority of the vote.

**Section 5.2.1: Composition of BoD**

Board of Directors (here after known as BoD) shall consist of nine members. Seven of the nine members shall be elected and two members are appointed members.

The composition of the 9 members is as follows:

1. Chairperson – elected by GBT
2. BoD member – elected by GBT
3. BoD member – elected by GBT
4. BoD Member – elected by GBT
5. BoD Member – elected by GBT
6. BoD Member – elected by GBT
7. BoD Member – elected by GBT
8. Current President of the Executive committee
9. A prominent member of the community – appointed by BoD

The Chairperson and six BoD members (a total of seven) will be elected from the eligible permanent members of GBT by all the voting members of GBT. In addition to the Chairperson, a Vice-Chairperson and a Secretary shall be elected or selected from the six elected members of the Board of Directors by the BoD members within two weeks of BoD election results. The ninth member of the BoD shall be a prominent person in the General community with a sincere interest in and potential benefit to Austin Hindu Temple and its purpose. This person shall not be a member of the GBT, Executive committee or a member of BoD in the current or past two years.

**Section 5.2.2: BoD Election and Term Limits**

General Body of Trustees shall hold an election every two years beginning January 2010. Only permanent trustees who are in good standing are eligible candidates to stand and vote in such elections.

An election committee will be formed by General Body of Trustees during their assembly. This election committee will consist of minimum of three permanent trustees who are in good standing, and who shall not be contesting or nominating candidates in the pending election.

The Election Committee shall:

- i. Solicit nominations at least twenty five days (25 days) prior to the election date, from GBT.
- ii. Any eligible member of GBT may nominate himself/herself or others to the election committee.
- iii. The Committee shall present the list of candidates to the General Body of Trustees at least fifteen days (15 days) prior to the election date.
- iv. The floor will be open for additional nominations at the time of election in the absence of any nomination for a given position.
- v. Each GBT member can be nominated for one position only. Also, one member can

nominate only one other person, and/or if interested himself or herself.

Election of BoD members shall be held at a meeting of the GBT, and the officers so elected shall take office on January 1st or on a date specified by election committee. The election shall be held in the month of November unless election date is changed with the approval of General Body of Trustees.

The term for the BoD membership is two years. The applicable term limits for any AHTCC officers are covered in section 6.20

### **Section 5.2.3: Powers and Duties of the BoD**

The BoD shall manage the business and financial affairs of the Corporation. All the rights, powers, duties and responsibilities relative to the management and control of the Corporation's property and affairs are vested in the Board of Directors for the benefit of Corporation. These powers exist in the Board of Directors as a group and not in an individual. The BoD has a duty to exercise reasonable care and prudence in managing the affairs of the Corporation. The BoD may make rules for the conduct of its own meetings and in the absence of any such rules; the meetings shall be conducted according to the Robert's Rules of Order. Any such rules inconsistent with these Bylaws and the Articles of Incorporation shall not be valid. It is the responsibility of the Chairman of BoD to ensure the Bylaws are followed in the execution of the respective duties and responsibilities by BoD members.

In summary, the BoD will focus on the following roles and responsibilities. The details follow in this same section. BoD will primarily focus on Fund raising, long-term vision, governance and compliance of AHTCC. In particular, they are responsible to

- Drive long range planning process and develop a five-year roadmap,
- Organize fund-raising activities – planning, execution in conjunction with EC,
- Approve of capital projects limited to a stipulated maximum of \$50,000,
- Develop a detailed master plan and get it approved by GBT and GBM,
- Approve Architectural aspects of site development,
- Approve yearly operating plan and budgets (developed by EC) ,
- Ensure annual audit and financial record compliance
- Approve Exec Standard Operating Procedures and any changes thereof.
- Manage risks: assessing risks, managing risks and periodic audits
- Develop Strategy and conduct external communications in conjunction with EC
- Approve communications strategy and all external communications that have legal impact
- Make personnel decisions: Approval of any hiring, firing, resignation & compensation proposed by Exec Committee
- Communicate regularly to all the members of GBT through an approved process.
- Create standing committees as needed to address short term tasks/fixed duration tasks
- Appoint Trustees to EC sub-committees as needed up to 20% or 1 person. .
- Review AHTCC income sources and recommend changes to improve
- Nominate a PR person jointly with EC to communicate with media
- Periodically get input from members of community to ensure the temple is meeting their needs

BoD shall have access to all the information of the corporation. If additional information is requested by BoD, the requested information needs to be provided within a reasonable amount of time of about seven calendar days, unless additional time is needed to gain such information.

Details of the individual member/Trustee contributions must be considered private and sensitive. Such information will be available only to the Chairman of the GBT, the Secretary of BoD, the

**Comment [S2]:** Revisions from here up to Section 5.4 are based on Trustee Meeting on Tuesday Dec 8<sup>th</sup> 2009 attended in person by Kalvi Mani, Naras Iyengar, , Ramarao Banda, , Krishna Gobburu, Kumar Challa, Mahesh Ganti, K. Sathasivan, Murali Balijalapalli ,Rao Aradhyula and on the phone by Vijay Sankaran Uma Gupta. and Jagannath Vedula.

President and the Treasurer of EC. This information may be shared with others on a need-to-know basis and it requires BoD and EC approval. An Annual Member, life member, or Permanent Trustee may opt out from public disclosure of their contribution to the extent permissible by law.

BoD acting alone cannot perform the following tasks.

- Change approved master plan
- Change the vision of the AHTCC
- Change the Bylaws of the AHTCC
- Sell or lease any AHTCC assets.

However, the BoD can initiate action on any tasks identified above with the concurrence of GBT and EC.

### **General Powers of BoD**

The details of the powers of BoD are given below. This will include but not limited to the above powers listed in Section 5.2.3.

1. Set up policies and guidelines to accept at its discretion all gifts, bequests and donations, in cash or in kind, provided that any such gifts, bequests or donations, which the donor makes, are unrestricted. In case of restrictions, the BoD may reject the gift(s) if such restrictions are not in the best interests of the Corporation. Further, the wishes of any donor regarding the use of their donations shall, at the discretion of the BoD, be accepted and honored, to the extent possible as long as such wish does not conflict with the purposes of the Corporation.
2. To review the annual budget as recommended by the President and the Executive Committee for approval by GBT.
3. To approve capital construction projects and budgets with the advice of the President and the Executive Committee. Any such approval is limited to \$50,000. Any projects that require more than \$50,000 need to be presented to General Body of Trustee (GBT) at their assembly for their approval. A project that costs more than \$50,000 cannot be split into smaller projects costing less than \$50,000 to get such approvals.
4. To borrow money and incur debt for the purposes of the Corporation and to execute instruments of hypothecation of assets with the advice of the President and the Executive Committee after approval of GBT.
5. To maintain an alphabetically arranged list of all Trustees and Annual Members. Such list shall be updated at least annually and shall be available for inspection by any BoD member.
6. To make a report to the General Assembly at its annual meeting about the financial and operational status of the Corporation.
7. To welcome new Trustees and inform them about their roles and responsibilities.

### **Section 5.2.4: Duties of the Chairperson, Vice Chairperson and Secretary**

#### **Chairperson:**

The Chairperson shall be the presiding officer of the General Body of Trustees, BoD and General Body Meeting (GBM). He/she shall oversee AHTCC operations on behalf of the Trustees. He/she along with the President of EC may sign (with due diligence towards the purposes of the temple as defined in Article I) any deeds, contracts or other instruments, except in cases where

the signing and execution thereof shall be expressly delegated by the General Body of Trustees to some other officer or agent of the Corporation. The Chairperson will present annual budget and financial report to the general body.

He/she is responsible for getting the meeting minutes published through the Secretary, manages and approves the communication to the trustees. He/she sets agenda, calls for and presides over the board meetings as scheduled and as required. Chairperson can invite outside people depending on the agenda with the BoD prior approval. He/she is responsible to publish quarterly progress report to BoD, GBT, EC and GBM.

**Vice- Chairperson:**

In the absence of the Chairperson, the Vice- Chairperson shall preside over all the regular and special meetings of the BoD, General Body of Trustees, and shall perform all duties incident to the Office of the Chairperson.

**Secretary:**

The secretary shall keep the minutes of all the meetings of the General Body of Trustees and the meeting(s) of BoD, in books provided for that purpose. He/she shall attend to the giving and receiving of all legal notices of the Corporation and such other books and papers as the General Body of Trustees may direct. Such notices and minutes shall be open to examination of any GBT member(s) upon application at the office of the Corporation. Minutes of all the meetings of the BoD and General Body of Trustees shall be distributed to the GBT members within seven days. The Chairperson and Secretary will be responsible for communication with GBT. In addition, the Secretary will be responsible to maintain the list of Trustees, and their eligibility to vote.

**Section 5.3 Meetings and Quorum:**

BoD must conduct formal meetings at least once a month and each member shall not miss three meetings in a row or a total four meetings in a year. If a member of the BoD is unable to meet these attendance requirements without any valid reason(s), in any 12 month period, it shall be assumed that member has resigned from the BoD. BoD will nominate another candidate within 30 days of such resignation to fill this position, for GBT approval with a simple majority. This should be an official meeting on the agreed day of the month. Any additional meetings or changes will require a two weeks notice. Quorum needs a total of six members to be present in the official meeting and absentee members will need to communicate their votes in writing or by phone, of any items to be decided. BoD members shall excuse themselves from the voting if there is a conflict of interest. The members will have access to the relevant information and facilities to discharge the functions.

**Section 5.4 General Body of Trustees (GBT)**

1. Members of the GBT will have all the rights of annual members and in addition, they have the right to elect the members of the BoD.
2. They will approve any proposals brought upon them by BoD and any projects that require a funding of \$50,000 or more.
3. GBT members will approve the annual budget proposed by the EC and BoD
4. GBT can initiate any changes in Bylaws for approval in general assembly.
5. The GBT alone can authorize the sale or long term (exceeding a year) lease of AHTCC property (land and other fixed assets) with written approval from 75 % majority. GBT members will have access to the meeting minutes of BoD & Executive committee, and financial status of the

- corporation.
6. GBT meetings will be held at least once per quarter wherein the Chairperson will present the progress, financial status and plans of the corporation
  7. The General Body of Trustees with two third majority of the entire GBT can propose to remove, for reasons of any action against the policies or interest of the corporation, any Executive Committee member or the Executive Committee itself and call for general body meeting for approval and to elect new Executive Committee or an elected Executive Committee member. The General Body of Trustees can act as temporary Executive Committee or nominate other Trustees until new election is conducted within next 60 days.
  8. The General Body of Trustees with two-third majority of the entire GBT can vote on to remove, for reasons of any action against the policies or interest of the corporation, the GBT chairman, any BoD member or the BoD itself and call for GBT meeting for approval and to elect new BoD or BoD member or GBT chairman for the remainder of the term.
  9. The General Body of Trustees, with two-third majority, can vote to suspend any General Body of Trustee member, for the current year, or a longer duration for any action against the policies or interest of the corporation.

It is the responsibility of the GBT Chairperson to ensure the Bylaws are followed in the execution of the respective duties and responsibilities by BoD and GBT. GBT members are encouraged to communicate among themselves through e-mail or bulletin boards as appropriate.

## Article VI: Operations

### Section 6.1 Executive Committee

The general operational management of the Temple shall be vested in the Executive Committee.

The Officers of the Executive Committee of the Corporation shall include a minimum of twelve members as listed below:

1. President, elected by GBM
2. Vice President, elected by GBM (Chair of Human Resources Committee)
3. Secretary, elected by GBM
4. Assistant Secretary, elected by GBM
5. Treasurer, elected by GBM (Chair of Finance Committee)
6. Assistant Treasurer, elected by GBM
7. Religious Committee Chair Nominated
8. Education Committee Chair, Nominated
9. Cultural Committee Chair, Nominated
10. Communication Committee Chair, Nominated
11. Construction Committee Chair, Nominated
12. Chairperson of the BoD

The Annual members and life members shall elect Executive Committee members from among the nominations received by the Election Committee per Section 6.21. The applicable term limits of these officers are discussed in section 6.20.

The chairpersons of the subcommittees are nominated by the President and the members of the subcommittees may be nominated by the respective Chairperson unless specified otherwise. .

**Comment [S3]:** Revisions from here up to Section 6.22 are based on Trustee Meeting on Friday Dec 11<sup>th</sup> 2009 attended in person by Naras Iyengar , Krishna Gobburu, Kumar Challa, Mahesh Ganti, K. Sathasivan and Rao Aradhyula and on the phone by Murali Balijalapalli, Uma Gupta. and Jagannath Vedula. And Ramarao Banda.

The chairperson publishes the list of subcommittee members to EC and BoD within a month of election.

The Executive Committee shall consist of a minimum of twelve (6 elected, 5 nominated and 1 appointed) members (as shown above) and not more than twenty-five (25) members or as prescribed from time to time by the General Assembly at its annual meeting. The executive committee may include the Vice Presidents for community relations (Up to 2 appointed by a simple majority of the officers of Executive Committee), and the Chairperson(s) of the Standing committees (ad-hoc) as needed from time to time. The EC President publishes the list of Executive committee members to GBT and GBM within a month of election.

The Chairperson(s) of the standing committee(s) shall be appointed by the President of the Executive Committee. The President may appoint any member with good standing as chair(s) of the standing committee(s).

**Section 6.2 President:**

The President shall be the principal executive officer of the Corporation and subject to the consent of the Executive Committee, shall in general supervise and control the operational affairs of the Temple. He/she shall preside at all meetings of the Executive Committee and shall be a member of the General Body of Trustees and BoD. He/she along with the Chairman of BoD may sign any deeds, contracts or other instruments (consistent with the purposes of the temple as indicated in Article I), except in cases where the signing and execution thereof shall be expressly delegated by the General Body of Trustees to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the Office of the President including presenting annual budget for approval of the Board of Directors of the Trustees.

The President shall be the registered agent of the Corporation.

**Section 6.3 Vice-President:**

The Vice President shall assist the President in all AHTCC activities as specified by the President. In the absence of the President, the Vice-President shall preside over all the regular and special meetings of the Executive Committee, and shall perform all duties incident to the Office of the President. In addition, Vice President shall act as the Chairman of the Human Resource (HR) subcommittee.

**Section 6.4 Secretary:**

The Secretary shall keep the minutes of all the meetings of the Executive Committee and the meeting(s) of the general assembly in books provided for that purpose. EC Secretary will be responsible to maintain the documents pertaining to all subcommittees including construction and human resources. Minutes of all the meetings of the Executive Committee shall be distributed to its members and BoD.

**6.5 Assistant Secretary:**

Assistant Secretary will assist Secretary in all activities as desired by the Secretary. He/She will represent Secretary in his/her absence. In all meetings of the Executive Committee, he/she will support Secretary to take notes and distribute meeting minutes. Assistant secretary will participate in at least two of the sub-committees. Assistant Secretary and Assistant Treasurer will jointly be responsible to keep the Inventory of the temple properties and will manage inventory along with the Finance Committee, which will have the full responsibility to maintain such

inventories.

**Section 6.6 Treasurer:**

The Treasurer shall have custody and keep account of all money, funds, assets, and property of the Corporation, unless otherwise determined by the General Body of Trustees. He/she shall render such accounts and present such statements to the General Body of Trustees, President, and the Executive Committee as may be required of him/her. The Treasurer shall deposit all funds of the Corporation received by him/her in such bank(s) as the President with the consent of the Executive Committee and BoD may designate. He/she shall keep the bank accounts in the name of the Corporation, and shall make available for viewing the books and accounts at all reasonable times to any member upon application at the Office of the Corporation. The Treasurer shall pay out the money for the required purposes for all approved expenses of the Corporation taking proper documentation.

**6.7 Assistant Treasurer:**

Assistant Treasurer will assist Treasurer in all activities as desired by the Treasurer. He/She will represent Treasurer in his/her absence. He/she is a member of the Finance Committee, which is headed by the Treasurer, and will assist the Treasurer to ensure, that all responsibilities of the Financial Committee are handled properly. The Assistant Treasurer may be assigned specific roles in the Finance Committee, such as (for example), keeping the financial records in a format ready for an external audit, inventory management, or communicating financial reports to the BoD/GBT, etc. In addition, Assistant Treasurer will coordinate with Assistant Secretary and Finance committee to maintain the inventory of the temple.

**Section 6.8 Religious Committee:**

The Chairperson of the religious committee with the help of religious committee members and AHT priests will establish a calendar of major religious events. This committee will have at least five members.. Chairperson is also responsible for organizing all major religious events with the help of volunteers and committee members. The Chairperson will coordinate with Executive committee to communicate the religious events in the website and through emails or Newsletters. In addition to the above, the religious committee will supervise day-to-day religious activities and priest scheduling.

**Section 6.9 Education Committee:**

The Chairperson of the education committee will be responsible for organizing all educational activities on behalf of the AHTCC. Education committee needs to have at least three people. These activities include regular classes on a weekly basis, for children of different age groups and for adults, on topics related to Hindu religion and philosophy and also on cultural activities, such as music and dance, which are designed to enhance the religious experience. The classes may also include various Indian languages, sports and arts. The classes for children shall be designed to inculcate the values promoted by Hindu Religion and Philosophy. The Education committee chair may also conduct spiritual discourses on Hindu philosophy for general audiences on a periodic basis, with the help of visiting scholars. Guidance from the Priests shall be sought on a periodic basis to ensure proper alignment between Hindu religion, philosophy, and the activities of this committee.

**Section 6.10 Cultural Committee:**

The Chairperson of the cultural committee will be responsible for organizing cultural events on behalf of the AHTCC. Cultural committee needs to have at least three people. Cultural committee chair is also responsible for organizing a volunteer group to help this

committee and other committees in conducting various AHTCC events. The cultural committee is encouraged to work with the educational committee to showcase the educational activities in major social events at the temple. Guidance from Priests shall be sought on a periodic basis to ensure proper alignment between Hindu religion, philosophy, and the activities of this committee.

**Section 6.11 Communication Committee:**

The Chairperson of the communication committee will be responsible for dissemination of information relating to the activities of the executive committee, to the Trustees (GBT, BoD) and members of the sub-committees. Communication committee needs to have at least three people. He/She will also publish periodic newsletters, circulated by E-Mail and web-posting, to keep the general public informed about the activities at the Temple. He/She will also be responsible to organize the publication of brochures for special events in the Temple as required. In addition, communication committee will assist in historical archival of temple events.

EC and BoD will select a PR person to represent the temple to communicate with outside organizations and media. The EC shall ensure that this person's contact information is prominently displayed on the temple's website.

**Section 6.12 Construction Committee:**

The Construction Committee Chair will coordinate with the EC and BoD to plan, organize and execute the construction projects that are approved by GBT and/or BoD. Construction committee needs to have at least three people. He/she will include members with interest and experience in such construction projects and maintain all the construction related documents and plans. The construction committee will follow an approved bidding process and ensure all work gets done in compliance with local county, fire department, city, State, and any other agencies as applicable.

**Section 6.13 Finance Committee :**

The Treasurer will be the Chairperson of this committee and she/he will report to both the president of the EC and the Chairperson of BoD. The finance committee comprises of EC Treasurer, Assistant Treasurer and at least two members from GBT and two members of GBM as nominated by the Chairperson (EC-Treasurer) and approved by EC and BoD. The responsibilities of this committee include maintaining all financial records of the Temple, such as donations, gifts, expenses, and pay-roll, and taxes (to IRS and other agencies). This committee is responsible for communicating the year-end summary of donations to all donors, and the financial reports (income and expenses) to the executive committee and the BoD on a monthly basis. The maintenance of all financial records should ensure compliance with State and Federal Regulations. The financial records may be organized in a format to help in readiness for an external financial audit. The committee may seek the help of experts, on a fee or volunteer basis, with the approval of the Executive Committee. This committee is also responsible to maintain the Temple inventory. They shall analyze data on collections in the Temple and suggest ways to improve them. In addition to the above tasks, the finance committee will be responsible for any other work associated with the temple finances such as fund raising and other activities that need financial commitment such as construction or hiring.

**Section 6.14 Human Resources Committee:**

Vice-President shall act as the chairman of the Human Resource (HR) Committee, which is responsible for hiring and removal of all employees of the corporation with the approval of EC and BoD. The HR committee will establish the generally accepted practices and policies regarding compensation and benefits to the employee. The HR committee will have two GBT members appointed by the Chairman of GBT and two EC members appointed by President of EC. The HR policies and appointments need to be approved by EC and BoD. President can nominate

technical experts as advisors to HR committee, who will not have voting rights in the hiring of the candidates. In addition, HR committee will resolve any concerns and grievances related to employees and communicate such resolution to President EC for disciplinary action as needed. HR committee and the EC Secretary will maintain all personnel records and ensure the State and Federal laws relating to employees are followed. The meeting minutes of HR needs to be communicated by the HR Committee Chair to the EC President and BoD Chair.

**Section 6.15 Meetings and Quorum:**

The Executive Committee shall meet as needed but not less than twice every month. Two thirds (67%) of Executive Committee membership shall constitute a quorum. All members (up to 25 - both elected and nominated) of the Executive Committee are required to attend the executive committee meetings and all will have voting rights. Continued absence may result in the removal of such member as prescribed in Section 6.16 of the bylaws.

Minutes of the Executive committee meeting shall be published by the Secretary to all members of the Executive committee and the Board of Directors. A summary of progress will be included in the Newsletter to the General Body of Trustees, and to all general public. Such minutes of the meeting shall be published within 7 calendar days of the executive committee meeting.

Religious Committee Chair, Education Committee chair, Cultural committee chair, Communication Committee Chair and Construction Committee chair will hold meeting of the respective committees on a periodic basis. These subcommittee meetings will be held at the minimum once a month. The minutes of these meetings shall be published to Executive committee and BoD within 7 calendar days of the respective committee meeting.

The Committee may by a majority vote adopt operational policies and procedural rules for the efficient management of the affairs of the Temple and for other standing committees but such operating procedures need to be approved by BoD. It is the responsibility of the EC President to ensure that the Bylaws are followed in the execution of the respective duties and responsibilities.

**Section 6.16 Resignation, Removal and Replacements:**

Any Executive Committee member may resign at any time by delivering a written resignation to the President. The acceptance of any such resignation shall be necessary to make the above resignation effective. An elected officer who shall have six unexcused absences from the meetings of the EC in any 12 month period shall be considered to have resigned and such position shall be deemed vacant. If a nominated officer of the executive committee does not fulfill his/her duties as outlined in the by-laws, that member shall be deemed resigned from the position, and the President is required to appoint another member in good standing who will effectively execute the duties of the position. An elected officer or member may be removed at any time for a valid reason by a vote of two-thirds of the members present at a duly called meeting of the GBT, acting on the recommendation of the majority of the Executive Committee. Such appointments need to be confirmed by simple majority of the GBT. The procedure for filling in the vacancies so created, is presented in Sec 6.17.

**Section 6.17 Vacancies:**

A vacancy in any executive office because of death, resignation, removal, disqualification or otherwise may be filled by nominating a candidate to the position by the executive committee. This nomination needs to be approved by simple majority of the GBT.

**Section 6.18 Standing (Ad Hoc) Committees:**

In addition to the Executive Committee and other committees listed above, there may be other standing (ad-hoc) committees as determined by the President with the advice of the Executive

Committee, and as necessary for the proper functioning of the Temple. These are intended to be short term committees with less than a year of work duration. If such committees last two years or more, it may be considered as a regular subcommittee.

**Section 6.19 General Rules of Financial Transactions:**

(1) Transactions shall normally be by means of checks. All checks above a prescribed limit shown elsewhere in this section approved by the BoD must be signed by two of the listed officers, viz: the President, Treasurer, and the Assistant Treasurer except as permitted below. Treasurer and the Assistant Treasurer cannot sign on the same check

(2) Reimbursement checks that need to be written for routine purchases such as Utility bills, corporate commission fees, Mail box dues, Insurance premiums and other such dues to be paid on periodic basis for services obtained by Austin Hindu Temple may be signed by the Treasurer or the Assistant Treasurer alone. In the absence of Treasurer, the President may issue checks for such purposes with a single signature.

(3) Executive committee as a group can authorize an expense for the AHT an amount not exceeding \$5000, for the purpose of emergency work. BoD shall approve all expenses over \$5000. Any expenses greater than \$5000 cannot be broken into smaller amounts for such approval process.

(4) All financial transactions shall be preferably by accepting checks for the services rendered. If cash is accepted then the Austin Hindu Temple cash receipt shall be provided. Credit cards may be accepted as necessary. In addition, stocks and other in-kind donations are accepted.

(5) All cash, credit card charges and checks received on behalf of Austin Hindu Temple by any person shall be handed over to Treasurer or Assistant Treasurer at the earliest. The method of handing over shall be as specified by the treasurer.

(6) Tariffs for Religious Pooja, other services, events etc. shall be applicable according to the fee schedule approved by the BoD.

(7) Proper records, checks and balances will be maintained in all financial transactions to and from the corporation.

**Section 6.20 Term Limits for AHTCC Office Bearers:**

All the BoD members, elected EC members and nominated sub-committee chairpersons are designated as AHTCC office bearers. Any subcommittee that has duration of two years or more is included in the above list. Any AHTCC office bearer cannot serve more than two consecutive terms as an AHTCC office bearer; and each term has a duration of two years. For nominated subcommittee chairpersons, if they accept the role, it will be counted as a full term even if they decide to step down before the term is over.

The AHTCC office bearers after completing four years of two consecutive terms are eligible for holding office after a minimum gap of two years. In case there are no qualified candidates to fill the positions, EC or BoD can propose and GBT can approve exemption of individuals from this limitation of a two year gap.

These term limits will apply retroactively from 2008 January.

**Section 6.21 Nominations and Elections:**

Nominations for the elected officers of the Executive Committee shall be made by the voting member to the election committee. A member of the General Body of Trustee or an EC member who served for a full term of two years can be nominated for President and Vice-President. Similar requirement is enforced in case any of these positions become vacant or if the persons are unable to perform their duty. Any member in good standing can be nominated for other elected or nominated EC positions. An election committee will be formed by The Chairperson of General Body of Trustees at least 30 days prior to election. This election committee will consist of minimum of four members. Out of that three will be permanent trustees who are in good standing. The fourth member will be from GBM, who is not a trustee. The election committee of BoD and EC can have overlapping committee members.

The members of the election committee shall not contest or nominate candidates in the pending election.

**The Election Committee shall:**

- i. Solicit nominations at least twenty five days (25 days) prior to the annual meeting of the General Assembly.
- ii. Accept nominations from any eligible member of the general assembly
- iii. Present a list of candidates to the General Body of Trustees and the GBM at least fifteen days (15 days) prior to the annual meeting of the General Assembly.
- iv. Accept additional nominations at the time of election in the absence of any nomination for a given position.

Each general body member can be nominated for one position only. Also, one member can nominate only one other person, in addition to himself or herself.

Election of officers of the executive committee shall be held at the annual meeting of the General Assembly, and the officers so elected shall take office on January 1st or on a date specified by election committee. The election shall be held in the month of November normally, unless election date is changed with the approval of General Body of Trustees.

**Transfer of Duties and Responsibilities:**

After the elections are completed, the Election Committee shall facilitate the transfer of duties and responsibilities to the newly elected committee.

**Section 6.22 Grievances & Conflicts Resolution**

The BoD is authorized to appoint an ad-hoc committee to investigate and recommend, on a case-by-case basis, on any serious grievance against an officer, or elected member, and corporation itself. Grievances can be filed with the Secretary of BoD or the Secretary of EC. The Committee must investigate the matter, and make recommendation for action to the General assembly. Any corrective or punitive action against an officer or member must be approved by a majority vote of the General Assembly; unless the affected member decides not to go through the general assembly process and accept the recommendations.

All conflicts that arise within Executive Committee or BoD shall be resolved in a democratic and professional manner with a majority vote of the attending members, if the quorum is present. If not, the issue shall be discussed and resolved within a reasonable time with proper quorum.

Whenever a conflict arises in the decision making process, the guiding principle for conflict resolution shall be the interests of the Austin Hindu Temple Corporation. The General Body of Trustees (with a majority vote) will have the ultimate authority to decide on issues that are not resolved by the Executive Committee or BoD.

**Article VII: Corporate Acts**

**Section 7.1 Contracts with Officers and Members of the Corporation:**

No officer or member of the BoD, General Body of Trustees and the Executive Committee of the Corporation shall be interested directly or indirectly in any contract relating to the operations conducted by AHTCC, or in any contract for furnishing services or supplies to AHTCC. Exceptions can be made if, such contract is authorized by a majority of the General Body of Trustees, BoD or the Executive Committee, when such officer or member is not present, and is not involved for such authorization, and the nature of such interest is fully disclosed or known to the General Body of Trustees, BoD and the Executive Committee at the meeting at which the contract is awarded

**Section 7.2 Indemnification of Officers and Members:**

Any person (or his/her estate) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was an officer or member of the Corporation shall be indemnified by the Corporation against any liability and reasonable expense (including attorney's fees) incurred by him/her in connection with the defense or settlement of such action, except in relation to matters as to which it shall be adjudged by the court that such officer or member is liable for negligence or misconduct in the performance of his/her duties.

**Article VIII: Fiscal Year**

The fiscal year of the Corporation shall be Jan 1 to Dec 31.

**Article IX: Waiver of Notice**

Whenever any notice is required to be given to any member of the Corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Texas Non-profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. (Seems vague – needs to clarify)

**Article X: Amendments**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a 67% majority vote of the quorum in a general assembly for the maintenance of the temple at any regular or special meeting called by the BoD or General Body of Trustees. Bylaws should be reviewed every two years and necessary changes be considered for inclusion during the GBM. The Chairperson of the BoD/GBT will establish a Bylaws committee and he/she will serve as the chair of this committee. The committee will include the current President and Vice President and immediate past President of the Executive Committee, Secretary of the GBT/BoD and three additional Trustees in good standing from GBT. A majority of the GBT must approve the revisions and an attorney should review the final document before presenting to General Assembly. A summary of such proposed alterations, amendments or repeals shall be submitted to each member of the General Assembly at least ten (10) days prior to such meeting. The approved bylaws will be printed and signed by the members of the Bylaws committee, and kept in a prominent place in the AHTCC facility and posted in the AHTCC website.

It is hereby certified that these amended Bylaws were adopted by the general assembly of the Austin Hindu Temple at a General Body Meeting held at Austin, Texas, on January 18<sup>th</sup> 2010.

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<b>(Mani, Kalvi)</b> Chairperson, General Body of Trustees	<b>(Gupta, Uma Kant)</b> President Executive Committee
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<b>(Veeravalli, Jith)</b> Vice Chairman, General Body of Trustees	<b>(Vedula, Jagannath)</b> Vice President, Executive Committee
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<b>(Iyengar, Naras)</b> Secretary of the General Body of Trustees	<b>(Gobburu, Krishna Mohan)</b> Secretary, Executive Committee
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<b>(Banda, Ramarao)</b> Bylaws Committee Member	<b>(Sathasivan, Kanagasabapathi)</b> Bylaws Committee Member
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<b>(Murali Balijalapalli)</b> Treasurer, Executive Committee	<b>(Tupuri, Raghuram)</b> Governance Committee Member
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<b>(Aradyula, Ramachandrarao)</b> Governance Committee Member	<b>(Sankaran, Vijay)</b> Governance Committee Member
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<b>(Iyengar, Rangaswamy)</b> Past President, Executive Committee	
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**Austin Hindu Temple Bylaws Revision History:**

**Rev1.0: Original Bylaws adopted on March 23<sup>rd</sup>, 2002.**

This version of the bylaw was used to incorporate the organization.

**Rev 1.1: Nov 24, 2003** – Extensive updated by the Bylaws committee constituted by Vasu Mekala, Kanagasabapathi Sathasivan and Uma K Gupta throughout the year 2003, with the advice and recommendations from the AHT members. Major changes made in membership, Trustee, Elections and conflict resolutions etc.

Things to consider:

- Appointment of committees and their roles, responsibilities, composition and powers.
- Use of English as the primary language.
- Responsibility, authority and liabilities of Trustees and Exec Committee Members.
- Election time and election committee and rules of engagement.
- Process of decision making, approvals and delegation.
- General Body of Operating Trustees??

**Rev 2.0 January 18, 2009**

Major revision and update with the inclusion of Board of Directors, their roles and responsibilities. Updates of the corporation assets, language and information rights were included.

**Revision 3.0 December, 2009.**

Extensive revision of all sections, inclusion of several subcommittees, their composition and roles were defined.