

AMENDED AND RESTATED B Y L A W S

of

HINDU BHAVAN

ARTICLE I OFFICES

- Section 1. Name. This Corporation shall be known as Hindu Bhavan.
- Section 2. Principal and Registered Office: The principal office and registered office of the Corporation shall be located at 907 Cedar Creek Road, Fayetteville, Cumberland County, North Carolina.

ARTICLE II PURPOSES

- Section 1. General. The general purpose for which the corporation is formed is to operate as a non-profit religious organization and it is intended that the corporation will qualify at all times as an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 by virtue of being described in Section 501(c)(3) of the Code, that it will qualify at all times as an organization to which deductible contributions may be made pursuant to Sections 170, 642, 2055, and 2522 of the Code, and that it will qualify as other than a private foundation pursuant to Section 509(a)(3) of the Code.
- Section 2. Specific. The specific purposes for which the Corporation is formed are to: [1] to provide in Fayetteville, North Carolina a temple and place of worship and regular religious services for the Hindu religion and those who wish to meet as a part of their Hindu religious experience, [2] to promote universal understanding and awareness of the Hindu religion, [3] to conduct religious seminars and discourses, [4] and to conduct children's classes for reading and study of Hindu scriptures.
- Section 3. Fulfillment of General Purposes. Consistent with the purposes outlined above, the mission of the corporation is to:
- A) Establish a temple and cultural center for religious and cultural activities.
 - B) To promote and practice Hindu philosophy
 - C) To support and strengthen the moral and spiritual well being of the

members

D) To conduct educational programs for children and adults based on Hindu scriptures.

ARTICLE III MEMBERS

Section 1. General. The Corporation shall have members. In order to be a member one must be an adult, peacefully attend the services conducted by the Corporation on a periodic basis, sign stating that he or she desires membership and fulfill such other requirements as may be determined by the Board of Trustees, [herein referred to as “Trustees”].

Section 2. Specific. Membership will be on an annual basis and is open to all who support and follow our mission as in Article II Section 3 above. Membership is available to individuals and families who complete the application form, pay \$151 on an annual basis and are approved by the Board of Trustees. The \$151 fee will be waived for members who pledge and pay an amount greater than \$151 per year. Each individual will have one vote and a family will have no more than two votes. In order to be eligible to vote, the member must be at least 18 years old on January 1st of the membership year. The fee will be paid on or around the Annakut day each year and will be considered towards the dues for the next calendar year.

ARTICLE IV TRUSTEES AND DIRECTORS

Section 1. General Duties. The business and affairs of the corporation will be the shared responsibility of the Trustees and the Board of Directors (herein Directors) with the Trustees having ultimate responsibility as provided in the Articles of Incorporation. The responsibilities shall be split as follows:

A) Trustees will be responsible for developing long range policies, safeguarding the assets and documents, providing support to the Directors and serving as final arbiter in the interpretation of constitution and bylaws.

B) Board of Directors will be responsible for day to day affairs of the Bhavan including without limitation:

1. Executing the policies of the Bhavan
2. Appointing subcommittees to conduct religious, cultural, educational, philosophical, spiritual aspects of the Hindu religion
3. Organizing youth activities
4. Managing communications and public relations
5. Managing day to day finances as per the approved budget

6. Enhancing membership and implementing fund raising activities
7. Maintaining and managing the facility
8. Supervision of the employees

Section 2.

Composition of Board of Trustees and Directors:

A) Board of Trustees. The Board of Trustees shall consist of five members: A founding Trustee, two donor Trustees and two member Trustees. The Trustees will elect a chairperson, vice chairperson and secretary.

1. The Founding Trustee will be nominated by the founding members involved in the creation of the Hindu Bhavan and currently serving in the transitional committee. In the absence of an available founding trustee, donor trustee may be nominated.
2. To be eligible as donor trustee, the person should be an active member for at least three years and have served on the board of directors for at least a year or be in the transitional committee and have made a significant monetary contribution of \$20,000 or more to the Bhavan
3. To be eligible as a member trustee, the person should be active as member for at least three years.
4. Founding trustee and donor trustees will be elected for a initial term of three years and member trustees will be for 2 years. Subsequent terms will be three years for all trustees. Trustees may be elected for a maximum of three consecutive terms

B) Board of Directors. There will be eleven voting members in the Board of Directors. ~~One non voting member will be nominated by the youth group and~~ the President of the Board of Directors from the previous term will be ex-officio member. The remaining Directors will be elected by the members.

1. To be a member of the Board of Directors, a person must be a member of Hindu Bhavan in good standing for one year prior to election and be nominated by the Elections Committee. The Election committee will present the slate to the Board of Directors for confirmation and then for election by members at an annual meeting at or around the Annakut Day. Majority vote shall prevail at the Board of Directors meeting and at the members' annual meeting.
2. Six members will be elected for an initial term of one year and three members will be for 2 years. Subsequent terms will be three years for all members.
3. Following the annual election a President, Vice President, Secretary and Treasurer will be elected by the Directors.
4. Directors may be elected for maximum of 2 consecutive terms.

Section 3. Election. The members of the Board of Trustee and Board of Directors shall be elected at the annual meeting of members.

The responsibility of conducting elections for the Board of Trustees and Board of Directors shall be vested to Elections Committee appointed by the Board of Trustees. The committee will announce the vacancies in the newsletter and seek nominations from the members. The candidate may run for a Board of Trustees and or Board of Directors position.

Section 4. Removal. Any Director or Trustee may be removed either with or without cause, at any time, by a vote of eighty percent or more of the members of the applicable Board present at any regular or special meeting of the Board, whether in person or by electronic means.

Section 5. Absence. Should any member of the Board of Directors or Board of Trustees absent himself unreasonably from three [3] consecutive meetings of the Board without sending a communication to the President or Chairperson, as applicable stating his reasons for so doing, or if his excuse should not be accepted by the members of the Board, his seat on the Board may be declared vacant. This requirement may be waived by the Board of Directors or Trustees, as applicable.

Section 6. Vacancies. Any vacancy occurring in the Board of Directors or Board of Trustees, may be filled by the affirmative vote of a majority of the remaining Directors or Trustees, as applicable, even though less than a quorum, or by the sole remaining Director and such person(s) so named shall serve until the next annual meeting of the members.

ARTICLE V MEETINGS

Section 1. Regular Meetings. The Board of Trustees shall meet quarterly and the Board of Directors will meet every other month at a time and place to be decided by the applicable board.

Section 2. Special Meetings. Special meetings of the Board of Directors or the Board of Trustees may be called at the request of any two [2] Trustees or three [3] Directors as to their Board.

Section 3. Notice of Meetings. Regular meetings of the Directors or Trustees may be held without notice. The person or persons calling a special meeting shall, at least three [3] days before the meeting, give notice thereof by email, fax or overnight mail to the other Board members. Such notice of a special meeting shall specify the purpose for which the meeting is called.

- Section 4. Quorum. The quorum for the Board of Trustees meeting will be 3 members and for the Board of Directors shall be five members.
- Section 5. Manner of Acting. Except as otherwise provided in these Bylaws, the acting majority of the Directors or Trustees present at a meeting in which a quorum is present shall be the act of the Board of Directors or Board of Trustees as applicable.
- Section 6. Informal Action by Directors. Informal action taken by a majority of the Directors or Trustees without a meeting is nevertheless Board action if written consent to the action is signed by all the Directors or Trustees as applicable and filed with the minutes of the proceedings of the Board, whether done before or after the action is so taken.
- Section 7. Telephonic Meeting. Members of the Board of Directors or Board of Trustees may participate in any meeting of the Board or any committee thereof by means of telephone, video conference or similar communications equipment, and such participation shall constitute presence in person at such meeting.
- Section 8. Minutes. Minutes will be recorded at each meeting of the Board of Directors or Board of Trustees.
- Section 9. Annual Meetings. The annual meeting of the Board of Trustees and Board of Directors will be conducted before the General Body Meeting of members on the day of Janmastami

ARTICLE VI OFFICERS

- Section 1. Officers of the Corporation. The officers of the Corporation shall consist of a President, a Vice-President, Secretary, and Treasurer, to be elected by the Board of Directors annually following the annual meeting. In the event of a vacancy in the officers, the Board of Trustees may fill such vacancy until the next annual meeting of members. The Board may appoint an assistant Secretary and Treasurer to serve in the absence of the initial designee. The officers shall take no action in the areas of responsibility of the Trustees, without the prior approval of the Trustees.
- Section 2. Election and Term. The officers of the Corporation shall be elected by the Board of Directors to serve for a one year term or until their successor is elected and qualified
- Section 3. Removal. Any officer elected or appointed by the Board of Directors may

be removed by the Board when, in the judgment of the Board, the best interests of this Corporation will be served thereby.

Section 4. Vacancies. Vacancies among officers of the Corporation may be filled by a vote of a majority of the Board at any annual or any regular or special meeting of the Board of Directors.

Section 5. President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the Corporation in accordance with these Bylaws. The President shall, when present, preside at all meetings of the Board of Directors. He shall sign with approval of the board of Trustees, instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent. In general, he shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors and approved by the Board of Trustees from time to time.

Section 6. Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, he shall perform such duties and have such other powers as the Board of Directors shall prescribe.

Section 7. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of shareholders and Directors. He shall give all notices required by law and by these by-laws. He shall have general charge of all corporate books and records and of the corporate seal, and he shall affix the corporate seal to any lawfully executed instrument requiring it. He shall then sign such instruments as may require his signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned him from time to time by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors; provided that the Board may appoint a custodian or a depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred.

ARTICLE VII COMMITTEES

Section 1. Appointment of Committees.
A) After the annual election by members, the Board of Trustees will appoint the following committees:
1. Long Range Planning
2. Constitution, Bylaws
3. Fund raising
4. Election Committee

Section 2. B) After the annual election by members, the Board of Directors will appoint the following committees:
1. Religious Committee
2. Building, Ground and Facility
3. Cultural Events Planning
4. Information Technology, Communications and Newsletter
5. Finance Committee

ARTICLE VIII ANNUAL MEETING OF MEMBERS

Section 1. Date. The annual general meeting of members will take place on the day of Annakut each year. The meeting will be conducted by Board of Trustees in concert with the Board of Directors.

Section 2. Purpose. The purpose of the annual meeting:
1. Is to elect persons to fill the vacancies on the Board of Trustees and the Board of Directors. The elected members will take office effective January 1st the following year.
2. Presentation of the financial report of the Bhavan
3. Report the activities of the previous year and recommendations for the coming year.
4. To consider any changes to the bylaws suggested by the Trustees.

ARTICLE IX ALLOCATION OF POWERS

The allocation of powers among the Board of Trustees (T), the Board of Directors (D) or the members (M) shall be as designated by the reference below:

1. The location of the temple - T
2. The approval and adoption of the corporation's annual budget. - D
3. The acquisition or leasing of any real property. - T
4. The expenditure of any funds, other than for general administrative and operating expenses. - T

5. The borrowing of any money on behalf of the Corporation. - T
6. The amendment or repeal of the Bylaws or the adoption of new bylaws. - M
7. The sale, lease or exchange of all or substantially all of the property of the Corporation. - T
8. The dissolution, merger or consolidation of the Corporation. - T
9. The amendment of the Articles of Incorporation – T
10. The selection of a priest - D

**ARTICLE X
MISCELLANEOUS**

- Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.
- Section 2. Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.
- Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by the Treasurer or assistant Treasurer of the Corporation and co-signed by one other officer or agent of the Corporation as shall from time to time be determined by resolution of the Board of Directors.
- Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors shall direct.
- Section 5. Seal. The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed SEAL; and such seal, as impressed on the margin hereof, is hereby adopted as the seal of the Corporation.
- Section 6. Indemnification. Any person who at any time serves or has served as a Trustee, Director or officer of the Corporation shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against [1] reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him liable by reason of the fact that he

is or was acting in such capacity, and [b] for reasonable payments made by him in satisfaction of any judgment, money, decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceedings.

The Board of Trustees of the Corporation shall take such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him.

Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.

Section 7. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 8. Bond. The Board of Directors may by resolution require any of the officers, agents or employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned upon the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may be from time to time required by the Board.

Section 9. Amendments. Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Trustees then holding office at any annual or special meeting of the Trustees.

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