

BYLAWS
OF
HINDU SAMAJ INC.

Adopted September 2016

ARTICLE I

NAME, MISSION AND PURPOSE

Name Hindu Samaj is a non-profit corporation, incorporated under the Laws of the State of New Jersey. It is a Tax exempt entity under section 501(c) (3) of IRS code. Our Tax exempt # is 22-3386668.

Mission and Purpose

To Honor our Heritage - To Celebrate our Achievements - To Fulfill our Duty to our Community and Future Generations

In order to accomplish the above mission, we seek

- (a) to promote spiritual, social and cultural development of all individuals who believe in the diverse manifestations of Hinduism;
- (b) to unify the Hindu community by developing appreciation for and celebration of all aspects of Hindu philosophy and religion;
- (c) to establish a Hindu Temple and Community Center for observing our religious traditions and celebrating our festivals in a spirit that rises above all sectarian differences;
- (d) to help our children develop a sense of pride and identity with our Indian heritage; to develop a museum* dedicated to the Indian journey to the United States; and to actively help members of our community to be the finest citizen of our adopted homeland;
- (e) to promote inter-religious as well as intra-religious social and cultural understanding;
- (f) to engage in humanitarian endeavors and to provide critically needed services to the community.

Any person who shares the mission and purposes set forth in Article I shall be welcomed to become a life, annual or visiting member of the organization.

(*Museum project has been organized under India Heritage Center)

3. Chronology of Hindu Samaj By Laws: Steady continuation of changes to meet the current needs

a) For the purposes of incorporation of Hindu Samaj and its registration with the State and Federal Government and its application to IRS to get tax exempt status, a very simple constitution of Hindu Samaj, "Incorporating Constitution" was adopted on September 30, 1995. It was extended on April 21, 2003 for an unspecified period. Nine of the ten founding members and dedicated voluntaries managed the affairs of the organization under the able leadership and guidance of late Sh. Suresh Seth. This document guided our functioning during the "developmental period", starting the day we met for our first religious meeting at the Friends Society facilities in Ridgewood thru our move to our own historic home in Mahwah (currently the residence of our Priests).

b) On 6/19/07, prior to the beginning of construction of our Temple and Community center, new By Laws were written at the suggestion of Deepak Abhi, and unanimously adopted by the then existing Trustees. The adoption of these By Laws facilitated new financial commitments from a number of Trustees through contributions and loans.

c) During 2010/2012, the growing pains common to most organizations, led to an improvised ad hoc management structure known as G7 (group of seven). G7 created a working group in 2012 to draft a new structure of governance. Their proposal was adopted by the Trustees in their meeting of August 18, 2013. The Key goals of these proposals were inclusiveness, democratization, sustainability and transparency. On September 12, 2013, in accordance with the proposal, an 11 member Managing Committee of the Trustees was elected to be chaired by Vikesh Mahendroo. Dinesh Khosla was elected President and six Committees with significant level of autonomy were created with broad based participation of volunteers. By the end of 2013, all committees were duly constituted and we began to function under the above broad guidelines.

d) As our organization continues to grow more changes in the By Laws are called for. The key changes were proposed by a Committee of four Trustees, constituted by the Managing Committee of the Trustees, in their meeting in early 2016 for the purpose of modifying the By Laws to meet our current and future needs. Their recommendations were approved **unanimously** in the meeting of the Managing Committee of Trustees held on June 20, 2016. As a result of these key changes, a

portion of the old Bylaws has become redundant. The new set of By Laws is as follows.

ARTICLE II

MANAGEMENT STRUCTURE

BOARD OF TRUSTEES & MANAGING COMMITTEE

1. Board of Trustees The organization shall be guided by its Board of Trustees in a manner that furthers the mission of the Organization. The Board of Trustees shall appoint a **Managing Committee** to execute the day to day operations of the organization.

2. Trustee Any person who has donated a cumulative sum of \$25,000 shall automatically become a Trustee. The current Trustee shall be entitled to one vote for each \$25,000 donated. A fraction of \$25,000 will not earn a fractional vote. Each Trustee shall be entitled to designate, in writing to the President, a person who shall be entitled to serve as Trustee in the place of the Trustee in the event of such Trustee's death or incapacity. As of December 31, 2018, the cumulative donation amount to become a Trustee shall be raised to \$50,000. (List of current Trustees is attached)

3. Expectations, Roles and Responsibilities of the Board of Trustees and the Managing Committee

Following are the expectations, roles and responsibilities the members of management structure must perform in order to advance the mission of the organization. All members are expected to do at least:

General

- Be informed and committed to Hindu Samaj's mission, policies, programs and consider the success of the organization as a top priority in terms of their time. Act as an ambassador for and advocate of Hindu Samaj in your South Asian, mainstream and professional communities. Leverage your influence, valued contacts, and resources on behalf of Hindu Samaj. Follow all conflict of interest

and confidentiality policies. It is expected that each Trustee and Managing Committee member will bring new insights, ideas, and contacts to our organization's work and mission. We encourage members to add their expertise while developing the organization in partnership with the current staff, volunteers and Board.

Specific

- It is highly recommended and expected that the Trustees commit to participate in at least 80 % of Board and committee meetings. Actively participate in the organizing of at least one Hindu Samaj sponsored outreach/community event per year. Actively participate in one Hindu Samaj Committee and/or take on a special projects. It is highly recommended that the Trustees make an annual financial commitment of \$2000.00 within (cumulative over a year). Trustee contribution can, at their choice, be for general operating funds or earmarked for paying down the mortgage. We recognize that circumstances have changed for some Trustees and, for a variety of reasons, they are not able to make commitments of time and resources at the levels dated; we respect all the contributions they have made and welcome their continued participation as Trustees. However, the organization needs Trustees who, at this time, can contribute time and resources to carry our work and mission.

Those who fulfill the above stated specific expectations shall be considered as Active Trustees. The Active Trustees will be invited to serve on the Managing Committee. They will select a representative group of 8 among themselves to serve on their behalf. The Trustees will select a Chair of Trustees from among the Active Trustees. The Chair shall serve a term of two years and can be requested to continue for additional terms by fellow Trustees.

5. Managing Committee The Managing Committee is responsible for day to day operations of the organization. It shall be constituted of: 1) No more than 8 Active Trustees as defined above and, 2) all Chairs and Co-Chairs of the various Committees. The Managing Committee, in consultation with the Chair of the Board of Trustees shall appoint the President as stipulated in Article III (1). The President must be a Trustee. The Managing Committee will meet at least once

a month to conduct their business. In addition they will meet once or twice a year based on need with all the Trustees in a meeting to be called by Chair of Trustees. The meeting will be called in consultation with the President of the Managing Committee. The Managing Committee shall constitute the following Committees:

6. Committees of Hindu Samaj

1. Religious Affairs Committee;
2. Cultural Affairs Committee;
3. Building improvements / Capital Projects Committee;
4. Education and Community Service Committee;
5. Finance and Audit Committee;
6. Communications Committee;
7. Capital Campaign Committee (with focus on discharging the Mortgage).

7. Additional Committees

The Managing Committee, from time to time, may designate such special subcommittees, with such duties and responsibilities as the Managing Committee may deem necessary. The special subcommittees shall have such duties and responsibilities and perform such functions as may be delegated by the Managing Committee. Each subcommittee shall have at least three (3) members.

The Chairpersons and the members of all special sub-committees shall be appointed by the Managing Committee. These subcommittees shall report to the Managing Committee.

The term of Managing Committee and all other Committees shall be two years. Individuals on these committees can be requested and / or volunteer to serve for additional terms.

8. Removal

Any member of Management structure may be removed from the office for cause. Cause for removal from such position includes, but is not limited to, persistently failing to attend at least fifty percent (50%) of the regular meetings, and failure to fulfill the requirements set forth in Article II (3) or engaging in conduct which is deemed, in the judgment of the Board of Active Trustees detrimental to the welfare of the Organization. Removal for cause will require a thirty (30) days written notice. The members sought to be removed will be provided an opportunity to be heard by the Chair of the Board of Trustee's.

ARTICLE III

OFFICERS OF THE ORGANIZATION

- 1.** In consultation with the Chair of Board of Trustees, the Managing Committee shall appoint a President, one or more Vice Presidents, a Secretary, a budget coordinator, from among its members. Officers whose authority and duties are not prescribed by these Bylaws shall have the authority to perform the duties prescribed from time to time by the Managing Committee.
- 2.** A member of any one of the Board of Trustees, Managing Committee or Committees may resign at any time by giving written notice to the respective head under which he/she serves. Any such resignation shall be effective thirty (30) days from the receipt of the notice or any later time specified therein, provided, however, that the respective head shall be entitled to advance the effective date of the resignation to an earlier date.
- 3.** The President shall be the chief executive officer of the Organization. The President is subject to the direction of the Managing Committee and the Board of Trustees and shall be in charge of the day-to-day business affairs of the Organization. The President shall see that the resolutions and directives of the Board of Trustees are carried out. In general the President shall discharge all duties incident to the officer of the President and such other duties as may be prescribed by the Board of Trustees. Except in those instances where the authority to execute is expressly delegated to another officer or agent of the Organization or a different mode of execution is expressly prescribed by the Board of Trustees, the President shall execute for the Organization any contract, deeds, mortgages, bonds or other instruments which the Managing Committee shall have authorized to be executed and may accomplish such executed under the seal of the Organization and with the attesting signature

of the secretary or any other officer thereunto authorized by the Managing Committee according to the resolution of the Managing Committee and the requirements of the form of the instrument.

4. The Vice-President (or in the event there be more than one Vice-President) shall assist the President in the discharge of his/her duties. The President may from time to time assign specific tasks to be carried out by the Vice-President(s). In the absence of the President or in the event of his inability to act, the Vice-President or in the event there be more than one Vice-President, in the alphabetical order of their last names, each serving a period of six (6) months shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the fiduciary duties of the President.
5. Finance & Audit Committee shall be appointed by the Board of Trustees. This Committee shall be responsible for all protocols related to the receipt and disbursements as well as any movable assets of the organization. They shall conduct quarterly Audits and report to the Board of Trustees and the Managing Committee.
6. The Secretary shall be responsible for calling the meetings of the Managing Committee in coordination with the President. The Secretary shall record the minutes of the meetings of the Managing Committee in one or more books provided for that purpose, in accordance with the provisions of these Bylaws or as required by applicable law, be the custodian of the Organization records and of the seal of Organization, keep a register of the post office and email address of each Managing committee member and Trustee, and perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to him by the President or the Managing Committee.

ARTICLE IV

PROCEDURES RELATING TO MEETINGS; ACTION WITHOUT A MEETING

1. Trustees shall hold at least one (1) regular (mandatory) meeting a year in the month of March to attend to such business as the Chairperson of the Trustees shall require. The meeting shall be called by the Chairperson of the Trustees. All of the then current Managing Committee members and Officers shall also be invited to participate in this meeting.
2. In addition to the regular meetings provided for above, the Chair of the Boards may hold special meetings of Trustees and the Managing Committee.
3. Notice of regular meetings of all bodies shall be emailed at least ten (10) days prior to the date of the scheduled meeting. Notice of special meetings of all bodies shall be emailed at least three (3) days prior to the date of the scheduled meeting. Email is deemed to have been delivered when the email is sent to the address on record and no delivery problem is reported to the sender.
4. A majority of the active Trustees, based on the voting as described in Article II (2) shall constitute a quorum for the transaction of the business of the organization.

ARTICLE V

RULES OF GENERAL APPLICABILITY

1. The goal of the Organization is to reach all decisions of the Board of Trustees and the Managing Committee, through a deliberative process and consensus. If at any time the consensus process fails (“failure” being defined as efforts made to bring above consensus over a period of three week), or if, the matter is considered urgent by the Chairperson of the Trustees, then the matter may be resolved by vote. The latest edition of Robert’s Rules of Order shall be the authority on all questions of procedure not specifically stated here.
2. The deliberations and conduct of meetings shall be pursuant to the provisions of these Bylaws and conform to the procedures stipulated in Robert’s Rules of Order.

ARTICLE VI

AMENDMENT

These Bylaws cannot be altered, amended, or repealed without a super majority vote of sixty-seven percent (67%) votes of the active Trustees, conducted in a duly convened meeting of the active Trustees.

ARTICLE VII

LIMITATION OF LIABILITY/INDEMNIFICATION

1. No Trustee or Managing Committee member shall be personally liable to the Organization or its members for damages for breach of any duty owed, unless such breach involved an act or omission (a) in breach of such person's duties of loyalty to the Organization or its member, (b) was not in good faith or involved a knowing violation of law, or (c) resulted in receipt by such person of an improper personal benefit. The foregoing limitation of liability of any person who is or was a Trustee or a Managing Committee member shall not be exclusive or any other limitation or elimination of liability contained in, or which may be provided to any person under, New Jersey law as in effect from time to time.

2. The Corporation, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (or a person for whom he is the legal or personal representative or heir or legatee) is or was a Trustee, Officer, employee, or other agent of the Organization, or of any other entity served by him in any capacity at the request of the Organization, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE VIII

AGENTS AND REPRESENTATIVES

The Board of active Trustees alone may appoint such agents and representatives of the Organization with such powers and perform such acts or duties on behalf of the Organization as they deem fit, so far as may be consistent with these bylaws, to the extent authorized or permitted by law.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Organization shall commence on January 1 of such year of each year and end on December 31.

ARTICLE X

DISSOLUTION

The Organization may only be dissolved by action of the Board of active Trustees pursuant to N.J.S.A. 15A: 12-4, and as provided in this Article XI:

- (a) The Board of active Trustees shall recommend that the Organization be dissolved, adopt a plan of dissolution pursuant to N.J.S.A. 15A: 12-8, and direct that the plan of dissolution be submitted to a vote at a meeting of Trustees. Such action may only be taken by sixty-seven percent (67%) supermajority vote of the Board of Trustees.
- (b) All active Trustees shall be deemed to have expressly consented and agreed that upon the dissolution or winding up of the affairs of the Organization, whether voluntary or involuntary, the assets of the Organization, after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Trustees may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Trustees, exclusively to a willing organization of a comparable nature connected to ideals and principles for which the Organization was incorporated, and which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and the Treasury regulations as they now exist or as they may hereafter be amended.

ARTICLE XI

INVESTMENTS, BANK ACCOUNTS, CHECKS

1. **Investments** The organization shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the active Trustees, without being restricted to the class of investments which an active trustee is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Organization if such action is prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the internal Revenue Code and the treasury regulation as they now exist or as they may hereafter be amended

2. **Checks and Notes** The active Trustees are authorized to select such banks or depositories as it shall deem proper for the funds of the Organization. The Managing Committee shall determine who shall be authorized from time to time on the Organization's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness. Initially, the President shall sign on all checks and other such instruments in excess of \$2,500. Checks less than that amount can be signed by the Managing Committee employee.

ARTICLE XII

BOOKS AND RECORDS

There shall be kept at the office of the Organization correct books of account of the activities and transactions of the Organization, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Trustees, Managing Committee and all committees thereof.