

**THE JAIN SOCIETY OF HOUSTON**  
**A 501(C) (3) of Internal Revenue Code**

*Article 1*  
**CONSTITUTION**

The Jain Society of Houston (the “Corporation”), a non-profit corporation, as defined in Section 22.001 of the Not-for-Profit Corporation Law of the State of Texas (the “NPCL”), deems this Constitution to be its “By-Laws,” as such terms are defined in the NPCL. The Corporation was formed on December 20, 1982 pursuant to a filing of a Certificate of Incorporation with the Secretary of State of the State of Texas and its affairs shall be governed by this Constitution. The Constitution may be amended by an affirmative vote of the Lifetime Members in Good Standing (as provided in Article 5 Section 5.6 , below).

*Article 2*  
**OFFICES**

The principal office of the Corporation shall be as follows:

Jain Society of Houston, Inc.  
3905 Arc Street,  
Houston TX 77063

*Article 3*  
**PURPOSES**

**SECTION 3.1: GENERAL AND SPECIFIC PURPOSE**

**3.1.1 General Purpose:** The general purpose of the Corporation is to provide religious services and education, which follow and promote the Jain philosophy.

**3.1.2 Specific Purpose:** The specific purposes of the Corporation include the following:

- a. To promote the philosophy and teachings of the Jain religion.
- b. To establish a platform for worship, practice of Jain rituals, and teaching principles of the Jain religion.
- c. To celebrate Jain events, festivals and conduct cultural programs.
- d. To teach and promote understanding of Jain principles, doctrines, beliefs, values, scriptures, teachings of Jain Tirthankars, rituals, traditions and religion.
- e. To organize and operate Jain Pathshala for teaching the Jain religion to member families.
- f. To offer recreational opportunities and other new pursuits such as day camps, travel camps, fine arts and performing arts, nursery schools, athletics and sports and services to the aged.

- g. To engage in any lawful act or activity for which Corporations may be organized under Chapter 22 the Texas Business Organizations Code, and subject to the limitations of section 501(c)(3) of the Internal Revenue Code, that are necessary or convenient in order to accomplish the foregoing purposes that promote and support Jain philosophy, including, but not limited to, the power to solicit grants and contributions for such purposes.

#### *Article 4* **DEFINITIONS**

For the purposes of this Article, “Good Standing” shall mean (i) with respect to Lifetime Members, having paid the one-time Membership Fee, being current in annual Maintenance Fees, and not having engaged in any of the activities that are grounds for termination as set forth in this Constitution; and (ii) with respect to Patrons (as defined below), having made a donation in the amounts required to achieve Patron status and not having engaged in any of the activities that are grounds for termination as set forth in this Constitution.

#### *Article 5* **MEMBERSHIP**

##### **SECTION 5.1: MEMBERSHIP CLASSIFICATION AND FEES**

**5.1.1 Membership Classification:** The Corporation shall have two classes of members: Lifetime Members and Honorary Members.

**5.1.2 Lifetime Membership Fees:** All persons interested in becoming Lifetime Members shall pay a onetime, non-refundable membership registration fee, which initially shall be two hundred fifty one dollars (\$251.00) (the “Membership Fee”), and annual maintenance fees, which initially shall be one hundred and one dollars (\$101.00) (the “Maintenance Fee”). Lifetime Memberships are non-transferable. Membership Fees and Maintenance Fees may be modified from the initial fees set forth above by the Joint Committee (the “JC”), subject to the approval of the Lifetime Members in Good Standing voting in accordance with the provisions for General Body Meetings (as defined below), provided that any fee increases less than, or equal to, ten percent (10%) compounded annually from the time of the last prevailing fee, shall not require the approval of Lifetime Members in Good Standing. The JC shall notify all members within thirty (30) days of any such fee amendments. In the event that any candidate for Lifetime Membership is unable to pay the full amount of the Membership Fee, or an existing Lifetime Member is unable to pay the annual Maintenance Fee, the Executive Committee, in its reasonable discretion, may modify the fees as necessary to accommodate any financial hardship that is clearly demonstrated and documented by the relevant Lifetime Member or candidate. A list of all modification of fees and the hardship documentation shall be available for inspection by the Chief Trustee as required.

##### **SECTION 5.2: BENEFITS AND QUALIFICATION FOR MEMBERSHIP**

Memberships shall be open to all believers of the Jain philosophy.

**5.2.1. Lifetime Membership Benefits:** Lifetime Membership benefits, other than voting rights, shall apply to any Lifetime Member and to their Dependent Family Members. “Dependent Family Members” shall mean, with regard to a Lifetime Member, any spouse that exists at the time that the Lifetime Member applies for admission to the Corporation (an “Eligible Spouse”), unmarried dependent children under twenty-five (25) years of age that reside with the Lifetime Member, and any dependent parents that are unemployed that reside with the Lifetime Member. Only Lifetime Members in Good Standing and their Eligible Spouses shall have voting privileges and the right to hold officer positions or positions on the Board of Trustees; provided that, no Dependent Family Member may hold an officer or Board of Trustee position in the event that the related Lifetime Member already holds an officer or Board of Trustee position. Lifetime Membership benefits will continue for Eligible Spouses, even upon the event of divorce from a Lifetime Member. Upon the death of a Lifetime Member, the rights of the Dependent Family Members shall remain unchanged and shall continue in the same manner as if the Lifetime Member were still living.

**5.2.2. Lifetime Member Application and Admission:** Applicants eighteen (18) years of age and above interested in a Lifetime Membership shall submit an application in accordance with the format periodically established by the Executive Committee (the “EC”), along with signed recommendations of two (2) Lifetime Members, and payment of the applicable Membership Fees and Maintenance Fees. An applicant shall be admitted to Lifetime Membership only upon written approval by the EC, or any subcommittee formed by the EC for this purpose. For purposes of clarity, the EC, or any applicable subcommittee, may withhold approval of any application for Lifetime Membership at its sole discretion, with or without cause. The EC or applicable subcommittee shall make every effort to consider new applications within thirty (30) days of the date of submission. In the case of a Lifetime Membership denial, the President or Secretary shall obtain approval from the BT before notifying the applicant of their denied membership, in writing, within thirty (30) days of the date of the application along with a refund of any pre-paid dues or maintenance fees.

**5.2.3. Honorary Membership:** Any person who extraordinarily has contributed to the Jain community may be bestowed an Honorary Membership by two-thirds (2/3) vote of each the EC and the BT separately. Honorary members shall be entitled to all privileges of a Lifetime Member with the exception that they will not be able to hold officer positions or have any voting privileges. Honorary Memberships are limited to a ten (10) year term and no more than twenty-five (25) individuals shall be granted Honorary Memberships at any given time. Honorary members are not required to pay any Membership Fees or Maintenance Fees.

**5.2.4. Grievance Procedure:** Any Lifetime Member in Good Standing who has a grievance related to the procedures, practices, governance or operations of the Corporation shall be entitled to submit a notice of such grievance in writing to the President of the Corporation. The President shall, within thirty days of receipt of the notice of grievance, provide a response to the applicable Lifetime Member in Good Standing and, if deemed necessary in the President's discretion, also to engage other members of the Executive Committee, Joint Committee, or Board of Trustees to assist in addressing the grievance. In the event that the grievance resolution process is not satisfactory to the Lifetime Member in Good Standing, then such Lifetime Member in Good Standing is entitled to pursue a Special General Body Meeting in accordance with Section 5.6 hereof.

### **SECTION 5.3: MEMBERSHIP RECORDS**

**5.3.1. Maintenance of Records:** The Corporation shall maintain membership records, electronic or otherwise.

**5.3.2. Address and Contacts of Record:** All notices or newsletters provided to members shall be sent to the address on record. Each member must provide the Corporation with any change of address, phone number, email address or any other contact information to timely receive all communications.

**5.3.3 Use of Records.** Membership records shall be used, in whole or in part, by only the BT or officers of the Corporation in connection with the Corporation's business. Membership information of any member shall not be disclosed to anyone other than an authorized Corporation member, officers or members of the BT, provided that any disclosure of membership records shall be strictly limited to use for the Corporation's business. All mass communication shall require prior President or Chief Trustee approval.

### **SECTION 5.4: VOTING RIGHTS**

Each Lifetime Member in Good Standing shall be entitled to vote at General Body meetings in person, by mail, or by electronic means, as may from time to time be established by the Election Committee. Proxy voting shall not be permitted. In order to vote on any matter, Lifetime Memberships must be effective as of the immediately preceding June 30th.

### **SECTION 5.5: SCHEDULED GENERAL BODY MEETINGS**

There shall be two regularly scheduled semi-annual General Body Meetings of the Lifetime Members as follows:

**5.5.1 General Body Meeting Activities:** Lifetime Members shall meet annually on Mahavir Jayanti Celebration Day in the month of March/April to conduct the following activities:

- a. The President and Chief Trustee will jointly present a report on the activities of the Corporation.
- b. The Treasurer will present accounts for the period ending on the immediately preceding December 31st, as duly reviewed by the Financial Review Committee ('FRC').
- c. Any other items on the agenda as communicated to the Lifetime Members prior to the meeting.

**5.5.2 General Body and Election Meeting Activities:** The Lifetime Members shall meet annually on Swamivatsalya Celebration Day after Paryushan in August/September to conduct the following activities:

- a. The President and Chief Trustee shall jointly present a report on the activities of the Corporation.
- b. The Treasurer shall present accounts for the period ending on the immediately preceding June 30th.
- c. Any other items on the agenda as communicated to the Lifetime Members prior to the meeting. In the event any agenda item includes a resolution for voting, the details of that resolution and the requisite quorum shall be included in the meeting Notice required under Section 5.5.4.
- d. Elections for officer positions is held on this day. The newly elected officers will take office on the November 1st immediately subsequent to the election.

**5.5.3 Date and Time of Meetings:** The JC shall decide the specific date, time and place of the scheduled General Body Meetings and the President will preside over these meetings individually or jointly with the Chief Trustee.

**5.5.4 Notice:** Lifetime Members shall be given fourteen (14) days' notice of the scheduled General Body Meetings by announcement via mail, and if available, also via email. Notices shall also be posted on the Corporation's bulletin board and/or website.

**5.5.5 Quorum:** The quorum for the scheduled General Body Meetings shall consist of twenty-five percent (25%) of Lifetime Members in Good Standing. All resolutions must be approved by more than fifty percent (50%) of the Lifetime Members in Good Standing that form the quorum or by more than thirteen percent (13%) of all Lifetime Members in Good Standing, whichever is higher. In the absence of a quorum, the meeting shall be recessed for thirty (30) minutes and thereafter, the meeting shall continue if quorum is present, otherwise the meeting shall be adjourned. The JC shall reschedule the meeting within forty-five (45) days.

**5.5.6 Minutes:** All resolutions must be noted in the meeting minutes and published to the members on the Corporation's bulletin board and website.

**5.5.7 Opportunity to be Heard/Rules of Order:** Meetings shall be open to all Lifetime Members, providing opportunities for Lifetime Members to be heard and speak, provided that the individual presiding over the meetings follows Robert's Rules of Order (as attached hereto), unless other meeting rules are adopted in advance and those rules have been provided to Lifetime Members prior to the start of the meeting.

## **SECTION 5.6: SPECIAL GENERAL BODY MEETINGS**

**5.6.1. Notice for Special General Body Meetings:** Special General Body Meetings may be called by the President or Chief Trustee for issues that must be addressed. The members will be given at least fourteen (14) days' written notice, which shall include a reasonably detailed description of any agenda items, any resolutions proposed for voting, and quorum requirements, sent by mail and, if available, email, for such a special meeting. Any resolution to amend the Constitution shall require at least fourteen (14) days' notice. The meeting shall be presided by the President or the Chief Trustee.

**5.6.2. Requests for Special General Body Meetings:** Lifetime Members in Good Standing can request a Special General Body Meeting by submitting a written request to the Secretary, signed by at least fifty (50) Lifetime Members in Good Standing. Upon receipt of the request, the Secretary shall notify the JC within forty-eight (48) hours, to be scheduled within thirty (30) days of receipt of such request. The President and/or the Chief Trustee shall preside over the meeting. The Lifetime Members in Good Standing shall be given at least fourteen (14) days' prior written notice by mail or email of such meeting, which shall include a reasonably detailed description of any agenda items, any resolutions proposed for voting, and quorum requirements, with notice being deemed effective as of the date the notice was sent.

**5.6.3. Special Notice Rules for Approving Exceptional Proposals:** If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless approved as follows:

a. By one-half of all Lifetime Members in Good Standing for:

- (i) Removal and disqualification from holding office of Patrons, Executive Committee ("EC") and BT members;
- (ii) Adoption, amendment or repeal of this Constitution;
- (iii) Disposal of all, or substantially all, of the Corporation's assets;
- (iv) Election to voluntarily wind up and dissolve the Corporation.
- (v) Amendment of the Articles of Incorporation;

- b. By thirteen percent (13%) of total Lifetime Members in Good Standing for any other proposals brought to vote at a Special General Body Meeting.

**5.6.4 Quorum for Special General Body Meetings:** The quorum for the Special General Body Meetings for Exceptional Proposals shall consist of at least fifty percent (50%) or more of all Lifetime Members in Good Standing. The quorum for Special General Body Meetings for any other proposals shall consist of at least 25% or more of all Lifetime Members in Good Standing. In the absence of a quorum, the meeting shall be recessed for thirty (30) minutes and thereafter the meeting shall continue if quorum is present; otherwise, the meeting shall be adjourned and rescheduled.

**5.6.5 Resolutions:** All resolutions must be noted in the meeting minutes and published to the members on the Corporation's bulletin board and website.

**5.6.6 Open Meetings:** Meetings shall be open to all Lifetime Members, providing opportunities for members to be heard and speak, provided that the individual presiding over the meetings shall follow Robert's Rules of Order, unless other meeting rules are adopted in advance and those rules have been provided to Lifetime Members prior to the start of the meeting.

## **SECTION 5.7: LIST OF LIFETIME MEMBERS**

The officer in charge of the membership list of the Corporation shall prepare and make, at least seven (7) days before every meeting of the Lifetime Members, a complete list of all Lifetime Members in Good Standing, arranged in alphabetical order. Such list shall be open to the examination of any member entitled to vote at a meeting and be produced and kept at the time and place of the meeting during the whole time thereof. The list of Lifetime Members may be inspected by any member who is present and entitled to vote. Such list shall presumptively determine the identity of the Lifetime Members eligible to vote at the meeting. No photographic or other reproductions of the list may be made by any member without the prior written authorization of the Chief Trustee. If authorized, the reproduced list may be used solely for legitimate business of the Corporation.

## **SECTION 5.8: TERMINATION OF MEMBERSHIP**

**5.8.1 Grounds for Termination:** The membership of a member shall terminate upon the occurrence of any of the following events:

- a. Upon receipt of written notice of a member's membership termination, delivered to the President or Trustee personally or by email, such membership shall terminate upon the date of delivery of the notice or date of deposit in the mail.



- b. In the event that a member has been declared of unsound mind by a final order of court, or convicted of a felony, or found liable by a court of law for engaging in any fraudulent acts.

**5.8.2. Termination of Member Rights:** All rights of a member, including rights provided to any Dependent Family Members, in the Corporation shall cease on termination of membership.

## *Article 6* **PATRONS**

### **SECTION 6.1: DEFINITION AND PURPOSE**

Any Lifetime Member, who donates \$100,000 or more to the Corporation shall be a Patron Member. The purpose of the Patron group is to facilitate achieving short term and long term objectives of the Corporation.

### **SECTION 6.2: NUMBER OF PATRONS**

There is no limitation as to the number of Patrons.

### **SECTION 6.3: QUALIFICATIONS, ELECTION AND TERM**

**6.3.1 Qualifications:** A Patron must be a Life Member of the Corporation. The Corporation shall have three (3) classifications of Patrons:

- a. **Grand Benefactor** – Members who donate \$500,000 or more per Term Chart (as defined below).
- b. **Benefactor** – Members who donate \$250,000 or more per Term Chart
- c. **Sponsor** - Members who donate \$100,000 or more per Term Chart

Patrons, as Life Members, are qualified to be elected or nominated to any position in the Corporation.

#### **6.3.2 Election:**

- a. There shall be no elections to become a Patron.
- b. Patrons can be elected to the BT and nominated to any special committees or sub-committees.
- c. The Patron positions on the BT shall be elected by the Patrons through an election coordinated and processed by the Election Committee, unless otherwise set forth in this Constitution. Each Patron shall be entitled to one vote in such election; no Dependent



Family Members, including spouses, shall be entitled to vote in such election. The Election Committee shall follow general election process and timeline deadlines as provided in Article 11.

- d. A Patron's election must be held at least fifteen (15) days prior to the general election and the election coordinators must announce the names of the elected patrons to the BT.

**6.3.3 Term:** The term of the Patron shall vary according to the amount of monies donated cumulatively and thereafter as shown below in Table 1 - Term Chart.

**Table 1 – Term Chart**

| Patron Type             | Amount of Donation                 |   | Term   |
|-------------------------|------------------------------------|---|--|
| <b>Grand Benefactor</b> | <b>\$500,000</b><br><b>or more</b> | <b>Cumulative starting from year 1987*</b>  | <b>Life</b>  |
| <b>Benefactor</b>       | <b>\$250,000</b><br><b>or more</b> | <b>Cumulative starting from year 1987*</b>  | <b>15 Years. Donate \$50K over next 15 years to continue</b> |
| <b>Sponsor</b>          | <b>\$100,000</b><br><b>or more</b> | <b>Cumulative starting from year 1987 *</b> | <b>10 Years. Donate \$25K over next 10 years to continue</b> |

*\* Amounts donated shall be verified from Corporation's records or from individual donor records approved by a special committee nominated for this purpose.*

**6.3.4 Donation Review:** The BT will appoint a committee of three (3) members to review claims of donations from the year 1987 to the present for purposes of Patron qualification. To the extent that the Corporation does not have sufficient donation records, Donors must provide documentation, showing the date, amount and purpose of their donation, in order for any donations to be considered for purposes of Patron qualification. The committee will review the information provided by the donor member and make a recommendation to the BT whether to approve or deny the donation for purposes of qualification for Patron status. The BT will communicate the approval or denial via written communication within forty-five (45) days of the receipt of information from the donor member. Donation amounts, for Patron qualification, will not include donations for external causes or for third party donations such as hurricane relief fund, Veerayatan Fund, Special Camps, YJA and JAINA Funds.

**6.3.5 Optional Donation Review:** Once every five (5) years the JC has the option to review the donation amounts for Patron qualification and make changes as appropriate, subject to approval

by majority vote of the Lifetime Members in Good Standing in accordance with the provisions for General Body Meetings. Furthermore, the JC shall have the right to adjust the donation amounts on an annual basis in accordance with any cumulative increases in the Consumer Price Index.

## **SECTION 6.4: DUTIES AND RESPONSIBILITIES**

Patrons shall not have any special duties and responsibilities. Based on their strengths/specialties and desire to serve the Jain community, Patrons are encouraged to provide voluntary services through various committees, subcommittees, special assignments and general voluntary activities.

## **SECTION 6.5: VACANCIES, REMOVAL AND RESIGNATION**

Patrons may vacate, resign, or be removed as Patrons.

**6.5.1 Vacancy:** A vacancy will be said to exist on the death, resignation or removal of any Patron, or if a Patron has been declared of unsound mind by a final order of court, or convicted of a felony, or found liable by a court of law for engaging in any fraudulent acts.

**6.5.2 Resignation:** Patrons may resign effective immediately upon giving written notice to the Chief Trustee of the BT, unless the notice specifies a later date for the effectiveness of such resignation.

**6.5.3 Removal:**

- a. Patrons may be removed upon proof by the preponderance of evidence, as determined by the BT, of the Patron's severe violation(s) and act(s) in derogation of the Corporation's purpose, principles, and ethics, embezzlement of funds, acts of moral turpitude, and acts of self-dealing. Removal shall take place upon at least two-thirds (2/3) majority vote of the BT.
- b. Patrons also may be removed by vote of the Lifetime Members in Good Standing in accordance with the provisions for Special General Body Meetings.

## ***Article 7*** **BOARD OF TRUSTEES**

### **SECTION 7.1: DEFINITION AND PURPOSE**

The Board of Trustees ("BT") is an elected body of the Corporation. Officials of the BT are referred to as trustees of the Corporation. The trustees shall be responsible for achieving the

objectives, as well as managing the affairs and property of the Corporation, with a particular emphasis on its long-term planning and long-term operations.

## **SECTION 7.2: NUMBER OF TRUSTEES**

The Corporation shall have twelve (12) voting trustees as listed below and collectively they shall be known as the BT.

**7.2.1 First Nine (9) Years:** For the first nine (9) years after the effective date of this Constitution, the twelve (12) member BT shall consist of three (3) trustees elected from the Lifetime Membership group in Good Standing, three (3) trustees elected from the Grand Benefactor Patron group, three (3) trustees elected from the Benefactor Patron group, and three (3) trustees elected from the Sponsor Patron group.

**7.2.2 After Nine (9) Years:** After the first nine (9) years the BT shall continue to consist of twelve (12) members, but the composition will change to six (6) trustees elected from the Lifetime Membership group in Good Standing, and six (6) from the collective Patron group. Trustees elected from the Patron group shall consist of two (2) Patrons from each of the three (3) groups referenced in subsection 7.2.1 above.

## **SECTION 7.3: QUALIFICATION, ELECTION AND TERM**

**7.3.1. Qualifications:** Each trustee shall be at least eighteen (18) years of age and a Lifetime Member of the Corporation as of the immediately preceding June 30th. No person who has been found guilty of a felony by any court of law or who has been found liable for any acts of moral turpitude, including, but not limited to fraud, shall be eligible for a trustee position.

- a. Members interested in becoming a trustee shall attend an orientation regarding 501(c)(3) companies & Corporation rules/operations/trustee requirements.
- b. Members interested in becoming a trustee shall take an oath and sign a conflict of interest document.
- c. Qualifications to become an elected Lifetime Membership trustee:  
The member must be a qualified Lifetime Member in Good Standing of the Corporation for a minimum of two (2) years.
- d. Qualifications to become an elected Grand Benefactor Patron trustee:
  - i. The member must be a qualified Lifetime Member in Good Standing of the Corporation for a minimum of two (2) years; and
  - ii. The member must be a Grand Benefactor Patron in Good Standing.
- e. Qualifications to become an elected Benefactor Patron trustee:

- i. The member must be a qualified Lifetime Member in Good Standing of the Corporation for a minimum of two (2) years; and
  - ii. The member must be a Benefactor Patron in Good Standing.
- f. Qualifications to become a Sponsor Patron trustee:
  - i. The member must be a qualified Lifetime Member in Good Standing of the Corporation for a minimum of two (2) years; and
  - ii. The member must be a Sponsor Patron in Good Standing.

**7.3.2 Election:** The general election process and timeline deadlines shall be coordinated and processed by the Election Committee as provided in Article 11. The majority of the returning votes of the Lifetime Members in Good Standing shall elect the Lifetime Member BT positions. The majority of the Patrons in Good Standing shall elect Patron BT positions for their respective Patron group.

**7.3.3 Vacancy:** Any vacant trustee position allocated for Patrons must be filled first from the Patron group for which the position was designated, and if that is not possible, then: from all Patrons in Good Standing, and if no Patrons in Good Standing are available, it shall be filled from the Lifetime Members in Good Standing. Any vacant trustee positions allocated for Lifetime Members in Good Standing must be filled by Lifetime Members in Good Standing. Subsequent nominations for each of these positions will be for a three (3) year term.

**7.3.4 Term:** All BT positions shall have a staggered term of three (3) years. Trustees may run for a BT position for two consecutive terms. After two consecutive terms, Trustees may run for a BT position only after three (3) years has elapsed from the latest term.

## SECTION 7.4: VOTE

Each trustee shall have the right to one vote on the BT, irrespective of whether elected by the Patrons or by the Lifetime Members in Good Standing.

## SECTION 7.5: CHIEF TRUSTEE SELECTION

**7.5.1 First Meeting Election:** During the first meeting after the election of the trustees, the BT shall elect one trustee to act as the Chief Trustee by majority vote. In the event of a tie vote, the meeting will be rescheduled after thirty (30) minutes and if the deadlock persists, the outgoing President will break the tie by choosing one of the tied candidates.

**7.5.2 Duty to Preside and Schedule Meetings:** In addition to the duties and responsibilities listed below, the Chief Trustee shall schedule and preside over the BT meetings and matters, select one trustee to act as the Secretary for all BT meetings, and appoint a General Counsel to preside over all Corporation legal matters and to serve and advise the BT from time to time on issues of legal significance.

## SECTION 7.6: VICE CHAIR AND OTHER SPECIAL DESIGNATIONS

**7.6.1 Vice Chair and other Special Chairs.** The BT may establish the position of Vice Chair, to serve in the absence of the Chief Trustee. The BT may also establish positions of “Chair of Fund Raising,” “Chair of Facilities,” “Chair of Capital Projects,” “Chair of Planning,” or any such other special designations for members of the BT as it deems necessary and appropriate from time to time. The term, appointment process, and eligibility for such positions shall be determined by the majority vote of the BT.

**7.6.2 Committee Appointments:** The BT also may appoint one or more committees of a minimum of two (2) trustees to exercise the responsibilities & authority of the BT. The BT also may from time to time create an advisory council, which may be comprised of any individuals that the BT deems fit, provided that the advisory council may not directly exercise the rights or authority of the BT or any committees.

**7.6.3 Honorary Trustees:** Any Grand Benefactor that is not elected as a Patron Trustee shall be designated as an Honorary Trustee of the Corporation. Honorary Trustees shall be entitled to i) receive all communications of the Board of Trustees, including meeting notices and notes; and ii) attend all meetings of the Board of Trustees and Joint Committee as a non-voting participant.

## 7.7: AUTHORITY

**7.7.1 BT Goals and Objectives:** The BT shall have the requisite ability and authority, in the best interests of the Corporation, to do such acts reasonably and lawfully necessary for the achievement of the stated purposes, including, but not limited to the following:

- a. Setting the strategic goals and objectives of the Corporation; the BT shall not get involved with day-to-day operations absent good cause.
- b. Establishment and maintenance of Corporation policies, procedures, and guidelines, including, but not limited to: employment policies, facilities management and leasing policies, educational and religious policies, financial policies, temple policies, facilities usage policies, school policies, food and kitchen policies, fundraising policies, and any other policies as the BT deems necessary and appropriate to the extent not conflicting with this Constitution.
- c. To establish fees and revenue policies of the Corporation for all services and facilities offerings; fees for Lifetime Membership or any minimum Patron threshold donation levels shall be set in accordance with the provisions of this Constitution and not by the BT acting alone.
- d. Review and approve annual operating plans and strategize goals of the Corporation, including any asset disposition plans;

- e. Review and approve (i) annual interim budgets for the next year, using the budget prepared by the current EC as initial guidance, by the end of the third quarter of the fiscal year; and (ii) annual budgets by the end of the first quarter of the fiscal year;
- f. Monitor actual financials against applicable budgets on a quarterly basis and direct the EC to make adjustments to operations as required to conform with the budget;
- g. Review annual financial reports, direct yearly audit and review of the books and accounts.
- h. Provide a process whereby member grievances and support can be heard and evaluated for potential response.
- i. Undertake solicitation of contributions and donations, and raise funds for Corporation purposes.
- j. Own, buy, sell, lease, rent, or mortgage real estate and property on behalf of and under the Corporation's name.
- k. In conjunction with the Relocation Project, the BT shall have the authority to negotiate and enter into a sale agreement for land and property in connection with the relocation of the Corporation's facilities to a new site (the "Relocation Project"), provided that (a) relocation plans and timelines have been presented and approved by the General Body; and (b) financial terms of the property sale are at or better than independently appraised value.
- l. The BT shall be the custodian of all the funds and assets of the Corporation. The Board may deposit, or direct the Treasurer to deposit, funds of the Corporation only in US- based bank accounts (such as FDIC insured savings accounts or CDs up to the FDIC insurance limit) as it may deem appropriate.
- m. Invest and deal with the assets and liabilities of the Corporation. Authorize the EC to open and/or close Corporation bank accounts. Two (2) designated trustees shall be signatory on all Corporation financial accounts. BT shall be the custodian of all bank CD's, investment accounts and investment documents which will be kept in a safe deposit box.
- n. Enter into, perform, cancel and/ or rescind any contract of any kind for lawful corporate purposes.
- o. Direct the officers of the Corporation to present to the BT such operating and financial information as it may reasonably request from time to time, including, but not limited to, annual budget proposals and annual operating proposals, and periodic updates thereto;
- p. Maintain records related to each trustee's current contact information and all notices of meetings or other information provided to them.
- q. Ensure that any changes in the composition of the BT or EC that occur from time to time in accordance with this Constitution are orderly, including making provision for the necessary transfer or amendment of records or other documents.

- r. Establish standing and special committees as required and necessary for the proper functioning of the Corporation. The BT shall appoint and oversee two (2) members to serve as Corporation representatives for JAINA and to any other organizations as required. The nomination shall be approved for a maximum term of two (2) years.
- s. Appoint, retain or discharge any specialists, advisors or consultants as required and necessary for the proper functioning of the Corporation.
- t. Appoint and remove, employ and discharge, except as otherwise provided in this Constitution, and prescribe the duties and fix the compensation, if any, of any agents or advisors retained by the BT.
- u. Appoint and work with General Counsel regarding all legal matters, including, but not limited to, all demands, legal filings, claims, actions, or queries, and execution of all contracts, on behalf of the Corporation.
- v. Nothing herein contained shall be deemed to authorize or permit the Corporation and any of its trustees, officers, employees, agents, volunteers or members to carry on any activities, or to exercise any responsibilities or to do any act which is in derogation of its status as a 501(c)(3) Non-profit Religious Corporation or which is not valid under the applicable Federal, State, or Local/ County laws, rules or regulations in effect.
- w. Exercise all other powers necessary to manage the affairs and further the purposes of the Corporation, subject to any powers specifically vested in the EC or JC, as set forth in this Constitution.

The long-term activities and affairs of the Corporation shall be conducted and all authority shall be exercised by or under the direction of the BT.

## SECTION 7.8: SPENDING AND SALE LIMITS

The BT shall have spending and sale limits for non-budgeted items in accordance with the following, unless specifically approved by the vote of the Lifetime Members in Good Standing in accordance with the procedures for General Body Meetings. However, the BT may raise new funds, if needed, specifically to cover any non-budgeted items, notwithstanding these limits.

|           | Amount   | Frequency    | Max/Yr.  | Purpose                |
|-----------|----------|--------------|----------|------------------------|
| <b>BT</b> | \$15,000 | Per Incident | \$45,000 | Expenses or Asset Sale |
|           | \$1,000  | Per Donation | \$5,000  | Donation               |

## SECTION 7.9: DUTIES AND RESPONSIBILITIES

**7.9.1 Trustee Duties:** As the governing body of the Corporation, the trustees shall in the best interest of the Corporation perform any and all duties imposed on them from time to time, collectively or



individually, consistent with this Constitution, and shall faithfully carry out the goals and objectives of the BT as set forth in Section 7.7.1 above.

## **SECTION 7.10: REGULAR, SPECIAL AND ANNUAL BT MEETINGS**

**7.10.1 Location of Meetings:** Regular meetings shall be held at the principal office of the Corporation unless otherwise determined by the quorum. Any meeting, regular or special, may be held by conference telephone, video conferencing or similar communications equipment as long as trustees agree to such a meeting and those participating can hear one another.

**7.10.2 Trustee Meetings:** Regular meetings of trustees shall be held at least four (4) times a year, once every quarter. An annual meeting of the BT shall be held within two weeks, if possible, of the EC's completion of a suggested budget and submission to the BT for review and amendment or approval.

**7.10.3 Presiding Officer:** The Chief Trustee will preside over all BT meetings. In the absence of the Chief Trustee, the Vice Chair of the Board will preside. In the absence of both, the chair will be chosen from the trustees present. The presiding officer will choose the acting secretary for the meeting. The presiding officer shall determine the order of business.

**7.10.4 President's Attendance:** There will be an executive session during each BT meeting. During the executive session, the President or Vice-President will present a written report on the state of Corporation. The President at his/her discretion may choose to invite other members of the EC to attend the executive session. The President's report shall include but will not be limited to the items listed below:

- a) Actual vs Budgeted amounts of expenditure.
- b) An explanation of variance.
- c) State of any capital projects
- c) Facility use and maintenance expenditures
- d) Request for any non-budgetary appropriations.

## **SECTION 7.11: NOTICE OF BT MEETINGS**

All BT members, and honorary members, shall be notified of all BT meetings. Special BT meetings shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, facsimile, or email. Such notices shall be addressed to each trustee and honorary member at his or her address as shown on the Corporation's books.

## **SECTION 7.12: QUORUM FOR BT MEETINGS**

A quorum shall consist of a majority of the trustees. No business shall be considered by the BT at any meeting at which a quorum is not present. The only motion which the Chief Trustee shall entertain at such meeting is a motion to adjourn and reschedule.

### **SECTION 7.13: MAJORITY ACTION AS BOARD OF TRUSTEE ACTION**

Every act or decision done or made by a majority of the trustees present at a meeting duly held at which a quorum is present is the act of the BT. The Chief Trustee will forward a copy of the minutes of the BT's meeting to the President or delegate within thirty (30) days of the meeting.

### **SECTION 7.14: VACANCY**

Vacancies on the BT shall exist: (1) on the death, resignation or removal of any trustee, (2) the removal of a trustee from the Patron group or failure to maintain status as a Patron in Good Standing, (3) when the number of authorized trustee positions is increased, or (4) when a trustee is elected to another position outside the BT and he or she has to give up the BT position.

**7.14.1 Filling the Vacancy:** Any vacancy in the BT shall be filled within one month by appointment and upon majority vote of the BT which may be conducted in-person voting, by mail-in-ballot, email-ballot, or on Corporation's website. In the event of a vacancy in any office other than that of Chief Trustee, the Chief Trustee may temporarily fill the vacancy until such time as the vacancy can be filled. In addition, upon receipt of the resignation the Chief Trustee or designee shall notify the remaining BT members and the general body by email and allow a minimum period of fourteen (14) days before filling the position for the remainder of the term.

### **SECTION 7.15: RESIGNATION AND REMOVAL**

**7.15.1 Resignation:** Any trustee may resign, effective upon giving written notice to the Chief Trustee, unless the notice specifies a later time for the effectiveness of such resignation. No trustee may resign if the Corporation would then be left without any duly elected trustee in charge of its affairs.

**7.15.2 Removal:** Any trustee may be removed upon majority vote of the BT from his or her position for not attending three (3) consecutive BT meetings without prior notice to the Chairperson, unless due to an emergency situation. In addition, any trustee who materially fails to perform his or her duties of the position without reasonable cause, who violates and acts in derogation of Corporation's mission, principles and ethics, who embezzles funds, who commits any acts of moral turpitude, or who acts in self-dealing may be removed from the BT upon three-fourths (3/4) vote of the BT. Additionally, any trustee may be removed by the Lifetime Members in Good Standing in accordance with the procedures for Special General Body Meetings.

## *Article 8* **EXECUTIVE COMMITTEE**

### **SECTION 8.1: DEFINITION AND PURPOSE**

The EC is an elected, operational body of the Corporation with the officials of the EC referred to as the Officers of the Corporation. The Officers are responsible for the day to day operations of the Corporation and coordination of all Corporation events.

### **SECTION 8.2: NUMBER OF OFFICERS**

**8.2.1 Composition of the EC:** The EC shall be comprised of twelve (12) elected officers from Lifetime Membership in Good Standing, and one Ex-Officio member, who shall be the immediate past President of the Corporation. The EC will include the following office bearers elected by EC members: (1) President (2) Vice President (3) Secretary and (4) Treasurer.

**8.2.2 Other Officers:** Additionally, the EC shall appoint eight (8) additional officers from the EC to oversee critical areas of the responsibilities. Initially, these officers shall include at least the following, but the EC may change the officer positions as necessary and appropriate to manage the operations of the Corporation.

- a. Joint Treasurer – Responsible for assisting the Treasurer in overseeing the accounts and finances of the Corporation;
- b. Joint Secretary – Responsible for assisting the Secretary in maintaining the minutes and records of the the Corporation;
- c. Membership Secretary – Responsible for maintaining membership records;
- d. Record Keeping Secretary – Responsible for maintaining official Corporation records;
- e. Kitchen / Food Secretary – Responsible for kitchen and kitchen associated activities;
- f. Temple Secretary – Responsible for all religious activities within the Dehrasar;
- g. Two other officers designated by the EC.

In addition to the above mentioned office bearers, the EC will take responsibility for and oversee each of the other committees listed in Appendix A: Committee Chart. Within thirty (30) days of assuming responsibilities the President will appoint each of the coordinators to take responsibilities of any new or existing committees of the Corporation.

**8.2.3 Ex-Officio Authority:** The Ex-Officio member of the EC shall have no authority or powers other than to advise the EC on an ad-hoc basis and to submit a tie-breaking vote in matters where the vote of the twelve (12) elected officers has resulted in a tie. For purposes of clarity, all ties must be broken by the vote of the Ex-Officio member of the EC.

### **SECTION 8.3: QUALIFICATION, ELECTION AND TERM**

**8.3.1 Qualifications:** Any Lifetime Member may run for an EC position. Qualifications of the elected general EC officer:

- a. Must be a Lifetime Member in Good Standing for at least twelve (12) consecutive months as of the immediately preceding June 30th; or
- b. Must be a Lifetime Member in Good Standing of the current year and Jain Fellowship of Houston office bearer for at least one (1) of the two (2) preceding years;
- c. Must not hold office in any other religious organization that has conflicting interests, except JAINA during the EC term;
- d. Must not have been found guilty of a felony by any court of law or found liable for any act of moral turpitude by any court of law;
- e. Must attend an orientation of 501(c)(3) & Corporation rules/operations/trustee requirements; and
- f. Take an oath and sign a conflict of interest document.

**8.3.2 Election:** The general election process and timeline deadlines shall be coordinated and processed by the Election Committee as provided in Article 11. The Lifetime Members in Good Standing shall elect the twelve (12) EC positions as provided for in Section 5.5.2.

**8.3.3 Term:** Each elected EC member will have a three (3) year staggered term with four (4) positions to be filled by election every year. EC officer position is for the period of two (2) years. EC members may run for a EC position for two consecutive terms. After two consecutive terms, members may run for a EC position, only after a gap of one (1) year. If an officer has only one (1) year remaining in his/her term and does not get elected the following year, he/she will serve for one (1) year only.

## **SECTION 8.4: VOTE**

Each EC Officer shall have the right to one (1) vote on the EC, irrespective of whether he or she is elected or nominated.

## **SECTION 8.5: DUTIES, RESPONSIBILITIES AND AUTHORITY OF EC**

**8.5.1. Duties and Responsibilities:** The EC is responsible for day to day operations, maintenance, and events of the Corporation, with specific responsibilities vested in the various officers of the EC as set forth in Section 8.6 below. The EC shall have broad discretion of authority to exercise its duties. All officers shall operate in the best interest of the Corporation. The specific responsibilities of the EC, to be carried out collectively by its officers in accordance with Section 8.6 below, shall be to:

- a. Perform any and all duties imposed on them from time to time, collectively and individually, by these Bylaws and BT.

- b. Adopt, follow and promote guidelines, rules and regulations regarding use of the Corporation facilities and grounds, including, any other property owned by the Corporation, with input from the Lifetime Members in Good Standing, BT, EC, and any committees and sub-committees, as required.
- c. The primary task of coordinators shall be to liaise between the EC and their respective committees. The coordinators will at a minimum attend one meeting per quarter of the committees and provide a status report to the EC. While the coordinators role is to oversee the workings of the other committees, authority over the committees lies with the director of the respective committees.
- d. Prepare and maintain procedural and general guidelines in a binder for each committee and maintain them in the EC office at the principal place of business. Maintain a list of any sub-committees and committees appointed by the EC or BT, their duties and functions. All changes or modifications to these guidelines, rules and regulations shall be separately detailed in writing and added to the binder for future reference.
- e. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all employees and agents of the Corporation.
- f. Organize all of the Corporation's religious, educational, and community service events and activities, including inviting Jain monks, scholars, speakers, and other artists.
- g. Coordinate, create, and implement various Corporation publications and communications.
- h. Maintain the Corporation website and other technical and security systems.
- i. Review, and suggest amendments as necessary, to the budget prepared by the prior EC and submit it to the BT for approval by the end of the first quarter.
- j. Prepare a suggested annual budget for the next EC and submit it to the BT for review and amendment or approval by the end of the third quarter.
- k. Monitor actual vs. approved budget for the current year on quarterly basis, make future operational adjustments and report to the BT.
- l. Appoint and oversee a Corporation liaison to the other temples and religious centers in the community.
- m. Transition to new officers upon election and provide records, notes or other historical data on or before Election Committee is dissolved.
- n. Hire and work with employees or third party vendors as required upon appropriation of funds or as budgeted.
- o. Recommend or purchase necessary insurance as required.
- p. Work with the Corporation's General Counsel appointed by the BT regarding all legal matters, including, but not limited to, all legal filings, claims, or queries, and execution of all contracts on behalf of the Corporation.

**8.5.2 Spending and Sale Limits:** The EC shall have spending limits for non-budgeted items in accordance with the following, unless specifically approved by the vote of the Lifetime Members in Good Standing in accordance with the procedures for General Body Meetings.

| Office Bearer                    | Amount   | Frequency    | Max/Yr.  | Purpose          |
|----------------------------------|----------|--------------|----------|------------------|
| President                        | \$500    | Per Incident | \$1,000  | Immediate Need 1 |
| President plus One Office Bearer | \$500    | Per Incident | \$1,000  | Immediate Need 2 |
|                                  | \$500    | Per Donation | \$1000   | Donation 2       |
| EC                               | \$10,000 | Per Incident | \$30,000 | Expenses 3       |
|                                  | \$1,000  | Per Donation | \$2,500  | Donation 3       |

**NOTES:**

1. The President, at his discretion, is authorized to spend this amount for items requiring immediate attention. The President shall present any such expenses in the next EC meeting.
2. The President, along with any one office bearer, is authorized to spend this amount for items requiring immediate attention related to Corporation maintenance. The President or the office bearer shall present any such expenses in the next EC meeting. They are also authorized to make a donation to any organization for religious purpose for the amount listed above.
3. Where reasonably possible and required as provided above, the expense related to Corporation maintenance or disposition of asset shall be pre-approved by the BT prior to incurring the expense or making the disposition.

**8.5.3 Check Signing Authority:** All checks up to five thousand dollars (\$5,000) shall be jointly signed by two office bearers of the EC. At least one of the office bearers shall be the President or the Treasurer. All checks over five thousand dollars (\$5,000) shall be initialed by Chief Trustee or his/her designee from the BT. The dollar amounts provided for in this Article 8 may be modified from time to time by the BT.

**SECTION 8.6: DUTIES AND RESPONSIBILITIES OF THE EC OFFICERS**

**8.6.1 Presidential Duties:** The President shall be responsible for the following:

- a. Preside over the EC, and oversee the day to day operations and functions of the Corporation, subject to the policies that have been duly adopted by the Corporation;

- b. Coordinate all functions, activities and day-to-day operations within the Corporation. The President is authorized to make decisions on routine matters for smooth operation and in best interest of the Corporation;
- c. Have knowledge of all matters concerning the Corporation;
- d. Provide presentations to quarterly JC meetings as to the overall operations and functioning of the Corporation;
- e. Develop budgets in coordination with the Treasurer;
- f. Facilitate milestones and targets as determined by the EC or the BT;
- g. Along with the Chief Trustee, coordinate with FRC (Financial Review Committee) to conduct the Corporation's annual financial audit of the books;
- h. Sign and execute contracts, deeds, mortgages, bonds, or other instruments authorized from time to time by the BT, unless stated otherwise; and
- i. Coordinate all sub-committees established by the EC and any other committees assigned to the President. The President may also request the services of specialists appointed by the BT, for example, the general counsel for the Corporation.

**8.6.1 Vice President:** In the absence of the President, or in the event of his or her inability to act, the Vice President shall perform the duties of the President and shall have all the powers and be subject to all the restrictions upon the President.

**8.6.2 Secretary:** The Secretary shall keep the minutes of all the EC and JC meetings and present such minutes in the following meeting of the EC for approval. In the case of a JC meeting, the Secretary shall forward approved minutes to the Chief Trustee and shall display meeting minutes for thirty (30) days on the Corporation's bulletin board or website within ten (10) days of approval. Prior to or during the meeting, the Secretary will distribute the agenda of the meeting. The Secretary is responsible for ensuring there is a quorum at all Scheduled General Body Meetings and Special General Body Meetings, as well as for all meetings of the EC and JC, and to call the roll in meetings where there is voting conducted by show of hands.

**8.6.3 Treasurer:** The Treasurer shall be responsible for the receipts, collections, disbursements, recording and safekeeping of all the Corporation's operating funds. The Treasurer must deposit all funds in the Corporation's bank accounts within two (2) weeks of receiving them. The Treasurer will present:

- a. The year-to-date financial report of receipts, payments and outstanding pledges each quarter to the JC within forty-five (45) days of the end of the quarter;
- b. The year-to-date report for eight (8) months shall be presented to the membership during the month of September/October on Swamivatsalya Day; and
- c. The year-end financial statements to the JC duly reviewed by the Financial Review Committee (FRC) by February 28th. The final accounts will be presented to the membership for review during the month of March/April on Mahavir Jayanti Celebration Day for the year ending preceding December 31st.



**8.6.4 Other Officers:** Other officers shall have the duties as prescribed by the EC from time to time.

## **SECTION 8.7: REGULAR AND SPECIAL MEETINGS**

Regular meetings of the EC shall be held at least once a month. Special meetings of the EC may be called by the President, or by one-fourth (1/4) of the officers. Regular and special meetings of the EC shall be held at the principal office of the Corporation, unless otherwise determined by the quorum. Any meeting, regular or special, may be held by conference telephone, video conferencing or similar communications equipment as long as all officers agree to such a meeting and those participating in such a meeting can hear one another.

## **SECTION 8.8: NOTICE OF MEETINGS**

All EC members must be given notice of all EC meetings. Special EC meetings shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, facsimile, or email. Such notices shall be addressed to each officer at his or her address in the Corporation's books.

## **SECTION 8.9: QUORUM FOR MEETINGS**

A quorum shall consist of a majority of the elected officers. No business shall be conducted by the EC at any meeting at which a quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn and reschedule.

## **SECTION 8.10: MAJORITY ACTION AS EC ACTION**

Every act or decision done or made by a majority of the elected officers in which quorum is satisfied is an act of the EC.

## **SECTION 8.11: VACANCY**

**8.11.1 Death, Resignation, Removal:** Vacancies on the EC shall exist on the death, resignation or removal of any officer or when the number of authorized EC positions is increased.

**8.11.2 Other Causes of Vacancy:** The EC shall also declare an officer's position vacant if he or she has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found liable by a court of law for any acts involving moral turpitude, or if the officer fails to maintain status as a Lifetime Member in Good Standing.

**8.11.3 Filling the Vacancy:** Any vacancy in the EC of any officer shall be filled within one month by appointment and upon majority vote of the EC and the BT separately which may be conducted

in-person voting, by mail-in-ballot, email-ballot, or on Corporation's website. In the event of a vacancy in any office other than that of President, the President may temporarily fill the vacancy until such time as the vacancy can be filled. In addition, upon receipt of the resignation the President or designee shall notify the remaining EC members and the general body by email and allow a minimum period of fourteen (14) days post notification before filling the position for the remainder of the term.

## **SECTION 8.12: RESIGNATION AND REMOVAL**

**8.12.1 Resignation:** Any officer may resign at any time by giving written notice to the President or to the Chief Trustee if the President is unavailable. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Acceptance of such resignation shall not be necessary to make it effective. EC officers may not resign if the Corporation is left without a duly elected officer(s) in charge of running its operation.

**8.12.2 Removal:** Any officer(s) may be removed from his or her position upon direct proof of the officer's neglect in carrying out his or her duties, severe violations(s) or acts in derogation of the Corporation's mission, principles, or ethics, embezzlement of funds, or acts of self-dealing. Removal will take place upon three-fourths (3/4) vote of the EC and BT. Also, an officer may be removed from his or her position for not attending three (3) consecutive EC meetings without prior notice to the President, unless due to an emergency situation, upon a three-fourths (3/4) vote of the EC and BT.

### *Article 9*

## **JOINT COMMITTEE**

### **SECTION 9.1 ESTABLISHMENT AND QUALIFICATION**

The Corporation shall have a JC comprised of members from the BT and the EC. The JC shall have such powers and authority as set forth in this Constitution.

### **SECTION 9.2 MEETINGS AND ACTION OF COMMITTEES**

**9.2.1 JC Meetings & Quorum:** The JC will hold meetings at least once every three (3) months. The quorum for all JC meetings shall consist of six (6) members of the BT and six (6) officers. In the event the quorum is not attained after waiting for thirty (30) minutes, the meeting may be rescheduled. The President, in consultation with the Chief Trustee of the BT, will decide the schedule and agenda of each scheduled meeting. The President shall preside over scheduled JC meetings. Special meetings of the JC may be called by the Chief Trustee of the BT, the President, or by one-fourth (1/4) of the Trustees or officers, with the calling personnel deciding the schedule and agenda of the special meeting. Chief Trustee of the BT shall preside over Special JC meetings. Presiding officials shall prepare JC meeting notes and distribute to the JC members within thirty (30) days

**9.2.2 Operating Procedures and Resolutions:** The JC shall be responsible for developing the standard operating procedures of the Corporation. All resolutions of the JC must be ratified by a majority of the officers of the Corporation and by the majority of the BT. The JC and BT shall meet separately for such purpose, except as may be specified herein. Without such ratification, any resolution of the JC shall be deemed void ab initio.

### **SECTION 9.3 RULES**

The JC may adopt rules for its own government that are consistent with this Constitution. Meetings shall be governed by Robert's Rules of Order, or such other rules that the JC may adopt from time to time.

### **SECTION 9.4 SUBCOMMITTEES**

The JC may establish subcommittees to advise the JC on specific matters that are consistent with this Constitution.

### **SECTION 9.5 SPENDING AND SALE LIMITS**

The JC shall have spending limits for non-budgeted items in accordance with the following, unless specifically approved by the vote of the Lifetime Members in Good Standing in accordance with the procedures for General Body Meetings

| Office Bearer | Amount   | Frequency    | Max/Yr.  | Purpose        |
|---------------|----------|--------------|----------|----------------|
| JC            | \$10,000 | Per Incident | \$20,000 | Immediate Need |
|               | \$5,000  | Per Donation | \$10,000 | Donation       |
|               |          |              |          |                |

## ***Article 10*** **COMMITTEES**

### **SECTION 10.1. STANDING COMMITTEES OF THE JC, BT & EC**

**10.1.1 Purpose:** The JC, BT & EC may establish standing committees for either operational or advisory purposes or for any other reasonable purpose in the best interest of the Corporation.

**10.2.2 Establishment:** Upon resolution by the majority of the JC, BT or EC, the JC, BT or EC shall establish standing committees from time to time, as listed in Appendix A.

**10.1.3 Duties and Responsibilities:** The JC, BT or EC shall adopt and maintain separate written guidelines of the duties and responsibilities for each standing committee. The JC, BT or EC shall maintain a list of the standing committee's responsibilities in a separate binder, which shall also include statements of policy adopted by the JC, BT or EC. Statements of policy ratified by a

previous JC, BT or EC may be amended by a two-thirds (2/3) vote of the majority of the JC, BT or EC. The majority of the JC, EC and BT may modify a committee's duties and responsibilities as required in the best interest of the Corporation at least sixty (60) days prior to the annual elections.

**10.1.4 Reports:** All standing committees shall maintain proper records and may be required to present reports from time to time on the functioning of their committee to the JC, BT or EC. Each year, the standing committees shall prepare and submit a proposed plan to the JC, BT or EC for the operation of the committee. At the end of the fiscal year, each standing committee shall submit to the BT an annual summary report and a projected budget for the upcoming fiscal year.

## ***Article 11***

### **ELECTIONS**

#### **SECTION 11.1: ELECTION DAY**

The Corporation shall hold its annual election on Swamivatsalya Celebration Day during the September/October General Body Meeting. The existing EC and BT shall continue until the first election.

#### **SECTION 11.2: ELECTION COMMITTEE**

**11.2.1 Nomination and Appointment:** The BT, by resolution, shall nominate and appoint a special Election Committee, consisting of qualified minimum of three (3) Lifetime Members in Good Standing excluding EC, BT and Patron group members, no later than sixty (60) days prior to the Election Day. One member of the committee shall be elected as the chairperson.

**11.2.2 Election Coordination:** The Election Committee shall coordinate, conduct and execute the Corporation's annual election process for BT and EC positions as provided in this Article, or as otherwise modified by the official action of the BT. The Election Committee shall keep confidential all aspects of the election process, other than the rules set forth in this Constitution, and specifically, the Election Committee members shall: not reveal or disclose any election results in advance, maintain neutrality as to all candidates, and not take any actions to sway any member to run or not run for any available position.

#### **SECTION 11.3: GENERAL ELECTION PROCESS/ TIMELINE**

Unless otherwise provided by the two-thirds (2/3) majority of the BT, the Election Committee shall follow the steps below:

##### **11.3.1 Election Process:**

- a. On or about sixty (60) days prior to the Election Day, the Election Committee members shall be nominated and appointed upon resolution of the majority of the BT.
- b. On or about sixty (60) days prior to the Election Day, the BT shall announce the upcoming elections, the eligibility requirements to run for office, and how an individual can become eligible to run for office.
- c. On or about sixty (60) days prior to the Election Day, the EC shall prepare and furnish to the BT and Election Committee the following:
  - i. A list of Lifetime Members in Good Standing;
  - ii. A list of Patrons; and
  - iii. A list of members not qualified to run for any BT and/or EC positions due to a continuing term.
- d. On or about forty-five (45) days prior to the Election Day, the Election Committee shall open the nomination period and send an announcement to all members via email, newsletter, Corporation website, or by any other means as determined by the Election Committee and approved by BT regarding the (1) date and time of the Election Day, (2) the available BT and EC positions, (3) the election process, guidelines, qualifications, and forms required for running for an available position. In all cases, voting by electronic means or by mail, or both, shall be permitted.
- e. On or about thirty (30) days prior to the Election Day, the Election Committee shall review and validate each received nominee's membership qualification and nomination eligibility, and confirm receipt of the forms and the nominee's 100-word or less background sheet.
- f. On or about thirty (30) days prior to the Election Date, the Election Committee shall verify member eligibility to vote on Election Day, hereinafter referred to as Eligible Voters.
- g. On or about twenty-five (25) days prior to the Election Day, in case of multiple nominations for the same position, duplicative nominations, or no nomination for any position, the Election Committee shall contact each nominee and confirm their continued interest in running for office, check and clarify nominations, or extend the time period to accept nominations for an additional ten (10) days, as applicable. The Election Committee shall notify the Lifetime Members in Good Standing in the event of any such extension of time. If there are any positions still available without any nominee running for office, the Election Committee may accept nominees on Election Day from the floor.
- h. On or about fifteen (15) days prior to the Election Day, the Election Committee shall close the nomination process and announce to the Lifetime Members in Good Standing via email, newsletter, Corporation website, or by any other means as determined by the Election Committee of the list of qualified and eligible nominees along with their respective background sheets.

- i. On or about fifteen (15) days prior to the Election Day, the Election Committee shall establish the Record Date and determine which members are eligible to vote for the respective positions. The Record Date shall mean the cut off date for establishing voting rights. In order to encourage voting, voting in person, by email, mail-in, website balloting, or any other means as determined by the Election Committee, shall be allowed. The Election Committee shall select the modes of balloting to be utilized in that year based on the resources available, but at minimum voting by mail and an electronic means shall be included modes.
- j. On or about fifteen (15) days before Election Day, the Election Committee shall hold Patron elections within the Patron members group in Good Standing for BT positions.
- k. On Election Day, the Election Committee may open the floor for nominations for any available position without a nominee.
- l. On Election Day, Election Committee shall have procedures to avoid duplicative and erroneous ballots by verifying each member's qualification prior to distributing the election ballots. The Election Committee shall have a properly designated election table where qualified members as of the Record Date may vote or drop-off ballots in person.
- m. As part of transition, Election Committee shall document and announce the designated General Counsel for JSH. It shall be the responsibility of the BT to either confirm the continuation of the current General Counsel or appoint a new General Counsel for the upcoming year.
- n. The Election Committee shall count all the ballots received in person. The Chairperson of the Election Committee shall announce the voting results at the end of the general membership meeting or as early thereafter, not later than seventy-two (72) hours after the meeting.
- o. The Election Committee shall remain active for another thirty (30) days after the Election Day to resolve and respond to any questions, issues, or disputes. The Election Committee shall maintain detailed records of the Election Process, completed Election Ballots, and tally sheets, and present them for review upon request by the current President or the Chief Trustee in case of any disputes or any allegations of wrongdoing. The BT shall announce dissolution of the Election Committee and that there are no outstanding issues.
- p. Nominees receiving the greatest number of votes in their respective position shall be elected to that position.
- q. Proxy voting shall not be permitted.

#### **SECTION 11.4: VOTING**

Each Lifetime Member in Good Standing and their spouse, as of the Record Date, shall be eligible to vote in the general election. Each qualified Lifetime Member in Good Standing shall receive one (1) ballot if unmarried or two (2) ballots if married. Each Patron in Good Standing, as of the Record Date, shall be eligible to vote in the Patron Election process for positions on the BT; spouses of Patrons shall be not be eligible to vote in such Patron elections.

## **SECTION 11.5: RECOUNT**

Nominees may make only one request a recount of the ballots in writing within five (5) days of the announcement of the election results. The Election Committee will initiate a recount in the presence of a BT designate and provide the results to the BT.

## **SECTION 11.6: REMOVAL**

**11.6.1 Election Committee Member Removal:** An Election Committee member may be removed from office upon a finding of wrongdoing, of coercion, of fixing the election process, or of any other act in derogation of the Corporation's principles, ethics and mission. Removal shall be determined upon majority approval of the BT.

**11.6.2 Election Committee Member Disqualification:** A nominee may be disqualified as a candidate from the election for the following reasons:

- a. If he or she, or anyone working for him or her in the election, violates the election process in any way;
- b. Does not comply with the election guidelines, rules and regulations as provided by the Election Committee;
- c. Acts in derogation of the Corporation's principles, ethics, and mission; or
- d. Uses coercive election tactics, or attempts to purchase election votes from other members.

## **SECTION 11.7: TRANSITION**

The newly elected members will take office on November 1st. As such, the BT and EC's effective year will be from November 1 to October 31st. The Election Committee will ensure proper transition from outgoing EC and BT members. This includes transfers of financial records and funds, Corporation asset control and management, any outstanding legal or otherwise open cases, or anything that is required to operate the Corporation. The process committee shall come up with check list of items that Election Committee will use for this proper transition.

## ***Article 12*** **DISSOLUTION**

Upon discontinuance of the Corporation by dissolution or otherwise, the BT, after paying and making provision for paying off all the liabilities of the Corporation, shall transfer all the remaining assets to a similar religious Jain organization that is qualified as a charitable organization under Section 501(C)(3), internal Revenue Service Code of 1954, as amended, or to the State of Texas.

## ***Article 13***



## **FUND MANAGEMENT**

### **SECTION 13.1: FUND ACCOUNTS:**

The EC shall establish and maintain the following fund accounts or any other fund accounts they deem to be necessary for accounting purposes:

#### **13.1.1 Dev-Dravya (Temple) Fund:**

- a. Donations received from Tirthankar's Bhandar, Puja Income, Aarti/Mangal Divo, five percent (5%) of Sapana Boli's income, any specific donations received for Dev-Dravya, and accumulated interest income received on the Dev-Dravya Fund shall be credited to Dev-Dravya Fund.
- b. Expenses of temple articles, remuneration of temple care takers, improvements and renovations of the temple, any expenditure incurred for the addition of any major repairs to the temple or related facilities, and donations for the construction of any other Jain temple shall be charged against the Dev-Dravya Fund. Thirty percent (30%) of the following operating expenses will also be charged to Dev Dev-Dravya account: electricity, water & sewer, telephone, property tax, property insurance, security, building repairs & maintenance expenses.
- c. Surplus funds of the Dev-Dravya Fund will be separately managed. At the end of the year, the accounts will be adjusted by adding to or withdrawing from the Dev-Dravya Fund, reflecting the current year's surplus or deficit in this account.
- d. Dev-Dravya Fund donations are specific donations that can only be used for its intended purpose.

#### **13.1.2 Building Fund:**

- a. Donations received for the Building Fund and accumulated interest received on the Building Fund shall be credited to the Building Fund. Any purchase of land, construction or improvement of the parking facility, additions to the buildings, renovations, major repairs, or alterations will be charged against this account.
- b. Surplus funds of the Building Fund shall be separately managed. At the end of the year the investments will be adjusted by adding to or by withdrawing from the Building Fund, reflecting the current year's surplus or deficit in this account.
- c. Building Fund donations are specific donations and can be used only for its intended purpose.

#### **13.1.3 General Funds:**

- a. Donations received from The Dev Devi's Bhandar, Dev Devi Puja, ninety-five percent (95%) of Sapana Boli income, advertisement income, Membership Fees and any other specific donations received and accumulated interest income received on the General Fund shall be credited to General Fund Account.
- b. Operating expenses of the Corporation, including utilities, taxes, security and maintenance (after charging thirty percent (30%) of the expenses to the Dev Dravya account as defined in this article), pathshala expense, library expense, building repairs, dues, magazine publication, visitor's expense and other activity expenses including donations to other organization shall be charged against the General Fund Account.

#### **13.1.4 Swamivatsalya Fund:**

- a. Donations received for Swamivatsalya, picnic, banquet, and activity of this nature. shall be credited to Swamivatsalya Fund Account.
- b. Expenses for Swamivatsalya, picnic, banquet and activity of this nature shall be charged against the Swamivatsalya Fund Account.

#### **13.1.5 Jain Fellowship Fund:**

- a. The Jain Fellowship Fund shall be maintained for funding the activities of the Jain Fellowship. All donations received for and income generated by Jain Fellowship shall be deposited in this fund.
- b. Any investments of funds shall be made in the form of Certificate of Deposits (CD) in a federally insured institution or U. S. Government security.

### ***Article 14*** **MISCELLANEOUS**

#### **SECTION 14.1: FISCAL YEAR**

The fiscal year of the Corporation shall end on the last day of the month of December.

#### **SECTION 14.2: INDEMNIFICATIONS AND INSURANCE**

The Corporation shall, to the fullest extent now or hereafter permitted by applicable law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, is or was a director, officer, employee, or agent of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, and shall purchase insurance covering the same.

**SECTION 14.3: SECRET BALLOTS**

All voting of the Lifetime Members under this Constitution shall be conducted by secret ballot, with the process determined by the Election Committee.

**SECTION 14.4: EFFECTIVE DATE**

This amended Constitution is effective as of December 1, 2017.

### *Appendix A*

A list of Committees and Sub-Committees in effect as of the date hereof:

- 1) Policy Committee (the “PC”) – The PC is formed permanently and coordinated by the BT as required. The PC shall formulate and monitor policies, prepare a manual of procedures and guidelines for various activities of the Corporation, for approval of JC.
- 2) Property Management Committee (the “PMC”) – The PMC is formed permanently by the JC and coordinated by the EC. The duties of the PMC shall include regular (routine) maintenance and upkeep, as well as major maintenance of the Corporation’s property. The PMC shall report monthly to the EC and to the JC on a quarterly basis. The PMC is responsible for technology and computer system administration.
- 3) Temple Committee-Religious Programs and Activities Administration (the “TC”) – The TC shall be permanently formed, managed and coordinated by the EC. The TC manages all temple related activities taken place within the temple area. The duties of the TC shall include upkeep of the temple, updating the temple schedule, providing guidelines to the temple caretaker, coordination of temple events, and any daily operations of the temple.
- 4) Education Administration (the “Pathshala”) – The Pathashala is permanently formed and coordinate by the EC. The Pathshala shall organize and offer religious educational classes for the Corporation’s members. The Pathshala shall decide the policy, schedule and curriculum for the classes and arrange special events.
- 5) Food Management Committee (the “FMC”) – The FMC is permanently formed and coordinated by the EC. The FMC shall plan and organize meals for all events. The FMC is responsible for upkeep of the kitchen and dining area.
- 6) Guest Relations/Program and Charity Committee (the “GRC”) – The GRC is permanently formed by the JC and coordinated by the EC. The GRC shall research and recommend guest speakers, plan itinerary, transportation and hospitality of guests. Corporation programs and charity activities shall be managed by the GRC.
- 7) Library Committee (the “LC”) – The LC is permanently formed and coordinated by the EC. The LC shall manage and expand the Corporation collection of literary resources to include books, articles, manuscripts etc., audio and video cassettes for member use and archiving purposes.
- 8) Finance Review Committee (FRC) Administration – The BT shall appoint a FRC of up to five (5) members to review the financial records of the Corporation. One of the committee members shall serve as chairman of the committee. The members of the FRC shall be appointed by the

members of the Corporation, except the current members of the EC and the BT and their spouses. The FRC shall issue a report on the financial statements (Income/Expense, Assets/Liabilities), financial records, internal controls and investments, any comments that they may have on the compliance with the Corporation's policies and financial condition of the Corporation to the BT. The BT, at their option, shall appoint an outside Certified Public Accountant (CPA) to compile and/or review the accounts of the Corporation.

- 9) Youth Activities Committee (the "YAC") - The YAC is permanently formed and managed by the JC. This committee encourages, promotes and coordinates the activities of the Jain youths to enhance religious awareness and experience.
- 10) Membership Committee (the "MC") – The can be formed and managed by the EC as required. MC shall be responsible in maintaining membership related records and activities including computer data-based management.
- 11) Appreciation Committee (the "AC") – The AC is formed by the BT as required to formulate an appreciation policy or to revise policies based on requests from the BT, EC, or members at large.
- 12) Wealth Management Committee (the "WMC") – The WMC is permanently formed and coordinated by the BT to advise the BT on how to manage funds, invest for the future, manage assets and Corporation property in the best interest of the Corporation.

| <b>Committees</b>                                     | <b>R</b> | <b>A</b> | <b>C</b> | <b>I</b> |
|---|----------|----------|----------|----------|
| Pathshala / Education / Library                       | EC       | JC       | EC       | GB       |
| Youth Coordination / Jain Fellowship                  | EC       | JC       | BT       | GB       |
| Facility / Capital Projects                           | BT       | BT       | EC       | GB       |
| Food  | EC       | EC       | BT       | GB       |
| Guest Relations                                       | EC       | EC       | BT       | GB       |
| Finance (Fund Raising, Property, Investments, Wealth) | BT       | BT       | EC       | GB       |
| Financial Review                                      | EC       | BT       | JC       | GB       |
| Legal   | BT       | BT       | EC       | GB       |
| Budget  | BT       | JC       | JC       | GB       |
| Election  | BT       | JC       | JC       | GB       |
| Membership  | EC       | EC       | JC       | GB       |
| Appreciation  | BT       | JC       | JC       | GB       |
| Temple  | EC       | JC       | BT       | GB       |
| Policy  | BT       | JC       | EC       | GB       |
| Cultural Activity                                     | EC       | EC       | BT       | GB       |
| Communication   | EC       | JC       | BT       | GB       |
| JSH Historian   | BT       | BT       | JC       | GB       |

R: Responsibility

A: Approved By

C: Consulted With

I: Informed



## Appendix B



BT Changeover  
Schedule 1.xlsx