

# Hindu Temple and Community Center of Mid-Missouri, Columbia, Missouri Constitution and By Laws

## Article 1: Name

The name of the not-for-profit corporation shall be "Hindu Temple and Community Center of Mid-Missouri" (HTCC), Columbia, Missouri", hereafter referred as the Corporation.

## Article 2: Goals

The goals of this Corporation are:

- a. To promote and practice the ideals of Hinduism and the Hindu religion through worship, social service, education, and teaching.
- b. To construct and maintain a Hindu temple in Columbia, Missouri.
- c. To strive for spiritual richness and human excellence through assimilation of values of Hindu scriptures into daily lives.
- d. To establish and maintain a community center for the purpose of conducting Hindu religious, social, educational, cultural, literary, and performing arts activities consistent with the primary objective as stated above.

## Article 3: Powers and Limitations

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

**Article 3.1 - Public Purpose:** The Corporation is organized to serve public and community interests; accordingly it shall not be operated for monetary benefit of private interest, such as contributors or members of the Corporation, or persons vested directly or indirectly by such private interests.

**Article 3.2 - Accumulation of Income:** The Corporation shall not unreasonably accumulate income within the meaning of Section 504 of the Internal Revenue Code as now in force or later amended.

**Article 3.3 - Trade or Business:** The Corporation shall not be operated for the purpose of carrying on a trade or business for profit except for charitable fund raising as defined in Section 513 of the Internal Revenue Code as now in force or afterwards amended.

**Article 3.4 - Distribution of Earnings:** No part of the earnings or other property received by the Corporation from any source shall be used to the benefit of or be distributed to any of its members, Board of Trustees, officers, or other private persons, except that the Corporation may decide to pay reasonable compensation for services rendered by individuals, organizations or entities, and make payments and distributions in furtherance of purposes herein set forth.

**Article 3.5 - Distribution of Assets on Dissolution:** Upon dissolution of the Corporation and as determined by the Board of Trustees with the advice of the Executive Committee, its

remaining assets, if any, shall be distributed to one or more organizations chartered and operated exclusively for religious, charitable, educational or scientific purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code as now in force or afterwards amended. Any such assets not so distributed, shall be distributed by the County Court of the County in which the registered office is then located, to another organization that in the judgment of the court shall best accomplish the purposes that are consistent with the purposes for which the Corporation was formed.

**Article 3.6 - Specific Restrictions:** Non-vegetarian food(s) and alcoholic beverage(s) of any kind shall not be allowed on the Temple premises at any time or for any reason. Smoking and consumption of controlled substances shall not be permitted on the premises of the Temple. No footwear shall be allowed in the Temple. The temple shall be for the exclusive use of Hinduism-related events only. The cultural center shall be open to all for the purpose of conducting religious, social and cultural and educational activities, subject to restrictions approved by the Board of Trustees.

#### Article 4: Principal Location

The principal office of the Corporation is located at: Shanthi Mandir, 2006 Holly Avenue, Columbia, MO 65202-2043. The Corporation may from time to time have offices at other places inside or outside of the State of Missouri as designated by the Board of Trustees, or as dictated by the goals of the Corporation.

The Corporation however shall, at all times, maintain a registered office in the State of Missouri as well as a registered agent whose office location shall be identical with the registered office as stated above. The registered office of the Corporation may or may not be identical with the principal office in the State of Missouri. The Board of Trustees may change the address of the registered office from time to time. Any change in address shall be notified to the appropriate agencies.

#### Article 5: Fiscal Year

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

#### Article 6: Membership

**Article 6.1 - Eligibility:** Any person who is 18 years or older, interested in Hinduism and who shares the same objectives as those listed in Article 2 is eligible to become a member of the Corporation. Membership to the Corporation is open to all irrespective of race, color, creed, nationality, political affiliations, disability and veteran status, sex and sexual preferences without restrictions as per State and Federal laws.

Payment of annual dues is mandatory for membership in the Corporation, and only such members in good standing shall be eligible to run for office and vote in the affairs of the Corporation. Thus all officers and trustees are required to pay membership dues, either as an individual or as a family, for life-time or for the term of their engagement, as they so choose. For all purposes of governance and operations of HTCC, life-time membership will be treated as equivalent to annual membership for perpetuity.

Honorary membership may be bestowed by the Board of Trustees on any person for his/her long service or potential of substantial support to the Corporation; however such honorary membership which does not require payment of membership dues, shall be advisory in nature, with no voting privileges or privileges to run for elected office of the Corporation.

Annual membership dues must be paid no later than January 31<sup>st</sup> of the fiscal year with the exception of the first year as noted in Article 7.

Membership shall remain in effect as long as the member remains in good standing and abides by the Constitution and By Laws of HTCC. Membership however can be revoked for activities harmful to the Corporation and its cause through the sole discretion of the Board of Trustees.

**Article 6.2 – Membership Categories:** Membership in the Corporation shall include any one of the following five categories:

- a. Annual Individual Membership (AIM): a person who pays the current annual dues for an individual member (Dues for 2006: \$30\*)
- b. Sustaining Individual Membership (SIM): a person who pays the equivalent of 20 years of current Annual Individual Membership dues (Dues for 2006: \$600\*)
- c. Annual Family Membership (AFM): a family who pay the current annual dues for a family membership (Dues for 2006: \$50\*)
- d. Sustaining Family Membership (SFM): a family who pay the equivalent of 20 years of current Annual Family Membership dues (Dues for 2006: \$1,000\*), and
- e. Honorary Membership (HM): as described in Article 6.1

Voting privileges for members shall be based on the general principle of 1 vote per person. Accordingly AIM and LIM categories of membership will have 1 registered voter each and AFM and LFM categories of membership will have 2 registered voters each. AFM and LFM categories will have to designate 2 family members (18 years or older) at the start of each fiscal year who will exercise the voting privileges for the family.

\* The Board of Trustees of the Corporation reserve the right to revise the annual dues for AIM and AFM categories of membership as and when required. The membership dues for the LIM and LFM categories will also be correspondingly revised. Membership designation and dues are also included in Table AI-1 in Appendix I.

## Article 7: Governance

The overall governance of the Corporation shall be vested in the Board of Trustees who shall develop and execute long-term policies on behalf of the General Assembly of the Corporation. The Board of Trustees will also supervise the Executive Board. The Executive Board will be responsible for the day-to-day and near-term policies on behalf of the General Assembly of the Corporation.

Collectively all members of the corporation constitute the General Assembly. The General Assembly shall meet at least once a year, no later than 60 days after closure of membership enrollment/renewal period in each fiscal year for the following purpose:

- a. Electing the open positions on the Board of Trustees
- b. Electing the Officers of the Executive Board
- c. Transacting any other business that needs the approval of the General Assembly

Membership enrollment will close on January 31 of each year with the exception of the first year when the enrollment will be kept open until deemed necessary by the Interim Board of Trustees. The Interim Board of Trustees as of January 14, 2006 are listed in Appendix II

## Article 8: Board of Trustees

**Article 8.1 – Composition and Term:** The Board shall consist of a minimum of five (5) members and maximum of fifty one (51). It shall comprise of Life-time Trustees and Term Trustees as described below and in Table AI-2 of Appendix I:

### 1. Life-Time Trustees:

- a. **Life-Time Founding Trustee:** Those who have been active from the very conception of the idea of establishing the Hindu Temple and Community Center, have spent time and effort in organization and planning, and have made monetary contributions (individually or jointly with spouse) of at least \$15,000 in installment or in lump sum by December 31, 2007. This group will include the partners of Subh Kaam LLC who meet the \$15,000 bench mark contribution or attain that bench mark with additional contributions within the above time-frame. There shall be two trustees per family in this category, to serve for his/her life-time, as designated apriori.
- b. **Life-Time Trustee:** Those who have made monetary contribution of at least \$15,000 (individually or jointly with spouse) after December 31, 2007. There shall be only one trustee per family in this category to serve for his/her life-time, as designated apriori.
- c. **Other Designations:** Individuals who have made significantly higher monetary contributions (e.g., \$30,000 or above) shall be specially designated trustees, as determined by the Board of Trustees and the Executive Board decide from time to time.

### 2. Term Trustees:

- a. **Executive Board Term Trustees:** President of the Executive Board to serve for a two-year term. Secretary of the Executive Board to serve a two-year term. Immediate Past President of the Executive Board to serve a one-year term.
- b. **Ten-year Term Founding Trustee:** Those who have been active from the very conception of the idea of establishing the Hindu Temple and Community Center, have spent time and effort in organization and planning, and have made monetary contributions (individually or jointly with spouse) totaling at least \$10,000 by December 31, 2007. There shall be only one trustee per family in this category, to serve for a ten-year term, as designated apriori.
- c. **Ten-year Term Trustee:** Those who have made monetary contributions (individually or jointly with spouse) totaling at least \$10,000 after December 31, 2007. There shall be only one trustee per family in this category, to serve for a ten-year term, as designated apriori.
- d. **Seven-year Term Founding Trustee:** Those who have been active from the very conception of the idea of establishing a Hindu Temple and Community Center, have spent time and effort in organization and planning, and have made monetary contributions (individually or jointly with spouse) totaling at least \$5,000 by December 31, 2007. There shall be only one trustee per family in this category to serve for a seven-year term, as designated apriori.

- e. **Seven-year Term Trustee:** Those who have made monetary contributions (individually or jointly with spouse) totaling at least \$5,000 after December 31, 2007. There shall be only one trustee per family in this category, to serve for a seven-year term as designated apriori.
- f. **Honorary Trustee:** Up to 5 members of the Board of Trustees can be nominated by the Board of Trustees/Executive Board for two years. This position is advisory in nature with no voting rights. The appointments however need to be approved by a two-thirds majority vote of the General Assembly.
- g. **Elected Trustee:** 10% of the current number of non-elected trustees or 5 members, whichever is smaller, shall be elected to two-year terms as trustees from the general membership.

Any trustee may choose to rescind or temporarily suspend his/her trusteeship privileges, provided he or she does so in writing to the Board of Trustees. Trusteeship can be upgraded to higher levels with matching donations within the time frame stipulated or as decided by the Board of Trustees from time to time. Trustee designees within a family may be changed so long as they do not hold an elected office at the time of the requested change. The request for such a change should be provided in writing to the Board of Trustees.

Members on the Board of Trustees as of January 14, 2006 are listed in Appendix II.

**Article 8.2 – Duties and Responsibilities:** The Board of Trustees is the long-term policy making body for Corporation and shall accordingly provide philosophical and strategic direction to the Corporation. The Board shall also have supervisory authority over the Executive Board and shall manage the business and financial affairs of the Corporation. All the rights, powers, duties and responsibilities relative to the management and control of the Corporation’s property and affairs are vested in the Board of Trustees for the benefit of Corporation. These powers exist in the Board of Trustees as a group and not in an individual. The Board of Trustees has a duty to exercise reasonable care and prudence in managing the affairs of the Corporation. The Board of Trustees may make rules to conduct its own meetings consistent with the Constitution and By Laws and the Articles of Incorporation following Robert’s Rules of Order. Without limiting the general powers, the Board of Trustees shall have the specific powers and responsibilities as listed hereunder:

- a. To accept at its discretion all gifts, bequests and donations, in cash or in kind, provided that any such gifts, bequests or donations, which the donor makes, are unrestricted. In case of restrictions, the Board of Trustees may reject the gift(s) if such restrictions are not in the best interests of the Corporation. Further, the wishes of any donor regarding the use of their donations shall, at the discretion of the Board of Trustees, be accepted and honored, to the extent possible as long as such wish does not conflict with the purposes of the Corporation.
- b. To approve the annual budget as recommended by the President of the Executive Board.
- c. To approve all capital construction projects and budgets with the advice of the President of the Executive Board.
- d. To borrow money and incur indebtedness for the purposes of the Corporation and to execute instruments of hypothecation of assets with the advice of the President of the Executive Board.
- e. To sign any deeds, mortgages, bonds, contracts or other instruments with the Secretary or any other officer of the Corporation authorized by the Board of Trustees.

- f. To maintain an up-to-date list of all members and current voting members and their addresses on file at the Office of the Corporation and at such other locations as the Board of Trustees may, from time to time, determine. Such list shall be updated at least annually and shall be available for inspection by any member.
- g. To make a report to the General Assembly at its annual meeting about the financial and operational status of the Corporation.

**Article 8.3 - Officers of the Board of Trustees:** The officers of the Board of Trustees include: Trustee President (TP), Trustee Vice-President (TVP), and Trustee Secretary (TS).

**a. Trustee President**

The Trustee President shall be the presiding officer of the Board of Trustees, and shall in general supervise and control the operational affairs on behalf of the Trustees. He/she shall preside at all meetings of the Board of Trustees. He/she along with the Trustee Secretary may sign any deeds, contracts or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. In general the Trustee President will present annual budget to the General Assembly.

**b. Trustee Vice-President**

In the absence of the Trustee President, the Trustee Vice-President shall preside over all the regular and special meetings of the Board of Trustees, and shall perform all duties expected of the Trustee President.

**c. Trustee Secretary**

The Trustee Secretary shall keep the minutes of all the meetings of the Board of Trustees in digital and hard copy formats. He/she shall attend to the giving and receiving of all notices of the Corporation and such other books and papers as the Board of Trustees may direct. Such notices and minutes shall be open to examination by any member(s) upon written request. Minutes of all the meetings of the Board of Trustees shall be distributed to all its members in a timely manner.

Interim Officers of the Board of Trustees are listed in Appendix II.

**Article 8.4 - Trustee Voting Rights:** Decision making for items listed under Articles 8.2 (a – e) shall normally be undertaken on a “one person one vote” basis, unless the estimated cost of the project item is determined to be substantive by at least a two-third majority of the Board, in which case a “weighted vote” as defined in Article 8.5 shall apply. The same weighted voting shall also be required to exercise power to suspend or remove elected officers under Article 11.2 and to dispose any grievance case under Article 15.

**Article 8.5 - Weighted Voting:** Votes from Life-Time Founding Trustees will carry a weight of 3 when balloting on issues requiring weighted voting. Votes from all other categories of Trustees will carry a weight of 1 for issues requiring weighted voting.

**Article 9: Other Donors**

The Corporation will appropriately recognize those donors donating \$5,000 or more at any one time but who wish not to play any part in governance of the Corporation (submit such

statement in writing). The Board of Trustees is entrusted with the task of deciding on such special designation as may be necessary from time to time.

## **Article 10: Executive Board**

**Article 10.1 – Executive Board Structure:** The day-to-day and near-term operational management of the Corporation shall be vested Executive Board who shall act in consultation with and implement the policy priorities set by the Board of Trustees. The Officers of the Executive Board comprise: Executive Board President (EBP), Executive Board Vice President (EBVP), Executive Board Secretary (EBS), and Executive Board Treasurer (EBT).

- a. The Executive Board will be assisted in day-to-day management by planning, advisory and executing support from several Standing Committees and other Ad-Hoc Committees. The Chairs of these committees and membership on these committees will be appointed by the EBP in consultation with the Executive Board and the Board of Trustees.
- b. The Executive Board may add to or delete from the list of Standing Committees in consultation with the Board of Trustees depending upon the needs of the Corporation at any given time.
- c. The Chairs of the Standing Committees along with the Officers of the Executive Board constitute the Executive Committee. The Executive Committee shall consist of not less than eleven (11) and not more than twenty (20) members.
- d. Each Standing and Ad-Hoc Committee shall consist of four or more members of the Corporation. The EBP will appoint one of the Officers of the Executive Board to serve as the ex-officio liaison with the Standing or Ad-Hoc Committees.
- e. Prolonged inactivity on the committee or three unexcused absences from committee meetings shall constitute grounds for formal removal from the committee.

### **Article 10.2 – General Rules:**

- a. Transactions shall normally be by means of checks. All checks above a prescribed limit approved by the Executive Committee (\$10,000) must be signed by both the EBP and EBT.
- b. Reimbursement checks written favoring committee members for routine purchases required for Corporation, utility bills, corporate commission fees, mailbox dues, insurance premiums and other such dues to be paid on periodic basis for services obtained by Corporation may be signed by the EBT. In the absence of Treasurer, the EBP may issue checks with single signature.
- c. Officers of the Executive Board can authorize an expense for Corporation for an amount not exceeding \$2000 for each individual transaction. Board of Trustees will need to approve all transactions over \$2000.
- d. In the event cash is accepted for any transaction, then a Corporation cash receipt shall be provided except for anonymous donations through the Hundi at the Mandir.
- e. All checks and cash received on behalf of Corporation by any person shall be given to the EBP and EBT for appropriate follow-up action.
- f. Tariffs for religious and other temple services shall be according to the fee schedule approved from time to time by the Board of Trustees.
- g. The Executive Board is required to provide accounting of all financial transactions as and when requested by the Board of Trustees. In addition, they shall be required to provide annual financial reports to the Board of Trustees and to the General Assembly Membership.

**Article 10.3 – Officers of the Executive Board:**

**a. Executive Board President (EBP)**

The EBP shall be the principal executive officer of the Corporation and shall supervise and manage the operational affairs of the Temple. He/she shall preside at all meetings of the Executive Committee and shall be a member of the Board of Trustees. He/she along with the EBS may sign any deeds, contracts or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees to some other officer or agent of the Corporation. In general, the EBP shall perform all duties expected of the Office of the President including presenting annual budget for approval to the Board of Trustees.

**b. Executive Board Vice-President (EBVP)**

In the absence of the President, the EBVP shall preside over all the regular and special meetings of the Executive Committee, and shall perform all duties expected of the EBP.

**c. Executive Board Secretary (EBS)**

The EBS shall keep the minutes of all the meetings of the Executive Committee and the meeting(s) of the General Assembly in digital and hard copy formats. He/she shall attend to the sending and receiving of all notices of the Corporation and such other books and papers as the Board of Trustees may direct. Such notices and minutes shall be open to examination of any member(s) upon written request.

**d. Executive Board Treasurer (EBT)**

The EBT shall have custody and keep account of all money, funds and property of the Corporation. He/she shall render such accounts and present such statements to the Board of Trustees, the Executive Board and the General Assembly as may be required of him/her. The Treasurer shall deposit all funds of the Corporation received by him/her in bank account(s) held by the Corporation. He/she shall make available for viewing the books and accounts at reasonable times to any member upon written request to the Board of Trustees. The Treasurer shall pay out the money as the purposes may require upon the order of the properly constituted officer(s) of the Corporation, taking proper vouchers thereof. The EBT with the consent of the Executive Committee shall have power by resolution to delegate any of the duties of the treasurer to other officer(s) and may require all bills, notes, checks, vouchers, orders or other instruments to be duly countersigned by the EBT.

Interim Officers of the Executive Board are listed in Appendix II.

**Article 11 Elections**

**Article 11.1 – General Procedures:** Election for open positions on the Executive Board and for the Elected Trustees shall be conducted at the annual meeting of the General Assembly by the Election Committee. The voting shall be done by "secret ballot", in an electronic form, in person and/or by postal mail per Robert's Rules of Order.

The Officers of the Board of Trustees shall be elected by the members of the Board of Trustees. A non-interested member (one who neither holds nor is contesting for an elected office during the election under consideration) of the Board of Trustees member will be chosen by a simple majority of the members on the Board of Trustees to conduct the elections for the Officers of the Board of Trustees.



The first election for Officers of the Board of Trustees, Officers of the Executive Board and Elected Trustees shall be held within 60 days from the date of approval of the Corporation as a federal 501 (c) 3 entity. The timelines of subsequent regular elections will be held as described in Articles 11.2-11.5.

All bonafide members of Corporation will be eligible to run for office in accordance to the constitution and shall be eligible to vote. Members can only be nominated for one position at any one time.

The Trustee President shall, at least forty five (45) days prior to the annual meeting, form an Election Committee in consultation with the Board of Trustees and the Executive Board. The Election Committee will conduct election according to the latest edition of the Roberts Rules of Order. The Election Committee for the first election will be formed in the prescribed manner by the appropriate interim officers of the Corporation listed in Appendix II.

The Election Committee shall consist of at least three and not more than five General Assembly members who have been active in the operations of the Corporation during the previous year, and who neither currently hold nor are contesting an elected position during the election under consideration.

**Article 11.2 – Timelines:** The Election Committee shall:

Send a list of positions open for election to the members of the General Assembly and solicit nominations at least thirty days (30 days) prior to the annual meeting of the General Assembly.

Any voting member of the congregation may nominate himself/herself or others to the Election Committee at least 15 days prior to the annual meeting of the General Assembly.

The Election Committee shall present a slate of candidates to the Board of Trustees and the Executive Board at least 14 days prior to the annual meeting of the General Assembly. If the slate of nominees includes non-members, such persons will need to become members prior to further consideration.

Upon approval of the non-member nominations by the Executive Board the slate of candidates shall be made known to the membership at least 10 days prior to the election date.

In absence of nomination for a given position, the floor will be open for additional nominations at the annual meeting, just prior to the election. Such a last minute nomination will be written-in in all the ballots by the voter. Election shall be completed no later than March 31st, unless postponement to a later date is approved by the Executive Board and ratified by the Board of Trustees.

**Article 11.3 – Officers of the Board of Trustees:** The officers of the Board of Trustees shall be elected by the members of the Board of Trustees in a manner consistent with the latest edition of the Roberts Rules of Order. The first election for Officers of the Board of Trustees shall be held within 60 days from the date of approval of the Corporation as a federal 501 (c) 3 entity. Thereafter elections will be held once every three years on or before October 31 of the election year. The terms of the officers of the Board of Trustees shall be three years. No officer shall serve in the same capacity for more than two consecutive terms.

**Article 11.4 – Officers of the Executive Board:** The terms of the four Executive Board officers shall typically be two years, renewable but not to exceed two consecutive full terms. Each year, two officers of the Executive Board shall be elected for the two year term. The EBP

and EBS positions will be elected one year and the EBVP and EBT positions will be elected the next year so as to facilitate staggered terms. The first election for Officers of the Executive Board shall be held within 60 days from the date of approval of the corporation as a federal 501 (c) 3 entity. The EBP and EBS shall serve a full two-year term while the EBVP and EBT shall serve a one-year term during the first election.

**Article 11.5 – Elected Trustees:** The first election for Elected Trustees shall be held within 60 days from the date of approval of the corporation as a federal 501 (c) 3 entity. Subsequent elections will be held as and when required per Article 8.1g during the annual meeting of the General Assembly.

## Article 12: Resignations, Removal and Vacancies

**Article 12.1 – Resignation:** An elected member or an officer of the Executive Board may resign at any time by delivering a written resignation to the Trustee President. The acceptance of any such resignation shall be necessary to make the above resignation effective. An elected officer who shall have five unexcused absences shall be considered to have resigned and such position shall be deemed vacant.

**Article 12.2 – Removal:** The Board of Trustees with two-third majority can vote to suspend or remove, for reasons of any action against the policies or interest of the Corporation, any officer of the Executive Board or the entire Executive Board and call for a meeting of the General Assembly to elect a new officer of the Executive Board or the entire Executive Board. The Board of Trustee can act as or nominate a temporary Executive Board until a new election can be conducted. This election should be held within 60 days of such action.

A Trustee may be removed with or without cause by a vote of two-thirds of the other Trustees. A vacancy on the Board of Trustees occasioned by the death, incapacity, resignation or removal of a Trustee may be filled at any meeting of the Trustees in accordance with the procedures for regular annual election of Trustees. Any Trustees elected to fill a vacancy on the Board of Trustees will serve the remaining duration of the term of his or her predecessor.

**Article 12.3 - Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by a majority vote of the Executive Board for the unexpired period of the term.

## Article 13: General Assembly and Other Meetings

**Article 13.1 - Organization:** The President of the Board of Trustees or his/her designee shall call meetings of the General Assembly and shall act as President of such meeting(s), unless otherwise determined by a majority of all voting members present in person.

**Article 13.2 - Annual Meeting of General Assembly:** The meeting of the General Assembly shall be held at least once each year at a place decided by it or by the Board of Trustees. The meeting shall be open to all members; however only those members in good standing, shall have the right to vote. The meeting shall be held no later than March 31st, unless postponement to a later date is approved by the Executive Board and ratified by the Board of Trustees.

**Article 13.3 - Special Meetings of General Assembly:** Special meetings of the General Assembly may be called by the Board of Trustees, or upon a written request made to the

President of the Board of Trustees of at least twenty-five percent (25%) of the voting members of the General Assembly.

**Article 13.4 - Notification of General Assembly Meeting:** Electronic or printed notice shall be sent to voting members at least ten (10) days and not more than thirty (30) days before the date of the meeting. The notice must include the place, date, day and hour of the meeting, and in case of a special meeting, the purpose(s) for which the meeting is being called. Written notice shall also be posted on the bulletin board of the Corporation

If sent by US mail, such notice shall be considered delivered when deposited in the mail box at US post office and addressed to members at their then known addresses as it appears on the records of the Corporation, with postage thereon paid. If sent by electronic means, such notice shall be considered delivered when sent to members at their last known email address as it appears on the records of the Corporation.

This notification process shall apply to all General Assembly meetings of the Corporation.

**Article 13.5 – Quorum Requirements for General Assembly Meetings:** Presence of twenty five percent (25%) of the total voting members shall constitute a quorum. However, if the 25% quorum is not met, then the assembly shall recess for an hour, call the absent members and reconvene for a lesser 15% quorum. If the quorum is still short, then the presiding officer will seek a vote for overriding the quorum requirement and if 75% of the members present vote in the affirmative then the meeting will take place.

This process shall apply to any meeting of the Corporation except for amendment of the Constitution and By Laws in which case 75% of the total membership is required.

Those who have moved out of the Mid-Missouri area since joining as members or have elected to not participate in all issues requiring voting, by providing their request in writing to the Secretary of the Board of Trustees, shall be excluded from total membership count in the calculations of quorum requirement. Such exclusion shall apply to quorum requirements for all meetings as well as issues requiring voting.

**Article 13.6 – Voting at General Assembly Meetings:** A bonafide member of the Corporation is entitled to one vote per issue submitted to a vote. A voice-vote shall be the general rule, unless a majority of the voting members present wish to vote by written ballot.

Absentee votes may however be cast by General Assembly Members in writing or via email to the Secretary of the Corporation at least 24 hours prior to the meeting.

Proxies may also be assigned by means of an email or letter sent to the Secretary at least 24 hours prior to the meeting time.

**Article 13.7 – Minutes from General Assembly Meetings:** Minutes from General Assembly meetings shall be recorded by the EBS and shall be disseminated to all members of the General Assembly in a timely manner.

**Article 13.8– Other Meetings and Quorum:**

The Board of Trustees shall meet at least two times a year, no later than the 1st week of March and 2nd week of August, or more often as determined by the general consensus of the board members. The Trustee President shall call for regular meetings of the Board of Trustees. Special meetings of the Board of Trustees may be called by the Trustee President when a written

request for such a meeting is made by 25% of the members on the Board of Trustees. A simple majority shall constitute a quorum. The Trustee Secretary shall promptly disseminate minutes for the Board of Trustee meetings to all members on the Board of Trustees as well as the Executive Board.

The Executive Committee shall meet at least bimonthly, or more often as determined by the general consensus of the Executive Board members. The EBP shall call for regular meetings of the Executive Committee. Special meetings of the Executive Committee may be called by the EBP when a written request for such a meeting is made by 25% of the members on the Executive Committee. A simple majority shall constitute a quorum. The EBS shall promptly disseminate minutes for the Executive Committee meetings to all members on the Executive Committee as well as the Board of Trustees.

In addition to the above meetings, the Executive Board, the Standing Committees and Ad Hoc Committees may meet as often is required to carry out the operations of the Corporation smoothly. Meetings shall be called by the EBP, Standing Committee Chair, and Ad Hoc Committee Chair, respectively. Minutes from these meetings will be disseminated to the Executive Committee and the Board of Trustees.

## Article 14: Corporate Acts

**Article 14.1 - Contracts with Officers and Members of the Corporation:** No officer or member of the Board of Trustees and the Executive Committee of the Corporation shall be interested directly or indirectly in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract is authorized by a majority of the Board of Trustees or the Executive Committee at a meeting at which the presence of such officer or member is not present, nor involved for such authorization, and the nature of such interest is fully disclosed or known to the Board of Trustees and the Executive Committee at the meeting at which the contract is awarded.

**Article 14.2 - Indemnification of Officers and Members:** Any person (or his/her estate) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was an officer or member of the Corporation shall be indemnified by the Corporation against any liability and reasonable expense (including attorney's fees) incurred by him/her in the bonafide discharge of his/her duties as an officer or member of the Corporation and in connection with the defense or settlement of civil or criminal proceedings provided (a) he/she has been acquitted or received a favorable judgment from the Court, and (b) except in relation to matters as to which it shall be adjudged by the court that such officer or member is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any rights to which such officers or members may be entitled apart from this Article.

## Article 15: Waiver of Notice

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

## Article 16: Grievance and Conflict Resolution

Efforts shall be made to resolve conflicts related to the Corporation affairs at the level of its origin first in a democratic and professional manner. The guiding principle for conflict resolution shall be the interests of Corporation.

In general a grievance shall be investigated by an ad-hoc committee so formed by the Board in which the grievance is filed. The Board will then deliberate on the finding and try to get appropriate remedy. If that fails to satisfy either of the parties, the case will be forwarded, with comments, to the next higher board for action.

The Board of Trustees (with a majority vote) will have the ultimate authority to decide on issues that are not resolved by the Executive Board. However in case any disciplinary action triggering possible expulsion from the congregation must be approved by a majority vote of the General Assembly; unless the aggrieved party decides to accept the recommendations of the Board and declines to go through the general assembly process.

## Article 17: Conflict of Interest Policy

To ensure that the Corporation operates in a manner consistent with the charitable purposes and does not engage in activities that could jeopardize the tax-exempt status, it will abide by the Sample Conflict of Interest Policy guidelines recommended in Appendix A of the IRS document Instructions for Form 1023 (June 2006).

## Article 18: Amendments

The Constitution and By Laws may be amended or repealed, and new Constitution By Laws may be adopted by a two-thirds majority vote of the General Assembly at any regular or special meeting called by the Board of Trustees subject to appropriate quorum requirements. A summary of such proposed alterations, amendments or repeals shall be submitted to each member of the General Assembly at least ten days prior to such meeting.

Upon adoption, appropriate insertions shall be made in the Constitution and By Laws document with statement "It is hereby certified that these amended Constitution and By Laws were adopted by the general assembly of Corporation at a General assembly Meeting held at Columbia, Missouri, on "mm dd yyyy" and duly signed by the Presidents of the Board of Trustees and the Executive Board.

## Article 19: Dissolution

Dissolution of the Corporation shall occur only for due cause, and can be initiated only for reasons of financial exigency, financial viability, or state-initiated proceedings. Dissolution shall be initiated by a motion supported in writing by a simple majority of the General Assembly, and with the subsequent agreement of at least seventy five (75) percent of the voting members of the General Assembly. Such dissolution and distribution of assets, if it so occurs, shall be in accordance with Article 3.5.

## APPENDIX I – Membership and Trustee Designations

Table AI-1: HTCC Membership Dues (as of January 2006<sup>1</sup>)

<b>Membership Category</b>	<b>Dues</b>	<b>Payment</b>
Annual Individual Membership (AIM)	\$ 30	Annual
Annual Family Membership (AFM)	\$ 50	Annual
Life-time Individual Membership (LIM)	\$ 600	One-time lump sum
Life-time Family Membership (LFM)	\$ 1,000	One-time lump sum

<sup>1</sup> Annual and life-time dues subject to change by the Board of Trustees

Table AI-2: HTCC Trusteeship Contributions, Membership Dues and Payment Deadlines

<b>Trusteeship Category</b>	<b>Capital Payment</b>	<b>Membership Dues</b>	<b>Term</b>	<b>Weights<sup>1</sup></b>	<b>Deadlines/Remarks</b>
Life-time Founding Trustee	\$15,000	One-time lump sum	Life	3	12/31/2007 (+ SK <sup>2</sup> )
Life-time Trustee	\$15,000	One-time lump sum	Life	1	After 12/31/2007
10yr-Term Founding Trustee	\$10,000	One-time lump sum or Annual	10-yr	1	12/31/2007 (+ SK <sup>2</sup> ) upgradeable
10yr-Term Trustee	\$10,000	One-time lump sum or Annual	10-yr	1	After 12/31/2007
7yr-Term Founding Trustee	\$5,000	One-time lump sum or Annual	7-yr	1	12/31/2007 (+ SK <sup>2</sup> ) upgradeable
7yr-Term Trustee	\$5,000	One-time lump sum or Annual	7-yr	1	After 12/31/2007
Honorary Trustee	\$ 0	Waived	2-yr	0	5 Members Maximum
Elected Trustee	Membership dues only	One-time lump sum or Annual	2-yr	1	Smaller of 10% of non-elected trustees or 5 Members

<sup>1</sup> Weights for issues requiring weighted voting

<sup>2</sup> Member of Shubh Kaam, LLC.

## APPENDIX II – Interim Governance Structure of HTCC

The Board of Trustees as of January 14, 2006 comprise:

Vairam Arunachalam  
Holalkere R. Chandrasekhar  
Meera Chandrasekhar  
Vellore S. Gopalaratnam  
Anantha Gopalaratnam  
Nila Gupta  
Kattesh Katti  
Inder Khurana  
Jasmit Khurana  
Sunder Lal

Ranadhir Mitra  
Moonmoon Mitra  
Kannappan Palaniappan  
Harsha Patel  
Nitin Patel  
Anuradha Rajagopalan  
Venkataraman Ramachandran  
Chandra Rawlani  
Ramesh Rawlani  
Hema Srinivasan

The Interim Officers of the Board of Trustees selected on November 12, 2005 by consensus of the Board of Trustees are:

Ranadhir Mitra	Trustee President
Holalkere R. Chandrasekhar	Trustee Vice-President
Nila Gupta	Trustee Secretary

They will serve until the elected officers are ready to take over.

The Interim Officers of the Executive Board selected on November 12, 2005 by consensus of the Board of Trustees are:

Vellore S. Gopalaratnam	Executive Board President
Anuradha Rajagopalan	Executive Board Vice-President
Inder Khurana	Executive Board Secretary
Visala Palaniappan	Executive Board Treasurer

They will serve until the elected officers are ready to take over.