

HINDU TEMPLE OF ARIZONA (HTA)

CONSTITUTION AND BY LAWS

Articles of this Constitution consist of the objectives, key structural elements and guiding principles of the organization. The Bylaws define specific procedures to support Articles of the Constitution.

| Contents of Articles of Constitution: | Contents of By Laws |
|--|---|
| <ol style="list-style-type: none"> 1. Organization Name 2. Aims and objectives 3. Members 4. Organization of HTA <ol style="list-style-type: none"> 4.1. Structure of the Board 4.2. Election procedure 4.3. Eligibility 4.4. Tenure in office 4.5. Powers and duties of Board 4.6. Powers and duties of the executive committee 4.7. Other roles and duties of Board members 4.8. Trustees 5. Banking and Auditing 6. Rules of procedures 7. Amendments 8. Dissolution | <ol style="list-style-type: none"> 1. General 2. Membership categories and fee structure 3. Schedule of Fee 4. Meeting Procedure 5. Election Procedure 6. Subcommittees 7. Contracts 8. Transition 9. Finance and Accounting 10. Record Keeping 11. Indemnity of the board 12. Amendments 13. Unusual Situations |

DEFINITIONS:

Sister Organizations: Any cultural or religious organization located in Arizona affiliated to people originating from Indian sub-continent.

Revision History

| | |
|---|--|
| Original Constitution and Bylaws | Written by a Board appointed committee |
| Rev 1 and 2 | Modified by a Board appointed committee Legal input obtained on May 4, 2003 Adopted by the HTA Board on May 11, 2003 Constitution Approved by HTA Membership in General Body Meeting on June 15, 2003 By Laws approved by HTA Membership in General body meeting held on September 28, 2003 |
| Rev 3 | Revised by HK Ramchandra, Adviser to HTA Board, based on HTA membership approval and inputs provided by HTA Board. General Body Approval: September 22, 2019 Board Approval: Aug 17, 2020 |
| Rev 3A | Revised by HK Ramchandra, Adviser to HTA Board, based on comments received from HTA Board. Rev 3A was generated to correct errors while revising rev 3 document. General Body Approval: Not required Board Approval: January 7, 2021 |

Table of Corrections Made

| Corrections | Reason |
|--|---|
| Page 1 – Added Table of Contents for Bylaws | Change does not affect the contents of Document. Board has the authority to make simple corrections such as spelling errors, Para number inconsistency, capitalization of words Grammatical errors which do not change the meaning of document as written. |
| Added page 2 “Revision History” | This is required for future Reference. Change does not affect the contents of Document. Board has the authority to make simple corrections such as spelling errors, Para number inconsistency, capitalization of words Grammatical errors which do not change the meaning of document as written. |
| Constitution Para numbers 4.6.2, 4.6.3, 4.6.4 and 4.6.5 were not sequentially correct | Corrected Para numbers by putting them in sequence. Change does not affect the contents of Document. Board has the authority to make simple corrections such as spelling errors, Para number inconsistency, capitalization of words Grammatical errors which do not change the meaning of document as written. |
| Bylaws para 2.1 a – Changed 100 to 500 | These changes are made as approved by General Body. General Body Approval: 9/22/2019 |
| Bylaws para 4.6.2 – Added on line at the end of paragraph | |
| Added new Para 13. In Bylaws | |

ARTICLES OF CONSTITUTION
HINDU TEMPLE OF ARIZONA
(HTA)

PREAMBLE;

Hindu Temple of Arizona (HTA) was founded in Phoenix, AZ in 2000 by a group of individuals with a vision to build a Hindu Temple in the Phoenix Metropolitan area for common use of people. HTA was registered with the Corporation Commission of Arizona as a non-profit organization with IRS Non-profit tax exemption number EIN-- 86-0983020. To carry out the purpose and objectives of HTA, we do hereby ordain and enact the following:

1.0 ARTICLE I: ORGANIZATION NAME

- 1.1 The name of the organization shall be HINDU TEMPLE OF ARIZONA herein after referred to as HTA.
- 1.2 HTA is incorporated in Arizona under General Not for Profit Corporation Act of the State of Arizona in the year 2000. Internal Revenue Service (IRS) has determined that HTA is exempt from Federal Income Tax under Section 501 (a) of the Internal Revenue Code as an organization described in section 501 (c) (3).

2.0 ARTICLE II: AIMS AND OBJECTIVES

Aims and Objectives of HTA are:

- 2.1 To facilitate practice of Hindu religion and culture, and promote the teachings of Hindu scriptures.
- 2.2 To construct and maintain Hindu temple(s) in Arizona per Hindu traditions, consisting of multiple deities, which will include Shri Venkateshwara and Shri Radha Krishna and Ram Parivar as main deities with equal prominence.
- 2.3 To establish and maintain community center(s), for the purpose of conducting religious, social and cultural activities.
- 2.4 To support and strengthen the spiritual and moral well being of all Hindus in Arizona.
- 2.5 To interact with organizations and individuals of other religious faith to promote mutual understanding, respect and tolerance.

3.0 ARTICLE III: MEMBERS

- 3.1 Membership of the HTA is open to all who are desirous of furthering the aims and objectives of the HTA, irrespective of color, creed, nationality, or sex without any restrictions. Membership shall remain in effect as long as the member remains in GOOD standing, having paid all the current dues as set out in the Bylaws, and abides by the Constitution and Bylaws. Members should be at least 18 years old.
- 3.2 There shall be seven (7) categories of Membership: GENERAL, LIFE, FOUNDER, PATRON, GRAND PATRON, BENEFACTOR and GRAND BENEFACTOR. The appropriate donation level, as set forth in the Bylaws, determines the membership category.
- 3.3 HTA members shall be referred to as MEMBERS, hereinafter.

4.0 ARTICLE IV: ORGANIZATION OF HTA

4.1 STRUCTURE OF THE BOARD:

- 4.1.1 A Board of Directors, herein after called the BOARD, shall conduct the affairs of the HTA. The BOARD shall consist of a President and Fourteen (14) Directors. Two of these Directors shall be elected from the BENEFACTOR and GRAND BENEFACTOR MEMBERS. In addition, the BOARD shall also include up to eight (8) honorary members, one of whom will be the ex-President of HTA from the preceding year, and others nominated by SISTER ORGANIZATIONS selected by the BOARD.
- 4.1.2 The BOARD shall elect an Executive Committee consisting of the President, Vice President, Secretary, and Treasurer for managing the routine administrative responsibilities of the HTA.
- 4.1.3 To assist the Executive Committee, the BOARD may also elect a JOINT SECRETARY and a JOINT TREASURER, as needed.
- 4.1.4 All of the positions described in Article 4.1.2 and 4.1.3 shall be filled from among the BOARD.
- 4.1.5 In addition, the BOARD may be assisted by advisors and committees set up for specific purposes, with specified terms and duration. These individuals shall be current MEMBERS of HTA.
- 4.1.6 All BOARD members shall serve in an honorary capacity and shall be current MEMBERS of HTA.

4.2 ELECTION PROCEDURE:

- 4.2.1 Detailed procedures for the election of the BOARD shall be contained in the BYLAWS.

4.3 ELIGIBILITY

- 4.3.1 In order to be eligible as a candidate for the BOARD, the individual shall have been a member of HTA for a full year immediately preceding the election.

4.4 TENURE IN OFFICE:

- 4.4.1 The yearly term of the BOARD begins on January 1st of each year and ends on December 31st.
- 4.4.2 HTA Directors are elected each year for a two-year term, at the Annual MEMBERS Meeting. In the first election year, thirteen (13) Directors will be elected. six (6) of these Directors shall have one-year term, as determined by the BOARD. No individual shall be eligible to serve as a Director for more than four years (two terms) during an eight-year period.
- 4.4.3 A President is elected for one-year term. The term of Director elected as the President, will complete at the end of that year. No individual shall be eligible to serve as a President for more than two years during an eight-year period. At the end of the term, the President remains on the BOARD during the following year, as an honorary member.
- 4.4.4 The Directors elected to the BOARD from the BENEFACTOR and GRAND BENEFACTOR category of MEMBERS, shall be appointed for a one-year term each. In this category, no individual can remain a Director for more than two consecutive terms. If there are insufficient MEMBERS in this category, these positions shall remain vacant.

4.5 POWERS AND DUTIES OF BOARD

- 4.5.1 The BOARD shall have the power to adopt any policies, rules and regulations necessary for the benefit and operation of the HTA, provided such rules and regulations are not in conflict with these Articles.
- 4.5.2 The BOARD shall be responsible to the MEMBERS and approve all expenditure proposals.

4.6 POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE:

- 4.6.1 The Executive Committee is responsible for implementing the policies and the resolutions adopted by the BOARD, as well as managing the routine administrative responsibilities of the HTA.
- 4.6.2 THE PRESIDENT: The President provides general leadership and coordination and presides at MEMBERS and BOARD meetings of the HTA, ensures that the BOARD resolutions are carried out, and signs official documents. The president is ex-officio member of all committees.
- 4.6.3 THE VICE PRESIDENT: The Vice President assists the President and fulfills all functions of the office during absence of the President. The Vice President will become the acting President for the remaining term of the President, if the post of President falls vacant due to any reason. The BOARD shall have an option to elect a new President from the BOARD instead, to complete the remaining term of the President. Vice President also carries out other responsibilities as assigned by the BOARD.
- 4.6.4 THE SECRETARY: The Secretary conducts general correspondence and maintains a list of current membership. The Secretary shall issue notices of the meetings to MEMBERS and BOARD, record the votes, and keep the minutes of all meeting and proceedings of the BOARD. The Secretary shall carry out such other duties as may, from time to time, be assigned by the BOARD. The Secretary shall also file necessary reports with the statutory bodies to maintain incorporation status of HTA.
- 4.6.5 THE TREASURER: The Treasurer shall receive and deposit monies, in appropriate banking institutions approved by the BOARD; keep proper books of account; cause an annual audit of HTA's books as directed by the BOARD; and shall prepare an annual budget of income and expenditures to be approved by the BOARD. The Treasurer, as directed by resolutions of the BOARD, shall disburse all funds of the HTA. The Treasurer also maintains and provides the statement of income, expenditure and current fund balance on a regular basis as defined in the Bylaws. The Treasurer shall also prepare an annual report of income and expenses, for presentation at the Annual MEMBERS meeting and also for filing to meet statutory requirements.

4.7 OTHER ROLES AND DUTIES OF BOARD MEMBERS

- 4.7.1 The BOARD may assign the following responsibilities to the BOARD members to assist the Executive Committee in performing its duties.
- 4.7.2 JOINT TREASURER: Joint Treasurer shall assist the Treasurer in fulfilling his/ her obligations and carry out such other duties as may, from time to time, be assigned by the BOARD. Joint Treasurer will act as Treasurer during his/her absence. If the post of Treasurer falls vacant due to any reason, the Joint Treasurer assumes the responsibility of the Treasurer. The BOARD may also have an option to elect a new Treasurer from the BOARD to complete the remaining term of the Treasurer.
- 4.7.3 JOINT SECRETARY: Joint Secretary shall assist the Secretary in fulfilling the obligations and carryout such other duties as may, from time to time, be assigned by the BOARD. Joint Secretary will act as Secretary during his/her absence. If the post of Secretary falls vacant due to any reason, the Joint Secretary assumes the responsibility of the Secretary. The BOARD may also have an option to elect a new Secretary from the BOARD to complete the remaining term of the Secretary,
- 4.7.4 DIRECTORS: Directors will perform all HTA related work as assigned by the BOARD. Directors propose resolutions, participate in making decisions of the BOARD, as well as conduct the business of HTA. The Directors may also chair committees and may be assigned specific responsibilities as determined by the BOARD.

4.8 TRUSTEES

- 4.8.1 A Board of Trustees as appointed by MEMBERS, hereinafter referred to as TRUSTEES, shall be established to oversee the interests of HTA and to act in an advisory role to the BOARD. In the event the BOARD is unable to discharge its duties, TRUSTEES may undertake a caretaker role for HTA, as directed by the MEMBERS.

5.0 ARTICLE V: BANKING AND AUDITING

6.0 ARTICLE VI: RULES OF PROCEDURES

- 6.1 All meetings shall be conducted in accordance with Robert's Rules of Order. MEMBERS meetings may adopt such rules of procedure, consistent with these articles, as required for the proper conduct of their business. Bylaws provide specific procedures and requirements. Bylaws complement the Constitution of the HTA.
- 6.2 In the event of conflicts between the Bylaws and the Constitution, the Constitution shall prevail.

7.0 ARTICLE VII: AMENDMENTS

- 7.1 The Constitution may be amended at any time by the Two Thirds ($2/3^{\text{rd}}$) majority affirmative votes cast with at least Two Thirds ($2/3^{\text{rd}}$) of eligible MEMBERS voting. Amendments to each Article need to be made separately and voted separately.

8.0 ARTICLE VIII: DISSOLUTION

- 8.1 Proposal for the dissolution of the HTA shall originate only by means of a written request addressed to the Secretary signed by a simple majority of the membership. The secretary shall then convene a meeting to discuss the dissolution of the HTA within three months after the receipt of the written request. The dissolution requires approval by a Two Thirds ($2/3^{\text{rd}}$) majority of the MEMBERS with a Quorum of at least Two Thirds ($2/3^{\text{rd}}$) of the MEMBERS.
- 8.2 For the purpose of dissolution, the Assets of the HTA shall be distributed as determined by the MEMBERS to an Organization or Organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue code of 1954.

BYLAWS OF HINDU TEMPLE OF ARIZONA (HTA)

1.0 GENERAL

- 1.1 Bylaws provide specific procedures and requirements to be followed by HTA to meet the intent of the Constitution. Bylaws complement the Articles of the Constitution of HTA. In the event of conflict between the Bylaws and the Articles, the Articles shall prevail.
- 1.2 HTA shall maintain a Manual, documenting the operating policies and procedures for businesses conducted by HTA in accordance with the HTA Constitution and Bylaws. HTA Board must approve the manual. The manual must be reviewed at least once every two years (even years) and updated as needed.

2.0 MEMBERSHIP CATEGORIES AND FEE STRUCTURE

- 2.1 The MEMBERS of HTA shall pay the following dues:
 - a. A GENERAL member makes a donation of **\$500** to \$999.
 - b. A LIFE MEMBER makes a donation of \$1000 to \$1999.
 - c. A FOUNDER MEMBER makes a donation \$2000 to \$4999.
 - d. A PATRON MEMBER makes a donation of \$5000 to \$14,999.
 - e. A GRAND PATRON MEMBER makes a donation of \$15,000 to \$29,999.
 - f. A BENEFACTOR MEMBER makes a donation of \$30,000 to \$49,999.
 - g. A GRAND BENEFACTOR MEMBER makes a donation of \$ 50,000 or more.
- 2.2 There are three types of MEMBERS: Individual, Family and Corporate. Regardless of size, each of these is considered as one (1) MEMBER of HTA at MEMBERS category defined in section 2.1 above. The Corporate members shall select a representative who will be the main contact for HTA.
- 2.3 Any of the membership categories defined in section 2.1 may be elevated to the next category of membership by donating the required additional funds for the next category. As an example, a LIFE member who donates \$1000 may pay \$1000 or more and be elevated to the category of FOUNDER member.
- 2.4 Services or non-cash items provided to HTA MAY NOT be counted towards membership donation. These also include donation of assets and items specifically solicited by HTA.
- 2.5 MEMBERS ENTITLEMENTS: MEMBERS of HTA who are in Good standing . shall have the following rights
 - a. Right to vote on resolutions formally proposed in a MEMBERS meeting
 - b. Access to the business proceedings and financial accounts of the HTA with a reasonable notice of 30 days.
 - c. Except General category. Other MEMBERS have right to become a Director of the BOARD.
 - d. Right to propose changes to the Articles and Bylaws, following the specified guidelines.
 - e. Right to attend BOARD meetings as an observer.
 - f. Right to be a contributing member of any committee set up by BOARD for a specific purpose.
 - g. Two Director positions in the HTA BOARD are reserved for BENEFACTOR and GRAND BENEFACTOR members.
 - h. Any other privileges as determined by the HTA board (see entitlement matrix attached as appendix A).

2.6. VOTING RIGHTS & ELIGIBILITY:

- 2.6.1 LIFE, FOUNDER, PATRON, GRAND PATRON, BENEFACTOR, and GRAND BENEFACTOR MEMBERS, shall be entitled to life membership for himself/herself/ and his/her spouse.
- 2.6.2 As a family entity, the MEMBERS mentioned in section 2.6.1 are considered as ONE (1) member, although both spouses are entitled to cast one vote each if present at the MEMBERS meeting. Individual and Corporate MEMBERS are entitled for one vote.
- 2.6.3 A MEMBER needs to be present in the MEMBERS meeting to exercise his or her voting rights or use a verifiable means of voting defined in section 5.0 of these Bylaws.
- 2.6.4 Voting Eligibility: To be eligible to vote in any MEMBERS meeting, membership dues should have been received by the HTA at least two months before the meeting date.
- 2.6.5 BOARD may decide to remove GOOD standing status of those MEMBERS who work against the objectives of the HTA or defame HTA in any way. MEMBERS who are not in GOOD standing shall not be eligible for voting, contesting in election or holding any appointed positions.
- 2.6.6 All ADVISORS to the BOARD participate in the discussions , but do not have voting rights.

3.0 SCHEDULE OF FEE:

- 3.1 HTA shall establish and maintain a fee schedule for services provided by HTA. This schedule should be included in the HTA Manual, posted at the temple location and/ or at the HTA web site. The BOARD with a simple majority vote can change the fee schedule.

4.0 MEETINGS PROCEDURE:

- 4.1. Annual MEMBERS Meeting: The HTA shall hold an Annual MEMBERS meeting at least once every calendar year. The Annual MEMBERS meeting shall be normally called in the months of October, November or December of each year. The President shall chair the Annual MEMBERS meetings. In those situations when President is unable to preside over the Annual MEMBERS meetings, a Chairperson may be selected from the BOARD.
- 4.2 Annual MEMBERS Meeting Agenda: The following items shall be included in the AGENDA of the ANNUAL MEMBERS Meeting.
 - a. President's Report
 - b. Discussion and approval of the Annual financial report reports.
 - c. Election of Board of Directors
- 4.3 A Special MEMBERS Meeting: may be convened under the following conditions:
 - 4.3.1 By the BOARD on its own initiative; or
 - 4.3.2 Within two months of the receipt of a request by the Secretary for such a meeting, signed by at least 10% of the MEMBERS. The three months maximum period may be waived, subject an agreement between all persons signing the request and the HTA Board.
 - 4.3.3 The AGENDA for the Special MEMBERS Meeting shall consist of those items mentioned in the notice, not violating the Constitution and Bylaws requirements.
- 4.4 Closed Door Meetings: BOARD may call "closed door" meetings for discussing confidential or other specific issues, with prior approval by 2/3rd of the BOARD. These meeting shall only be held under special circumstances, and BOARD needs to document the reasons for holding the "closed door" meeting. Typically, the purpose of these meetings is consultation and discussion. No decisions can be made in a "closed door" meeting.
- 4.5 Regular BOARD Meeting:
 - 4.5.1 The Secretary shall call a meeting of the BOARD, at least four (4) times a year.
 - 4.5.2 Secretary shall call a meeting of the BOARD if requested by at least one (1) Director, in writing with a proposed agenda. This meeting shall be called within 30 days of such request.

- 4.5.3 For all meetings, agenda request needs to be forwarded to the the Secretary, at least two (2) weeks before the scheduled meeting and will be accommodated based on availability of time.
- 4.5.4 BOARD meeting agenda shall be finalized within two weeks before the scheduled meeting time.
- 4.6 The Quorum:
 - 4.6.1 A simple majority of the BOARD shall constitute the QUORUM for BOARD meetings, unless specified otherwise in this section.
 - 4.6.2 The QUORUM at Annual MEMBERS meeting and Special MEMBERS meetings shall be 10% of the MEMBERS. For QUORUM purpose, only those MEMBERS who live in Greater Phoenix area shall be considered. In case quorum is not met for an annual members meeting, a members meeting shall be held after two weeks for which quorum shall be 5%.
 - 4.6.3 Special QUORUM Requirements for termination/ removal Meetings: The following motions, in order to be carried, shall require a quorum of 50% of the MEMBERS and two-thirds majority of the affirmative votes of those present.
 - a. Removal of a member of BOARD.
 - b. Termination of a MEMBER from HTA.
 - 4.6.4 See section 12.0 for quorum requirement for amending these Bylaws
- 4.7 A simple majority of the BOARD is needed to make day-to-day decisions that are not covered elsewhere in the Bylaws.
- 4.8 Annual Meeting Notice: The Secretary of the HTA shall issue notice to all MEMBERS, at least four weeks in advance, of any Annual, or Special MEMBERS meetings. In the absence of the Secretary, the President or any designated BOARD Member shall perform this task. The meeting notices need to be sent out using at least one of the following two media (email, newspaper, website or post office mail; and posted on the Temple Bulleting Board).
- 4.9 The operating and fiscal year of the HTA shall be from the 1st January to the 31st of December.
- 4.10 Voting Procedure: MEMBERS can caste their votes in person at a meeting, or by another mode that allows verification of legitimacy of the vote (including postal mail and electronic media). The method of voting adopted needs to be predetermined and communicated to MEMBERS in the announcement regarding the ballot issue.

5.0 ELECTION PROCEDURE:

5.1 Nominations: A candidate for the BOARD shall be nominated by any MEMBER of the HTA and seconded by another MEMBER. Nominations may be sent to the Secretary prior to the meeting in writing, at least two weeks prior to the election meeting. Nomination may also be made from the floor.

5.2 Nominating Committee: The BOARD may create a Nominating Committee for proposing the candidates to be nominated. This committee shall consist of a Chairman who shall be a member of the BOARD and two (2) or four (4) additional MEMBERS of the HTA, who are not on the BOARD.

5.3 Election Committee: The BOARD shall appoint an Election Committee consisting of three MEMBERS, to conduct the elections. None of these shall be a BOARD member or the members of nominating committee. It is the responsibility of the Election Committee to ensure that the elections are carried out in accordance with this Constitution and the Bylaws.

5.4 Validity of Nomination: No nomination is valid unless the nominee is present at the time of election or has provided in writing his/ her acceptance of the nomination.

5.5 Voting Procedure: The election of BOARD and Executive Committee shall be conducted by secret written ballot.

5.6 BOARD STRUCTURE: In order to have diversified representation, the Directors will be selected based on their origin in India. For this purpose, India will be divided in four regions (East, West, North, and South). There will be three Directors elected from each region. The thirteenth (13th) elected Director can be from any region. In case the above requirements can not be met, the position will remain vacant until a suitable candidate is approved in a MEMBERS Meeting. At no time there will be more than one member per family on the BOARD. The priest will also remain a member on the BOARD but shall have no voting rights. Each region will have at least one member with one year term. The Director receiving smaller number of votes stays for one year. In case of a tie, the selection will be made by flip of a coin.

5.7 In Term Vacancies:

5.7.1 If the BOARD membership falls to less than one half of the BOARD membership, (including only Elected Directors), the Board shall hold an interim election in a special MEMBERS meeting to fill the vacancies, within sixty (60) days of the vacancy. The newly elected BOARD members shall complete the remainder terms of the members being replaced.

5.7.2 The BOARD shall fill a vacancy, arising in the BOARD before the expiry of a Director's term, for the remainder of the term, through a nomination process. The selection of proposed candidates to the BOARD shall be approved by a 2/3rd majority of the current BOARD.

5.7.3 The appointed Directors shall meet the eligibility criteria mentioned in these Articles of HTA.

5.8 Election Results: Election of BOARD, at a MEMBERS Meeting, shall be decided by a simple majority of votes cast and shall be announced by the chairman of the Election Committee.

5.9 Special Nominations to HTA Board:

5.9.1 The two Director positions reserved for BENEFACTOR and GRAND BENEFACTOR category of MEMBERS shall be selected from the MEMBERS list current as of the end of previous fiscal year.

5.9.2 These Directors shall meet the eligibility criteria for BOARD membership specified in these Bylaws.

5.9.3 Only BOARD members can nominate these Directors. The nomination will typically occur during the months of January or February of each year.

5.9.4 The selection of these Directors will be done by 2/3rd majority vote of the BOARD. In the event one of these Directors is unable to complete the term, another eligible MEMBER may be elected for the remainder of the term.

5.10 ELECTION AND CHANGES TO THE HTA EXECUTIVE COMMITTEE : HTA BOARD elects the Executive committee. However, any changes to Executive Committee can only be made by General Body at a MEMBERS Meeting.

6.0 SUBCOMMITTEES:

6.1. In order to deal with specific task, The BOARD may establish committees as deemed necessary. In establishing such bodies, the BOARD shall define their terms and duration. The chairperson of

such groups need not be a BOARD member. However, at least one member shall be a HTA Director. A spouse of HTA Director shall not be a member of any subcommittee.

7.0 CONTRACTS:

7.1 All contracts with other Organizations and Individuals shall be in writing and must have the prior approval of the BOARD. Contracts shall be signed by at least two of the three Officers, the President, Secretary, and the Treasurer.

8.0 TRANSITION:

8.1 The outgoing BOARD shall handover all documents and inventories of HTA assets to the newly elected BOARD within 15 days of the new BOARD taking the office.

9.0 FINANCE AND ACCOUNTING:

9.1 The President, Secretary and Treasurer each can authorize an expense for the HTA for an amount not exceeding \$250 per month. Board shall approve all expenses over \$250. The BOARD approval may be obtained through email to the entire BOARD or in a scheduled BOARD meeting.

9.2 The Treasurer may sign checks for up to \$1000 for expenses that have been previously approved by the BOARD or for recurring expenses. Any checks exceeding \$1000 shall be signed by at least two officers of the BOARD. The Secretary shall maintain a written record of all the BOARD approvals of expenses.

9.3 Treasurer shall keep an account of all eligible donations to HTA for each MEMBER.

9.4 Treasurer shall maintain a written record of all financial transactions (receipts and expenditures). Treasurer will generate a monthly accounting statement consisting of a summary of all receipts, expenses, opening and closing balance, liabilities, and membership count and present to the BOARD either by email or at a scheduled BOARD meeting.

9.5 Treasurer shall generate an annual financial statement for HTA for presentation to the membership as well as meeting the regulatory requirements. An independent reviewer (preferably a CPA) who is not a member of the BOARD shall review and approve the annual financial statement.

9.6 A summary of HTA accounts shall be reviewed at a BOARD meeting at least once every three (3) months.

9.7 Any one time expenditure of \$50,000 or more can only be approved at a MEMBERS meeting.

10.0 RECORD KEEPING

10.1 The HTA shall maintain a history of key records for a maximum period of seven (7) years or as required by Internal Revenue Services. HTA BOARD shall define a list of such records and include them in their Manual and shall as a minimum include records of financial transactions, Asset transactions, meeting minutes, and contracts. Certain records (such as MEMBERS list and Property Deed) may be required to be kept longer than this period. HTA Board structure records will be kept for ever.

11. INDEMINITY OF THE BOARD:

11.1 The HTA will indemnify its Executive Committee and the BOARD for any lawsuit, or other activity that might affect an individual or the group for the actions taken to conduct the business of HTA per standard coverage offered by Underwriters for nonprofit organizations. The Executive Committee and the BOARD shall work to the best of their ability to protect, preserve,

and propagate the goals of HTA. If someone does not agree with their actions and decides to bring a lawsuit against them individually or collectively, the HTA will provide necessary legal help to challenge the lawsuit.

12.0. AMENDMENTS:

12.1 Only MEMBERS can amend these BYLAWS in a MEMBERS meeting with a simple majority of the votes cast and a 25% of MEMBERS forming the Quorum.

13. UNUSUAL SITUATIONS:

13.1 In those circumstances when a Board must continue beyond its term, as specified in Constitution and Bylaws, the Board shall elect new executive committee every year.

APPENDIX “A” MEMBERS ENTITLEMENT MATRIX

| | Grand Benefactor | Benefactor | Grand Patron | Patron | Founder | Life |
|---|------------------|------------|--------------|--------|---------|------|
| House call by priest | 1/year | - | - | - | - | - |
| Plaque in Temple | X | X | - | - | - | - |
| Inheritance transfer of membership to one child | X | X | X | - | - | - |
| Temple sponsored Puja (Archana etc) | 12/year | 3/year | 2/year | 1/year | - | - |
| Archana @birthday & wedding anniversary | X | X | X | X | X | - |

Changes made on May 15 th after discussion with Mr. Prem Bharadwaj

Bylaws:

Section 2.1.c Changed “be elected as” to “become”

Section 2.1.g Changed the section to:” Two director positions in the HTA board are reserved for BENEFACTOR and GRAND BENEFACTOR members.”

Section 2.6.3 Changed “MEMBER has to be present” to “MEMBER needs to be present”

Section 10.1 Changed from ""auditable records" to "key records"

Section 4.9 Voting procedures added.

Section 5.6 Modified.

Constitution:

Added “Ram Parivar” to article 2.2. It was an omission pointed out in the General Body meeting on June 15th 2003.