

## **Minutes of the BOD of HTA meeting held on December 28, 2008**

**Present:** Prakash Sahoo, Subhash Arora, Govind Sathpathy (phone), Ravinder Aggarwal, Ashwani Bakshi, Anil Gupta, Deepak Malhotra, Vasu Atluri, Kamal Kharbanda (phone) and Desh Ahuja (phone at 4.00 pm)

**Absent:** Asha Thakur, Uma Ramchandra, Dilip Parekh, Asha Jain and Mina Bhagdev.

**Others:** Ashok Verma and Ravi Sharma.

**Agenda:** Attached

Meeting was called to order by the President (Ravi Aggarwal) at 3.30 PM

This was an emergency meeting called by the president to address issues raised by Subhash Arora in his E mail dated 12/22/08 (attach E mail)

Dear BOD:

I would like to draw board's attention to the fact that yesterday's board meeting may not be valid. The bylaws (4.6.1) of the HTA requires a simple majority of the board to fulfill the quorum requirement. The current board consists of the 13 BOD from the general body and one elected from the benefactor/grand benefactor category. Therefore for quorum requirements, we need to have at least 8 members present. Yesterday, we only had 7 (5 in person and 2 on the phone). Therefore, the motions approved yesterday cannot be considered valid. I propose that these motions not be acted upon as the will of the BOD till re-approved at another meeting of the board with appropriate quorum.

This incident, however, also questions the validity of any previous approved motions by the BOD at meetings where only 7 BODs were present. However, we may have a way of out it for most of the previous meetings if not all.

The constitution of the HTA (section 4.4.4) states that the 'The directors elected to the board from the benefactor and grand benefactor category of members, shall be appointed for a one year term. In this category, no individual can remain a director for more than two consecutive terms.' That is two years max and then the he/she has to step out at least for one year before re-joining for another term of 1 year.

The records show (as listed on the HTA web site) that Vasu Atluri has been a benefactor/grand benefactor BOD for the year 2005, 2006, 2007 and again 2008. His election to the BOD for the year 2007 and 2008 is in contradiction to the Article 4.4.4. of the constitution and therefore not valid. This board cannot do anything concerning 2007 but can still take action (by majority vote) till Dec 31 to void his membership to the board for the year 2008.

This would do 2 things.

1. Make all our meetings where in we only had 7 BOD present excluding Vasu Atluri, valid;
2. Allow then Vasu Atluri to re-join the BOD as a valid member for 2009.

I request that we address this in an urgent manner either through a special BOD meeting or at least through electronic media.

With best regards

Subhash

1. Approval of the agenda: Motion was made by Subhash Arora to accept the agenda and was seconded by Ravinder Aggarwal. It was carried unanimously.
2. Approval of the minutes of the AGM meeting held on December 7, 2008: Motion was made by Ravinder Aggarwal to approve the minutes and was seconded by Subhash Arora. It was carried unanimously.

3. Status of Vasu Atluri as a benefactor member of the BOD: For the quorum we need more than 50% of the current BOD members. Ravinder Aggarwal suggested every members to give their views on this issue and at the end board can take vote to finalize it.

Subhash Arora said if we made a mistake then we need to rectify it. We have treated Vasu Atluri's membership under benefactor category, so we can not void his role for the current year (2008). However he can only be elected for 2 years under this category.

Ashwani Bakshi said Vasu should be in the BOD to oversee HTA operation (not income) and to help with temple activities. We never question him in the year of 05, 06 and 07. We should think about keeping him for the current year and in 09 BOB.

Kamal Kharbanda said we should keep Vasu for the rest of the year as BOD member.

Prakash Sahoo said he is agreed with Ashwani Bakshi and we should make his membership valid for the year of 08.

Ravinder Aggarwal said he agreed with Ashwani Bakshi, Vasu has been very helpful and supportive to the temple. It was an oversight that we did not define his position for 08, however he supports Vasu to stay in the BOD.

Deepak Malhotra said Vasu should stay.

Anil Gupta said he support Vasu

Ravi Sharma said we need Vasu's guidance and support, so he should stay.

Ashok Verma agreed to support Vasu.

Desh Ahuja said he support Vasu.

Vasu Atluri appreciated every member for their kind words and support.

A motion was made by Subhash Arora that Vasu Atluri's membership to the HTA board for the year 2008 should be maintained and it was seconded by Ravinder Aggarwal. It was carried unanimously.

4. January 27, 08 minutes revisit: A motion was made by Subhash Arora that minutes of 27 January 08 be approved as published including all the decisions taken in the meeting with 7 board members present and be approved by the members present today and was seconded by Desh Ahuja. It was carried unanimously.
5. December 21, 08 minutes revisit: Subhash Arora requested to modify the motion that says "Ravinder Aggarwal made a motion that HTA to have \$45000 bank balance in the bank with \$40000 to be left in the account before we can start construction. If any devotee will donate \$5000 for the project, construction can begin regardless of bank

balance. Project has to be signed by a licensed contractor for city approval and was seconded by Anil Gupta. Subhash Arora objected the motion (Voted NO). However, it was over ride by other board members by 1: 6 votes. It was carried out.”

New modified motion read as:

Subhash Arora made a motion that HTA to have \$45000 bank balance in the bank with \$40000 to be left in the account before we can start spending. If any devotee will donate \$5000 for the wall removal project, construction can begin regardless of bank balance. If HTA has to spend the money for the wall removal project then we need to change the priority list before we can start the project. Project has to be signed by a licensed contractor for city approval and was seconded by Ravinder Aggarwal. It was carried unanimously.

Vasu Atluri said he has already talked to Prakash Deshmukh who is a licensed contractor agreed to sign the papers if HTA decided to proceed with wall removal project.

6. Closure: Prakash Sahoo made a motion to adjourn the meeting, which was seconded by Ravinder Aggarwal. The meeting adjourned at 5.00 PM.