

**By-Laws**

**Hindu Temple Limited**

**Omaha, Nebraska**

**Revised April 2012**

**Article I: Name and Purpose**

The name of the Corporation shall be the Hindu Temple Ltd. The purpose for which the Corporation is formed shall be:

- To promote and practice ideals of Hindu and Hindu based religion through worship, education and teaching,
- To strive for spiritual richness and human excellence through assimilation of values in Hindu scriptures into daily lives, and
- To recognize and respect other religions and belief systems in their proper context.

**Section 1.2 Powers and Limitations**

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

1. **Public Purpose:** The Corporation is organized to serve public and community interests. Accordingly, it shall not be operated for the benefit of private interest, such as contributors or shareholders of the Corporation, or persons vested directly or indirectly by such private interests.
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.
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.

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.
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 or educational 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 which in the judgment of the court shall best accomplish the purposes that are consistent with the purposes for which the Corporation was formed.
6. **Specific Restrictions:** No non-vegetarian food(s) or alcoholic beverage(s) of any nature shall be allowed at the Temple premises at any time or for any reason. Smoking shall not be permitted on the premises of the Temple.

**Article II: Offices**

The principal office of the Corporation shall be located at 13010 Arbor Street, Omaha, NE 68144. The Corporation may from time to time have such other offices, either within or without the State of Nebraska, as designated by the Board of Trustees, or as dictated by the business of the Corporation. The Corporation, however, shall at all times maintain a registered office in the State of Nebraska, as well as a registered agent whose office location shall be identical with the registered office. The registered office of the Corporation may be, but need not be identical with the principal office in the State of Nebraska. The address of the registered office may be changed from time to time by the Board of Trustees.

The federal identification number of this Corporation shall be: 47 - 0758522 The Nebraska identification number shall be: 35 - 7150326 And the sales tax exemption identification number shall be: 05 -715032.

Article III: Membership

**Section 3.1 Eligibility:**

Anyone who follows the Hindu religion strives to honor, respect and understand the tenets of the Hindu faith and signifies a willingness to promote the purposes for which the Corporation is formed may become a member.

**Section 3.2 Class of Members:**

The Corporation shall have two classes of membership: Patron members and Auxiliary members.

Members known as Trustees prior to June 30, 2001 shall be known as Patron members.

A. Patron Members will have donated at least 1,000 dollars (\$1,000) or more in lump sum for the development of the Hindu Temple or during such period as determined by the Board of Trustees. Any member who contributed said amount prior to June 30, 2001 shall be entitled to two Patron Members in the family. Effective July 1, 2001, the person who contributes \$1,000 or more in a lump sum, shall become a Patron Member unless he/she designates another

person(s) for such membership, and or chooses not to become a Patron Member. Such Patron Member shall acquire the status for the rest of their natural life. In addition to the above, Patron Members must also share the beliefs, and promote the objectives of the Hindu Temple and must be willing to commit and contribute to the purposes for which the Corporation has been formed.

B. Auxiliary Members are those who share the beliefs, and promote the objectives of the Hindu Temple and are willing to make appropriate commitment and contribution to the purposes for which the Corporation has been formed.

Article IV: Governance

**Section 4.1 General Assembly - Membership and Duties:**

The overall governance of the Corporation shall be vested in the Patron members, and the members of the Board of Trustees and the Executive Committee who shall constitute the General Assembly. The governance structure for the Corporation is shown in the attached Exhibit A which is incorporated by reference into these by-laws. The Assembly shall meet at least once a year for the purpose of:

A. Electing officers and members of the Board of Trustees who shall be responsible for the overall management of the Corporation, including but not limited to strategic planning, public relations and any other activity that could impact the governance of the Corporation.

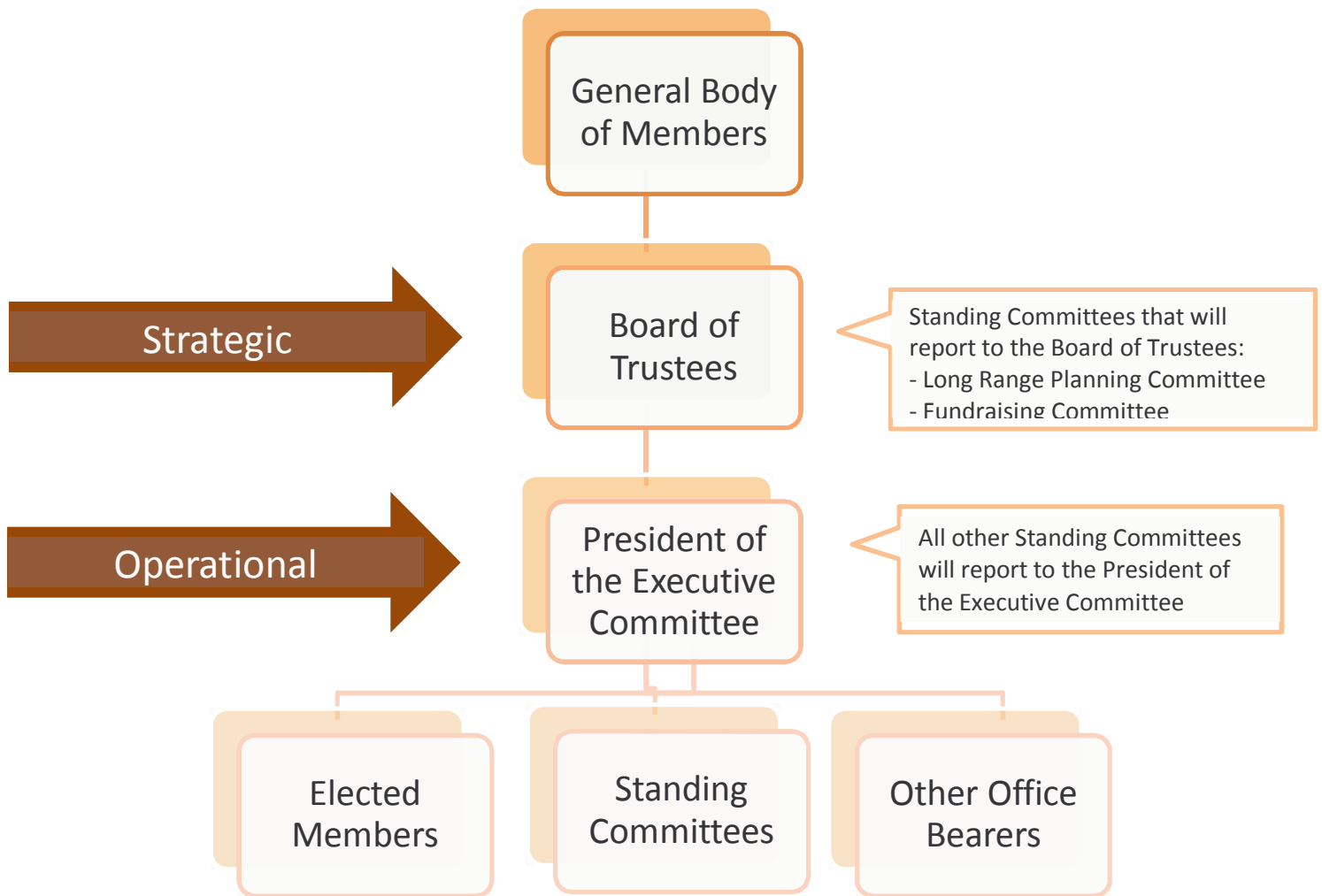
B. Electing officers and members of the Executive Committee, which shall be responsible for the operational management of the Temple, including, but not limited to management of the day-to-day activities of the Temple.

C. Transacting any other business as may be brought before them by the Board of Trustees

**Section 4.2 Annual Meeting:**

The annual meeting of the General Assembly

## Exhibit A - Governance Structure



shall be held at least once each year at a location determined by the Board of Trustees. The meeting shall be open to all members of the Congregation, but, only Patron members and the current members of the Board of Trustees and the Executive Committee that are at least 18 years old on the day of the meeting shall have the right to vote (Voting Members).

**Section 4.3 Special Meetings:**

Special meetings of the General Assembly may be called by a simple majority of Board of Trustees or upon the written request of at least twenty-five percent (25%) of the voting members of the General Assembly made to the Chairperson of the Board of Trustees.

**Section 4.4 Notice of the Meeting:**

Written notice stating the place, date, time and purpose of the meetings shall be post-marked not less than ten (10) days and no more than fifty (50) days before the date of the meeting, and sent by U.S. mail to all voting members of the General Assembly. If mailed, such notice shall be considered delivered when deposited in the United States mail and addressed to such members at the addresses that appears on the records of the Corporation, with postage thereon paid.

**Section 4.5 Quorum:**

At all general or special meetings of the General Assembly, the number of people actually present at the meeting shall constitute a quorum.

**Section 4.6 Voting:**

Voting Members shall be entitled to one vote on each matter submitted to a vote. Votes shall be cast orally unless a majority of Voting Members present at the said meeting determine that the vote be cast by secret ballot

**Section 4.6 A Absentee Votes**

Voting Members will vote in person at the General Assembly meeting. Absentee votes may be cast by Voting Members in writing and must be received prior to the General Assembly meeting. If a Voting Member submits an absentee ballot and votes in

person at the meeting, the vote in person will supersede the absentee ballot

**Section 4.7 Organization:**

The chairperson of the Board of Trustees or his/her designee shall call meetings of the general assembly to order and shall act as chairperson of such meeting(s) Article V: Management

**Section 5.1 Board of Trustees:**

**Composition and Term**

The overall management of the Corporation shall be vested in a Board of Trustees (Board) to be elected by the General Assembly. The Board shall consist of a minimum of five (5) and maximum of eleven (11) members. It shall have a chairperson, a vice chairperson, a secretary, the President of the Executive Committee or his/her designee, the immediate past chairperson of the Board, and a maximum of six other persons elected to the Board by the general assembly. At least 51% of the members of the Board of Trustees must be present at any meeting of the Board of Trustees to constitute a quorum. All officers and members of the Board shall be elected from among Patron members only who are nominated by the Nominating Committee in accordance with the provisions of Section 6.3.. The term of the officers of the Board and the Chairperson shall be for one year renewable each year for a maximum of two consecutive years. The term of the members elected shall be for two years staggered, and one half (three) members shall be elected for a two-year term each year. No individual may hold more than one position or office on the Board of Trustees. The Treasurer shall attend all meetings of the Board of Trustees to report on the finances of the Corporation

The Board shall meet at least four times a year.

**Section 5.2 General Powers:**

The business and affairs of the Corporation shall be managed by the Board of Trustees. 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 as a whole and assignments of tasks or responsibilities to individual members will only imply delegation of powers to that individual member only to the extent reasonably needed to complete the specific task or fulfill the assigned responsibility. The Board has a duty to exercise reasonable care and prudence in managing the affairs of the Corporation. The Board may promulgate rules for the conduct of its own meetings and in the absence of any rules; the meetings shall be conducted according to the Robert's Rules of Order. Any rule promulgated by the Board or any rule in Robert's Rules of Order that are inconsistent with these Bylaws and the Articles of Incorporation shall not be valid. Without limiting the general powers, the Board of Trustees shall have the following specific powers and responsibilities:

1. 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 and unencumbered. In case of restrictions or encumbrances, the Board may reject the gift(s) if in its sole opinion such restrictions or encumbrances are not in the best interests of the Corporation. Further, the wishes of any donor expressed in writing regarding the use of their donations shall, at the discretion of the Board, be honored, to the extent feasible as long as such wish does not conflict with the purposes of the Corporation or conflict with any law or regulation.
2. To evaluate and approve annual budget as recommended by the President and the Executive Committee.
3. To evaluate and approve capital

construction projects and budgets with the advice of the President and the Executive Committee.

4. To borrow money and incur indebtedness for legitimate activities of the Corporation and to place assets under lien.
5. To authorize the Secretary or any other member of the Board of Trustees or the Executive Committee to sign deeds, mortgages, bonds and contracts.
6. To maintain an alphabetically arranged list of all 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.
7. To make a report to the General Assembly at its annual meeting about the overall financial and operational status of the Corporation.

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**Section 5.3 Grievances**

1. The Chairperson of the Board of Trustees may appoint an Ad-hoc Grievance Committee as outlined below to specifically investigate any serious complaint involving malfeasance, misfeasance or dereliction of duty against an officer or elected member
  - a. If a serious complaint merits an investigation of the Chairperson of the Board of Trustees the Vice-Chairperson of the Board of Trustees may appoint the Ad-Hoc

Grievance Committee

2. Anyone investigated by the Grievance Committee shall have an opportunity to be heard, present witnesses and be represented by another member or outside counsel
  - a. Notice of the hearing with the charges in the complaint or grievance and the time and date of the hearing will be provided at least 10 days in advance to the last known address of the person being investigated
  - b. The hearing will be conducted in accordance with Roberts Rules of Order
3. The Grievance Committee must investigate the matter thoroughly, expeditiously and in good faith, and make a recommendation for action to the General Assembly
4. Any recommendation for action by the Grievance Committee that is in violation of the laws of the State Of Nebraska or in conflict with the Articles of Incorporation or these by-laws of the Corporation will be null and void
5. Any action against an officer or member must be approved by a two-third vote of the members of Board of Trustees and a two-third vote the members of the Executive Committee unless the action is directed at the Chairperson of the Board of Trustees, in which case it must be approved by two-third vote of the General Assembly
6. All disputes between the Executive Committee and the Board of Trustees will be sent to arbitration by a neutral party not affiliated with the Corporation
7. The Grievance Committee shall consist of three members selected as indicated below

- a. Two members from the Board of Trustees and one member from the Executive Committee if the complaint under review has been filed against a member of the Executive Committee
  - b. Two members from the Executive Committee and one member from the Board of Trustees if the complaint under review has been filed against a member of the Board of Trustees
8. Each member of the Grievance Committee will have one vote
  9. No member of the Grievance Committee will have any direct or indirect conflict of interest in the matter under review
  10. The Grievance Committee will have broad powers to investigate the matter and can hire experts including but not limited to legal personnel and arbitration experts
  11. The decision of the Grievance Committee must be unanimous

Article VI: Operations

**Section 6.1 Officers and Executive Committee**

The general control and operational management of the Temple shall be vested in the Office of the President who shall act on the advice and consent of an Executive Committee.

The Officers of the Executive Committee of the Corporation shall be:

President  
Vice President,  
Secretary,  
Assistant Secretary,  
Treasurer, and  
Assistant Treasurer.

The term of the officers listed above shall be one year renewable but not to exceed two consecutive full terms.

The officers listed above (other than the Assistant Secretary) shall be elected from among the Patron members only as nominated by the Nominating Committee per the provisions of Section 6.3. The Assistant Secretary may be nominated and elected from either Auxiliary or Patron members as nominated by the Nominating Committee per the provisions of Section 6.3.

**Section 6.2 Executive Committee: Number, Tenure and Qualifications**

The Executive Committee shall consist of not less than thirteen (13) and not more than twenty-three

(23) members or as prescribed from time to time by the General Assembly at its annual meeting. It shall consist of the Officers of the Corporation, six members elected at-large at the annual meeting of the General Assembly, the Chairperson(s) of the standing committees, and the immediate past president of the Executive Committee..

The terms of the six Executive Committee members elected shall be two years staggered. Each year, one half (three) members shall be elected for a two year term.

Except for the Chairpersons of the Long Range Planning Committee and the Fund Raising Committee who will be Patron Members and shall be appointed by the Chairperson of the Board of Trustees, the President of the Executive Committee shall appoint Chairperson(s) of all other Standing Committee(s). The President may appoint Auxiliary members as chair(s) of the Standing Committee(s), however, at no time, the number of Auxiliary members on the Executive Committee shall exceed one-third (or eight) of its total membership.

**Section 6.3 Nominations and Elections:**

Nominations for the officers and members of

the Board of Trustees and the Executive Committee shall be made by a nominating committee. The chairperson of the Board of Trustees shall call the immediate past President of the Executive Committee to form a nomination committee at least sixty (60) days prior to the annual meeting of the General Assembly. The Committee shall consist of at least five (5) members, and shall include the immediate past chairperson of the Board of Trustees.

The immediate past President of the Executive Committee shall be the Chairperson of the Nomination Committee. The Nomination Committee shall:

(i)

Solicit nominations at least forty-five(45) days prior to the annual meeting of the General Assembly, from the congregation. Any member of the congregation may nominate himself/herself or others to the committee, giving reasons why the nominee meets the qualifications for either the Auxiliary or Patron membership requirements under article 3.2 A and B:

(ii) The Committee shall present a slate of candidates and the names of write-in candidates to the Board of Trustees and the Executive Committee at least thirty (30) days prior to the annual meeting of the General Assembly. If the slate of nominees includes Auxiliary members, such persons shall be approved by a majority of the Executive Committee.

(iii)

Upon approval of the Auxiliary member nominations by the Executive Committee, the slate and the names of write-in candidates shall be published to the congregation at least ten (10) days prior to the annual meeting and prior to bringing it to a vote in the General Assembly

meeting.  
 (iv) The floor will not be open for additional nominations at the time of election.

(v) The Nomination Committee shall consist of:

- Past Chairperson of the Board of Trustees
- Past President of the Executive Committee
- 5 additional members as described below:
  - 3 members selected by the Executive Committee
  - 2 members selected by the Board of Trustees
- No individual who is interested in running for any elected position for which nominations are being solicited may serve on the Nomination Committee
- One individual can be nominated for only one position
  - Individuals nominated for more than one position must indicate which position he/she wishes to contest in the election
- The Nomination Committee will review nominations filed in accordance with the above for the eligibility of the nominees to serve in office but will not conduct a *de facto* election
  - The slate of candidates presented for election must contain the names of all individuals who are nominated and are willing to run for office, irrespective of the number of nominations received by any individual

- If more than one person is nominated for a position, the Nomination Committee must present a slate of candidates which includes all eligible nominees who have been nominated for that position and are interested in running for office, and an eligible and willing nominee cannot be removed or excluded from the slate of candidates without his/her express, written consent
  - Nothing stated herein will prevent members of the Nomination Committee from reviewing or discussing with any individual the merits of their nomination in good faith and without any undue influence, duress or coercion
- The Nomination Committee will issue uniquely numbered ballots bearing the signature of a designated member of the Nomination Committee to all Patron Members
  - Nominations on original ballots can be sent through US Mail or deposited in the nomination box in the Hindu Temple
  - Acknowledgment of receipt of ballots for nominations will be sent to the last known mailing address or e-mail address on file by the Nomination Committee

Election of officers and members of the Board of Trustees and the executive committee shall be held at the annual meeting of the General Assembly, and the officers so elected shall take office on July 1 of that year.

**Section 6.4 Vacancies:**

All vacancies resulting from the death, resignation, removal, and disqualification or otherwise of any member of the Executive Committee may be filled by a simple



majority vote of the Executive Committee for the unexpired period of the term. Notwithstanding the above, a vacancy resulting from the death, resignation, removal or disqualification of the President shall be filled by the Chairman of the Board of Trustees by appointment of a current member of the Executive Committee

**Section 6.5 President:**

The President shall be the principal executive officer of the Corporation, and have general supervision and management responsibilities for the operation of the Temple. He/she shall preside at all meetings of the Executive Committee, shall be a member of the Board of Trustees and report to the Chairperson of the Board of Trustees. He/and the Secretary, may sign any deeds, contracts or other instruments, except in cases where the signing and execution thereof has been expressly delegated by the Board or the Bylaws to some other officer or agent of the Corporation. The President shall perform all duties incident to the Office of the President including presenting annual budget for approval of the Board of Trustees. Only Patron Members may serve as the President. The President shall be the registered agent of the Corporation.

**Section 6.6 Vice-President:**

In the absence of the President, the Vice-President shall preside over all the regular and special meetings of the Executive Committee, and shall perform all duties incident to the Office of the President. Only Patron Members may serve as the Vice President

**Section 6.7 Secretary:**

The secretary shall keep the minutes of all the meetings of the Executive Committee and the meeting(s) of the general assembly in books provided for that purpose. He/she shall attend to the receipt and issuance 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 application at the office of the Corporation. Minutes of all the meetings of the Executive Committee shall be distributed to all members of the Executive Committee.

Only Patron Members may serve as the Secretary

The Assistant Secretary shall perform duties delegated to him/her by the Secretary.

**Section 6.8 Treasurer:**

The Treasurer shall have custody and keep account of all money, funds and property of the Corporation, unless otherwise determined by the Board of Trustees. He/she shall render such accounts and present such statements to the Board of Trustees, President, and the Executive Committee as may be required of him/her. The Treasurer shall deposit all funds of the Corporation received by him/her in an account with a bank that has an AA rating. The President with the express consent of the Executive Committee may designate a bank with a lower rating. The Treasurer shall keep all bank accounts in the name of the Corporation, and shall make available all the books and accounts at all reasonable times to any member who files an application at the Office of the Corporation. The Treasurer shall make payments and disbursements for legitimate expenses reasonably incurred by or on behalf of the Corporation. The president 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 countersigned by a designated member of the Executive Committee. Only Patron Members may serve as a Treasurer

The Assistant Treasurer shall assist the Treasurer and carry out duties as delegated by the Treasurer. Only Patron Members may serve as an Assistant Treasurer

**Section 6.9 Meetings and Quorum:**

The Executive Committee shall meet as needed but not less than once every two months. At least 51% of the members of the Executive Committee must be present at any

meeting of the Executive Committee to constitute a quorum. Any item approved by a simple majority of the Committee members present at the meeting, at which a quorum is present, shall constitute approval by the Executive Committee.

The Executive Committee may adopt operational policies and procedural rules for the efficient management of the affairs of the Temple by a simple majority at any duly constituted meeting

**Section 6.10 Resignation and Removal:**

An elected member or an officer may resign at any time by delivering a written resignation to the President. The acceptance of any such resignation in writing shall be necessary to make the above resignation effective. An elected officer who shall have three unexcused absences will be considered to have tendered his/her resignation and the position shall be deemed vacant. An elected officer or member may be removed at any time by a vote of two-thirds of the members present at a meeting of the Board of Trustees and the Executive Committee.

**Section 6.11 Standing Committees:**

In addition to the Executive Committee, there may be other standing committees as determined by the President with the advice of the Executive Committee, and as necessary for the proper functioning of the Temple. All Standing Committee's shall report to the President of the Executive Committee with the exception of the Fundraising Committee and the Long Range Planning Committee who will report directly to the Board of Trustees

Each Standing Committee may consist of three or more members of the congregation including a Chairperson. The Chairpersons of the Fundraising Committee and the Long Range Planning Committee will be Patron Members who are appointed by the Chairperson of the Board of Trustees. Chairpersons of all other standing committee(s) shall be appointed by the President of the Executive Committee. The

Chairperson(s) may appoint other Standing Committee members. The Standing Committee(s) shall meet as determined by the Chairperson. It is recommended, but not required, that at least 51% of the members of any Standing Committee be present at each meeting of the Standing Committee in order to constitute a quorum for the meeting.

**Section 6.12 Duties and Responsibilities of Chairperson(s) of the Standing**

**Committee(s):**

Attend all meetings of the Executive Committee or designate a committee member to attend the Executive Committee meetings when the chairperson is unable to attend in person.

Maintain a current Standing Committee membership roster and minutes of each of its meetings, and provide a copy of the minutes to the Secretary or President of the Executive Committee.

Report any authorized expenditure to the Executive Committee on a quarterly basis. Three unexcused absences of the Standing Committee Chairperson from the Executive Committee meetings shall be grounds for choosing another Chairperson.

**Article VII : Corporate Acts**

**Section 7.1 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 necessary for such authorization, and the nature of such interest was fully disclosed and approved the Board of Trustees and the Executive Committee before the contract was awarded.

**Section 7.2 Indemnification of Officers and Members:**

Any officer or member of the Board of Trustees and the Executive Committee of the Corporation (or his/her estate) who is made a party to any action, suit or proceeding by reason of the fact that he/she was acting in their capacity as an officer or member of the Corporation shall be indemnified by the Corporation against all liability and for any reasonable expenses (including but not limited to attorney's fees) incurred in connection with the defense or settlement of such action, except where such officer or member is guilty of malfeasance or gross dereliction of duty. 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 VIII: Fiscal Year**

The fiscal year of the Corporation shall be July 1 to June 30 of the following year.

**Article IX: 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 Nebraska 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 X: Amendments**

These By-Laws may be altered, amended or repealed, and new By-Laws may be adopted by a majority vote of the general assembly at any regular or special meeting called by the Board of

Trustees. A summary of such proposed alterations, amendments or repeals shall be submitted to each member of the General Assembly at least ten (10) days prior to such meeting.

It is hereby certified that these amended By-Laws were adopted by the General Assembly

of the Hindu Temple at a Special General Body Meeting held at 13010 Arbor Street, Omaha, Nebraska, on April 22, 2012 and subsequent voting by mail on May 6, 2012.

V T Ramakrishnan  
Chair, Board of Trustees

Archana Chatterjee  
Secretary, Board of Trustees

Sandeep Sheth  
Member, Board of Trustees