

Amendments

to

VEDIC DHARMA SAMAJ

By-laws

Amendment No. 1

Dated: January 28, 1984

at Fremont in the County of Alameda, California

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SECTION 1: AMENDMENTS

(1) *Article 1, Section 2, Line 5:*

References to 'Board of Directors' shall be replaced by 'Board of Trustees'.

(2) *Article 2, Section 1:*

For the purposes of this Article all references to 'Board of Directors' shall be replaced by 'the Joint Board' except as otherwise specified in these Amendments.

(3) *Article 3, Article 4 and Article 5:*

Article 3, Article 4 and Article 5 shall be replaced by Sections 2, 3, 4, 5 and 6 in these Amendments.

(4) *Article 6, Section 2, Line 5:*

All references to 'President' in this Article and anywhere else in the by-laws shall be replaced by 'Chairperson' except as otherwise specified in these Amendments.

(5) *Article 6, Section 3:*

References to the 'Board of Directors' shall be replaced by the 'Board of Trustees'.

(6) *Article 7, Section 1 and Section 4:*

References to the 'Board of Directors' shall be replaced by the 'Board of Trustees'.

(7) *Article 7, Section 3:*

References to the 'Directors' shall be replaced by 'any member of the General Body' which of course, also includes members of the Joint Board.

(8) *Article 10, Section 2:*

References to the 'Board of Directors' shall be replaced by the 'Board of Trustees'.

(9) *Article 11, Section 1:*

References to the 'Board of Directors' shall be replaced by the 'Board of Trustees'.

SECTION 2: GENERAL BODY OF VEDIC DHARMA SAMAJ

(1) *PURPOSE*

*The General Body of Vedic Dharma Samaj is established to promote the activities listed in Article 1, Section 4 of the by-laws. To promote these activities and manage its affairs in an orderly fashion on a day-to-day basis, the General Body will establish two managing groups. These are; a **Board of Trustees** and a **Management Board**. The membership to these two groups shall be established in accordance with the by-laws stated in sections 4 and 5 respectively of this Amendment.*

(2) *MEMBERSHIP*

The General Body of Vedic Dharma Samaj shall be comprised of

- *All Life Members. Life Members are the members who have made a cumulative donation of \$1001 or more.*
- *All members of community contributing \$501 or more for a year.*
- *All members of community who have pledged in instalments a total amount of at least \$600 and have paid up in instalments or otherwise, at least \$150 during the last 6 months before January 31 of each year.*

Eligibility of the General Body membership will be established by an ad hoc Elections Committee at least 30 days before the date of elections of the heads of standing committees of the Management Board. At that time, election notifications will also be mailed to all General Body members.

SECTION 4: BOARD OF TRUSTEES

(1) ELIGIBILITY

- All members of general community will automatically become a member of the Board of Trustees by making a cash donation of \$5001 or more at any time.
- All guarantors of mortgage loan will automatically become members of the Board of Trustees till the loan has been paid up in full.
- To continue as a member of the Board of Trustees, each existing member including all guarantors must make a cash donation of \$1501 or more in each of the following years. Failing to do so will automatically disqualify a member from the Board of Trustees in the following years.
- After being out of the Board of Trustees for a year or more a person may qualify again as a member of the Board of Trustees by making a cash donation of \$1501 or more during a year.

(2) TENURE OF THE MEMBERS OF THE BOARD OF TRUSTEES

Tenure of members of the Board of Trustees will be established as follows:

- A new Board will take charge of the affairs of Vedic Dharam Samaj on the First day of March every year. Tenure of all Board members will expire on the Last day of February of the following year.
- All members of community who made their First-time donations of \$5001 or more and a Repeat donation of \$1501 or more yearly **between October 31 and March 1 of the following year are eligible to the membership of the next Board of Trustees.**
- All members of community who make their First-time donations of \$5001 or more and a Repeat donation of \$1501 or more yearly **between March 2 and October 30 become eligible to the membership of the current Board of Trustees at the time of their donation.** However, their membership to the Board will expire with the tenure of the current Board of Trustees.

(3) AREAS OF RESPONSIBILITY

The prime responsibility of the Board Of Trustees will include but will not be limited to

- (i) Long Range Planning
- (ii) Treasury and Fund Raising activities

- (iii) *Budget allocations and approvals*
- (iv) *Expense approvals of all expense items in excess of \$5000*
- (v) *Public Relations*

(4) *FUNCTIONS*

- (i) *The Board Of Trustees shall exercise the powers of the organization, control its property and conduct its affairs except as provided by law or by-laws of the corporation.*
- (ii) *In case of failure of Management Board to carry out its responsibilities the Board of Trustees shall assume these responsibilities till a new Management Board has been elected. The new Management Board must be elected within **three months**.*

(5) *BI-MONTHLY MEETINGS*

The Board of Trustees will meet regularly at least once in two months. Unscheduled meetings of the Board may be called by the Chairperson at any time deemed necessary.

(6) *QUORAM FOR THE BOARD OF TRUSTEES MEETINGS*

All eligible members of the Board of Trustees shall be invited to all of its meetings. However, there will likely be several eligible members from out of state or country. Therefore, the quorum for the businesses of Board of Trustees shall be established as follows:

- (i) *The quorum for the Board of Trustees shall be established from the list of all resident members.*
- (ii) *A resident member of the Board of Trustees is one who regularly attends Board meetings and is willingly involved in all specified activities of the corporation.*
- (iii) *A member who fails to attend three consecutive meetings of the Board of Trustees without proper notification to the Chairperson shall cease to be a resident member.*

A member who finds it difficult to continue as a resident member of the Board of Trustees may make a written request at any time and ask to be removed from the list of resident members.

- (iv) *A non-resident member of the Board of Trustees can be placed on the list of resident members again by making a written request to that effect to the Chairperson and attending regularly subsequent meetings of the Board of Trustees.*

(7) *CHAIRPERSON OF THE BOARD OF TRUSTEES*

- (i) *A Chairperson will be elected by and from among the members of the*

Board Of Trustees for a one year term at a time. The same person may be re-elected for another term for a maximum of 2 consecutive years at a time.

After serving a term of two consecutive years a person shall become eligible again after being out of the office for at least one year.

(ii) All Chairpersons will be elected annually at the first meeting of the new Board of Trustees.

(iii) To be eligible for the role of a Chairperson a member must have served on the previous Board of Trustees for a period of at least 6 months.

(iv) A Chairperson will

- Execute Deeds, Mortgages, Bonds, Contracts sign checks in the name of the Vedic Dharam Samaj and perform any other functions falling under the Board of Trustees. All such acts must be reviewed by the Board of Trustees at their next meeting. An approval of all major actions must be sought from the Board of Trustees prior to their execution.
- Chair all meetings of the Board of Trustees
- Chair all meetings of the Joint Board
- Call an unscheduled meeting of the Joint Board or the Board of Trustees at any time deemed necessary.
- Appoint somebody from the Board of Trustees to attend and chair Management Board meetings in the absence of the Co-Chairperson. In such circumstances a Chairperson may also elect to attend and chair Management Board meetings himself/herself.
- Table and Seek actions from thr Board of Trustees on all action items forwarded to it by the Management Board.
- Ensure that minutes of all meetings of the Board of Trustees are recorded and duly documented for review by members of the community.

(8) CO-CHAIRPERSON OF THE BOARD OF TRUSTEES

(i) A Co-Chairperson will be elected along with the Chairperson by and from among the members of the Board Of Trustees for a one year term at a time. The same person may be re-elected for another consecutive term for a maximum of 2 years at a time.

After serving a term of two consecutive years the same person becomes eligible again after being out of the office for at least one year.

(ii) All Co-Chairpersons will be elected at the first meeting of the new Board of Trustees.

- (iii) *The Co-Chairperson will act in the absence of the Chairperson and will assume the responsibilities of the Chairperson in the event of his/her inability or refusal to act.*
- (iv) *The Co-Chairperson shall perform all the duties of the Chairperson, and when so acting, will have all the responsibilities and powers of the Chairperson.*
- (v) *The Co-Chairperson is additionally responsible for co-ordinating the actions of the Management Board. The Co-Chairperson shall therefore, be responsible for the following:*
- *Chair all monthly meetings of the Management Board*
 - *Call an unscheduled meeting of the Management Board*
 - *Ensure that minutes of all meetings of the Management Board are recorded and duly documented for review by members of the community.*

SECTION 5: MANAGEMENT BOARD

(1) *PURPOSE*

The Management Board of Vedic Dharma Samaj will be responsible for its day-to-day operation. These operations will include but will not be limited to

- *Religious activities*
- *Cultural activities*
- *Educational activities*
- *Maintenance and security of the corporation premises and its properties*
- *Bhojan arrangements*

(2) *ACCOUNTABILITY*

The Management Board will be accountable to the Board of Trustees for all its actions.

(3) *MEMBERSHIP*

The Management Board will consist of

- *Elected heads of various management committees*
- *Upto 4 members nominated by the Board Of Trustees*

The membership of the Management Board will be limited to an odd number of total members. The number of nominated members will be kept between 3 or 4 to satisfy this requirement. **At no time the number of nominated members will exceed the numbers of elected members.**

An increase in the number of management committees and therefore, an increase in the membership of the Management Board may be approved by the Board of Trustees to tend to increasing activities of the corporation. **However, the total membership of the Management Board will not exceed 21.**

(4) *STANDING COMMITTEES*

A total of 9 Standing Committees shall be established as follows;

- (i) *Religious Committee*
- (ii) *Cultural Activities Committee*
- (iii) *Education Committee*

- (iv) *Library Committee*
- (v) *Bhojan Committee*
- (vi) *Maintenance & Security Committee*
- (vii) *Sports & Youth Activities Committee*
- (viii) *Correspondence Committee*
- (ix) *Co-Ordination Committee*

(5) *AD HOC COMMITTEES*

Upto a maximum of 4 Ad Hoc Committees may be created by the Board of Trustees to tend to important ad-hoc operations. Such operations could be tasks such as Management Board elections, expansion of the Vedic Dharma Samaj buildings, tending to some legal matters such as may arise from time to time etc.

The ad hoc committees will be essentially temporary in nature and will be headed by any of the nominated or elected members of the Management Board. When an elected member is chosen to head any of these committees because of his/her credentials, then he/she should delegate his regular committee functions to any of the nominated members approved by the Board of Trustees. The duration of the term of ad hoc committees will be decided by the Board of Trustees.

(6) *ELECTION OF MEMBERS*

The Elected Members of the Management Board will be elected by all eligible members of Vedic Dharma Samaj General Body.

All new members of the Management Board will be elected during the last week of February each year.

The following general rules will apply;

- (i) *Any member of the General Body may seek election to head any of the specified Standing Committees.*
- (ii) *An interested member must file his/her nomination in accordance with the established rules for election with the Election Committee by the given deadline. The deadline for filing of nominations will be no less than 15 days before the election date..*
- (iii) *All nominations must be seconded by at least two other members of the General Body.*
- (iv) *An interested member may not seek election to more than one office at a time.*
- (v) *All elections are for a period of one year at a time.*
- (vi) *A member shall not seek election for more than two consecutive terms.*

- (vii) *All elections shall be conducted by a secret ballot. Mailed in absentee ballots shall be permitted. However, no proxy ballots shall be allowed.*

(7) *NOMINATED MEMBERS*

There will be a maximum of 4 nominated members at any time. In addition, the number of nominated members will always be less than the number of elected members. All nominated members of the Management Board will be

- *Prominent members of General Body who are well known for their valuable contribution to the cause and purpose of Vedic Dharma Samaj.*
- *Nominated for a period of one year at a time. The Board of Trustees may approve an extension by another year for a member in recognition of his/her good services to the cause and purpose of Vedic Dharma Samaj. All extensions of terms for nominated members must be approved by the Board of Trustees by at least **two-third voting majority**.*

All nominations must be approved after the election of heads of Standing Committees.

(8) *STANDING COMMITTEE MEMBERSHIPS*

All members of the General Body are eligible for the membership of Standing Committees. Members of these committees shall be selected as follows:

- (i) *Only the Heads of Standing Committees shall be elected by a vote of the General Body.*
- (ii) *Each elected Head of a Standing Committee shall seek members from **the community** for his/her committee. The purpose of this process is to promote participation and involvement from all members of the community.*
- (iii) *The selected members will be recommended for membership to different committees and will have to be confirmed by a joint vote of the Board of Trustees and the Management Board.*

(9) *VACANCIES*

Vacancies on the Management Board shall arise due to

- (a) *Death or resignation of any member or*
- (b) *Failure of a member to attend three consecutive Management Board meetings without a reasonable cause and a failure to provide a due notification of that cause to the Co-Chairperson of the Board of Trustees.*

The Board of Trustees may also declare vacant a membership if an elected or nominated member of the Management Board is

- (a) *declared of unsound mind by an order of court or*

- (b) *if within 45 days of his/her election or nomination, a member fails to accept his/her office either in writing or by attending the first meeting of the Management Board.*

Vacancies caused as above will be filled as follows:

- (i) *The Board of Trustees will seek nominations from the General Body for the vacant membership within 30 days of declaring a membership vacant.*
- (ii) *All nominations seconded by at least two other members of the General Body and submitted to the Board of Trustees in writing, will be voted by the Board of Trustees within 60 days of the declared vacancy.*
- (iii) *The selected member will be informed of his/her selection immediately and will indicate his/her acceptance within 7 days of being informed of his/her selection.*

(10) *MONTHLY MEETINGS*

The members of the Management Board will meet regularly at least once a month. Unscheduled meetings of the Management Board may be called by the Co-Chairperson of the Board of Trustees at any time deemed necessary.

SECTION 6: FUNCTIONS OF STANDING COMMITTEES

- (1) *Religious Committee*
- (2) *Cultural Activities Committee*
- (3) *Education Committee*
- (4) *Library Committee*
- (5) *Bhojan Committee*
- (6) *Maintenance & Security Committee*
- (7) *Sports & Youth Activities Committee*
- (8) *Correspondence Committee*
- (9) *Co-Ordination Committee*

The Responsibilities and scope of activities of various Standing Committees shall be made available as an Addendum to this document before inviting the nominations for the election of members of the Management Board.

SECTION 3: THE JOINT BOARD

The Joint Board of Vedic Dharma Samaj consists of

- (a) A Board of Trustees and*
- (b) A Management Board*

The members of the Joint Board will constitute the Board of Directors for the purpose of this Amendment and for any other purposes where Board of Directors is referred to in the by-laws except as otherwise specified by these amendments.

(1) RESPONSIBILITIES

Members of the Joint Board will

- (i) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these by-laws.*
- (ii) Appoint and remove, employ or discharge and except as provided in these by-laws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.*
- (iii) Supervise all officers, agents or employees of the corporation to assure that all their duties are performed satisfactorily.*
- (iv) Meet at such times and places as may be required by these by-laws.*
- (v) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at these addresses shall be valid notices thereof.*

(2) COMPENSATION

All members of the Joint Board will serve without compensation except that they shall be allowed reasonable compensation for extraordinary services and reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as prescribed in these by-laws. As used herein the term "extraordinary" refers to the performance of duties not prescribed in said section performed in furtherance of the primary purposes and powers of this corporation.

(3) PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board of Trustees or at such place within or without the state of California which has been designated from time to time by a resolution of the Board of Trustees. In the absence of such designations, meetings will be held at the principal office of the corporation, provided that any such meetings held

elsewhere shall be valid if held on the written consent of all members of the meeting Board given either before or after the meeting and filed with the secretary of the corporation.

(4) *THE ANNUAL MEETING*

The annual meeting of the Joint Board shall be held during the month of August each year. Any postponement of the annual meeting may be authorized by the Board of Trustees for a valid reason. The annual meeting may however, not be postponed by more than one month at a time for a maximum of three months.

At the annual meeting the Joint Board will review matters which fall under the jurisdiction of the Joint Board such as recognition and awards, planning of cultural events for the next year etc.

(5) *QUORAM AT MEETINGS*

A quorum shall consist of the greater of

- (a) at least 55 percent of the total membership or*
- (b) 3 members for separate meetings of the Board of Trustees or the Management Board and 5 members for a meeting of the Joint Board with at least 2 members present from each of the Board of Trustees and the Management Board.*

Except as otherwise provided in these by-laws or by the Articles of Incorporation of this corporation, or by law, no business shall be considered by any of the three Boards where a quorum is not present, and the only motion which the chair shall entertain at such meetings is a motion to adjourn.

When a meeting has been adjourned for a lack of quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting, or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding a loss of quorum at that meeting due to withdrawal of members during the meeting.

(6) *CONDUCT OF MEETINGS*

Meetings of each of the three Boards will be presided over by the Chairperson or the Co-Chairperson as specified in sections 4 and 5 of this amendment and in the absence of both the Chairperson and the Co-Chairperson, by a member chosen by a majority of the members present at that meeting.

All meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time insofar as such rules are consistent with the Articles of Incorporation, or with these by-laws or with the laws.

(7) *CONFLICTS*

In case of conflicts at various levels of management the decision of the Joint Board will be final and binding.

(8) *CENSURES*

The Joint Board may censure or remove from office any member of the Managing Body, Chairperson or Co-Chairperson of the Board of Trustees at any time by at least two-third voting majority.

(9) *NON-LIABILITY OF THE MEMBERS*

The members of the Joint Board shall not be personally liable for the debts, liabilities, or any other obligations of the corporation.

(10) *INDEMNITY OF CORPORATION FOR THE LITIGATION EXPENSES OF MEMBERS OR EMPLOYEES*

Should any person be sued, either alone or with others, because he/she was or is a member of the Board of Trustees or a member of the Management Board or an employee of the corporation, in any proceeding arising out of his/her alleged misfeasance or non-feasance in the performance of his/her duties or out of any allegedly wrongful act against the corporation, indemnity for his/her reasonable expenses, including attorney's fees incurred in the defense of the proceeding, may be assessed against the corporation, its receivers or its trustees, by the court in the same or separate proceeding if:

- (i) the person sued is successful in whole or in part, or the proceeding against him/her is settled with the approval of the court; and*
- (ii) the court finds that his/her conduct fairly merits such indemnity.*

The amount of such indemnity shall be so much of the expenses, including attorney's fees incurred in the defense of the proceeding, as the court finds to be reasonable.



HINDU TEMPLE AND CULTURAL CENTER

(A Non-profit, Tax-exempt, Religious Organization)

3676 Delaware Dr., Fremont, CA. 94538

January 12, 1987

Bhaiyo, Bahno, Buzurgo, and Bachho,

Naya Saal Mubarak. May God bless you with all happiness for 1987.

The term of the current board of trustees and management is coming to an end. Board of Trustees, according to the current constitution, comprises of individuals who made their first time donation of \$5000/ or more, and repeat donation of \$1500/ or more during the election year. Management committees are elected by the general body. Board of trustees in a joint meeting of the trustees and management committees on July 11, 1986 had appointed Ram Kathuria, Vinod Sawhney and Romesh Japra to review the current constitution and recommend changes that will assure smooth transitions from one administration to another in an election year. Their recommendations were to be reviewed and approved by Robert Ambrose, the Counsel for the temple. They have made the following recommendations :

1. The term of the offices of chairperson and co-chairperson should be increased from one to two years. The same person could be re-elected for a second term for two years. After serving for two terms consecutively, the person must retire for at least one term before becoming eligible to run again.
2. A 'working committee' should be created out of the board of trustees. This working committee will always include chairperson, co-chairperson, and Secretary-treasurer. In addition the chairperson will chose from the trustees minimum 4 and maximum 8 persons to join the

working committee. These working committee members will have the title of vice-chairperson, and will be responsible for individual functional areas such as Fund Raising etc.

The Working Committee will meet as often as necessary.

The Board of Trustees will meet once a month. Decisions will be made by the simple majority of trustees present.

3. The Constitution should have separated by-laws from the articles. By-laws could be amended any time by 2/3 majority of the Joint Board. This separated document should be refiled with the appropriate authority.

4. The elections should be held and supervised by an Election Committee consisting of 3 trustees duly elected by the simple majority of the Joint Board.

The election of the Chairperson and the Co-chairperson will be held by Secret Ballot on the last Sunday of March, and results announced on the same day. Election Committee's decision will be final and irreversible. The newly elected Chairperson and Co-Chairperson will assume office in the 1st week of April. There will be no postponement of elections under any circumstances. All proxies must be sent directly to a member of the Election Committee in a sealed envelope to be opened after the in-person votes have been casted on the election day. No hand carried proxies by candidates will be allowed under any circumstances.

5. Qualifications to be a Trustee should be modified as follows :

All members of the Community who made their first time donation of \$5000/ or more and a repeat donation of \$1500/ or more every year by February 28. If an Office-bearer fails to pay, there will be re-election for that post.

6. The members of the Board of Trustees and Election Committee will be elected by the last day of February, and posted on the Temple Bulletin-Board in the first week of March.
7. Resignation : In case Chairperson has to resign for any reason during the term of office, then Co-Chairperson will automatically take over for the remaining period, and he will nominate a new Co_chairperson.
8. Censure : Neither the Chairperson nor the Co-Chairperson could be censured without giving a reasonable cause. If such a reasonable cause is established, then either of the official could be censured by 2/3 majority of the Joint Board.
9. Expense approvals : The Chairperson's authority to approve any single routine expense, excluding mortgage payment, is limited to \$2000. Any single expense above \$2000/ will have to be approved by the Board of Trustees by a simple majority of the Board of Trustees.
10. Annual Meetings : We recommend that this date of August be changed to 2nd Sunday of January.
1. Quorum : We feel the system is very complicated. We recommend removal of the words 'the greater of' and 'at least 55% of total membership or'. Sub-para(b) onwards should stay.
2. Section 3(1) : We recommend addition of another sub-para (vi) to read, " Publish monthly financial statements of Vedic Dharam Samaj and post these on Temple's Bulletin-Board at least once every three months, and print in every publication of the temple.
Section4(5) : The Heading Bi-Monthly Meetings should be replaced by 'Meetings'

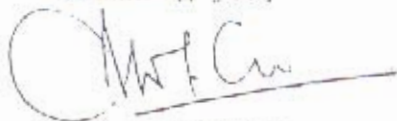
13. Membership of the General Body : The 3rd sub-para pertaining to people pledging \$600/ etc should be eliminated to make the procedure simple.

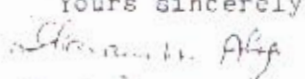
All members of the community contributing \$101/ or more at one time in a given year will be members of the General Body.

14. Two separate offices : Secretary and Treasurer be established and added under Section 4 (Board of Trustees).
15. As a policy pledges should not be announced till the amount is duly received. Total amount³ pledged will be announced without announcing individual names.

As Chairperson and Co-Chairperson of the current Board of Trustees, we are in agreement with the changes being recommended. Please indicate your approval/disapproval of these changes on the enclosed proxy. A majority approval will allow us to include these changes in the Constitution. A majority disapproval means, we continue with the current constitution. Proxies received after February 22 will not be counted.

Thanking you,


Co-Chairperson

Yours sincerely

Chairperson