

GREATER NEVADA HINDU TEMPLE (GNHT)
CONSTITUTION & BYLAWS

March-2020



ARTICLE I: Name

1.01. The name of the Organization shall be the Greater Nevada Hindu Temple, here in after referred as GNHT.

ARTICLE II: Purpose

2.01. The Bylaws and Articles of Incorporation shall comply with the provisions of Section 501 (c) (3) of the Internal Revenue Code, since the Corporation is organized exclusively for religious, cultural, charitable and educational purposes.

- A. No part of the net earnings the GNHT shall inure to benefit of, or be distributable to, its members, Trustees, Directors, Officers, or other private persons except when GNHT shall be authorized and empowered to pay reasonable compensation for expenses incurred.
- B. No substantial part of the activities of GNHT shall be carrying of propaganda or otherwise attempting to influence legislation and GNHT shall not participate or intervene in (including publishing or distribution of statements) any political campaign on the behalf of any candidate for public office.
- C. Notwithstanding any other provisions of the Bylaws, GNHT shall not carry on any other activities not permitted to be carried on
 - a. By a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any later United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any later United States Internal Revenue Law)

2.02. The purpose of the GNHT shall be to promote Indian/Hindu religious, cultural, art, educational and charitable activities, including *anna dhannam* and natural disaster.

2.03. Activities include but not limited to:

- A. Prayer services: May be organized by priests or the community members in good standing.
- B. Religious and educational activities for children.
 - a. Bhajans
 - b. Spiritual scripts/Veda
 - c. Classical dance lessons
- C. Language classes for members of the community
- D. Celebration of Hindu religious festivals
- E. Celebration of non-religious days
 - a. Indian and American Independence Days
 - b. New Year's Day as defined in the English Calendar and also as observed in various states in India.
- F. Social gatherings

- G. Cultural events/gatherings
- H. Charitable work for the local community in northern Nevada, to help the needy possibly through an annual fund-raising event with a goal to give something back to the local community, not necessarily, just to the people of Indian origin.

Article III: Business Office Location

3.01. The business office location shall be 888, Zolezzi Lane, Reno, Nevada, 89511. The office location may be changed as decided by the board of directors.

Article IV: Governing Documents

4.01. The governing documents of GNHT are the Articles of Incorporation and Bylaws. The Articles of Incorporation take precedence over the Bylaws.

4.02. No amendments or repeal shall be made to the Articles of Incorporation as adopted except by a two-third majority vote of the Board of Directors (hereinafter known as BOD) and Board of Trustees (herein after known as BOT).

4.03 No amendments or appeal shall be made to the Bylaws except by a two-third majority vote of the Board of Directors (hereinafter known as BOD) and Board of Trustees (herein after known as BOT).

- A. Once an amendment has passed by the BOD and BOT with a two-third majority vote, the amendment shall be emailed to the general membership.
- B. Fifteen days after said amendment has been submitted to the general membership a vote shall be held; votes could be conducted electronically.
- C. If 51% of the general membership who participated, vote in the affirmative, the aforementioned amendment shall pass and must be adopted by the GNHT.
- D. The above procedure shall apply to all amendments with the exception of Article V and Article VI. The procedure to amend Article V or Article VI are set forth in Article V and Article VI.

Article V: Board of Trustees (BOT)

5.01. Article V of the Bylaws may not be modified or repealed unless the following procedures are followed

- A. The Amendment must be submitted to the BOD and BOT
- B. Once the amendment has been passed by both boards with a three-fourth affirmative vote, the amendment shall be emailed to the general membership.
- C. Fifteen days after the said amendment has been emailed to the general membership a vote shall be held, votes can be held electronically.
- D. If three-fourth of the general membership who participated, vote in the affirmative, the aforementioned amendment shall pass and must be adopted by the GNHT.

5.02. The BOT shall be comprised of the community members who donate \$10,000 or more to help build and/or buy and renovate the temple property. A BOT member family can have a maximum of two votes provided the family jointly pays more than \$50,000.

5.03. The BOT membership is forever, it can be transferred to immediate family members only.

5.04. Another organization's elected officer(s) can serve on GNHT's BOT, provided the organization donates \$25,000 or more to the GNHT. Two elected officers of the said organization can serve on the BOT with a donation of more than \$100,000.

5.05. Rights and Duties of BOT:

- A. BOTs will be considered as life-members of GNHT, meaning they don't have to pay the annual membership dues.
- B. All BOT meetings will be open to public; however, the community members may not speak unless specifically asked by the BOT Chairperson.
- C. The BOT members will get to select the first set of nine BOD members representing different parts of India; five for a two-year term and the remaining four for a two-year term. If a BOD member resigns or has been asked to leave midterm, the EC shall appoint another community member who is in good standing to be a BOD member for the remaining part of the term.
- D. The BOT will need to approve all major one-time expenses (>\$5,000) proposed for the temple by the BOD.

5.06. The BOT will elect a Chairperson among themselves for a two-year term. The BOT Chairperson, like any other BOT member, can be removed from the BOT with a three-fourth majority vote in case he/she misbehaves with other BOT members, and/or is abusive to the GNHT members.

5.07: Rights and Duties of the BOT Chairperson:

- A. The BOT Chairperson or his/her designate will call for the BOT meetings as and when needed. Half of the total BOT member will form the quorum.
- B. A BOT meeting can also be called by the joint request of any five BOT members.
- C. BOT decisions will be always made by a simple majority vote unless otherwise stated in the bylaws for specific key decisions.
- D. If the BOT Chairperson wants to stepdown, the remaining BOT members will decide among themselves, with a simple majority vote, who would be the next Chairman.

5.08. Individuals who have been arrested or convicted of a crime of moral turpitude may not serve on the Board of Trustees.

A. Moral Turpitude shall be defined as conduct that is considered contrary to community standards of justice, honesty or good morals. Crimes involving moral turpitude have an inherent quality of baseness, vileness, or depravity with respect to a person's duty to another or to society in general.

Article VI: Board of Directors (BODs)

6.01 Article VI of the Bylaws may not be modified or repealed unless the following procedures are followed

- a. The Amendment must be submitted to the BODs and BOTs
- b. Once the amendment has been passed by both boards with a three-fourth affirmative vote, the amendment shall be emailed to the general membership.
- c. Fifteen days after the said amendment has been emailed to the general membership a vote shall be held electronically.
- d. If 75% of the participating members votes in the affirmative, the aforementioned amendment shall pass and must be adopted by the GNHT.

6.02. Governing Board of Directors (BOD)

- a. The BOD will be the main governing body of the GNHT, consisting of a total of nine (9) voting members.
- b. Election will be held once every two years to replace only half of the BODs to ensure a smooth transition in BOD activities.
- c. Five of the BOD members, shall be rotated out after their first two-year term making room for newly elected members. The remaining four BOD members will rotate out after the completion of their second two-year term. Thus, the number of new members entering the BOD will alter between five and four in alternate elections.
- d. A BOD member cannot serve for more than two consecutive two-year terms. A BOD member needs to have at least two-year residency in greater Reno-Sparks-Carson City area, to serve on the Executive Committee (EC).
- e. Any BOD member may resign after giving a written/email notice to all BOD members one month prior to the effective date of resignation.
- f. A BOD member may be removed from the BOD if: (1) he/she fails to attend three consecutive BOD meetings without a good reason, or (2) petitioned by two-third of the BOD members or (3) petitioned by 20% of the GNHT members in good standings.
- g. Interim vacancies on BOD will be filled for the remainder of the term by a simple majority vote of the remaining BOD members. All such interim changes shall be reported to the BOTs.

6.03. General Duties of BODs

- a) Perform any and all duties needed for the smooth running of the temple and its activities.
- b) Lead or serve on the standing committees, listed in Section G.
- c) Appoint and supervise, and except as otherwise provided in the bylaws, prescribe the duties and fix the compensation, if any, of all employees of this corporation, including the priest(s).

- d) Meet at least once every two months to discuss GNHT matters and forward the meeting minutes to the BOTs.
- e) Register their addresses with the Secretary of GNHT, and notices of meetings mailed, emailed, telegraphed or faxed to them at such addresses shall be valid notices thereof.
- f) Seek advice from the BOTs on long-term issues and approval for any temple related expenses above \$5000.
- g) BODs will make every effort to keep the BOTs informed of all major temple related activities.

6.04. Officers of BOD (also referred as Executive Committee, EC):

- a. BOD Officers will comprise:
 - i. President
 - ii. Vice-President
 - iii. Secretary
 - iv. Treasurer
 - v. Public Relation Officer
- b. The BOD members shall elect the above-mentioned officers (a-e) from its members as soon as possible after the election is over, but before the beginning of their term in January. The term of the officers will be for two years.
- c. An action by consent could be approved without a meeting of the BOD, if the action is recorded, approved by at least seventy percent (70%) of BOD members, and filed with the Secretary.
- d. BOD can appoint an ad-hoc committee on an as needed basis. The advisory committee can include non-GNHT members, but no more than 50% non-GNHT members, e.g., a member from chamber of commerce, an attorney, a city official, a trustee from a local church, etc. can serve on any of the ad-hoc committees.

6.05. Duties of the BOD Officers

The Board of Directors shall elect officers soon after the election, and each officer shall hold office for a maximum period of two-years or until he or she resigns or is removed by the Board of Directors or is otherwise disqualified to serve before the end of his/her term.

a) Duties of President

The President shall be the chief executive officer of organization and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by the Bylaws or which may be prescribed from time to time by the Board of Directors. The President by virtue of his post shall function as the Chairperson of the Board of Directors and shall preside at all the meetings of the Board of Directors. Except as otherwise mentioned by the Articles of Incorporation or by these Bylaws or expressly provided by law, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments, which may from time to

time be authorized by the Board of Directors. The President shall ensure that at least two community members be present while counting the hundi funds.

b) Duties of Vice President

The Vice President will assist the President in managing the activities of the temple. The Vice President shall become the acting President of the organization in the event of the absence, inability or refusal of the President to exercise his or her duties and shall have all the rights, privileges and powers as if he or she had been a duly elected President.

c) Duties of Secretary

The Secretary of the corporation shall:

- i. Certify and keep at the principal office, the original, or a copy of the Bylaws as amended or otherwise altered to date.
- ii. Keep the record of the minutes of the meetings of the directors with details of whether special or regular, how called, how notice thereof was given, the names of those present or represented and the proceedings thereof.
- iii. Be custodian of all the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of the Bylaws, to duly executed documents of the corporation.
- iv. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney on request thereof, the Bylaws and the minutes of the proceedings of the directors of the corporation.
- v. Perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

d) Duties of Treasurer

The Treasurer of the corporation shall:

- i. Have charge and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- ii. Receive and give receipt for, monies due and payable to the corporation from any source whatsoever.
- iii. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for the transactions.
- iv. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains and losses.
- v. Exhibit at all reasonable times the books of account of any or all of his or her transactions as Treasurer and financial records to any director of the corporation, or to his or her agent or attorney, on request thereof.

- vi. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- vii. Perform all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

6.06. Compensation

The BOD members shall not receive any compensation for their services, except that each director is entitled to receive from GNHT reimbursement of expenses incurred by the director in the furtherance of the corporation's business. Nothing contained in this Section shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for that service.

6.07. BOD Meetings

- a. Meetings may only be called by the President of the BOD or jointly by any one-third of the BOD members.
- b. Secretary at the direction of the President shall send notice of meeting to all members two weeks in advance except in case of any emergency situation, in which case a shorter advance notice will be appropriate.
- c. Meetings will be called to order by the President or in his absence, the Vice President.
- d. Quorum is considered achieved for a Board meeting if the President or Vice President or any other designate is present along with four other members of the Board.
- e. Secretary will email the minutes of the previous meeting to all BOD members at least a week in advance of the meeting and get it approved by the Board with necessary corrections.
- f. All finalized minutes of the BOD meetings will be forwarded to the BOT members to keep them updated about the activities in the temple.
- g. There will be a minimum of six BOD meetings per year. All BOD members will be expected to attend these meetings. Three or more unauthorized absences per year by any BOD member from the regular meetings may lead to his/her automatic expulsion from the Board.
- h. A Board member may resign from the BOD at any time with a minimum of 3-week advance notice to the President.
- i. A BOD member can be removed from the Board for his/her incompatibility with the Board with a two-third majority vote of all BOD members.
- j. All BOD meetings will be open to public; however, the community members may not speak unless specifically asked by the President or in his absence, the Vice President.
- k. BOD will hold at least two general body meeting each year to keep the community informed and/or seek suggestions from the community members about the activities of the temple.

6.08. BOD Election

BOD election will be conducted by a three-member election committee comprising of BOT members and at least one non-BOT community member.

- a. BOD election will be usually conducted on the 2nd weekend of September in the election year. The election committee will inform the community of the exact date of election at least two-weeks in advance of the election.
- b. Members in good standing will have until three weeks before the election date to inform the election committee of their intention to run.
- c. Election shall be held electronically by the election committee. On-site manual voting at the temple will also be allowed. All email votes can be accessed by all three election committee members to make sure there is no oversight or error in vote counting. The election committee shall send a reply acknowledgement to the members who cast vote(s) as a proof of their vote.
- d. The name of each interested candidate to run for the BOD will be listed on the ballot table. The top eight vote recipients will be elected to the BOD. The top 5 or 4 vote recipients will be elected to the BOD based on the number of outgoing BOD members.
- e. The new BOD will take charge from January 1 of the following year.
- f. No member family can serve for more than a maximum of two consecutive terms on the BOD.

6.09. Standing Committees

Functional committees will be set up by the BOT/BOD to conduct and manage all day-to-day activities of the temple. Each Committee needs to have at least one BOD member serving on it. Any GNHT member, including any BOT member, could volunteer to serve on these committees. Each committee will be nominated for a maximum of two years and will meet as needed. The following committees will permanently exist and the BOD may create others, as needed:

- (a) Fund Raising & Membership Committee– BOD Treasurer will either chair or serve on this committee.
- (b) Religious and Pooja Committee– BOD Event Manager will either chair or serve on this committee.
- (c) Public / Social Relations Committee –
- (d) Facilities Maintenance and Planning –
- (e) Election Committee-
- (f)

6.10. Non-liability of BOD members

The BODS shall not be personally liable for the debts, liabilities or other obligations of GNHT. The directors and officers are indemnified to the fullest extent permissible under the laws of the state of Nevada.

Article VII: Membership

7.01. Membership shall be open to all regardless of race, caste, gender, or country of origin. January 1-December 31 will be considered as the Temple Financial Year.

7.02. A member's family may achieve **good standing** if it pays dues (currently \$300/year or \$6000 for life) as set by the Board. Fees and dues maybe prorated to reflect a member joining near the end or middle of the fiscal year of GNHT.

7.03. The member families will receive significant discount in the poojas they conduct in the temple or at their home with the help of the GNHT priest.

7.04. Each member family shall be entitled to one vote. However, extended families, e.g., parents with adult children, may have more than one membership provided that they pay the required fees and dues for each membership.

7.05. Only members in good standing will be allowed to vote or run for election of the Board of Directors.

7.06 Article VII of the Bylaws may not be modified or repealed unless the following procedures are followed

- a) The Amendment must be submitted to both BOT and BOD.
- b) Once the amendment has been passed by both Boards with a two-third affirmative vote, the amendment shall be emailed to the general membership.
- c) Fifteen days after the said amendment has been emailed to the general membership a vote shall be held electronically.
- d) If 75% of the participating members votes in the affirmative, the aforementioned amendment shall pass and must be adopted by the GNHT.

7.06. Major long-term decisions for the GNHT organization and/or the temple may be initiated by the BOT and/or BOD; however, such initiatives need to be approved by at least 51% of the all members in good standing to be adopted.

Article VIII: Dissolution

The GNHT is organized exclusively for religious, cultural, charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as an exempt organization, described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

8.01. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article IX: Liability

9.01. No member of the Board and/or committee shall be personally liable, as such, for monetary damages for any action taken unless:

- a. the member has breached or failed to perform the duties of office in good faith, in a manner reasonably believed to be in the best interest of the corporation, and with such care,

including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and

- b. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

9.02. This provision cannot by law release a member from liability under criminal laws or for proper payment of taxes.

Article X: Activities

10.01. Any member in good standing may use the GNHT facilities to organize activities or festivities with prior permission of the EC.

10.02. Members may be asked to pay entrance fees to activities or festivities, but no more than the amount paid by other people invited by the organizing member of said activities or festivities.

Article XI: Miscellaneous

11.01. **Conflicts of Interest**--Whenever a Director, or Trustee has a financial or personal interest in any matter coming before the Boards, both boards shall ensure that:

- a) The interest of such director or trustee is fully disclosed to the BOT/BOD.
- b) No interested director, or trustee may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
- c) Any transaction in which a director, or trustee has a financial or personal interest shall be duly approved by the remaining members of the BOD/BOT not connected to the said transaction to ensure the best interests of the organization.

11.02. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval

11.03. **Spending of Funds**--The Board of Directors shall not spend monies for the furtherance of any political campaign. This includes for candidates or donating money to political parties.

11.04. **Severance**---If any court or administrative body of competent jurisdiction finds any section of these Bylaws to be invalid, unenforceable or illegal, the other provisions of these Bylaws shall remain in force. If any invalid, unenforceable or illegal section of the Bylaws would be made valid, enforceable or legal by deleting some part, the Bylaws shall apply with whatever modification is necessary to make it valid, enforceable and legal.