



Hindu Temple and Cultural Society of USA, Inc (HTCS)

(A non-profit, tax-exempt organization)

Sri Venkateswara Temple (Balaji Mandir) and Community Center

One Balaji Temple Drive
Bridgewater, New Jersey 08807, USA

By-laws

AMENDED AND RESTATED February 16, 2020

Om Saha naavavatu,
Saha nau Bhunaktu,
Saha veeryam karavaavahai,
Tejasvinaavadheetamastu,
Maa vidvishaavahai,
Om Shaanthy Shaanthy Shaanthy !

Om, May the Lord protect us,
May he cause us to enjoy,
May we exert together,
May our studies be thorough and faithful,
May we never quarrel with each other,
Om Peace Peace Peace !



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By-law I

RULES

- 1.01 The latest edition of Robert's Rules of Order shall be the authority on all questions of procedure not specifically stipulated in the Certificate of Incorporation and these By-laws.

By-law II

GENERAL

- 2.01 The title of the Corporation is Hindu Temple and Cultural Society of USA, Inc. (Hereinafter referred to as "HTCS" or "Corporation" or "Temple" which operates Sri Venkateswara Temple (Balaji Mandir) & Community Center with the corporate address as 1 Balaji Temple Drive, Bridgewater, NJ 08807.
- 2.02 In these By-laws, wherever "he", "his", and "him" occur, they also stand for "she" and "her". Further, "man" includes "woman".
- (a) The term "Temple Property" or "Temple Facilities", wherever it is referred to in the document means all possessions and acquisitions of the Corporation including intangible and online assets.
- 2.03 The corporation shall have the following operational groups:
- (a) Members
- (b) Board of Trustees (hereinafter referred to as "the Board")
- (c) Committees

By-law III

MEMBERSHIP

- 3.01 Any person who subscribes to the Hindu religion, culture, traditions and other objectives set forth in the Certificate of Incorporation is eligible to become a member of the HTCS in any one of the Life, Patron, Grand Patron & Benefactor member categories described in 3.02 below. In addition, the eligible person
- (a) must be at least 18 years old,



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- (b) shall duly complete a prescribed membership application form for formal approval by the membership committee and the Board of Trustees, without discrimination towards any person who complies with all the membership requirements,
- (c) must be a citizen or a legal resident of the USA (must submit proof of residence or valid drivers license & legal status on request),
- (d) pay the prescribed membership dues. Membership dues may be changed per Article VIII of the Certificate of Incorporation. Any such change in dues shall become effective 60 days from the date of passage of the resolution adopting such changes in dues. The membership term shall be based on a calendar year (January 1 - December 31),
- (e) Third party payments for membership dues are not allowed except for family members. Family members consist of wife, husband, parents, children, grand children, brothers, sisters, sons-in-law and daughters-in-law,
- (f) HTCS reserves the right to stop or suspend accepting memberships at the discretion of the Board of Trustees if such decision is in the best interests of the Corporation. A resolution to this effect must be approved by at least two thirds vote of the full Board of Trustees and also must be approved by the general membership in each category of membership by a simple majority of the votes cast. The quorum required for this approval is one third of the membership in each category,
- (g) Persons who elect to pay their membership dues in installments as allowed in Section 3.02.4 will be approved as members only after completion of payment of their dues.
- (h) Corporations, LLC's, trusts, professional associations and any other organizations are not eligible to be members in Life, Patron, Grand Patron or Benefactor membership categories as of December 22nd, 2013.

Categories of Members

3.02 There shall be three categories of Membership:

- (a) Associate Member
- (b) Life Member
- (c) Patron Member (including Grand Patron Member and Benefactor Member)

3.02.1 Associate Member

Any person, couple (wife & husband), corporations, LLCs, trusts, professional associations or any other organization may become an **Associate Member** by paying a minimum of \$1,000.00. An Associate Member will have no vote in the elections of HTCS. Associate membership can not be changed or upgraded to any other category of membership. Associate Members shall be recognized in the recognition board maintained by HTCS.

3.02.2 Life Member



Any person or couple (wife & husband) who pays \$1,000.00 towards Life membership may become a **Life Member** of HTCS. A Life Member shall have two votes. In case of death of a spouse the surviving spouse shall retain one vote. In case of separation or divorce between the couple, each of the individual shall retain one separate vote.

3.02.3 Patron Member

- (a) Any person or couple (wife & husband) who pays \$5,000 towards Patron membership may become a **Patron Member** of HTCS. A Patron Member shall have two votes. In case of death of a spouse, the surviving spouse shall retain one vote. In case of separation or divorce between the couple, each of the individuals shall retain one separate vote.
- (b) Any person or couple (wife & husband) who pays \$10,000.00 towards Grand Patron membership may become a **Grand Patron Member** of HTCS. A Grand Patron Member shall have two votes. In case of death of a spouse, the surviving spouse shall retain one vote. In case of separation or divorce between the couple, each of the individuals shall retain one separate vote.
- (c) Any person or couple (wife & husband) who pays \$50,000.00 towards Benefactor membership may become a **Benefactor Member** of HTCS. A Benefactor Member shall have two votes. In case of death of a spouse, the surviving spouse shall retain one vote. In case of separation or divorce between the couple, each of the individuals shall retain one separate vote.

3.02.4 Payment of Membership Dues

- (a) Membership dues can be paid in lumpsum or in easy installments.
- (b) Membership dues for Associate Membership can be paid within no later than one (1) year after submitting the completed Membership Form.
- (c) Membership dues for Life or Patron Membership can be paid within no later than three (3) years after submitting the completed Membership Form.
- (d) Membership dues for Grand Patron Membership can be paid within no later than four (4) years after submitting the completed Membership Form.
- (e) Membership dues for Benefactor Membership can be paid within no later than five (5) years after submitting the completed Membership Form.

Membership Review and Restrictions

- 3.03 All membership applications shall be reviewed by the Membership Committee and approved by the Board of Trustees without discrimination towards any person who complies with all the membership requirements.



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- 3.03.1 The record date of membership to be eligible to vote shall be June 30 of the year. It is the responsibility of members to notify the Secretary of the Corporation about change of addresses.
- 3.03.2 Annual certified alphabetical list of the members in each category shall be published by the Secretary and the Treasurer of the Board of Trustees by August 1st of each year.
- 3.04 New Members are not allowed to have more than one membership at any time. Wife and husband (Couple) can become separate members individually but they will be recognized as individual members in the recognition board. A member couple (husband & wife) are not allowed to become separate members in other categories. Old Members who were already enrolled in different categories can continue their memberships but will not be allowed to become new members in a different category.
- 3.05 All current single members & member couples (wife & husband) and persons who pledged to become members in each membership category will be allowed to have the same membership & voting privileges as the new members if the dues are paid as of the effective date of these changes to the By-laws.

Eligibility to Upgrade Membership

- 3.06 Members of a category shall be eligible to upgrade their membership by (a) paying additional dues, and (b) completing a prescribed application form, both required to be eligible to become members in the newer category. If such requirements are met by June 30th of the year, they are eligible to vote in the newer category in that year.

Eligibility to Vote

- 3.07 Eligible members who paid the pledged amounts fully by June 30th of a year shall be full members in good standing for voting purposes in that year. Eligible members of a category who have paid the pledged amounts partially shall not be considered as the voting members in that category until they completely pay the pledged amounts, within the stipulated time. Such members shall be eligible to vote in another membership category, which qualifies them to vote in that category based on the amount of dues paid.
- 3.07.1 In order to be eligible to receive a ballot to vote, each member must register with HTCS. Every member who registers will be sent a ballot at the member's registered address. If a member fails to vote once in an election, a ballot for the next election will be sent to his registered address. If there is a failure to vote in a second consecutive election, the member will be sent a registration card with the request to register again for the next election either online or by mail or in person. If the member fails to register at this time, no further ballots will be sent until such time as the member does register again.
- 3.08 Each member, registered individually or as a couple (wife & husband) in the Life Member and/or Patron Member categories, shall have no more than a total of two votes. In case a couple registers



as separate members in the aforementioned categories, the maximum number of votes per couple shall be no more than four.

3.09 An Associate Member shall have no vote.

Eligibility to Contest / be Coopted

3.10 To be elected or coopted as provided herein, an otherwise eligible individual

(a) must be a fully paid member of HTCS and must complete two years of membership by June 30th of the election year, and

(b) must attend 50% of the meetings of the Board before the last date of Nominations for reelection to the Board of trustees. For those trustees, whose names being proposed to be coopted in a duly convened board meeting, must attend 50% of the Board meetings in his/her entire immediate prior term before the Board meeting for the cooption process.

3.11 Members who are volunteers, major financial supporters, chairpersons who have made contributions in time and effort may be given preference in cooption of the trustees.

3.12 Trustees who have served two consecutive terms of 6 years are not eligible to contest / be coopted for another 6 years. They are eligible to contest/ be coopted for another term of 6 years after a gap of 6 years from the previous trustee term and continue to do so if they so desire as long as they skip one 6 year period after each term of six years. Trustees who are serving on the Board of Trustees at the time of the passage of these By-laws are eligible to contest/ be coopted for two consecutive terms of six years after completion of their present term. They are also eligible to contest/ be coopted for an alternate terms of 6 years after skipping a period of 6 years in between the terms.

3.12.1 Any trustee elected/coopted for the term elected/coopted to, is deemed to have completed his/her term of office, even if he/she serves any part of the term, the individual was elected/coopted to. The word “term” is the time period, the trustee was elected for the period of time specified, with reference to implementation of eligibility to contest/be coopted in the HTCS trustees election/cooption process.

3.13 The election committee shall present qualified Members to be elected as trustees to the Membership for an election considering all the eligibility criteria as per these By-laws.

By-law IV

BOARD OF TRUSTEES

4.01 The affairs of the Corporation shall be managed by the Board of Trustees, which shall be the policy making body of the Corporation and the distinguished body of spokespersons of the Temple and Community Center facilities. The Board may initiate all appropriate activities such as fundraising and planning for the expansion of the Temple and Community Center facilities.



- 4.02 All Trustees shall be members in good standing of HTCS on the day of nomination, and election, and during the tenure of the Trustees.

Election of Trustees

- 4.03 The maximum number of voting Trustees shall be 25, who shall be elected or coopted as follows by a simple plurality of the votes cast either through the mail ballot and/or in a duly convened assembly of the members and meeting of the Board of Trustees with a duly executed written proxy voting permitted. Nominations and/or Elections Committee, in consultation with the Board, shall determine the number of Trustees to be coopted and elected while maintaining the proportion of 8:8:8: in the following categories.

- 4.03.1 In the first election, prescribed number of Trustees as detailed below shall be elected in the following categories. After the first election, 3 Trustees from each category shall retire after 2 years and also 4 years and term of the remaining two Trustees shall expire after 6 years as determined voluntarily or by lottery after 2 years. Every two years from then on, up to the maximum number of vacant Trusteeships in each category, as determined by the Nominations/Elections Committee in consultation with the Board, may be filled by election/co-option for 6 year terms in that category subject to the above described procedure and restrictions:

- (1) Up to 8 Trustees shall be co-opted from the different categories of Patrons, and Life Members. Of the 8 Trustees, 5 Trustees shall be co-opted from the group of Patrons and 3 Trustees shall be co-opted from the group of Life Members by the sitting Board of the Trustees, that exists before the election, in a duly convened meeting immediately after the election.
- (2) Up to 8 Trustees shall be elected from the category of Patrons by the Patrons.
- (3) Up to 8 Trustees shall be elected from the category of Life Members by the Life members.

- 4.03.2 One Trustee shall be elected for a term of 2 years by members in the Life Members category who did not completely pay their pledged amounts by June 30, 1992, from the members of the same category. After the expiration of the 2 year term, one Trustee shall be co-opted from the members of the corporation by the newly elected Board of Trustees for six years term.

- 4.03.3 The Trustees, whose terms expire, shall be eligible for reelection subject to the conditions in section 4.02 of this By-law.

- 4.03.4 The elected Trustees shall serve until their successors are elected and qualified, or until their inability to serve due to whatever reason.

- 4.04 This By-law IV and sections of the By-laws that affect the By-law IV shall not be altered, amended, or repealed without the two-thirds majority vote in each category of members, conducted in mail or in a duly convened assembly of the members with duly executed proxy voting permitted.



By-law V

MEETINGS OF THE BOARD

Biennial Meeting

- 5.01 A biennial meeting of the board shall be held as stipulated in 8.02. At each biennial meeting, newly elected trustees shall be administered an oath of office by the chairperson of the Nominations/Election Committee or the chairman of the board. At each biennial meeting, the Board shall elect Officers of the Board. The Chairpersons of the Committees shall be elected in the subsequent board meetings to serve a two-year term. The Officers whose terms expire are eligible for reelection, subject to term limits stipulated in 8.02.2

Regular Meetings

- 5.02 The Board shall endeavor to conduct one meeting each month, but conduct not less than six meetings in a year. The Board may hold special meetings called by the Chairman of the Board or requested by at least 30% of the total membership of the Board.

Notice

- 5.03 Notice of any meeting of the Board shall be mailed at least ten days previously thereto, to each Trustee at his address as shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of the meetings of the Board can also be given by e-mail at least seven calendar days before the meeting.
- 5.04 Whenever a written notice is required to be given by law, the Certificate of Incorporation or by these By-laws, a waiver thereof is deemed the equivalent of the giving of such notice. The business to be transacted shall be specified in the waiver of notice of such meeting. Attendance of a person at a meeting constitutes a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Emergency Meetings of the Board

5.05 *Emergency Meetings of the Board*

- While the customary notice, proxy and quorum requirements apply to Regular and Special Meetings, for Emergency Meetings, these requirements won't apply.
- On matters of demonstrably serious and time-sensitive nature, and in circumstances that could not have been reasonably foreseen that have to do with the safety and security of



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employees, patrons and volunteers or with the reputation of the organization, the Chairman of the Board may call an Emergency Meeting of the Board.

- The Chairman will endeavor to give a 24-hour notice of an Emergency Meeting to all the trustees, but in the case of a demonstrably acute emergency, this notice requirement may be suspended.
- One thirds of the existing board shall constitute a quorum for an Emergency Meeting, whether they attend in person or via. any form of electronic communication that can be established under the circumstances.
- Once a quorum is present, emergency action can be approved by a majority of the trustees present.
- No other agenda item except for a matter of demonstrably serious and time-sensitive nature may be considered in an Emergency Meeting.
- Any matter that has been discussed in an Emergency Meeting and the circumstances under which the Emergency Meeting has been called shall be presented in the next immediate Regular board meeting for discussion and permanent action by the board.

Action by Consent

- 5.06 Any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent in writing setting forth the action so taken is signed by all the Trustees and filed with the Secretary of the Board.

Power of Attorney for Regular Meetings of the Board

- 5.07 Power of attorney may only be issued to another Board member. All powers of attorney letters from Trustees for Board meetings shall be given in writing personally or by mail with duly signed signature to the Secretary or the Chairman. Power of attorney can also be given by e-mail provided a duly signed letter is submitted within 30 days or before the minutes of the board meetings are approved. A trustee is not permitted to give power of attorney for more than two consecutive, duly convened, meetings at a time and no more than 3 (Three) proxies per calendar year. Any trustee is allowed to carry only one power of attorney letter from another trustee for a duly convened meeting within the limits specified above.

By-law VI

QUORUM

Board Meeting

- 6.01 The physical presence of a majority of the existing Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Trustees are present at the said meeting, a majority of the Trustees present may adjourn the meeting to another time and/or place.



- 6.02 Proxies are not considered for establishing quorum of a Board meeting. Quorum, as defined as the physical presence of a majority members of the existing Board in the meeting, is required for a Board meeting to be considered duly convened and for any and all actions taken by a Board in such a duly convened Board meeting.

Elections and Meetings of Members

- 6.03 One-third of the membership in each category shall constitute a quorum for transaction of business, including elections, in any general assembly of members, and for conducting elections in mail.

By-law VII

ADDITIONAL ACTIONS AND RESPONSIBILITIES OF THE BOARD

Vacancies

- 7.01 Vacancies among the Trustees may be filled by an election held with a majority vote of the remaining members of the Board from the membership of the Corporation and each person so elected shall serve for the balance of the unexpired term of the vacant Trusteeship. A Trustee may resign at any time by giving written notice of his resignation to the Board of Trustees.

Removal

- 7.02 A Trustee may be removed from office for cause by a majority vote of two-thirds of the members of the Board of Trustees. Cause for removal from the Board or from the Committees includes, but is not limited to, persistently failing to attend at least fifty percent of the regular meetings of the Board, or any of its Committees of which the Trustee proposed for removal is a member respectively, and engaging in conduct which may be deemed, in the judgement of the Board, detrimental to the welfare of the corporation. Additionally the Board of Trustees, by a majority vote of two-thirds of its members, may remove an Officer of the Corporation for persistently failing to dispense the primary responsibilities of the office. A Trustee or an Officer may be removed only after being sent a thirty days' written notice and given an opportunity to be heard by the Board and the Advisory, Appelas and Review Committee.

Compensation

- 7.03 Trustees are not entitled to compensation from the Corporation for their services as Trustees. A Trustee may serve the corporation as an Officer, or in any other capacity, and receive



compensation therefor if a majority of the remaining Trustees agree that, in their judgement, such service for that Trustee is unlikely to create a conflict of interest prejudicial to the Corporation.

Ad hoc Committees

7.04 The Board may, from time to time, by resolution adopted by a majority of the Trustees designate one or more committees (in addition to the committees required by these By-laws), each such committee to consist of members and non-members, as the Board may designate. Any such committee, to the extent provided in the resolution creating it, shall present recommendations to the Board. Any committee shall be at all times subject to the supervision of the Board.

Manner of Acting

7.05 The act of the majority of the total number of Trustees physically present, and valid proxies, at a duly convened meeting at which quorum is present, shall be the act of the Board unless the act of a greater number is required by statute, these By-laws, or the Articles of Incorporation.

Oversight of Committees

7.06 The Officers of the Corporation shall review the performance of each Committee at periodic intervals, but not exceeding at least once every three months. This review shall include measuring the performance of a Committee based on previously established goals, assessing the rigor and the quality of functioning of a Committee, including inspecting documentation and filing procedures, and establishing goals and performance standards for the future. The Secretary shall submit a report on committee reviews to the Board in the board meeting immediately following reviews. The Board of Trustees shall put on notice members of a non-performing or under-performing Committee and may remove from a Committee, by a vote by simple majority, those members who have been non-performing or under-performing.

By-law VIII

OFFICERS OF THE BOARD

8.01 Officers of the Corporation shall be a Chairman, one or more Vice-Chairmen (the number thereof to be determined by the Board), a Treasurer, a Secretary, a Joint Treasurer and a Joint secretary or other officers as may be elected by the Board. Officers whose authority and duties are not prescribed by these By-laws shall have the authority to perform the duties prescribed from time to time by the Board. Officers are not allowed to hold more than one office at one time.

Election and Term of Office

8.02 The officers of the corporation shall be the members of the board and shall be elected biennially by the board of trustees at the regular biennial meeting of the board of trustees to be held on or before the 2nd Sunday of January following the election year.



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- 8.02.1 Vacancies may be filled or new offices created and filled at any meeting of the board. Each officer shall hold office until his successor shall have been duly elected and assumes office, or shall have been removed in the manner herein after provided. Election of an officer shall not of itself create contract rights.
- 8.02.2 Officers of the corporation can serve a maximum of 2 terms of 2 years each in any one position as of January 1st 2011. If an officer fills in a vacant position for more than one year, it would be deemed as one term.
- 8.02.3 Officers of the Board and committee chair persons must transfer all records, information, keys including electronic data and Admin passwords to the newly elected officers and Committee chairpersons immediately or within 10 days of the election of new officers and chairpersons.

Removal

- 8.03 An Officer elected by the Board may be removed by two-thirds majority of the Board of Trustees whenever, in its judgement, the best interests of the Corporation will be served.

Resignation

- 8.04 An Officer may resign at any time by giving written notice to the Board. A resignation is effective on the date of receipt of the notice or any later time specified therein and, unless otherwise specified therein, no formal acceptance of the resignation is necessary.

Chairman

- 8.05 The Chairman shall be the principal Executive Officer of the Corporation. Subject to the direction of the Board, he shall be in charge of the business and affairs of the Corporation. He shall preside at all meetings of the Board; shall, ex-officio, be a member of the Advisory /Appeals & Review Committee and shall be responsible for public relations for the corporation; shall present the report of the Board of Trustees at the biennial assembly of the corporate members. He shall see that the resolutions and directives of the Board are carried, except in those instances in which that responsibility is assigned to some other person by the Board; and, in general, he shall discharge all duties incident to the office of the Chairman and such other duties as may be prescribed by the Board except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board or these Bylaws. He may execute for the corporation any contract, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, and he may accomplish such execution under the seal of the Corporation and with the Secretary and any other Officer thereunto authorized by the Board according to the requirements of the form of the instrument. He may vote all securities which the Corporation is entitled to vote except as, and to the extent, such authority is vested in a different Officer or agent of the Corporation by the Board.

Vice-Chairman



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- 8.06 The Vice-Chairman (or in the event there be more than one Vice-Chairman, each of the Vice-Chairmen) shall assist the Chairman in the discharge of his duties as the Chairman may direct or shall perform such other duties as the Chairman may direct or as, from time to time, may be assigned to him by the Chairman of the Board. In the absence of the Chairman or in the event of his inability or refusal to act, the Vice-Chairman (or in the event there be more than one Vice-Chairmen, in the alphabetical order of their last names, each serving a period of 4 months starting from January 1) shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chairman. Except in those instances in which the authority to execute is expressly delegated to another Officer or prescribed by the Board or these Bylaws, the Vice-Chairman (or in the order mentioned above if there is more than one) may execute for the Corporation any contract, deeds, mortgages, bonds or other instruments which the Board has authorized to be executed, and he may accomplish such execution either under or without the Seal of the Corporation and either individually or with the Secretary, or any other Officer thereunto authorized by the Board, according to the requirements of the form of the instrument.

Treasurer

- 8.07 The Treasurer shall be the principal accounting and financial Officer of the Corporation. He shall: (a) acquire the required knowledge of general accounting principles to enable him to have charge of and be responsible for the maintenance of adequate books of account for the Corporation, as recommended by the Audit Committee; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefor, and for the receipt and disbursement thereof; (c) have charge and custody of all gold, silver articles and jewelry of the Temple, and be responsible therefor, and for the receipt and valuation thereof; (d) perform all the duties incident to the Office of the Treasurer and such other duties as from time to time may be assigned to him by the Chairman or by the Board; and (e) maintain filing of all accounts in conformance with acceptable filing standards. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such survey or sureties as the Board shall determine. He shall issue audited income and expense statements and balance sheets for distribution to the members on an annual basis. He shall produce all records necessary for internal audit by the Audit Committee quarterly, or more frequently if necessary. He shall be responsible for filing the annual income tax returns in time to the Internal Revenue Service to maintain the tax exempt status for the Corporation. He shall also submit annually all necessary documents to all other governmental agencies to maintain the non-profit status and the tax exempt status. He shall get all the records audited and surrender the same at the time of leaving office. He shall cooperate with the Secretary to publish the annual certified alphabetical list of members by category of the Corporation by August 1st. He shall set up and implement a regular procedure, in consultation with the Audit Committee, for counting and recording the Hundi and Aarti offerings. He shall review and maintain on file copies of all contracts, scopes of work and terms of payments under which payments are to be made to vendors for services rendered. If the Treasurer is absent, the Joint Treasurer will assume the responsibilities of the Treasurer.

Secretary

- 8.08 The Secretary shall record the minutes of the meetings of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the Law; be the custodian of the Corporate records and of the Seal



of the Corporation; keep a register of the post-office address of each Trustee which shall be furnished to the Secretary by each Trustee; shall perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the Chairman of the Board. He shall cooperate with the Treasurer to publish the annual certified alphabetical list of members by category of the Corporation by August 1. He shall make this list available, when necessary, to the Amendments Committee, Nominations/Elections Committee, and the Membership Committee for use only in official communications. The Secretary shall distribute the approved minutes of Board meetings to all trustees and committee chairpersons following each board meeting and is responsible for collecting and filing monthly reports submitted by each of the committees. The secretary shall submit the minutes of the officers meeting to the board in the next board meeting. If the Secretary is absent the Joint Secretary will assume responsibilities of the Secretary.

By-law IX

DELETED IN ITS ENTIRETY AND IS REPLACED BY NOTHING

By-law X

COMMITTEES

Designation of Committees

- 10.01 The Board may create and designate such Committees as it may deem necessary, from time to time, to conduct the affairs of the Corporation, in such instances, such designations shall be by resolutions specifically designating the authority of each Committee. The designation of such Committees and the delegation thereto of authority shall not operate to relieve the Board of any responsibility imposed by these By-laws and the Certificate of Incorporation. While the Board shall have the power to create additional Committees, the following Committees are hereby created and may only be eliminated by a change in these By-laws.
- 10.02 Each trustee is expected to be a member of and actively participate in the functioning of one or more Committees.
- 10.03 A Committee, for operational reasons and with the approval of the Board, may designate Sub-committees. Each Sub-committee so designated shall be bound by the same guidelines as they apply to any other Committee, except that the chairperson of a Sub-committee shall report to the chairperson of the Committee that the Sub-committee is constituted under.

General Responsibilities of Each Committee

- 10.04 Members of all Committees shall be members in good standing of the Corporation. Any exceptions to the membership requirement shall be decided by the Board on a case-by-case basis.



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- 10.04.1 Each Committee shall have at least three members. The Committee functions may be modified by the Board of Trustees.
- 10.04.2 The chairpersons and vice-chairpersons of all Committees except the Credit Policy Committee shall be recommended by the Chairman of the Board for approval by the Board of Trustees. Chairpersons and vice-chairpersons, upon approval by the Board shall be administered an oath of office. The Committees shall report to the Chairman of the Board of Trustees before decisions are implemented unless it is prohibited statutorily, or otherwise provided for in these By-laws or in the Certificate of Incorporation.
- 10.04.3 All Committee chairpersons shall submit periodic reports to the Chairman of the Board and the Board of Trustees, unless prohibited by the statutes.
- 10.04.4 Subject to the approval of the Board, all members of Committees shall be nominated by chairpersons from the list of members maintained by the Corporation with the exception of Audit & Election Committees. Each Member of the Board of Trustees shall serve as a member of at least one Committee. One or two additional non-members may be added to the Committee other than the minimum number of members required, provided such non-member possesses special qualification and/or expertise needed for that Committee. Audit & Election Committee chairpersons & members can either be members or non members of HTCS subject to the approval of the Board.
- 10.04.5 All Committee chairpersons shall submit monthly reports and written quarterly reports to the Secretary and the Chairman of the Board. Chairpersons of the Committees shall maintain the minutes of the Committee meetings. The Secretary shall, in turn, submit all the reports of various Committees to the Board.
- 10.04.6 The fiscal year of the Committee will correspond to the calendar year. All chairpersons of various committees shall submit their respective budgets to the Board by a certain date specified by the Chairman of the Board. All Committee budgets shall be approved by the Board.
- 10.04.7 All Committees are required to maintain accurate records of their income and expenses and submit a written report of the same on a monthly basis, to the Treasurer, to fulfill audit requirements.
- 10.04.8 All expenses of the Committees shall be subject to the following:
- (a) The Committee chairperson can expense upto \$300.00/ event.
 - (b) All expenses in excess of \$300 and up to \$2000 per activity will require prior approval of either the Treasurer or the Chairman.
 - (c) All expenses in excess of \$2000 and up to \$10,000 per activity, shall require the approval of both the Treasurer and the Chairman of the Board.



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- (d) All expenses above \$10,000 per activity shall require prior approval of the Board.

Emergency Spending Authorization

- (e) In case of plumbing, electrical, safety, fire & burglar alarm emergencies, a sum not exceeding \$10,000 can be authorized by the Chairman or Treasurer or any other officer in charge of the Chairman & the Treasurer during their absence. No more than \$20,000 may be spent in between two consecutive meetings of the Board by the Treasurer and the Chairman of the Board for all activities. All such expenditure must be presented to the Board in the following meeting.

- 10.04.9 At least two quotations shall be obtained per purchase of materials or services for \$10,000 or more from the list of vendors maintained and approved by the Board. For contracts or services valued at \$100,000 or more, three quotations must be obtained. If required quotations are not able to be obtained, the Board can exempt the minimum requirement for specialized work or services.
- 10.04.10 No chairperson or vice-chairperson of a Committee shall enter into any contracts, agreements or other instruments whether written or oral with any other individual or organization on behalf of the Corporation at any time.
- 10.04.11 Each Committee shall maintain proper filing of all activities and transactions conducted under its auspices. Committees must observe acceptable filing standards and procedures by having a clearly labeled folder and binder structure. Filing must include electronic communications and should be done in a manner which gives the Board of Trustees, who is authorized and entrusted with the periodic review of the performance of each Committee, a complete picture of the activities of such Committee. All committee reports and other important documents shall be handed to the secretary / joint-secretary on a monthly basis for safekeeping.
- 10.04.12 All members of HTCS committees, must attend 50% of the meetings during the term of his/her assignment. Then only HTCS Board will consider the individuals qualification of serving in the assigned committee. If any individual committee member fails to meet the attendance requirement stated above, then he or she is not qualified to serve in the same committee after the current term expires.

The chairperson of the committee shall keep record of the signed attendance record, and submit annually to the secretary of the Board.

All HTCS committees except amendments committee and nominations and elections committee must meet at a minimum of once in a quarter in a calendar year.

Only those committee members approved by the Board of Trustees can participate in committee meetings, with the following exceptions:

- The chairman of the Board or acting chairman in the absence of the chairman can attend any committee meeting.



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- The committee chair may invite people either in person or by teleconference, with qualifications/expertise/vendor to the meetings to get more understanding of the topic of the discussion.

A notice of 5 days is required for calling any committee meeting. However, this notice requirement will not apply if the committee chair decides the matter is urgent.

The effective date for the above bylaw is for the HTCS committees starting from the year 2021.

Committees

10.05 **Advisory/Appeals & Review Committee**

10.05.1 The Advisory/Appeals & Review Committee shall consist of:

- (a) Minimum of seven (7) and a maximum of eleven (11) members experienced in Temple activities and having experience in the management of similar non-profit organizations, nominated for two (2) year terms by the Board of Trustees from the members of the Corporation, and
- (b) the Chairman of the Board of Trustees as an ex-officio member, unless his presence hinders due appeals and review process, as determined by the Committee in special situations.
- (c) Trustees from the current Board are not eligible to be members of the Committee except for the Chairman of the Board of Trustees.

10.05.2 The Advisory/Appeals & Review Committee shall have the following functions, among others, that may, from time to time fall within its area, with the approval of the Board:

- (a) Act as Appeal and Review Committee on all matters, especially as defined in New Jersey statutes 15A: 3-4; 5-23; 6-6; 14-18.
- (b) Interpret the Certificate of Incorporation and By-laws in all related disputes, or refer to the Amendments Committee for recommendation.
- (c) Advise the Board of Trustees and provide guidance on long range planning and activities of HTCS.
- (d) Attempt to resolve disputes and complaints from Trustees, members and non-members.
- (e) Hold at least four (4) meetings in a calendar year.

10.06 **Amendments Committee**

10.06.1 The Amendments Committee shall consist of no more than five members.



- (e) Prequalify designers, contractors and vendors.
- (f) Obtain price proposals for all services, as required by the By-laws, with clearly defined scopes of work.
- (g) Review prepared contracts to ensure that the interests of the Temple are safeguarded at all times.
- (h) Have all contracts reviewed by the Board of Trustees and participate in review sessions with Officers and members of Finance, Planning and Budget Committee.
- (i) Prepare and maintain construction schedules, schedules of values, billing templates and other documents customary and necessary for effective management and oversight of projects.
- (j) Provide control and oversight for all projects.
- (k) Maintain proper filing for all projects.
- (l) Prepare and present to the Board of Trustees, Finance, Planning and Budget Committee and major patrons of the Temple, conceptual plans, feasibility studies, progress reports and other visual and documentary aids, as necessary.

10.09 Credit Policy Committee

- 10.09.1 In view of the initial member-creditors' interest in the financial discipline of HTCS and in consideration of their need to have their loans to be paid on time by the Corporation and to raise additional funds in the future as needed, a Credit Policy Committee shall be established so as to ensure that the revenues and expenses of the Corporation are budgeted and monitored on a quarterly basis or more frequently if necessary and that the surplus cash flows generated by the Corporation are sufficient to meet the repayment of the total loan (with interest). Members of the Credit Policy Committee shall consist of:
- (a) all individual creditors who are also members of htcs, inc., who have directly loaned minimum of \$25,000 to HTCS.
 - (b) any one member, any corporation of creditors or group of creditors who has loaned a minimum of \$25,000 to HTCS, provided that the representative of the creditors is also a member of the HTCS. After the selection of the first representative the composition of the group of creditors shall not be changed.
- 10.09.2 A Credit Policy Committee member shall have one vote for each \$25,000 loan.
- 10.09.3 The Chairperson and Treasurer of the Board of Trustees as ex-officio members, Chairperson of the Credit Policy Committee shall be elected by the members of the Credit Policy Committee for a term of one year.



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- 10.09.4 In case a trustee or group of trustees qualify and opt to be a member or members of the Credit Policy Committee also, such trustee(s) shall be designated as Guarantor Trustee(s)" for total obligation of the loans, to avoid conflict of interest arising out of a trustee being a creditor also. The spouse of a trustee may be a member of this committee if such spouse is a creditor on his/her own right.
- 10.09.5 The term of a Credit Policy Committee member shall be the term of the loan of that member. This section of this By-law shall not be altered, amended or repealed without 2/3 majority vote in each category of members, conducted by mail or in a duly convened assembly of the members with duly executed proxy voting permitted.
- 10.09.6 The Credit Policy Committee shall have the following functions:
- (a) to meet on a quarterly basis (or as and when required) to evaluate the financial performance of HTCS in the current quarter and to recommend to the Board of Trustees a budget for the following quarter. The approval of the budget process will include, among other things, an evaluation of the quarterly surplus of revenues over expenditure to ensure payment of principal and interest on existing loans due to the creditors and any proposed loan due to any future creditors and/or bank(s).
 - (b) to evaluate the various bids for construction of the Temple and other projects as recommended by the Construction Committee and to submit the selected bid to the Board of Trustees for approval.
 - (c) to approve project disbursements separately, which may be handled by any two of the Credit Policy Committee members jointly.
 - (d) to approve on an overall basis other disbursements of the Corporation which exceed \$2,500 per activity; expenses in ordinary course of the Corporation's business such as utilities, maintenance, honorarium, etc. need not be monitored.
 - (e) to explore all avenues of revenues for the Corporation in order that the borrowings are kept to the minimum.
 - (f) to determine the feasibility of any other intermediate project which comes up for a consideration provided that such project is self-financing and, in the opinion of the Credit Policy Committee, would not impair the credit service ability of the Corporation; subject to meeting these criteria, to submit the proposal of the intermediate project for approval of the Board of Trustees.
- 10.09.7 The Board shall have the right to borrow up to \$500,000, including any outstanding loans, without the permission of the Credit Policy Committee, provided that the existing loans are being paid without default periodically.

10.10 Finance, Planning and Budget Committee



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- 10.10.1 The Finance, Planning and Budget Committee (Budget Committee) shall consist of representative members experienced in business and finance and will have as one of its members the Treasurer of the Corporation. The function of this Committee will be to advise the Board on all financial matters of the Temple and the Community Center, priests' residences and other acquisitions of the Corporation.
- 10.10.2 The Finance, Planning and Budget Committee shall have the following functions, among others, that may from time to time fall within its area, after approval of the Board:
- (a) Receive and evaluate the construction and annual budgets submitted by various committees and recommend a master budget for consideration by the Board.
 - (b) Recommend investments to the Board for all Temple funds other than the Trust Fund monies.
 - (c) Recommend allocation of funds to all Committees based on their needs, budgets and priorities established by the Board.
 - (d) Approve monthly or quarterly and annual budgets for purchasing of all materials and articles either for usage by the Temple or for selling by the Temple.
 - (e) Set up and maintain a half-yearly systematic inventory of all mobile and immobile belongings of the Temple, Community Center, priests' residences and other acquisitions of the Corporation. This inventory shall include all gold and silver articles and jewelry in conjunction with the Treasurer.
 - (f) Shall be the custodian of all non-cash and non-check items of the Temple, Community Center, priests' residences and other acquisitions of the Corporation, except gold, silver articles and jewelry.
- 10.11 **Nominations/Election Committee**
- 10.11.1 The chairman of the Board with the approval of the Board shall appoint a Nominations/Elections Committee no later than six (6) months prior to the next biennial election conducted by mail. The Nominations/Election Committee shall consist of no more than five members in good standing of the Corporation.
- 10.11.2 The Nominations/Elections Committee shall have the following responsibilities:
- (a) Publish and implement nomination/election manual with schedule and procedures, for use in the elections as approved by the Board.
 - (b) Receive nominations for vacant Trustee positions, conduct elections by mail ballots and announce the results every two (2) years.
 - (c) Conduct elections for all the officers of the Corporation every two (2) years and for any vacant officer position at any time.



- (d) The Nomination/Election Committee shall compile and forward the list of members who did not participate in each election to the Membership Committee and to the Board.

10.12 Cultural Committee

- 10.12.1 The purpose of the Cultural Committee is to organize events to showcase and promote Indian classical art forms to help further the central religious mission of the temple. The Cultural Committee shall consist of such number of members as the Board of Trustees may designate from time to time, but in no event shall the Committee consist of fewer than three (3) members. The Board of Trustees shall designate as the Chairperson of the Committee, an individual who has an abiding interest in Indian classical art forms and in the application of those art forms as an extension of Hindu religious practices. The Chairperson, with the guidance of the Board of Trustees, shall recruit as members of the Committee, individuals with a mixture of skills, including knowledge of classical arts and who are conversant in various Indian ethnic languages.
- 10.12.2 The Cultural Committee shall have the following functions, among others that may from time to time fall within its area, in consultation with the Board.
- (a) Arrange and conduct cultural programs to complement the religious events at the temple. Develop yearly cultural calendars in coordination with the Religious committee.
 - (b) All programs with an admission fee need to be pre-approved by the Board of Trustees.
 - (c) With approval by the Board of Trustees, join other Indian organizations that have a similar focus in conducting or co-sponsoring cultural events or cultural programs by eminent artists.
 - (d) Maintain a master list of artists and music & dance schools in New Jersey and surrounding areas.
 - (e) Actively promote local and young talent. Conduct competitions in classical art forms, chanting of stotrams, Gita, etc., with the goal of recognizing and developing local talent.
 - (f) Act as cultural ambassadors of the temple in promoting and explaining the significance of Indian culture. Actively seek and participate in cultural exchanges.
 - (g) Actively contribute towards fundraising activities of the temple by spearheading the cultural programming.

10.13 Education/Library Committee

- 10.13.1 The Education/Library Committee (Education Committee) shall consist of members with credentials, experience and interest in the field of education and library affairs. The Education /Library Committee shall be responsible for organizing, planning and



instituting any educational pursuits for the Temple and Community Center, Priest's residence and other acquisitions of the Corporation. Its objective shall be furtherance of religious education and instruction among all the segments of the community, adult and children.

10.13.2 This Committee shall have the following functions among others, that may from time to time fall within its area, after approval of the Board.

- (a) Receive and evaluate suggestions for subjects to be taught and the text material to be used and arranged for class rooms.
- (b) Prepare religious materials (bhajans, preparation of translations) for publication after review by the Religious Committee.
- (c) Maintain a library for the Temple complex.
- (d) Foster art and culture.

10.14 Food Committee

10.14.1 The Food Committee shall consist of the devotees of the Temple who choose to volunteer their services for the following purposes:

- (a) Preparation of food and its distribution on special occasions by committee volunteers.
- (b) Organize volunteers to work in the cafeteria.
- (c) Prepare schedule for volunteers for food preparation.
- (d) Supervise the operation of the Temple cafeteria, hygiene, employees and maintenance.
- (e) Ensure the quality of food served in the Temple.
- (f) Maintain adequate inventory of perishable items for one week and non-perishable items for not more than two to three weeks.
- (g) Recommend personnel to be employed for the cafeteria to the Chairman of the Board and the Board of Trustees.
- (h) Submit monthly and annual budgets for the operation of the cafeteria to the Budget Committee.
- (i) Have purchases approved either by the Chairman of the Board or the Treasurer or the Budget Committee Chairperson.
- (j) Prices of food items sold in the cafeteria shall be reviewed and approved by the board of trustees.

10.15 Fundraising Committee



10.15.1 The Fundraising Committee shall have the members of the Corporation who are effective fundraisers. The Board may also coopt some of the members of the Board of Trustees to serve on this committee. Functions of this committee are:

- (a) To raise funds by soliciting contributions.
- (b) Arrange fundraising events.

10.16 Gift Shop Committee

10.16.1 The Gift Shop Committee shall have the following functions, among others, that may from time to time fall within its area, after approval by the Board:

- (a) Make available Hindu religious items such as ornaments, books and media for sale to devotees.
- (b) Take responsibility to purchase, organize and maintain inventory of articles for sale to devotees.
- (c) Organize volunteers to work in the gift shop.
- (d) Maintain a log for income and expenses and submit the report to the Board once a month, and prepare inventory of gift items to be taken at least quarterly.
- (e) Submit monthly or quarterly and annual budgets for purchases of all articles and gift items to the Budget Committee. All purchases must be approved by the Chairman or the Treasurer or the Chairperson of the Budget Committee.
- (f) Reconcile consignment inventory every ninety (90) days and ensure that payments for sold consignment articles are made as per the terms of consignment.
- (g) Maintain adequate, but only the necessary inventory for sale. The total inventory of the Gift Shop cannot exceed three to six months of the supply needed for sale and at no time shall the total inventory, including the consignment inventory, exceed the supply needed for projected six month sales.
- (h) All consignment agreements shall be signed by the Chairman of the Board after the approval by the Board.

10.17 Community Services Committee

10.17.1 The purpose of the Community Services Committee is primarily to develop outreach and service programs to benefit the communities that the temple serves. The Community Services Committee shall consist of such number of members as the Board of Trustees may designate from time to time.



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- 10.17.2 The Community Services Committee shall have a chairperson and two vice-chairpersons. The vice-chairpersons shall be responsible for the Women's Forum and Senior Citizen's Forum, respectively.
- 10.17.3 The Community Services Committee shall have the following functions, among others that may from time to time fall within its area, in consultation with the Board.
- (a) Develop and conduct diverse programs to assist individuals in the community who are socially and economically disadvantaged.
 - (b) Develop and maintain a regular schedule of community projects.
 - (c) Maintain a current contact list for all service agencies for coordinating response plans which may be organized by the temple in the event of calamities and natural disasters.
 - (d) Conduct fundraising events for humanitarian causes, with approval from the Board of Trustees.
 - (e) Conduct Women's Forum periodically. Arrange support groups to address the needs of women, children and families who live in the community.
 - (f) Establish youth counseling and parent education programs, particularly for newer entrants to the fabric of America, to enable them to cope with the cultural differences.
 - (g) Engage with senior citizens in the community not only to extend a helping hand but also to recruit their wisdom and experience in furthering the temple's mission. Conduct Senior Citizen's Forum periodically.
 - (h) Conduct events to address health-related issues such as health fairs, flu shot clinics, etc., periodically.
 - (i) Represent the temple in local community programs arranged by local groups.
 - (j) Conduct Toy & Clothing drives, Soup Kitchens, etc., to assist the needy.
 - (k) Assist priests and families of the temple to get settled upon their arrival and help the children to get adjusted to their new school system.

10.18 Facilities Management Committee

- 10.18.1 The Facilities Management Committee shall be responsible for maintaining all the facilities of the organization in good repair and to ensure that proper facilities and preparations are in place during the normal functioning of the temple as well as during special occasions. The Facilities Management Committee shall consist of such number of members as the Board of Trustees may designate from time to time, but in no event shall the Committee consist of fewer than five (5) members.



- 10.18.2 The Facilities Management Committee shall have a chairperson and two vice-chairpersons to coordinate all the activities of the committee. One of the vice-chairpersons, as designated by the Board of Trustees, shall be responsible for the Event Support Sub-committee, whose duties are as stipulated below. The other vice-chairperson shall share in all other responsibilities of the Committee and shall assume the responsibilities of the chairperson in his absence.
- 10.18.3 The Board of Trustees shall designate as the Chairperson of the Committee, an individual with experience in building trades and maintenance. The Chairperson, with the guidance of the Board of Trustees, shall recruit as members of the Committee, those individuals who possess varied skills in building trades. Facilities Management Committee shall work in close coordination with other committees that depend on facility infrastructure.
- 10.18.4 The Facilities Management Committee shall have the following functions, among others that may from time to time fall within its area, in consultation with the Board.
- (a) Prepare and recommend plans for maintenance of the Temple and other properties of the Corporation to the Board.
 - (b) Prepare maintenance budgets and submit to the Budget Committee and the Board of Trustees for approval.
 - (c) Arrange decorations, tents and signs as needed for Temple functions and activities.
 - (d) Assure maintenance and keep in good repair the Temple complex, Community Center, priests residences and other acquisitions of the Corporation, parking lot and grounds, including landscaping.
 - (e) Be responsible for cleaning, sanitation, water flow and flood control of the Temple premises, community center, priests' residences and other properties of the Temple.
 - (f) Maintain a list of vendors and contractors for repairs, including emergency repairs. Ensure the building codes of the city are followed by the contractors.
 - (g) Negotiate service and maintenance agreements with vendors and submit to the Board of Trustees for approval. Maintain filing for agreements and accepted proposals from various vendors for maintenance services rendered at the Temple.
 - (h) Prepare maintenance and preventive maintenance schedules for all buildings, grounds and equipment. Ensure that established schedules are followed and documented.
 - (i) Maintain filing for operation manuals and warranty details of all equipment installed on the Temple premises and other properties owned by the Corporation.



- (j) Train volunteers and Temple personnel to ensure that devotees of the Temple experience minimal inconveniences and that they have a pleasant experience while at the Temple.
- (k) On special holidays and functions, arrange for an orderly and smooth flow of visitors.
- (l) Arrange transportation on special occasions, if needed.
- (m) Prepare visual aids, seating charts and other necessary implements during religious holidays, other large functions and cultural events.

Event Support Sub-committee

10.18.5 The Event Support Sub-committee shall have the following functions, among others, that may from time to time fall within its area, after approval by the Board:

- (a) Setup, operate and maintain audio visual implements throughout the temple.
- (b) Have available volunteers well-versed in the operation of audio visual equipment during special events.
- (c) Build props and decorations and assist with their installation, as necessary, during the celebration of religious and cultural events.

10.19 Membership Committee

10.19.1 The Membership Committee shall have the following goals among others that may from time to time fall within its area with the approval of the Board:

- (a) Increase the membership of the Corporation.
- (b) Review all membership applications for approval by the Board of Trustees on a monthly basis.
- (c) Create and maintain a confidential database of members and non-members for all purposes of the Corporation.
- (d) Keep an electronic copy of the member and non-member database for storage in the temple vault to be accessed by the treasurer and secretary together as needed.
- (e) Actively organize a biennial assembly of the members of the Corporation.
- (f) Maintain registration of members for voting purposes. Submit the voting members list as of June 30th of each election year to the Secretary and the Treasurer to certify for approval by the Board of Trustees.
- (g) Maintain the recognition board of approved members annually as required by the By-Laws and not later than July 1st of the following calendar year.



10.20 Public Relations Committee

- 10.20.1 The Public Relations Committee shall consist of members experienced in public relations. This Committee shall disseminate information about the Temple and the Community Center, its functions and activities, advertising and fund raising, media releases etc., after approval by the Chairman of the Board.
- 10.20.2 The Public Relations Committee shall have the following functions, among others that may from time to time fall within its area with the approval of the Board:
- (a) Take responsibility for newspaper, tv, radio and any other media releases and advertisings for all activities of the Temple.
 - (b) Provide publicity and arrange for receptions of special guests.
 - (c) Act as consultant to the Publication and Education Committees to assure good public relations.
 - (d) Research all local, state and federal government relationships that apply to the purposes of the Temple.
 - (e) Arrange tours through the Religious Committee for all guests visiting the Temple.
 - (f) Serve as hosts for visiting dignitaries.

10.21 Publications Committee

- 10.21.1 The Publications Committee shall consist of members who are interested and experienced in desktop publishing, content management and be able to effectively interface with commercial printing services.
- 10.21.2 The Publications Committee shall have the following functions, among others, that may from time to time fall within its area, after approval by the Board.
- (a) Ensure that there is thematic consistency among all published material of the temple.
 - (b) Ensure that the IT platform templates such as bulk e-mails and website pages are consistent with the established design themes.
 - (c) Coordinate activities with the IT Committee to ensure that content dissemination schedules are followed.
 - (d) Publish Temple newsletter Viswavani.
 - (e) Print prayers, bhajans and other religious material approved by the Board of Trustees.
 - (f) Print annual and quarterly Hindu religious calendars as prepared in coordination with the Religious Committee.



- (g) Print and/or publish approved announcements, invitations, certificates and any other approved material.
- (h) Ensure that content restrictions are in place before printing and dissemination of published material. These restrictions include obtaining pre-approval from an Editorial Board designated by the Board of Trustees or from the Chairman of the Board.

10.22 Religious Committee

- 10.22.1 The Religious Committee shall be responsible for Temple religious activities and shall consist of members conversant with Hindu religion, traditions and values. The priests shall serve as non-voting members of the Committee to aid the Committee in preparing religious calendars and advise on religious matters.
- 10.22.2 The Religious Committee shall have a chairperson and two vice-chairpersons to coordinate all religious activities, including supervision of priests, pooja schedules and preparation of religious calendars.
- 10.22.3 One of the vice-chairpersons, as designated by the Board of Trustees, shall be responsible for the Garlands & Vastrams Sub-committee, whose duties are as stipulated below. The other vice-chairperson shall share in all other responsibilities of the Committee and shall assume the responsibilities of the chairperson in his absence.
- 10.22.4 The Religious Committee shall have the following functions, among others, that may from time to time fall within its area, after approval by the Board:
 - (a) Recommend the religious days to be observed and the religious festivals to be celebrated.
 - (b) Prepare annual and quarterly Hindu religious calendar for publication by the Publications Committee.
 - (c) Oversee performance of daily services, rituals and religious functions and ensure steady supply of needed materials.
 - (d) Schedule performance of religious services in the homes of the members of the community through the Temple manager.
 - (e) Be responsible for collecting arti offerings placed into various hundis.
 - (f) Evaluate, at the request of the Chairman of the Board, prospective candidates for priests and make recommendation to the Board of Trustees for final selection.
 - (g) Review and make recommendations for any text material to be used within the Temple complex.
 - (h) Arrange special pujas to be performed by the children and youth of the community.



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- (i) Submit monthly and annual budgets of the Committee, including budgets for purchasing of materials, religious implements, flowers and vastrams to the Budget Committee for approval by the Board of Trustees. All purchases must be approved by the Chairman or the Treasurer or the Budget Committee Chairperson.
- (j) Arrange guided tours for visitors to the Temple and for students.
- (k) Schedule prasadam preparation by the priest cook and arrange for distribution to devotees.

Garlands & Vastrams Sub-committee

10.22.5 The Garlands & Vastrams Sub-committee shall have the following functions, among others, that may from time to time fall within its area, after approval by the Board:

- (a) Coordinate supply of flowers and volunteers to make garlands needed for Temple use on a regular basis and for special occasions.
- (b) Coordinate the purchasing of all vastrams needed for Temple use, take possession of all vastrams donated to the Temple and take inventory of vastrams on a quarterly basis.
- (c) Coordinate the monthly sale of vastrams and the auctioning of vastrams as necessary.
- (d) Develop budgets for flowers and vastrams in consultation with the Religious Committee chairperson.

10.23 Youth Committee

10.23.1 The Youth Committee shall consist of young persons between the ages of fifteen (15) and thirty (30) years.

10.23.2 Its objective shall be the furtherance of religious and cultural education and instruction among the youth in the community. The Youth Committee shall have the following functions:

- (a) Coordinate youth activities.
- (b) Organize youth and college annual night; institute scholarships for the needy and the merited students.
- (c) Plan for youth camps stressing religious education and instruction.



- (d) Plan fundraising activities to fund youth activities.

10.24 Information Technology (IT) Committee

- 10.24.1 The purpose of the Information Technology Committee (IT Committee) is to advise and guide the Board of Trustees to ensure that the Temple has an sound strategy to plan, prioritize, design, implement, deploy and maintain capabilities to effectively utilize information technology, in all its various forms, to support the functioning and the growth of the Temple. The IT Committee shall consist of such number of members as the Board of Trustees may designate from time to time, but in no event shall the Committee consist of fewer than five (5) members. The Board of Trustees shall designate as the Chairperson of the Committee, an individual with wide-ranging experience in the field of information technology. The Chairperson, with the guidance of the Board of Trustees, shall recruit as members of the Committee, those individuals who possess varied IT skills.
- 10.24.2 The IT Committee shall have the following functions, among others that may from time to time fall within its area, in consultation with the Board.
 - (a) Review and recommend to the Board, strategies relating to technology and their alignment with the temple's overall strategy and objectives.
 - (b) Actively engage the Officers, administrative staff, Committees and Sub-Committees and ensure that their IT needs and requirements have been considered, analyzed and documented.
 - (c) Prioritize the requirements and develop a technology strategy with respect to a 3 to 5 year horizon.
 - (d) Appraise and critically review the financial, tactical and strategic benefits of proposed IT projects and technology architecture alternatives.
 - (e) Develop and maintain the temple website to be a best-in-class extension of the temple with focus on consistent look, swift content updates, ease of navigation and a high level of user self-provisioning for scheduling services.
 - (f) Strictly observe the temple's policy & guidelines in granting access to IT assets (database, servers, routers, e-mail admin, POS, etc.,). Ensure that access and content restrictions are in place for electronic dissemination of information including, but not limited to, bulk e-mails, website postings, updates, etc., These restrictions include obtaining pre-approval from an Editorial Board designated by the Board of Trustees or from the Chairman of the Board before dissemination of content.
 - (g) Ensure that personal information collected is safeguarded with access granted only to authorized individuals.
 - (h) Prepare budgets for purchasing of hardware, software licenses and maintenance.



- (i) Ensure the rigor of IT implementations. Appraise and critically review the progress of IT projects and technology architecture decisions.
- (j) Participate in the active engagement of peer groups at other temples and similar non-profit organizations. Perform the strategic benchmarking of IT capability/technology performance against peer groups on a periodic basis.
- (k) Develop a plan to inventory all IT assets periodically and dispose off obsolete hardware and software.

10.25 Safety & Security Committee

10.25.1 The purpose of the Safety & Security Committee is to develop, implement and oversee measures to safeguard temple facilities, employees and visitors. The Safety & Security Committee shall consist of such number of members as the Board of Trustees may designate from time to time, but in no event shall the Committee consist of fewer than three (3) members. The Board of Trustees shall designate as the Chairperson of the Committee, an individual who possesses a combination of skills to advocate, enforce, evangelize as well as liaise effectively. The Chairperson, with the guidance of the Board of Trustees, shall recruit as members of the Committee, those individuals who possess varied skills.

10.25.2 The Safety & Security Committee shall have the following functions, among others that may from time to time fall within its area, in consultation with the Board.

- (a) Perform risk assessment of temple facilities and build a strategy for information sharing and for initiating emergency response plans.
- (b) Develop necessary capabilities to assess possible security threats and to promptly act on any identified threats.
- (c) Develop measures to protect temple property and people from threats and hazards.
- (d) Develop emergency response measures in coordination with law enforcement agencies and effectively communicate those measures to the management, employees and visitors.
- (e) Develop and maintain a close working relationship with the Department of Homeland Security, local law enforcement agencies and other religious organizations, both local and nationwide, to understand evolving threats that may pose a risk to temple facilities and people. Develop a plan, on a timely basis, to effectively address those evolving threats.
- (f) Arrange a meeting with the local first responders once a year at the temple to enable them to stay familiar with the safety and security measures then in effect.
- (g) Develop a Safety & Security Manual with detailed operating guidelines.



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- (h) Develop, deploy and keep operational the physical infrastructure, to include fire/burglary systems, video monitoring, panic alarms, access controls and lighting.
- (i) Develop and implement training programs to ensure the operational readiness of the systems and the people identified as responsible in the Safety & Security Manual.
- (j) Develop and implement an effective communications plan as part of the Safety & Security Manual. Ensure the effectiveness of the plan by periodic testing.
- (k) Implement additional security measures in coordination with law enforcement and external security staff, as necessary, during on-site and off-site special events.
- (l) Train management, employees and volunteers on security procedures and on identifying suspicious behavior and possible security & safety threats.
- (m) Train employees and volunteers periodically in first aid and CPR procedures. Ensure that first aid/trauma kits are available and stocked at all times.
- (n) Ensure adequate staffing for continuous video monitoring of the facilities. Ensure that the staff is properly trained to identify suspicious activity and possible security & safety threats.
- (o) Review the cyber security plan in coordination with IT Committee and propose safeguards.

10.26 Volunteer Committee

- 10.26.1 The purpose of the Volunteer Committee is to recruit and motivate volunteers towards making valuable contributions towards the functioning of the temple and to develop recruited volunteers to be the future leaders of the organization. The Volunteer Committee shall consist of such number of members as the Board of Trustees may designate from time to time. The Board of Trustees shall designate as the Chairperson of the Committee, an individual who is capable of motivating individuals to embrace self-less service as a worthwhile endeavor. The Chairperson, with the guidance of the Board of Trustees, shall recruit as members of the Committee, those individuals who are service and goal-oriented.
- 10.26.2 The Volunteer Committee shall have the following functions, among others that may from time to time fall within its area, in consultation with the Board.
 - (a) Maintain a Master List of all volunteers with their contact information, area of interest, availability as well as any specific skills that they may possess. The Master list must be kept in the temple office at all times.



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- (b) Each member of the Volunteer Committee shall function as a Volunteer Coordinator targeting specific functions at the temple.
- (c) Actively recruit volunteers and ensure that enough coverage exists for special events and functions. Ensure indemnification of the temple by having proper application and consent forms on file for each volunteer.
- (d) Arrange and prepare schedules for volunteers, in coordination with the Facilities Management Committee, to work at the front desk and other special functions and activities.
- (e) Observe fairness and equality in recruiting and assigning of responsibilities.
- (f) Train volunteers and Temple personnel to ensure that devotees of the Temple experience minimal inconveniences and that they have a pleasant experience while at the Temple.
- (g) Ensure that all new volunteers receive orientation in temple policies, the need to maintain decorum, honesty as well as proper dress code. In duties requiring devotee-interfacing, ensure that assigned volunteers are customer-service focused and display a pleasant attitude.
- (h) Take special interest in motivating young individuals towards volunteering. Ensure that young volunteers are assigned to appropriate duties, have competent adult supervision and that they receive credit for the hours that they volunteer at the temple or at temple-sponsored events.
- (i) Have a fair dispute resolution process. Be open to receiving and acting on feedback received from volunteers.

By-law XI

BIENNIAL ASSEMBLY OF MEMBERS

- 11.01 The Membership Committee shall organize a biennial assembly of the members of the Corporation in cooperation with the Board of Trustees for the following purposes:
- (a) Present and discuss the reports of all the Committees including the Board of Trustees.
 - (b) Consider amendments to the Certificate of Incorporation and the By-laws and conduct elections if it is decided by the Board to hold them in the assembly of members rather than in mail.
 - (c) Suggest ways to improve the functions of the Corporation.



- 11.02 Through a resolution passed by one thirds of the members of the Corporation in each category, no more than once a year, an assembly of the members shall be organized by the Membership Committee.

By-law XII

ADMINISTRATIVE RESPONSIBILITIES

Temple Managers

- 12.01 The Temple Managers, appointed by the Chairman with the approval of the Board, organizes and plans for smooth, safe operation of the Temple and Community Center activities and environment. He reports to the Chairman of the Board. He shall submit a report on his activities to the Chairman of the Board every month, including all temple functions, receipts of monies on forms prescribed by the Treasurer.
- 12.02 There shall be two Managers and one or two Assistant Managers as needed. One Manager shall be responsible for all services including religious, educational, cultural and other activities of the Temple. A second Manager shall be responsible for maintaining all Temple facilities, community center, priests' quarters and other properties of the Temple, including arranging the rental of the facilities, with guidance from the Maintenance and the Facilities Management Committees. Assistant Managers shall assist and share the responsibilities of the Managers as directed by the Chairman of the Board.
- 12.03 Responsibilities of Temple Managers are as follows:
- (a) Assure that a responsible person is available in the Temple building at all times to answer the telephones, perform the daily service, look after heat, light, ventilation, etc., as appropriate, and other routine duties relating to the Temple.
 - (b) Be responsible for reservations for religious functions in the Temple and private homes. This includes acceptable method of record keeping for monies, as prescribed by the Treasurer and the Audit Committee.
 - (c) Supervise timely completions of all projects for the building and ground as designated by the Board, and the Building Committee.
 - (d) Be responsible for collecting stipends, donations on a daily basis for Temple and Community Center functions and maintain a proper record for the same as prescribed by the Treasurer and the Audit Committee, and submit to the Treasurer.



- (e) One of the Managers shall supervise the rented facilities until the functions are complete and be responsible for sanitation, cleaning, utilities and securing the facilities.

Administrative Assistant

- 12.04 The Administrative Assistant is responsible for office management. He shall report to the Chairman of the Board. His responsibilities are as follows:
- (a) Be responsible for distributing mail.
 - (b) Coordinate Committee and Board meetings.
 - (c) Collect all Committee reports, minutes of meetings and file them appropriately.
 - (d) Serve as bookkeeper for all activities of the Temple.
 - (e) Issue checks for accounts payable, after approval by the Treasurer and the Chairman of the Board and file them with the appropriate vendor files.
 - (f) Assist Treasurer and all other Committees in preparing financial statements.

By-law XIII

AMENDMENTS

- 13.01 The Board of Trustees shall have the power to make, adopt, alter, amend, and repeal, from time to time, By-laws of the Corporation by two-thirds vote of the full Board of Trustees in a duly convened meeting of the Board with duly executed proxy voting permitted except By-laws dealing with number, composition, and elections of the Board of Trustees and the Credit Policy Committee.
- 13.02 Amendments or alterations to the By-law XV named Sri Venkateswara (Balaji) Sacred Fund (Permanent Endowment Trust), shall be implemented in accordance with Section 6 of Sri Venkateswara (Balaji) Sacred Fund (Permanent Endowment Trust) document.
- 13.03 Any donation under \$250,000 made by an individual or entity to HTCS can be year marked to be spent in the following specific categories based on the donors wishes.
1. HTCS general fund. The funds can be utilized for any HTCS activities as determined by HTCS Board. Donor can designate his/her donation for any active temple/HTCS projects, and any new Temple projects can be added by the Board as the need arises
 2. Fund for educational activities within the HTCS facilities and outside
 3. Fund for community/cultural/religious services/natural disasters and charitable activities.



- 13.04 HTCS shall not participate or sponsor fund raising for any individual/group or organizations other than for HTCS, USA Inc.

By-law XIV

QUORUM FOR ELECTIONS AND MEETINGS OF MEMBERS

Deleted in its entirety. Included in By-law VI.

By-law XV

PERMANENT ENDOWMENT TRUST - SRI VENKATESWARA (BALAJI) SACRED FUND

HINDU TEMPLE AND CULTURAL SOCIETY ENDOWMENT TRUST

Section 1 Preamble

1. The Hindu Temple and Cultural Society Endowment Trust (the Endowment Trust) is established to perpetually protect the Hindu Temple and Cultural Society's (the Society) aims and objectives, and safeguard in priority (a) the daily essential maintenance and structural integrity of the Temples, (b) Temples' buildings, (c) Community Center, (d) real estate adjoining the Temple and the Community Center, and (e) such other property, as prioritized by the Board of Trustees (the Board), belonging to the Society. The essential maintenance of the Temples includes minimum provisions as determined by the Board, essential daily sacred Hindu rituals to each deity, as specified below by the puja committee of the Society in the year 2000 and are set forth in the next paragraph. The rituals should be performed preferably by volunteer priests and, only if absolutely necessary, by salaried priests, as determined by the Board at such a time of dire need and/or calamity that may compel a determination by the Board to abandon the Temples for want of funds.
 - (a) The daily essential rituals to the deities shall include Suprabhatam, Nitya Aradhana, Nitya Puja, Nyvedyam and Abhishekam at least once weekly and Brahmotsavam of the Temple shall be celebrated every year on Jyeshtha Bahula Tadiya day for 5-9 days, Pavitrotsavam in Kartika Masam and any other rituals as determined by the Puja Committee at the time.
 - (b) The following celebrations shall be conducted annually: Brahmotsavam, Krishna Jayanti, Navaratri, Siva Ratri, Skanda Shashthi, Sri Rama Navami, Vinayaka Chaturthi, Nataraja Abhishekams six times a year on Chaitra Masa Sravana Nakshatram, Jyeshtha Masa Uttara Phalguni Nakshatram, Sravana Masa Sukla Chaturdasi, Bhadrapada Masa Sukla Chaturdasi, Magha Masa Sukla Chaturdasi, Dhanurmasa Arudra Nakshatram days, Madhva Jayanti, Ramanuja Jayanti, Sankara Jayanti, Hanuman Jayanti, Narasimha Jayanti and Dhanurmasa Puja.



Section 2 Funding of the Endowment Trust

2. The Endowment Trust shall be funded by the Board through a formula prescribed in section 2(a), and by members of the Society or other individuals in accordance with the terms set forth in section 2(b).
 - (a) The board shall allocate to the Endowment Trust 5-50%, or more if possible, of the quarterly gross income of the Society, which includes all contributions, membership dues, fees for services, earnings, and all other items included in income for ledger purposes and which excludes income from this Endowment Trust and funds received specifically for earmarked projects, or a minimum of \$15,000.00 whichever is higher, provided that the minimum quarterly gross income is \$150,000.00. The percentage allocation may be changed quarterly by the Board without altering the minimum stipulations. The Board may also consider depositing in advance multiples of \$15,000.00 in any quarter so that such additional deposits can make up for stipulated absolute minimum allocations for equivalent number of future quarters in any given year. In such a case, any additional minimum necessary deposits or additional deposits contemplated by the Board shall be considered by the Board before December 31 of the year in consideration.
 - (b) Any individual or family may endow Sri Venkateswara (Balaji) Sacred Fund in the name of the family or a designated person by pledging to the Endowment Trust during their lifetime \$25,000.00 or more in cash and/or cash equivalent instruments, acceptable to the Board. At least \$1,000.00 must be contributed in the year of the pledge and a minimum of \$1,000.00 in each future year (although contributions do not have to be made every year). Both the \$25,000.00 pledge and the \$1,000.00 minimum annual contribution are applicable for the year 2000 and shall be adjusted for inflation on an annual basis by the Board. The adjustment shall be effective on the first working day of each new year. All Sri Venkateswara (Balaji) Sacred Funds with fulfilled pledges will automatically be designated the names as desired by the donors and the names of honorees shall be displayed permanently on special plaques/tablets in the Temple premises. The funds received during the life time without fulfilling the inflation-adjusted year 2000 minimum pledge of \$25,000 will become part of the Endowment Trust without special plaque/tablet recognition and the donors of such unfulfilled pledges shall be recognized by the Board of Trustees appropriately elsewhere. the Board shall have the right to accept or reject any gifts made to the Society by any individual or family.
 - (c) Any proceeds totaling less than “annually inflation adjustable” year 2000 amount of \$25,000.00 from the life insurance policies, wills, deeds, estates and other similar instruments designating the society with its concomitant acceptance as beneficiary, shall become part of this Endowment Trust unless otherwise designated in full or in part by the donors.
 - (d) Any individual or collective contribution or proceeds from the fund-raising activities specifically directed towards this Endowment Trust shall become part of the Endowment Trust.

Section 3 Maintenance of the Endowment Trust and Provision for Withdrawal of Funds



3. This Endowment Trust shall be maintained as a separate account, not co-mingled with any other monies, assets, securities, or investments of the Society.
 - (a) The Board shall create a 5-9 member Investment Advisory Committee (the Committee). The Committee shall include the current Chairman, Treasurer, Budget Committee Chairperson and Secretary of the Society, and the remaining members shall include individuals familiar with the investments, along with a Chairperson nominated by the Board of Trustees to recommend the investments of the Endowment Trust funds.
 - (b) The Board shall then make prudent final decisions for investment of funds with the least risk and high potential for growth. All investments shall be made without any conflict of interest of the members of the Board and/or the Committee. At least 30% of the Endowment Trust funds shall be designated to be invested in US Treasury bills/notes/bonds for a period not greater than five years and these funds upon maturity shall only be reinvested in such US Treasury bills/notes/bonds for a period not greater than five years, or in guaranteed income producing insured funds.
 - (c) The Treasurer shall maintain all records of the Endowment Trust and shall include all relevant current information of the Endowment Trust in the monthly, quarterly, semi-annual and annual reports submitted to the Board and other reportable agencies. All investments shall be reported by the Investment Advisory Committee and the Treasurer to be reviewed by the Board on a quarterly basis to consider and implement any changes in the investment portfolio of the previous quarter.
 - (d) All deposits into the Endowment Trust shall be authorized by only the Chairman, Secretary and the Treasurer of the Society unless the Board authorizes its other members.
 - (e) Contingent upon the approval process as specified in section 4, duly approved available funds may be withdrawn to execute specified duly approved purposes only by any two of the Chairman, Secretary and the Treasurer of the Society as co-signatories unless additional signatories from the Board of Trustees are authorized in the due approval process specified in section 4.
 - (f) All unspent annual income from the Trust Fund in any fiscal year shall be allocated to various principals of the Trust Fund within three months after the end of the fiscal year as recommended by the Investment Advisory Committee and approved by the Board.

Section 4 Approval Process to Withdraw Available Funds from the Endowment and Use of Available Funds

4. Approvals to withdraw and use funds:
 - (a) In particular funds from the Endowment Trust shall not be used to initiate, maintain, or settle a litigation contemplated by the Board on behalf of any or all of its members or members of its Committees or on behalf of the Society or its employees, volunteers, contract workers or other workers, or to respond to, proceed in, or settle a litigation contemplated against the Society, its employees, volunteers, contract workers or other workers or any or all members of the Board or its committees by any other party, including persons connected officially or unofficially with the Society and its administrative bodies.



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In addition, the available funds from the Endowment Trust shall not be used for any purpose other than the approved purposes described in Sections 1, 4(b), 4(c), and 5.

- (b) As a first priority, the available funds may be withdrawn to execute the purposes stipulated in section 1 as a last resort to maintain the absolutely necessary minimum activities of the Society. No more than 60% of the annual income from the Endowment Trust shall be withdrawn for all duly approved purposes in any fiscal year. The duly withdrawn funds shall be used for prioritized purposes as specified in Section 1. The percentage allocation of available funds for priorities in Section 1 shall be determined by the full Board.
- (c) As a second priority, if the principal in the Endowment Trust reaches more than five million dollars, up to 60% of the annual income from the Endowment Trust in any fiscal year may be disbursed to (1) provide training for the priests and volunteers willing to carry out daily and special rituals necessary to maintain the Temples of the Society, (2) support Hindu religious classes, discourses, devotional bhajans in the Society's premises, (3) fund college/university scholarships for the members and the descendants of the Society's members, (4) provide for food, shelter, health care, education, and to build housing for the needy members of the Society or their descendants, and (5) allocate no more than 10% of the annual income to provide assistance referred to in the preceding sentence for the non-members of the neighborhood community of the Society's premises, thus encouraging all above constituents to be continuously active in the Society's aims and objectives perpetually. Priority allocation for these activities shall be determined by the Board after taking into consideration that no more than 60% of the annual income in any fiscal year shall be disbursed for all purposes, including the first priority described in Section 4(b).
- (d) Request to withdraw specified available funds, as restricted by Sections 4(b) and 4(c), for such minimum maintenance of the Society's activities as specified in Sections 1, 4(b) and 4(c) may be initiated by (i) a petition to the Board by 10% of the members in each membership category and/or (ii) a majority decision of the Board in a meeting duly called for this purpose. This request may also name additional signatories from the Board along with any two of the Chairman, Secretary, and the Treasurer to withdraw approved available funds as specified in Section 3(e), such a duly executed request with appropriate reasons shall be submitted by the Secretary to the Nominations/Elections Committee to conduct polls for approval by majority of the eligible members in each membership category and by at least 75% of the members of the Board with a quorum of 90% for voting with duly executed proxies permitted. If the Nominations/Elections Committee determines that there is no concurrence of the opinions of both the membership and the Board of Trustees after two attempts of polling, the Board shall approve a compromise consisting of at least 20% of the membership proposals or the Board of Trustees proposals. Upon due certification by the Nominations/Elections Committee that the withdrawal of available funds from the Endowment Trust was duly approved as specified in this Section, the specifically designated members may withdraw duly approved available funds for the execution of the duly approved purposes. At the time of this dire need to withdraw funds from this Endowment, if the membership dwindles to less than 10 in Grand Patron/Patron category and less than 25 in Life Member category to have any meaningful proposals and balloting for decisions as stipulated in this Section, unanimous consent of all members in each membership category and the Board will be necessary to withdraw available funds



for the execution of the duly approved purposes as specified in this Section. If unanimity cannot be accomplished after 3 attempts, the Board of Trustees can invoke first the Robert's Rules of Order for a suitable resolution or seek a judicial resolution as a last resort.

- (e) In order to take care of the priorities stipulated in Sections 4(b) and (c) in an emergency, awaiting the formal approval for the withdrawal of all allowable and needed funds in accordance with section 4(d), at least 75% of the members of the Board with 90% quorum may approve a maximum withdrawal of an accumulated 30% of the annual income in any fiscal year, up to a maximum of \$200,000.00, in a duly convened meeting of the Board with duly executed proxies permitted.
- (f) For the calculation of the annual income, December 31st statements of the previous year from the Trust managers shall be considered. The annual income shall include all cash dividends and/or interests for all investment funds of the Endowment Trust, excluding any unrealized annual gain or loss for such funds, but including up to 10% of the annual appreciation, as determined by the Board of Trustees, if the funds have realized appreciation in the last fiscal year ending December 31 of the previous year, thus preserving the anticipation of the perpetual increase in all year beginning principal amounts of all investment funds constituting the Endowment Trust. Such dividends, and/or interests, and/or approved allocation of realized appreciation shall be withdrawn from each respective investment fund contributing to each respective annual income subject to the limitation that no more than 60% of the respective annual income in any fiscal year shall be withdrawn for execution of all approved projects.

Section 5 Reconfiguration of the Endowment Trust

- 5. If future statutes require reconfiguration of the Endowment Trust legally, the Board shall take necessary steps to enact such changes to comply with the statutes.

Section 6 Changes to This Endowment Trust Deed

- 6. This Endowment Trust deed shall not be altered or amended unless 75% of the eligible members in each category with a quorum of 60% for voting and 75% of the members of the Board with a quorum of 90% for voting approve such a change in a duly conducted electoral process. No alterations or amendments shall include provisions to withdraw or spend any principal in the Endowment Trust. Such alterations or amendments shall not also change the maximum disbursement of the available funds. The proposed amendment(s) shall be sent to the Secretary of the Board, for the implementation in a "due process". Proposals may be initiated by a process indicated in section 4(d) for the withdrawal of funds.

Approved at the Board meeting on October 13, 2002.



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Revision History

1.	First By-laws of the HTCS	November 1989
2.	Amended and approved	September 29, 1991
3.	Amended and approved	October 19, 1992
4.	Endowment Trust approved	October 13, 2002
5.	Amended and approved	March 25, 2012
6.	Amended and approved	December 22, 2013
7.	Amended and approved	December 10, 2017
8.	Amended and approved	February 16, 2020