

**HINDU SOCIETY OF NORTH EAST FLORIDA, INC.**

(A Florida non-profit Corporation)

**BYLAWS**

**As of December 2018**

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## BYLAWS

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**HINDU SOCIETY OF NORTHEAST FLORIDA, INC.**  
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**BYLAWS**

**ARTICLE I**

***MEMBERSHIP***

**Section 1: Qualifications:** Membership in the HINDU SOCIETY OF NORTHEAST FLORIDA, INC. (The "Society") is open to any individual of Hindu heritage or anyone having an interest in and believing in the Hindu religion, tradition and philosophy. An individual can become a member by submitting the HSNEF membership form that is filled in with full name, mailing address, email, telephone number and any other contact information as determined by the Executive Board. All members shall adhere to the Charter and Constitution of the Society, to these By-laws, to the rules and regulations of the Society hereafter lawfully adopted, and remains current in the payment of dues.

**Section 2: Official Language:**

The official language of the HSNEF is English.

**Section 3: Types of Membership:**

The types of membership include Members and Life members. Members are individuals who have paid their dues. First time members are those who were not members in the preceding year. Life members are those who have made donations at a level as determined by the Board. For participation in any membership restricted activity, dues must be current. The membership status will be as per the Society's record unless the congregant submits additional proof to support his/her claim within 10 days. In case of a dispute the matter will be referred to the nominating committee or in its absence the Advisory Committee which will make the final determination within 7 days and this decision will be final.

**Section 4: Voting:** In order to be eligible to vote, a Member must be eighteen (18) years or older. Membership entitles married couples to one (1) vote for each spouse. Unmarried members will have only one vote. In order to participate in the election process a member must pay his/her dues by April 30<sup>th</sup> of the current year.

**Section 5: Use of the Temple:** The use of the Temple will be open to any individual of Hindu heritage or anyone having interest and believing in the Hindu tradition without regard to membership status. Non-members may attend Temple functions, but otherwise have no rights or privileges available to Members. At the Executive Board's (Board) discretion non-members may be assessed a fee to attend non-worship Societies activities. Furthermore, the Board may restrict Non-Member's non-worship related activities. Non-members will be assessed a higher fee than members for worship and other temple services/activities.

**Section 6: Overriding the Board:** Any decision made by the Board may be overridden by the vote of a simple majority of Members attending a duly called general body meeting in which a quorum of 40% of the membership is established; provided, however, that the Board may reinstitute its action if 75% of the total Board vote in favor of such; but provided, further, that any action so reinstated may itself be overridden by the simple majority vote of Members attending a general body meeting in which a quorum of 50% of the membership is established, and if so overridden will then become final and binding upon the Society. Where these minimum requirements for a quorum are not established, no vote will be taken and the Board's decision will stand. The quorum for voting in regards to the constitution and/or by-laws is described in Article XI Section 5.

**Section 7: Calling a General Body Meeting:**

Ten (10%) of the membership may petition the Board for a general body meeting with a specific agenda. Once petitioned, the Board must call a general body meeting within 4 weeks.

**Section 8: Membership Privileges:** The society may at times decide to give the membership certain benefits. These benefits may include but not limited to reduced charges for rituals, rent to use the temple facility and others as determined by the Board. Qualified members can vote, grant proxy, contest elections and petition the board as stated in these by-laws. Any member may attend an open Board meeting provided that he/she shall not participate in the proceedings unless specifically permitted by the meeting Chairperson. Rights and privileges of membership may be suspended or revoked by the Board for any reason as determined by the Board. A vote in favor of termination or suspension of membership rights and privileges must be made by at least a 75% majority of the Board's total members. The Board

may review the revoked member's status after 12 months. A vote to reinstate a member must be made by 75% of the Board's total members.

**Section 9: Members duty:**

Members agree to abide by these constitution and by-laws, and make reasonable effort to participate in the governance of the society. They will keep contact information like e mail addresses, postal addresses and phone numbers current, participate in election process and keep decorum in worship room.

**Section 10: Membership Information Release/Privacy Protection:**

A) Only a membership list and addresses may be provided to members for relevant requests, as determined by the officers of the society's board, in order to satisfy the rights and duties of members under these by-laws. The society's Secretary will control access to email groups for circulation of information without making email addresses public.

B) A third party (non-member) may also request membership or other information as allowed by law governing Non-Profit Corporations. Such requests will need to be in writing and specify details about the requesting entity, the purpose for requesting the information and a signed assurance that the information is only for the use of the requesting entity and will only be used for the purpose stated. The officers of the Board will assess the relevance of these requests and approve its release if deemed appropriate. The Society may impose a fee for compiling this information.

**Section 11: Membership renewal**

The Society shall send a notification to the congregation between December 15th and January 31st each year to the last mailing or email address on record as a reminder for membership renewal and to update appropriate demographic and contact information.

## ARTICLE II

### *DUES*

**Section 1: Dues:** Membership dues will be in an amount to be determined by the Board from time to time. All Members must pay annual dues except the Life Members as discussed Article III. The Society's fiscal year will be from January 1 through December 31. Dues for the current year are due and payable by April 30th of that year. If dues remain unpaid, the rights and privileges of Membership will be suspended or terminated. There will be no prorated membership dues. All membership dues are non-refundable, non-transferable and the membership is non-transferable.

## ARTICLE III

### *DONATIONS*

**Section 1: Levels of Donations:** Various levels of donations will be recognized as follows:

- A. Grand Founder: Donations of \$10,000.00 and above received by Jan 1, 1995.
- B. Founder: Donations of \$5,000.00 to \$9,999.99 received by January 1, 1995.
- C. Copper Benefactor: \$5,000 to \$9,999.99.
- D. Bronze Benefactor: \$10,000 to 24,999.99
- E Silver Benefactor: \$25,000 to \$49,999.99
- F. Gold Benefactor: \$50,000 to \$99,999.99
- G. Diamond Benefactor: \$100,000 to \$249,999.99
- H. Platinum Benefactor: \$250,000.00 and above.

The Board may propose changes in the level of donations for established categories of Membership, including Life Members categories as a change to the by-laws, but such changes will not take effect until after approval. The Board may establish additional donor categories and/or payment schedule for donation and/or Life Membership without a lag period provided, however, that the status of members in existing categories should not be changed.

**Section 2: Donations Refundable/Non-Refundable:** All donations, once made,

become the property of the Society and are non-refundable and/or non-returnable. The Board at its sole discretion may initiate project specific donations. If the specific project is not initiated in three years the Board must notify the donor of this decision and the donor may receive a refund of the prorated portion of the unspent amount, if he/she so chooses . If any funds remain after the completion of the specific project, those funds will be utilized by the board at its discretion.

**Section 3: Life Members:** The contributors listed in Article III, Section 1, A through H are also known as “Life Members.” Life Members will be appropriately recognized (upon donor approval) under each category to be posted in the Society's facilities. The Board may further determine the manner in which various categories will be recognized. Life Members are eligible to serve on the Board as provided in the Bylaws herein. Life Members will be granted life membership in the Society and will not be required to pay annual membership dues. Consistent with the Board’s discretion to set contribution levels, the definition of Life Members may be altered by the Board as a change in the by-laws; provided, however, that no such alteration will remove an existing Donor from his/her original category or alter the status of any sitting Director. Life Member contributions are non-refundable. Any change in membership status from general membership to Life Membership will take effect immediately with the following exception: In terms of the elections any member nominated for a Board seat will have his/her membership status for the election determined by its status as of July 31<sup>st</sup> of the current year.

#### **Section 4: Categorizing contributions**

The Board shall set clear policy of what contributions from members will be applied toward General Donation to be counted toward Life Membership and various categories within Life Membership, particularly if the contributor has received something in return for the contribution. The policy will be publicized via the email, uploaded on the website & reviewed and updated as necessary annually by July 1st of each year.



## **ARTICLE IV**

### ***OFFICE AND STAFFING***

- 1) The Society will maintain its offices at the Temple located at 4968 Greenland Road; Jacksonville, Florida 32258. In case of a change, the Board will notify the membership. The officers of the Society will arrange staffing of the office as necessary to carry out its functions, the expenses for which will be borne by the Society.
- 2) The Society shall not support or promote political activities. However, meetings with political intent and content may be held on the Society premises provided existing rental rules are followed and any interaction is arms-length.

## **ARTICLE V**

### ***ORGANIZATIONAL STRUCTURE***

#### **Section 1: Executive Board of the Society:**

Except under circumstances as otherwise noted herein, the Executive Board (Board) shall consist of twelve (12) Directors, each of whom is entitled to one (1) vote within Board meetings. The Board may consist of less than twelve (12) Directors yet still perform the functions of the Board.

#### **Section 2: Duties of the Board:**

A. The Board is ultimately responsible to determine the Society's strategic vision, and ensure that its fiduciary responsibilities to the Membership are carried out. The Board is also responsible for oversight of the day-to-day operations of the Society through its Officers. The Board will carry out the following specific duties, together with such other duties as may be inferred from or specified in the Constitution of the Society, these By-laws, or applicable law. The Board will assure that all of its members and working committee members are familiar with the Constitution and By-Laws of the Hindu Society of Northeast Florida. These duties below are not intended to be all-inclusive. Manage Financial, Real and Personal Property Matters: The real and personal property of the Society may be conveyed or encumbered only in writing signed by the Chairperson and the Vice Chairperson of the Board, where at least 75% of the Board members must vote in

favor of the decision. The Board will be in charge of financial planning and control for the society and will act as a “watchdog” to see that the resources of the society are spent in accordance with the approved budget. A financial report will be part of every Board Meeting agenda, except any specially called meeting for non-financial related matter. The submitted report will be discussed at every meeting. Approved reports will be signed in person or electronically by at least three Board members present and should become part of the minutes. Additionally, the Board may authorize any of its executive officers or agents of the Society, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Society, and such authority may be general or confined to specific instances. Any contract exceeding \$5,000.00 per occurrence or in totality per fiscal year, or such other limit as may from time to time be imposed by the Board, must be approved by the majority of the Board. Any contract exceeding \$10,000 must be approved by 75% of the total Board .

B. No project over \$5,000 can be approved without written report from the finance committee, showing availability of funds for the said project. All projects should be budgeted and funds for the projects should be ear marked. All ongoing projects must be reauthorized by the incoming board by its second meeting.

C. Further, all checks, drafts or other orders of payment of monies, notes, or evidence of indebtedness issued in the name of the Society, will be signed by the Treasurer and/or such officers or agents of the Society and in such manner as maybe from time to time determined by the Board. Any disbursements of \$5,000.00 or more will be countersigned by the Treasurer and the Chairperson, or in the absence of the Chairperson, by the Vice-Chair of the Board.

D. The Board will follow provisions related to minutes specified under Article X, Section 1-E

E. Decisions of the Board will be reached by a simple majority vote of the Directors, except where a larger majority is required by these By-laws.

F. The Secretary or the Secretary’s designee is responsible for keeping documented minutes of Board meetings as described in Article X Section 1- E

G. The incoming Board shall, latest by its second meeting

- i. Appoint all standing committees (per Article VII)
- ii. Review and approve annual budget for the Society submitted by the Finance and Audit Committee (per Article VII, d)
- iii. Review and reauthorize, if appropriate, all ongoing projects of the Society. (Per Article V, Section 2 A)

H. The Board will ensure that all local, state and federal statutes are followed including building and fire marshal codes, labor laws and assignment of fair market value for securities or goods provided and issuing of donation receipts as stipulated by the internal revenue service.

## **ARTICLE VI**

### ***OFFICERS OF THE BOARD***

**Section 1: OFFICERS:** The officers of the Board Shall consist of a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer which will be elected from the continuing and incoming Board members. The Board may appoint additional Officer(s) for the current year with a 75% affirmative vote by the directors. The decisions of the Officers of the Board will be reached by majority vote, each officer being entitled to one (1) vote. The Chairperson of any/all meetings may cast an additional vote to break a tie. The Board may relieve any officer of his/her duty with an affirmative vote of 75% Board members. The officer in question may remain as a board member.

**Section 2: ELECTION/SELECTION OF OFFICERS:** (Please refer to Article IX Section 4)

**Section 3: DUTIES OF THE OFFICERS:** The officers of the Board will carry out the day-to-day business of the Society and implement policies set by the Board. With the approval of the Board, as described in these Bylaws, the Officers of the Board will appoint standing and ad hoc committees and fill any vacancies on the Committees and perform duties described in these Bylaws.

A. The Chairperson will:

- 1) Serve as the Chief Executive officer of the Society, shall be responsible for general and active management of the affairs of the Society subject to the directions from the Board. He/she shall perform all duties incident to the office of the Chairperson and such other duties as may be assigned by the Board.
- 2) Preside at all meetings of the members of the society and of the officers of the board and ensure that all of the directors are current with membership dues.
- 3) Make such appointments as required or authorized by the Bylaws and by the Board.
- 4) Have an option to be a member of all or any committees.
- 5) Ensure that those that are engaged in fiscal transactions are bonded. This must include but is not limited to the Treasurer.
- 6) Subject to limitations contained in Article V Section 2 A, sign and bind the Society to contracts or other instruments except in cases where the signing and execution thereof is expressly herein delegated by the Board to some other agent or the Society.
- 7) Define and coordinate the responsibilities of all officers and employees of the Society, except as otherwise defined in these Bylaws.
- 8) Insure that every incoming Board member signs a document during the transition period that he/she has read the Constitution and Bylaws and Society's relevant operational manual(s). No board member shall serve in an official capacity until he/she has signed this document, and agrees to abide by these documents as intended.

**B. The Vice-Chairperson will:**

- 1) Have the express responsibility to serve as an ombudsman to insure that the Board follows the stipulated bylaws in all its work, transactions and dealings. Any concern and non-compliance must be brought-up at the immediate next board meeting, discussed and the discussion should be duly noted in the minutes.

2) Assist the Chairperson in the executive functions as assigned by the Chairperson of the Board, and fulfill his or her duties in the Chairperson's absence, or as needed.

3) The Vice-Chairperson will serve as the Chair of the Communications Committee of the Society and serve as the Society's Archivist (Historian) by collecting and keeping record of milestone events.

C: The Secretary of the society shall:

1) Issue an agenda which must be approved by the Chairperson of the Board.

2) Keep attendance record, and minutes of all regular and special meetings of the members, of the Officers of the Board, and the Board.

3) Shall submit the minutes to those entities and within such time frame as stipulated elsewhere in these bylaws.

4) Shall have the custody and keep up to date all insurance and vendor contracts of the Society and fidelity and performance bonds as required by the Board or these bylaws.

5) Keep a copy of all official correspondence from and to the Society, including newsletters and program brochures for the activities of the Society and reports submitted by the Committees' Chairpersons.

6) Notify Committee Members of their appointment and their assigned duties.

7) Shall have the custody of and maintain all records of the Society except financial records and ensure that all books, reports, statements, certificates, contracts and other documents and records required by law are properly kept and filed.

8) Perform such duties as may be assigned by the Chairperson or the Board.

9) Keep the originals of important documents such as the constitution and by-laws

of the society and the operational manual as approved by the Board in a fire proof safe on the premises. The key will be kept by the Secretary and the Chairperson of the society. Electronic copies of these documents will also be kept. The Secretary will be responsible for making the appropriate approved changes to these documents when and if they occur.

10) Required to keep soft copies of approved minutes on the society's website and in the society's office for members' perusal and for permanent storage.

11) Transfer all records of the Society at the end of a term to the incoming Secretary.

12) Coordinate the rental and use of the Temple.

#### D. The Treasurer

Unless otherwise directed by the Board, the Treasurer will be the primary fiscal officer of the Society. The Treasurer shall:

1) Be responsible for issuing notices and for the collection of all dues.

2) Be responsible for all deposits for the Society in such banks or trust companies as the Board may designate, and be in charge of all accounts of the Society.

3) Maintain an updated list of all dues paid Members of the Society and shall provide for identification of members who are eligible to vote in elections.

4) Shall have custody of and shall maintain all Society financial records, including but not limited to all bank and investment accounts, receipts and disbursements, all of which will be open at all reasonable times to inspection by the members of the Board and the Finance committee

5) Submit an annual financial report to the Members at the annual meeting and reports at regularly scheduled Board meetings as specified in Article V Section 2A.

6) Be bonded with such surety and in such amount as the Board may designate.

- 7) Perform such other duties and exercise such other powers and duties incident to the office of Treasurer and as may be assigned by the Chairperson or as required by law.
- 8) Transfer to the next Treasurer, within fifteen (15) days of the assumption of office by the latter, all accounts of the Society. Until the transfer of accounts takes place, the previous year's treasurer will continue to serve in his/her role as appropriate for the functioning of the society.
- 9) File all tax returns with the Internal Revenue Service for the year in which the offices were held. File the required state and county papers in regards to nonprofit status and carry out other statutory fiscal responsibilities as required.
- 10) Chair the finance and audit committee.
- 11) In the first meeting of the year, the treasurer has to verify and report, whether all EB members are paid members for the current year.

## **ARTICLE VII**

### ***STANDING COMMITTEES***

**List of Standing Committees:** The Board will appoint Standing Committees latest by its second meeting to address critical issues or matters facing the Society, including but not limited to: a) Constitution and By-Laws Committee; b) Worship Committee; c) Building and Maintenance Committee; d) Finance and Audit Committee; e) Special Events Committee; f) Nominations Committee; g) Children and Youth Committee; h) Senior Welfare Committee ; i) Communications Committee; j) Safety and Security Committee; k) Human Resources Committee; l) Membership and Donor Relations Committee; and m) Community Emergency and Hardship Assistance Fund Management Committee. The Board will appoint the chairperson of each committee, of which the constitution and by-laws, worship, communications and finance/audit committees will be chaired by a Board member. The other standing committees may be chaired by non-Board members. The Chair of such committee will appoint the remaining committee members to be

representative of the diversity of the community to the extent possible and this shall be approved by the Board. Each standing committee will contain at least one Board member unless otherwise specified. A list of all members of the working committee will be forwarded to the Advisory Council. Standing committees shall be charged with certain tasks or responsibilities by the Board and may be provided with a timeline by which to complete committee business. At all times, the Board has the discretion to accept in whole or in part, reject in whole or in part, or modify in whole or in part any recommendations made to the Board by a standing committee, with the exception of the recommendations of the nominating committee.

The Chairs of all standing and ad-hoc Committees of the Society will keep minutes of their meetings and copies will be sent to the Secretary of the Board as well as Coordinator of the Advisory Council within two weeks of the meeting. The Chair of each standing committee will create, maintain and update a copy of an operational manual which will be transferred to the new chair during the transition.

**a) Constitution and By-laws Committee:** The Board will appoint a Constitution and By-laws Committee of at least five (5) Members, as long as the total number of members is an odd number. The Committee will be chaired by a Board member, other than the Chairperson. The Committee will make recommendations to the Board for changes to the Constitution and By-laws as per article XI.

**b) Worship Committee:** The Board will appoint at least 3 members to the Worship Committee. This Committee will be chaired by a Board member and will be responsible for organizing and conducting all worship related activities. The committee will also be responsible for supervision of the priest(s). The Chair of the worship committee will be the custodian of all worship related property of the society and shall keep an inventory of this property in June and December of each year in coordination with Finance and Audit Committee unless otherwise specifically authorized by the Board.

**c) Building and Maintenance Committee:** The Board will appoint a Building and Maintenance Committee of at least three (3) Members. The Committee will consider and make recommendations to the Board on all matters relating to the acquisition, encumbrance, modification or disposition of the Society's real property and any interior or exterior decorations and repair/Maintenance thereof.



**d) Finance and Audit Committee:** The Board will appoint a Finance Committee of at least five (5) Members, two (2) of which are the Chairperson and Treasurer of the Society. The Treasurer will serve as the Chairperson of this committee. At least three (3) members of the committee shall be non-Board members. The committee will oversee and keep audit of all income, expenses, bank accounts, deposits, withdrawals, Hundi, property deeds, inventory of temple assets and society insurance policies. This committee is responsible for creating an annual budget for the society to be submitted to the Board by March 1<sup>st</sup> of current year. The committee is to review all financial matters with appropriate recommendations to the Board. The Finance and Audit committee will also keep account of the ornaments of the society on a semi-annual basis in June and December of each year unless specifically authorized by the board.

**e) Special Event Committee:** This committee will be composed of at least three members. The special events committee will be responsible for organizing and conducting events other than those related to worship. The committee would be responsible for scheduling classes, discourses and other educational activities in the classrooms.

**f) The Nominations Committee:** This committee will be composed of one member from the Advisory Council who will be the Chairperson of this committee; the outgoing members of the Board who have completed their full or designated terms; and two (2) to four (4) members-at-large taking into account the diversity of the community to the extent feasible. The Chairperson may cast the tie-breaking vote.

The Nominations Committee will be charged with the responsibility of scouting, interviewing and identifying candidates for open positions on the Board, and candidates for the Executive officers. The Nominations Committee will also conduct the election process as specified in Article VI Section 2. The Nominations Committee must obtain written confirmation from the identified candidates who agree to run for the open positions. Any member may place his or her own name in nomination by written notice to the Nominating Committee as well. The nominations committee will ensure that the nominee is familiar with the responsibilities of the position and bylaws. Any member running for an elected position cannot sit on the nominations committee

**g) Children, Youth and Young Adult Committee:** The Board will appoint a member to chair the committee. The committee chairperson may appoint additional members as appropriate. The responsibility of the committee will be to improve involvement in society's activities and connectivity to the Hindu culture, philosophy and traditions of children, youth and young adults. This will be done by coordinating educational, social and service related activities as appropriate for the age groups.

**h) Senior Welfare Committee:** The Board will appoint a member to chair the senior committee. The chairperson will form the committee with other members and carry out its senior related activities while informing the board of its functions.

**i) Communications Committee:** The Vice-Chairperson of the Board will chair the communications committee. This committee will be responsible for all of the aspects of communications on behalf of the society. It will be responsible for communication via the internet, print and other means. This committee will be responsible for the society's website. This committee will also be responsible for any public relations related activities. The Communications Committee will recommend a spokesperson to be approved by the Board at the first meeting, who will speak on behalf of the HSNEF. There is no term limit for this position but the incoming Board has to make a new or re-appoint the current spokesperson every year. The spokesperson should be able to articulate, stay calm, give politically correct answers to the media and knowledgeable about HSNEF operations. All the HSNEF media requests must be referred to the spokesperson, who may call upon board members.

**j) Safety and Security Committee:** This committee will be composed of at least three members and will be responsible to formulate and institute appropriate policies and plans of safety and security measures for the Society's facilities and for the congregants, get new measures approved by the Executive Board, facilitate implementation, review the policies/plan periodically but not less than once a year, update as necessary, submit a report to the Executive Board not later than July 31st of each year, enhance education and awareness among the congregants, conducts drills as necessary, liaison with local, State and Federal law enforcement bodies and facilitate interaction with the media in case of an adverse event.

**k) Human Resources Committee:** This committee will be composed of at least five members including the Executive Board's Chairperson, Vice-Chair, the Treasurer, the Secretary and the Worship Chair. The HR committee will be responsible for hiring and termination of all HSNEF paid positions subject to Board approval. It will develop/modify job descriptions as well as work schedules for all paid positions as needed. The committee will assist in the Personnel Conflict resolution and would serve as the grievance committee for the HSNEF staff. This committee would be responsible for completing annual evaluations of the temple staff and recommending raises and bonus to full board. They will also annually review all other benefits including but not limited to insurance, paid leave, cell phone reimbursement etc. The committee would also be responsible for maintenance and update of personnel files.

**l) Membership and Donor Relations Committee:** This committee will be composed of at least 5 members. The Committee will have at least one Board member. A Board member who will be assigned to serve as the co-coordinator of this Committee which will be responsible for the development, implementation and follow up of a comprehensive annual plan for maintaining and boosting the HSNEF membership roll and Donor Roster. It will be responsible for donor relations and interactions and to institute programs to cultivate new donors as well as to retain and facilitate higher categories of donations from past donors.

**m) Community Emergency and Hardship Assistance Fund Management Committee (CEAFMC):** The Committee will be composed of five members comprised by representation from the Advisory Council, Executive Board & the membership at large. Effort should be made to retain at least two members each year for an additional year to allow for continuity.

The committee will manage the administration and disbursements of the emergency funds.

. It will be responsible to evolve operational guidelines as necessary, which will become final upon approval by the Executive Board. It will be the responsibility of this Committee to solicit funds for this purpose as well as make decisions of whether or not to approve applications as presented to it and how much to approve. Additional details are included in the appendices. This fund must be kept in separate account and fiduciary responsibility is same as any other temple funds.

The Board may appoint Ad Hoc committees from time to time as necessary.

## **ARTICLE VIII**

### ***ADVISORY COUNCIL***

**Section 1: Purpose:** An Advisory Council (Council) shall independently serve the Board and the members by providing advice, counsel, feedback, suggestions and recommendations to the Board in order to ensure that the Society's fiduciary responsibilities and obligations are being met, the constitution and by-laws are being followed and to serve as a watchdog on various Society matters, and to assist on any other matters as called upon by the Board, or the general body. A representative of the Advisory Council members may attend any board meetings, including closed meetings with the full privileges of the Executive Board without the right to vote. Member/s of Advisory Council, filling vacancies in the Board, as per Article V, Section 1 B, will have all the rights as a Board member, including voting.

**Section 2: Non-Binding:** Any such recommendations, advice, counsel, feedback or suggestions developed or reached by the Advisory Council shall not be binding upon the Board (with the exception of otherwise noted in Article XI Interpretation of the constitution and by-laws), which at all times has the final authority except as otherwise noted herein, but the Board shall duly review and strongly consider any such Advisory Council recommendations. The Board's action on the Advisory Council's recommendations in whole or in part, shall be communicated to the members via e-mail or temple's secure website. In the case of rejecting the Advisory Council's recommendations, a statement of rationale supporting the Board's decision will be made. A Coordinator or an appointee will keep minutes of all the meeting of The Advisory Council which will reflect deliberations on all topics discussed. These minutes will be made available to all the members of The Advisory Council within two weeks of the meeting. Electronically approved minutes shall be considered provisional. Official minutes of meetings will be considered approved only when three members who attended the subject meeting sign and date the minutes in person. The Minutes of meetings of the Advisory Council may be deemed privileged minutes upon majority vote. Non privileged minutes will be communicated to The Board within two weeks of provisional approval. All privileged minutes of the preceding year will be reviewed by the

members of The Advisory Council during the first meeting of the year to determine the eligibility for making it public.

**Section 3: Staffing:** The Advisory Council must be staffed from a pool consisting of Founders, Benefactors, past elected Executive Committee members, and past Board members who are current members of the society and have been so for five of the preceding eight years. The Advisory Council will be composed of 6 members from the pool of qualified individuals and they will select their own “Coordinator.” At any time, two members of the Advisory Council may ask that a meeting take place. A board member shall not serve on the advisory council until at least 2 years after last serving on the Board unless he/she was filling the vacancy on the Board for less than one year. No current member of the Board shall have a seat on the Advisory Council

**Section 4: Term:** Advisory Council members will serve for a term of three (3) consecutive years. The term of office for the 6 members of the council are staggered such that two members will retire each year and two new members will be appointed to replace them.

After completing a three year term on the advisory council, a member cannot serve on the council again for a period of one year. If the member has not completed the term of three years, his/her sit out period shall begin at the end of the original term of the vacating member. The member who is filling the vacancy in the mid-term will not have a sit out period if the vacancy is for less than one year.

## **Section 6:**

### **A) Executive Board Vacancy:**

In less than 10 calendar days the Executive Board will notify the Advisory Council of the vacancy. The Advisory Council will act as an ad hoc nominating committee, and oversee the election process. The Advisory Council will invite members to nominate candidates to fill the vacancy from the same category. Within 2 weeks the slate of candidates will be forwarded to the Board. The Board will elect by majority vote by way of secret ballot a member to fill the vacancy. Seventy-Five (75%) percent of the remaining Board members are required to vote in order for the election to be valid. The term of the replacing board member will be the

duration of the remaining term of the vacating officer.

### **B) Advisory Council Vacancy**

The Advisory Council will elect its own members by majority vote, by way of secret ballot to fill the vacant positions, and will notify the board after the selection. The Coordinator of the Advisory Council may cast an additional vote to break the tie. All the remaining members of the Advisory Council are required to vote in order for the election to be valid.

**Section 7: Removal:** Any member of The Advisory Council, who has three consecutive non-communicated absences to council meetings will be automatically removed unless, reinstated by a majority of members of The Advisory Council, as long as his/her seat is still vacant. If a Council member communicates his/her three consecutive absences the Council may still have the option of removing the individual by a 2/3 majority secret ballot vote in which all of the remaining Council members vote.

### **Section 8: Communication:**

All communication between the Advisory Council and Board should be in writing and organized by the Coordinator of the Advisory Council.

## **ARTICLE IX**

### ***ELECTION, SELECTION, REMOVAL AND SURVEY***

#### **Section 1: Election Process:**

A) In order to be eligible to vote, a Member must be eighteen (18) years or older. Membership entitles married couples to one (1) vote for each spouse. Unmarried members will have only one vote. In order to participate in the election process a member must pay his/her dues by April 30<sup>th</sup> of the current year. The Secretary of the HSNEF shall keep a roster of members eligible to vote at the Society's office and email this list to all the members by July 1st of each year. If the member feels he/she is excluded from this roster he/she should petition the secretary with proof of membership by July 15<sup>th</sup>. The

final roster shall be finalized and posted on the Society website by August 1<sup>st</sup> of the year.

- B) Any change in membership status from general membership to Life Membership will take effect immediately with the following exception: In terms of the elections any member nominated for a Board seat will have his/her membership status for the election determined by the status as of July 31<sup>st</sup>.
- C) There will be open nominations from the members as well as the Nominations Committee from August 1<sup>st</sup> through September 30<sup>th</sup>. Names of candidates meeting the eligibility requirements will be uploaded on the Society website within 48 hours of their nomination being confirmed. A member serving on the Nominations Committee shall solicit a Society member to be a candidate for a position to be filled only after establishing a consensus from the Nominations Committee. The Committee will ensure that every candidate signs a Candidate Profile Form and a document that he/she has read the Society's Constitution and Bylaws and agrees to abide by these guiding documents as intended and is willing to give the necessary time and effort to fulfill the stated responsibilities and authority if elected. The application for nomination shall be deemed incomplete without these signed documents. On October 20<sup>th</sup> after appropriate confirmation, the final slate of candidates will be announced on Society's web site and emailed to the members. If there are more nominated candidates than open slots on the Executive Board, voting will take place in the temple facility on the second Saturday and Sunday of November. The timings for voting will be determined and announced by the Nominations Committee along with the final slate of candidates, except that the voting will conclude at 12 noon on the second Sunday of November. The votes will be counted between 12 noon and 1:00 pm and announced at the Annual General Body meeting to be held the same day starting 1:00 pm. A candidate may be present at the counting of the ballots or designate one representative to do so on his/her behalf. In the event of a tie vote a coin toss will decide the winner. Life members on the Executive Board will be elected by Life Members, in the

event that the number of Life Member candidates exceeds the number of seats to be filled. The Nominations Committee will ensure that life members and general members have separate ballots and ballot boxes. The member must provide a government issued identification in order to vote. Members may grant proxy as defined in Article X, Section 2 E or vote in absentia as explained in Section 2, below. The Nomination Form and Candidate Profile Form will be available on the Society's website on or before August 1<sup>st</sup>. The Proxy Form, Procedures to Vote in Person, Procedures to Vote by using a Proxy and the election Ballot will be uploaded on the Society's website by October 20th.

- D) To be eligible for a Directorship on the Board, a candidate must have been a Member for three (3) of the preceding five (5) years, excluding the year of the election. If no available candidate meets the requirement in any given year the Board may, by a 75% majority of the total Board, waive the requirement for that year only.
- E) An elected Director must serve a staggered term of 3 consecutive years ("Board term"). If a situation arises in which a position is prematurely vacated, the Board must seek the Advisory Council's input regarding suggestions for replacement candidate(s). At no time shall there be less than 10 Board members for six months at a time. If this should occur, the Advisory Council will assign one of its members to fill the vacancies on an interim basis until the seats can be filled by the appropriate procedure as outlined in Article VIII, Section 6-A with full rights and privileges of a board member.
- F) After completing a three year term on the executive board, a member cannot serve on the board again for a period of one year. If the board member has not completed the term of three years, his/her sit out period shall begin at the end of the original term of the vacating board member. The board member who is filling the vacancy for less than one year will not have a sit out period to be elected for the subsequent full term in the Executive Board or to serve as member of The Advisory Council (Article VIII, Section 3)



- G) If a Director is terminated from the Board or Council, then he/she will not be eligible to serve on the Board of Directors or Advisory Council for the next 5 years.
- H) Each year, at least four (4) Directors must be elected.
- I) Each year the Nominations Committee will nominate 4 new members, of which at least 2 will be Life Members, provided however that every attempt be made to have at least six (6) of the Directors from Life Members. The number of nominations invited from Life member category will be adjusted to help achieve this intent each year, as required. However, if this cannot be achieved with reasonable effort, the seat(s) will be open to all members.
- J) Only one spouse from each family can serve on the Board at any given time. Spouse of the sitting board member or Advisory Council cannot serve on the Executive Board and vice versa.
- K) The membership category of a Director is to be defined by that in which he/she came onto the Board irrespective of any change in his/her membership during the tenure. However, the Director must be current in his/her membership dues.

## **Section 2: Process of Absentee Ballot**

- A) Any eligible member wishing to cast an absentee ballot shall download/obtain a copy of the slate, either for Life members or for General Members, for which the member is eligible to vote.
- B) The member will fill out the ballot per the guidelines stated on the ballot form.
- C) The member will fold the ballot and seal it in an envelope with BALLOT written on top of it. No personal identifier shall be written on the ballot or envelope.

- D) The member will make a legible copy of his/her current government issued photo ID and sign and date it.
- E) The member will take the Ballot envelope (step C above) and the photo ID (step D above) and put them in another envelope and seal it
- F) The envelope must be received by the HSNEF office before 12:00 noon on the annual election day/general body meeting.
- G) The staff person at the HSNEF office shall take and log the envelope received and deposit it in a designated safe box without opening it. The nominating committee will verify membership and separate the envelopes according to membership category such as general and life membership. The ballot boxes will be secured in a safe on the HSNEF premises with access limited to the Nominating Committee Chair or its designee until the ballots are counted.
- H) These envelopes will be opened by at least 3 members of the Nominations Committee in the presence of the representatives of the candidates running for the election, if they so wish, on the day of the general body meeting when votes will be counted. The Nominations Committee members will inspect each envelope to ensure that it has not been tampered with and make a mark on the envelope to indicate life member or general member and drop it in the appropriate box as per the membership category. The outer envelope will then be discarded and the authenticity of the absentee voter verified from the copy of the government issued photo ID. The outer envelope will be separated from the sealed ballot envelope within to guard the privacy of the voter. The ballot envelopes will then be opened and votes tallied.
- I) Any vote from a general member for a seat reserved for a life member will be discarded.

### **Section 3: Voting by Proxy**

A member may elect to give proxy to another member to vote in society elections and other general body meetings. The member desiring to appoint such a proxy

should complete the form available from the Society, either on the web site or in the office, and should attach his/her valid Government issued identification showing clear name, signature and photo. The election officer will verify the form, proof of identification and the identification of the member granting proxy. If the proxy form is not accompanied by valid identification of the member granting proxy or the member appointed as proxy does not have his/her identification at the time of voting the member will not be able to vote. Any member can act as a proxy for a maximum of two votes

#### **Section 4: Election/Selection of Offices.**

Immediately after the *annual* general body meeting the Nominations Committee will invite nominations from the incoming Board for the positions of Chairperson, Vice-Chairperson, Secretary and Treasurer over the next 7 days. They will continue the nomination process and announce the slate of candidates within *14 days* of the *annual* general body meeting. The Chairperson of the Nominations Committee or designee will call a meeting of the continuing and incoming board members for the purpose of elections for any contested positions. This meeting will take place before December 15<sup>th</sup>. The elections for contested positions shall be held by secret ballot and presided by the Chairperson of the Nominations Committee or his designee. A board member may hold only one position of officer at a time. The term of each officer will be limited to one year unless re-elected. No officer shall hold the same office for more than two consecutive terms.

#### **Section 5: Removal:**

Any Director may be removed as follows:

A. Removal by the affirmative secret ballot vote of 75% of the Directors for any reason. Removal ballots must be verified by the Coordinator of the Advisory Council. General membership vote is not required where removal is made by the Board on its own motion.

B. Removal may also be initiated for any reason by a petition for removal which includes the name, address, phone number and affixed by signature by at least ten percent (10%) of the membership for the year at issue. Any such petition must be verified by the Coordinator of the Advisory Council. If verified as meeting the ten

(10) percent requirement, the Society must notice and hold a meeting of all members, whereby at least thirty (30) percent of the members must be present for a quorum to exist to vote on the petition for removal. Votes for petition for removal must be reviewed and approved by the Coordinator of the Advisory Council.

C. Any board member who has three consecutive non-communicated absences to board meetings will be automatically removed unless reinstated by a majority of board members as long as his/her seat is still vacant. If a board member communicates his/her three consecutive absences the Board may still have the option of removing the individual by a 2/3 majority secret ballot vote in which all of the remaining board members vote.

### **Section 6: Surveys**

Every even year a survey will be conducted of the membership (only) to seek feedback on the Executive Board, Advisory Council, priest(s), office staff and the general functioning of the HSNEF. The results will be kept in the HSNEF office and be available to any member upon request

### **Section 7: Election Forms**

Standard operating procedures for voting in person, forms for voting by proxy and voting absentee can be found in the appendices at the end of the by-laws.

## **ARTICLE X**

### ***MEETINGS***

#### **Section 1: Board and Committee meetings**

A. After the annual election of new Board members, the newly elected full Board must meet by or on the 15th of December. Thereafter, the Board must meet not less than monthly to conduct its business and such meetings will be noticed via reasonable communication methods with as much advance notice as practical under the circumstances. Duly called meetings should not be cancelled without a valid reason that has been communicated to the entire Board. Committees may

meet as necessary to conduct business.

B. Board meetings may also be called by a minimum of four (4) Directors, or two members of the Advisory Council, or upon the written request of at least 5% of the members. In such cases, notification of the meeting must be given within one week and the meeting will be conducted no later than three weeks after receiving the request. Notice of Board meetings must be documented, containing the starting time, place, agenda, and should be provided via reasonable communication methods to the Directors and members with as much advance notice as practical. The Advisory Council coordinator will be courtesy copied on all Board meeting notices/agenda.

C. Committee meetings may be called by the Chair or Co-Chair of the committee with at least one week notice.

D. Emergency meetings of the Board or committees may be called with reasonable communication methods with as much advance notice as practical under the circumstances.

E. The Secretary or the Secretary's designee is responsible for keeping minutes of all the Board meetings. Minutes will reflect deliberations on all topics discussed. The Secretary will have the minutes ready for Board approval within 2 weeks of the meeting. Electronically approved minutes shall be considered provisional. The electronically approved minutes of the board meeting must be communicated to the membership within 2 weeks of approval. By 75% approval, the Board may designate parts of the Board minutes classified, not to be disclosed to the general body immediately. All classified minutes of the preceding calendar year shall be made available to the members coinciding with the annual general body meeting upon written request by the members. The Coordinator of the Advisory Council must receive all minutes, including provisional, approved and classified, within two weeks of each Board meeting. The Board shall review the minutes of the meeting of the officers of the Board and of all working committees

F. At least fifty percent (50%) presence of the Board or committee members will constitute a quorum for any meeting. Unless otherwise specifically set forth herein, the majority vote of the Directors or committee members present at a

meeting in which a quorum is present will be the decision of the Board or committee. A meeting may be adjourned to a later time if a quorum is not achieved within thirty (30) minutes of the scheduled start of the meeting. While voting on resolutions, in the event of a tie, the chairman will cast the additional vote to break the tie.

G. Official minutes of meetings of the Board, officers of the Board, General Body, Constitution and By-laws, Finance, Building and Architecture, and Nominating Committees will be considered approved only when three members who attended the subject meeting sign and date the minutes in person. If a committee has less than three members, the minutes signed and dated by the Chair of the meeting will be considered as approved.

H. The results of the election for open positions on the board will be announced at the Annual General Body meeting of the Society.

## **Section 2: Members' Meetings**

A. The Annual General Body meeting of members will be held on the second Sunday of November at 1pm in the temple premises or such other date, place and time as the Board may announce by written notice given to all members by October 20<sup>th</sup> of each year. In case of extreme circumstances the Board with 75% affirmative vote of all Board members may postpone the annual general body meeting, provided that it is held no later than December 15<sup>th</sup> of that year.

B. The notice of the time and place of all meetings of the Membership will be communicated by the Secretary to all members at least fourteen (14) days prior to such meeting to the last address or email address known to the Society.

C. Special meetings may be called at any time by the Chairperson of the Board, or by ten percent (10%) of the Members.

D. There are no quorum requirements at a meeting of Members, except as specifically otherwise provided in the Constitution or these By Laws.

F. The annual and special meetings of the Society members are open only to

members. The Board or the Executive Committee may invite non-members as ex-officio to the meeting. The invited guests will be introduced by meeting Chair as provided under Section H below.

G. Conduct and Procedure of Meetings. Meetings of the Board, the Members, and committees will be in accordance with the Robert's Rules of Order, unless such rules conflict with the Constitution or the By Laws of the Society. Where Robert's Rules of Order are in conflict with the Constitution or the By Laws of the Society, the latter will prevail.

H. Order of Business. The Order of Business in a meeting of the membership will be:

- i). Call to order.
- ii). Introduction of new members.
- iii). Introduction of guests.
- iv). Reading of minutes from previous meeting.
- v). Report from the Board and other committees.
- vi). Report from the Advisory Council
- vii). Correspondence
- viii). Unfinished business.
- ix). New business.
- x). Adjourn.

I. Previously voted proposal/s cannot be resubmitted in, Executive Board or general body meeting in the same calendar year unless two thirds of voting members of the said body agree to reconsider it.

### **Section 3: Transitional Meeting**

A transitional meeting attended by the incoming/outgoing members of the Board, Advisory Council and invited guests will be held no later than December 15<sup>th</sup> of each year. This meeting will follow an order of business as follows:

1. Prayer and call to order
2. Introduction of new members of the Executive Board and the Advisory Council, the incoming Officers of the Board and guests.
3. Society's Mission Statement and brief history.

4. Highlights of the Constitution & bylaws, including responsibilities of the Executive Board, Officers of the Board and Advisory Council.
5. Review and transfer of maintenance manual and log, and Society's archival documents/record.
6. Scheduling review of financial books and transfer of financial responsibility, bank signature cards, alarm and key codes and inventory of Temple inventory.
7. Scheduling first calendar year meeting of the incoming Executive Board & Advisory Council.
8. New business
9. Adjourn

**Section 4: Re-introduction of an issue.**

The same subject matter may not be brought to the Board, AC and any of the society's meetings of the same body for the subsequent 12 months.

**ARTICLE XI**

***AMENDMENTS/INTERPRETATION OF THE CONSTITUTION AND BY-LAWS***

**Section 1:** The Constitution and By-laws Committee will review the bylaws or constitution periodically. The Committee will also review or recommend any proposed amendments thereto.

**Section 2:** The Board, the Constitution and By-laws Committee, or 5% of the membership can propose amendments to the constitution and bylaws. Any such proposed amendments or revisions shall be forwarded to the bylaws committee, except when the proposals are from the bylaws committee, when in the latter case, they will be forwarded to the Board.

**Section 3:** The Constitution and By-laws Committee will be charged with issuing its recommendations and analysis to the Board and advisory council within 45 days of receipt of the proposal. The Board may consult with the Constitution and By-laws Committee for clarification as necessary. The Board will then be responsible for notification of such recommendations to the entire membership in form of a



posted notice in the temple premise by U.S. Mail or email within 45 days. The purpose of this distribution is for the review and response of the proposals by the general membership. The general membership will have 15 days from the post-marked date of notification to respond in writing to the Board Chairperson with comments regarding the proposed amendments or give input at the general body meeting called for this purpose. The Board will then forward the communication to the Constitution and By-laws Committee who must give its final recommendation to the board within 30 days of receiving the comments.

**Section 4:** The Board must vote on the final recommendations from the constitution and by-laws committee in its entirety within 45 days. To adopt any amendments to the By-laws, at least 75% of the Board must vote in favor. Any approved [or decisions on] amendments, if not overridden, would become effective immediately.

**Section 5:** The membership can override the Board's decision regarding amendments by a two-thirds vote of the membership attending a duly called meeting, where at least 50% of members are present for any decisions regarding amendments to the By-laws, and where at least 75% of members are present for any decisions regarding amendments to the constitution. Where these minimum requirements for a quorum are not established, no vote will be taken and the Board's decision will stand.

**Section 6:** The Chairperson or designee of the Board and the Chair of the Constitution and By-laws Committee shall separately execute copies of the approved amendments. The Secretary shall retain the originals and copies.

**Section 7 Interpretation:** In case there is a dispute in interpretation of this constitution and by-laws, the matter will be referred to the Advisory Council which may seek additional input and give its opinion within 2 weeks to the Executive Board and this decision will be final.

## **ARTICLE XII**

### ***LIABILITY AND BOND***

**Section 1:** No Member of the Society will be personally or otherwise liable for the debts of the Society. For any liability or indebtedness, all creditors will look solely

to the assets of the Society.

**Section 2:** The Chairperson and the Treasurer of the Board will serve with the bond. The Board may bond additional officers, employee or volunteers at its discretion. The Society indemnifies and holds harmless and agrees to defend each Director and executive officer from any and all losses, damages, fees, costs, claims, causes of action or other legal, equitable or administrative actions or allegations that arise out of or relate to a Director or officer's work on behalf of the Society, unless such loss is occasioned by the fraud or gross negligence of a Director or officer. The society will provide insurance for personal liability to the Board of Directors.

### **ARTICLE XIII**

#### ***CONFLICT RESOLUTION***

**Section 1:** In case of a dispute with regard to the interpretation of the By-laws the Advisory Council will render a final decision after consultation with the Executive Board, Constitution and By-laws Committee and the drafters of the By-laws in question, as necessary. The minutes related to such decision will be declared along with the decision.

**Section 2:** Ten (10%) percent of the members can at any time petition the Board in writing that a ballot be sent out to the Society's current membership on any issue. The Board must meet with the petitioners within 30 days of the request and also inform the Advisory Council of this development. There will be a stay placed on any action which is the subject of the petition in that the Board will ensure that the condition which prevailed prior to receiving the petition and which is the subject of the petition is maintained until the process of Conflict Resolution as described herein is completed. After the meeting with the petitioners, the Board must issue a formal written response to the petitioning group within two weeks with a copy to the Advisory Council. If the petitioners remain unsatisfied, they may still request that a ballot be sent out on this issue as long as they still have 15% of the members in favor. The Petitioners must request this in writing to the Board no later than 30

days after the Board's response. The ballot must then be sent out no later than 15 days of receiving communication from the petitioners. The last date of receiving the ballots shall not be less than two weeks or more than three weeks following the date the ballots are mailed. The Petitioners will be responsible for the wording on the ballot. The petitioners must review the ballot with the Advisory Council. The Advisory Council may add an addendum to the ballot but the wording as per the petitioners must not be changed. The Advisory Council will be responsible for coordinating the mailing and counting of the ballots. If the Petitioners do not respond to the Board's response within four weeks, the issue cannot be raised again during the same calendar year. If the Board cannot place a stay on the issue in question as provided herein it shall explain the reason in its written response to the petitioners. The Petitioners or the Advisory Council may ask to convene a General Body meeting to discuss the issue. This will be convened no later than three weeks of receiving this request.

## **ARTICLE XIV**

### ***CONFLICT OF INTEREST***

#### **Section 1: Executive Board/Committee:**

While the Society does not want to deprive Board members and Officers (hereinafter together referred to as "Volunteers") of the opportunity to volunteer services to the community at large, certain guidelines concerning conflicts of interest must be set forth.

No Volunteer for the Society shall use his/her position with the Society, or the knowledge gained therein, in such a manner that will cause conflict between the best interests of the Society and the Volunteer's personal interests, business interests and direct/indirect interests.

It is also the policy of the Society to conduct each and every business transaction with impartiality. Therefore, all Volunteers and members of the Volunteers' household are prohibited from:

a) Obtaining remuneration or compensation from any vendor, service provider or supplier of the Society, unless such remuneration or compensation has been first

disclosed to the Society's Board;

b) Accepting gifts from any vendor, service provider, or supplier for the Society unless such gifts are disclosed to the Society's Board and donated to the Society for its use and pleasure;

c) Directing or guiding Society business to individuals or businesses that the Volunteer or members of the Volunteer's household are financially affiliated with, or have a personal relationship with, unless such affiliation or relationship has been first disclosed to the Society's Board;

d) Making or holding any financial investments which are in conflict with the financial interests of the Society, or which create the appearance of such a conflict unless the investment is first disclosed to the Society's Board;

e) Any Volunteer with a personal conflict of interest shall refrain from any vote or discussion on the issue and excuse himself/herself from the meeting during these discussions; and

f) Any Executive Board or Advisory Council member is prohibited from serving on any committee of any other religious organization within a 100 mile radius of HSNEF.

The Chairperson may give a waiver only after this conflict of interest is discussed and the waiver is approved by the Board at the immediate next Board meeting. Volunteers or members who have questions about the application of this policy, or who are uncertain in a particular circumstance, should seek the counsel and guidance of any member of the Society's Board of Directors.

## **Section 2: Staff members:**

A) Worship Staff: The priests employed by the Society will not perform priestly services for or at any of the other temples with or without remuneration. The priests are allowed to visit any temple as devotees and participate in any of the activities but cannot conduct the worship activity or give priestly advice or

directions except for the below listed exception.

The priests can perform priestly services at other temples when a formal request is received by the Chairperson of the Society's Worship Committee and is approved by a majority of the members on the HR committee. In approving this request the HR committee will take the following into consideration.

- 1) There should not be any activity in our temple on the date requested that requires the services of the priest who has been requested to conduct services at the other temple.
- 2) The request should be for a non-routine service activity that happens infrequently.
- 3) The Priest should be available and willing to participate. The Society will receive usual and customary remuneration for such services from the other temples.

B) Office Staff: The Office Staff will not apply for, or accept employment at any of the area temples while employed with the Society without the express approval of the HR Committee. The HR Committee will review and decide upon each request on a case by case basis. Under no circumstances will the office staff use any of the information available at the HSNEFL office including e-mail addresses or other confidential information for personal benefit or for the benefit of any other organization. Such information is the property of the Society and cannot be taken or distributed even after the employment relationship ends. Violation of the above policies may result in immediate dismissal or other disciplinary action.

## **ARTICLE XV**

### ***WAIVER OF NOTICE***

Whenever any notice is required to be given under the provisions of any law or under the Articles of Incorporation, Constitution or By-laws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice. A person may attend a meeting for the limited purpose of objecting to the transaction of any business because, in his or her opinion, the meeting is not lawfully called for or convened.

## ARTICLE XVII

### ***FRAMEWORK OF PRINCIPLES FOR DECISIONS REGARDING DEITIES***

**Section 1:** Considering that it is neither possible nor practical to install enumerable Deities or satisfy current or future wishes of various groups or individuals of our congregation, the following stipulations will be followed to make any changes related to Deities in the HSNEFL Temple or property.

**Section 2:** Currently installed Deities are: Shri Ganesh, Shri Balaji, Shri Shivalinga, Shri Laxmi-Narayan, Shri Ram Parivar, Shri Radhe- Krishna, Shri Durga and their vahanas and additional Utsav Murthies of these Deities, and Shri Mahavir Swami.

**Section 3:** Any new Deity to be installed in the Temple would be one to which Hindus connect and a very broad cross-section of the HSNEF congregation devotionally relates.

**Section 4:** The Board with a  $\frac{3}{4}$  majority vote in which the ENTIRE Board vote or 20% of the eligible voters in the membership can propose additional Deities or changes related to Deities through a written request, duly signed by the requesting members with a clear date, name and address.

**Section 5:** Only those who have been members of the HSNEF for the preceding 3 consecutive years will be eligible to petition for additional Deities. The 20% eligible voters in the membership threshold in Section 4 above will be based on the total eligible voters in the membership that meet the preceding 2 consecutive years, and current year criteria and not the entire membership (i.e. if the entire membership of the Society is 200 memberships but only 100 eligible voters in the membership that meet the preceding 2 consecutive years and current year criteria, then only 20 members' signatures are required to meet the 20% threshold described in Section 4 above).

**Section 6:** A 3/4<sup>th</sup> majority vote by the ENTIRE Board will be required to move forward with preliminary analysis of the proposal.

**Section 7:** If so approved, the Executive Board will constitute an Ad-hoc Committee with three representatives from the Executive Board, two from the Advisory Council and one each from the Constitution and Bylaws Committee, the Building and Architecture Committee, the Finance and Audit Committee and the Worship Committee to consider this request.

**Section 8:** This Committee will be charged with analyzing the request and issuing its recommendation to the Board within 45 days of its constitution.

**Section 9:** After taking into consideration the recommendations by this Ad-hoc Committee the Executive Board will vote on the proposal. If this recommendation is approved by 3/4<sup>th</sup> majority vote of the ENTIRE Board, the Board will notify such proposal to the entire membership in the form of a posted notice in the temple premise and by U.S. Mail or email within 45 days. The purpose of this distribution is for the review and response of the proposal by the general membership. The general membership will have 30 days from the date of notification to respond in writing to the Board Chairperson with comments regarding proposed request. The Board will then forward the communications received to Deity Ad-hoc Committee who must give its final recommendation to the board within 30 days of receiving the comments regarding the proposed request.

**Section 10:** The Board must vote on the proposal after reviewing the final recommendation from the Deity Ad-hoc Committee within 45 days. To adopt any change, at least 75% of the ENTIRE Board must vote in favor.

**Section 11:** If so approved at least 60 days before the Annual General Body Meeting (AGM), the proposal shall be included in the election ballot. For the proposal to pass, a special election process will be followed as described in Appendix 5 Section D. If the request is approved with less than 60 days prior to the AGM, it will be included in the following year's AGM election ballot.

**Section 12:** A proposal which does not meet with Executive Board approval as stated under Section 10, shall be placed on the ballot if 30% of the eligible voters in the membership submit a written request, and duly signed by the requesting

members.

**Section 13:** The membership can override the Board's decision regarding Deity installation if greater than 50% of the eligible voters as described in section 5 votes in favor. Where these minimum requirements for overturning the Board decision are not met, the Board's decision will stand.

**Section 14:** Any Deities or item for worship placed in the Temple premises without following the above stipulated procedure will be considered unauthorized and shall be removed with a proper ceremony, if so required.

**Section 16:** The Board can consider installation of a new Deity only if there are enough available funds to complete the entire project without loan, notes or any avenue causing debt to the society.

**Section 17:** All the Deities will be managed and cared for by the HSNEF per rules and regulations established by HSNEF.

## **ARTICLE XVIII**

### ***HSNEF COMMUNITY EMERGENCY AND HARDSHIP ASSISTANCE FUND***

The "HSNEF Community Emergency and Hardship Assistance Fund" (HSNEF CEHAF) was setup for the benefit of its members, families or others of Hindu origin living in Greater Jacksonville Area identified to be in need of emergency financial assistance as described below.

**Section 1:** The purpose of HSNEF CEHAF is to provide emergency one-time financial assistance to individuals or families in urgent need, through grants or loans based on the availability of funds. 100% of the funds will go to help individuals and families build or restore their lives.

**Section 2:** A standing committee, Community Emergency and Hardship Assistance Fund Management Committee (CEHAFMC) will be constituted each year with the responsibility to manage the funds. The committee will consist of 5 members,



representing 1 member from AC and 1 member from EB and 3 members from HSNEF members at large. The EB can select the members. This Committee will receive, analyze and approve requests for disbursement in a timely manner. It will be responsible to evolve operational guidelines as necessary, which will become final upon approval by the EB. It will be the responsibility of this committee to solicit funds for this purpose as well as make decisions of whether or not to approve applications as presented to it and how much to approve.

Section 3 - Eligibility: The Emergency funds will be primarily available to members of the HSNEF, their immediate family and members of the Hindu faith residing in North East Florida. In extreme emergencies, the Committee (CEHAFMC) can vote to extend help to others in need. The CEHAFMC may set additional guidelines or may seek additional information from the applicant, if eligibility is in question. Since emergencies are difficult to define and codify a priori, the definition of emergency is any situation that reasonable persons would presume to be an emergency.

As a general guideline some emergency category can include

1. Funeral expenses (where family is unable to bear financials )
2. Hurricane damage to the primary residence (uninsured property)
3. Fire Damage to the primary residence

Guidelines for non-emergencies and should not be funded

1. Rent/Eviction assistance
2. Theft of the physical property such as gold, and precious assets

The implication is that CEHAFMC members would vote on the application and if 75% or more members vote in the affirmative, then the application will be treated as an emergency.

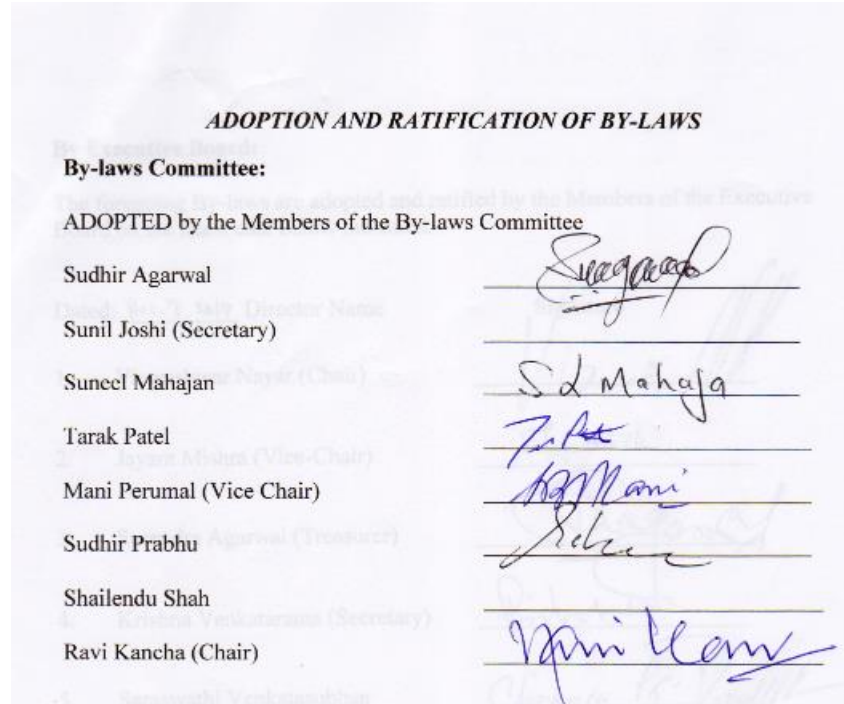
Section 4 - Application: Individuals or families can seek assistance by completing a simple application that briefly explains the need. Friends and well-wishers may assist in preparing this application but the application would need to be signed by the recipient of the funds except in extenuating circumstances. There is no application dead-line for this process and the application can be completed whenever the emergency arises. The application will be reviewed on an urgent basis to meet the immediate need of the applicant. The Administrative office shall collect all the necessary information convey the request to the Chair within four hours.

Section 5 – Review Process: Once the Chair receives the application, he/she will secure additional information as necessary and convene a meeting of the Committee, either through a conference call or face-to-face at the earliest convenience but no later than 72 hours of receiving a request. The decision made by the Committee will be conveyed to the EB and the requesting party by the Chair, member of the Committee or the administrative staff within 48 hrs. The EB should respond within 2 weeks. Any decision made by the CEHAFMC will be final. CAP on distributions: There is a cap of \$2,000 for cash assistance and \$3,000 for loan per applicant (individual or family). This initial cap can be reviewed and revised based on the available balance on a 3 year basis. An applicant (individual or family) that receives assistance cannot be eligible for assistance again for 36 months from receiving the initial distribution. If the committee feels that a grant is not warranted but the applicant may benefit from short-term, interest-free loan assistance it can do so. The terms of the loan should be clearly defined and a proper agreement /IOU should be executed keeping in mind these are Society Funds being temporarily advanced to the beneficiary. The term of the loan should be 24 months or less.

Section 6 – Conflict of Interest: If a member serving on the CEHAFMC or his/her family applies for assistance, the member shall not only recuse himself/herself from any deliberations of the committee on the application but these will be carried out in the absence of this member.

Section 7 – Contributions and Accounting of Funds on HSNEF Books: Members, donors or any benefactor could contribute to the fund, indicating clearly that the donation is for the Emergency Fund. These contributions will be treated as regular donations to account towards life memberships. HSNEF should try to maintain a maximum accumulation of \$25,000 in this fund. The EB too may decide to contribute 2% of net income of the previous year from HSNEF until the maximum is reached. Appropriate receipt will be provided to the donor noting that it has been made for Emergency Fund. This Fund will be maintained separately from the General Account. Any contributions received for this type of assistance should be booked as cash in bank on the debit or asset side and a credit on the Owner's Equity or Liability side on HSNEF books. These funds should not be used for any other purpose except the one stated above. Any disbursement of funds for grant

purposes would be booked in the reverse manner. However loans would be booked as Accounts Receivables on the debit side and cash on the credit side. Receipt of loan payments will be booked in the manner reverse to above. The CEHAFMC may decide to invest certain portion of this Fund in cash instruments for easy access and the rest in CDs.



**Adoption and Ratifications of by-laws:**

**By-Laws committee:**

Adopted by the members of the by-laws committee.

Mani Perumal \_\_\_\_\_

Gyan Joshi \_\_\_\_\_

Chitra Pudhucode \_\_\_\_\_

Vamsee Srikakolapu \_\_\_\_\_

Sandip Gupta \_\_\_\_\_

Pramod Jain \_\_\_\_\_

Rajat Sharma \_\_\_\_\_

By Executive Board:

The foregoing by-laws are adopted and ratified by the members of the executive board on the latest date below indicated.

Date:                      Name                                      Signature

Vamsee Srikakolapu (Chair)	_____
Sandip Gupta (Vice Chair)	_____
Anurag Jain (Treasurer)	_____
Suresh Mittapalli (Secretary)	_____
Sangita Horton	_____
Chitra Pudhucode	_____
Girija Chandran	_____
Rajendra Raj	_____
Ajay Nayyar	_____
Tracy Khona	_____
Vipan Kalhan	_____
Saraswati Singh	_____

Appendix 1:

*Proxy*

KNOW ALL BY THESE PRESENTS:

That I, \_\_\_\_\_, under oath do hereby make, constitute and appoint \_\_\_\_\_ to be my true and lawful attorney-in-fact, for me and in my name, place and stead to vote as a member at the general, annual or special meeting of the General Body of the Hindu Society of Northeast Florida, a not-for-profit corporation, scheduled for \_\_\_\_\_, 20\_\_\_\_, and any other meeting of the General Body arising from the rescheduling thereof or the adjournment and reconvening thereof as permitted in the By-Laws of the Society, and otherwise to act as my proxy or representative, in respect to the exercise of my voting rights as a member. I understand that a forged signature is a felony.

WITNESS my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_, Member

Home Address: \_\_\_\_\_

**Appendix 2:**

**Hindu Society of Northeast Florida**

*Nomination Form for the position of member of the Advisory Council*

I \_\_\_\_\_ residing at \_\_\_\_\_ am a member of the Hindu Society of North East Florida in good standing for the preceding five years and wish to serve as a member of the Advisory Council of the Society.

I here with state that I have read the Constitution and Bylaws of the Hindu society of Northeast Florida Inc. and agree to abide by these guiding documents. If elected to serve as a member of the Advisory Council, I am willing to give the necessary time and effort to fulfill the stated responsibilities and authority entrusted to this position to the best of my abilities.

Witness my hand and seal this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.  
\_\_\_\_\_(Member)

I have verified the membership records and certify that Mr./Ms. \_\_\_\_\_ is a member of the society for the preceding five years and meets the requirement as per By-laws Article VIII, Section 3 Staffing.

Chairman of the Nominations Committee or designee,  
The Hindu Society of North East Florida Inc.

**Appendix 3:**

**Hindu Society of Northeast Florida**

*Nomination Form for the position of member of the Executive Board*

I \_\_\_\_\_ herewith state that I have read the Constitution and Bylaws of the Hindu society of Northeast Florida Inc. and agree to abide by these guiding documents. If elected to serve as a Director of the Executive Board, I am willing to give the necessary time and effort to fulfill the stated responsibilities and authority entrusted to this position to the best of my abilities.

Witness my hand and seal this \_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_.  
\_\_\_\_\_(Member)

I have verified the membership records and certify that Mr./Ms. \_\_\_\_\_ is a member of the society for the preceding three years and meets the requirement as per By-laws Article IX, Section 1 Election Process item D.

Chairman of the Nominations Committee or designee,  
The Hindu Society of North East Florida Inc.

**Appendix 4:**

***Candidate Profile Form***

Picture (Optional)

Name:

Current or previous service to Hindu Society of Northeast Florida:

Current or previous service to other Non-Profit organization(s): Yes    No  
If yes, please indicate the name(s) of the organization, type and years of service

Have you ever voluntarily resigned, asked to resign or dismissed from any non-profit organization? Yes/No.

If yes, reason(s) for the same:

Work experience:

Your vision and goals for HSNEF? What would “you” do to try to accomplish these?

I attest that the above information is accurate and understand that misrepresentation or knowingly withholding potentially detrimental information that would ordinarily be deemed pertinent to the voters will result in disqualification of candidacy.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date:



## Appendix 5:

### *Standard Operating Procedures for Management of Voting*

#### **A. Standard Operating Procedures for In Person Voting:**

1. The Society office will keep ready:
  - a) Current roster of members eligible to vote, both Life & General Members, certified by the Secretary of the Society.
  - b) Two well-marked ballot boxes, one for Life Members to cast their ballot and the other for General Members.
2. The Staff/volunteer will:
  - a) Verify the identity of the person by checking a government issued photo-id, and once verified,
  - b) Verify eligibility of the person to vote in the current roster of members eligible to vote.
  - c) Once both these are accomplished the staff will place a check mark against the name on the member on the list, write down type of id checked, and initial the entry.
3. Depending upon the category of the member voting, the staff/volunteer will hand out appropriate ballot, whether for Life Member or General Member.
4. The Member will be given privacy to mark his/her vote.
5. The member will then cast the ballot in the box appropriate the category of membership, in clear view of the staff/volunteer.
6. The ballot boxes shall never be left without direct supervision during the polling period.
7. At the end of the polling period ballot boxes will be secured in a lockable safe/ cupboard with only the Nominations Committee and/or his/her designee having the key or combination to the lock.

## **B. Standard Operating Procedures for Absentee Ballot Voting:**

1. Nominating Committee will have the complete roster of members eligible to vote at the office and email to members by July 1st of each year
2. Any eligible member wishing to cast an absentee ballot shall download/obtain a copy of the slate, either for Life members or for General Members, for which the member is eligible to vote.
3. The member will fill out the ballot per the guidelines stated on the ballot form.
4. The member will fold the ballot and seal it in an envelope with BALLOT written on top of it. No personal identifier shall be written on the ballot or envelope.
5. The member will make a legible copy of his/her current government issued photo ID and sign and date it.
6. The member will take the Ballot envelope (step D above) and the photo ID (step E above) and put them in another envelope and seal it
7. The envelope should be received by the HSNEF office before the annual election day/general body meeting.
8. The HSNEF staff/volunteer at the office shall log the envelope received and deposit it in a designated safe box without opening it.
9. The nominating committee member/designee will verify membership and separate the envelopes according to membership category, whether general or life membership.
10. These envelopes will be opened by at least 3 members of the election committee in the presence of the representatives of the candidates running for the election, if they so wish, on the day of the general body meeting when votes will be counted. The election committee members will inspect each envelope to ensure that it has not been tampered with and make a mark on the envelope to

indicate life member or general member and drop it in the appropriate box as per the membership category. The outer envelope will then be discarded and the authenticity of the absentee voter verified from the copy of the government issued photo ID. The outer envelope will be separated from the sealed ballot envelope within to guard the privacy of the voter. The ballot envelopes will then be opened and votes tallied

Any vote from a general member for a seat reserved for a life member will be discarded.

### **C. Standard Operating Procedures for Voting using a Proxy**

The member desiring to grant a proxy should complete the form available from the Society, either on the web site or in the office, and must attach a copy of the members valid Government issued identification showing clear name, signature and photo.

1. The Society staff/volunteer will:

- a) Verify the identity of the person acting as a proxy by checking a government issued photo-id, and once verified,
- b) Verify eligibility of the person to vote in the current roster of members eligible to vote.
- c) Once both these are verified the staff will notate against the members name that he/she acted as proxy, write down type of id checked, and initial against the name.

Only members eligible to vote can serve as proxy.

2. The Society staff/volunteer will then:

Verify the identity and eligibility of the person granting the proxy by verifying the proxy form and copy of the government issued photo-id, and notate the name of the person acting as proxy against the name of the member who granted the proxy, and initial the entry.

If the proxy form is not accompanied by valid identification of the member granting proxy or the member appointed as proxy does not have his/her identification at the time of voting the member will not be able to vote.

Any member can act as a proxy for a maximum of two votes.

#### **D. Standard Operating Procedures for Deity Ballot Voting:**

1. Executive Board will have the complete roster of members eligible to vote (as defined in Section 5 of Article XVII ) and their address verified by July 1st of each year.
2. Deity ballots will be mailed in to all the eligible members' addresses on file at least 60 days before the day the general body meeting by first class mail with envelope stamped with " Do not forward. Return to sender if undelivered, or similar wording as per USPS guidelines. The mailing package will contain
  - a. 1 or 2 ballots, depending on single or family membership, the ballots should have temple seal and signature.
  - b. 1 or 2 ballot envelopes with temple seal, written ballot
  - c. A return envelope marked with from address of the member(s) name and to address of temple with temple seal.
3. The member will fill out the ballot per the guidelines stated on the ballot form.
4. The member will fold the ballot and seal it a Ballot envelope provided in the mail by HSNEF. No personal identifier shall be written on the ballot or envelope.
5. The member will take the Ballot envelope (step 4 above) put it in the return envelope and mail it.
6.
  - a. The envelope should be received by the HSNEF office at least 30 days before the annual election day/general body meeting.
  - b. Envelopes returned as undelivered by the USPS shall be logged and secured in the safe box.
  - c. HSNEF will make the effort to contact the members whose envelopes were returned with all other contact information on file for the member, not limited to e-mail, residence or mobile numbers etc. The attempts made along with the date they were made shall be tabulated.

- d. The envelope containing the Ballot and Return Envelopes will be re-mailed out to the members whose addresses are reestablished, as soon as possible, with instructions that to be valid they must arrive at the HSNEF by a week before the Annual General Body Meeting or Election Day. The day the envelope was re-mailed shall be tabulated against the member's name.
- e. The Advisory Council shall review the procedure followed for the returned envelopes as noted in "b" above and certify that it is satisfied with the efforts made to identify the correct addresses of members. This certification will serve as a precondition to counting the ballots.
7. e. The HSNEF staff/volunteer at the office shall log the envelope received in the eligible voters list and deposit it in a designated safe box without opening it. Periodically, list of members voted will be updated and made available, for the members to verify any missing envelopes and for election committee to check for quorum requirements
8. On the day of the Annual General Body Meeting or Election Day, members who have not returned the ballot can: a) bring in the ballot that was mailed to them, or b) obtain a new ballot after verification of both identity and non-receipt of ballot (to ensure that duplicate vote is not being cast). Note ballots received after the start of Annual General Body Meeting or Election Day are null and void; hence it is the responsibility of the member to ensure that ballots are mailed sufficiently ahead of time and if ballot have not been received by the HSNEF office one week prior to the AGM/Election day, then to visit the HSNEF office before the beginning of the AGM or on the Election day and fill out a ballot. For any reason, if multiple ballots are cast by a member, then all ballots cast by this member will be null and void, but counted for quorum calculations.
9. The nominating committee member/designee will verify membership and no duplicate envelopes. These envelopes will be opened by at least 3 members of the election committee on the day of the general body meeting when votes will be counted. The election committee members will inspect each envelope to ensure that it has not been tampered, no more than one vote per Ballot envelope. The ballot envelopes will then be opened and votes tallied

10. For the election to be valid, greater than 50% of the eligible voters, as described in Section 5, should have voted to establish a quorum and the majority of votes will determine the outcome. The members, whose addresses could not be verified despite adequate efforts, as certified by the Advisory Council under point 6 C above, will not be included in the total number of eligible voters and 50% threshold will be established accordingly.. For example, if there are 100 eligible voters and more than 50 members voted, out of the casted votes the majority decides the election (if all the 50 votes are valid, 26 or more votes wins). If there is a tie, the executive board decides with at least 75% of the ENTIRE Board voting in favor.

**Appendix 6:**

*Ballot for Life Members*

**THE HINDU SOCIETY OF NE FLORIDA**

Ballot for Executive Board – Election (for 3 year-term beginning Jan. 20)

Instructions:

- 1. Check mark inside the box against the candidate for whom you wish to vote.
- 2. Vote only for maximum of 2 (two) candidates. If more than two boxes checked your vote will be voided.
- 3. If you are granting a proxy, please read & follow the defined proxy procedure on the website, properly execute the proxy form & provide a copy of identification as specified.
- 4. If you voting in absentia, please read & follow the defined procedure under “absentee procedure” on the HENEF website. Only ballots received in the Society office by 12 noon of the Annual General Body meeting will be eligible to be counted.

**Life Member Category (2 vacancies)**

Please select two (2) from the candidates below by marking the boxes.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Open Seat Category (2 vacancies)**

Please select two (2) from the candidates below by marking the boxes.

- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_

AS OF Dec 2014