

The attached Constitution was adopted at the Hindu Mandir Society of San Diego, Inc. General Body meeting held on Sunday, May 1, 2016 at Shri Mandir premises, San Diego, CA. A copy of the Constitution is also posted on the Shri Mandir website.

X DocuSigned by:
Dr. Rami Reddy Mutyala Rami Reddy Mutyala, BOT Chairman
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X DocuSigned by:
[Signature] Neelu Bhardwaj, BOT Secretary
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X DocuSigned by:
Panneer Selvam Panneer Selvam, EC President
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X DocuSigned by:
Harsh Sangani Harsh Sangani, BOT Constitution Committee
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Fourth Amended
CONSTITUTION OF
THE HINDU MANDIR SOCIETY OF SAN DIEGO, INC.
EFFECTIVE MAY 2016

Prepared by:
Executive Committee
Board of Trustees

SHRI MANDIR
9474 Black Mountain Road
San Diego, CA 92126
(858) 566-5644

THE HINDU MANDIR SOCIETY OF SAN DIEGO, INC.

A CALIFORNIA NON-PROFIT CORPORATION

THE CONSTITUTION

ARTICLE I - NAME AND STATUS AND ADDRESS

A. Name

The name of the Society shall be The Hindu Mandir Society of San Diego, Inc. The Society is a California Non-Profit Religious Corporation operating in the State of California pursuant to the California Non-Profit Religious Corporations Act. The Society will do business as (dba) SHRI MANDIR.

B. Principle Office

The principal office of SHRI MANDIR for transaction of business is located in San Diego County, California. SHRI MANDIR may also have other offices, either within or outside San Diego County, the state of California, as the Board of Trustees may determine or as the affairs of SHRI MANDIR may require from time to time.

C. Change of Address

The county of SHRI MANDIR's principal office can be changed only by an amendment of the Bylaws. The Board of Trustees may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes shall not be deemed an amendment of these Bylaws.

ARTICLE II - MISSION

The mission of SHRI MANDIR is as follows:

- A. Provide a common place to foster the spirit of worship, dedication and meditation, and to cultivate the Hindu values of life based on the old scriptures of India for all people who practice the faith of Hinduism and shall include other traditional religion originated in the sub-continent of India.
- B. Diffuse the knowledge of the ethical, spiritual, religious, philosophical and social foundations and practices of Hindu Dharma and culture.

ARTICLE III – OBJECTIVES AND PURPOSES

To further the goals of SHRI MANDIR's mission the following objectives are set forth:

- A. Promote better understanding and cooperation among Hindus and other religious communities.
- B. Organize, promote and arrange services in regard to advancement of education, religious, cultural, family and related matters.
- C. Promote and conduct activities of charitable, socio-religious, educational, community services of cultural nature, and to undertake all such lawful activities as are deemed conducive and incidental to the attainment of these objectives.
- D. Purchase, take on lease, build and maintain buildings to serve the aims and objectives of SHRI MANDIR including facilities for worship, meditation, library, schools for heritage languages, dance, art, music, community services and senior citizen homes.
- E. Receive, acquire and hold gifts, donations, legacies and devices.
- F. Raise funds for carrying out the objectives defined in this section by public subscription, donations, mortgage of assets of SHRI MANDIR, or in any other way which the Board of Trustees may, in consultation with the Executive Committee, deem advisable.
- G. SHRI MANDIR shall be operated without purpose of gain for its members and /or officers. All profits and other accretions to SHRI MANDIR shall be used solely in promoting its objectives. This provision is unalterable.
- H. Unless otherwise specified, all voting shall be by simple majority of the members present, provided a quorum is met. Voting by proxy shall be allowed. Details of proxy voting will be in the Bylaws.

ARTICLE IV - MEMBERSHIP

- A. **Eligibility**
 - 1. Membership is open to all individuals 18 years of age and older who agree to uphold and respect the Hindu traditions and sincerely promise to abide by the Constitution and Bylaws of SHRI MANDIR. Membership is at family level,

defined as husband, wife, and children under 18 years of age.

2. A devotee shall complete an application form, to be provided by SHRI MANDIR, which shall include his/her full name and address, and signature. All appropriate information as outlined in the application shall be included. The application shall be accompanied by his/her membership fee, if any, and subscription fee if any.
3. The Executive Committee shall review and approve or reject all applications for membership, applying criteria which are similar to the criteria for expulsion of any member. If the Executive Committee decides to refuse any application, it shall immediately provide all details to the Board of Trustees for review and approval. If the Board of Trustees approves the decision, the Executive Committee shall inform the devotee of their decision and is not obliged to assign any reason for refusing the application. Candidates rejected for membership shall not be entitled to apply again within twelve (12) months of such rejection.
4. In the case of an application for admission to membership by a person who has previously applied for membership and been rejected or has previously been a member and has been expelled from SHRI MANDIR, the Executive Committee and the Board of Trustees shall, in its discretion, have the right to grant the application for admission, subject to any condition(s) as it may deem appropriate.
5. On the admission of a new member, SHRI MANDIR shall notify the member in writing of his/her admission. Failure to do so, however, shall not absolve any member from being bound by the Constitution and Bylaws.

B. Rights

1. Limited Rights of Members

- i. The rights and privileges of members shall be limited to the right of entering in and upon the grounds and buildings of SHRI MANDIR and participating in the governance of SHRI MANDIR in accordance with its Constitution and Bylaws and California law.
- ii. SHRI MANDIR may from time to time impose further limitations via rules, regulations and bylaws of SHRI MANDIR and enforce such limitations.
- iii. Membership of SHRI MANDIR shall not give to nor confer upon any member of any class whatsoever any right, title, interest, claim or demand in or to any of the income, profits, monies, property, furniture or other assets of SHRI MANDIR.

Provided, however, that nothing herein contained shall be deemed to prevent the Executive Committee from charging an entrance fee with respect to the grounds or buildings of SHRI MANDIR.

2. Termination – Membership shall terminate:

- i. Upon the death of a member; the surviving spouse shall continue to be a member.
- ii. Upon the conviction of any member of a felony offense, the Executive Committee may at its discretion consider him/her unfit to continue as a member; this termination shall be approved by the Board of Trustees.
- iii. Upon the resignation, in writing, duly accepted by the Executive Committee, of any member who has discharged all indebtedness to SHRI MANDIR. A member who resigns is not entitled to a refund of fees unless such resignation is submitted in writing within ten days of his or her application to become a member.
- iv. A Member may be expelled based upon their gross misconduct or breach of any duty to SHRI MANDIR involving theft or other personal profit at the expense of SHRI MANDIR; a member's conviction of a felony or any crime involving moral turpitude committed on the premises or while acting on behalf of SHRI MANDIR; or any other actions by a Member on the premises or acting on behalf of SHRI MANDIR which is reasonably likely to cause injury to the real or personal property or the reputation of SHRI MANDIR in a manner consistent with our mission.

3. Voting Privileges

Voting at the General Body meeting will be restricted to paid Members of SHRI MANDIR who must be enrolled two (2) months prior to the general body meeting. Membership is at family level and constitutes one vote per family for fully paid members.

4. Access to Records

All members who have voting rights may have access to non-confidential records, documents and minutes of SHRI MANDIR. The request has to be in writing and will be reviewed by the Executive Committee. If approved, SHRI MANDIR shall make these records available in a reasonable time. At no time may a member remove any records or documents or books from the premises of SHRI MANDIR.

C. Membership Categories

- 1 Life Member
- 2 Patron Life Member
3. Grand Patron Life Member
4. Platinum Life Member
5. Honorary Life Member
6. Details of fees, dues, membership category privileges, and installment payment options will be governed by the Bylaws.
7. Benefits of membership are not in effect until full payment has been received by SHRI MANDIR. Membership can be upgraded to the next category level by paying the difference in fees as governed by the Bylaws.

ARTICLE V - GENERAL BODY and SPECIAL MEETINGS

A. **General Body Meeting**

A General Body meeting of members shall be held at least once every two years. At the discretion of the Board of Trustees and the Executive Committee, a Special General Body meeting may be held as needed.

B. **Agenda**

Agenda for both the General Body and Special General Body meetings shall be defined in the Bylaws and published before the meeting.

C. **Notice**

1. A Notice of the General Body Meeting and Special General Body meeting shall be published in SHRI MANDIR's newsletter, web site, and notice board.
2. The notice shall be published at least twenty one (21) days before the meeting, but accidental omission to publish such notices through all of the methods listed above shall not invalidate the meeting.
3. Notice of any motion to be proposed at a General Body meeting duly signed by the proposer and seconded by at least five percent (5%) of the membership and shall be lodged with the secretary of the Board of Trustees at least fourteen (14) days before the date fixed for that General Body Meeting, and such motion shall be placed on the agenda for consideration at that General Body Meeting. The Board of Trustees may reword such notice of motion if it is

essential to do so for the purpose of publishing notices, but, in so doing, it shall not alter the meaning and the intention of such notice of motion.

- 4, The notice period for both the General Body meeting and the Special General Body meeting shall be defined in the Bylaws.

D. Quorum

1. For quorum purposes, members present shall mean members with voting privileges, represented in person, by written ballot, or by proxy, at a General Body meeting or any other meeting of the members. One-third of the total membership shall constitute a quorum, or if one-third of members are not present, then 25% shall be considered a quorum if approved by a majority of the Executive and Board of Trustee Committee members present. Less than 25% of members present shall mean quorum is not met.

2. No Quorum

- i. If the quorum is not met within twenty (20) minutes of the noticed time of any General Body or Special meeting, the meeting shall be adjourned and reconvened at a later date.
- ii. At the reconvened meeting, 15% of the members shall constitute a quorum.
- iii. If 15% of the members are not present at a reconvened meeting, then the members present along with the members of the Board of Trustees and Executive Committee shall constitute a quorum of members so long as this is approved by a two-thirds majority of the total Board of Trustees and Executive Committee Members present.
- iv. Notice requirements for all reconvened meetings shall be the same as regular General Body meetings.

E. Meeting Proceedings

1. Who May Preside at Meetings

The Board of Trustees Chairman and/or the Executive Committee President will preside the meeting. The Board of Trustees may appoint an alternate person to preside the meeting. The Chairman of the Nominating Committee will preside for the election part of the meeting.

2. Voting

- i. Votes at a meeting shall be counted by ballot by the Nomination Committee. In case of a tie, the Board of Trustees Chairperson shall have the deciding vote. No voting shall be necessary if the number of members seeking positions do not

exceed the numbers of seats available.

- ii For the purpose of establishing a simple or any other majority of votes, those votes cast as absentee votes will not be counted unless supported by written proxy received before due dates as defined in the Bylaws. Proxy votes will be verified by the Nominating Committee. Acceptance of the proxy votes will be at the discretion of the Nominating Committee.

3. **Adjournment of Meetings**

The chairperson of a General Body meeting may, with the consent of the attendees by a simple majority, adjourn it from place to place and from time to time; but no business shall, without due notice as required for a General Body meeting, be conducted at any adjourned General Body meeting other than unfinished business from the meeting so adjourned.

F. **Special General Body Meeting**

A special General Body meeting can be requested in writing by a minimum of fifteen percent (15%) of membership. The Board of Trustees shall review the request and call for the meeting. The Board of Trustees and the Executive Committee combined with a two-thirds majority of all members may also call for the Special meeting. No business other than that specified in the notice shall be conducted at such Special General Body meeting. The meeting notice and quorum requirements for the Special General Body meeting will be the same as the General Body meeting.

G. **Rescission of Resolutions**

No resolution of a General Body meeting shall be amended or modified for six (6) months thereafter except by the vote of three-fourths of the members present and entitled to vote at a Special General Body meeting convened for that purpose.

ARTICLE VI - TRUSTEES

A. **Trustee**

A Trustee of SHRI MANDIR is defined as a person duly elected to the Board of Trustees who participates in policy making decisions of SHRI MANDIR. Platinum Life Member or Honorary Life Member will also be a member of the Board of Trustees (subject to limitations as defined in the membership section).

B. **Qualifications**

- 1. Each Trustee shall have been (i) a member of SHRI MANDIR for a minimum of

the past three (3) years, (ii) actively participating at SHRI MANDIR, and (iii) duly elected by the members of SHRI MANDIR at a General Body meeting or appointed to fill a vacancy by the Board of Trustees or a Platinum Life Member or a Honorary Life Member (subject to limitations).

2. Only one member of a family is eligible to be on the Board of Trustees or a member of the Executive Committee.

C. Litigation

The Board of Trustees of SHRI MANDIR shall have powers to institute and/or defend any and all actions on behalf of SHRI MANDIR.

D. Number of Trustees

1. The Board of Trustees shall consist of nine (9) elected trustees and a maximum of six (6) paid Platinum Life Members and Honorary Life Members.
2. The President of the Executive Committee, while not a member of the Board of Trustees, attends the Board of Trustees meetings, except where confidential matters relating to the Executive Committee are being discussed.
3. The President serves as a liaison between the Executive Committee and the Board of Trustees and shall present the President's report.

E. Election of Board of Trustees

1. Except for Platinum Life Members or Honorary Life Members, all Trustees will be duly elected at the General Body meeting.
2. One Board of Trustee member will be elected by each category of members representing Life members, Patron Life members, and Grand Patron Life members at every two year General Body meeting for a total of three members each election. Each category of membership will vote for their choice of representation.
 - i. There will be a minimum membership requirement rule for both the Patron Life and the Grand Patron Life member categories for them to elect a Board of Trustee member as per section 2 above.
 - ii. There will be at least 20 members in the Patron Life and 10 members in the Grand Patron Life member categories for each of the categories to be able to elect a Board of Trustee member.

- iii. If any of the membership categories does not meet the minimum requirement rule, then the trustee for that category will be elected by all Life members and the members of the category that was not able to meet the minimum requirement rule. The elected trustee can be either a Life member or a member of the category that did not meet the minimum membership requirement rule.
3. In case a member(s) is (are) not elected to fill open Trustee position(s) through this process at the General Body meeting, then the existing members of the Board of Trustees will appoint new member(s) within six (6) months after a General Body meeting.
4. If a vacancy exists at mid-term, a member may be appointed by the remaining Members of the Board of Trustees until the next election. The seat will be up for election for the remaining term at the next General Body meeting.

F. Term of Office

1. Each elected Trustee shall hold office for six (6) years. A Trustee shall cease to be a member of Board of Trustees upon resignation, be removed for non-attendance, or be removed by a two-thirds majority of members entitled to vote at a General Body meeting.
2. Subject to availability of Board of Trustee seats reserved for Platinum Life Members and Honorary Life Members, a Platinum Life Member will become a member of the Board of Trustees for one term and a Honorary Life Member will become a member of the Board of Trustees for life. Trustee seats for Platinum Life Members and Honorary Life Members will be available on a first come first serve basis.
3. A Trustee shall not hold the office for more than six years. He or she is eligible for re-election after two years of not serving as a Trustee. This does not apply to Honorary Life Members.
4. Three (3) new Trustees will be elected every two years with the objective of having a staggered term of office for all nine elected members.
5. The term of Trustees will begin April 1st and end on March 31st. If a member is elected or nominated mid-calendar year, the term of the member will expire at the next election meeting.
6. A Trustee must attend a minimum of three Board of Trustees meetings per calendar year to remain a Trustee. The Secretary of the Board of Trustees will

be responsible for keeping notes of attendance and inform those who are one meeting short of being removed as a Trustee for non-attendance.

G. Power to Sign Documents

The designated Trustee(s) shall have the power to sign documents which may be required from time to time to pass any mortgage bonds, to sign Powers of Attorney and other documents to alienate any real property or other property, and to execute any documents which may be necessary for bond purposes.

H. Role of the Board of Trustees

1. Trustees shall have the traditional role of fiduciaries of SHRI MANDIR. Trustees shall provide strategic guidance to the Executive Committee in the management of SHRI MANDIR's operations to meet its current and future needs.
2. The Board of Trustees shall elect a Chairperson, Treasurer, and a Secretary from among the elected Trustees at the first meeting of the Board of Trustees after the election. Their term shall be for a period of two (2) years with a maximum of another renewal term.
3. The Board of Trustees shall establish the expenditure guidelines for the Executive Committee, and the Trustees will be vested with a line item veto to control the expenditure of the Executive Committee and of SHRI MANDIR.
4. Any single expense exceeding one hundred thousand dollars (\$100,000) shall be approved with a vote of two-thirds majority of a group including the Board of Trustees, the Executive Committee and the five (5) former members (one person per family) of the Board of Trustees. Proxy voting will be allowed.
5. The Board of Trustees shall act as a mediator in the event a dispute and/or disagreement among Executive Committee, its officers and members.
6. The Board of Trustees, with a vote of two-thirds of its members, shall have a line item veto of any Executive Committee decision that it considers is not in the best interest of SHRI MANDIR. The Board of Trustees, with a vote of two-thirds of its members, may dissolve the Executive Committee in case of non-satisfactory performance and hold new elections.
7. The Board of Trustees is responsible for long range plans, policies, procedures, and operations of SHRI MANDIR (Executive Committee is in charge of the day to day operations).
8. The Board of Trustees, within its role, may appoint committees to conduct

various activities of the SHRI MANDIR.

9. Business at any meeting of the Board of Trustees shall be decided by a simple majority, unless specifically required for certain decisions as specified in the Constitution or the Bylaws. The Chairman will vote only in case of a tie.
10. The Trustees shall meet at least every other month during a year. Unless deemed necessary to meet in-person by the Chairperson and Secretary, members can attend meetings via conference call. The Board of Trustee Secretary or a designated member shall record minutes of all meetings and maintain the minutes of their meetings as part of SHRI MANDIR's records. The Chairperson will summarize all action items decided at the end of every meeting.
11. The Trustee Secretary or a Trustee appointed by the Board of Trustees shall maintain and be in charge of all official documents, items, movable properties, and related items. These items will be listed in the Bylaws. The Trustee shall share the details with the appropriate members of the Executive Committee for the operations of SHRI MANDIR. The Secretary will also maintain an inventory of SHRI MANDIR property, which will be presented to the Board of Trustees meeting at least once a year. An independent person will be appointed by the Board of Trustees to match the inventory list.
12. Roles and responsibilities of the Chairperson, Treasurer, Secretary, and members of the Board of Trustees will be determined by the Board of Trustees. They shall be reviewed at least once a year and brought forth for review by the Secretary. A summary of the roles and responsibilities will be posted on the SHRI MANDIR website. The Board of Trustees may appoint its members to specific functions as per the Bylaws.

ARTICLE VII – Executive Committee

A. Executive Committee

1. The day to day management of SHRI MANDIR shall be under the direction of the Executive Committee subject to the limitations specified in this Constitution and in the Bylaws.
2. The Board of Trustees and officers of the outgoing Executive Committee shall appoint the next President of the Executive Committee before the General Body meeting. The Executive Committee President shall be a member of SHRI MANDIR for the past two years who actively participates in SHRI MANDIR.

3. The General Body of SHRI MANDIR shall elect fourteen (14) members to the Executive Committee at the election held at the General Body meeting. In the absence of action by the membership to fill all Executive Committee positions, the Board of Trustees may appoint members to the Executive Committee. The outgoing President, Vice President, Secretary, and the Treasurer shall automatically become members of the next Executive Committee in addition to the fourteen elected members unless they are elected or appointed to the Board of Trustees.

B. Officers and Other Roles

1. At their first meeting, the new Executive Committee, with the guidance of Board of Trustees, shall elect the following officers of the Executive Committee:
 - i. Vice President
 - ii. Secretary
 - iii. Treasurer
 - iv. Joint Treasurer
 - v. Communications Coordinator
 - v. Scheduling Coordinator
2. The Executive Committee shall also elect from within its members designated roles and positions, with appropriate titles. These positions shall not be considered to be officers of the Executive Committee.
3. Officer shall be required to be members of SHRI MANDIR.

C. Vacancies

The Executive Committee has the power to fill vacancies for a member who has resigned, is absent for a prolonged period of time or is unable to perform his or her duties.

D. Term

1. A term is defined as two (2) years. If the election is held mid-term, the term of the Executive Committee member will expire at the next General Body elections.
2. An Executive Committee member shall serve for no more than three (3) consecutive terms. He or she is eligible for re-election after one term of not

serving on the Executive Committee.

3. Officers of the Executive Committee shall not serve for more than two (2) Consecutive terms in the same position.
4. Each Officer or member of the Executive Committee shall serve for the term for which he or she is elected unless he or she (i) resigns, (ii) ceases to be a member of SHRI MANDIR, (iii) becomes unable to act through absence or mental or bodily infirmity, or (iv) is removed by Board of Trustees.

E. Powers of the Executive Committee

The Executive Committee shall, without prejudice to the generality of its powers of full engagement and control of all the affairs of SHRI MANDIR, be further empowered:

1. To make procedures regulating the affairs of SHRI MANDIR, consistent with the Constitution and Bylaws.
2. To create guidelines under which devotees of SHRI MANDIR have the right to enter and use SHRI MANDIR property, grounds or premises. The guidelines may contain use of services terms, conditions, and charges for the use of or entrance to SHRI MANDIR property, grounds or premises.
3. To participate with and or make donations to other organizations with the concurrence of the Board of Trustees in accordance with the Constitution and Bylaws of SHRI MANDIR.
4. The Executive Committee may recommend to the Board of Trustees, as appropriate, either to sell, or to alienate, or to lease for more than a year the immovable property of SHRI MANDIR.
5. To delegate to sub-committee(s) all or any authorities of the Executive Committee. Such a sub-committee shall have powers as may be conferred upon it by the Executive Committee and be subject to all rules, regulations, Bylaws and instructions as may be imposed upon it from time to time by the Executive Committee.
6. The sub-committee chairperson shall attend the Executive Committee meetings as needed and report on the deliberations of their committee. Notwithstanding the above, a member of the Executive Committee shall be represented on each sub-committee.

7. The sub-committees shall report in writing to the Executive Committee their findings and decisions on any matter referred to them. Any report or decision made by the sub-committees shall not be binding on the Executive Committee. The report(s) will be attached to the minutes of the Executive Committee meeting.

F. **Executive Committee Meetings**

1. **Frequency of Meetings**

The Executive committee shall meet from time to time and as a minimum shall meet once in each month. The meeting dates and times shall be announced at the beginning of the year and published in the SHRI MANDIR newsletter and web site.

2. **Quorum**

A minimum of 5 Executive Committee members which includes two Executive Committee office bearers shall constitute a quorum.

3. **Voting**

Business at any meeting of the Executive Committee shall be decided by a majority of votes. In case of a tie, the President shall have the deciding vote. The President shall vote only in case of a tie.

4. **Requirements to Convene Special Meetings**

The Vice President or the Secretary, on instructions from the President or on a written request from not less than five (5) members of the Executive Committee, shall convene an Executive Committee meeting.

5. **Recording of Minutes of Meetings**

The Secretary shall record the minutes of all the Executive Committee meetings and provide the information as may be required by the Executive Committee in conducting its business. If the Secretary is absent at any one of the business meetings, then the Joint Secretary, if appointed, shall assume the Secretary's role in recording the minutes of the meeting and providing the required information. In case both Secretary and Joint Secretary are absent, the President shall delegate the Secretaries duties to any other member of the Executive Committee.

6. **Disqualification for failure to Attend Meetings**

Any Executive Committee member who fails to attend three consecutive regularly scheduled meetings of the Executive Committee without notice shall cease to be a member of the Executive Committee. If a member fails to attend a total of five regularly scheduled meetings in a year, he or she will

automatically be disqualified to be a member of the Executive Committee. The Secretary of the Executive Committee shall inform members who have not attended two consecutive regularly scheduled meetings that the member will be removed from the Executive Committee if he or she fails to attend the next regularly scheduled meeting. The same procedure shall apply if a member has not attended four regularly scheduled meetings during 12 consecutive months and is on the verge of being removed if he or she does not attend the next regularly scheduled Executive Committee meeting.

ARTICLE VIII - THE NOMINATING COMMITTEE

A. Formation of Nominating Committee

1. The Board of Trustees shall select the Nominating Committee.
2. The Nominating Committee shall consist of two (2) Board of Trustees members, two (2) Executive Committee members, and one (1) member at large.
3. The Nominating Committee shall elect a chairperson from among its five (5) members at its first official meeting.
3. The Executive Committee shall announce the formation of the Nominating Committee and names of its members by posting a notice on SHRI MANDIR's notice board and via SHRI MANDIR's newsletter.
4. The Nominating Committee members shall not seek any Board of Trustee or Executive Committee positions in the upcoming election.
5. The processes and the respective timings to be followed by the Nomination Committee shall be part of the SHRI MANDIR Bylaws.

B. Election Process

1. Any devotee, whose name has been proposed and has met the minimum qualifications for the position of a Trustee or member of the Executive Committee, may withdraw his/her nomination no later than a date set in advance by the Nominating Committee.
2. If there are more than required candidates for vacant positions, then the Nominating Committee will assume the role of an Election Committee.
3. The Nominating Committee, acting as the Election Committee, shall plan for the election, documenting all procedures and shall share their plans and

procedures with the Board of Trustees in advance of the election meeting.

4. The Election Committee shall verify the eligibility of members present to cast their vote and shall conduct the election as planned, count the ballots (including validated proxy ballots, and announce the election results immediately after the counting is completed. The results of the election shall be communicated in writing to the Chairman of the Board of Trustees and to the President of the Executive Committee.

ARTICLE IX - ALTERATION TO CONSTITUTION & Bylaws

A. Repeal, Alteration, and/or Addition

A repeal, alteration, and/or addition to the Constitution can only be approved by a resolution passed by two-thirds (2/3) of the members deemed present and entitled to vote at a Special General Body meeting or a General Body meeting duly convened to consider the resolutions on the agenda. No new resolutions shall be introduced at this meeting with respect to repeal, alteration, and/or addition to the Constitution.

B. Proposal to Repeal, Alteration, and/or Addition

A repeal, alteration, and/or addition to the Constitution can be proposed by either the Executive Committee or the Board of Trustees and will be approved by two-thirds majority of all members jointly. The amendments shall be presented for approval at SHRI MANDIR's Special General Body meeting or General Body meeting.

C. Other considerations

1. No provision herein shall be deemed to override any mandatory requirements of applicable laws for a California Non-Profit Religious Corporation.
2. To the extent a conflict shall arise between any provision of this Constitution and Bylaws and any mandatory requirement of applicable law, such conflicting provisions of these Constitution shall be superseded and shall be severed here from and the remaining provisions of the Constitution and Bylaws shall continue to be valid and enforceable as if such severed provision were not a part hereof.

D. Bylaws

1. The Bylaws shall include procedural and operational details not covered in the Constitution. They shall also be used to clarify the Constitution.
2. The Bylaws shall comply with the Constitution and shall not be in conflict with the Constitution. In case of conflict, the Constitution shall prevail.

3. Amendments to the Bylaws can be proposed by the Executive Committee or the Board of Trustees.
4. The Bylaws can be only be made, altered, repealed, and or amended by a joint session of Executive Committee and Board of Trustees with a two-thirds majority vote of the members present. Quorum will require at least five (5) Board of Trustee members and eight (8) Executive Committee members to be present at the meeting. Voting by proxy shall be allowed.
5. A minimum of two weeks of notice shall be given to convene the meeting to review and or amend the Bylaws.
6. The Bylaws shall be reviewed at least once every two years and as needed.
7. The Bylaws may contain policies, procedures, and or guidelines on operations of SHRI MANDIR.
8. Other policies, procedures, and decisions approved by Executive Committee or Board of Trustees shall comply with the Bylaws. In case of conflict, the Bylaws shall prevail.
9. Any dispute arising under or conflict in the interpretation the Bylaws and the Constitution among its past and present members shall be subject to binding arbitration through professional arbitration services. Prior to arbitration, the issue at hand shall be presented at a General Body meeting or a Special General Body meeting for resolution. Any resolution at such a meeting shall be binding.

ARTICLE X - Dissolution/Reorganization

- A. SHRI MANDIR shall be a permanent organization. However, if it does not meet its goals and objectives for which it was established, it may be dissolved and or reorganized.
- B. Any dissolution or re-organization proposal shall be approved jointly by at least two-thirds majority of all members of the Board of Trustees and Executive Committee office bearers before presenting to the General Body or a Special General Body meeting.

- C. If the dissolution is approved by two thirds majority at a Special General Body meeting or a General Body meeting, the balance of assets of SHRI MANDIR, after meeting all liabilities shall be donated to other religious or charitable organizations as approved.

ARTICLE XI - ACTIONS AT LAW

All actions at law by and against SHRI MANDIR shall be instituted and conducted by and in the name of the Board of Trustees for and on behalf of SHRI MANDIR, whose liability shall, however, be limited to the maximum extent under California law. SHRI MANDIR shall carry E&O insurance for all the members of the Board of Trustees and the Executive Committee.

ARTICLE XII - AUDITORS OR AUDITOR

Auditor(s) shall be appointed annually by the Board of Trustees to audit or review the books of SHRI MANDIR as appropriate. They shall not be current members of the Executive Committee or the Board of Trustees.

ARTICLE XIII - BOOKS OF ACCOUNT

A. Books of Account

1. It shall be the duty of the Executive Committee Treasurer to keep usual and proper books of operating accounts and related income and expenses of SHRI MANDIR, to keep these up-to-date, and to have them regularly checked and audited.
2. The Treasurer or his or her designee shall present every month's income and expense details to the monthly Executive Committee meeting.
3. It shall be the duty of the Board of Trustees to keep an up-to-date membership list by respective categories as defined by the Constitution and or the Bylaws of SHRI MANDIR. Such membership list shall be final and conclusive on all matters relating to the standing within SHRI MANDIR. Updated membership list shall be provided to the Executive Committee and Board of Trustees on a semi-annual basis. This list shall also be provided to the Nominating Committee 80 days before any General Body meeting.
4. It shall be the duty of the Board of Trustees Treasurer to keep usual and proper books of long term accounts, related inflows and outflows of funds, to

keep them up-to-date, and to have them regularly checked and audited.

5. The financial accounts of SHRI MANDIR shall be kept in such bank or investment institutions in accordance with the standards set forth in California Corporations Code sections 9241 and 9250.
6. All accounts other than the operational accounts of SHRI MANDIR shall be managed by the Board of Trustees. All checks drawn in these accounts shall be co-signed by the Chairperson and Treasurer of the Board of Trustees. All transactions require an approval of the majority of the Board of Trustees members.
7. The Treasurer of the Board shall present a financial report to the Board of Trustees on a quarterly basis. The Bylaws will govern on how the money is kept or invested in financial institutions.

B. Operational Expenditures

The President of the Executive Committee shall present the upcoming annual operational budget to the Board of Trustees by November 30th of each year. Upon approval by the Board of Trustees, the Executive Committee shall manage the operational budget and maintain a separate operational account. All expense references and limitations shall be governed by the Bylaws. No money shall be disbursed as an expense or dakshina directly from Hundi or other collections. All expense shall be disbursed as an expense item through the Treasurer.

C. Negotiable Instruments and Collection of Debt

The Treasurer shall endorse all checks, bills, promissory notes and drafts made payable to SHRI MANDIR and he/she shall also, with the consent of the Executive Committee, give any necessary extension with respect to bills and promissory notes in favor of SHRI MANDIR. In the event of the non-payment of any accounts, bills or checks, etc., due to SHRI MANDIR, the Executive Committee shall refer such accounts, bills or checks to SHRI MANDIR's attorneys for collection.

D. Accounting and Statements

Notwithstanding anything to the contrary in the last preceding rule contained, the Executive Committee, through the Treasurer, shall cause proper accounts to be kept of the income and expenditure of SHRI MANDIR and of the property, assets and liabilities of SHRI MANDIR. The accounts shall be closed annually on the 31st of December in each and every year, and an income statement and balance sheet shall be submitted to the Executive Committee and the Board of Trustees. They shall also be presented at the General Body Meeting.

E. Accounting Year for Operations

For all practical purposes, the operations of SHRI MANDIR's year will be synonymous with the calendar year. The Treasurer of both the Executive Committee and the Board of Trustees will be primarily keeper of the financial statements. The Secretary shall be the primary keeper of the minutes of the meetings and other official documents. Each Treasurer/Secretary shall hand over the documents to their successor in-person at the next respective committee meeting.

ARTICLE XIV - GRATUITIES

Only the Executive Committee or the Board of Trustees is authorized to approve any gratuity or donation to any person or organization. Any single item of more than \$1,000 shall be approved by the Board of Trustees.

ARTICLE XV - COMMENCEMENT

This Constitution shall take the place of any previous Constitution, Bylaws, Rules and Regulations.

ARTICLE XVI - CONFLICT OF INTEREST AVOIDANCE PROCDEDURES

A. Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person (Member, Trustee, Officer or Executive Committee member) must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Trustees and/or members of Executive Committee or committees with delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Trustees or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Trustees or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the Board of Trustees or committee meeting, but after the presentation, he/she shall leave the meeting

during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The Chairperson of the Trustees or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Trustees or committee shall determine whether SHRI MANDIR can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Trustees or committee shall determine by a majority vote of the disinterested Trustees or committee members whether the transaction or arrangement is in SHRI MANDIR's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy.

If the Trustees and/or committee have reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Trustees or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE XVII – ONE TIME EXCEPTION

The following one time process will be followed to accommodate the staggered term of the Board of Trustees as part of the new constitution approval:

- A. There will be separate General Body meetings:
 - 1. To approve the new constitution.
 - 2. To elect the new office bearers according to the new constitution.
- B. The Board of Trustees will change as follows:

1. Yogen Dalal, Hema Majmudar, and Rami Reddy Mutyala will retire from the Board of Trustees when the new Trustees are elected.
2. Alex Jain, Jayakumar Honnappa, and Harsh Sangani will remain as members of the Board of Trustees for two more years.
3. Vipin Chaturvedi, Mahendra Desai, and Neelu Bhardwaj will remain as members of the Board of Trustees for four more years.
4. Vasanthi Anireddy will retire from the Board of Trustees but be eligible for re-election without sitting-out a term.
5. Three new Board of Trustees will be elected as per the new constitution and their term will expire in six years.