

ByLaws:

Hindu Temple of Siouxland

Sioux Falls, South Dakota

Article I: Vision

Section 1.1: Mission

To provide a place of worship and be the social and spiritual resource center for the Hindu community living in Greater Sioux Falls and surrounding areas.

Section 1.2: Objectives

The objectives of the Corporation shall be as follows:

1. Practice ideals of Hinduism through worship, education, and community involvement
2. Recognize and respect other faiths/religions and bring forth common ideals
3. Enrich the social and cultural diversity of Siouxland

Section 1.3: Purpose

The purpose for which the Corporation is formed shall be:

1. To practice ideals of Hindu religion through worship, education, and teaching
2. To provide a forum for cultural and religious gatherings for the community
3. To strive for spiritual richness and human excellence through assimilation of values in Hindu scriptures into daily lives, and
4. To recognize and respect other religions and belief systems in their proper context.

Section 1.4: Powers and Limitations

The Corporation shall have and may exercise all powers allowed under the South Dakota Codified Law for Non-Profit Organizations (47-22-4), subject only to following limitations:

1. **Public Purpose:** The Corporation is organized to serve public and community interests. Accordingly, it shall not be operated for the benefit of private interest, such as contributors or shareholders of the Corporation, or persons vested directly or indirectly by such private interests.
2. **Accumulation of Income:** The Corporation shall not unreasonably accumulate income within the meaning of Section 504 of the Internal Revenue Code as now in force or later amended.
3. **Trade or Business:** The Corporation shall not be operated for the purpose of carrying on a trade or business for profit except for charitable fund raising as defined in Section 513 of the Internal Revenue Code as now in force or later amended.
4. **Distribution of Earnings:** No part of the earnings or other property received by the Corporation from any source shall be used to the benefit of or be distributed to any of its members, Board of Trustees, officers, or other private persons, except that the Corporation may decide to pay reasonable compensation for services rendered by individuals, organizations or entities, and make payments and distributions in furtherance of purposes herein set forth.
5. **Distribution of Assets on Dissolution:** Upon dissolution of the Corporation and as determined

by the Board of Trustees with the advice of the Executive Committee, its remaining assets, if any, shall be distributed to one or more organizations chartered and operated exclusively for religious, charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as now in force or later amended. Any such assets not so distributed, shall be distributed by the County Court of the County in which the registered office is then located, to another organization which in the judgment of the court shall best accomplish the purposes that are consistent with the purposes for which the Corporation was formed.

6. **Specific Restrictions:** No non-vegetarian food(s) or alcoholic beverage(s) of any nature shall be allowed at the Temple premises at any time or for any reason. Smoking shall not be permitted on the premises of the Temple.

Article II: Offices

The principal office of the Corporation shall be located at 46656 270th Street, Tea, SD 57064 or as determined by the Board of Trustees. The Corporation may from time to time have such other offices, within the State of South Dakota, as designated by the Board of Trustees, or as dictated by the business of the Corporation.

The Corporation, however, shall at all times maintain a registered office in the State of South Dakota, as well as a registered agent whose office location shall be identical with the registered office. The registered office of the Corporation may be, but need not be identical with the principal office in the State of South Dakota. The address of the registered office may be changed from time to time by the Board of Trustees.

The federal Employer Identification Number of this Corporation shall be: EIN 27-0679398. The South Dakota Nonprofit Corporation organizational identification number shall be: NS014134.

Article III: Membership

Section 3.1: Eligibility

Anyone who wishes to share Hindu faith may become a member of the Congregation by completing the membership form and submitting it to the Executive Committee. The Board of Trustees, with the advice of the Executive Committee, may change the eligibility criteria if required.

Section 3.2: Class of Members

The Corporation shall have three classes of membership: (A) Body of General Members, (B) Board of Trustees, and (C) Executive Committee.

- (A) The class of General Members shall consist of any member who shares the beliefs, promotes the objectives of the Hindu Temple and is willing to make appropriate commitment and contribution to the purposes for which the Corporation is organized.
- (B) The class of Board of Trustees shall consist of *nominated* members from the class of General Members, as discussed in Article V, Section 5.1.
- (C) The class of Executive Committee shall consist of members *elected* by the Board of Trustees, as discussed in Article VI, Section 6.1.

Article IV: Governance

Section 4.1: General Assembly – Composition and Duties

The overall governance of the Corporation shall be vested in (A) the Body of General Members, (B) the Board of Trustees, and (C) the Executive Committee, who shall together constitute the General Assembly. The General Assembly shall meet at least once a year for the purpose of:

1. Nominating members to the Board of Trustees, who shall be responsible for the overall management of the Corporation,
2. Electing members to the Executive Committee, who shall be responsible for the operational management of the Corporation, and
3. Transacting any other business as may be brought before them.

Section 4.2: General Assembly – Annual Meeting

The annual meeting of the General Assembly shall be held at least once each year (typically in January each year) at a place decided by the current Board of Trustees or by the current Executive Committee. The meeting shall be open to all members of the Congregation, mentioned in Section 3.2.

Section 4.3: General Assembly – Special Meetings

Special meetings of the General Assembly may be called by a majority of the Board of Trustees or by a majority of the Executive Committee.

Section 4.4: Notice of the General Assembly Meeting

Written or printed notice stating the venue, date and time of the meeting, and in case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered not less than five (5) business days or more than thirty (30) days before the date of the meeting, either personally or by mail or by electronic mail to all members of the General Assembly. If mailed, such notice shall be considered delivered when deposited in the United States mail and addressed to such members at their addresses as it appears on the records of the Corporation, with postage thereon paid.

Section 4.5: Quorum at General Assembly Meeting

At all general or special meetings of the General Assembly, twenty-five percent (25%) of the total voting membership (discussed in Section 4.6) shall constitute a quorum. When the quorum is not met at a meeting, the General Assembly cannot hold a vote, and cannot change the status quo.

Section 4.6: Voting at General Assembly Meeting

The voting membership at General Assembly meetings shall consist of General Members, Board of Trustees and the Executive Committee. A voting member shall be 18 years of age or older, and is entitled to one vote on each matter submitted to a vote. The votes shall be cast orally unless a majority of voting members present at the said meeting shall determine that the vote be cast by secret ballot.

Section 4.7: Absentee Votes at General Assembly Meeting

Voting shall be by personal attendance at the General Assembly meeting. Absentee votes may be cast by voting members in writing and must be received prior to the General Assembly meeting.

Section 4.8: Organization of the General Assembly Meeting

The President of the Executive Committee or his/her designee shall call meetings of the general assembly to order and shall act as chairperson of such meeting(s), unless otherwise determined by a majority of all voting members present in person.

Article V: Management

Section 5.1: Board of Trustees – Composition and Term

The overall management of the Corporation shall be vested in the Board of Trustees. The Board shall consist of fifteen (15) members nominated and approved from the General Members of the

corporation. The term of each member of the Board of Trustees shall be for three years renewable, but not to exceed two consecutive full terms, in a staggered manner. The nature of staggering will be as follows: A maximum of one-third of the Board Members completing their terms shall be replaced with new members every year. A person may not simultaneously serve as a member of the Board of Trustees and an officer of the Executive Committee.

The Board of Trustees shall meet at least two times a year (typically (a) in January in conjunction with the General Assembly meeting and (b) in July), or more often as determined by it.

Section 5.1 (A): Board of Trustees – Nomination and Approval Process

Nominations for the members of the Board of Trustees shall be made by a Nomination Committee. The nomination committee shall consist of 3 members: (1) Board of Trustees Chair, (2) Board of Trustees Vice-Chair, and (3) Past-President from the Executive Committee. The nomination committee shall seek nominations from the General Members at least thirty (30) days prior to the annual meeting of the General Assembly. Any General Member of the corporation may nominate himself/herself (as write-in candidates) or others to the committee, giving reasons why the nominee meets the qualifications to be a member of the Board of Trustees. The nomination committee will seal and submit the slate of nominees to the General Assembly at least five (5) days prior to bringing it to a vote of approval in the annual meeting of the General Assembly.

The floor will not be open for additional nominations at the time of election.

Following the nomination and approval process, the members of the Board of Trustees approved by the General Assembly shall take office on **February 1** of that year.

Section 5.1 (B): Board of Trustees Chair and Vice-Chair

The Board of Trustees shall elect a 'Board of Trustees Chair' and a 'Board of Trustees Vice-Chair' from the members of the newly approved Board Trustees with a majority vote during the annual meeting of the General Assembly. The Chair and Vice-chair shall act as the representatives of the Board of Trustees and participate in the Executive Committee meetings to provide inputs and advice on behalf of the Board of Trustees.

Section 5.2: Board of Trustees – General Powers

The business and affairs of the Corporation shall be managed by the Board of Trustees. All the rights, powers, duties and responsibilities relative to the management and control of the Corporation's property and affairs are vested in the Board of Trustees for the benefit of Corporation. These powers exist in the Board as a group and not in an individual. The Board has a duty to exercise reasonable care and prudence in managing the affairs of the Corporation. The Board may make rules for the conduct of its own meetings, and in the absence of any such rules, the meetings shall be conducted according to the Robert's Rules of Order. Any such rules inconsistent with these Bylaws and the Articles of Incorporation shall not be valid. Without limiting the general powers, the Board of Trustees shall have the following specific powers and responsibilities:

1. To attend Board of Trustees meetings organized to receive updates from the Executive Committee as well as provide them advice, input, and strategic guidance in achieving the goals and vision of the corporation.
2. To participate in the events organized by the Corporation, and contribute towards achieving the goals of the Corporation.
3. To approve the annual budget as recommended by the Executive Committee.
4. To approve capital construction projects and budgets with the advice of the Executive Committee.

5. To borrow money and incur indebtedness for the purposes of the Corporation and to execute instruments of hypothecation of assets with the advice of the Executive Committee.
6. To accept at its discretion all gifts, bequests and donations, in cash or in kind, provided that any such gifts, bequests or donations, which the donor makes, are unrestricted and in the best interests of the Corporation. In case of restrictions, the Board may reject the gift(s) if such restrictions are not in the best interests of the Corporation. Further, the wishes of any donor regarding the use of their donations shall, at the discretion of the Board, be accepted and honored, to the extent possible as long as such wish does not conflict with the purposes of the Corporation.

Section 5.3: Grievances

The Board of Trustees is authorized to appoint an ad hoc committee in consultation with the Executive Committee to handle on a case-by-case basis any serious grievance against an officer or elected member. The Committee must investigate the matter, and make recommendation for action to the General Assembly. Any punitive action against an officer or member must be approved by two-third vote of the General Assembly.

Article VI: Operations

Section 6.1: Officers and Executive Committee

The general control and operational management of the Corporation shall be vested in the Office of the President who shall act on the advice and consent of an Executive Committee.

The Officers of the Executive Committee of the Corporation shall be:

1. President
2. Past President
3. Vice-President
4. Secretary
5. Treasurer
6. Assistant Treasurer
7. Fundraising Coordinator
8. Program Coordinator
9. Facility Coordinator
10. Outreach Coordinator
11. Communication Coordinator

The officers shall be elected from among the Body of General Members or the Board of Trustees.

Section 6.2: Executive Committee: Number, Tenure and Qualifications

The Executive Committee shall consist of eleven (11) members. It shall consist of the Officers of the Corporation mentioned in Section 6.1. The Temple priest, if any, shall be the ex-officio member (without vote) of the Executive Committee.

The term of each elected member in a specific office position of the Executive Committee shall be two years, renewable, but not to exceed two consecutive full terms. The President shall have an additional term in the committee as the Past President.

Section 6.3 Nominations and Elections of the Executive Committee

Nominations for the officers and members of the Executive Committee shall be made by a Nomination Committee. The Past President and the Vice-President of the Executive Committee shall form the nomination

committee at least forty (40) days prior to the annual meeting of the General Assembly. The Nomination Committee shall consist of a total of seven (7) members including the Past President and the Vice-President of the Executive Committee, and five (5) members of the Board of Trustees. The Past President and the Vice-President of the Executive Committee shall be the co-chairs of the Nomination Committee. The Nomination Committee shall:

1. Solicit nominations from the General Assembly for positions to be filled in the Executive Committee at least thirty (30) days prior to the annual meeting of the General Assembly. Any member of the general assembly may nominate himself/herself (as write-in candidates) or others to the committee, giving reasons why the nominee meets the qualifications for the specified position in the Executive Committee. If nominating another individual, the nominator should ensure that the nominee is willing and able to serve in the specified role. A person may not simultaneously serve as a member of the Board of Trustees and an officer of the Executive Committee.
2. Present a slate of candidates to the Board of Trustees at least ten (10) days prior to the annual meeting of the General Assembly.

Upon approval of the member nominations by the Board of Trustees, the slate of candidates shall be made known to the congregation at least five (5) days prior to bringing it to a vote in the General Assembly meeting. Election for the Executive Committee office positions shall be held at the annual meeting of the General Assembly.

The floor will not be open for additional nominations at the time of election.

The officers of the Executive Committee elected shall take office on **February 1** of that year.

Section 6.4: Executive Committee – General Powers

The day-to-day business and affairs of the Corporation shall be managed by the Executive Committee. The powers of the Executive Committee exist as a group and not in an individual. The Committee has a duty to exercise reasonable care and prudence in managing the operational affairs of the Corporation. The Committee may make rules for the conduct of its own meetings, and in the absence of any such rules, the meetings shall be conducted according to the Robert's Rules of Order. Any such rules inconsistent with these Bylaws and the Articles of Incorporation shall not be valid. Without limiting the general powers, the Executive Committee shall have the following specific powers and responsibilities:

1. To plan, organize, and conduct cultural and religious events.
2. To maintain and update the website of the Corporation in a timely manner.
3. To maintain an alphabetically arranged list of all Patrons and current voting members and their addresses on file at the Office of the Corporation and at such other locations as the Board of Trustees may from time to time determine. Such list shall be updated at least annually and shall be available for inspection by any member.
4. To promote fundraising events for the mission and values of the Corporation.
5. To make a report to the General Assembly at its annual meeting about the financial and operational status of the Corporation.
6. To propose capital construction projects and budgets to the Board of Trustees for approval.
7. To execute instruments of hypothecation of assets.
8. To sign any deeds, mortgages, bonds, contracts or other instruments with the President, along with the Secretary, of the Executive Committee authorized by the Board.
9. To maintain books and statements of accounts, and file the taxes in a timely manner.

Section 6.5: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by a majority vote of the Board of Trustees for the unexpired period of the term.

Section 6.6: President

The President shall be the principal executive officer of the Corporation, and subject to the consent of the Executive Committee, shall in general supervise and control the operational affairs of the Corporation. He/she shall preside at all meetings of the Executive Committee and the General Assembly. He/she along with the Secretary, may sign any deeds, contracts or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board or the Bylaws to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the Office of the President including presenting annual budget for approval of the Board of Trustees. The President shall be the registered agent of the Corporation.

In the absence of the President, the Vice-President shall preside over all the regular and special meetings of the Executive Committee, and shall perform all duties incident to the Office of the President.

Section 6.7: Past President

The Past President shall attend meetings of the Executive Committee and help in transition with the new Executive Committee.

The Past President shall also assist the Fundraising Coordinator in fundraising initiatives and activities.

The Past President shall be the co-chair of the Nomination Committee for appointing the next Executive Committee, along with the Vice-President, as outlined in Section 6.3.

The Past President shall be a member of the Nomination Committee for appointing the new Board of Trustees at the annual meeting of the General Assembly, as outlined in Section 5.1 (A).

Section 6.8: Vice-President

The Vice-President shall assist the President with the oversight and management of the operational affairs of the Corporation.

The Vice-President shall also assist the Fundraising Coordinator in fundraising initiatives and activities.

The Vice-President shall be the co-chair of the Nomination Committee for appointing the next Executive Committee, along with the Past President, as outlined in Section 6.3.

Section 6.9: Secretary

The Secretary shall have the following duties:

- To send out General Assembly meeting notices, agenda, and minutes of past meetings to the members of the General Assembly, with the assistance of Communication Coordinator.
- To schedule Executive Committee meetings, along with meeting agenda, based on the directions of the Office of the President.
- To distribute minutes of past meetings to the Executive Committee members through email, and make them available to the general assembly by working with the Communication Coordinator.
- To attend to the giving and receiving of all notices of the Corporation and such other books and papers as the Board of Trustees may direct. Such notices and minutes shall be open to

examination of any member(s) upon application at the office of the Corporation.

The Vice-President shall perform duties of the Secretary in his/her absence.

Section 6.10: Treasurer

The Treasurer shall have custody and keep account of all money, funds, and property of the Corporation, unless otherwise determined by the Board of Trustees. He/she shall render such accounts and present such statements to the Board of Trustees, and the Executive Committee as may be required of him/her. The Treasurer shall deposit all funds of the Corporation received by him/her in such bank(s) with the consent of the Executive Committee may designate. He/she shall keep the bank accounts in the name of the Corporation, and shall make available for viewing the books and accounts at all reasonable times to any member upon application at the Office of the Corporation. The Treasurer shall pay out the money as the purposes may require upon the order of the properly constituted officer(s) of the Corporation, taking proper vouchers thereof. The President with the consent of the Executive Committee shall have power by resolution to delegate any of the duties of the Treasurer to other officer(s) and may require all bills, notes, checks, vouchers, orders or other instruments to be countersigned, if it exceeds \$500.

Section 6.11: Assistant Treasurer

The Assistant Treasurer shall help the Treasurer in keeping account of all money, funds, and property of the Corporation, unless otherwise determined by the Board of Trustees. He/she shall render such help in presenting financial statements, accounting reports, and maintaining records as required by the Board of Trustees, and the Executive Committee. He/she shall be solely responsible for collecting money from the pledged donors in close coordination with Fundraising Coordinator.

Section 6.12: Fundraising Coordinator

The Fundraising Coordinator shall be responsible for managing and overseeing the fundraising initiatives of the Corporation. He/she shall work in collaboration with the President, Vice-President, Past President, the Board of Trustees Chair and Vice-Chair to manage these fundraising initiatives. He/she shall also work in collaboration with the other Coordinators to integrate fundraising activities with events organized by the Corporation. The Fundraising Coordinator shall work with the Communication Coordinator for publicizing fundraising initiatives and sending public notices to the General Assembly through the Corporation website or electronic mail. The Fundraising Coordinator shall collaborate with the Assistant Treasurer to work towards fundraising goals and conducting operational activities such as managing pledges, and donations.

Section 6.13: Program Coordinator

The Program Coordinator shall be responsible for the management and oversight of all Pooja, cultural programs, and social events held by the corporation. He/she is expected to collaborate closely with other Coordinators on these duties and may delegate responsibilities to other General Members of the corporation by forming subcommittees and overseeing their operation. The financial transactions will be conducted in close coordination with the Treasurer of the Corporation. He/she shall collaborate with Communication Coordinator for publicizing any event-related information and with Outreach Coordinator for soliciting community help for community-based programs.

Section 6.14: Facility Coordinator

The Facility Coordinator shall be responsible for the operation and maintenance of the Temple Property as held by the corporation. He/she is expected to coordinate on these duties and may delegate responsibilities to other General Members of the corporation by forming subcommittees and overseeing

their operation. He/she is expected to collaborate closely with the Program Coordinator to make sure that the Temple property is safe and secure for organizing any planned events.

Section 6.15: Outreach Coordinator

The Outreach Coordinator shall be responsible for cultivating strategic partnerships with the community members/general members for the purposes of the Corporation. He/she shall solicit volunteers from the General Members to donate their time for community service at the Temple. He/she shall develop sponsorships and relationships with businesses, individuals, and other organizations interested in program areas of the Corporation. This Outreach Coordinator shall interface regularly with the Program Coordinator, Facility Coordinator, and Communication Coordinator as needed on these duties and may delegate responsibilities to other General Members of the corporation by forming subcommittees and overseeing their operation.

Section 6.16: Communication Coordinator

The Communication Coordinator shall be responsible for any media coverage, publications and newsletters, public announcements (through mail or email), and maintaining the website of the Corporation. Additional responsibilities for promoting fundraising initiatives and advertisement will be carried out in close coordination with the Outreach Coordinator. The Communication Coordinator may appoint a separate Webmaster for maintaining the website of the Corporation under his/her supervision. This appointment may be made upon approval of the Executive Committee members.

Section 6.17: Meetings and Quorum

The Executive Committee shall meet typically twice every month or as decided by the Committee. A simple majority of the Executive Committee membership shall constitute a quorum.

The act of the majority of the Committee members present at the meeting, at which a quorum is present, shall be the act of the Executive Committee.

The Committee may by a majority vote adopt operational policies and procedural rules for the efficient management of the affairs of the Corporation.

Section 6.18: Resignation and Removal

An elected member or an officer may resign at any time by delivering a written resignation to the President. The acceptance of any such resignation shall be necessary to make the above resignation effective. An elected officer who has three unexcused absences shall be considered to have resigned and such position shall be deemed vacant. An elected officer or member may be removed at any time by a vote of two-thirds of the members present at a duly called meeting of the Executive Committee.

Article VII: Corporate Acts

Section 7.1: Contracts with Officers and Members of the Corporation

No officer or member of the Board of Trustees and the Executive Committee of the Corporation shall be interested directly or indirectly in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract is authorized by a majority of the Board of Trustees or the Executive Committee at a meeting at which the presence of such officer or member is not necessary for such authorization, and the nature of such interest is fully disclosed or known to the Board of Trustees and the Executive Committee at the meeting at which the contract is awarded.

Section 7.2: Indemnification of Officers and Members

Any person (or his/her estate) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was an officer or member of the Corporation shall be indemnified by the Corporation against any liability and reasonable expense (including attorney's fees) incurred by him/her in connection with the defense or settlement of such action, except in relation to matters as to which it shall be adjudged by the court that such officer or member is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any rights to which such officers or members may be entitled apart from this Article.

Article VIII: Fiscal Year

The fiscal year of the Corporation shall be from **January 1 to December 31** of the year.

Article IX: Waiver of Notice

Whenever any notice is required to be given to any member of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the South Dakota Non-profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article X: Amendments

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority vote of the general assembly at any regular or special meeting called by the Board of Trustees. A summary of such proposed alterations, amendments or repeals shall be submitted to each member of the General Assembly at least five (5) days prior to such meeting.

It is hereby certified that these Bylaws were adopted by the General Assembly of the Hindu Temple of Siouxland at a General Body Meeting held at Sioux Falls, South Dakota, on **January 01, 2018**.