



HINDU TEMPLE AND CULTURAL CENTER OF IOWA

CONSTITUTION



JUNE 29, 2019

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Revision History

No	Revision Approval Event	Revision Date	Revision details
0	Original bylaws	2004	Original bylaws
1	2019 Annual GBM		Article 4, Section 5 In the event a Board member leaves before his/her term expires, the Board can elect, by a majority vote of trustees present and voting, a new trustee for the remainder of the year.
2	2019 Annual GBM		Article 3, Section 7 To be eligible for the role of a Chairperson a member must have served on the Board for a period of at least cumulative twelve (12) months.

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Article I. Name

The name of the organization shall be "Hindu Temple and Cultural Center of Iowa." The word Organization in this text shall imply the above name.

Article II. Place

The principal place of meetings shall be in the Greater Des Moines area or its vicinity in the State of Iowa.

Article III. Term

The term for which the Organization is to exist is perpetual.

Article IV. Objectives

1. To establish a Hindu Temple and a Cultural Center for religious, social, and cultural activities for use of the members of the community.
2. To provide a religious organization through which the Hindu religion, philosophy and way of life may flourish.
3. To foster the teaching of the Vedas and other Hindu scriptures and practice of traditions.
4. To form a charitable and educational organization to promote social, cultural, religious, and spiritual understanding based upon Hindu religious principles and practice.
5. To conduct educational programs for children as well as adults based on Hindu values and traditions.
6. To promote friendship and goodwill among all people.
7. To provide social services to needy families and individuals.
8. To provide spiritual and physical care on a not-for-profit basis.

Article V.

No part of the net earnings of the Organization shall inure to the benefit of, or distribution to, its members, trustees, officers or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the Organization shall include engaging in propaganda or otherwise attempting to influence legislation and the Organization shall not participate in, or intervene (including the publishing and distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on (a) by an Organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), and (b) by an Organization contribution to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

Article VI. Structure

The Organization shall consist of the under mentioned bodies: General Body, Board of Trustees (Board), and Executive Committee (Committee).

Article VII. General Body Membership

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The General Body shall consist of all the members of the Organization in good standing. A member in good standing hereby refers to one who has paid appropriate membership dues, has been a member for at least two months and follows rules required for membership according to the By-laws.

Any person of legal age who agrees to participate in accomplishing the objectives of the Organization and pledges to abide by its Constitution and the By-laws can become a member by paying the specified membership dues. The categories of membership shall be governed by the By-laws.

VIII. General Body and Amendments

1. Only the General Body, as the primary organ of the Organization, shall be empowered to make or amend the Constitution and the By-laws governing the management of the Organization.
2. Authority is hereby granted to the members in good standing of this Organization entitled to vote, to change from time to time the authorized numbers of trustees of the Organization by duly adopted amendments of the By-laws of this Constitution. This Constitution and the By-laws may be amended by a resolution adopted by a two-third vote of the members present and voting at the annual business meeting, but such amendment must be proposed in writing by a member in good standing and it must be submitted to the Secretary of the Board of Trustees one (1) month prior to the annual business meeting. It shall not be effective until resilience of the Constitution.

Article IX. Board of Trustees

The Board of Trustees shall consist of at least nine (9) and not more than twenty one (21) elected and appointed members with voting rights in accordance with the By-laws. One third of elected trustees shall be elected every year for a three (3) year term. The Board of Trustees can appoint additional members to the Board with voting rights as stipulated in the By-laws. In addition, the Board of Trustees may also nominate Honorary Members to the Board with no voting rights in accordance with the By-laws. The Board of Trustees shall make all the basic policies of the Organization in accordance with the Constitution and the By-laws of the Organization.

Article X. Executive Committee

The Board of Trustees shall appoint the Executive Committee of this Organization. The Executive Committee of this Organization shall consist of as many members as decided by the Board of Trustees including such officers as may be provided in the By-laws. The Executive Committee shall carry out the policies set by the Board of Trustees and may create subcommittees for various specific tasks.

Article XI. Funding and Activities

The funds are collected for religious and cultural activities through membership dues, large and small donations, and other legal contributions.

1. To establish as a non-profit organization under the general not-for-profit corporation act.
2. To solicit contributions in the form of grants, donations, gifts, and endowments, for the use of the Organization and affiliated similar tax exempt Organizations.
3. To own, lease, and operate property and equipment and other facilities necessary for accomplishing the foregoing objectives.

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Article XII. Dissolution

In the event of dissolution of the Organization, the Board of Trustees shall after paying or making provisions for payment of all of the known liabilities of the Organization shall dispose of all the assets of the Organization exclusively for the purpose of the Organization in such manner, or to such Organization(s) organized and operated exclusively for Hindu religion, educational, and charitable purposes as shall at the time qualify as an exempt Organization(s), under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine.

BYLAWS

Article 1. Fiscal Year

The Fiscal year of the Organization shall be January 1 to December 31 unless further changed by the Board of Trustees.

Article 2. Membership

1. Any person of legal age, irrespective of caste, color, creed, race or any national origin who agrees to support the objectives of this organization based on Hindu religion and philosophy and abide by this Constitution and the By-laws can become a member by paying the membership dues.
2. Membership dues shall be established and published annually by the Board of Trustees by the first day of the last month of the fiscal year.
3. An individual membership in good standing shall carry one vote. A family membership in good standing shall carry two votes. Family membership privileges extend to dependent children. There shall be the following classes of members:
4. **Annual Member:** Annual member shall have membership privileges for one calendar year after payment of appropriate dues. Annual membership is renewable by paying the appropriate membership dues for that calendar year. Any member who is more than one (1) year in arrears in payment of dues shall forfeit his/her membership.
5. **Five year Member:** Five year member shall have membership privileges for a period of five years from the month of receipt of appropriate membership dues.
6. **Life Member:** Upon payment of the appropriate membership dues, a life member shall have membership privileges for his/her life.
7. **Donor Member:** Upon payment of the appropriate membership dues, a donor member shall have membership and certain other privileges as provided in the Constitution and the By-laws for his/her life.
8. **Upgrade:** A member may upgrade his/her class of membership during the duration of his/her current membership by paying the difference between the two classes of membership in no more than five installments.

Article 3. Board of Trustees (“Board”)

1. **Elected Members:** Any member of the Organization who is elected by the General Body of the membership by a majority of vote shall serve as a member of the Board of Trustees for a period of three (3) years starting May 1 of the year the member is elected.
2. **Appointed Members:** An appointed member of the Board of Trustees shall be a member of the organization in good standing and shall donate a sum which is deemed substantial by the Board. The term of appointed member may not exceed nine (9) years and shall be determined by the Board. The total number of appointed members with voting rights at any time shall not exceed of twenty five percent (25%) of the current composition of the Board.

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3. **Honorary Members:** The Board may nominate “Honorary Members” to the Board for a period of three years from those who contribute substantially to the Organization financially or otherwise in recognition of their support and services. The Honorary members can participate in all the activities of the Board on a non-voting basis.
4. **Advisors** to the Board may be appointed by the Board based on exceptional qualifications beneficial to the Organization. However, these advisors shall not have any voting right.
5. All members of the Board shall serve without compensation except that they shall be allowed reasonable compensation for essential services and reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as prescribed in these By-laws.
- ~~6. A Chairperson of the Board shall be elected by the voting members of the Board for a one year term at a time.~~
- ~~7. The Chairperson shall be elected annually at the first meeting of the new Board. To be eligible for the role of a Chairperson a member must have served on the Board for a period of at least six (6) months. This provision shall not apply for the first chairperson of the Organization.~~

The Chairperson shall be elected annually at the first meeting of the new Board. To be eligible for the role of a Chairperson a member must have served on the Board for a period of at least cumulative twelve (12) months. This provision shall not apply for the first chairperson of the Organization.

8. A Vice-Chairperson of the Board shall also be elected along with the Chairperson by the members of the Board for a one year term at a time.
9. A Secretary and a Joint-Secretary of the Board shall also be elected along with the Chairperson and the Vice-Chairperson by the Board for a one year term at a time.
10. A Treasurer and a Joint-Treasurer of the Board shall also be elected along with the Chairperson and the Vice-Chairperson by the Board for a one year term at a time.
11. No person shall serve more than two (2) consecutive terms of one (1) year each in any position.
12. The Board shall meet no less than three (3) times a year.
13. Any member of the Board who is absent for two (2) consecutive meetings of the Board without informing the Chairperson of the reason(s) of his/her continued absence shall cease to be a Trustee.
14. In exceptional circumstances as determined by the Board, a trustee may authorize another trustee to vote in his/her behalf on a specific issue(s) provided such an authority is given in writing specifying the issue(s) to be voted on.
15. All the decisions in the meeting of the Board shall require a majority vote of the trustees, present and voting.

Article 4. Functions of the Board and Office Bearers

1. The Board shall appoint an Executive Committee by May 31, each year for a one year term from June 1 to May 31.
2. In case of failure of Executive Committee or any of its member to carry out its or his/her responsibilities the Board shall have the power to dissolve the Executive Committee or remove the said member from the Executive Committee and assume its or his/her responsibilities until a new Executive Committee or a new member has been appointed which shall be done within one month of such an action.
3. The Board shall:
 1. Create appropriate permanent endowment of a substantial amount for various activities of the Organization.
 2. Be responsible for development, management, and disposition of all assets and funds, of the Organization.
 3. Be responsible for major policy and long term planning of the Organization's objectives and activities.
 4. See that the real-estate property is not sold without two-third majority of the Board agreeing to it and that decision is duly confirmed by the majority of the General Body members in good standing attending the General Body meeting convened for this specific purpose.

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5. Review and approve yearly the Organization's budget prepared and presented by the Executive Committee and provide funds for the execution of the budget provisions within the Organization's resources.
4. The Board shall appoint an Election Committee to facilitate the election of the Board at least sixty (60) days prior to the Annual General Body meeting and inform the members of the said appointment and the date of the meeting. Further, the Board may also appoint various committees as deemed necessary to carry its function as per the Constitution and the By-laws.
- ~~5. The Board shall elect, by a majority vote of trustees present and voting, a new trustee for the remaining term in case a vacancy occurs.~~

In the event a Board member leaves before his/her term expires, the Board can elect, by a majority vote of trustees present and voting, a new trustee for the remainder of the year.

6. The Board is authorized to give donation, grants, aids etc. for purposes and in furtherance of the objectives of this organization subject to the limits of the authorized budget grants.
7. **Chairperson:** The Chairperson of the Board shall chair all meetings of the Board and the General Body. He/She can call a meeting of the Board at any time deemed necessary. He/She is primarily responsible to carry out the functions of the Board as per the Constitution and the by- laws. He/She shall ensure that minutes of all meetings of the Board are recorded and duly documented for review by members of the Organization.
8. The Chairperson of the Board or his/her designee shall execute Deeds, Mortgages, Bonds, and Contracts in the name of the Hindu Temple and Cultural Center and perform any other functions falling under the Board. An approval of all actions must be obtained from the Board prior to their execution. All such acts must be reviewed by the Board at their next meeting.
9. **Vice-Chairperson:** The Vice-Chairperson of the Board shall act in the absence of the Chairperson of the Board and shall assume the responsibilities of the Chairperson of the Board in the event of his/her inability to act.
10. **Secretary:** The Secretary of the Board shall assist the Chairperson and the Vice-Chairperson of the Board in carrying out the functions of the Board. He/ She shall keep record of the minutes of the meetings of the Board and of the meetings of the General Body. He/She shall issue notices of the Board and the General Body meetings in consultation with the Chairperson.
11. **Joint-Secretary:** The Joint-Secretary of the Board shall assist the Secretary of the Board in all functions and shall assume the function of the Secretary of the Board in his/her absence.
12. **Treasurer:** The Treasurer of the Board shall collect the dues, keep account of all the receipts and expenses and deposit all funds received in the name of the Organization in such a bank or banks account(s) as may be designated by the Board. The bank account(s) shall be joint in the names of the Chairperson, the Treasurer, the Joint-Treasurer, and the Secretary of the Board with the mailing address of the Treasurer of the Board. Funds collected for specific purposes shall be appropriately managed for the said purposes only. He/She must deposit the money received in the bank account of the Organization as soon as possible but no later than one month of its receipt.

The Treasurer and one other officer of the Board shall co-sign all checks in excess of one thousand dollars (\$1,000) and make payment in the name of the Organization. Any disbursements in excess of one thousand dollars (\$1,000) shall be made only after prior approval of the Board.

The Treasurer of the Board shall prepare a quarterly financial statement for all the receipt and expenses and present it to the Board. The Treasurer shall also prepare and submit the annual financial statements to the Internal Auditor (if one is designated) in detail within six weeks after the closing of the fiscal year. He/She shall also present the annual financial report to the General Body in its annual business meeting.

The Treasurer of the Board shall prepare the budget estimates for the following fiscal year and submit them to the Board no later than the first week of the last month of the fiscal year.

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13. **Joint-Treasurer:** The Joint-Treasurer of the Board shall assist the Treasurer of the Board in all functions and shall assume the function of the Treasurer of the Board in his/her absence.

Article 5. The Executive Committee (“Committee”)

1. The Committee shall be appointed by the Board and shall consist of as many members as decided by the Board and shall include the following officers: President, Vice-President, Secretary, Joint-Secretary, Treasurer, and Joint-Treasurer
2. The President of the Committee shall be an elected member of the Board.
3. The Committee shall meet as often as required but no less than three (3) times a year.
4. Any member of the Committee who is absent for two consecutive meetings without informing the President of the Committee of the reasons of his/her continuous absence shall cease to be a Committee member.
5. If vacancies on the Committee shall arise due to (a) death or resignation of any member or (b) failure of a member to attend two consecutive Committee meetings without a reasonable cause and a failure to provide a due notification of that cause to the President, then these shall be filled by the Board in their next scheduled meeting.

Article 6. Functions of the Committee and Office Bearers

1. The Committee shall carry out the policies established by the Board.
2. The Committee shall be responsible for all administrative duties of the Organization including religious and spiritual activities, cultural activities, educational activities, social and charitable services, regular repairs and maintenance of the Organization's property.
3. The Committee shall have the power to appoint individuals or special committees for specific purposes and functions as well as to appoint individuals for rendering part-time or full-time paid services to the Organization such as Internal Auditor, Temple Custodian, and Temple Priest as per the by-laws as may be required from time to time.
4. **President:** The President of the Committee shall serve as the Chief Operating Officer of the Organization. He/She shall be the Chairperson of the Committee and an ex-officio member of all other committees except the Election Committee. He/She shall preside over all the Committee meetings and shall carry on the policies established by the Board and these By-laws.

In addition to the above, the President of the Committee shall present the following to the Board.

1. Annual activity report of the Committee.
 2. Annual financial statement of receipt and expenses incurred by the Committee.
 3. Plan for the following year's activities.
 4. Budget estimates for the following year for the planned activities.
5. **Vice-President:** The Vice-President of the Committee shall assume the function of the President of the Committee in the event of the President's absence. He/She shall also prepare, in consultation with the Committee, plan for the activities for the following year.
 6. **Secretary:** The Secretary of the Committee shall assist the President or the Vice-President of the Committee in carrying out the policies and decisions of the Committee. He/She shall call the meeting, prepare and keep record of the minutes of the meetings, and prepare the progress reports in consultation with the President of the Committee. He/She shall keep the members of the Organization informed about the activities of the Organization.

The Secretary of the Committee shall prepare an annual activity report for the Committee and submit it to the Committee no later than the first week of the last month of the fiscal year.

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7. **Joint-Secretary:** The Joint-Secretary of the Committee shall assist the Secretary of the Committee in all functions and shall assume the function of the Secretary of the Committee in his/her absence.
8. **Treasurer:** The Treasurer of the Committee shall collect donations, keep account of all the receipts and expenses, and manage the operating funds allocated to the Committee. He/She shall maintain and operate a proper bank account in the name of the Organization in such a bank or banks as may be designated by the Committee. The bank account(s) shall be joint in the names of the Treasurer, Joint Treasurer, and the President of the Committee with the mailing address of the Treasurer of the Committee. He/She must deposit the money received in the appropriate bank accounts of the Organization as soon as possible but no later than one month of its receipt.

The Treasurer of the Committee and the President of the Committee or his/her designee from the Committee shall co-sign all checks in excess of one thousand dollars (\$1,000). Any disbursements in excess of one thousand dollars (\$1,000) shall be made only after prior approval by the Committee.

The Treasurer of the Committee shall prepare a quarterly financial statement for all the receipt and expenses and present it to the Committee. The Treasurer of the Committee shall prepare and submit the annual financial statement to the Internal Auditor (if one is designated) in detail and to the Treasurer of Board within four weeks after the closing of the fiscal year.

The Treasurer of the Committee with the assistance of the Committee shall prepare the budget estimates for the following fiscal year and submit them to the Committee to be forwarded to the Treasurer of the Board no later than the first day of the last month of the fiscal year.

9. **Joint-treasurer:** The Joint-Treasurer of the Committee shall assist the Treasurer of the Committee in all functions and shall assume the function of the Treasurer of the Committee in his/her absence.

Article 7. General Body and Election

1. The annual meeting of the General Body shall be held on the date and place decided by the Board to conduct the following business before the end of April 30 each year.
 1. Progress report of the Chairperson.
 2. Financial statement by the Treasurer of the Board duly audited by the appropriate Auditor or the Audit Committee.
2. All the meetings of the General Body shall be presided over by the Chairperson and in his/her absence by the Vice-Chairperson of the Board.
3. At least fifteen (15) days advance notice shall be given to members intimating date, time, place and agenda of the meeting of the General Body.
4. If eleven (11) members or more, send a written request for convening special meeting of the General Body, specifying the issue to be discussed, the Secretary of the Board shall comply with their request within a period of two months.
5. In special cases, the Secretary of the Board, in consultation with the Chairperson of the Board, may call a short notice meeting of the General Body to discuss important issues.
6. The proposal(s) for inclusion of additional items on the agenda of the General Body meeting shall require written endorsement of at least five (5) members.
7. Election of Trustees
 1. The Election Committee shall send notice to the members seeking nominations at least forty-five (45) days prior to the election.
 2. The Election Committee shall inform the members of the slate of candidates at least fifteen (15) days prior to the election.
 3. Nominations may also be made on the floor by any member of General Body at the time of election.
 4. All election shall be by majority vote of all members in good standing present in the meeting.

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8. One third of trustees are elected every year and one third of trustees who has served a term of three years shall rotate out every year. The first Board shall continue for two (2) years. In each of the third and fourth years, one third of the original trustees shall be replaced by new elected trustees. The selection of retirees can be either by choice or by an election within the Board.

Article 8. Budget and Finance

1. Annual plan and budget estimates shall be prepared by the Treasurer of the Committee and presented by the President of the Committee to the Board no later than the first week of the last month of the fiscal year.
2. Funds collected for specific activities shall be used for respective activities only. All other funds shall be managed as general funds.
3. All the records and books of accounts of the Organization shall be brought up- to-date before the election of the new trustees and office bearer and kept ready for handing over to the new Board and office bearer immediately after the election in the same meeting.
4. **Audit:** The Board may appoint an Auditor (who will also be a CPA) or an Audit Committee. The Auditor or the Audit Committee shall submit audit report at least once a year. The Board and the Committee shall make all the books of accounts and records available to the Auditor or the Audit Committee to facilitate the audit.
5. An audited financial report shall be presented to the members at the annual meeting of the General Body. Audit reports shall be available for examination by any member in good standing.

Article 9. General

1. Contributions, gifts, real-estate, donations, grants, aids, etc, once made to the Organization by the members or by non-members shall become non- refundable on any grounds.
2. Assets and Liabilities of the Organization shall vest in the Board administered by the Board. However, no trustees or Committee members shall be personally responsible for any liability (ies) of the Organization, if incurred in the interests of the Organization.

Should any person be sued, either alone or with others, because he/she was or is a member of the Board or a member of the Committee or an employee of the Organization, in any proceeding arising out of his/her alleged misfeasance or non-feasance in the performance of his/her duties or out of any allegedly wrongful act against the Organization, indemnity for his/her reasonable expenses, including attorney's fees incurred in the defense of the proceeding, may be assessed against the Organization, its receivers or its directors, by the court in the same or separate proceeding if;

(i) the person sued is successful in whole or in part, or the proceeding against him/her is settled with the approval of the court; and

(ii) the court finds that his/her conduct fairly merits such indemnity.

The amount of such indemnity shall be so much of the expenses, including attorney's fees incurred in the defense of the proceeding, as the court finds to be reasonable.

3. **Insurance:** The Organization may maintain insurance, at its own expense, to protect itself and any officer, employee or agent of the Organization.
4. Meetings shall be as follows:
 1. The General Body meeting shall be held at least once a year to appraise fully the progress and the status of the Organization.
 2. The Board and the Committee shall meet as often as required but no less than at least three (3) times a year to carry out their functions.
5. **Quorum:** The Quorum for the meetings of the Board and the Committee shall be one half (1/2) of the total members. In the absence of quorum, a minimum of one third (1/3) of the members the Board or the Committee

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may proceed to conduct the regular business. The minutes of the meeting shall be circulated within two (2) weeks and considered approved if no objection is received within two (2) weeks after from the day of circulation. The subsequent meeting to ratify the resolution shall not be subjected to Quorum. In case of General Body meeting, Quorum shall be ten (10) percent of the total members.

6. The general procedure of meetings of this Organization shall be in harmony with the principle set forth by Mr. Chairperson, Robert's Rules of Order (Newly Revised) shall be the final authority as to parliamentary procedure, in so far as they do not conflict with the provisions of this Constitution and By- laws.
7. **Voting:** All matters unless otherwise specified shall be adopted by a majority vote of the members in good standing, present and voting. If necessary and justified, voting may be carried out either by mail ballots or secret ballots which are dispensed with a two third (2/3) vote of all members present at the meeting.
8. **Secret Ballot:** For the election of the trustees, at the annual meeting, the Election Committee shall submit each member a written ballot.
9. The presiding officers in all organs of the Organization shall have the right to exercise a casting vote to break a tie, if necessary.
10. Certain cases and situations may arise, with regard to which specific provisions do not exist in this text. Such cases or situations shall be dealt with in accordance with generally accepted democratic principles.
11. **No Confidence:** No confidence resolution can be moved against the member(s) of the Board and the Committee in a General Body meeting provided such a resolution is presented with the written endorsement of at least 11 (eleven) members in good standing. Such a resolution shall require for its passage the support of a two third (2/3) majority of the total members present and voting.
12. The Organization has the right to remove from its membership, any individual whose activities may be considered as detrimental to the interest of the Organization. Such expulsion(s) shall, however, be subject to approval of a two third (2/3) majority of the members, present and voting in a General Body meeting and subject also to the appropriate procedures affording full opportunity to the individual(s) concerned to be heard.
13. Any amendment to this Constitution or the By-laws become effective only after it is adopted, printed, and distributed to all the members.
14. **The Patrons:** Any person providing exceptional service financial or otherwise, to the Organization may be honored to become a Patron. A Patron shall be nominated by the Board and confirmed by the General Body.