



Hindu Samaj Temple of Minnesota, Incorporation

(A registered, private, non-profit organization)



Bylaws

March 08, 2013

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Article I Name And Office

Section 1: Name

The name of the corporation is **Hindu Samaj (HIS) Temple of Minnesota, Inc.** herinafter referred to as “HISTMN or “Corporation”, Minnesota Non-Stock corporation.

Section 2: Office

The Corporation shall have and continuously maintain in the state of Minnesota a registered office which is currently at 911 11th Av NW, Rochester, MN 55901 (website: www.histemplemn.org) and a registered agent, whose office shall be identical with such registered office.

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Article II Purpose and Powers

The Corporation is organized for any and all lawful Hindu religious purposes for which a corporation may be organized under the chapters of the Minnesota Non-stock Corporation Law, as the same from time to time may be amended only by a 2/3rd majority of the incorporators including:

- a) To construct and operate a multifaceted Hindu temple devoted to the Hindu religion.
- b) To serve the religious cultural, educational and literary needs of the Hindu community.

In furtherance of its purposes, the corporation shall possess all powers which a corporation has organized under the Minnesota Non-stock Corporation Law, as the same from time to time may be amended only a 2/3rds majority of the incorporators and shall possess, and which are not inconsistent with the purposes for which the Corporation is organized. The temple will be open to all irrespective of religion or race, for any Hindu religious purpose.

Article III Terms and Abbreviations

Section 1: Terms

The various terms used in these bylaws are as follows:

Benefactor (of the Temple): Anyone who contributed personal funds to HISTMN,

Board of Directors (BOD): A Board authorized and appointed by and accountable to the Board of Trustees.

Board of Trustees (BOT): An executive Board consisting of Trustees elected by the Benefactors, and by the members of HISTMN. Trustees appointed to fill any vacancies due to the resignation or removal of elected Trustees.

Bylaws: Refers to the most recent set of rules and regulations included in this document, which have been approved by the BOD as well as BOT pursuant to a process specified in these bylaws.

Close Relative: A person who is a spouse, personal partner, child, sibling, in-law, first cousin, or a business partner.

Contractor: A person or an institution who performs services to HISTMN under a business contract with a specific scope of work, amount and time of payment of a sum of money being specified in the contract. A contractor is not to be construed as an employee of HISTMN.

Due Cause: A situation arising from illness, death in the family, required presence in a court-of-law or other judicial bodies, acts of God, etc.

Due Process: A process by which a person associated with HISTMN against whom a disciplinary action is being contemplated is given an opportunity to defend himself before a specified council or a committee.

Dues: A fee or an assessment set by the BOD and approved by BOT, charged by HISTMN to a person qualified and eligible to become a member.

Employee: A person who is employed by HISTMN either as a temporary or permanent worker under an employment contract.

Entity: The General Members of HISTMN, or the BOT, or BOD constituted by the BOT (such as a Board Committee, Sub-Committee, Task Force, Operational Sub-Committee, etc).

General Body: The totality of HISTMN members in good standing and whose membership status is current by virtue of complying with all membership requirements stipulated in these By-laws.

Grandfather clause: A provision in the By-laws allowing the requirements, conditions and privileges of membership, Directors' tenure and other conditions prevailing before the date of ratification of these By-laws by the General members to continue for those who were members, trustees, Directors, employees and devotees of HISTMN before the above date.

Hinduism: A religious tradition with origins in India based on “Sanatana Dharma” (eternal truth), which accepts the authority of the Vedas, and is characterized by acceptance of Brahman as the Ultimate Reality. It also refers to religious practices and rituals related to the worship of various manifestations or incarnations of divinity in the form of Hindu gods and goddesses.

Independent Committee: An Ombudsman type Committee of five persons (current BOD excluded), set up by the Board of Trustees and constituted from time to time, to resolve issues, and provide binding arbitration within the constraints of these By-laws. This Committee shall consist primarily of members of the BOT but may include other respected citizens of the Temple community.

Majority Vote: A resolution in a meeting of an entity is deemed to be approved by a majority vote when the number of favorable votes it receives is one more than one half of the number of entity members present in the meeting (unless the number of members that needs to participate is explicitly specified elsewhere in these By-laws), provided that the meeting fulfills the quorum requirements.

Member: Any permanent legal resident of North America who agrees and promises to uphold the provisions of these bylaws, whose application for membership has been approved by the Board of Directors, and whose membership is current in terms of dues payment and other requirements stipulated in these By-laws.

Member in good standing: A member who has not violated the requirements for continued membership of HISTMN nor has been convicted in a court of law for criminal offenses.

Directors of HISTMN: A Director, as its designated Officer, to be part of the BOD, selected by the President of BOD and approved by the BOT.

Board Officers: Board authorized role or a function. Board Officers include the Chairman, the Secretary, the President, the Treasurer and any other officer elected and designated by the Board.

HISTMN: Refers to Hindu Samaj Temple of Minnesota, Incorporated. (“HISTMN”)

Operation: An entity or activity sanctioned and controlled by HISTMN. The operation can be an independent unit with separate management, accounting and financial reporting or an organizationally separate entity with all finances and budgets being a part of HISTMN.

Quorum: The minimum number of persons that need to be present, to start the meeting of an entity or at the time a member calls for a (quorum) count during meeting, in order for the deliberations of the meeting to be legal. Except in the case of the Annual General Body meeting, the presence in the meeting of at least one more than one half of the total current members of the entity, which is meeting, constitute a quorum.

Term: The duration of time for which a person is elected or appointed to a position.

Term Limit: The maximum number of full consecutive terms any person can hold the same office.

Trustee: A person serving on the Board of Trustees after being elected by the members of the BOD or by Benefactors eligible to vote or appointed by the Board.



Two thirds vote: A resolution in a meeting of an entity is deemed to be approved by a two thirds majority vote when the number of favorable votes it receives is equal to or more than two thirds of the number of entity members present in the meeting (unless the number of members that needs to participate is explicitly specified elsewhere in these By-laws), provided that the meeting fulfills the quorum requirements.

Volunteer: A person who provides services to HISTMN on an unpaid basis by his own free will at the request of Trustees, Directors or employees. A volunteer is neither an employee nor a contractor of HISTMN.

Section 2: Abbreviations

AGM	Annual General Body Meeting
BOD	Board of Directors of HISTMN
BOT	Board of Trustees of HISTMN
FINCOM	Finance Committee
GBM	General Body Meeting of HISTMN members
IAC	Internal Audit Committee
PPD	Policies and Procedures Document
RELC	Religious Committee
TAC	Temple Administration Committee
TEC	Temple Expansion Committee
TSSC	Temple Safety and Security Committee
YCEP	Youth, Cultural and Educational Programs Committe

Article IV
MEMBERSHIP

Section 1: Purpose of Membership

As per article II the temple is open for any Hindu religious purpose to all irrespective of religion or race. However, only “Members” can vote or become a Board of Director or Trustee, the only exception being Honorary BOT who is appointed by the BOT.

Section 2: Membership Qualifications

Qualifications needed to become a member are:

- a) Abide by the purpose for which the corporation has been founded.
- b) Must be at least eighteen years of age.
- c) Make contributions appropriate to the type of membership.

Section 3: Types of Membership

Types of members will include Life Members (Benefactors, Patrons and Donors) and Active Members

Life Members: Life members must have made a cumulative contribution of at least a 1000/- in the past 5 years or a cumulative contribution of \$10,000 or more. Life Members are eligible to vote and file nominations for the Board of Directors. The classes and contributions of life members are as follows:

- a) Grand Benefactors: Those who have contributed \$30,000 or more to the corporation
- b) Benefactors: Those who have contributed between \$20,000 and \$29, 999
- c) Patrons: Those who have contributed between \$5,000 and \$19,999
- d) Friends: Those who have contributed between \$1,000 and \$4,999

Active Members: Active members are those who are not life members but have contributed at least \$100 in the current or past calendar year

Section 4: Membership Dues and Rights

Only “Members” can vote on policy matters presented at the Annual General Body Meeting. Only “Members” are eligible to join the Board of Directors or Trustees, the only exception being Honorary BOT who is appointed by the BOT from among non-Members. The manner of appointment of a BOD or BOT is given in Articles V and VI, respectively.

The Board of Directors reserve the right to reject any membership or donation / contributions or nomination for which the Board either in full or part does not owe any explanation for any category of membership. Any member may withdraw his / her membership from the Corporation with a written notification. Then, the resigning member will have his / her name taken off the roster and mailing list if he / she so desires. There will be no refund of the dues or contributions made to the Corporation.

Section 4: Voting Rights for Spouses and Children

Each Member shall carry one vote if single or two votes as husband and wife, as long as they separately meet eligibility criteria for at least an Active Member noted above. Thus, for a couple to vote they should have contributed at least \$200 in the past year. Children are non-voting members of the Corporation.

Section 5: Meetings

The Annual General Body Meeting of members shall be held during the month January or February of every year unless extenuating circumstances require pre- or post-ponement of the meeting. Failure to hold the annual meeting shall not lead to a forfeiture or dissolution of the Corporation. Special meetings of the members shall be held upon the request of the Board of Directors, or upon the request of the Chairman of Board of Trustees and three additional Trustees.

Article V
BOARD OF TURSTEES

Section 1: General Powers

The property, business and affairs of the Corporation shall be structured and overseen by its Board of Trustees (the “BOT”). BOT shall give overall direction and guidance to the BOD by following the byaws to run the temple policies.

Section 2: Number, Composition and Voting:

- a) The number of Trustees of the HISTMN shall be between 9 and 15 and they shall serve for the term provided in Section 3 of this Article.
- b) In addition up to two Honorary BOT members (non-voting) of exceptional caliber may be appointed with approval of BOT.
- c) President and Secretary of the Board of Directors (BOD) will automatically be voting members of the Board of Trustees till their term at their respective posts.
- d) In addition nine (9) Trustees can be nominated by the Life Members of the category of Grand Benefactors and Benefactors.
- e) Three (3) Trustees can be nominated by the Life Members of the category of Patrons.
- f) In case the total nominations are less than 9, the BOT will through a 2/3rds majority vote to fill the deficit in membership.
- g) Nominee for BOT and his/her election
 - 1. The nominee shall be a Hindu and an eligible voting member (Life or active) of this corporation. However, the two Honorary Trustees may be non-Hindus and non-members.



2. The nominee shall be proposed and seconded by a voting member
3. Nominee shall be approved by 2/3rds majority by the BOT
4. The decision of the BOT shall be final and binding.

Section 3: Officers

The officers of the BOT shall be Chairman, Vice-Chairman, and Secretary. Appointed officers must be the Trustees of the HISTMN. A person cannot simultaneously hold the position of President of BOD and Chairman of BOT. However, the same individual may be Secretary for both Boards.

Chairman

The Chairman shall:

- a) Preside at meetings of the BOT.
- b) Perform all duties incident to the office and such other duties as may be assigned by the BOT.
- c) Have the necessary authority and responsibility to oversee the affairs of the Corporation subject to these Bylaws and the Board of Trustees may adopt such resolution and make recommendations to the Board of Directors relating to the operation of the corporation.

Vice Chairman

The Vice Chairman shall assist the Chairman and perform such duties as the Chairman or the BOT may from time to time assign. In the absence of the Chairman and when authorized by the BOT, the Vice Chairman shall exercise the authority herein granted and assigned to the Chairman.

Secretary

The Secretary Shall:

- a) Sign all documents of the BOT as required by the office and from time to time as may be necessary.
- b) Keep the minutes of all meetings of the BOT in one or more books provided for that purpose.
- c) See that all notices are duly given in accordance with the provisions of these bylaws, or as required by law.
- d) Keep the communication between BOT and BOD through the Chairman of the BOT and the President and the Secretary of the BOD.

Section 4: Terms of Office



The term of office of all the Trustees shall expire every three years unless the BOT by 2/3rds majority vote to re-elect the Trustees as well as the Chairman whose term is to expire.

Section 5: Resignation and Removal

Resignation: Any Trustee may resign at any time by giving written or email notice to the Chairman of the BOT. Such resignation shall take effect at the time specified therein and unless otherwise specified, acceptance of such resignation shall be by affirmative vote of two thirds (2/3) vote of the BOT.

Removal:

a) If the conduct of a Chairman or any other Trustee is considered by 2/3 rds majority of the BOT to be disruptive or harmful to the functioning of the Corporation, he/she will be removed from the BOT by a 2/3rds majority vote of the Board during a regular or a specially convened BOT Meeting. A she/he shall be given an opportunity to be heard before a final vote for his/her removal is taken

b) If the Trustee is absent from more than 50% of the meetings during a (12) month period and/or misses three consecutive meetings without approval of the BOT, he/she will be removed without need for a vote.

c) A Trustee who is asked to step down for any reason cannot seek office for at least 5 years after his/her removal.

Section 6: Vacancies

Vacancies created due to resignation, removal, insufficient nominations or any other reason of a Chairman, will be filled by a 2/3rd majority vote of the Board, nominated by anybody from the BOT.

Section 7: Annual Meeting or Retreat

There should be an Annual Joint Meeting (or Retreat) of the BOT and BOD members shall be held during the month of December or January in each year, at such time and place as shall be fixed and determined by the Chairman of the BOT. The purpose of the annual meeting could be to appreciate the BOD of the activities of the Corporation in the past year, its financial status and discuss future direction and plans and for the transaction of such other business as may be found necessary by the BOT.

Section 8: Regular Meetings



Regular meetings of the BOT shall be held four times annually at a time and place designated by resolution of the BOT or by announcement of the Chairman, or as specified in the notice of such meetings. The presence of the President (or Vice President in the absence of President) and the Secretary of the BOD shall be essential to present the state of the operation by the BOD and getting feedback from the BOT.

Section 9: Special Meetings

Special meetings of the BOT may be called by or at the request of the Chairman or a majority of the Trustees then in office and shall be held at such time and place as specified in the notice of the meeting.

Section 10: Meetings by Telephone or other Communication of Technology

Any or all Trustees may participate in regular, special or in a committee meeting of the BOT. They may conduct the meeting through the use of telephone or any other means of communication by which either: 1) all participating Trustees may simultaneously hear each other during the meeting, or 2) all communication during the meeting is immediately transmitted to each participating Trustee, and each participating Trustee is able to immediately send messages to all other participating Trustees.

Section 11: Notice

Unless notice of a regular meeting is given as provided in Section 7, notice of any meeting of the BOT shall be given in writing at least 72 hours prior thereto, by written notice delivered personally or sent by mail or fax to each Trustees to his/her address as shown in the records of the Corporation. If mailed, such notice shall be postage pre-paid. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting unless the Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the board need to be specified in the notice of waiver or notice of such meeting unless specifically required by law or by the bylaws.

Section 12: Quorum

Unless otherwise provided in the Articles of Incorporation or these Bylaws, one more than one half of the Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the BOT, provided, that if less than one more than ½ of the Trustees are present, those Trustees present may adjourn the meeting from time to time without further

notice. For matters such as removal of a BOT member or amendment of the Bylaws, approval of 2/3rds of the Trustees then in Office shall be required, as already noted above.

Section 13: Manner of Acting

The act of majority of the Trustees present at a meeting at which a quorum is present shall be the act of the BOT except where otherwise provided by law, the articles of Incorporation of these Bylaws.

Section 14: Informal Action by Trustees

Any action required or permitted to be taken at a meeting of the BOT may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by each member of the Board of Trustees and filled with the minutes of the Board, whether done before or after the action so taken.

Article VI BOARD OF DIRECTORS

Section 1: General Powers

The property, business and affairs of the Corporation shall be controlled and managed by its Board of Directors (the “BOD”) in accordance with the bylaws and following the advice and guidance of the BOT.

Section 2: Number, Composition and Voting:

- a) The number of Directors of the Corporation shall be between 9 and 15 and they shall serve for the term provided in Section 3 of this Article. Only Life and Active members are eligible to be the Directors. The President and BOD shall select the first set of up to 10 Directors, whose term will be for 3 years. All further Directors shall be elected as described below.
- b) The rest of the Board of Directors can be nominated by the Life Members of the categories of Grand Benefactors, Benefactors, Patrons, Friends and Active members) in agreement with the President and BOD.
- c) Proxy and Absentee Ballot – ballot in absentia will be allowed. Ballot must be sealed and recorded by the secretary one week before the elections. The ballots so received will be opened by the election officer/s in presence of the election committee.



- d) In addition 2 Honorary BODs (non-voting) can be nominated by Rochester Vidyalaya's (RV) Board of Directors. The honorary BODs from RV will help with conduct of cultural activities organized by HISTMN.
- e) Nominee for Board and his/her election:
1. The nominee shall be a practicing Hindu and an eligible voting member (Life or Active members) of this corporation.
 2. The nominee shall be proposed and seconded by a voting member.
 3. Directors shall be nominated by 2/3rd majority by the BOD and then approved by the Board of Trustees' (BOT). If BOT does not approve any Director then BOD has to select another Director to get the approval from both BOD and BOT.
 4. Nominees for BOD should, at least, have served for 6 months on the sub-committee of BOD have otherwise served the Temple. Exceptions can be made for those talented individuals with a prior history of service and leadership.

Section 3: Terms of Office of the Directors

The term of office of all the Directors shall expire every three years unless the Board of Directors by 2/3rds majority vote to nominate the Director and finally approved by BOT whose term is to expire. The Directors can serve only for two terms unless, after serious efforts, the President cannot find a capable replacement. In that case the President can as last resort retain the "two terms served" Director for another term with the consent of BOD and BOT.

Section 4: Resignation and Removal

Resignation: Any Director may resign at any time by giving written or email notice to the Secretary or President of the BOD. Such resignation shall take effect at the time specified therein and unless otherwise specified, acceptance of such resignation shall be by affirmative vote of two thirds (2/3) vote of the BOD.

Removal:

a) If the conduct of a Director is considered by 2/3rds majority of the BOD to be disruptive or harmful to the functioning of the Corporation, he/she will be recommend to remove from the Board of Directors by a 2/3rds majority vote of the BOD during a regular or a specially convened Board Meeting and that shall be finally approved by the BOT. A Director shall be given an opportunity to be heard before a final vote for his/her removal is taken place in front of BOD and BOT.

b) If the Director is absent from more than 50% of the meetings during a (12) month period and/or misses three consecutive meetings without approval of the BOD, he/she will be removed without need for a vote.



c) A Director who is asked to step down for any reason cannot seek office for at least 5 years after his/her removal.

Section 5: Vacancies

Vacancies created due to resignation, removal, insufficient nominations or any other reason of a Director, will be filled by a 2/3rd majority vote of the BOD, nominated by anybody from the Board.

Section 6: Annual Meetings

The Annual General Body Meeting of the Life and Active members shall be held during the month of January or February in each year, at such time and place as shall be fixed and determined by the President of the Corporation. The purpose of the annual meeting is to appraise the membership of the activities of the Corporation in the past year, give a report of its financial status, discuss future direction and plans and transact such other business as may be found necessary by the Board.

Section 7: Regular Meetings

Regular meetings of the Board shall be held no less than four times annually at a time and place designated by resolution of the Board or by announcement of the President, or as specified in the notice of such meetings.

Section 8: Special Meetings

Special meetings of the Board may be called by or at the request of the President or a majority of Directors then in office and shall be held at such time and place as specified in the notice of the meeting.

Section 9: Meetings by Telephone or other Communication of Technology

- (a) Any or all Directors may participate in regular, special or in a committee meeting of the Board of Directors. They may conduct the meeting through the use of telephone or any other means of communication by which either: 1) all participating Directors may simultaneously hear each other during the meeting, or 2) all communication during the meeting is immediately transmitted to each participating Director, and each participating director is able to immediately send messages to all other participating Directors.



Section 10: Notice

Unless notice of a regular meeting is given as provided in Section 7, notice of any meeting of the board shall be given in writing at least 24 hours prior thereto, by written notice delivered personally or sent by mail or fax to each Directors to his/her address as shown in the records of the Corporation. If mailed, such notice shall be postage pre-paid. Any director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting unless the Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the board need to be specified in the notice of waiver or notice of such meeting unless specifically required by law or by the bylaws.

Section 11: Quorum

Unless otherwise provided in the Articles of Incorporation or these Bylaws, one more than $\frac{1}{2}$ of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than one more than $\frac{1}{2}$ of the Directors are present, those Directors present may adjourn the meeting from time to time without further notice. For matters such as removal of a Board member or amendment of the Bylaws, approval of $\frac{2}{3}$ of the Directors then in Office shall be required, as already noted above.

Section 12: Manner of Acting

The act of majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board except where otherwise provided by law, the articles of Incorporation of these Bylaws.

Section 13: Informal Action by Directors

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by each member of the Board of Directors and filled with the minutes of the Board, whether done before or after the action so taken.

Section 14: Officers (among the Directors)

a) The officers of the BOD shall be a President, Vice President, Secretary and Treasurer and Directors of the respective committees such as Finance Committee (FINCOM), Internal



Audit Committee (IAC), Religious Committee (RELC), Temple Administration Committee (TAC), Temple Expansion Committee (TEC), Temple Safety and Security Committee (TSSC) and Youth, Cultural and Educational Programs Committee (YCEP). The President may appoint additional Directors as deemed desirable. Appointed officers need to be Directors of a specific committee, with additional subcommittee members who need not be Board members. However, BOD should be informed and consulted before the confirmation of a community member on any sub-committee.

Section 15: Election and Term of Office

The Board of Directors shall annually elect the office bearers to the corporation at the Annual Meeting and eventually approved by the BOT. Immediately after the elections each elected officer shall hold office from the date of election until the next annual meeting and until a successor is elected, unless said officer shall sooner resign or be removed.

Section 16: Resignation and Removal

Any officer may resign at any time by giving written notice to the Secretary or President of the Corporation. Such resignation shall not take effect until approved by the Board of Directors. An officer or agent appointed by the Board may be removed from office whenever, in the Director's judgment the best interests of the Corporation will be served thereby, by affirmative vote of two-thirds (2/3) of the Directors then in office, at an annual, regular or special meeting of the Board, provided that five (5) days written notice shall have been given to such officer/agent, setting forth the intention to propose the officer's/agent's removal and the right of the officer/agent to appear and be heard in person at the meeting. The officer can be removed for not fulfilling the attendance requirement set by the Board.

Section 17: Vacancies

The Board at its discretion shall fill any vacancy with a 2/3rds majority vote to any office until the next election.

Section 18: President

The President shall:

- a) Be elected by the BOD and approved by the BOT
- b) Work as a liaison among the BOD and BOT and the general membership of the community.
- c) Sign with the Secretary or other proper officer of the Corporation authorized by the BOD and approved by the BOT any deeds, contracts or other



instruments, which the BOD and approved by BOT have authorized to be executed.

- d) Preside at meetings of the BOD. Perform all duties incident to the office and such other duties as may be assigned by the BOD. Have the necessary authority and responsibility for the administration of the affairs of the Corporation subject to these Bylaws and such resolutions as may be adopted by the Board of Directors and approved by BOT.
- d) Advise and make recommendations to the BOD relating to the operation of the corporation.

Section 18: Vice President (s)

The Vice President(s) shall assist the President and perform such duties as the President or the Board may from time to time assign. In the absence of the President and when authorized by the Board, the Vice President shall exercise the authority herein granted and assigned to the President.

Section 19: Secretary

The Secretary Shall:

- e) Sign all documents of the Corporation as required by the office and from time to time as may be necessary.
- f) Keep the minutes of all meetings of the Board in one or more books provided for that purpose.
- g) See that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law.
- h) Be a custodian of the Corporate Records.

Section 20: Treasurer

The Treasurer shall:

- a) Be responsible for the custody of the funds and securities of the Corporation.
- b) Advise the Board respecting the Corporation's financial condition and the handling of its monies and investment, and submit an audited report by an independent auditor for approval by the board and the membership at the annual meeting.
- c) Perform such additional duties as may be assigned by the President or the Board.



Article VII Committees

The Board of Directors, by resolution duly adopted, may appoint committees not having and exercising the authority of the Board of Directors to aid and assist the Board in the Management of the affairs of the Corporation. Action or recommendations by any committee shall be advisory and shall have no effect unless approved by the Board of Directors. The President with consulting with Vice President and Secretary will select the Directors of the respective committees such as Finance Committee (FINCOM), Internal Audit Committee (IAC), Religious Committee (RELC), Temple Administration Committee (TAC), Temple Expansion Committee (TEC), Temple Safety and Security Committee (TSSC) and Youth, Cultural and Educational Programs Committee (YCEP). The Director of the respective committees will select the operation team that will be approved by the BOD. The members of the each committee must be an active member of the HISTMN, but may not be either BOT or BOD.

Article VIII Fiscal Matters

Section 1: Fiscal Year

The fiscal year of the Corporation shall be from January 1st through December 31th.

Section 2: Contracts

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and delivery any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 3: Loans

Loans approved by the Directors, shall be only for operation and maintenance of the temple property operated by the Corporation. Funds for any expansion of the existing structure to be approved either from the existing account or by loans must be first approved by 2/3rd majority of the Board.



No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued by its name unless authorized by a resolution of the Board, which authority may be general or confined to specific instances.

No loan may be granted to any Director or officer of the Corporation without a written approval, raised as a result of a 2/3rds majority vote of the Board.

Section 4: Checks and Drafts

All checks and drafts or other orders for the payment for money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 5: Funds

All funds of the corporation not otherwise employed shall be deposited from to time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

Section 6: Books, Records and Accounts

The Corporation shall keep or cause to be kept correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and its committees. In addition, the Corporation shall annually cause a review of its accounts to be made and shall cause to be filed with necessary reports, tax returns or other documents as may be required by law.

Section 7: Auditors

The Corporation shall have internal auditors, i.e. A Director in the Board of Directors who will audit the accounts on a monthly basis with or without the help of a certified accounting firm. Also, the Corporation accounts shall be audited by an independent certified outside auditor annually according to current IRS rules and regulations and report submitted to its Board.

Article IX Indemnification

Section 1: Mandatory Indemnification

The Corporation shall, to the fullest extent permitted or required by law under various sections of the Minnesota Non-stock Corporation law (“Statute”), including any



amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendments), indemnify its Directors and officers against and all liabilities, and advance any and all reasonable expenses, incurred thereby in any processing to which any Director or officer is a party because such Director or officer is a Director or officer of the Corporation. The corporation may indemnify its employees and authorized agents, acting with the scope of their duties as such, to the same extent as Directors or officers hereunder. The rights to indemnification granted herein shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which such Director or officer may be entitled under any written agreement, board resolution, vote of the members, the statute or otherwise. All capitalized terms used in this Article VII and not otherwise defined hereunder shall have the meaning set forth in Sections of the Statute.

Section 2: Permissive Supplementary Benefits

The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors or Officers whether or not the Corporation would be obliged to indemnify or advance Expenses to such Director or Officer under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Section 3: Private Foundation Limitations

Notwithstanding the foregoing, no indemnification will be permitted to the extent such indemnification would constitute an act of “self-dealing” or its otherwise subject to excise taxes under chapter 42 of the United States Internal Revenue Code of 1986, as amended, or prohibited under the sections of the Minnesota Statutes or any similar successor provisions thereto.

Article X Conflict of Interest

Any Director, Officer or key employee who has an interest in a contract or other transaction presented to the Board or committee thereof for authorization, approval or ratification shall make a prompt and full disclosure of his/her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the Corporation’s interest.

The body to which such disclosure is made shall thereupon determine, by a majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be



construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his/her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction.

For the purposes of this Article, a person shall be deemed to have an interest in a contract or other transaction if he/she is the party or one of the parties contracting or dealing with the Corporation, or is a Director, or Officer of, or has a significant financial or influential interest in, the entity contracting or dealing with the Corporation.

Article XI Confidentiality

Directors, Officers and Agents of the Corporation shall at all times maintain confidentiality with respect to any and all proprietary information of the Corporation and shall only use such information to the benefit of the Corporation. Directors shall inform committee members of such restrictions.

Article XII Seal

The corporation shall not have a corporate seal.

Article XIII Waiver of Notice

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

Article XIV Amendments

The Bylaws may be altered, amended, or repealed and new Bylaws maybe be adopted by the Board at any regular or special meeting thereof by the affirmative vote of two thirds (2/3rd) majority vote of Board of Directors.

Article XV

Dissolution

Upon dissolution or other termination of the Corporation, any assets remaining after all debts of the Corporation have been paid and after all assets that were received subject to such a condition have been returned, transferred or conveyed, shall be distributed in accordance with the applicable provisions of the Minnesota Non-stock Corporation Law. The Board shall be fiscally responsible to discharge all debts and dispose of all assets in an equitable manner at the time of dissolution.



Hindu Samaj Temple of Minnesota, Incorporation

(A registered, private, non-profit organization)



Approved by the Board of Directors on March 08, 2013 and authorized by:

Suresh T. Chari
(President)

Debabrata Mukhopadhyay
(Vice President)