

Geeta Ramayan Group / Durga Temple of St. Louis, Missouri Constitution and By Laws

Supersedes original approval 12/4/1987
Supersedes revision 07/14/1994 & 01/11/2013
Approved on 04/28/2019

Article 1: Name

The name of the not-for-profit corporation shall be “Geeta Ramayan Group/Durga Temple of St. Louis, Missouri”, hereafter referred as the Corporation.

Article 2: Goals

The goals of this Corporation are:

- a. To promote and practice the ideals of Hinduism and the Hindu Religion through worship, social service, education, and teaching.
- b. To construct and maintain a Durga Temple in St. Louis, Missouri.
- c. To strive for spiritual richness and human excellence through assimilation of values of Hindu scripture into daily lives.
- d. To establish and maintain a facility for the purpose of conducting Hindu religious, social, educational, cultural, literary, and performing arts activities.

Article 3: Powers and Limitations

The Corporation shall have and may exercise all powers allowed under the Missouri Non-Profit Corporation Act, subject only to the following limitations:

Article 3.1 – Public Purpose: The Corporation is organized to serve public and community interests, accordingly it shall not be operated for monetary benefits of private interest, such as contributors or members of the Corporation, or persons vested directly or indirectly by such private interests.

Article 3.2 – 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.

Article 3.3 – Trade or Business: The Corporation shall not be operated for the purpose of a 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 afterwards amended.

Article 3.4 – 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, organization or entities, and make payments and distributions in furtherance of purposes herein set forth.

Article 3.5-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 Hindu religion within the meaning of Section 501(c) 3 of the Internal Revenue Code as now in force or afterwards 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 that in the judgment of the court shall best accomplish the purposes that are consistent with the purposes for which the Corporation was formed.

Article 3.6-Discontinuation of Durga Temple Project:

Article 3.6-a GRG/ Durga Temple Committee will provide by **June 30, 2020** the feasibility study of the Durga Temple Project if they have enough funds to start construction or to purchase existing facility or to abandon the project and refund the donations.

Article 3.6-b In case Durga Temple project does not mature, this constitution will be null and void and Geeta Ramayan Group's constitution (after deleting references to Trustees and Durga Temple) and structure will stay in place and all funds received from Geeta Ramayan Group will be refunded to the Geeta Ramayan Group account.

Article 3.6-c Until such time Durga Temple matures and construction starts or a facility is purchased, donations received in the name of Durga Temple will be deposited in the Durga Temple account and donations received for the Geeta Ramayan Group will be deposited in the Geeta Ramayan Group account. All accounts will be kept up to date.

Article 3.6-d All Durga Temple donations in the amount of \$1000 or more will be refunded on prorated basis after deducting the expenses to for the Durga Temple Project. Donors may receive refund along with IRS filing form or decide to transfer their part of donations to the Geeta Ramayan Group.

Article 3.7-Specific Restrictions:

Non-vegetarian food(s) and alcoholic beverage(s) of any kind shall not be allowed on the Temple premises at any time or for any reason. Smoking and consumption of controlled substances shall not be permitted on the premises of the Temple.

Article 4: Principal Location

The principal office of the Corporation is located at: 1431 Highway 109 Street, Glencoe, MO 63038. The Corporation may from time to time have offices at other places inside and outside of the State of Missouri as designated by the Board of Trustees, or as dictated by the goals of the Corporation.

The Corporation however shall, at all times, maintain a registered office in the State of Missouri as well as a registered agent whose office location shall be identical with the registered office as stated above. The registered office of the Corporation may or may not be identical with the principal office in the State of Missouri. The Board of Trustees may change the address of the registered office from time to time. Any change in address shall be notified to the appropriate agencies.

Article 5: Fiscal Year

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

Article 6. Membership

Article 6.1-Elligibility: Any person who is 18 years or older, interested in Hinduism and who shares the same objectives as those listed in Article 2 is eligible to become a member of the Corporation. Membership to the Corporation is open to all irrespective of race, color, creed, nationality, political affiliations, disability and veteran status, sex and sexual preferences without restrictions as per State and Federal Laws.

Payment of annual dues is mandatory for membership in the Corporation, and only such members in good standing shall be eligible to run for office and vote in the affairs of the Corporation.

Honorary membership may be bestowed by the Board of Trustees on any person for his /her long service or potential of substantial support to the Corporation however such honorary membership which does not require payment of membership dues, shall be advisory in nature, with no voting privileges or privileges to run for elected office of the Corporation.

Annual membership dues must be paid no later than June 30th of the calendar year to be eligible for voting rights.

Membership list for Life Members will be published in the month of January and a combined membership list for Annual Members and Life Members will be published in the month of July.

Membership shall remain in effect as long as the member remains in good standing and abides by the Constitution and By Laws of GRG/DT. Membership however can be revoked for activities harmful to the Corporation and its cause through the sole discretion of the Board of Trustees.

Article 6.2-Membership Categories: Membership in the Corporation shall include the following categories:

- a. Annual Family Membership (AFM): a family who pay the current annual dues for the family (Dues for 2019: \$ 51)
- b. Life Family Membership (LFM): A family who pay the current annual dues for a family membership (Dues for 2019: \$ 510)
- c. As of 2019 LFM of GRG will be honored as GRG/Durga Temple LFM.
- d. Honorary Membership (HM): as described in Article 6.1

Annual membership dues shall be paid on a calendar year basis starting from January 1st to December 31st and covered only the calendar year in which it is paid.

Life membership list will be published in the month of January and a combined Annual and life membership list will be published in the month of July.

Voting privileges for members shall be based on the general principle of 1 vote per person, accordingly AFM and LFM categories of membership will have 2 registered voters each.

The Board of Trustees of the Corporation reserve the right to revise the annual dues for AFM and LFM categories of membership as and when required.

Article 6.3- Membership Rights

- a.** Each individual member is allowed one vote. Family members are allowed two votes.
- b.** Only life members or annual members whose membership is paid for the current calendar year have voting right and right to serve on the committee.
- c.** In case of discrepancy regarding the eligibility to vote the burdon of proof is on the member.
- d.** Non-members have neither voting right nor can serve on the committees.
- e.** Members in good standing will receive newsletters and other Temple related information.

Article 7: Governance

The overall governance of the Corporation shall be vested in the Board of Trustees who shall develop and execute long-term policies on behalf of the General Assembly of the Corporation. The Board of Trustees will also supervise the Executive Committee. The Executive Committee will be responsible for the development and execution of day-to-day and near-term policies on behalf of the General Assembly of the Corporation.

Collectively all members of the Corporation constitute the General Assembly. The General Assembly shall meet at least once a year no later than 180 days after closure of Membership enrollment/renewal period in each fiscal year for the following purpose:

- a.** Electing the Officers of Board of Trustees by the Trustees.
- b.** Electing the Officers of the Executive committee by the General Assembly.
- c.** Transacting any other business that needs the approval of the General Assembly

For the voting purpose members should be in good standing by June 30th of each year.

Article 8: Board of Trustees

Article 8.1-Composition: The Board of Trustees shall consist of a minimum of five (5) members and maximum of nine (9). It shall comprise of the Trustee categories as described below.

Trustees: Those who have been active from the very conception of the idea of establishing the Durga Temple, have spent time and efforts in organization and planning, and have made monetary contributions (individually or jointly with spouse) of at least \$ 10,000 or

\$ 5,000 (as of 2019 executive committee members) in installment or in lump sum. Trustees are Life Members of the corporation and the membership shall include any one of the following categories.

- a. Grand Patron:** Those who made monetary contribution of at least \$ 100,000 (individually or jointly with spouse)
- b. Platinum Member:** Those who made monetary contribution of at least \$ 50,000 (individually or jointly with spouse):
- c. Gold Member:** Those who made monetary contribution of at least \$ 20,000 (individually or jointly with spouse)
- d. Silver Member:** Those who made monetary contribution of at least \$10,000 individually or jointly with spouse) or \$ 5,000 for current executive committee members as of 2019.

The Board of Trustees of the Corporation reserve the right to revise the dues for the Trustee membership as and when required.

Article 8.2-Duties and Responsibilities: The Board of Trustees is the long-term policy making body for the Corporation and shall accordingly provide philosophical and strategic direction to the Corporation. The board of trustees shall also have supervisory authority over the Executive Committee and shall manage the business and financial affairs of the Corporation. 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 the Corporation. These powers exist in the Board of Trustees as a group and not in an individual. The board of Trustees has a duty to exercise reasonable care and prudence in managing the affairs of the Corporation. The board of Trustees may make rules to conduct its own meetings consistent with the Constitution and By Laws and the Articles of Incorporation following Robert's Rules of Order. Without limiting the general powers, the Board of Trustees shall have the specific powers and responsibilities as listed hereunder:

- a.** 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. In case of restrictions, the Board of Trustees 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 of Trustees, be accepted and honored, to the extent possible as long as such wish does not conflict with the purposes of the Corporation.
- b.** To approve the annual budget as recommended by the President of the Board of Trustees.
- c.** To approve all capital construction projects and budgets with the advice of the President of the Board of Trustees.
- d.** 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 President of the Board of Trustees.
- e.** To sign any deeds, mortgages, bonds, contracts or other instruments with the Secretary or any other officer of the Corporation authorized by the Board of Trustees.

- f.* To maintain an up-to-date list of all members 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.
- g.* To make a report to the General Assembly at its annual meeting about the financial and operational status of the Corporation.
- h.* Decision making for items listed under Articles 8.2 (a-e) shall normally be undertaken on a majority vote basis, unless the estimated cost of the project item is determined to be substantive then the decision will be by the at least a two third majority of the Board.
- i.* Three or more unexcused absences from the Board of Trustees meeting shall constitute ground for formal removal from the board.

Article 8.3 – Officers of the Board of Trustees: Any trustee who has served as executive committee member or on any sub-committee for at least two years is eligible to be nominated or elected as officer of the board of trustees. The officers of the Board of Trustees include: Trustee President (TP), Trustee Vice-President (TVP), and Trustee Secretary (TS), Trustee Treasurer (TT) and 5 Trustees Members at large (TMAL).

a. Trustee President (TP)

The Trustee President shall be the presiding officer of the Board of Trustees and shall in general supervise and control the operational affairs on behalf of the Trustees. He/she shall preside at all meetings of the Board of Trustees. He/she along with the Trustee 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 to some other officer or agent of the Corporation. The Trustee President will present annual budget to the General Assembly.

b. Trustee Vice President (TVP)

In the absence of the Trustee President, the Trustee Vice President shall preside over all the regular and special meetings of the Board of Trustees and shall perform all duties expected of the Trustee President.

c. Trustee Secretary (TS)

The Trustee Secretary shall keep the minutes of all the meetings of the Board of Trustees and general Assembly meetings in digital and hard copy formats. He/she shall attend to the giving and the 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 by any member(s) upon written request. Minutes of all the meetings of the Board of Trustees shall be distributed to all trustee members in a timely manner and available to all trustees. TS shall maintain a list of all life members and annual members of the corporation.

d. Trustee Treasurer (TT)

The Trustee Treasurer shall have custody and keep account of all money, funds and property of the Corporation. He/she shall render such accounts and present such statements to the Board of Trustees, the Executive Committee and the General Assembly as may be required of him/her. The Treasurer shall deposit all funds of the Corporation

received by him/her in Bank Account(s) held by the Corporation. He/she shall make available for viewing the books and accounts at reasonable times to any member upon written request to the Board of Trustees. 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. TT will be assisted by ECT in all financial matters. Trustee Treasurer (TT) shall compile a combined annual financial report of the Trustees finances and financial report provided by the Executive committee treasurer (ECT) to present to the Board of trustees to be presented to the General Assembly membership. TT shall file all required forms to be in compliance with all the entities.

e. Trustee at Large (TMAL)

President with the approval of the board of trustees shall appoint trustee at large to the committees and chairpersons of the special committees to facilitate the functioning of GRG/Durga Temple projects. Executive Committee President shall be a trustee at large.

Article 8.4 – Trustees Final Decision: Trustees in the categories of Grand Patron and Platinum member shall have final decision over all the decisions, only in case the decisions are contrary to the goals defined in Article 2, made by the Board of Trustees, Executive Committee members and voted by the general membership. Final decision will be by their majority vote. In case there are three or more Grand Patrons then final decision will be done by the majority of Grand Patrons only.

Article 8.5 – Transfer of Trustee membership: Trustees in case of incapacity or death, may designate, only one time, any member of their family to take their place as a trustee and that designated trustee shall not be able to designate anyone else in the future.

Article 9 – Executive Committee

Article 9.1-Elligibility: Any member in good standing must have served either as an Executive Committee member or a Sub Committee member for at least two years to be eligible to be nominated or elected to the Executive Committee.

Article 9.2-Executive Committee Structure: The day-to-day and near-term operational management of the Corporation shall be vested in the Executive Committee who shall act in consultation with and implement the policy priorities set by the Board of Trustees. The Officers of the Executive Committee comprise: Executive Committee President (ECP), Executive Committee Vice President (ECVP), Executive Committee Secretary (ECS), Executive Committee Treasurer (ECT), and members at large (ECMAL).

- a. The Executive Committee will be assisted in day-to-day management by planning, advisory and executing support from several Standing Committees appointed by the ECP in consultation with the Executive Committee and the Board of Trustees.
- b. The Executive Committee may add or delete the standing Committee(s) in consultation with the Board of Trustees depending upon the needs of the Corporation at any given time.

- c. The Chairs of the Standing Committee(s) along with the Officers of the Executive Committee constitute the Executive Committee. The Executive Committee shall consist of not less than five (5) and not more than nine (9) members.
- d. Three or more unexcused absences from Committee meetings shall constitute ground for formal removal of the member from the committee.

Article 9.3-General Rules:

- a. Transactions shall normally be by means of checks. All checks above a prescribed limit (\$10,000) approved by the Executive Committee must be signed by both the ECP and ECT.
- b. Reimbursement checks written favoring committee members for routine purchases required for Corporation, utility bills, corporate commission fees, mailbox dues, insurance premiums and other such dues to be paid on periodic basis for services obtained by the Corporation may be signed by the ECT. In the absence of Treasurer, the ECP may issue checks with single signature.
- c. Officers of the Executive Committee can authorize an expense for the Corporation for an amount not exceeding \$2000 for each individual transaction. Board of Trustees will need to approve all transaction over \$2000.
- d. In the event cash is accepted for any transaction, then a Corporation cash receipt shall be provided except for anonymous donations through the Hundi at the Temple
- e. All checks and cash received on behalf of the Corporation by any person shall be given to the ECP and ECT for appropriate follow-up action.
- f. Tariffs for religious and other temple services shall be determined according to the fee schedule approved from time to time by the Board of Trustees.
- g. The Executive Committee is required to provide accounting of all financial transactions as and when requested by the Board of Trustees. In addition, they shall be required to provide annual financial reports to the Board of Trustees.
- h. Executive Committee Treasurer (ECT) will provide financial reports of the Executive committee to the Trustee Treasurer (TT) who shall compile a combined annual financial report of the Trustees finances and financial report provided by the Executive Committee Treasurer (ECT) to present to the Board of trustees to be presented to the General Assembly membership.

Article 9.4-Officers of the Executive Committee:

a. Executive Committee President (ECP)

The ECP shall be the principle executive officer of the Corporation and shall supervise and manage the operational affairs of the temple. He/she shall preside at all meetings of the Executive Committee and shall be a member of the Board of Trustees. In general, the ECP shall perform all duties expected of the Office of the President including presenting annual budget for approval to the Board of Trustees.

b. Executive Committee Vice President (ECVP)

In the absence of the President, the ECVP shall preside over all the regular and special meetings of the Executive Committee and shall perform all duties expected of the ECP.

c. Executive Committee Secretary (ECS)

The ECS shall keep the minutes of all the meetings of the Executive Committee and the meeting(s) in digital and hard copy formats. He/she shall attend to the sending 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 written request. He/she shall maintain a list of all Life members and Annual members of the corporation for ECP to provide this information to the Board of Trustees.

d. Executive Committee Treasurer (ECT)

The ECT shall keep account of all day to day financial matters. ECT shall assist TT as needed to keep the financial records up to date. ECT will prepare budget for regular temple activities for the Executive Committee to present to the Board of Trustees for approval.

e. Executive Committee Members at Large (ECMAL)

President shall appoint members at large to the committees for the smooth functioning of GRG/Durga Temple activities.

Article 10 – Elections

Article 10.1-General Procedures: Election for open positions on the Executive Committee and for the Trustees shall be conducted at the annual meeting of the General Assembly by the Election Committee. The voting shall be done by “Secret Ballot”, in an electronic form, in person and/or by postal mail per Robert’s Rule of Order.

The officers of the Board of Trustees shall be elected by the members of the Board of Trustees. A non-interested member (one who neither holds nor is contesting for an elected office during the election under consideration) of the Trustees will be chosen by a simple majority of the members on the Board of Trustees for the election committee.

The election for the Officers of the Executive committee and the Officers of the Board of Trustees shall be held as described in Articles 10.2 – 10.5.

All bona-fide members of the corporation will be eligible to run for office in accordance to the constitution and shall be eligible to vote.

The Trustees President shall, at least forty-five (45) days prior to the annual meeting, form an Election Committee in consultation with the Board of Trustees and the Executive Committee. The Election Committee will conduct election according to the latest edition of the Robert’s Rules of Order.

The Election Committee for the Executive Officers shall consist of at least three and not more than five General Assembly members who have been active in the operations of the Corporation during the previous year, and who neither currently hold nor are contesting an elected position during the election under consideration.

The election for Officers of the Board of Trustees, Officers of the Executive Committee shall be held as described in Articles 10.2-10.5.

Article 10.2-Timelines: The Election Committee shall:

Send a list of Executive Committee positions open for election to the members of the General Assembly and solicit nominations at least thirty days (30 days) prior to the annual meeting of the General Assembly.

Any voting member of the congregation may nominate himself/herself or others to the Election Committee at least 15 days prior to the annual meeting of the General Assembly.

The Election Committee shall present a slate of candidates to the Board of the Trustees and the Executive Committee at least 10 days prior to the annual meeting of the General Assembly.

Upon approval of the nominations by the Board of Trustees the slate of candidates shall be made known to the membership at least 10 days prior to the election.

In absence of nomination for a given position, the floor will be open for additional nominations at the annual meeting, just prior to the election. Open floor last minute nomination will be written-in in all the ballots by the voter. Election shall be completed no later than December 31st unless postponement to a later date is approved by the Executive Committee and ratified by the Board of Trustees.

Article 10.3- Board of Elected Trustees: The election for Board of Trustees shall be held after 10 paid Board of Trustees Members are certified per Article 8.1.

Article 10.4- Officers of the Board of Trustees: The Officers of the Board of Trustees shall be elected by the members of the Board of Trustees in a manner consistent with the latest addition of the Roberts Rules of Order. The elections will be held once every three years on or before December 31st of the election year. The terms of the Officers of the Board of Trustees shall be three years. No officer shall serve in the same capacity for more than two consecutive terms.

Article 10.5- Officers of the Executive Committee: The officers of the Executive Committee shall be elected by the General Assembly. The terms of the Executive Committee officers shall typically be two years, renewable but not to exceed two consecutive full terms. Each year, two officers of the Executive Committee shall be elected for the two years term. During the first year the ECP and ECS positions will be elected one year and the ECVP and ECT positions will be elected the next year so as to facilitate staggered terms. The ECP and ECS shall serve a full two-year term while the ECVP and ECT shall serve a one-year term.

Article 11 – Resignations, Removal and Vacancies

Article 11.1-Resignation: An elected officer of Board of Trustees or an elected officer of the Executive Committee may resign any time by delivering a written resignation to the

Board of Trustees President. The acceptance of any such resignation shall be necessary to make the above resignation effective. An elected officer who shall have three unexcused absences shall be considered to have resigned and such position shall be deemed vacant.

Article 11.2-Removal: The Board of Trustees with two-third majority can vote to suspend or remove, for reasons of any action against the policies or interest of the Corporation, any officer of the Executive Committee or the entire Executive Committee and call for a meeting of the General Assembly to elect a new officer of the Executive Committee or the entire Executive Committee. The Board of Trustees can act as or nominate a temporary Executive Committee member(s) until a new election can be conducted.

A member of Board of Trustees may be removed with or without cause by a vote of two-thirds of the Trustees present in the meeting called for the expressed purpose.

Article 11.3-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.

Article 12 – General Assembly and Other Meetings

Article 12.1- Organization: The president of the Board of Trustees or his /her designee shall call meetings of the General Assembly and shall act as President of such meeting(s).

Article 12.2 - Annual Meeting of General Assembly: The meeting of the General Assembly shall be held at least once each year at a place decided by it or by the Board of Trustees. The meeting shall be open to all members; however only those members in good standing, shall have the right to vote. The meeting shall be held no later than December 31st unless postponement to a later date is approved by the by the Board of Trustees.

Article 12.3-Special Meetings of General Assembly: Special meetings of the General Assembly may be called by the Board of Trustees, or upon a written request made to the President of the Board of Trustees of at least twenty-five percent (25%) of the voting members of the General Assembly.

Article 12.4-Notification of General Assembly Meeting: Electronic or printed notice shall be sent to voting members at least ten (10) days and not more than thirty (30) days before the date of the meeting. The notice must include the place, date and hour of the meeting, and in case of a special meeting, the purpose(s) for which the meeting is being called. Written notice shall also be posted on the bulletin board of the Corporation.

If sent by US mail, such notice shall be considered delivered when deposited in the mail box at US post office and addressed to members at their then known addresses as it appears on the records of the Corporation, with postage thereon paid. If sent by electronic means, such notice shall be considered delivered when sent to members at their last known email address as it appears on the records of the Corporation.

This notification process shall apply to all General Assembly meetings of the Corporation.

Article 12.5 – Quorum Requirements for General Assembly Meetings:

Presence of ten percent (10%) of the total voting members shall constitute a quorum. However, if the 10% quorum is not met, then the presiding officer will seek a vote for overriding the quorum requirement and if 2/3 of the members present vote in the affirmative then the meeting will take place.

This process shall apply to any meeting of the Corporation except for amendment of the Constitution and By Laws in which case 75% of the member present is required to override the quorum requirement.

Those who have moved out of the Mid-Missouri area or have expired since joining as members or have elected to not participate in all issues requiring voting, by providing their request in writing to the Secretary of the Board of Trustees, shall be excluded from total membership count in the calculations of quorum requirement. Such exclusion shall apply to quorum requirements for all meeting as well as issues requiring voting.

Article 12.6-Voting at General Assembly Meetings: A bona-fide member of the Corporation is entitled to one vote per issue submitted to a vote. A voice-vote shall be the general rule unless majority of the voting members present wish to vote by written ballot.

Absentee votes, may however be cast by General Assembly members in writing or via email to the Secretary of the Board of Trustees (TS) at least 24 hours prior to the meeting.

Proxies may also be assigned by means of an email or letter sent to the Secretary at least 24 hours prior to the meeting time.

All voting matters will be approved by the 51% majority of the voting members present at the general body, except for the constitution and its future amendments, and By-Laws and its future amendments, shall be ratified by a two-thirds (2/3) majority of the voting members present at the general body meeting.

Article 12.7-Minutes from General Assembly Meetings: Minutes from General Assembly meetings shall be recorded by the Board of Trustees and shall be disseminated to all members of the General Assembly in a timely manner.

Article 12.8- Other meetings and Quorum: The Board of Trustees shall meet at least two times a year, no later than the 1st week of March and 2nd week of August, or more often as determined by the general consensus of the board members. The Trustee President shall call for regular meetings of the Board of Trustees. Special meetings of the Board of Trustees may be called by the Trustee President when a written request for such a meeting is made by 25% of the members on the Board of Trustees. A simple majority shall constitute a quorum. The Trustee Secretary shall promptly disseminate minutes for the Board of Trustee meeting to all members on the Board of Trustees as well as the Executive Committee.

The Executive Committee shall meet at least monthly, or more often as determined by the general consensus of the Executive Committee members. The ECP shall call for regular

meetings of the Executive Committee. Special meetings of the Executive Committee may be called by the ECP when a written request for such a meeting is made by 25% of the members of the Executive Committee. A simple majority shall constitute a quorum. The ECS shall promptly disseminate minutes for the Executive Committee meetings to all members on the Executive Committee as well as the Board of Trustees.

In addition to the above meetings, the Executive Committee, the Standing Committee and AD Hoc Committee may meet as often is required to carry out the operations of the Corporation smoothly. Meetings shall be called by the ECP, Standing Committee Chair, and Ad Hoc Committee Chair, respectively. Minutes from these meetings will be disseminated to the Executive Committee and the Board of Trustees.

Article 13 – Corporate Acts

Article 13.1- 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 beneficiary 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 present, nor involved 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.

Article 13.2- 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 expense (including Attorney's fees) incurred by him/her in the bona-fide discharge of his/her duties as an officer or member of the Corporation and in connection with the defense or settlement of civil or criminal proceedings 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 willful 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 14 – Waiver of Notice

Whenever any notice is required to be given to any member of the Corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Missouri 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 15 – Grievance and Conflict Resolution

Efforts shall be made to resolve conflicts related to the Corporation affairs first at the level of its origin in a democratic and professional manner. The guiding principle for conflict resolution shall be the interests of Corporation.

In the general a grievance shall be investigated by an ad-hoc committee so formed by the Executive Committee in which the grievance is filed. The Executive Committee will then deliberate on the finding and try to get appropriate remedy. If that fails to satisfy either of the parties, the case will be forwarded, with comments, to the Board of Trustees for action.

The Board of Trustees (with a majority vote) will have the ultimate authority to decide on issues that are not resolved by the Executive Committee.

Article 16 – Conflict of Interest Policy

To ensure that the Corporation operates in a manner consistent with the charitable purposes and does not engage in activities that could jeopardize the tax-exempt status, it will abide by the Sample Conflict of Interest Policy Guidelines recommended in Appendix A of the IRS document Instructions for form 102 (June 2006).

Article 17 – Amendments

The Constitution and By Laws may be amended or repealed, and new Constitution By- Laws may be adapted by a two-thirds (2/3) majority vote of the present voting members of the General Assembly at any regular or special meeting called by the Board of Trustees subject to appropriate quorum requirements. A summary of such proposed alterations, amendments or repeals shall be submitted electronically to each member of the General Assembly at least ten days prior to such meeting.

Upon adoption, appropriate insertions shall be made in the Constitution and By Laws document with statement “It is hereby certified that these amended Constitution and By Laws were adopted by the general assembly of Corporation at a General Assembly Meeting held at St. Louis, Missouri, on “mm dd yyyy” and duly signed by the Presidents of the Board of Trustees and the Executive Committee.

Article 18 – Dissolution

Dissolution of the Corporation shall occur only for due cause and can be initiated only for reasons of financial exigency, financial viability, or state-initiated proceedings. Dissolution shall be initiated by a motion supported in writing by a simple majority of the General Assembly, and with the subsequent agreement of at least seventy-five (75) percent of the voting members of the General Assembly. Such dissolution and distribution of assets, if it so occurs, shall be in accordance with Article 3.5.

APPENDIX I – Governance Structure of GRG/Durga Temple

The Board of Trustees:

President _____
Vice President _____
Secretary _____
Treasurer _____
Members at Large 1. _____
2. _____
3. _____
4. _____
5. _____

Executive Committee:

President _____
Vice President _____
Secretary _____
Treasurer _____
Members at large 1. _____
2. _____
3. _____
4. _____
5. _____