

I am requested by the HTA President, Purnimaji, to provide a chronology of collecting Members' information:

Here it is:

1. At Public Forum and BOD of Directors meetings on Oct 8 and follow-up meeting on Oct 15 with the Constitution Bylaws Committee:
    - a. BORAD approved the proposed bylaws.
    - b. Approved the use of SurveyMonkey to send emails to all known members to get their feedback (approval/Disapproval) from them instead of AGM.
    - c. Ashwani agreed to provide a list of members with their email asap so that we could prepare for sending information on the Monkey Survey.
    - d. We ran a test Survey on SurveyMonkey with the participation of Committee members and Mr. Bakshi, Mr. Chhibber, Mr. Manish, and Mrs. Sharma, Oct 17-20. The test was successful. Everyone was satisfied.
    - e. The initial member list was provided on 10-24 by Ashwani. That has some email addresses. Most members had no emails.
    - f. I started looking for the avenues for collecting remaining members' emails.
  2. We reach our corporate layer on how to address.
    - a. What to proceed with compiling a list of members for bylaws changes, because the HTA doesn't have a large number of members' contact information. Here are the guidelines:
      1. Arizona nonprofit corporations are governed by the **Arizona Nonprofit Corporation Act (Title 10)**
      2. For missing members' information: **Request for Updates Through Outreach Campaigns**
        - Send a **general notice** (email, postal mail, or newsletter) asking members to update their contact details.
        - Use your nonprofit website or social media to post a **membership update form**.
        - For individuals without contact info, consider **public postings** (community bulletin boards, local newspapers) if bylaws allow.
- 3 Leverage Third-Party Verification**
- Use **address verification services** or **skip-tracing** (commonly used by nonprofits for outreach).
  - Partner with community organizations that may have updated contact info for shared members.
- 4 Document Efforts for Compliance**
- Keep a record of all attempts to contact missing members.

- If quorum cannot be met due to unreachable individuals, document this in board minutes — Arizona law allows reliance on **reasonably good faith efforts** to notify members. You should create a separate Unreachable members list and remove them from the voting members list.
- 3. Manishji posted on the HTA website, requesting that members, as per (1e) above, provide their contact information. The message was posted on temple WhatsApp, YouTube, and other social groups from Nov. 1 -12.
  - a. HTA received 41 responses with email addresses.
  - b. This perfectly meets the legal requirements per AZ Nonprofit Corporation Act Article 10.
- 4. In the meantime, I provided the data dump of the Newsletter list. Using AI, my team extracted email addresses of ~100 members. I updated the list.
- 5. Combining the data from items 3 & 4, I uploaded the information on SurveyMonkey on Nov 14. Since this is an anonymous Survey, we do not see any data until we close the SurveyMonkey.
- 6. I was requested to attend the BOARD web meeting on November 16, 2025, to share my concern about the member list. I shared my thoughts and what we should do next, I was asked to leave and was cut off. Although I could not talk, I stayed on to listen.
  - a. Dr Verma's proposal to hire a marketing company to extract the members' contact information. The Board agreed and passed a \$5000 budget. The outcome of this effort will become the basis for the member list.
  - b. I sent an email on Nov 18 to share my experience and concerns to Purnimaji, Ashwani ji, Chhibber ji, Vishalji, and Manishji. I received no response from anyone.
- 7. Purnimaji contracted with a company, BellesLink.com, and uploaded a list of 301 members on Nov 21 and got a reply back (this fits very well with Arizona Corporation Commission Article 10.
  - a. Purnima ji sent the list to Ashwani and me and requested us to work on finalizing the members' list.
  - b. The company could find phone numbers and emails for 115people. The list they provided is fantastic. It gives 3-4 phone numbers and email addresses for most people. Thanks, Dr. Vishalji, for suggesting this avenue. Purnimaji, find the company quickly.
  - c. I combined the list I already had! 181 members with this list of 115 members.
  - d. The base of the members' list is now 287.

- e. I uploaded the additional member to the SurveyMonkey.
  - f. Many board members started calling the members from this list, and I have myself more than 150 members, verified their email, phone numbers, and requested them to participate in the survey. The response was very positive.
  - g. Since Ashwani ji was busy, I have updated the list, removed duplicates, and removed people's names from the list per their request.
  - h. The new list is attached that contains 271 members.
  - i. This list is generated after utmost due diligence and is perfectly legal without any question.
  - j. Board should look at the list and provide me with any corrections, and I will update.
  - k. I request that the Board approve the current HTA membership of 271 (subject to any minor corrections) immediately.
8. I don't want to raise this legal issue since there is a lot of chat going on about the legality of this process. I want you to point out:
- a. Section 2.1 The MEMBERS of HTA shall pay the following dues:
    - i. I. HTA never establishes the dues and tie frame. That could be legally challenged.
    - ii. We consider anyone who donates more than \$500 (no time frame) to become a member without their consent. HTA never told them at the time of service (car puja, Arti, etc.) donation that they would automatically become HTA members. This is illegal and could be challenged.
9. My recommendations are:
- a. Everything in this process we have done is legal.
  - b. BOARD approves the member list of 271 plus any minor corrections.
  - c. Extend the SurveyMonkey by 2 days.
  - d. All work together and call members to encourage them to participate in the Survey. The 2/3 of this is still a high number to achieve.
  - e. Call the emergency BOARD meeting the day we close the Survey, and we can review the results live. I have no preview of that data till I receive a report back after we close.

I am available any time. Please feel free to call me.

Thanks, Ashok

Here is what AZ Laws says:

**Short Answer:** Under Arizona law, a person cannot be made a member of a nonprofit corporation *without their consent*. Membership requires acceptance by the individual, even if the bylaws say donations automatically confer membership.

#### Arizona Nonprofit Corporation Act – Membership Consent

Arizona’s nonprofit statutes are based on the Model Nonprofit Corporation Act. The relevant provisions are in Title 10, Chapter 24–40 of the Arizona Revised Statutes:

- **Membership Defined:** A “member” is someone who has rights in the corporation (such as voting) under the articles or bylaws.
- **Consent Requirement:** Arizona law requires that a person accept membership before being considered a member. Automatic membership without knowledge or consent is not valid.
- **Written Consent for Actions:** Section 10-3704 clarifies that members must act by written consent or vote, meaning membership is a legal status that cannot be imposed unknowingly.

#### Why Consent Matters

1. **Legal Rights & Duties:** Members may have voting rights, liability protections, and obligations. These cannot be imposed without agreement.
2. **Governance Integrity:** If donors are unknowingly made members, board elections or votes could be challenged as invalid.
3. **IRS/Tax Compliance:** Membership benefits can affect whether donations are fully tax-deductible. Automatic membership without disclosure risks compliance issues.
4. **Transparency:** Arizona law emphasizes that nonprofits must operate with clear governance structures.

#### Best Practice for Arizona Nonprofits

- **Explicit Disclosure:** Donation forms should clearly state: *“Donations of \$500 or more confer voting membership in the corporation.”*
- **Consent Mechanism:** Require donors to check a box or sign an acknowledgment to accept membership.
- **Opt-Out Option:** Allow donors to decline membership if they only want to give money without governance rights.
- **Legal Review:** Ensure bylaws align with A.R.S. Title 10 and IRS rules to avoid disputes.

#### Bottom Line for Ashok

In Arizona, automatic membership by donation without donor consent is not legally valid. If your bylaws currently say “\$500 donation = member,” you should revise them to require donor acknowledgment or acceptance. This protects your nonprofit from governance challenges and ensures compliance with Arizona nonprofit law.

We want to close this issue with the members' list based on the contact we set up.

This year, two unique things happened:

1. Preparation of the donor list – Thanks to Ashwani ji:
  2. Preparation of comprehensive membership list with known contact information.
- Let us proceed with this and work on calling people to participate in the MonkeySurvey.

Thanks Ashok