

**HINDU TEMPLE OF ARIZONA
(HTA)
CONSTITUTION AND BYLAWS**

Article I. ORGANIZATION NAME

Section 1.01 The organization's name shall be Hindu Temple of Arizona, hereinafter referred to as HTA.

Section 1.02 HTA was incorporated in Arizona under the General Nonprofit Corporation Act of the State of Arizona, Code Title 10, Chapters 24-40, in the year 2000. The Internal Revenue Service (IRS) has determined that HTA is exempt from Federal Income Tax under Section 501 (a) of the Internal Revenue Code as an organization described in Section 501 (c) (3).

Article II. MISSION, VISION, AND OBJECTIVES

Section 2.01 To facilitate the practice of the Hindu religion and culture and promote the teachings of Hinduism.

Section 2.02 To construct and maintain Hindu temple(s) in Arizona per Hindu traditions, consisting of multiple deities, which will include Ram Parivar, Shri Venkateshwara, and Shri Radha Krishna as main deities with equal prominence.

Section 2.03 To establish and maintain community center(s), to conduct religious, social, and cultural activities.

Section 2.04 To invite the Acharya/Guru of the Hindu religion for spiritual discourses for the benefit of the community.

Section 2.05 To support and strengthen the spiritual and moral well-being of all Hindu devotees in Arizona.

Section 2.06 To interact with organizations and individuals of other religious faiths to promote mutual understanding, respect, and tolerance.

Section 2.07 **PRINCIPAL OFFICE.** The principal office of the HTA shall be located at the premises of the HTA as designated in the Articles of Incorporation (the "Articles I) or such other places selected from time to time under Arizona law. Meetings of those individuals or entities who are or become members of the HTA (the "Members"), the board of directors of the HTA (individually a "Director" and collectively the "Board of Directors" or "Board") and the board of trustees (individually a "Trustee" and collectively the "Board of Trustees") may be held at the principal office of the HTA or at such other place as may be designated by the Board of Directors.

Section 2.08 **ACCUMULATION OF INCOME.** The HTA shall not unreasonably accumulate income within the meaning of Section 504 of the Internal Revenue Code as amended from time to time (the "Code").

Section 2.09 **DISTRIBUTION OF EARNINGS.** No funds or property received by the HTA from any source shall be used to the benefit of or be distributed to any of its Members, Directors, officers, or other private persons, except that the HTA may pay reasonable compensation for services rendered by individuals or entities and make payments and distributions in furtherance of purposes set forth herein.

Section 2.10 DISTRIBUTION OF ASSETS ON DISSOLUTION. Upon dissolution, all assets remaining after payment of liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government. A court shall allocate any assets not distributed in this manner with proper jurisdiction to another organization that, in the court's judgment, will best fulfill the purposes that align with those for which the HTA was established.

Article III. MEMBERSHIP

Section 3.01 Membership is open to all individuals aged twenty-one (21) and above who support the Mission, Vision, and Objectives of HTA, regardless of race, creed, nationality, or gender. Members must remain in good standing by paying dues and adhering to HTA's Constitution and Bylaws.

Section 3.02 HTA recognizes the following categories: General, Life, Founder, Patron, Grand Patron, Benefactor, and Grand Benefactor (see attached Exhibit I). The Board of Trustees reserves the right to revise these categories and subcategories, as well as the associated donation levels, as needed. HTA members shall be referred to as MEMBERS, hereinafter.

Section 3.03 MEMBERSHIP APPLICATION. Any person who wishes to support the Mission, Vision, and Objectives of the HTA, as stated in Section 1.1, may become a Member of the HTA. Prospective members shall apply to the Board of Directors by submitting a completed membership form, along with full payment of the applicable membership dues for the desired membership level. The Board of Directors shall review the application, and the affirmative vote of a majority of the Directors present at a meeting at which a quorum has been established.

Section 3.04 MEMBERSHIP RIGHTS. Each membership may be classified as Individual, Family, or Corporate. A Family Membership includes two adults living at the same household address and their unmarried children under the age of twenty-one (21). For all purposes, Family Membership is considered a single Member. Voting rights for Family Memberships shall be exercised by one designated adult member of the household, voting eligibility and procedures are further defined in the HTA Bylaws.

Section 3.05 BOD may adopt a dress code policy according to Arizona Revised Statutes Title 10 (governing nonprofit corporations), Federal protections for religious organizations under Title VII, and Public accommodation laws.

Section 3.06 RESIGNATION. A Member may resign at any time by filing a formal written resignation (email acceptable) to the Secretary of the HTA. A resignation under this Section 3.06 shall not relieve such Member of the obligation to pay any dues, assessments, or other charges accrued and unpaid at the time of such resignation.

Section 3.07 **TERMINATION.** The Board of Directors, by the affirmative vote of two-thirds (2/3) of the Directors present at a meeting at which a quorum has been established, may suspend or terminate a member for cause after an appropriate hearing. The determination of cause for suspending or terminating a Member shall be at the sole and absolute discretion of the Board of Directors. The Board of Directors, by the affirmative vote of two-thirds (2/3) of the Directors present at a meeting at which a quorum has been established, may reinstate a former Member if the Board deems reinstatement appropriate in its sole and absolute discretion.

Section 3.08 **NO RETURN OF ANY DONATIONS.** Under no circumstances will the HTA refund any donation previously paid by a Member, regardless of whether the Member resigns or is terminated in accordance with Sections 3.06 and 3.07 of the HTA's Bylaws.

Article IV. ORGANIZATION STRUCTURE

Section 4.01 **Membership.** The general body, comprising eligible members, shall be the supreme authority of the HTA. Only the general body can approve the expenditure greater than \$500,000. Any expenses above \$500,000 shall be approved by the AGM.

Section 4.02 **Board of Trustees.** The Board of Trustees (herein after referred to as BOT) (See Article V) is responsible for the long-range planning of the HTA and shall approve all capital expenditures of up to \$500,000.

Section 4.03 **Board of Directors.** The Board of Directors (See Article VI) shall be responsible for the typical day-to-day operations of the HTA. It will execute BOT-approved expenditures, as per the Constitution and Bylaws (Section 9.1) of the HTA. The Board shall approve all non-capital spending up to \$50,000.

Section 4.04 **Support committees.** BOD/BOT may appoint different committees to run the HTA efficiently, and these committees will report to BOT and BOD, respectively.

Article V. BOARD OF TRUSTEES (BOT)

Section 5.01 **COMPOSITION.** The Board of Trustees shall be comprised of all good-standing members who have donated Thirty-Five Thousand dollars (\$35,000.00) or more in cash (Check or any form of electronic payment) only to the HTA and have signed 'The Trustee Pledge of Service (See Attachment I) at the installation and every five years thereafter. Normally, all such Members shall be part of the Board of Trustees for life (each a "Trustee" and collectively the "Trustees" or the "Board of Trustees").

Section 5.02 **CHAIRPERSON.** A chairperson (the "Chairperson") and a vice-chairperson (the "Vice-Chairperson") shall be nominated and elected among the Trustees. The terms of the Chairperson and the Vice-Chairperson shall be two (2) years, and no Trustee shall serve more than two (2) consecutive terms as the Chairperson or Vice-Chairperson.

Section 5.03 MEETINGS. Regular meetings of the Board of Trustees may be held with adequate notice to the Trustees of the date, time, place, or purpose of the meeting. Regular meetings shall be held at least once per calendar year.

- (a) Special meetings of the Board of Trustees may be called by the Chairperson, Vice-Chairperson, or ten percent (10%) of the Board of Trustees on two (2) business days' notice to each Trustee, given in writing, by mail or facsimile, which notice states the date, time, place, and purpose of the meeting.
- (b) Meetings of the Board of Trustees shall be conducted in accordance with Robert's Rules of Order.
- (c) A Trustee's attendance at or participation in a meeting waives any required notice to the Trustee at the meeting unless the Trustee, at the beginning of the meeting or promptly on the Trustee's arrival at the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. A Trustee may participate in a regular or special meeting of the Board of Trustees through the use of any means of communication by which all Trustees participating may simultaneously hear each other during the meeting, and a Trustee participating in a meeting by such means is deemed to be present in person at the meeting.

Section 5.04 QUORUM AND VOTING. A majority of thirty percent (30%) of the Trustees, but not fewer than ten (10) Trustees, shall constitute a quorum for the transaction of business. Suppose a quorum is present when a vote is taken for any decision-making resolution. In that case, the affirmative vote of more than fifty percent (50%) of the Trustees present is the act of the Board of Trustees unless otherwise specified herein.

Section 5.05 POWERS AND DUTIES. The long-term vision, direction, and well-being of the HTA shall be vested on the Board of Trustees. All rights, powers, and duties related to providing advice and direction to the HTA are granted by the Board of Trustees. The Board of Trustees must exercise reasonable care and prudence in providing such advice and direction. The Board of Trustees shall have the following specific powers and duties:

Section 5.06 To accept, at its discretion, all gifts, bequests, and donations, in cash of Thirty-Five Thousand and No/100 Dollars (\$35,000.00) or more, provided that any such gifts, bequests, or donations are unrestricted. In the case of restricted gifts, the Board of Trustees may reject the gift(s) if such restrictions are not in the best interest of the HTA. Furthermore, the wishes of any donor regarding the use of their donation shall, at the discretion of the Board of Trustees, be accepted and honored to the extent possible, provided such a wish does not conflict with the purposes of the HTA.

- (a) To approve or disapprove capital construction projects, the purchase, sale, or lease of real property or equipment, and expenditures of five hundred thousand and no/100 Dollars (\$500,000.00).
- (b) The Chairperson of the BOT shall sign the checks for approved capital project expenses along with the Treasurer/President.

- (c) To create new membership levels other than those outlined in Exhibit I. The Board of Trustees may also adjust the membership dues for existing membership levels.
- (d) To appoint an ad-hoc committee in consultation with the Board of Directors to manage, on a case-by-case basis, any serious matter concerning the HTA.
- (e) To appoint an ad-hoc committee in consultation with the Board of Directors to manage, on a case-by-case basis, any serious grievance against an officer or Member. The committee must investigate the matter and make a recommendation for action to the Board of Trustees. Any punitive action against an officer or Member must be approved by sixty-seven percent (67%) of the Trustees present at a meeting of the Board of Trustees at which a quorum has been established.
- (f) Review HTA records once each year or as needed!
- (g) Take any action necessary to oversee, audit, or review the actions of the Treasurer or Joint Treasurer and the storage of records.
- (h) Any time there are fewer than six (6) elected (not including appointed Directors) Directors remaining in the Board of Directors, the BOT will temporarily take over the duties of the BOD and conduct a Directors' election as soon as possible per the Bylaws. BOT will manage HTA operations until a new Board is in place.
- (i) At no time shall the BOT Chair or Vice Chairperson be members of the HTA BOARD simultaneously.

Special QUORUM Requirements for termination/ removal Meetings: The following motions, to be carried out, require a quorum of 50% of the VOTING MEMBERS and a two-thirds majority of the affirmative votes of those present.

- Removal of a member of the BOARD
- Removal of a Trustee

Article VI. BOARD OF DIRECTORS

Section 6.01 **Composition:** A Board of Directors, hereinafter called the BOARD, shall conduct all operational affairs of the HTA. The BOARD shall consist of (11) Directors.

- (a) The BOARD shall elect an Executive Committee consisting of the President, President-Elect, Treasurer, Secretary, and Public Relations Officer (PRO) for managing the routine administrative responsibilities of the HTA.
- (b) To assist the Executive Committee, the BOARD may also elect a Joint Secretary and a JOINT TREASURER, as needed.
- (c) All the positions described in Articles 6.01 (a) and 6.01(b) shall be filled from the BOARD.
- (d) In addition, the BOARD may be assisted by advisors and committees set up for specific purposes, with specified terms and duration. These individuals shall be current MEMBERS of HTA.
- (e) All BOARD members shall serve in an honorary capacity and shall be current MEMBERS of HTA.

Section 6.02 **ELECTION PROCEDURE:** Detailed procedure for the election of the BOARD shall be contained in the BYLAWS.

Section 6.03 **ELIGIBILITY:** To be eligible as a candidate for the BOARD, the individual shall have been a member of HTA Life member or higher level for at least twelve months before the election and have signed 'The Board of Directors Pledge of Service (See Attachment III) before the election.

Section 6.04 **TENURE IN OFFICE:** The yearly term of the BOARD begins on January 1st of each year and ends on December 31st.

- (a) HTA Directors are elected each year for a two-year term, at the Annual MEMBERS' Meeting. In the first election year, eleven Directors will be elected. Five (5) of these Directors shall have a one-year term, as determined by the BOARD, and six will have a two-year term. No individual shall be eligible to serve as a Director for more than four years (two terms) during the preceding eight years of the election year.
- (b) To remain on the Board, all Directors must attend 80% of BOD meetings. If a Director fails to attend three consecutive meetings without cause, or 80% of meetings in the given timeframe (to be agreed upon at the beginning of its term), that Director will be removed by the Board, and their replacement will be selected as per the bylaws

- (c) A President is elected for a one-year term. No individual shall be eligible to serve as a President for more than two years during the eight preceding years in an election year. At the end of the term, the President remains on the Board during the following year(s), provided his/her director term is still in effect for one more year; otherwise, he/she becomes an honorary member of the Board.
- (d) The President-elect assumes the responsibilities and duties of the President after the completion of the President's term. At that time, the Board will elect a new President-Elect.
- (e) In case the President or President-elect vacates their position, then the BOARD will elect a new President or President-elect, or both as required.

Section 6.05 POWERS AND DUTIES OF THE BOARD

- (a) The BOARD shall have the power to adopt any policies, rules, and regulations necessary for the benefit and operation of the HTA, provided such rules and regulations are not in conflict with these Articles. Or the Corporation Commission guideline, or any other government laws.
- (b) The BOARD shall be responsible to the BOT and MEMBERS, and shall execute all approved capital expenditure, and shall be responsible for efficient operations of the HTA.

Section 6.06 POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE:

- (a) The Executive Committee is responsible for implementing the policies and the resolutions adopted by the BOARD, as well as managing the routine administrative responsibilities of the HTA in concert with BOTs and MEMBERS directives.
- (b) **THE PRESIDENT:** The President provides general leadership and coordination and presides at MEMBERS and BOARD meetings of the HTA, ensures that the BOARD resolutions are carried out, and signs official documents. The president is an ex officio member of all committees established by the BOD.
- (c) **THE PRESIDENT-ELECT:** The President-Elect assists the President and fulfills all functions of the office during the absence of the President. The President-Elect will become the acting President for the remainder of the President's term if the office of President becomes vacant for any reason. The BOARD shall have the option to elect a new President from among its members to complete the remaining term of the President. The President also carries out other responsibilities as assigned by the BOARD. The President-elect assumes the responsibilities and duties of the President after the completion of the President's term. At that time, the Board will elect a new President-Elect.

- (d) **THE SECRETARY:** The Secretary conducts general correspondence and maintains a list of current membership. The Secretary shall issue notices of the meetings to MEMBERS and the BOARD, record the votes, and keep the minutes of all meetings and proceedings of the BOARD. The Secretary shall carry out such other duties as may, from time to time, be assigned by the BOARD. The Secretary shall also file necessary reports with the statutory bodies to maintain the incorporation status of HTA.
- (e) **THE TREASURER:** The Treasurer shall receive and deposit monies in appropriate banking institutions approved by the BOARD; keep proper books of account; cause an annual audit of HTA's books as directed by the BOARD; and shall prepare a yearly budget of income and expenditures to be approved by the BOARD. The Treasurer, as directed by the resolutions of the BOARD, shall disburse all funds of the HTA. The Treasurer also maintains and provides a statement of income, expenditure, and current fund balance on a regular basis, as defined in the Bylaws. The Treasurer shall also prepare an annual report on income and expenses, for presentation at the Annual MEMBERS' meeting and for filing to meet statutory requirements.
- (f) **PUBLIC RELATION OFFICER (PRO):** Public Relations Secretary shall be responsible for all communication between the HTA, MEMBERS, and the general PUBLIC through any virtual media outlet or print media.

Section 6.07 OTHER ROLES AND DUTIES OF BOARD MEMBERS

- (a) The BOARD may assign the following responsibilities to the BOARD members to assist the Executive Committee in performing its duties.
- (b) **JOINT TREASURER:** Joint Treasurer shall assist the Treasurer in fulfilling his/her obligations and carry out such other duties as may, from time to time, be assigned by the BOARD. The Joint Treasurer will act as Treasurer during his/her absence. If the post of Treasurer falls vacant for any reason, the Joint Treasurer assumes the responsibility of the Treasurer. The BOARD may also have an option to elect a new Treasurer from the BOARD to complete the remaining term of the Treasurer.
- (c) **JOINT SECRETARY:** Joint Secretary shall assist the Secretary in fulfilling the obligations and carrying out such other duties as may, from time to time, be assigned by the BOARD. The Joint Secretary will act as Secretary during his/her absence. If the post of Secretary falls vacant for any reason, the Joint Secretary assumes the responsibility of the Secretary. The BOARD may also have an option to elect a new Secretary from the BOARD to complete the remaining term of the Secretary.
- (d) **DIRECTORS:** Directors will perform all HTA-related work as assigned by the BOARD. Directors propose resolutions, participate in making decisions of the BOARD, as well as conduct the business of HTA. The Directors may also chair committees and may be assigned specific responsibilities as determined by the

Article VII. BANKING AND AUDITING

Section 7.01 The BOARD shall approve the financial institution(s) in which the account(s) of the HTA shall be kept. All accounts shall be kept in the name of the HTA. The funds of HTA shall not be invested in the stock market at any time. The Board shall have the authority to approve expenditures that further the HTA's objectives. Transactions are typically made using checks. The following four officers—the President, the Secretary, the Treasurer, and the Chairperson of the BOT (approved capital project expenditure)—are eligible to sign checks on behalf of HTA. Typically, one signature on all checks shall be the Treasurer's.

Section 7.02 FINANCIAL REVIEW OF ACCOUNTS: A responsible community member, approved by the BOARD, shall review the accounts of HTA at least once a year. Preferably, the reviewer(s) shall be a certified Chartered Public Accountant (CPA). The reviewer (s) shall certify all accounts for the HTA, including the annual statement of income and expenditure. No reviewer(s) shall be a member of the BOARD.

Article VIII. RULES OF PROCEDURE

Section 8.01 All meetings shall be conducted per Robert's Rules of Order. Members' meetings may adopt such rules of procedure, consistent with these articles, as required for the proper conduct of their business. Bylaws provide specific guidelines and requirements. Bylaws complement the HTA's Constitution.

Section 8.02 Digital Governance, unless otherwise noted in the HTA Constitution or Bylaws, permits virtual meetings, electronic voting, and digital record-keeping in compliance with Arizona law.

Section 8.03 In the event of conflicts between the Bylaws and the Constitution, the Constitution shall prevail.

Article IX. AMENDMENTS

Section 9.01 The Constitution may be amended at any time by a two-third (2/3) majority of affirmative votes cast, with at least two-thirds (2/3) of eligible MEMBERS voting. Amendments to each Article need to be made separately and voted on separately.

BYLAWS OF HINDU TEMPLE OF ARIZONA (HTA)

1. GENERAL

- 1.1 Bylaws provide specific procedures and requirements to be followed by HTA to meet the intent of the Constitution. Bylaws complement the Articles of the Constitution of HTA. In the event of conflict between the Bylaws and the Articles, the Articles shall prevail.
- 1.2 HTA shall maintain a Manual documenting the operating policies and procedures for businesses conducted by HTA in accordance with the HTA Constitution and Bylaws. The HTA Board must approve the manual. The manual must be reviewed at least once every two years (in even years) and updated, as necessary.

2 MEMBERS CATEGORIES AND FEE STRUCTURE

- 2.1 The MEMBERS of HTA shall pay the dues as defined in Exhibit I.

Active Member: Any MEMBER other than a General Member category must express his/her intent to participate in the election process and business meetings of the HTA by filling in the application as defined in Exhibit II.

- 2.2 There are three types of MEMBERS:

- 2.2.1 Individual: A Single person who pays the dues defined in the HTA Constitution Article III.

- 2.2.2 Family: Husband/wife or Significant other living at the same address, who pays dues defined in the section. However, it will be considered a single MEMBER of the HTA for the purpose of establishing a Quorum at the MEMBER's meeting or to avail of any membership benefits defined in the bylaws.

For Example, each family member can be elected to the BOARD, but not at the same time. Each Family member can be elected to the BOARD; however, a term limit will apply to the combined years of service of all family members.

- 2.2.2.1 If a family member informs the BOARD in writing that there is a split between husband/wife or significant other, the BOARD will approve and split the family membership into two individual members and divide the current donation sums equally between them. The membership level of individual membership will be determined according to Exhibit I and the applicable date.

- 2.2.3 Corporation: Any eligible entity/business can become a Corporate Member by paying the appropriate dues defined in Exhibit 1. Regardless of size, each of these is considered as one (1) MEMBER of HTA at the MEMBERS category described in Exhibit 1 above. Corporate members shall select a representative who will serve as the primary contact for HTA.
- 2.3 Any of the membership categories defined in section 2.1 may be elevated to the next category of membership by donating the required additional funds for the higher category. For example, a LIFE member who donates \$1,000 may pay \$1,000 or more and be elevated to the Founder member category. The level change will only be available once a year on the eleventh (11th) day of January.
- 2.4 Services or non-cash items provided to the HTA may not be counted towards membership donation, unless the donation of brand-new assets and items requested explicitly by the HTA in writing
- 2.5 MEMBERS' ENTITLEMENTS: All Active Members, as defined in Section 2.2, shall have the following rights:
 - 2.5.1 Right to vote on resolutions formally proposed in a MEMBERS' meeting.
 - 2.5.2 Access to the business proceedings and financial accounts of the HTA with a reasonable notice of 30 days.
 - 2.5.3 Right to become a Director (life member and above) of the BOARD.
 - 2.5.4 Right to propose changes to the Articles and Bylaws, following the specified guidelines.
 - 2.5.5 Right to attend BOARD meetings as an observer.
 - 2.5.6 Right to be a contributing member of any committee set up by the BOARD for a specific purpose.
 - 2.5.7 Any other privileges as determined by the HTA board (see entitlement matrix attached as Attachment III).
- 3 VOTING RIGHTS & ELIGIBILITY:
 - 3.1 All Active Members, as defined in Section 2.1, hereinafter referred to as VOTING MEMBERS.
 - 3.2 Each Individual and Corporate Membership is entitled to one (1) vote at Members' meetings. A Family Membership is entitled to one (1) vote per membership unit, exercised by one designated adult member of the household. . .
 - 3.3 A VOTING MEMBER must be present at the meeting or submit a verifiable vote through an approved method under Section 4.6 to exercise their right to vote.

- 3.4 Voting Eligibility: All Active members who have submitted a completed application form to the HTA Secretary and paid the required dues by July 31 of the calendar year are eligible to vote in any MEMBERS meeting.

4 DIFFERENT TYPES OF MEETINGS AND PROCEDURES:

- 4.1 Annual MEMBERS' Meeting: The HTA shall hold an Annual MEMBERS' meeting with 21-day notice for the general membership, at least once every calendar year. The meeting should be in person unless exceptional circumstances warrant a virtual meeting. The Annual Members' Meeting is commonly held in October, November, or December of each year. The President shall chair the Annual MEMBERS meetings. In situations where the President is unable to preside over the Annual Members' meetings, the BOARD may assign an alternate chairperson from the Board.

- 4.1.1 Annual MEMBERS' Meeting Agenda: The following items shall be included in the AGENDA of the Annual MEMBERS' Meeting.

- A. Approval of the Previous Annual Membership Meeting Minutes
- B. President's Report highlighting the achievements of the year and plans.
- C. Treasure's Annual Financial Report by the HTA Treasurer
- D. Discussion and Approval of the Treasures Report.

- 4.1.2 Annual Meeting Notice: The Secretary of the HTA shall issue notice to all MEMBERS, at least twenty-one days in advance, of any Annual or Special MEMBERS meetings. In the absence of the Secretary, the President or any designated BOARD Member shall perform this task. Meeting notices must be sent out using at least one of the following two media (email, newspaper, website, or postal mail) and posted on the Temple Bulletin Board.

- 4.2 A Special MEMBERS Meeting may be convened under the following conditions:

- 4.2.1 By the BOARD on its initiative, or within three months of receipt of a request by the Secretary for such a meeting, signed by at least 10% of the Active MEMBERS. The three-month maximum period may be waived, subject to an agreement between all MEMBERS signing the request and the HTA Board.
- 4.2.2 The AGENDA for the Special MEMBERS Meeting shall consist of those items mentioned in the notice, not violating the Constitution and Bylaws requirements.

4.3 Closed Door Meetings: The BOD may call “closed door” meetings for discussing confidential or other specific issues, with prior approval by two-thirds (2/3) of the BOD. These meetings shall be held only in exceptional circumstances, and the Board must document the reasons for a “closed-door” meeting. Typically, the purpose of these meetings is consultation and discussion. No decisions can be made in a “closed-door” meeting.

4.4 Regular BOARD Meeting:

4.4.1 The President or Secretary shall call a meeting of the BOARD at least four (4) times a year. The President or their designee shall preside over the meeting.

4.4.2 The President or Secretary shall call a meeting of the BOARD if requested by at least one (1) Director, in writing, with a proposed agenda. This meeting shall be called within 30 days of such a request.

4.4.3 For all meetings, the agenda request needs to be forwarded to the President or the Secretary at least two (2) weeks before the scheduled meeting. It will be accommodated based on available time.

4.4.4 The BOARD meeting agenda shall be finalized within two weeks before the scheduled meeting time.

4.4.5 All BOARD meeting times and Agendas should be widely distributed by the HTA-assigned officer to provide an opportunity for any Active member to attend this meeting if they choose to.

4.5 The Quorum:

4.5.1 A minimum of seven (7) BOARD members shall constitute the QUORUM for BOARD meetings, unless specified otherwise in this Bylaws. A simple majority of the BOARD is required to make day-to-day decisions not covered elsewhere in these Bylaws.

4.5.2 The QUORUM at the Annual MEMBERS' meeting (AGM) and Special MEMBERS' meetings shall be 20% of the VOTING MEMBERS. If a quorum is not met for an annual members' meeting, a members' meeting shall be held two weeks later, with a quorum of 10% of the VOTING MEMBERS.

4.6 Voting Procedure: VOTING MEMBERS can cast their votes in person at a meeting, or by proxy, or by another mode that allows verification of the legitimacy of the vote (including postal mail and electronic media). The voting method adopted must be predetermined and communicated to VOTING MEMBERS in the announcement regarding the ballot issue. Each voting member can collect no more than five (5) proxies.

5 ELECTION PROCEDURE:

- 5.1 Eligibility: Only VOTING MEMBERS are eligible to participate in the election process. In addition, MEMBERS must be current members in “good standing” with the HTA to participate in the election process. This should be validated by the Secretary of HTA and the Election Chair.
- 5.2 Nominations: A candidate for the BOARD shall be nominated by any VOTING MEMBER of the HTA and seconded by another VOTING MEMBER. Nominations may be sent to the Secretary or the Chair of the Nomination Committee, as defined in section 5.3, in writing, at least two weeks before the election meeting. A nomination may also be made from the floor.
- 5.3 Nominating Committee: The BOARD shall assign a Nominating Committee for the selection of candidates to be nominated. This committee shall consist of a Chairperson who shall be a member of the BOARD and two (2) or four (4) additional VOTING MEMBERS of the HTA, who are not on the BOARD.
- 5.4 Election Committee: The BOARD shall appoint an Election Committee consisting of three VOTING MEMBERS to conduct the elections. None of these shall be a BOARD member or a member of the nominating committee. It is the responsibility of the Election Committee to ensure that elections are conducted in compliance with the HTA Constitution and Bylaws.
- 5.5 Validity of Nomination: No nomination is valid unless the nominee is present at the time of election or has provided in writing their acceptance of the nomination.
- 5.6 Voting Procedure: The election of the BOARD and HTA officers shall be conducted by secret written ballot.
- 5.7 In Term Vacancies:
 - 5.7.1 The BOARD shall fill a vacancy arising in the BOARD before the expiry of a Director’s term for the remainder of the term or till the next annual election, whichever is earlier, through a nomination process. A two-thirds (2/3) majority of the current BOARD shall approve the selection of proposed candidates to the BOARD.
 - 5.7.2 The appointed Directors (vacancy or unfilled position at the election time) must meet the eligibility criteria mentioned in the HTA Bylaws and Constitution. Each director’s service term is determined by the official Directors list submitted to the Arizona Corporation Commission by April of each year.
 - 5.7.3 Election Results: Election of the BOARD, at a VOTING MEMBERS’ Meeting, shall be decided by a simple majority of votes cast and shall be announced by the chairperson of the Election Committee.

6 SUBCOMMITTEES:

- 6.1 To deal with specific tasks, the BOARD may establish committees as deemed necessary. In establishing such bodies, the BOARD shall define their terms and duration. The chairperson of such groups need not be a BOARD member. However, at least one member shall be the Director.
- 6.2 To engage HTA youths under the age of thirty, the BOARD shall establish an HTA Youth Committee for the purpose of involving them in HTA activities and addressing their spiritual, social, and leadership development needs. The BOARD shall appoint a mentor for the Youth Committee within 45 days of the Board's formation. The youth committee will elect its convener and organize its activities under the guidance of the BOARD and in line with HTA's objectives. This committee will serve as a platform to develop future leaders of the HTA.

7. CONTRACTS:

All contracts with other Organizations and Individuals shall be in writing and must have the prior approval of the BOARD. Contracts shall be signed by at least two of the three Officers, the President, plus the Secretary, or the Treasurer.

8. TRANSITION:

The outgoing BOARD shall hand over all documents and inventories of HTA assets to the newly elected BOARD within 15 days of the new BOARD taking office. Previous BOARD and Officers should not retain any HTA documents, such as contracts, membership lists, accounts, keys, etc.

9. FINANCE AND ACCOUNTING:

- 9.1 The President, Secretary, and Treasurer each can authorize operational expenses for the HTA for an amount not exceeding \$1000 per month. The board approves all operational costs exceeding \$ 1,000. The BOARD approval may be obtained through email to the entire Board or at a scheduled Board meeting.
- 9.2 The Treasurer may sign checks for up to \$5,000 for expenses that have been previously approved by the BOARD or for recurring costs. Any checks exceeding \$5,000 shall be signed by two officers on the BOARD. The chairperson of the BOT must also sign a check for a capital expense payment approved by the BOT. The Secretary shall maintain a written record of all expenses approved by the Board.
- 9.3 The Treasurer shall keep an account of all eligible donations to HTA for each MEMBER.

- 9.4 The Treasurer shall maintain a written record of all financial transactions (receipts and expenditure). The treasurer will generate a monthly accounting statement that summarizes all receipts, expenses, opening and closing balances, liabilities, and the membership count. This statement will be presented to the BOARD either by email or at a scheduled BOARD meeting.
- 9.5 The Treasurer shall generate an annual financial statement for HTA for presentation to the membership, as well as meeting the regulatory requirements. An independent reviewer (preferably a CPA) who is not a member of the BOARD shall review and approve the annual financial statement.
- 9.6 A summary of HTA accounts shall be reviewed at a BOARD meeting at least once every three (3) months.

10. RECORD KEEPING

The HTA shall maintain a history of key records for a period of up to three (3) years. HTA BOARD and BOT shall define a list of such documents and include them in their Manuals. It shall, as a minimum, contain records of financial transactions, Asset transactions, meeting minutes, and contracts. Certain records (such as the MEMBERS list and Property Deed) may need to be kept for longer than this period.

11. INDEMNITY OF THE BOARD:

Per Arizona Revised Statutes Title 10, Section 3851, the HTA will indemnify its Executive Committee and the BOARD. Trustees and BOT members shall work to the best of their ability to protect, preserve, and promote HTA's goals in any lawsuit or other activity that may affect an individual or the group. For the purposes of conducting the business of HTA, the Executive Committee, Trustees, and BOT members shall work to the best of their ability to protect, preserve, and promote the goals of HTA. Suppose someone disagrees with their actions and decides to bring a lawsuit against them separately or collectively. In that case, the HTA will provide the necessary legal help to challenge the lawsuit and defend against it.

12. AMENDMENTS:

The VOTING MEMBERS can amend these BYLAWS in a VOTING MEMBERS' meeting with a simple majority of the votes cast and 40% of VOTING MEMBERS forming the Quorum.

Attachment I

Trustee Pledge of Service & Code of Conduct

As a Trustee of the Hindu Temple of Arizona, I _____ solemnly pledge:

- To uphold the mission and values of the Temple and serve with devotion, humility, and integrity.
- To safeguard all donations, offerings, and assets of the Temple, recognizing them as sacred and belonging solely to the Temple and its community.
- To place the interests of the Temple above my own personal or financial interests.
- To disclose any conflicts of interest and to avoid any actions that may bring dishonor to the Temple or its devotees.
- To treat all devotees, donors, volunteers, priests, and members with equal respect, regardless of status or contribution.
- To work collaboratively with fellow Trustees, the Board of Directors, and the community, fostering harmony and unity.
- To maintain confidentiality of Temple matters where required, and to be transparent and accountable in all Temple affairs.
- To honor this role as seva (selfless service) to the Divine and to the community.

No Special Privileges

- Trustees shall not use their position to seek personal favors, special recognition, or priority in religious rituals, unless such recognition is formally approved by the Board (e.g., naming rights after significant donations).

Collaboration and Respect

- Trustees shall work harmoniously with the Board of Directors, volunteers, priests, and devotees, fostering unity and avoiding divisions within the community.

Removal for Violation

- Any Trustee found to be in serious violation of this Code of Conduct may be subject to disciplinary action, including suspension or removal, by vote of the Board of Trustees as outlined in the bylaws.
- By signing this pledge, I accept the sacred responsibility of serving as a Trustee of the [Temple Name] with sincerity, dedication, and dharma.

 Signature: _____

 Date: _____

Attachment II

Board of Directors Pledge of Service

As a member of the Board of Directors of Hindu Temple of Arizona,

I _____ solemnly pledge:

1. To Uphold Dharma and Mission – I will uphold the mission, vision, and values of the Temple, serving with integrity, humility, and devotion.
2. To Serve Selflessly – I recognize this role as seva (selfless service) to the Divine and the community, and not as a position of personal power, privilege, or gain. I promise to attend all regular and special BOD meetings (at least 80%).
3. To Safeguard Resources – I will protect all donations, assets, and resources of the Temple, ensuring they are used solely for the Temple's spiritual, cultural, and community objectives.
4. To Act in the Temple's Best Interest – I will place the Temple's well-being above my personal, professional, or financial interests.
5. To Avoid Conflicts of Interest – I will disclose any potential conflicts and abstain from decisions where my impartiality may be questioned.
6. To Lead by Example – I will uphold high ethical standards, treating all devotees, priests, volunteers, and community members with fairness and respect.
7. To Collaborate with Trustees and Devotees – I will work in harmony with Trustees, fellow Directors, volunteers, and the community, fostering unity and inclusiveness.
8. To Promote Transparency and Accountability – I will ensure open communication and responsible governance in all Temple activities.
9. To Protect Confidential Matters – I will respect confidentiality in sensitive Temple matters while supporting transparency in decision-making.
10. To Strengthen Future Leadership – I will mentor and encourage younger generations to participate in Temple governance and leadership roles.
11. No Special Privileges – I will not use my position to seek personal favors, recognition, or priority in rituals unless formally approved by the Board.
12. Accountability – I understand that serious violation of this pledge may result in disciplinary action, including suspension or removal, as provided in the bylaws.

By signing this pledge, I accept the sacred responsibility to serve as a Director of the Hindu Temple of Arizona with sincerity, dedication, and a commitment to upholding dharma.

 Signature: _____

 Date: _____

Attachment III

MEMBERS' ENTITLEMENT MATRIX

	Grand Benefactor	Benefactor	Grand Patron	Patron	Founder	Life
House call by a priest	1/year	-	-	-	-	-
Plaque in Temple	X	X	-	-	-	-
Inheritance transfer of membership to one child	X	X	X	-	-	-
Temple sponsored Puja (Archana etc)	12/year	3/year	2/year	1/year	-	-
Archana birthday & wedding anniversary	X	X	X	X	X	-

Exhibit I

HTA Membership Categories:

HTA will have the following membership categories, which may be revised by the BOT as needed.

- a. **A GENERAL member donates \$500 to \$999.**
- b. **A LIFE MEMBER donates \$1000 to \$2000.**
- c. **A FOUNDER MEMBER donates \$2001 to \$5000.**
- d. **A PATRON MEMBER donates \$5001 to \$11,000.**
- e. **A GRAND PATRON MEMBER donates \$15,001 to \$30,000.**
- f. **A BENEFACTOR MEMBER donates \$30,001 to \$50,000.**
 - **BRONZE BENEFACTOR MEMBER DONATES \$30,001-\$35,000**
 - **SILVER BENEFACTOR MEMBER DONATES \$35,001-\$40,000**
 - **GOLD BENEFACTOR MEMBER DONATES \$40,001-\$50,000**
- g. **A GRAND BENEFACTOR MEMBER donates \$ 50,001 or more.**
 - **DIAMOND GRAND BENEFACTOR MEMBER DONATES \$50,001-60,000**
 - **PLATINUM GRAND BENEFACTOR MEMBER DONATES \$60,000 ONWARD**
- h. **A corporate member can decide any of the [categories through H](#) defined above.**
- i. **Elevation to the next categories shall be determined based on the balance of total donations on the 10th day of January of every year. Members' level will remain the same for that year, regardless of any additional contributions made during the year that might qualify them for the next level.**

Exhibit II

Hindu Temple of Arizona

3019 N. Hayden Road Scottsdale, AZ 85251

Active Membership Application

First Name: _____ Last Name: _____

Spouse First Name: _____ Spouse Last Name: _____

Address: _____

City: _____ State: _____ Zip: _____

Phone Number: _____ Contact Email: _____

Member Type: ☐ Single ☐ Family ☐ Corporate

Membership Category (please circle one)

LIFE MEMBER donates \$1000 to \$2,000.

FOUNDER MEMBER donates \$ 2,001 to \$5,000.

PATRON MEMBER donates \$ 5,001 to \$15,000.

GRAND PATRON MEMBER donates \$15,001 to \$30,000.

BENEFACTOR MEMBER donates \$30,001 to \$50,000.

GRAND BENEFACTOR MEMBER DONATES &50,001 ONWARDS.

By signing below, I certify that I intend to **participate in** HTAHTA. I will do my best to attend the Annual Members' Meeting, Special meetings, and the election of Board members.

Validity time from the signed date (please circle one)

For one Year _____, two Years _____. For Five Years _____

The application shall be sent to the Secretary of the HTA. An active member may modify this selection by sending the modified application to the HTA Secretary.

Signature _____
Self _____ Spouse _____

Date: _____