

Flower Mound Hindu Temple

3325 Long Prairie Rd, Flower Mound, TX 75022

Constitution and By-Laws

Version 2.0

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Article 1: Preamble

Whereas a need exists for a place of worship and Hindu religious services for the people of Flower Mound, Texas and neighboring communities it is here by resolved to establish Flower Mound Hindu Temple governed by a Constitution, Articles and Bylaws. Here after referred to as the Temple, or the Organization.

The Constitution, Articles, and Bylaws are envisaged to govern the affairs of the temple as a non-profit organization registered in the state of Texas, under the applicable local, state and federal laws.

Article 2: Purpose

The purpose for which the Flower Mound Hindu Temple is formed:

- (a) To promote and practice ideals of Hindu and Hindu based religion through worship, education, and teaching cultural activities.
- (b) To strive for spiritual richness and human excellence through assimilation of values in Hindu scriptures into daily lives,
- (c) To recognize and respect other religions and belief systems in their proper context.
- (d) To provide religious services to the community in and around Flower Mound.
- (e) To collect and disburse any and all necessary funds for the maintenance of said organization and the accomplishment of its purpose within the State of Texas and elsewhere.
- (f) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.
- (g) This Temple is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principle thereof for, and to devote the same to, the foregoing purposes of the Temple; and to do any and all lawful acts and things which

may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Temple. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

Section 2.1 Glossary:

- (a) FMTHCC - Flower Mound Hindu Temple & Cultural Center
- (b) Founding Member – An individual who made a donation of a stipulated amount (See Section 4.2 for details).
- (c) Life Member - An individual who made a donation of a stipulated amount (See Section 4.2 for details).
- (d) Trustee - An individual who made a donation of a stipulated amount (See Section 4.2 for details).
- (e) GBoT – Governing Board of Trustees (See section 6.1 for details).
- (f) EC – Executive Committee (See section 6.2 for details).
- (g) GB – General Body of Members (See section 5.1 for details).
- (h) Officers of FMHTCC – all members of GBoT and members of EC.
- (i) Officer bearers of Executive committee – Elected members of the Executive committee for President, Vice President, Secretary, Joint Secretary, Treasurer, and Joint Treasurer Roles.
- (j) Standing Committee is a subcommittee to work on specific tasks assigned Executive Committee and GBoT as needed.
- (k) Volunteer – Anyone who contributes in efforts to the well-being of the Temple.

Section 2.2 Powers and Limitations:

The Organization shall have and may exercise all powers allowed under the Texas Non-Profit Corporation Act as now in force or afterwards amended, subject only to the following limitations:

- (a) **Public Purpose:** The Organization is to serve its members, devotees, public, and community interests. Accordingly, it shall not be operated for the benefit of private interest, such as contributors and shareholders of the Organization, or persons vested directly or indirectly by such private interests.
- (b) **Accumulation of Income:** The organization shall not unreasonably accumulate income within the meaning of Section 504 of the Internal Revenue Service code as now in force or later amended.
- (c) **Trade or Business:** The organization shall not be operated for the purpose of carrying on a trade or business for profit except for charitable fund raising as defined in Section 501(C) of the Internal Revenue Service code as now in force or afterwards amended.
- (d) **Distribution of Revenues:** The organization shall not pay dividends and no part of the net earnings of the organization shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the organization shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the organization) in furtherance of its purposes as set forth in the Certificate of Formation or these Bylaws. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Certificate of Formation or these Bylaws, the organization shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

- (e) **Private Foundation:** In the event this organization is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- (f) **Gift Restriction:** The organization shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the organization's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.
- (g) **Distribution of Assets on Dissolution:** Upon dissolution of the organization and as determined by the GBoT with the advice of the Executive Committee and approved by the General Body, its remaining assets, if any, shall be distributed to one or more organizations chartered and operated exclusively for religious, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service 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, which in the judgment of the court shall best accomplish the purposes that are consistent with the purposes for which the Organization was formed.
- (h) **Specific Restrictions:**
 - i. No non-vegetarian food(s) or alcoholic beverage(s) of any nature shall be allowed at the Temple premises at any time or for any reason.

- ii. Devotees are not permitted to smoke on the premises (within 100ft) of the Temple.
- iii. No firearms of any kind are permitted within the temple premises, except as those carried by security personnel appointed on specific occasions to maintain law and order.
- iv. No fireworks of any kind are permitted on the temple premises without prior approval of City of Flower Mound.
- v. Clearly visible Signs prohibiting open or concealed fire arms on temple premises shall be posted in accordance with Texas Penal Code section 30.06 and 30.07.

Article 3: Offices

The principal office of the organization shall be located at 3325 Long Prairie Road, Flower Mound, TX 75022. The organization may from time to time have such other offices, either within or Outside the State of Texas, as designated by the GBoT, or as dictated by the business of the Organization.

The organization, however, shall at all times maintain a registered office in the State of Texas, as well as a registered agent whose office location shall be identical with the registered office. The registered office of the organization may be, but need not be identical with the principal office in the State of Texas. The Execute Committee may change the address of the registered office from time to time depending on the needs.

The federal identification number of this Corporation shall be: 26-4784447. The Texas State identification number shall be: 801116942.

Article 4: Membership

Section 4.1 Eligibility:

Anyone who follows Hindu faith is eligible to apply for the membership of the Temple. All members should be 18 years or older.

Section 4.2 Categories of Memberships:

The Temple shall have three classes of corporate members divided into the following Membership categories:

- (a) **Founding Membership:** Any family who met requirement (donated) on or before 07/31/2010, duly completed the required application and approved by executive committee is regarded as the founding(s) member of the organization. The Founding membership is limited to one vote only in all elections. This category of membership was closed on 8/1/2010.
- (b) **Life Membership:** Any family who completes the required application form for membership, makes a donation of \$5000 dollars, and approved by the Executive committee is regarded as life member of the temple at the time of this revision. The life membership is limited to one vote only in all elections.
- (c) **Trustee Membership:** Any family who completes the required application form for membership, makes a donation totaling to \$50,000 (or \$25,000 donated on or before 12/31/2017), and approved by the EC and GBoT is regarded as Trustee member of the temple at this time of this revision. The trustee membership is limited to one vote only in all elections. See Addendum B for more details.

Article 5: Governance

Section 5.1 General Body:

The General Body comprises of all voting eligible members of the different categories of members as outlined in the section 4.2.

Section 5.2 Annual General Body Meeting:

- (a) The annual meeting of the General Body shall be held at least once each year at a place decided by the president. The meeting shall be open to all devotees of the Temple, however, only the members (defined in section 4.2) shall have the right to vote.
- (b) The President shall preside over the General Body meeting. The secretary of the organization, in consultation with the president, shall post the

meeting agenda at least three weeks prior to the meeting date. The President of the temple or his/her designee shall call meetings of the general body to order and shall act as chairperson of such meeting(s).

Section 5.3 Special General Body Meeting:

The President may and shall on receipt of request therefore signed by 25% or more of eligible voting members or EC shall call a Special General Body meeting stating the purpose of such a meeting. No other business except the stated purpose shall be entertained at such a meeting.

Section 5.4 Notice of the Meeting:

Written or printed or electronic notice stating the place, day and time of the meeting, and in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than twenty-one (21) days or more than fifty (50) days before the date of the meeting, either in person or by USPS mail or E-mail to all eligible voting members of the organization. If mailed, such notice shall be considered delivered when deposited in the United States Postal service mail and addressed to such members at their addresses as it appears on the records of the Organization, with postage there on paid.

Section 5.5 Quorum:

At all general or special meetings of the General Body, twenty percent (20%) of the total voting membership shall constitute a quorum. If the required quorum is not present within 30 minutes of the advertised time, the meeting is adjourned. The GBoT and EC together shall make the decisions on behalf of General Body with in 15 days from the date of General body meeting.

Section 5.6 Voting:

A voting member of the General Body shall be 18 years of age or older, and is entitled to one vote on each matter submitted to a vote. The votes shall be cast orally unless a majority of voting members present at the said meeting shall determine that the vote be cast by secret ballot. No proxies are permitted at any of the meetings where voting is mandatory.

Section 5.7 Absentee Votes:

Voting shall be by personal attendance at the General Body meeting. Absentee votes may be cast by members in writing or electronic and must be received by the presiding officer prior to the General Body meeting.

Article 6: Management

The Organization is managed by two elected teams, the Governing Board of Trustees (here after Known as GBoT), and an Executive Committee (here after known as EC) detailed as follows.

Section 6.1 Governing Board of Trustees (GBoT)

The General Body shall elect an eight member GBoT comprised of individuals as illustrated elsewhere in this article. This GBoT shall be their representative for the management of the corporation. The General Body entrusts all their powers to the GBoT as their representative, except in cases where it is explicitly restricted. General Body shall have authority to overrule and reverse any of the decisions made by GBoT with a two third majority. General Body may remove any of the GBoT for proper cause with two third majority votes, and then may elect/appoint a replacement member of GBoT with simple majority of the vote. The GBoT shall be the Board of Directors as defined by Chapter 22 of the Texas Business Organizations Code, and shall not be endowed with the rights and responsibilities of a trustee.

Section 6.2 Composition of GBoT

- (a) The Governing board of trustees (GBoT) shall consists of eight (8) elected members comprising of Four (4) Founding members, Four (4) Trustee members, and an additional one (1) representative from the Executive Committee.
- (b) The members of the GBoT shall elect office bearers of GBoT comprising of Chairperson, Vice- Chairperson, Secretary, Joint Secretary headed by the Chairperson from among the 8 members of GBoT every other year. The term of office bearers to the GBoT shall be two years.

- (c) The EC representative shall have the role of an observer in all deliberations of the GBoT and is eligible to vote only to break a tie in those cases where GBoT voting resulted in 4 and 4.
- (d) No more than one member of a family shall occupy a position either on the GBoT or on the EC at any given time.

Section 6.3 GBoT Election and Term limits

- (a) Each of the GBoT is elected for a four (4) year term and shall hold office unless he/she shall sooner resign, cease to be a member, or unable to function owing to bodily or mental infirmity, or terminated by a two-thirds majority by the voting eligible members at a general body meeting. A GBoT is eligible for a second term after taking a break for at least two years. Current GBoT members shall continue until the next election cycle in the event there are no candidate's forthcoming to run for the vacant positions.
- (b) General Body shall hold an election every two years beginning January 2018. Only founding and trustee members who are in good standing are eligible candidates to contest and vote in such elections.
- (c) Every two years, half (4) of the elected GBoT members leave this group and GB elects new (4) members.

Section 6.4 General Powers of GBoT:

Without limiting the general powers, the GBoT shall have the following specific powers and responsibilities:

- (a) Shall evaluate all cash or in-kind onetime donations of value greater than \$10,000 to the temple with preconditions and ensure that such donations are in the best interest of the organization and the community it serves, before such donations are accepted. An accepted donation should be promptly acknowledged by EC.
- (b) Has the role of fiduciaries of the organization, and shall collectively develop mission statements and objectives of the organization and shall maintain and keep them current. The GBoT is also responsible for communicating the same to the General Body at the beginning of every year.

- (c) Shall promote and maintain the public standing of the temple in the community it serves and shall adhere to all local, state and federal laws and regulations.
- (d) Facilitate fund raising activities to raise funds for the maintenance and development of the temple.
- (e) Oversees the protection of the assets of the organization and providing a financial oversight and ensuring accountability in the operation of the temple.
- (f) Shall have the authority to authorize any single expense not in excess of \$250,000 in any calendar year. The GBoT shall request and obtain approval from the General Body for any expenditure in excess of \$250,000 in any calendar year.
- (g) Shall provide guidance in the interpretation of the Constitution, articles, and bylaws as needs arise. In such matters, the GBoT may seek a legal opinion.

Section 6.5 Duties of the office bearers of the GBoT

Chairperson

- (a) Shall be the presiding officer of the GBoT.
- (b) Shall call the GBoT meetings.
- (c) Along with the President of EC may sign (with due diligence towards the purposes of the temple as defined in Article 1) any deeds, contracts or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the GBoT to some other officer.

Vice-Chairperson

- (a) In the absence of the Chairperson, the Vice-Chairperson shall preside over GBoT meetings, and shall perform all duties to the Office of the Chairperson.

Secretary

- (a) Do the roll call and keep the minutes of all meetings of GBoT in the books provided for that purpose.
- (b) Minutes of the meetings of the GBoT shall be distributed to the GBoT members within two weeks.

Joint Secretary

- (a) In the absence of the Secretary, The Joint Secretary shall perform duties delegated to him/her by the Secretary.

Section 6.6 Executive Committee (EC):

The general operational management of the temple shall be vested in the Executive committee.

Section 6.7 Composition of EC:

- (a) The executive Committee (EC) shall consist of ten (10) elected members (comprising of life, Founding, and Trustee members), and one representative from the GBoT.
- (b) The members of the EC shall elect office bearers of the executive committee comprising of President, Vice president, Secretary, Joint Secretary, Treasurer and Joint Treasurer from among the ten EC members at the beginning of each year.
- (c) The representative from the GBoT is elected on a rotational basis every year by the GBoT. GBoT representative shall have the role of an observer in all deliberations of the EC and is eligible to vote only to break a tie in those cases where EC voting resulted in 5 and 5.
- (d) No more than one member of a family shall occupy a position either on the GBoT or on the EC at any given time.

Section 6.8 EC Election and Term limits:

- (a) Each of the EC members is elected for a two (2) year term and shall hold office unless he/she shall sooner resign, cease to be a member, or unable to function owing to bodily or mental infirmity, or terminated by a two-thirds majority by the members at a general body meeting. An EC member is eligible for two (2) consecutive terms and must take a two (2) year break before choosing to run for election again. Current EC members shall continue until the next election cycle in the event there are no candidate's forthcoming to run for the vacant positions.
- (b) The members of the executive committee (EC) shall elect office bearers of EC comprising of President, Vice president, Secretary, Joint Secretary, Treasurer and Joint Treasurer headed by the president from among the 10 members of EC at the beginning of every year. The term of office bearers to the executive committee shall be one year. The GBoT representative is not eligible to vote and shall have the role of an observer in all deliberations of the executive committee. The GBoT representative in the EC will be elected on rotational basis every year
- (c) If an EC member misses three consecutive mandatory meetings, without prior notification, he/or she may be removed by office bearers of the EC.
- (d) General Body shall hold an election every year beginning January 2018. GB members who are in good standing are eligible candidates to contest and vote in such elections.
- (e) Every year, half (5) of the elected EC members leave this group and new members get elected by GB.

Section 6.9 General Powers of EC:

The business and affairs of the organization shall be managed by the Executive committee. All the rights, powers, duties and responsibilities relative to the management and control of the organization's assets and affairs are vested in the EC for the benefit of the organization. These powers exist in the EC as a group and not in

an individual. The EC has a duty to exercise reasonable care and prudence in managing the affairs of the organization. The EC may make rules for the conduct of its own meetings and in the absence of any such rules; the meetings shall be conducted according to the Robert's Rules of Order. Any such rules inconsistent with these Bylaws and the Articles of Incorporation shall not be valid. Without limiting the general powers, the EC shall have the following specific powers and responsibilities:

- (a) To report to the General Body at its annual meeting about the financial and operational status of the Organization.
- (b) To maintain an alphabetically arranged list of all Life members and their addresses on file at the Office of the Organization and at such other locations as the Executive committee may decide from time to time determine. Such list shall be updated at least annually and shall be available for inspection by any member.
- (c) To review all accounts audited each year by CPA/auditor.
- (d) To file taxes in accordance with the city/state/federal laws.
- (e) Shall meet regularly as needed (at least 9 times in a calendar year) under the leadership of the president to efficiently manage the organization's operations. The minutes of such meetings constitute permanent records of the organization and shall be maintained and stored in a secure location.
- (f) The president, in concurrence with other members of the EC may appoint functional committee chairs for Puja, Cultural affairs, Education, Facilities and any other activity as they deem appropriate for efficient functioning of the temple.
- (g) The President in concurrence with the executive committee shall have the authority to approve onetime expenses not exceeding \$25,000 in any calendar year. Any expense exceeding \$25,000 should be referred to the GBoT.
- (h) In association with GBoT shall develop and establish guidelines and procedures for employee hiring, insurance, appraisals, remuneration, discipline, and termination

Section 6.10 Duties of the office bearers of the EC

President:

The President shall be the principal executive officer of the organization and subject to the consent of the Executive Committee shall in general supervise and control the

operational affairs of the Temple. He/she shall preside over all meetings of the Executive Committee and shall be a member of the GBoT. He/she along with the Secretary may sign any deeds, contracts or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the GBoT. In general, the president shall perform all duties incident to the Office of the President including presenting annual budget for approval of the GBoT. The President shall be the registered officer of the Organization. President of EC may sign (with due diligence towards the purposes of the temple as defined in Article I) any deeds, contracts or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the EC to some other officer.

Vice-President:

In the absence of the President, the Vice-President shall preside over all the regular and special meetings of the Executive Committee, and shall perform all duties to the Office of the President.

Secretary:

The secretary shall keep the minutes of all the meetings of the Executive Committee and the meeting(s) of the general body. He/she shall attend to the giving and receiving of all notices of the organization and such other books and papers as the GBoT may direct. Such notices and minutes shall be open to examination any member(s) upon application at the office of the Temple. Minutes of all the meetings of the Executive Committee shall be distributed to its members and posted on the website within a week.

Joint Secretary:

In the absence of the Secretary, The Joint Secretary shall perform duties delegated to him/her by the Secretary.

Treasurer:

The treasurer shall have custody and keep account of all property of the Organization, unless otherwise determined by the Organization. He/she shall render such accounts and present such statements to the GBoT, President, and the Executive Committee as may be required of him/her. The treasurer shall deposit all funds of the Organization received by him/her within reasonable timeframe in such bank(s) as the President with the consent of the Executive Committee may designate. He/she shall keep the bank

accounts in the name of the Organization, and shall make available for viewing the books and accounts at all reasonable times to any member upon application at the Office. The treasurer shall pay out the money as the purposes may require upon the order of the properly constituted officer(s) of the Temple, taking proper vouchers thereof. The president with the consent of the Executive Committee shall have power by resolution to delegate any of the duties of the treasurer to other officer(s) and may require all receipts, notes, checks, vouchers, orders or other instruments to be countersigned. The Treasurer shall request quotes, tenders for the purchasable items exceeding \$5,000 as requested.

Joint Treasurer:

The Joint Treasurer shall assist the Treasurer and carry out duties as delegated by the Treasurer.

Section 6.11 Disputes and Grievances:

The GBoT shall be the arbiter, based on legal advice, in the resolution of any internal or external issues that may arise from time to time. In cases where a resolution could not be arrived, the issue should be referred to the General Body as the final arbiter under legal counsel.

The Chairperson of the GBoT is authorized to appoint an ad-hoc committee in consultation with the other members of the GBoT to handle on a case-by-case basis any serious grievance against an officer or elected member. The Committee must investigate the matter, and make recommendation for action to the General Body. Any punitive action against an officer or member must be approved by two-third vote of the General Body.

Section 6.12 Vacancies:

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by a majority vote of the Executive Committee and GBoT for the unexpired period of the term.

Section 6.13 Meetings and Quorum:

The GBoT and EC shall meet as needed but not less than every two months. A simple majority of the Executive Committee membership shall constitute a quorum. The Committee may by a majority vote adopt operational policies and procedural rules for the efficient management of the affairs of the Temple and for other standing committees.

Section 6.14 Resignation and Removal:

An elected member or an officer may resign at any time by submitting a written resignation to the President or chairman of the GBoT as the case may be. 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. An elected officer or member may be removed at any time by a vote of two-thirds of the members present at a duly called meeting of the Executive Committee and GBoT meeting.

Section 6.15 EC Standing Committees:

In addition to the Executive Committee, there may be other standing committees as determined by the President with the advice of the Executive Committee, and as necessary for the proper functioning of the Temple. Each committee may consist of three or more devotees of the organization, and the chairperson shall be a Life member, Founding member or a Trustee. The chairperson of the standing committee(s) shall be appointed by the President, and the chairperson(s) may appoint the standing committee members. The committee(s) shall meet as determined by the chairperson. The chairperson shall report to the EC the progress of the committee he/she represents.

Section 6.16 Duties and Responsibilities of Chairperson(s) of the EC Standing Committee(s):

Attend all meetings of the Executive Committee or designate a committee member to attend the Executive Committee meetings when the chairperson is unable to attend in person. Maintain a current Committee membership roster and minutes of each of its meetings, and provide a copy of the minutes to the secretary or president of the Executive Committee. The committee chair person has the authority to spend a certain dollar amount approved by the Executive Committee for each committee activities? Report such expenditure to the Executive Committee on a quarterly basis.

Article 7: Elections

Section 7.1 Elections:

Nominations for the GBoT and the Executive Committee shall be made by an Election committee. The chairperson of the GBoT shall call the President of the Executive Committee to form the election committee at least ninety (90) days prior to the annual meeting of the General Body. The Committee shall consist of at least three (3) members.

The president shall be the chairperson of the Election Committee. The Election Committee shall:

- (a) Post the vacant GBoT and EC positions on the temple bulletin board and on the web 60 days before the election date.
- (b) Solicit nominations at least forty five (45) days prior to the annual meeting of the General Body, from the General Body.
- (c) Any member of the General Body may nominate himself/herself or others to the GBoT or EC, giving reasons why the applicant meets the qualifications for either the GBoT or EC.
- (d) Any person may submit his/her name as a write-in candidate for any position. The write-in petition must be supported by at least ten (10) members.
- (e) The floor will not be open for additional nominations at the time of election.
- (f) Review all the applications and verify the authenticity and eligibility for the positions they are nominated for.
- (g) Announce the election date, time and place at least 30 days in advance, and before the annual general body meeting.
- (h) The election committee, on the Election Day, shall verify the membership status of all voting members and ensure their status is current.
- (i) The election committee prepares the ballots and ensures the voting is conducted by secret ballots.
- (j) After voting is conducted, the election committee counts the ballots in the presence of the candidate's representatives.
- (k) The election committee declares the candidates with the maximum number of the votes as winners, and thus elected to their respective positions.
- (l) The results of the election are communicated in writing to the GBoT and EC and posted on temple bulletin board and web.

- (m) The election results announced by the election committee are deemed final and are not subject to contest.
- (n) The results of the election shall be announced at the annual general body meeting by the president.
- (o) Official transfer of the charge to the new team shall be affected within 15 days of the new fiscal year by a signed and dated document.
- (p) The records of the election and ballots shall be retained for a period of six months.

Article 8: Corporate Acts

Section 8.1 Contracts with Officers and Members of the Organization:

No officer or member of the GBoT, Executive Committee, and General Body of Members of the organization shall be interested directly or indirectly in any contract relating to the operations conducted by FMHTCC, or in any contract for furnishing services or supplies to FMHTCC. Exceptions can be made if, such contract is authorized by a majority of the Trustees, Founding members, GBoT or the Executive Committee, when such officer or member is not present, and is not involved for such authorization, and the nature of such interest is fully disclosed or known to the Trustees, Founding members, GBoT and the Executive Committee at the meeting at which the contract is awarded

Section 8.2 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 Organization shall be indemnified by the Organization against any liability and reasonable expense (including attorney's fees) incurred by him/her in connection with the defense or settlement of such action, 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 misconduct in the performance of his/her duties.

Article 9: Fiscal Year

The fiscal year of the Organization shall be Jan 1 to Dec 31.

Article 10: Waiver of Notice

Whenever any notice is required to be given to any member of the Organization under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Chapter 22 of the Texas Business Organizations Code, 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 11: Whistleblower Policy

Section 11.1 Purpose:

The Temple requires all of its Members of GBoT and EC, Trustees, Officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Temple, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if an Officer, employee, or volunteer of the Temple reasonably believes that the Temple, by and through its Members of GBoT and EC, Trustees, Officers, employees, or volunteers, or entities with whom the Temple has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Temple, then that individual shall file a written complaint with either his or her supervisor or the Board of Trustees of the Temple. This policy is intended to encourage and enable employees and others to raise serious concerns within the Temple prior to seeking resolution outside the Temple.

Section 11.2 Procedure:

- (a) **Reporting Responsibility.** It is the responsibility of all of the Temple's Members of GBoT and EC, Trustees, Officers, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Temple and to report violations or suspected violations in accordance with the Policy.

If Members of GBoT and EC, Trustees, Officer, employee, or volunteer of the Temple reasonably believes that any policy, practice, or activity of the Temple is in violation of any applicable law, regulation, policy, or procedure of the Temple, then the Members of GBoT and EC, Trustees, Officer, employee, or volunteer should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the reporting individual should make a formal complaint as outlined herein.

- (b) **Acting in Good Faith.** Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Temple must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Temple. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.
- (c) **Reporting Violations.** In most cases, an employee or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with a member of the Board of Trustees. Trustees are required to report suspected violations directly to the entire Board of Trustees.
- (d) **Accounting and Auditing Matters.** The Board of Trustees shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Board of Trustees shall work until the matter is resolved.
- (e) **Evidence.** Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.

- (f) Investigation of Complaint. After receipt of the complaint, the director to whom the complaint was made shall provide the complaint to the entire Board of Trustees. The Board of Trustees shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Board of Trustees shall receive a report on each complaint and a follow-up report on action taken.
- (g) Handling of Reported Violations. The director to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within five (5) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

A reporting individual who reasonably believes that s/he has been retaliated against in violation of this Policy shall follow the same procedures as s/he did when s/he filed the original complaint.

Section 11.3 Safeguards:

- (a) Confidentiality. Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from documentation and/or other sources.

Every effort will be made to protect the reporting individual's identity; though all individuals considering such a report should be advised that anonymity cannot be assured if an external investigation or criminal proceedings relating to the report occur.

- (b) No Retaliation. No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of the Temple who retaliates against a reporting individual who has reported a violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from Temple representation.

- (c) Harassment or Victimization. Harassment or victimization of the reporting individual for providing information in accordance with this policy by anyone affiliated with the Temple will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the Temple's employment policy.
- (d) Malicious Allegations. The Board of Trustees recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations would be damaging to the mission, integrity, and moral of the Temple or the reputation of the accused individual. The safeguards stated in this policy do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, including but not limited to termination of employment and/or dismissal of membership.

Article 12: Conflict Of Interest Policy

Section 12.1 Purpose:

The purpose of the conflict of interest policy is to protect the Temple's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director or officer of the Temple, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 12.2 Definitions:

- (a) Interested Person. Any director, members of GBoT, trustees, principal officer, or member of a committee with powers delegated by the Board of Trustees, who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the Temple has a transaction or arrangement;
- ii. A compensation arrangement with the Temple or with any entity or individual with which the Temple has a transaction or arrangement; or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Temple is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

Section 12.3 Procedures:

- (a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the Board of Trustees.
- (b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
- (c) **Procedures for Addressing the Conflict of Interest.**
 - i. An interested person may make a presentation at the Board meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairman of the Board of Trustees may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the Board of Trustees shall determine whether the Temple can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Trustees shall determine by a majority vote of the

disinterested directors whether the transaction or arrangement is in the Temple's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

- (d) Violations of the Conflicts of Interest Policy.
 - i. If the Board of Trustees has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Trustees determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 12.4 Records of Proceedings:

The minutes of the Board of Trustees shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Trustees's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 12.5 Compensation:

- (a) A voting member of the Board of Trustees who receives compensation, directly or indirectly, from the Temple for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or

indirectly, from the Temple for services is precluded from voting on matters pertaining to that member's compensation.

- (c) No voting member of the Board of Trustees or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Temple, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article 13: Emergency Bylaws


An "emergency" exists for the purposes of this section if a quorum of the Board of Trustees cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Trustees may: (i) modify lines of succession to accommodate the incapacity of any Board of Trustees member, officer, employee or agent; and (ii) relocate the principle office, designate alternative principle offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Trustees only needs to be given to those Board of Trustees members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more officers of the Temple present at a meeting of the Board of Trustees may be deemed Board of Trustees members for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Temple and may not be the basis for imposing liability on any Board of Trustees Member, officer, employee or agent of the Temple on the ground that the action was not authorized. The Board of Trustees may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Trustees, which may include provisions necessary for managing the Temple during an emergency including; (i) procedures for calling a meeting of the Board of Trustees; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Board of Trustees members. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.


Article 14: Amendments


These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a 67% majority vote of the quorum in a general body for the maintenance of the temple at any regular or special meeting called by the GBoT or Trustees and Founding members. Bylaws shall be reviewed every two years and necessary changes be considered for inclusion during the General Body meeting. The Chairperson of the GBoT will establish a Bylaws committee and he/she will serve as the chair of this committee. The committee will include the current President and Vice President and immediate past President of the Executive Committee, Secretary of the GBoT/EC and three additional Trustees or Founding members in good standing from General body. A majority of the General Body must approve the revisions and an attorney should review the final document before presenting to General Body. A summary of such proposed alterations, amendments or repeals shall be submitted to each member of the General Body at least ten (10) days prior to such meeting. The approved bylaws will be printed and signed by the members of the Bylaws committee, and kept in a secure place in the FMHTCC facility and posted in the FMHTCC website.


It is hereby certified that these amended Bylaws were approved and adopted by the General Body of the organization at a General Body Meeting held at Wellington Club house, 3520 Furlong Dr E, Flower Mound, Texas 75022, on October 28th 2017. This document supersedes all other previous documents.


It is hereby declared that this document of constitution and Bylaws has been reviewed by Anthony & Middlebrook, P.C. for ensuring compliance with prevailing Federal, State and local laws before release.


(Vijaya Lanka)
President, Board of Director

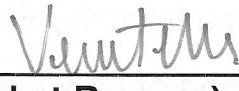

(Rajesh Cherukupalli)
Secretary, Board of Director

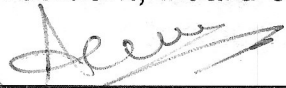

(Bindu Gujjalapudi)
Joint Secretary, Board of Directors



(Bala Ganapavarapu)
Past President



(Dhananjay Darke)
Past Vice President

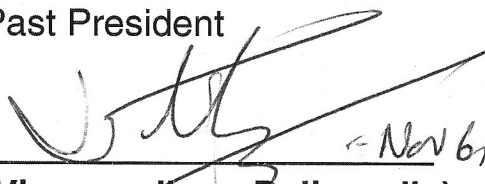

(Pradeep Rangachar)
Board of Director



(Venkat Bomma)
Vice President, Board of Director


(Chandra Artham)
Treasurer, Board of Director


(Sridhar Tummala)
Past President


(Raghu Kulkarni)
Past President


(Viswanadham Puligandla)
Bylaws Committee member
- Nov 6, 2017


(Srinivas Pindi)
Board of Director

Bylaws Revision History:

Rev1.0: Original Bylaws adopted on June 26th, 2009.

This version of the bylaw was used to incorporate the organization.

Rev 2.0: Oct 28th, 2017 – Extensive updates by the Bylaws committee constituted by Vijaya Lanka, Rajesh Cherukupalli, Sridhar Tummala, and Srinivas Pindi throughout the year 2017, with the advice and recommendations from the FMHT members. Major changes made are

2.1 Addition of new membership “Trustees”

6.1 Addition of Governing Board of Trustees into Temple management

Addendum A: Founding member list:

S.NO	LAST NAME	FIRST NAME
1	AKKINENI	RAM AND HIMA KIRANMAYI
2	BEHERA	SANJAY
3	BHAT	PRASANTH RAMA
4	BHOGARAJU	ANIL MADHURI
5	BOMMA	VENKAT PRAVEENA
6	BULUSU	SURYA MADHAVI
7	CHANDRA	MANJEERA PRASHANTH
8	CHEBBI	DEEPAK NAGARATHNA
9	CHERUKUPALLI	RAJESH HYMA
10	CHILAKAMARRRI	PRASAD JAYA
11	CHITIPROLU	ASHOK VANI
12	DARKE	DHANANJAY SUNITA
13	DAVISON	RICK NEELAM
14	DEWAN	MADHUSUDAN RACHNA
15	DUGGAL	RAJAN RAJANI
16	GADE	SRINIVAS KASU APARNA
17	GANAPAVARAPU	BALA PADMAJA
18	GUJJARLAPUDI	BINDU MADHAV VIJAYA
19	GUPTA	AMIT PRKRITI
20	HANUMANDLU	DEEPAK SRI REKHA
21	JAIN	AJAY

22	JOSHI	NARENDRA SHAILAJA
23	KANCHARLA	VENKAT
24	KANUMURI	RAM VARMA PRASHANTHI
25	KEREER	DIPTI
26	KILARU	ANIL DEEPAK
27	KODALI	KRISHNA SUSHAMA JASTI
28	KONARA	RAM
29	KOWTHA	ASHWIN RACHANA
30	KRISH	SHAB STEVE JOHNSON
31	KRISHNANEY	ASHOK KAMINI
32	KRISHNAN	DILIP APARNA RANGA
33	KULKARNI	RAGHU JAISHREE
34	KANUMNENI	NAGESHWARA RAO BRAMARAMBA
35	LANKA	RAMESH VIJAYA
36	MALIK	KAPIL RITU
37	MANTHA	LAKSHMANA MURTHI SARASWATHI
38	MEDEPALLI	MOHAN
39	MOHANAN	NARAYANAN SUJATHA MURTHI
40	NASHI	MAHANTESH
41	NEURGAONKAR	SHRIRANG MADHURI
42	PADHI	AMIT GAYATRI
43	PANCHAL	PRAKASH

44	PATEL	TUSHAR HINA
45	PATIL	MANOJ
46	PINDI	SRINIVAS ADILAKSHMI DEVI
47	RAGAM	SAI SYAMALA
48	RAISINGHANI	MOHINI
49	RAJU	SATYA SIRISHA NISTALA
50	RALHAN	DINESH SONA
51	RAMAMURTHY	BHASKAR SHOBHANA
52	RAO	SRINIVASA RAO SARADA DEVI
53	SARAIYA	MUKESH
54	SATOSKAR	PRASHANT
55	SATTI	VIJAY
56	SAWHNEY	DEVIKA RANI
57	SHAH	DILIP VARSHA
58	SMITHA	APARNA RANGANATH KOMANDURI
59	SOLUTIONS ABPM	
60	SRIKANTH	SRI
61	TALASILA	SRINIVAS BHARATI LAKSHMI
62	THORANAM	SRIKANTH SRIDEVI
63	THOTA	PRASANNA NARENDRA
64	TUMMALA	SRIDHAR LEELA
66	UPPALAPATI	AMARENDRA SAREENA
66	VALLAPAREDDY	KRISHNA SUCHARITA
67	VARMA	PRASAD NIRMALA

Addendum B: (Ref. to section 4.2)

1. The membership is purely for administrative purpose only.
2. The number of member doesn't specify size of the congregation.
3. Any family who met requirement on or before 12/18/2015, duly completed the required application and approved by executive committee is regarded as Trustee member of the organization.