

# BYLAWS of JAIN CENTER of SOUTHERN CALIFORNIA

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**Old By Laws 2003 Revision**

## SECTION ONE ORGANIZATION

**1.01 Purpose:** Jain Center of Southern California (JCSC) is a Jain religious organization. JCSC is also interchangeably referred as Corporation throughout this document. JCSC is organized to meet on a regular basis to promote the understanding and practice of the Jain religion by its Members.

The primary objectives and purposes of JCSC shall be as follows:

- A. To establish, maintain, foster, promote and support the establishment of a Jain institution in Southern California,
- B. To educate and promote understanding of the Jain doctrines, beliefs and sacred scriptures,
- C. To teach, commemorate and celebrate Jain religious events, festivals and rituals.
- D. To perform a variety of community outreach programs

**1.02 Principal Office:** The principal office for the transaction of business of the Corporation shall be located at 8072 Commonwealth Ave., in the City of Buena Park, County of Orange, and State of California.

**1.03 Change of Location:** The Life Members, upon a recommendation from the Board of Directors, may change the location of the principal office, by a majority vote of the Life Members in attendance, at the General Body Meeting.

**1.04 Governance:** The JCSC shall be governed by a Board of Directors (herein after referred to as Board) and an Executive Committee (EC). The Board shall oversee the long range planning for JCSC and the EC shall take care of day-to-day affairs of JCSC. The specific roles and responsibilities of the Board and EC are outlined in Sections Three, Four, Five and Six. The qualifications for Members on the Board and EC are listed in Sections Five and Six. In an event of a conflict of decisions, the Board shall make the final decision.

## SECTION TWO MEMBERS

**2.01 General Qualification for Membership:** Any person who is interested in the understanding, observance and furtherance of the Jain religion as stated in Section 1.01 can submit an application to become a member of the Corporation. The terms Members and/or Membership refers to Life Members, unless it is specifically indicated otherwise in these Bylaws

**2.02 Class of Members:** The Membership in the Corporation shall be classified either as Life Member, Associate Member, Complimentary Family Member or Honorary Member. The voting rights of Life Members shall be as defined in Section 2.08.

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**2.03 Admission:** Applicants 21 years and above shall be admitted to Membership on making an application in writing, payment of the applicable Membership dues, and upon approval by the EC subject to limitations of Section 2.12. The EC shall make every effort to consider new applications within three months of the date of its submission.

**2.04 Life Membership:** Each applicant for a Life Membership shall enclose, with the application, a membership **fee in the amount of \$ 500**. An additional Life Membership will be automatically extended to the spouse of the applicant, for additional dues of \$1. Only one mailing will be made by JCSC to each mailing address. The Membership fee may be adjusted by the EC, from time to time at their regularly scheduled meeting without an amendment to the Bylaw, provided the amount of adjustment is 10% or less than the previous amount.

**If a married couple, who are both Life Members, get divorced,**

- **If either/both, husband/wife gets remarried, he/she can make his/her new spouse a Life Member for e membership fee of \$250.**

**2.05 Associate Membership:** Each applicant 21 years and above for an associate Membership shall enclose, with the application, a **membership fee in the amount of \$100** for a two-year membership in the Corporation. An additional Associate Membership will be automatically extended to the spouse of the applicant for additional dues of \$1. Only one mailing will be made by JCSC to each mailing address. This Membership shall be on a calendar year basis. Associate Members shall not have any voting rights.

**2.06 Complimentary Family Membership:** A Complimentary Family Membership (CFM) will be extended to the children under the age of 25 years and parents of Life Members. The CFMs do not have any voting rights and JCSC will not be sending them separate mailings. This Membership will be automatically terminated with the cancellation or termination of linked Life Membership or when the child attains the age of 25 years or when they become life member.

**2.07 Honorary Membership:** Honorary Memberships may be awarded, if so resolved by the EC, to individuals or organizations that have made outstanding contributions to the furtherance of the purposes of the Corporation. Honorary Members shall not have any voting rights. **They, however, will receive all JCSC communications and mailings.**

**2.08 Voting Rights:** Only Life Members that are at least 21 years old and be a Life Member for at least one (1) full calendar year preceding 30<sup>th</sup> June of said year shall have voting rights. Associate Members, complimentary family Members and honorary Members shall not have any voting rights. Each Life Member shall be entitled to one (1) vote on each matter submitted for a vote to the Members. Voting done at duly held meetings will be, by voice vote, except as otherwise expressly provided in these Bylaws. Election of Board of Directors and Executive Committee Members, however, may only be, by a closed ballot.

**The priest or pujari does not have any voting rights and he/she cannot hold any position**

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in the EC or BOD.

**2.09 Privileges:** All the Members shall have the same privileges to participate in the activities defined in Section 1.01 and approved by the Board.

**2.10 Liability of Members:** No Members of this Corporation shall be personally liable for the debts, liabilities, or obligations of the Corporation.

**2.11 Transferability:** Membership in the Corporation is nontransferable and not assignable

**2.12 Number of Life Members:** There is a limit on the number of Members the Corporation may admit annually. The EC is authorized to increase the number of life Members during a calendar year by no more than 10% over what the life Membership was on June 30<sup>th</sup> of the preceding year. Membership applications not approved by the EC shall remain on the waiting list for no more than one (1) year from the date of the application. Thereafter, the applicant will need to reapply for Membership. The secretary will maintain the waiting list of Membership applications.

**2.12 Termination of Membership:** Membership shall terminate either (1) on receipt by EC of a written resignation of a member, or (2) on the death of the surviving spouse, or (3) upon member's engaging in persistent conduct detrimental to the purposes and interests of the Corporation, if so decided solely by a resolution of the EC and approved by at least 2/3 Members of the EC.

**2.13 One Membership Only:** Each individual shall be entitled to hold only one (1) Membership in the Corporation.

**2.14 Membership:** The EC shall maintain a Membership book containing the name and address of each member. Termination of the Membership of any member shall be recorded in the **database (membership record book)**, together with the date on which such Membership ceased. The **record** of such Membership shall be kept at the Corporation's principal office.

## SECTION THREE MEETINGS OF MEMBERS

**3.01 Place of Meetings:** All meetings of Members shall be held at the principal office of the Corporation, or at such other place as the Board/EC may designate within the State of California, and specified in the notice, calling the meeting.

**3.02 Annual Meeting:** The annual meeting of the Members shall be held during the month of November or December each year, at a date, time and location specified in the notice calling the meeting. At the annual meeting, Board of Directors and EC Members shall be elected per Sections 4.01 – 4.04 on the nomination and election

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process, reports of the affairs of the Corporation shall be considered, and any other Corporation business may be transacted within the power of the Members. Only Life Members that are at least 21 years old and have been a Life Member for at least one (1) full calendar year preceding 30<sup>th</sup> June of said year shall be entitled to vote at the annual meeting. The EC must have a final Membership roster by August 31<sup>st</sup> for the said period ending on June 30.

**3.03 Special Meetings:** Special meetings of the Members for any purpose may be called, at any time by a resolution of the Board or EC or by Members with a petition duly signed by not less than ten percent of the Life Members of the Corporation. **A copy of the petition MUST be filed with the EC within 30 days of the initiation of the petition.** The **EC** shall call the special meeting of the Members within 60 days of submission **upon validation of the petitioners, and their signature verification, by the EC Secretary within 30 days** of the verified petition.

**3.04 Notice of Meetings:** Notice of every meeting of Members shall be given in writing to each member entitled to vote, either personally or by mail/e-mail, addressed to the member at his/her address appearing on the Corporation's books or given to the Corporation for the purpose of notice. All required notices shall be sent or otherwise given in accordance with this section not less than ten (10) **calendar days** before the meeting being called; shall specify the place, the date, and the hour of the meeting; and shall state any other matters that may be required by law, the Articles of Incorporation, or these Bylaws. Notice of a special meeting shall also specify the general nature of the business to be transacted.

**3.05 Quorum:** The presence at any meeting, in person, of 200 Life Members, or 33% of the Corporation Membership roster, whichever is less, shall constitute a quorum for the transaction of business. The Board also has an option to conduct a mail-in ballot on issues deemed critical by the Board.

**3.06 Cumulative, Proxy and Fractional Votes:** Neither cumulative voting nor voting by proxy shall be authorized, nor, no single vote shall be split into fractional votes.

**3.07 Voting:** Each Life Membership is entitled to one vote on each matter submitted to a vote before the Members. (See section 2.08).

**3.08 Conduct of Meetings:** Meetings of Members shall be presided over by the president of the Corporation or, in his/her absence, by the vice-president or, in his/her absence by the secretary or, in the absence of all three, by a chairman chosen by a majority of the EC present. The secretary of the Corporation shall act as secretary at all meetings of the Corporation. In his/her absence the presiding officer shall appoint another person to act as secretary of the meeting.

**3.09 Roberts Rules of Order:** Meetings shall be governed by Roberts' Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of

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this Corporation, or with any provision of law.

### SECTION FOUR ELECTIONS

**4.01 Nomination Committee:** The EC shall appoint a 3-member nomination committee including selecting the chairperson to develop a slate of candidates for election to the Board and EC. This nomination committee shall be chaired by a former Board or EC member. The Members so appointed shall have the following qualifications:

- Chaired by a member of former Board or EC;
- Must have been a Life Member for at least five (5) preceding years
- Must not be a candidate for the election

The schedule for appointing and announcing the nomination committee shall be as stated in JCSC Handbook of Standard Operating Procedures (SOP).

**4.02 Duties and Responsibilities of Nomination Committee:** The nomination committee shall have the following duties and responsibilities. This list is not all inclusive and the EC may add or delete duties and responsibilities. Additional duties and responsibilities are listed in JCSC Handbook of Standard Operating Procedures (SOP).

- **Get familiar with the Bylaws, as also, the qualifications required for the EC and BOD nominees/member and the Election SOP.**
- Announce nomination process
- Solicit nominations for the election
- Verify eligibility of nominees
- Inform and educate potential candidates of their roles and responsibilities
- Furnish a copy of the **Operating Manual**, Bylaws to each candidate
- Seek additional nominations, if necessary
- Document the nomination process and finalize list of nominations
- Submit the list to the EC
- **Members of the nomination committee are NOT permitted to either campaign and or promote any candidate/s for the JCSC BOARD and or EC.**
- **Members of the nomination committee MUST remain Impartial throughout the nomination process**

**4.03 Election Committee:** The EC shall appoint a 3-member election committee including selecting the chairperson to conduct the election. This election committee shall be chaired by a current EC member. The Members so appointed shall have the following qualifications:

- Chaired by a member of current EC;

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- Must have been a Life Member for at least five (5) preceding years
- Must not be a candidate for the election

The schedule for appointing and announcing the election committee shall be as stated in JCSC Handbook of Standard Operating Procedures (SOP).

**4.04 Duties and Responsibilities of Election Committee:** The election committee shall have the following duties and responsibilities - This list is not all inclusive and the EC may add or delete duties and responsibilities. Additional duties and responsibilities are listed in JCSC Handbook of Standard Operating Procedures (SOP).

- **Monitoring of all outgoing communications to the JCSC community.**
- **All outgoing communications to the JCSC community MUST be verified and approved by the Election Committee.**
- **Election Committee MUST fully investigate any unlawful and or misleading communications sent under fictitious name or E mail.**
- Establish election procedure
- Prepare and mail voting ballots, including e ballots and/or mail in ballots to Life Members.
- Receive, verify and count votes for each candidate from ballots received.
- Document the election process and finalize the vote count by each candidate.
- Submit the results to the EC.

The counting of votes shall be conducted by the election committee. The election committee may seek assistance from current Members of the EC and/or other life members of the corporation. Each candidate on the ballot or only one of their representatives may witness the vote count.

## SECTION FIVE BOARD OF DIRECTORS

**5.01 Number and Qualification:** The authorized number of Directors shall be eleven (11) until changed by an amendment of the Articles of Incorporation or an amendment of this Section 5.01 of the Bylaws adopted by the Members. Directors must be from the Life Members of the Corporation and must be residents of the State of California.

The following qualifications are required for election to the Board:

- **Must be residents of the State of California**
- **A Member nominated to the Board must be a Life Member of the Corporation for the year during which he/she is being nominated and for at least five (5) calendar years immediately preceding said year.**
- **A nominated member for the directorship must not have any prior felony record and no such record for the entire term of the directorship.**

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- In the event that there is a felony record disclosed/discovered, before and or during the term, the nominee/committee member will be given an opportunity to explain in detail to the respective governing body (EC/BOD).his/her case/views. The decision of the EC/BOD to accept or reject the explanation offered will be final.

Four (4) of the positions of the Board are assigned to, the President, Vice-President, Secretary and Treasurer of the BOD. These individuals shall also retain the identical positions in the **EC**.

A member can not be an Executive Committee and BOD, board member except the four officers of the corporations. They are President, Vice President, Secretary, and Treasurer.

The candidates for the next five (5) positions of the Board must also have served on the JCSC EC for at least one calendar year **prior to taking office**.

The candidates for the remaining two (2) positions of the Board must also have contributed at least \$25,000 towards the building construction fund in cash or material. **A Donor member can serve a maximum of 2 (two) terms during the life of the donor member. The donor candidate does not need to have one year prior service in EC.**

In the event that, all the candidates nominated to the Board lack sufficient qualifications with respect to number of years served on past Board or EC, or donation to the building fund, the Nomination Committee may nominate additional names from amongst the Life Members with at least 10 years of life Membership.

**5.02 Election and Term of Office:** The term of office of each Director shall be four (4) years or until his/her successor is elected. Successors for Directors whose terms of office are expiring shall be elected at the annual meeting of the Members in the year that such term expires. A Director may succeed himself/herself in office. However, a Director can not serve on the Board for more than two (2) consecutive terms (regardless of position). In addition, the combined continuous service for an individual on the EC and Board can not exceed 10 years.

**5.03 Installation of Board of Directors:** All new Members of the Board shall be installed at the first meeting of the Board during first week of January in the new calendar year. All duties and responsibilities of the preceding Board shall be transferred to the new Board at this meeting.

**5.04 Obligations of Directors:** At the first meeting of the new Board Members, the Board shall assign duties and responsibilities to each Board member. Each Board member agrees to attend all Board meetings and fulfill their assigned duties and responsibilities to the fullest extent of their abilities. However, if any Director is not able or not willing to perform his/her assigned duties and responsibilities, such as being absent from two consecutive Board meetings without prior permission, the Board by a

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majority vote can relinquish the delinquent Director from the Directorship.

**5.05 Vacancies:** Vacancies on the Board may be filled by appointment by a majority of the remaining Directors, but no more than two (2) appointments to the Board may be made during a calendar year. **Vacant position must be filled for the remaining of the term of the director leaving the position.** A special election must be held to fill additional vacancies to fill the period till the next regular election. No reduction of the authorized number of Directors shall have the effect of removing any of the Directors prior to the expiration of their term of office. **There will no splitting of the term between two newly appointed directors while filling the vacant position.**

**5.06 Place of Meetings:** Regular and special meetings of the Board shall be held at the principal office of the Corporation or within 50 miles radius thereof.

**5.07 Regular Meetings:** The Board shall hold regular meetings at a predetermined schedule, but not less than four per calendar year to conduct corporate business.

**5.08 Special Meetings:** Special meetings of the Board of Directors for any purpose may be called at any time by the President. However, if the President is unwilling to call a special meeting, any four Directors may call a special meeting of the Board.

**5.09 Notice of Special Meetings:** Notice of any special meeting of the Board shall be given to each Director either personally, or by telephone, **or by Electronic E mail**, or by mail addressed to him at his/her address appearing on the corporate records or, if his/her address is not on these records and is not readily ascertainable, at the principal office of the Corporation. In case such notice is mailed, it shall be deposited in the United States mail at least 5 **calendar** days prior to the time of the holding of the special meeting. **Notice given to a Director as provided in this section, shall be deemed to be proper, legal, and personal notice.** E MAIL is acceptable notice if it is followed up by a telephone call and then the twenty-four (24) hour period would be required. The notice of the meeting must include the nature / purpose, place and time of the meeting.

**5.10 Waiver or Approval by Absent Director:** The business transacted at any meeting of the Board, however called or notified or wherever held, shall be as valid as though at a meeting duly held after regular call and notice, if a quorum is present and if, either before the meeting each absent Director shall sign either a written waiver of notice and consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

**5.11 Action without Meeting:** Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if consented to in writing by all of the Directors and filed with the Secretary of the Corporation.

**5.12 Quorum:** Seven (7) Directors shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the Directors present at a

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meeting at which a quorum is present shall be regarded as the act of the Board of Directors, unless the vote of a greater number is required by law, the Articles of Incorporation, or the Bylaws. **Critical decision/s example but not limited to, changing the JCSC governing bodies, By Laws revision, Election Procedure revision, must have the approval of the majority of the Board members. The categories of critical decisions are not just limited to the ones described here.**

**5.13 Powers:** The Directors shall act only as a Board and an individual Director shall have no power as such. Subject to limitations in the Articles of Incorporation and the California General Nonprofit Corporation Law on actions, that must be authorized or approved by the Members, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the Corporation's business and affairs shall be controlled by, the Board of Directors.

By way of illustration, and not limited to, the Board shall have authority to:

- Conduct, manage, and control the Corporation's affairs and business; and make any rules and regulations regarding these matters, consistent with the law, the articles of incorporation, and the Bylaws, that they consider best in the interest of the Corporation.
- Borrow money and incur indebtedness on the Corporation's behalf, cause to be executed and delivered for these purposes, in the name of the corporation, promissory notes, bonds, debentures, deeds of trust, mortgages, hypothecations, and/or other evidences of debt and securities, for a single transaction and/or purpose. Not to exceed \$150,000, unless a higher amount is approved by the General Body.
  - Develop recommendations for General Body to adopt, amend and repeal Bylaws;
  - Appoint sub-committees in accordance with Section 5.14 of these Bylaws, prescribe rules for these sub-committees; and delegate to the sub-committee any of the Board's powers and authority for the management of the Corporation's business and affairs.
- **Appoint appropriate candidate from the Life Members to the Jaina Board**
- **Authority to remove the Board member and the officers if, He/she is not acting in good faith**
- **Not performing his/her fiduciary duties as a president / board member**
- **He/she is actively slandering and or damaging the image of the corporation**

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- Not acting in the best interest of the corporation
- He/she has committed a felony.
  - In the event that there is a felony record disclosed/discovered, before and or during the term, the nominee/committee member will be given an opportunity to explain in detail to the respective governing body (EC/BOD).his/her case/views. The decision of the EC/BOD to accept or reject the explanation offered will be final.
- The authority of the Board is not limited to any of the activities mentioned earlier for the removal of the BOD and the officers.

**5.14 Sub-Committees:** The Board may appoint from among its Life Members **or non life members who are, specialists, subject matter experts** for sub-committees, as it may from time to time deem necessary, to perform such general or specialized duties as may needed for any such sub-committee by the Board .Such sub-committees shall have at least one member of Board present on it. **The president will always be allowed to attend the meeting/s of the subcommittee/s with NO VETO right.** These sub-committees are reportable to the Board and the decisions of the Board shall be final.

**5.15 Compensation:** Directors and Members of sub-committees of the Board shall receive no compensation for their services as Directors or Members of sub-committees of the Board.

**5.16 General List of Tasks for Directors:** In addition to specific tasks listed for officers in the next section, the following is a general list of tasks for all Directors. This is only a preliminary list and not claimed to be all-inclusive. Additional duties and responsibilities are listed in JCSC Handbook of Standard Operating Procedures (SOP).

- Acquire and manage major assets of the Corporation including, but not limited to, the real estate and financial investments

## SECTION SIX EXECUTIVE COMMITTEE

**6.01 Number and Qualification:** The authorized number of EC Members shall be fifteen (15) until changed by an amendment of the Articles of Incorporation or an amendment of this Section 6.01 of the Bylaws adopted by the Members. EC Members must be Life Members of the Corporation as well as residents of the State of California.

The following are the qualifications for the Nominees/Officers:

- Must be residents of the State of California
- A Member nominated to the EC must be a Life Member of the Corporation for

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the year during which he/she is being nominated and for at least one calendar year immediately preceding said year.

- Vice-President, Secretary, Treasurer, or Public Relations Officer must have served on the EC or Board of Directors for at least one calendar year prior to taking office.
- President must have served on EC at least two calendar years prior to taking office.
- A nominated member for the EC must not have any prior felony record and no such record for the entire term of the EC.
  - In the event that there is a felony record disclosed/discovered, before and or during the term, the nominee/committee member will be given an opportunity to explain in detail to the respective governing body (EC/BOD).his/her case/views. The decision of the EC/BOD to accept or reject the explanation offered will be final

Two seats of the Members-at-Large in the EC are reserved for candidates with restricted qualifications. One seat is reserved for a Life Member between the ages of 21 and 35 years. Another seat is reserved for a Life Member who has never served (First time) on the EC of the Jain Center of Southern California.

In an event that all the candidates nominated for office lack sufficient qualifications with respect to years of Life Membership and/or having served on the EC or Board, the Nomination Committee may exercise some discretion in qualifying the slate of corresponding candidates.

**6.02 Election and Term of Office:** The term of office of each EC member shall be two (2) years or until his/her successor is elected. Successors for EC Members whose terms of office are expiring shall be elected at the annual meeting of the Members in the year that, such terms expires. An EC member may succeed himself / herself in office. However, a Life member can not serve on the EC for more than three (3) consecutive terms (regardless of position). In addition, the combined continuous service for an individual on the EC and Board can not exceed 10 years.

**6.03 Installation of EC:** All new Members of the EC shall be installed at the first meeting of the EC during first week of January in the new calendar year. All duties and responsibilities of the preceding EC shall be transferred to the new EC at this meeting.

**6.04 Obligations of EC Members:** At the first meeting of the new EC, the EC Members shall assign duties and responsibilities to each EC member from the list of tasks in sub-section 6.16. Each EC member agrees to attend all EC meetings and fulfill their assigned duties and responsibilities to the fullest extent of their abilities. However, if any EC member is not able or not willing to perform his/her assigned duties and responsibilities, such as being absent from EC meetings during three consecutive months without prior permission, the EC by a majority vote can relinquish the delinquent EC member from the EC Membership.

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**6.05 Vacancies:** Vacancies on the EC may be filled by appointment by a majority of the remaining EC Members, but no more than two (2) appointments to the EC Members may be made during a calendar year. A special election must be held to fill additional vacancies to fill the period till the next regular election. No reduction of the authorized number of EC Members shall have the effect of removing any of the EC Members prior to the expiration of their term of office.

There will be no splitting of the term between two newly appointed EC members while filling the vacant position

**6.06 Place of Meetings:** Regular and special meetings of the EC shall be held at the principal office of the Corporation or within 50 miles radius thereof.

**6.07 Regular Meetings:** The EC shall hold regular monthly meetings at a predetermined schedule, but not less than six (6) per calendar year to conduct Corporate business.

**6.08 Special Meetings:** Special meetings of the EC for any purpose may be called at any time by the President. However, if the President is unwilling to call a special meeting, a majority of the (10) EC Members may call a special meeting of the EC.

**6.09 Notice of Special Meetings:** Notice of any special meeting of the EC shall be given to each EC member either personally, or by telephone, or fax or by Electronic E mail, or by mail/e-mail addressed to him at his/her address appearing on the corporate records or, if his/her address is not on these records and is not readily ascertainable, at the principal office of the Corporation. In case such notice is mailed, it shall be deposited in the United States mail at least 5 calendar days prior to the time of the holding of the special meeting. Notice given to a Director as provided in this section, shall be deemed to be proper, legal and personal notice E MAIL is an acceptable form of notice if it is followed up by a telephone call and then the twenty-four (24) hour period would be required. The meeting notice must include the nature or purpose, place and time of the meeting.

**6.10 Waiver or Approval by Absent EC Member:** The business transacted at any meeting of the EC, however called or noticed or wherever held, shall be as valid as though at a meeting duly held after regular call and notice, if a quorum is present and if, either before the meeting each absent EC member shall sign either a written waiver of notice and consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

**6.11 Action without Meeting:** Any action which may be taken at a meeting of the EC may be taken without a meeting if consented to in writing by all of the EC Members and filed with the Secretary of the Corporation.

**6.12 Quorum:** Nine (9) EC Members shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the EC Members present at

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a meeting at which a quorum is present shall be regarded as the act of the EC, unless the vote of a greater number is required by law, the Articles of Incorporation, or the Bylaws. **Critical decision/s example, changing the JCSC governing bodies, By Laws revision, and Election Procedure revision must have the approval of the majority of the EC members. The categories of critical decisions are not just limited to the ones described here.**

**6.13 Powers:** The EC Members shall act only as an EC and an individual member shall have no power as such. Subject to limitations in the Articles of Incorporation and the California General Nonprofit Corporation Law on action that must be authorized or approved by the Members, and subject to the duties of EC member as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the Corporation's business and affairs shall be controlled by, the EC.

By way of illustration, and not limited to, the EC shall have authority to:

- Select and remove all agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with the law, the Articles of Incorporation, and the Bylaws; fix their compensation; and require appropriate security from them for faithful service;
- Conduct, manage, and control the Corporation's affairs and business; and make any rules and regulations regarding these matters, consistent with law, the articles of incorporation, and the Bylaws, that they consider best in the interest of the Corporation.
  - Develop recommendations to General Body to adopt, amend and repeal Bylaws;
  - Appoint sub-committees in accordance with Section 6.14 of these Bylaws, prescribe rules for these sub-committees; and delegate to the sub-committee any of the EC's powers and authority for the management of the Corporation's business and affairs.
  - **Appoint appropriate candidate/s from the Life Members as EC member/s**
  - **Authority to remove the EC member/s and the officers if he/she is not acting in good faith.**
  - **Not performing his/her fiduciary duties as a president / EC member.**
  - **He/she is actively slandering and or damaging the image of the corporation**
  - **not acting in the best interest of the corporation**
  - **He/she has committed a felony.**

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- In the event that there is a record disclosed/discovered, before and or during the term, the nominee/committee member will be given an opportunity to explain in detail to the respective governing body (EC/BOD).his/her case/views. The decision of the EC/BOD to accept or reject the explanation offered will be final
- The authority of the EC is not limited to any of the activities mentioned earlier for the removal of the EC member/s and the officers

**6.14 Sub-Committees:** The EC may appoint from among its Life Members or non life members individuals who are, specialists, subject matter experts for sub-committees, as it may from time to time deem necessary, to perform such general or specialized duties as may needed for any such sub-committee by the EC. Such sub-committees shall have at least one member of EC present on it. The president will always be allowed to attend the meeting/s of the subcommittee/s with NO VETO right. These sub-committees are reportable to the EC and the decisions of the EC shall be final.

**6.15 Compensation:** EC Members and Members of sub-committees of the EC shall receive no compensation for their services as EC Members or Members of sub-committees of the EC.

**6.16 General List of Tasks for EC Members:** In addition to specific tasks listed for officers in the next section, the following is a general list of tasks for all EC Members. This is only a preliminary list and not claimed to be all-inclusive. Additional duties and responsibilities are listed in JCSC Handbook of Standard Operating Procedures (SOP).

- Serve as liaison between the Board of Directors and the Umbrella Organizations (Mahavir Mandal, Seniors' Association, JCYC etc.)
- Coordinate religious functions, classes, and activities (Pathshala, Swadhyay, Pujas etc.)
- Manage kitchen facilities and coordinate food preparation, serving and cleaning activities
- Manage Library
- Manage and maintain all Corporation properties and facilities
- Appoint and coordinate with an independent Auditor

## SECTION SEVEN OFFICERS and BOARD MEMBERS

**7.01 Officers:** The officers of the Corporation shall be President, Vice-President,

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Secretary, and a Treasurer. The Corporation may appoint, at the discretion of the EC, one or more assistants to these officers and to the Public Relations Officer. **These assistants can attend EC and or Board meetings without any voting rights.**

**7.02 Election:** The officers of the Corporation shall be elected bi-annually by the Life Members of JCSC for a two-year term. Each shall hold his/her office until his/her term expires, or he/she resigns or is removed or otherwise disqualified to serve, or his/her successor is elected. **Officers can be reelected for three consecutive terms.**

**7.03 Removal and Resignation:** Any EC Member may be removed from the EC for failing to fulfill their obligations (see section 6.04) by at least 2/3 majority of all EC Members at any regular or special meeting of the EC. The EC Member in question shall be given an opportunity to explain his/her case before the EC vote. Any member may resign at any time by giving written notice to the EC, the President, or the Secretary of the Corporation. A member's resignation shall take effect when it is received or at any later time specified in the resignation **letter**. Unless the resignation specifies otherwise, its acceptance by the Corporation shall not be necessary to make it effective.

**7.04 Vacancies:** Vacancies on the EC because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws (see section 6.05).

**7.05 President:** The President shall be the Corporation's chief executive officer and shall, subject to the control of the EC, have general supervision, direction, and control over the Corporation's business and officers. He/she shall preside as chairman at all Members' meetings and at all EC meetings. He/she shall be ex officio member of all sub-committees, **if any. He/she** shall have the general powers and duties of management usually vested in a Corporation's president; shall have any other powers and duties that are prescribed by the EC/**Board** or the Bylaws, and shall be primarily responsible for carrying out all orders and resolutions of the EC. His/her other duties and responsibilities include, but are not limited to, arranging programs like Paryushan Mahaparv, Health fair, Kartiki Poonam, Sthapana Day etc. He/she will also work with the EC to arrange Dignitary visits.

**7.06 Vice-President:** If the President is absent or is unable to act, the vice-president shall perform all the duties of the president, and when doing so, shall have all the powers of, and be subject to all the restrictions on, the president. In the event of President's refusal to act, a special meeting of the EC shall be held to transfer power from the President to the Vice-President **upon approval by the majority of the EC/BOD.** The vice-president shall have any other powers and perform any other duties that are prescribed to him/her by the EC or the Bylaws.

**7.07 Secretary:** The secretary shall keep minutes of all meetings of Members and of the EC, shall be the custodian of the corporate records, shall give all notices as are required by law or by these Bylaws, and, generally, shall perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles

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of Incorporation, or by these Bylaws, or which may be assigned to him/her from time to time by the EC. His/her duties and responsibilities include, but are not limited to the following. Additional duties and responsibilities are listed in JCSC Handbook of Standard Operating Procedures (SOP).

- **Ensure that Bylaws are adhered to by the Board and EC while making decisions and executing corporation's business**
- Maintain minutes of all meetings of Members and of the EC
- Serve as custodian of the corporate records
- Maintain the Membership database.
- Update and maintain Membership applications
- Maintain up-to-date status of legal, insurance, taxes, and government requirements

**7.08 Treasurer:** The treasurer shall have charge and custody of all funds of the Corporation, shall deposit such funds as required by the EC, shall keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, shall render reports and accountings to the EC and to the Members as required by the EC or Members, and shall in general perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him from time to time by the EC. His/her duties and responsibilities include, but are not limited to the following. Additional duties and responsibilities are listed in JCSC Handbook of Standard Operating Procedures (SOP).

- Maintain adequate records of the assets, liabilities, receipts and disbursements
- Present monthly financial statements to the EC no more than 2 (two) months in arrears.
- Work with independent auditors / CPA to get JCSC financial documents audited by the independent auditors / CPA annually for presenting to the JCSC members.
- File appropriate tax returns with all the tax authorities on a timely basis
- Disburse corporate funds as required by the EC.
- Collect and deposit corporate funds as required by the EC
- Issue proper receipts as required by the law
- **Mail statements to members with account balances or pending pledges on a quarterly basis.**

**7.09 Public Relations Officer:** The public relations officer shall be in charge of coordinating the communications with Members of the Corporation and with other organizations as well as the general public. The basic policy regarding all such communications will be adopted by the EC and all activities of the public relations officer shall be in compliance with such policy. His/her duties and responsibilities include, but are not limited to the following. Additional duties and responsibilities are listed in JCSC Handbook of Standard Operating Procedures (SOP).

- Serve as a liaison between the Members and the EC

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- Serve as a liaison between the outside community and the EC
- Distribute press releases to the media
- Communicate JCSC news and information to Members via emails, newsletters, website, and others

**7.10 Compensation:** Officers and Members of EC shall serve without compensation.

## SECTION EIGHT

### EXECUTION OF NOTES AND INSTRUMENTS, DEPOSITS, GIFTS AND FUNDS

**8.01 Checks, Evidences of Indebtedness:** All checks or other orders for payment of money, or other evidences of indebtedness of the Corporation shall be signed by any two (2) of the following officers of the Corporation - President, Vice-President, Treasurer, or Secretary. The Treasurer or his/her designee shall submit a list of all expenses (checks, etc.) incurred on behalf of the Corporation at the next monthly EC meeting and obtain EC approval. In addition, anticipated expenses for the upcoming two-three months shall be discussed by the EC at these monthly meetings. EC shall assign a budget and a not-to-exceed limit for these anticipated expenses.

**8.02 Execution of Corporate Contracts and Instruments:** Except as otherwise provided in the Bylaws, the Board of Directors may authorize, in writing, with two (2) or more officers, agents, or employees to enter into any contract or execute any instrument in the Corporation's name and on its behalf, the final contract being subject to the approval by the Board of Directors. This authority may be general or confined to specific instances. Unless expressly authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or in any amount within the limits of Sections 5.13 and 6.13.

**8.03 Deposits:** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select so long as they are insured financial institutions.

**8.04 Gifts:** The EC may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation. Gifts or donations so collected shall not be disbursed without prior resolution of the EC. All non-monetary gifts to JCSC shall be subject to prior approval for receipt by the EC. Additionally, without such prior approval, EC has all the powers to remove any non-monetary gifts left on the JCSC premises.

**8.05 Bhandar Funds:** The funds collected in the locked box in the Temple area in front of the Idols (Murtis), defined as "Bhandar funds", will be held in separate accounts and may only be disbursed for the Temple related activities.

**8.06 Charitable Contributions:** The EC shall set guidelines and approve on charitable

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donations to other institutions according to these guidelines. These guidelines are listed in JCSC Handbook of Standard Operating Procedures (SOP).

**8.07 Indemnification of Directors/EC Members:** The liability of the Directors and EC Members of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. These liabilities shall be covered by insurance defending for acts, reimbursement for claims, costs, fines, defense, etc.

**8.08 Indemnification of Corporate Agents:** The Corporation is authorized to provide indemnification of agents (as defined in section 317 of the Corporation Code) for breach of duty to the Corporation and its Members through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporation Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporation Code.

## SECTION NINE GENERAL CORPORATE

**9.01 Inspection of Bylaws:** The Corporation shall keep at its principal office the original or a copy of the Bylaws as amended to date, certified by the secretary, which shall be open to inspection by the Members at all reasonable times during JCSC operating hours.

**9.02 Minutes of Meetings:** The Corporation shall keep at its principal office, or at such other place as the EC may order, a book of minutes of all meetings of Board of Directors, EC and General Body meetings, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at Board and EC meetings, the number of Members present at General Body meetings and the proceedings thereof.

**9.03 Books of Account:** The Corporation shall keep and maintain adequate and fair accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Monthly financial statements shall be presented at the monthly EC meetings no more than three (3) months in arrears and this shall be part of monthly minutes of meetings.

**9.04 Inspection of Records by Directors/EC Members:** The books of account shall at all reasonable times be open to inspection by any Director or EC member. Every Director and EC member shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation. In the event the Director or the EC member is unable to personally perform the inspection, such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make copies.

**9.05 Inspection of Records by Members:** The books of account and the minutes of meetings of the Directors, EC and General Body shall be available for inspection on the

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written demand of any member at any reasonable time, for a purpose reasonably related to the interests of the member, and the account books shall be exhibited at any time when required by the demand, in writing or made orally at a meeting, of ten percent (10%) or more of the Members of the Corporation. In the event the member is unable to personally perform the inspection, such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make copies. Demand of inspection other than at a Members' meeting shall be made in writing to the president or secretary of the Corporation.

**9.06 Annual Report and Financial Statement:** The EC must provide for the preparation and submission to the Members of a written annual report including audited financial statements. Such report shall summarize the Corporation's activities for the preceding year and activities projected for the forthcoming year; the financial statement shall consist of a balance sheet as of the close of business of the Corporation's fiscal year, contain a summary of receipts and disbursements, be prepared in the manner and form of generally accepted accounting practices, and be certified by the President, Treasurer and audited by an independent Certified Public Accountant.

**9.07 Construction:** Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Corporations Code shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, whenever the context so requires, each of the masculine, feminine and neuter gender includes the other two, the singular number includes plural, the plural number includes the singular, and the term "person" includes both a Corporation and a natural person.

## SECTION TEN AMENDMENTS

Subject to any provisions of the Articles of Incorporation or law applicable to the Amendment of Bylaws of Non-Profit Corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

**10.01 Amendment by Members:** New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of two-third of the Corporation's voting power or by the written assent of the persons holding such power.

**10.02 Amendment by Directors/EC Members:** Subject to the right of Members for final approval under Section 10.01 of these Bylaws, Bylaws may be adopted, amended, or repealed by the vote of a two-third majority of the BOD/EC member present at any regular or special meeting of the BOD/EC at which a quorum is present; provided that a by-law fixing or changing the number of BOD/EC Members may not be adopted, amended, or repealed by the Board of Directors/EC Members.

**10.03 Process:** Any proposed amendments to these Bylaws shall be submitted in writing to the EC. If the proposal is considered significant by the majority of the EC

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Members, it will be processed as follows:

(a) The EC shall request the proposed amendment(s) sponsor to submit the proposal with names and signatures of 20% of the Life Members of the Corporation, co-petitioning the proposal.

(b) The EC shall appoint a special Committee after verifying the signatures of Life Members, petitioning the amendment. No member of Special Committee shall be a member of the sponsoring group) to evaluate the proposal.

(c) The Special Committee shall have the right to appoint an independent Counsel to advice the Committee, Subject to a maximum legal fee limit of \$ 1,000, which can be increased by the EC.

(d) The Special Committee will not take part in drafting any proposed amendment(s), but will submit an independent evaluation report to the EC which shall contain a recommendation to the EC of acceptance or rejection of the proposed amendment(s).

(e) The EC shall allow appropriate hearing of the proposed amendment(s) by the sponsor, and a representative of the Special Committee.

(f) Following the hearing, if the EC accepts the proposed amendment(s) after any modifications, it should be approved by a two-third of EC Members attending the meeting. The EC shall now submit the proposed amendment(s) for ratification by the Corporation's Members (see Section 10.01).

(g) The proposed amendment(s) shall require a two-third vote of the Corporation's Members, subject to quorum

(h) The EC shall notify all Members of the Corporation of the acceptance or rejection of the proposed amendment(s).

## SECTION ELEVEN CORPORATE PROFITS AND ASSETS

**11.01 Prohibition:** No Life Member, Director, EC member, Officer, employee or other person connected with this Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by Resolutions of the EC; and no such person or persons shall be entitled to share in the distribution of, or shall receive, any of the corporate assets on dissolution of the Corporation

**11.02 Consent:** All Members of the Corporation shall be deemed to have expressly

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consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the EC shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.