

SHREE MANDIR

560 Lions Club Drive Mableton, GA, 30126

BYLAWS

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SECTION ONE
Shree Mandir

1.1 Objectives: Shree Mandir (SM) shall be operated exclusively for religious, charitable, and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code. The Objectives are:

- (a) To build and operate a Hindu temple at 560 Lions Club Drive Mableton GA 30126;
- (b) To encourage and promote devotional and socio-cultural activities among participants;
- (c) To provide a platform for our younger generation to interact and develop a vibrant society, based on Hindu spiritual and cultural values;
- (d) To stimulate senior citizens to get involved and contribute to society as educators, administrators, consultants etc. in areas where they have acquired considerable expertise.
- (e) To promote the teaching of Hindu scriptures;
- (f) To promote inter-religious, social and cultural understanding;
- (g) To acquire and publish religious literature for distribution;
- (h) To support humanitarian causes;
- (i) Any other objective(s) that the Board of Directors may determine, consistent with section 501(c)(3) of the Internal Revenue Code.

1.2 Powers: In order to achieve its objectives, Shree Mandir shall have full power and authority:

- (a) To acquire, hold and dispose of any assets by purchase, gift, lease, or exchange, on such terms and conditions and in such manner and by such instrument as it may deem proper;
- (b) To procure insurance against any loss in connection with the property and other assets of Shree Mandir;
- (c) To enter into any contract and to execute all instruments necessary in connection thereof;
- (d) To receive, accept and utilize gifts, grants, donations, or contributions of money, property, facilities, or services, with or without consideration, from any person, firm, corporation, foundation, or other entity or from any government agency or instrumentality;
- (e) To select, appoint, and employ professional, administrative, clerical, or other personnel and to contract for professional services and allow suitable compensation for such personnel and services;
- (f) To make distributions to organizations under section 501(c)(3) of the Internal Revenue Code;

- (g) To make distributions for other charitable purposes;
- (h) To do all things necessary or convenient in furtherance of its objectives.

SECTION TWO

Membership

2.1 Membership: Any person of good moral character subscribing to the objectives of Shree Mandir and willing to promote Hinduism and paying the necessary dues and donations as set forth herein shall be eligible for membership. *However, membership is not a requirement for praying in the temple. There shall be no membership dues or fees to worship.*

2.2 Categories of Members:

- (a) **Trustee** whose accumulated amount of donation is \$10,000 or more
- (b) **Life member** whose accumulated amount of donation is \$5,000 – 9,999
- (c) **Annual member** whose donation in a particular year is \$360 or more

2.3 Accumulated donation: Accumulated donations will be calculated at the end of each year by adding all checks and cash receipts.

2.4 Family membership: Membership of Shree Mandir shall be considered to be a family membership. Family will be considered to be husband, wife, children under 21 years, and grandparents if living at the same premises.

2.5 Voting rights and privileges: Each member will have two votes, one for husband and one for wife. In the event of a divorce each spouse shall have one vote. All other privileges will be extended to the entire family.

SECTION THREE

Board of Directors

3.1 Authority and Responsibility of the Board of Directors: The governing body of Shree Mandir shall be the Board of Directors (BOD). The BOD shall be responsible for the supervision, control and direction of the management of affairs and assets of Shree Mandir; and shall actively execute its purposes and objectives. The BOD may adopt, by majority vote, such rules and regulations for the conduct of the business of Shree Mandir as shall be deemed necessary, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee (SECTION FOUR), or Standing Committees (SECTION FIVE).

3.2 Board of Directors: The BOD shall consist of no fewer than (5) members. The BOD is authorized to fix the precise number of Directors by resolution adopted from time to time by a majority of all the Directors then in office, but any reduction in the number of Directors shall take effect only at the expiration of the term of office or early resignation of the members whose offices are to be eliminated.

3.3 Board of Directors Membership: Board of Directors shall consist of two categories

- (a) **Trustees:** All the trustees shall be entitled to become the members of the BOD. A trustee who wants to be a member of the Board shall express his/her desire to the Chairman of the Board in writing at the time of his/her qualification or at the beginning of each year.
- (b) **Elected Members of the Board of Directors and manner of Election.** Remaining directors shall be elected from each category i.e. Life member and Annual member, in equal numbers. They will be elected by all the members of Shree Mandir. The elected directors from the Annual category will have to maintain their membership for three years after being elected. The directors shall serve for a period of three years on a rotation basis, so that one third of the directors retire each year.

Upon the election of the first Board of Directors, the elections officer shall divide the directors into three classes by drawing lots, with one class serving a one-year initial term, second class serving a two-year initial term, and third class serving a three-year initial term.

3.4 Chairperson: At its first meeting, the Board of Directors shall elect a Chairperson amongst them for a term of one year. The chairperson shall preside over all meetings of the Board and shall see that all orders and resolutions of the Board are carried into effect. The chairperson shall perform such other duties and have such authority and powers as the BOD may from time to time prescribe.

3.5 Removal: If a member of the Board of Directors fails to attend three consecutive board meetings without prior notification in writing of the valid reasons, to the chairperson of the Board may declare that position vacant. The member shall be removed only upon the approval of two third of the Directors in attendance.

3.6 Vacancies: Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the BOD by a majority of the directors then in office. Each director so elected shall hold office until his or her successor has been elected and has qualified, or until his or her earlier death, resignation, retirement, removal or disqualification.

SECTION FOUR

Executive Committee

4.1 Executive Committee: This committee in addition to having overall responsibility for the day to day running of the temple shall have the following specific functions:

- (a) Shall prepare an annual budget for the discussion and approval of the Board of Directors;
- (b) Shall keep financial records ,membership records and records of donations of members as specified in section 2.3 of these Bylaws;
- (c) Shall collect dues, send notices, and prepare monthly reports regarding the operation of the temple, for the Board of Directors;
- (d) Shall coordinate the activities and general policies of the Temple;
- (e) Shall provide liaison between the Board of Directors and the membership;
- (f) Shall recommend actions to the Board of Directors on matters of management and administrative nature;
- (g) Shall maintain permanent record of its proceedings;

- (h) Shall keep the Board of Directors informed of the decisions taken by the Executive Committee;
- (i) Shall create ad hoc committees and delegate to them such functions as the Executive Committee may deem proper;
- (j) Shall follow the policies defined by the Board of Directors.

4.2 Number and Qualifications: The executive officers of Shree Mandir shall include a President, a President Elect, a Vice President, a Secretary, and a Treasurer.

4.3 Appointment and Term of Office: The executive officers shall be proposed by the Board of Directors, but will be elected by the members of Shree Mandir. They shall serve for terms of one year and until their successors have been appointed, or until their earlier death, resignation, removal, retirement, or disqualification.

4.4 Removal: Any officer may be removed by majority vote of the membership.

4.5 Vacancies: A vacancy in any office arising at any time and from any cause may be filled for the unexpired term by the Board of Directors.

4.6 President: The President shall:

- (a) Chair Executive Committee meetings;
- (b) Coordinate day to day management of the temple;
- (c) Implement policies and programs determined by the Board of Directors Governors;
- (d) Report to the Board of Directors from time to time on the temple's accomplishments, problems and opportunities;
- (e) Appoint chairs of ad hoc committees;
- (f) Seek approval of any expenditure of \$5000 or more from the chairperson of the Board of Directors and ensure that all checks over \$500 are signed by him/her and the Treasurer.

4.7 President Elect: The President Elect shall:

- (a) Prepare himself/herself for taking over the position of the president in the following year;
- (b) In the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President;
- (c) Implement in consultation with the President, policies for priests services within the temple and outside;
- (d) Perform such other duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

4.8 Vice President: Shall perform such other duties and have such other authority and powers as the President may from time to time delegate.

4.9 Secretary shall:

- (a) Call Board of Directors meetings in consultation with the chairperson of the Board;
- (b) Call Executive Committee meetings in consultation with the President;
- (c) Call Membership meetings as provided in these Operating Procedures;
- (d) Prepare and maintain minutes of all the meetings;
- (e) Perform such other duties as the president may from time to time delegate.

4.10 Treasurer shall:

- (a) Carry out the financial policies of Shree Mandir;
- (b) Maintain updated financial accounts and supervise billing and collection of dues;
- (c) Provide itemized financial report in writing for the meetings of the Executive Committee and for the Board of Governors;
- (d) Keep records of all accumulated donations of members and provide members with annual receipts for their donations;
- (e) Ensure that all checks over \$500 are signed by him/her and the President.

**SECTION FIVE
Standing Committees**

5.1 Standing Committees: All functions of the Temple with the exception of those specifically reserved for the Executive Committee shall be administered by the Standing Committees. Each such committee shall have such powers and perform such specific duties or functions as may be prescribed for it by the Board of Directors.

5.2 Functions : Standing committees shall be formed to take care of the following matters:

- Temple Construction and maintenance
- Marketing and Fund Raising
- Religious functions
- Senior citizen activities

5.3 Chair: Chairpersons of the Standing Committees shall be appointed by Board of Directors.

5.4 Other members: Each Standing Committee chairperson shall select additional members to serve on his/her own committee.

5.5 Quorum: Unless otherwise provided in the resolution of the Board of Governors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee

5.6 Rules: Each committee may adopt rules for its own governance, so long as such rules are consistent with these Bylaws or with rules adopted by the Board of Directors.

SECTION SIX

Meetings of the Board of Directors

6.1 Meetings: The Board of Directors shall meet at least every 2 months and at such other times as may be called by the Chairperson of the Board. The meetings may be held at the principal office of Shree Mandir or at such other place as the Board of Directors may determine. A schedule of all meetings to be held shall be prepared in the beginning of each year.

6.2 Notice: Notice of each meeting, stating the time, date, place and agenda of the meeting shall be made in writing by the secretary. This notice shall be conveyed to the members by mail and/or by e-mail. A minimum notice of 10 days will be required for all meetings. Emergency meetings may be held at shorter notice.

6.3 Quorum: At meetings of the Board of Directors, 50 % of the Directors then in office shall be necessary to constitute a quorum for the transaction of business.

6.4 Vote Required for Action: Except as otherwise provided in this document or in case of Fundamental Matters, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

6.5 Fundamental Matters. All decisions as to fundamental matters of the Board, as listed below, shall require a two-thirds majority vote of Directors then in office.

- (1) Amending or repealing any provision of the Bylaws;
- (2) Dissolving or liquidating Shree Mandir;
- (3) Increasing or decreasing the number of Directors comprising the Board of Directors of Shree Mandir;
- (4) Changing the fundamental nature of the Shree Mandir's objectives;
- (5) Entering into any loan agreement, financing arrangement, line of credit or similar agreement the effect of which would be to borrow any money for whatever purpose in an amount in excess of \$ 100,000;
- (6) Hiring an employee;
- (7) Engaging a Director or an officer of SM for compensation in an amount in excess of \$100,000;
- (8) Merging or consolidating Shree Mandir with any other corporation or business entity;
- (9) Any dispute between Shree Mandir and a Director or an officer of Shree Mandir.

6.6 Action by Directors Without a Meeting: Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by not less than a majority of the Board members then in office. Such consent shall have the same force and effect as a majority vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

6.7 Proxies: A Director may vote in person or by proxy executed in writing. A proxy shall be duly signed and dated, and must be given to the secretary before the start of the meeting. It shall be valid for a specific meeting only.

SECTION SEVEN

Miscellaneous

7.1 Contracts. Any contract in an amount in excess of \$10,000 shall require three bids and shall be approved by the Board of Directors. The Board may authorize any officer or officers, agent or agents of Shree Mandir, to enter into any contract or execute and deliver any instrument in the name and on behalf of Shree Mandir. Such authority must be in writing.

7.2 Corporate Funds. The bank account of Shree Mandir will be maintained at such bank as the Board of Directors may determine. No check or draft may be drawn for any obligation in excess of **\$5,000** unless such check or draft is approved by two officers, executed by the Chairman of the Board of Directors, and is part of Shree Mandir's authorized budget for the year.

7.3 Auditor. As soon as practical after the end of each fiscal year, the Board of Directors shall request an independent accountant to transmit to it a report on Shree Mandir's financial statements, after examination of such statements by them. Copies of all reports of the accountants and auditors of SM shall be available to each member as soon as practical after its publication.

SECTION EIGHT

Indemnification and Insurance

8.1 Actions Against Directors and Officers. Shree Mandir shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code any individual made a party to a proceeding because such individual is or was a Director or officer of Shree Mandir against liability incurred in the proceeding, if such individual conducted himself or herself in good faith, and (1) in the case of conduct in his or her official capacity, reasonably believed his or her conduct was in the best interests of Shree Mandir, (2) in all other cases, reasonably believed that his or her conduct was at least not opposed to the best interests of Shree Mandir, (3) did not act specifically outside the scope of such officer's or Governor's authority, and (4) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

8.2 Insurance. To the extent permitted by Georgia law, Shree Mandir may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of Shree Mandir.

SECTION NINE

Amendments

9.1 Power to Amend the Bylaws : The Board of Director shall have the power to alter and amend any part of this document. Action by the Directors with respect to this document shall be taken by an affirmative vote of a two-third majority of all of the Directors then in office.

SECTION TEN Director or Officer Conflicts of Interest

10.1 Conflict of Interest Transaction: No Directors or officer of Shree Mandir, or any family member of such Directors or officer, or any corporation, partnership, association, trust or other entity in which such Directors or officer, or family member of such Directors or officer, has a financial interest, shall be permitted to enter into any contract or transaction with Shree Mandir unless:

- (a) Such Director or officer discloses to the Board, in writing, the material facts as to his or her or his or her family member's relationship with or interest in the entity proposing to enter into the contract or transaction with Shree Mandir, and the Board authorizes the contract or transaction by the affirmative vote of a two third majority of the disinterested Directors present in the meeting; and
- (b) The contract or transaction is fair to Shree Mandir.

10.2 Remedies for Violation of Conflict of Interest Requirements. If a Director or officer of Shree Mandir, or any family member of such Director or officer, or any corporation, partnership, association, trust or other entity in which such Director, officer or family member of such Director or officer has a financial interest, enters into any contract or transaction with Shree Mandir without complying with the requirements described above, the Board of Directors may, at its sole discretion:

10.2.1 Void the contract or transaction in its entirety and recover from such Director or officer any damages and expenses suffered or incurred by Shree Mandir as a result of the contract or transaction; or

10.2.2 Modify the price and terms of the contract or transaction so that Shree Mandir receives a price and terms comparable to what Shree Mandir would receive in an arm's-length negotiation.