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## Section 1.0 Name

The name of this corporation is SAIVA SIDDHANTHA ASHRAM, dba CONCORD SHIVA MURUGAN TEMPLE (the "Temple" or "CSMT"). This name must remain in effect to preserve the uniqueness of this Temple with main deities as Shiva and Murugan.

## Section 2.0 Temple Operations

### 2.1 Board of Directors

Board of Directors ("BOD"), and "the Board" all mean the same in this document. BOD is the highest policy making body legally authorized to represent the Temple. The Board members are elected by the Active Steering Committee as defined in [§7.3](#) (A) of these bylaws. See [§5.2](#) of these bylaws for the duties and empowerment of the Board.

### 2.2 Steering Committee Members

Whenever the term SC Members, Steering Committee Members, or Voting Members are used in these bylaws it means Steering Committee Members who are qualified as such as provided in [§7.2](#) of these bylaws who are Active Members as defined in [§7.3](#) (A) of these bylaws. Only Steering Committee Members who are Active Members have voting rights under these bylaws.

### 2.3 Operations (Advisory) Committees

Operations Committees (also referred to as Advisory Committees in these bylaws) are the various committees created by the Board (see [§8.0](#) of these bylaws) to help and advise them with the operations of the Temple. Members of these committees are appointed by the Board of Directors.

## Section 3. Offices of the Corporation

The principal administrative offices for the transaction of the business affairs, and activities of the corporation (the "principal offices") are located at 1803-1819 Second Street in Concord, California. The Board of Directors may change the principal office location at their discretion by a board resolution. Any such change of location must be noted by the secretary on these bylaws opposite this Section. When a change in location is made the Board must communicate this change to the Steering Committee.

## Section 4. Purposes & Limitations

### 4.1 Purposes

- A. The purpose of this corporation is to provide a place of worship without caste, racial, religious and regional prejudices; and to perform Hindu religious ceremonies, festivals and other cultural activities. This corporation is organized and operated exclusively for religious purposes within the meaning of Internal Revenue Code §501(c)(3).
- B. To preserve and propagate cultural aspects of the Hindu religion such as music, dance, fine arts, drama and other cultural qualities as per the Temple policy.
- C. To conduct educational programs, and other programs as approved by the Board to benefit the Hindu community, and as appropriate to benefit the community at large.

### 4.2 Limitations

- A. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- B. The bylaw provides written instructions for the operation of the Board of Directors, Steering Committee, Advisory Committee, and Employees. No member of any of these groups shall engage in activities or exercise power or authority other than those specifically stated in these bylaws, or in the corporate code and policies.
- C. The property of this corporation is irrevocably dedicated to purposes stated in [§4.1](#) and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding down of the corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for purposes similar to [§4.1](#) in the US and which has established its tax exempt status under Internal Revenue Code §501(c)(3).

- D. Unless required to protect them from damage, the PalaniMurugan(with ShivaLingam) and Ganesha deities shall not be removed from their place in the Temple's altar, as long as the main Temple building remains a place of worship for the Temple's congregation. This limitation is not subject to amendment during the life of this corporation.
- E. The principal priest or pujari retained to lead the worship in the Temple shall adhere to the Adhi Saiva tradition. The priest shall be well trained in the Saiva tradition, preferably in Saiva Agamam(Sivagamam). This limitation is not subject to amendment during the life of this corporation. In addition, to the extent possible, the principal pujari shall be able to converse in the Tamil, Hindi, and English languages, in order to facilitate the provision of services to the Temple's target congregation. In the absence of a priest or pujari able to converse in both Tamil, and Hindi the Temple shall retain one Tamil speaking pujari and one Hindi-speaking pujari, to the extent possible. This limitation is not subject to amendment during the life of this corporation.
- F. The literature setting forth in the Saiva Siddhanta Philosophy and Saiva Agama, including but not limited to the Saiva Thirumuraigal Literature, are incorporated by reference into these by-laws. To the extent possible, the practices and methods of worship in the Temple shall be inline with keeping those practices set forth in the Saiva Thirumuraigal and Saiva Agama literature. The Secretary of the Board shall keep a set of available Saiva Agama Literature, and the Saiva Thirumuraigal with these by-laws.
- G. Due to the fire hazard and upon the firm recommendation of the Temple's insurance carrier, personal lamps are not permitted within the public area of the Temple campus.
- H. The Board shall not engage in activities that would violate the corporation from maintaining its 501(c)(3) status of the Internal Revenue Code of 1954.

## Section 5.0 Directors

### 5.1 Election of the Board of Directors/Duration of Terms

- A. **Eligibility:** In order to be a nominee for an elected Board seat, the nominee must meet the following qualifications:

1. Must be an active Steering Committee member (See [§7.3\(A\)](#) of these bylaws), for at least 3 consecutive years immediately prior to the nomination date;
2. Must have no conflicts of interest as determined by the Board. A conflict of interest which makes a nominee ineligible to serve on the Board includes but is not limited to having a spouse/parent, spouse's parent, children, stepchildren or sibling of any kind currently serving as a Board member or, serving in an official capacity in another religious organization. A conflict of interest also includes financially or otherwise benefitting from the activities at the Temple. No two people from the same family (as referred to in this paragraph above) can be nominated in the same election or serving on the board concurrently;
3. Must fill out a Candidate Qualifications Form and provide it to the Election Committee See ([§8\(E\)\(2\)](#) of these bylaws) with a signature certifying the truth of statements made in Candidate Qualifications Form;
4. As part of Candidate Qualifications Form, the nominee must sign an NDA (Non-Disclosure Agreement) provided by the Election Committee which includes agreeing not to disclose the Board meeting conversations or Temple documents (electronic or hard copy) to those who are not Board members unless the Board has designated such conversations or documents as not confidential;
5. Not an employee of the Temple;
6. A Board member who has resigned during his or her term in office is not eligible to run for a Board position again until after the term period for which he or she was elected and resigned from has expired. The resigned period must still be counted to the term limit eligibility restrictions (as if, the member has still served in the Board) defined in [§5.1\(B\)](#)
7. Live within one hundred and twenty miles of the Temple (place of worship address), to enable reasonable participation in Temple activities;

**B. Authorized Number of Directors, Terms of Office, and**

**Election Cycle:** The authorized number of Directors is nine. Directors serve a three-year term. It is intended that the

Board of Director election cycle is such that three director seats are up for election each year for a three-year term. Each Director can continue in office for no more than two consecutive terms. A Steering Committee member is eligible again to serve on the Board only after an absence of one term (three consecutive years).

- C. **Diversity participation:** It is recommended that the Board members are a diversified group in many respects, including gender, age and ethnicity. To groom the younger generation to take an active interest in Temple activities, in the interest of preserving Hindu traditions, it is highly recommended to motivate, nurture and sustain at least one young (age under 30) Board member. One possible way to keep the younger generation involved is by a 'Youth Committee', along with other advisory committees.
- D. **Nomination, and Election Process:** For those seats on the Board of Directors that are up for election, it is the Steering Committee that both nominates and elects directors of the corporation.

1. **Nomination process:**

- a. The Election committee will send by means of U.S. Mail, electronic mail (email with a downloadable document) or other electronic means furnish each Steering Committee member a nomination form that the Board of Directors approved;
- b. The form must indicate the date by which nominations must be postmarked or received by date.
- c. A Steering Committee member can only nominate or second for one Board seat regardless of the number of Board seats open;
  - a. Nominations submitted later than the designated deadline are invalid and will not be considered. Nomination forms must be submitted to the Election Committee as per the policy set forth by the Election Committee;
  - b. Any active Steering Committee member may nominate any eligible Steering Committee member other than himself or herself.

2. **Election Process:**

- a. Based on the nominations submitted as provided in [§5.1\(D\)\(1\)](#) of these bylaws, the Board, and the Election Committee (see [§8\(E\)\(2\)](#) of these bylaws) must determine the eligibility of any nominee as provided by [§5.1\(A\)](#) ;
- b. As there shall be three Board seats up for election each year, if the EC receives only three eligible nominees, then those three nominees are deemed elected to the three Board seats that are up for election and no further election is necessary. If there are more eligible nominees than Board seats, then subparagraphs (c) through (m) of [§5.1\(D\)\(2\)](#) of these bylaws will apply and an Election Committee must be appointed as provided in [§8\(E\)\(2\)](#) of these bylaws;
- c. For any election, at the Board's discretion, the Board may determine that a third-party election company shall conduct the election. If the Board determines that a third-party election company shall conduct the election, such third-party election company shall do so in a manner consistent with these bylaws and in conjunction with the Election Committee as provided in [§8\(E\)\(2\)](#) of these bylaws;
- d. For any election, the Board may determine if the election process shall be conducted entirely by way of electronic mail or other internet-based process, by U.S. Mail, or by a hybrid combination;
- e. The Election Committee must design a ballot to be used in the election.
- f. A ballot received by a Steering Committee member may only be used by that Steering Committee member and must not be duplicated in any fashion;
- g. A Board of Directors election ballot must be transmitted to each Steering Committee member in a manner as the Board decides such as via U.S. Mail, electronic mail or by an internet-based process;

- h. Steering Committee members must be given at least three weeks-time period to cast their votes from the date the ballot was transmitted electronically or if transmitted via U.S Mail three weeks from the postmarked date;
- i. The ballot must indicate the date in which a ballot must be cast and returned. A ballot returned later than the designated deadline is invalid and will not be considered;
- j. The Election process is conducted by way of secret ballot;
- k. The Election Committee or the third-party election company, must tally the number of ballots received within the deadline designated. The nominee with the greatest number of votes will be declared the winner and assume the Board seat. If there is a tie in the number of votes between nominees, then a runoff election with those tied nominees only must be conducted as per the election policy set forth by the election committee for that particular election.
- l. Being a non-profit religious organization, it is best to avoid active campaigning, cold calls, mass email campaigns, slate/grouping of candidates etc. Candidates can give the Bio-data to the Election Committee, which will distribute the Bio-data of all candidates concurrently in a consistent manner, for the voters to review and select.
- m. If there are fewer nominees than the available positions, the Board of Directors shall appoint a person eligible as per [§5.1\(A\)](#) to the open position. The Board of Directors then in office are eligible to appoint the new directors.
- n. Regular elections must be completed by the first weekend of December. The runoff, and the final results must be announced no later than Dec 31st of that Calendar Year. The new Board members term begin on Jan 1<sup>st</sup> of the subsequent year.

## 5.2 Powers and Responsibilities of Directors

- A. **General Corporate Powers.** Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation or bylaws relating to action requiring approval by the Voting Members, the temporal activities, business, and affairs of the corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board.
- B. **Specific Powers.** Without prejudice to the general powers set forth in Section [§5.2 \(A\)](#) above, but subject to the same limitations, the Board shall have the following powers in addition to other powers enumerated in these bylaws:
1. To select and remove all officers, agents, and employees of this corporation as applicable; to prescribe powers and duties for them as may be consistent with the law, the articles of incorporation, and these bylaws: to fix their compensation; and to require from them an assurance for faithful service;
  2. To conduct, manage, and control the temporal affairs and activities of the corporation and make such rules and regulations for this purpose, consistent with the law, the articles of incorporation, and these bylaws, as they may deem best;
  3. To form by resolution, as described in [§8.0 \(A\)](#), any committees for the purposes of carrying out its policies and decisions;
  4. To dissolve by resolution, as described [§8.0 \(B\)](#), any committee it has formed;
  5. To adopt and use a corporate seal, and alter the form of the seal;
  6. To borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges,

- hypothecations, and other evidences of debt and securities;
7. To approve expenditures in accordance with the stated Financial Policy of the corporation. Financial policy is stated and recorded in a separate document.
  8. To approve the proposed annual budgets provided by the Treasurer;
  9. To remove a Director, for causes such as, but not limited to, Fraud, legal conviction, and any violation of these bylaws. The Board initiates the process, approves the resolution by 66% majority vote (or 100% of the quorum whichever is higher) of the total number of directors then in office and gets it approved by the Steering Committee (See [§7.7 \(D\)](#) of these bylaws);
  10. To remove a Steering Committee member for causes including but not limited to, conviction by legal agencies, and bringing disrepute to the Temple. Such Steering Committee member removal requires a majority approval of the Board. If the Board recommends the removal, then the removal must go before the Steering Committee as provided in [§7.7 \(D\)](#) of these bylaws;
  11. To periodically review the Bylaws and to amend as necessary. To do so a resolution to amend must receive a 66% majority of the total number of Board members then in office (or 100% of the quorum as provided in §5.5(E) of these bylaws, whichever is higher). If the Board approves then the proposed bylaw amendment goes before the Steering Committee. A bylaw amendment requires a majority vote of approval of the Steering Committee that has achieved a quorum as provided in [§7.6 \(C\)](#) of these bylaws. If a quorum is not present or enough response is not received from the Steering Committee members within three weeks to constitute a quorum from the postmarked date or the date of delivery (if it's electronic), the Board reserves the right to amend the bylaws, and approve it by a

66% majority vote of the total number of Board members then in office.

12. To retain legal counsel and seek attorneys advise when appropriate;

C. The Board of Directors is prohibited from dissolving the Steering Committee.

### 5.3 Compensation and Reimbursement

Directors shall receive no compensation for their services as Directors, nor shall Directors be reimbursed for expenses incurred in attending meetings.

### 5.4 Vacancies on the Board

- A. Events Causing Vacancy** A vacancy or vacancies on the Board shall exist on the occurrence of the following:
1. the death or resignation of any Director;
  2. the declaration by a Board resolution of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony;
  3. removal of a Director for fraudulent acts in an action in Superior Court under California Corporations Code §9223;
  4. removal of a Director by the Board and approved by the Steering Committee (See [§7.7\(c & d\)](#) of these bylaws)
  5. the failure of the Voting Members to nominate the number of Directors to be elected in that voting session.
- B. Resignations:** Except as provided below, any Director may resign by giving written notice to the President of the Board. The President of the Board may resign by giving written notice to the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. No Director may resign, if the corporation would then be left without a quorum (See [§5.5](#) (E) of these bylaws) or the number of directors falls below the quorum (See [§5.5](#) (E) of these bylaws). If such a case does arise, the remaining Director or

Directors must call for an emergency Steering Committee meeting to choose an interim Board of Directors at least to form a quorum as provided in [§5.5](#) (E) of these bylaws or above from the Steering Committee membership. The interim Directors shall be elected by majority of the Steering Committee members on the day of the meeting or appointed and vested with all the powers of a normal Director, until the term of the director that is being replaced.

- C. **Filling Vacancies:** Vacancies on the Board may be filled by appointment subject to [§5.1\(A\)](#) of these bylaws as to eligibility requirements, by a majority vote of the Directors then in office (or 100% of the quorum as provided in §5.5(E) of these bylaws whichever is higher), for the remainder of the term of the vacated position. If the vacancy arises in the presidency, then the Vice-President will automatically become the President of the corporation.
- D. **Vacancies Filled by Members:** The Voting Members may elect a Director or Directors through the regular election process to fill any vacancy or vacancies not filled by the BOD for the term left for that seat.

### 5.5 Board of Director Meeting Guidelines

- A. **Place of Meetings.** Regular or special meetings of the Board may be held at any place that the Board may designate or, if not so designated, meetings shall be held at the corporation's principal offices, described above. Notwithstanding the above provisions of this Section, a regular or special meeting of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting.
- B. **Meetings by phone.** Any meeting, regular or special, may be held by conference telephone or similar electronic communication methods, as long as all Directors wanting to participate in the meeting have the capability to do so. All such Directors shall be deemed to be present at such a meeting. At least once a year, a meeting must be

held where most (simple majority) of the Directors are present at the venue.

- C. **Regular Meetings.** Regularly scheduled meetings of the Board may be held without call or notice at such time and place, as the Board had fixed. The board is required to have at least 6 meetings in a Calendar Year. A Director can neither miss 4 consecutive meetings, nor be absent for 60% or more of the meetings in a year. If so, it shall constitute cause for removal.

D. **Special Meetings:**

1. **Authority to Call.** Special meetings of the Board for any purpose may be called at any time by the President, the Secretary, or any two Directors.
2. **Manner of Giving Notice.** Notice of the time and place of special meetings must be given to each Director/member by one of the following methods:
  - a. by personal delivery of written notice;
  - b. by first-class mail or any other courier, postage paid, telephone, either directly to the Director/member or to a person at the Director's/member's office/home who would reasonably be expected to communicate that notice promptly to the Director/member or through electronic means. All such notices shall be given or sent to the Director's/member's address, email address or telephone number as shown on the records of the corporation.
3. **Time Requirements.** Notices of special meetings of the Board sent by first-class mail/courier shall be deposited in the U.S. mail at least seven (7) days before the time set for the meeting. Notices given by personal delivery, telephone or other electronic form shall be delivered at least 48 hours before the time set for the meeting.
4. **Contents.** The notice of a special meeting of the Board shall state the time of the meeting, and the place, if the place is other than the principal offices of the corporation. It shall specify the purpose of the special meeting.

- E. **Quorum.** As nine is the authorized number of Directors (as provided in [§5.1\(B\)](#) of these bylaws), five Directors constituting a majority of the authorized number of Directors shall constitute a quorum for the transaction of business. If a meeting has only the five-member minimum to constitute a quorum, then all five members need to approve a motion for it to take effect. The Board needs at least 5 votes to pass any motion as per this bylaw, unless stated otherwise.
- F. **Recording of Meetings.** The Secretary or any other Board Member taking down notes to create the 'Minutes of the Meeting' is allowed to record (Video/Audio) the meeting, and later delete the recording after the minutes are written down, as these recordings are not for the purpose of corporate records. It is a good policy to announce prior to the beginning of the meeting that the meeting is being recorded for the purpose of 'Minutes'. Also, it is a good policy that meetings of confidential nature are not recorded.
- G. **Waiver of Notice.** Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approval shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not have been given to any Director who attends the meeting.
- H. **Adjournment.** A majority of the Directors present, whether or not a quorum is present, may postpone any meeting to another time and place.
- I. **Action Without a Meeting** Any action that the Board is required or permitted to take may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing, or by electronic form (email, WhatsApp etc.) to the secretary. Such action by written consent shall have the same force and effect as motion being passed in regular or special meetings. Such consents shall be filed with the minutes of the proceedings of the Board.

## Section 6.0 Officers

### 6.1 Officers of the Corporation

- A. The officers of the corporation shall be the President, the Vice President, the Secretary, and the Treasurer. The corporation may also have, at the Board's discretion, as many other officers as may be appointed in accordance with [§6.3](#) of these bylaws.
- B. Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as the President.

### 6.2 Election of Officers

Officers serve for a 1-year term and may be re-elected. Immediately after the election of new Board members as provided in [§5.1\(D.2\)](#) of these bylaws, the President, Vice President, Secretary, and Treasurer must be nominated and elected by the Board from among the Board members. A majority vote is necessary to elect an officer.

### 6.3 Other Officers

The Board may appoint and may authorize the president or other BOD to appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period stated in [§6.2](#) of these bylaws, have the authority, and perform the duties determined by the Board. These other officers need not be Directors.

### 6.4 Removal of Officers

**Removal by the Board:** Without prejudice to any rights of an officer under any contract of employment or as a volunteer, any officer may be removed, with or without cause, by the Board or by an officer on whom the Board may confer that power of removal.

## 6.5 Resignation of Officers

Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice. The resignation need not be formally accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

## Section 6.6 Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office.

## 6.7 Roles, and Responsibilities of Officers

The terms of each Director being staggered, it is best to leave the role of each director such as President, Secretary etc. to be assigned or elected if necessary, by and within the Board itself. It is also recommended to rotate the role and responsibility of each director periodically during their term.

- A. **President:** The President shall subject to the control of the Board, be the general manager of the corporation and shall supervise, direct, and control the business and the officers of the corporation. The President or his/her designee shall preside at all meetings of the Executive Advisory Committee, the Steering Committee, and at all Board meetings. The President shall implement the decisions of the Steering Committee and/or the Board of Directors through the Executive Committee and the Committees of the Board. The President or his designee is deemed the official representative of the Temple in all matters where such official representation is necessary. The President shall

have such other powers and duties as the Board, or the bylaws may prescribe including:

1. direct the Secretary in the giving of notices for meetings of the Board as required by these bylaws and Resolutions of the Board;
2. direct the Secretary to initiate the election process for the Board of Directors as provided in these bylaws;
3. notify all newly elected or appointed officers of their duties and responsibilities;
4. an annual newsletter that reports on the state of affairs of the Temple;

**B. Vice President:** The Vice-President shall perform the duties assigned to him/her by the board of directors and the President. In the absence of the President, the Vice President shall assume the duties and responsibilities of the President.

**C. Secretary:**

1. **Book of Minutes:** The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board, of committees of the Board, and of the Steering Committee. The minutes of the meetings shall include the time and place of holding, whether the meeting was general or special and, if special, how authorized, the notice given, the names of those present or represented at meetings. The Secretary will ensure that a copy of the articles of incorporation and bylaws, as amended to date, are kept at the principal offices in California. Electronic copies are acceptable;
2. **Membership Records:** The Secretary will ensure that a record of the Voting Members of the Steering Committee, including their names, addresses and class of membership, if any, are kept at the corporation's principal

offices or at a place determined by a Board Resolution;

3. **Notices and Seal:** The Secretary shall give, or cause to be given, notice of all meetings of the Steering Committee, of the Board, and of committees of the Board required by the bylaws to be given to the appropriate attendees. The Secretary shall keep the corporate seal in safe custody.
4. **Secretary's Designee:** The Secretary may delegate any administrative, i.e., non-discretionary, duties to a designee;

**D. Treasurer:**

1. **Books of Account:** The Treasurer shall be responsible for adequate and accurate books, in accordance with the generally accepted accounting principles of a non-profit and produce Financial Statements accordingly.
  - a. The books of account shall be open to inspection by any Director at all reasonable times.
  - b. The Treasurer may enlist the help from other people to assist him/her in any of the accounting functions mentioned above.
  - c. The preferred method of maintaining the books is by using an accounting software such as QuickBooks which could be audited.
  - d. All accounting transactions will be further subject to the Policies of the Organization.
  - e. The Treasurer shall be responsible for developing the Financial policies of the Temple.
2. **Deposit and Disbursement of Money and Valuables:**
  - a. **Deposit:** The Treasurer or his/her appointee will be responsible for the collection of all donations from various sources such as but not limited to Hundis (Temple's collection boxes), sponsorship of the Temple prayers, Fundraising Galas,

fundraising events on behalf of the Temple, online donations and any other donations.

- i. The funds collected will be counted and safeguarded according to the Financial Policies of the Temple.
- ii. All funds collected will be deposited at the financial institution where the Temple is doing business, under the Temple's name.
- iii. Any personal properties, such as jewelries donated will be safe guarded per the Policies governing such properties.
- iv. The Treasurer may form a committee of more than one person to take charge of the funds counting and depositing. The Financial Policy covering this area will define the requirements for funds counting.

**b. Disbursement:**

- i. All disbursement of the Temple's funds must be approved according to the Financial policies of the Temple.
- ii. All payments made to various vendors, staff and priests will be covered by the Disbursement rules of the Financial policy.
- iii. Capital expenditures and the accounting for such expenditure will be covered by a Capital Expenditure Policy.

**c. Regulatory Reports:** As a religious non-profit, the Temple must follow IRS guidelines. The IRS does have the right to begin a church tax inquiry, which is highly unlikely, but should it happen then the treasurer will lead the answering process.

**d. Audits:** The Treasurer shall arrange for the hiring of an independent auditor to audit and prepare audit reports (annual or otherwise) as approved by the BOD.

- i. The firm selected must have no conflict of interest with the Temple, its BOD or its employees, including the priests.
- ii. The independent auditors will report to the BOD but they represent the congregation of the Temple.
- iii. The finalized audit report will be made available to all SC members.
- e. **Proposed Annual Budgets:** Prepare and present to the Board in timely fashion the proposed annual budgets;

## Section 7 Steering Committee

### 7.1 Membership

This corporation has one class of voting members as referred to in Corporations Code §5056(a). All voting members are on the Steering Committee.

### 7.2 Membership Qualifications, and Guidelines:

1. At least 18 years of age before January 1<sup>st</sup> of the year of appointment as a member;
2. Must have donated to the Temple corporation at least \$5,000.00 in a calendar year per membership or volunteered at least a total of 250 hours for two consecutive immediate prior calendar years before applying for or being invited to become a member. It is incumbent upon the applicant to establish donations through receipts provided (or cancelled checks) when donations are made. It is incumbent upon the applicant to obtain receipts whenever making donations. Donation receipts will only be made in the name of the person whose name is on any check; or if cash is given in the name of the person making a cash donation who presents valid picture identification;

3. Volunteer work needs to be tracked by date, time of service, function participated in, and signed off by a Board of Director responsible for the volunteer activities. Volunteer hours membership is for that individual only. Volunteer hours cannot be transferred or used to nominate others.
4. Must have a valid electronic mail and U.S. mailing address;
5. Matching donations from any business or corporations on behalf of the donor shall not be considered for the Steering Committee membership eligibility;
6. For each \$5,000 made only the donor is eligible for membership, unless the family member's email is written in the memo field of the check to indicate that the donation is made on behalf of a family member. In such a case the family member shall become eligible by that donation. For purposes of this subparagraph 6, family members are a spouse or children only.
7. Any paid employee of the Temple or if the individual has received payment from the Temple for one or more services rendered to the Temple does not qualify for the volunteer hours eligibility criteria for Steering Committee membership.

### 7.3 Membership classifications

This applies for all Steering Committee members.

#### A. **Active Membership**

An active member must be reachable through a commonly available communication channel such as email, or mailing address, and must fulfill at least one of the following in the immediate prior calendar year.

1. Attend at least one Steering Committee meeting.
2. Take part in Temple organized events as a volunteer/coordinator or participate in one of the Temple appointed sub-committees, and other Temple related volunteer activities which are trackable.

3. Make a recorded donation in the CSMT Temple donation platform. In doing so, the Steering Committee member must make sure the memo field of the check or donation form has the member's email.

**B. Inactive Membership**

1. **Consequences:** Failure to meet the requirements contained in [§7.3\(A\)](#) of these bylaws shall result in such members being put in an inactive state. Members in an inactive state lose their voting rights as a Steering Committee member and their names will be removed from Steering Committee membership list and will not receive Steering Committee membership communications.
2. **Responsibility of Inactive Member:** To get reinstated as an Active Member, a Steering Committee member placed in an inactive state must satisfy one of the requirements contained in [§7.3\(A\)](#) (1) to (3) of the bylaws within three years from the date such member was placed in an inactive state. A failure to do so will result in permanent termination of Steering Committee membership.
3. The Board of Directors through the secretary or other officer the Board designates, shall review the Steering Committee membership list from time to time to determine if all those on the list have maintained Active Membership status as provided in [§7.3\(A\)](#) of these bylaws. A list of those persons who have not maintained Active Membership as provided by [§7.3\(A\)](#) of these bylaws shall be presented to the Board. The Board, by majority vote (100% of the quorum or above) at a Board meeting must classify all those Steering Committee members who have not met the requirements of Active Membership as Inactive Members. When doing so, the Board must communicate the Inactive State to the Inactive Member and advise what steps are necessary for such Inactive Member to be reinstated as an Active Member. The Board must maintain a record of such communication.

**C. Inactive Membership by Board's inability to communicate with a member**

A member becomes an Inactive Member as provided in [§7.5](#) (1) and (2) of these bylaws.

## 7.4 Membership Invitation, and Nomination

### A. Membership Invitation:

1. The treasurer shall review the donations made in the previous calendar year and the director responsible for volunteer activities shall submit the volunteer hours contributed in the immediate prior two consecutive calendar years. If the treasurer or the director responsible for volunteer activities determines the eligibility as per [§7.2](#), the treasurer and the director responsible for volunteer activities may direct the director responsible for SC activities or another appointed member of the BOD, to issue an invitation to such member;
2. The treasurer and the director responsible for volunteer activities of the Board member must hand over the eligible donors list to the director responsible for SC activities by the end of February of the subsequent year;
3. The Board will send out an invitation for membership either by U.S. mail or email. This process must be completed no later than the end of May in the subsequent year;
4. Eligible members must be given at least 3 weeks' time to respond to the invitation;
5. Eligible members for that year who have not responded cannot be reinstated into membership at a later period for the donation made for the year they have not responded.

### B. Application Process

The Steering Committee application process is as follows:

1. A donor or a volunteer who believes he/she qualifies to become a Steering Committee member may apply to the Board for membership if they did not get an invitation. In such a case the applicant has the burden of proof to confirm eligibility as

defined in [§7.2](#) of these bylaws. To the extent that the Board can assist in providing proof of such donations or contributions through the Corporation's records, the Board must make reasonable efforts to do so by reviewing its records and cooperating with the applicant. Such an application must be delivered via email only to the Secretary of the Board at the address of the Temple. This application must be completed and submitted by the last day of June in the subsequent Year;

2. To apply for membership as referred to in this [§7.4\(B\)](#) (1) of these bylaws, the applicant must submit his/her full name, address and valid unique email address. It is the responsibility of the member to maintain the accuracy of the data on an ongoing basis.
3. If the Board deems the applicant is qualified, the applicant will be added to the Invited list as provided in [§7.4 A](#) of these bylaws.

#### **C. Membership Nomination**

1. After invitations to membership are made by the Board as provided in [§7.4\(A\)](#) (1) of these bylaws, the persons invited must complete the application with his/her acceptance no later than July 15 of the same year. A failure to respond with acceptance by the July 15 deadline constitutes a forfeiture of the right to become a member of the CSMT Steering Committee.
2. Every accepted applicant must receive a confirmation email from the Board. Such an email constitutes their acceptance and admission by the Board as a Steering Committee member. That confirmation email constitutes proof that the person is now a member of the Steering Committee. All memberships through the invitation process and confirmation must be finalized no later than July 31<sup>st</sup> of the invitation year.
3. It is the responsibility of the applicant to follow-up with the Board, if no confirmation email is received.

#### **D. Duration of Membership**

1. Once accepted as a member, the membership is for life, provided such member maintains his/her status as an Active Member. Memberships, however, are not transferable and expire upon the death of the member or upon the member's resignation or if the membership is terminated.

#### **7.5 Maintenance of Accurate Membership List and their status**

1. The Board of Directors must maintain an accurate Steering Committee membership list as it is important in determining eligibility to vote, quorums, and other rights and responsibilities under these bylaws. Accordingly, from time to time, the Board of Directors may review the Steering Committee membership list to determine the accuracy of electronic mail and U.S. mailing addresses associated with each Steering Committee member by which the Board can communicate and provide notices to that Steering Committee member. In that regard, it is incumbent upon each Steering Committee member to keep the Temple up to date as to his or her email and U.S. mailing address.
2. If the Board of Directors, after engaging in reasonable attempts to do so, are unable to communicate with a Steering Committee member because of an out of date, inaccurate, or otherwise non-functioning email or U.S. mailing address (such as, but not limited to when a letter is returned as undeliverable or an email message sent is not responded to as requested), then that Steering Committee member's membership will become inactive as provided by [§7.3\(B\)](#) of these bylaws from the date the Board attempts to validate the member's information.
3. An inactive Steering Committee member may apply for reinstatement upon presentation to the Board through its secretary, of an electronic mail and U.S. mailing address that is valid, refer to [§7.3\(A\)](#) to activate the membership. Upon verification of the reinstatement application, the Steering Committee member must be reinstated as a Steering

Committee member, provided he or she has not been removed for any other reason under these bylaws or under the law.

## 7.6 Meetings

All meetings must have the Agenda communicated to the SC members at least forty-eight hours prior to the meeting.

A. **Regular Meetings:** The Board may initiate regular Steering Committee meetings within four weeks' notice, in accordance with a procedure established by resolution of the Board or by the Steering Committee itself. It is the responsibility of the Board to hold at least two mandatory Steering Committee meetings in a calendar year. The Board shall decide the format of the meeting i.e. either in person or virtual provided the confidentiality of the data presented is maintained, if it is a virtual meeting.

B. **Special Meetings.**

1. **Authority to call:** Special meetings of the Steering Committee for any purpose may be called at any time by the President or by a Board resolution. A special meeting may also be called by 25% of the active Steering Committee members;
2. **Notice:** Notice of the time and place of special meetings shall be given to each Voting Member in conformity with the notice procedure set forth for special meetings of the Board in Section [5.5\(D\)](#) (2) of these bylaws; (The same process set forth for BOD special meetings are applicable for SC members special meetings also)

C. **Quorum**

1. Quorum is required to conduct Steering Committee meetings. Quorum consists of 10% of Active Steering Committee members.
2. Proxies of any kind are not allowed for Steering Committee meetings;

## 7.7 Steering Committee Vote

- A. The Voting Members of the Steering Committee shall elect the Directors in accordance with the procedure set forth in [§5.0](#) above.
- B. A Majority of the Voting Members present is required to pass any motion in Steering Committee meetings.

- C. Any approval the Board needs from the Steering Committee must be passed as a motion in the Steering Committee meeting.
- D. The Steering Committee may remove a Director, or a Steering Committee member as per [§5.2](#) (B) (9)&(10) of these bylaws for misconduct or a violation of these bylaws with 25% of the Voting or active Steering Committee Members supporting the motion, The vote to remove a Director or Steering Committee member under this paragraph(D) must be by secret ballot and may take place at a regular or special meeting of the Steering Committee, by U.S. Mail, or by any electronic mail or internet-based voting procedures the Board employs.

### 7.8 Community Outreach

The Steering Committee and the BOD shall maintain contact with the local Community of similar values in the US and shall mobilize support for common causes as appropriate.

## Section 8 Ad Hoc, Executive or Strategic Committees

- A. **Creation by Resolution:** The Board, by resolution adopted by passing a motion [§5.5](#) (E) consistent with Corp. Code §9210(b), may create one or more committees to assist the BOD either on an ongoing basis or to complete specific tasks. The committees may consist of Steering Committee members, and subject matter experts provided that the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board.
- B. The Board may also dissolve any such advisory committee by Resolution except for committees overseeing a high impact or high cost (greater than one million US dollars) project for the Temple. It is the responsibility of the Board to define this particular committee in advance and inform the Steering Committee members before it is formed. The Board must get approval from the Steering Committee to dissolve or change members of such committees overseeing high impact, high cost projects; see [§7.7](#) of these bylaws for the process to be followed to get the approval from the Steering Committee.

- C. If any of the reasons for vacancy referred to in [§5.4](#) (a) through (c) of these bylaws apply to a committee member then the Board has the right to fill such a vacancy.
- D. The Board may adopt rules for the governance of any committee that are consistent with these bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules. Subject to the limitations contained in Corp. Code §9210, the actions of the committees of the Board may include, without limitation to, the following:
1. prepare budgets and obtain required approvals;
  2. monitor its expenditures against budgeted amounts;
  3. report its progress to the Executive Committee and/or the President;

**E. Mandatory Committees**

Board of Directors are not eligible to be members of the audit committee, election committee and the religious advice committee.

**1. Audit Committee**

The members of the audit committee must be experts in the field of accounting, and finance who are willing to serve in this committee as volunteers. To ensure no conflict of interest the audit committee cannot be led by a member of the BOD. The Audit Committee will report to the BOD as an internal audit function. The function of the audit committee will be defined by a Financial policy.

**2. Election Committee**

- a. As provided in [§5.1](#) (D) (2) of these bylaws (Election Process), it is recommended, but not required that the Board form an Election Committee three months prior to the election. If no Election Committee is formed, then all references in these Bylaws to Election Committee refers to the Board of Directors. The Board must also designate a Board member as liaison to the Election Committee. To qualify as a member of the Election Committee a person must be an active Steering Committee member for at least three consecutive years prior to his or her appointment. An Election

Committee member cannot be a spouse, parent, child, or spouses' parent or child or closely related to the nominee contesting for the Board of Directors;

- b. The Election Committee will supervise the Board of Directors election process as provided in these bylaws. Specifically, if the Board of Directors decides to have a third-party election company conduct the election, then the Election Committee will work with and supervise the third-party election company in the election process. If the Board of Directors decides not to have a third-party election company conduct the election, then the Election Committee shall conduct the election in accordance with these bylaws.
  - c. Conducting the election includes the transmitting of ballots to Steering Committee members in the manner the Board of Directors had decided (by email, U.S. Mail, hand delivery, or other internet based process), receiving casted ballots back from the Steering Committee members in the same manner prescribed by the Board, counting the ballots, and announcing the results of the election;
  - d. The Board must allocate a reasonable budget to the Election Committee to conduct the election in a fair way.
3. **Religious Advice Committee:** The religious committee is formed to advise the board on religious matters of the Temple.

F. **Term Limit:** The term of a committee shall not exceed the term limit of the Board. The committee members can be reappointed once their term ends. If a committee member should resign or a vacancy arises in the formed committee, the board or a board member can appoint a replacement which must not exceed the term of the resigned committee member.

G. When considering committee appointments, the Board should consider appointing at least one person from the

younger generation (age thirty or younger) population in each committee.

- H. Appointments of chairpersons to the Board committees shall be passed as a motion in the Board refer to [§5.5](#) (E). The chairperson of each committee shall select the members of his/her corresponding committee. It is recommended to select the committee members from the Steering Committee except for committees where subject matter experts are needed. This exception needs to be approved by the board.
- I. **Executive Advisory Committee:** The chairpersons of each of the committees shall comprise the members of the Executive Advisory Committee. The chairperson of this Executive Advisory Committee shall be the President of the Board. The President or his or her assignee shall report the activities and recommendations of the Executive Advisory Committee to the Board at the Board's regular or special meetings.
- J. **Limitation of Authority of special committees:** Any committees consisting of only Board members, shall have all authority of the Board (when the Board so designates for that committee), except that no committee, regardless of Board resolution may do the following:
1. Take any final action on matters that, under the California Nonprofit Religious Corporation Law, also require approval of members or approval of a majority of all members;
  2. Fill vacancies on any committee that has the authority of the Board;
  3. Fix compensation of the Directors for serving on the Board or on any committee;
  4. Amend or repeal bylaws or adopt new bylaws.
  5. Amend or repeal any Board Resolution.
  6. Create any other committees of the Board or appoint members of committees of the Board.

## Section 9 Records and Reports

### 9.1 Maintenance of Corporate Records

The corporation shall keep adequate and correct books and records as provided in [§6.7](#) (C) and (D) of these bylaws.

## 9.2 Voting Members' Inspection Rights

- A. **Membership Records:** Any Voting Member may inspect the record of the Directors', officers', and Voting Members' names and voting rights at reasonable times; on five business days prior written demand to the corporation for a purpose reasonably related to the Voting Member's interest as a Voting Member.
- B. **Accounting Records and Minutes:** Any Voting Member may request to inspect the non-confidential accounting books, records and minutes of proceedings of the Voting Members, the Board, and committees of the Board upon a written demand made on the corporation at any reasonable time for a purpose reasonably related to that Voting Member's interest as a Voting Member. It is the responsibility of the Secretary or Secretary designate to have the majority of the attended board members approve the meeting minutes of the board meeting within two weeks from the date the meeting was held.
- C. The Secretary or Secretary designate should send (through email, U.S. domestic mail or other electronic means) the Steering Committee meeting minutes to the Steering Committee members within a month from the date the meeting was held. The Steering Committee meeting minutes must be seconded by a Steering Committee member and approved by the majority of the Steering Committee members present in the subsequent Steering Committee meeting.
- D. The special committee meeting minutes shall be approved and maintained by the committee members as per their meeting schedules agreed upon by them.
- E. The Board must honor the voting members' requests in [§9.2](#) [A & B] above, unless the document is declared confidential by the Board.

## 9.3 Maintenance and Inspection of Articles and Bylaws

- A. It is the responsibility of the Secretary to keep at its principal offices in a designated fireproof safe the original of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the corporation's Directors, officers, and Voting Members at all reasonable times.

## 9.4 Inspection by Directors

- A. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of the corporation for a purpose reasonably related to the Director's interests as a Director.
- B. Documents declared as classified/confidential must be inspected only by the President, Vice-President and their designate in the Board.
- C. A Director who wishes to inspect records that are classified as confidential by the President or Board must agree to keep such records as confidential and not disclose such records to anyone outside the Board.

## Section 10 Indemnification

### 10.1. Right of Indemnity

- A. **Right of Indemnity.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in California Corporations Code ("Corp. Code") §9246(a) (or any successor statute thereto), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described by that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Corp. Code §9246(a) (or any successor statute thereto).
- B. **Approval of Indemnity.** On a written request to the Board by any person seeking indemnification under Corp. Code §9246(b) or §9246(c) (or any successor statutes thereto), the Board shall promptly determine in accordance with Corp. Code §9246(a) whether the applicable standard of conduct set forth in Corp. Code §9246(b) or §9246(c) has been met and, if it has, the Directors present at the meeting in person or by proxy shall authorize indemnification.
- C. **Advancement of Expenses.** To the fullest extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Section 10 in defending any proceeding covered by this Section shall be advanced by the

corporation before final disposition of the proceeding, on receipt by the corporation by an undertaking or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

## Section 11. Insurance

The corporation shall have the power to purchase and maintain insurance to protect the Temple's properties, its officers, directors, employees, and other agents against any liability asserted against or incurred by any officer, director, employee, or agent during their service to the Temple. Insurance purchased will protect the Temple against any unexpected damages. Further the BOD can authorize purchases of insurance policies to cover any projects undertaken by the Temple as an organization.

## Section 12. Mediation, and Arbitration

- A. Mediation:** If any dispute, controversy, or claim arising out of or relating to these bylaws or as to a Steering Committee member's rights or obligations has not been resolved through direct negotiation between the parties, then before any litigation may be commenced, the parties must endeavor to settle the dispute through mediation. In that regard, the parties to the dispute must cooperate with one another in the selection of a mediator. If the parties cannot agree to a mediator then mediation will be administered by the American Arbitration Association under its Commercial Mediation Procedures before resorting to arbitration, litigation, or some other dispute resolution procedure. The cost for mediation will be shared equally between the parties to the dispute.

***Certificate of Secretary***

I certify that I am the duly elected and acting Secretary of SAIVA SIDDHANTHA ASHRAM, a California Non-profit religious corporation, that the above by-laws consisting of 34 pages, are the bylaws of this corporation adopted by the bylaw committee and, approved by the board on 5th November \_\_\_\_\_, 2020

Executed on 29th November, 2020, at Concord, California.  
This bylaw will be effective from Jan 1, 2021.

SECRETARY:

*anvalliappan*

\_\_\_\_\_  
Signature

Valliappan A Natarajan

\_\_\_\_\_  
Print Name