

**Restated and Amended By-Laws
Kerala Hindu Society of North Texas, Inc.
Effective January 01, 2013**

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Bylaws of Kerala Hindu Society of North Texas, Inc.

Article - I Name and Objective

Section 1. The name of the Organization shall be Kerala Hindu Society Of North Texas, Inc. [Referred to as KHSNT]

Section 1.1 Sri Guruvayurappan Temple of Dallas/Sri Krishna Temple of North Texas is a doing business as (dba) of Kerala Hindu Society of North Texas Inc.

Section 2. KHSNT shall be organized as a Texas Nonprofit Corporation, and operated exclusively for Religious, Social, Cultural and Educational purposes within the meaning of Section 501 (c) (3) of the U. S. Internal Revenue Service Code or their successors as it may be amended from time to time.

Section 3. The Primary Objectives of the Corporation is as follows:

- i.: To help promote understanding of the Hindu religion, practices and way of life.
- ii.: To be involved in Religious, Cultural, Educational, Social and Charitable activities in connection with the above and to assist in meeting with the needs of the Hindu community.
- iii.: To build, maintain, and manage day to day operations of a Hindu cultural complex which includes Sri Guruvayurappan Temple of Dallas/Sri Krishna Temple of North Texas which is a doing business as (dba) of KHSNT as referred in Article XXII
- iv.: To organize and conduct various religious activities such as those practiced in Kerala, and other Hindu traditions practiced in India.
- v.: To foster unity among Kerala Hindus residing in the D/FW Metroplex.
- vi.: To carry out other activities that are reasonably necessary and within the realm of the prevailing laws of the land, for the support, construction and operation of the KHSNT cultural complex.

Section 4. The Primary Objectives of KHSNT are as listed above and listed as "Objectives" in Articles of Incorporation. Any other Objective, activity of KHSNT or amendment to the By-laws shall not be in conflict with the Primary Objectives or the customs, traditions and practices of the Hindu religion.

Article II Membership - Categories and Status.

Section 1. Membership of KHSNT shall be open to anyone who follows the Hindu religious faith, Culture and believes in the objectives of KHSNT and

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meets the requirements of these By-laws. All members must be willing to do voluntary service for KHSNT and participate in KHSNT committees and activities. Members may be called upon by the Board of Directors as and when needed for voluntary service to KHSNT.

Section 2. Voting membership of KHSNT shall consist of active Members.

Section 3. All new applicants joining KHSNT shall be eighteen [18] years of age or older. The application shall be reviewed by the Membership Committee for the compliance to the bylaws and approved by the Board of Directors.

Section 4. Members who file their membership form and pay the annual dues if any shall be "Active" in status. Active members shall constitute the General Body of KHSNT. The family membership shall have all privileges as a membership and is open to all family (husband, wife, and their dependent children). The voting rights of family membership shall be restricted to two adult members (husband and wife). The individual holding single membership shall be eligible for one vote.

Section 5. KHSNT shall have Youth Members. They do not have privileges to vote or to hold elected office in KHSNT and are not required to pay annual dues.

Section 6. Youth members are children of Active members under 18 years of age. They are enrolled to encourage youth participation in KHSNT activities and to prepare them for future leadership. Membership forms for Youth members shall be signed by their parents or legal guardians.

Section 7. Honorary Members are persons who have performed distinguished service to KHSNT and to the Hindu Community, as determined and nominated by the Board or the Board of Trustees. They do not have any voting privileges.

Section 8. Benefactor Members

i; Any person who pledge \$ 25,000 or more in donation between July 2011 and December 2013 and fulfilling the pledge in five years from the pledge date, and;

ii; served as a trustee, director, subcommittee member in KHSNT during the same period

iii; Benefactor members shall be eligible for life membership

Section 9. Life member

i; Any person making donation of \$ 5,000 or more in a calendar year shall be eligible for life membership

Section 10; Record of benefactor and life members shall be kept and maintained by the Board of Trustees

Article III Membership - Rules and Regulations

Section 1. All members must renew their membership every year, by January 31, by completing and/or filling the annual membership renewal form and paying their annual dues.

Renewal members are not required to complete the membership

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form. They may renew their membership by paying the required dues

Section 2. Any member who has not filed the renewal form and/or paid the annual dues for more than ninety [90] days [i.e. past March 31] shall lose his/her Membership rights and privileges.

Section 3. Any Member shall be made Active again at any time when the renewal forms are filed and necessary dues are paid, if any, for the current year.

Section 4. Persons desiring membership in KHSNT shall have demonstrated their commitment to the Objectives of KHSNT.

Section 5. Members shall not use the KHSNT forum for solicitation of or for furthering business objectives unless approved by the Board in writing.

Section 6. If a person is considered by the Board, as having performed activities against the Objectives of KHSNT as determined by the Ethics Committee, he/she may be denied membership by the Membership Committee.

Section 7. Any individual or family whose membership was denied or suspended or cancelled by the Board of Directors shall have the right to appeal to the members of the Society during the upcoming General Body meeting. The person who wishes to make an appeal on such issues should notify the secretary of the Society in writing at least two weeks prior to the General Body meeting.

Section 8. Members of all categories of KHSNT shall not collect any funds for KHSNT unless the Board or Board of Trustees has specifically awarded such authority and responsibility to that member.

Article IV

Membership - Resignation, Suspension and Expulsion

Section 1. Any member may resign from KHSNT by submitting a resignation in writing. Once resigned, the individual may reapply for membership, through the process that would normally apply to any new applicant.

Section 2. For maintaining ethical standards of the KHSNT, membership of all categories and positions on its Board, Board of Trustees or Committees may be suspended or revoked at any time, if such a member, officer or volunteer has been found by the Ethics Committee to have performed undesirable activities detrimental to the interests and harmony of KHSNT and its members or have performed any action considered as inappropriate conduct.

Section 3. Undesirable activities shall include activities against the Objectives and Interests of KHSNT, activities creating a major loss of honor or loss of funds to KHSNT, collecting funds for or in the name of KHSNT, without approval from the Board or Board of Trustees and/or misappropriating KHSNT funds in any manner.

Section 4. The Board shall issue all orders of expulsion and suspension upon recommendation by Ethics Committee, the Board of Trustees and the Board each passing separate resolutions, with a sixty-six [66%] percent majority of

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total votes and each after holding private hearings with the individual concerned.

Section 5. The Board's order for the suspension of a member shall not exceed four [4] years. On expiration of the suspension, the Board, upon request, shall reconsider the status of the suspended member for re-admission or for permanent expulsion, and shall present to the General Body for approval by a majority vote.

Article V Membership - Dues

Section 1. The fiscal year of KHSNT shall begin on January 1 every year and end on December 31 of the same year.

Section 2. A statement for Membership Renewal shall be mailed to each member before December 31 of each year, stating the amount of dues for the following year, payable by January 31 of the New Year. The dues are not refundable.

Section 3. Members who remit the necessary annual dues and submit their annual renewal forms shall remain Active in their membership status.

Section 4. The membership dues for the following year shall be decided by the General body at the second general body meeting each year.

Section 5. Honorary members and Youth members are not required to pay the annual dues to hold their current status in KHSNT:

Article VI General Body and General Body Meetings

Section 1. The General Body consisting of all Active members shall be the supreme authority of KHSNT on all matters.

Section 2. The President, on behalf of the Board, shall call at least three [3] meetings of the General Body in every calendar year, on or before April 30, on or before August 15, and on or before December 31st.

Section 3. All accounts and records of KHSNT, as provided in the Texas Nonprofit Corporation Act shall be open for review by any active Member of KHSNT. Any Active Member of KHSNT, through prior written request, may attend as an observer only, all Committee and Board meetings.

Section 4. The President shall prepare an agenda for the General Body meetings. The Secretary shall mail the agenda to all members.

Section 5. The General Body shall elect the Board of Directors, receive and approve or disapprove annual budget, the financial and progress reports, and decide about any pertinent issues brought before it.

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Section 6. Voting Members must be present in person in the General Body meeting to vote. No proxy voting shall be permitted.

Section 7. All Active members on the record date for determining members entitled to notice of and to vote at a General Body meeting, shall be eligible to vote, in person, on any amendments to the By-laws and for attending and voting on any petitions, resolutions and reviews in any General Body meeting.

Section 8. Thirty three [33%] percent of the total active membership shall form the quorum for the General Body meetings.

Section 9. If a scheduled General Body meeting cannot be held due to lack of quorum as mentioned in Section 8 above, a temporary adjournment of the meeting may be implemented by the President for 30 minutes. The meeting shall be reconvened and the members present shall constitute a quorum. A special General Body meeting called by requisition of members cannot be held with out a quorum.

Article VII Meetings, Resolutions and Reviews

Section 1. Resolutions and reviews of any activity of KHSNT or its Board may be proposed by the Board or Trustee for approval in the General Body. These may also be proposed by a petition containing the signature of at least fifty [50%] percent of the Active members of the KHSNT. Upon receipt of such a petition, the President shall call for a General Body meeting to consider the proposed matters.

Section 2. Notice of a General Body meeting shall be mailed at least thirty [30] days in advance. All proposed resolutions by the members or the Directors shall be submitted to the Secretary at least fifteen [15] days before the scheduled date of the meeting.

Section 3. For all meetings of the General Body to be called in accordance with these By-laws and applicable law, the person or persons who call a meeting shall set a record date for determining members entitled to notice of and vote at the meeting. Such record date shall be subsequent to the date of taking the action of setting the record date and shall not be more than sixty [60] and not less than thirty [30] days before the date of the meeting. The members who are qualified to vote on said record date are the members to receive notice of and to vote at the subject meeting.

Section 4. Unless otherwise provided here in, approval of the resolution shall require a fifty-one [51%] percent majority of the members present in the meetings and entitled to vote.

Section 5. Resolutions and reviews on any activity of KHSNT or its Board that receives approval of the General Body shall be effective immediately after the meeting unless otherwise dated.

Section 6. A favorable fifty-one [51%] percent majority of the votes cast at a duly held General Body meeting shall be decisive. Should the vote favor the petition, it shall be complied promptly, within the limitations imposed by the By-laws, Articles of Incorporation and the Texas Nonprofit Corporation Act.

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Section 7. Only Active members as on the record date for the General Body meeting shall be eligible to vote on the proposals for amendments to the By-laws, petitions, resolutions and reviews.

Article VIII Amendments

Section 1. Amendments to the By-laws or the Articles of Incorporation shall be prepared and proposed by the By-laws Committee on the directive of General Body.

Section 2. Amendments to the By-laws or the Articles of Incorporation shall not be in conflict with other parts of the By-laws or with the Objectives of KHSNT.

Section 3. The legality of the proposed amendments shall be determined by the By-laws Committee in consultation with the Trustees and the KHSNT legal advisors. The By-laws Committee, with the concurrence of the members who proposed the amendments, may revise or reword the amendments with appropriate legal terminology.

Section 4. The By-laws Committee, on the advice of the Trustees, may return for rewording any proposal for amendment or resolution if it is in conflict with other parts of the By-laws or the Articles of Incorporation.

Section 5. Once approved by the By-laws Committee, proposals for amendments shall be provided to all members entitled to vote at least 30 days prior to the general body meeting and submitted to a vote of the General Body at a duly held meeting called by the Board. All members who are Active as of the record date for said meeting shall be eligible to vote for the proposed amendments to the By-laws at the meeting. Approval of the Bylaws amendment shall require a fifty-one [51%] percent majority of the members present and entitled to vote in the General body meeting.

Section 6. Once approved, amendments to the By-laws, shall become effective immediately after the completion of the voting unless otherwise dated.

Section 7. Parliamentary Authority: The rules contained in the Current edition of Robert's Rules of Order, Newly Revised, shall be referred to govern the KHSNT in all cases in which they are applicable and in which they are not inconsistent with the Texas nonprofit Corporation Act, the Articles of Incorporation, By-laws and any special rules of order or resolutions adopted by KHSNT Board.

Section 8. Any amendments to article XXII must have an approval of 80% of benefactor member before submitting to the general body

Article IX Board of Directors

Section 1. The activities of KHSNT shall be conducted by a Board of Directors [referred to as the Board]. The Board shall

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consist of nine [9] Directors; President, Vice President/President Elect, Secretary, Joint Secretary, Treasurer, Joint Treasurer and three (3) Directors. The board, by consensus, shall appoint a Secretary, Joint Secretary, Treasurer and Joint Treasurer at the beginning of the term. The Chairman of the Trustee shall be invited to all Board meetings without voting rights.

Section 2. The term of the Board shall be two years. The term shall start on January 1 following the election and shall end on December 31 of the following year.

Section 3. Vacancies occurring in the positions of elected members of the Board shall be filled by appointments as explained under Article XXI

Section 4. Any elected or appointed Board member who consistently fails to discharge his/her prescribed duties willfully for a period of three [3] months may be replaced by a sixty-six [66%] percent vote of the Board, in consultation with the Trustee.

Section 5. The Board shall be the administrative body of KHSNT Corporation responsible for all its day-to-day activities. In discharging its functions, the Board is responsible to the General Body and will abide by the By-laws and resolutions passed by the General Body and fulfill its objectives as set in these By-laws.

Section 6. All decisions of the Board shall be made by a consensus or by a simple majority of those present, subject to a quorum.

Section 7. The quorum for all meetings of the Board shall be at least thirty-three [33%] percent attendance. All members must be informed at least 7 days in advance of the date, time and place of the meeting along with the agenda or copies of proposed resolutions that need approval.

Article X Duties of the Board

Section 1. The Board shall meet at least once a month. Minutes of all of the meeting of the Board shall be given to the Board of Trustees within 7 days of the meeting.

Section 2. The Board has full executive powers for all operations of KHSNT and its projects. They shall follow the guidelines given by the Board of Trustees and the assistance of various committees and the General Body.

Section 3. The President, Secretary and Treasurer shall be the executive authority for all the activities of KHSNT conducted under the directives and policies approved by the Board.

Section 4. The primary responsibility of the Directors is to ensure smooth running of the day to day operations of the Committees in which they work. In this and in other activities of KHSNT, the Board may seek the help of other members of KHSNT by appointing them to the Committees and Subcommittees.

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Section 5. The Board shall assign the duties, areas of activities and responsibilities in committees of the board to each of the Directors.

Section 6. Board shall act on the recommendations of the Board of Trustees on the rules of religious services, practices and traditions at KHSNT, the plans of construction of new building and/or the replacement of existing building.

**Article XI
Duties of the Directors**

Section 1. The duties of the President shall include the following:

- i.: Call for the meetings of the Board of Directors, General Body.**
- ii.: Prepare the agenda for the respective meetings and preside over each meeting.**
- iii.: Along with the Board shall prepare the current and upcoming year's plan and activities. The President shall present the plan and activities and progress against plan at least twice a year to the Board and at least once a year to the General Body.**
- iv.: Jointly sign all official letters with the Trustee Chair on behalf of KHSNT including external communication, letters of appointments of employees and committee and subcommittee members.**
- vi.: Cosign checks in the absence of Secretary or Treasurer.**
- vii.: Such other functions as assigned by the Board, Trustees and General Body.**

Section 2. The duties of the Secretary shall include the following:

- i.: Maintain all correspondence and all communications with the members.**
- ii.: Prepare and maintain the minutes of the Board and General Body meetings and maintain other records.**
- iii.: Shall maintain the database of members with pertaining information.**
- iv.: Cosign checks for payments for expenses authorized by the Board.**
- v.: Such other functions as assigned by the Board.**

Section 3. The duties of the Treasurer shall include the following:

- i.: Along with the Joint Treasurer shall prepare the budget and track the spending against the budget.**

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- ii.: Maintain the accounting books of KHSNT, and prepare Income Statement and Balance sheet on a quarterly basis.
- iii.: Present the Budget, spending against budget, the Income statement and balance sheet to the Board every three months and General Body meetings at least twice a year.
- iv.: Cosign checks for payments for expenses authorized by the Board.
- v.: Shall coordinate the receipt of membership with the Secretary and synchronize membership list.
- vi.: Shall be responsible for Bank transactions including deposits and withdrawal.
- vii.: Shall be responsible for issuing all receipts and providing annual statements to donations received by KHSNT.
- viii.: Such other functions as assigned by the Board.

Section 4. The duties the Vice President/President Elect shall include the following:

- i. Shall perform the functions of the President in his/her absence and other functions assigned by the Board. Vice President/President Elect shall automatically become the President in the next term, unless otherwise decided by the general body.
- ii. Shall be responsible for publishing at least a weekly electronic publication and a quarterly printed news letter (Krishnayanam).

Section 5. The Joint Secretary shall perform the functions of the Secretary in his/her absence and other functions assigned by the Board.

Section 6. The Joint Treasurer shall perform the functions of the Treasurer in his/her absence and other functions assigned by the Board.

Article XII. Rules of Organization of the Committees of the Board

Section 1. The Board shall appoint, within thirty [30] days of assuming office after the elections, a set of working committees [herein referred to as Committee].

Section 2. Each committee shall be led by an elected Member of the Board as a coordinator and shall have at least two [2] Active members participating in each committee. The coordinators shall prepare the list of members of their committees with approval by the Board. They may add or drop a member at any time.

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Section 3. The Treasurer shall be appointed to the Financial Planning Committee and shall be the coordinator of the committee. The Joint Treasurer and one Director shall serve in the committee.

Section 4. The Board shall fill vacancies of the positions of coordinators in the committees for the remaining term within sixty [60] days of the occurrence of the vacancies.

Section 5. The term of the committees shall not exceed the term of the Board, but the Board may authorize their continuation of up to 30 days after the election, until new committees are formed.

Section 6. Each of the Committees formed by the Board shall encourage at least one young member, below the age of 30 years on the date of appointment, as a member of the committee, to develop future leadership. This member may be invited to attend Board meetings as non voting members /observers.

Section 7. The Board may appoint other Committees or subcommittees for various areas of work to further the objectives of KHSNT, or dissolve such committees at any time.

Section 8. The Committees shall plan all activities of KHSNT but do not have any independent authority to perform any activity and must receive the approval of the Board. They shall submit an annual plan and budget every year by March 1 for approval by the Board and a quarterly report of their progress compared to the plan for that quarter.

Section 9. The committees and subcommittees shall plan all their activities according to the approved budget. The coordinators shall be given the authority to spend the money as approved by the Board, but they must inform the Treasurer before the expense is incurred, to verify for the availability of funds. The Coordinator will be responsible for the execution of the plan. Any deviation from the plan and budget shall require the approval of the Board.

Article XIII. The Committees of the Board

Section 1. The Board shall form the following committees as needed with one of the elected members of the Board appointed as a Coordinator for each of the committees:

- i. Financial Planning & Budget Committee,
- ii. Membership Committee,
- iii. Public Relation Committees,
- iv. Publication & Publicity Committee,
- v. Religious Activities Committee,
- vi. Property Maintenance Committee,
- vii. Cultural Activities Committee,
- viii. Educational Activities committee,
- ix. Youth Committee

Section 2. Financial Planning & Budget Committee shall be responsible for developing the annual budget outlay for the Board and prioritizing the KHSNT expenditures to fulfill the long term religious and spiritual needs of the

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community. They shall assist and advise the Board on all activities of KHSNT to improve revenue and resources.

Section 3. Membership Committee shall be responsible for reviewing the membership applications for the acceptance and approval. They shall verify eligibility requirements for membership and maintain the current list of active members for election and voting purposes.

Section 4. Public Relations Committee shall be responsible for coordinating KHSNT activities to meet social needs of the local community. They also shall act in response to any emergency due to a natural calamity or in the event of any crisis in any family or the community when such need for assistance arises.

Section 5. Publication and Publicity committee shall be responsible for all publications of KHSNT and publicity of its activity and its importance among the members and the general public. Such items includes, but not limited to, news media relations, printed or electronic communications, web postings, and KHSNT news letters. President shall be responsible for all organizational routine announcements. President shall be the coordinator and the committee shall include two (2) Board members and the Trustee Chair.

Section 6. Religious Activities Committee shall work in cooperation with the Board, to plan and arrange the schedules of various religious services, celebrations of festivals at KHSNT and the various scheduled Poojas.

Section 7. Cultural Activities Committee shall arrange various cultural programs at KHSNT. The Committee shall work with the Financial Planning committee and with outside organizations to organize the programs if and when appropriate.

Section 8. Property Maintenance Committee shall work in cooperation with the Facilities Planning and Construction Committee and Religious Activities Committee to organize all maintenance work at KHSNT including landscaping, water supply and upkeep of the area.

Section 9. Educational and Youth Programs Committee shall form to educate the community in religious matters and to develop the youth for future leadership.

Section 10. The Board may establish an independent Committee or a Special Foundation, with a member of the Board of Trustee as the coordinator to organize any of the activities related to Social, Educational, Cultural and Charity programs.

Section 11. The Board may authorize independent Committees or Foundations to raise funds through strictly legal means. After utilizing the generated funds for the purpose for which it was raised, they shall transfer any balance to KHSNT General Funds.

Article XIV Board of Trustees

Section1. The Board of Trustees (referred as Trustees) shall be a total of seven members. Trustees shall be elected as per provisions of this constitution. Every two years the Trustees, by consensus, shall appoint a Chairman, Vice Chair and Secretary and if a consensus is not available, elect a trustee among themselves at the beginning of the term. Trustee Chair shall

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preside over the meetings and conduct the deliberations of the Trustee. The Trustee Chair, Vice Chair and Secretary Candidates must have been a Trustee for at least two years. Trustee shall not hold the position of the trustee chair consecutively for more than one term. The Trustee Chair's term shall coincide with the term of the Board.

Section 2. Term of Trustee

- i. The term of the Trustee shall be six [6] years. Trustee shall not hold office for more than two consecutive terms.
- ii. The outgoing president shall automatically become a member of the Board of Trustees upon expiration the president's term.

Section 3.: Every two years, The Board of Trustees with a simple majority, shall nominate a slate of qualified candidates as required for the members of the Board of Trustees Fifteen (15) days prior to the annual general body. Board of Trustees shall be elected from the slate by a simple majority of general body.

Section 4. A Trustee who is unable to attend to the duties of the office due to any reason, at any time, may relinquish the position and the Trustee shall accept the resignation and declare the position vacant. Vacancies in these positions in the middle of the term shall be filled by appointments by the Trustee members who have served at least one term as a Director in the past.

Section 5. Trustees shall offer opinions or advice to the Board on important policy matters and any other matter referred to them by the Board, or the General Body. They shall perform such other duties as assigned to them by the Board.

Section 6. In the event elections are canceled or declared invalid due to any reason, the current Board, and Trustee, shall continue to hold office and a new elections for the Board shall be conducted by the Election Committee and the Trustee within one hundred and eighty [180] days.

Section 7. In the event of an emergency resulting in the dissolution of the Board, the Trustee shall take over the administration of the KHSNT and all its assets. The Trustee will then reorganize KHSNT, conduct fresh elections as in these By-laws.

Section 8. In the event Trustee fails to reorganize the KHSNT as described in section 6 Article XIV, the Trustee shall have the authority to decide and recommend the transfer of the assets of the organization to another nonprofit Texas Hindu Religious organization of its choice, as required by the laws of the State of Texas.

Section 9. The President shall call for a meeting of the General Body when requested by the Trustee. In case of any dispute the Trustee has the authority to call a General Body.

Article XV. Qualification and Duties of the Trustee

Section 1. Trustee must have served in the Board or Board of Trustees for at least one term; or a continuous member of KHSNT for ten years; or have done substantial financial contribution to KHSNT; or a prominent person in the local community, who subscribe to the objectives of KHSNT and who have rendered significant service to the Hindu community.

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Section 2. The Trustees shall be responsible for the following activities:

- i: They shall advise the Board on the constitutionality and legality of any of its decisions, if and when requested by the Board or by the General Body. They shall be a constitutional watchdog for checks and balances of the actions of the Board.
- ii: They shall function as advisors to the Board upon request, on matters concerning the KHSNT administration, religious matters, any major expenses, construction projects and employee matters.
- iii: They shall discuss and recommend changes to any resolutions, amendments and any proposals, based on the legality of the resolutions and proposals for action, in compliance with the By-laws, Articles of Incorporation and laws of the State of Texas.
- iv: They shall discuss and recommend changes to the Articles of Incorporation and By-laws to the By-laws Committee based on their past operational experience, legal requirements or needs of the General Body.

Section 3. The Trustee shall form a set of Organizational and Advisory committees listed in the By-laws who shall be responsible to verify all legal and organizational matters of KHSNT.

Section 4. The Election Committee shall have an Independent election Officer as coordinator. All other Committees organized by the Trustee shall be coordinated by a member of the Trustee. The current members of the Board, except the President are not eligible to be members of the committees formed by the Trustee.

Section 5. The Trustee may set up other subcommittees for any activity as needed and recommended by the Board to help in the organization of KHSNT, its Board and its legal and constitutional work. Coordinators of these subcommittees need not be members of the Trustee.

Article XVI. Committees of the Board of Trustee

Section 1. The Trustees shall form the following Special committees as needed to advise the Board and assist in the organization of KHSNT:

- i. By-laws Committee,
- ii. Nominations Committee,
- iii. Election Committee,
- iv. The Facilities Planning & Construction Committee,
- v. Ethics Committee,
- vi. Legal Affairs Committee,
- vii. Internal Audits Committee,
- viii. Maintenance Trust Funds Committee.

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ix. Fundraising Committee

Section 2. Each of these Committees, upon request, shall prepare their Operational Procedures and reports as needed and submit them to the Trustee and the Board for approval and action.

Section 3. The By-laws Committee shall review revise and propose any necessary amendments to the Articles of Incorporation and By-laws and take necessary actions to get the amendments passed. They shall advise the Board on all matters related to the By-laws.

Section 4. All Committee openings shall be announced in the KHSNT News letter. The Committee Coordinators shall make every effort to include as many of the members who volunteer.

Section 5. The Nominations Committee shall consist of two [2] members of the Trustee and the current Vice President/President Elect. They shall nominate a set of candidates for the Board for the next election and send the list to the Election Committee.

Section 6. The Election Committee shall consist of one member appointed as Independent Election Officer by Trustee. The election officer may co-opt up to two [2] additional members, if required. Each Election Committee member shall be an active KHSNT member. They shall conduct the KHSNT elections at the appropriate time and announce the results.

Section 7. The Facilities Planning & Construction Committee shall be responsible for all major construction work at the KHSNT complex. They shall develop a master plan for the KHSNT complex to be approved by the General Body with a sixty-six [66%] percent of the vote in a duly called meeting. They shall plan, design and supervise all building construction work with the cooperation and guidance from the Architects following the Vasthu guidelines.

Section 8. The Ethics Committee shall be responsible for matters of ethics. They shall recommend to the Trustee and the Board, the suspension or expulsion of an individual member or a Director for unethical behavior or undesirable activities defined in Article IV.

Section 9. The Legal Affairs Committee shall advise the Board on all legal matters and contact appropriate legal advisors as and when needed.

Section 10. The Internal Audits Committee shall consist of past Treasurers and other members. They shall work with the Treasurer to conduct periodic internal audit of the accounts of KHSNT with the help of members knowledgeable in Accounting. They shall conduct the auditing of accounts every quarter and assist the Treasurer to present the accounts for public certification.

Section 11. The Maintenance Trust Funds Committee shall organize and manage the Trust funds and its proper use and accounting. Trust Funds Committee shall be responsible for the administration of funds for the Maintenance Trust according to the legal instrument prepared. They shall be assisted by the Trustees in the Legal affairs Committee and Audits Committee in the management of Maintenance Trust Fund accounts.

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Section 12. Fundraising Committee shall be responsible for raising funds for all Major Constructions Including the Temple, Spiritual Hall, and other buildings as needed for the KHSNT Complex.

Article XVII. Financial Powers and Procedures

Section 1. Funds shall be received through membership dues, private donations and such fund raising methods that are legally authorized for nonprofit organizations under the US. Internal Revenue Code and State and Local laws.

Section 2. Funds shall be held in a Commercial Bank or in a Savings and Loan Association or in other public financial institutions in an interest bearing account. Funds shall not be invested in a speculative investment. However, if the income and the principal are guaranteed in a speculative investment, it shall require the approval of the General Body

Section 3. Funds shall be spent exclusively at the direction and approval of the Board.

Section 4. Funds shall be used for the construction, improvement and maintenance of KHSNT complex. Funds may be utilized as decided and approved by the Board for publicity and public relation activities of KHSNT, preservation of Hindu religious faith and for such other activities listed in the Article I as the Objectives of KHSNT.

Section 5. The President, Secretary and Treasurer jointly may approve and authorize expenses up to \$1000 on any single project. The Board may approve and authorize expenses up to \$5,000. The Board with approval of Trustees may authorize expenses up to \$10,000 for items other than major construction and /or renovation of permanent structures. For amounts exceeding these limits, approval of a simple majority of the General Body is required.

Section 6. KHSNT is authorized to borrow money from individuals, commercial banks, and other public or private financial institutions to the extent approved by the Board for any approved expenses as under Article XVII Section 5. For a loan or a charge against any immovable KHSNT properties Board shall get the approval of the Board of Trustee.

Section 7. The Board, with the approval of the Board of Trustee , is authorized to pledge or mortgage or create a charge, in favor of a lender, over the society's assets and properties [Article XVII, Section 6], except the Maintenance Trust Funds account and to execute relevant loan documents.

Section 8. The members of the Board or the Trustee or the committees shall not charge a fee or be paid a compensation for the services rendered to KHSNT unless approved by the Board and Trustees in advance.

Section 9. KHSNT accounts shall be maintained by the Treasurer and shall be audited by the Audit Committee every three [3] months and by an Independent Certified Public Accountant once a year.

Section 10. Annual budget should be presented in a duly called first General Body meeting of the year for approval. In the event of a delay in the approval process, they shall use a budget which is the same as the expenses approved in the previous six [6] months until the following general body meeting

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Section 11. In the event of dissolution of KHSNT, all the assets of the corporation shall be distributed to one or more organizations, organized and operated exclusively for Hindu religious purposes, with the objectives similar to KHSNT as approved by the Board and the Trustee, within the meaning of Section 501(c) (3) of the US. Internal Revenue Code.

Article XVIII. Elections : Rules on Eligibility and Exclusions

Section 1. To vote in an election and to nominate candidates, a member must be in Active status as of September 30 of an election year.

Section 2. All candidates to be nominated for the positions of Board of Directors should have served as a member of Committee appointed by trustee or the Board.

Section 3. Any Director who has resigned from the Board, is not eligible to be nominated for Two [2] years after expiration of their elected term to the Board.

Section 4. The current members of the Election Committee are not eligible to be nominated in the same election.

Section 5. Candidates for the elected positions in the Board and in the Board of Trustee, shall not concurrently hold an office in another non profit organization of similar nature, or engaged in fund raising activity for another nonprofit organization.

Section 6. If a candidate for a position on the Board, Trustee or the Committees has another position or activity of interest in another religious organization creating a conflict of interest, they shall be asked to relinquish such other position before assuming office upon election to the KHSNT Board, Trustee or appointment to the Committees or withdraw their participation from the KHSNT Board or Trustee or Committees.

Section 7. If a person on the Board, Trustee or Committee has a conflict of interest arising during his/her tenure they shall report such conflict to the Board and/or Trustee. The Board or Trustee, as applicable, may ask the person to relinquish one of the positions of conflicting interest or remove the person from the Board, Trustee or committees and declare the position vacant in a resolution.

Section 8. In the interest of KHSNT and its objectives, a member of the Board, Trustee or committees and a candidate for the Board, Trustee or committee may specifically be exempted from the provisions of Section 5, 6, 7 above, by a resolution passed by the current Board and the Trustee.

Section 9. On all matters of eligibility and procedures in the elections, the interpretations and ruling by the Election Committee, in accordance with the provisions in these By-laws, shall be final.

Article XIX. Elections: Nominations of Candidates

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Section 1 The Election shall be held in December of every two year.

Section 2. Trustee shall appoint an Election Committee, as per Article XVI Section 6

Section 3. The elections shall be conducted by the Election Committee. The General Body shall elect 7 Board of Directors and a Vice President/President elect. Only in the first election following the approval of this current by-laws amendment, General Body shall elect 7 Board of Directors and a Vice President/President elect, and The President.

Section 4. The Election Committee shall mail, at least sixty (60) days prior to the date of election a letter to all active members of the General Body, informing them of the date of election, and requesting nominations of suitably qualified members interested in contesting for 7 board of directors and the Vice President/President elect positions. The Election Committee shall also request nomination to be send to the Nomination committee at least thirty (30) days prior to the date of election.

Section 5. The nominations of candidates shall be received thirty [30] days prior to the date of election.

Section 6. The Nominations Committee shall propose, by consensus only, the needed number of candidates for the positions. They may file more names than the number of vacancies, if a consensus is not available. They shall follow the rules of eligibility and exclusions while proposing the names of Candidates for nominations.

Section 7. Active member shall not nominate more than a total of three [3] candidates in any given election.

Article XX. Elections: Procedures for Voting and Election

Section 1. Ballots for voting shall be prepared with the candidates names in alphabetical order. The voting members shall vote by marking the candidates of their choice, not exceeding the number of the positions available for Board and Trustee

Section 2. The voting will be held during the biennial General Body meeting in December. Election officer shall preside over the election proceedings.

Section 3. The counting of votes shall be conducted by the Election Committee on the Election Day in the presence of representatives of candidates, if any.

Section 4. For the available position of Board and Trustees, candidates with the highest number of votes shall be declared as elected.

Section 5. In case of a tie, the decision shall be based on the toss of a coin or drawing of straws as determined by the election officer. The candidates elected to the office shall not share their term of two years on the Board.

Section 6. If one of the elected candidates opts not to hold the assigned office, the candidate next in rank in the election results shall assume that office. Subsequent offices shall be filled in succession by the next in rank in the

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election results. If there are no additional candidates, the position shall be declared vacant and filled by the rules that address vacancies.

Section 7. If fewer than the required number of candidates are declared elected, the resulting vacancies in the Board shall be filled by appointments as per rules that address vacancies.

Section 8. In the event, elections are canceled or declared invalid for any reason the current Board and the Trustee shall continue in office and new elections shall be completed by the Election Committee within hundred and eighty [180] days for a new set of members of the Board for the remaining period of the term of the Board.

Article XXI. Elections: Vacancies and Appointments

Section 1. Any Board member who is unable to attend to the duties of the office due to any reason, at any time, may resign. The Board shall accept the resignation and declare the position vacant.

Section 2. If any Board member does not attend to the duties of his/her position including attending the scheduled Board meetings for more than three [3] months continuously, without proper reason given to the Board, the Board may advise the member to relinquish the position or declare the position vacant.

Section 3. If the President, Secretary or Treasurer is unable to attend to his/her duties for a period not exceeding Six [6] months, the Vice President, Joint-Secretary or Joint Treasurer, respectively shall assume their duties.

Section 4. If the Vice President, Joint Secretary or Joint Treasurer is unable to attend his/her duties and for a period not exceeding Six [6] months, one of the Board of Directors shall be appointed by the President to assume their duties temporarily.

Section 5. If a Director is unable to attend his/her duties and meetings for a period not exceeding Six [6] months, the Board may appoint an Active member to assume such duties temporarily until next General body meeting.

Section 6. If one of the Board members is unable to attend his/her duties for a period of more than Six [6] months, the Board shall accept the resignation of the person and declare the position vacant.

Section 7. The vacancy for any Board Director shall be filled by a suitable candidate appointed to the position until the next election.

Section 8. The Trustee shall fill any vacancy occurring in the position with any exiting Board of Directors.

Article XXII. Objective and Operations of the Temple

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Section 1. The name of the Temple shall be Sri Guruvayurappan Temple of Dallas/Sri Krishna Temple of North Texas which is here in referred as the "temple"

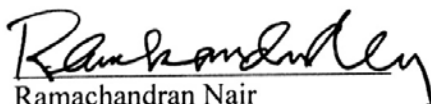
i. The objective and operations of temple are

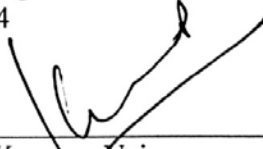
- i. **Establish a temple-** To establish a temple for the promotion of the religion and philosophy of the Hindus and provide a place of worship for the Hindu Community in the Dallas/Fort Worth Metroplex.
- ii. **Construct and maintain Temples, Libraries, etc. -** To construct, establish, appropriately furnish, equip and maintain temples, libraries, reading rooms, halls for religious, cultural and educational functions related to the Hindu religion and the Hindu way of life.
- iii. **Raise Funds –** To raise funds, for the carrying out of these objectives, by public subscription, donations, mortgage of assets of the Society, or in any way which the Board of trustees may, in consultation with the board of directors, deem advisable.
- iv. **Acquire Property –** To purchase or otherwise acquire any further land and property, from time to time sell or alienate such land and property, and to mortgage the same where necessary.
- v. **Management of the Temple -** Management of the Temple shall be under the direction of the board of directors
- vi. **Volunteers –** Volunteers include members and non-members, should not have any legal claims against the Temple and the Society.
- vii. **Employees -** Any or all employees of the Temple shall abide by the Texas Labor Law.
- viii. **The Title of all property of the Temple shall vest in the Society. The power to institute and defend any action on behalf of the Society shall vest in the Board of Trustees.**
- ix. **Rituals:** Temple shall follow rituals as per Adishankaracharya's Thantric guidelines and traditions that is being followed in Sri Krishna temple, Guruvayoor, Kerala. Thanthri of the temple shall have the sole authority to define the guidelines and variations if any due to practical necessities for the priest regarding pujas and rituals applicable in Dallas setting. The temple has accepted Kariannur Divakaran Nampoothiri as Thanthri of the Temple.


Any amendments to article XXII must have an approval of 80% of the benefactor member before submitting to the general body

End of By-laws of Kerala Hindu Society North Texas Inc.

Presented, approved and adapted by the General Body Meeting held on December 30, 2012
1.30 PM at 2431 Valwood Pkwy, Farmers Branch, TX 75234


Ramachandran Nair
Chairman, Board of Trustees
2012


Kesavan Nair
President
2012

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