



CONSTITUTION AND BYLAWS
OF
HOUSTON DURGA BARI SOCIETY

13944 SCHILLER ROAD, HOUSTON, TX 77082

TABLE OF CONTENTS

ARTICLE I: NAME.....	8
ARTICLE II: MISSION AND OBJECTIVES	8
Section 2.1 Mission.....	8
Section 2.2 Objectives.....	8
ARTICLE III: ORGANIZATION	8
Section 3.1 Structure	8
Section 3.2 Intra-Organizational Relationship.....	8
Section 3.3 Fiscal Year.....	9
Section 3.4 Mandatory Membership Requirement.....	9
Section 3.5 Role of a Non-Member	9
Section 3.6 Restriction on Naming a Temple.....	9
ARTICLE IV: MEMBERSHIP	9
Section 4.1 General Body.....	9
Section 4.2 Alliances	10
Section 4.3 Associates.....	10
Section 4.4 Duties	11
Section 4.5 Privileges	11
Section 4.6 Restrictions	11
Section 4.7 Denial of Membership	12
Section 4.8 Appeal After the Denial.....	12
Section 4.9 Resignation.....	12
Section 4.10 Suspension and Expulsion.....	12
Section 4.11 Membership Dues.....	12
Section 4.12 Renewal Notice	13

Section 4.13 Membership Renewal	13
Section 4.14 Upgrading of Status	13
Section 4.15 Recognition	13
ARTICLE V: GENERAL BODY	13
Section 5.1 Authority, Roles and Responsibilities.....	13
Section 5.2 Meetings	14
ARTICLE VI: COUNCIL OF TRUSTEES.....	14
Section 6.1 Composition	14
Section 6.2 Term of Office	14
Section 6.3 Office Bearers.....	15
Section 6.4 Duties	15
Section 6.5 Meetings	16
Section 6.6 Failure to Serve on the Council and Mid-Term Vacancy.....	16
Section 6.7 Conflict of Interest	16
Section 6.8 Role During HDBS Election	16
Section 6.9 Role in the Absence of the Executive Board	16
ARTICLE VII: EXECUTIVE BOARD	17
Section 7.1 Composition	17
Section 7.2 Office Bearers.....	17
Section 7.3 Election of the Office Bearers	17
Section 7.4 Term of an Executive Board	18
Section 7.5 Rights, Responsibilities and Limitations of a Board Member	18
Section 7.6 Mid-Term Vacancies	18
Section 7.7 Obligation to the General Body	18

Constitution & Bylaws of HDBS

Revision: April 28th, 2019

Section 7.8	Meetings	18
Section 7.9	No Confidence Motion Against the Board	19
Section 7.10	Authority for HDBS Operation and Responsibilities	19
Section 7.12	Restriction on Delegation	20
Section 7.13	Board and Working Committees	20
Section 7.14	Board and Council	20
Section 7.15	President	20
Section 7.16	Vice President	20
Section 7.17	Secretary	20
Section 7.18	Treasurer	21
Section 7.19	Assistant Secretary	21
Section 7.20	Assistant Treasurer	21
ARTICLE VIII: WORKING COMMITTEES		22
Section 8.1	Core Committees	22
Section 8.2	Additional Committees and Dissolution of a Core Committee	22
Section 8.3	Term of a Committee	22
Section 8.4	Committee Chairpersons and Their Responsibilities	22
Section 8.5	Restrictions on Assignments	22
Section 8.6	Mid-Term Vacancies	23
Section 8.7	Committee Meeting	23
Section 8.8	Committee and Executive Board	23
Section 8.9	HDBS Puja Committee	23
Section 8.10	Religious Activities Committee	23
Section 8.11	Legal Committee	24
Section 8.12	Finance Committee	24
Section 8.13	Facility Construction and Maintenance Committee	24

Section 8.14 Public Relations Committee.....24

Section 8.15 Cultural Committee.....24

Section 8.16 Rental Committee25

Section 8.17 Education and Library Committee25

Section 8.18 Website and Information Technology Committee25

Section 8.19 Kitchen Committee25

ARTICLE IX: RESOLUTIONS AND REVIEWS26

Section 9.1 Resolution and Petition.....26

Section 9.2 Approval Process.....26

Section 9.3 Implementation26

Section 9.4 Petition Against a Board’s Decision26

ARTICLE X: AMENDMENTS TO THE CONSTITUTION26

Section 10.1 Submission of Amendments26

Section 10.2 Handling of Amendments26

Section 10.3 Special Provision27

Section 10.4 Voting on Amendments by General Body27

Section 10.5 Implementation of Amendments27

ARTICLE XI: RESOURCES AND FINANCIAL PROCEDURES.....27

Section 11.1 Funding Sources and Restrictions.....27

Section 11.2 Fund Location.....28

Section 11.3 Use of Funds28

Section 11.4 Annual Budget28

Section 11.5 Fund Authorization Limits.....28

Section 11.6 Loan by HDBS29

Constitution & Bylaws of HDBS

Revision: April 28th, 2019

Section 11.7 Payment to HDBS Members	29
ARTICLE XII: ELECTION	30
Section 12.1 Day of Election	30
Section 12.2 Elected Positions	30
Section 12.3 Election Committee	30
Section 12.4 Key Roles	30
Section 12.5 Integrity of the Election Process	30
Section 12.6 Communications from the Election Committee	30
Section 12.7 Eligibility.....	31
Section 12.8 Member’s Responsibility	31
Section 12.9 Nomination Process	31
Section 12.10 Mailing of Ballots and Voting by Members.....	32
Section 12.11 Return of Ballots to the Election Committee by Mail	32
Section 12.12 On-Site Voting.....	32
Section 12.13 Counting of Votes	33
Section 12.14 Election Results and Their Documentation	33
Section 12.15 Cancelled or Invalid Election.....	33
ARTICLE XIII. INTERNAL CONFLICT RESOLUTION	33
Section 13.1 Internal Conflict Pathways.....	33
Section 13.2 Defense of Legal Threats to HDBS	35
Section 13.3 Legal Action by HDBS	36
Section 13.4 Director’s and Officer’s Insurance	36
Section 13.5 Waiver and Release by Elected Board & Council Officers	36
Section 13.6 Indemnification.....	37
ARTICLE XIV: DISSOLUTION OF HDBS	37
APPENDIX: HDBS CONSTITUTION AND BY LAWS REVISION DETAILS.....	37

ARTICLE I: NAME

The name of the non-profit organization is Houston Durga Bari Society, hereafter referred to as the “Society” or “HDBS”. The HDBS has been organized as a Texas Nonprofit Corporation and is being operated exclusively within the terms and conditions 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.

ARTICLE II: MISSION AND OBJECTIVES

Section 2.1 Mission

The Society's mission is to serve the Hindu community by promoting religious as well as cultural, educational, social and charitable activities including inter-faith understanding. For the purpose of providing such services, this Constitution and Bylaws, henceforth called ‘Bylaws’, have been established for the Society.

Section 2.2 Objectives

2.2.1 Construct and maintain a multi-purpose facility appropriate for the mission described in Section 2.1.

2.2.2 Administer the use of these facilities by members of the society and by members of communities for activities deemed appropriate in the context of the mission of the Society, under the terms and conditions set forth and published as such by the Executive Board in office. The publication referenced here shall define membership dues, time dependent variable items, budget, execution plan and regulations that are necessary and are in conformance with the Bylaws and its intent. This document shall be called ‘Executive Publication’ or ‘EP’ in short. The EP shall continue to be effective until revised by a succeeding Board.

2.2.3 Follow the Bengali Hindu sacrament and tradition for religious worship (puja) practices and rituals. Puja shall be performed within the Temple, unless tradition requires an outdoor ceremony.

2.2.4 Maintain the sanctity of the Temple. Cooking, consumption of food/drinks, and wearing of shoes shall not be permitted inside the Temple. Only exception is that shoes may be permitted for medical reasons.

ARTICLE III: ORGANIZATION

Section 3.1 Structure

3.1.1 The Society shall comprise of individuals/ families practicing the Hindu religion or those respectful of Hindu religious doctrines. Members of the Society will be referred to as HDBS members hereafter.

3.1.2 The HDBS shall consist of six bodies as follows:

- a. The Council of Trustees, also referred to as “Council” hereafter
- b. The Executive Board, also referred to as “Board” hereafter
- c. The Working Committees, within the Board, also referred to as “Committees” hereafter
- d. The General Body
- e. Alliances
- f. Associates

Section 3.2 Intra-Organizational Relationship

3.2.1 The ‘Council’ is the advisory body in the organizational structure of the Society. The Council shall oversee

Constitution & Bylaws of HDBS

Revision: April 28th, 2019

Board's activities as defined in the Bylaws. The 'Board' is the administrative body with full authority over all activities of the Society and shall execute its duty as defined in the Bylaws.

3.2.2 The 'Committees' are the sub-offices of the 'Board', and are directly responsible to the Board.

3.2.3 All contributing members as outlined in Article IV are the members of the General body

3.2.4 The 'Alliances' are the organizations in the community that are recognized as legitimate partners and have advisory roles, and /or other defined relationship.

3.2.5 The 'Associates' are the members of the community recognized as non-paying active participants of the Society and have advisory roles.

Section 3.3 Fiscal Year

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

Section 3.4 Mandatory Membership Requirement

Membership in HDBS is mandatory to perform any organizational or executive work including collection of funds.

Section 3.5 Role of a Non-Member

Non-members may participate in religious activities and ceremonies, and volunteer work, or make financial contributions to HDBS.

Section 3.6 Restriction on Naming a Temple

HDBS Temple(s) shall not be named after an individual or individuals.

ARTICLE IV: MEMBERSHIP

Section 4.1 General Body

4.1.1 Individuals/ Families shall enroll as members of the 'General Body' by filling in membership forms, contributing to the Society the amount defined in the Executive Publication and by complying with the conditions set forth therein and in the Bylaws. The member shall specify either family or individual membership at the time of enrollment. An individual membership will be for one member only; a family membership will be composed of husband and wife (two members). Individual and family membership shall have fees differed by at least \$10, as defined in the Executive Publication.

4.1.2 The "General Body" of HDBS shall constitute the following membership categories:

Founding Patron (Addition to this membership ended on March 31, 2003.) Patron

- Founding Member (Addition to this membership ended on March 31, 2003.)
- Benefactor
- Life Member
- General Member

A Founding member as of March 31, 2003, is eligible to upgrade to Founding Patron category by making required donation.

4.1.3 Founding Patron / Patron / Founding Member / Benefactor: Founding Patron, Patron, Founding Member and Benefactor are membership categories that shall remain in active status for life. Each may nominate an immediate member

of the family (son or daughter) to succeed as a Life Member of the Society after the primary member's or members' (both spouses') death. Such nomination will have to be approved by the Board.

4.1.4 Life Member: For a Life membership, in the event of primary member's death, the spouse will continue to be a Life Member. Life membership shall terminate with the death of an individual member or both spouses in the case of family membership.

4.1.5 General Member: General Members shall pay annual dues to the Society. General membership shall terminate at the end of the fiscal year in which dues are paid, and with the death of an individual member or both spouses, whichever occurs first.

Section 4.2 Alliances

The societies that have been serving the community before the establishment of HDBS are recognized as the primary partners and called 'Alliance' members. The President or a representative of an Alliance may have an advisory role. An Alliance may participate and co- sponsor activities of the Society, usually, in coordination with a Committee. The representative from the Alliance must be a member of HDBS. Recognized Alliance(s) is (are) set forth in the Executive Publication.

Section 4.3 Associates

4.3.1 The following non-paying membership categories constitute the Associates.

- a. Youth Member; b. Honorary Member; c. Temple Devotee

To be recognized, an individual is required to enroll as an associate member and/or be nominated and approved by the Board. The Associates shall not have privileges to vote nor to hold office in HDBS.

4.3.2 Youth members will be full time students and shall uphold the mission and interest of the Society.

4.3.3 Honorary Members will be persons who have performed distinguished services to HDBS, Greater Houston Community and the Hindu Community as determined, nominated and approved by the Board and Council.

4.3.4 Temple Devotees will be persons following the Hindu religious faith and attending Temple activities and religious functions regularly

Section 4.4 Duties

Every General Body member has an obligation to abide by the Bylaws of the Society. They will be expected to serve as volunteers in the elected body, and Temple activities.

Section 4.5 Privileges

4.5.1 All General Body members (individual, and both husband and wife for family membership category) shall have the same privileges, duties, and obligations including eligibility to nominate candidates and vote in an election or on resolutions. They shall have the right to hold office on the Board. However, for family membership, the eligibility to run for an elected office within the Board or Council (if qualified) will be limited to either husband or wife.

4.5.2 Each Founding Patron or Patron membership will have one permanent seat (per family or individual) on the Council. For all other purposes, Founding Patrons /Patrons will have the same privileges as that of a Founding Member/Benefactor.

4.5.3 If a Founding Patron or Patron is elected to serve on the Board, he/she will retain the right to vote in the Council and his/her presence in a Council meeting will count towards satisfying quorum only for issues that have not been voted at the Board. Further, he/she shall not be an officer of the Council.

4.5.4 General Body members, members of an Alliance and Associates are eligible to use designated areas of the facilities (such as Auditorium) to celebrate personal or family events. An Alliance member shall have the privilege to hold public events. All events that use the facilities shall conform to the terms and conditions described in the EP and Subsections 4.5.5 to 4.5.7 of this Article.

4.5.5 All General Body members are eligible to use the facilities at a reasonably reduced rental charge as outlined in the EP.

4.5.6 All policy matters related to the use of the HDBS facilities will be decided solely at the discretion of the Board in accordance with, but not limited to, the Subsections 4.5.4, 4.5.5 and 4.5.7 and shall be complied with by all users.

4.5.7 All events shall be financially self-sufficient or shall be held as decided by the Board. HDBS will not subsidize any cost incurred due to the use of the facility for such events.

4.5.8 Any HDBS member may attend any Board, Council or Committee meeting with the exception of an Executive session.

4.5.9 Depending on the subject or issue, any HDBS member may communicate his/her concerns, comments and suggestions to the Board or Council in writing. Such correspondences shall be addressed to the President or Secretary of the Board, or to the Chairperson or Secretary of the Council. The addressee will provide an acknowledgement of the receipt of such letters within fifteen days.

Section 4.6 Restrictions

HDBS Members and others shall not be permitted to sell products and services (pertaining to commercial activities) within the premises of HDBS, without Board's approval. The Board can only permit such activities if they benefit HDBS and such benefits can be quantified. A fee, assessed by the Board, shall be paid to the HDBS by the vendor for any approved commercial activity.

Section 4.7 Denial of Membership

If a person is convicted of any criminal activity or misdemeanor or forgery that is considered detrimental to the objectives of the Society, or is damaging to the HDBS interest, that person may be denied new membership or continued membership by the Board.

Section 4.8 Appeal After the Denial

An applicant who has been denied membership may be admitted upon an appeal signed by at least ten General Body members and approved by a simple (51%) majority of the Board after one year of the denial. If admission is denied again, the person may appeal after three months at which time the individual shall seek Council's recommendation. However, the final decision rests with the Board.

Section 4.9 Resignation

A member may resign from HDBS by submitting a resignation in writing to the President. Once resigned, the individual may reapply for membership, by usual process. A member forfeits all membership rights and privileges by resignation.

Section 4.10 Suspension and Expulsion

4.10.1 A member may be suspended or expelled from HDBS if such a member is deemed to have conduct or activities, in violation of the mission, objectives or Bylaws of the Society.

4.10.2 Undesirable activities may include providing false information to HDBS, creating a loss of honor for the Society, its bodies or its membership, or financial activities aimed at individual benefit or misappropriation of or damage to the Society's assets.

4.10.3 At the request of the Board, the Legal Committee shall make an inquiry into the matters of the member who is alleged to have committed violations as described above, but not necessarily limited to the above, and recommend to the Board whether sufficient grounds for suspension or expulsion exist. Suspension or expulsion may be imposed by the Board with the approval by a 66% majority in favor of such action, in a resolution reached by both the Board and the Council.

4.10.4 Suspension or expulsion of a member may be reconsidered on appeal, and the Board shall conduct hearings. The suspended member may be reinstated after one year if the readmission is approved by a simple majority of the Board, Council and General Body.

4.10.5 The Executive Board's order for the suspension of a member shall not exceed four years. On expiration of the suspension, the Board, upon request, shall consider the status of the suspended member for readmission or for permanent expulsion, and shall present to the General Body for approval by a simple majority vote. The resolution approved by the General Body will be binding on the final decision on such cases.

4.10.6 A member who has been expelled by the General Body shall be ineligible to apply for membership for two years from the date of expulsion.

4.10.7 A member forfeits all membership rights and privileges because of suspension and expulsion.

Section 4.11 Membership Dues

4.11.1 The membership dues for General Members shall be approved by the Board and the Council by a simple majority and shall be published. The fees for other memberships such as Life Members, Benefactors, Patrons/Trustees will be subject to review by the Board and may be changed for appropriate reasons from time to time. Any such changes will have to be approved by the Board and the Council by a simple majority and shall be published .

Individuals/ Families shall enroll as members of the ‘General Body’ by filling in membership forms, contributing to the Society the amount defined herein and by complying with the conditions set forth therein and in the Bylaws. The member shall specify either family or individual membership at the time of enrollment. An individual membership will be for one member only; a family membership will be composed of husband and wife (two members).

4.11.2 The members in the following categories are exempt from paying annual membership dues: Founding Patrons, Patrons, Founding Members, Benefactors, and Life Members. However, they shall be requested by the Board to contribute a reasonable amount as donation for the facility maintenance.

Section 4.12 Renewal Notice

A notice for General Membership renewal shall be mailed to each General Member before March 1 of each year, stating the amount of dues payable by March 31 of the current year and any applicable late fee for delayed renewal, as published in the EP.

Section 4.13 Membership Renewal

General members must renew their membership every year by March 31, by paying their annual dues. After this date the membership status will become inactive and discontinuous. Inactive members can reinstate their membership by paying their annual dues. Reinstatement shall be effective on the date the membership fee is received by HDBS. Reinstatement shall be effective retroactively to the date the membership was inactive if the annual membership fee is paid within the same calendar year with a late fee as defined in the EP.

Section 4.14 Upgrading of Status

A member who has contributed to HDBS the necessary donation to qualify for upgrading his/her membership category, shall be transferred to the respective upgraded membership category with an immediate effect.

Section 4.15 Recognition

Founding Patrons, Patrons, Founding Members and Benefactors shall be recognized by displaying the names of individuals/families at an appropriate place to acknowledge their commitment and contributions towards the mission and objectives of the Society. Other recognitions may be extended with the approval from the Board and Council by simple majority from both bodies.

ARTICLE V: GENERAL BODY

Section 5.1 Authority, Roles and Responsibilities

5.1.1 The General Body shall have the authority over HDBS in all matters as delineated in the Bylaws. The General Body shall strive to ensure that the Bylaws of the Society are followed in letter and spirit.

5.1.2 All accounts and records of HDBS, as provided in the Texas Nonprofit Corporation Act, shall be open for review by any General Body member upon written request.

5.1.3 The General Body shall review and approve or disapprove the annual budget and financial and progress reports.

Section 5.2 Meetings

5.2.1 The President or the Secretary of the Board, on behalf of the Board, shall call at least two General Body meetings in every calendar year, preferably in January and August, but no later than March and October, respectively. The President or the Secretary of the Board, on the advice of the Council, may call additional General Body meetings at any time.

5.2.2 A General Body Meeting shall be chaired by the Chairperson of the Council. In the absence or unavailability of the Council Chairperson, either Council Secretary or Assistant Secretary, in that order of preference, shall preside over the meeting. When Council Officers are not available to chair a scheduled General Body meeting, the meeting will be chaired by a Board Officer (President, Vice-President, Secretary or Treasurer, in that order of preference).

5.2.3 The President or the Secretary of the Board shall prepare agenda for the General Body meetings. The Secretary shall mail the agenda and a copy of the proposed resolutions to the members. An electronic mail may be used for this purpose if a member has a valid electronic mail address.

5.2.4 Notice of a General Body meeting shall be mailed or e-mailed no more than forty- five days and no less than fifteen days in advance.

5.2.5 A proposal for an item may be submitted in writing to the Secretary sixty days in advance for consideration in the General Body Meeting. Refer to Article IX, Section 9.1 as to the process for submitting a resolution or petition.

5.2.6 Fifty-one percent of the total General Body membership or sixty-one members including written proxies, whichever is lower, shall form the quorum for a General Body meeting.

5.2.7 All General Body members are entitled to be notified of and to vote at a General Body meeting. In any General Body meeting, each member, including husband and wife, is eligible to vote in person on any amendment to the Bylaws, petition, resolution or review. A General Body member may also vote by a written proxy submitted to the Secretary on or before the day of the General Body meeting.

5.2.8 If an announced meeting cannot be held due to lack of quorum as explained in subsection 5.2.6, a temporary adjournment of the meeting may be implemented by the President of the Board, to a day within thirty days of the first meeting and with not less than ten days' notice given to members. If a quorum cannot be achieved on the second attempt, any majority decision, as appropriate, of the General Body members present in the second meeting shall be accepted as the final outcome.

ARTICLE VI: COUNCIL OF TRUSTEES

Section 6.1 Composition

6.1.1 The Council will have permanent seats for Founding Patrons and Patrons. In addition, the council shall have four elected Founding Members /Benefactors, and two elected Life Members.

6.1.2 The Council may form committees or subcommittees at its discretion to carry out its tasks more effectively.

Section 6.2 Term of Office

A Founding Patron or Patron shall have permanent tenure as a Trustee during his/her lifetime. For family membership, Founding Patrons and Patrons shall designate either the husband or wife as a Trustee of the Council. An elected Trustee will serve on the Council for a four-year term. He/she may not serve on the Council for more than two consecutive terms.

Section 6.3 Office Bearers

6.3.1 The Council, shall elect the following three office bearers from the Trustees at the beginning of the term of the elected Trustees or when vacancies occur: Chairperson, Secretary, and Assistant Secretary.

Elections shall be held once every four years in accordance with this section save and except for mid-term vacancies, which shall be filled in accordance to the procedures set aside in section 6.6. The Election Day shall be the second Sunday in March of the alternate odd numbered years.

The election process should start eight (8) weeks prior to the election by the appointment of an election committee of three (3) Council of Trustee members by the Council of Trustee Chairperson.

The candidates, who must be Council of Trustee members, shall self-nominate themselves for any of the positions. All self-nominations must be made 30 days prior to election day (or alternatively: Self nomination may be made up until 72 hours prior to election day).

Voting shall be either in person, mail-in ballot, or email, and the process for each of these voting options and their verification shall be established by the election committee in conjunction with the Council of Trustee Chairperson. This process shall be established at least 45 days prior to the Election Day and will be distributed to trustees by methods the Election Committee deems appropriate at least 15 days prior to the Election Day.

Candidates with the highest number of votes in their respective categories shall be declared elected. Election Committee will inform General Body of the election results, and provide signed copies of the election results to all candidates, the President of the Board, and Chairperson of the Council. In the event the election is cancelled or declared invalid, the current Council shall continue to hold office, and new election shall be completed by the Election Committee within 75 days for a new set of elected Trustees of the Council for the remaining period of the term.

In case of conflict between the Chairperson and the Election Committee, the Election Committee shall report to the nominated representative of the Council of Trustees.

Further to this section, Election Committee may follow provisions 12.4, 12.5, 12.8 and 12.13 of Article XII- Election in principle and as applicable at their discretion and perform the Council of Trustee Election in an impartial and fair manner.

6.3.2 The Chairperson or designee shall preside over the Council meetings and conduct the deliberations of the Council. The Council Secretary and Assistant Secretary will assist the Chairperson in scheduling the Council meetings, and in providing oversight of the Board's activities, preparing agenda and meeting minutes, and forwarding the meeting minutes to the Council members and the Secretary of the Board.

6.3.3 In the absence of the Council Chairperson, either Secretary or Assistant Secretary shall preside over a Council meeting. When Council Officers are not available to chair a scheduled Council meeting, the meeting will be presided over by a Council of Trustee member designated by the Council Chairperson or selected by the Council members present in the meeting.

Section 6.4 Duties

The Trustees shall be responsible for the following activities:

6.4.1 They shall advise the Board on the constitutionality, legality or appropriateness of any of the Board's decisions or actions, as and when requested by the Board, or by the General Body. They shall be the constitutional authority and shall monitor the actions of the Board for compliance with the Bylaws.

6.4.2 They shall function as advisors to the Board upon request, on matters concerning the HDBS administration, policy, religious issues, expenses, construction projects and employees, and on any other matter referred to them by the Board or General Body.

6.4.3 They shall discuss with the Legal Committee and recommend changes concerning any resolutions, amendments to the Bylaws and proposals to the Board.

Section 6.5 Meetings

6.5.1 20% of the total number of Trustees, including proxies, shall satisfy the quorum of a Council meeting.

6.5.2 If an announced Council meeting cannot be held or a decision cannot be made because of lack of quorum as addressed in Subsections 6.5.1 and 4.5.3, a temporary adjournment of the meeting may be implemented by the Chairperson of the Council to a day within 21 days. If the required quorum cannot be achieved on the second attempt, any majority decision of the Trustees present in the second meeting shall be accepted as the final outcome. Provisions of Section 4.5.3 regarding voting restrictions for a Trustee serving on the Board do not apply in that situation.

Section 6.6 Failure to Serve on the Council and Mid-Term Vacancy

An elected Trustee, who is unable to attend to the duties of the office due to any reason, at any time, may relinquish his/her position and the Council shall accept the resignation and declare the position vacant. Vacancies in these positions in the middle of the term, and if for a period of three months or more, shall be filled by appointments by the Council in conformity with the eligibility criteria delineated in Subsection 6.1.1 and Section 12.2 (d).

Section 6.7 Conflict of Interest

In order to eliminate certain conflicts of interests, Trustees, who are related to any current Executive Board Officers either through blood or marriage or a business partnership, cannot stand in the Council of Trustee officer's election or hold the Council of Trustee Officers position.

Section 6.8 Role During HDBS Election

6.8.1 The Chairperson of the Council or his/her designee shall oversee elections in accordance with the provisions of the Bylaws.

6.8.2 Any unresolved disputes from the election process may be referred to the full Council by the concerned parties and /or Election Committee for review. The Council's decision in these matters, taken in consultation with the Election Officers, will be final.

Section 6.9 Role in the Absence of the Executive Board

If the Executive Board is removed because of no confidence motion, mass resignations or any other reason, the Council shall take over the administration of the Temple and its assets. The Council will then form an interim Executive Board with its Founding Patrons, Patrons, Founding Members, Benefactors and Life Members, and conduct new elections within one hundred and eighty days.

The newly elected members will serve the rest of the term unless one hundred and eighty days or less are left. In the latter case, the elected members shall continue to serve the next term.

ARTICLE VII: EXECUTIVE BOARD

Section 7.1 Composition

The activities of HDBS shall be conducted by the Executive Board. The Board shall consist of fifteen elected representatives. Of these fifteen elected Board members, five will be from Founding Patrons, Patrons, Founding Members, and Benefactors; five will be from Life Members; and five will be from General Members. A Founding Patron, Patron, Founding Member or Benefactor is eligible to seek election nomination under Life and General membership categories as well. A Life Member can also seek election nomination under General membership.

Section 7.2 Office Bearers

The Executive Board shall have six office bearers.

- a. President
- b. Vice-President c. Secretary
- d. Treasurer
- e. Assistant Secretary
- f. Assistant Treasurer.

Minimum Eligibility Requirements of Office Bearers

All Board office bearers must meet the following minimum eligibility criteria, prior to nomination as a candidate for the Board and the officer bearer's election within the Board.:

- Three years of continuous active membership status by March 31st. of the election year.
- Submission of summary of volunteering services towards HDBS and a completed Mission Statement, including:
 - the skills they would bring to the Office, ○ what they hope to accomplish during their term; and ○ their overall vision for HDBS.

Section 7.3 Election of the Office Bearers

7.3.1 The office bearers will be selected by consensus or by majority votes of the elected Board members before or within seven days after the assumption of their offices.

7.3.2 For office bearers' election within the Board, a Board member must declare his/her intention to run for a particular office. Each candidate can run for only one position. The office bearers' election will be held preferably with all Board members present. If a member cannot be present, he/she will vote by mail. The election meeting will be conducted by the Council Chairperson or his/her designee.

A candidate who has served as an EB Officer in the role of President, Secretary or Treasurer, for a complete term of two years or if he resigned before completion of his term, cannot be nominated for the same position in consecutive terms.

However, any person who steps in the role of President, Secretary or Treasurer due to resignation of the incumbent, will remain eligible for the same position for the subsequent full term.

Section 7.4 Term of an Executive Board

An Executive Board term shall consist of a period of two years. The term shall start on January 1 following the election in November of the previous year, and shall end on December 31 of the following year.

Section 7.5 Rights, Responsibilities and Limitations of a Board Member

7.5.1 Each Board member shall have one vote to vote on every issue before the Board.

7.5.2 If without any valid reasons, a Board member fails to discharge his/her prescribed duties for a period of three consecutive meetings without prior notice and approval of the Officers of the Board, he/she will be served a warning by the Board. After four consecutive missed meetings, the member will be replaced if approved by a 67% majority of the Board.

7.5.3 A member serving on the Board for three consecutive terms shall not be eligible to be a candidate for the same position in the next election unless there is a serious shortage of qualified candidates to run in the election as determined by the Council.

7.5.4 If a Board member has a conflict of interest arising during his/her tenure, he/she shall report such conflict. The Board acting on the member's reporting or from findings of its own investigation, will have the authority to remove the person from the Board and fill up the vacancy according to established procedures.

Section 7.6 Mid-Term Vacancies

7.6.1 An unexpected, mid-term vacancy for a Board member will be filled by selection based on a majority vote within the Board. The member filling the vacancy will have to satisfy the eligibility criteria.

7.6.2 If the President is unable to finish his/her term, that position will be filled by the Vice President for the remainder of the term. Any other vacated office-bearer position shall be filled by election within the Board for the remainder of the term.

Section 7.7 Obligation to the General Body

In discharging its functions, the Board is responsible to the General Body. It will abide by the Bylaws and resolutions passed by the General Body. It shall have the primary responsibility of fulfilling the mission, goals and objectives of the HDBS as set forth in the Bylaws.

Section 7.8 Meetings

7.8.1 The quorum for all meetings of the Executive Board is defined as the presence of at least 51% of the Board members including two office bearers. All Board members must be informed in advance of the date, time and place of the meeting along with the agenda and/or copies of proposed resolutions that need approval.

7.8.2 All decisions of the Board shall be made by a consensus or by a majority of those present in a meeting, subject to a quorum.

Section 7.9 No Confidence Motion Against the Board

A no-confidence motion against the Board shall require a formal petition containing signatures of at least 25% of the entire General Body, and will pass on a 66% majority approval of the General Body voting in favor.

Duties of the Board

Section 7.10 Authority for HDBS Operation and Responsibilities

7.10.1 The Board will be responsible for all operations of HDBS and its projects, which include but not limited to, (a) Fund raising activities, (b) Construction activities and facility maintenance, (c) Religious practices and traditions at the Temple, (d) All legal matters of HDBS, (e) Duties of the Working Committees and (f) Executive Publication defining membership dues, time-dependent variable items, budget, execution plan and regulations that are necessary and are in conformance with the Bylaws and its intent.. Exceptions to the above are items that require approval from the Council.

7.10.2 The Board shall be responsible for developing the policies for administration of HDBS, its long term planning and for obtaining or granting financial approval when needed in accordance with the financial procedure and financial power statutes of the Bylaws.

7.10.3 As part of the duties stated above The Board shall be responsible for employing individuals and organizations, as necessary, to operate HDBS activities, and provide maintenance of the complex in general. This shall include the Temple Priest/Priests/Associates and other personal as needed.

Any such contract that is less than \$10,000 in cumulative (undiscounted) value will be approved by the Executive board with a majority approval.

Any contract that is greater than \$10,000 in cumulative (undiscounted) value must have at least seventy-five per cent (75%) approval of the Executive Board, followed by the Council of Trustees majority approval. The Board President and Vice President or Treasurer followed by the Chairperson of the Council of Trustees shall sign the contract

7.10.4 This section shall apply specifically to contracts for the services of Priest(s). The Executive Board shall prepare contract documents with complete description of Duties, Duration, Compensations, Over Time premium, if any, including Paid Time Off and other benefits as deemed necessary.

Priest's contract must have at least seventy-five per cent (75%) approval of the entire Executive Board, followed by the Council of Trustees two-thirds majority approval in an approved CT meeting. The approval process shall be tracked by the signature of the office bearers of the Board and by the Chairperson, and shall be kept on record.

The Executive Board President, Secretary and Treasurer, and then followed by the Chairperson of the Council of Trustees shall sign any Priest's contract, which could be the letter of employment issued to the employee/Priest. Failure of proper documentation and lack of 4 signatures on the contract will make the contract null and void

The contract term for any priest's employment cannot be more than 2 years.

The original contract, or any extensions of the priest's contract, or any amendments to the terms of the original contract must follow the approval process stated above and include a copy of this section to be initialed by the Priest.

Any amendments or extensions to these types of contracts must have the initials of the Executive Board President, Secretary and Treasurer followed by the Chairperson of the Council of Trustees and finally the Priest.

Section 7.11 Executive Authority

The President, Secretary and Treasurer shall be the executive authority for all activities of HDBS conducted under the directives and policies of the HDBS.

Section 7.12 Restriction on Delegation

While the Board can seek help from any member of the HDBS or non-members, it shall not delegate its responsibility to any person or group of persons.

Section 7.13 Board and Working Committees

7.13.1 The Board shall set up Working Committees as outlined in Article VIII, with a maximum of two Co-Chairpersons being responsible for each Committee.

7.13.2 The Board will assign areas of responsibility to its committees and monitor their activities. The committees with assigned responsibilities in different areas shall be led by their respective Chairpersons. The Committee Chairpersons shall communicate their progress or status to the Board as per request.

Section 7.14 Board and Council

At least once a year, the Executive Board shall apprise the Council of the status of the HDBS.

Duties of Office Bearers

Section 7.15 President

The President shall be responsible for administrative functions of the Society as outlined below, but not limited to:

- Calling meetings of the (i) Board, (ii) General Body, and (iii) any other extraordinary meeting except the meeting of the Council of Trustees.
- Preparing agenda for the respective meetings and presiding over all meetings with the exception of the General Body meeting which will be presided by the Chairperson of the Council, if available.
- Signing all official letters on behalf of HDBS including external communications and letters of appointments for employees.
- Approving the appointment of a committee and committee members and communicating with, and ensuring proper functioning of Working Committees jointly with the Vice President.
- Outlining a plan for the coming term with the help of the Board and presenting the plan to the Council no later than ninety days after beginning of the term.
- Co-signing checks, financial or other documents as required under the Bylaws. g. Such other functions as assigned by the Executive Board.

Section 7.16 Vice President

The Vice President shall perform the functions of the President in his/her absence and other functions assigned by the President and the Board. He/she shall assist the President in matters of administration and shall oversee functioning of the Committees

Section 7.17 Secretary

The duties of the Secretary shall include, but not limited to, the following and those assigned by the President

- Prepare and maintain all correspondences and official communications.

- Prepare, maintain and publish the minutes of the Executive Board or General Body meetings or any other meetings involving the Board jointly with the Assistant Secretary.
- Assist the President in preparing current and upcoming year's plan and present the plan and progress against the plan at least twice a year to the Executive Board and once a year to the General Body.
- Co-sign checks for payment for expenses authorized by the President or the Board. e. Such other functions as assigned by the Board and the President.

Section 7.18 Treasurer

The duties of the Treasurer shall include the following:

- Prepare a budget for the current and upcoming year and track the spending against the budget.
- Send renewal notices or donation requests to all HDBS members and receive payments thereon.
- Maintain the accounting books of HDBS, and prepare an income statement and keep balance sheet current. □
Present the budget, spending against budget, the income statement and balance sheet to the □ Board every three months and to the General Body meeting at least once a year.
- Co-sign checks for payment for expenses authorized by the President or the Board.
- Maintain up-to-date financial records in a designated place available for inspection by any member of HDBS.
- Cooperate and participate during auditing of the financial records by any appropriate agency.
- Such other functions as assigned by the Board and the President.
- The Treasurer shall be a member of the Finance Committee.

Section 7.19 Assistant Secretary

The Assistant Secretary will assist the Secretary and perform other functions assigned by the Secretary and the Board. He /she shall prepare, maintain and publish the minutes of the Executive Board or General Body meetings or any other meetings jointly with the Secretary.

Section 7.20 Assistant Treasurer

The Assistant Treasurer will assist the Treasurer and perform other functions assigned by the Treasurer and the Board. Assistant Treasurer cosigns checks for payment for expenses authorized by the President or the Board.

ARTICLE VIII: WORKING COMMITTEES

Section 8.1 Core Committees

The Executive Board will appoint, within thirty days of assuming office after the election, a set of core Working Committees to accomplish its tasks. The composition of working committees including the names of Chairpersons should be announced and published in the Executive Publication and/or on the HDBS website.

The Board shall form the following, but not limited to, ten core working committees. Goals of these Committees are highlighted in Sections 8.9 to 8.18. These Committees will also conduct additional functions as requested or approved by the Board.

1. HDBS Puja Committee
2. Religious Activities Committee
3. Legal Committee
4. Finance Committee
5. Facility Construction and Maintenance Committee
6. Public Relations Committee
7. Cultural Committee
8. Rental Committee
9. Education and Library Committee
10. Website and Information Technology Committee
11. Kitchen Committee

Section 8.2 Additional Committees and Dissolution of a Core Committee

The Executive Board through the Executive Publication may appoint additional Committees or divide a core committee into two or more committees based on focus areas to further the objectives of HDBS, or dissolve a core committee at any time. Mission and objectives of additional Committees shall be described in the Executive Publication.

Section 8.3 Term of a Committee

8.3.1 With the exception of HDBS Puja Committee, the term of the Committees shall not exceed the term of the Board, but the outgoing Board may authorize their continuation until new Working Committees are formed.

8.3.2 The HDBS Puja Committee's term shall end after the annual Saraswati Puja following the election in November.

Section 8.4 Committee Chairpersons and Their Responsibilities

8.4.1 Each Committee should have a minimum of four members and should preferably be led by an elected Board member or a Trustee as the Chairperson. The Board retains the authority to assign any General Body member as Chairperson of a Committee.

8.4.2 The Chairperson shall prepare a list of members of his/her Committee and have the Committee approved by the Board. He/she may add or drop a Committee member at any time by securing approval from the Board.

Section 8.5 Restrictions on Assignments

8.5.1 A member shall not be assigned as Chairperson in more than one committee. A member may not participate as a voting member in more than two committees unless specifically approved by the Board.

8.5.2 The President or the Secretary shall not be Chairperson of a committee. They may, however, have advisory role in any committee.

Section 8.6 Mid-Term Vacancies

The Executive Board shall fill the vacancy of a Chairperson for the remaining term within sixty days. If there is a vacancy, the Chairperson shall select a member for his/her Committee by securing approval from the Board.

Section 8.7 Committee Meeting

The quorum for a meeting of any working committee shall be a 51% attendance or a minimum of three persons including the Chairperson or a member designated by him/her to lead the meeting. All members in the committee shall be informed of the schedule for the meeting by the Committee Chairperson.

Section 8.8 Committee and Executive Board

8.8.1 Working Committees will plan their activities and will carry out activities with the approval from the Board. They will submit an annual plan and budget every year by March 1 to the Treasurer for approval by the Board and a semiannual report of their progress to the Board.

8.8.2 The committees shall plan all their activities according to the approved budget. The Chairpersons 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 the availability of funds. The Chairperson will be responsible for the execution of the planned activities. Any deviation from the plan and budget shall require approval by the Board.

Responsibilities of Core Committees

Section 8.9 HDBS Puja Committee

It shall be responsible for organizing and conducting the annual Durga Puja, Kali Puja and Saraswati Puja at the HDBS complex in coordination with the Religious Activity Committee, Rental Committee and Cultural Committee. Activities of this committee include informing all community members about Puja schedules, recommending the subscription amounts to the Board and public, developing Puja magazine, collecting advertisements for Puja magazine, arranging food services, collecting and keeping a record of subscriptions, issuing identification tags, arranging for cleaning the complex, coordinating cultural programs jointly with the Cultural Committee, maintaining a list of attendees, and submitting an expense record to the HDBS Treasurer.

Section 8.10 Religious Activities Committee

It shall operate the Temple, develop Temple opening and Puja/Festival schedules, schedule Priest assignments, and recommend Temple services fees to the Board. It shall ensure that Pujas for the various Deities in the Temple are performed in accordance with religious scriptures appropriate for each of the Deities, subject to financial and manpower limitations. It shall arrange lectures on Hinduism and other religious and cultural topics as appropriate. It shall liaise with the Chairperson of the HDBS Puja Committee in establishing the annual puja celebration schedules in the Temple. It shall maintain an inventory of and operate HDBS Souvenir Shop.

Section 8.11 Legal Committee

It shall be responsible for advising and recommending appropriate actions to the Board and Council on matters related to HDBS Constitution and Bylaws, ethics and legal affairs. It shall prepare necessary amendments to the Bylaws and take necessary actions for their approval. It shall investigate and recommend to the Council and the Board regarding potential suspension or expulsion of individual members for unethical behavior or undesirable activities.

Section 8.12 Finance Committee

It shall help in developing the annual budget outlay for the Board and prioritizing the Society's expenditures to fulfill the long-term needs of the community. It shall assist and advise the Board on activities of HDBS to improve revenue and resources and when needed, this Committee with others, will carry out fund raising activities. It shall work with the Treasurer to conduct periodic internal audit of the accounts of HDBS. It shall do the auditing of accounts every six months and assist the Treasurer to present the accounts for public certification.

Section 8.13 Facility Construction and Maintenance Committee

The Facility Construction and Maintenance Committee shall maintain an approved Master Plan of the construction and modification of the temple(s) auditorium(s) and other facilities of the HDBS Complex and update it as necessary using input from the General Body. The Master Plan shall include a set of architectural drawings and other relevant technical documents. The Master Plan, including any revisions and updates shall be reviewed and approved by Board, Council and General Body. The other responsibilities of the Facility Construction and Maintenance Committee include (a) HDBS facilities' maintenance including but not limited to security of the complex, heating and air conditioning systems, electrical systems / items, sound systems, sanitary / septic systems, lawn maintenance, garbage disposal, upkeep of the playground, potable water distribution system, regular cleaning and housekeeping and (b) new construction and modification work at the HDBS Complex.

Section 8.14 Public Relations Committee

It shall be responsible for the public relation activities including membership drive, assisting fund raising campaign, and promoting the HDBS objectives. It shall process membership applications and maintain the current list of active members. It shall be responsible for all publications of HDBS including the Newsletter. With Website and Information Technology Committee, it shall develop guidelines for publication of HDBS related information in the HDBS Website, newspapers, press and other information media.

In addition, this committee shall engage, whenever possible, in community outreach activities like running a charitable clinic, scheduling blood donation and health fair, other health related programs approved by the Board, coordinating social services including scheduling periodic food drives, arranging transportation services to and from HDBS for elderly people needing transportation, establishing local help teams for providing assistance to families during emergencies and dire needs, and other social services as approved by the Board.

Section 8.15 Cultural Committee

It shall arrange various cultural programs at the HDBS complex and outside. The Committee shall work with the HDBS Puja Committee, HDBS Alliance(s), and other organizations to schedule cultural and other programs. It shall coordinate programs such as Baishakhi Mela, Annual Drama Competition, and the Temple Inauguration Anniversary. It shall help the HDBS Puja Committee to organize special cultural programs during annual puja festivals.

Section 8.16 Rental Committee

It shall be responsible for coordinating facility rental activities including obtaining the signed rental contracts, rental deposits, rental fees, ensuring that the facility is safe and ready for rent, making arrangements for security, cleaning the facility afterwards, and controlling the locks/keys of the auditorium and other facilities.

Section 8.17 Education and Library Committee

It shall be responsible for promoting HDBS educational mission that includes coordinating activities of all HDBS Schools and Elona Memorial Library. It shall sponsor other activities and programs primarily for the children that reflect Bengali culture and heritage.

Section 8.18 Website and Information Technology Committee

It shall maintain a website dedicated exclusively to the Houston Durga Bari Society and implement technologies that help modernizing and streamlining of various HDBS activities and programs.

Section 8.19 Kitchen Committee

It shall be responsible for coordinating all activities necessary to maintain the functioning of HDBS Kitchen.

ARTICLE IX: RESOLUTIONS AND REVIEWS

Section 9.1 Resolution and Petition

Resolutions and reviews of any activity of HDBS or its bodies may be proposed by the Board or Council for approval by the General Body. These may also be proposed by a petition containing signatures from at least 25% of the General Body members. Upon receipt, the Board shall call a General Body meeting to consider the petition.

Section 9.2 Approval Process

9.2.1 Approval of a proposal, in general, shall require simple majority from the members present and members with written proxies, if applicable voting in favor. Exceptions to this are Master Plan, Annual Budget, and Amendments to the Bylaws, and Approval of a petition to change Executive Board's decision that require 66% majority or higher.

9.2.2 All decisions of the Board on the rules of religious services, practices and traditions at the Temple shall need the approval of the Council by a majority vote before they can be voted in a General Body Meeting.

9.2.3 Any proposed change must not be in conflict with the Articles of Incorporation or the Bylaws, and the Texas Nonprofit Corporation Act. The legality of the proposed change will be determined by the Council in consultation with the Board and Legal Committee.

Section 9.3 Implementation

Resolutions and reviews on any activity of HDBS or its bodies that receive approval of the General Body, as required in the individual case, shall be effective immediately after the meeting unless specified in the resolution.

Section 9.4 Petition Against a Board's Decision

9.4.1 Petition to change any decision, policy or procedure of the Executive Board shall be submitted to the Board for resolution. The said petition shall be signed by at least 51% of the Trustees of the Council.

9.4.2 Should the Executive Board not reply or take any action on a petition (under Section 9.1) within ninety days, the Council shall submit the petition to the General Body meeting for adoption or rejection. A favorable 66% majority of the votes cast at a duly held General Body meeting by members present and members with written proxies shall be decisive. Should the vote favor the petition, it shall be complied with promptly.

ARTICLE X: AMENDMENTS TO THE CONSTITUTION

Section 10.1 Submission of Amendments

Amendments to the Constitution and Bylaws may be proposed by the Legal Committee directly, on request from the Board, by a petition from at least 25% of General Body Members or by a proposal to the Legal Committee passed as a resolution in the General Body meeting.

Section 10.2 Handling of Amendments

10.2.1 Amendments to the Bylaws or the Articles of Incorporation shall not be in conflict with other parts of the Bylaws or with the Mission and Objectives of HDBS or the laws of the land.

Constitution & Bylaws of HDBS

Revision: April 28th, 2019

10.2.2 Parliamentary Authority: The rules contained in the current edition of Robert's Rules of Order, shall be referred to govern the HDBS in all cases in which they are applicable and in which they are consistent with the Texas nonprofit Corporation Act, the Articles of Incorporation, Bylaws and any special rules of order or resolutions adopted by HDBS.

10.2.3 The Legal Committee may review, revise or reword the proposed amendments to ensure consistency with other parts of the Constitution and Bylaws or the Articles of Incorporation. The Legal Committee will then present the proposed amendments for their acceptability and further processing.

10.2.4 After approval by the Board and the Council, in that order, proposals for amendments shall be submitted for voting by the General Body at a duly held meeting called by the Executive Board. Written proxies received by the Secretary will be counted towards the result.

Section 10.3 Special Provision

10.3.1 Amendments to Article I, Article II Section 2.1 and Subsection 2.2.3, and Article XI Subsection 11.1.1 of the Bylaws shall require an affirmative vote of 95% of the entire General Body. Written proxies received by the Secretary will be counted towards the result.

10.3.2 All amendments relating to the powers, duties, and responsibilities of Founding Patrons, Patrons, Founding Members, Benefactors, Life Members, and the Council shall require an approval by 75% majority of all Founding Patrons, Patrons, Founding Members, Benefactors and Life Members voting in favor. These powers and duties shall not be changed, reduced, amended or otherwise offered to any other category of members or committees or organizations of HDBS, except by such an approval.

Section 10.4 Voting on Amendments by General Body

Amendments to the Articles, other than those mentioned in Section 10.3 of this Article, shall require approval from 66% majority of the General Body members (including written proxies) at a duly held meeting. In case an amendment fails to secure 66% majority approval in a General Body meeting, the Board may refer the matter back to the General Body for further discussion and reconsideration. If the second General Body meeting still fails to approve the proposed amendment, such amendments would be considered rejected and shall not be brought to the General Body for consideration for at least one full year.

Section 10.5 Implementation of Amendments

Once approved by the General Body, amendments to the Constitution and Bylaws shall become effective immediately unless otherwise stated.

ARTICLE XI: RESOURCES AND FINANCIAL PROCEDURES

Section 11.1 Funding Sources and Restrictions

11.1.1 The Temple shall not be rented. The real property of the HDBS shall not be sold or traded for fund-raising or any other purpose, even if it benefits the HDBS.

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

11.1.3 . Membership dues, maintenance fees, and payments towards various puja subscriptions are non-refundable.

Constitution & Bylaws of HDBS

Revision: April 28th, 2019

11.1.4 All other contributions, (including those described in section 11.1.3), unless otherwise stated (as detailed under section 11.1.5), will be considered unrestricted donations. These can be used for operational or capital expenditures for HDBS as determined by the Executive Board of HDBS. Unrestricted donations are non-refundable

11.1.5 Donations will be only considered “temporarily restricted” when they are earmarked for a certain purpose and/or project undertaken by HDBS. Projects or expenses that accept such temporarily restricted donations have to be clearly defined in terms of purpose, scope and timeline and approved and recorded in minutes of the meeting of EB (for costs up to \$10,000), Council (for costs up to \$100,000) and General Body (for costs greater than \$100K). Projects must be approved prior to the acceptance of such donations and, therefore, any donation received prior to such approval will be considered unrestricted under 11.1.4.

11.1.6 Only donations in excess of \$5,000 (at the time of donation) may be considered as “temporarily restricted” donations of the type defined in 11.1.5 above and must be accompanied by a receipt signed by the Executive Board President, Secretary and Treasurer for donation amounts up to \$10,000. If such donations are in excess of \$10,000.00, they will also require signature of the Chairperson of the Council of Trustees. Donations that fail to meet these requirements as set out in this paragraph and in 11.1.5 above will be deemed unrestricted.

11.1.7 Any unused portion of the restricted donations of the type defined in 11.1.5 & 11.1.6 above, after completion of the donation’s scope that was finalized according to HDBS’ existing project approval processes, will be converted automatically to unrestricted donation and will not be refunded to any donor. Completion of the donation’s scope shall be noted in the minutes of the EB

Section 11.2 Fund Location

Funds shall be held in a commercial Bank or a Savings and Loan Association or other FDIC- insured financial institution in an interest bearing account. Funds shall not be placed in a speculative investment unless it is approved by 66% majority votes from the Board, Council and General Body.

Section 11.3 Use of Funds

11.3.1 Funds shall be used exclusively for the construction, improvement, maintenance and other activities of HDBS and its facilities, located in Houston, Texas, under the direction of the Board, after appropriate authorization is obtained.

11.3.2 HDBS Special Funds and Trust: Details of the operation of any Special or Trust Fund and situations for utilization of such fund shall be described in the EP under "HDBS Special Funds and Trusts", if such fund is deemed necessary by the Board.

Section 11.4 Annual Budget

Annual budget shall be presented in a duly called General Body meeting for approval and will require approval by a 66% majority of the total votes cast including proxies. In the event of a delay in the approval process, the Board shall use a budget based on the expenses approved in the last budget period.

Section 11.5 Fund Authorization Limits

11.5.1 For Expenses Included in the Approved Budget: The President of the Executive Board with either the Secretary or Treasurer may authorize and approve discretionary expenses up to \$1,000. The Board may authorize and approve expenses up to \$25,000 by a simple majority, provided the President, Secretary and Treasurer are in agreement. If the latter requirement is not met, then approval of the expenditure will require a 75% mandate from the Board. For expenditures

Constitution & Bylaws of HDBS

Revision: April 28th, 2019

between \$25,001 and \$100,000, a 75% mandate will be required from both the Board and the Council of Trustees. For expenses beyond \$100,000, approvals by 75% votes from the Board, Council and General Body will be required.

11.5.2 For Expenses not Included in the Approved Budget: The Board may authorize and approve expenses up to \$10,000 by a 75% majority of the Board, provided the President, the Secretary and the Treasurer are in agreement. For expenditures between \$10,001 and \$25,000, in addition to an agreement among the President, Secretary and Treasurer, a 75% mandate will be required from both the Board and the Council. Any discretionary expenditure beyond \$25,000 shall be subject to a budget process.

Section 11.6 Loan by HDBS

HDBS will be authorized to borrow money from individuals, commercial banks and other public or private financial institutions to the extent approved by the Board and the Council by a 75% majority in each body.

Section 11.7 Payment to HDBS Members

Section 11.7 Payment to HDBS Members

An HDBS member shall not charge a fee or be paid compensation by HDBS for the services rendered. The Board may approve and pay a fee for service on a contract to a member of HDBS if the Board and the Council office bearers so agree respectively by a simple majority for value up to \$5,000 cumulative in a calendar year, any amount above this value will have to be approved by the Board and the Council by a simple majority.

Whenever a HDBS member has a financial or personal interest in any matter coming before the Council or Executive Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any such transaction or vote involving a potential conflict of interest shall be approved only when a majority of the quorum present of disinterested trustees or board members determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XII: ELECTION

Section 12.1 Day of Election

Elections shall be held once every two years. The Election Day shall be the first Sunday in November in the even numbered years. If there is an unforeseen or compelling reason that is recognized by both the Council and Election Committee, the election may be postponed for up to six weeks, and may be held on any Sunday within this period.

Section 12.2 Elected Positions

Candidates shall be grouped into three categories, for the election to the Executive Board per Article VII, Section 7.1.

Candidates for the Council shall be grouped into “Founding Members/ Benefactors” and “Life Members” per Article VI, Subsection 6.1.1, should there be need to fill elected positions for the Council of Trustees.

- a. Category I for the Executive Board shall have five positions to be filled by Founding Patrons/Patrons, and Founding Members/ Benefactors.
- b. Category II for the Executive Board shall have five positions to be filled by Life Members, Founding Patrons/Patrons, Founding Members/Benefactors, or combinations.
- c. Category III for the Executive Board shall have five positions to be filled by the General Members or Founding Patrons/Patrons, Founding Members/Benefactors or Life Members or combinations.
- d. Out of six elected positions for the Council of Trustees, four will be elected from the
- e. Founding Members/Benefactors and two from Life Members.

Section 12.3 Election Committee

The Executive Board shall appoint an Election Committee, consisting of four active General Body members at least four months prior to the date of election. The Election Committee shall select its Commissioner.

Section 12.4 Key Roles

An election shall be conducted by the Election Committee and overseen by the Chairperson of the Council of Trustees or his/her designee. The “active” members of the General Body shall elect the Board. Founding Members/Benefactors and Life Members shall elect four and two Trustees from the respective membership categories.

Section 12.5 Integrity of the Election Process

The Election Committee members shall remain impartial and shall make every effort to conduct the election with the utmost professional integrity. The Election Committee shall maintain secrecy of ballots and respect everyone’s anonymity. Unless a better alternative can be found, a US Post Office Box shall be used to receive postal ballots. Collection of ballots from the Post Office Box and counting of ballots shall be open to the public.

Section 12.6 Communications from the Election Committee

The Election Committee shall mail a letter to each member of the General Body, informing the member the date of election, highlighting election procedures and detailed schedules, and requesting nominations by a specified date, of suitably qualified General Body members interested in serving in elected positions.

Section 12.7 Eligibility

12.7.1 To vote in an election or nominate candidates, a General Body member shall have active membership status for the year preceding an election by December 31 of that year and renew membership for the official election year by March 31 of the official election year.

12.7.2 To be a candidate in an election for the Board or the Council, a General Body member shall:

- a. Have active membership status for the year preceding an election year by December 31 of that year and renew membership for the official election year by March 31 of the official election year. A candidate's membership category on March 31 of the official election year will determine the candidate's eligibility for a position on the Board or the Council.
- b. Submit a summary of volunteering services towards HDBS and;
- c. Complete a Mission Statement, including the skills they would bring to the Elected Position, what they hope to accomplish during their term, and their overall vision for HDBS.

12.7.3 Notwithstanding any of the eligibility criteria above, any HDBS member, regardless of membership category, who is, or has been, actively involved in litigation against HDBS, or any of its Board Members or Officers, after October 18, 2014, for a cause of action arising under the by-laws, shall, for the duration of the litigation, plus, a period of five (5) years after the litigation against HDBS, its Board Members, or Officers, has been settled or dismissed, be ineligible for all of the following privileges:

- a. Vote in any HDBS election
- b. Nominate Candidates for any election
- c. Be a Candidate for an Elected Position or serve as a Committee or Sub-Committee Member

For purposes of this section, a member shall be considered "actively involved" in litigation against HDBS if he/she was a.

- A named plaintiff against HDBS or
- b. A witness who voluntarily, without subpoena, provided affidavits or sworn testimony in a court of law in support of the plaintiff, in opposition to HDBS.
- c. This section but may not be applied retroactively to events prior to October 18, 2014.

12.7.4 On all matters of eligibility and election procedures, the interpretations and ruling by the Election Committee shall be final, provided that the Council of Trustees overseer working with the Election Commission is in agreement with the constitutionality of the decision.

Section 12.8 Member's Responsibility

It shall be the member's responsibility to ensure eligibility to participate in the election. If an ineligible member casts vote, such vote shall be considered void if the voter's ineligibility is detected prior to the final vote count. If an ineligible candidate is elected, the candidate's position(s) in the Board or Council will terminate as soon as the ineligibility of the candidate is established.

Section 12.9 Nomination Process

12.9.1 A candidate shall be nominated for only one position and from a single category.

12.9.2 A candidate must be nominated by two active General Body members. Self-nomination is not allowed.

12.9.3 A member can nominate maximum of two candidates for the Board and/or Council. More than two nominations by the same member will invalidate all nominations by him/her.

12.9.4 The members of the Election Committee are neither eligible to nominate nor be nominated.

Constitution & Bylaws of HDDBS

Revision: April 28th, 2019

12.9.5 A candidate for the Executive Board or for an elected position in the Council of Trustees shall not concurrently hold an office in another organization of similar nature.

12.9.6 Every candidate who accepts the nomination for an elected office shall sign a pledge confirming his/her understanding and acceptance of the rules of the election, to abide by the code of conduct of the election, and acknowledge that their profiles shall be published for review by the General Body. Violation of the Code of Conduct shall result in consequences, including but not limited to, cancellation of candidacy.

12.9.7 Party campaigning shall not be permitted by the candidates during pre-election campaign process, nor shall the candidates endorse such campaigning from other individuals on their behalf. All campaign materials must have prior approval by the Election Commissioner.

12.9.8 Candidates shall run a decent, honest, open and transparent candidacy. Candidates shall not resort to anonymous election campaigns or unjustly malign fellow candidates or members or employ means to buy votes (e.g. paying for someone's membership or forcefully or otherwise making someone a HDDBS member for the sole intention of getting his/her vote) during the election, or participating in activities judged fraudulent by the Election Commission.

Section 12.10 Mailing of Ballots and Voting by Members

12.10.1 All voting for elections shall be primarily in person. Acceptance of mailed ballots shall be allowed only under extraordinary circumstances decided by the Election Commission. Any eligible voting member intending to use mailed ballots, shall contact the Election Commissioner directly with a written reason for his/her inability to appear in person to cast votes. The decision of the Election Commissioner on this subject will be final.

12.10.2 Separate ballots for candidates in each category, namely Executive Board and Council of Trustees, shall be prepared with the names in alphabetical order

12.10.3 One ballot and one return envelope will be provided to an individual member. For family membership, two ballots and two return envelopes will be provided.

12.10.4 The eligible voting members shall vote by marking the candidates of their choice, not exceeding the number of the positions available in each category.

Section 12.11 Return of Ballots to the Election Committee by Mail

The voting members shall mail the ballots back to the HDDBS Election Committee on or before the date specified in the ballot.

Section 12.12 On-Site Voting

On-site voting at Durgabari shall be held for no less than two consecutive Sundays. The voting booth shall remain open for at least two hours on each day. On-site voting days and hours may be increased as deemed necessary by the Election Commission.

Section 12.13 Counting of Votes

12.13.1 If any section of the ballot is incorrectly or inappropriately marked, only that section will be treated as invalid.

12.13.2 The counting of votes shall be conducted by the Election Committee on the election day in the presence of the Chairperson of the Council or his/her designee, interested active General Body members, candidates and their representatives.

12.13.3 The Election Committee shall consider a request for one time recounting if the margin of election in the same category is less than 1% of the votes cast, and a written request is made within one hour after the counting is complete.

12.13.4 Any issues related to the nomination, mailing of the ballots, receipt of the ballots by the Election Committee, and the actual election must be brought to the attention of the Council Chairperson or his/her designee in writing as soon as possible, and in no case, after the votes are counted and results are announced by the Election Committee.

Section 12.14 Election Results and Their Documentation

12.14.1 Candidates with the highest number of votes in their respective categories shall be declared elected.

12.14.2 In case of a tie in the fifth position of each category for the Board, all candidates with tie shall be declared elected. In case of a tie in the fourth position in the Founding Member/Benefactor category for Council, all candidates with tie shall be declared elected. Similarly, in case of a tie in the second position in the Life Member category for the Council, all candidates with tie shall be declared elected. In such cases, the number of elected representatives may exceed the number specified elsewhere in the Bylaws. However, candidates with a tie in any other position for any category in the Board or Council will be declared elected for that and the next position(s).

12.14.3 Election Committee will inform General Body of the election results, and provide signed copies of the election results to all candidates, the President of the Board and Chairperson of the Council.

Section 12.15 Cancelled or Invalid Election

In the event the election is cancelled or declared invalid, the current Board and the Council shall continue to hold office, and new election shall be completed by the Election Committee within one hundred and eighty days for a new set of members of the Board and/or elected Trustees of the Council for the remaining period of the term.

ARTICLE XIII. INTERNAL CONFLICT RESOLUTION

Section 13.1 Internal Conflict Pathways

Any dispute, controversy or claim arising out of or relating to the By-laws or the application thereof, including any claims for breach of fiduciary duty, and/or other claims relating to the services of Volunteers, Officers, Trustees, Committee Chairpersons, etc. shall be settled through an Internal Conflict Resolution Requirements.

13.1.1 Written complaint by Members

Any written complaint shall have to be signed by 25% of the general membership or 61 members, whichever number is smaller. All member complainants shall send their individual complaints to complaints@durgabari.org. Each individual complaint shall be accompanied by the complaint case no. (to be assigned by the Board) and a membership no. for proper identification of the complainant.

Constitution & Bylaws of HDBS

Revision: April 28th, 2019

Once the above procedure is complete and the written complaint is submitted to the Executive Board Secretary or President. Within 21 days of receipt of the Complaint, the Board shall provide a written response to the Complainants addressing the complaint or with valid written reason(s) for their inability to provide a satisfactory response. This written communication needs to be acknowledged by the member complainants within 21 calendar days.

If the member complainants find the response by the Board unsatisfactory, they shall have 15 calendar days to request in writing to the Board President or Board Secretary that the issue be submitted to Internal Mediation by the HDBS Advisory Committee.

13.1.2 Internal Mediation

The HDBS Advisory Committee (AC) shall be a stand-by committee formed within 21 calendar days after the initiation of the Executive Board consisting of:

- a. 2 members of the Board selected by the EB
- b. 2 members of Council selected by the CT
- c. 1 legal committee member or designee
- d. 2 General Members selected by Members submitting the Appeal.

AC shall meet within 15 calendar days of request from the Board.

If any of the AC members, other than the 2 General members, are signatories to, or named individuals on the Written Complaint that is the subject of the Appeal, they shall step aside and a new member shall be selected by the Council, the Board and/or Legal Committee.

AC will review the material submitted to them and if necessary, will consult with outside legal Counsel or other experts (accountants, etc.) with budgetary authority not to exceed a cumulative total of \$5000.00/Appeal.

AC will then attempt to resolve the situation and submit any available solutions to the Board within 60 calendar days of the Appeals Request.

The Board shall consider these solutions subject to 67% approval by the Council for final approval.

If not resolved, then the Board shall call an Emergency General Body Meeting where the mandatory 15 days' notice shall not be necessary.

HDBS may seek outside counsel and attempt good faith out-of-court negotiations if approved by General Body.

If good faith out-of-court negotiations approved by General Body fails, HDBS and Members may at this time seek Formal Mediation per section 13.1.3

13.1.3 Mandatory Mediation

If disputes arising out of interpretation or application of By-laws are not resolved by good faith settlement efforts in accordance with the By-laws, the parties shall seek professional mediation. Mediation shall be conducted by a mediator mutually approved by HDBS and the complainants.

Alternatively, if Mediation is not possible then Arbitration shall be conducted in front of an impartial AAA (American Arbitration Association) certified Arbitrator.

All complainants shall bear their own costs associated with the mediation or arbitration process.

Section 13.2 Defense of Legal Threats to HDBS

13.2.1 Legal Threat by HDBS Employee, Contractor(s) and Third Parties

In response to threats, HDBS must not take any action without advice of outside Legal Counsel. Attempts should be made to resolve issues without court action. Relevant insurance providers must be contacted in a timely manner to see if the litigation would be covered under their policies. Official statements should be limited and steps should be taken so as to not create any additional liability on behalf of the Organization. Overall legal strategy will be reviewed by the Council once approved by the Board, unless such review would prevent timely filing or response or in some other way harm HDBS. Legal responses to time sensitive issues such as discovery, etc. where HDBS may be harmed by not responding may be handled by the Board on as needed basis.

13.2.2 Legal Threat by Members

In response to any threats, HDBS shall take the following actions:

- a) Inform the Insurance Providers and the Council.
- b) Depending on the confidential nature of the threat, inform the community by organizing a General Body meeting.
- c) Official statements should be limited, and steps should be taken so as to not create any additional liability on behalf of the Organization.
- d) Overall legal strategy will be reviewed by the Council once approved by the Board, unless such review would prevent timely filing or response or in some other way harm HDBS. Legal responses to time sensitive issues such as discovery, etc. where HDBS may be harmed by not responding may be handled by the Board on as needed basis.

13.2.3 Filing of lawsuit by any HDBS Officer

If an HDBS officer is a complainant in an organizational dispute, which is not settled by Mediation, and the complainant wants to file a lawsuit in a US Court of Law, then the Board/Council member complainant must first resign from the

Constitution & Bylaws of HDBS

Revision: April 28th, 2019

Board/Council before the lawsuit is filed. He/she shall also sign a waiver and acknowledgement that he/she understands that he/she will no longer enjoy the privileges of the DIRECTOR'S & OFFICER'S Insurance Policy as provided by HDBS.

Section 13.3 Legal Action by HDBS

13.3.1 Approval from Legal Committee, the Board, Council & Legal Counsel Needed for Legal Action Initiated by HDBS

Any legal action must be recommended by HDBS Legal committee.

The potential legal action must be brought in front of the entire Executive Board, and be approved by no less than 10 Board Members, and must be memorialized by a written resolution that states the action or business under consideration among the Board or Members, and those who approve the resolution must sign the resolution.

Board members who DISAGREE or abstain should note their abstention in the meeting record.

If the Board approves the proposed legal action, this resolution must then be approved by 67% voting decision by the Council of Trustees. Council of Trustee shall convene within 2 weeks of the Board approving the resolution. General Body shall be informed about the legal action.

No decision to take legal action shall be taken without first consulting the advice of outside Legal Counsel.

A copy of the signed written retainer with HDBS Legal Counsel must be kept in the records books.

Section 13.4 Director's and Officer's Insurance

HDBS shall at all times maintain Director's & Officer's insurance coverage to protect HDBS in the event of litigation.

The Executive Board will authorize, purchase, and maintain insurance on behalf of HDBS. This insurance will include coverage amounts that are reasonable for an organization of HDBS's size.

Section 13.5 Waiver and Release by Elected Board & Council Officers

All Executive Board Members and Council Officers will be provided a copy of said Insurance Policies and will sign a waiver and acknowledgement that they understand their indemnification by HDBS will be limited to this policy.

Constitution & Bylaws of HDBS

Revision: April 28th, 2019

They will also sign a confidentiality and cooperation policy pledging full cooperation in the event of a lawsuit, and acknowledging the duty and obligation to keep HDBS's legal and financial information confidential from outside or adverse parties.

If any Executive Board Member or Council Officer does not wish to sign they must relinquish their respective position on the Board or the Council.

Section 13.6 Indemnification

Indemnification of Directors and Officers shall be limited to the terms and coverage amounts of HDBS's Insurance policies.

ARTICLE XIV: DISSOLUTION OF HDBS

Should dissolution of HDBS be required, the Council shall have the authority to decide and recommend the transfer of assets of the Society to another nonprofit Texas Hindu Religious organization of its choice, as required by the Articles of Incorporation and laws of the State of Texas.

End of Bylaws of the Houston Durga Bari Society

APPENDIX: HDBS CONSTITUTION AND BY LAWS REVISION DETAILS

Revision Number	Date of Adoption	Date of Final Issue
Original	April 22, 2000	December 16, 2001
Revision 1	June 12, 2000	February 3, 2002
Revision 2	September 21, 2003	September 24, 2003
Revision 3	June 22, 2010	July 27, 2010
Revision 4	October 18, 2014	October 29, 2014
Revision 5	December 1, 2016	December 7, 2016
Revision 6	April 28, 2019	April 28, 2019