

THE HINDU TEMPLE OF WISCONSIN, INC.
BYLAWS

DECEMBER 2002 (amended June 2009)

ARTICLE I

NAME AND OFFICE

Section 1.

Name

The name of the corporation is The Hindu Temple of Wisconsin, Inc. (Here-in-after referred to as the "HTW"), a Wisconsin nonstock corporation.

Section 2.

Office

The HTW shall have and continuously maintain a registered office in the State of Wisconsin and a registered agent whose office shall be identical with such registered office.

Section 3.

HTW shall not have a SEAL.

ARTICLE II

PURPOSE AND POWERS

The HTW is organized for any and all lawful purposes for which a corporation may be organized under Chapter 181 of the Wisconsin Nonstock Corporation Law. The purpose of HTW is:

- (a) to operate a multifaceted temple devoted to the Hindu religion.
- (b) to serve the religious, cultural, educational, and literary needs of the Hindu community;
- (c) to allow operation of a Jain Temple within the confines of the Hindu Temple on such terms as are as agreed upon in the memorandum of understanding with the Jain Group (see Appendix A) determined by the Board of Directors (here-in- after called The Board)
- (d) to abstain from any political activities.

The temples shall be open to all irrespective of religion, race, sex, caste, color or national origin. In furtherance of its purposes, the HTW shall possess all powers that a corporation organized under the Wisconsin Nonstock Corporation Law shall possess, and that are not inconsistent with the purposes for which this Corporation is organized.

ARTICLE III

MEMBERSHIP

Section 1.

Life Members

Life members shall be followers/supporters of Hindu/Jain religion.

Life Members must have contributed minimum of \$1000 *or more in their lifetime*. Individuals who meet the requirements of these bylaws shall be members for life. They are eligible to vote and file nominations for The Board. The categories and qualifications of Life Members are as follows:

- a. **Benefactor Members:** Benefactors are members who have contributed \$50,000 or more (cumulative) to the HTW *over their lifetime*.
- b. **Patron Members:** Patron Members are members who have contributed at least \$10,000 but less than \$50,000 (cumulative) to the HTW *over their lifetime*.
- c. **Donor Members:** Donor Members are members who have contributed *at least \$1,000 but less than 10,000 (cumulative) over their lifetime*.

The Board may revise these amounts every 5 years. The decision to raise the amounts must be made by The Board by at least a 2/3rd majority vote and be approved by a simple majority of voting members attending the annual meeting.

All donations to the HTW have to be approved by The Board in order to qualify for Membership. The Board shall have the authority to reject donations and membership applications.

Annual Members

Annual members may belong to any religion.

Annual Members are the members who pay their annual dues as determined by the Board from time to time.

Annual Members are not eligible to hold an office or vote.

Section 2.

Spouses and Children

Each benefactor, patron or donor member shall carry one vote to be exercised by either spouse.

Children are nonvoting Members of the HTW. At the age of 18 years they will qualify as voting members in one of the above categories described in Section 1.

Section 3.

Meetings

The Annual Meeting of the voting members shall be held once a year.

The Board shall determine and announce the date, place and time of the Annual Meeting no later than 60 (sixty) days notice prior to the meeting date.

ARTICLE IV
BOARD OF DIRECTORS

Section 1.

General Powers

The property, business, and affairs of the HTW shall be controlled and managed by its Board of Directors (The Board).

Section 2.

Number, Composition and Voting

(a) The number of Directors of the HTW shall be no more than

Eighteen (18), and they shall serve for the term provided in Section 3 of this Article. Only Voting Members are eligible to be Directors. Commencing at the 2002 Annual meeting, The Benefactor members shall elect four (4) directors, the Patron Members shall elect seven (7) directors, and the Donor Members shall elect six (6) directors.

The Annual Members shall not be entitled to elect directors.

(a) If not elected by the Benefactors, the seats in this category will go to the Patron Members.

(b) Nomination and Voting

1. Any voting member who has been a member of good standing as of June 30th of the current year is eligible for nomination.
2. He/ She will specify which group – Benefactor Patron, or Donor – he/she represents and will be voted only by that group.
3. A nominee can only represent one group: Benefactor. Patron, or Donor group
4. The nominee has to be proposed and seconded by a member of the group that he/she is representing. The election committee shall ensure the eligibility of the candidate

Section 3 -

Term of Office

Term of office of a director shall be for a period of three years starting from January 1st of the year following his/her election. The election of the Directors has been staggered so that every year one third of seats in each group shall be up for election. Retiring Director may be re-nominated for election.

Section 4. -

Resignation and Removal

Any Director may resign at any time by giving written notice to the Secretary of the HTW. Such resignation shall take effect at the time specified therein and, unless otherwise specified, acceptance of such resignation shall not be necessary to make it effective.

A Director may be removed from office for a cause. Such cause may be no-compliance with the attendance requirement of more than 50% of the scheduled Board meetings or minimum of 15 meetings whichever is lowest during a year ending on June 30th of the current year, failure to comply with the Bylaws and objectives of HTW, or unprofessional conduct. The Board shall offer him/her an opportunity for a hearing before the full Board and may recommend removal or reinstatement by at least three-fourth (3/4) vote.

Section 5.

Vacancies

The Board may fill the vacancies created by resignation or removal of a director by appointment of an interim director to fill in the balance of the current year until next election when the vacant seat shall be open for election. Voting members shall be notified of the vacancy and nomination shall be invited. A two-thirds majority vote of the Board shall be required for the appointment.

Section 6.

Annual Meetings and Election of Board of Directors

6.01 **The annual general body meeting of the voting members shall be held once a year on such date, time and place as determined by The Board.** The purpose of the annual meeting shall be for the presentation of annual report to the members; election to fill the vacant seats in The Board and for the transaction of such other business as may come before the meeting. The Board shall announce the date and time of the meeting no later than 60 days before the scheduled meeting.

6.02 Quorum-unless otherwise provided in the Articles of incorporation of these Bylaws, the quorum for the Annual general Body meeting constitutes the attendance of voting members attending. If the President and the members feel that number attending is too small to conduct an important business, he may adjourn and reschedule the meeting.

6.02 Election Process

(a) The Board shall appoint an Election Officer, who would preferably, not be a member of the Board, no later than ninety (90) days before the date of Annual Meeting & Election.

(b) The election officer shall be assisted by no less than two (2) members from the General body.

- (c) The election officer shall invite nominations for the vacant seats on the Board, from each category of voting members no later than sixty (60) days before the annual general body meeting and election.
- (d) The election officer shall close nomination no later than thirty (30) days before election date and shall send a SLATE of candidates to all voting members along with ballots, instructions and return envelopes.
- (e) Ballots shall be received in the mail box of the HTW with postmark date designated in the ballot and shall be transferred to the custody of the Election officer by a member of the election committee, and they shall remain in his custody until the day of election, when they shall be brought to the site and counted in the presence of two other members of the election committee. Members may hand carry the ballot on the day of election and personally handover the ballot to the election officer before the designated time. Ballots that do not conform to the rules specified in the ballot shall be not be counted. After the counting is done and verified for correctness the Election Officer shall announce the results in the General Body Meeting. In case of a close race the election officer may order a recount before declaring the election.
- 6.02 (f) A candidate may request one recount only, the results of which will be final.
- 6.02 (g) In case of dispute the President shall appoint an Independent Panel to hear the dispute and render the decision. HTW shall standby with that decision.

Section 7.

Regular Meetings

Regular meetings of the Board shall be held no less than once a month at a time and place designated by resolution of the Board or by announcement of the President, or as specified in the notice of such meeting. Quorum for voting and approval on any issue shall be 2/3rd of membership of the Board. If the quorum is not satisfied the Board should adjourn the meeting and reconvene when quorum is present, when all decisions made without quorum, if any, shall be presented and validated.

Section 8.

Special Meetings

Special meetings of the Board may be called by or at the request of the President or a 2/3rd majority of Directors then in office and shall be held at such time and place as specified in the notice of the meeting.

Section 9.

Meetings by Telephone or Other Communication Technology

- (a) Any or all Directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of telephone or any other means of communication by which either. (i) all participating Directors may simultaneously hear each other during the meeting; or (ii) all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors by use of rapid communication technology. Decisions so arrived at shall be recorded by the Secretary and filed with the minutes of the meeting.
- (b) If a meeting is conducted through the use of any means described in paragraph (a), all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by any means described in paragraph (a) is deemed to be present in person at the meeting.
- (c) Only the members of The Board shall attend the meeting of The Board. The Board may invite outside visitors to attend a portion of the meeting for hearing their presentations and comments, conflict resolution, or to receive outside expert advice. The visitors attend the meetings at the discretion of the presiding officer.

Section 10.

Notice

Unless notice of a regular meeting is given as provided in Section 7, notice of any meeting of the Board shall be given in writing at least 24 hours prior thereto, by written notice delivered personally or sent by mail or fax to each Director to his/her address as shown in the records of the HTW. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope, postage prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting unless the Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the notice of waiver of notice of such meeting unless specifically required by law or by these bylaws.

Section 11.

Quorum

Unless otherwise provided in the Articles of Incorporation of these Bylaws, the quorum for the Annual General Body meeting constitutes the attendance of voting members. If the President and members feel that number is too small to conduct the important business, they may adjourn the meeting and reschedule it.

Section 12:

Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board except where 2/3 or 3/4 vote is required by these Bylaws or the Articles of Incorporation.

Section 13.

Informal Action by Directors

Any action required or permitted to be taken at a meeting of The Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by each member of the Board of Directors and filed with the minutes of the Board, whether done before or after the action so taken

ARTICLE V OFFICERS

Section 1.

Officers

The Officers of the Corporation shall be a President, Vice President, Secretary and

Treasurer. The election shall require 2/3rd vote of the Directors The Board may appoint an Executive officer, as it shall deem necessary with two-thirds majority vote of the Board of directors.

Section 2.

Executive Officer shall be responsible for execution of the decisions and policies of the Board, running the office of the HTW, carry out such duties as assigned by the President or the Board from time to time and supervise the administration of the HTW. He/She will not have vote in the Board Meetings.

Section 3.

Election and Term of Office

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Qualifications

1. Candidates standing for election should be elected member of the Board of HTW for no less than one year.
2. Candidates should make a commitment to devote required time and resources to discharge their responsibilities including attendance at the meetings.
3. Term of office for all officers is one year. No officer shall hold the same position for more than two successive years. Exception shall be made for position of Treasurer whose term shall not exceed 4 years renewable every year by election.
4. Newly elected officers shall be ready to assume their office on January 1st of the New Year.
5. Candidates shall send a statement of willingness to serve if elected along with the nominations to the election officer.
6. Nominations can be made only by elected members of the Board of HTW and seconded by another elected member.
7. Retiring members shall not make the nomination or second it nor cast their vote in the election of officers.

Election of Officers

Election of the officers shall be held by postal ballot following the General Body meeting in which election results of the Board of HTW shall be declared. Newly elected members of the Board shall vote in place of the retiring members.

No later than 15 days after the General Body Meeting, Election Officer shall receive nominations for the positions of President, Vice-president, Secretary and Treasurer. After the nominations are closed on the 15th day, Election Officer shall send postal Ballots to all the elected members of the Board, to be returned no later than 10 days after the date of closure of nominations. Election Officer shall declare the names of the officers elected for the following year. The process shall be completed no later than December 31st so that new officers shall take charge of the office as of 1st of January of the following year.

Section 4.

Resignation and Removal

Any officer may resign at any time by giving written notice to the Secretary or President of the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise specified, acceptance of such resignation shall not be necessary to make it effective. An officer or agent appointed by the Board may be removed from office whenever in the Director's judgment the best interests of the HTW will be served thereby, by an affirmative vote three-fourth (3/4) of the Directors then in office, at an annual, regular or special meeting of the Board, provided that five (5) days written notice shall have been given to such officer/agent, setting forth the intention to propose the officer/agent's removal and the right of the officer/agent to appear and be heard in person at the meeting. The officer can be removed for not fulfilling the attendance requirement of 50% of the meetings by June 30 of the current year or minimum of 15 meetings whichever is lowest, violation of the Bylaws of the HTW or unprofessional conduct. After the hearing, The Board in its wisdom shall, with 3/4 votes, may either remove or reinstate the officer. .

Section 5.

Vacancies

With two-third (2/3) majority vote The Board may fill vacancies by appointment, with due notification and call for nomination from the voting members of HTW to any office of the Director to serve in that office until the next election.

Section 6.

President:

The President shall:

- (a) Sign with the Secretary or other proper officer of the Corporation authorized by the Board any deeds, bonds, contracts or other instruments, which the Board has authorized to be executed.
- (b) Preside at meetings of the Board.
- (c) Perform all duties incident to the office and such other duties as may be assigned by the Board
- (d) Have the necessary authority and responsibility for the administration of the affairs of the HTW subject to these Bylaws and such resolutions as may be adopted by the Board of Directors; and
- (e) Advise and make recommendations to the Board relating to the operation of the HTW.

Section 7.

Vice President

The Vice President shall assist the President and perform such duties as the President of the Board may from time to time assign. In the absence of the President, the Vice President shall exercise the authority herein above granted and assigned to the President. He/She shall be in charge of Bylaws review and enforcement.

Section 8.

Secretary

The Secretary shall:

- (a) Sign all documents of the HTW as required by the office and from time to time as may be necessary.
- (b) Keep the minutes of all meetings of the Board in one or more books provided for that purpose.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law;
- (e) He/She shall be custodian of the corporate records.
- (f) He/She shall certify voters list every year before call for nominations.

Section 9.

Treasurer

The Treasurer shall:

- (a) Be responsible for the custody of the funds and securities of the HTW.
- (b) Advise the board respecting the HTW financial condition and the handling of its monies and investment; and submit annual report for approval by the Board and the membership at the annual meeting. The said annual report shall be audited by independent auditors on yearly basis and shall be made available to any voting member on request.

ARTICLE VI
COMMITTEES

The Board of Directors, by resolution duly adopted, may appoint committees not having and exercising the authority of the Board of Directors to aid and assist the Board in the management of the affairs of the HTW. For instance there may be a committee to supervise the Jain portion of the facility. Action or recommendations by any committee shall be advisory and shall have no effect unless approved by the Board of Directors.

Section 1--All Committees shall follow the following rules.

1. All committee Chairpersons shall be elected Directors of The Board.
2. Two-thirds (2/3) majority vote in the Board is required for the election of the Chairperson
3. Co-chair need not be a member of the Board and shall be appointed by the Committee.
4. All minutes of the Committee meetings shall be submitted to the Board.
5. Chairperson shall present all decisions made by the committees to the board for their approval, with a fiscal note for new and current projects.
6. Provisional approval should be obtained from the President in case of time constraint to be followed by formal approval at the next meeting of The Board.
7. A committee may create its own rules of operation as long as those rules do not conflict with the main structure and Bylaws of the HTW.
8. The Board shall appoint all the committee members at the recommendation of the Committee Chairperson. Each committee shall decide the number of members it should have according to the need as long as the number is within the limit prescribed in the By-laws.
9. All Standing Committees shall have minimum of five (5) members and maximum of fifteen (15) members. There is no limit required for Ad Hoc Committees.
10. The Board shall renew or appoint all of Committee Chairs and its members after the new officers have been elected no later than 30 days after January 1st. Old Committee Chairs and its members shall continue to function until the new committee Chairs and its members take over.
11. Committee Chair shall maintain a potential list of members desirous to serve on the committee. The members can be reappointed at the discretion of the Committee.
12. Chairperson shall present a fiscal note to the Board at the beginning of the year so that a budget for the current year can be prepared.
13. One Chairperson shall chair only one committee.

14. Committee Chairs should not chair the same committee for more than two consecutive years.

Section 2- Committees shall be of two kinds viz.

- Standing Committees
- Ad Hoc Committees

Section 3- Standing Committees –

Following Standing Committees shall continue to function every year.

1. Religious Committee
2. Operations Committee
3. Maintenance Committee
4. Cafeteria Committee
5. By-laws Committee chaired by Vice President
6. Finance Committee chaired by Treasurer
7. Fund raising committee
8. Publication committee
9. Community Service Committee
10. Education committee
11. Future planning committee
12. Library committee

Section 4- Ad-hoc committees –

The Board may appoint an ad-hoc committee to accomplish a particular task. The committee shall be dissolved when the task is accomplished or at the end of the year, whichever comes first. If there appears to be a need to continue an ad-hoc committee for more than 3 consecutive years, it would then become a standing committee.

ARTICLE VII
FISCAL MATTERS

Section 1. Fiscal Year

The fiscal year of the Corporation shall be from January 1 through December 31.

Section 2. Contracts

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 3. Loans

The HTW shall only for operation and maintenance of the property operate any loans approved by the Directors. Funds for any expansion of the existing structure to be appropriated either from the existing account or by loans must be first approved by 2/3rds of the Board, plus 60% of the voting members present.

No loans shall be contracted on behalf of the Corporation and no evidence of

Indebtedness shall be issued by its name unless authorized by a resolution of the Board,

that authority may be general or confined to specific instances. No loan may be

Granted to any Director or Officer of the HTW.

Section 4. Checks and Drafts

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the HTW, shall be signed by such officer or officers, agent, or agents of the HTW and in such manner as shall from time to time be determined by resolution of the Board.

Section 5. Funds

All funds of the HTW not otherwise employed shall be deposited from time to time to the credit of the HTW in such banks, trust companies or other depositories as the Board may select.

Section 6. Books, Records, and Accounts

The HTW shall keep or cause to be kept correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and its committees. In addition, the Corporation shall annually cause a review of its accounts to be made and shall cause to be filed with necessary reports, tax returns or other documents as may be required by law. HTW shall be audited by an independent outside auditor annually and the report submitted to its members at an annual meeting.

ARTICLE VIII
INDEMNIFICATION

Section 1. Mandatory Indemnification

The HTW shall, to the fullest extent permitted or required by. Sections 181.041 to 181.051, inclusive, of the Wisconsin Nonstock Corporation Law ("Statute"); including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendments), indemnify its Directors and Officers against any and all liabilities, and advance any and all reasonable expenses, incurred thereby in any proceeding to which any Director or Officer is a party because such Director or Officer is a Director or Officer of the HTW. The HTW may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted herein shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the Statute or otherwise. All capitalized terms used in this Article VIII and not otherwise defined hereunder shall have the meaning set forth in Section 181.041 of the Statute.

Section 2. Permissive Supplementary Benefits

The HTW may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors or Offices whether or not the HTW would be obligated to indemnify or advance Expenses to such Director or Officer under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Section 3. Private Foundation Limitations

Notwithstanding the foregoing, no indemnification will be permitted to the extent such indemnification would constitute an act of "self-dealing" or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or prohibited under Section 181.77 of the Wisconsin Statutes or any similar successor provisions thereto.

ARTICLE XI
CONFLICT OF INTEREST

Any Director, Officer or a Committee member or a key employee who has an interest in a contract or other transaction presented to the Board or committee thereof for authorization, approval, or ratification shall make a

prompt and full disclosure of his/her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the HTW's interest. The body to which such disclosure is made shall thereupon determine, by a majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his/her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction.

For the purposes of this Article, a person shall be deemed to have an interest in a contract or other transaction if he/she is the party (or one of the parties) contracting or dealing with the HTW, or is a Director, or Officer of, or has a significant financial or influential interest in, the entity contracting or dealing with the HTW.

ARTICLE X CONFIDENTIALITY

Directors, Officers, and Agents of the HTW shall at all times maintain confidentiality with respect to any and all proprietary information of the Corporation and shall only use such information to the benefit of the HTW. Directors shall inform committee members of such restrictions.

ARTICLE XI WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or the Articles of Incorporation or the Wisconsin Nonstock Corporation Law, a waiver thereof in writing, signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board at any regular or special meeting thereof by the affirmative vote of three fourths (3/4) of (a) all of the Directors then in office, and (b), three fourth (3/4) of the Voting Members present at the annual meeting.

The By laws Committee shall keep the Bylaws in constant review and shall prepare and discuss the amendments. These amendments shall then be presented to the Board at its regular meeting. Once approved by the Board by three-fourth (3/4) vote the amendment shall then be circulated to all the voting members at least 30 days before the annual meeting. Three-fourth (3/4) vote of voting members present shall be required for the passage of the amendment which shall then becomes part of the Bylaws.

With 25 signatures voting members can introduce an amendment to the Bylaws. Such amendment shall be considered by the Bylaws Committee and if approved, shall be presented to the Board for further consideration.

ARTICLE XIII DISSOLUTION

Upon dissolution or other termination of the HTW, any assets remaining after all debts of the HTW have been paid and after all assets that were received subject to such a condition have been returned, transferred or conveyed, shall be distributed in accordance with the applicable provisions of the Wisconsin Nonstock Corporation Law. The Board shall be fiscally responsible to discharge all debts and dispose of all assets in an equitable manner at the time of dissolution.

The Bylaws are accepted as written accepted and signed by the Directors of HTW as of this day of December 2002.