

Jain Center of South Florida, Inc.

REVISION TO CONSTITUTION & BYLAWS

Proposed by
Bylaws Committee
Authorized by
Governing Council Members
(November 2006)
February 24, 2007 Revision

March 11, 2011 Revision
(addition of 5.4.1, 6.2.1 and 6.12.a1) at
January 23, 2011 General Body Meeting

Jain Center of South Florida Inc.
CONSTITUTION & BYLAWS

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Jain Center of South Florida Inc.
1960 N. Commerce Parkway, Unit #11
Weston, FL 33326

CONSTITUTION

Article 1:- Name and address of the Organization

The Organization shall be known as the “**Jain Center of South Florida**” which will include all sects of Jainism hereafter referred to as the Center. The present official address shall be:

Jain Center of South Florida Inc.
1960 N. Commerce Parkway, Unit #11
Weston, FL 33326

Article 2: Aims of the Organization

- a. To promote and seek a better understanding of the Jain Religion’s doctrines and beliefs.
- b. To provide academic, cultural and intellectual interchange between the Jain *Community in other parts of the United States and in India.*
- c. To impart a basic understanding of the Jain philosophy to our children
- d. To celebrate auspicious events and festivals.
- e. To bring the whole community together as “**Jains**” rather than smaller sects like Digamber, Svetamber, Sthanakwasi, Shrimalis, etc.
- f. To establish and maintain a place of worship and institution of religious learning for the Jain community.

Article 3: Membership

- a. Membership shall be open to all believers in the philosophy of Jain Religion.
- b. Membership shall be open to each family and adult member of the family shall have full voting rights and privileges. There will be one vote for each family.
- c. Membership may be obtained by completing an application of membership form, and upon approval of the Executive Committee.
- d. Any person he or she, who has donated a contribution to Jain cause, may be elected to honorary membership by unanimous vote of the Executive Committee. Honorary Members shall be entitled to all privileges of membership except that they may not hold office or vote.

- e. Other non voting classes and categories of membership may be established from time to time by the Executive Committee.

Article 4:- Membership and Dues

- a. There shall be four classes of members.
- B. General Members consists of members admitted to the Jain Center to hold office, who has paid annual membership and they remain in financial good standing.
- c. Patron member shall consist of member who have made a minimum cumulative contribution of \$5000.00 to the Jain Center.
- d. Trustee members shall consist of members who have made minimum cumulative contribution of \$10,000.00 to the Jain Center.
- e. Benefactors shall consist of members who have made minimum cumulative contribution of \$50,000.00 to the Jain Center.
- f. Benefits of Membership. The concept of membership in a religious organization has become necessary because of the sustained financial support needed for the operation, maintenance and growth of the Jain Center.
- g. Jain Center is open for all members and non-members to celebrate auspicious events, festivals and other religious activities.

ARTICLE I

Name

1.1 The name of this organization shall be the Jain center of South Florida, Inc. It may also be referred to in these Bylaws as “JCSF” or “Corporation” or “Jain Center”.

ARTICLE II

Definitions, Purposes and Powers

2.1 **DEFINITIONS:** The terms set forth below shall have the following meaning unless otherwise required by the context in which they may be used:

Articles of Incorporation: The term “Articles of Incorporation” shall mean the Articles of Incorporation of the corporation filed with the Secretary of State of Florida, and any amendments thereto.

Board or Board of Directors (BOD): The term “Board” shall mean the Board of Directors of the Corporation. The Board of Directors shall represent the supreme governing body of the JCSF.

Standing Committee: The term “Standing Committee” shall mean the body duly created by the Board or Executive Committee as prescribed in these Bylaws, as a committee and which shall be authorized to exercise a designated portion of the authority of the Board to study, analyze and make recommendations to the Board or EC as appropriate on particular issues.

Bylaws: The term “Bylaws” shall mean these bylaws of the Corporation except where reference is specifically made to the bylaws of another entity.

Chairperson: The term “Chairperson” shall mean the person elected by the Board from among its members to be the Chairperson. For purposes of transacting business the Chairperson shall also be the chief executive officer of the Corporation.

Corporation: The term “Corporation” shall mean Jain Center of South Florida, Inc., a Florida not for Profit Corporation.

Director: The term “Director” shall mean an individual who serves as a member of the Board of Directors.

Executive Committee (EC): The term “Executive Committee” shall mean the committee elected by the General Body to implement the policies of the

Corporation and the Board and to be in charge of the general operations of the JCSF.

Ex-officio Member: The term “Ex-officio Member” shall mean a person automatically serving as a member of a body by virtue of holding another specified position.

General Body (GB): The term “General Body” means all the Active Members of the JCSF as set forth in Article III below including Patron Members, Trustee Members and Benefactors.

Governing Council (GC): Governing Council shall be the body comprised of Patron Members, Trustee Members, Benefactors and Executive Committee Members.

Majority: The term ‘Majority’ shall mean greater than fifty percent (50%) of the applicable total number.

Officer: The term “Officer” shall mean one or more of the designated positions on the Board or the Executive Committee.

President: The term “President” shall mean the person elected to be the head of the Executive Committee.

State: The term “State” shall mean the State of Florida unless otherwise specifically indicated.

Jain Center: The term “Center” or “Jain Center” shall mean the place of worship (includes temple, prayer hall, pathshala etc.) of the JCSF and any other religious or cultural facilities now or hereafter owned and/or operated by the Corporation.

2.2 Statement of purpose: The purpose of the Corporation shall be:

2.2.1 To promote religious, charitable, educational and cultural purposes and to operate such facilities in furtherance of such religious, charitable, educational and cultural purposes; causes and objects, now, or at any time hereafter arising, as may be a purpose of the Jain Center of South Florida Inc. including but not limited to those purposes outlined in the Articles of Incorporation.

2.2.2 **Jain Center Open To The Public:** Any person who professes Jain faith and wishes to worship and offer his/her prayers and services to Supreme Being (God) may do so in the Jain Center with or without becoming a member or making any financial contribution to the JCSF. Notwithstanding the forgoing, JCSF has been organized to provide a place for worship and cultural activities for all Jains. The

Jain Center will be open to any individual who professes to be a well-wisher of Jainism. The Board of Directors, however, will have the sole and exclusive right to determine rights and privileges for any and all individuals in-connection with the use of the Jain Center.

2.2.3 To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes.

ARTICLE III Membership and Dues

3.1 There shall be four classes of members (collectively hereafter referred to as “Members”):

3.1.1 General Members: General Members shall consist of members admitted to the JCSF by the Board of Directors provided they remain in financial good standing.

3.1.2 Patron Members: Patron Members shall consist of members who have made a minimum cumulative contribution of \$5,000.00 to the JCSF.

3.1.3 Trustee Members: Trustee Members shall consist of members who have made minimum cumulative contribution of \$10,000.00 to the JCSF.

3.1.4 Benefactors: Benefactors shall consist of members who have made minimum cumulative contribution of \$50,000.00 to the JCSF.

3.2 Honorary Members: Honorary membership may be bestowed for a period of three (3) years to deserving person for extraordinary, significant and meritorious service for the betterment of the JCSF and its members.

3.3 Benefits of Membership: The concept of membership in a Jain Center has become necessary because of the sustained financial support needed for the operation, maintenance and growth of Jain Center. The benefits of each class of membership shall be as follows:

3.3.1 General Members: General Members, provided they are members in financial good standing, are eligible to (i) participate in all activities of the JCSF; (ii) be nominated and elected as members of the Executive Committee and/or officers of committees; (iii) be placed on the JCSF mailing list to receive the news letter and other publications as published; (iii) be included in the Jain Center Directory as published; and (iv) vote in the general election of the Executive Committee.

3.3.2 Patron Members: Patron Members shall enjoy the benefits available to General Members and are also eligible to (i) vote and elect members of the Board of Directors; (ii) have their name placed in the permanent records of the JCSF and on a wall mounted scroll board or other suitable display; and (iii) may be especially recognized, as appropriate and time permitting, at major JCSF events and functions.

3.3.3 Trustee Members: Trustee Members shall enjoy all the benefits available to General Members and Patron Members and also be eligible to vote and elect and be nominated and elected to the Board of Directors.

3.3.4 Benefactors: Benefactors shall enjoy all the benefits available to General Members, Patron Members and Trustee Members. In addition, Benefactors shall select one member among themselves to represent on the Board of Directors.

3.3.5 Family privilege: Either of the spouses of the above stated Patron and Trustee Members, and Benefactors may be a candidate for position in EC or Board as applicable. Once elected/selected, the person shall serve for the full term. *If one of the spouses is a member of BOD, other spouse can not be in EC as President or Vice President concurrently.*

3.3.6 Honorary Members: Other than the right to vote, Honorary Members will have the same benefits and privileges as available to other members. Each Honorary membership shall be considered by the Board of Directors for renewal at the end of each term.

3.4 General Guidelines:

3.4.1 Families: For purposes of determining who is a Member, each family (husband, wife and children under the age of eighteen, full time student under the age of twenty five, disabled members and seniors) shall be considered a single member; however, adult children of any family shall apply for individual membership. Each Member shall be entitled to a single vote and each family shall designate their representative on an annual basis.

3.4.2 Contributions: For purposes of determining membership contributions, Cumulative contribution paid in or after 1994 towards the purchase of the property(i.e. for JCSF, General Contribution, maintenance and for the placing permanent Murtis, Deities, Plaques, Pat, for naming any special rooms or the areas, and including any Ghee Boli over the *amount of membership due*. Contributions made towards special functions, relief funds, banquets, and ‘pujas” will not be counted towards cumulative contribution. Any past or current membership due is not considered towards cumulative contribution. Any contribution made by the

member toward inviting Guest Speaker, scholars, etc. is also not considered towards cumulative contribution.

3.4.3 Voting Members: The voting membership shall consist of all the Members of the JCSF except Honorary Members.

3.4.4 Applications: All applicants for general members shall submit a written application, along with the dues for one year, to the membership Secretary of the Executive Committee. The EC shall approve or reject all applicants at the next regularly scheduled meeting of the EC. The EC shall keep an up-to-date list of members in good standing. For renewal of general membership, no written application will be required unless such membership lapsed over two years. New General Members shall be eligible to vote sixty (60) days from the date of admission by the EC. All applicants for Patron membership, Trustee membership or Benefactor shall submit an application to the Board for approval. In addition to the minimum contributions required, admission will require the majority vote of all the Board. All applications for membership or change in membership status shall be considered at the next regularly scheduled meeting of the Board. It will be the responsibility of the Member to ensure that the EC is advised of any address changes.

3.4.5 General Members - Annual Dues/Right to Vote/Removal from Membership: Annual dues for general membership shall be as determined by the EC for that year. EC shall also determine the dues by September for the following year. The Membership is for the calendar year. Any general member who fails to pay his/her annual dues by December 31st shall be removed from the membership list for the upcoming fiscal year. Upon removal, any individual who wishes to be reinstated may do so by bringing his/her dues current. Any individual whose membership is reinstated by paying annual dues shall be restored to the membership list and shall be entitled to vote Membership with paid annual dues is mandatory to participate in all elections – BOD or EC.

3.4.6 Election of Honorary Members: Individuals for admission to Honorary Membership may be nominated by any two members of the Governing Council. After consideration at a special meeting of the Governing Council, nominees shall be admitted upon the affirmative vote of 3/4ths of the members of the Governing Council.

3.4.7 Change of Membership: Any Member can apply to upgrade his/her membership status by paying the difference between contribution for that class of membership and upon approval by the Board as set forth in paragraph 3.4.4 above.

3.4.8 Exemptions from Dues: Honorary Members shall be exempt from annual general membership dues. Annual membership dues for the Patron and Trustee Members, and Benefactors shall remain the same as for the General Members.

3.4.9 Compensation: Members of the Board of Directors, Executive Committee members, Governing Council members, and other committee members from standing or ad hoc committees are not entitled to compensation from the Corporation for the services rendered to it or to the Jain Center, but may be reimbursed for expenses properly incurred , *and expenses for which proper receipts are submitted timely within ninety (90) days of making the expenditure, to the Jain Center.*

3.4.10 Removal of Member: Any General Member of the Center may be removed with or without cause by a 75% majority vote of the Board of Directors. *The subject member will be given an opportunity for hearing.* The Board of Directors by a 75% majority vote of all Board members can initiate proceeding to remove any Patron or Trustee Member or Benefactors. Such proceedings must be for cause and with proper opportunity for a hearing (30 days notice) and removal must be ratified by a majority vote of Governing Council members. Contributor Member thus removed will loose their privilege, but continue to be the general member and his/her contribution will not be refunded.

ARTICLE IV

Meetings of the Members

4.1 Annual Meeting: There shall be an annual meeting of the Members to be held in January of each year or as soon as possible thereafter as determined by the Board. The Secretary of EC shall send notice to the General Members. For purposes of voting and quorum requirements at a meeting of Members, Trustee members, Patron members and Benefactors shall be considered as General members. The business of this meeting shall be to receive reports of the Executive Committee, to elect the Executive Committee members whose terms have expired, and to transact other business as may properly come before the meeting. The President shall preside over this meeting except during the elections. An election officer, appointed annually by the Board of Directors, will preside during the election portion of the meeting. All elections shall be conducted by closed ballots. Absentee ballots will be permitted after proper verification by the Election officer.

4.2 Special Meetings: Special meetings of the Members may be called to discuss specific issues. These meetings may be called by the Board of Directors, Executive Committee or by a petition signed by fifty percent (50%) of all Members. The President shall issue the notice calling the special meeting for the sole purpose having been petitioned, and the meeting shall be held no less than thirty (30) days

after receipt of the resolution or petition. The President or his/her designated representative shall be the presiding officer at such meeting.

4.3 Standing to Vote: Only Members in good standing, as defined in Article III, shall have the privilege of voting at meetings of the Members.

4.4 Notices: Notice or Announcement (e.g. via newsletter) of the annual meeting and any special meeting shall be given in writing to each Member on record by email/mail postmarked not less than twenty five days prior to such meeting. Such notice shall state the time, place and agenda for the meeting.

4.5 Quorum, Rescheduled Meetings: At least thirty three percent (33%) of the Members including absentee ballots shall constitute a quorum necessary at any regular meeting of the Members. For special meetings of the Members a quorum requirement shall be the lesser of fifty percent of the Members or 20 Members, including absentee ballots. If the quorum is not achieved within one and a half hour of the time of the meeting, Members present may fix a time at a later date, not earlier than seven days from that date, to which the meeting shall stand adjourned. Notice of such rescheduled meeting must be sent to all Members within three days from the day of adjournment. If quorum is not achieved at regular or special meeting of the Members after two consecutive notices thereof, the Members present at the rescheduled meeting including absentee ballots, may vote on such matters as might come before the meeting. In such event the action passed by the majority of such Members present must also be ratified by a majority of the existing Governing Council. The Governing Council must convene within (30) days to consider the matter having been passed by the Members.

4.6 Votes Required: Except as otherwise set forth herein, all business which may properly come before any meeting of the Members shall be decided by a simple majority vote of the Members present and voting including absentee ballots. In points of procedure, Robert's Rules of Order shall govern.

ARTICLE V

Board of Directors

5.1 Purpose: The Purpose of the Board of Directors shall be to oversee the activities of the JCSF and set the policies which the Executive Committee shall implement. The Board of Directors shall be primarily responsible for fundraising, the budget, building project, ad hoc, oversight and nominating committees and coordinating activities with other Jain/Hindu temples and organizations. The Board of Directors shall be the supreme governing body of the JCSF.

5.2 Board of Directors: The Board of Directors shall consist of no more than nine (9) members. The Governing Council may decide from time to time to change

the number of Directors based on the needs of the Corporation. For such a change an affirmative vote of 2/3rd of all the Governing Council Members shall be required.

5.3 Composition of Board of Directors: The Board of Directors shall be comprised of six Trustee Members (elected by majority vote of the Governing Council members), one benefactor (selected among themselves), and the President and Vice President of the Executive Committee serving as ex-officio voting members.

5.4 Term of Office: The six Members serving on the Board of Directors shall serve in staggered terms of three years. The initial Board of Directors shall have two members serve one-year term, two members serve two year term, and two members serve three year terms. The term for each elected Trustee Member on the initial Board shall be determined by lot. Benefactors shall send their chosen member for the Board every year.

5.4.1 BoD Members, except Benefactors or Ex-Officio, may stay for maximum two full terms (of 3 years each). Member is required to take a pause from the BoD position for one year prior to be a candidate for BoD.

5.5 Meetings of the Board: The Board shall conduct regular meetings at least every quarter, and additional meetings as deemed appropriate by the Chairperson. The Board may hold special meetings called by the Chairperson or by petition of 2/3rds by petition of Board members. Except for an amendment to the Bylaws, the matters coming before the Board may be decided by a majority vote of the Board Members present.

5.6 Telephonic meetings: One or more members of the Board may participate in a meeting of the Board, by means of conference telephone which permits all persons participating in the meeting to hear each other, and all persons so participating shall be deemed present at the meeting.

5.7 Attendance: Each Board member shall be required to attend (i.e. in person or telephonically) unless excused by the Chairperson, at least fifty (50%) percent of all Board meetings which are duly convened each year. The Chairperson may excuse absence at a meeting for good cause shown. The Chairperson shall make a proper record of all meetings missed by each director.

5.8 Notices of Meetings: Notice of each meeting of the Board shall be given at least seven (7) days before the time scheduled for the meeting, either by mail/email or facsimile at the address supplied by the Board members. The notice shall specify the date, hour, place of meeting, agenda and the nature of the business to be conducted at the meeting.

5.9 Resignation and Removal: Any Board member may resign at any time by giving written notice of his/her resignation to the Chairperson or Secretary. The Board of Directors by a 75% majority vote of all Board members can initiate proceedings to remove a Board member. Such proceedings must be for cause and with proper opportunity for a hearing (30 days notice) and removal must be ratified by a majority vote of all the Governing Council members. It shall be sufficient cause when any member, who has not been otherwise excused by the Chairperson, misses two (2) or more consecutive Board meetings.

5.10 Quorum and Majority: Except in the case of the removal of a Board member, at all meetings of the Board, a majority of the Board members then in office shall constitute a quorum for the transaction of business, and except that an action involving an addition to/or disposition of the Corporation's assets in excess of Ten thousand dollars (\$10,000) or the sale, lease, conveyance or encumbrance of its real property, or the borrowing of funds, (other than loans with terms less than one (1) year and less than ten thousand dollars (\$10,000)) such actions shall require the affirmative approval of the majority of the Board members. Except as otherwise provided by law or by these Bylaws, The acts of majority of the Board members present at a meeting at which a quorum is present shall be the acts of the Board. If a quorum is not present at a Meeting of the Board, the Board members present may adjourn the meeting from time to time until a quorum is present. *An affirmative vote of seventy-five percent (75%) of all of the members of the Board then in office will be required to undertake any of the three acts listed above. The BOD may not sell substantially all the property & assets of the corporation, unless the action is ratified a majority vote of all of the GB members, or unless the corporation is insolvent.*

5.11 Action by Consent: Any action which may be taken at a meeting of the Board may be taken without a meeting if consent in writing setting forth the action so taken is signed by all of the Board members and filed with the Secretary of the Board.

5.12 Reversal of Actions: To initiate the reversal of any action a petition signed by 75% of the Governing Council members or 50% of the General Members shall be presented to the Board. The Board must consider such petition within 30 days at a meeting duly convened. Upon the affirmative vote of 2/3rds of the Board members present and voting such action shall be reversed.

5.13 Vacancy: A vacancy on the Board of Directors created by death, sickness, disability, resignation or removal shall be filled by the Governing Council by special election in the usual manner of electing Board members or by Benefactors as appropriate. Any Board member elected to fill a vacancy shall hold much office for the unexpired portion of the term of such directorship.

5.14 Officers:

- a. The officers of the Board shall be a Chairperson of the Board, Vice Chairperson, a Secretary, and a Treasurer. The Board may have such additional officers as the Board deems necessary. One person may hold two or more offices, except that one person may not hold both the offices of Chairperson and Secretary. Any of the *seven board members* shall not be a member of the EC concurrently.
- b. Election and Tenure: Officers shall be elected by the Board at its first meeting convened following the election by the Governing Council of the Board. *Each Officer shall hold office from the date of his/her election until the end of his or her term on the Board of Directors*, unless he/she shall sooner resign or be removed.
- c. Resignation and Removal: Any officer may resign at any time by giving written notice to the Chairperson, or the Secretary, and, unless otherwise specified herein, the acceptance of such resignation shall be necessary to make it effective. Any officer may be removed for cause by a majority vote of the full Board.
- d. Vacancies: If a vacancy shall occur in any office, such vacancy may be filled by the Board for the unexpired portion of the term of such office.
- e. Chairperson: The Chairperson shall call and preside at all meetings of the Board. The Chairperson may execute on behalf of the Corporation all instruments and documents *which the Board has authorized, in accordance with these Bylaws*. The Chairperson shall have such powers and perform such duties as may be prescribed herein or otherwise assigned to him by the Board. The Chairperson will not vote on any issue at meetings unless necessary to break a tie. BOD will elect their Chair Person every year and Chairperson may not serve more than two consecutive years. Maximum term for the Chair Person shall be limited to two consecutive years, and can be re-elected to the position after one year pause.
- f. Vice –Chairperson: In the event of the absence of the Chairperson or in the event of the death, resignation or removal of the Chairperson, the Vice Chairperson shall have the authority and perform the duties of the Chairperson until the Chairperson is no longer absent or until Chairperson’s successor is elected. The Vice Chairperson shall have such duties as from time to time may be assigned by the Chairperson or the Board.
- g. Secretary: The Secretary shall keep and properly record the minutes of the meetings of the Board and distribute and make available for review such minutes to all members of the Board. The Secretary shall notify the officers of their election and the members of committee of their appointment; give notice of all meetings of

the Board; have custody of the corporate seal and all books and papers pertaining to his/her office and generally perform all duties required of an officer in like position. He/she shall keep a complete roster of the names and addresses of all Members and submit a list, duly certified, of the Members entitled to vote. The Secretary shall file Annual Report to the State of Florida, Dept of State, Division of Corporation, and Tallahassee. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairperson.

h. **Treasurer:** The Treasurer shall be the custodian of all funds and property donated to the Center. Such funds shall be retained in a commercial federally insured bank or similar institution. The Treasurer with the Chairperson *or Vice Chairperson* shall sign all of the Corporation's checks in excess of \$5,000.00.

i. **Assistant Treasurer/Assistant Secretary:** If appointed, the Assistant Treasurer and Assistant Secretary shall perform such duties as shall be assigned to them respectively by the Secretary or Treasurer, or by the Chairperson.

ARTICLE VI **Executive Committee**

6.1 **Purpose of Executive Committee:** The Executive Committee shall conduct the day to day affairs of JCSF; organize regular and special events of JCSF in keeping with the Articles of Incorporation and Bylaws and policy guidelines approved by the Board of Directors.

6.2 **Executive Committee:** The Executive Committee shall consist of nine (9) members elected by the GB Members at the annual Members meeting. The Executive Committee shall be responsible to the Board of Directors.

6.2.1 **Candidacy Requirement:** Minimum one year of paid general membership in good standing is required to run as a candidate for EC.

6.3 **Meetings:** The Executive Committee shall hold regular meetings at least once a month. Majority of the Executive Committee members shall constitute a quorum at any regular or special meeting of the Executive Committee. Except as otherwise set forth herein, business at a regular meeting may be conducted by a majority vote of the members present.

6.4 **Telephonic Meetings:** One or more members of the Executive Committee may participate in a meeting of the Executive Committee, by means of conference telephone which permits all persons participating in the meeting to hear each other, and all persons so participating shall be deemed present at the meeting.

6.5 Attendance: Each Executive Committee member shall be required to attend (i.e., in person or telephonically), unless excused by the President, at least fifty (50%) percent of all Executive Committee meetings which are duly convened each year. The President may excuse absence at a meeting for good cause shown.

6.6 Notices of Meeting: Notice of each meeting of the Executive Committee shall be given at least seven (7) days before the time scheduled for the meeting, either by mail/email or facsimile at the address supplied by the Executive Committee members. The notice shall specify the date, hour, place of meeting, agenda and the nature of the business to be conducted at the meeting.

6.7 Resignation and Removal: Any Executive Committee member may resign at any time by giving written notice of his/her resignation to the President or Secretary. The Executive Committee by a 75% majority vote of all Executive Committee members can initiate proceedings to remove an Executive Committee member. Such proceedings must be for cause and with proper opportunity for a hearing (30 days notice) and removal must be ratified by a majority vote of the Board of Directors. It shall be sufficient cause when any member, who has not been otherwise excused by the President, who misses three (3) or more consecutive Executive Committee meetings.

6.8 Quorum and Majority: Except in the case of the removal of a Executive Committee member, at all meetings of the Executive Committee, a majority of the Executive Committee members then in office shall constitute a quorum for the transaction of business, and except that an action involving an addition to/or disposition of the Corporation's assets in excess of Ten thousand dollars (\$10,000) or the sale, lease, conveyance or encumbrance of its real property, or the borrowing of funds, (other than loans with terms less than one (1) year and less than ten thousand dollars (\$10, 000)) such actions shall require the affirmative approval of the majority of all the Executive Committee members and ratification by the Board of Directors. Except as otherwise provided by law or by these Bylaws, the acts of majority of the Executive Committee members present at a meeting at which a quorum is present shall be the acts of the Executive Committee. If a quorum is not present at a meeting of the Executive Committee, the Executive Committee members present may adjourn the meeting from time to time until a quorum is present.

6.9 Action by Consent: Any action which may be taken at a meeting of the Executive Committee may be taken without a meeting if consent in writing setting forth the action so taken is signed by all of the Executive Committee members and filed with the Secretary of the Executive Committee.

6.10 Reversal of Action: Upon the affirmative vote of a majority of **all** the Board of Directors any Executive Committee action shall be reversed.

6.11 Vacancy: A vacancy on the Executive Committee created by death, sickness, disability, resignation or removal shall be filled by the Board. Any Executive Committee member selected to fill a vacancy shall hold such office for the unexpired portion of the term of such committee membership.

6.12 Officers:

a. Officers of the Executive Committee: The officers of the Executive Committee shall be a President, Vice President, a Secretary, and a Chief Financial Officer. The Executive committee may have such additional officers as the Executive Committee deems necessary. One person may hold two or more offices, except that one person may not hold both the offices of President and Secretary as well as President and Vice President.

a.1 Minimum Qualification: EC Officers are required minimum two years prior service as a member of EC and/or BoD.

b. Election and Tenure: Officers shall be elected by the Executive Committee at its first meeting convened following the election by the Members of the Executive Committee. Each Officer shall hold office from the date of his/her election until his/her successor shall have been elected, unless he/she shall sooner resign or be removed.

c. Resignation and Removal: Any officer may resign at any time by giving written notice to the President, or the Secretary, and, unless otherwise specified herein, the acceptance of such resignation shall be necessary to make it effective. Any officer may be removed for cause by a majority vote of the all Executive Committee members.

d. Vacancies: If a vacancy shall occur in any office, such vacancy may be filled by the Executive Committee for the unexpired portion of the term of such office.

e. President: The President shall call and preside at all meetings of the Executive Committee. The President may execute on behalf of the Corporation all instruments and documents which the Executive Committee has authorized. The President shall have such powers and perform such duties as may be prescribed herein or otherwise assigned to him by the Executive Committee. The President will not vote on any issue at meetings unless necessary to break a tie. The President shall report EC status at the board meetings.

f. Vice President: In the event of the absence of the President or in the event of the death, resignation or removal of the President, the Vice President shall have the authority and perform the duties of the President until the President is no longer

absent or until President's successor is elected. The Vice President shall have such duties as from time to time may be assigned by the President or the Executive Committee.

g. The Secretary shall keep and properly record the minutes of the meetings of the Executive Committee and distribute and make available for review such minutes to all members of the Executive Committee. The Secretary shall notify the officers of their election and the members of committees of their appointment; give notice of all meetings of the Executive Committee; have custody of the corporate seal and all books and papers pertaining to his/her office and generally perform all duties required of an officer in like position. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President.

h. Chief Financial Officer: The Chief Financial Officer shall be responsible for preparing and presenting the Budget and Quarterly Reports of the JCSF to the EC. *The CFO with the President or Vice President shall sign all of the Corporation's checks under \$5,000.00.*

6.13 Term of Office: *All EC members shall serve for 2 years in staggered term.* At the first EC meeting, five of the EC members shall serve for 2 years, while other four members serve for one year. Maximum term for the President shall be limited to two consecutive years, and can be re-elected to the position after one year pause.

ARTICLE VII

Standing Committees

7.1 Standing Committees: The Standing Committees may be created by EC or BOD as appropriate. The Corporation shall have the following Standing Committees in addition to the other committees that may be required: Building Project Committee, Cultural/Education Committee, Fund Raising Committee, Membership Committee, Publication Committee, and Puja Committee. A head for each Committee shall be selected by the concurrence of the BOD Chairperson and the EC President. The head of each committee shall select the committee members as required, and obtain approval from Chairperson or President as appropriate.

The BOD shall be responsible for creating following committees:
Fundraising, Building Project Committee (BPC), Audit, Oversight, Nominating and Ad Hoc

The EC shall be responsible for creating following committees:
Cultural and Education, Membership, Publication, Puja and Youth

7.2 General Responsibilities of the Standing Committees:

(a) Each standing committee designated in Section 7.1 above shall: (i) hold a minimum of three (3) meetings a year; (ii) file an annual report with the Board of Directors or EC as appropriate on its activities on or before annual meeting of the members.

(b) Each standing committee shall prepare a program and a budget for its activities and submit the same to the Chairperson or President as appropriate. Any expenditure by the standing committee shall be pre-approved by the Executive Committee or BOD as appropriate.

7.3 Building Project Committee: The Building Project Committee shall be responsible for (i) assist EC in the maintenance of the JCSF and its surroundings, and any other property of the Corporation; (ii) assist EC in leasing of the Jain Center hall for religious and related activities at rents to be established by the Board; and (iii) Report the need for any major repairs or construction to the Board. All repairs, landscaping and construction shall be approved in advance by the Board.

7.4 Cultural/Educational Committee: The Cultural/Educational Committee shall: (i) conduct all music and dance and other cultural events and Pathshala classes, which reflect the cultural heritage of Jains; and (ii) provide information with regard to the cultural events to the Publication Committee .

7.5 Fund Raising Committee: The Fund Raising Committee shall be responsible for organizing special drives for contributions, and shall coordinate its activities with the Cultural Committee, and BPC.

7.6 Membership Committee: The Membership Committee with the Secretary of the Board shall be responsible for maintaining and updating the list of Members. It shall establish liaisons with any new Jain/Hindu family arriving in the community. It must draw up a program to reach such families, inform them of the activities of the Jain Center, invite them to the Jain Center and seek their involvement in the Jain Center activities.

7.7 Publications Committee: The Publication Committee shall (i) Edit and publish the newsletter of the Corporation; and. (ii) publish all approved communications related to Jain Center functions, procure advertisement and monthly bulletins; (iii) publish Annual Jain Center directory or other publications, as necessary, and (iv) create and maintain JCSF website.

7.8 The Puja Committee: The Puja Committee shall (i) assist the Jain Center in the planning of religious events; (ii) provide information to the Publications

Committee of religious events and functions; (iii) assist the Jain Center in procuring religious and ritual articles; (iv) provide the necessary organization to assist religious participants during special religious events; (v) arrange for the conduct of puja and coordinate the arrangements for sponsored puja and (vi) organize Bhavna and religious discourses.

7.9 Ad Hoc Committees: The Board or EC may appoint Ad hoc Committees in addition to the Standing committees, as necessary.

7.10 Oversight Committee: Oversight Committee shall be responsible for review of the records, procedure and proceedings of meetings of EC and BOD, to ascertain the letter and spirit of the Constitution, Article of Incorporation and Bylaws are followed for conducting the business of JCSF. The committee members shall not be the members of the EC or BOD. The findings shall be reported to Chairperson or President for their consideration and action.

7.11 Nominating Committee: Nominating Committee for the Executive Committee members (to be elected from the General Members) shall be appointed by the Chairperson of the Board in December of each year and shall consist of three Members in good standing. Members of the Nominating Committee shall not be eligible to run for election.

7.12 Audit Committee: An audit Committee consisting of three members, one of whom must have accounting background, must be appointed each year. The Audit Committee shall: (i) Audit the Jain Center's accounts yearly and report the findings to the Board; (ii) review accounting procedures; (iii) review receipts and disbursements; and (iv) review disbursement authorization Procedures.

7.13 Youth Committee: The Youth Committee shall be responsible for coordinating youth activities at the Jain Center including cultural and educational activities.

ARTICLE VIII Governing Council

8.1 Purpose of Governing Council: The Governing Council shall be to perform an oversight function over the activities of the Corporation and remove Board Members for cause as prescribed in Article 5.9 hereof.

8.2 Governing council: The Governing Council shall consist of all of the Patron Members, Trustee Members, Benefactors and Executive Committee Members. *The head of the Governing Council shall be elected by a majority of its members annually.*

8.3 Meetings: The Governing Council shall meet annually to elect that Board of Directors whose term has expired. A special meeting may be called by the Chairperson or by petition signed by 2/3rd of the members of Governing Council. Notices of all meetings must be sent at least 10 days prior to the meeting.

8.4 Quorum and Voting: Except at the annual meeting and a meeting for the removal of a Director, a majority of the Governing Council members present (in person or telephonic) shall constitute a quorum. All actions taken by the Governing Council except election of Board of Directors and removal of Directors may be approved by a majority of Governing Council members present and voting.

ARTICLE IX

Elections

9.1 Executive Committee Members: Executive Committee members will be elected at the annual meeting of the Members. A slate of candidates must be presented by the nominating Committee with notice of the meeting given to every Member. Additional Nominations may be made from the floor at the annual meeting of the Members.

9.2 Board of Directors: Board of Directors will be elected by the Governing Council at the annual meeting of the members prior to the EC election and as prescribed in Article 5.3. Benefactors shall select a board member prior to Governing Council election.

9.3 Supervision of Elections: All elections shall be conducted by closed ballot which must be supervised by the Election officer.

9.4 Election Appeals: The decisions of the Election Officer shall be final unless appealed, in which case they will be subject to review by an ad hoc election review committee appointed by the Board of Directors. Any appeals shall be submitted in writing to the Board of Directors, within one week after the announcement of the election results.

9.5 Insufficient Nominees: If any Executive Committee or Board position is not filled at an election, same shall be filled by the Governing Council.

ARTICLE X

Finances

10.1 Accounts: Accounts shall be maintained for a fiscal year from January 1st through December 31st. The accounts of the Corporation shall be audited each year

for the previous year's transactions by a qualified individual appointed by the Board of Directors.

10.2 Annual Budget: The Executive Committee shall prepare a budget and the Chief Financial Officer presents the budget to the Board of Directors for their approval. No expenditure in any account shall exceed the budgeted amount for such account by more than 10% without approval of the Board of Directors.

10.3 Quarterly Reports: The Chief Financial Officer shall submit to the Board of Directors at their quarterly meetings (January, April, July and October) the previous quarter's financial report which shall include, but is not limited to, a statement of income and expense including a breakdown of the expenses.

10.4 Annual Financial Report: The audited annual financial report in substantially the same form as the previous year's budget and financial report, including a listing of all assets and liabilities as of December 31 of each year and including a breakdown of incoming expenditures of that same year, shall be presented at the annual meeting of the members.

10.5 Ownership of properties: The Board of Directors shall administer, manage, and hold titles in the name of the Corporation to real estate, securities, and trust funds.

10.6 Execution of Contracts: The President may sign and enter into contracts on behalf of the Corporation when approved by the Board of Directors.

10.7 Signatures on Checks: All checks and drafts shall require the signature of at least two of the following individuals: (i) *Treasurer and Chairperson or ~~President~~ Vice Chairperson for BOD*; (ii) *CFO and President or Vice President for EC*. In absence of Treasurer or CFO, Vice Chairperson or Vice President may be authorized to cosign checks by their respective body.

ARTICLE XI A m e n d m e n t

11.1 These bylaws may be amended by vote of seventy- five percent (75%) of Members present and voting at any meeting of the Members where business may be conducted. For purposes of this Articles XI, Section 1, fifty-one percent (51%) of the membership shall constitute a quorum. The Board of Directors upon a vote of seventy-five percent (75%) of all of the Board of Directors may veto any Amendment ratified by the Members. In case the Board of Directors vetoes the amendment voted by the Members, such an amendment will be adopted if it receives at least two-thirds vote of the Members present at the next Member meeting.

ARTICLE XII
Indemnification of Officers, Directors, and Employees

12.1 Scope of Indemnification: The Corporation shall indemnify and hold harmless each of its officers, directors, employees to the fullest extent permitted under Florida law provided the act giving rise to a claim for damages by a third party does not constitute violation of Florida Statute S617.0834.

ARTICLE XIII
Access to and Storage of Records

13.1 Any current JCSF Member with good standing for at least two years shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times for a reasonable purpose, the membership register, the books or records of account and of inventory, and minutes and/or records of the proceedings of all meetings of the Members, Board of Directors and Committees and make extracts therefrom. The Archives, including all past records and data not deemed necessary to the current year's operation of the Corporation shall be kept together and located in a designated place at the Corporation *for at least (3) years*.

ARTICLE XIV

14.1 No alcoholic beverages, root vegetables or carnivorous products shall be consumed and no smoking shall be permitted within any Jain Center function, premises or building.