

HINDU ASSOCIATION OF NORTHWEST ARKANSAS

Bylaws

Version 2.0

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CONSTITUTION AND BY-LAWS OF THE HINDU ASSOCIATION OF NORTHWEST ARKANSAS

The Constitution and the by-laws of the Hindu Association of Northwest Arkansas (HANWA) shall govern the administration of the Association.

ARTICLE I: NAME AND PURPOSE

The name of the non-profit corporation shall be The Hindu Association of Northwest Arkansas (HANWA). It is also referred to as HANWA/Association in this document. The purposes of the Association are to:

- To establish and operate a permanent place of worship to meet the religious, spiritual, charitable, and cultural needs of the Hindu community.
- To promote an understanding of the Hindu way of life/Sanatana Dharma in the Northwest Arkansas community through worship and practice.
- To recognize and respect other religions in their proper context.

The cultural events and outreach activities of HANWA will be conducted under the auspices of the Indian Cultural Association of Northwest Arkansas (ICANWA). While ICANWA will utilize the same Tax ID as HANWA, the finances, fundraising and governance of ICANWA relating to the conduct of various cultural events will be maintained separately from religious activities that are conducted exclusively at the temple. In addition, the restrictions listed in Section 1.2.6 will not apply to ICANWA events that are conducted outside the temple premises. In the event of future expansion of the temple as laid out in Section X.1, where ICANWA events are conducted in a potential community hall on temple premises, HANWA restrictions as laid out in 1.2.6 will apply. HANWA/ICANWA will not be responsible for any injury or loss of valuables during any ICANWA events.

Section 1.2 Powers and Limitations

The Association shall have and may exercise all powers allowed under the Arkansas Nonprofit Corporation Act, subject only to following limitations:

- 1. Public Purpose:** The Association is organized to serve public and community interests. Accordingly, it shall not be operated for the benefit of private interest, such as contributors or shareholders of the Association, or persons vested directly or indirectly by such private interests. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 2. Accumulation of Income:** Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under section 501 (c) (3) of the Internal Revenue

code, or corresponding section of any future federal tax code, or (b) under section 170 (c) (2) of the Internal Revenue code, as now in force or later amended.

3. Trade or Business: The Association shall not be operated for the purpose of carrying on a trade or business for profit. Any surplus funds that remain after expenses will be used solely for the benefit of growing the Association to serve the community interests, or for other purposes such as charitable contributions, and community education, and development as permitted for 501 (c)(3) tax exempt corporations, and as approved by the Board of Directors (BoD).

4. Distribution of Earnings: No part of the earnings or other property received by the Association from any source shall be used to the benefit of or be distributed to any of its members, BoD, office bearers, and employees. However, the Association may decide to pay reasonable compensation for services rendered by any individuals, employees, organizations or entities, and make payments and distributions in furtherance of purposes herein set forth. All distributions and payments will be in accordance with IRS guidelines set for the non-profit organizations.

5. Distribution of Assets on Dissolution: Upon dissolution of the Association and as determined by the Board of Directors, its remaining assets, if any, shall be distributed to one or more organizations chartered and operated exclusively for Hindu religious, charitable or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code as now in force or afterwards amended. Any such assets not so distributed, shall be distributed by the County Court of the County in which the registered office is then located, to another organization that in the judgment of the court shall best accomplish the purposes that are consistent with the purposes for which the Association was formed.

6. Specific Restrictions: The temple shall be for the exclusive use of Hinduism related events only. In addition, the following restrictions will also be implemented:

i) Non-vegetarian food(s) including but NOT limited to the following items: meat, meat preparation, sea food, egg, egg or gelatin-based products and poultry are not allowed on or within the confines of the temple property. Milk and milk-based products are allowed on temple property and within the temple as well.

ii) The following items are not allowed in the offerings prepared for the Gods (Naivedyam) and distributed to devotees as Prasadam: Onion, Garlic, and other Allium genus foods as well as mushrooms. The restriction also applies to the prasadam that devotees bring to the temple. From time to time, the temple, acting through its BoD, may impose additional restrictions.

iii) Alcoholic beverage(s) of any nature shall not be allowed at the Temple premises at any time or for any reason. Smoking, vaping, and consumption of any controlled substances (such as tobacco and illicit drugs) shall not be permitted on the premises of the Temple.

iv) Firearms are not allowed inside temple premises except when specifically authorized by BoD for security purposes.

v) Appropriate attire (dress and footwear) is required in places of worship inside the temple premises to maintain a respectful atmosphere in the temple. Shorts and footwear will not be

allowed in places of worship inside the temple premises. Socks will be allowed within the premises to protect from cold weather.

7. The official language: all official written and oral communication of the corporation will be in English.

8. Assets of HANWA will include but not be limited to land, buildings, gold, silver and any other physical properties purchased or donated to the Association. In addition, the information about its members, mailing list and website contents will belong to HANWA and will be used primarily for the benefit of HANWA. Such information will not be released to anyone or any other organization without the written permission of the BoD and the member(s) concerned. Any software or intellectual property developed for temple use utilizing temple resources shall be the property of HANWA.

9. Risks and liabilities: Liability insurance will be maintained at all times by the temple to protect from catastrophic risks or natural events that may cause damage to the temple. In addition, insurance related to particular cultural events will be purchased to protect the temple from unforeseen circumstances. In case expenses required to restore the temple infrastructure or premises exceed insurance limits and capital project limits, as detailed in Article IV Section 7, emergency approval may be granted by the BoD. HANWA will not be held responsible for any injury or loss of valuables to devotees on temple premises.

10. Issuance of Official Documents to any external entities that include but not limited to and Government Agencies, Financial Institutions, Legal entities shall be approved by the President of the BoD. All contractual agreements that involve Hindu Temple and external agencies shall be signed by the President and Treasurer of the BoD.

ARTICLE II: OFFICES

The principal office of the Association shall be located at 2501 SW Regional Airport Blvd, Bentonville, AR 72713. The Association shall always maintain a registered office in the State of Arkansas, as well as a registered agent whose office location shall be identical with the registered office. The registered office of the Corporation may be but need not be identical with the principal office in the State of Arkansas. The address of the registered office may be changed from time to time by the Board of Directors.

The federal identification number of this Corporation is: **71-0839884**

ARTICLE III: MEMBERSHIP

Section III.1. Eligibility

All persons interested in the purposes of HANWA, as stated in Article I, are eligible to become members of the Association, irrespective of race, color, creed, nationality, sexual orientation or gender. The amounts stipulated in the Appendix for Annual/Life/Associate membership are subject to change and require BoD approval.

Section III.2. Annual Membership

Annual Membership is open to individuals and spouses, and dependent children under the age of 18 who contribute the stipulated amount (see Appendix A: Payment/Donation requirement for various memberships) exclusively towards the annual membership of HANWA. Name and contact information of the spouse must be recorded in HANWA's payment system in order to be considered as a member. Annual membership in the Association shall be for 12 months beginning on either January 1 or July 1 to accommodate devotees who enroll mid-year. Membership will not be prorated. Payments for annual membership can be made in advance for future years but cannot be made for the past calendar year(s). These changes are effective January 1, 2021.

Annual membership programs will be reviewed by the BoD regularly as needed. Please refer to Article V, Section 6 for information on eligibility of annual members for participation in elections to the BoD.

Section III.3: Life Membership

Life membership is available to any individual who contributes the amount stipulated in Appendix A and their spouse. Name and contact information of the spouse must be recorded in HANWA's payment system in order to be considered as a life member. These changes are effective January 1, 2021.

Please refer to Article V, Section 6 for information on eligibility of life members for participation in GBM meetings and in elections to the BoD.

Section III.4: Associate Membership

A full-time student may become an Associate Member by providing a current, valid student identification. Associate members will have the same benefits as an annual member.

ARTICLE IV: TEMPLE MANAGEMENT

Section IV.1: General Body of Members

The General Body of Members (GBM) consists of life members only, as defined in Article III, Section 3. The governance of the Association is vested in the BoD as representatives of the GBM.

Section IV.2: Board of Directors (BoD)

The management of the Association, and its affairs, shall be vested in the Board of Directors. The Board shall consist of at least 5 elected members and up to a maximum of 9 elected members. Members are elected for a 2-year-term by the GBM. Members of the BoD may not be reelected to serve more than 2 consecutive terms. In this context, a year refers to a calendar year. A term refers to any duration of time after election to the board.

Section IV.3: President:

The President is responsible for establishing the governance agenda of the Board and overall execution. The President will also oversee the temple master plan and, in discussions with the Board, establish committees to ensure execution of the master plan. The President shall preside over GBM and BoD meetings. The President will call for Annual and Special meetings of the GBM as well as BoD meetings either through the Secretary or by him/herself. At the behest of the Board, the President shall sign all written contracts for the Association. The President, or someone nominated by the Board, shall be the official spokesperson of the Association.

Section IV.4: Vice-President:

The VP will have oversight of the daily management and operations of the temple and ensure that they proceed in a smooth manner. In their role, the VP will oversee the execution of tasks by the various committee chairs responsible for temple management. In the absence of the President, the Vice-President shall preside over GBM and BoD meetings. If the position of the President falls vacant, including for reasons listed in Section IV.10, the Vice-President will succeed him/her for the remainder of the term.

Section IV.5: Secretary:

The Secretary shall record minutes of the meetings and present them at the following meeting for approval. A summary of the meeting minutes will be emailed to the GBM after completion of the meeting. The Secretary will provide information about the programs and activities of the Association to the general membership through email and social media.

Section IV.6: Treasurer:

The Treasurer shall be responsible for setting up the accounting books; keeping all accounts, collecting revenue, and paying the bills of the Association as approved by the Board of Directors. The Treasurer shall deposit funds of the Association in bank accounts as may be

authorized by the Board. The Treasurer shall prepare the annual financial report at the end of each year. The Treasurer shall be responsible for all tax-related matters and ensure that the accounts of the Association are audited annually by the end of the calendar year. The Treasurer will be responsible for collecting donations from the Hundi and depositing in the bank at least once a month. Withdrawal of funds requires joint signatures of the President and the Treasurer.

Section IV.7: ICANWA Chair:

The ICANWA chair will be responsible for the smooth conduct of all ICANWA events and the HYC. The ICANWA chair will be the Board's point of contact with the subcommittees of individual ICANWA events that are conducted throughout the year.

Section IV.8: Temple Committees:

Temple Services, Temple maintenance and volunteering, Temple supplies, and Information Technology. The Chairs of each of these committees will recruit volunteers for each of the activities mentioned to ensure smooth conduct of special events and daily activities. Committee Chairs will be appointed by the Board.

Section IV.9: Responsibilities of the BoD

The powers exist in the BoD as a group and not in an individual. The BoD has a duty to exercise reasonable care and prudence in managing the affairs of the Association. The BoD will focus on the following areas: Fund raising, long-term vision, governance and compliance of HANWA. Specifically, the BoD shall:

- Drive long-range planning process and develop a rolling five-year roadmap – The President of the BoD will present the long-range planning and the rolling roadmap to GBM every 1st quarter of the calendar year.
- Appoint standing and ad-hoc committees to carry out the activities of the Association.
- Organize fund-raising activities to maintain the financial wellness of the Association.
- Approve of capital projects limited to a stipulated maximum of \$25,000. Any projects that require more than \$25,000 need to be presented to the GBM at an annual or special meeting for approval. A project that costs more than \$25,000 cannot be split into smaller projects costing less than \$25,000 to avoid getting such approvals.
- Appoint an auditor for the Association to ensure compliance with financial laws.
- Submit financial and other reports for review to the GBM. This document will be stored for future reference.
- Appoint a member in good standing to the Board to fill a vacancy caused by resignation, or any other circumstance, for the remainder of the term.
- Review and approve the annual budget.
- Transact all Association business and use Association property and resources to realize the objectives of the Association in accordance with the law and ethical norms of the society at large.

- In an election year, form an Election Committee of 2 or more members at least one and half months prior to the scheduled election date from the general body. One member of the Committee, elected or otherwise selected, shall act as the Chair of the Election Committee.

Section IV.10: Resignation, Removal and Replacement of BoD members

A member of the Board of Directors can resign at any time by delivering a written resignation to the President or Secretary (in case of President). The acceptance of any such resignation shall be necessary to make the above resignation effective. In addition, any member shall automatically cease to be the member of the Board, if

- He/she is not an active member of the Association. Or,
- He/she misses 50% of the Board meetings held in a calendar year. Or,
- He/she misses 3 consecutive meetings of the Board of Directors without substantial cause and notification.

The removal of officers of the Association may be initiated by submitting a written grievance, signed by at least 1/3 of the GBM, to the President of the Association. Within three weeks of receiving the grievance, the President or the Vice President shall call a meeting. The BoD shall constitute the Board of Hearing. If a majority of the BoD vote for the removal of the officer, the officer would be deemed removed. The BoD shall recommend legal action, if any, to be taken against the officer removed.

A vacancy in any elected office, including President, Vice-President, Secretary and Treasurer, because of death, resignation, removal, disqualification or otherwise shall be filled by nominating an eligible candidate to the position by the BoD within 14 days. This nomination needs to be recommended by a simple majority of the BoD.

Section IV.11: Temple Acharya (priest)

The temple Acharya (priest) will be appointed by unanimous approval of the BoD. The temple acharya shall be responsible for conducting traditional pujas to all the deities as well as annual events, such as Vaikunta Ekadasi, Maha Shivaratri, Sri Rama Navami, Vinayaka Chaturthi, and Krishna Jayanthi. The specific duties of the priest are:

- Perform Abhishekam, Alankaram, Archana, and Kalyan for various deities.
- Prepare and offer Neivedyam to deities
- Deliver religious discourses weekly
- Perform pujas on all festivals such as Shivratri, Holi, Diwali, Janamasthami, Dussehra and Navratri
- Set up muhurat (timings) for devotees for requested services
- Conduct pujas for devotees outside and inside the temple
- Assist in temple maintenance and cleanup

Section IV.12: Temple employees

The appointment of temple employees will follow the same process as laid out in Section IV.11.

ARTICLE V: MEETINGS

Section V.1: Annual Meeting

The BOD shall call a general body meeting at least once a year. The general membership shall be informed of the meeting at least 30 days before the date of the meeting. Here, general membership refers to all life members of the Association, as described in Section IV.1. The agenda for the meeting will be published 14 days prior to the date of the meeting. The purpose of the annual meeting shall be as follows:

- Provide information about the financial status of the Association
- Election to the Board of Directors (Only in the Election year)
- Other committee reports (if any)
- Transact any other business that requires approval of the GBM, such as modifications to the bylaws. Such items should be submitted to the President or Secretary of the Association no less than 14 days prior to the meeting and should be endorsed by a majority of the BoD.

In addition to an annual meeting, the President may also call for quarterly meetings each year to present the financial status of the Association. At the beginning of each meeting, the minutes of the previous meeting will be presented to and approved by the GBM. A copy of the approved meeting minutes will then be emailed to the GBM.

Section V.2: Special Meeting

Special meetings of the GBM may be called by a majority of the BoD or by written request, addressed to the President or Secretary of the BoD, of at least a majority (51%) of the GBM to discuss urgent, time-sensitive issues of the Association. The general membership shall be informed of the meeting at least 14 days before the date of the meeting.

Section V.3: BoD Meeting

Members of the BoD will meet at least once a month, or more, to discuss issues related to daily administration of the temple.

Section V.4: Ad hoc Committee Meetings

Chair of a standing committee or an ad-hoc committee, depending on the nature of the assignment and charge, shall determine the frequency of the meetings.

Section V.5: Quorum

One-fourth (25%) of the GBM shall constitute a quorum at annual and special GBM meetings for the purposes of voting on important agenda items. A simple majority of the quorum is required for approval of agenda items (excluding amendments to the bylaws). A majority (51%) of the Board constitutes a quorum for BoD meetings. For Annual and Special meetings, if quorum is not met, the meeting will adjourn for 15 minutes and reconvene with a new quorum requirement of 10% of the GBM. This number includes people who are present as well as those submitted a

vote via proxy.

Section V.6: Voting

As detailed in Section IV.1, all members of GBM (life members) are eligible to vote. Life members who are unable to attend the meeting can vote by proxy. Prior to the meeting, members must communicate their decision to vote by proxy through email/text or in writing to the Secretary of the Board. This information must be received by the Board at least 3 days prior to the meeting.

Section V.7: Meeting Conduct

Modern Edition of Robert's Rules of Order shall govern the conduct of all meetings.

ARTICLE VI: ELECTIONS

Section VI.1: Election Committee

The Election Committee shall be responsible for conducting elections to the Board of Directors.

The Election Committee shall solicit nomination of members from the GBM, secure acceptance of nominated individuals, and present it to the general membership of the Association before November 30.

Section VI.2: Nominations for positions in the BoD

Nominations are to be solicited and secured for the agreed number of positions on the Board (not to exceed 9). Only life members are eligible to be nominated for a position. A member can nominate himself/herself or another member. Each person in the GBM can only nominate 1 person. A nomination must be seconded by another member before presentation to the Election Committee.

Section VI.3: Voting

Voting will be allowed as detailed in Article V, Section 6. Proxy votes are not allowed in elections to the BoD.

Section VI.4: Election Process

Election to the Board, if there is more than one candidate, shall be by secret ballot. In case of a tie, the Election Committee shall conduct a run-off election at the same meeting.

ARTICLE VII: AMENDMENTS

Any proposed amendments to the bylaws shall be made available to the membership at least one week before the meeting. Quorum requirements will be followed as laid out in Article V, Section 5. For amendment purposes, 25% of the membership shall constitute a quorum. Two-thirds majority (67%) of the quorum is required to pass an amendment or modify the bylaws. If the required quorum is not achieved, the meeting will reconvene after 15 minutes with a reduced quorum requirement of 10% of GBM. If a required quorum is not achieved at this reduced number, the meeting will be adjourned and held again within 7 days - a majority of those present will constitute a quorum.

ARTICLE VIII: SCOPE OF BY-LAWS

The by-laws of the Association shall always be subordinate to the constitution and laws of the State of Arkansas, and the United States of America.

ARTICLE IX: FINANCIAL TRANSACTIONS

The Association shall be allowed to transfer property and/or mortgage or encumber property for the purpose of security payments of debts of the Association, and the President shall be allowed to sign on behalf of the Association. The agreement will be attested by the Secretary.

ARTICLE X: TEMPLE EXPANSION

Section X.1: Temple Construction

The construction of the permanent place of worship in Article II of the Constitution and By-laws, also known as the temple, or any expansion of the temple footprint, including but not limited to construction of a community hall, kitchen, and dining room shall be done with approval by the The Board of Directors and the GBM.

Section X.2: Temple Deities

Understanding and respecting the diversity of beliefs of members of HANWA, the temple shall be constructed with permanent shrines for the following deities: Sree Krishna (the main deity), Shree Venkateshwara, Shree Padmavati and Shree Bhumadevi, Shree Shiva and Shree Parvati, Shree Ganesh, Shree Lakshmi, and Shree Durga. In accordance with traditional temple customs, permanent shrines for Garuda and Nandi shall also be constructed at the temple entrance, as they are complementary to the shrines of Sree Krishna and Sree Shiva. Other deities may be brought into the temple on a temporary basis for special sponsored events, upon approval by the Board of Directors. Any changes to the permanent shrines in the temple shall require an amendment to the constitution and bylaws. Idols of the following deities are placed in the hallway behind the temple platform - Shree Ram Parivar, Shree Ayappa, Shree Muruga, Shree Saraswati, Shree Shirdi Sai Baba. These idols will be brought in the front of the main platform of the temple whenever the puja one of these is to be performed at a time. Furthermore, these idols are exempt from the guidelines for new deity installation laid out in Article X, Section 3.

Section X.3: Addition of New Deities

The following guidelines will govern the introduction of any additional permanent deities in the temple.

- Deity must be from the Hindu Lineage that is commonly worshipped by people from various regions and languages in India. It is the BoD's responsibility to verify that it meets the requirement.
- Inclusion of another deity may be done based on the availability of the space in the back of the main platform. Main platform is the place where 6 Primary Deities were installed when the temple building was inaugurated. No additional Deities will be installed on the main platform or on the sides of the main temple hall, including the side of the front door.
- In addition to the Primary Deities, up to 7 additional deities may be allowed in the back of the main platform. They will be placed symmetrically to the 7 pedestals on the main platform. (7 pedestals on the main platform were created to maintain the symmetry and have 2 forms of Krishna)
- The local community group following Hindu faith that wants a specific Deity to be introduced in the temple must make a formal request to the BOD and General Body with a month's

notice.

- The community requesting the inclusion of the deity must demonstrate prior to making their request that they perform the puja for that deity on a regular basis. The definition of “regular basis” and the appropriate number of months will be determined by the BOD and will depend on the frequency with which the puja is typically performed.
- The request will be tabled by BoD as an agenda item during the general body meeting that is being held on a regular basis.
- Based on the member discussion and voting, a decision will be made on the inclusion of the new Deity. An introduction of a new deity will constitute a by-law amendment and will follow those procedures.
- A deity will be brought in front of the main platform whenever there is a ritual/puja to be performed.
- The community requesting the inclusion of the deity must generate funds towards deity sponsorship once it is approved in the GBM prior to ordering of the new idol.
- The amount of the funds to be raised includes a prorated share of the total temple construction and maintenance cost plus the cost of new idol, required training of priest to perform rituals for the new idol. Each new idol will be ordered once 75% of the calculated cost is collected/raised. The remaining amount must be raised before the first anniversary for the newly installed deity (Refer to Exhibit A). The actual total cost will be re-calculated by the BOD at the time the request is made.
- It will be the responsibility of the BoD to bring in the new Idol with appropriate regulations such as size, material (e.g. Panch dhatu – 5 metals), placement, ritualistic process etc.
- The BoD must determine if the current temple priest is able to perform all the rituals on the new deity.

APPENDIX A: MEMBERSHIP FEE STRUCTURE

Membership fees and benefits will be reviewed and determined periodically by the BoD.

Annual Members: \$101 paid each year.

Life Members: Contribution of \$2500 and above towards deity sponsorship, parking lot, office, or Gita Stoop.

Associate Members: No Fee