

# INDIA CULTURAL ASSOCIATION CONSTITUTION

## ARTICLE I – NAME AND PURPOSES

Section 1 The India Cultural Association (ICA) is an Illinois general not-for-profit corporation, established in 1978.

### Section 2. Purposes.

- A. India Cultural Association is formed for the following purposes:
- i) To establish and maintain Hindu Temples built and serviced in the traditional Hindu style. HINDU MANDIR OF LAKE COUNTY (HMLC) is one of the Temple projects being operated for this purpose.
  - ii) To establish and maintain a Community Center.
  - iii) To promote Sanatana Dharma (Religion and Traditions) and culture.
  - iv) To promote inter-religious, social, and cultural understanding.
  - v) To support humanitarian causes.
- B. This document applies to ICA and HMLC in its entirety.
- C. The corporation also has such powers as are now or may hereafter be granted by the General Not-For-Profit Corporation Act of the State of Illinois.
- D. This constitution prohibits the sale (whole or in part) of the present parcel of (Approximately 20 acre) land or the Mandir structure (Temple) by the present or any future Governing body of the corporation except by a vote of 80 percent of the board as hereinafter described and with the approval of 80 percent of the Patron Members. Under any circumstances, this parcel of land and/or the Mandir structure cannot be used for any purpose other than advancement of Hindu religion or Projects related to the Hindu Mandir of Lake County.

## ARTICLE II - OFFICES

The principal office of the corporation shall be located at 20444 W. Peterson Road, Grayslake Illinois 60030. The corporation shall also have and continuously maintain in the State of Illinois a registered office, which may, but need not be, the same as its principal office, and a registered agent whose office is identical with its registered office.

## ARTICLE III – MEMBERS

Section 1. Categories of Members: The Corporation, also referred to as the General Body of the organization, shall have three categories of members, consisting of regular members, life members and patron members.

- A. Regular Members: Any person fulfilling the membership qualifications and has paid the membership dues is a regular member of the corporation.
- B. Life Members: Any person fulfilling the membership qualifications and paying the appropriate dues as set by the Board of Trustees in the bylaws may become a life member of the corporation.
- C. Patron Members: All patron members under the previous constitution (or individuals who were previously designated by the incorporators of ICA) shall be deemed to be patron members under this constitution.

Any person fulfilling the membership qualifications of the corporation between January 1, 2003 and December 31, 2008 is eligible to be a patron member.

Any person fulfilling the membership qualifications and who meets the financial contribution requirements as stated in the by laws is eligible to be a Patron Member.

Section 2. Membership Qualification: Any person becoming a member of the corporation shall:

- A. Fill out an application form and/or annual renewal form.
- B. Pay the appropriate membership dues.
- C. Abide by the purposes of the corporation as defined in Article 1.
- D. Be at least 18 years of age.

Section 3. Membership Dues: Membership dues shall be determined by the Board of Trustees from time to time. Any revision in the membership dues shall be made only once in any calendar year. Annual membership dues (as stipulated in by-laws) shall be paid on a calendar year basis.

Section 4. Withdrawals: Any member may request withdrawal in writing at any time to the Board of Trustees. Upon approval of such request by the Board of Trustees, the Secretary shall strike his/her name from the membership list. Any member requesting withdrawal will not have claim to any dues contributed to the corporation.

Section 5. Disqualification of Membership Rights: Demonstrated activities against the purposes of the corporation shall constitute grounds for disqualification from membership. This will be determined by a vote of 80% of the total membership of the Board of Trustees. Any member so disqualified shall be eligible for reinstatement subject to the approval of a majority of the total membership of the Board of Trustees.

Section 6. Voting Rights: Except as hereinafter provided in Article IV for the election of members of the Board of Trustees, each member of all categories shall be entitled to one vote on each matter submitted to a vote, provided he/she has been a member on or before October 31 and has completed, signed, and filed with the Secretary

a membership form as authorized by the Board of Trustees. The list of voting members shall be available by November 30<sup>th</sup>.

Section 7. Annual Meetings: An annual meeting of the members shall be held in December of every calendar year, at the principal office of the corporation in Grayslake, Illinois. New members of the Board of Trustees shall be elected at this meeting. The annual budget, the accounts, and any other matter deemed fit by the Board of Trustees shall be presented to the members by the Board of Trustees at the annual meeting.

Section 8. Special Meetings: Special meetings of the members may be called for any purpose or purposes by the Board of Trustees, or by 33% or more of the written signatures of the total members of each category, as defined in Article III. Special meetings of the members shall be held at the principal office of the corporation in Grayslake, Illinois, within forty-five (45) days of such a request.

Section 9. Notice of Meetings: Written notice stating the place, day and time of any meeting of members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered either personally, by mail or by e-mail (at their current correct address), to each member entitled to vote at such meeting, not less than ten (10) days prior to such meeting by the Secretary of the Board of Trustees.

Section 10. Quorum: One third (1/3) of each category of the members entitled to vote at any meeting, present in person, shall constitute a quorum for the transaction of ordinary business at any meeting of the members. For extraordinary business (like financial matters, modifications in the operations of the Mandir, special maintenance and repairs, etc.) 50% of each category of the members present in person, shall constitute a quorum. A proposal is approved if it is accepted by a simple majority of each category of members present at any meeting.

Section 11. Informal Action by Members: Any action required to be taken at a meeting of the members or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 12. Conflicts of Interest: The Corporation shall be operated exclusively for the purposes set in Article I, and none of its net earnings shall inure, in whole or in part, to the benefit of any person or organization having a personal or private interest in the activities of the corporation. Board members, and all the Committee Chairs and Coordinators, should make known their connections with groups doing business with the organization annually on a HINDU MANDIR OF LAKE COUNTY disclosure form. Board members who have an ethical and/or financial conflict of interest should not participate in discussions or vote on matters affecting transactions between the organization and the other group.

## ARTICLE IV - BOARD OF TRUSTEES

Section 1. General Powers: The affairs of the corporation shall be managed by its Board of Trustees.

Section 2. Interim Election: The interim election of trustees shall take place immediately or as soon as practicable after the adoption of this constitution. At the interim election, patron members shall elect a Board of Trustees consisting of sixteen trustees from among their members to serve until the first election.

Section 2A. First Election: The first election of trustees shall take place as soon as practicable after the interim election. At the first election, a Board of Trustees consisting of sixteen trustees shall be elected as set forth in Article XI. Eight of the trustees chosen at that election (as chosen by lot) shall serve a one-year term. The remaining trustees shall serve a two-year term.

Section 3. Number, Tenure, Qualifications, and Removal: Subsequent to the first election, the number of trustees shall be sixteen (16) all of whom shall be members with voting rights of the corporation. The trustees shall be elected by the members at the annual meeting of the members. The patron members, as defined in Article III, shall have the right to elect ten (10) of their members of the Board of Trustees.

Regular members and life members, as defined in Article III, shall have the right to elect the remaining members of the board. Life members will have an allocated membership ON THE BOARD OF TRUSTEES of one (1) seat for every ten LIFE members up to a maximum of three (3) on the Board of Trustees, out of the six (6) seats allocated for TRUSTEES WHO ARE NOT ELECTED BY PATRON MEMBERS. General members shall fill the remaining members falling in this category.

Any trustee may be removed from office at any time by the members. A petition for such removal shall be signed by at least ten percent (25%) of the total members of each category, and shall be submitted to the Board of Trustees. The Board of Trustees shall then call a special meeting of the members pursuant to article III. For purposes of removal of a trustee, a quorum shall consist of two-thirds (2/3) of each category of the members entitled to vote at such meeting, present in person, but such trustee shall be removed only upon the approval of 80% of each category of members in attendance. Lack of quorum shall cause the removal petition to be lost.

The immediate past President of the corporation shall be an ex-officio member of the Board of Trustees, with the privilege of attending any and all meetings, but with no voting power subject to Article IV, Section 8.

Board members may serve a maximum of two consecutive two-year terms. Thereafter, if two years have elapsed those Board members may serve additional two consecutive two-year terms.

Section 4. Annual Meeting: The annual meeting of the Board of Trustees shall be held immediately after, and at the same place as the annual meeting of the General Body (see Article III, Section 7 and 9)

Section 5. Regular Meetings: The Board of trustees shall provide, by resolution, the time and place for holding of additional regular meetings of the Board. The schedule of such meetings shall be provided to the Trustees by the Secretary by the end of January.

Section 6. Special Meetings: A special meeting of the Board of trustees may be called by or at the request of the President, or any six (6) trustees. Special meetings of the Board of Trustees shall be held at the principal office of the corporation.

Section 7. Notice: Notice of any regular meeting of the Board of Trustees shall be given at least five (5) days previously thereto, and notice of any special meeting of the Board of Trustees shall be given at least two (2) days previously thereto, by written notice delivered personally or sent by e-mail or telephone to each trustee at the address of such person as shown by the records of corporation. Any trustee may waive notice of any meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting. The purpose of any special meeting of the Board shall be specified in the notice of such meeting.

Section 8. Quorum: A majority of the trustees of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

Section 9. Manner of Acting: The act of majority of the trustees present at a meeting at which a quorum is present with a minimum of five (5) trustees voting for or against a decision shall be the act of the Board of Trustees. The President of the Board of Trustees as the Presiding Officer, shall not exercise his/her vote in any motion put to a vote where a simple majority is required to affect the result EXCEPT a) When 80% majority is required to affect the result, and b) As the Presiding Officer (current President or a duly authorized officer) at the time of Election of Officers during the meetings of the Board of Trustees when a tie breaker vote is required, even if he/she is not going to be a trustee on the new Board without the option of abstaining.

Section 10. Informal Action by the Trustees: Any action required to be taken at a meeting of the Board of Trustees, or any other action which may be taken at a meeting of the Board of Trustees, may be taken without a meeting if consent is given in writing, setting forth the action so taken, shall be signed by all of the trustees entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as the unanimous vote.

Section 11. Vacancies: The Board of Trustees shall elect to fill any vacancy occurring in the Board of Trustees. A trustee thus elected to fill a vacancy shall be appointed for only the remainder of the term.

Section 12. Attendance of the Trustees at the regularly scheduled Board meetings:

Section 12a: The Board may permit a trustee to participate in the Board meeting using a telephone or Video conference facilities, under certain conditions like family or personal emergencies, or if the Trustee is out of town but would like to participate in the meeting. The request for such permission shall be made at least 24 hours prior to the meeting except in emergencies. In such case after proper identification of the Trustee, a speakerphone shall be used during the meeting. A Trustee shall be available for more than 3/4ths of the duration of the meeting, and all such participations shall be recorded.

Section 12b: Any Trustee who does not attend three consecutive regularly scheduled meetings of the Board of Trustees, and also indicates absence from future three meetings shall be deemed to have resigned as a trustee of ICA (Hindu Mandir of Lake County). The Board shall thereafter elect, by a majority vote, a new board member from the same category to fill the vacancy. The Board is free to elect any member, including the member who has resigned, to fill the vacancy. The Secretary of ICA shall send a notice by regular mail, facsimile or e-mail with read receipt requested to the trustee/Trustees

Section 13. Responsibilities of members of Board of Trustees

The members of the Board of trustees must be involved in the various operational aspects of the Mandir. Each of the trustees should be a team member of at least one of the operational groups, such as Religious, Cultural, Educational, Financial, and Maintenance, Public Relations, Communications and such other aspects of the Mandir operations.

Section 14. Only one (1) person from a family (wife/husband team) can be a member of the Board of Trustees at any given time.

ARTICLE V - OFFICERS

Section 1. Officers: The officers of the corporation shall be President, Vice-President, Secretary Joint Secretary, Treasurer and Joint Treasurer. All officers except the Joint Secretary and Joint Treasurer shall be members of the Board of Trustees.

Section 2. Election, Qualification and Term of Office: The President, Vice President, Secretary, and Treasurer shall be elected by the new Board of Trustees of the upcoming year at the regular annual meeting of the Board of Trustees. If the election of officers shall not be held at such a meeting, such election shall be held thereafter as soon as possible. Vacancies may be filled at any meeting of the Board of Trustees. Each officer shall hold office for a term of two (2) calendar years, or until a successor shall have been duly elected. Any of the officers shall be eligible for re-election, but shall not hold the same office for more than two consecutive terms. Each officer shall transfer all his/her original corporate records and other HINDU MANDIR OF LAKE COUNTY assets, if any, in his/her possession to his/her successor in office not later than five (5) days after his/her successor has taken office.

Section 3. President. The President shall be the principal executive officer of the corporation, shall preside at all meetings of the Board of Trustees, and subject to the supervision and direction of the Board of Trustees, shall have general responsibility for the policies, business, and affairs of the corporation. The President shall make appropriate decisions for the maintenance and day-to-day administration of the corporation within the policies prescribed by the Board of Trustees. The President may appoint individuals to render part or full-time paid services to the corporation as may be required from time to time within powers vested on the President by the Board of Trustees. The President shall be authorized and empowered, with the Secretary or any other officer of the corporation authorized by the Board of Trustees, to execute and deliver any deeds, mortgages, bonds, contracts or securities only that the Board of Trustees have authorized to be executed and delivered, except in cases where the execution and delivery there of shall be expressly delegated by the Board of Trustees to some other officer or agent of the corporation.

Section 3a. The President shall have been a member of the Board of Trustees for one (1) year before elected to the office (other than for the first election held under this Constitution).

Section 4. Vice-President: In the event of the death or other inability of the President, the Vice-President shall perform all of the duties and exercise all of the powers of the President until a new President is elected pursuant to Section 2 of Article V. The Vice-President shall have such further powers and duties as may be prescribed from time to time by the Board of Trustees.

Section 5. Secretary: The Secretary shall keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose, see that all notices are duly given in accordance with provisions of the Constitution, be custodian of the corporate records, see that the seal of the corporation is affixed to all documents and, in general, perform all duties incident to the office of Secretary and such other duties as may be prescribed from time to time by the Board of Trustees. The Secretary shall prepare the necessary progress reports, bulletins, etc., to keep the members informed at periodic intervals about the activities of the corporation.

Joint Secretary: In the absence of and at the direction of the secretary, the Joint Secretary will have same authority and responsibilities as the secretary.

Section 6. Treasurer: The Treasurer shall receive dues, keep accounts of all the receipts and expenses, and all funds received in the name of the corporation. The Treasurer (or any other trustee authorized by the board) shall always be one of the co-signers of the checks in excess of \$1,000.00, or such other amount authorized by the Board of Trustees. Below such amount, the Treasurer only shall sign the checks. All payments must be authorized by the President and the Secretary or at least two responsible trustees. The Treasurer shall maintain appropriate books of accounts for the corporation. The Treasurer shall also prepare un-audited annual financial statements and

results of operation and present them for review to outside independent certified public accountants and, in general, perform all the duties incident to the office of Treasurer and such other duties as may be prescribed from time to time by the Board of Trustees.

Joint Treasurer: In the absence of and at the direction of the Treasurer, the Joint Treasurer will have same authority and responsibilities as the Treasurer.

Section 7. Executive Committee: The Executive Committee shall consist of officers of the corporation as described in article V, sections 1 through 6. The committee shall provide a collective platform for communication, deliberation, and execution of responsibilities as assigned to the officers or any other matter assigned by the Board of Trustees from time to time. The President shall serve as Chairperson of the Committee.

Section 8. Nominating Committee: The Nomination Committee shall consist of the immediate Past President as Chairperson, along with the previous two Past Presidents as the other members, as an automatic structure. The committee shall have the following responsibilities: (i) solicit nominations for trustees from voting members of the corporation; (ii) prepare a list of eligible candidates for trustees to succeed those whose terms expire at the end of the calendar year, (iii) present a report to the Board of Trustees before the annual meeting; and (iv) present the names of the eligible candidates at the annual General Body meeting.

Section 9. Council of Past Presidents: The Council of Past Presidents (CPP) shall comprise of all Past Presidents who are not current Trustees or Committee Chairpersons. The Council shall elect one of its members as Chairperson. The term of CPP Chairperson shall be for two years. The Chairperson of CPP shall be an ex-officio member of the Board of Trustees and Executive Committee without voting privileges.

The functions of the Council shall include but not be limited to the following:

- a) Long range strategic planning;
- b) Evaluate the financial status of the organization and make recommendations;
- c) Evaluate the capital projects, prioritize them and recommend proper implementation;
- d) Review the functioning of the temple and recommend improvement;
- e) Receive any communication from the public and act in concert with the Board of Trustees; and
- f) Act as an advisory body to the Board of Trustees on any issues brought to its attention.

The Council shall follow the following policy and reporting procedures:

- a) The Council shall meet quarterly or more often as needed;
- b) The Council shall keep the minutes of its meetings, a copy of which shall be provided to the Board of Trustees;
- c) The proceeding of the council shall not be discussed by its members in public;



- d) The Chairperson of the Council shall present a report to the General Body at its annual meeting or duly called special meeting.

#### ARTICLE VI - COMMITTEES

The President or the Board of Trustees may form appropriate committees to facilitate functioning of the corporation. This excludes the Executive Committee and the Nominating Committee, which have automatic structure as outlined under Article V, Sections 7 and 8. The committees shall implement the proposals approved by the Board of Trustees. The Chairman of each committee shall report directly to the Board.

#### ARTICLE VII - BYLAWS

Functioning of this organization shall be in accordance with this Constitution and its Bylaws. The Bylaws can be amended by an 80% majority of the members of the full Board of Trustees.

#### ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any and all of its members, trustees or officers, or former members, trustees or officers, or any person who may have served at its request or by its election as a member, trustee or officer of another corporation, against the expenses (including attorneys fees) actually or necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been a member, trustee or officer of the corporation, or of such other corporation, except in relation to matters as to which any such member, trustee or officer, or former member, trustee or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty, and to such matters as shall be settled by agreement predicated on the existence of such liability. There will be no indemnity for any breach of fiduciary duty.

#### ARTICLE IX – AMENDMENTS TO THE CONSTITUTION

This Constitution may be altered, amended or repealed at the duly convened General Body meeting of the corporation, pursuant to the procedure stated below:

- A. The Board of Trustees can propose an amendment to the Constitution provided it is passed by an 80% membership of the full Board of Trustees without the use of proxy votes in a duly convened Board of Trustees meeting.
- B. Any member with voting rights can propose an amendment to the Constitution provided it is supported in writing by fifty percent (50%) of each category of members

with voting rights. Such proposals must be submitted to the Secretary at least 30 days prior to the meeting.

C. Any proposal for Constitutional amendments whether initiated by the Board of Trustees (Article IX, Section A) or general membership (Article IX, Section B) must be circulated to the membership (either by direct mailing or by publication in the HINDU MANDIR OF LAKE COUNTY newsletter) at least 14 days prior to the General Body meeting.

D. A proposed amendment to the Constitution duly presented for voting to the members shall be deemed to be approved if it is accepted by at least 80% of the members of each category present at a duly convened meeting of the corporation.

E. Whenever referred, members in good standing refer to members with voting rights.

F. Any amendment to the Constitution duly voted and passed by the General Body shall become effective after 30 days.

#### ARTICLE X - CONTRIBUTIONS

The Board of Trustees may accept, on behalf of the corporation, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation. All such contributions (with documentation) must be forwarded to the Treasurer within 5 days of the receipt.

#### ARTICLE XI – CONDUCT OF ELECTIONS

Section 1. Subsequent to the first election, members of each category shall be entitled to vote for the same number of candidates up for election from their category to the board as they have representation on the board. For example each patron member shall have up to ten votes (if ten are up for election). No cumulative voting is allowed. For example each patron member may vote for up to ten separate individuals (if ten are up for election) but may cast no more than one vote for each individual.

Section 2. The voting shall be conducted by secret paper ballot. All elections subsequent to the first election shall be conducted by the Nominating Committee. Voting by proxy shall be permitted.

Section 3. All elections subsequent to the first election shall be conducted at the annual meeting in accordance with sections 1 and 2 above. Furthermore, in addition to the candidates nominated in accordance with Article V, section 8, nominations may also be taken from the floor.