

**Jain Society
of
Greater Detroit , Inc.**

Bylaws

9 / 18 / 93

Amended – October 18, 2008

Members of the Constitution Committee

Girish Shah – Chairman

Hemant Shah

Pradip Shah

Pradeep Modi

Manish Mehta

Bipin Shah

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Preamble

These Bylaws are intended to be the working rules and regulations of the society to enable it to meet the changes of time and culture. Flexibility and opportunity for member initiatives are desirable.

Article No. 1 – Approval of Membership

1. The honorary membership is bestowed by the BOT with a unanimous vote of all BOT members.
2. To obtain individual or family membership:
 - A. The applicant (s) submits a membership application form with appropriate dues (as specified in the by-laws) to the secretary of the Executive Committee.
 - B. The applicant (s) may be allowed to attend the non- voting activities of the society until their membership is approved/disapproved. Such applicants are not allowed to vote or hold any elected or appointed position.
 - C. The Executive Committee (EC) reviews the application.
The EC either:
 - i. Approves the membership and notify the applicant (s), Or
 - ii. Recommends to the Board of Trustees (BOT) to reject the application with appropriate reasons.

The BOT either:

- a. accepts the EC recommendation, and the membership is not approved . or
- b. rejects the EC recommendation. The issue is resolved according to the procedure specified in Article no. 16 “Resolution of Disagreement between EC and BOT “.

In either case, the EC notifies the applicant (s) of the final decision. In case of rejection, the membership dues are refunded.

Article No.2 Cancellation of Membership

Cancellation of membership occurs because of resignation, not paying the dues, or due to a disciplinary action against a member.

Resignation from membership must be made in writing to the secretary of the Executive Committee. A resignation does not relieve any member from liability in arrears at the time such resignation is submitted.

Cancellation of membership also occurs because of non-payment of the dues as specified in Article 3 (Dues) of the Bylaws.

Every member must observe common courtesy and strict discipline on the premises of the society. Members who abuse their privileges by any behavior that is against the objectives of the society may have their memberships revoked due to a disciplinary action as follows:

1. The honorary membership is revoked when the BOT members by a unanimous vote approve such action.
2. The individual or family membership is revoked when:
 - i. A simple majority of the EC members make a recommendation to the BOT to take such an action. And,
 - ii. The BOT either:
 - a. Accepts the EC recommendation, and the membership is canceled. Or,
 - b. Rejects the EC recommendation. The issue is resolved according to the procedure specified in Article No. 16, “Resolution of Disagreement between EC and BOT”.

Any member whose membership has been revoked by the BOT on disciplinary grounds can appeal to the general body. The decision of the majority of the present voting members shall be binding to both the parties.

Article No. 3 – Dues

- i. The annual dues for individual membership are \$ 10.
- ii. The annual dues for family membership are \$ 50, effective year 2008.
- iii. A one time fee for the life membership is \$ 350.
- iv. Membership dues are payable on January first of each year.
- v. The EC secretary shall notify members in arrears of membership dues by April first.
- vi. Any member who does not pay dues by June first will lose their membership.

Article No. 4 - Membership Privileges

- i. To attend all general activities of the society.
- ii. To vote at the general body meeting, to be appointed to a position, and to be elected to any position of the society administration as specified in Article III, section 2 of the Constitution.
- iii. To use the facilities of the society according to the guidelines specified in Article VI (Usage of the Society Facility) of the Constitution, and Article 14 (Usage of the Society Facility) of the Bylaws.

Article No. 5 - Conduct of Business

1. **Places of Business:** The operating office of the society shall be maintained at 29278 W. 12 Mile Road, Farmington Hills, MI 48334-4108.
2. **Meetings of General Body :**
 - A. Time and location: Meetings of members for the conduct of business is held at such times and places as the BOT directs. More than 50% of voting member constitutes a quorum. The greater of 10 % of voting members (unless otherwise noted as elect able members) or 50 voting members (unless otherwise noted as elect able members), can force the BOT to call a special general body meeting to discuss their issue or resolutions within a reasonable amount of time but not exceeding ninety days. The issues or resolution along with BOT recommendation is mailed to the members at least a week before the meeting.
 - B. Rules of Order: The Robert's Rules of Order governs the conduct of all meetings unless specific exception is provided in the Constitution or Bylaws.

Article No. 6 – Duties of Officers

BOARD OF TRUSTEES (BOT)

- BOT is responsible for overall operations of the society.
- BOT functions as a governing body, and performs functions such as: planning long range future, keeping the society financially solvent, raising funds as necessary, formulating policies, educating members and general public on principles of Jainism, etc. The BOT meets at least once every quarter.

Chairperson:

The chairperson is the highest-ranking officer of the society. The chairperson:

- presides over all general body meetings
- presides over BOT meetings
- presides over the joint BOT and EC meetings
- signs any official/ legal contracts/documents as authorized by BOT or general membership
- signs checks for BOT expenditures
- ensures the designation of official representatives or delegates to other organizations or groups with the concurrence of majority of BOT
- ensures the appointments of chairpersons for all standing and Ad Hoc committees that the BOT has authority to organize with the concurrence of majority of BOT

- Facilitates establishment or discontinuance of AD Hoc committees under BOT authority with the concurrence of majority of BOT
- ensures the annual review of the financial records by an independent C. P. A. firm with the concurrence of BOT
- participates in BOT committees when appointed
- performs other such duties that ordinarily pertain to this office.

Vice-chairperson:

The Vice-Chairperson:

- acts as a chairperson in the absence of the chairperson
- keeps the minutes of all the meetings of BOT, and general body
- signs checks for BOT expenditures
- sends notice of a BOT meeting with agenda at least two weeks prior to the meeting to BOT members
- sends notices and agenda of general body meetings to the members at least thirty days prior to the meeting with the help of publication officer
- is the custodian of all non-financial documents of BOT. The vice-Chair also maintains a register of all such documents. The Vice-Chair hands over such documents to the new Vice-Chair on transition
- participates in BOT committees when appointed
- performs other such duties that ordinarily pertain to this office

Treasurer:

The treasurer is the chief financial officer of the society. The treasurer:

- is the only person to receive any funds for the society
- is the custodian of all funds of the society
- signs checks for BOT expenditures
- ensures that society funds are spent in accordance with tax exempt organization laws of Internal Revenue Service
- files tax documents with proper federal, state, and local authorities as required
- presents a financial report at least once a year to the general body
- provides all necessary documents to the audit committee at least by January 15, and December 1
- provides all necessary documents to an independent C.P.A. firm by March 1
- keeps financial records of all pledges, donations, and membership dues
- sends appropriate reminders for outstanding collection of all pledges and donations
- submits updated annual budget to the BOT by March 1
- submits annual budget for the next calendar year to the BOT by October 30
- participates in BOT committees when appointed
- performs other such duties that ordinarily pertain to this office

Public Relations Officer:

The Public relations Officer is responsible for the promotion of objectives of the society. The Public Relations Officer:

- is responsible for membership development
- is the liaison between the society and public relations offices of other organizations
- participates in BOT committees when appointed
- performs other such duties that ordinarily pertain to this office

Non-officer Trustee(s):

- assists other BOT officers in performing their duties when asked.
- keeps inventory of all society belongings.
- performs other such duties that pertain to this office.

Executive Committee

The EC is responsible for day-to-day operations of the society. The EC performs activities such as: celebration of religious events, raising funds at/for such events, study classes for children and adults, religious study camps, inviting religious scholars, facility management, etc. The EC meets at least once every quarter.

President:

The President is the chief operating officer of the society.

The President:

- presides over all the meetings of EC
- serves as a BOT member
- is a liaison between BOT and EC The President gives summary of EC activities to the BOT and the BOT activities to the EC
- ensures the appointments of chairpersons for all standing and Ad Hoc committees that EC has authority to organize with concurrence of majority of EC
- Facilitates establishment or discontinuance of Ad Hoc committees under EC authority with the concurrence of majority of EC
- signs checks for EC expenditures
- participates in EC committees when appointed
- performs other such duties that ordinarily pertains to this office

Vice-President:

The Vice-President:

- acts as a president in the absence of the president
- signs checks for EC expenditures
- ensures availability of facilities for EC sponsored functions
- participates in EC committees when appointed
- performs other such duties that ordinarily pertain to this office

Secretary:

The Secretary:

- keeps the minutes of all the meetings of EC
- is the custodian of all non-financial documents of EC. The secretary also maintains a register of all such documents. The secretary hands over such documents to the new secretary on transition
- sends notice of a meeting and agenda at least two weeks prior to the meeting unless noted otherwise
- keeps an up-to-date membership list by their privileges
- forwards all the membership dues or any received funds to the treasurer
- sends appropriate reminders for outstanding membership dues
- collects all the mail and distribute it to appropriate officers in reasonable time
- participates in EC committees when appointed
- assists in any voting
- performs other such duties that ordinarily pertain to this office

Financial Officer:

The Financial officer is responsible for managing EC finances.

The Financial Officer:

- reviews and revises annual budget for the current year and submits it to the treasurer after the EC approval by February first
- keeps the records of all the expenditures of EC
- records all the pledges during EC organized functions and forward the list along with any received funds to the treasurer
- forwards all EC financial documents to the financial officer on transition

- signs checks for EC expenditures
- ensures that EC funds are spent in accordance with tax exempt organization laws of Internal Revenue Service.
- presents a financial report of EC expenditures at least once a year to the general body
- provides all necessary documents to the audit committee and independent C. P. A. firm
- submits the following year budget for EC by September Thirtieth
- participates in EC committees when appointed
- performs such other duties that ordinarily pertain to this office

Publication Officer:

The Publication Officer is responsible for sending all information from BOT or EC to the general body.

The Publication Officer:

- publishes a newsletter at regular intervals to inform members of all the current and future activities of the society
- assists BOT, EC, and all committees to send any information to the general membership
- participates in EC committees when appointed
- performs such other duties that ordinarily pertain to this office

Director - Facilities:

The Director - Facilities shall be responsible for coordinating all the activities related to facilities.

Director - Food Service Coordinator:

The Director - Food Service shall be responsible for coordinating all the food services during all the temple activities.

Article No. 7 – Committees

The committees are commissioned by either BOT or EC. The committees are organized as “Ad Hoc” committees or “Standing” committees. Ad Hoc committees are formed as required to perform specific tasks and are dissolved when tasks are completed. Standing committees on the other hand are permanent in nature.

The following description applies to all the committees:

- The Chairperson of all the committees are appointed by the highest-ranking officer of the commissioning body with concurrence of the majority members
- The commissioning body by a simple majority vote dissolves a committee or removes a chairperson from the appointed position
- Any appoint able member as specified in Article III(Membership) of the Constitution can be appointed to one or more committees
- The members are appointed to the committees for a fiscal year, unless the committee is dissolved before the end of the year. These appointments are renewable at the discretion of the commissioning body.
- The committees meet as frequently as needed
- The committee chairperson is responsible for properly maintaining all records, such as minutes of the meetings, expenses, etc.
- The commissioning body allocates appropriate funding for a committee for the given year
- Except for the “Fund Raising Committee”, no other committees are authorized to raise funds

The following description applies to all the committees except the nomination and election committee:

- The chairperson of the committee appoints other members to the committee
- The chairperson of the committee has authority to remove members from the committee
- To encourage more participation from the general body, it is strongly recommended that the members of the commissioning body not chair such committees

- For appropriate liaison, it is strongly recommended to have at least one of the members of the commissioning body be member of the committee
- The committee chairperson presents the progress of the committee along with the records to the commissioning body at least on a quarterly basis

Standing Committees of BOT:

1. Fund Raising Committee

This committee is in charge of raising funds for the society. It organizes and oversees all fund raising activities such as dinner event, etc. the fund raising activities must be in appropriate taste in accordance with the objectives specified in Article II (Objectives) of the constitution.

2. Constitution and Bylaws Committee

This committee is responsible for interpretation of the Constitution and Bylaws. It also evaluates any suggestions to amend the Constitution as specified in its Article IX (Amendments to Constitution) of the Constitution, or Article 13 (Amendments to Bylaws) of the Bylaws.

3. Audit Committee

This committee is responsible for auditing all the financial records of the society including BOT and EC. The audit committee audits records for the month of December of the previous year by February 15, and records of January through November by December 31.

4. Long Range Planning Committee

This committee evaluates major projects including facility enhancements. It prepares feasibility reports including financial details.

Ad-Hoc Committees of BOT:

Nomination and Election Committee:

This committee develops the nominations for the upcoming election of all the open positions on the BOT and EC. The BOT appoints five voting members including a chairperson to this committee at least **eight** weeks prior to the general body meeting designated for election. Current members of BOT and EC are ineligible to be appointed to this committee. Members appointed to this committee are ineligible to run for the upcoming election. The committee is dissolved on completion of the elections.

The committee sends out the application forms to the electable members **six** weeks prior to the General body meeting designated for election. The applications are to be returned within three weeks of mailing (**three** weeks prior to the election).

If no names are received for a position, the committee invites, scouts, and seeks candidates from the electable members. If more than one name is received for any position, the committee facilitates a consensus building process among the candidates so that election can be non-contested. Failing to arrive at such consensus, the committee submits all names to the voting members. A preliminary list of all the candidates is mailed to the membership within two (2) weeks of receiving applications (three, 3, weeks prior to the election).

Any electable member may contest the election by obtaining signatures from the greater of 10% of voting members or 50 voting members supporting his/her candidacy after the publication of the preliminary list of candidates. The application form along with such signatures must be submitted to the nomination committee at least one week prior to the election.

The committee facilitates the election at the general body meeting with the help of EC secretary. Chairperson of the committee announces the names of the elected members at the meeting.

If for any reason, the election cannot be conducted at the designated general body meeting, the mail ballots should be sent out within a week after the meeting. The mail ballots should be returned within

four weeks after the meeting. The committee should announce the results of the election within a week after the closing of ballots.

Standing Committees of EC:

1. Religious Committee

This committee is responsible for arranging and performing all the religious activities such as poojas.

2. Education Committee

This committee is responsible for holding study classes for various age groups, inviting Jain philosophers and scholars to provide the guidance to the general membership, managing library of religious books, etc.

3. Food and Kitchen Committee

This committee is responsible for arranging and serving food during Jain society functions.

4. Facility Management Committee

This committee is responsible for maintaining all facilities and equipment of the society. It is also responsible for cleaning of the facilities and inventory of the society goods.

5. Youth Committee

This committee is responsible for managing all youth related activities of the society.

Article No. 8 – Vacancies

1. BOT:

During the year, if vacancy is created on the BOT because of a trustee leaving for any reasons, a new trustee may be appointed to the BOT by the simple majority of the remaining members for remainder of the year. If the term of the trustee who left was not over at the end of the year, then at the next election, the general body elects one more trustee for the remainder of such term. In the event of both the Chairperson and the Vice- Chairperson leaving in the same year, an internal election among remaining BOT members first elects a chair and a vice-chair from the elected trustees, and then vacant positions are filled by appointment from elect able members for the rest of the year. In the event that there are no elected trustees in the BOT, a special election is held.

2. EC:

During the year, if a vacancy is created on the EC for any position other than the president, a new member may be appointed to the EC by the simple majority of the remaining members for remainder of the year. In the event of both the President and the Vice-President leaving in the same year, an internal election among remaining EC members shall elect a President and a Vice-President from the elected EC members only, and then appoint the remaining EC members for the rest of the year. In the event that there are no elected members in EC, a special election is held.

Article No. 9 – Disciplinary Action Against Elected Members

Any BOT member who does not attend more than half of the meetings in a given calendar year is automatically removed from his/her position. The removed BOT member is not eligible to run for any elected position for at least one year. Any EC member who does not attend more than half of the meetings in a given year is also not eligible to run for any elected position for at least one year.

The general body, which elects all the members to their positions, also has the right to remove them from their positions. To do so, greater of 10% of elect able members or 50 elect able submits to BOT members a signed resolution asking for a special general body meeting to discuss the disciplinary actions against the member(s) of BOT or EC.

Article No. 10 – Financial Policies

Fiscal year of the society is the calendar year from January first through December thirty first, All bank accounts must be in the name of “The Jain Society of Greater Detroit, Inc.”. All society officers and appointees are volunteers and are not paid for their services.

All payments above \$100 are made by checks only. The treasurer and the financial officer has up to \$100 per transaction for the petty cash expenses on behalf of the society, All receipts and payments must be supported by documentation. Proper accounting books and statements of the accounts must be kept.

The accounts of the society are audited by the audit committee and by an independent C. P. A. firm. The audited account statements are presented to the general body by the treasurer at the first major event of a year such as Mahavir Jayanti, but no later than June thirty.

The society is to have a minimum of two accounts, one of which will be an “operating” account, while the other will be the “general fund” account.

The operating account is designated to EC by BOT for their budgeted spending for the fiscal year. The budgeted funds are allocated to this account on a quarterly or as needed basis by the treasurer. The checks for this account are signed by any two of the following EC members:

- President
- Vice-President
- Financial Officer

The general fund account is managed by BOT. All money received on behalf of the society is deposited in this account. The checks for this account are signed by any two of the following BOT members:

- Chairperson
- Vice-Chairperson
- Treasurer

The BOT is authorized to pay up to the sum of \$50,000 of non-recurring expenditures per event not exceeding \$ 100,000 of non-recurring expenditure per fiscal year. All non-recurring expenditures exceeding \$50,000 per event or over \$100,000 per fiscal year require approval from general membership. The BOT is also authorized to buy necessary insurance to protect society assets.

Article No. 11 – Restrictions

No part of the net earnings or assets of the society shall be used for the benefit of or be distributable to its members, officers, or other private persons except that the society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II (Objectives) of the Constitution. The society shall not carry on any activities not permitted to be carried on by:

- a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue law;
Or
- a corporation, contribution to which are deductible under section 170 of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article No. 12 – Indemnification, Insurance, and Severability

1. Indemnification

Any elected or appointed member, employee, and or other person acting on behalf of the society pursuant to an official election, appointment, or direction , who is made a party to any legal proceeding or is threatened with any legal action relating to his activities on behalf of the society shall be indemnified to the maximum extent of law, provided the elected or appointed member, employee, or other person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interest of the

society, and with respect to any criminal action or proceedings, had no reasonable cause to believe his/her conduct was unlawful. The determination of such good faith shall require a majority vote of BOT.

2. Insurance

The BOT is authorized to purchase and maintain insurance on behalf of any person who may be indemnified against any liabilities asserted against him/her and incurred by him/her as a result of his/her performance of activities for which he/she may be indemnified pursuant to this Bylaws Article.

3. Severability

If any provision of the Constitution or these Bylaws is determined to be invalid or void for any reason, such determination does not affect the validity of any other provisions of the Constitution or Bylaws.

Article No. 13 – Amendments to Bylaws

The following is the process by which the Bylaws can be amended:

1. Any member(s) of the society suggests an amendment to the Bylaws, The suggestion is submitted in writing to the Chairperson of BOT.
2. The BOT Chairperson forwards the suggestion to the Constitution and Bylaws Committee chair. The committee either:
 - a. notifies the proposer (s) and the BOT of the time period required to study the proposal and make recommendations in the case where a major revision is required. The notification must occur within sixty days of submission of the proposal. Or,
 - b. makes appropriate recommendation to the BOT within ninety days of submission of the proposal in the case where a minor revision is required.
3. The BOT reviews the recommendation and decides within 60 days of receiving the recommendation to:
 - a. change the suggestion to a proposed amendment. Or,
 - b. reject the suggestion. The BOT must notify the proposer(s) in writing with reasons of rejection. The proposer(s) may acquire signatures of the greater of 50 electable members or 10% of electable members to force the BOT to change the suggestion to a proposed amendment.
4. Within 30 days of a suggestion reaching to a proposed amendment stage, the BOT and the proposer(s) agree on a method to present the amendment to the general body (meeting or a mail ballot), and timing to initiate it.
5. If the agreement is to present the amendment at a general body meeting:
 - a. An informational mailing including the proposed amendment and BOT recommendation is mailed to all the members at least 30 days prior to the general body meeting.
 - b. The BOT chair along with the constitution and by-laws committee chair lead the discussion at the general body meeting. No substantive changes are permitted at the meeting.
 - c) The EC secretary conducts the voting with the help of the constitution and by-laws committee. The proposal of the amendment requires a majority of the votes of voting members with a majority of the members attending. To calculate majority of the members attending, members registered with Michigan address shall be used.
 - d) If majority membership (Members registered with Michigan address) is not present:
 - (i) voting would be extended for thirty (30) days.
 - (ii) Members who were not present at the meeting will be sent ballot along with written proposals received by the Board of Trustee's.
 - (iii) These members will have ten (10) days in which to return the ballots.
 - (iv) At the end of 30 days from meeting these returned votes along with votes from general membership meeting will be used to evaluate approval requirement as per item (c) above.

6. If the agreement is to have a mail ballot:
 - a. An informal mailing including the proposed amendment and BOT recommendation is mailed to all the members for a review. The members have thirty days to review and ask questions or make suggestions in oral or written form to the constitution and by-laws committee chair.
 - b. Within 30 days after the review period, a ballot is mailed. The ballot mailing contains the proposed amendment (with only editorial changes to the informational mailing), BOT recommendation, and a list of all questions and suggestions received in the review period with appropriate answers.
 - c. The EC secretary conducts the balloting with the help of constitution and bylaws committee. The approval of the amendment requires a majority of the voting members returning the ballots with a majority of the received ballots approving.

Article No. 14 – Usage of the Society Facility

Rules, regulations, and procedures for non- society use of society facility shall be established prior to such usage by amending this article.

Article No. 15 – Adoption of the Amended Constitution

For the first election after the amended constitution goes in effect, two trustees are elected for a one year term, two trustees are elected for a two year term, and two trustees are elected three year term. A Chairperson and a Vice-person are elected from the trustees who are elected for a two year or three year terms. All the members of EC are elected as specified in the constitution.

For easiest transition to the new administration structure, it is desirable to reduce the amount of change introduced at the same time. With that in mind, the existing committees are migrated to the new administration structures as follows:

Study Class:

The study class function is moved to education committee. The current chairperson of the study class continues to be the chairperson of the education committee for the first year of new EC term.

Nomination and Election Committee:

Only for the first election after adoption of this amendment, this committee will be commissioned by the existing EC. Only for the first year, the committee may not abide by the schedule specified in Article 7 – Committees.

Youth Committee:

The youth committee is moved as a standing committee under EC. The current chairperson of the youth committee continues to be the chairperson of the youth committee for the first year of new EC term.

Temple Committee:

The “fund raising” and “fund raising dinner” functions are moved to “fund raising committee” under BOT. This committee is a standing committee established by BOT. The current chairperson of the fund raising committee continues to be the chairperson of the fund raising committee for two years upon adoption of this constitution. The current fund raising dinner chairperson continues to be the chairperson of the fund raising dinner sub-committee for two years upon adoption of this constitution.

The temple committee with functions such as design and construction of the temple, and planning and organizing of pratistha, etc., is established as Ad Hoc committee under BOT. This committee is dissolved upon completion of pratistha of temple. The current chairperson and the secretary of the temple committee continue to be the chairperson and secretary of the temple committee respectively for two years upon adoption of this constitution. The current membership of the temple committee also continues to be the same. The chair and secretary of the temple committee will continue to approve all the expenses related to the temple construction and forward to the treasurer for payment.

Article No. 16 – Resolution of Disagreement Between EC and BOT

If a disagreement arises between EC and BOT about anything, a joint meeting between BOT and EC is called. The majority of votes at this meeting are used to resolve the disagreement. A quorum at the joint meeting is a quorum of the BOT and a quorum of the EC.