

Mission Statement

India Cultural Center and Temple was established to provide services and a place to the Hindu Community in and around Memphis for cultural, religious, spiritual, charitable, educational, and literary activities.

These will be achieved by appointing Vedic priests who perform pujas and rituals in the temple to the installed deities according to Vaikhanasa and Karana Agama as defined by the Vedas and Upanishads. The priests will also fulfil the spiritual needs of the Hindu community by providing services through personal pujas and rituals both at home and at the Temple.

The Cultural center was established to provide a venue for the social and cultural activities of the local Hindu community, to provide a forum for religious discourses for better understanding of Hindu religion and philosophy, to educate the younger generation in developing their identity as Hindus, to promote art, music and languages, and to foster goodwill and understanding among all sections of Hindus and other religious organizations.

The India Cultural Center and Temple will accomplish the above mission in a vegetarian environment, free of alcohol, drugs and smoking.

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ARTICLE ONE

OFFICES

The principal office of the Corporation shall be located at India Cultural Center and Temple Inc., 12005 High Way 64, Eads, County of Shelby, State of Tennessee. The Corporation may have such other offices either within or without the State of Tennessee as the Board of Trustees may decide from time to time.

ARTICLE TWO

MEMBERS

Section 1: Eligibility: Membership is open to all Hindus and to those who believe in Hinduism, Hindu Philosophy and the Hindu way of Life. The applicant must be at least 18 years old, free of any criminal history, and should pledge to abide by the by-laws of the India Cultural Center and Temple Inc. The applicant must also have donated a required amount in the three years prior to the date of application. The required amount for the membership eligibility will be decided by the Board of Trustees from time to time.

Section 2. Enrollment of Members: Eligible person shall sign the membership form, which will be reviewed and approved by the Board of Trustees.

Section 3: Membership Term: Term for membership is for life.

Section 4: Membership Dues: There will be no annual membership dues required.

Section 5. Voting Rights: Each member in good standing as certified by the secretary of ICCT, shall be entitled to one vote on each matter submitted to a vote of the members at the annual meeting of the members or any other special meetings called for the members of the organization.

Section 6. Termination of Membership: Board of trustees will review and discuss the termination of any member. At such meeting, at least two-thirds of board of trustees should be present to constitute quorum. The Board of Trustees, by affirmative vote of two-thirds (2/3) of the members who attended such meeting, may suspend or expel a member for cause.

A member, whose membership has been terminated, should wait for one year before he or she can reapply for membership. Such membership application will be processed as outlined in the article two (2), section (2) of this by-law.

Section 7. Resignation: Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Any such member, who resigned for reasons other than dismissal or removal as outlined in article two (2), section six (6) of this by-law, can apply for reinstatement as outlined in article two (2), section two (2) in of this by-law.

Section 8. Transfer of Membership: Membership in this corporation can neither be transferred nor assigned to any other person.

ARTICLE THREE

MEETINGS OF MEMBERS

Section 1. Annual Meeting: An annual meeting of the members shall be held at the India Cultural Center and Temple on 3rd Saturday of January, at 2:00 pm or at such time and place as may be designated by the Board of Trustees. The purpose of the meeting is to elect trustees-at-large, to discuss the state of the ICCT and its financial health, and to transact any other business that may come up before the members. If the meeting is postponed for any reason, the next meeting will be rescheduled in 30 (thirty) to 90 (ninety) days to complete the election of the trustees-at-large, and to conduct the business.

Section 2. Special Meetings: Special meetings of the members may be called for by the majority vote of the Board of Trustees or not less than 10% of the members, at a designated place. The consent to hold such meeting shall be valid without call or notice.

Section 3. Notice of Meetings: Notice of a meeting shall state the place, day, and hour of the meeting and shall be delivered by mail or e-mail, to each member entitled to vote at such meeting, no less than ten (10) days and not more than sixty (60) days before the date of such meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for such the meeting shall be stated in the notice.

Section 4. Quorum Members: Members holding twenty percent (20%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 5. Proxy: At any meeting of members, a member might vote on a special proxy form issued by the Executive Committee of the ICCT. The proxy shall be executed in writing by the member. It shall be sent to the Secretary of ICCT, by mail or e-mail or in person before, 2 PM on the day of the meeting of the members. A proxy shall be valid only for three (3) months from the date of its execution, unless otherwise provided in the proxy form. No member can vote more than one (1) proxy at a meeting.

ARTICLE FOUR

BOARD OF TRUSTEES

Section 1. General Powers: Board of Trustees shall manage the affairs of the corporation. The Board of Trustees is the ultimate governing authority of the India Cultural Center and Temple Inc. The planning, execution of planning, financial transactions, hiring and termination of employees, policies and procedures with regards to utilization of ICCT assets, shall be the responsibilities of Board of Trustees.

Section 2. Class, Tenure and Qualifications: The Trustees shall be of two (2) classes: Trustee and Trustee-at-large.

Clause A: Trustee: A candidate who applies for trusteeship must be a member of the ICCT in good standing. The applicant must send the application to the Secretary along with a signed



pledge form and with the required Trustee annual activation dues. Trustee applications for the upcoming year, must be received by December 31st of the previous year to be considered during the January board meeting.

The term of trustee is one year and is based on the corporation fiscal calendar.

A trustee must maintain 70% of board meeting attendance by December 31 in any given year failing to which, will lose his/her eligibility to be a trustee in the subsequent year as a sabbatical period. A reactivation will require to follow the trustee application process after the sabbatical period of at least one year.

A trustee cannot be a trustee or managing director of another non-profit organization with similar interests or serving the same community to avoid any potential conflict of interest.

Clause B: Trustee-at-Large: Trustees-at-large are elected from the organization's volunteer community. An applicant must send the trustee-at-large application, signed pledge form to the secretary along with a written recommendation from at least two members in good standing. Trustee-at-large applications for the upcoming year, must be received by December 31st of the previous year to be considered during the January meeting of the members.

There shall be maximum of two (2) trustees-at-large elected from the applicants each calendar year. The term of the trustee-at-large is one year. Any trustee-at-large can be re-elected for three (3) successive terms. A candidate cannot be re-elected for one year after three successive terms.

Section 3. Annual Dues: Each member of the board of trustee must pay annual activation dues by December 31st for the upcoming year. Trustee annual activation fee will be decided by the board of trustees from time to time as required.

Section 4. Individual Responsibilities: A Trustees shall strive to further the goals, objectives, and mission of ICCT and promote the good will of ICCT all the time. A Trustee must be involved in an active role in all temple events or in an appropriate role as assigned by the Executive Committee and should sign a pledge form for the same.

Section 5. Regular Meetings: A regular meeting of the Board of Trustees shall be held on the first Saturday of each month at 3 PM, at the principal office of the Corporation, without any other notice than this by-law. The Board of Trustees may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Every effort will be made by the Executive committee of ICCT to inform all the Board of Trustees about the time, place and purpose of such meeting. The Executive Committee can also postpone any scheduled regular meeting under exceptional circumstances.

Section 6. Special Meetings: Special meetings of the Board of Trustees may be called for by or at the request of the Chairman or any two (2) Trustees, and shall be held at the principal office of the corporation or at such other place as decided by the Executive Committee. The purpose of such meeting should be clearly communicated to the Executive Committee by the Chairman or the requesting trustees as the case may be and the Executive Committee in turn will communicate to the Board of Trustees.

Section 7. Notice: Notice of any special meeting of the Board of Trustees shall be given at least two (2) days prior to the meeting, by written notice delivered personally or sent by

mail, or E-mail to each Trustee in the contiguous states of U.S.A, at his or her address as shown by the records of the corporation. Any Trustee at a special meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 8. Attendance of Meetings: Three (3) consecutive absences (excused or otherwise) shall make the Trustee forfeit their voting rights and will not be counted towards the quorum requirement until they attend three (3) consecutive meetings to restore their voting rights during the third meeting. Voting rights of a newly inducted trustee will start at the first meeting the trustee attends.

Section 9. Quorum: A majority of the trustees or 12 trustees which ever number is higher shall constitute a quorum for the transaction of business at any meeting of the Board, but if a quorum is not present at any meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

Section 10. Proxy: Proxies are not allowed in the Board of Trustees meeting.

Section 11. Decisions of Board of Trustees: The act of a majority of the Trustees present at a meeting at which a quorum is present, presided by the Executive Committee shall be the act of the Board of Trustees, unless the act of a great number is required by law or by these by-laws.

Section 12. Vacancies: Any vacancy occurring in the Trustees-at-large may be filled by the Board of Trustees. A trustee-at-large so appointed shall serve for the unexpired term of the predecessor in office and until the election is held in next annual meeting of the members.

Section 13. Compensation: Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any trustee from serving the corporation in any other capacity and receiving compensation.

Section 14. Removal: Any Trustee may be removed and membership revoked, as per procedure outlined in article two (2) and section six (6).

ARTICLE FIVE

OFFICERS

Section 1. Officers: The officers of the corporation shall be a Chairman, Vice Chairman, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Trustees may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from



time to time, by the Board of Trustees. Any executive committee member cannot have more than one role. The term of the officers is one (1) year.

Section 2. Qualifications: The Candidate for executive committee must be a member of the organization and a Trustee for three (3) years and must have served as a Chairman of a Committee or in the executive committee for at least one (1) year.

Section 3. Election and Term of Office: The officers of the corporation shall be elected every year by the Board of Trustees at the January meeting of the Board of Trustees. If the election of officers is not held at such meeting, such election shall be held during the next scheduled meeting. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until a successor has been duly elected.

Section 4. Removal: Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees by a 2/3 majority of the voting trustees, whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be elected by the Board of Trustees for the unexpired portion of the term.

Section 6. Powers and Duties: The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Trustees. The Executive Committee shall function under the direction of the Chairman.

ARTICLE SIX

COMMITTEES

Section 1 Committees of Trustees: The Board of Trustees, by resolution adopted by the majority vote of the Trustees in a meeting with quorum, may designate one or more committees, each of which shall consist of two or more Trustees. The committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Trustees in the management of the corporation; but the designation of such committees and delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed on it or him or her by law. There shall be 1) Religious and Cultural committee 2) Finance and Audit committee 3) Fund raising committee 4) Youth and Educational committee 5) Building maintenance committee 6) Publishing committee, and 7) Membership committee. A Planning committee may be appointed from time to time by the Board of trustees. All the committees shall abide by the by-laws of the ICCT.

Section 2. Other Committees: Other committees not having and exercising the authority of the Board of Trustees in the management of the corporation may be designated by a resolution adopted by a majority of the Trustees present at a meeting in which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the Chairman of the corporation shall appoint the

members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Qualifications of Committee Chairman and Members: A Chairman of a committee must be a member of the organization, a trustee for at least 1 year in the past and a current trustee in the board. Each Committee must have one trustee as a member and other members may be selected from membership of the ICCT or from the volunteers in the community. The term of office is for one (1) year and all committees must report to the Executive Committee.

ARTICLE SEVEN

CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts: The Board of Trustees may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instrument shall be signed by the treasurer or an assistant treasurer and countersigned by the Chairman or a Vice-Chairman of the corporation.

Section 3. Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 4. Gifts: The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or device for any purpose of the corporation.

ARTICLE EIGHT

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, committees having and exercising any of the authority of the Board of Trustees, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or the agent or attorney, for any proper purpose at any reasonable time.



ARTICLE NINE

FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January in each year and end at midnight on the 31st day of December of the same year.

ARTICLE TEN

SEAL

The corporation shall have the seal of India Cultural Center and Temple as it exists today. The chairman or the acting chairman shall be in charge of the seal of the ICCT.

ARTICLE ELEVEN

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Tennessee law or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TWELVE

AMENDMENT OF BY-LAWS

These by-laws may be altered, amended, added to or repealed. An amendment to the by-law can be proposed by three members or trustees and must be submitted to the secretary of ICCT at least 15 days prior to the regularly scheduled meeting of the board of trustees. An ad-hoc committee shall be appointed by the board of trustees which will review the proposed amendments to the by-law(s). The proposal will then be discussed and approved by the majority of the voting trustees for further action. A special meeting of members will be called to amend the by-laws, in which the quorum is met per article three (3), section four (4) and approved by 2/3 majority of the members present.

ARTICLE THIRTEEN

NON-AMENDABLE BY-LAW

However, the name of the organization, the logo of the organization and the mission statement of India Cultural Center and Temple Inc. cannot be changed or repealed.

In the event of dissolution or final liquidation of said corporation, all assets shall be transferred to another organization which is exempt from Federal income tax under Internal Revenue Code Section 501(c)(3) and described in section 170©.

ARTICLE FOURTEEN

INDEMNIFICATION OF TRUSTEES AND OFFICERS OF THE ICCT

Any Trustee or any Officer elected to serve India cultural center and Temple shall not be personally liable for monetary damages for any action taken or failure to take any action unless is determined by a court that the trustee or officer has breached or failed to perform duties of office under the Directors Liability Act.

These By-laws were reviewed and approved by the Board of Trustees by 2/3 majority vote at a specially called for meeting on December 16, 2017 and will be effective from 12:01 AM January 1, 2018.


Chairman
Vijaya Duggirala


Secretary
Ashwin Jawalkar

DEFINITIONS

Annual Meeting: Meeting of members held annually.

Board of Trustees: Trustees and Trustees-at-large

By-laws: By-laws of the corporation in force.

Chairperson: includes masculine and feminine gender.

Corporation: India Cultural Center and Temple, Inc.

Executive Committee: Chairman, Vice Chairman, Secretary and Treasurer.

Fiscal Year: January 1 through December 31 of the calendar year.

Hindus: Members who believe in Hindu religion, Hindu Philosophy and Hinduism.

Karana Agama: Code and conduct of performing pujas and rituals for Saivite Deities.

Member of the ICCT: Strong supporter of the organization, in good standing who has met the requirements for the membership and officially recognized as a member by the Secretary.

Officers: Chairman, Vice Chairman, Secretary and Treasurer.

Organization: "India Cultural Center and Temple", "India Cultural Center and Temple Inc." or ICCT".

Trustee: A member of the ICCT in good standing, met the attendance requirements & paid the Trustee annual activation fee is recognized as Trustee for the current calendar year.

Trustee-at-large: A volunteer in the community, elected as a trustee for 1 year term at the annual meeting of the members of ICCT.

Principal office: The principal office of the corporation located at 12005 HWY 64, Eads, Tennessee.

Robert's rule of order: Book for parliamentary procedures. Latest edition is the reference.

Vaikhanasa Agama: Code and conduct of performing pujas and rituals for Vaishnava Deities.

Vedic priests: Priests who perform pujas and rituals according to Agama Sastra and who were trained and qualified to perform such rituals.

Vedas and Upanishads: As defined in Scriptures.