

**BY-LAWS**

**OF**

**THE JAIN SANGH OF GREATER AUSTIN (JSGA)**

**A 501C3 TEXAS Nonprofit Corporation**

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## **BY-LAWS**

### **OF**

## **THE JAIN SANGH OF GREATER AUSTIN (JSGA)** **A 501C3 TEXAS Nonprofit Corporation**

*Summary-  
Constitution Adopted 11/15/2005*

### **ARTICLE 1**

#### **OFFICES**

##### **SECTION A. PRINCIPAL OFFICE**

The initial principle office of the Jain Sangh of Greater Austin (JSGA) for the transaction of all of its business is as follows:

**Jain Sangh of Greater Austin  
1600 Iris Lane  
Cedar Park, TX 78613**

##### **SECTION B. REGISTERED OFFICE AND REGISTERED AGENT:**

The corporation's initial registered agent and office address is as follows:

**Mayur R. Mehta  
10905 Red Gate Lane  
Austin, TX 78739**

##### **SECTION C. CHANGE OF ADDRESS**

The initial or permanent addresses of the JSGA's principle office and registered office may be changed from time to time by the Board of Directors (BOD). Secretary of the organization shall notify change of address to appropriate agencies and members for a change.

##### **SECTION D. MAIL AND DELIVERIES**

Unless provided otherwise in the by-laws, all mail and deliveries on behalf of JSGA shall be received at or sent to any BOD-designated JSGA offices.

## ARTICLE 2

### DEFINITIONS

1. ***“Individual Membership”*** represents an individual who is eighteen (18) years of age or older who has completed a membership application, paid the membership dues as applicable for the current fiscal year, and is approved by the BOD designee.
2. ***“Family Membership”*** represents a husband and wife along with any unmarried children and parent(s) or an individual with unmarried children and parent(s) and who has completed a membership application, paid the membership dues as applicable for the current fiscal year, and is approved by the BOD designee.
3. ***“Board of Directors (BOD)”*** is the elected operational, short term and long term planning and governing body of the JSGA. The officials of the BOD are referred to as the Directors of the JSGA. The BOD is also responsible for day-to-day operations of the JSGA.
4. ***“Election Day”*** is the day when the JSGA shall hold its annual elections on Mahavir Jayanti (March/April) Program day or any other day close to it as decided by BOD.
5. ***“Fiscal Year”*** JSGA’s fiscal year shall be the same as the calendar year, from January 1 to December 31, inclusive.

## ARTICLE 3

### PURPOSES

#### SECTION A. OBJECTIVES AND PURPOSE

The primary objectives and purposes of the JSGA shall be:

1. To establish a forum for the benefit of the individuals or families in order to allow them to worship together, discuss, understand, promote, teach, and implement the Jain religion, philosophy, culture and traditions.
2. To provide a platform for scholars to share their views on Jain religion, philosophy, culture and traditions.
3. To observe and celebrate Jain festivals and promote better understanding with other religions.
4. To raise funds by donations, public subscriptions, membership dues or in any other way BOD deems necessary for carrying out the aforementioned objectives.
5. To rent, lease or borrow temporary facilities to periodically carry out the above activities and to eventually build, acquire or share with people of similar faith (i.e., Hindu, ..etc), a more permanent church like facility (i.e., temple) and from time to time sell or exchange such facilities (land or property or rights) and to mortgage (provided JSGA can easily afford the expenses such as mortgage payments, maintenance expenses, taxes, insurances, operating expenses, ...etc) the same if necessary.

## ARTICLE 4

### GENERAL MEMBERSHIP

#### SECTION A. CLASSIFICATION AND RIGHTS OF MEMBERS

1. **Membership:** The membership is open to individuals or families. The Board of Directors, or their designee, shall decide and approve all requests for membership and shall not be obligated to provide any reason for refusing the request for membership.

The Board may require the individual or family to complete an application form for this purpose accompanied by any annual dues effective at the time.

JSGA shall have two classes of members, individual and family members. No member shall hold more than one type of membership in the JSGA.

Individual members shall be entitled one (1) vote and family members shall be entitled two (2) votes regardless of the number of members in the family.

#### SECTION B. QUALIFICATION FOR MEMBERSHIP

The following three (3) conditions shall be prerequisites for JSGA membership:

1. Person must be eighteen (18) years of age or older, and
2. Person must complete the JSGA membership application and pay the applicable individual or family annual membership dues as provided in Section D of this Article, and
3. Person must be willing to support the primary objectives and purposes of the JSGA as described in Article 3.

#### SECTION C. UNIT OF MEMBERSHIP

The unit of membership shall be either “annual individual” or “annual family” for the purposes of dues, assessments and entitlement to member benefits, unless amended by the 2/3<sup>rd</sup> (66%) majority of the Board of Directors .

#### SECTION D. MEMBERSHIP DUES

- (a) There shall be an annual membership dues based upon the membership type elected, either individual or family.
- (b) The Board of Directors shall have the right to determine and amend membership fees as required and necessary from time to time in the best interests of the JSGA and such action shall require 2/3<sup>rd</sup> (66%) majority vote of the Board of Directors and majority of the members.

- (c) Annual renewal membership dues shall be due on or before April 15 of the fiscal year. Nonpayment of dues shall result in an automatic termination of the membership.

#### **SECTION E. MEMBERSHIP RECORDS**

JSGA shall maintain membership records, electronic or otherwise, as mentioned in Article 9, Section A(3) of this document and membership records shall be considered JSGA confidential. Membership records and communication shall be used solely for JSGA or benefits of JSGA.

All notices or newsletters provided to members shall be mailed to the address on record or sent via an e-mail or then prevailing method of communication as decided by BOD. Each member must provide JSGA with any change of address, phone number, email address or other contact information to receive all communications.

#### **SECTION F. TRANSFERABILITY OF MEMBERSHIPS**

Membership in JSGA is not transferable or assignable.

#### **SECTION G. MEMBER VOTING RIGHTS AND VOTING**

Each member shall be entitled to vote on each matters submitted by the BOD to a vote at general membership body meeting in person, via e mail, mail-in ballots, JSGA website, or by any other means as determined by the Board of Directors.

Individual members shall be entitled to one (1) vote and family members shall be entitled to two (2) votes regardless of the number of members in the family.

Returned votes received via personal and/or electronic ballots within two weeks of the voting date will be used to determine the majority. Electronic voting may be via an e mail address registered with the Secretary or JSGA website.

#### **SECTION H. PLACE OF MEETINGS**

The Board of Directors may designate any place in the greater Austin, Texas area as the place of meeting for any annual meeting or for any special meeting called

#### **SECTION I. ANNUAL MEETING OF MEMBERS**

An annual meeting of the members of JSGA shall be held on the first Sunday in March or April around Mahavir Jayanti Celebration (based on a lunar calendar) in each year. The annual meeting date may be changed by the 2/3<sup>rd</sup> (66%) majority of BOD as long as it is close to Mahavir Jayanti.

## **SECTION J. SPECIAL MEETINGS OF MEMBERS**

Special meetings of the members may be called by the Board of Directors, or by at least fifty percent (50%) of the members having voting rights, for any lawful purpose for JSGA.

## **SECTION K. NOTICE OF MEETINGS**

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice or an e mail of the meeting shall be given by the Secretary or President for conducting such meetings, The notice shall be sent out not less than fifteen (15) nor more than sixty (60) days before the date of the meeting. The notice shall be sent to the membership on record.

(b) Notice of Meetings Called by Members. A special meeting of the members may be called by fifty percent (50%) or more of the members as authorized by the by-laws. The request for such a meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by regular mail or by e mail to the Secretary or the President.

## **SECTION L.**

1. A quorum shall consist of at least 30% of the members.
2. Decision made by the majority of the returning votes at a duly held meeting at which a quorum is present is the act of the members, unless required otherwise under the Texas Corporations Code, the JSGA Articles of Incorporation or the by-laws.
3. In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented at the meeting, and no other business shall be transacted at such meeting.

## **SECTION M. CONDUCT OF MEETINGS**

General membership meetings shall be presided over individually or jointly by the President, or by any other director of the JSGA, as required and approved by the majority of the Board of Directors, as applicable. The Secretary of the Board of Directors shall act as Secretary of all meetings of members. The Secretary is responsible for recording minutes of each meeting. The minutes should be made available to JSGA members upon request. .

## **SECTION N. TERMINATION OF MEMBERSHIP**

Grounds for Termination - The membership of a member shall terminate upon the occurrence of any one of the following events:

1. Upon determination by the 2/3<sup>rd</sup> (66%) majority of Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests, purposes, principles, or ethics of the JSGA.
2. Upon failure to renew his or her annual membership.



## **ARTICLE 5**

### **BOARD OF DIRECTORS**

#### **SECTION A. DEFINITION AND PURPOSE OF BOARD OF DIRECTORS (BOD)**

The BOD forms an elected, governing body of the JSGA that is responsible for day-to-day operations of the JSGA as well as short and long term planning and implementation of the JSGA mission/vision. They are also custodian and guardian of the JSGA assets. The officials of the BOD shall be referred to as Directors. The primary purpose of BOD is to:

1. Plan, implement, and manage day-to-day operations and activities
2. Provide long term planning and focus on future growth
3. Plan and coordinate facilities
4. Develop an annual operating budget and obtain approval from the Sangh also provide quarterly updates of the budget to the Sangh.
5. Create and support committees of volunteers to take ownership of initiatives such as Pathshala, Jain Center, Adult/Yoga/Meditation Classes, ...to name a few.

The BOD shall have a fiduciary responsibility to the JSGA as provided under the Texas Corporations Code and they should work to uphold the JSGA bylaws and strive for growth and success of the JSGA while preserving unity of the Sangh.

#### **SECTION B. DUTIES/ RESPONSIBILITIES OF BOD**

##### **President:**

The President is ultimately responsible for and in charge of the BOD and he/she represents the JSGA to outside communities, organizations, etc.

##### **Treasurer:**

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions hereof; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors..

## **Secretary**

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation, to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws, keep a register of the mailing address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

### **QUALIFICATIONS FOR BOARD OF DIRECTOR**

Any JSGA member twenty-one (21) years of age or older may run for a BOD position.

The Board of Directors must meet all of the following five (5) conditions:

- 1) Member of JSGA for a minimum of two years.
- 2) Be only one person from the family membership or close blood relationship (Brother, Sister, Parents, Grand Parents, Spouse, Children, In laws, ...etc)
- 3) Perform his/her duties without any remuneration and on a voluntary basis
- 4) Be practicing Jain Religion to the best of his/her ability. The Director shall be a vegetarian (i.e., not eat meat including seafood, chicken, fish or eggs), and respectfully refrain from consuming alcoholic beverages and smoking.

### **SECTION E. NUMBER OF BOARD OF DIRECTORS**

1. The JSGA Board of Directors shall consist of seven (7) members. The number of directors may be changed (the total number of BOD must be odd) by the approval of 2/3<sup>rd</sup> (66%) majority of BOD and majority of Sangh members.
2. Three members of the BOD shall have long term planning and activities as their primary focus. Day-to-day operational activities and short-term planning shall be the primary focus for the remaining four members. This division of focus between the BOD members shall be determined by the BOD members before or during the first BOD meeting following the election.
3. Three (3) of the seven (7) members of the BOD shall have designated roles of President, Secretary and Treasurer

## **SECTION F. TERM FOR BOD**

1. All BOD shall serve a two (2) year staggered term.
2. All terms shall be determined based on elections held at each year's Mahavir Jayanti to next year's Mahavir Jayanti.
3. A three or four (3/4) year staggered term for BOD is defined such that every year ½ (50%) of BOD members (3 /4) should be replaced after they have completed two year term.
4. The BOD are eligible to run or nominated again after their term expires. If no other members are running or nominated for the BOD position(s) then the current BOD shall continue to serve even after their term has expired.
5. The purpose of a staggered term for BOD is to ensure continuity of the Board functions.

## **SECTION G. ELECTION TO BOD**

1. The JSGA shall hold its annual elections to elect BOD on Mahavir Jayanti (March/April) Program day or any other day close to it as decided by the BOD.
2. The Secretary shall inform the Sangh members at least four (4) weeks in advance of the upcoming election with regards to which BOD terms are being expired and ask for members who could submit their nomination forms to run for BOD positions.
3. Two (2) weeks prior to the Election Day, the Secretary shall inform the Sangh members who is running for the election and explain the voting procedure.
4. The simple majority of the returning votes of the Sangh members shall elect the BOD positions.
5. The BOD is responsible for coming up with a detail election process and procedure for the BOD (i.e., nomination forms, when it is required to be filed, .etc.)

## **SECTION H. REMOVAL AND REPLACEMENT OF A BOD**

1. If any JSGA member(s) want to remove one **or** more elected official(s) of BOD, the member(s) proposing the resolution must collect at least 50% of the signatures from members on record in support of the resolution before the proposed resolution **must** be considered by the BOD **and** put to a vote by Sangh members.
  - 2/3<sup>rd</sup> (66%) majority of the **returned** vote from Sangh members is required to remove the elected official(s).
2. If a BOD want to remove one or more members of the BOD then they would require the following:
  - 2/3<sup>rd</sup> (66%) majority of the full board (an absentees vote shall be consider a “no” vote for the resolution), **and**
  - 2/3<sup>rd</sup> (66%) majority of the **returned** votes from Sangh members.

3. To replace the removed member(s) of BOD, majority of the returned votes of Sangh members would elect the replacement(s).

#### **SECTION I. COMPENSATION**

No direct or indirect salary or bonus compensation shall be paid to Directors. All positions are voluntary. Only payments for expenses that are incurred for funding any programs pre-approved through BOD shall be made.

#### **SECTION J. ELECTION DAY**

JSGA shall hold its annual election on JSGA's annual meeting as mentioned in Article 4, Section I, hereinafter referred to as **Election Day**.

#### **SECTION K. ELECTED OFFICIAL VOTING**

Each elected BOD shall have the right to one (1) vote on the BOD meetings.

### **ARTICLE 6**

#### **COMMITTEES AND SUB-COMMITTEES**

The BOD with majority approval may appoint committees and sub-committees when deemed appropriate and necessary.

### **ARTICLE 7**

#### **EXECUTION OF DEPOSITS AND FUNDS**

##### **SECTION A. DEPOSITS**

All funds of the JSGA shall be deposited to the credit of the JSGA in FDIC insured banks or savings institution as the BOD may select. All JSGA expense checks for amount greater than \$1,000 shall require two signatures, Treasurer and President.

##### **SECTION B. GIFTS**

Any director may accept a contribution, gift, or bequest on behalf of the JSGA. Upon receipt, he or she must promptly relinquish the same to the Treasurer.

## **ARTICLE 8**

### **INSURANCE**

The BOD shall purchase and maintain all insurances, including, but not limited to, general liability and workmen's compensation insurance, as required in the best interests of the JSGA.

Personal Liabilities: All members of the JSGA shall be immune from civil liability in accordance with the Texas Corporations Code, Section SS4.

## **ARTICLE 9**

### **CORPORATE RECORDS, REPORTS AND SEAL**

#### **SECTION A. CORPORATE RECORDS**

All corporate records shall be kept for the minimum of three (3) years at the principal place of business or a place of business designated by BOD in the State of Texas, including, but not limited to, the following:

1. Minutes of all meetings of members, directors indicating the time and place of such meetings, whether regular or special, how called, the notice given, the names of those present and the proceedings thereof. The meeting minutes shall be approved by BOD
2. All financial records, bank statements and JSGA books, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
3. Membership lists and records indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; and
4. A copy of the JSGA's Articles of Incorporation, by-laws as amended to date, minutes of the meetings and financial records shall be open to inspection by member's at all reasonable times during normal office hours.

#### **SECTION B. CORPORATE SEAL**

The BOD may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the JSGA. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## ARTICLE 10

### FISCAL POLICY

#### SECTION A. FISCAL YEAR

JSGA's fiscal year shall be based on elections held at each year's Mahavir Jayanti (March/April) to next year's Mahavir Jayanti (March/April).

#### SECTION B. FINANCIAL PLANNING

1. The BOD shall be responsible for developing an annual operating budget and obtain approval from the Sangh members, also monitoring actual against projected on and providing a financial update to Sangh members on a quarterly basis. The BOD shall also inform Sangh members and make adjustments to the budget as required. The BOD shall maintain a balanced budget and conduct its business for JSGA in a fiscally sound manner.
2. The BOD must refrain from investing the JSGA funds in a risky investments (such as stocks, mutual funds, bonds, real estate, precious metals, ...etc. to name a few).

#### SECTION C. ANNUAL FINANCIAL STATEMENTS

BOD with 2/3<sup>rd</sup> (66%) majority shall select an independent auditor to audit JSGA financial statements compiled in conformity with Generally Accepted Accounting Practices (GAAP), shall be reviewed by the BOD within 120 days of the close of each fiscal year.

#### SECTION D. DISBURSEMENTS

Disbursements shall be made only in accordance with specific authorization and must be consistent with the general budget approved annually by the BOD

#### SECTION E. FINANCIAL APPROVALS

1. The BOD can approve a project value up to \$5,000 with at least 2/3<sup>rd</sup> (66%) majority of the BOD.
  - All projects valued at \$5001 and higher shall require approval of at least 2/3<sup>rd</sup> (66%) majority of the BOD **and** a simple majority of the returned votes from the Sangh members on record.
  - A project is defined as any activity where JSGA's assets (e.g. name, property, funds, etc.) are being used.
  - The specified threshold value of \$5,000 may be adjusted up or down from time to time as appropriate. Any change in the threshold value requires an approval of at least 2/3<sup>rd</sup> (66%) majority of the BOD **and** a simple majority of the returned votes from the Sangh members on record.

## **ARTICLE 11**

### **AMENDMENT OF BY-LAWS**

#### **AMENDMENT**

Subject to any provision of law applicable to the amendment of by-laws under the Texas Nonprofit Corporations Code, JSGA by-laws or any portion thereof may be altered, amended, or repealed and/or new by-laws adopted only upon the unanimous approval of the BOD, **and** upon at least 2/3<sup>rd</sup> (66%) of the returning vote of Sangh members.

## **ARTICLE 12**

### **AMENDMENT OF ARTICLES OF INCORPORATION**

Amendment of the Articles of Incorporation may be adopted by the unanimous approval of the BOD **and** by at least 2/3<sup>rd</sup> (66%) of the returning vote of the Sangh members in accordance with the Texas Code for Non-Profit Religious Corporations.

## **ARTICLE 13**

### **IRC 501(c) (3) TAX EXEMPTION PROVISIONS**

#### **SECTION A. LIMITATION ON ACTIVITIES**

No substantial part of the activities of this corporation shall be for any purpose other than religious and educational. Notwithstanding any other provisions of these by-laws, this corporation shall not carry on any activities not permitted to be carried by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or by a corporation whose contributions are deductible under section 170(c)(2) of the Internal Revenue Code.

#### **SECTION B. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors, or other private persons, with the exception that the corporation shall be authorized and empowered to pay reasonable compensation for hired or contracted services and make payments and distributions in furtherance of the purpose of the JSGA.

## **ARTICLE 14**

### **DISSOLUTION/ DISTRIBUTION OF ASSETS**

The JSGA may be dissolved by at least 3/4<sup>th</sup> (75%) vote of the complete General Membership Body. Upon dissolution of the Corporation, an accounting of all JSGA assets shall commence. By a majority vote of a quorum of the General Membership Body, all JSGA assets shall be donated or distributed to another existing Jain nonprofit fund, foundation, or corporation which is organized and operated exclusively for Jain religious purposes and which has established their tax-exempt status in the United States under §501(c) (3) of the Internal Revenue Code. If none such Jain entity is in existence at the time, all assets shall be donated or distributed to another charitable and religious organization selected by the majority of the BOD and voted by the majority of the General Membership Body.

## **ARTICLE 15**

### **APPLICATION OF LAW**

In matters not addressed by these by-laws, this corporation shall be governed in accordance with the State of Texas Corporation Code for Nonprofit Religious Corporations, Sections SS4.



**ARTICLE 16**

**ADOPTION OF THE ORIGINAL BYLAWS**

We, the undersigned, are the Board of Directors of the JSGA and, pursuant to the authority granted to the directors under the by-laws hereby do adopt the foregoing by-laws of the JSGA, consisting of 15 pages.

Dated: April 7, 2013

\_\_\_\_\_  
Sanjeev Kothari, President

\_\_\_\_\_  
Vinit Jain, Treasurer

\_\_\_\_\_  
Toraj Shah, Director

\_\_\_\_\_  
Himanshu Patel, Director

\_\_\_\_\_  
Rajiv Dalal, Director

\_\_\_\_\_  
Vishal Sheth, Director

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the by-laws of the JSGA named in the title thereto and these by-laws were duly adopted by the BOD of said JSGA on the date set forth below.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Pankil Matalia, Secretary

**END OF DOCUMENT**