

DC Metro Saisamsthan

P.O.Box: 3026, Germantown, MD 20875-3026

www.dcmetrosaisamsthan.org

Email: saibabadevotees@dcmetrosaisamsthan.org

saibaba@dcmetrosaisamsthan.org

240-SAI-6840



By Laws of DC Metro Saisamsthan

Bylaws of DC Metro Sai Samsthan

Article I

- The Name of DCMSS is **DC Metro Sai Samsthan**. (Hereafter read as ‘DCMSS”).
- The Rules and Regulations as stipulated in the By-Laws and the Articles of Incorporation shall govern in the administration of the DCMSS.
- The General Body of DCMSS shall consist of the following bodies:
 - Board of Trustees
 - Board of Advisors
 - Board of Directors
 - Executive Committee Members
 - Core Committees
 - DCMSS General Members

DCMSS shall be operated exclusively for religious, charitable and educational purposes

No part of the net earnings of DCMSS may inure to the benefit of any private person, except DCMSS may pay reasonable compensations for services rendered and make such lawful payments and distributions in furtherance of the purposes set forth herein and in the Articles of Incorporation.

1.1 Glossary:

- **Annual Members** – All those who paid a stipulated amount during the year of consideration. See Section 3.2 for details.
- **Life Members** - All those who made a one-time payment of a stipulated amount. See Section 3.3 for details.
- **BoT** – Board of Trustees See section 2.1 for details.
- **BoA** – Board of Advisors See section 2.2 for details
- **BoD** – Board of Directors. See section 2.3 for details.
- **EC** – Executive Committee. See section 2.4 for details.
- **GBM** – General Body of Members. Annual Members, and Life members.
- **General Assembly** refers to the meeting of general body of members
- **Standing Committee** is a subcommittee to work on specific tasks under Executive Committee and Board of Directors as needed.
- **Volunteer** – Anyone who contributes in efforts, kind and/or donations without receiving any monetary returns for their contributions.

1.2 Powers and Limitations

DCMSS shall have and may exercise all powers allowed to Non-Stock Corporation, subject only to following limitations:

1. **Public Purpose:** DCMSS is organized to serve public and community interests. Accordingly, it shall not be operated for the benefit of private interest, such as contributors of DCMSS
2. **Accumulation of Income:** DCMSS shall not unreasonably accumulate income within the meaning of Section 501 (c)(3) of the Internal Revenue Code as now in force or later amended.
3. **Distribution of Earnings:** No part of the earnings or other property received by DCMSS from any source shall be used to the benefit of or be distributed to any of its general body members or officers., However, DCMSS may decide to pay reasonable compensation for services rendered by any individuals, employees, organizations or entities, and make payments and distributions in furtherance of purposes herein set forth with the approval from the governing body (BODs). All distributions and payments have to be in accordance with IRS guidelines set for the non-profit organizations.
4. **Distribution of Assets on Dissolution:** Upon dissolution of DCMSS and as determined by the Board of Trustees with the advice of the Board of Directors and Executive Committee, its remaining assets, if any, shall be distributed in accordance with the Articles of Incorporation.

Assets of DCMSS will include land, buildings, gold, silver and any other physical properties purchased or donated to DCMSS. In addition, the information about its members, mailing list and website contents will belong to DCMSS and will be used primarily for the benefit of DCMSS. Information will be released on as needed basis, depending on the source of request

Article II

2.1 Board Members:

The overall management of DCMSS shall be vested in BoD and EC as described in the bylaws. However, BoTs and BoAs are integral members of the DCMSS team

Board of Trustees (BoTs): Individuals who can serve the vital needs of DCMSS can be nominated by BoDs and EC to become BOT for durations of up to eight years provided they meet the following qualification requirements:

Those devotees who volunteer their time to the DCMSS and donate \$10,000 or more amount in a two year period to DCMSS are eligible to be BOTs.

- Current donors in the Samsthan database are eligible to this position if the cumulative donation is \$10,000 or more. To encourage current donors who are short of cumulative \$10,000 amount are eligible to this position if the difference amount is donated within 2 years after approval of the bylaws.
- BoT should be nominated by one of the committee members or BoDs
- The BOT is an individual person. The rights do not extend to spouse or any other family members. Powers and responsibilities are not transferable.
- BoT should conduct him/herself in a professional manner, set high moral standard and have a responsibility to support DCMSS activities. The renewal of BOT membership beyond 8 years have to meet the above requirements

Roles and Responsibilities

BOTs should be willing to play a role in policy matters of the DCMSS

They may attend all BoD, EC, and general body meetings as invited.

Members of the BoT will have all the rights of annual members and in addition, they have the right to nominate the members of the BoD.

They can contest for BoD position upon completion of four years or they can continue to serve as BoTs. If elected as BOD, the individual will relinquish his BoT responsibilities.

Board of Advisors (BoAs): Individuals who can serve the mission of DCMSS can be nominated by BoDs, BoTs and EC to become BOA for durations of up to four years provided they meet the following qualification requirement:

- BOA is an individual whose services can be valuable to the Samsthan in specific areas related to the mission in advisory capacity of the Samsthan.
- BoA has to be a member of the Samsthan. Membership requirements are defined in Article IV below.
- There can be maximum of 15 BOAs at a given time
- The BOA is an individual person. The rights do not extend to spouse or any other family members. Powers and responsibilities are not transferable.

- BoA should conduct him/herself in a professional manner, set high moral standard and have a responsibility to support DCMSS activities.
- The renewal of BOA membership beyond 4 years have to meet the above requirements

Roles and Responsibilities

BOAs do not play a major role in defining the budget and policy matters of the DCMSS

They may attend all BoD, EC, and general body meetings as invited.

Members of the BoAs will have all the rights of annual members.

Board of Directors (BoDs): At any given time, there can be a maximum of 7 BoD members.

Individuals who can serve the vital needs of DCMSS and meet the eligibility criteria outlined below can contest for BoD position. BODs are elected every four years. :

To contest for BoD election :

- Member should have been a founding member(who signed off on the initial articles) in good standing OR
- Member should have served as BoT for 4 consecutive years in good standing OR
- Member should be Samsthan committee member with good standing for 4 years OR
- President of EC in good standing after 1 term in office

The BOD is an individual person. The rights do not extend to spouse or any other family members. Powers and responsibilities are not transferable.

They should conduct him/herself in a professional manner, set high moral standard and have a responsibility to support DCMSS activities.

*President will serve as the 7th BoD member of the organization. The president will serve as the liaison between EC and BoD in executing all day to day matters of the organization.

BOD Election and Terms:

The election for BoD will be conducted every 4 years and 6 contesting members garnering maximum votes will take over the office. The election will be held during month of May of

2015, 2019, and so on.

Founding members of the Samsthan will continue on the Board until temple construction* completes. That would mean only 2 board members will be elected excluding President of Executive Committee. *Board members and other selected members of DCMSS will be part of the temple construction committee and their responsibility is to bring the temple construction to fruition, as early as possible.

An election committee will be formed by BoAs, BoTs, and EC during their assembly. This election committee will consist of minimum of three (BoAs, BoTs, and EC) members who are in good standing, and shall not be contesting or nominating candidates in the pending election.

The Election Committee shall:

- Solicit nominations at least fifteen days (15 days) prior to the election date from eligible members.
- The election committee shall present the list of candidates prior to the election date along with the Bios of each nominee.
- The floor will be open to DCMSS members on the day of election for additional nominations at the time of election in the absence of any nomination for a given position.
- Each contestant can be nominated for one position only.
- Electing process will take place in a public place with sealed boxes. Each candidate will need to be listed in the ballot papers in alphabetical order (Last name) with checkbox on the side for each candidate. Check mark (X) will be considered as a valid vote for a candidate listed. The voted ballot will be invalid if there are more checks than the number of positions being elected.
- After voting is done, ballot boxes will be secured and sealed and put in a secured location until counting is done. Counting will need to be start within 2 days of voting is done. Counting will be done by the election committee. The final result will be communicated to BoTs to reachout to elected BoDs.

Elected BoDs shall take office on June 1st. The election shall be held in the month of May on 2nd Saturday unless election date is changed with the approval of Board of Trustees and EC.

BOT, BOA along with EC and General members may remove any of the BOD for improper behavior that will cause harm to DCMSS with two third majority votes with BoA, BoT, EC and General members, and then may elect/appoint a replacement member of BoD with simple majority of the vote with BOA, BOT, EC and General members for the remaining period of office.

2.2. Powers and Duties of BoD :

All BoD members should attend all meetings. Absence of attending 3 consecutive meetings could lead to disciplinary action and/or removal from the office. The BoD shall manage the business and financial affairs of DCMSS. The BoD should be willing to play a central role in defining the budget and policy matters of the DCMSS. All the rights, powers, duties and responsibilities relative to the management and control of DCMSS's property and affairs are vested in the Board of Directors for the benefit of DCMSS. These powers exist in the Board of Directors as a group and not in an individual. The BoD has a duty to exercise reasonable care and prudence in managing the affairs of DCMSS. The BoD may make rules for the conduct of its own meetings and in the absence of any such rules; the meetings shall be conducted according to the [Robert's Rules of Order](#). Any such rules inconsistent with these Bylaws and the Articles of Incorporation shall not be valid. It is the responsibility of the Chairman of BoD to ensure the Bylaws are followed in the execution of the respective duties and responsibilities by BoD members.

In summary, the BoD will focus on the following roles and responsibilities. The details follow in this same section. BoD will primarily focus on Fund raising, long-term vision, governance and compliance of DCMSS. In particular, they are responsible to

- Drive long range planning process and develop a five-year roadmap
- Organize fund-raising activities – planning, execution in conjunction with EC
- Review Master Plan, Architectural aspects of site development
- Approve yearly operating plan and budgets (developed by EC)
- Ensure annual audit and financial record compliance
- Define and Approve Standard Operating Procedures for each committees and any changes thereof.
- Manage risks: assessing risks, managing risks and periodic audits
- Develop Strategy and conduct external communications in conjunction with EC
- Approve communications strategy and all external communications that have legal impact
- Make personnel decisions: Approval of any hiring, firing, resignation & compensation proposed by Exec Committee
- Communicate regularly to all the members of DCMSS through Communication Committee approved SOP process.
- Create standing committees as needed to address short term tasks/fixed duration tasks
- Review DCMSS income sources and recommend changes to improve
- Periodically get input from members of community to ensure the temple is meeting their needs

BoD shall have access to all the information of DCMSS. If additional information is

requested by BoD to EC, the requested information needs to be provided within a reasonable amount of time of about seven calendar days, unless additional time is needed to gain such information. Details of the individual member/Trustee contributions must be considered private and sensitive according to applicable law. Such information will be available only to the BoD, the President and the Treasurer of EC. This information may be shared with others on a need-to-know basis and it requires BoD and EC approval. An Annual Member, life member, or BoT may opt out from public disclosure of their contribution to the extent permissible by law.

BoD acting alone cannot perform the following tasks.

- Change approved master plan
- Change the vision of the DCMSS
- Change the Bylaws of the DCMSS
- Sell or lease any DCMSS assets.

However, the BoD can initiate action on any tasks identified above with the concurrence of BoT and EC.

2.2.3 General Powers of BoD

The details of the powers of BoD are given below. This will include but not limited to the above powers listed in Section 2.2.2

- Set up policies and guidelines to accept at its discretion all gifts, bequests and donations, in cash or in kind, provided that any such gifts, bequests or donations, which the donor makes, are unrestricted. In case of restrictions, the BoD may reject the gift(s) if such restrictions are not in the best interests of DCMSS. Further, the wishes of any donor regarding the use of their donations shall, at the discretion of the BoD, be accepted and honored, to the extent possible as long as such wish does not conflict with the purposes of DCMSS.
- To review the annual budget as recommended by the President and the Executive Committee for approval by BODs.
- To approve capital construction projects and budgets with the advice of the President and the Executive Committee. Any such approval is limited to \$25,000. Any projects that require more than \$25,000 need to be presented to BoT, President and Treasurer. A project that costs more than \$25,000 cannot be split into smaller projects costing less than \$50,000 to get such approvals.
- To borrow money and incur debt for the purposes of DCMSS and to execute instruments of hypothecation of assets with the advice of BoT, President, and Treasurer.
- To maintain an alphabetically arranged list of all Trustees and Annual Members. Such list

shall be updated at least annually and shall be available for inspection by any BoD member.

- To make a report to the General Assembly at its annual meeting about the financial and operational status of DCMSS.
- To welcome new Trustees and inform them about their roles and responsibilities.

2.3.4 Chairperson:

The Chairperson of BoDs shall be the presiding officer of the Board of Trustees and Advisors, BoD and General Body Members. He/she shall oversee DCMSS operations on behalf of the Trustees and BoDs. He/she along with the President of EC may sign (with due diligence towards the purposes of the temple as defined in Article I) any deeds, contracts or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees to some other officer or agent of DCMSS. The Chairperson will present annual budget and financial report to the general body.

He/she is responsible for getting the meeting minutes published through the Secretary, manages and approves the communication to the trustees. He/she sets agenda, calls for and presides over the board meetings as scheduled and as required. Chairperson can invite outside people depending on the agenda with the BoD prior approval. He/she is responsible to publish quarterly progress report to BoD, EC and GBM.

2.3.5 Secretary:

The secretary shall keep the minutes of all the meetings of the Board of Trustees & Advisors and the meeting(s) of BoD, in books provided for that purpose. He/she shall attend to the giving and receiving of all legal notices of DCMSS and such other books and papers as the GBTA may direct. Such notices and minutes shall be open to examination of any GBT member(s) upon application at the office of DCMSS. Minutes of all the meetings of the BoD and GBTA shall be distributed to the GBTA members within seven days. The Chairperson and Secretary will be responsible for communication with GBTA. In addition, the Secretary will be responsible to maintain the list of Trustees and Advisors, and their eligibility to vote.

2.4 Executive Committee:

The Executive Committee will execute the day-to-day operation of the DCMSS. The Executive Committee shall consist of 6(six) Members to head different Departments for the

administration of DCMSS affairs & Activities; President, Vice-president, Treasurer, Joint Treasurer, Secretary, Joint-Secretary.

The general operational management of the organization shall be vested in the Executive Committee.

The Officers of the Executive Committee of DCMSS shall include a minimum of 6 members as listed below:

- President, elected by GBM
- Vice President, elected by GBM
- Secretary, elected by GBM
- Joint Secretary, elected by GBM
- Treasurer, elected by GBM (Chair of Finance Committee)
- Joint Treasurer, elected by GBM

The general body members shall elect Executive Committee members from among the nominations received by the Election Committee per Section 2.11. The applicable term limits of these officers are discussed in section 2.10.

The President of EC nominates the chairpersons of the subcommittees and the respective Chairperson may nominate the members of the subcommittees unless specified otherwise. The chairperson publishes the list of subcommittee members to EC and BoD within a month of election.

2.4.1 President:

The President is responsible for all DCMSS affairs. The President is elected by the general body. President shall provide leadership and direction to the DCMSS activities. President shall ensure that there are adequate checks and balances in the financial operations of DCMSS. President shall attend Government and public relations activities to promote the activities of DCMSS. The President shall attend all meetings of the Board of Directors. In addition, he may attend any or all of the individual Committee meetings. The President shall be the principal Executive Officer of DCMSS. He/she shall be in charge of the day to day business and affairs of DCMSS. He/she shall preside at all meetings of the Executive Committee; shall, ex-officio, be a member of Executive Committees with vote; shall be responsible for public relations for DCMSS. He/she shall see that the resolutions and directives of the Board are directed to and carried out by the Executive Committee, except in those instances in which that responsibility is assigned to some other person by the Board of Directors. To facilitate this process, the President will serve as the 5th BoD member of the organization. In general, he/she shall discharge all duties incident to the office of the President and such other duties as may be prescribed by the Board except in those instances in which the authority to execute is expressly delegated to another officer or agent of DCMSS or a different mode of execution is expressly prescribed by the Board or these

Bylaws. He/She may execute for DCMSS any contract, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, and he/she may accomplish such execution under the seal of DCMSS and with the Secretary and any other Officer there unto authorized by the Board according to the requirements of the form of the instrument. He/She shall be responsible along with Treasurer for filing the annual income tax returns in time to the Internal Revenue Service to maintain the tax-exempt status for DCMSS. He/She shall also submit annually all necessary documents to all other governmental agencies to maintain the non-profit status and the tax-exempt status.

2.4.2 Vice-President

The Vice-President shall serve as a coordinator of all the activities as may be assigned to him/her by the President and executive committee. He or she shall assume the duties of President in his/her absence. The Vice-President coordinates ad-hoc activities at the request of the President.

2.4.3 Secretary:

The Secretary shall record the minutes of the meetings of the Board in one or more books provided for that purpose; shall call periodically Executive committee meetings to discuss DCMSS affairs, shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by the Law; shall be the custodian of DCMSS records and of the Seal of DCMSS shall keep a register containing the current Mailing address, Telephone Number, and e-mail address of each Board of Director (which shall be furnished to the Secretary by each Board of Director); shall perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President of the Executive committee. He/She shall make this list available, when necessary, to the Nominations/Elections Committee, and the Membership Committee for use only in official communications. The secretary shall serve as coordinator of all the activities of the Executive committee and the general body.

2.4.4 Assistant Secretary:

The assistant-secretary shall serve and co-ordinate all the activities assigned to him/her by secretary and helps the secretary in his/her duties. He/she also assume the duties of secretary in his/her absence. The Joint-secretary coordinates ad-hoc activities at the request of the Secretary.

2.4.5 Treasurer:

The Treasurer shall be the principal accounting and financial Officer of DCMSS. He/She shall: (a) have charge of and be responsible for the maintenance of adequate books of account for DCMSS, as recommended by the Board of Directors and CPA; (b) have charge and custody of all funds and securities of DCMSS, and be responsible thereof, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the Office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board. He/She shall issue audited income and expense statements and balance sheets which will be made available via web communication to the Board of Directors. He/She shall produce all records necessary for internal audit. He/She shall be responsible along with for filing the annual income tax returns in time to the Internal Revenue Service to maintain the tax-exempt status for DCMSS. He/She shall also submit annually all necessary documents to all other governmental agencies to maintain the non-profit status and the tax-exempt status. He/She shall get all the records audited and surrender the same at the time of leaving office. He/She shall set up and implement a regular procedure, in consultation with the Finance and Accounting Committee, for counting and recording the Hundi and Aarti offerings.

2.4.6 Assistant Treasurer:

The assistant-treasurer shall serve as a coordinator of all the activities as may be assigned to him/her by the Treasurer and executive committee. The joint-treasurer coordinates ad-hoc activities at the request of the Treasurer. The joint treasurer shall work in day-to-day operations with treasurer. In case of treasurer's absence, joint-treasurer should take complete charge except writing checks. The Joint-treasurer coordinates ad-hoc activities at the request of the Treasurer.

2.5 Sub Committees

Members serving in the subcommittee play a vital role in the functioning of DCMSS. In particular, the subcommittee team plans to execute their responsibility on important occasions. The President selects general members to fill the responsibility of Chair of Subcommittee. EC or BOD member(s) are also integral part of various teams.

2.5.1 Finance Planning & Bookkeeping Team

Look after event finance planning (e.g. fund-raising, quarterly Baba's function such as Guru Purnima, Datta Jayanthi. Ramnavami, and Vijaya dasami). Overall finance planning of the organization. Monthly membership collection. Deposit of checks to Bank promptly. Maintain a clean and current record of financial transactions (duplicate copies electronic and hard copy). Relay monthly financial updates to board before their meeting. Maintain a voucher book record for pooja and other donations. Prepare for yearend taxes in a timely fashion by following rules, regulations and current fiscal policies. Ensures that money collected is always counted by at least by 3 members and signed by 3 members. Communicate with CPA and incorporate decisions from CPA, and maintain record as per CPA requirements. The Treasurer and the Joint Treasurer will be heading the finance Planning and the Book keeping team.

2.5.2 Prasadam Team

Look after event prasadam planning. Communicate with members for prasadam contributions for the events. Arranging prasadam at the events and serving the prasadam at the events. Coordinate assignment of miscellaneous supplies (Plates, Water, Cups and etc) needed from the prasadam distribution point of view. Work with members to pack up the left over prasadam and clean up the place. Determines all food and beverage needs. Deciding the quantity of food and how to serve the food.

2.5.3 Fund Raising Team

Look after fund raising planning. Approaching different communities of Indian origin to raise funds (individual, companies, and other sources). Planning for fund raising events. Coordinate the work with finance committee on expenses incurred to have fund raising activities. Maintain different accounts for different kinds of support (building project, general items, etc.). Propose fundraising target in consultation with BoDs and EC Members. Enter all the donors names and contact information on the database and keeps records. Organize donations process Ex Memberships, fundraising drives & so on.

2.5.4 Decoration Team

Look after event and temple decorations planning. Communicate with members for decorations contributions for the events. Arrange decorations at the events and day to day temple activities. Purchase flowers and getting garlands and decorative items for the events. See if there are any sponsors for these items. Bringing necessary items for doing the pooja. Work in coordination with the priest. Work with all other committees if necessary

2.5.5 Bhajans Team

Look after bhajans and orchestra planning for the events. Communicate with members for bhajans to be sung at the event. Arrange & collect bhajan/haarathi books at the events. Expand the singing people list to include more people into the fold from other communities.

2.5.6 Volunteer Team

Look after volunteer activities around the DC metro area. Bring new volunteers to the organization. Look after volunteer activities at the event. Collect feedback from the event and relay the input to board. Update the registry of volunteers regularly. Ask new members to participate in volunteering by giving small duty. Ensure DC Metro Sai Samsthan is actively doing volunteer service in the community EVERY MONTH. It should be consistently conducted. E.g. Toy drive, food drive, cloth drive, book drive, etc. Get the word about volunteer opportunities on the website. Talk to different committees about their needs and requirements and providing necessary volunteers on as needed basis.

2.5.7 Photography & Web Team

Look after website for the organization. Upload new flyers, web pages for the events. Track responses. Design new and innovative web pages that suit the organization. Develop a Google docs for internal communication e.g. Prasadam, Volunteering Signup, Bhiksha Yatra, Thursday Bhajan Sponsor. Look after photography /videos for the events. Help web committee to upload the event photos, videos. Post videos at Organization's YouTube channel.

2.5.8 Membership Team

Look after membership activities around the DC area. Bring new membership to the organization. Maintain membership data base. Look after arranging/collecting posters at the event.

2.5.9 Communication Team

Look after communication around all committees. Send newsletters. Prepare flyers and posters to be posted at community places around DC metro area. Coordinate the timely execution of any event. One person from the committee should be responsible for executing any event to perfection.

2.6 Meetings and Quorum:

The Executive Committee shall meet every 3rd Sunday in a month. Two thirds (67%) of Executive Committee membership shall constitute a quorum. All members (up to 25 - both elected and nominated) of the Executive Committee are required to attend the executive committee meetings and all will have voting rights. Continued absence may result in the removal of such member.

Minutes of the Executive committee meeting shall be published by the Secretary to all members of the Executive committee and the Board of Directors. A summary of progress will be included in the Newsletter to the General Body of Trustees, and to all general public. Such minutes of the meeting shall be published within 7 calendar days of the executive committee meeting.

The minutes of these meetings shall be published to Executive committee and BoD within 7 calendar days of the respective committee meeting.

Based on simple voting majority, the EC may adopt operational policies and procedural rules for the efficient management of the affairs of the Temple however it needs to be approved by BoD. It is the responsibility of the EC President to ensure that the Bylaws are followed in the execution of the respective duties and responsibilities.

2.7 Resignation, Removal and Replacements:

Any Executive Committee member may resign at any time by delivering a written resignation to

the President. The acceptance of any such resignation shall be necessary to make the above resignation effective. An elected officer who shall have four consecutive unexcused absences from the meetings of the EC in any 12 month period shall be considered to have resigned and such position shall be deemed vacant. If a nominated officer of the executive committee does not fulfill his/her duties as outlined in the by-laws, that member shall deemed resigned from the position, and the President is required to appoint another member in good standing who will effectively execute the duties of the position. An elected officer or member may be removed at any time for a valid reason by a vote of two-thirds of the members present at the general body meeting. EC member should be elected within 30 days of such vacancy to fill this position and will be notified to all members of the organization.

2.8 Vacancies:

A vacancy in any executive office because of death, resignation, removal, disqualification or otherwise may be filled by nominating a candidate to the position by the executive committee. This nomination needs to be approved by simple majority of the GBT.

2.9 Standing (Ad Hoc) Committees:

In addition to the Executive Committee and other committees listed above, there may be other standing (ad-hoc) committees as determined by the President with the advice of the Executive Committee, and as necessary for the proper functioning of the Temple. These are intended to be short term committees with less than a year of work duration. If such committees last two years or more, it may be considered as a regular subcommittee.

2.10 Term Limits for DCMSS Office Bearers:

All the BoD members, and elected EC members are designated as DCMSS office bearers. Any DCMSS office bearer cannot serve more than two consecutive terms as a DCMSS office bearer; and each term has a duration of two years with the exception for BoDs where the duration is 4 years. For nominated subcommittee chairpersons, if they accept the role, it will be counted as a full term even if they decide to step down before the term is over.

The DCMSS office bearers after completing four years of two consecutive terms are eligible for holding office after a minimum gap of two years. In case there are no qualified candidates to fill the positions, EC or BoD can propose and general body members can approve exemption of individuals from this limitation of a two year gap.

2.11 Nominations and Elections:

Nominations for the elected officers of the Executive Committee shall be made by the voting member to the election committee. A member of the General Body of Trustee or an EC member who served for a full term of two years can be nominated for President and Vice-President. Similar requirement is enforced in case any of these positions become vacant or if

the persons are unable to perform their duty. Any member in good standing can be nominated for other elected or nominated EC positions. An election committee will be formed by BOT, BOA and BOD at least 30 days prior to election. This election committee will consist of minimum of three (BOT, BOA and BOD) members in total. The members of the election committee shall not contest or nominate candidates in the pending election.

The Election Committee shall:

Solicit nominations at least twenty five days (25 days) prior to the annual meeting of the General Assembly.

Accept nominations from any eligible member of the general assembly

Present a list of candidates along with Bio-data to the General Body of Trustees and the GBM at least fifteen days (15 days) prior to the annual meeting of the General Assembly.

Accept additional nominations at the time of election in the absence of any nomination for a given position.

Each general body member can be nominated for one position only. Also, one member can nominate only one other person, in addition to himself or herself.

Election of officers of the executive committee shall be held at the annual meeting of the General Assembly, and the officers so elected shall take office around May 1st or on a date specified by election committee. The election shall be held in the month of April normally, unless election date is changed with the approval of General Body of Trustees.

Transfer of Duties and Responsibilities: After the elections are completed, the Election Committee shall facilitate the transfer of duties and responsibilities to the newly elected committee.

2.12 Grievances & Conflicts Resolution

The BoD is authorized to appoint an ad-hoc committee to investigate and recommend, on a case-by-case basis, on any serious grievance against an officer, or elected member, and corporation itself. Grievances can be filed with the Secretary of BoD or the Secretary of EC. The Committee must investigate the matter, and make recommendation for action to the General assembly. Any corrective or punitive action against an officer or member must be approved by a majority vote of the General Assembly; unless the affected member decides not to go through the general assembly process and accept the recommendations.

All conflicts that arise within Executive Committee or BoD shall be resolved in a democratic and professional manner with a majority vote of the attending members, if the quorum is present. If not, the issue shall be discussed and resolved within a reasonable time with proper quorum.

Whenever a conflict arises in the decision making process, the guiding principle for conflict resolution shall be the interests of the DC Metro Sai Samsthan. The General Assembly of all members (with a majority vote) will have the ultimate authority to decide on issues that are not resolved by the Executive Committee or BoD.

Article III

Corporate Acts:

3.1 Contracts with Officers and Members of DCMSS:

No officer or member of the BoD, BoT and the Executive Committee of DCMSS shall be interested directly or indirectly in any contract relating to the operations conducted by DCMSS, or in any contract for furnishing services or supplies to DCMSS. Exceptions can be made if, such contract is authorized by a majority of the General Body of Trustees, BoD or the Executive Committee, when such officer or member is not present, and is not involved for such authorization, and the nature of such interest is fully disclosed or known to the General Body of Trustees, BoD and the Executive Committee at the meeting at which the contract is awarded

3.2 Indemnification of Officers and Members:

Any person (or his/her estate) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was an officer or member of DCMSS shall be indemnified by DCMSS against any liability and reasonable expense (including attorney's fees) incurred by him/her in connection with the defense or settlement of such action, except in relation to matters as to which it shall be adjudged by the court that such officer or member is liable for negligence or misconduct in the performance of his/her duties.

Article IV

Membership:

Any individual, over the age of twenty one and legal resident of the United States of America, or Citizen of any Sovereign State is eligible to become a Member. The individual should submit an application for Membership in a prescribed Membership Application Form for formal Approval and pay the Membership Dues .In general, the Member shall be an individual with an interest in Sri Shirdi Saibaba preaching and philosophy and with an interest in the activities of DCMSS. Members and their families shall be entitled to all the rights and privileges of the Sri Shirdi Sai Samsthan. However, voting rights shall be limited to the member and his or her spouse. Eligibility for contesting in elections shall be 2yrs in good standing starts on the date of enrollment.

4.1 Annual Member

Annual membership is open to an individual or a family who pays \$51 (at the time of this writing) per annum receipted. This amount is subject to change and it will be determined by the BoT, BoA, BoD and Executive Committee from time to time. The period of membership will be from January 1st to December 31st of each year. Eligibility of members to vote is discussed in Section 3.6. All receipted payments made to DCMSS towards any services or donations will be considered towards membership. DCMSS reserves the right to use the funds for the maintenance of the temple.

4.2. Life member

Life membership is open to an individual or a family who pays \$ 2,500 receipted or participated in \$100 per month for 2 years Bhiksha Yatra program. This amount is subject to change time to time and it will be determined by the BoT, BoA, BoD, and Executive Committee for the maintenance of the temple over the life time of the member. The period of membership will be for the life time of the member and this is not transferable. Eligibility of life members to vote is discussed in Section 4.6. All receipted payments made to DCMSS towards any services or donations will be considered towards membership. Annual and life members can request their contribution be treated as a private matter to the extent permissible by law.

4.3 Executive Committee

Refer to Article II.

4.4 General Body of Trustees (GBT)

Refer to Article II

4.5 Board of Directors of (BoD)

Refer to Article II

Article VI

General Provisions:

6.1 Fiscal Year:

The fiscal year of DCMSS shall be from April 1 to March 31. Temporary Registered office: DC Metro Saisamsthan, P.O.Box: 3026, Germantown, MD 20875-3026 until a Temple is built.

6.2 Corporate Address

Until temple is built, the corporate address of DCMSS shall be DC Metro Saisamsthan, P.O.Box: 3026, Germantown, MD 20875-3026.

Article VII

General Body meetings:

The annual General Body Meetings will be held on the First Sunday in the month of May, at a place and time designated by the Board of Directors. Annual Report: The President and Treasurer shall submit an Annual Report to the Board of Directors at the annual meeting in conformance with the requirements of the statutes. The annual report shall be reviewed and approved by the Board of Directors and then shall be filed with the minutes of the meeting and shall be made available to the General body members. The Executive team and the various committees will take office in May of the calendar year.

Article VII

Amendments

The Board of Directors may make, adopt, alter, amend, and repeal, as and when needed in a year, The By-laws of DCMSS after obtaining approval of 2/3 majority of BODs, BOTs, BOAs and EC. These new by-laws supersede all the previous by-laws including articles of incorporation.