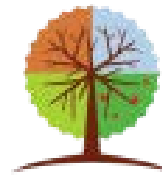


# BY-LAWS



Shirdi Sai of Delaware  
"Sabka Malik Ek"

**SHIRDI SAI OF DELAWARE, INC.**  
**910 S. Aikens Tavern Court, Newark, DE 19702**



Shirdi Sai of Delaware

"Sabka Malik Ek"

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## **1.0 ARTICLE I**

### **1.1 Rules of Order**

The latest edition of Robert's Rules of Order shall be the authority on all questions of procedure not specifically stipulated in the Certificate of Incorporation and these By-laws.

## **2.0 ARTICLE II**

### **2.1 General**

- a) The title of the Corporation is Shirdi Sai of Delaware Inc. (hereinafter referred to as "SSD" or "Corporation" or "Temple") which operates Sri Shirdi Sai Temple (Sai Temple or Baba Mandir) and Community Center
- b) Shirdi Sai of Delaware, Inc is incorporated in the State of Delaware as a non-profit and non-stock corporation.
- c) The Corporate address is 910 S. Aikens Tavern Court, Newark, DE 19702. The registered office of the Corporation may be, but need not be identical with the principal office in the State of Delaware. The Board of Trustees may change the address of the registered office from time to time.
- d) SSD is solely organized for charitable, religious, spiritual, educational, cultural and/or scientific purposes, including for such purposes, themaking of distributions to organizations that qualify under section 501 (c) (3) of the Internal revenue code or or the corresponding section of any future federal tax code.
- e) In case of dissolution of Shirdi Sai of Delaware, Inc. (SSD), remaining assets shall be used exclusively or exempt purposes such as charitable, religious, educational and/or scientific purposes. More information is in Article "Dissolution of the Organization"
- f) The organization and its members shall not discriminate against any individuals based on age, gender, race, color, religion, national origin, spoken language, or physical disabilities.

### **2.2 Fiscal Year**

The fiscal year of the corporation shall be Jan 1 – Dec 31



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### 2.3 Mission

- Our main mission is to promote and follow the philosophies of Shri Shirdi Sai ("Guru", "Sai Baba", "Sai Ma") who taught a moral code of love, forgiveness, helping others, charting, contentment, inner peace and devotion to God and Guru.
- To provide a unified place of worship for all followers in our community and the surrounding areas.
- To establish religious, social, cultural, spiritual, educational growth and awareness in the community.

### 2.4 Principles and Restrictions

- (a) No idols, pictures, statues or symbols of living persons shall be placed permanently in the Temple or place of worship established or maintained by the Board of Trustees.
- (b) The use or storage of alcohol or tobacco products, meat or any addictive material in any form, shape or manner is strictly prohibited at the Temple or place of worship, Temple premises established or maintained by the Board of Trustees.
- (c) Firearms are not allowed inside temple premises, except when specifically authorized by Executive Committee and Board of Trustees for security purposes
- (d) No footwear shall be allowed into the Temple Area (Place of worship). All footwear shall be left outside in the designated area.

### 2.5 Meaning of SSD Logo

- Tree represents or symbolizes a Community
- Tree Branches signifies different people
- Tree Color represents Diversity
- Tree Gives Protection and Peace
- Tree Provides Oxygen, Fruits and Shade to the Community
- Tree is Perennial, Alive and Lives season after season.

**Sabaka Malik Ek – "One God governs all"**

### 2.6 Official Communications

All official written and oral communications of the corporation will be in English



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### 3.0 ARTICLE III

#### 3.1 Organization and Administration

The SSD Organization shall be administered by organizing and forming the following entities:

**3.1.1 General Body**

**3.1.2 Governing Board of Trustees (also referred as "The Board")**

**3.1.3 Executive Committee**

**3.1.4 Special Committees and Ad-hoc Committees (also referred as "Committees")**

### 4.0 ARTICLE IV

#### 4.1 General Body

Any person who subscribes to any religion, culture, traditions and other objectives set forth in the Certificate of Incorporation is eligible to become a Member of the SSD. In addition, the eligible person shall be:

- At least 18 years old
- Be a legal resident of the USA (must submit evidence such as driving license and legal status on request)
- Duly complete a prescribed membership application form and must go through formal approval by the Membership Committee and the Board of Trustees.
- Pay the prescribed membership dues as defined in the bylaws, Section 4.1.1 (Membership classification and dues)
- Support the objectives, principles and mission of the SSD
- Member shall not be eligible for voting rights unless and until the dues are paid in full

##### 4.1.1 Membership classification and dues

- a) Membership dues shall be determined by the Board of Trustees. Annual membership dues shall be paid on a calendar year basis starting from January 1st to December 31st and covers only the calendar year in which it is paid



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- b) SSD accepts voluntary donations or contributions for the temple operations. SSD shall not actively seek but welcome generous voluntary donations from charitable organizations, non-profit organizations or government agencies. These institutions will exercise no influence, directly or indirectly, in the policies and operations of SSD. SSD shall not be obligated to return any favors for these donations.
  
  - c) The Board of Trustees or Executive Committee may accept, on behalf of SSD, any contribution, gift or bequest for the general purposes or any special purpose of SSD. Contributions shall be utilized as per the donor's request and records must be kept on file.

### 4.1.1.1 Regular Member

- a) Any person fulfilling the membership qualifications and has paid the annual membership dues is a regular member.
- b) Regular member can also be a Life member or by paying the appropriate dues as set by the Board of Trustees from time to time.
- c) To be eligible to vote, the membership dues must be paid by September 30th of the election year. The fiscal year for membership starts from January 1st through December 31st. For voting rights, family membership includes husband and wife only.
- d) The secretary of Executive Committee shall publish the updated membership list on SSD website by April 15th of each year. Donations to the temple include all fees for all temple sponsored projects or services. Accumulated total donations will be counted towards determining the level of membership for that fiscal year only, excluding any donations that receive a service back from the SSD such as puja services, donations dropped in Hundi/Aarathi, any Program etc.

Annual Regular Membership dues are as follows and shall be paid with the Membership Application

✓	Family	\$101 per year*
✓	Single Person	\$51 per year*
✓	Student	\$21 per year*

\*Subject to Change every year





#### 4.1.1.2 Life Member

Any member who contributes \$1,001 will become a Life member. The contribution must be paid within one (1) years after becoming a member and will receive or eligible for the following:

- a) 2 Pujas (Archana / Vratham) will be performed at the temple on a special occasion for initial three years.
- b) Will be eligible for two (2) votes

In case of death of a spouse the surviving spouse shall retain one vote. In case of separation or divorce between the couple, each of the individual shall retain one separate vote.

#### 4.1.1.3 Bronze Donor

Any member who contributes \$2,501 will become Bronze Donor. The contribution must be paid within two (2) years after becoming a member and will receive or eligible for the following:

- a) 2 Pujas (Archana / Vratham) will be performed at the temple on a special occasion for initial six years.
- b) Will be eligible for two (2) votes.

In case of death of a spouse the surviving spouse shall retain one vote. In case of separation or divorce between the couple, each of the individual shall retain one separate vote

#### 4.1.1.4 Silver Donor

Any member who contributes \$5,001 will become Silver Donor. The contribution must be paid within two and half (2.5) years or thirty (30) months after becoming a member and will receive or eligible for the following

- a) Puja (Archana) will be performed every 'Pournami' on their Gothram for 5 years.
- b) Baba's shawl will be presented once in a year for the first two years
- c) Will be eligible for two (2) votes



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In case of death of a spouse the surviving spouse shall retain one vote. In case of separation or divorce between the couple, each of the individual shall retain one separate vote.

#### **4.1.1.5 Gold Donor**

Any member who contributes \$10,001 will become Gold Donor. The contribution must be paid within three (3) years after becoming a member; and will receive or eligible for the following:

- a) Puja (Archana) will be performed every month on their choice of day on their Gothram,
- b) Baba's shawl will be presented once in a year for first 5 years
- c) Will be eligible for two (2) votes

In case of death of a spouse the surviving spouse shall retain one vote. In case of separation or divorce between the couple, each of the individual shall retain one separate vote.

#### **4.1.1.6 Diamond Donor**

Any member who contributes \$15,001 will become Diamond Donor. The contribution must be paid within three (3) years after becoming a member and will receive or eligible for the following:

- a) Silver Coin
- b) Puja (Archana) will be performed on every 'Thursday' on their Gothram,
- c) Baba's shawl will be presented once in a year for 10 years
- d) Will be eligible for two (2) votes.

In case of death of a spouse the surviving spouse shall retain one vote. In case of separation or divorce between the couple, each of the individual shall retain one separate vote.

#### **4.1.1.7 Platinum Donor**

Any person or couple (wife & husband) who contributes \$25,001 will become Platinum Donor. The contribution must be paid within four (4) years after becoming a member. Platinum Donor shall receive or eligible for the following:



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- a) Gold Coin upto 5 gms
- b) Puja will be performed on a daily basis on their Gothram,
- c) Sai Vratam will be performed at Donor's residence once a year for 15 years
- d) Once a year Pallaki will be sent to Donor's residence for 15 years (must check with temple/priest for availability on that particular day)
- e) Baba's shawl will be presented once in a year for 15 years
- f) Will be eligible for two (2) votes.

In case of death of a spouse the surviving spouse shall retain one vote. In case of separation or divorce between the couple, each of the individual shall retain one separate vote.

### **4.1.1.8 Grand Donor**

Any person or couple (wife & husband) who contributes \$50,001 will become Grand Donor to the temple. The contribution must be paid within five (5) years after becoming a member. Grand Donor shall receive or eligible for the following:

- a) Gold Coin upto 10 gms
- b) Puja will be performed on a daily basis on their Gothram,
- c) Sai Vratam will be performed at Donor's residence once a year for 25 years
- d) Once a year Pallaki will be sent to Donor's residence for 25 years (must check with temple/priest for availability on that particular day)
- e) Baba's shawl will be presented once in a year for 25 years
- f) will be eligible for two (2) votes.

In case of death of a spouse the surviving spouse shall retain one vote. In case of separation or divorce between the couple, each of the individual shall retain one separate vote.

### **4.1.1.9 Membership Upgrade**

Membership is upgradeable to the next level as long as the existing member pays the remainder dues within a specified time period as stated in the by-laws.



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#### 4.1.1.10 General Body Meeting

- a) General Body consists of all members in good standing. This is the highest council whose decisions, within the bounds of constitution, are binding on the Board of Trustees.
- b) General Body meeting shall be called and convened by the Chairperson of the Board of Trustees in mid-year (June) of every calendar year where the membership will review the progress of all activities, any of importance to the temple, and amendments needed to the existing By-Laws.
- c) Ten calendar days written notice shall be given to the temple members prior to arranging the general body meeting.
- d) In this meeting, the Chairperson of the Board of Trustees or his designee shall present a comprehensive report of all temple organization activities, its accounting Balance Sheet, budget proposal for approval for the upcoming year, and enumerate all other proposed activities.
- e) Each committee may present a brief report of its activities.
- f) Each member may express their views openly, advice and suggestions for better working of the Temple operations. Any resolutions passed by the General Body shall be binding on the Board of Trustees..
- g) Only eligible members who are present shall have the right to vote on any resolution.

#### 4.1.1.11 Rights of Memberships

- a) Each individual member is allotted one vote. Family members are allotted two votes (one for each spouse).
- b) Only members whose membership is paid for the current calendar year have voting right and the right to serve on a committee. Non-members have neither voting right nor can serve in any committees.
- c) Members in good standing will receive newsletters and other temple related information free of charge.

#### 4.1.1.12 Resignation

Any member may submit resignation in writing at any time to the Executive committee. Upon receipt of such request, the Secretary of the Executive Committee shall strike his/her name from the rolls. Any member submitting resignation will not have claim to any dues contributed to SSD.



#### **4.1.1.13 Disqualification of Membership Rights (removal / termination)**

- a) Demonstrated activities against the purposes and philosophies of the Organization as defined in the Article II shall constitute grounds for disqualification from membership.
- b) Non-payment of dues shall be a cause for disqualification of membership rights
- c) Any member so disqualified shall be eligible for reinstatement subject to the approval by Membership Committee; and/or a vote of two-thirds (2/3) of the total membership of the Board of Trustees.

## **5.0 ARTICLE V**

### **5.1 Governing Board of Trustees**

The Board of Trustees shall be legally responsible for all assets and liabilities of the Temple; shall also be responsible for the formulation and implementation of the policies. More information on the Board of Trustee functions are elaborated in . It will be a distinguished body of spokespersons of the Temple

The Board of Trustees shall ensure that the Corporation conforms to federal, state and local laws.

The Governing Board of Trustees may comprise a minimum of 7 and upto a maximum of 15 members.

One Chairman, Two (2) Vice-Chairmans, One Treasurer, One Secretary, One Joint Treasurer, One Joint Secretary

#### **5.1.1 Trustees - Good Standing**

All Trustees shall be members in good standing of SSD on the day of nomination, election, and during the tenure of the Trustees.

### **5.2 Eligibility to be a Member of the Trustees**

To be eligible to be nominated for election to the Board of Trustees, one should be

- a member of Founders and Financial Supporters (F & FS)
- a volunteer worked 40 hours a week for a minimum of five (5) years
- a major financial supporter of \$75,000 or over



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- through election process as per paragraph 5.6.1

### 5.3 Founders and Financial Supporters (F&FS)

Members consist of Founders and Financial Supporters (F&IFS) of SSD who made substantial financial commitment for the Organization's initial establishment, development and growth.

#### 5.3.1 Founders of the Temple (F)

"**Founders**" of the temple are those who made substantial contributions and service prior to the initial planning of the temple (i.e. 31 DEC 2016), and who contributed

- at least \$5,001 (Three Thousand and One Dollars) by Dec 31, 2016
- pledged/promised additional contributions of \$15,000 (fifteen thousand dollars) payable in 36 months starting Jan 2017. Pledge must be authenticated by a signed agreement.
- Optional: cosigner on the mortgage/loan papers taking a minimum responsibility for \$20,001 (Twenty thousands and one dollar)

#### 5.3.2 Financial Supporters (IFS)

Financial Supporters (IFS) are those who made substantial contributions to the temple, effective January 1, 2017

- Pledges and/or Commitments made for \$25,001 (Twenty five thousands and one dollar) payable in 24 months.

### 5.4 Diversity in the Board of Trustees

Despite the financial contributions, reflection for experience in the past executive committees and other subcommittees of this organization or similar organizations, financial contributions to charities, community leadership, dedication and commitment to serve in temple growth and activities, should be given due consideration for electing the Governing Board of Trustees. The Board of Trustees should reflect the "diversity" of the community.

### 5.5 Election of Trustees

The maximum number of voting Trustees shall be 25 who shall be elected or coopted as follows by a simple plurality of the votes cast either through the mail ballot and/or in a duly convened assembly of the members and meeting of the Board of Trustees with a duly executed written proxy voting permitted.

Nominations and Elections Committee, in consultation with the Board, shall determine the number of Trustees to be coopted and elected while maintaining the proportion of voting members from following categories:



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Founders, Supporters and Donors	Number of Members
Founders & Financial Supporters	4
Financial Supporters	3
Grand	3
Platinum	3
Gold	3
Silver	3
Bronze	3
Life	3
Total	25

#### 5.5.1 Election and current term of office

The Board of Trustees of the corporation shall be the member as per paragraph 5.2. Member intending to contest the election must file a notice of his/her intention to contest the election with the current board. The Board of Trustees are elected on the following day:

2<sup>nd</sup> Saturday in September

**The current board member positions are valid for one year term and must be re-elected annually. Since, the temple is not in existence.**

Vacancies may be filled or new offices created and filled at any meeting of the board. Each officer shall hold office until his successor shall have been duly elected and assumes office, or shall have been removed in the manner herein after provided. Election of an officer shall not of itself create contract rights.

Officers of the Board and committee chair persons must transfer all records, information, keys including electronic data and administrative passwords to the newly elected officers and Committee chairpersons immediately or within 10 days of the election of new Officers and chairpersons.



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### 5.5.2 Term period for Trustee

(After the new temple is built and is in full operations)

A Trustee shall be elected for a three year term with an option to be re-elected for another three years. (Total 6 years).

- The Trustees, who term expires, shall be eligible for re-election subject to the conditions as described in paragraph 5.1.1
- Trustees who have served two consecutive terms of 3 years are not eligible to contest / be coopted for another (3+3) years. They are eligible to contest/be coopted for another term of two x three years (total 6 years) after a gap of 6 years.
- Trustees who are serving on the Board of Trustees at the time of the passage of these By-laws are eligible to contest/be coopted for two consecutive terms of three years after completion of their first three year term.

### 5.6 General Functions of the Board of Trustees

- a) Asset Management
- b) Endowment Trust Fund
- c) Land acquisition, construction and future expansion of the temple including buying Real Estate property for Temple usage
- d) Fund raising activity
- e) Upholding constitution and safeguarding By-laws
- f) Long term goals and continuation of established policies
- g) Develop new procedures and policies as deemed necessary to meet the objectives of SSD
- h) Works with the Executive Committee and provide guidance to the Executive Committee
- i) Public relations
- j) Facilitating with all community and religious organizations as well as humanitarian activities
- k) Acting to uphold the conduct of SSD
- l) Conducting organizational elections
- m) Develops policy matters in accordance to the Bylaws and exercises overall supervision and is responsible for the successful management of the Temple operations. Board is accountable to the general body of the Temple. As deemed necessary, Board of Trustees shall call for special meeting of the general body prior to taking major decisions that may be perceived to significantly impact the overall temple community.
- n) Trustees periodically review major projects of the temple related to both economic and worship activities, provide guidance to the Executive Committee for planning and





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execution of overall temple activities, smooth running of the Temple and future expansion or improvements of the temple operations in general.

- o) Trustees do not have the responsibility of administering the organization on a day-to-day basis. Executive Committee shall assume this role.

### **5.6.1 Governing Board of Trustees- Titles and Job duties**

#### **5.6.1.1 Chairman**

- (a) The Chairman shall be the principal Executive Officer of the Corporation, subject to the direction of the Board of Trustees, he/she shall be in charge of the business and affairs of the Corporation.
- (b) He/She shall preside at all meetings of the Board; shall, ex-officio, be a member of the Advisory /Appeals & Review Committee and shall be responsible for public relations for the corporation; shall present the report to the Board of Trustees at the biennial assembly of the corporate members.
- (c) He/She shall see that the resolutions and directives of the Board are carried, except in those instances in which that responsibility is assigned to some other person by the Board; and, in general, he/she shall discharge all duties incident to the office of the Chairman 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 the Corporation or a different mode of execution is expressly prescribed by the Board or these Bylaws.
- (d) He/She may execute for the corporation any contract, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, and he may accomplish such execution under the seal of the Corporation and with the Secretary and any other Officer thereunto authorized by the Board according to the requirements of the form of the instrument. He may vote all securities which the Corporation is entitled to vote except as, and to the extent, such authority is vested in a different Officer or agent of the Corporation by the Board.

#### **5.6.1.2 Vice-Chairman**

The Vice-Chairman (or in the event there be more than one Vice-Chairman, each of the Vice-Chairman) shall assist the Chairman in the discharge of his duties as the Chairman may direct or shall perform such other duties as



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the Chairman may direct or as, from time to time, may be assigned to him by the Chairman of the Board.

In the absence of the Chairman or in the event of his inability or refusal to act, the Vice-Chairman (or in the event there be more than one Vice-Chairmen, in the alphabetical order of their last names, each serving a period of 4 months starting from January 1, shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chairman.

Except in those instances in which the authority to execute is expressly delegated to another officer or prescribed by the Board or these Bylaws, the Vice-Chairman (or in the order mentioned above if there is more than one) may execute for the Corporation any contract, deeds, mortgages, bonds or other instruments which the Board has authorized to be executed, and he may accomplish such execution with the seal of the corporation and with the Secretary of the Corporation.

### **5.6.1.3 Treasurer**

Subject to the control and supervisory powers of the Board and its delegate, the powers and duties of the Treasurer will be:

- To keep accurate financial records for the Corporation;
- To deposit all money, drafts and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board;
- To endorse for deposit all notes, checks, drafts received by the Corporation as instructed by the Board, making proper vouchers for them;
- To disburse corporate funds and issue checks and drafts in the name of the Corporation, as instructed by the Board;
- To submit to the Chairman and the Board, as requested, an account of all transactions by the Treasurer and the financial condition of the Corporation;
- To prepare and submit to the Board annual reports detailing the financial status of the Corporation; and
- To perform all other duties and carry out other responsibilities as prescribed by the Board or the Chairman.



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#### **5.6.1.4 Joint Treasurer**

In the absence of the Treasurer, the Joint Treasurer shall function as the Treasurer. He/she shall also discharge the functions delegated to him/her by the President

#### **5.6.1.5 Secretary**

The Secretary shall be responsible for the following:

- a) Record the minutes of the meetings of the Board in one or more books provided for that purpose;
- b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by the Law;
- c) Be the custodian of the Corporate records and of the Seal of the Corporation;
- d) Keep a register of the post-office address of each Trustee which shall be furnished to the Secretary by each Trustee;
- e) Shall perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the Chairman of the Board.
- f) Secretary shall cooperate with the Treasurer to publish the annual certified alphabetical list of members by category of the Corporation by August 1. Secretary shall make this list available, when necessary, to the Amendments Committee, Nominations/Elections Committee, and the Membership Committee for use only in official communications.
- g) The Secretary shall distribute the approved minutes of Board meetings to all trustees and committee chairpersons following each board meeting and is responsible for collecting and filing monthly reports submitted by each of the committees.
- h) The secretary shall submit the minutes of the officers meeting to the board in the next board meeting. If the Secretary is absent the Joint Secretary will assume responsibilities of the Secretary.

#### **5.6.1.6 Joint Secretary**

In the absence of the Secretary, the Joint Secretary shall function as the Secretary. He/She shall also discharge the functions delegated to him/her by the Chairman



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### **5.6.2 Semi-Annual Board Meetings**

A semi-annual meeting of the board shall be held as stipulated. The meetings will be held on 2<sup>nd</sup> Saturday of March and September of every year.

At each semi-annual meeting, newly elected trustees shall be administered an oath of office by the chairperson of the Nominations and Election Committee or the Chairman of the Board. At each September meeting, the Board shall elect Officers of the Board. The Chairpersons of the Committees shall be elected in the subsequent Board meetings to serve a two-year term. The Officers whose terms expire are eligible for re-election, subject to term limits stipulated in this By-laws

### **5.6.3 Regular Meetings**

The Board shall endeavor to conduct one meeting each month, but conduct not less than six (6) meetings in a year. The Board may hold special meetings called by the Chairman of the Board or requested by at least 40% of the total membership of the Board.

### **5.6.4 Meeting Notice**

Notice of any meeting of the Board shall be mailed at least ten days previously thereto, to each Trustee at his address as shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of the meetings of the Board can also be given by e-mail at least seven calendar days before the meeting.

Whenever a written notice is required to be given by law, the Certificate of Incorporation or by these By-laws, a waiver thereof is deemed the equivalent of the giving of such notice. The business to be transacted shall be specified in the waiver of notice of such meeting. Attendance of a person at a meeting constitutes a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

### **5.6.5 Meetings by Conference Telephone**

One or more Trustees may participate in a meeting of the Board, or of a Committee of the Board, by means of conference calling or similar communications equipment, which permits all persons participating in the meeting to hear each other, and all persons so participating shall be deemed present at the meeting.



#### **5.6.6 Action by Consent**

Any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent in writing setting forth the action so taken is signed by all the Trustees and filed with the Secretary of the Board.

#### **5.6.7 Power of Attorney for Regular Meetings of the Board**

Power of attorney may only be issued to another Board member. All powers of attorney letters from Trustees for Board meetings shall be given in writing personally or by mail with duly signed signature to the Secretary or the Chairman. Power of attorney can also be given by e-mail provided a duly signed letter is submitted within 30 days or before the minutes of the board meetings are approved. A trustee is not permitted to give power of attorney for more than two consecutive, duly convened, meetings at a time for consideration. Any trustee is allowed to carry only one power of attorney letter from another trustee for a duly convened meeting within the limits specified above.

#### **5.6.8 Compensation**

Trustees are not entitled to compensation from the Corporation for their services as Trustees. A Trustee may serve the corporation as an Officer, or in any other capacity, and receive compensation therefor if a majority of the remaining Trustees agree that, in their judgement, such service for that Trustee is unlikely to create a conflict of interest prejudicial to the Corporation.

#### **5.6.9 Vacancy for a Trustee**

Vacancies among the Trustees may be filled by an election held with a majority vote of the remaining members of the Board from the membership of the Corporation and each person so elected shall serve for the balance of the unexpired term of the vacant Trusteeship. A Trustee may resign at any time by giving written notice of his resignation to the Board of Trustees.

#### **5.6.10 Removal of Trustee**

A Trustee may be removed from office for cause by a majority vote of two-thirds of the members of the Board of Trustees. The cause for removal from the Board or from the Committees includes, but is not limited to,



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- Persistently failing to attend at least seventy (70%) percent of the regular meetings of the Board, or any of its Committees of which the Trustee is a Member
  - Engaging in conduct which may be deemed, in the judgement of the Board, detrimental to the welfare of the corporation.
  - Persistently failing to dispense the primary responsibilities of the office.

A Trustee or an officer may be removed only after being sent a thirty days' written notice and given an opportunity to be heard by the Board and the Advisory, Appeals and Review Committee (if applicable)

### 6.0 ARTICLE VI

#### 6.1 Quorum

##### 6.1.1 Board Meeting

A majority of the existing Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Trustees is present at the said meeting, a majority of the Trustees present may adjourn the meeting to another time and/or place.

Proxy for the Board of Trustees meeting is not counted for quorum of the meeting. Proxy can be counted or valid for all actions of the Board after the meeting commences. Quorum including Proxy must be present for any and all actions of the Board.

The quorum at Board meeting shall be equal to (Total number of Board of Trustees divided by two) +1. To bring the final number to be an odd number, subtract or add 0.5 as necessary.

##### 6.1.2 Proxy Vote

No Board member shall carry more than one proxy vote when attending the Board meeting.

##### 6.1.3 Elections and Meetings of Members

One-third of the membership in each category shall constitute a quorum for transaction of business, including elections, in any general assembly of members, and for conducting elections in mail.



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### 6.1.4 Manner of Acting

The action of a majority of the trustees present at a meeting at which a quorum is present shall be the action of the Board of Trustees. In the case of a tie, the Chairman of the Board of Trustees shall have an additional vote to break the tie.

### 6.1.5 No Private Interests

SSD shall be operated exclusively for the purposes set forth in Article I, and none of its earnings shall inure, in whole or in part, to the benefit of any person, business, or organization having a personal or private interest in the activities of Shirdi Sai of Delaware, Inc. (SSD)

## 7.0 ARTICLE VII

### 7.1 Executive Committee

Executive Committee (also referred as "EC") is a governing board to run the temple. EC shall comprise the following officers: a President, two (2) Vice-Presidents, a Treasurer, a Secretary, a Joint Treasurer and a Joint secretary or other officers as may be elected by the Board.

Officers of the Executive Committee whose authority and duties are not prescribed by these By-laws shall have the authority to perform the duties prescribed from time to time by the Board of Trustees.

Officers of the Executive Committee are not allowed to hold more than one office at one time.

#### 7.1.1 Executive Committee - Titles and Job duties

The titles and job duties of the executive committee will be added once the temple is constructed and in full operations.

#### 7.1.2 Election and Term of Office

The officers of the corporation shall be the members and shall be elected annually by the Board of Trustees at the regular semi-annual meeting of the Board of trustees to be held on the following date(s)

- 2<sup>nd</sup> Saturday in September

Vacancies may be filled or new offices created and filled at any meeting of the board. Each officer shall hold office until his successor shall have been duly



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elected and assumes office, or shall have been removed in the manner herein after provided. Election of an officer shall not of itself create contract rights.

Officers of the corporation can serve a maximum of 2 terms of 2 years each in any one position. If an officer fills in a vacant position for more than one year, it would be deemed as one term.

Officers of the Board and committee chair persons must transfer all records, information, keys including electronic data and administrative passwords to the newly elected officers and Committee chairpersons immediately or within 10 days of the election of new Officers and chairpersons.

### **7.1.3 Removal**

An officer of the Executive Committee elected by the Board may be removed by two-thirds majority of the Board of Trustees whenever, in its judgement, the best interests of the Corporation will be served.

### **7.1.4 Resignation**

An officer may resign at any time by giving written notice to the Board of Trustees. A resignation is effective on the date of receipt of the notice or any later time specified therein and, unless otherwise specified therein, no formal acceptance of the resignation is necessary.

## **8.0 ARTICLE VIII**

### **8.1 Special Committees and Ad-hoc Committees (also referred as "Committees")**

#### **8.1.1 Designation of Committees**

(a) The Board may create and designate such Committees as it may deem necessary, from time to time, to conduct the affairs of the Corporation, in such instances, such designations shall be by resolutions specifically designating the authority of each Committee. The designation of such Committees and the delegation thereto of authority shall not operate to relieve the Board of any responsibility imposed by these By-laws and the Certificate of Incorporation. While the Board shall have the power to create additional Committees, the following Committees are hereby created and may only be eliminated by a change in these By-laws.

(b) Each trustee is expected to be a member of and actively participate in the functioning of one or more Committees.





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- (c) A Committee, for operational reasons and with the approval of the Board, may designate Sub-committees. Each Sub-committee so designated shall be bound by the same guidelines as they apply to any other Committee, except that the chairperson of a Sub-committee shall report to the chairperson of the Committee that the Sub-committee is constituted under.

Note: The descriptions and responsibilities of the committees will be documented as the positions become available.

**8.1.1.1 Garlands and Vashtram Committee**

**8.1.1.2 Appeals and Review Board Committee**

**8.1.1.3 Audit Committee**

The Audit Committee shall consist of at least three members experienced in finance and accounting procedures. No member of the Board of Trustees shall be a member of the Audit Committee.

The Audit Committee shall audit the Corporation accounts before the 15th day of the month following the previous quarter or more frequently, and on a regular basis, to review accounting procedures, review receipts, and disbursements, review disbursement authorization procedures, and report all findings to the Board of Trustees at least once every three months

**8.1.1.4 Finance, Planning and Budget Committee**

**8.1.1.5 Events Committee**

**8.1.1.6 Food and Prasadam Committee**

**8.1.1.7 Membership Committee**

The Membership Committee shall have the following goals among others that may from time to time fall within its area with the approval of the Board:

- (a) Increase the membership of the Corporation.
- (b) Review all membership applications for approval by the Board of Trustees on a monthly basis.
- (c) Create and maintain a confidential database of members and non-members for all purposes of the Corporation.
- (d) Keep an electronic copy of the member and non-member database for storage in the temple vault to be accessed by the treasurer and secretary together as needed.
- (e) Actively organize a biennial assembly of the members of the Corporation.



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- (f) Maintain registration of members for voting purposes.
- (g) Submit the voting members list as of June 30th of each election year to the Secretary and the Treasurer to certify for approval by the Board of Trustees.
- (h) Maintain the recognition board of approved members annually as required by the By-Laws and not later than July 1st of the following calendar year.

### **8.1.1.8 Information Technology (IT) Committee**

The Information Technology (IT) Committee is responsible to plan, prioritize, design, develop, deploy, implement and maintain capabilities to effectively utilize IT in all its various forms to support the functioning and growth of the temple. The functions of this committee are:

- Prepare budgets for purchasing of hardware, software licenses and maintenance.
- Actively engage with staff and obtain their IT needs and requirements; analyze, document and review.
- Develop and maintain the temple website. At a minimum the website should be user friendly, must be easy of navigate, provide backend content management for scheduling services.
- Develop and maintain cyber security for the temple. (Networks, Security cameras, remote monitoring and reviewing, etc)
- Develop and maintain all security compliances (PCI, PII, Confidentiality, etc)

### **8.1.1.9 Fundraising Committee**

The Fundraising Committee shall have the members of the Corporation who are effective fundraisers. The Board may also coopt some of the members of the Board of Trustees to serve on this committee. The functions of this committee are:

- To raise funds by soliciting contributions.
- Arrange fundraising events.

### **8.1.1.10 Community Services Committee**

The Community Services Committee is responsible to develop outreach and service programs to benefit the communities that the Temple serves. The Community Services Committee shall consist of a minimum of three (3) members that are selected by the Board of Trustees



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The Community Services Committee shall have the following functions:

- Develop and conduct diverse programs to assist individuals and families in the community who are socially and economically disadvantaged.
- Establish youth counseling and parent education programs
- Address support groups to address the needs of women, children and families who live in the community.
- Develop and maintain a regular schedule of community projects  
Conduct fundraising events for humanitarian causes with approval from the Board of Trustees
- Engage with senior citizens in the community and help who needs help. The committee should recruit them for their wisdom and experience so that temple can learn and help more.
- Conduct events to address health related issues (example: Immunization, Overweight and Obesity, Physical Activity and Nutrition, Injury and Violence, etc)
- Conduct toy and clothing drives, especially during holidays
- Participate or arrange soup kitchens to assist the needy in the community.

#### **8.1.1.11 Facilities Management Committee**

The Facilities Management Committee shall be responsible for maintaining all the facilities of the organization in good repair and to ensure that proper facilities and preparations are in place during the normal functioning of the temple as well as during special occasions. The Facilities Management Committee shall consist of such number of members as the Board of Trustees may designate from time to time, but in no event shall the Committee consist of fewer than three (3) members.

The Facilities Management Committee shall have the following functions, among others that may from time to time fall within its area, in consultation with the Board.

- Prepare and recommend plans for maintenance of the Temple and other properties of the Corporation to the Board.
- Prepare maintenance budgets and submit to the Budget Committee and the Board of Trustees for approval.



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- Arrange decorations, tents and signs as needed for Temple functions and activities.
  - Assure maintenance and keep in good repair the Temple complex, Community Center, priest's residences (if applicable) and other acquisitions of the Corporation, parking lot and grounds, including landscaping.
  - Be responsible for cleaning, sanitation, water flow and flood control of the Temple premises, community center, priests' residences and other properties of the Temple.

### **8.1.1.12 Public Relations Committee**

The Public Relations Committee shall consist of members experienced in public relations. This Committee shall disseminate information about the Temple and the Community Center, its functions and activities, advertising and fund raising, media releases etc., after approval by the Chairman of the Board.

The Public Relations Committee shall have the following functions, among others that may from time to time fall within its area with the approval of the Board:

- a) Take responsibility for newspaper, tv, radio and any other media releases and advertisings for all activities of the Temple.
- b) Provide publicity and arrange for receptions of special guests.
- c) Act as consultant to the Publication and Education Committees to assure good public relations.
- d) Research all local, state and federal government relationships that apply to the purposes of the Temple.
- e) Arrange tours through the Religious Committee for all guests visiting the Temple.
- f) Serve as hosts for visiting dignitaries.
- g) Maintain a list of vendors and contractors for repairs, including emergency repairs. Ensure the building codes of the city are followed by the contractors.
- h) Negotiate service and maintenance agreements with vendors and submit to the Board of Trustees for approval. Maintain filing for agreements and accepted proposals from various vendors for maintenance services rendered at the Temple.



- i) Prepare maintenance and preventive maintenance schedules for all buildings, grounds and equipment. Ensure that established schedules are followed and documented.
- j) Maintain filing for operation manuals and warranty details of all equipment installed on the Temple premises and other properties owned by the Corporation.
- k) Train volunteers and Temple personnel to ensure that devotees of the Temple experience minimal inconveniences and that they have a pleasant experience while at the Temple.
- l) Special holidays and functions, arrange for an orderly and smooth flow of visitors.
- m) Arrange transportation on special occasions, if needed.
- n) Prepare visual aids, seating charts and other necessary implements during religious holidays, other large functions and cultural events

#### **8.1.1.13 Safety and Security Committee**

The Safety and Security Committee responsibility is to develop, implement and oversee measures to safeguard temple facilities and its surroundings. The Committee shall be atleast of three members selected by Board of Trustees.

The functions of Safety and Security Committee shall be:

- a) Perform risk assessment of temple facilities and build a strategy for information sharing and for initiating emergency response plans.
- b) Develop measures to protect temple property and people from threats and hazards.
- c) Develop necessary capabilities to assess possible security threats and to promptly act on any identified threats
- d) Once a year, arrange a meeting with the local first responders and discuss safety and security measures of the temple.



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## **9.0 ARTICLE IX**

### **9.1 Indemnification**

The Corporation shall indemnify any and all of its members, Trustees, Members of the Committee, Officers, or former members, Trustees or officers or any personnel who may have served at its request or by its election as a member, trustee or officer of another Organization, against the expense (including attorney's fees) actually or necessarily incurred by them in connection with the defense or settlement of any action, suit or proceedings in which they, or any of them, are made parties, or a party, by reason of such other Organization, except in relation to matters as to which any such member, trustee or officer, or former member, trustee, or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty, and to such matters as shall be settled by agreement predicated on the existence of such liability.

## **10.0 ARTICLE X**

### **10.1 Maintenance of Discipline and Disciplinary Action**

- a) All members at the temple premises shall maintain strict discipline, order and obedience to rules. Utmost reverence to all the temple deities and cleanliness shall be observed. Members shall not violate the code of conduct.
- b) Members disobeying the rules or acting against the best interests of the Organization or displaying objectionable behavior shall be promptly relieved of their membership and all privileges. Membership of disbarred members will not be returned unless approved by the Board of Trustees and the Executive Committee.
- c) The disciplinary action may be initiated by the Board of Trustees on recommendations of the Executive Board.
- d) All elected and appointed members to various offices shall sign an oath of Office and agree to uphold and foster the high principles of SSD and its mission and objectives. Also agree to abide by the code of ethics, conduct and discipline policy of SSD



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## **11.0 ARTICLE XI**

### **11.1 Dissolution of the Organization**

- a) In the event that Shirdi Sai of Delaware, Inc has to be dissolved for any reason such decision should be taken by the unanimous vote of the Executive Committee and the Board of Trustees. The Chairperson of the Board of Trustees shall call the General Body meeting with a notice explaining the reasons for dissolution. Ninety percent (90%) approval vote of the attending members of SSD shall be needed for the dissolution to pass.
- b) The net assets of the Organization will be distributed to a similar non-profit religious organization that is in concert with the stated purposes of this organization having tax-exempt status under section 501(c)(3) of the Internal revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed off shall be disposed off by Court of Chancery, New Castle County, State of Delaware exclusively for such purpose or purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes. The plan of dissolution shall be conducted in accordance with Laws of Delaware.

## **12.0 ARTICLE XII**

### **12.1 Amendments**

These by-laws may be altered, amended or replaced at the duly convened General Body meeting of the Organization, pursuant to the procedure stated below:

- (a) The Board of Trustees may propose an amendment to the bylaws provided it is passed by a two-thirds (2/3) membership of the full Board of Trustees and Executive Committee without the use of proxy votes in a duly convened joint session of Board of Trustees and Executive Committee.
- (b) Any member with voting rights can propose an amendment to articles and By-laws of SSD provided it is supported in writing by sixty percent (60%) of total members with voting rights. Amendments to the By-laws should be proposed and published for informing the Members through the Temple's newsletter at least thirty (30) days in advance of the Members Meeting.
- (c) A proposed amendment to the By-laws duly presented for voting to the members shall be deemed to be approved if it is accepted by at least two-thirds (2/3) of the members



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- present at duly convened meeting of the Corporation. No new proposals or changes in By-laws shall be allowed from the floor at the annual meeting of the members.
- (d) Whenever referred, members in good standing refer to the members with voting rights.