

THE JAIN SOCIETY OF CENTRAL FLORIDA, INC

CONSTITUTION AND BY-LAWS

ARTICLE I

NAME AND ADDRESS

- 1.1 **NAME:** The name of the corporation shall be THE JAIN SOCIETY OF CENTRAL FLORIDA, INC. (Hereinafter referred to as the "society").
- 1.2 **LOCATION:** The society's principal office shall be located at 1689 Grange Circle, Longwood, FL 32750 or such other place as the Board of Directors may determine from time to time. This shall also be the address of the society to which the secretary of state shall mail a copy of any notice required by law.
- 1.3 **REGISTERED AGENT:** The society designates Rajendra Mehta who resides at 1689 Grange Circle, Longwood, FL 32750 and whose address for the purposes of the society's business shall be the same as in the paragraph 1.2 above.

ARTICLE II

PURPOSES AND OBJECTIVES

- 2.1 To promote and seek a better understanding of Jain religious doctrines and beliefs.
- 2.2 To provide academic, cultural, and intellectual interchanges among Jain communities in USA and elsewhere.
- 2.3 To celebrate auspicious Jain events and festivals.
- 2.4 To arrange talks, seminars, and symposiums on cultural, religious, and social aspects of life.
- 2.5 To acquire and make available literature relating to Jainism and other religions.
- 2.6 To arrange for facilities for carrying out the various activities enumerated above.

**ARTICLE III**

**MEMBERSHIP AND VOTING RIGHTS**

**3.1 QUALIFICATION FOR MEMBERSHIP:**

- (a). Any person who professes belief in Jain religion and its doctrines, shall be entitled to become a member of the society.
- (b). Any person who professes interest in Jain religion and welfare of its member shall also be entitled to become a member of the society upon application to the Board of Directors and payment of requisite membership fees.

**3.2 PAYMENT OF MEMBERSHIP DUES:** The society shall be entitled to determine such dues for membership as its members may determine from time to time by majority vote.

**3.3 CLASS OF MEMBERSHIP:** There shall be the following classes of membership:

- (a). Annual Family Membership: The annual family membership initially shall be \$20.00 per family.
- (b). Life Family Membership: The life family membership shall be \$201.00 initially.

**3.4 VOTING RIGHTS:**

- (a). Family members shall have only two voting rights to be exercised by the husband and wife only.
- (b). Any person who is over the age of 18 years and has paid separate membership fees as an individual shall also be entitled to vote.
- (c). No member shall be entitled to vote unless he or she is in good standing and has duly paid membership fees and his or her name duly appears in the membership list of the society (prepared 30 days prior to such voting) and for this purpose the society shall keep a separate membership list which shall be available for inspection by any member during business hours of the society.

**3.5 REMOVAL OF MEMBER:** Removal of any member shall be in accordance with the provision of Article XI herein.

## ARTICLE IV

### GOVERNING BODY

4.1 BOARD OF DIRECTORS: The governing body of the society shall be the Board of Directors which shall consist of not less than five (5) and not more than fifteen (15) directors. The Board of Directors shall have good standing in community. No more than one person per family shall be elected to the Board of Directors. The Board of Directors shall consist of the following:

(a). The Society Directors (Officers): who shall be elected by a majority decision of the members present at an annual general meeting of the members called by fifteen (15) days notice in writing sent by ordinary mail or hand delivered advising the members that the annual general meeting of the members is being called for the purposes of elections of members of the Board of Directors. The number of Society Directors shall be three (3).

(b). The Trustees: The trustee shall be entitled to be a member of the Board of Directors of the society ex officio and the trustee shall be elected as Directors in the same manner as the Society Directors are elected. The number of trustees shall be three (3) of which three (3) shall be elected as a member of the Board of Directors.

### 4.2 TERM OF DIRECTORS:

(a). The Society Directors (officers): shall be elected for one year term only and upon expiration of the term, shall cease to be the Society Directors (officers) unless re-elected by the members at the annual general meeting called for electing members of the Board of Directors.

(b). The Trustees: The term of trustee as Director shall be three (3) years but their term shall be staggered in such a way that at least one trustee shall be elected every year for a term of three (3) years by a simple majority vote at the annual general meeting. The trustee shall have a term of three (3) years and upon expiration of the term, shall cease to be the trustee unless re-elected by the members at the annual general meeting called by the members for electing trustees.

### 4.3 VOTING RIGHTS OF BOARD OF DIRECTORS:

(a). The Society Directors (officers): The Society Directors (officers) shall have rights and powers to carry on day

to day functions and the work of the society. The Society Directors shall in general, execute the policies and objectives of the society and any particular mandates given by the general members of the society by a majority vote.

- (b). The Trustees: who are the members of the Board of Directors shall not be entitled to vote in taking any decision of the Board of Directors but shall be entitled to participate merely in discussion and formulation of policies in carrying out objectives and policies of the society.
- (c). Quorum: The quorum for transacting any business at the meeting of the Board of Directors shall be three (3) of which two (2) shall be Society Directors and one (1) shall be the trustee. The quorum for transacting any business at the meeting of the Trustees as Trustees shall be two (2).

## ARTICLE V

### DUTIES

5.1 DUTIES OF TRUSTEES AS TRUSTEES: The trustee shall provide general oversight of the society operation and ensure proper implementation of the constitution and by-laws. The trustee shall be responsible to call a general meeting of the members of the society to elect members of the Board of Directors. The trustees shall be responsible for the approval of the annual accounts prepared by the Audit Committee.

5.2 DUTIES OF SOCIETY DIRECTORS (OFFICERS):

(a). PRESIDENT: Will be the chief executive and shall preside over all meetings except the Board of Trustees meeting. He/she will execute the policies of the Society in compliance with the Constitution and By-Laws of the Society. President will at least call one general meeting in a year. He/she may call more meetings as required. The President shall present a report of activities at the annual general meeting.

(b). .TREASURER: The duties of the treasurer shall be:

- (1). Keep records of income and expenditure of the society.
- (2). Collect membership dues and pledged donation. Compile roster of members who have paid their annual membership fees and is entitled to vote.
- (3). Prepare and present the annual audited account of the society and furnish a copy thereof to the Board

of Directors or Trustees and any member who requests a copy thereof.

- (c). Secretary: The Secretary shall keep minutes of all the meetings, carry on all correspondence and initiate and present plans of activities. In the absence of president the secretary shall carry out all functions of president.

## ARTICLE VI

### GENERAL MEETINGS

#### 6.1 ANNUAL GENERAL MEETING

- (a). It shall be held every year, generally during the month of December, with prior notice of at least 15 days.
- (b). Following business will be transacted at the meeting:
1. Consider the annual report of activities and the audited statement of accounts.
  2. Elect one (1) Board of Director as Trustee (one every year) for a term of three (3) years.
  3. Elect three (3) Society Directors (officers) among the members for a term of one (1) year.
  4. Any other business brought forward with prior notice.
- (c). A quorum for the annual general meeting shall be 25% of the voting members whose names appear on the membership roster. If the quorum is not present, the adjourned meeting may be held after fifteen (15) days to carry out the same business at the designated place and such meeting shall require a quorum of 20% voting members whose names appear on the membership roster.

#### 6.2 SPECIAL GENERAL MEETING

- (a). It may be called at any time to discuss a matter of immediate concern by one fourth of the voting members. Upon the written request to any member of the Trustees, such a meeting shall be called within a period of 30 days.
- (b). A quorum for the special general meeting shall be 55% of the voting members whose names appear on the membership roster. If the quorum is not present, the adjourned meeting may be held after fifteen (15) days to carry out the same business at the designated place.

## ARTICLE VII

### FINANCIAL POLICIES

- (a). The society shall be a non-profit religious organization.
- (b). Fiscal and membership year shall be the calendar year.
- (c). Except as otherwise provided in this Constitution and By-Laws, all funds raised by the Society shall solely be used for Jain religious activities as defined in ARTICLE II, Purposes and Objectives.
- (d). Only up to a maximum of 25% of the funds used in (c) above per prior year may be used for other than Jain religion purposes such as, but not limited to, humanitarian purposes.
- (e). The Society Directors (officers) cannot commit funds in excess of available funds with the society. Officers may spend upto a maximum of \$400.00 per incident. Any expenditure in excess of \$400.00/incident will require prior written approval of the Trustees.
- (f). Trustees cannot commit for funds in excess of available funds with the society. Trustees may approve an expenditure of upto a maximum of \$1500.00/incident. Any expenditure in excess of \$1500.00/incident will require majority votes from the voting members present at a general meeting.
- (g). For the purposes of this section, one-fourth of the membership shall constitute a quorum. If the quorum is not present, the adjourned meeting may be held after fifteen (15) days to carry out the same business at the designated place and such meeting shall require a quorum of one-fifth voting members and so on.

## ARTICLE VIII

### POLICIES AND PROCEDURES

Policies and procedures making/amending affairs are vested in the Governing Body. President shall chair this meeting. A quorum requirements and voting rights shall be in accordance with the provisions of the Article IV herein for the Board of Directors.

## ARTICLE IX

### RESTRICTIONS

The Society is organized to serve public interest. Accordingly, it shall not be operated for the benefit of private interests, such as contributors/donators or members of the Society, or persons controlled directly or indirectly by such private interests. No Board of Directors or Subcommittee members shall utilize his/her position for personal gains or for promotion of his/her business interest.

## ARTICLE X

### INDEMNIFICATION

The Board of Directors shall serve without bond and on voluntary basis. No salary or wages will be given to the Board of Directors. For their services, the society shall indemnify, and hold harmless, any Board of Directors for any loss sustained unless such loss was occasioned by gross negligence of the said person. Society may reimburse the Board of Directors for the reasonable expenses incurred in day to day operation of the Society.

## ARTICLE XI

### REMOVAL OF MEMBER OR BOARD OF DIRECTOR

- (a). Any Board of Director or a Member shall be removed by a two third (2/3) majority vote of the members at a special general meeting called by the members of the society for specific purpose of removing any Board of Director or a member for any cause including, but not limited to any misconduct involving crime or conduct of moral turpitude. The quorum at such a meeting shall be at two third (2/3) of the voting members whose names appears on the society member list.
- (b). Any person to be removed per (a) above shall receive no less than thirty days notice and opportunity to be heard by the Governing Body prior to recommendation of his/her removal.

## ARTICLE XII

### SUBCOMMITTEES

The Society Directors (officers) may establish such other committees as deemed appropriate for the furtherance of the

society purposes. Officers may terminate subcommittees when the functions are completed.

### ARTICLE XIII

#### DISSOLUTION

A special general meeting to consider dissolution of the society may be called by giving a prior notice of at least thirty (30) days to all members. The Society may be dissolved by a two-thirds (2/3) majority vote of the members at a special general meeting called by the members of the society for specific purpose of dissolving the society. The quorum at such a meeting shall be at two-thirds (2/3) of the voting members whose name appears on the society member list.

In the event of dissolution, all of the remaining assets and property of the society shall, after necessary expenses thereof, be distributed to such organizational entities which shall qualify for Federal Income Tax Exemptions under Section 503 (C)3 of the Internal Revenue Code as amended.

### ARTICLE XIV

#### AMENDMENTS

An amendment to the Constitution and By-Laws can be adopted at a general meeting provided a prior notice of at least 15 days is given to voting members regarding the proposed amendment. For the purposes of this section 40% of the voting members shall be required for a quorum. The approval shall require a two-thirds majority of voting members present. If the quorum is not present, the adjourned meeting may be held after fifteen (15) days to carry out the same business at the designated place.

### ARTICLE XV

#### RULES OF PROCEDURE

Except as otherwise provided in this Constitution and By-Laws, all questions on Parliamentary Procedure relative to the Society shall be governed by Robert's Rule of Order.

**ARTICLE XVI**

**ADOPTION**

This Constitution and By-Laws have been adopted on the date of June 13, 1993.

**Amendment #1**  
**Constitution and Bylaws of Jain Society Of Central Fl, Inc.**

Article two of constitution and by laws of Jain Society Of Central Fl, Inc. adopted on June 13th 93 is amended as follows:

**Article two: Purpose and Objectives.**

**The purposes for which the jain society of central florida is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future united states Intenal Revenue law.**

The specific purposes for which this corporation is formed are:

- 2.1 To promote and seek a better understanding of jain religious doctriined and beliefs.
- 2.2 To povide academic, cultural and intellectual interchanges among Jain communities in USA and elsewhere.
- 2.3 To celebrate auspicious Jain events and festivals.
- 2.4 To arrange talks, seminars, and symposiums on cultural religious, and social aspects of life.
- 2.5 To acquire and make available literature relating to Jainism and other relgions.
- 2.6 To arrange for facilities for carrying out the various activities enumerated above.

**Notwithstanding any other provision of these articles, the organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law,**

**Adoption.**

This amendment to the constitution and bylaws has been adopted by the members of Jain Society Of Central Florida, unanimously on the date of **January 16th 1994.**