

THE JAIN CENTER OF CENTRAL OHIO, INC.

BY-LAWS – August 22, 2010

**2770 Sawbury Blvd.
Columbus, Ohio 43235**

TABLE OF CONTENTS

ARTICLE I – THE ORGANIZATION	1
Section 1.01.....	1
ARTICLE II – AIMS, OBJECTIVES, AND PURP	1
Section 2.01.....	1
ARTICLE III – MEMBERSHIP AND MEETINGS	1
Section 3.01.....	1
Section 3.02.....	1
Section 3.03.....	1
Section 3.04.....	2
Section 3.05.....	2
Section 3.06.....	2
ARTICLE IV – FINANCING	2
Section 4.01.....	2
Section 4.02.....	2
Section 4.03.....	2
Section 4.04.....	3
Section 4.05.....	3
Section 4.06.....	3
Section 4.07.....	3
Section 4.08.....	3
Section 4.09.....	3
Section 4.11.....	4
ARTICLE V – BOARD OF TRUSTEES	4
Section 5.01.....	4
Section 5.02.....	5
Section 5.03.....	5
Section 5.04.....	5
Section 5.05.....	5
Section 5.06.....	6
Section 5.07.....	6
Section 5.08.....	6
Section 5.09.....	7

Section 5.10.....	7
Section 5.11.....	7
ARTICLE VI- OFFICERS	7
Section 6.01.....	7
Section 6.02.....	8
Section 6.03.....	8
Section 6.04.....	9
Section 6.05.....	10
Section 6.06.....	10
ARTICLE VI- COMMITTEES.....	10
Section 7.01.....	10
Section 7.02.....	11
Section 7.03.....	11
Section 7.04.....	11
Section 7.05.....	11
Section 7.06.....	11
Section 7.07.....	12
Section 7.08.....	12
Section 7.09.....	12
Section 7.10.....	12
Section 7.11.....	12
Section 7.12.....	13
Section 7.13.....	13
Section 7.14.....	14
Section 7.15.....	14
Section 7.16.....	14
Section 7.17.....	14
Section 7.18.....	14
ARTICLE VIII – ELECTION PROCESS AND IMPORTANT DEADLINES.....	15
Section 8.01.....	15
Section 8.02.....	15
Section 8.03.....	15
Section 8.04.....	15

Section 8.05.....	15
Section 8.06.....	16
Section 8.07.....	16
Section 8.08.....	16
Section 8.09.....	16
Section 8.10.....	16
Section 8.11.....	16
Section 8.12.....	16
Section 8.13.....	16
Section 8.14.....	16
Section 8.15.....	16
Section 8.16.....	16
Section 8.17.....	17
Section 8.18.....	17
ARTICLE IX – DISSOLUTION	17
Section 9.01.....	17
ARTICLE X – BY-LAWS.....	17
Section 10.01.....	17
Section 10.02.....	17
Section 10.03.....	17
ARTICLE XI – INTERPRETATION.....	17
Section 11.01.....	17
Section 11.02.....	17
Section 11.03.....	17
ARTICLE XII – MISCELLANEOUS	18
Section 12.01.....	18
Section 12.02.....	18
Section 12.03.....	19

**JAIN CENTER OF CENTRAL OHIO, INC.,
an Ohio nonprofit corporation,
2770 Sawbury Blvd.
Columbus, Ohio 43235**

**BY-LAWS
JULY __, 2010**

The Members of the Jain Center of Central Ohio, Inc., an Ohio nonprofit corporation, adopt the following By-Laws of the corporation to supplement the Constitution, also known as the Amended and Restated Code of Regulations, effective July __, 2010.

ARTICLE I – THE ORGANIZATION

Section 1.01. The organization will be known as the “Jain Center of Central Ohio, Inc.,” hereinafter referred to as the “Jain Center.” The principal office of this corporation in Ohio shall be at 2770 Sawbury Boulevard, Columbus, Ohio, 43235, or at such other location as the Board of Trustees may designate from time to time.

ARTICLE II – AIMS, OBJECTIVES, AND PURPOSES

Section 2.01. The Aims and Objectives of the Jain Center are to provide for religious services and to provide for the social, cultural, educational, and other needs of the Jain community in central Ohio. The Jain Center of Central Ohio seeks to improve the awareness of Jain principles, to encourage unity of all Jains, to project the voice of Jain philosophy, to promote feelings of amity among Jains, to promote inter-faith understanding, to establish communications between scholars of Jain philosophy and members of society at large, and to celebrate Jain auspicious events, festivals, and rituals.

ARTICLE III – MEMBERSHIP AND MEETINGS

Section 3.01. A “family” is defined as the individuals of age 18 and over living jointly in the same household, their married or unmarried children, and the retired, dependent parents of any such individual. Each individual in a “family” that is a Member who is over age 18 and otherwise qualified shall also be known as a “Member” and have the rights and obligations of a Member.

Section 3.02. Except as otherwise provided in the Constitution or the Articles of Incorporation, Memberships shall have the following durations. Lifetime Memberships are permanent upon approval by the Executive Committee. Annual Memberships remain active from the time the Executive Committee accepts an application until March 31 of the following year.

Section 3.03. Membership can be obtained by completing an application on the prescribed form and submitting it for review to the Executive Committee. The Executive Committee shall consider the application at its next regular meeting; approval shall be by the affirmative vote of a majority of the members of the Executive Committee present. New members shall pay the applicable membership contribution within the time established by resolution of the Board of Trustees.

Section 3.04. If a quorum is not present at any meeting of the General Body, a majority of those present may adjourn the meeting from time to time, without further notice other than announcement at such meeting, until a quorum competent to act on any matter or proposal is present. At any such adjourned meeting, the General Body may transact any business that might have been transacted at the meeting as originally noticed.

Section 3.05. Each Member will be entitled to one vote, except as otherwise provided in the Constitution or these By-Laws. Unless otherwise required by the Constitution, the Articles of Incorporation, or law, the affirmative vote of a majority of the Members present shall be required for the General Body to take action on any matter before it. The authorization or taking of any action by vote, consent, waiver or release by the General Body may be rescinded or revoked by the same vote, consent, waiver or release as at the time of rescission or revocation would be required to authorized or take such action in the first instance, subject, however, to the rights of third parties.

Section 3.06. During a General Body meeting, the voting right of a Member may be suspended by the Chair if such Member is disrupting the General Body meeting. Shouting or otherwise disrupting the General Body meeting or talking during a Member's address to the General Body may result in the Chair ejecting the offending Member from the meeting.

Section 3.07. All Members have a right to address the General Body during its meetings, though only one member may speak at a time upon the recognition by the presiding officer. To allow all members who wish to speak the chance to do so, the Chair may limit each Member to a maximum of five minutes to speak. Members must exercise the right to address the General Body individually; that is, a Member may not aggregate or collect additional speaking time from Members who may be willing to “donate” or “yield” their speaking time to the other Member.

ARTICLE IV – FINANCING

Section 4.01. Upon such acceptance of gifts, bequests, devises, legacies and donations, the Jain Center shall expend and administer such contributions in accordance with the terms and conditions of such gift, bequest, devise, legacy, and donation. The Board of Trustees may accept on behalf of the Jain Center any contributions, gifts, bequests, or devises, including stock of nationally traded shares for general purposes or any special purpose of the Jain Center.

Section 4.02. To the extent all or a portion of the funds of the Jain Center may not be required for current operations, the Board of Trustees may, as permitted by law, invest such funds in such mortgages, bonds, debentures, shares of preferred and common stocks and other securities. The Board of Trustees shall comply with any limitation or condition contained in any gift, devise, or bequest. The Board of Trustees may prescribe suitable regulations for the safekeeping of such securities. The Board, by a majority of the whole number of Trustees, must approve any purchase, sale, mortgage, or lease of real property.

Section 4.03. Except as provided otherwise in these By-Laws or as the Board of Trustees may in particular cases authorize, all checks, drafts, or other order for payment of money; all notes, or other evidences of indebtedness; other instruments for the payment of money;

and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by two officers of the Jain Center.

Section 4.04. The Board of Trustees, except as otherwise provided in the Constitution, may authorize the any officer, officers, agent or agents, to enter into any contract or contracts or execute and deliver any document in the name of and on behalf of the Jain Center. The authority may be general or confined to specific instances. Unless authorized in accordance with the Constitution or these By-Laws, no officer, agent or employee shall have any power or authority to bind the Jain Center by any contract or engagement, to pledge its credit, or to render it liable for any sum of money for any purpose.

Section 4.05. Unless otherwise specifically determined by the Board of Trustees or by the Members or as otherwise required by law, formal contracts of the Jain Center, promissory notes, mortgages, and other evidences of indebtedness of the Jain Center, shall be executed, signed, or endorsed by the President or Vice president and by the Secretary.

Section 4.06. Endorsements for deposit of commercial paper to the credit of the Jain Center in any of its duly authorized depositories may be made without counter-signature by any one (1) of the President, the Treasurer, or by any other officer or agent of the Jain Center to whom the Board of Trustees, by resolution, shall have delegated the power.

Section 4.07. Except as specifically authorized in the Constitution, and by applicable law, neither the Board of Trustees, the Executive Committee, nor any officer of the Jain Center shall authorize at any time an expenditure that exceeds the available net assets of the Jain Center. The only exception allowed is to finance initial construction of the Jain Center Temple, Phase I, in Lewis Center, Ohio.

Section 4.08. The term “Ghee Bolis” shall be offered in Mann and one Mann in monetary value shall equal to one US Dollar.

Section 4.09. The fiscal affairs of the Jain Center shall be managed through a General Fund, also known as the Temple Fund, the Dev Dravya Fund, the Education Fund, the Jiv Daya Fund, and such other funds as the Board of Trustees or Executive Committee may establish by resolution from time to time. The sources of revenue and the purposes of expenditures for each Fund shall be as set out in the Constitution, these By-Laws, or, for supplemental funds the Board of Trustees or the Executive Committee establish, as set out in the resolution creating the fund. The several Funds may be maintained in one or more separate financial accounts. If one or more Funds are consolidated into a single financial account, there shall be a detailed accounting of the source and amount of contributions and the purpose of expenditures to assure compliance with the Constitution or fund resolution.

A. The “General Fund,” also known as the “Temple Fund”:

1. Expenditures may be for any purpose related to the operation of the Jain Center, including and not limited to spending for Swamivatsalya or for Hospitality expenses.
2. Revenues Pledges, Ghee bolis for Swapna Darshan, excluding Bhagvan’s Parna’s, shall be deposited to Temple Fund. The President shall announce this

definition to the Jain Center's community prior to the start of the Swapna Darshan program each year.

3. Revenues, Pledges, Ghee bolis for Sahastrakut shall be deposited to Temple Fund.
4. Revenues, Pledges, Ghee bolis for non-Tirthankar Pratima such as statues of Dev, Devi's, Acharya shree, or Swamiji, or any other statues shall be deposited to the Temple Fund.
5. All other Revenues, Pledges, Ghee bolis, donations, contributions, gifts, cash, stocks, estate money, and sources not defined in this Article shall be deposited to the Temple Fund.

B. The "Dev Dravya Fund":

1. Expenditures may be for constructing the temple and Temple Building related expenses including but not limited to: maintenance of Temple properties, utilities expenses for Temple properties; Puja supplies and Puja related articles; salaries of Temple employees; taxes; Temple mortgage interest and fees for the loan for the Temple; Pratishtha related programs, such as cost for inviting guests; payments to architects and contractors for Temple related expenses. However, no expenditure from the Dev Dravya Fund shall be spent for Swamivatsalya or for food expenses.
2. Revenues from Aarti, Mangal Deevo, and Bhandar collection shall be deposited to Dev Dravya Fund.
3. Revenues, Pledges, Ghee bolis for Tirthankar Pratima and Bhagvan's Parna shall be deposited to Dev Dravya Fund.

C. The "Education Fund":

1. Expenditures may be for education related expenses, including cost for inviting guests for lectures and training; and Pathshala related expenses including books and other materials.

D. The "Jiv Daya Fund":

1. Expenditures can ONLY be spent on Jiv Daya related donations and expenses.

Section 4.11. The Jain Center may solicit funds for other charity drives and for religious purposes.

ARTICLE V – BOARD OF TRUSTEES

Section 5.01. The Board of Directors of the Jain Center of Central Ohio, Inc. shall be known as the Board of Trustees. All of the authority of the Jain Center shall be exercised by the Board of Trustees, except as otherwise provided in the Articles of Incorporation, as amended, Chapter 1702 of the Ohio Revised Code, as amended, and in the Constitution, as amended. The Board of Trustees ("the Board") may, delegate the performance of any duties or the exercise of any powers to officers and agents as the Board may from time to time, by resolution, designate.

Section 5.02. If at the time of a vacancy on the Board of Trustees arises, there is more than one-half (1/2) of the then current term remaining, the appointee shall serve until the next regularly scheduled election for Trustees. At that time, there shall also be an election for the remainder of the unexpired term of the vacated Trustee's seat. If one-half or less of the term for the vacated seat remains, the appointee shall serve the remainder of the term. Any person appointed to fill the vacancy of a trustee must meet the qualifications to serve as a trustee. Any person who serves more than one-half of a term by filling a vacancy shall be deemed to have served a full term for purposes of term limit calculations. Any person who is appointed to fill a vacancy that arises with one half or less of the original term remaining is eligible to serve two additional consecutive terms before being term limited.

Section 5.03. Each time the General Body elects a new trustee, the Board shall select one of themselves as the Chair of the Board.

- A. The Chair of the Board shall designate a vice-chair, who shall act on behalf of the Chair when the Chair is unable to serve. The Board Chair shall also appoint a recording secretary who shall prepare minutes of the Board's meetings and prepare and maintain such other records of the Board's actions as may be necessary and appropriate to document the actions of the Board.
- B. The Chair of the Board is to actively communicate with the Board and the Executive Committee and make sure the members of the Executive Committee are participating actively in the meetings and in the activities of the Jain Center
- C. The Chair of the Board shall conduct the meetings of the Board as a presiding officer and perform such customary duties as defined in the Roberts Rules of Order.
- D. The Chair of the Board shall make the annual report about the affairs of the Jain Center to the members of the Jain Center.
- E. The Chair of the Board, in consultation with the Executive Committee President, shall schedule the General Body meeting.
- F. The Chair of the Board shall preside over all General Body meetings.

Section 5.04. At the first election of members of the Board of Trustees, all Members listed in 2010 Jain Center Of Central Ohio directory and residing in Ohio will be eligible to vote in person for this first election of the Board of Trustees.

Section 5.05. Notice of meetings of the Board of Trustees may be given by ordinary mail, by use of electronic equipment, or by personal delivery. Waiver of notice of any meeting of the Board of Trustees may be given by any of the same methods. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed and announced at the meeting prior to adjournment. Notice of any meeting of the Board of Trustees need not be given to any Trustee:

- A. If waived by the Trustee in writing and such waiver is filed with the recording secretary either before or after the meeting, or

- B. If the Trustee is present at the meeting without protesting, prior to or at the beginning of the meeting, the lack of proper notice; or
- C. If at a Special Meeting, protest of an item of business not included in the notice of a special meeting is timely if made when such matter is brought before the Board.

Section 5.06. A majority of the full number of the Board of Trustees will constitute a quorum for the transaction of business at any meeting of the board. However, if less than a majority of the trustees is present at any meeting, a majority of the trustees present may adjourn the meeting without further notice.

Section 5.07. All meetings of the Board of Trustees will be governed by Robert's Rules of Order, including revisions of those rules, and except as those rules are inconsistent with these regulations, with the articles of incorporation of this corporation, or with applicable law.

Section 5.08. In exercising the general authority of the Jain Center, the Board of Trustees shall have the following duties and responsibilities:

- A. To act as a role model of the Jain Center, while serving on the Board and to refrain from encouraging or promoting activities within or external to the Jain Center that are against the basic principles of Jainism;
- B. To ensure that the Executive Committee and any appointed committee, including the Jain Temple Building Committee, or sub-committee is functioning as provided by the Constitution, these By-Laws, and the Articles of Incorporation of the Jain Center;
- C. To ensure that none of the members of the Board, the Executive Committee, the Temple Building Committee, or other committee or sub-committees is exceeding the authority as delegated in the Constitution, these By-Laws, and the Articles of Incorporation;
- D. To ensure all activities performed by Board, Executive Committee, and other committees are within the provisions outlined in the Constitution and by-laws;
- E. To provide an environment where members of the Executive Committee and members of the Jain Center have opportunities to grow religiously and spiritually, and to inspire and encourage new and/or young members to work with the Executive Committee and the other committees;
- F. To ensure that the Jain Center is financially sound and whenever needed, assist the Executive Committee, the Temple Building Committee or any other Committee or sub-committee in soliciting funds for the Jain Center;
- G. To review and approve the plan and budget presented by the President in a timely manner;
- H. To remove a Trustee, or an Executive Committee member, or a Committee or Sub-committee member who is found to be in violation of the Jain Center's Constitution or By-Laws;

- I. To overturn the decision taken by the Executive Committee or the Temple Building Committee or any Committee or sub-committee and/or disapprove and cancel any activity the Executive Committee or the Temple Building Committee has planned, if a majority of the authorized Members of the Board finds the planned activity to be in violation of the basic principles of Jainism. The Board Chair shall give written notice to the President of Executive Committee or the Chair of the Temple Building Committee or other committee or sub-committee of the Board's determination to overturn or disapprove the action by such committee;
- J. To employ or hire individuals or companies for a short term or a permanent position and to compensate any such person for that work for the Jain Center related activities subject to federal, state and local regulations; and
- K. To establish the Election Board (EB) not less than sixty (60) days before an election is to be held.

Section 5.09. The Board shall act as the final authority in all disputes and situations where interpretation of the Constitution is necessary.

Section 5.10. If no members of the community seek the President's or Vice president's positions on the Executive Committee, then the Board of Trustees shall appoint a President or Vice president subject to eligibility criteria as described in the Constitution or By-Laws. The appointed President shall then appoint all EC positions subject to eligibility criteria as described in the Constitution or By-Laws.

Section 5.11. The Board may authorize in writing to any officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of The Jain Center, and such authority may be general or confined to specific instance, and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind The Jain Center by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

ARTICLE VI- OFFICERS

Section 6.01. The President shall:

- A. Preside over the meetings of the Executive Committee;
- B. Protect, preserve, and maintain the Constitution of the Jain Center;
- C. Provide the names of all Executive Committee cabinet members to the Board of Trustees within two (2) weeks after the election. If any position on the Executive Committee becomes vacant, the President, in consultation with the Vice president, shall appoint a member of the community subject to eligibility criteria as described in the Constitution By-Laws;
- D. Prepare and submit budget and overview of the plan for the entire year to the Board of Trustees for its approval no later than the end of February each year;
- E. Assist the chairperson of the several committees in preparing budgets for their planned activities for the year no later than the end of January each year;

- F. Appoint or reappoint directors(s) or representative(s) to the organizations where Jain Center is a duly paid member;
- G. Ensure all Executive Committee members are performing their duties as described for their respective positions;
- H. Establish committees and/or sub-committees and appoint committee Chairs as needed for the special projects and needs upon Executive Committee approval;
- I. Sign, with the secretary or other officer duly authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Trustees, except in cases where the signing and execution of instruments has been expressly delegated by the Board of Trustees by these regulations, or to some other officer or agent of the corporation by law; and
- J. Perform all other duties generally incident to the office of president and prescribed by the Board of Trustees.

Section 6.02. The Vice President shall:

- A. Perform the duties of the President when the President is not available or improperly refuses to act;
- B. Assist the President in carrying out his/her duties and responsibilities;
- C. Coordinate the “Callers Assignment” and their activities;
- D. Prepare surveys, monitor program activities, and evaluate findings and submit recommendation to Executive Committee for future programs; and
- E. If the president's position becomes vacant during the current term, the Vice - President shall succeed to the President's position and will serve out the remainder of the term. The partial year of service shall be waived from the term limit defined in the Constitution or By-Laws. Should this situation occur, the Board of Trustees should appoint the new Vice President.

Section 6.03. The Secretary shall:

- A. Keep minutes of meetings of the Executive Committee and circulate draft minutes to members of the Executive Committee no later than five (5) working days after the meeting;
- B. Establish deadlines for the Jain Center’s newsletters and major events announcements and mail/e-mail them on a timely manner;
- C. Coordinate programming schedule with the Program Committee Chairperson and Hospitality Committee chairperson;
- D. Coordinate and monitor the Jain Center’s website, JCOCO.Org, for its accuracy and information updated on a timely manner, including appointing a webmaster to maintain the JCOCO.ORG website if appropriate;
- E. Prepare a new or updated membership directory that contains the names and addresses of all members and trustees of the corporation, and with respect to any

membership that has been terminated, record that fact together with the date of termination;

- F. Update the status of action items and/or follow-up on open items from the previous meetings;
- G. Publish a list of voting Members, as defined in the Constitution and these By-Laws;
- H. See that all notices are duly given in accordance with these regulations or as required by law;
- I. Be custodian of the corporate records and of the seal of the corporation;
- J. Exhibit to any member of the Jain Center, or to the member's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these regulations, the articles of incorporation, the membership book, the minutes of any meeting, and the other records of the corporation;
- K. Perform other duties as assigned by the President; and
- L. If the President, Vice president, and Program Committee Chairperson are absent, the Secretary shall perform the duties of the President.

Section 6.04. The Treasurer shall:

- A. Have as many as needed members in the team to assist him/her in carrying out the duties of this position; however, they will not have voting rights within the EC
- B. Maintain books of accounts and records as per Generally Accepted Accounting Principles (GAAP) for nonprofit organizations;
- C. Publish the financial report including income and expense report on an annual, quarterly, monthly or as directed by the EC President and/or BOT;
- D. Publish a list of Ghee Bolis that were granted during both Paryushan Mahaa Parva and Das Lakshana Parva no later than two weeks after Paryushan Mahaa Parva and Das Lakshana Parva ends;
- E. Keep separate fund information of Dev Dravya Fund, Temple Fund, Education Fund, and Jiv Dayaa Fund as deemed necessary and as requested by the Board of Trustees and the Executive Committee;
- F. Mail letters to individuals who have not paid their pledges, dues for the year by December 1;
- G. Mail receipt to individuals who have paid their dues, contribution, and/or donations by January 15;
- H. Pay bills and other obligations of the Jain Center as follows:
 - 1. payments not more than \$500.00, with proper documentation (invoice or receipt), without further approval by the Executive Committee;
 - 2. payments over \$500.00 but not more than \$1,000.00, with written approval by either the President or the Secretary;

3. payments over \$1,000.00 but not more than \$5,000.00, with the written approval of both the President and Secretary; and
 4. payments over \$5,000.00, with written approval of both the Chair of the Board of Trustees and the President.
- I. Not issue “Final Payment of Work” for any amount without the signature of two (2) members of the Board of Trustees who will insure the completion of the work;
 - J. Not issue any payment of any amount to circumvent the policy described in the Constitution or By-Laws. For example, making several payments within the limits to the same individual or company for the same or like item or material is prohibited;
 - K. Be exempted from the authorization limits described in the By-Laws for all approved operating expenses such as utilities, rents, salaries, taxes, loan principal and interest, and approved budgeted expenses (Special Programs, etc);
 - L. Notify the Secretary for enrollment of each new Member as soon the individual becomes a Member, and notify the Secretary as to the status of payments of contributions by existing Members;
 - M. Keep the books and record available for an audit by the audit committee and/or by the external accounting firm appointed by the BOT. Annual audit report must be certified by an Ohio licensed certified public accountant;
 - N. Issue tax exempt form for Ohio sales tax purpose to save tax amount wherever possible; and
 - O. Perform all duties generally incidental to the office of treasurer and other duties assigned to the treasurer by the president or by the Board of Trustees.

Section 6.05. Any assistant treasurers or assistant secretaries, in general, will perform duties assigned by the Board of Trustees, the president, the treasurer, or the secretary of the corporation. If required by the Board of Trustees, the assistant treasurers will give bonds for the faithful discharge of their duties with sureties as the Board of Trustees may deem appropriate.

Section 6.06. Any officer elected or appointed may be removed by the Board of Trustees whenever in its judgment the interests of the corporation would be best served. Any removal will be without prejudice to the contract rights, if any, of the officer so removed.

ARTICLE VI- COMMITTEES

Section 7.01. The Executive Committee (EC) shall manage, organize, and execute the day-to-day operation of the policy and guidelines established by the Board of Trustees. The EC shall consist of eleven members:

- A. President,
- B. Vice President (VP),
- C. Treasurer,
- D. Secretary,

- E. Program Committee Chairperson,
- F. Education/Youth Committee Chairperson,
- G. Hospitality Committee Chairperson,
- H. Facility Management Chairperson,
- I. Fund Raising Committee Chairperson,
- J. Council Member-at-large # 1, and
- K. Council Member-at-large # 2.

Section 7.02. The Executive Committee shall meet at least quarterly. The Executive Committee shall meet at the principal office of the Jain Center or at such other place in the Columbus, Ohio metropolitan area as the President may designate. The President, Secretary, or any three (3) members of the Executive Committee may call a special meeting of the Executive Committee.

Section 7.03. Any resolution or concern that requires Executive Committee action must be presented to all Committee members at least ten (10) calendar days before a vote on the matter. The only exception to this advance notification is if the Executive Committee members present at the meeting unanimously agree to bring the resolution for discussion and for voting.

Section 7.04. All resolutions must be introduced in meetings by the Secretary. In the absence of the Secretary, the President, Vice President, or other Executive Committee member is authorized to introduce resolutions in Executive Committee meetings.

Section 7.05. In order to vote on any matter, the Executive Committee members must be present in person or by means of communication equipment by which all persons participating can hear and communicate with each other.

Section 7.06. Notices of all meetings shall be in writing and given to each member of the Executive Committee at least five (5) calendar days prior to the meeting. The notice for a regular meeting shall state the time and place of the meeting, but need not state the purpose of the meeting. At a regular meeting, the Executive Committee may consider any business properly before the Committee. The notice for a special meeting shall state the time, place and the particular purpose(s) or business item(s) for the special meeting. At a special meeting, the Executive Committee shall take action on only the matter(s) identified in notice of special meeting unless a four/fifths majority of the authorized membership of the Committee agrees to consider business not included in the notice of the special meeting. Notice of any meeting of the Executive Committee need not be given to any Committee member, however (a) if waived by the Committee member in writing and such waiver is filed with the recording secretary either before or after the meeting, or (b) if the Committee member is present at the meeting without protesting, prior to or at the beginning of the meeting, the lack of proper notice; provided, however, protest of an item of business not included in the notice of a special meeting is timely if made when such matter is brought before the Executive Committee. Notice of adjournment of a meeting need not be given if the time and place to which the meeting is adjourned are fixed and announced at the meeting prior to adjournment. Notice of

meetings of the Executive Committee may be given by ordinary mail, by use of electronic equipment, or by personal delivery. Waiver of notice of any meeting of the Executive Committee may be given by any of the same methods.

Section 7.07. A majority of the full number of the Executive Committee will constitute a quorum for the transaction of business at any meeting of the Committee. However, if less than a majority of the Committee is present at any meeting, a majority of the Committee members present may adjourn the meeting without further notice.

Section 7.08. Except as otherwise provided in these By-Laws, the Constitution, or in the Articles of Incorporation of the Jain Center, or by law, the act of a majority of Committee members present at any meeting at which a quorum is present will be the act of the Executive Committee.

Section 7.09. All meetings of the Executive Committee will be governed by Robert's Rules of Order, including revisions of those rules, and except as those rules are inconsistent with these regulations, with the articles of incorporation of this corporation, or with applicable law.

Section 7.10. The Program Committee Chairperson shall:

- A. Have as many as needed members in the program committee to assist him/her in carrying out the duties of this committee; however they will not have voting rights within the EC;
- B. Prepare monthly, quarterly, and yearly plans and budget for the programs for the Jain Center by January 31 of each year;
- C. Prepare and submit a list of guest speakers to be invited to the Jain Center including guest speaker for the Paryushan Mahaa Parva and Das Lakshana Parva for EC approval in consultation with Board of Trustees;
- D. Once approved by the Board of Trustees, prepare the list of host and coordinate the entire schedule with hosts and guests including arrangement for picking up and dropping off the guest from mutually agreed location by the host and guest;
- E. Work and communicate very closely with the Hospitality Committee Chairperson for year around programs;
- F. Make certain that upcoming program details are communicated to community by phone calls, e-mails, news-letters, website and/or bulletin board in the temple, by whatever means that maximizes community participation;
- G. If the President and Vice President are absent, then the Program Committee Chairperson shall perform the duties of the President; and
- H. Perform other duties as assigned by the President.

Section 7.11. The Education/Youth Committee Chairperson shall:

- A. Have as many as needed members in the committee to assist him/her in carrying out the duties of this committee; however they will not have voting rights within the Executive Committee;

- B. Primarily focus on educating Jain Principle to all ages of the community by providing and arranging various study programs;
- C. Prepare plan and budget for training and other classes to be arranged for the Jain Center by January 31 of each year;
- D. Prepare curriculum for Jain Study or other training classes for the Jain Center;
- E. Coordinate all educational programs, seminars, sutra classes, Paathshaalaa, etc. with the Program Committee Chairperson and Paathshaalaa Teacher/s;
- F. Make sure that all teachers arrive ten (10) to fifteen (15) minutes before a class starts; and
- G. Perform other duties as assigned by the President.

Section 7.12. The Hospitality Committee Chairperson shall:

- A. Have as many as needed members in the committee to assist him/her in carrying out the duties of this committee; however they will not have voting rights within the Executive Committee;
- B. Coordinate food services for the programs when needed;
- C. Monitor that food is served only between the sunrise and sunset for all temple related activities on or off site;
- D. Help the Program Committee Chairperson in making successful programs;
- E. Prepare a plan and budget for food services/supplies that will be needed throughout the year by January 31 of each year; and
- F. Perform other duties as assigned by the President

Section 7.13. The Facility Management Committee Chairperson shall:

- A. Have as many as needed members in the committee to assist him/her in carrying out very critical function of the center; however they will not have voting rights within the Executive Committee;
- B. Be responsible for the Jain Center's property inside and outside;
- C. Be responsible for setting and maintaining the schedule of Temple hours for week days, weekends and during holidays and especially during Paryushan Parva and Das Lakshana Parva;
- D. Be responsible for staffing for needed help to upkeep the Temple throughout the year;
- E. Be responsible for training individuals for security system of the Temple;
- F. Be responsible for maintaining log of individuals whom the building keys or access codes have been given;
- G. Be responsible for maintaining all of the supplies needed for the temple;
- H. Prepare a plan and budget for care, repair, and maintenance of the facilities by January 31 each year;

- I. Be responsible for preparing 'Request for Proposal' (RFP) for any work assignment exceeding \$2,000, including but not limited to construction or development project once the temple building committee seizes to exist and submitting this RFP to Board of Trustees for their approval; and
- J. Perform other duties as assigned by the President.

Section 7.14. The Fund Raising Committee Chairperson shall:

- A. Have as many as needed members in the committee to assist him/her in carrying out very critical function of the center; however they will not have voting rights within the Executive Committee;
- B. Develop and submit the plan to Board of Trustees and Executive Committee for their approval for raising funds;
- C. Execute the plan as approved by the Board of Trustees and Executive Committee;
- D. Actively solicit new members to join the Jain Center;
- E. Work in concert with the Program Committee Chairperson and the Hospitality Committee Chairperson for any fund raising events;
- F. Welcome the new members to the Jain Center and assist them to become acquainted with other members of the Jain Center;
- G. Assist Secretary in getting the new members listed in the Jain Center's directory and on a call list;
- H. Work with other organization of the community to raise funds for the Center;
- I. Prepare a plan and budget for Fund Raising activities by January 31 of each year; and
- I. Perform other duties as assigned by the President.

Section 7.15. The Council Members-at-large shall be responsible for any special project assigned by the President.

Section 7.16. The Jain Temple Building Committee (TC) members are appointed by the EC subject to approval from the Board of Trustees and shall operate under the direction of the Board. The term of this committee shall last until the temple building is completed or administration of the building under construction is handed over to the Board, whichever occurs first. Because the first Temple Building Committee was established before the Board of Trustees existed, it shall be considered as approved and shall follow the direction of the Board after the Board is established.

Section 7.17. The Election Board (EB) is a temporary board consisting of three Members chosen by the Board of Trustees. The Election Board shall oversee the election of Trustees, the President, and the Vice president as provided in the Constitution and these By-Laws.

Section 7.18. A Grievance Committee will be appointed as necessary to respond if a situation arises when a voting member of the Jain Center or member of the Board of Trustees, or the member of the Executive Committee or member of any committee or sub-committee

needs to be removed due to the member being found in violation of the Jain Center's constitution, after a meaningful dialog between the Board and the subject member have exhausted, the Board Chair, or the vice-chair if the chair is directly involved in the matter, shall notify the subject member of pending removal and establish a Grievance Committee consisting of three prominent members of the Jain Center who are not related to Board of Trustees or Executive Committee or any committee or sub-committee to handle the proceedings. The Grievance Committee must hold hearing for the charges being filed by the Board of Trustees. Once the judgment is rendered by the Grievance Committee, it shall be the final verdict and at that time the Grievance Committee is terminated.

ARTICLE VIII – ELECTION PROCESS AND IMPORTANT DEADLINES

Section 8.01. The Election Board members shall:

- A. Receive the completed petitions from the candidates for the Board of Trustees and the offices of president and vice president;
- B. Verify and validate the candidates' petitions to determine eligibility based on the eligibility criteria of the positions and the signatures received; and
- C. Notify candidates of acceptance or rejection of their petitions within five (5) days of receiving the petitions. If a petition is rejected, then the Election Board shall provide the reason for rejection, and candidates may resubmit a petition with the necessary corrections. All petitions, initial and corrected, must be delivered or mailed to the Election Board postmarked not less than forty-five (45) days before the election date.
- D. If no petitions for the President/VP position are received by the forty-five (45) day filing deadline, the Board of Trustees shall extend the term of the current President and Vice president or, if the current President and Vice president are term limited, appoint the a new President and Vice president.
- E. If the election is to be held, then the Election Board shall prepare ballots. Each ballot shall be numbered and signed by all three members of the EB.
- F. Notify the application for schedule of time allocated to each candidate for his or her presentation to the GB on the day of the Election.

Section 8.02. Candidates contesting for the Board of Trustees, office of President, or office of Vice president who meet the minimum eligibility criteria and gather enough signatures from registered voters shall be eligible to contest for their desired position.

Section 8.03. Members may sign more than one candidate's petition for office.

Section 8.04. Candidates must submit their petition in a sealed envelope to the EB not less than forty-five (45) days before the date of the election.

Section 8.05. Each candidate shall have equal time to present his/her case to the General Body on Election Day. The Election Board shall inform the candidates the schedule of presentation.

Section 8.06. The Board of Trustees shall establish an Election Board (EB) not less than sixty (60) days before the date of the election.

Section 8.07. The ballots will be handed out during the election, after all candidates have presented their case to the General Body.

Section 8.08. Write-in candidates shall not be permitted.

Section 8.09. Members present at the election meeting are eligible to cast their ballots. Absentee ballots shall not be permitted,

Section 8.10. All ballots will be numbered for verification and counting purposes.

Section 8.11. All ballots will be kept confidential and will only be seen by the EB during the counting process.

Section 8.12. Ballots that are determined to be fraudulent or duplicates may be disqualified at the EB's discretion with just cause. Disputes will be handled by the Board of Trustees.

Section 8.13. If a voting member is found to be attempting fraud or vote tampering, his/her voting rights may be removed by the Board of Trustees.

Section 8.14. If two candidates get an equal number of votes, then the tie will be broken by a random draw.

Section 8.15. If the result has a margin of 10% or less, the losing candidate may challenge and request for a recount. The EB shall recount the votes immediately, and submit their result to the General Body.

Section 8.16. Key Deadlines. All dates are postmark dates wherever applicable unless otherwise specified:

- A. Election day shall be on the observance of Diwali in the year that the trustee or officer's term expires.
- B. In an emergency, the Board of Trustees, in consultation with the Election Board, may postpone the election. If the Trustees postpone the election, the Election Board shall notify all candidates with the date of the rescheduled Election.
- C. For casting ballots during elections and General Body meetings or to take any action available specifically to a member with voting rights, the voting eligibility requirements are as follows:
 - (1) Lifetime or Annual Membership in the Jain Center, as defined in the Constitution and By-Laws of the Jain Center; and
 - (2) Residence in Ohio for one full calendar year prior to the date of the election or event in which the Member seeks to vote.

Lifetime Members automatically qualify as voters, subject to the above eligibility requirements. An Annual Member who wishes to vote must confirm that he or she has paid the applicable annual membership contribution by March 31 of the current year. Once the Executive Committee approves a membership, the Annual Member will retain voting rights during all subsequent years in which the

Member has paid the annual membership fee and otherwise remains in good standing.

Section 8.17. The Board of Trustees reserves the right to cancel the voting rights of any member at any time without prior notice if the Trustees find that member has engaged in activities that are destructive to the temple properties or has engaged in disrupting a General Body meeting or election, or has engaged in disrupting any religious activities

Section 8.18. The Board of Trustees reserves the right to cancel voting rights of any member of the Board or Executive Committee, hereinafter referred to as EC, with sufficient notice either by mail or email, if the Board finds such member is in violation of the Constitution while engaging in the Jain Center's sponsored activity on the temple site or any programs organized by Jain Center, subject to due process as described in the Constitution or By-Laws.

ARTICLE IX – DISSOLUTION

Section 9.01. Upon dissolution of the corporation, the Trustees shall take such actions as are necessary and appropriate to wind up the affairs of the Jain Center, including distributing its assets to satisfy the obligations of the corporation in accord with applicable law and the regulations pertaining to a tax-exempt organization.

ARTICLE X – BY-LAWS

Section 10.01. The General Body of the Jain Center may adopt such By-Laws for the operation of the Jain Center as it deems appropriate.

Section 10.02. The Board of Trustees or Executive Committee may from time to time during its term propose addition of new By-Laws or amendment to the existing By-laws. Proposals for additions or amendments to By-Laws must be presented to the Executive Committee its their approval. Then the proposal must be presented to Board for its approval before presenting it to the General Body for voting.

Section 10.03. Any addition or amendment to the By-Laws to be effective must receive affirmative votes from a majority of voting members present at the General Body meeting. Upon approval by the General Body, the new or amended By-Laws will become effective.

ARTICLE XI – INTERPRETATION

Section 11.01. In case of contradiction between the Constitution and the By-Laws the provisions of the Constitution shall prevail

Section 11.02. If a conflict arises in the interpretation of constitution and bylaws, then the ambiguity could be resolved by keeping the interest of the Jain Center supreme and playing down individual differences or interest and/or referring the same to the Constitution and By-Laws committee appointed by the Board.

Section 11.03. Except and otherwise provided in the constitution and By-Laws all questions of parliamentary procedure related to the Jain Center shall be governed by the Robert's Rule of Order Latest Revision.

ARTICLE XII – MISCELLANEOUS

Section 12.01. No member of the Board of Trustees or the Executive Committee of the Jain Center shall be personally liable to the creditors of The Jain Center of Central Ohio, Inc. for any liability or indebtedness, and any and all creditors shall look only to the assets of The Jain Center for satisfaction of any claim against or obligation of the corporation.

Section 12.02. A trustee, officer, or other member of the Executive Committee shall act in good faith and use reasonable care in performing the duties and responsibilities of the office.

- A. A trustee, officer or other member of the Executive committee shall perform the duties of his or her position in good faith, in a manner he or she reasonably believes to be in the best interests of the Jain Center, and the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of that position, a trustee, officer, or other member of the Executive Committee, when acting in good faith, is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by (1) one or more Trustees, Officers, Committee chairs, or employees whom the individual reasonably believes are reliable and competence in the matters prepared or presented; (2) legal counsel, public accountants or other persons as to matters that the individual reasonably believes are within the person's professional or expert competence; or (3) a committee of the Trustees or Executive Committee upon which the individual does not serve, duly establish in accord with the Constitution and these By-Laws, as to matters within its designated authority, which committee the individual reasonably believes to merit confidence.
- B. An individual shall not be found to have failed to perform his or her duties, unless it is proven, by clear and convincing evidence, in an action brought against that person that he or she has not acted in good faith, in a manner such position reasonably believes to be in or not opposed to the best interests of the Jain Center, or with the care that an ordinarily prudent person in a like position would use under similar circumstances. Such an action includes, but is not limited to, an action that involves or affects any of the following: (1) a change or potential change in control of the corporation; (2) a termination or potential termination of his or her service to the corporation; or (3) his or her service in any other position or relationship with the Jain Center.
- C. Subject to Sections 1702.30(D)(2) and 1702.30(D)(3) of the Ohio Revised Code, a Trustee, officer, or other member of the Executive Committee is liable in damages for any action that he or she takes or fails to take in such position only if it is proved, by clear and convincing evidence, in a court with jurisdiction that the act or omission of that person was one undertaken with a deliberate intent to cause injury to the Jain Center or was one undertaken with a reckless disregard for the best interests of the Jain Center.
- D. In determining what a Trustee, officer, or other member of the Executive Committee reasonably believes to be in or not opposed to the best interests of the Jain Center, that person shall consider the purpose of the Jain Center and may

consider any of the following: (1) the interests of the employees, suppliers, creditors, and members of the Jain Center; (2) the economy of this state and of the nation; (3) community and societal considerations; and (4) the long term and short term best interests of the Jain Center, including, but not limited to, the possibility that those interests may be best served by the continued independence of the Jain Center.

Section 12.03. The “disclosed” interests of a trustee, officer or other member of the Executive Committee does not necessarily taint a transaction.

- A. No contract, action, or transaction shall be voided or voidable with respect to the Corporation because the contract, action, or transaction is between or affects the Corporation and one or more of its Trustees, Officers or other member of the Executive Committee, or is between or affects the Corporation and any other person in which one or more of its Trustees, Officers, or other members of the Executive Committee are trustees, or officers, or in which one or more of the Corporation's Trustees, Officers, or other members of the Executive Committee have a financial or personal interest, or because one or more interested Trustees, Officers, or other members of the Executive Committee participate in or vote at the meeting of the Board of Trustees, Executive Committee, or a Committee thereof that authorizes the contract, action, or transaction, if any of the following applies: (1) the material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Trustees or the Committee, and the Trustees or Committee, in good faith reasonably justified by the material facts, authorizes the contract, action, or transaction by the affirmative vote of a majority of the disinterested Trustees or Executive Committee members, even though the disinterested Trustees or Executive Committee members constitute less than a quorum of the Trustees or Committee; or (2) the material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Members entitled to vote thereon and the contract, action, or transaction is specifically approved at a meeting of Members held for such purpose of voting on the contract, action, or transaction by the affirmative vote of a majority of the Members of the Corporation not interested in the contract, action, or transaction; or (3) the contract, action, or transaction is fair as to the Corporation as of the time it is authorized or approved by the Trustees or a Committee thereof.
- B. Common or interested Trustees, officers, or other members of the Executive Committee may be counted in determining the presence of a quorum at a meeting of the Trustees or of a Committee thereof that authorizes the contract, action, or transaction.
- C. A Trustee, officer or other member of the Executive Committee is not an interested trustee solely because the subject of a contract, action, or transaction may involve or effect a change in control of the Corporation or his continuation in office for the Corporation.

**JAIN CENTER OF CENTRAL OHIO, INC.
CERTIFICATE OF ADOPTION OF BY-LAWS**

Heena Hiten Shah, President and Bhavin Ramesh Shah, Secretary of the Jain Center of Central Ohio, Inc., an Ohio non-profit corporation, with its office located at 2770 Sawbury Blvd., Columbus, County of Franklin, Ohio, do hereby certify the following resolution adopting the By-Laws was duly adopted on July ____, 2010, at a special meeting of the members of the Jain Center of Central Ohio, Inc., called for the purpose of considering a Code of Regulations, to be known as the Constitution of the corporation and By-Laws for the corporation, by affirmative vote of a majority of the members of the General Body of the corporation present:

RESOLVED, that the By-Laws of the Jain Center of Central Ohio, Inc., presented to the General Body on _____, 2010, be, and the same hereby are adopted in its entirety.

In witness whereof said Heena Hiten Shah, President and Bhavin Ramesh Shah, Secretary of Jain Center of Central Ohio, Inc., acting for and on behalf of said organization has executed this certificate on ____ day of July, 2010.

President _____
Heena Hiten Shah

Secretary _____
Bhavin Ramesh Shah