

# BYLAWS OF VEERASHAIVA SAMAJA OF NORTH AMERICA (VSNA)

(Effective on 01/01/2017)

## Article I

### Name, Place of Worship and Office

**Section 1: Name:** The name of the religious corporation shall be Veerashaiva Samaja of North America as provided in the Articles of Incorporation. The Religious Corporation shall hereafter be referred to as the "VSNA," the "Religious Corporation" or the "Corporation." As used in these Bylaws, "Local VSNA Chapter" shall mean such entities as described in Article VIII of these Bylaws.

**Section 2: Principal Place of Worship:** The principal place of worship of the Religious Corporation shall be the residence of the president of VSNA until such time that an alternate site shall be established by the Corporation.

**Section 3: Other Places of Worship:** The Religious Corporation shall have other place(s) of worship as approved from time to time by the Corporation's Board of Directors and the Board of Regents.

**Section 4: Office:** The business office of the Religious Corporation shall be the residence of the president of the VSNA until such time that an alternate location shall be established.

## Article II

### Goals, Objectives, Mission, and Emblem

**Section 1: Goals and Objectives:** The goals and objectives of the VSNA shall be preservation, promotion, and propagation of the Veerashaiva way of life and philosophy and also to incorporate and inculcate the Veerashaiva values of life and living in the day-to-day life of its members.

**Section 2: VSNA Mission:** The stated mission of the VSNA shall be to preserve, to protect and to propagate for the present and posterity and to instill, to imbibe and to impart the Lingayat (Veerashaiva) heritage, legacy and way of living and its universal values as exemplified in the pronouncements (Vachanas) of the Sharanas and to popularize, to practice the exalted principles of Dasoha and Kayaka through service to humanity at large.

**Section 3: Non-compensatory Obligation:** No member, officer, director or regent shall receive any financial compensation or derive any financial benefit from such person's association with or work on behalf of the Religious Corporation.

**Section 4: Non-Political Policy:** The VSNA shall not involve or be made to involve itself in any political activities, whether in North America or abroad.

**Section 5: Emblem of the Corporation:** The emblem (as illustrated below) of the Religious Corporation shall be composed of four concentric circles resulting into three rings; the space within the inner most circle shall display the Ishtalinga resting in the palm of the left hand raised to the position of worship. The spokes of rays shall emanate outward from the inner most circle within the first ring. The middle ring shall carry the inscription,

"VISHWAMANAVA DHARMA LINGAYATISM." Similarly the outer most rings shall carry inscription "VEERASHAIVA SAMAJA OF North America." The emblem of the VSNA shall be displayed prominently on all official documents and publications of the Religious Corporation; however, the absence of the emblem shall not affect the legality of the document provided such an act has been duly authorized by the Corporation. No change(s) shall be made in or to the emblem without the approval of Corporation's general membership.



VSNA Emblem

## Article III

### Corporation Member

**Section 1: (a) Requisite for the Membership:** All persons seeking membership in the VSNA shall embrace the goals and objectives of the Religious Corporation, the way of life and philosophy of the Veerashaiva religion. All persons shall be eligible for membership of the VSNA irrespective of their caste, creed, color, ethnicity and national origin. A person shall be considered a Member, after the full payment of the membership dues, and has been approved by the Board of Directors. The membership fee is determined by the BOD. The membership categories shall be: Life Membership, Annual Member family membership, Individual & youth annual Membership.

**(b) Life membership:** To become a Life Member, a person must be eighteen (18) years of age or older and shall have fulfilled the requirements and qualifications as established by the Board of Directors. Life Membership includes the couple- husband and wife and minor children. This membership is entitled to 1 vote.

**Annual family membership:** includes parents and children less than 26 years. This membership is entitled to 1 vote.

**Individual and Youth membership:** Any individual 18 years or older can be eligible for this membership. This membership is entitled to 1 vote.

**Term of annual membership** is for 1 year from January 1 to December 31 of the calendar year. Voting rights continues as long as the membership is current.

**(c) Eligibility to Vote:** A bonafide member whose name is listed in the VSNA membership roster, annual or life-membership shall have one vote per membership. To be eligible to vote, a member shall have paid the stipulated membership dues at least three (3) months prior to the scheduled election voting date.

**(d) Life membership fee** is subject to change periodically as approved by BOD. Members making significant donations to the Samaja may be given life-membership status, at the discretion of BOD depending on the amount of the donation.

(e) All youths, 18 years of age or over shall be entitled to all the rights and privileges appertaining unto individual adult members provided they shall have paid their membership dues.

**Section 3: Termination of Membership:** The membership of the Corporation shall be subject to revocation and/ or suspension by the Corporation for conduct unbecoming and detrimental to the goals and objectives of the Religious Corporation. Such action shall be duly approved by the affirmative vote of no less than a majority of the entire Board of Directors. A person, whose membership has thus been revoked or suspended, shall not be entitled to receive a refund of her/his regular or life-membership dues paid to the Corporation. A disqualified member shall not be eligible to participate in the elections of the VSNA and its Chapters.

**Section 4: Resignation of Members:** A member shall have the option to resign, if he/she so chooses, by filing a written signed statement of resignation with VSNA's Secretary. However, the resignation shall not relieve the member of any and all previous financial obligations to the Corporation. The resignation shall not become effective unless and until such a member shall have fulfilled her/his financial obligations and responsibility to the Corporation. Only the Board of Directors shall have the authority to grant a waiver of this financial obligation. A member, who has resigned from the Corporation, shall not be entitled to receive any refund of regular or life-membership dues paid to the Corporation.

**Section 5: Reinstatement:** Upon filing a written signed request for reinstatement by a former member with the Secretary, the Board of Directors, by an affirmative majority vote, shall have the authority to reinstate the said member to full membership on the same terms as required of a new member. A reinstated member shall be eligible to participate in the elections of the VNSA and its chapters

**Section 6: Transfer of Membership:** Corporation's membership shall neither be transferred nor assigned to another individual. Annual Member, however, shall have the privilege of becoming a Life member on the fulfillment of the eligibility requirements and financial obligations.

**Section 7: No member of the Corporation shall be a member of more than one VSNA chapter at the same time. However, they shall have the option to serve as members of the VSNA's ad hoc committee(s).**

**Section 8:** All VSNA elections, including those of the VSNA Chapters, shall be held pursuant to article V section 3, article VI section 2 and article VII section 1 respectively so that the newly elected individuals shall be able to attend the orientation course, on the proper governance and conduct of the VSNA administration, conducted during the annual convention for the benefit of the incoming officers

**Section 9:** A two-week e-mail notice of the impending meeting of the BOD and the BOR instead of the 4-week postal notice shall be considered adequate, legal and proper.

**Section 10:** All VSNA announcements including the elections published on the VSNA web-page and/ or included in the VSNA Newsletter shall be deemed as official communications.

## Article IV Corporate Members Meeting

**Section 1: Special Meetings:** Special meetings of the members shall be called at any time for any specified purpose by a majority of the Board of Directors. Such a request shall state the purpose or purposes of the requested meeting and the special meeting shall discuss only the specified item(s).

**Section 2: Place and Notice of the Meetings:** All members meetings of the corporation shall be held either at an agreed place in North America or via conference calls as designated by the Board of Directors.

**Section 3: Quorum:** The presence in person or by proxy of a majority of the members of the religious corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. If less than a quorum shall be in attendance at the time of the meeting, the meeting shall be adjourned by a majority vote of the members present or represented, without any notice other than the announcement being postponed for lack of the quorum.

**Section 4: Conduct of Meetings:** Meetings of the members shall be presided over by the president, or by the vice-president. In the absence of the president and vice-president, a person shall be elected to preside the meeting by the majority of the directors. The person presiding shall act as the chairperson of the meeting. If the Secretary is not present or is unwilling or unable to act, he shall appoint a person as secretary of the meeting to record all proceedings in the Record Book.

## Article V Board of Directors

**Section 1: General Powers:** The day-to-day business and affairs of the Religious Corporation shall be managed by the Board of Directors of the Religious Corporation, who shall exercise all powers permitted under the Michigan Nonprofit Corporation Act. The Board of Directors shall, from time to time, appoint or employ such persons in such capacities, as the Board shall consider necessary to assist in the proper conduct of the activities and management of the Religious Corporation. The terms and conditions of any such appointment shall be at the discretion of the Board.

**Section 2: Board of Director Categories:** The Board of Directors shall be comprised of two categories of Directors: (1) Elected Directors and (2) Appointed Directors.

**Section 3: Elected Directors:** The number of Elected Directors shall be eleven and shall consist of four (4) elected to the offices of the president, vice-president, secretary and treasurer of the religious corporation and six (6) other eligible members and one (1) youth representative of the corporation. Elected Directors shall hold office for a term of two years until his or her successor shall have been elected and duly qualified. The term of the elected director's office commences on the first day of January following their election. No elected directors shall serve in the same position more than two consecutive terms for a total of four years as the members of the BOD.

**(a) Eligibility:** In order to serve as an Elected Director, the candidate: (i) shall be at least twenty-one (21) years of age. (ii) Shall be a Life Member of the Corporation in good standing for no less than one year (iii) Shall have demonstrated active interest and participation in the activities of the VSNA; and (iv)

shall not concurrently hold the position as an Appointed Director (v) Shall not hold elected office position in other organizations that have similar mission or objective as VSNA.

**(b) Nomination:** A life-member may self-nominate and communicate in writing to the Election Committee as prescribed by the committee. The Election Committee shall certify and confirm that the candidates have satisfactorily fulfilled and met the eligibility requirements to serve as members of the Board of Directors. The election committee shall send the final list of elected candidates to VSNA Officers and BOD.

(c) Portfolio for Elected Directors: VSNA President in consultation with the BOD member shall assign a specific task for each elected director to perform during his/her term as a Board of Director. In this capacity each of the elected members shall actively share the responsibilities of furthering the goals and projects of the Samaja with VSNA officers.

**Section 4: Appointed Directors:** The number of Appointed Directors shall be one plus the total number of the then existing Local VSNA Chapters. The current elected president of each existing Local VSNA Chapter shall serve as an Appointed Director of the Corporation. In addition, the immediate past president of the VSNA, shall serve as the Appointed Director. The term of office of the other Appointed Directors shall run concurrently with the term of their office as president of their respective Local VSNA Chapter, and shall expire upon their successors duly elected and qualified.

**Section 5A: Filling the Vacancies:** Should a vacancy occur in the number of Elected Directors due to death, resignation, disqualification, removal, or any other cause, the Board of Directors (all remaining Elected and Appointed Directors) shall fill the vacancy by the affirmative vote of two-thirds of the remaining directors, such a person shall hold office for the unexpired term of the vacated director. If an Elected Director gets elected to the position of president of a Local VSNA Chapter, or if an Appointed Director is elected to the position of Elected Director, in the given circumstance, such a person shall be permitted to serve only as an Elected Director and the position of Appointed Director shall be deemed vacated. In the case of a vacancy of an Appointed Director other than one who holds such position as the past VSNA president, the Board of Directors shall notify the Appointed Director's Local VSNA Chapter and request that such chapter designate another member to serve the remaining term of the vacated Appointed Director. In such a circumstance, the position shall remain vacant until such time that the Local VSNA Chapter appoints replacements and duly notifies the Board of Directors. If the vacated Appointed Director shall be the immediate past VSNA president, this position shall remain vacant until such time as the sitting VSNA president shall become eligible to serve in this capacity.

**Section 5B: Resignations of officers**

1. A formal written or e-mail dually signed letter of resignation from the sitting VSNA President shall be submitted to the BOR Chair shall be deemed as an official communication.

2. On resigning from her/his position as the president, he/she shall lose all rights and privileges appertaining unto the said office including the membership and ex-officio-membership of the BOD.

3. A formal written or e-mail duly signed letter of resignation from the BOR Chair shall be submitted to the VSNA President shall be deemed as an official communication.

4. All written or e-mail resignations from the rest of the VSNA Officers and the President of the VSNA Chapter Presidents shall be submitted in writing or via e-mail to the sitting VSNA President.

5. All written or e-mail resignations from the office-holders of the VSNA Chapters, except the Chapter-Presidents, shall be submitted to their respective Chapter Presidents.

6. Reinstatement of the Resigned VSNA-Officers The VSNA Officers including the BOR Chair, who have submitted their resignations shall be permitted to request the BOD to consider their reinstatement provided they provide a written rationale explanation supporting their request and such a request shall obtain the approval from two-third (2/3) of the BOD membership.

**Section 6: Vacancy of all Elected Directors or all Officers:** In the event that all of the Elected Directors or all of the officers of the Corporation resign, or the positions otherwise shall become vacated, the Board of Regents shall act in the capacity of the Board of Directors and the Chairman of the Board of Regents shall act in the capacity as President of the Corporation for a period not to exceed ninety (90) days, during which period the Chairman shall institute procedures for the election of a new slate of Elected Directors. In such circumstance, the Board of Regents shall have the right to shorten the period for the return of the ballots to a period of no less than ten (10) days. The Election Committee shall deem such persons immediately elected and qualified upon certification of the election results. The BOR shall serve only in a care-taker capacity and shall not have the authority to make any and all commitment(s) that shall be construed and considered as binding on the BOD and shall be limiting the BOD's independence and authority.

**Section 7: Removal:** The director and/ or the officer shall be subject to removal by the affirmative vote of two-thirds of the members eligible to vote in the election of directors, provided that a written notice (and an appropriate ballot if the determination is to be made by mail ballot) describing the purpose thereof for the removal of such a person shall be delivered to all eligible members no less than fifteen (15) days prior to the meeting called for this purpose or the due date for the return of mail ballots. Only the director(s) or officer/director(s) named in the previously mentioned notice shall be removed upon a vote on the said matter. The removal of directors or officers shall be at the discretion of the general membership. However, the failure of a director to attend at least one BOD's meetings in a given calendar year shall constitute grounds for disciplinary action leading to her/his removal.

**Section 9: BOD Meetings:** The BOD members shall have their periodical meeting as decided by the majority of the BOD Members. However, there must be a meeting at the annual convention.

**Place of Meetings:** The Board of Directors shall hold their meetings at one or more places, and shall maintain the books of the Religious Corporation, either within or outside the State of Michigan, at such place or places as they shall from time to time determine by passing a resolution or via a written consent of the majority of the directors. The Board of Directors shall hold their meetings by tele-conference or other similar electronic communication equipment in accordance

with the provisions of the Michigan Nonprofit Corporation Act. At least a week e-mail notice of the impending meeting of the BOD and the BOR shall be considered adequate, legal and proper.

**Section 10:** Regular meetings of the Board of Directors shall be held at such time and place as determined by the Board. The notice of every resolution of the Board fixing or changing the time or place shall be e- mailed to each Director at least a week before the scheduled meeting. There shall be at least six (6) meetings of the Board of Directors during each calendar year, inclusive of the Annual Meeting. The annual meeting of the Board of Directors shall be held during Annual Convention at which the election and appointment of the Board of Directors shall be announced. All business shall be transacted at the regular meeting of the Board. At each meeting, the Chairman of the Board of Regents shall be permitted to attend as a non-voting *ex officio* official. He/she shall have the option to vote in the event of a tie in the BOD meetings. The Secretary of the Corporation shall keep the minutes in the Record Book or such other person appointed by the president if the secretary is unavailable to act.

**Section 10: Special BOD Meetings:** Special Meetings of the Board of Directors shall be held whenever called by eight (8) or more Directors. The Secretary shall give notice of each meeting by e-mail at least a week prior to the scheduled date of such special meetings. The Directors shall have to waive the requirement for such a notice. Unless otherwise indicated in the notice thereof, any and all business shall be transacted at the special meeting.

**Section 11: Voting:** Every BOD member shall have one (1) vote. Such a vote shall either be in person or by proxy appointed by an instrument in writing by such a member prior to the scheduled meeting. Such a proxy shall be dated, signed and acknowledged. All elections shall be held and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise described in the Articles of Incorporation or by these Bylaws. Notwithstanding the foregoing, the election of the Board of Directors, officers and the Board of Regents, and any proposed action to amend the Articles of Incorporation or the Bylaws of the Corporation shall be conducted by mail ballots or by electronic media. Ballots shall be mailed to the members no less than twenty days prior to the scheduled date for receipt of the ballots. Such elections shall occur annually, if and when required, to elect directors, officers and regents to succeed whose terms are scheduled to expire. Upon approval of the Board of Directors, any other action as deemed necessary shall be submitted to the membership via by mail or electronic balloting. Mail ballot voting shall be in the form of sealed mail ballots. All other procedures for the issuance of mail ballots, receipt of such ballots and all questions concerning the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the Election Committee in accordance with accepted norms and practices. The BOD, the administrative body of the VSNA, shall be responsible for scheduling and arranging all elections and shall be responsible for approving the expenses connected with conducting the

VSNA's elections.

**Section 12:** Attendance and participation in the proceedings of the BOD and the BOR meetings with written authorization or proxy shall be limited to two consecutive appearances by the same individual representing the same VSNA Chapter. Proxies are restricted to two appearances only in order to encourage chapter presidents to attend the BOD meeting. If there are any concerns, the members can communicate by sending their suggestions and comments to BOD through their chapter presidents.

**Section 13:** The proxy-holding individual who attends and participates in the proceedings of the BOD and the BOR shall have fulfilled the requirements and stipulations as demanded of the duly qualified members attending the said meetings.

**Section 14:** All persons or parties considered and deemed as liable and subject to disciplinary action shall be given a written notice of the impending action by the VSNA's Secretary at least thirty days in advance.

**Section 15: Joint Meetings:** A joint meeting of the Board of Directors and the Board of Regents shall be held in conjunction with the Corporation's Annual Convention. If no Annual Convention occurs in any year, then the Board of Directors shall determine whether to conduct a joint meeting. The Chairman of the Board of Regents shall preside over all such joint meetings. The Secretary of the Corporation shall keep minutes, or other persons appointed by the Chairman if the Secretary is unavailable to serve in this capacity.

**Section 16: Quorum:** Attendance by no less than 51% of the total elected and appointed directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors.

**Section 17: Required Vote:** An affirmative vote of a majority of those present at all meetings of the Board of Directors shall be necessary for the passage of any resolution.

**Section 18: Action by Unanimous Consent:** (a) All Directors shall severally and collectively consent in writing to all actions taken by the Corporation, such action shall be as valid a corporate action as though authorized at the meeting of the Board of Directors.

(b) Petition Rejection by the BOD: In the event, the BOD rejects a genuine written grievance either by a member or by committee or by a VSNA chapter, the BOD shall keep the BOR informed of the said action.

**Section 19:** (a) *Committees:* The Board of Directors shall by a majority designate one or more committees, which, to the extent provided in the resolution, shall have power as stipulated. Such committee(s) shall have such name(s) and duties as determined from time to time by resolution adopted by the Board of Directors. No such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing Bylaws. And also such committee shall neither appoint nor remove any member or act in any manner contrary to the Bylaws.

**Section 20: Compensation of Directors and Officers:** Directors and Officers may be reimbursed for expenses incurred by them at the discretion and pursuant to written authorization from the Board of Directors.

**Section 21: Election Committee:** The Board of Directors shall appoint a three-member Election Committee to conduct all

VSNA elections. To ensure fairness, the Election Committee members shall be either Regular or Life Members in good standing and shall not be members of the Board of Directors or Board of Regents. The term of election committee shall be effective until the end of two-year term of the Board of Directors. Election Committee members shall be subject to removal by the Board of Directors upon the affirmative majority of the directors.

**Section 22:** VSNA Youth Body/Chapter:

Eligibility: All youth ages 18-29 seeking membership in the VSNA shall embrace the goals and objectives of the Religious Corporation, the way of life and philosophy of the Veerashaiva religion. All persons shall be eligible for membership of the VSNA irrespective of their caste, creed, color, ethnicity and national origin.

a) In order to involve the youth body (ages 18-29), a Youth Chapter with a youth Executive team shall be formed. The youth executive team shall consist of Youth President, Vice President, Secretary and Annual Convention Coordinator elected by the youth body. This executive team shall have a term of 2-years. The nominations for Youth President shall be sent by the youth members to Election Committee. The Youth President will be considered member of the BOD and will have the voting power in the BOD. The election of youth executive team will be assisted by 2 BOD members in-charge of Youth-Affairs, appointed by the VSNA President.

(b). The elected Youth President member shall be between the ages of 18 years to 29 years and be a paid annual member with his/her name in the membership roster.

(c). Function of youth executive team: The youth group shall function as a Youth Chapter. The executive team will work with assistance of the two BOD members appointed by the VSNA President. The youth will form their tasks and projects aligned with VSNA mission, and promote youth participation both at the national and local level including various activities during the annual convention. In this capacity the Youth Executive Team members shall actively share the responsibility of maintaining liaison with VSNA Local chapter youth team and the BOD. Their responsibility shall entail inspiring, educating, stimulating the VSNA youth, as well as representing and serving their interests, while following the VSNA's cherished goals, objectives and the VSNA By-laws in their activities. Youth Executive Team members shall not hold Office position in any capacity in other organizations that have similar mission as VSNA.

## Article VI Officers

**Section 1:** *Designations:* The officers of the Corporation shall be a President, a Vice-president, a Secretary and a Treasurer. They shall be elected according to these Bylaws. The officers shall have authority to perform duties and transact the Corporation's business as prescribed by the Bylaws and as determined by the Board of Directors. An individual member of the Corporation shall not hold more than one office at any given time. And the same member shall not be elected to the same office for more than two consecutive terms. During the term of office, an elected officer shall not concurrently hold

another position as an elected officer of a Local VSNA Chapter. However, an elected member shall have the option to serve as a member of an ad hoc committee appointed by the BOD.

**Section 2:** *Election and Term of Office:* Only Life-member of VSNA shall be eligible to serve as an officer. He/she should be a life member of VSNA at least for one (1) year. The members shall elect to the said office and as the director(s) the President, the Vice-President, the Secretary and the Treasurer for a term of two years. Such election shall occur concurrently with the election of Elective Directors. The term of elected office shall be for two years commencing on the first day of January following the election. Each officer shall hold office until his or her successor shall be duly elected and qualified. VSNA Officers shall not concurrently hold the office as an Appointed Director (local Chapter President). Also officers shall not hold office position in any elected capacity in other organizations that have missions similar to VSNA.

**Section 3:** *Vacancies:* A vacancy in an office, other than president, because of death, resignation, disqualification or otherwise shall be filled by the Board of Directors for the unexpired portion of the term. In the case of a resignation or other departure from office by the president, the vice-president shall perform all presidential duties and powers until the members shall vote to fill the vacancy.

**Section 4:** *Removal:* Officers of the Corporation shall be subject to removal from office in accordance with Article V Section 7.

**Section 5:** *President:* No member shall serve as President unless he or she is concurrently elected as a director, and the president shall remain a member of the BOD while occupying the said office. The president shall be the Chief Executive Officer of the Corporation. He or she shall preside over all meetings of the BOD and of members. The president shall have the authority to administer and to run the affairs of the Corporation and execute resolutions approved by the Board. In the discharge of her/his duties and responsibilities, the President shall have the authority to delegate powers to the Secretary or to any other elected-member of the BOD. He or she shall have the general powers and duties of supervision and management usually vested in the office of President of a legally incorporated Corporation. The president shall present the "State of the Samaja" address to the members-at-large at the Annual Meeting and the Host Chapter shall publish this in the Convention Souvenir.

**Section 6:** *Vice-President:* No member shall serve as the Vice-president unless he or she shall have been concurrently elected a director, and the vice-president shall remain a director while occupying the said office. In the absence of the President or in the event of his or her inability to act due to disability, resignation or death the Vice- President shall perform the duties and exercise the powers of the president.

**Section 7:** *Secretary:* No member shall serve as the Secretary unless he or she shall be concurrently elected a director, and the secretary shall remain a director while in office. The secretary shall attend all meetings of members and of the Board of Directors, joint meetings of the Board of Directors. The Secretary shall maintain all approved minutes and documents of the proceedings of all meetings in the Corporation's books and on the VSNA website He or she shall give the notices as required by statute(s), bylaw(s) or resolution(s). The Secretary shall maintain the updated

directory of members, contact information of the BOD members, and send email invitations for monthly meetings/conference calls with the agenda and appropriate documents on need basis. The Secretary shall perform other duties delegated to him or her by the President and/ or the Board of Directors.

**Section 8: Treasurer:** No member shall serve as the Treasurer unless he or she shall concurrently elected as a director, and the treasurer shall remain a director while in office. The treasurer shall have custody of all the corporate funds and securities and shall maintain an accurate and up- to-date account of all receipts and disbursements. He or she shall forthwith deposit all corporate funds and other valuable assets of the Corporation in the name of the Corporation in a duly authorized and FDIC insured financial institution as approved by the Board of Directors. The treasurer shall make prompt disbursement as and when directed by the Board of Directors. He or she shall present an account of all transactions at the regular meetings of the Board, and in the general membership meeting. The Treasurer shall undertake to have the Corporation's financial statements audited by a Certified Public Accountant annually, and such report of the Certified Statement of Accountants, including the summary statement of the annual financial statements shall be published in the VSNA newsletter. The treasurer shall hand over the updated annual member's record to the succeeding treasurer along with the financial statements.

## Article VII Board of Regents

**Section 1: Board of Regents:** The Board of Regents shall consist of seven (7) elected members of the Corporation [hereinafter, "Regent (s)"]. The term of BOR elections shall be for a period of four years. The BOR members shall not serve for more than two consecutive terms. The BOR members shall not be eligible to concurrently serve as an elected member of the BOD or as an officer of the Corporation or any Local VSNA Chapter during the term of office as a member of the BOR. However, the BOR member shall have the option to serve, if appointed, as a member of the VSNA ad hoc committee(s). BOR member shall not hold elected office position in other organizations that have missions similar to VSNA.

**(a) Eligibility.** To be a Regent, a member shall be at least twenty-one (21) years of age, and shall be a Lifetime Member in good standing for no less than one year of the organization. He or she shall have demonstrated the dedicated commitment to the mission, the goals and the objectives of the VSNA.

**(b) Nomination.** Each chapter may nominate as a candidate for election to the Board of Regents. Election Committee shall certify that all nominees have satisfied the eligibility requirements. A certified candidate shall have the right to withdraw from the said election so long as notice of such a withdrawal shall be furnished to the Election Committee in writing no less than fifteen (15) days prior to the scheduled date for the mailing of the ballots. Members who are not in the vicinity of local chapter, may self-nominate for the position.

**Section 2: Filling of Vacancies.** In the case of a vacancy in the Board of Regents, for reasons such as a result of death, resignation, disqualification, removal, or other cause, the Board of Regents, by affirmative vote of two-thirds of the Regent

members, shall have the authority to elect a successor to hold office for the unused portion of the term of the Regent member. On the resignation of the BOR Chair, the remaining BOR members shall choose their new chair, under the moderation of VSNA President.

**Section 3: Removal:** A Regent member shall be subject to removal by the affirmative vote of two-thirds of the members eligible to vote in the election, provided that a written notice describing the purpose thereof for the removal of such person shall have been delivered to all eligible members no less than thirty (30) days prior to the meeting called for this purpose or the due date for the return of mail ballots. Only the Regent member(s) named in the notice shall be removed upon a vote on the question at hand. Removal of Regent member(s) shall be at the discretion of the members. The failure of a Regent member to attend ~~two~~ 50% of meetings of the Board of Regents shall constitute grounds for removal of the said member.

**Section 4:** The BOR shall have the authority to conduct its meetings via teleconferences and the expenses connected with the teleconferences shall be paid by the VSNA.

**Section 5: Regular Meetings:** Regular Meetings of the Board of Regents shall be held at such time and place as shall be determined from time to time by a resolution of the Board of Regents or with the concurrence of a majority of the Regents. The notices of the meetings shall be e-mailed to the Regent members at least seven (7) days prior to the date of the meeting. There shall be at least three (3) such meetings of the Board of Regents in a calendar year. The Board of Regents shall have the authority to hold meeting(s) via tele-conference or other similar electronic media in accordance with the provisions of the Michigan Nonprofit Corporation Act. A joint meeting of the Board of Directors and the Board of Regents shall be held in conjunction with the Corporation's Annual Convention. If no Annual Convention occurs in any year, then the Board of Directors shall determine whether to conduct a joint meeting. The VSNA President shall attend and participate in the meetings of the Board of Regents as a non-voting *ex-officio* member. The Chairman of the Board of Regents shall record the minutes of the meeting or shall have the authority to appoint a member of the Board of Regents to serve as its secretary for the expressed purpose of recording the minutes of the proceedings.

**Section 6: Quorum:** Attendance by four (4) members of the BOR shall constitute a quorum for the transaction of business at all meetings of the Board of Regents. , But if at any meeting less than a quorum shall be present, a majority of those present shall have the option to adjourn the meeting.

**Section 7: Required Vote:** An affirmative vote of a majority of the Board of Regents shall be necessary to pass any resolution.

**Section 8: Appointment of the Chairman of the Board of Regents:** The Board of Regents shall elect by secret ballot a chairman (or "Chairperson") to serve a term of two years or such lesser period if such elected chairman's tenure as a Regent member expires prior to the end of two years. In the case of an election for the Chairmanship, the candidate for the Chairmanship of the BOR shall prepare a position paper describing what the candidate expects to accomplish during the term of office, if elected. He or she shall furnish copies of the same to all the elected members of the BOR. The election shall be conducted by the outgoing chairman, except if such chairman is nominated for a second consecutive term as

chairman then the election shall be conducted by the VSNA president. The chairman (or VSNA president) shall contact all Regent members and solicit from them nominations for the chairmanship position. No BOR member shall be permitted to be chairman for more than four consecutive years.

**Section 9: Powers and Responsibilities of the Board of Regents:**

(a) *Powers:* The Board of Regents shall exercise neither administrative nor executive power or authority except as provided by the Corporation's Bylaws. The following actions shall require approval of both the Board of Directors and Board of Regents. (i) Amendment of the articles of incorporation, (ii) amendment of the Bylaws of the Corporation; (iii) the sale, lease or exchange of substantially all of the Corporation's assets and properties; (iv) the dissolution of the Corporation or a revocation of dissolution; (v) approval of reimbursement for expenses incurred to the Corporation by directors, officers or regents; (vi) the revocation or suspension of a member; and (vii) such other action as specifically provided in the Bylaws. In the event of disapproval of the amendments of the bylaws by BOR, the BOD shall still have the right to present the bylaws to the General Body.

(b) *Responsibilities:* The Board of Regents shall be responsible for (i) the development of policies and procedures, (ii) the development of long term projects with a life span of more two (2) years; (iii) defining and establishing the goals and objectives of the Corporation; (iv) Monitoring the progress of all on-going long term projects; (v) reviewing financial reports of the Corporation; (vi) preparing and presenting the "Chairperson's Report to the Annual Convention" of the Corporation; and (vii) assisting in resolving concerns and issues brought to its attention by the BOD and the BOR shall be kept informed of the BOD's rejection of a genuine written grievance by a VSNA member or a committee or a chapter. (ix) The BOR shall have the right to call a combined meeting between BOD and BOR members on special occasions to discuss issues or concerns that may arise within the organization.

## **Article VIII VSNA Chapters**

**Section 1: Local VSNA Chapters:** A "Local VSNA Chapter", shall be defined as an organization comprised of eight or more families living within eighty (80) miles of a designated geographic region which shall have petitioned for recognition and been recognized by the Corporation as a local chapter.

**Section 2. Eligibility for Chapter Formation and Recognition:** An entity comprised of eight or more families living within a radius of 80 miles of a designated geographic region shall be eligible to petition the VSNA Board of Directors for recognition as a Local Chapter and an integral part of the VSNA. The address of the proposed local chapter shall be the residence of one of the petitioning families as designated in the petition. The BOD shall determine any geographic conflicts arising in the circumstance where a petition for recognition as a new local chapter shall have been submitted and the members of other Local VSNA Chapters living within the fifty (50) mile radius of the designated region. The determination as to approval of the petition for recognition shall be at the sole discretion of the BOD. Among the factors to be evaluated, shall be the willingness of its members to fulfill their obligations as a chapter and totally subscribe to the values,

goals and objectives of the VSNA. The proposed local chapter and all of its members hereafter joining such local chapter to abide by the VSNA bylaws and all duly approved actions of VSNA as communicated to the local chapter. Once recognized, the local chapter shall be entitled to enjoy all the rights and privileges accorded to other existing VSNA-Chapters.

**Section 3: Petition Procedure:** A representative of each family comprising the initial members of the proposed local chapter shall sign the petition for recognition as a chapter of the VSNA. The petition shall then be submitted to the BOD by mailing or delivering the petition to the VSNA President. Upon approval, the name of the new chapter shall be the name of the designated city or *the State* within a well-defined geographic region comprising the petitioning families as indicated: VSNA followed by the name of the new chapter."

**Section 4: Local VSNA Chapter Organization:** Upon approval of the formation of a new VSNA local chapter, the newly approved chapter shall adopt the Corporation's bylaws as its own bylaws and forthwith shall elect its officers. The local chapter shall advise VSNA of the name of its officers. The establishment of the new chapter shall be announced in the next issue of the VSNA newsletter and at the next meeting of the members-at-large by the VSNA-President. A VSNA Chapter shall have the right to change the name of its chapter and the requested change shall become official only after its approval by the Board of Directors. The new local chapter shall declare that it shall totally and wholly accept the VSNA-By-laws and subscribe to the mission, the goals and the objectives of the VSNA. The president of the new Local VSNA Chapter shall thereupon begin serving his/her term, as an Appointed Director of the Corporation. It is recommended that the tenure of the VSNA-Chapter's President shall be initially for a term of two years and shall be limited to two consecutive terms. The newly elected chapter president shall familiarize herself or himself with the VSNA By-laws including the New Chapter orientation hand Book published in VSNA Website. In this capacity as Local Chapter president shall actively share the responsibility of maintaining liaison with central VSNA officers. Their responsibility shall entail inspiring, stimulating and scrupulously fulfill their obligations, rights and responsibilities to the VSNA's cherished goals and objectives and follow the VSNA By-laws in their activities.

**Section 5: Compliance with the Corporation's Bylaws:** All VSNA Chapters shall scrupulously accept and follow the Corporation's Bylaws including the use of its tax I.D. number and financial disclosure, in that all VSNA Chapters shall submit a written annual report of activities and financial statement. Failure to submit the annual reports by the Chapters shall constitute a violation of the Corporation's By-laws and shall result in disciplinary action(s) by the Central VSNA.

**Section 6: (a) Limitations:** The Local VSNA Chapters shall not serve or act as an agent or legal representative of the VSNA Corporation. Local VSNA Chapters shall not have authority to act on behalf of the Corporation or bind the VSNA to any form of contractual or other obligation. All VSNA chapters shall add the following to their copy of the VSNA-By-laws: "No member, officer or director shall be authorized or permitted to act on behalf of Veerashaiva Samaja of North America or VSNA Corporation, unless such authority shall have been confirmed in writing by a duly issued resolution of the Board of Directors of the VSNA."

The Corporation shall not interfere or participate in the elections of a local chapter. Neither the VSNA nor its Local chapters shall affiliate with or enter into any form of treaty or alliance with any other religious or secular organization or engage in any political activity.

**Section 7: Local VSNA Chapter Responsibilities:** Chapters shall work to promote the goals and objectives of the Samaja among its members. Local chapters shall each year prepare annual activities report for presentation at the Annual Meeting of the Members-at-large. And a copy of the report shall be submitted to the Secretary of the VSNA no less than thirty (30) days prior to the Annual Meeting. At the Corporation's general meeting, the Annual Operations Report and the Annual Financial Report shall be prepared in accordance with specifications set forth by the VSNA Board of Directors and these reports shall published in the Corporation's Newsletter for the benefit and information of the members-at-large.

**Section 8: Insurance Policy -** The Central VSNA shall pay for the general liability insurance to cover Central VSNA events. The liability insurance is applicable only to cover the paid annual and life-members. Similarly, the local chapters are recommended to buy insurance for their paid members for local chapter events.

**Section 9: Annual Financial Report:** The chapter President/treasurer shall prepare and submit their reports of annual activities and financial statements before March 15<sup>th</sup> of the calendar year. Failure to comply with this Bylaw shall result in disciplinary action by the BOD.

**Section 10: Revocation of Chapter Recognition:** A local chapter's status as a recognized chapter shall be revoked by the affirmative vote of two-thirds of the members present at the BOD meeting. A written notice shall be sent by Certified mail to the Chapter's President and shall be published in the Corporation's Newsletter. . Upon revocation, a local chapter shall be excluded from participation in VSNA's business affairs. Such a revocation shall effectuate an automatic removal of the VSNA Appointed Director from that local chapter. The failure of a local chapter to submit its Annual Financial and/ or Annual Operational for two or more consecutive years shall constitute grounds for suspension and/ or revocation of the rights and privileges.

**Section 11: Reinstatement of a Local Chapter:** When a given Chapter ceases to exist with the approval of the BOD shall have the option to seek reinstatement provided the newly emerging chapter shall have completed and fulfilled all of the formalities and obligations as prescribed and stipulated by the By-laws.

## Article IX

### Bank Accounts and Loans

**Section 1: Bank Accounts.** Such agents of the Corporation as from time to time shall be designated by the Board of Directors and Board of Regents shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and the Board of Regents such agents as from time to time shall be authorized by the Board of Directors and Board of Regents shall withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, using bank-checks, drafts, or other instruments or orders for the payment of money, drawn against the account or in the name or

behalf of this Corporation. There shall from time to time be certified to the banks or trust companies, in which funds of the Corporation shall be deposited, the signatures of the agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts, and other instruments or orders for the payment of money shall be signed, as herein above provided in this Section, all such checks, drafts, and other instruments or orders for the payment of money be signed by the President and countersigned by the Treasurer. The Board of Directors and Board of Regents shall have authority to approve only FDIC insured financial institutions to act as a depository of the Corporation.

**Section 2:** Any single item of expenditure costing more than one thousand dollars (\$1000) shall have to be approved by the BOD prior to committing the funds for expenditure.

**Section 3 Loans:** Such agents of this Corporation as from time to time shall be designated by the Board of Directors and Board of Regents shall have the authority to effect loans, advances, or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms, or persons as the Board of Directors shall from time to time designate.

**Section 4:** Each year, the VSNA Life Membership Account earnings shall be deposited in the VSNA General Account for day-to-day expenses of the organization.

## Article X

### VSNA Annual Convention

**Section 1:** Any changes and/ or departure from the prescribed guidelines for hosting the VSNA annual convention for the specific year shall have the approval of the BOD for that year. Any infringement of this guidelines shall be deemed to be in violation and shall be subject to immediate disciplinary action by the BOD.

**Section 2: Since** the success of the VSNA annual convention requires not only the ability to plan and execute the various activities but also experience and patience to work cooperatively and selflessly with both the members of the chapter and VSNA officers, meticulous attention shall be paid to the election of the convention chair and co-chair, who shall have been the dues paying members of the VSNA.

**Section 3:** The VSNA Annual Convention host chapter members shall elect their Convention Chair and Co-chair.

**Section 4:** In the event of multiple candidates, the central VSNA secretary shall conduct the election via e-mail or postal balloting of the chapter members according to the VSNA Bylaws.

**Section 5:** To enable the VSNA secretary as an election officer, the respective host chapter shall forthwith furnish an updated list of bonafide members in good standing, meaning that list shall include all the names of the members who have paid the VSNA and chapter's dues for at least three months prior to the date of election of the Annual Convention chair and co-chair. The said list shall be endorsed by the Treasurer of the host chapter.

**Section 6:** The election of the Annual Convention Chair and Co-chair shall be approved by the BOD and the pair shall be presented to the general membership attending the preceding annual convention.



**Section 7:** The Central VSNA officers shall accord all necessary and needed assistance in the conduct of the annual convention including the timely release of the subsidy from the VSNA Convention Trust Fund Account.

**Section 8:** The Convention Chair/ Co-chair shall obtain the approval of the VSNA Officers prior to signing the convention site-contract/agreement.

**Section 9:** The Chair and Co-chair shall provide all information, including the budgetary details, on the progress of the convention preparation as stipulated by the convention guidelines and the VSNA By-laws on a timely basis.

**Section 10:** Failure to comply with the requirements as stipulated in the Convention Guidelines shall result in the removal of the Convention Chair provided such an action shall be warranted and approved by two-thirds (2/3) of the members of the BOD.

**Section 11:** All official invitations to guests to participate in the activities of the annual convention shall be issued by the VSNA President and co-signed by the Annual Convention Chairperson.

**Section 12:** Any unauthorized use of the VSNA Stationery to issue any and all invitations and other related activities shall be strictly prohibited unless authorized in writing by the VSNA President.

**Section 13:** The Host Chapter shall use its own convention stationery in support of its activities, for example:

“Veerashaiva Samaja of North America”

VSNA Annual Convention

Hosted By Name of the Chapter”

**Section 14:** All funds raised and collected in support of the Annual Convention shall be deposited in a separate VSNA Bank Account under the name "Annual VSNA Convention Account." And all disbursement from this account shall carry the joint signatures of the Convention chair and Convention Treasurer.

**Section 15:** Convention surplus fund, is the income from the convention after deducting the expenses and the seed money paid by the Convention Trust Fund prior to the convention. This surplus fund remaining from the annual convention, shall be divided into two equal parts and shall be distributed equally among (1) the Host Chapter(s) and (2) Convention Trust Fund Account. The seed money and half the surplus shall be returned to VSNA treasurer to deposit back into the trust fund. The convention committee shall ensure a positive or balanced budget prior to and at end of convention financial reporting.

**Section 16:** The Host chapter of the Annual Convention shall submit to the Corporation a complete audited financial statement reflecting the receipt and disbursement of all funds in connection with the conduct of the Annual Convention. Failure to provide such report shall constitute grounds for revocation of the local chapter's recognition.

**Section 17:** The convention program shall be designed by following the convention guidelines.

**Section 18:** The General Body Meeting shall be conducted according to the following protocol.

1. The general body meeting shall be communicated to the members 30-days prior to the meeting with an agenda, minutes and annual report.
2. The president shall preside over the meeting.

3. The treasurer shall have distributed the annual Financial Report during the general meeting to the members.
4. The VSNA secretary shall direct the members' question to the concerned officer to answer.
5. The chapter presidents shall report their annual chapter activities.
6. In the absence of the quorum in the general body meeting, there shall be no voting on the floor of the General Body meeting. But motions can be made and seconded by the members, however voting shall be conducted through electronic balloting to all the members within 30 days.

**Section 20:** Copies of the approved minutes of the meetings of the BOD and BOR along with the copies of the annual expenses shall be deposited with the VIRC Director, for archive and future reference .

## Article XI Miscellaneous Provisions

**Section 1:** *Fiscal Year:* The fiscal year of the Religious Corporation shall end on the last day of December.

**Section 2:** *Conduct of Meetings:* The Revised Robert's Rule of Order shall be the rules of procedure employed at all meetings of the VSNA.

## Article XIV Amendments

**Section 1:** Amendment of Bylaws: These Bylaws may be amended from time to time. An approval of the Bylaw needs two-third of the total votes received from a minimum of one-third current members.

## Article XV Indemnification

**Section 1:** Definitions: As used in this Article XII, any word or words that are defined in Sections 561-569 of the Michigan Nonprofit Corporation Act, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

**Section 2:** *Indemnification of Directors and Officers:* The Corporation shall indemnify and advance expenses to a director, regent or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

**Section 3:** *Indemnification of Employees and Agents:* With respect to an employee or agent, other than a director, regent or officer, of the Corporation, the Corporation shall, as determined by the Board of Directors and Board of Regents of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

## Article XVI Enabling Provision

**Section 1:** *Transfer of Assets/Assumption of Liabilities.* The initial approval by the members of these Bylaws shall constitute the consent of all members of the Veerashaiva Samaja of North America, an unincorporated association, and predecessor to this Corporation, to transfer all of its assets to the Corporation subject to the condition that the Corporation, acting through its Board of Directors and Board of Regents, assumes all existing liabilities of the predecessor organization.

**Section 2:** *Members of the Corporation/ Initial Local Chapters.* Upon approval of these Bylaws: (i) all members of the predecessor organization shall constitute members of the Corporation; and (ii) all local VSNA chapters of the predecessor organization are hereby certified as recognized Local Chapters of the VSNA.

**Section 3:** *Initial Board of Directors and Board of Regents.* Approval of these Bylaws by the members shall constitute the election of the initial Board of Directors, Board of Regents and Officers of the Corporation, as follows: (i) the Board of Directors shall be comprised of the members of the Executive Committee of the predecessor organization who shall hold office until January 1, 2017, or until their successor is duly elected and qualified; (ii) the Board of Regents shall be comprised of the members of the Board of Trustees of the predecessor organization who shall hold office until January 1, 2017, or until their successor is duly elected and qualified; and (iii) the officers of the Corporation shall consist of the same persons holding the same offices as in the predecessor organization until January 1, 2017, or until their successor shall be duly elected and qualified.

**Section 4:** Approval of Amendment to the Articles of Incorporation. Approval of these By-laws shall constitute the approval by the members of the proposed Amendment to the Articles of Incorporation providing for the indemnification of officers and directors of the Corporation in accordance with the amendment as set forth in the pages following this section of the Bylaws.

## Article XVII

### The Veerashaiva International Resource Center

**Section 1:** The activities of VIRC shall include publications of quarterly newsletters and may include other publications. The VIRC shall serve as a real and virtual store-house of all printed literature, disks (CDs and DVDs), paintings, artifacts etc. related to the Lingayat religion and history of Samaja.

**Section 2:** The VIRC Committee shall up-date the VSNA published brochures, welcome kit addressed to the new members and periodical handouts as and when needed and deemed desirable by BOD for the benefit of the membership.

**Section 3:** The Director of VIRC shall be a life-member of VSNA for a minimum of 1 year and shall have demonstrated knowledge of Veerashaiva philosophy and literature, an unflinching commitment to the mission of the VSNA.

**Section 4:** The BOD will appoint the VIRC Committee for a two year term. The BOD shall have authority to reappoint the same committee members for another term or to appoint a new committee altogether.

**Section 8:** Copies of the approved minutes of the BOD and BOR meetings and treasurer reports/records including IRS tax returns shall be deposited with the VIRC Director for safekeeping and such records shall also be preserved for future reference and use.

**Section 9:** The Director, with approval of BOD may establish internet-links with sister organizations located abroad, and to make available resource and research materials to the bonafide members of the Samaja.

**Section 10:** A list of all available resource/reference material should be made available to its members via newsletters and website.

The Director shall have the obligation and authority to lend the resource materials housed with the VIRC to the bonafide members of the Samaja, provided the members bear the cost of transportation and give in writing an assurance that the borrowed material shall be returned to the VIRC in good condition and if the borrowed material is lost or misplaced, the member in question shall accept the responsibility to replacing it at no cost to the VSNA.

**Section 11:** The Director shall publish a note in the VSNA's Annual Convention Souvenir describing the committee's activities, resource material available to its members and submit a report to BOD.

## Article XVIII

### VSNA and other Centers

**Section 1:** The VSNA may encourage other non-profit charitable organizations or centers, such as Basava Centers whose stated mission is similar to VSNA, but with differentiator being ownership of real estate property, and/or establishing Basava statue in North America. The BOD shall have approved such cooperation.

**Section 2:** The goal of associating VSNA or its chapters with centers stated above is to encourage such initiative, without legal or financial commitment between the organizations. The acceptance and approval of the association with other centers stated above, shall not involve any legal and financial commitment either on the part of the Central VSNA or its chapters.

**Section 3:** The VSNA's local chapters, with approval of their members, may choose to donate to such centers to further the cause of these centers. VSNA Chapters shall not involve the Central VSNA.

**Section 4:** Neither the VSNA Officers, Board of Directors, Board of Regents, nor the officers of the chapters of the VSNA shall concurrently hold offices or the board of directors with these centers.

.....END...