

**CONSTITUTION OF
JAIN CENTER OF NEW JERSEY**

ARTICLE I: NAME AND ADDRESS OF ORGANIZATION

Name: This organization is known as Jain Center of New Jersey Inc., hereafter referred to as

JCNJ.

Address: The official address of JCNJ shall be 111 Cedar Grove Lane, Somerset, NJ 08873.

ARTICLE II: AIMS OF JCNJ

The aims of the JCNJ shall be as follows:

1. To increase the awareness of principles of Jainism.
2. To provide a platform for projecting a voice of the Jain Religion in the U.S. and other countries.
3. To establish communication between scholars on Jain philosophy and this Center.
4. To observe Jain Festivals.
5. To promote co-operation among different factions of Jainism.
6. To promote understanding with other religions.

ARTICLE III: MEMBERSHIP OF JCNJ

JCNJ shall have dues-paying membership. Membership can be obtained by submitting the membership application, paying the dues, agreeing to the Aims of JCNJ listed in Article II above, and approval of the application by the JCNJ Governing Body. Membership can be Annual, Five Years or Life.

The membership of JCNJ shall be classified as follows:

- (1) Regular Membership; and
- (2) Honorary Membership.

Regular Membership shall consist of Individual membership and Family membership.

Individual Membership: Any individual who subscribes to the Aims of JCNJ and who pays the membership dues.

Family Membership: Any married couple who subscribes to the Aims of JCNJ and who pays the membership dues. Each spouse in a Family Membership will have one vote.

Honorary Membership: Any individual who has made a significant contribution to the growth and success of JCNJ may be selected as an honorary member by the Governing Body. Such member shall be non-voting and exempted from paying membership dues.

ARTICLE IV: DUES

Governing Body shall determine Membership Dues and other Dues, as necessary, for all members including Life Members.

ARTICLE V: GOVERNING BODY

A. Definition:

1. JCNJ shall be governed by members of the Board of Trustees (BoT) and the Executive Committee (EC), collectively referred to as the Governing Body.
2. The members of the BoT and EC are elected by the members of JCNJ except for two EC members appointed by the Young Adult Council
3. No members or the officers shall be paid any remuneration for their services to JCNJ.
4. A Young Adult Council will be established, representatives of which will be appointed to EC.

B. Eligibility Criteria for Nomination and Election of EC and BoT:

A nominee must satisfy the following conditions:

- a. Practice Jain religion and its principles.
- b. Not consume contraband drugs, meat, seafood, poultry, or eggs.
- c. Refrain from compulsive gambling, consuming alcoholic beverages and smoking.
- d. Shall be a Life Member for at least three years.
- e. Shall not owe knowingly any Ghee Boli or Nakaro to JCNJ at the time of submitting nomination for election.
- f. Shall pay any new Ghee Boli or Nakaro within 365 days while being a member of BoT or EC.
- g. Only one spouse from a Family membership can be a nominee to election of BoT or EC.
- h. A member shall not contest in an election for a seat on BoT and EC at the same time.
- i. A nominee to election for BoT must have served in the EC for a minimum of four years after 1990, or must have served as a trustee

- j. Serving as a Youth Council representative to the EC does not count toward the minimum of four years' experience to become eligible for nomination to the BoT.

C. Board of Trustees:

1. Responsibilities:

- a. To fulfill all fiduciary responsibilities of JCNJ.
- b. To set vision & mission for JCNJ, and to establish goals and objectives to meet the said mission.
- c. To develop and direct long term policies and to meet the aims of JCNJ as described in Article II.
- d. To take over the functions of EC in case of an emergency when the EC ceases to function. In case of such a takeover, the BoT shall summon a General Body meeting within 90 days of takeover and organize election of new EC.
- e. To form specific committees consisting of members of BoT, EC and/or general membership for specific purposes within the scope of BoT responsibilities, and also define the workings and reporting structure of such committees.
- f. To maintain records of minutes of the BoT meetings and resolutions passed at such meetings.
- g. To appoint an independent Certified Public Accountant, and to review and implement accountant's recommendations, as appropriate. To approve Compilation and other financial reports of JCNJ on an annual basis.
- h. To appoint an independent legal counsel to ensure compliance with applicable regulations, and to review and implement counsel recommendations, if applicable.
- i. To establish election guidelines.
- j. To resolve election related disputes and dissolve election board, if determined to be so, are the responsibilities of those BoT members who are not up for election. Members of election board will have an opportunity to present their side of a situation before a decision is made to dissolve an election board.
- k. BoT in collaboration with EC has the responsibility to resolve all disputes of JCNJ. Resolution of such disputes will require joint meeting of BoT and EC as defined in Article VI.A.4.
- l. To develop guidelines for running and overall operation of the JCNJ facilities and Jinalays in cooperation with EC
- m. Attend any and all Executive Committee meetings if desired. Trustee shall not have voting privilege in these meetings.
- n. Seek approval of the General Body for any non-budgeted emergency maintenance expenditure in

excess of \$300,000, adjusted annually per the published Consumer Price Index (CPI) rounded up to nearest \$50,000..

- o. No member on the Board of Trustees can bid for any services to or projects of JCNJ, however minor, while being active on the board.

2. Composition and Term:

- a. The BOT shall consist of at least 11 voting members comprising of minimum 9 elected members for a four- year term, and the President and Treasurer of EC.
- b. An elected member cannot hold the same officer position for more than two 2- year terms.
- c. One half of the BoT members will be up for election every two years.
- d. The BOT will have the following minimum officers' positions: Chair-person and Secretary for a term of two years. Only those members elected by the General Body are eligible to be an officer.
- e. The officers are elected by the members of the BoT at the first meeting after each biennial election.
- f. In the event of a vacancy, the candidate who has received the next highest votes in the most recent election will fill the vacant position. If the most recent election did not result in an actual voting due to fewer than required number of nominations, the vacant position will be filled through appointment by the remaining trustees.
- g. In the event of two or more vacancies, the remaining trustees will work collectively with the EC to call a fresh election to fill the vacant positions.
- h. In the event, a fresh election fails to invite adequate number of nominations to fill the vacant positions; the remaining members of Board of Trustees and EC will appoint trustees to complete the Board.
- i. A member can serve up to a maximum of two four-year terms.

D. Executive Committee (EC):

1. Responsibilities:

- a. To execute established goals and objectives.
- b. To plan, manage and execute day to day activities of JCNJ.
- c. To ensure operational functionality of the facility, and safeguarding of physical assets of JCNJ.
- d. To form specific committees consisting of members of BoT, EC and/or general membership for specific purposes within the scope of EC responsibilities, and also define the workings and reporting structure of such committees.

- e. To ensure successful celebration of important Jain events.
- f. To implement strategies developed by BoT and work closely with BoT to integrate their suggestions.
- g. To develop a strategic plan and define processes on how to achieve these objectives.
- h. To approve membership applications consistent with the provisions of Article III, and to terminate a given existing membership if warranted.
- i. To appoint election board; this will be the responsibility of only those EC members who are not up for election.
- j. Prepare operating budget for each calendar year, seek approval from BoT and present at the year-end General Body meeting.
- k. Seek approval of the Board of Trustees for any non-budgeted expenditure over \$50,000 (Fifty thousand dollars) inflation adjusted with Consumer Price Index (CPI).
- l. No member on the Executive Committee can bid for any services to or project of JCNJ, however minor, while being active on the committee.

2. Composition and Term:

- a. The EC shall consist of at least 21 voting members consisting of at least 19 members elected by JCNJ members and 2 elected by Young Adult Council of JCNJ, if it is operational and has at least 50 active members.
- b. The EC members elected by JCNJ will have a term of four years; whereas the members elected by Young Adult Council, if operational, will have a term of 2 years.
- c. One half of the EC members will be up for election every two years.
- d. The EC will have following minimum officer positions: President, Vice-President, Secretary, Joint Secretary, Treasurer and Assistant Treasurer for a term of two years.
- e. The officers are elected by the members of the EC within 45 days of commencement of the new two year term.
- f. An elected member cannot hold the same officer position for more than two 2-year terms.
- g. In the event of up to three vacancies, the candidates who have received the next highest votes in the most recent election will fill the vacant positions. If the most recent election did not result in actual voting due to fewer than required number of nominations, the vacant position(s) will be filled through appointment by the remaining EC members.

- h. In the event of four or more vacancies, the remaining EC members will work collectively with the BoT to call a fresh election to fill vacant positions.
- i. In the event, a fresh election fails to invite adequate number of nominations to fill vacant positions; the remaining members of EC and BoT will appoint members to complete the EC.
- j. A member can serve up to a maximum of two four-year terms.

3. Young Adult Council of JCNJ:

- a. Young Adult Council of JCNJ is intended to encourage young Jains born and/or raised in the United States since early age of 10 years or less in running of JCNJ.
- b. A member of Council shall be a Life Member of JCNJ and conform to other criteria listed in Article V.B except for the clause "d".
- c. A member of Council will be in the age group of 18 to 35.
- d. A member of Council will be self-nominated.
- e. The council shall develop processes and elect 2 representatives to the EC for a term of two years once the Council has at least 50 active members.
- f. The council shall have its own governance under the auspices of JCNJ and shall meet at least four times a year.

E. Recall of Member of Executive Committee or Board of Trustee:

- 1. An EC member or a Trustee may be recalled from Governing Body by the general Membership of JCNJ through passing of a resolution at a General Body or Special General Body meeting for one of the following reasons:
 - a. Having a conflict of interest with the operation of the Center
 - b. Conduct damaging to the best interest of the Center or its goals or public image
 - c. Physical or mental infirmity rendering the member or the trustee incapable of fulfilling the duties.
 - d. Misappropriation of JCNJ funds.
 - g. Violation of Article V.B. b and c

ARTICLE VI: GENERAL BODY

All dues paying members in good standing constitute General Body. To be a member of good standing at minimum must have paid membership and other dues owed,

ARTICLE VII: MEETINGS

A. Governing Body Meetings:

1. At least ten (10) meetings of EC per year shall be held at a time and place announced by the Secretary of EC.
2. At least ten (10) meetings of BOT per year shall be held at a time and place announced by the Secretary of BOT.
3. At least four (4) joint meetings of BOT and EC shall be held per year at a place to be announced jointly by the Secretary of EC and BoT.
4. Quorum: A quorum for all meetings of the EC and BoT shall consist of two-third (2/3) of the Executive Committee and Board of Trustee membership separately. A simple majority vote of those present at the meeting at which there is a quorum, shall be required for passage of any resolution. Separate simple majority of EC and BoT members will be required to pass a resolution at a joint meeting.
5. All members of BoT and EC are required to attend at least two third of total number of meetings.

B. Regular General Body Meeting:

1. The Regular General Body Meeting shall be jointly called by the Secretary of both BoT and EC at least twice a year and at least four months apart with at least 30 calendar day notice via postal or digital communication to all JCNJ members.
2. Quorum: A quorum for Regular General Body Meeting shall consist of two hundred (200) or 15% of total voting members whichever is smaller. No resolutions can be passed at such a meeting where there is lack of quorum.
 - a. If quorum is not reached at a scheduled meeting, Secretary shall call another General Body meeting within 45 days of such scheduled meeting. If quorum is not reached again, the finance statement will be passed even in absence of the quorum, but no resolution can be passed.
3. The primary purpose of the Regular General Body meeting is for the Governing Body to provide broad communication to the membership-at-large, and to answer questions submitted in advance of the meeting by the membership. Questions raised during the meeting will be answered there itself or within 45 days, if the question cannot be reasonably be answered.
4. Two third majority of members present will be required to pass a resolution. In addition, a mail-in ballots system can be used and received votes shall be counted towards passing any pre-published resolutions. All proposed resolutions sought to be

passed must be distributed in its final form along with the 30 days' notice before the actual occurrence of the meeting.

C. Special General Body Meeting:

1. A Special General Body Meeting can be called at the request of EC or BoT with a prior notice of 30 calendar days to all members via postal or digital communication.
2. Any member can request a Special General Body meeting by submitting a petition to the Chairperson of BoT with signatures of minimum 15% of total voting membership or 200 members whichever is less. Such petition will be considered by the Governing Body at a formal joint EC and BoT meeting before scheduling such a Special General Body meeting. Such petition will include the intended purpose, and any proposed resolution.
3. Notice for such meeting shall explicitly define the purpose and the intended action desired at the meeting including any proposed resolution in its final form for consideration and passage at such a meeting.
4. Quorum: A quorum for Special General Body meetings shall consist of two hundred (200) members or 15% of members whichever is smaller. A 2/3rd majority vote of those present at the meeting at which there is a quorum, and the mail-in ballots received shall be counted towards passing any pre-published resolutions. A two third majority will be calculated by dividing the affirmative votes (in-person and mail in) by the total member present and mail in ballots received.

ARTICLE VIII: AMENDMENTS

All Amendments to the constitution shall be exercised by one of the following methods: in-person, certifiable electronic ballots, or mail-in ballots. This Constitution may be amended by conforming to all of the below conditions:

1. A written notice for the Amendment must be mailed to all registered members of JCNJ at least 30 calendar days prior to the scheduled voting date.
2. A notice for a review meeting with all registered members of JCNJ must be provided; the purpose of such a meeting will be to provide additional clarity to the Amendment. Such meeting shall not be a forum for passing any resolution.
3. The purpose and specific text of the proposed Amendment must be stated in the notice to the membership.
4. The notice must provide easy to understand details for the certifiable electronic or mail-in votes asking "Yes or No" vote to the proposed Amendment.
5. Voting by at least 35% of total registered voting membership must be received; and

at least 60% of received votes must be in favor the Amendment for it to pass and take effect.

ARTICLE IX: INDEMNIFICATION

JCNJ shall indemnify current and past members of the Governing Body, appointed Committees and volunteers from civil liabilities and provide legal defense deemed necessary by the JCNJ, without cost to them as long as the member(s) involved acted in good faith and in a manner reasonably believed to be in, or not opposed to, the interests of JCNJ.

ARTICLE X: DISSOLUTION

1. Proposal:

A proposal to dissolve JCNJ may be made in writing to the Governing Body by JCNJ member(s) with signatures of 25% of total membership or 250, whichever is higher.

2. Considerations

The Governing Body shall:

- a. Review such a proposal.
- b. Determine liabilities of JCNJ in view of applicable provisions of the Law.
- c. Determine net assets of JCNJ.
- d. Develop recommendation on whether to dissolve the JCNJ.
- e. If the Governing Body recommends dissolving, it shall develop a proposed plan of distribution of net assets for presentation to the General Body.

3. Notice

Governing Body shall call a General Body meeting by giving a 30 calendar-day notice in writing to all registered members. Such notice shall include the Governing Body's recommendations on dissolution, and a proposal for distribution of net assets, should the recommendation be to dissolve

4. Approval

- a. A minimum 50% of eligible voters shall constitute a quorum.
- b. Approval by a minimum of 3/4th of members present at the meeting shall be required to approve the plan.

5. Distribution

- a. Governing Body will distribute the net assets to a 501.C.3 organization according to the Plan approved by General Body.

Note: On points where this document and the 2002 By-Laws differ, this revision of Constitution will prevail.

Approved EC-BOT June 8, 2014