

THE JAIN CENTER OF CENTRAL OHIO, INC.

CODE OF REGULATIONS AND CONSTITUTION

AMENDED AND RESTATED EFFECTIVE

JULY __, 2010

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

CODE OF REGULATIONS AND CONSTITUTION
AMENDED AND RESTATED EFFECTIVE
JULY __, 2010

In accord with section 1702.11(B) of the Ohio Revised Code, the Members of the Jain Center of Central Ohio, Inc., an Ohio nonprofit corporation, adopted the following Amended and Restated Code of Regulations, which shall be known and referred to as the Constitution, of the Corporation in a special meeting of the General Body held on July __, 2010, called by the President for the purpose of considering this Amended and Restated Constitution.

ARTICLE I – THE ORGANIZATION

- A. The organization will be known as the “Jain Center of Central Ohio, Inc.,” hereinafter referred to as the “Jain Center.”
- B. 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

- A. The Aims and Objectives of the Jain Center are:
 - 1. To promote and propagate Jain religious doctrines and beliefs; to serve as a forum for Central Ohio Jains for promoting religious knowledge and spiritual awareness of Jainism;
 - 2. To provide academic, spiritual, cultural and intellectual interchanges with the Jain community in other parts of the United States and abroad;
 - 3. To celebrate auspicious Jain events and festivals;
 - 4. To be respectful of all sects of Jainism and work together for the betterment of Jain community as a whole;
 - 5. To promote studies of the Jain Religion, and participate in interfaith dialogues to create better understanding between faiths here in North America and particularly in Central Ohio;
 - 6. To increase the awareness of the Jain Religion among the general public and to promote the teachings of Jain Religion at College and University level here in North America and particularly in Central Ohio;
 - 7. The Jain Center may only be used for worship of Jain Deities and other related religious activities; and

8. To operate exclusively for religious, charitable, and educational purposes that qualifies under IRS section 501 (c) (3) of the Code and Regulations as they now exist or as they may be amended.
- B. The Jain Center shall have and exercise all rights and powers conferred on nonprofit corporations under Ohio law, or may be conferred, including the power to contract, rent, buy, or sell personal or real property. However, the Jain Center shall not, except to an insubstantial degree engage in any activities or exercise any powers that are not in furtherance of the Purposes of the corporation as stated in the Articles of Incorporation, as amended, or the Aims and Objectives stated in this Amended and Restated Constitution, as amended from time to time.

ARTICLE III – MEMBERSHIP AND MEETINGS

- A. There shall be no membership required in the Jain Center to worship in the temple. The temple is open during the scheduled hours to all who respect the Jain philosophy.
- B. Though no membership is required to worship in the temple, membership in the Jain Center is required to vote on matters coming before the General Body and to hold certain elected or appointed offices in the Jain Center.
- C. The Jain Center shall have four types of membership:
 1. Lifetime Membership. There are four (4) levels:
 - a. Platinum Member;
 - b. Gold Member;
 - c. Silver Member; and
 - d. Temple Founding Member;
 2. Annual Family Membership;
 3. Annual Single Membership; and
 4. Honorary Membership, as described in the Constitution or By-Laws.
- D. The Board of Trustees shall adopt a Resolution determining the financial contribution relating to each level of membership. The Board of Trustees must adopt any Resolution establishing or changing the amount or terms of the financial contribution associated with a membership level by the affirmative vote of a majority of the then authorized number of Trustees. The Board of Trustees shall give written notice of any such Resolution to the Members not less than thirty (30) days before taking action on the Resolution. Notice may be distributed by ordinary mail, e-mail, or by inclusion in any newsletter sent to the Members.
- E. The Board of Trustees may, by unanimous action of the Board, recognize any person who has distinguished himself/herself by his/her contribution to Jain causes or knowledge of Jainism and offer honorary membership in the Jain Center. Honorary members cannot hold office and do not have voting rights in the Jain Center.

- F. The Board of Trustees may establish other non-voting membership categories from time to time.
- G. The Lifetime and Annual Members of the Jain Center, collectively, shall comprise the General Body of the Jain Center.
- H. The General Body shall hold its annual meeting on the observance of Diwali each year. The annual meeting will be held at the principal office of the Jain Center or at such other place in the Columbus, Ohio metropolitan area as the Board of Trustees may designate. The election of trustees and officers whose terms are expiring and any other corporate business may come before the annual meeting of the General Body. If the election of trustees is not held on the day designated for an annual meeting, or at any adjournment of the meeting, the Board of Trustees will cause the election to be held at a special meeting of the General Body conducted as soon as may be convenient.
- I. Special meetings of the General Body may be called by the president, chair of the Board of Trustees, or the lesser of twenty-five percent (25%) or twenty-five of the Members qualified to vote in the most recently held election of a trustee or officer.
- J. Notice a meeting of the General Body, stating the place, day, and hour of the meeting, may be delivered personally, by mail, or by electronic mail to each member entitled to vote at such meeting, not less than thirty (30) nor more than sixty (60) days before the meeting. In the case of special meetings, or when required by these regulations or by law, the purpose(s) for which the meeting is called also must be stated in the notice. At a special meeting, the General Body may take action only on the matter(s) identified in the notice of the special meeting. If sent by mail, a notice of meeting may be included in any newsletter or other mailing sent to the members and will be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the records of the corporation at the time of mailing. For purposes of notice of any General Body meeting, a single notice sent to the regular mail or electronic mail address of a Family membership is sufficient notice to all individuals in that Family.
- K. Members holding the lesser of twenty-five percent (25%) of the total votes that may be cast at any meeting or fifty (50) members present in person constitute a quorum of the General Body.
- L. 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 or By-Laws, and
 - 2. Lifetime Members who have paid the applicable membership fee, or are current on their payment schedule, may vote in any election or any question before the General Body. Annual Members who have paid their annual membership fee by March 31 of the current year may vote in any election or on any question before the General Body until the following March 31.

- M. Only the General Body can adopt amendments to the Articles of Incorporation or the Constitution of the Jain Center.
1. Any change to the Constitution may be proposed by a voting Member to the Executive Committee.
 2. Once approved by a simple majority of the Executive Committee, the Board of Trustees shall consider the proposal.
 3. Once approved by a simple majority of the Board, the General Body must consider the proposal at a meeting.
- N. Any addition or amendment to the Constitution will require seventy-five percent (75%) favorable vote from the Members present at the General Body meeting when proposal is presented for adoption. If the proposed amendment is not adopted, such amendment is not reconsidered or resubmitted for voting for the next 12 (twelve) months.
- O. The General Body is authorized to remove a member of the Board of Trustees if the subject member's performance or activities are found in violation of the Constitution of the Jain Center through a 2/3's majority vote at an official General Body Meeting.
- P. The Board of Trustees may suspend the voting rights of any Member at any time without prior notice if the Trustees determine that the Member has engaged in serious misconduct, including but not limited to, activities that are destructive to temple property, disrupting a meeting or religious activity.

ARTICLE IV – FINANCING

- A. The Fiscal year of the Jain Center shall be a calendar year from January 1 through December 31.
- B. The Jain Center may solicit and receive gifts, bequests, devises, legacies and donations, whether restricted or unrestricted, and for such purposes as are within the general scope of its corporate purposes and objectives from sources the Board of Trustees considers appropriate.
- C. The funds of the Jain Center shall be deposited in such banks or other financial institutions as may be designated by the Board of Trustees.
- D. The Jain Center shall be the sole owner of money in all funds. The donors shall have no rights now or in the future to dictate how the donated money can be spent. However all revenues or contributions collected for restricted purposes shall be accounted as separate funds and shall not be used for any purposes except as designated by the donor, as described in this Constitution, or as described in the Resolution establishing a new fund. Expenditures from Funds shall be under the guidance, supervision, and approval of the Board of Trustees.
- E. There shall be no carrying debts or a loan for more than a year except for the first phase of the new temple building and unless otherwise requested by the Executive Committee and approved by the Board of Trustees.
- F. The members of the Board of Trustees, Executive Committee, other committee, sub-committee, or volunteers shall not receive any kind of compensation for their services provided for the temple activities; nevertheless, reasonable expenses actually incurred may be reimbursed.

- G. No money shall be donated to any political parties.
- H. Notwithstanding any other provision of this Constitution, The Jain Center shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Service and its Regulations as they now exist or as they may be amended.
- I. No part of the activities of the Jain Center shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Jain Center shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE V – BOARD OF TRUSTEES

- A. The Board of Directors of the Jain Center of Central Ohio, Inc. shall be known as the Board of Trustees. Board of Trustees shall exercise the general authority of the Jain Center, 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”), by resolution, may delegate the performance of any duties or the exercise of any powers to officers and agents.
- B. The authorized number of Trustees of the Jain Center will be five (5). The term of office for a Trustee shall be four (4) years beginning on January 1 following the date of election to the Board. Trustees shall serve until their term expires and the qualification of a successor in office.
- C. The Board shall consist of a class of three trustees and a class of two trustees. The term of each Trustee in the class of three trustees will expire on December 31, 2014, and every four years thereafter. The term of each Trustee in the class of two trustees will expire on December 31, 2012, and every four years thereafter. A Trustee may only serve for two consecutive terms. A Trustee who has served two consecutive terms is not eligible to serve on the Board until two years after the end of the Trustee’s second term.
- D. Whenever a vacancy exists on the Board of Trustees, whether by death, resignation, or otherwise, the vacancy shall be filled by appointment of a new Trustee by the Executive Committee.
- E. The qualifications to serve as a Trustee are:
 - 1. Shall be a Lifetime Member of the Jain Center;
 - 2. Shall have the high regard for the Jain Center, the Board, and the Executive Committee;
 - 3. Shall be actively participating in the Jain Center's sponsored activities including all major events sponsored by the Jain Center;
 - 4. Must be willing to adhere to the duties of a Trustee based on the basic principles of Jainism;
 - 5. Must be an Ohio resident for two years immediately preceding Election or appointment;
 - 6. Must be a US citizen or Permanent Resident (Green card Holder);

7. Must not be serving in the Executive Committee;
- F. The first election of the Board of Trustees shall be held within sixty (60) days after approval of the Constitution. Five Trustees shall be elected at the initial election. The five candidates who receive the highest number of votes shall be elected to the Board of Trustees. The three candidates elected to the Board of Trustees who receive the top three vote totals each shall serve in the class of trustees whose terms expire on December 31, 2014. The other two candidates elected to the Board of Trustees shall serve in the class of trustees whose terms expire on December 31, 2012. The Trustees whose initial term expires in 2012 shall be deemed not to have served more than one-half (1/2) of a regular term as trustee; therefore, each of them shall be eligible to serve two additional full terms as trustee before being term-limited as provided above.
- G. The Board of Trustees shall have a regular meeting one time each calendar quarter. Meetings of the Board shall take place at the principal office of the Jain Center or at such other place in the Columbus, Ohio metropolitan area as determined by resolution of the Board. Members of the Board of Trustees must participate in at least fifty percent (50%) of the meetings of the Board. Members of the Board may participate in meetings, including voting, by means of communication equipment if all persons participating can hear and communicate with each other. The Board of Trustees may have special meetings at the call of the Chair or upon the written request of any other member of the Board of Trustees.
- H. Notices of meetings shall be in writing and given to each Trustee 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 Trustees may consider any business properly before the Board. 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 Board 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 Board agrees to consider business not included in the notice of the special meeting.
- I. Except as otherwise provided in the Constitution, or in the Articles of Incorporation of the Jain Center, or by law, the act of a majority of trustees present at any meeting at which a quorum is present will be the act of the Board of Trustees.
- J. No meeting need be held by the Board to take any action required or permitted to be taken by law, provided all Trustees consent in writing and written consent is filed with the minutes of the Board proceedings. Action by written consent will have the same force and effect as action by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law that relates to action so taken will state that the action was taken by unanimous written consent of the board of trustees without a meeting, and that the Constitution authorizes the Trustees to so act. Such a statement will be prima facie evidence of authority.

ARTICLE VI- OFFICERS

- A. The officers of the Jain Center will be a president, a vice-president, a secretary, a treasurer, and other officers appointed in accordance with this article. The Board of Trustees may create other offices, including one or more assistant secretaries, and one or more assistant

treasurers, as it deems desirable. The additional officers shall have the authority and perform the duties prescribed by the Board of Trustees. Notwithstanding the foregoing, the authority and duties of such additional officers created by the Board shall not supersede or conflict with the authority or duties of any officer as established in this Constitution of the Jain Center.

- B. The General Body will elect the president and vice-president of the Jain Center biennially in even numbered years at the regular annual meeting of the General Body. If the election of officers is not held at such meeting, election will be held as soon as convenient. The President and Vice-president shall serve a term beginning on January 1 in the year following their election. Each elected officer will hold office until his or her successor has been duly elected or appointed and qualified.
- C. The president, in consultation with the vice-president, shall appoint the secretary and treasurer, as well as such other additional officers as the Board may establish.
- D. The general qualifications to serve as an officer of the Jain Center are:
 - 1. Strong desire to serve actively as an officer and in the Executive Committee;
 - 2. Strong desire to learn and practice the basic principles of Jainism;
 - 3. Must actively participate in the Executive Committee meetings;
 - 4. Must be an Ohio resident for one year on the application day or upon appointment;
 - 5. Must be at least eighteen (18) years of age;
 - 6. Must not be residing in the same household with any Trustee or Executive Committee member; and
 - 7. The same individual cannot serve in more than one office simultaneously.
- E. In addition to the foregoing general requirements, the following additional requirements apply:
 - 1. A candidate for president must be a Lifetime Member of the Jain Center;
 - 2. A candidate for vice-president must be Lifetime Member of the Jain Center;
 - 3. A candidate for either president or vice-president may not be serving as an officer with a voting right in any other religious organization;
 - 4. The treasurer shall be a resident of Ohio for not less than two years immediately preceding appointment to office;
 - 5. The treasurer shall be a citizen or permanent resident of the United States of America; and
 - 6. The treasurer shall obtain a fidelity bond if requested or directed by the Board of Trustees in an amount approved by the Board. The Jain Center will pay the premiums for such bond, whether initial or renewal or other subsequent premium, before any grace period for the payment of expenses ends.

ARTICLE VII- COMMITTEES

- A. The Jain Center shall have the following standing committees: Executive, Program, Education/Youth, Hospitality, Facility Management, and Fund Raising.
- B. The Jain Center shall also have the following committees that will operate as needed: the Jain Temple Building Committee; the Election Board; and the Grievance Committee.
- C. The Board of Trustees, by resolution adopted by a majority of voting Trustees in office, may designate or appoint one or more committees, in addition to the above-named committees, each of which shall consist of one or more Trustees, and which shall, to the extent provided in said resolution, have and exercise the authority of the Board of Trustees in the management of the Jain Center or its program. The Board may designate and establish other committees that do not have or exercise the authority of the Board of Trustees in the management of the Jain Center by a resolution adopted by a majority of the Board of Trustees at a meeting at which a quorum is present. The President shall appoint the members of a committee not exercising the authority of the Board. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, or any officer of any responsibility imposed upon them by law, by the Articles of Incorporation or by this Constitution.
- D. The members of the Executive Committee, except for the Vice-president, serve at the pleasure of the President.
- E. The eligibility criteria for serving as a member of the Executive Committee are:
 - 1. Strong desire to serve actively in the Executive Committee;
 - 2. Strong desire to learn and practice the basic principles of Jainism;
 - 3. Must actively participate in the Executive Committee meetings;
 - 4. Must be an Ohio resident for one year upon appointment;
 - 5. Must be a voting member; and
 - 6. Must be at least eighteen (18) years of age.
- F. No meeting need be held by the Executive Committee to take any action required or permitted to be taken by law, provided all Committee members consent in writing and written consent is filed with the minutes of the Committee proceedings. Action by written consent will have the same force and effect as action by unanimous vote of the Committee members. Any certificate or other document filed under any provision of law that relates to action so taken will state that the action was taken by unanimous written consent of the Executive Committee without a meeting, and that the Constitution authorizes the Executive Committee to so act. Such a statement will be prima facie evidence of authority.

ARTICLE VIII – ELECTIONS

- A. The Election Board shall oversee the election of trustees and officers.
- B. Candidates applying for the Board of Trustees, the office of President or the office of Vice-president must get a petition signed by a minimum of two (2) Members that are not in candidate's family and are not living in the same household as the candidate. The petition

must contain the applicant's names, the position he/she is contesting, the signing voters' signatures and names in print, and the date.

- C. The Election shall be held on the observance of Diwali at the annual meeting of the General Body. Under emergency situations, the Board of Trustees is authorized, after consultation with the Election Board, to reschedule the day of the Election. The Election Board shall notify candidates of the adjusted election schedule promptly.
- D. Only voting members present at the election meeting are eligible to cast their ballots
- E. Absentee ballots shall not be permissible
- F. Write-in candidates shall not be permissible
- G. If two candidates get an equal number of votes, then the tie will be broken by a random draw.
- H. If no one contests or qualifies to contest for the office either of President or Vice-president, the term of the existing President or Vice-president, as may be required, shall be extended for another two-year term. This extension shall be granted for only one additional term. The President and Vice-president can serve for a maximum of two consecutive terms in that office. A President or Vice-president that has served for two consecutive terms in the office is not eligible to serve in that office until two years after the end of the second consecutive term.

ARTICLE IX – DISSOLUTION

- A. In the event that there are no activities for at least two full years, the Board of Trustees can call a special meeting of the General Body to dissolve the Jain Center. For purposes of such special meeting on the question of dissolution after at least two full years of no activities by the Jain Center, the Members who attend such special meeting shall constitute a quorum for the purpose of considering the question of dissolving the Jain Center.
- B. Upon dissolution of the Jain Center the assets of the organization shall be donated to similar religious Jain organizations that are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue code.

ARTICLE X – BY-LAWS

- A. The General Body of the Jain Center may adopt such By-Laws to supplement provisions of the Constitution and to address operational or procedural matters not otherwise provided for in the Constitution.
- B. 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. Proposal for additions or amendments to By-Laws must be presented to the Executive Committee for their approval, and then it must be presented to Board of Trustees for its approval before presenting it to the General Body for voting.
- C. 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 and/or amended By-Laws will become part of the constitution as an attachment section titled By-Laws.

ARTICLE XI – INTERPRETATION

- A. In case of contradiction between the Constitution and the By-Laws, the provisions of the Constitution shall prevail.
- B. If a conflict arises in the interpretation of Constitution and By-Laws, then the ambiguity should 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 of Trustees.
- C. Except and otherwise provided in this Constitution and By-Laws, all questions of parliamentary procedure related to the Jain Center shall be governed by the most recent revision to Robert’s Rules of Order.

ARTICLE XII – MISCELLANEOUS

- A. The books of account and minutes of proceedings of the Board of Trustees, Executive Committee, and the General Body shall be open to inspection for any proper purpose upon the written notice of any Member at any reasonable time.
- B. The Center is an indivisible organization. Any group or sector of its members seceding to form a separate organization shall not be entitled to any part of the assets of the Jain Center.
- C. The Jain Center may indemnify each Board member, officer, employee, agent, committee member, or person who may have served at its request or election as Trustee, officer, employee, agent, or committee member from and against all damages, judgment, fines, penalties, costs, charges, expenses, and claims (including settlements, legal fees, and expenses attendant upon each) imposed or asserted against him or her be reason of being or having been such trustee, officer, employee, agent, committee member, or a person serving at the Jain Center’s request.
 - 1. No indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to have been liable for negligence or misconduct in the performance of his or her duty to the Jain Center unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for expenses as the court shall deem proper.
 - 2. Any indemnification shall be made by the Jain Center only as authorized in each specific case, upon a determination that indemnification of the person is proper in the circumstances, and such a determination shall be made (i) by the Board of Trustees by a majority vote of a quorum consisting of trustees who are not parties to such action, suit, or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable if a quorum of disinterested trustees so direct, by independent legal counsel in a written opinion, or (iii) by the members.
 - 3. Expenses incurred in defending a civil or criminal action suit or proceeding may be paid by the Jain Center in advance of the final disposition of such action, suit, or proceeding as authorized be the Board of Trustees in each specific case only upon receipt of an undertaking on behalf of such person to repay any such amount, unless it

shall ultimately be determined that he or she is entitled to be indemnified by the Jain Center.

4. The Jain Center may purchase and maintain Trustees and officers, (D & O) insurance on behalf of any trustee, officer, or person who may have served at the Jain Center's request against any liability asserted against him or her and incurred by him or her in any capacity, or arising out of his or her status as such, whether or not the Jain Center would have power to indemnify him or her against such liability under the laws of Ohio.

D. This provision shall be interpreted to be consistent with the laws of the State of Ohio.

JAIN CENTER OF CENTRAL OHIO, INC.
CERTIFICATE OF ADOPTION OF CONSTITUTION

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 Code of Regulations, to be known as the Constitution, was duly adopted on July ____, 2010 at a special meeting of the members of the Jain Center of Central Ohio, Inc., 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, by affirmative vote of a majority of the members of the General Body present:

RESOLVED that the Constitution of the Jain Center of Central Ohio, Inc., presented to the General Body on July ____, 2010 be, and the same hereby is, adopted in its entirety.

In witness whereof said Heena Hiten Shah, President and Bhavin Ramesh Shah, Secretary of The 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