

Jain Society of Greater Cleveland

Updating JSGC Code of Regulations

Recommendations by the Advisory Team

August 23, 2015

The Advisory Team and its Charter

- Team approved by the General Body at the Oct.25, 2014 GBM.
- Members are: Kushal Baid, Kanti Jain, Atul Shah, Sanket Shah and Ashwin Turakhia.
- The Charter was defined as:
 - Responsible to the General Body of JSGC.
 - Review current Code of Regulations and operating procedures of Jain Society of Greater Cleveland and recommend modifications as needed to resolve/address issues, comments and suggestions brought to the attention of the Advisory Team by the Board of Trustees as well as the JSGC Community.
 - Review Governing documents from a few other Jain Societies in USA to see if we can benefit from their experience and recommend any changes to our Code of Regulations and operating procedures.
 - Provide updates and final recommendations to the General Body for consideration and approval.
- This presentation to the General Body is being made on behalf of the Advisory Team and presents our recommendations for updating the JSGC Code of Regulations for consideration.

Outline of today's presentation

- **Description of Methodology used**
- **Major recommendations and logic behind them**
- **Path Forward:**
 - **Will provide copies of the proposed and original governing documents, one set per family, for you to review.**
 - **All have three weeks (until Sept. 14th) to send us your questions and comments in writing.**
 - **We will review all inputs. Make appropriate updates to the Governing documents or address the comments at the next GBM.**
 - **Request next GBM for Sunday, Sept. 27th, after the monthly Snatra pooja and Swamivatsalya.**
 - **At the next GBM:**
 - **Address the questions/comments received.**
 - **Put the proposed Governing documents for an up/down vote**
- **Brief questions and comments from the community**
- **Closure**

Methodology

- We reviewed our current Code of Regulations, approved in 2006, and compared it to the Governing Documents of a few other US based Jain organizations in similar situations.
- Main ones we used were:
 - Jain Society of Metropolitan Chicago
 - Jain Society of Greater Detroit
 - The Jain Center of Central Ohio (Columbus)
- Others referred to from time to time were Jain Center of New Jersey, Jain Center of Greater Phoenix, Jain Center of Dayton/Cincinnati etc.
- We also talked to people from Chicago, Columbus and Detroit who had been involved in developing their governing documents.
- We took the above input and framed our recommendations based on what in our judgment would be best for our Society.

Governing Documents

- First significant change is that we are proposing a move from just having a Code of Regulations to two Governing Documents:
 - A Code of Regulations.
 - A supporting document called the By-Laws.
 - The Code of Regulations lays out the fundamental principles. The By-Laws fill in the details.
 - The By-Laws are easier to modify than the Code of Regulations.
 - We expect that over time the community will add/delete/modify the By-Laws as needs are identified. The Code of Regulations will hopefully not need to be changed for the foreseeable future.
- We also propose to share a third document called “Policies and Procedures”. This will incorporate some of the “accepted methods” for routine events. This is an attempt toward more consistent operation in our Sangh. We expect that this document will evolve over time. The governing bodies can add/modify to this document as needed and inform the General body of the changes made at the next GBM.

Code of Regulations

Summary of proposed changes

- Article I – Introduction:
 - Added some detail in “Purposes and Powers” .
 - Write up on “Dissolution” made into a separate Article (XV).
- Article II – Offices and Statutory Agent
 - Address of Statutory Agent updated.
- Article III – Membership
 - Required to vote and to hold elective office.
 - Specifically defined “General Body”.
 - Added Rules in case of Separation and Death.
 - Added Rules regarding Termination of Membership.
 - Modified the age requirement for members eligible to vote.
 - Section on Membership dues moved to the By-Laws.

Code of Regulations

Summary of proposed changes (Contd.)

- Article IV – Governance:
 - “The Governance of the Corporation shall be vested in two separate governing bodies; 1) the Board of Trustees and 2) the Executive Committee. The Board of Trustees (also referred as BOT or the Board) is responsible for the overall management of the Society. The Executive Committee (also referred to as EC) will be responsible for conducting the day to day affairs of the Corporation.”
 - Members of both bodies will be elected by the voting members of the General Body.
 - Qualifications to be elected to either body specified.
 - Roles and responsibilities of each body defined.

Code of Regulations

Summary of proposed changes (Contd.)

- Article V – Board of Trustees:
 - Definition:
 - Responsible for management of the business and affairs of the Corporation.
 - Report to the General Body
 - Structure:
 - 5 members including the current President of EC.
 - Roles and responsibilities:
 - Overall management of the Society.
 - Custodian of all funds and assets; fiduciary responsibility.
 - Spending limit:\$35,000.00 on any one project. Higher amounts need General body approval.
 - Assist EC in fulfilling their responsibilities.
 - Additional Roles and Responsibilities listed in the By-Laws.

Code of Regulations

Summary of proposed changes (Contd.)

- Article V – Board of Trustees:
 - Qualifications:
 - Life member for at least 15 years.
 - Resident of Ohio
 - Current with their financial obligations to the Society
 - Should have served in one of the previous Governing bodies of JSGC.
 - Terms:
 - Four members of BOT elected to 4 year terms.
 - Two new members to be elected every two years.
 - A member can serve a max. of 8 years on BOT in non-consecutive terms.
 - Provision for starting the cycle.
 - Roster of Officers:
 - Two officers: Chairperson, Secretary/Finance Officer
 - Responsibilities of officers defined in broad terms. More detail in By-Laws.
 - Additional term limitations on officers

Code of Regulations

Summary of proposed changes (Contd.)

- Article V – Board of Trustees: (Contd.)
 - Vacancies:
 - Filled by appointment by remaining members of the Board.
 - Subject to approval by the General Body at the next GBM.
 - Serves the unexpired term of the predecessor. Exception defined in case the vacancy is caused by the Chairperson or the Secretary being unable to serve their entire term.
 - Removal:
 - Conditions for removal of a Trustee defined.
 - Removal subject to approval by the General Body.

Code of Regulations

Summary of proposed changes (Contd.)

- Article VI – Executive Committee:
 - Definition:
 - Responsible for conducting the day to day affairs of the Corporation.
 - Report to the Board of Trustees.
 - Structure:
 - Consists of 9 members.
 - Roles and responsibilities:
 - Day to day operation of the Society including celebration of religious events, scholar visitations, fund raising, collections and disbursements, facility management, communications to the membership etc.
 - Spending limit:\$10,000.00 on any one project. Higher amounts need BOT approval.
 - Preparing an operating Budget for the following year for BOT approval and presentation at the annual GBM.
 - Additional Roles and Responsibilities defined in the By-Laws.

Code of Regulations

Summary of proposed changes (Contd.)

- Article VI – Executive Committee:
 - Qualifications:
 - Life member for at least 3 years.
 - Resident of Ohio
 - Current with their financial obligations to the Society
 - Terms:
 - Each of the 9 members elected to a 3 year term.
 - Three new members to be elected every year.
 - A member may serve a maximum of two consecutive terms.
 - A member may serve a maximum of 12 years on the EC. This includes service on prior governing Bodies of JSGC.
 - The cycle to continue with the current governing body (called BOT) transitioning into this role.

Code of Regulations

Summary of proposed changes (Contd.)

- Article VI – Executive Committee: (Contd.)
 - Roster of Officers:
 - Four Officers: President, Vice President, Secretary, Treasurer.
 - Responsibilities of each officer defined in broad terms. More detail in By-Laws.
 - Additional term limitations on officers.
 - Vacancies:
 - Filled by appointment by remaining members of EC.
 - Subject to approval by the General Body at the next GBM.
 - New member serves the unexpired term of the predecessor.
 - Removal:
 - Conditions for removal of an EC member defined.
 - Removal subject to approval by the General Body.

Code of Regulations

Summary of proposed changes (Contd.)

- Article VII – Election of Governing Bodies:
 - Election at the Annual GBM
 - Appointment of a Nominations Committee, time line and role defined
 - By-Laws provide procedure details.
- Article VIII – Meetings of the General Body:
 - Annual Meeting
 - Special Meetings
 - Notice of Meetings
 - Quorum of Members

Code of Regulations

Summary of proposed changes (Contd.)

- Article IX – Meetings of the Governing Bodies:
 - Frequency
 - Notice of Meetings
 - Waiver of Notice
 - Quorum of Members
- Article X – Committees:
 - Committees formed to assist in conduct of normal business: Definition, Formation, Charter, duration and composition.
 - Committees formed for special purposes e.g. revising Code of Regulations, major expansion of the Jain Center etc.
 - Formed with General Body Approval at a GBM.
 - Independent of Governing Bodies.
 - Report to the General Body.

Code of Regulations

Summary of proposed changes (Contd.)

- Article XI – Operations:
 - Fiscal Year
 - Execution of Documents
 - Books and Records
 - Inspection of Books and Records
 - Nonprofit Operations
 - Conflict of Interest
 - Rules of Procedure
- Article XII – Declaration of Indivisibility
- Article XIII – By-Laws
 - Supplement to Code of Regulations.
 - May be amended/modified by recommendation of BOT and General Body approval.
 - In case of conflict Between the Code of Regulations and the By-Laws, the Code of Regulations prevails.

Code of Regulations

Summary of proposed changes (Contd.)

- Article XIV – Amendment:
 - Procedure for amendment defined
 - Requires formation of a special committee, independent of governing bodies.
 - Committee presents their recommendations to the General Body
 - Approval of modifications requires a 2/3rd majority vote.
- Article XV – Dissolution:
 - Requires 3/4th majority vote.
 - Assets, after payment of all liabilities, distributed to other Jain organizations in USA that qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code.

Code of Regulations

Summary of proposed changes (Contd.)

- Article XVI – Miscellaneous:
 - Limitation of Personal Liability.
 - Provision for Indemnification.
 - Authorization for purchase of appropriate insurance.
- Article XVII – Severability
- Article XVIII – Adoption
 - When acted favorably by a 2/3rd majority vote by the General Bod
 - In case of approval, any new positions created will be filled consistent with the regular election cycle.
 - Approval to be certified by the Secretary of the Corporation.

Policies and Procedures

- This is a document created to bring greater uniformity and consistency to our operation. Current sections are:
 - Security & Insurance
 - Finance
 - Usage of Jain Center Facility
 - Event Celebration
 - Scholar/Vidhikar visits
 - Pathshala
 - Nomination
- We anticipate that this document will evolve as more items are identified that can be standardized.
- Additions/deletions/modifications can be made by governing bodies indicating the date on which changes were made. Then bring it to the General Body for approval/ratification at the next GBM.

Policies and Procedures

- We recommend that the document be available on JSGC website, so the members know what to expect in routine situations.

Approval of Expenses

● Expenses incurred:		
– Printing and associated expenses -		\$ 430.00
● Expenses anticipated:		
– Mailing Expenses – Estimated –		\$ 400.00
– Legal Expenses – Estimated –		\$ 5,000.00
– Printing, mailing of final version –Estimated -		\$ 850.00
– Unanticipated Expenses –Estimated		<u>\$ 320.00</u>
–	TOTAL	\$ 7,000.00

Path Forward

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Thank you for your kind attention!

Floor is open for any comments or questions.