

PROPOSED
CODE OF REGULATIONS
OF JAIN SOCIETY OF GREATER CLEVELAND
A NONPROFIT CORPORATION

8-23-2015



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ARTICLE I. INTRODUCTION

1.01. Definition of Regulations

These Regulations constitute the Code of Regulations adopted by Jain Society of Greater Cleveland, (hereinafter also referred to as Corporation and/or JSGC) for management of its affairs.

1.02. Purposes and Powers

This Corporation will have the purposes or powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of the State of Ohio or any successor legislation.

The primary purpose of this Corporation is:

- A. To promote the understanding and practice of Jain religion and its philosophy including but not limited to:
 - i. Construction and maintenance of a house of worship in the greater Cleveland area to provide spiritual and educational enhancement opportunities for members of the Jain Society of Greater Cleveland.
 - ii. To be respectful of all sects of Jainism and work together for the betterment of Jain community as a whole.
 - iii. To develop and maintain relationships with the Jain Associations in North America (JAINA), as well as Jain communities in the United States of America, Canada, India and other parts of the world.
 - iv. To represent Jain religion at various interfaith events.
- B. The purpose or purposes for which the corporation is organized are to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations set forth in this article, to use and apply the whole or any part of the income from these funds and the principal of these funds exclusively for charitable, religious, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.
- C. No part of the net earnings of the corporation shall inure to the benefit of any Trustee of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Trustee or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation

shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

- D. Notwithstanding any other provision of this Code of Regulations, the corporation 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 Code and its Regulations as they now exist or as they may be amended.

ARTICLE II. OFFICES AND STATUTORY AGENT

2.01. Principal Offices

The principal place of business of this Corporation in Ohio will be located at our house of worship at 3226 Boston Mills Road, Richfield, Ohio 44286.

2.02. Statutory Agent

The statutory agent for this corporation is 2112 East Ohio Service Corp., whose business address is 1360 East Ninth Street Suite 400. Cleveland, OH 44114.

ARTICLE III. MEMBERSHIP

3.01. Definition of Membership

The Members of this Corporation are those persons having membership rights in accordance with the provisions of these Regulations. Membership is open to all persons who believe in and subscribe to the Jain Religion and its philosophy.

- A. There shall be no JSGC membership required to worship in the Jain Center. The Jain Center is open to all who respect Jain philosophy and abide by the rules of the Corporation.
- B. Though no membership is required to worship in the Jain Center, membership in JSGC is required to vote on matters coming before the General Body and to hold elected office in Corporation.
- C. The entire membership of JSGC will be called the General Body.

3.02. Classes of Members

This Corporation will have three (3) classes of Memberships that are designated as (1) Lifetime Family and/or Lifetime Individual Membership, (2) Family Membership, and (3) Single Membership.

3.03. Rules in case of Separation and Death

The following rules apply in case of separation and death.

- A. In case of divorce and/or separation, separated or divorced spouses who were Family Life Members, will continue to be life members of JSGC. Their unmarried children, under the age of twenty-one (21), will continue to be Member(s) of JSGC.
- B. If an existing Family Life Member remarries upon divorce or death of his/her spouse and; if the new spouse is not an already an existing Family Life Member; he/she must pay an amount equal to one-half (1/2) of the prevailing Life membership dues for the new spouse to become a Life member of JSGC and his/her children under twenty-one (21) to become members of JSGC.

3.04. Termination of Membership

Membership shall terminate either (i) on receipt by governing body(ies) of the written resignation of a member, or (ii) on the death of the surviving spouse, or (iii) Yearly members failing to renew the membership, or (iv) who is found to be in violation of these regulations, if so decided solely by a resolution of the Board of Trustees and approved by a majority of the Board of Trustees.

3.05. Voting Rights of Members

All members who at the time of voting, have reached the age of twenty-two (22) years, have been a member of this organization in their individual capacity for at least the preceding 12 months and are in good standing with respect to the payment of membership dues are eligible to vote. In case of Family memberships, each spouse is considered to be a member in their individual capacity and will have one vote. Only members present in the General Body Meeting will be eligible to vote.

ARTICLE IV. GOVERNANCE

4.01 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 (hereinafter also referred to as BOT or the Board) is responsible for the overall management of the Corporation. The Executive Committee (hereinafter also referred to as EC) will be responsible for conducting the day-to-day affairs of the Corporation. The specific roles and responsibilities of the Board of Trustees and Executive Committee are outlined in Sections 5.03 and 6.03 respectively. Both bodies will be elected by the voting members of the General Body as specified in section 7.01. The qualifications for members to be elected to the Board of Trustees and the Executive Committee are listed in sections 5.04 and 6.04 respectively.

A trustee, officer, members of the Executive Committee or members of any other committees appointed by the governing bodies shall act in good faith and use reasonable care in performing the duties and responsibilities of the office.

In the event that either of the governing bodies ceases to function the other governing body will take appropriate action, consistent with this Code of Regulations to re-constitute the body that has ceased to function.

ARTICLE V. BOARD OF TRUSTEES

5.01. Definition of Board of Trustees

The Board of Trustees is the group of members vested with the management of the business and affairs of this Corporation. The Board reports to the General Body.

5.02. Structure of Board

The Board of Trustees shall consist of five (5) members. Four (4) members are elected by the General Body as described in article 7.01. The Fifth position is assigned to the current President of the Executive Committee.

5.03. Roles and Responsibilities of the Board of Trustees

The roles and responsibilities of the Board of Trustees are as follows:

- A. The Board shall be in charge of the overall management of JSGC. Its functions will include but are not limited to, policy making, long range planning, assuring long term financial stability of the Corporation, major capital projects, planning and execution of major events (e.g. hosting JAINA Convention etc.), overseeing the functions of the Executive Committee and creating an environment where members of JSGC have opportunities to grow religiously and spiritually.
- B. The Board shall be the custodian of all the funds and assets of the Corporation and will have fiduciary responsibility for the Corporation.
- C. The Board is authorized to spend up to \$35,000 on any one project approved by the majority of Board members. For expenditures exceeding this amount the Board must obtain General Body approval.
- D. Appoint committees in accordance with Section 10.01, prescribe goals for these committees; and delegate to the committee any of the Board's powers and authority of the management of the Corporation's business and affairs.
- E. Under special circumstances, such as a major expansion of Jain Center etc., the Board may make additional (salaried) appointments (e.g. Facility Manager, Office Manager etc.) as required.
- F. To assist EC, as needed, in fulfilling their responsibilities.

- G. To overturn any decision taken by the Executive Committee or any Committee or committee and/or disapprove and cancel any activity that has been planned, if a majority of the members of the Board find the planned activity to be in violation of the basic principles of Jainism. The Board Chair shall inform and, if necessary, give written notice to the President of Executive Committee or other committee of the Board's determination to overturn or disapprove the action by such committee.

5.04. Qualifications of Trustees

- A. A Trustee should be Life member of JSGC for at least 15 years in their own capacity.
- B. A member could become a Trustee if they have served in a leadership role in other Jain communities and have been a member of other Jain communities and JSGC for a combined total of 15 years, of which he/she has been a Life member of JSGC for at least 5 years.
- C. A Trustee should be resident of State of Ohio.
- D. A Trustee must be current with all their financial obligations to JSGC.
- E. The spouse or other family members living in the same household as a current BOT or EC member are not eligible to serve on either BOT or EC.
- F. A member of EC must wait at least 3 years after their latest term as member of EC has been completed before being elected to BOT.
- G. Before being elected as Trustee, a member should have served on Executive Committee or Board of Trustees under prior Constitution or Code of Regulations of JSGC. This requirement can be waived by the approval of the majority of the voting members present in a properly constituted General Body meeting.

5.05. Terms of Trustees

The four members of BOT (other than EC president) will have 4 year terms. Two new members will be elected every two years. To start the cycle, in the first year after this change is adopted four members would be elected as Board of Trustees. They will elect a Chairperson who will then automatically be assigned a two year term. From among the remaining three members they will decide who will have a two year term and the remaining two will have four year terms. Starting with the adoption of this Code of Regulations, a BOT member can serve for maximum of 8 years in non-consecutive terms.

5.06. Roster of Officers of Board of Trustees

Board of Trustees shall have two officers (i) Chairperson and (ii) Secretary/Financial Officer.

- A. A member can become Chairperson of BOT only when they have 2 years remaining in their 4 year term - except in the first year when the election would be as defined above.

- B. The Chairperson can only serve one two year term and must step down from BOT after the term is completed. A member may serve a maximum of two, non-consecutive two year terms as Chairperson of BOT.
- C. The Secretary may serve two consecutive two year terms.
- D. The current EC president cannot be an officer in BOT.

5.07. Chairperson of BOT

The Chairperson shall be corporation's Chief Executive Officer. The Chairperson shall be responsible to make sure that all directives and resolutions of the General Body assigned to the Board are carried out.

5.08. Secretary/Finance Officer of BOT

Acts as Secretary and Chief Finance Officer of the Corporation and is the custodian of the corporate records. In the absence of Chairperson, the Secretary shall perform the duties of the Chairperson.

5.09. Vacancies on Board

Any vacancy occurring on the Board of Trustees will be filled by appointment by the majority of the remaining Board of Trustees at a special meeting called by the Board. The new Trustee so appointed will serve for the unexpired term of the predecessor in office, subject to approval by the General Body at the next General Body meeting.

The only exception would be if the position of the Chairperson or the Secretary is being vacated. In that case, the Board members will select a replacement member as stated above but would hold new election to elect the officer who is being replaced. Then, the new members in their new roles will exactly serve the remaining term of the member that they are replacing.

5.10. Removal of Trustees

Any member of the Board of Trustees, who remains absent for three consecutive meetings without acceptable cause or who is found to be in violation of these regulations, may be removed by the Board of Trustees by a vote of 3 out of the remaining 4 Trustees subject to the approval of the General Body at the next General Body meeting, which must be called within 6 weeks of vote of removal.

ARTICLE VI. EXECUTIVE COMMITTEE

6.01. Definition of Executive Committee

The Executive Committee will be responsible for conducting the day-to-day affairs of Corporation. Executive Committee reports to Board of Trustees.

6.02. Structure of Executive Committee

The Executive Committee will consist of nine (9) members elected by the General Body as described in Article 7.01.

6.03. Roles and Responsibilities of the Executive Committee

The roles and responsibilities of the Executive Committee are as Include:

- A. Celebration of religious events.
- B. Raising funds at and for such events (in concert with BOT),
- C. Managing the operating budget, collections and expenses, keeping day to day accounts
- D. Facility management, including maintenance etc.
- E. Implementing decisions made at General Body Meetings and assigned to EC.
- F. Ensuring open, positive and continuous communications with the Members of JSGC.
- G. Preparing an operating budget for the following year for BOT approval.
- H. Maintaining appropriate insurance policies in appropriate amounts for JSGC Assets and liabilities.
- I. The EC is authorized to spend up to \$10,000 on any one project approved by the majority of EC members. For expenditures exceeding this amount the EC must obtain Board approval.

6.04. Qualifications of Executive Committee members

- A. Member should be Life member of JSGC for at least 3 years in their own capacity.
- B. Member should be resident of state of Ohio.
- C. Member must be current with all their financial obligations to JSGC to be elected to EC.
- D. The spouse or other family members living in the same household as a current BOT or EC member are not eligible to serve on either BOT or EC.

6.05. - Terms of Executive Committee members

- A. Each EC member will be elected for a three year term. Upon completion of a member's three year term, if there are not enough candidates to fill the openings on EC, the outgoing member(s) may contest for the open position(s). Any EC member may serve a maximum of two consecutive three year terms.
- B. An EC member can be re-elected to EC two years after they have stepped down after completing their previous EC term. One exception is that a member who has been the president of EC may not be re-elected to EC until 5 years after he/she stepped down from the position of EC president.
- C. A member may serve a maximum of 12 years on EC (This includes the service on previous governing committees).

6.06. Roster of Officers of Executive Committee

Executive Committee shall have four officers (i) President, (ii) Vice-President, (iii) Secretary and (iv) Treasurer.

Each Officer will be elected for a one year term and can be re-elected for the same position for three consecutive terms. The President, however, may only be re-elected for two consecutive one year terms and must step down from EC after serving as president for either one or two years. A minimum of one year of service on the previous governing bodies of this organization/Corporation will be a pre-requisite for a candidate to be eligible for election to be President.

6.07. President of EC

President shall preside over EC meetings and shall be responsible to make sure that all directives and resolutions of the Board and EC are carried out. He/She serves as a BOT member and works as liaison between BOT and EC. He/She with members of the Executive Committee prepares and submits budget and overview of the plan for the following year to the Board of Trustees for approval.

6.08. Vice President of EC

Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. Vice President will perform any other duties that may be prescribed by the BOT or EC.

6.09. Secretary of EC

Secretary of EC is responsible for all communications with JSGC members regarding all JSGC activities in a timely manner. Secretary keeps membership directory current with voting eligible members and any terminations identified. Secretary performs duties of the President in case President and Vice President are absent. Secretary serves as custodian of all EC records, except financial records.

6.10. Treasurer of EC

The EC Treasurer shall be the primary custodian of operational funds provided to the EC by the Board. The Treasurer shall maintain accurate records of all receipts, disbursements, and liabilities. Treasurer shall publish the financial report including income and expense report on an annual (Oct 1st to Sept 30th) basis. Any variances of over 15% compared to the budget will be highlighted. Additional reports may be required as directed by the EC President and/or BOT. Treasurer serves as custodian of all EC financial records.

6.11. Vacancies on Executive Committee

Any vacancy occurring on the Executive Committee will be filled by appointment by the majority of the remaining EC members at a special meeting called by the Executive Committee. The new member so appointed will serve for the unexpired term of the predecessor in office, subject to approval by the General Body at the next General Body meeting.

6.12. Removal of Executive Committee member

Any member of the Executive Committee, who remains absent for three consecutive meetings without acceptable cause or who is found to be in violation of these regulations, may be removed by the Executive Committee members by a vote of 6 out of the remaining 8 members subject to the approval of the General Body at the next General Body meeting, which must be called within 6 weeks of vote of removal.

ARTICLE VII. ELECTION OF GOVERNING BODIES

7.01. Election of Trustees and EC members

Trustees and EC members will be elected at the annual meeting of the General Body.

The current Board of Trustees will appoint a three member Nomination Committee, consisting of members of JSGC who have been life members for at least 10 years, to seek nominations for the next election at least thirty (30) days before the annual General Body meeting. The BOT will inform the General Body and the Nomination Committee of number of open positions on BOT and EC.

Role of the Nomination Committee is to seek out qualified candidates so both BOT and EC teams can perform their responsibilities fully. Nomination Committee members cannot be candidate(s) for any open positions on BOT or EC.

Terms of the elected members will begin on January 1st of the year following their election.

ARTICLE VIII. MEETINGS OF THE GENERAL BODY

8.01. Annual Meeting of the General Body

The annual meeting of the General Body will be called by BOT.

BOT will report on future plans and financial health of the Corporation. EC will report on activities of the year, present yearly financial report and conduct elections for the next EC and Board of Trustees as appropriate. BOT and EC will entertain any other business as necessary. The annual meeting will generally be organized coinciding with a major Jain function in the October-November time frame. Written minutes of all annual meetings of the General Body shall be maintained by EC Secretary.

8.02. Special Meetings of the General Body

Special meetings of the General Body may be called by any of the following:

- A. The Chairperson and/or the Secretary of the Board of Trustees. Written minutes of such special meetings of the General Body shall be maintained by Secretary of Board of Trustees.
- B. The President and/or the Secretary of EC. Written minutes of such special meetings of the General Body shall be maintained by Secretary of EC.
- C. Twenty-five of the voting eligible members. Written minutes of such special meetings of the General Body shall be maintained by Secretary of EC.

8.03. Notice of General Body Meetings

Notice of all General Body Meetings shall be sent by Secretary of EC.

Written, printed or electronic (by e-mail) notice, agenda, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than fifteen (15) or more than sixty (60) days before the date of the General Body meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at the Member's address as it appears on the records of the Corporation, with postage prepaid. If sent electronically, the notice will be deemed to be delivered when sent to the member at the e-mail address of the member on file with the Secretary of the EC.

8.04. Quorum of Members

A minimum of Fifty (50) voting eligible members will be required for a quorum to start any General Body meeting. The vote of a majority of the votes cast by the voting eligible members present at a meeting is sufficient for the adoption of any matter voted on, unless a greater proportion is required by the Nonprofit Corporation Law, the Articles of Incorporation of this Corporation, or any provision of these Regulations.

ARTICLE IX. MEETINGS OF THE GOVERNING BODIES

9.01. Meetings of the Governing Bodies

Meetings of the Governing Bodies will be held as deemed necessary by the respective Governing Bodies and will be called by the Chairperson/President, the Secretary or a majority of the respective Governing Body members. Written minutes shall be maintained of all meetings of the Governing Bodies. Governing Bodies will meet at least once a quarter either in person or by audio/video conferencing.

9.02. Notice of Meetings of the Governing Bodies

Written, printed or electronic (by e-mail) notice stating the place, day, and hours of any meeting of the Governing Bodies will be delivered to each member not less than two (2) or more than thirty (30) days before the date of the meeting, either personally or by first class mail, by or at the direction of the Chairperson/President, or the Secretary, or the members calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail by registered or certified mail addressed to the member at the member's address as it appears on the records of this Corporation, with postage prepaid. If sent electronically, the notice will be deemed to be delivered when sent to the member at the e-mail address of the member on file with the Secretary of the EC. The notice need not state the business to be transacted at, or the purpose of, the meeting.

9.03. Waiver of Notice

Attendance of a member of a governing body at any meeting of that governing body will constitute a waiver of notice of that meeting except when the member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

9.04. Quorum

For Board of Trustees, the quorum will consist of 4 out of 5 members. For Executive Committee, the quorum will consist of 6 out of 9 members. The act of a majority of the members present at a governing body meeting at which a quorum is present will be the act of that governing body unless a greater number is required under the provisions of the Nonprofit Corporation Law, the Articles of Incorporation of this Corporation, or any provision of these Regulations.

ARTICLE X. COMMITTEES

10.01. Definition of Committees

- A. The Chairperson of the BOT or the President of EC, with the approval of their respective teams, shall appoint Committees as necessary to fulfill their roles and responsibilities as defined earlier. The size, charter and duration of these Committees will be defined at their formation. The membership in the Committees will be restricted to members of JSGC. Outside persons may be invited in advisory capacity and will not have a vote.
- B. All Committees will elect a Chairperson and a Secretary. The Chairperson and/or the Secretary will be responsible for calling the meetings and conducting the business per the assigned charter of the Committee. The Secretary shall maintain minutes of each meeting and the records will be turned over to the Secretary of the EC at the end of committees' tenure or each fiscal year, whichever occurs first. Each Committee shall form its own rules

and guidelines for conducting its business. Such rules and guidelines shall be consistent with this Code of Regulations.

- C. The Committees' duration shall be consistent with its charter. The duration of a Committee may or may not coincide with the term of BOT or EC. The membership of a Committee will also not be changed just due to the biennial/annual change in the BOT or EC respectively.
- D. Board of Trustees, for special purposes such as revising Code of Regulations, hosting JAINA convention, major expansion of Jain Center etc., may appoint a special committee that will be independent of governing bodies of JSGC and report to General Body. Such committees can be formed by approval of General Body in a properly constituted General Body Meeting. The General Body will be informed in the notice of the General Body meeting at which approval will be sought of the formation of such committee and its purpose. The charter, size, composition and duration of such a committee will be defined by BOT at its formation. Once approved, such Committees' charter, duration, and size can only be modified by the majority vote of the General Body. The membership of such Committees, once approved by the General Body, will also not be changed just due to the change in membership of the BOT or the EC.

ARTICLE XI. OPERATIONS

11.01. Fiscal Year

The fiscal year of this corporation will be the calendar year.

11.02. Execution of Documents

Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of this Corporation, contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by any Trustee or EC Member designated by the Board of Trustees. Additionally, certain committee chairpersons may be given execution authority with respect to any of the instruments described above by the Board of Trustees and the General Body. Once approved by the General Body, such authorizations shall remain in force until the completion of the Committees' charter and duration or until revoked by the General Body. All commitment or transactions of over \$5,000.00 will be signed by two persons authorized as per above.

11.03. Books and Records

This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its General Body, Board of Trustees, Executive Committee and any other Committees. The Corporation will keep a membership register giving the names, addresses, voting eligibility and other details of the membership of each member, and the

original or a copy of these Regulations and By-laws including amendments to date certified by the Secretary of the Corporation.

11.04. Inspection of Books and Records

Corporation's records that are required by law to be available for public inspection may be inspected by any Member, or the Member's agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection. Given that the Corporation does not have paid professional staff or regular business hours, such inspections shall be scheduled at a mutually convenient time within thirty (30) days from the date such request is received by the Corporation.

11.05. Nonprofit Operations

This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Trustees or Officers. The Corporation may pay compensation in a reasonable amount for services rendered. No member of the Board of Trustees or Executive Committee, however, shall be entitled to any compensation.

11.06. Conflict of Interest

Dealings with outside organizations, vendors, and grantees by any Trustees, Executive Committee members, Committee Chairs or members, Employees, Consultants, etc. shall be based on "arm's length negotiations". If any person has a conflict due to being a "related person" or any other reasonably perceived conflict of interest, that person must excuse himself from such dealings and inform the Chairman and Treasurer as such.

11.07. Rules of Procedure

Except as provided in this Code of Regulations, all questions of parliamentary procedure relative to this Corporation shall be governed by Robert's Rules of Order, Latest revision.

ARTICLE XII. DECLARATION OF INDIVISIBILITY

Jain Society of Greater Cleveland is an indivisible organization. Any group or sector of its members seceding for any reason shall not be entitled to any part of the assets of Jain Society of Greater Cleveland.

ARTICLE XIII. BY-LAWS

- A. The General Body of JSGC may adopt such By-Laws to supplement provisions of the Code of Regulations and to address operational or procedural matters not otherwise provided for in the Code of Regulations. Such By-laws will be maintained as the “By-laws of Jain Society of Greater Cleveland”.
- B. The Board shall review the By-Laws as needed. If a change in the By-Laws is deemed necessary by a majority of Board of Trustees, the Board will present the proposed modifications to the General Body at any properly constituted General Body meeting. A majority vote of the voting members present in favor of modifications shall be sufficient to approve the modifications.
- C. In case of a conflict between the Code of Regulations and the By-laws, the provisions of the Code of Regulations shall prevail.

ARTICLE XIV. AMENDMENT

14.01. Modification of Code of Regulations

- A. The Board shall review the Code of Regulations every seven (7) years or whenever deemed necessary by the majority of Board members. If a change in the Code of Regulations is deemed necessary by a majority of Board of Trustees, the Board will commission a special Committee to review amendments to the Code of Regulations. The members of the special Committee will be independent of the governing bodies of the corporation.
- B. The special Committee shall complete the review and submit proposed modification(s) or new provisions to the General Body in a properly constituted General Body meeting specifically called to consider amendments to the Code of Regulations.
- C. To approve any proposed modifications or new provisions to the Code of Regulations, an affirmative vote of a 2/3rds majority of the voting members present will be needed. All such modifications and amendments will be certified by the Secretary of the Corporation.

ARTICLE XV. DISSOLUTION

In case the General Body by a 3/4 majority vote decides to dissolve JSGC, the assets of the corporation (after payment of all liabilities) shall be distributed exclusively to religious Jain organization(s) such as Jain Center of America-NY, Jain Society of Metropolitan Chicago, Jain Center of Central Ohio (Columbus) etc. that qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XVI. MISCELLANEOUS

- A. No member of the Board of Trustees or the Executive Committee of JSGC shall be personally liable to the creditors of Jain Society of Greater Cleveland for any liability or indebtedness, and any and all creditors shall look only to the assets of Jain Society of Greater Cleveland for satisfaction of any claim against or obligation of the corporation.
- B. No office bearer of the Corporation, individually or jointly, shall be subject to any legal proceeding for action taken by him in good faith under the provisions of this Code of Regulations and/or By-Laws.
- C. Any elected or appointed member, employee, and or other person acting on behalf of JSGC pursuant to an official election, appointment, or direction , who is made a party to any legal proceeding or is threatened with any legal action relating to his activities on behalf of the Corporation shall be indemnified to the maximum extent of law, provided the elected or appointed member, employee, or other person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceedings, had no reasonable cause to believe his/her conduct was unlawful. The determination of such good faith shall require 4 out of 5 votes in BOT.
- D. The BOT is authorized to purchase and maintain insurance on behalf of any person who may be indemnified against any liabilities asserted against him/her and incurred by him/her as a result of his/her performance of activities for which he/she may be indemnified pursuant to this Article.

ARTICLE XVII. SEVERABILITY

If any provision of these Code of Regulations or the By-laws is determined to be invalid or void for any reason, such determination does not affect the validity of any other provisions of the Code of Regulations or By-laws.

ARTICLE XVIII. ADOPTION

- A. This Code of Regulations and any amendments thereto shall become effective when acted upon favorably by the General Body. Any new positions created by adoption of amendments to the Code of Regulations will be filled as described herein, consistent with the regularly scheduled election cycle.
- B. Nothing in this Code of Regulations or in any amendments thereto shall be deemed to impair any acts or proceedings undertaken by or on behalf of the Corporation prior to such effective date.