

DC Metro Sai Samsthan

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By Laws of
DC Metro Sai Samsthan

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Revision History

S. No#	Date of Change	Summary of Change
1	20 th May 2018	<ol style="list-style-type: none"> 1) Incorporated Table of Contents 2) Created Revision History table 3) Changes made related to <ol style="list-style-type: none"> a. BOT Eligibility Criteria, Requirements and Responsibilities b. BODs Chairperson, c. Secretary of BODs 4) Expanded on the Committees to include Temple Operations. As part of this many teams have expanded scope. And new teams have been instituted – Facilities & Paschim Shirdi Team, Grievances Team
2	7 th May 2019	<ol style="list-style-type: none"> 1) Section 2.2 – Removed membership requirement to become a BOA 2) Section 2.3.1 – Updated number of BOD positions for elections 3) Section 2.3.1 – Updated grandfathered founding members clause to open opportunity for eligible members to contest 4) Section 2.3.1 – Updated “General board of trustees” to be more specific 5) Section 2.4 – Expanded EC with 2 more members 6) Section 2.4 – Updated Secretary and Joint Secretary titles 7) Section 2.4 – Added Secretary and Joint secretary (Events/Social) to EC 8) Section 8 – Updated “general assembly” to be more specific 9) Section 13 – Added ways to vote to approve bylaws changes
3	27 th December 2020	<ol style="list-style-type: none"> 1) Section 1.1 Added Mission statement 2) Section 1.3 Updated item 5 3) Section 2.1 BOT qualification criteria a cumulative donation of \$10000 by DCMSS over a span of 6 years

		<p>4) Section 2.1 BOT switch can happen anytime with legal spouse once if it is a 4 year term appointment and can happen upto 2 times if it is a 8 year term appointment.</p> <p>5) Section 2.1.1 BOT can elect a Chairperson and Vice Chair for a term of 1 year by simple majority vote. The Chair and ViceChair position is rotational. Minimum qualification criteria for BOT Chair and Vice-Chair is that the individual should be participant of the subcommittee</p> <p>6) Section 2.3 At any given time, there can be a maximum of 11 BoD members , including the President of the EC who will be the 10th member and the chairperson of BOT will be the 11th member. . The Four Primary Founding Members have the option to serve as BoAs for life or contest in elections of BoD to regain membership of the Board.</p> <p>7) Section 2.3 Any BOD contesting member shall disclose if he/she is an office bearer in an another organization or as an office bearer should disclose likewise</p> <p>8) Section 2.3.3 Project that costs up to \$50,000 can be approved by BODs. Any project that costs more than \$50,000 cannot be split into smaller projects to avoid such approvals.</p> <p>9) Section 2.3.4 The term of the Chairperson will be 3 months on a rotational basis without election. . The Chairperson of the Board is a revolving responsibility between all members of the BoDs.</p> <p>10) Section 2.4.1 President with EC approval shall have the ability to spend for Temple operations up to \$1000 for one-time expense and up to \$2500 within a year maximum without BOD approval.</p> <p>11) Section 2.4.3 The Secretary of EC is responsible for the digital footprint of the DCMSS and the day to day communication of Samsthan as well as event related matters</p> <p>12) Section 2.5 Temple Staff section is added</p> <p>13) Section 2.6 Sub Committees were reorganized, and their descriptions were removed</p>
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		<p>14) Section 4 If any of the office bearers resign for reasons other than medical or personal , then they can only contests for a position within the Samsthan after 1 year.</p> <p>15) Section 9 Transition of Duties is added</p> <p>16) Section 10 - Election process is consolidated into this section, and conflict of interest, guidelines sub sections are added, and virtual voting is allowed</p> <p>17) Section 16 - Code of Ethics is added</p>
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Article I

- The Name of the Organization is **DC Metro Sai Samsthan**. (Hereafter read as “DCMSS”).
- The Rules and Regulations as stipulated in the By-Laws and the Articles of Incorporation shall govern in the administration of the DCMSS.
- The General Body of DCMSS shall consist of the following bodies:
 - Board of Trustees
 - Board of Advisors
 - Board of Directors
 - Executive Committee Members
 - Sub Committees
 - DCMSS General Members

DCMSS shall be operated exclusively for religious, charitable and educational purposes.

DCMSS is a non-profit organization established in 2010. No part of the net earnings of DCMSS may inure to the benefit of any private person, except DCMSS may pay reasonable compensations for services rendered and make such lawful payments and distributions in furtherance of the purposes set forth herein and in the Articles of Incorporation.

1.1 Mission

DCMSS core mission is to propagate Saibaba’s Tatvam of Spirituality and Community Service in the Washington DC Metro area. Towards this mission, the DCMSS’s goal is to build a Paschim Shirdi for Shri Shirdi Saibaba in the DC Metro area for his followers to gather for religious functions, prayers and community service. The temple will be used to impart cultural education, feed less privileged under the name of Shri Shirdi Saibaba and coordinate volunteering efforts with other charitable organizations in the DC Metro area.

1.2 Glossary:

- **Annual Members** – All those who paid a stipulated amount during the year of consideration. See Section 3.2 for details.
- **Life Members** - All those who made a payment of a stipulated amount. See Section 3.3 for details.
- **BoT** – Board of Trustees See section 2.1 for details.
- **BoA** – Board of Advisors See section 2.2 for details
- **BoD** – Board of Directors. See section 2.3 for details.
- **EC** – Executive Committee. See section 2.4 for details.
- **GBM** - General Body of Members (Annual Members, BoD, BOT,EC, and Life members).
- **General Assembly** refers to the meeting of general body of members
- **AGM** refers to the annual general body meeting

- **Sub Committee** is a group of volunteers willing to work on specific tasks under Executive Committee and Board of Directors as needed.
- **Volunteer** – Anyone who contributes their efforts without receiving any monetary returns for their contributions.
- **Office Bearers** - All BoD members, and EC members are designated as DCMSS office bearers
- **Grievance** – A grievance is a wrong or hardship suffered, real or supposed, which forms legitimate grounds of complaint that impacts DCMSS reputation or its financial well being

1.3 Powers and Limitations

DCMSS shall have and may exercise all powers allowed to Non-Stock Corporation, subject only to following limitations:

1. **Public Purpose:** DCMSS is organized to serve public and community interests. Accordingly, it shall not be operated for the benefit of private interest, such as contributors of DCMSS.
2. **Accumulation of Income:** DCMSS shall not unreasonably accumulate income within the meaning of Section 501 (c)(3) of the Internal Revenue Code as now in force or later amended.
3. **Distribution of Earnings:** No part of the earnings or other property received by DCMSS from any source shall be used to the benefit of or be distributed to any of its general body members or officers., However, DCMSS may decide to pay reasonable compensation for services rendered by any individuals, employees, organizations or entities, and make payments and distributions in furtherance of purposes herein set forth with the approval from the governing body (BoDs). All distributions and payments have to be in accordance with IRS guidelines set for the non-profit organizations.
4. **Distribution of Assets on Dissolution:** Upon dissolution of DCMSS and as determined by the Board of Directors with the advice of the Board of Trustees and Executive Committee, its remaining assets, if any, shall be distributed in accordance with the Articles of Incorporation.
5. **Assets of DCMSS** will include land, buildings, gold, silver and any other physical properties purchased or donated to DCMSS. In addition, the information about its members, mailing list and website contents will belong to DCMSS and will be used primarily for the benefit of DCMSS. Information will be released on as needed basis, depending on the source of request outside the elected office bearers. Digital Assets of DCMSS, which may include Tax, Debt, Lease, Audit records, Articles of Incorporation, Meeting Minutes, SOPs, Marketing Materials, Religious services (including In Home Services, Bikshya Yatra, Paduka Puja, Ekaaham Registration Lists),

Devotee Information, Website content will be stored in DCMSS Official repositories like SharePoint, Google Drive, or Github and they will be accessible to all DCMSS Office bearers, except for the financial records which are accessible to Treasury team. Any software, data or intellectual property developed for the temple use shall be the property of DCMSS.

Article II

2. DCMSS Management:

The overall management of DCMSS shall be vested in BoD and EC as described in the bylaws. However, BoTs are integral members of the DCMSS team.

2.1. *Board of Trustees (BoTs):*

Individuals who can serve the vital needs of DCMSS can be nominated by BoDs or EC or BOT to become BOT for durations of up to four years provided they meet the following qualification requirements.

- Current donors in the DCMSS database who have volunteered their time to DCMSS activities are eligible to this position if the cumulative donation of \$10,000 or more is received by DCMSS over a span of 6 years.
- BoT can be nominated by one of the Executive Committee members or BoDs or BOTs and approved by majority of BoDs prior to inducting them as BOT.
- BOT should conduct him/herself in a professional manner, set high moral standard and have a responsibility to support DCMSS activities.
- BOTs are expected to actively serve the DCMSS by joining the sub committees overseen by EC and/or BoD as well as the independent committees
- The BoT is an individual person. The rights do not extend to spouse or any ^[]_[SEP] other family members.. If a BOT can't perform his/her duties, the position can be switched with the legal spouse following due process. The switch can happen any time during the term only once if it is a 4year term and twice if it is a 8 year term.
- A BOT can contest for BoD position if a BOT is eligible as per the BoD contesting qualifications outlined in section 2.3. If elected as BoD, the individual will relinquish his BoT responsibilities for the duration they are in the BoD. On completion of BoD term, they will revert to a BoT for the remainder of the term left.
- When the BoD term ends, the individual has the option to be nominated as a BoT if they fulfill the requirements for a BOT in the preceding period.
- In the event the BoT contests the DCMSS elections and assumes office as an EC, the individual will relinquish their BoT for the term of the office they are in EC. They will revert to being BoT for the remainder of their term once their EC term is completed.

- An example – a BoT is in year 1 of their 4 -year term. They subsequently contest elections and assume office in the EC for a 2-year term. On completion of their EC term, they will assume back their BoT for the remaining three years .
- In the event an EC or BoD member becomes eligible for a BoT, they will not assume a BoT role also till their EC or BoD term comes to completion. Subsequent to that, the individual can take oath as BoT for the full 4 years
 - An example - An individual is currently serving in the EC or BoD and their term ends in 18 months. At the end of their term, the individual will take oath as BoT for the full 4 Years.
- The BoT position can be renewed if the individual/spouse contributes \$10,000 from the day the member takes the oath
- At any time, BoT member can choose to rescind the BOT and forfeit the current term.

2.1.1. Roles and Responsibilities

BoTs will attend the quarterly BoD/EC/BoT meeting to get regular updates on DCMSS activities along with all mandatory meetings like the AGM scheduled by BoDs. Additionally, they may attend meetings on as needed basis at the discretion of office bearers.

BoTs as part of various subcommittees should attend respective DCMSS sub-committee meetings to provide their input.

BoTs are expected to attend at a minimum 2 quarterly meetings in a year to be aware of the proceedings of the DCMSS. BoT can elect a Chairperson and Vice Chair for a term of 1 year by simple majority vote. The Chair and ViceChair position is rotational. In the event no BoT chairperson or BoT vicechair is elected, BoD and EC can nominate a BOT after his/her consent.

BoT Chair will be working with BoD and EC to form the Audit, Election, Grievances, ByLaws sub committees; and report compliance of ByLaws, Audit, Grievances, and Election to BoDs on as needed basis. BoT Chair will be assisting in formulating subcommittees with the consultation of BoD and EC. BoT elects Chair and Vice Chair within the qualified BoTs as per the below qualifications:

- The BoT Chair and Vice-Chair should be an active participant of a subcommittee for atleast 2 years

2.2. Board of Advisors (BoAs)

Individuals who can serve the mission of DCMSS by providing their subject matter expertise can be nominated by BoDs, BoTs and EC to become BoA for duration of one year provided they meet the following qualification requirement:

- BoA is an individual whose services are highly valuable to the DCMSS in specific areas related to the mission in advisory capacity of the DCMSS.
- BoA should conduct him/herself in a professional manner, set high moral standard and have a responsibility to support DCMSS activities.
- The renewal of BoA position beyond one year has to continue to meet the above requirements
- Ex-BoD/EC members if they so desire, they can assume the role of a BOA through due process. The term for this category auto renews till anything contrary is stated.

2.2.1. Roles and Responsibilities

BOAs provide their subject matter expertise as needed by DCMSS

2.3 Board of Directors (BoDs)

At any given time, there can be a maximum of 11 BoD members , including the President* of the EC who will be the 10th member and the chairperson of BoT** will be the 11th member. The Four Primary Founding Members have the option to serve as BoAs for life or contest in elections of BoD to regain membership of the Board during 2021 election cycle.

Individuals who can serve the vital needs of DCMSS and meet the eligibility criteria outlined below can contest for BoD position. BoDs are elected every four years. To contest for BoD election:

- Any individual aspiring to be a BoD should be a member of DCMSS in good standing AND meet the MINIMUM QUALIFICATIONS mentioned below

MINIMUM QUALIFICATIONS

- Member should have been a founding member (who signed off on the initial articles) in good standing OR
- Member should have served as BoT for 4 consecutive years in good standing AND actively serve in DCMSS Sub Committees for 2 years OR
- Member should be DCMSS sub committee member or EC member or combination of both with good standing for 4 years OR
- President of EC in good standing after 1 full term of two years in office
- Any BoD contesting member shall disclose if he/she is an office bearer in an another organization.

The BoD member should conduct themselves in a professional manner, set high moral standards and have a responsibility to support DCMSS activities. While serving as BoD, the individual shall not accept any office bearer positions in any another organizations which could constitute as a conflict of interest. Refer to section 10.1 for the definition of conflict of interest.

The BoD is an individual person. The rights do not extend to spouse or any other family members. Powers and responsibilities are not transferable. While the member is serving as BoD, the spouse of the BoD member cannot be BoT or EC member.

*President will serve as the 10th BoD of the organization. The president will serve as the liaison between EC and BoD in executing all day to day matters of the organization.

**BOT chairperson will serve as the 11th BoD of the organization. The chairperson will serve as the liaison between BoT and BoD.

2.3.1 Powers and Duties of BoD

All BoD members should attend all scheduled meetings. A BoD with four consecutive unexcused absences from the meetings of the BoDs in any 12-month period shall be considered to have resigned and such position shall be deemed vacant. An excused absence is considered when the member notifies the BoD Chair or Secretary in writing. The BoD shall manage the business and financial affairs of DCMSS. The BoD plays a central role in defining the strategic budget and policy matters of the DCMSS. All the rights, powers, duties and responsibilities relative to the management and control of DCMSS's property and affairs are vested in the Board of Directors for the benefit of DCMSS. These powers rests with the Board of Directors as a group and not in an individual. The BoD has a duty to exercise reasonable care and prudence in managing the affairs of DCMSS. The BoD may make rules for the conduct of its own meetings and in the absence of any such rules; the meetings shall be conducted according to the Robert's Rules of Order. (<https://robertsrules.com/>) Any such rules inconsistent with these Bylaws and the Articles of Incorporation shall not be valid.

For proper adherence to the above guidelines, the BoDs will elect a Chairperson and Secretary of the Board. The Chair person and Secretary are nominated within BOD and they serve 3 months on a rotational basis . Please refer to section 2.3.4 for additional details pertaining to the Chairperson.

The BoDs will focus on the roles and responsibilities mentioned below. Additional and general powers are delineated in the next section.

BoDs primary focus is to execute DCMSS Mission, Fund raising, Increasing the Membership Base, Long-term vision and Governance of DCMSS. In particular, they are responsible to:

- Drive long range planning process and develop a five-year roadmap
- Organize fund-raising activities – planning, execution in conjunction with EC, and BoT
- Review and approve Temple construction related activities in conjunction with EC, and

BoT

- Approve yearly operating plan and budgets (developed by EC)
 - Ensure annual audit and financial record compliance
 - Review Financial projections (quarterly) with the President
 - Define and Approve Standard Operating Procedures for each committee and any changes thereof, in conjunction with EC.
 - Risk Impact Analysis: Assess risks, Manage Risks and ensure mitigations are in place.
 - Initiate periodic audits of process and procedures
 - Periodic assessment of responsibilities outlined
 - Conduct external communications in conjunction with EC
 - Approve communications strategy and all external communications that have legal impact
 - Make personnel decisions: Approval of any hiring, firing, resignation & compensation proposed by EC
 - Communicate regularly to all the members of DCMSS through Communication Sub-Committee.
 - Create sub-committees as needed to address short term tasks/fixed duration tasks
 - Review DCMSS income sources and recommend changes to improve
 - Periodically get input from members of community to ensure the temple is meeting their needs
 - Ensure that BoTs, BoAs and EC are meeting the stated responsibilities of DCMSS, both through their required roles and responsibilities as also on the expectations thereof
- The above list is not exhaustive and will be presented at regular cadence during the monthly/quarterly and/or AGM. BoD shall have access to all the information of DCMSS.

If additional information is requested by BoD to EC, the requested information needs to be provided within a reasonable amount of time of about seven calendar days, unless additional time is needed to gain such information. Details of the individual member/Trustee contributions must be considered private and sensitive according to applicable law. Such information will be available only to the BoD and select members of EC. This information may be shared with others on a need-to-know basis and it requires BoD approval. An Annual Member, life member, or BoT may opt out from public disclosure of their contribution to the extent permissible by law. Annual, Life Membership, and BOT information should be available only to the BOD, and EC. BoDs acting alone cannot perform the following tasks.

- Change approved Temple master plan
- Change the vision of the DCMSS
- Change the Bylaws of the DCMSS
- Sell or lease any DCMSS assets

However, the BoDs can initiate change on any tasks identified above with the simple majority of

BoTs and EC quorum.

For Transition of Duties, please refer to section 9.

2.3.3. General Powers of BoD

The details of the powers of BoD are given below. This will include but not limited to the above powers listed in Section 2.3.2

- Set up policies and guidelines to accept at its discretion all gifts, bequests and donations, in cash or in kind, provided that any such gifts, bequests or donations, which the donor makes, are unrestricted. In case of restrictions or caveats, the BoDs may reject the gift(s) especially if such restrictions are not in the best interests of DCMSS. Further, the wishes of any donor regarding the use of their donations shall, at the discretion of the BoDs, be accepted and honored, to the extent possible as long as such wish does not conflict with the mission of DCMSS.
- To review the annual budget as recommended by the President and the Executive Committee for approval by BoDs.
- To approve capital construction projects and budgets that requires more than **\$50,000** need to be presented to BoT, and EC. Project that costs up to \$50,000 can be approved by BoDs. Any project that costs more than \$50,000 cannot be split into smaller projects to avoid such approvals.
- To borrow money and incur debt for the purposes of DCMSS and to execute instruments of hypothecation of assets with the consensus of BoTs, and EC in attendance.
- To maintain an alphabetically arranged list of all Trustees and Annual Members provided by the Treasurer. Such list shall be updated bi-annually and shall be provided to BoD and EC members.
- To make a report to the General Assembly at its annual meeting about the financial and operational status of DCMSS in conjunction with President
- To welcome new BoTs, BoAs and EC members and inform them about their roles and responsibilities.

It is the responsibility of the BoD to ensure that the Bylaws are followed in the execution of the respective duties and responsibilities.

2.3.4 Chairperson of BoDs:

The Chairperson of BoDs shall be the presiding officer of the BoDs, BOAs and General body Members. The Chairperson shall oversee DCMSS operations on behalf of the BoDs. The

Chairperson along with the President of EC may sign (with due diligence towards the purposes of the temple as defined in Article I) any deeds, contracts or other instruments. The Chairperson will present annual budget and financial report to the general body.

The term of the Chairperson will be 3 months on a rotational basis without election. The Chairperson of the Board is a revolving responsibility between all members of the BoDs. The President of the EC nor the Chair of the BoT can be the Chairperson of the Board.

A BoD can abdicate their responsibility of being the Chairperson of BoD in favor of another BoD member for personal reasons.

The Chairperson is responsible for getting the meeting minutes published through the Secretary within 5 business days. The Chairperson sets agenda, calls for and presides over the board meetings as scheduled and as required. Chairperson can invite outside people depending on the agenda with the BoDs prior approval. He/she is responsible to publish yearly progress report to the GBM.

It is the responsibility of the Chairperson of BoDs to ensure proper governance is followed in the execution of the respective duties and responsibilities by BoD members. It is the responsibility of the Chairperson of BoDs to ensure that all BoD's are addressing the duties of BoDs as described in this section and achieving the mission of DCMSS.

2.3.5 Secretary of BoDs:

The secretary shall keep the minutes of all the meetings of BoDs. The Secretary shall handle all legal notices of DCMSS and such other books and papers as the Chairperson may direct. Such notices and minutes shall be open to examination of any General Body Members upon request/application to the BOD Secretary. Minutes of all the meetings of the BoD shall be made available in DCMSS electronic service like SharePoint to the EC, BOTs, and BoDs within five business days

The term and selection of Secretary will follow the same protocol as outlined earlier for Chairperson in Section 2.3.4

2.4. Executive Committee:

The Executive Committee will execute the day-to-day operation of the DCMSS.

The general operational management of the organization shall be vested in the Executive Committee. For transition of the EC members responsibilities, refer to section 9

The Officers of the Executive Committee of DCMSS shall include a maximum of 8 members as listed below:

- President, elected by GBM

- Vice President, elected by GBM
- Secretary (Organizational), elected by GBM
- Joint Secretary (Organizational), elected by GBM
- Treasurer, elected by GBM (Chair of Finance Committee)
- Joint Treasurer, elected by GBM
- Secretary (Events/Cultural), elected by GBM
- Joint Secretary (Events/Cultural), elected by GBM

Qualifications for EC Members:

- Any individual aspiring to be a EC should be a member of DCMSS in good standing AND SHOULD MEET THE FOLLOWING MINIMUM REQUIREMENT

A member of the Board of Trustee (who takes active role in Sub Committees for at least four years) or an EC member who served for one year, and performed an active role in Sub Committee for three years can contest for President and Vice- President. Any active member of subcommittee for two years can contest for other elected EC positions. Additionally, any EC contesting member shall disclose if he/she is an office bearer in an another organization.

Proven success and capabilities in their professional capacity that translates well to the needs of being a DCMSS EC Office Bearer will be a plus

Additionally -

- The EC is an individual person. The rights do not extend to spouse or any other family members. Powers and responsibilities are not transferable.
- They should conduct themselves in a professional manner, set high moral standards and have a responsibility to support DCMSS activities.
- EC shall not accept any office bearer positions in any other organizations deem to have conflict of interest.

The general body members shall elect Executive Committee members from among the nominations received by the Election Committee per Section 10.2. The applicable term limits of these officers are discussed in section 7. EC members shall not accept any office bearer positions in any another organizations. Based on simple voting majority, the EC may adopt operational policies and procedural rules for the efficient management of the affairs of the Temple. BoD shall provide feedback or recommend changes to the Temple operations to the President, who then revisits the changes with EC and implement as deemed. It is the responsibility of the EC President to ensure that the Bylaws are followed in the execution of the respective duties and responsibilities.

2.4.1 President

The President is responsible for overall affairs of the Executive Committee. The President oversees the day to day affairs of the DCMSS. The President is elected by the general body. President shall provide leadership and direction to the DCMSS activities. President shall ensure that there are adequate checks and balances in the financial operations of DCMSS. President shall attend Government and public relations activities to promote the activities of DCMSS. The President shall attend all meetings of the Board of Directors. In addition, he may attend any or all of the individual Committee meetings. The President shall be the principal Executive Officer of DCMSS. He/she shall be in charge of the day to day business and affairs of DCMSS. He/she shall preside at all meetings of the Executive Committee; shall, ex-officio, be a member of Executive Committees with vote; shall be responsible for public relations for DCMSS. He/she shall see that the resolutions and directives of the Board are directed to and carried out by the Executive Committee, except in those instances in which that responsibility is assigned to some other person by the Board of Directors. To facilitate this process, the President will serve as the 10th BoD member of the organization. In general, he/she shall discharge all duties incident to the office of the President and such other duties as may be prescribed by the Board except in those instances in which the authority to execute is expressly delegated to another officer or agent of DCMSS or a different mode of execution is expressly prescribed by the Board or these Bylaws. He/She may execute for DCMSS any contract, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, and he/she may accomplish such execution under the seal of DCMSS and with the Secretary and any other Officer there unto authorized by the Board according to the requirements of the form of the instrument. He/She shall be responsible along with Treasurer for filing the annual income tax returns in time to the Internal Revenue Service to maintain the tax-exempt status for DCMSS. He/She shall also submit annually all necessary documents to all other governmental agencies to maintain the non-profit status and the tax-exempt status. President with EC approval shall have the ability to spend for Temple operations up to \$1000 for one-time expense and up to \$10,000 within a year maximum without BOD approval.

2.4.2 Vice-President

The Vice-President shall assume the duties of President in his/her absence. He/she will oversee or delegate the responsibilities of other EC members in their absence as needed. The Vice-President coordinates mutually agreed upon ad-hoc activities at the request of the President. The Vice-President is responsible for the Membership services.

2.4.3 Secretary (Organizational)

The Secretary shall record the minutes of the meetings of the EC in electronic media provided for that purpose and distribute in 5 business days; upon request of the President, shall periodically call Executive committee meetings to discuss DCMSS affairs, shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by the Law; shall be the custodian of DCMSS records and of the Seal of DCMSS, and shall keep a register containing the current Mailing address, Telephone Number, and e-mail address of each Board of Director (which

shall be furnished to the Secretary by each Board of Director); shall perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President of the Executive committee. He/She shall work with the Membership Committee to retrieve the membership list, when necessary, to the Elections Committee, and the Membership Committee for use only in official communications. The secretary shall serve as coordinator of all the activities of the Executive committee and the general body. The Secretary of EC is responsible for the digital footprint of the DCMSS and the day to day communication of Samsthan as well as event related matters

2.4.4 Joint Secretary (Organizational)

The joint-secretary shall perform all the activities assigned to him/her by secretary and helps the secretary in his/her duties. He/she also assume the duties of secretary in his/her absence. The Joint Secretary (Organizational) is the record keeper of all DCMSS Physical, Digital, and Intellectual Properties; including but not limited to Asset register, Audit reports, Minutes, Memberships, EC, BoD, BoT, Volunteers roster, current and historical sub-committee rosters, Software and Account Credentials, Marketing materials, Photos and Videos.

2.4.5 Treasurer

The Treasurer shall be the principal accounting and financial Officer of DCMSS. He/She shall: (a) have charge of and be responsible for the maintenance of adequate books of account for DCMSS, as recommended by the Board of Directors and CPA; (b) have charge and custody of all funds and securities of DCMSS, and be responsible thereof, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the Office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board. He/She shall issue audited income and expense statements and balance sheets which will be made available via web communication to the Board of Directors. He/She shall produce all records necessary for internal audit. He/She shall be responsible along with the President for filing the annual income tax returns in time to the Internal Revenue Service to maintain the tax-exempt status for DCMSS. He/She shall also submit annually all necessary documents to all other governmental agencies to maintain the non-profit status and the tax-exempt status. He/She shall get all the records audited and surrender the same at the time of leaving office. He/She shall set up and implement a regular procedure, in consultation with the Finance and Accounting Committee, for recording the Hundi and Aarti offerings. The Treasurer is responsible for preparing yearly operating plan and budgets with EC President and Joint Treasurer.

2.4.6 Joint Treasurer

The joint-treasurer shall perform all the activities as may be assigned to him/her by the Treasurer and executive committee. The joint-treasurer coordinates ad-hoc activities at the request of the Treasurer. The joint treasurer shall work in day-to-day operations with treasurer. In case of treasurer's absence, joint-treasurer should take complete charge of Treasury duties. The Joint-Treasurer shall act as Payroll Officer. The Joint-Treasurer shall be responsible for hundi counting,

and deposit of checks and cash into the bank. DCMSS procurement shall be conducted by the Joint-Treasurer or designee.

2.4.7 Secretary (Events/Cultural)

The Secretary (Events/Cultural) is primarily act as the event coordinator for all the year-around events (religious and cultural) happens at the temple. The primary purpose of this role is to oversee all planning and execution of temple cultural and religious events. The Secretary (Events/Cultural) will work with different subcommittee leads that are required for proper functioning of the DCMSS, especially as they pertain to Event/Cultural activity coordination. The secretary (Events/Cultural) works closely with the President/Vice-President of EC, to further the DCMSS goals as it pertains to the events and cultural activities. The Board in the consultation with the President may occasionally choose to assign event coordination responsibilities to any other expert as it sees fit. In that case, the secretary (Events/Cultural) will work with the assigned lead to further the DCMSS goals.

2.4.8 Joint Secretary (Events/Cultural)

The Joint secretary (Events/Cultural) shall perform all the activities as may be assigned to him/her by the Secretary (Events/Cultural). The joint-secretary (Events/Cultural) coordinates ad-hoc activities at the request of the Secretary (Events/Cultural). The joint secretary shall work in day-to-day operations with the secretary (Events/Cultural). In case of secretary's (Events/Cultural) absence, joint-secretary (Events/Cultural) should take complete charge. The Joint-secretary (Events/Cultural) coordinates ad-hoc activities at the request of the Secretary (Events/Cultural).

2.5. Temple Staff

2.5.1 Priests

Number of Priests: At all times, DCMSS should have a minimum of two priests on their payroll. If the Samsthan loses one of the minimum-required two priests, then immediate efforts must be made to find a replacement.

Selection: Priests selection cannot be done by one individual office-bearer. There has to be a proper interview and consensus from all the members of the BoD after evaluating the qualifications.

Qualifications: The priest must show proof of their training in a Vedic Patshala and enumerate all the rituals and mantras that they know and are willing to perform when the need arises. This list should be placed on record in the DCMSS digital folder so that it is accessible when needed.

Roles: Their first and foremost role is to perform all the pujas and follow all rituals for the main temple deity Shirdi Sai Baba exactly along the lines performed at Shirdi. The priests have to identify various rituals that are appropriate to be performed at various times of the year. They should enumerate those rituals at least three months in advance and bring an awareness

among the office-bearers what the needs would be for those rituals so that proper preparations can be made. They are responsible for keeping the sanctum area clean and tidy and should do so time and again during the entire day.

Employee Agreement: There has to be an official employee agreement drawn between the priest and DCMSS and signed by the Chairperson of the BoD. Apart from terms of employment, the employee agreement should cover qualifications, code of ethics and expectations from the priests for them to be part of DCMSS. It will be binding on the Samsthan to follow the agreement and any deviation from it would need the approval of the majority members of the BoD. During the tenure of the priest, any expenses for the priest borne by the Samsthan should be those that were agreed in the employee agreement during the hiring of the priest.

Pay Raises: Pay raises for the priests should be performance-related and are at the discretion of the BoD. Any pay raises over and beyond the norms should be approved by BoD and EC majority.

2.5.2 Office Manager

To meet the needs of the temple, DCMSS should have a Office Manager on their payroll. The selection of the Office Manager cannot be done by one individual office-bearer. There has to be a proper interview and consensus from all the members of the BoD after evaluating the qualifications to meet the needs of Temple Operations.

The Office Manager's first and foremost role is to manage the front desk as it pertains to the Temple – he is the Customer Service Representative and should be conversant with the DCMSS Services and help guide the congregation in meeting their needs.

Contractual Agreement: There has to be an official contractual agreement drawn between the Office Manager and DCMSS and signed by the Chairperson of the BoD. Apart from terms of employment, the contractual agreement should cover qualifications, code of ethics and expectations from the Office Manager for them to be part of DCMSS. It will be binding on the Samsthan to follow the agreement and any deviation from it would need the approval of majority members of the BoD.

Pay Raises: Pay raises for the Office Manager should be performance-related and are at the discretion of the BoD. Any pay raises over and beyond the norms should be approved by BoD and EC majority.

2.6. *Sub Committees*

There are three types of Sub Committees: Strategic Sub Committees, Operational Sub Committees, and Independent Sub Committees. The Sub Committee formation, roles and responsibilities, execution will be governed by the Standard Operating Procedures (SOP) approved by the BoD. Additional adhoc sub committees shall be formed on as needed basis.

2.6.1 Strategic Sub Committees

These committees are formed and overseen by BoD. BoT and EC will also be part of the sub committee. They are:

- Financial Strategy Planning Sub Committee
- Fund Raising Sub Committee
- Paschim Shirdi Land Development Sub Committee
- Marketing Sub Committee
- Membership Sub Committee
- Community Service Sub Committee
- Ekaaham, Bhiksha Yatra, Paduka Yatra, Sai Samarpayami Sub Committee

2.6.2 Operational Sub Committees

These committees are formed and overseen by EC. BoT and BoD will also be part of the sub committee. They are:

- Finance and Accounting Sub Committee
- Prasadam & Naivedyam Sub Committee
- Puja Sub Committee
- Decoration Sub Committee
- Lendibagh Sub Committee
- Bhajans Sub Committee
- Front desk Sub Committee
- Hospitality Sub Committee
- Audio/ Video, Photography Sub Committee
- Social Media, Web & Technology Sub Committee
- Facilities Sub Committee

2.6.3 Independent Sub Committees

These committees are formed and overseen by BoT and are Independent. BoD and EC will also be part of the sub committee. They are:

- Election Sub Committee
- Grievances Sub Committee
- Audit Sub Committee
 - Non-Profit Financial Compliance – External Financial Audit
 - Financial Prudence – Inventory/Asset Mgmt
 - Organization Compliance – ByLaws Adherence

3. Meetings and Quorum:

The elected Office bearers shall meet weekly or on as needed basis. All Office bearers are required to attend their respective meetings and all will have voting rights. Unexcused Absence of 4 consecutive meetings could lead to disciplinary action of the elected office bearers. Nominated Sub Committee leads shall join these meetings on as needed basis upon invitation from the Office bearers.

A quarterly progress will be presented to the Board of Trustees.

4. Resignation, Removal and Replacements:

Any member of the Executive Committee or BoD may resign at any time by delivering a written letter of resignation to the President of EC or to the BoD Chairperson respectively stating the reason for the resignation and including the intended date of resignation which should be a minimum of 3 weeks from the date of the written submission. In case the reason for resignation is on account of some grievance or misunderstanding during the execution of their duties, then the President of EC / BoD Chairperson shall use the 3-week window to amicably clear the grievance / misunderstanding and request the individual to withdraw the letter of resignation. On the other hand, if the grievance / misunderstanding does not melt away and the individual's decision prevails, then the President of EC / BoD Chairperson shall take immediate steps to find a replacement for the position and ensure a smooth transition. Upon acceptance of the resignation, the President of EC / BoD Chairperson shall communicate this to the DCMSS Office Bearers immediately. Communication to the broader DCMSS congregation will be at the discretion of the governing board. If any of the office bearers resign for reasons other than medical or personal, then they can only contest for a position within the Samsthan after 1 year.

An elected officer who shall have four consecutive unexcused absences from the meetings in a 12-month period shall be considered to have resigned and such position shall be deemed vacant, However, if the office bearer notifies the team of the reason for continued absence then the possibility of resignation may not originate. If a nominated lead of the subcommittee does not fulfill his/her duties as outlined in the Standard Operating Procedures (SOP), that member shall be deemed resigned from the position, and the EC or BoD is required to appoint another member as described in the SOP. An elected BoD or EC member may be removed at any time for a valid reason by a vote of two-thirds of the members present at the general BoDy meeting. Under normal circumstances, BoD or EC member should be elected within 60 days of such vacancy to fill this position and will be notified to all members of the organization.

5. Vacancies:

A vacancy in executive committee or in board of directors because of death, resignation, removal, disqualification or otherwise shall be filled by conducting the election within 60 days.

6. Standing (Ad Hoc) Sub Committees:

In addition to the operational, strategic, or independent sub committees listed above, there may be other standing (ad-hoc) sub committees as determined by the President or Chair of the Board or Chair of BoT with the advice of the Executive Committee or the Board of Directors respectively, and as necessary for the proper functioning of the DCMSS. These are intended to be short term committees with less than a year of work duration. If such committees last two years or more, it may be considered as a regular subcommittee.

7. Term Limits for DCMSS Office Bearers:

Any elected BoD member cannot serve on the board for more than two consecutive terms. They are eligible for contesting after a gap of two years

Any elected EC member cannot serve in the same EC role for more than two consecutive terms. They are eligible for contesting after a gap of two years.

8. Grievances & Conflicts Resolution

All grievances must be documented (template will list out the details to be completed) and addressed fairly, in a timely manner. Grievances can be filed with the Secretary of BoD or the Secretary of EC. The Committee must investigate the matter, and make recommendation for action to the BoD and EC. Any corrective or punitive action against an employee or Office bearer must be approved by a majority vote of the BoD, EC, BoT; If the employee or the Office bearer does not accept the recommendation of BoD, EC, BoT; it will be deliberated to the General body to make the final decision.

All conflicts that arise within or between Executive Committee or BoD or BOT shall be resolved in a democratic and professional manner by the grievance subcommittee.

Whenever a conflict arises in the decision-making process, the guiding principle for conflict resolution shall be the interests of the DCMSS. The General Assembly of all members (with a majority vote) will have the ultimate authority to decide on issues that are not resolved by the Executive Committee or BoD.

9. Transition of Duties

Any elected member who has completed their term or is leaving in the middle of the term, and is replaced by a new member then the existing member should train the incoming elected

member for at least two weeks of the roles and responsibilities that the retiring member was fulfilling in good faith.

10. Election Process

10.1 Conflict of interest for candidates

- Any candidate aspiring to be DCMSS office bearer should not have sign off authority in any non profit organization that is a beneficiary of DCMSS services
- Any candidate aspiring to be DCMSS office bearer should not have sign off authority or ownership interest in any for profit organization that is a supplier to DCMSS
- Any candidate aspiring to be DCMSS office bearer should not be involved in any activity that conflicts with Samsthan's interests.

10.2 Guidelines for Candidate Selection

To meet the needs of DCMSS the candidates should meet the following criteria:

- Election Committee should have access to all membership data and any relevant information and that they should ensure that all members are notified about the election.
- Every candidate should provide their bio-data/resume relevant to the position that he/she is seeking for Election Committee to ensure that they are qualified to contest the election.
- Election Committee can solicit additional information from the candidate or their references to ensure that they suit the mission of DCMSS

10.3 BoD Election and Terms

The election of BoD positions will be conducted every 4 years and contesting members garnering maximum votes will take over the office. Under normal circumstances, The election will be held during month of April/May or any other months during extraordinary times at the annual meeting of the General Assembly . If there are any openings, elections can be conducted to fill the vacancy.

An election committee will be formed by BoTs, and EC and care should be taken that spouse of the election committee member is not running for any office bearer position. This election committee will consist of minimum of three (BoTs, and EC) members who are in good standing, and shall not be contesting or nominating candidates in the pending election.

The Election Committee shall:

- Solicit nominations at least fourteen days (14 days) prior to the election date from eligible members.
- The election committee shall present the list of candidates prior to the election date along with the Bios of each nominee and distribute it to the DCMSS members.
- Each contestant can be nominated for one position only.
- Election process will take place in Temple with sealed boxes or an alternative electronic voting mechanism as approved by BOD, EC and BOT . Each candidate will need to be listed in the ballot papers in alphabetical order (Last name) with checkbox on the side for each candidate. Check mark (X) will be considered as a valid vote for a candidate listed. The voted ballot will be invalid if there are more checks than the number of positions being elected.
- After voting is done by ,DCMSS members ballots will be counted on the same date at same location. Election results will be announced on the same date.
- Votes casted physically and virtually shall be considered.

Elected BoDs shall take office within 14 days of getting elected or any mutually agreed date .

10.4 EC Elections

EC Election committee will consist of minimum of three members, which includes BOT and BoDs. The members of the election committee nor their spouse shall contest candidates in the pending election.

Election Process

The Election Committee shall:

- Solicit nominations from DCMSS at least fourteen days (14 days) prior to the election date from eligible members.
- The election committee shall present the list of candidates to the general assembly prior to the election date along with the Bios of each nominee.
- Each contestant can be nominated for one position only.
- Election process will take place in Temple with sealed boxes or an alternative electronic voting mechanism as approved by BOD, EC and BOT . Each candidate will need to be listed in the ballot papers in alphabetical order (Last name) with checkbox on the side for each candidate. Check mark (X) will be considered as a valid vote for a candidate listed. The voted ballot will be invalid if there are more checks than the number of positions being elected.
- After voting is done, ballots will be counted on the same date at same location. Election results will be announced on the same date.
- Votes casted physically and virtually shall only be considered.

Each member can contest for one position only at a time.

Election of officers of the executive committee shall be held during month of April/May or any other months during extraordinary times at the annual meeting of the General Assembly. If there are any openings, elections can be conducted to fill the vacancy.

For any election, BoD, EC and BOT can collectively approve the eVoting process as provided in the eVoting SOP.

Transfer of Duties and Responsibilities: [SEP] After the elections are completed, the Election Committee shall facilitate the transfer of duties and responsibilities to the newly elected committee.

Article III

11. Corporate Acts:

11.1 Contracts with Officers and Members of DCMSS:

No Employee or member of the BoD, BoT and the EC of DCMSS shall be interested directly or indirectly in any contract relating to the operations conducted by DCMSS, or in any contract for furnishing services or supplies to DCMSS. Exceptions can be made if, such contract is authorized by a majority of the BoTs, BoD or the EC, when such employee or member is not present, and is not involved for such authorization, and the nature of such interest is fully disclosed or known to the BoTs, BoD and the EC at the meeting at which the contract is awarded.

11.2 Indemnification of Employees and Members:

Any person (or his/her estate) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was an Employee or member of DCMSS shall be indemnified by DCMSS against any liability and reasonable expense (including attorney's fees) incurred by him/her in connection with the defense or settlement of such action, except in relation to matters as to which it shall be adjudged by the court that such employee or member is liable for negligence or misconduct in the performance of his/her duties.

Article IV

12 Membership:

Any individual, over the age of 21 (twenty-one) and legal resident of the United States of America is eligible to become a Member. The individual should submit an application for Membership in a prescribed Membership Application Form for formal Approval and pay the Membership Dues. In general, the Member shall be an individual with an interest in Sri Shirdi Saibaba preaching and philosophy and with an interest in the activities of DCMSS. Members and their families shall be entitled to all the religious privileges of the DCMSS. However, voting rights shall be limited to the subscribed member.

12.1 Annual Member

Any individual, over the age of 21 (twenty-one) and legal resident of the United States of America is eligible to become a Annual Member. Annual membership is open to an individual or a family who donates \$51 per annum receipted. This amount is subject to change and it will be determined by the BoD and EC from time to time. The period of membership will be from January 1st to December 31st of each year, and are eligible to vote in that year. All receipted payments made to DCMSS towards any services or donations will be considered towards membership. DCMSS reserves the right to use the funds for the maintenance of the temple.

12.2 Life member

Any individual, over the age of 21 (twenty-one) and legal resident of the United States of America is eligible to become a Life Member. Life membership is open to any member or family who donates \$ 2,500 receipted cumulatively. This amount is subject to change time to time and it will be determined by the BoD, and EC. The period of membership will be for the life time of the member. Life Members have voting rights, upto one vote per family or member. All receipted payments made to DCMSS towards any services or donations will be considered towards membership. Annual and life members can request their contribution be treated as a private matter to the extent permissible by law. Only Life members are eligible to contest for Office.

12.3 Executive Committee

Refer to Article II.

12.4 Board of Trustees (BoT)

Refer to Article II.

12.5 Board of Directors of (BoD)

Refer to Article II.

Article V

13 General Provisions:

13.1 Fiscal Year

The fiscal year of DCMSS shall be from Jan 1 to Dec 31. Temporary Registered office: DC Metro Sai Samsthan, P.O. Box: 3026, Germantown, MD 20875-3026 until a Temple is built.

13.2 Corporate Address

Until temple is built, the corporate address of DCMSS shall be DC Metro Sai Samsthan, P.O. Box: 3026, Germantown, MD 20875-3026.

Article VI

14 General Body meetings:

The annual General Body Meetings will be held in the month of May, at a place and time designated by the Board of Directors. In extra ordinary circumstances the GBM will be moved accordingly. Annual Report: The President and Treasurer shall submit an Annual Report to the Board of Directors at the annual meeting in conformance with the requirements of the statutes. The annual report shall be reviewed and approved by the Board of Directors and then shall be filed with the minutes of the meeting and shall be made available to the General body members. The Executive team and the various sub committees will take office in May of the calendar year.

This ByLaws document was approved on Dec 20, 2020 and it supersedes older bylaws and whatever written in the ratified bylaws will be only implemented.

Article VII

15 Amendments

The Board of Directors may make, adopt, alter, amend, and repeal, as and when needed in a year, the by-laws of DCMSS after obtaining approval of 2/3 majority of BODs, BOTs, and EC attending in person or phone-in the approval meeting. These new by-laws supersede all the previous by-laws.

16. Code of Ethics

As a nonprofit organization at the forefront of spreading Saibaba's teachings and charitable work, DCMSS's policy is to uphold the highest legal, ethical, and moral standards. Our donors and volunteers support DCMSS because they trust us to be good stewards of their resources, and to uphold rigorous standards of conduct. Our reputation for integrity and excellence requires the careful observance of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

DCMSS will comply with all applicable laws and regulations and expects its BOD's, BOT's and EC , and employees to conduct business in accordance with the letter and spirit of all relevant laws; to refrain from any illegal, dishonest, or unethical conduct; to act in a professional, businesslike manner; and to treat others with respect. BOD's , BOT's and EC members should not use their positions to obtain unreasonable or excessive services or expertise from DCMSS's staff.

In general, the use of good judgment based on high ethical principles will guide BOD's, BOT's and EC, and employees with respect to lines of acceptable conduct. However, if a situation arises where it is difficult to determine the proper course of conduct, or where questions arise concerning the propriety of certain conduct by an individual or others, the matter should be brought to the attention of DCMSS. Grievance SOP will be used where necessary.

In all questions involving ethics and conduct, the BOD's will make relevant determinations, except that any individual whose conduct is at issue will not participate in such decisions.