



HINDU CULTURAL SOCIETY OF WESTERN NEW YORK, INC.

1595 North French Road • Getzville, New York 14068

BYLAWS

Adopted October 2026

REVISION COMMITTEE

Dr. Dinesh K. Sukumaran (*Convenor*)
Mr. Sujith K. Narayanan
Dr. Usha Pande
Ms. Harini Chandrashekar
Mr. Rakesh Verma (*until 30 July 2026*)

REVISION HISTORY

Original January 1987
Last Revision January 2023
Current Document Adopted October 2026

HINDU CULTURAL SOCIETY OF WNY, INC.
Resolution of the General Body of Members
Adoption of the Amended and Restated Bylaws

Date of Meeting: October 4, 2026 **Place:** HCS Auditorium

WHEREAS, the Hindu Cultural Society of WNY, Inc. (the "Society") is governed by Bylaws most recently amended in January 2023 (the "Existing Bylaws");

WHEREAS, the proposed Amended and Restated Bylaws (the "New Bylaws") have been reviewed and discussed with the members;

WHEREAS, written notice of this General Body meeting was mailed to all members in good standing on September 2, 2026, as required by the Existing Bylaws, which notice stated that the purpose of the meeting is to consider and adopt the New Bylaws and included a comparison of the Existing Bylaws and the New Bylaws;

WHEREAS, a quorum of members is present as required by the Existing Bylaws; and

WHEREAS, the members consider the adoption of the New Bylaws to be in the best interests of the Society;

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Bylaws of the Hindu Cultural Society of WNY, Inc., in the form mailed to the members and presented at this meeting, are hereby approved and adopted;

RESOLVED FURTHER, that the New Bylaws supersede and replace the Existing Bylaws, and all prior amendments to them, in their entirety, effective October 14, 2026, as provided in the New Bylaws;

RESOLVED FURTHER, that all actions lawfully taken under the Existing Bylaws before the effective date shall remain valid, and that the current officers shall continue in office until their terms expire or their successors are elected or appointed under the New Bylaws; and

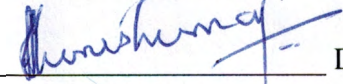
RESOLVED FURTHER, that the General Secretary is authorized to:

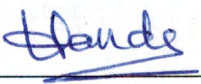
- certify the adoption of the New Bylaws;
- keep a signed copy in the Society's official records;
- make the New Bylaws available to all members; and
- correct any typographical or numbering errors, provided that the substance is not changed.

THE FOREGOING RESOLUTION WAS UNANIMOUSLY APPROVED AND ADOPTED BY THE MEMBERS PRESENT AT THE GENERAL BODY MEETING.

Certification

We, the undersigned officers, certify that the foregoing resolution was duly adopted by the members of the Hindu Cultural Society of WNY, Inc. at a General Body meeting held on October 4, 2026, at which a quorum was present.

 Date: 5 Oct. 2026
Dinesh K. Sukumaran, General Secretary

 Date: 10/5/2026
Usha Pande, President

HINDU CULTURAL SOCIETY OF WESTERN NEW YORK, INC.

BYLAWS

ARTICLE I

NAME AND PURPOSE

Section 1. Name. The name of this New York State registered not-for-profit corporation organized under New York law and recognized as tax-exempt under IRC 501(c)(3) shall be Hindu Cultural Society of Western New York, Inc., hereinafter referred to as “HCS.” The Executive Committee shall constitute the Board of Directors of HCS. As used in these Bylaws, the terms “HCS,” “the Organization,” and “the Corporation” refer interchangeably to Hindu Cultural Society of Western New York, Inc.

Section 2. Purpose. The purpose of HCS is to bring together those of diverse cultural backgrounds sharing a common belief in Hindu culture. HCS promotes Hindu philosophy, values, traditions, and practices to help preserve and sustain religious heritage for future generations.

The main objectives of HCS are:

- (1) To promote religious, cultural, educational, and social activities consistent with Hindu philosophy and practices;
- (2) To foster friendship and community among members;
- (3) To provide opportunities for leadership development and support;
- (4) To promote good citizenship by instilling Hindu values and their importance in contemporary society;
- (5) To develop an appreciation and understanding of rich and diverse cultures within the Indian community;
- (6) To facilitate understanding, education, and acceptance of Hindu philosophy and culture with other religious and ethnic groups;
- (7) To serve the community through participation in humanitarian activities;
- (8) To continue to expand facilities to fulfill the needs of the community.

ARTICLE II

MEMBERS

Section 1. Eligibility. Membership in HCS shall be open to any individual or Organization that supports the purpose and mission of the Organization.

Section 2. *Rights and Responsibilities.* Each member shall have the right to participate in affairs of HCS, including the right to attend meetings, vote on matters requiring membership approval as determined by membership class, and receive communications and publications.

Section 3. *Membership Classes.* The Executive Committee may establish different classes of membership with varying rights, privileges, and dues, as deemed appropriate. Any new class of membership, and the dues associated with each class of membership, shall require approval by the General Body.

- (a) *Single Membership.* Shall be appropriate for an individual who is 18 years of age or older.
- (b) *Family Membership.* Shall be appropriate for a unit consisting of two (2) adults and any dependent children under the age of 25, including those living away from home for purposes of study.
- (c) *Life Membership.* Shall have the same privileges as a single or family membership.
- (d) *Independent Student Membership.* Shall be appropriate for any full-time student who does not fall within the parameters of a family membership.
- (e) *Organizational Membership.* Shall be appropriate for Organizations interested in using HCS facilities, organizing events of interest to the Indian community, collaborating with HCS for celebrating festivals and hosting combined events. These member organizations enjoy subsidized rates for rental and HCS facilities use. Neither these Organizations nor their representatives enjoy privileges available to other member classes (a)–(d) above.

Section 4. *Dues.* All categories of membership shall pay dues as determined by the HCS Executive Committee and approved by the General Body. The period of membership covers the calendar year (with the exception of the life members). Members shall be considered in good standing for that calendar year ending December 31 upon payment of dues.

Section 5. *Termination.* The Executive Committee may recommend termination of membership to the General Body for cause, through a two-thirds majority vote, for reasons such as violation of the Organization's Bylaws or policies and/or conduct detrimental to the Organization's interest. Termination of membership shall take place when such a recommendation is approved by a majority of members present in a General Body Meeting called for such a purpose.

Section 6. *Privileges.* A member in good standing shall be entitled to receive all publications and membership mailings, attend meetings, which are open to all members, vote and hold office, and participate in all general Organizational activities consistent with purposes and policies of HCS. Two adults from the same household who are considered Family Members shall be entitled to vote individually. Dependent unmarried children of ages 18 to 25 and dependent full-time students, who are considered members of family membership, shall also be eligible to vote individually. Independent student members shall not have voting privileges.

ARTICLE III
EXECUTIVE COMMITTEE

Section 1. Elections and Powers. The Executive Committee shall have custody, control, and direction of the Organization, property, and other assets as they arise. Executive Committee Members shall be elected every two years at the election described in Article III, Section 11. Each Executive Committee Member shall serve until their successor is elected and qualified, unless their membership has previously been vacated by resignation, death, removal, or otherwise. The Executive Committee shall be responsible for the day-to-day affairs of HCS and the regular and special activities of HCS, in accordance with the Bylaws. The Executive Committee shall carry out long-range plans mandated by the General Body.

Section 2. Number. The Executive Committee shall consist of a minimum of five (5) members and a maximum of ten (10) members through December 2028, and increasing to eleven (11) members beginning January 2029. This number can be amended as the need arises by consent of the Executive Committee and approval of the General Body. If, at any time, the number of Executive Committee members is fewer than the number of Officer positions under Section 3, the Executive Committee may combine two or more Officer positions in a single member until the vacant positions are filled.

Section 3. Officer Positions. The Officers of the Executive Committee shall consist of:

- (a) President
- (b) Vice President
- (c) General Secretary
- (d) Treasurer
- (e) Secretary of Religious Affairs
- (f) Secretary of Education and Cultural Affairs
- (g) Secretary of Youth, Sports, and Humanitarian Activities
- (h) Secretary of Facilities Maintenance
- (i) Secretary of Facilities Rental
- (j) Secretary of Planning and Building
- (k) Secretary of Information Technology (effective January 2029)

Additional Officer positions may be created as deemed necessary by a two-thirds majority of the Executive Committee to be placed before the General Body for approval.

Section 4. Duties and Responsibilities. Executive Committee Members shall perform their duties in good faith, in a manner consistent with HCS's best interests, and shall regularly attend Executive Committee meetings, actively participate in Committee activities, and serve on Committees as needed.

Section 5. *Term.* Members of the Executive Committee shall be elected and shall serve for a term of two (2) years. Officers and Executive Committee Members may serve no more than two (2) consecutive elected terms in the same position.

No individual shall serve as an Officer on the Executive Committee for more than a cumulative total of eight (8) years during their lifetime. This lifetime limit is absolute and retroactive; it encompasses all years of service completed prior to the adoption of these Bylaws, as well as all years of service completed thereafter, regardless of whether such service was consecutive or performed in different Officer positions. Notwithstanding the foregoing, this lifetime limit shall not require the removal of an Officer during a term of office in progress on the effective date of these Bylaws; any Officer who has already reached or exceeded this cumulative limit as of that date shall be permitted to complete that term, but shall not be eligible for nomination or election to any Officer position thereafter.

Section 6. *Vacancies and Removals.* The General Body may remove an Officer for cause, such as failure to perform duties or regularly attend meetings, violation of the Organization's Bylaws or policies, or conduct detrimental to the Organization's interest, upon approval by a two-thirds majority vote. This conduct must amount to actions which undermine the purpose of the Organization or give rise to legal consequences.

Any vacancy that occurs for any reason shall be filled by the Executive Committee. In the case of a vacancy in the office of President, the Vice President shall assume the office of President. The vacancy thus created in the office of Vice President shall be filled by one of the Executive Committee members. A vacancy in any other office shall be filled by the Executive Committee appointing a member of HCS. If five (5) or more vacancies occur, those vacancies shall be filled by the Nomination Committee within thirty (30) days of the vacancies arising, by appointing qualified members of HCS.

Any Member in good standing with voting privileges may initiate the removal of an Officer for cause by submitting to the Executive Committee a petition signed by 25% of the General Body membership; a Special Meeting for that purpose shall then be called and noticed in accordance with Article V, Section 2. At such Special Meeting, Members shall have the opportunity to present the for-cause action to remove the Officer, and the Officer shall be removed for cause upon the same two-thirds majority vote of the members present required elsewhere in this Section.

Section 7. *Qualifications for Officer Election.*

- (a) The candidate must be a voting member in good standing at the time of election and throughout the term of office.
- (b) The candidate must reside within fifty (50) miles of Hindu Cultural Society of Western New York, Inc., located at 1595 North French Road, Getzville, NY 14068.
- (c) The candidate must, at the time of nomination, self-disclose to the Nomination Committee whether they have any prior conviction of, or prior guilty or no-contest plea to, a sexual offense, and must not currently be serving a term of disciplinary probation imposed by HCS for violation of these Bylaws or HCS policy. A candidate with any such conviction, plea, or active disciplinary probation is not eligible for nomination.

- (d) The candidate must have maintained membership for a minimum of two (2) years.
- (e) No Member can be nominated for more than one office at a time.

Section 8. *Limitations of Office.* To qualify for nomination for the offices of President and Vice President, candidates must have been members of the Executive Committee for a minimum of two (2) years. Only one member of the same family can hold a position in the Executive Committee or Trust Committee for the same term. For purposes of this Section, “family” means a spouse, domestic partner, parent, child, or sibling by blood, marriage, or adoption; this limitation applies separately to the Executive Committee and to the Trust Committee.

Section 9. *Nomination Committee.* The Nomination Committee shall be composed of five (5) Members with one (1) designated as Chairperson of the Committee; Members of the Nomination Committee will be selected by the Executive Committee and Trust Committee from among nominations (including self-nominations) received from the General Body Membership. Two (2) of these five members shall be chosen by the Executive Committee, and the other three (3) members shall be recommended by the Trust Committee. The Executive Committee shall appoint each member recommended by the Trust Committee unless that member does not meet the qualifications set forth in this Section, in which case the Trust Committee shall recommend a replacement. The Executive Committee shall constitute the Nomination Committee, and appoint the Chairperson of the Nomination Committee from the five (5) members thus chosen. Members of the Executive Committee and Trust Committee cannot serve on the Nomination Committee.

Section 10. *Notice of Nomination.* The Nomination Committee shall issue a notice via email or mail inviting nominations for the upcoming election at least three (3) months before the election. All nominations shall be duly proposed, seconded, and accepted by the candidate. All nominations, in writing, must be submitted to any member of the Nomination Committee two (2) months prior to the election. The Nomination Committee shall make available the current list of voting members for inspection by members, and post the list of valid nominations on the notice board of HCS six (6) weeks prior to election day. Nominations may be withdrawn up to two (2) weeks prior to election day. If there are no nominations for an Officer position, the Nomination Committee is duly authorized to nominate an eligible member to fill the vacancy. The Nomination Committee should ensure that nominated Member(s) are in good standing and qualified to run for election in the nominated office.

Section 11. *Election of Officers.* The Nomination Committee shall act as the Election Committee. Election of Officers shall be by secret ballot held on the second Sunday of December. Any member, excluding student members, in good standing thirty (30) days prior to the date of election will be eligible to vote. If any candidate fails to secure more than 50% of the vote, a runoff election between the top two vote-getters shall be held the following Sunday. Upon request, members may be issued an absentee ballot, if unable to attend election proceedings. These ballots will be issued via mail or in person only.

Section 12. Oath. The oath of office shall be administered to the newly elected members by a member of the Nomination Committee on the last Sunday of December, after Kirtans, at the HCS Center. The following oath shall be administered:

Officers shall hold a Hindu holy book of their choice in one hand and repeat:

“In the name of the omnipresent and omniscient Lord, I promise to discharge the duties of the office to which I have been elected, faithfully, honestly, cooperatively, and to the best of my ability. I shall uphold, preserve, protect, and defend the Bylaws of Hindu Cultural Society of Western New York, Incorporated. So help me God.”

Section 13. Duties of Officers.

- (a) *President.* The President shall execute all recommendations directed by HCS governing bodies and be an ex-officio member of all Committees excluding the Nomination Committee. The President shall preside over all meetings of the General Body and of the Executive Committee. The President shall have the power to sign all contracts or other legal instruments as approved by the Executive Committee and General Body as applicable and shall have a tie-breaking vote in general proceedings.
- (b) *Vice President.* The Vice President shall chair the Membership Committee and carry out functions as delegated by the President. In addition, in the absence of the President, the Vice President shall carry out the duties of the President.
- (c) *General Secretary.* The General Secretary shall record the minutes of all meetings of the General Body and Executive Committee and maintain records for reference. Under the direction of the Executive Committee, the General Secretary shall conduct all correspondence for HCS, chair the Publication Committee, communicate and provide notice for all member meetings, and make announcements of HCS activities at Kirtans. In addition, the General Secretary shall conduct all meetings of the General Body and the Executive Committee.
- (d) *Treasurer.* The Treasurer shall maintain all billing and collection of dues and donations and all other funds associated with HCS, including disbursements in accordance with the approved budget as authorized by the Executive Committee and General Body of HCS. The Treasurer is charged with keeping a full and accurate record of finances, maintains the ability to sign checks as approved by governing bodies under two thousand dollars (\$2,000) independently, and shall be chair of the Finance Committee. The Treasurer will coordinate audit and review of the HCS accounts with an independent CPA (selected by the Finance Committee and approved by the Executive Committee).
- (e) *Secretary of Religious Affairs.* The Secretary of Religious Affairs shall carry out and preside over religious activities consistent with the mission of HCS, including Kirtans, in addition to arranging religious classes and discussions, inviting religious speakers, and supervising Temple Priest(s) and their functioning.

- (f) *Secretary of Education and Cultural Affairs.* The Secretary of Education and Cultural Affairs is charged with carrying out educational activities and classes consistent with the cultural heritage of India.
- (g) *Secretary of Youth, Sports, and Humanitarian Activities.* The Secretary of Youth, Sports, and Humanitarian Activities is charged with all youth-related activities including sports, and shall organize and promote charity work within the community.
- (h) *Secretary of Facilities Maintenance.* The Secretary of Facilities Maintenance is responsible for maintaining the HCS facilities and ensuring their cleanliness and safety.
- (i) *Secretary of Facilities Rental.* The Secretary of Facilities Rental shall be responsible for organizing rentals of the facilities for any purpose consistent with the mission and purpose of HCS.
- (j) *Secretary of Planning and Building.* The Secretary of Planning and Building shall be responsible for planning and supervising future expansion in conjunction with the Trust Committee and fundraising for expansion; shall serve as an ex-officio member of the Trust Committee; and shall also serve as Chairperson of the Planning and Building Committee.
- (k) *Secretary of Information Technology (effective January 2029).* The Secretary of Information Technology shall oversee all digital assets and maintain, preserve, and protect such assets. In addition, this position requires the Secretary to maintain cloud archiving, compliance monitoring, access control, and overall digital infrastructure of HCS.

ARTICLE IV COMMITTEES

Section 1. Committees and Power. The Executive Committee may establish Committees as necessary to assist in fulfilling the Organization's objectives. Outside of the Executive Committee-appointed Trust Committee, all other Committee Members shall be appointed by the President with the approval of the Executive Committee and shall act within the constraints of the power delegated to them by the Executive Committee in an advisory capacity.

Section 2. Trust Committee. The Trust Committee:

- (a) Shall consist of nine (9) Executive Committee-appointed members and two (2) ex-officio members. The President and the Secretary of Planning and Building will serve as ex-officio members of the Trust Committee. Trust Committee members shall serve a term of three (3) years and cannot serve consecutively. Trust Committee members shall be appointed by the Executive Committee. Qualifications to serve on the Trust Committee shall be the same as for members of the Executive Committee. In the event of any vacancies, the Executive Committee will make replacement appointments.

- (b) Shall elect its own Chairperson and Secretary every year based on a two-thirds majority vote of Trust Committee Members present. The Chairperson of the Trust Committee shall also be an ex-officio member of the Planning and Building Committee.
- (c) Shall meet a minimum of four (4) times a year.
- (d) Shall initiate long-term and short-term fundraising plans in conjunction with appropriate Committees.
- (e) Shall help to advise and resolve issues referred to it by the Executive Committee regarding critical issues within the Executive Committee related to governing. The Executive Committee shall be bound to accept the resolution and advice provided by the Trust Committee.
- (f) Shall recommend disciplinary action to be instituted by the Executive Committee for anyone not in compliance with the HCS Code of Conduct Policy on HCS premises, as referred to it by the Executive Committee.
- (g) Shall provide the Executive Committee with guidance on critical issues related to the Bylaws and policy matters when deemed necessary, in an advisory capacity only.
- (h) Shall review, investigate, advise, and resolve the Nomination Committee of any violation(s) of the Bylaws brought forward to it by any HCS member. The Nomination Committee shall be bound to accept the resolution.
- (i) May decide to call a meeting of the General Body by two-thirds vote, and have the Executive Committee schedule such a meeting.
- (j) *Quorum.* A simple majority of the members of the Trust Committee shall constitute a quorum.
- (k) *Removal.* The Executive Committee may initiate removal of a Trust Committee Member for cause, such as failure to perform duties or regularly attend meetings, violation of the Organization's Bylaws or policies, or conduct detrimental to the Organization's interest, upon approval by a two-thirds majority vote of the Executive Committee, and recommend such removal to the General Body, which can concur with or reject the recommendation by a simple majority of the membership present called for such a decision.
- (l) Shall recommend three (3) members to the Executive Committee for appointment to the Nomination Committee. These three members shall be chosen from among the nominations (including self-nominations) received from the Membership of HCS. These nominees shall not be members of either the Trust Committee or Executive Committee or the current Nomination Committee.

Section 3. Other Committees.

- (a) Membership Committee — Chaired by the Vice President
- (b) Publication Committee — Chaired by the General Secretary

- (c) Finance Committee — Chaired by the Treasurer, with the President and the General Secretary as its members
- (d) Religion Committee — Chaired by the Secretary of Religious Affairs
- (e) Education Committee — Chaired by the Secretary of Education and Cultural Affairs
- (f) Sports Committee — Chaired by the Secretary of Youth, Sports, and Humanitarian Activities
- (g) Humanitarian Committee — Chaired by the Secretary of Youth, Sports, and Humanitarian Activities
- (h) Maintenance Committee — Chaired by the Secretary of Facilities Maintenance
- (i) Planning and Building Committee — Chaired by the Secretary of Planning and Building
- (j) Ladies Club — As appointed by the Executive Committee
- (k) Library Committee — Chaired by the Secretary of Education and Cultural Affairs
- (l) Food Committee — As appointed by the Executive Committee
- (m) Custodian — As appointed by the Executive Committee and working with the General Secretary for purposes of maintaining records of the temple and resolving potential conflicts

Section 4. *Transition of Power.* All outgoing elected individuals shall hand over all documents, inventories of assets including bank account authority, temple property keys, computers, emails, and all necessary passwords within five (5) days of a newly elected individual taking office.

ARTICLE V MEETINGS

Section 1. *Annual Meeting.* The Annual Members Meeting shall be held in November every year, at a time and date as determined by the Executive Committee. It shall take place at 1595 North French Road, Getzville, New York 14068. The Executive Committee maintains the ability to amend this date as necessary. Signed notice shall be given in writing by the General Secretary to each voting member via mail or email, thirty (30) days prior to the meeting. All Executive Committee members shall present their annual reports at this meeting. Meeting minutes and audio recordings shall be archived, and the minutes shared with the General Membership. The quorum for all Membership meetings (Annual Meetings, Special Meetings, membership-termination meetings, and Bylaws amendment meetings) shall be 25% of HCS Membership headcount. If a quorum is not met at these meetings, a follow-up meeting will be scheduled a week later. There shall be no quorum requirement for the second follow-up meeting. Notwithstanding the foregoing, a second follow-up meeting at which an amendment to these Bylaws is to be voted upon shall require a quorum of at least ten percent (10%) of HCS Membership headcount. The second follow-up meeting agenda will remain identical to the originally scheduled meeting. No agenda items can be introduced in the second follow-up meeting.

Section 2. *Special Meetings.* Special meetings may be called by the Executive Committee on its own or at the request of (1) a petition signed by 25% of the General Body or (2) two-thirds of the members of the Trust Committee. The Executive Committee shall call such requested meetings within forty-five (45) days of notice of the request. Notice shall be given in writing by the General Secretary to each voting member via mail or email, thirty (30) days prior to the meeting. For any amendment(s) to the Bylaws to be considered, the notice and agenda placement shall comply with Article IX (Amendments), including the 45-day signed written notice threshold.

Section 3. *Executive Committee Meetings.* The Executive Committee shall hold meetings twice a month. For purposes of the meeting, a quorum shall consist of a simple majority of the Executive Committee positions then filled. Decisions may be made by a 51% vote of members present at a meeting where a quorum is present and upon written notice to the remaining Committee Members. Executive Committee members are expected to be present for a minimum of 70% of the meetings in a year. All HCS meeting audio recordings and minutes shall be shared among attendees and archived. Shared records of Executive Committee Meetings shall be kept confidential by Executive Committee Members, to preserve free exchange of ideas in Executive Committee Meetings. This confidentiality requirement does not limit a member's right under Article XII to request records of General Body meetings and the other records described in that Article.

Section 4. *Joint Executive and Trust Meetings.* A joint meeting of the Executive Committee and Trust Committee shall be held on February 1 at 1595 North French Road, Getzville, New York 14068, at 6:00 PM (EST) annually. The Executive Committee maintains the ability to amend this date as necessary.

Section 5. *Parliamentary Authority.* *Robert's Rules of Order* governs any procedure not addressed in these Bylaws for committees conducting meetings and making decisions.

ARTICLE VI FISCAL MATTERS

Section 1. *Fiscal Year.* The fiscal year of HCS shall mirror the calendar year beginning January 1 and ending December 31. The Treasurer shall hold the fiduciary responsibility of HCS.

Section 2. *Financial Records.* HCS, in conjunction with the Treasurer, shall maintain complete and accurate financial records in accordance with applicable laws and regulations. The Treasurer shall submit to the Executive Committee the previous quarter's financial report, which shall include a statement of income and expenses including a breakdown. This quarterly financial report shall be submitted within one month after the end of the quarter. The Treasurer and the Finance Committee-appointed CPA shall produce an Annual Financial Report to voting members by the end of March following the previous fiscal year. Transactions under \$2,000 shall be approved by the Treasurer, and transactions between \$2,001 and \$5,000 must be approved by a majority of the Finance Committee. All transactions between \$5,001 and \$10,000 shall be approved unanimously by the Finance Committee. If the Finance Committee cannot agree on any transaction, the full Executive Committee

shall debate and decide on the matter. Expenses in excess of \$10,000 must be approved by a two-thirds majority of the Executive Committee.

Section 3. *Annual Budget.* The Finance Committee and the Executive Committee shall approve an annual budget for HCS as proposed by the Treasurer in consultation with the Finance Committee no later than February 15. The Treasurer shall preserve a reserve fund equivalent to the anticipated twelve (12) months' average expenditure at a minimum.

ARTICLE VII

USE OF HINDU CULTURAL CENTER

The Hindu Cultural Center is the central meeting place for all religious, cultural, and social activities and is open to use by all members of the community. The current facility is used as a temple and, accordingly, non-vegetarian food, alcoholic beverages, and smoking/vaping are strictly prohibited. Additionally, shoes are not to be worn inside the prayer hall.

ARTICLE VIII

MISCELLANEOUS

Section 1. *Conflict of Interest Policy.* All directors, Officers, employees, volunteers, key employees, and other interested parties shall be required to sign an annual Conflict of Interest Statement and shall affirm their compliance with this policy and disclose any potential conflicts.

Section 2. *Indemnification.* The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit, or proceeding in which they may become involved by reason of their service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which they shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The corporation may advance expenses to a person entitled to indemnification under this Section in advance of the final disposition of a proceeding, upon receipt of a written undertaking by or on behalf of that person to repay such amount if it is ultimately determined that they are not entitled to indemnification under this Section.

Section 3. *Code of Conduct.* All directors, Officers, employees, volunteers, or interested parties and visitors to the HCS Campus shall be required to adhere to the HCS Code of Conduct Policy, and affirm their compliance to maintain the sanctity of HCS.

Section 4. Severability. If any provision of these Bylaws, or the application of any provision to any person or circumstance, is held by a court of competent jurisdiction, the New York Attorney General, or other governing authority to be invalid, illegal, or unenforceable, the remaining provisions of these Bylaws shall continue in full force and effect, and shall be construed as if the invalid, illegal, or unenforceable provision had never been included. The Executive Committee shall, as promptly as practicable, propose a replacement provision consistent with the original intent of the affected provision for adoption in accordance with Article IX (Amendments).

ARTICLE IX AMENDMENTS

These Bylaws may be amended at any Annual Meeting of the Organization or at any Special Meeting of the Membership called by the Executive Committee for that purpose, by a vote of two-thirds of all voting Members of the Organization present at the meeting, provided that a copy of the proposed amendment or amendments shall have been mailed to each Member forty-five (45) days prior to such meeting. Meetings called to address Amendments to these Bylaws must comply with the 45-day signed written notice threshold in all such cases, regardless of the source.

Any revised or amended version of the HCS Bylaws will become effective ten (10) days after approval by the General Body of HCS Membership. The approved version must be provided to the General Membership and published on the HCS Notice Board within seven (7) days of its approval. All ongoing processes initiated and already in progress (until the tenth day of approval and adoption of the new Bylaws) will be completed under the original Bylaws under which they were initiated.

ARTICLE X NOT-FOR-PROFIT ORGANIZATION OF HCS

The Corporation was formed as a non-stock and not-for-profit corporation, organized and operated in furtherance of the purposes specified in the Certificate of Incorporation. Notwithstanding any other purpose set forth herein, the corporation is organized solely and exclusively for charitable, educational, and beneficial purposes, and the corporation shall not carry on any activity not permitted to be carried on by:

- (a) a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law);
- (b) a corporation exempt under Article 8 of the New York State Estates, Powers and Trusts Law (EPTL);
- (c) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding Revenue Law).

ARTICLE XI

DISSOLUTION CLAUSE

In the event of the dissolution of HCS, the assets, after clearing off all indebtedness, shall be donated to an IRS-qualified 501(c)(3)/exempt Hindu Cultural Organization in the State of New York, to be named by the General Body.

ARTICLE XII

ACCESS TO AND STORAGE OF RECORDS

Every HCS member shall have the right to request records from the preceding seven (7) years, in person or by attorney, at any reasonable time, for a valid and reasonable purpose, which includes, but is not limited to, the membership register, the books or records of account and of inventory, and minutes and/or records of the proceedings of all meetings of the General Body, and make extracts therefrom. The archives, including all past records, deemed necessary to the current year's operation of HCS, shall be kept together and located in a designated place at HCS.

Each Officer and Committee Chairperson shall file an inventory of all equipment under their jurisdiction with the General Secretary no later than December 15 of the year of transition.

These Bylaws, together with HCS's Certificate of Incorporation and any policies adopted under these Bylaws (including the HCS Code of Conduct Policy), constitute the governing documents defining HCS's organizational structure and the procedures for carrying out its purposes; in the event of any conflict, the Certificate of Incorporation shall control.

The office of Hindu Cultural Society of Western New York, Inc. shall be located at 1595 North French Road, Getzville, New York 14068.



HINDU CULTURAL SOCIETY OF WESTERN NEW YORK, INC.

CODE OF CONDUCT

Hindu Cultural Society of Western New York, Inc. (HCS) is a 501(c)(3) not-for-profit organization committed to fostering a welcoming and inclusive environment for all members, volunteers, visitors, employees, and participants. This Code of Conduct outlines the principles and expectations that govern behavior within the organization to ensure the functioning of a respectful and thriving community.

Everyone in HCS is to be treated with dignity, respect, and courtesy at all times. Members, agents, and volunteers are encouraged to embrace diversity and recognize the value of contributions from each unique individual involved in the organization. Members should conduct themselves in a professional manner, ensuring all actions reflect positively on HCS as an organization. This shall include adhering to ethical and legal standards, and the principles which govern nonprofit organizations.

All those in attendance at HCS-sponsored events should behave respectfully and responsibly. Disruption, disrespect, and harassment during any event will not be tolerated. Harassment of any kind, including verbal, physical, or sexual, will not be tolerated under any circumstances. Any Member, Volunteer, or Attendee who feels that they have been a victim of verbal/physical/sexual harassment is encouraged to report such incident(s) to the President or General Secretary of the Executive Committee. Members, Agents, Officers, and Volunteers shall never be retaliated against for filing any such complaint. HCS is committed to following all laws and protocols in reporting and investigating any complaints.

Members agree to address conflicts in a constructive and professional manner, seeking resolution through open communication and mediation. Members further agree to follow up with either the President or the General Secretary of the HCS Executive Committee to seek guidance for further action, if necessary.

Any individual who becomes aware of a potential violation of this Code of Conduct but is not involved in such conduct is also encouraged to report it promptly to the President or the General Secretary of the HCS Executive Committee.

Violations of this Code of Conduct may result in disciplinary action, ranging from a verbal warning to termination of membership or involvement with HCS. Disciplinary actions are determined by the Trust Committee and communicated to the Executive Committee for implementation without any change. These recommendations will depend on the severity, frequency, and nature of the violation.

This Code of Conduct will be reviewed and updated periodically as necessary. All members will be informed of any changes.



CONFLICT OF INTEREST POLICY

FOR HCS OFFICERS, EMPLOYEES, AND MEMBERS

A conflict of interest is defined as an actual or perceived interest by a staff or Executive Committee member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. Officers and members are obligated to always act in the best interest of HCS. This obligation requires that any officer or member, in the performance of HCS duties, seek only the furtherance of the HCS mission. At all times, officers and Executive Committee members are prohibited from using their job title or the HCS name or property for private profit or benefit.

- A. The officers and members of HCS should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors. This is not intended to preclude bona fide organization fundraising activities.
- B. No officer or member of HCS shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to their knowledge, any of the following has a financial interest in that purchase or contract:
 - 1. The officer or member;
 - 2. Any member of their immediate family;
 - 3. Their partner;
 - 4. An organization in which any of the above is an officer, director, or employee;
 - 5. A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.
- C. **Disclosure.** Any possible conflict of interest shall be disclosed by the person or persons concerned.
- D. **Board Action.** When a conflict of interest is relevant to a matter requiring action by the Executive Committee, the interested person(s) shall call it to the attention of the Executive Committee and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Executive Committee of HCS, excluding the person(s) concerning whose situation the doubt has arisen.
- E. **Record of Conflict.** The official minutes of the Executive Committee shall reflect that the conflict of interest was disclosed, and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.

Hindu Cultural Society of Western New York, Inc.
1595 North French Road, Getzville, NY 14068

Name of Authorized Representative

Title of Authorized Representative

Signature of Authorized Representative

Date