

CONSTITUTION OF JAIN SOCIETY OF OREGON AND SW WASHINGTON

Last updated: January, 2022

ARTICLE I: Name & Objective

Section 1: Name

The name of this non-profit organization shall be "JAIN SOCIETY OF OREGON AND SW WASHINGTON", hereinafter referred to as the "JSOSW".

Section 2: Objectives

The objectives of the organization are to:

- practice and promote our Jain cultural heritage and provide a platform for intellectual exchanges
- establish a platform for worship, discussion and teaching of Jain ideals, principals and rituals
- maintain a place for our community to meet in the Pacific NW region of the USA
- celebrate Jain events and festivals that develop community bonding and sharing
- support the less fortunate through volunteering in the community
- provide cultural and intellectual interchanges among Jains and non-Jains within, and outside of the USA
- educate Jain religion & culture to our next generation of youth
- operate exclusively for religious, charitable, cultural, social and educational purposes under section 501 (c) (3) of the Internal Revenue Code.

ARTICLE II: Membership

Section 1: Eligibility

Any person who follows the criteria listed below shall become eligible for membership in the JSOSW:

1. Believes in and practices Jainism
2. Agrees with the constitution and bylaws of JSOSW and abides by them
3. Pays their membership dues
4. Is a current resident or past resident of Oregon or SW Washington
5. Approval of the application by the JSOSW governing body

Section 2: Membership Tiers

Annual Membership shall consist of the following options:

- Individual/Student Membership: For adult individual {eighteen years and older}
- Family Membership: For adult individuals, living with spouse and their children at the same household address.
- Extended Family Membership: For adult individuals, living with spouse, their children and parents at the same household address (family of max 3 generations).
- This membership is available to current or old Oregon and SW Washington residents.

Life Membership: Life membership is limited to those individuals or families that meet the following definition:

- Provided significant financial contributions to the growth and success of JSOSW

- The baseline amount of Life Membership will be set at \$15,000. This amount may not be lowered under \$15,000 but may be increased by the majority vote of both the Executive Committee and Board of Trustees combined.
- Membership is awarded upon the full payment of the baseline amount set by JSOSW constitution or by-laws.
- Family membership is valid for 50 years, it is non-inheritable and non-transferrable and is restricted to a family living in a household.
- This membership is available for current or old Oregon and SW Washington residents.

Honorary Life Membership:

- Any individual who has made a significant non-financial contribution to the growth and success of JSOSW.
- Nominations for Honorary Life Membership may be made by any Member of JSOSW for another Member that has no family ties to the nominating member.
- Honorary Life Membership requires the unanimous vote of the current Board of Trustees to receive the honor. Such members shall be exempted from paying membership dues and will be considered life time members.
- Honorary membership is valid for 10 years and non-transferable.

Section 3. Membership privileges:

The following are the membership privileges:

1) Voting on JSOSW matters (this does not include Voting on Pacific NW Jain Center, LLC matters): (“JSOSW Voting Member”):

- Each individual member shall have one vote.
- Each adult {eighteen years and older} in family membership as specified in the membership application, shall have one vote each.
- Shall have paid all dues prior to voting no later than May 1 of each calendar year.

2) Appointment to standing or Ad Hoc committees (“Appointable Member”):

To be appointed to any committee, the person must be:

- a. An individual or family member; and
- b. Current in payment of dues as specified in the bylaws.

3) Election to Executive Committee or appointment to Board of Trustees for JSOSW:

1. To be eligible for election to the Executive Committee, the person must have been a voting member for at least two (2) consecutive years prior to election.
2. To be eligible for Board of Trustees appointment, the person must have completed at least one (2) full terms as an Executive Committee member in the prior ten (10) years.

Section 4: Application

Application for all members will be submitted to the Executive Committee along with full amount of dues applicable thereto. The application will be considered approved by the Executive Committee unless a letter of rejection with refund of fee is sent by Certified Mail within (90) ninety days from the receipt of application.

The Board of Trustees must be informed of such action. The Board will reserve the right to overrule the decision of the Executive Committee.

Section 5: Membership termination and resignation

Membership shall be terminated as per a) and b) listed below

- a) Delinquency of payment of membership dues or
- b) By more than 60% voting of the Board of Trustees. OR by three fourths (3/4) voting of the General body of members present or participating.

Failure to pay dues as provided in the bylaws shall constitute resignation from the samaj. Delinquent members will be automatically dropped from the roster and will lose membership privileges. Exceptions must be submitted to the Board of Trustees for consideration.

ARTICLE III: Membership Dues

The Governing Body (Executive Committee and Board of Trustee) shall determine membership dues and other dues, as necessary, for all members including Life Members. The executive committee reserves the right to review the membership fee annually and make appropriate changes.

JSOSW Executive Committee will collect annual membership dues or life membership dues from members.

ARTICLE IV: Investment & Disbursement of Society Funds

At the first general body meeting following the election of the executive committee as provided in article VI of the Constitution the budget for all JSOSW & affiliated activities shall be presented to the Board of Trustee for approval. The Board of Trustees shall decide ways and means of spending the JSOSW funds for the amount specified in the by-laws, staying within the general provisions of the articles specified in the bylaws and constitution. The Board of Trustees shall authorize the treasurer to invest the JSOSW funds in a most beneficial way appropriate with the current and future needs of the JSOSW. The JSOSW may solicit funds for charity drives, places of worship and other religious and cultural purposes. Funds collected for a specific cause shall be disbursed according to bylaws or as prescribed by the cause.

ARTICLE V: Governing Body

Section 1: Definition

1. JSOSW shall be governed by members of the Board of Trustees (BoT) and the Executive Committee (EC), collectively referred to as the Governing Body.
2. The members of the EC are elected by the members of JSOSW.
3. The members of the BoT are elevated into their position from being the prior members of the Executive Committee.

Section 2: Guidelines

1. No members or the officers shall be paid any remuneration for their services to JSOSW.
2. All JSOSW positions including BoT shall be electable once JSOSW membership is more than 100 (one hundred) members.

3. A member shall not contest in an election for a seat on BoT and EC at the same time.
4. Two members of the same family or household can not hold positions simultaneously in the governing body.
5. If and when multiple Jain sanghs exist in Oregon, and SW Washington, JSOSW members can hold governing body position only in one sangh at any time, holding simultaneous position in two sanghs will automatically terminate them from the JSOSW governing body.

Section 3: Eligibility

1. Practice Jain religion and its principles.
2. A nominee for BoT must have served in the EC for a minimum of two years in the past 10 years.
3. A nominee for EC or functional committee must be a member of the JSOSW from the last 2 years or more.

Section 4: Board of Trustees

Responsibilities:

- 1) To fulfill all fiduciary responsibilities of JSOSW.
- 2) To set vision & mission for JSOSW, and to establish goals and objectives to meet the said mission.
- 3) To develop and direct long-term policies to meet the objectives of JSOSW as described in Article I.
- 4) To take over the functions of EC in case of an emergency when the EC ceases to function. In case of such a takeover, the BoT shall summon a General Body meeting within 90 days of takeover and organize election of new EC.
- 5) To form specific committees consisting of members of BoT, EC and/or general membership for specific purposes within the scope of BoT responsibilities, and define the workings and reporting structure of such committees.
- 6) To maintain records of minutes of the BoT meetings and resolutions passed at such meetings.
- 7) To appoint an independent Certified Public Accountant, and to review and implement accountant's recommendations, as appropriate. To approve Compilation and other financial reports of JSOSW on an annual basis.
- 8) To appoint an independent legal counsel to ensure compliance with applicable regulations, and to review and implement counsel recommendations, if applicable.
- 9) To establish election guidelines, to appoint an election board, and to dissolve election board, as required. Resolution of election related disputes and dissolving the election board, if determined to be so, are the responsibilities of those BoT members who are not up for election.
- 10) BoT has the ultimate responsibility to resolve all disputes of JSOSW; resolution of such disputes shall require the approval of the majority of members present at a meeting.
- 11) To develop guidelines for running and overall operation of the JSOSW facilities and Jinalays.

BoT composition and term:

- 1) The BoT shall consist of at least 7 (seven) voting members, minimum 6 (six) elevated members from previous ECs for a maximum four-year term, and the then current President in the Executive Committee.
- 2) The BoT role is based on time. As new EC members are elected, the previous EC members will be elevated into the BoT role upon successful completion of their term. The oldest serving BoT member will

exit the BoT when a new EC member is elevated.

- 3) Any vacancy on the Board of Trustees occasioned other than by expiration of term shall be filled by a person appointed by majority vote of the remaining Trustees. That member must be part of the previous EC.
- 4) The officers are elected by the members of the BoT at the first meeting after each biennial election.
- 5) To expel any member of the Board of Trustees from the Board, EC or BoT must summon a general body meeting with a motion to remove the members and require 2/3 (two-third) majority vote of the present members at the meeting.

Quorum and voting:

Four members of the Board of Trustees shall constitute a quorum. Each member of the Board of Trustees shall have one vote and it shall require a majority vote of the members present to affirmatively take any action.

Section 5: Executive Committee (EC)

The Executive Committee of the Society shall be a President, Vice President (optional position), Treasurer and General Secretary. The four officers shall form the Executive Committee.

Responsibilities:

- 1) To execute established goals and objectives of JSOSW.
- 2) To plan, manage and execute day to day activities of JSOSW.
- 3) To ensure operational functionality of the facility, and safeguarding of physical assets of JSOSW.
- 4) To form specific committees consisting of members of BoT, EC and/or general membership for specific purposes within the scope of EC responsibilities, and define the workings and reporting structure of such committees.
- 5) To ensure successful celebration of important Jain events and social activities.
- 6) To implement strategies developed by BoT and work closely with BoT to integrate their suggestions.
- 7) To develop a strategic plan and define processes on how to achieve these objectives.
- 8) To approve membership applications and to terminate existing membership consistent with the provisions of Article II.
- 9) Duties shall be prescribed in the bylaws.

Composition and Term:

- 1) The EC shall consist of members elected by JSOSW members by a majority vote from members that are present at the election meeting.
- 2) The EC members elected by JSOSW will have a term of two years.
- 3) A member can serve again on EC after one year of gap upon completion of two year term.
- 4) Members must rotate on different roles as described in Article VI.
- 5) Terms shorter than 2 years would require permission from the Board of Trustees.
- 6) Any vacancy on the Executive Committee occasioned other than by expiration of term shall be filled by a person appointed by Board of Trustees, to serve for the unexpired portion of the term.
- 7) In the event when EC ceases to function, BoT can do an emergency takeover of the EC functions, the BoT shall summon a General Body meeting within 90 days of takeover and organize election of new EC.

Quorum and voting:

- 1) Three members of the Executive Committee (President, Secretary, Treasurer) shall constitute a quorum. Each member shall have one vote and it shall require a majority vote of the members present to affirmatively take any action.

Section 6: Functional Committees

BoT and EC can create a functional sub-committee as per the need or following sub-committee shall be formed and the Vice President of each sub-committee will be an elected position for the term of 2 (two) years after JSOSW membership increases to more than 100 (one hundred) families. Duties of each functional committee and eligibility criteria shall be prescribed by the bylaws.

1. Religious
2. Cultural & Social
3. Youth/Volunteer
4. Education (Pathshala)
5. Fund Raising
6. Public Relationship
7. Technology/Library
8. Kitchen/Sadharmic Vatsalya
9. Facility Maintenance & Security
10. Special Projects

In the absence of a particular sub-committee, some or all the duties will be carried out by the Executive Committee (EC).

ARTICLE VI: Election

Section 1: Board of Trustees

Six Board of Trustees shall be elevated for a maximum term of four years. The officers of the previous EC (President, Vice President, General Secretary and Treasurer), who have successfully completed their terms, will be the members of the new Board of Trustees. If one or more of the suggested trustees may not be able to join the new board, they could be substituted by any other member(s) as prescribed in section V. The board of trustees shall elect BoT officers among themselves (as needed) excluding current executive committee members.

Six members of the Board of Trustee (BoT) shall be electable by members once JSOSW membership is more than 100 (one hundred) families.

Section 2: Executive Committee

Four Executive Committee members - President, Vice President (Optional) General Secretary and Treasurer shall be elected under the following guidelines:

- 1) Each member will serve for a term of two years on the Executive Committee.
- 2) Members must rotate into a different role after their first year.
- 3) At least 1 of 3 members or 2 of 4 members (if VP role is filled) of the EC committee must exit each year to make room for new EC members.
- 4) A member can only serve as a President if they have previously served on the committee in another role.
- 5) A President must exit the Executive Committee after successful completion of their role.

- 6) Prior EC committee members that are not on the BoT may serve in an EC role again after a one year gap.
- 7) Prior EC committee members that are currently on the BoT may serve in an EC role again but must vacate their BoT role.

Election shall be held at the annual meeting for EC, election will be led as prescribed in the bylaws, and carried out duties as laid out by the JSOSW constitution and bylaws.

ARTICLE VII: Meetings

Section 1: Annual Meeting

An annual meeting for the transaction of business and election of trustees shall take place each year, with due notice to the membership, at a time and place determined or approved by the Board of Trustees.

Section 2: Special Meeting

Special general body meeting may be called upon the request from a minimum of 10% (ten percent) of the members to discuss special matters. These meetings may also be called by the 2/3rd (two-third) majority resolution of Board of Trustee Members and/or Executive Committee Members. Such meetings must be held within 45 (forty-five) days from the date of such request. The member shall be given at least 24 hours notice for convening such meetings under special circumstances.

ARTICLE VIII: Dispute Resolution

In the event of any concern, issue, dispute with the rituals, individuals, JSOSW practices or proceedings of the events, a JSOSW member must submit a written concern to the members of the governing body. The governing body must acknowledge the receipt of dispute within 30 (thirty) days of the date of receipt. In the event governing body fails to respond, member has a right to bring such dispute to JSOSW monthly meeting.

Governing body will use following process to resolve the dispute:

- a) Governing body members must inform other members of the Governing body about the dispute immediately.
- b) The Executive committee will try to resolve any issue that has been raised by a member, or an external party. If the executive committee is able to come up with an agreed resolution of the issue, they will seek the BoT consent for the proposed resolution. In case a dispute arises within the executive committee itself, the dispute resolution will get escalated to BoT.
- c) The Board of Trustees will discuss the issue, try to find a solution. If needed BoT will seek approval from the general body to implement the solution. The executive committee and BOT members will be expected to abide by the approved changes.
- d) If the dispute is beyond resolution, BoT will have the power to declare "emergency" and assume all the powers of the executive committee. In the immediate next monthly meeting, they will bring the matter to the JSOSW and get an executive committee re-formed.
- e) For the long-term benefit of JSOSW, all communication regarding disputes will be conducted confidentially and in a very professional manner and must be closed within 3 (three) months of dispute logging.

ARTICLE IX: Amendments

Section 1: Amendments

The articles of constitution may be amended, altered or deleted by members at its annual meeting or at an approved special meeting. Such amendment must

- Be proposed in writing by at least two (2) EC members or (3) BoT members.
- Be proposed in writing over the signed petition of 20% of the members and presented to the Board of Trustees.
- Notice of the proposed change including the text of the amendments to the ARTICLES must accompany the notice of such meeting
- Notification of the balloting on a proposed amendment must be given to the entire membership at least 15 days in advance of the vote, by the General Secretary.
- A 2/3, (two-third) majority of those eligible to vote present at the meeting must approve such amendment(s) to make it effective.

ARTICLE X: Restrictions

EC Members and BoT Members cannot make decisions that create privilege or bias towards any sect of Jainism. These actions can be a reason for termination from the Executive Committee or from the Board of Trustees.

- A person, member or group representing one sect of Jainism cannot restrict another person from performing pooja, rituals or offering prayers at the temple.
- No sect of Jainism will have the final authority or say in the event of a dispute. All disputes shall be brought to the attention of BoTs and EC for resolution. Dispute resolution will require a majority approval of the BoT, EC and any members present at the dispute resolution meeting.

ARTICLE XI: Visiting Scholars

- BoT and EC reserves the right to review and approve or reject religious and/or external scholars that may be brought or invited for any virtual or in person lectures, seminars or meetings.
- A scholar can be rejected from presenting or talking to the members of JSOSW by BoT or EC.
- A scholar would be required to provide their bio data and the topic of their presentation to the BoT and EC a minimum of 4 (four) weeks prior to the date of their lecture to JSOSW for approval.
- A scholar or speaker can only present general views of Jainism and not views or rituals based on individual sects of Jainism.
- Any scholar found to not follow the guidelines provided by the BoT or the EC can be restricted temporarily or permanently from giving lectures to members of JSOSW by a majority vote of BoT present at such a meeting.

ARTICLE XII: Jain Center

The Pacific NW Jain Center, LLC is an Oregon based entity formed to acquire, build and manage a Jain Center and temple for the JSOSW. JSOSW will be a Class A ("Anchor Member") of the Pacific NW Jain Center, LLC.

As part of the Class A rights, JSOSW will have a series of rights:

- 1) The right to have an equity share in the LLC
- 2) The right to purchase additional equity shares in the LLC
- 3) The right to vote on company affairs

Additional details with respect to Jain Center voting and management are included in JSOSW Bylaws.

ARTICLE XIII: Liability

The BoT, EC and any committee positions are considered voluntary with no remuneration. In the event of any legal disputes the BoT, members of the EC or any individual committee members, officers or governing members of JSOSW cannot be personally held liable by any members, non-members, organizations, institutions, individuals or entities.

JSOSW members and any personnel visiting JSOSW premises, properties, events or functions are attending on their own influence and accord and cannot hold the members of BoT, EC or individual committee members personally liable for any damages, injuries or disputes.

ARTICLE XIV: Dissolution

Section 1: Dissolution

In the event of unforeseen situations where the dissolution of the Society becomes imminent, or on the request of three fourth (3/4) of the members, the board of Trustees should call a special meeting of the members and with a majority vote among those present shall decide to dissolve the organization. Upon dissolution of the Society, the Board of Trustees, after paying or making provisions for paying off all the liabilities of the Society, shall dispose of all the assets of the Society to some other tax-exempt organization(s).

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 2: Beneficiary Organization(s)

In the event of dissolution, all of the remaining assets and property of the organization shall after appropriate settlement of expenses be distributed to the organization(s) as decided by the Board of Trustees. The receiving organization(s) shall have to qualify under section 501(c) (3) of the Internal Revenue Code of 1954, as amended, OR to another organization to be used in such manner as in a judgment of a Justice of a Supreme Court of the

State of Oregon will best accomplish the general purpose for which this organization was formed.

ARTICLE XV: Others

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition but without provision for athletic facility or equipment, or for the prevention of cruelty to children or animals, as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954