

**BYLAWS  
OF  
VEERASHAIVA SAMAJA OF NORTH AMERICA**  
(Implemented January 1, 2005)

**Article I**

**Name, Place of Worship and Office**

**Section 1. Name:** The name of the religious corporation shall be Veerashaiva Samaja of North America as provided in the Articles of Incorporation. The Religious Corporation shall hereafter be referred to as the "VSNA," the "Religious Corporation" or the "Corporation." As used in these Bylaws, "Local VSNA Chapter" shall mean such entities as described in Article VIII of these Bylaws.

**Section 2. Principal Place of Worship:** The principal place of worship of the Religious Corporation shall be the residence of the president of the VSNA until such time that an alternate site shall be established by the Corporation.

**Section 3. Other Places of Worship:** The Religious Corporation shall have other place(s) of worship as approved from time to time by the Corporation's Board of Directors and the Board of Regents.

**Section 4. Office:** The business office of the Religious Corporation shall be the residence of the president of the VSNA until such time that an alternate location is established.

**Article II**

**Goals, Objectives, Policies and Emblem**

**Section 1. Goals and Objectives:** The goals and objectives of the VSNA shall be preservation, promotion, and propagation of the Veerashaiva way of life and philosophy and also to incorporate and inculcate the Veerashaiva values of life and living in the day-to-day life of its members.

**Section 2. Non-compensatory Obligation:** No member, officer, director or regent shall receive any financial compensation or derive any financial benefit from such person's association with or work on behalf of the Religious Corporation.

**Section 3. Non-Political Policy:** The VSNA shall not involve or be made to involve itself in any political activities, whether in North America or abroad.

**Section 4. Emblem of the Corporation:** The emblem (as illustrated below) of the Religious Corporation shall be composed of four concentric circles resulting into three rings; the space within the inner most circle shall display the Isthalinga resting in the palm of the left hand raised to the position of worship. The spikes of rays shall emanate outward from the inner most circle within the first ring. The middle ring shall carry the inscription, "VISHWAMANAVA DHARMA LINGAYATISM." Similarly the outer most ring shall carry inscription "VEERASHAIVA SAMAJA OF North America." The emblem of the VSNA shall be displayed prominently on all official documents and publications of the Religious Corporation; however, the absence of the emblem shall not affect the legality of the document provided such an act has been duly authorized by the Corporation. No change(s) shall be made in or to the emblem without the approval of Corporation's general membership.

**Article III**

**Corporation Member**

**Section 1. Membership:** Members in VSNA shall be either: (1) Life Members, (2) Regular Members, or (3) Associate members. Life Members and Regular Members shall be voting members. Associate Members shall be non-voting members.

**Section 2. Requisite for the Membership:** All persons seeking membership in the VSNA, shall embrace the goals and objectives of the Religious Corporation, the way of life and philosophy of the Veerashaiva religion. All persons shall be eligible for membership of the VSNA irrespective of their caste, creed, color, ethnic and national origin. A person shall be considered a Member at such time as that person has been designated a Member by the Board of Directors. The inclusion of a person's name on a VSNA Member Roster shall constitute designation by the Board of Directors of that person as a Member of the VSNA. The membership requirements for each category shall be:

- (a) **Regular Membership:** Any individual over eighteen (18) years of age or older shall be eligible to become a Regular Member by complying with the existing requirements as determined by the Corporation and by payment of the annual dues and fees as established by the Corporation.
- (b) **Life Membership:** To become a Life Member, a person must be over eighteen (18) years of age or older and must fulfill the requirements and qualifications as established by the Board of Directors and the Board of Regents.
- (c) **All Veerashaiva youths, 16 years of age or over shall be entitled to all the rights and privileges appertaining unto individual adult members provided they should have paid their membership dues.**

**Section 3. Termination of Membership:** The membership of the Corporation shall be subject to revocation and/ or suspension by the Corporation for conduct unbecoming and detrimental to the goals and objectives of the Religious Corporation. Such action shall be duly approved by the affirmative vote of no less than a majority of the entire Board of Directors. A person, whose membership has thus been revoked or suspended, shall not be entitled to receive a refund of her/his regular or life-membership dues paid to the Corporation. A disqualified member shall not be eligible to participate in the elections of the VSNA and its Chapters.

**Section 4. Resignation of Membership:** A member shall have the option to resign, if he/she so chooses, by filing a written signed statement of resignation with VSNA's Secretary. However, the resignation shall not relieve the member of any and all previous financial obligations to the Corporation. The resignation shall not

become effective unless and until such a member shall have fulfilled her/his financial obligations and responsibility to the Corporation. **Only the Board of Directors shall have the authority to grant a waiver of this financial obligation.** A member, who has resigned from the Corporation, shall not be entitled to receive any refund of regular or life-membership dues paid to the Corporation.

**Section 5. Reinstatement:** Upon filing a written signed request for reinstatement by a former member with the Secretary, the Board of Directors, by an affirmative majority vote, shall have the authority to reinstate the said member to full membership on the same terms as required of a new member. A reinstated member shall be eligible to participate in the elections of the VSNA and its chapters after a lapse of one calendar year from the date of reinstatement.

**Section 6. Transfer of Membership:** Corporation's membership shall neither be transferred nor assigned to another individual. A Regular Member, however, shall have the privilege of becoming a Life member on the fulfillment of the eligibility requirements **and financial obligations.**

**Section 7.** No member of the Corporation shall be a member of more than one VSNA chapter at the same time. However, they shall have the option to serve as members of the VSNA's ad hoc committee(s).

## **Article IV**

### **Members' Meetings**

**Section 1. Annual Meeting:** The Annual Meeting of the Members of the Corporation shall be held on a day duly designated by the Board of Directors in the third quarter of each year for the transaction of such corporate business as shall come before the meeting. The Annual Meeting of Members shall be held in the course of the Corporation's Annual Convention. There shall be no voting on the floor of the Annual Convention and all voting shall be by mail balloting.

**Section 2. Special Meetings:** Special meetings of the members shall be called at any time for any specified purpose or purposes by a majority of the Board of Directors, and also when called forthwith upon the request in writing by a majority of the members entitled to vote. Such a request shall state the purpose or purposes of the requested meeting and the special meeting shall discuss only the specified item(s).

**Section 3. Place and Notice of the Meetings:** All meetings of the corporation shall be held either at the principal place of worship or elsewhere in North America as designated by the Board of Directors. Written Notice of the Annual Meeting of the Members-at-large shall be given to each member at least thirty (30) days prior to the scheduled date of the meeting. Notice of the Annual Meeting also shall be announced in the VSNA Newsletter or Annual Convention material provided to the membership. Written notice of a Special Meeting of the Members shall be given to each member at least thirty (30) days before such a meeting. Each notice shall state the place, day and hour at which the said meeting shall be held, and the purpose of the special meeting.

**Section 4. Quorum:** The presence in person or by proxy of a majority of the members of the Religious Corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. If less than a quorum shall be in attendance at the time of the meeting, the meeting shall be adjourned by a majority vote of the members present or represented, without any notice other than the announcement being postponed for lack of the

quorum. At an adjourned meeting shall have authority to transact any business.

**Section 5. Conduct of Meetings:** Meetings of the members shall be presided over by the president, or by the vice-president if the president is not present, or by a majority of the directors present if neither the president or vice-president is present. The person presiding shall act as the chairperson of the meeting. If the Secretary is not present or is unwilling or unable to act, shall appoint a person as secretary of the meeting to record all proceedings in the Record Book **The VSNA-officers shall have the authority to hold the BOD's meeting via Tele-conference if they so choose to. However, such an arrangement shall be communicated by the VSNA's Secretary to the members of the Board at least 15-days prior to the date of the said teleconference.**

**Section 6. Voting:** Every eligible member shall have one (1) vote. Such a vote shall either be in person or by proxy appointed by an instrument in writing by such a member bearing a date not more than three (3) months prior to the scheduled meeting, unless the said instrument provides for a longer period. Such a proxy shall be dated, signed and witnessed, or acknowledged. All elections shall be held and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise described in the Articles of Incorporation or by these Bylaws.

Notwithstanding the foregoing, the election of the Board of Directors, officers and the Board of Regents, and any proposed action to amend the Articles of Incorporation or the Bylaws of the Corporation shall be conducted by mail ballots or **by electronic balloting on a web page.** Ballots shall be mailed to the members no less than thirty (30) days prior to the scheduled date for receipt of the ballots. Such elections shall occur annually, if and when required, to elect directors, officers and regents to succeed whose terms are scheduled to expire. Upon approval of the Board of Directors, any other action as deemed necessary shall be submitted to the membership via by mail or electronic balloting. Mail ballot voting shall be in the form of sealed mail ballots. All other procedures for the issuance of mail ballots, receipt of such ballots and all questions concerning the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the Election Committee in accordance with accepted norms and practices. **The BOD, the administrative body of the VSNA, shall be responsible for scheduling and arranging all elections** and shall be responsible for approving the expenses connected with conducting the VSNA's elections.

**Section 7. Election Committee:** The Board of Directors shall appoint a three-member Election Committee to conduct all VSNA elections. To ensure fairness, the Election Committee members shall be either Regular or Life Members in good standing and shall not be members of the Board of Directors or Board of Regents. Election Committee members shall be subject to removal by the Board of Directors upon the affirmative majority of the directors for conduct and practice contrary to the mission of the Corporation.

**Section 8. Eligibility to Vote:** To be eligible to vote in the VSNA elections, the respective members shall have paid their dues for the year in which the elections are being conducted. The life-members, by virtue of their holding life membership, shall automatically be eligible to cast their ballots and to participate in the Corporation's business activities and transactions.

**Section 9. Attendance and participation in the proceedings of the BOD and the BOR meetings with written authorization or proxy shall be limited to two such appearances by the same individual representing the same VSNA Chapter in a span of two consecutive years and no more.**

**Section 10. The proxy-holding individual who attends and participates in the proceedings of the BOD and the BOR shall have fulfilled the requirements and stipulations as demanded of the duly qualified members attending the said meetings.**

**Section 11. All persons or parties considered and deemed as liable and subject to disciplinary action shall be given a written notice of the impending action by the VSNA's Secretary at least thirty days in advance.**

**Section 12. No motion from the floor shall be made or entertained during the annual meeting of the Corporation unless a written notice to that effect shall have been given sixty (60) days before the scheduled annual meeting.**

## **Article V**

### **Board of Directors**

**Section 1. General Powers:** The day-to-day business and affairs of the Religious Corporation shall be managed by the Board of Directors of the Religious Corporation, who shall exercise all powers permitted under the Michigan Nonprofit Corporation Act. The Board of Directors shall, from time to time, appoint or employ such persons in such capacities, as the Board shall consider necessary to assist in the proper conduct of the activities and management of the Religious Corporation. The terms and conditions of any such appointment shall be at the discretion of the Board.

**Section 2. Board of Director Categories:** The Board of Directors shall be comprised of two categories of Directors: (1) Elected Directors and (2) Appointed Directors.

**Section 3. Elected Directors:** The number of Elected Directors shall be ten and shall consist of four (4) elected to the offices of the president, vice-president, secretary and treasurer of the Religious Corporation and six (6) other eligible members of the Corporation. Elected Directors shall hold office for a term of two years until his or her successor shall have been elected and duly qualified. **The term of the elected director's office commences on the first day of January following their election, no elected directors shall serve more than two consecutive terms for a total of four years as the members of the BOD.**

(a) **Eligibility:** In order to serve as an Elected Director, the candidate: (i) shall be at least twenty-one (21) years of age. (ii) Shall be a Regular or Life member of the Corporation in good standing for no less than the three consecutive preceding years of the organization. (iii) Shall have demonstrated active interest and participation in the activities of the VSNA; and (iv) shall not hold the position as an Appointed Director.

(b) **Nomination:** At least thirty (30) days prior to the mailing of the ballots, the Election Committee shall certify and confirm that the candidates have satisfactorily fulfilled and met the eligibility requirements as members of the Board of Directors.

**Section 4. Appointed Directors:** The number of Appointed Directors shall be one plus the total number of the then existing Local VSNA Chapters. The current elected president of each existing Local VSNA Chapter shall serve as an Appointed Director of the Corporation. In addition, the immediate past president of the VSNA, shall serve a two-year term as the Appointed Director. The term of office of the other Appointed Directors shall run concurrently with the term of their office as president of their respective Local VSNA Chapter, and shall expire upon their successor being elected and qualified.

**Section 5. Filling the Vacancies:** Should a vacancy occur in the number of Elected Directors due to death, resignation, disqualification, removal, or any other cause, the Board of Directors (all remaining Elected and Appointed Directors) shall fill

the vacancy by the affirmative vote of two-thirds of the remaining directors, which person shall hold office for the unexpired term of the vacated director. If an Elected Director is elected to the position of president of a Local VSNA Chapter. Or if an Appointed Director is elected to the position of Elected Director, in the given circumstance, such a person shall be permitted to serve only as an Elected Director and the position of Appointed Director shall be deemed vacated. In the case of a vacancy of an Appointed Director other than one who holds such position as the past VSNA president. The Board of Directors shall notify the Appointed Director's Local VSNA Chapter and request that such chapter designate a member to serve the remaining term of the vacated Appointed Director. In such a circumstance, the position shall remain vacant until such time that the Local VSNA Chapter appoints replacements and duly notifies the Board of Directors. If the vacated Appointed Director shall be the immediate past VSNA president, this position shall remain vacant until such time as the sitting VSNA president shall become eligible to serve in this capacity.

**Section 6. Vacancy of all Elected Directors or all Officers:** In the event that all of the Elected Directors or all of the officers of the Corporation resign, or the positions otherwise shall be vacated, the Board of Regents shall act in the capacity of the Board of Directors and the Chairman of the Board of Regents shall act in the capacity as President of the Corporation for a period not to exceed ninety (90) days, during which period the Chairman shall institute procedures for the election of a new slate of Elected Directors. In such circumstance, the Board of Regents shall have the right to shorten the period for the return of the ballots to a period of no less than ten (10) days. Such persons shall be deemed immediately elected and qualified upon certification of the election results by the Election Committee. **The BOR shall serve only in a care-taker capacity and shall not have the authority to make any and all commitment(s) that shall be construed and considered as binding on the BOD and shall be limiting the BOD's independence and authority.**

**Section 7. Removal:** The director and/ or the officer shall be subject to removal by the affirmative vote of two-thirds of the members eligible to vote in the election of directors, provided that a written notice (and an appropriate ballot if the determination is to be made by mail ballot) describing the purpose thereof for the removal of such a person shall be delivered to all eligible members no less than thirty (30) days prior to the meeting called for this purpose or the due date for the return of mail ballots. Only the director(s) or officer-director(s) named in the afore mentioned notice shall be removed upon a vote on the said matter. The removal of directors or officers shall be at the discretion of the general membership. **However, the failure of a director to attend at least one BOD's meetings in a given calendar year shall constitute grounds for disciplinary action leading to her/his removal.**

**Section 8. Place of Meetings:** The Board of Directors shall hold their meetings at one or more places, and shall maintain the books of the Religious Corporation, either within or outside the State of Michigan, at such place or places as they shall from time to time determine by passing a resolution or via a written consent of the majority of the directors. The Board of Directors shall hold their meetings by tele-conference or other similar electronic communication equipment in accordance with the provisions of the Michigan Nonprofit Corporation Act.

**Section 9. Regular Meetings:** Regular meetings of the Board of Directors shall be held at such time and place as determined by the Board. The notice of every resolution of the Board fixing or changing the time or place shall be mailed to each Director at least twenty (20) days before the scheduled meeting. There shall be at least three (3) meetings of the Board of Directors during

each calendar year, inclusive of the Annual Meeting. The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the Members, at which the election and appointment of the Board of Directors shall be announced. Except as otherwise provided in these Bylaws, any business shall be transacted at any regular meeting of the Board. At each meeting, the Chairman of the Board of Regents shall be permitted to attend as a non-voting *ex officio* official. **He/she shall have the option to vote in the event of a tie in the BOD meetings.** The Secretary of the Corporation shall keep the minutes in the Record Book or such other person appointed by the president if the secretary is unavailable to act.

**Section 10. Special Meetings:** Special Meetings of the Board of Directors shall be held whenever called by eight (8) or more Directors. The Secretary shall give notice of each meeting by mail at least twenty (20) days prior to the scheduled date of such special meetings or by telephone at least eight (8) days before the meeting. The Directors shall have the to waive the requirement for such a notice. Unless otherwise indicated in the notice thereof, any and all business shall be transacted at the special meeting.

**Section 11. Joint Meetings:** A joint meeting of the Board of Directors and the Board of Regents shall be held in conjunction with the Corporation's Annual Convention. If no Annual Convention occurs in any year, then the Board of Directors shall determine whether to conduct a joint meeting. The Chairman of the Board of Regents shall preside over all such joint meetings, and minutes shall be kept in the Record Book by the Secretary of the Corporation or such other persons appointed by the Chairman if the Secretary is unavailable to serve.

**Section 12. Quorum: Attendance by no less than 60% of the elected-directors or one-third (1/3) of the total directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors.**

**Section 13. Required Vote:** An affirmative vote of a majority of those present at all meetings of the Board of Directors shall be necessary for the passage of any resolution.

**Section 14. Action by Unanimous Consent:** (a) All Directors shall severally and collectively consent in writing to all actions taken by the Corporation, such action shall be as valid a corporate action as though authorized at the meeting of the Board of Directors. (b) Petition Rejection by the BOD: In the event, the BOD rejects a genuine written grievance either by a member or by committee or by a VSNA chapter, the BOD shall keep the BOR informed of the said action.

**Section 15. (a) Committees:** The Board of Directors shall by a majority designate one or more committees, which, to the extent provided in the resolution, shall have power as stipulated. Such committee(s) shall have such name(s) and duties as determined from time to time by resolution adopted by the Board of Directors. No such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing Bylaws. And also such committee shall neither appoint nor remove any member or act in any manner contrary to the Bylaws.

**(b) The BOD shall have the authority to designate two of the 6-elected directors as Assistant Secretary and Assistant Treasurer and the remaining four as Chapter-liaisons. In this capacity each of the four elected members shall actively share the responsibility of maintaining liaison with VSNA Chapters. Their responsibility shall entail inspiring, stimulating and seeing that the VSNA Chapters shall scrupulously fulfill their obligations, rights and responsibilities to the VSNA's cherished goals and objectives and that the Chapters follow the VSNA By-laws in their activities.**

**Section 16. Compensation of Directors and Officers:** Directors and officers shall neither receive any remuneration for the services rendered as such nor derive any financial benefit from their association with the Corporation. Directors and Officers, however, may be reimbursed for expenses incurred by them at the discretion and pursuant to written authorization from the Board of Directors.

## **Article VI Officers**

**Section 1. Designations:** The officers of the Corporation shall be a President, a Vice-president, a Secretary and a Treasurer. They shall be elected according to these Bylaws. The officers shall have authority to perform duties and transact the Corporation's business as prescribed by the Bylaws and as determined by the Board of Directors. An individual member of the Corporation shall not hold more than one office at any given time. And the same member shall not be elected to the same office for more than two consecutive terms. During the term of office, an elected officer shall not concurrently hold another position as an elected officer of a Local VSNA Chapter. **However, an elected member shall have the option to serve as a member of an ad hoc committee appointed by the BOD.**

**Section 2. Election and Term of Office:** Only a Regular- or Life-member of VSNA shall be eligible to serve as an officer. The members shall elect to the said office and as the director(s) the President, the Vice-President, the Secretary and the Treasurer for a term of two years. Such election shall occur concurrently with the election of Elective Directors. The term of elected office shall be for two years commencing on the first day of January following the election. Each officer shall hold office until his or her successor shall be duly elected and qualified.

**Section 3. Vacancies:** A vacancy in an office, other than president, because of death, resignation, disqualification or otherwise shall be filled by the Board of Directors for the unexpired portion of the term. In the case of a resignation or other departure from office by the president, the vice-president shall perform all presidential duties and powers until the members shall vote to fill the vacancy.

**Section 4. Removal:** Officers of the Corporation shall be subject to removal from office in accordance with Article V Section 7.

**Section 5. President:** No member shall serve as President unless he or she is concurrently elected as a director, and the president shall remain a member of the BOD while occupying the said office. The president shall be the Chief Executive Officer of the Corporation. He or she shall preside over all meetings of the BOD and of members. The president shall have the authority to administrate and to run the affairs of the Corporation and to make arrangements for the execution of the resolutions approved by the Board. In the discharge of her/his duties and responsibilities, the President shall have the authority to delegate powers to the Secretary or to any other elected-member of the BOD. He or she shall have the general powers and duties of supervision and management usually vested in the office of President of a legally incorporated Corporation. The president shall present the "State of the Samaja" address to the members-at-large at the Annual Meeting and the **VSNA-President's address as well as that of the Chairman of BOR shall be published in the Convention Souvenir by the Host Chapter.**

**Section 6. Vice-President:** No member shall serve as the Vice-president unless he or she shall have been concurrently elected a director, and the vice-president shall remain a director while occupying the said office. In the absence of the President or in the

event of his or her inability to act, the Vice-President shall perform the duties and exercise the powers of the president. The vice-president shall perform such other duties as from time to time may be assigned him or her by the president and/ or by the Board of Directors.

**Section 7. Secretary:** No member shall serve as the Secretary unless he or she shall be concurrently elected a director, and the secretary shall remain a director while in office. The secretary shall attend all meetings of members and of the Board of Directors, joint meetings of the Board of Directors. The Secretary shall maintain minutes of the proceedings of all meetings in the Corporation's books. He or she shall give the notices as required by statute(s), bylaw(s) or resolution(s). The Secretary shall perform other duties delegated to him or her by the President and/ or the Board of Directors.

**Section 8. Treasurer:** No member shall serve as the Treasurer unless he or she shall be concurrently elected as a director, and the treasurer shall remain a director while in office. The treasurer shall have custody of all the corporate funds and securities and shall maintain an accurate and up-to-date account of all receipts and disbursements. He or she shall forthwith deposit all corporate funds and other valuable assets of the Corporation in the name of the Corporation in a duly authorized and FDIC insured financial institution as approved by the Board of Directors. The treasurer shall make prompt disbursement as and when directed by the Board of Directors. He or she shall present an account of all transactions at the regular meetings of the Board, and in the general membership meeting. The Treasurer shall undertake to have the Corporation's financial statements audited by a Certified Public Accountant annually, and such report of the Certified Statement of Accountants, including the summary statement of the annual financial statements shall be published in the VSNA newsletter.

## **Article VII**

### **Board of Regents**

**Section 1. Board of Regents:** The Board of Regents shall consist of seven (7) elected members of the Corporation [hereinafter, "Regent (s)"]. The BOR elections shall be conducted in two phases or tiers; in the first tier three members shall be elected for a period of four years and in the second phase the remaining four members shall be elected for a similar term. In the event of a tie between two members, the election committee shall decide it by the lucky draw in the presence of witnesses. Members of the Board of Regents shall hold office for a term commencing on the first day of January following the election and continuing until a successor shall be elected and duly qualified. The BOR members shall not serve for more than two consecutive terms. The BOR members shall not be eligible to concurrently serve as an elected member of the BOD or as an officer of the Corporation or any Local VSNA Chapter during the term of office as a member of the BOR. **However, the BOR member shall have the option to serve, if appointed, as a member of the VSNA ad hoc committee(s).**

(a) **Eligibility.** To be a Regent, a member shall be at least twenty-one (21) years of age, and shall be either a Regular or a Lifetime Member in good standing for no less than three consecutive years of the organization. He or she shall have demonstrated the dedicated commitment to the mission, the goals and the objectives of the VSNA.

(b) **Nomination.** Each VSNA Chapter shall nominate one of its members as a candidate for election to the Board of Regents. A VSNA Chapter shall not nominate a candidate for election to another VSNA Chapter. Each VSNA Chapter President shall communicate the name of its designated candidate in writing to

the Election Committee no less than thirty (30) days prior to the mailing of the ballots for the election of Board of Regents. Election Committee shall certify that all nominees have satisfied the eligibility requirements. A certified candidate shall have the right to withdraw from the said election so long as notice of such a withdrawal shall be furnished to the Election Committee in writing no less than fifteen (15) days prior to the scheduled date for the mailing of the ballots. In such a circumstance, the VSNA Chapter shall be required to submit an alternate candidate to the Election Committee within ten days of the date of withdrawal. If a candidate shall fail to get certified by the scheduled date for the mailing of the ballots, then no candidate from that VSNA Chapter shall be eligible to participate in that election.

(c) **Elections:** The BOR elections shall be conducted two-tiers, in the first tier four seats on the BOR shall be filled for a term of four years, while in the second tier three seat will be filled for a term of four years respectively.

**Section 2. Filling of Vacancies.** In the case of a vacancy in the Board of Regents, for reasons such as a result of death, resignation, disqualification, removal, or other cause, the Board of Regents, by affirmative vote of two-thirds of the Regent members, shall have the authority to elect a successor to hold office for the unused portion of the term of the Regent member whose place shall have become vacant, and until the election of her/his successor, or until she/he shall be removed. Such a newly elected Regent member shall be a member of a VSNA- Chapter.

**Section 3. Removal:** A Regent member shall be subject to removal by the affirmative vote of two-thirds of the members eligible to vote in the election, provided that a written notice describing the purpose thereof for the removal of such person shall have been delivered to all eligible members no less than thirty (30) days prior to the meeting called for this purpose or the due date for the return of mail ballots. Only the Regent member(s) named in the notice shall be removed upon a vote on the question at hand. Removal of Regent member(s) shall be at the discretion of the members. The failure of a Regent member to attend **two** meetings of the Board of Regents shall constitute grounds for removal of the said member.

**Section 4: The BOR shall have the authority to conduct its meetings via teleconferences and the expenses connected with the teleconferences shall be paid by the VSNA.**

**Section 5. Regular Meetings:** Regular Meetings of the Board of Regents shall be held at such time and place as shall be determined from time to time by a resolution of the Board of Regents or with the concurrence of a majority of the Regents. The written notices of the meetings shall be mailed to the Regent members at least thirty (30) days prior to the date of the meeting. There shall be at least three (3) such meetings of the Board of Regents in a calendar year. The Board of Regents shall have the authority to hold meeting(s) via tele-conference or other similar electronic media in accordance with the provisions of the Michigan Nonprofit Corporation Act. A joint meeting of the Board of Directors and the Board of Regents shall be held in conjunction with the Corporation's Annual Convention. If no Annual Convention occurs in any year, then the Board of Directors shall determine whether to conduct a joint meeting. The Chairman of the Board of Regents shall preside at the joint meeting. The VSNA President shall be permitted to attend and participate in the meetings of the Board of Regents as a non-voting *ex-officio* member. The Chairman of the Board of Regents shall record the minutes of the meeting or shall have the authority to appoint a member of the Board of Regents to serve as its secretary for the expressed purpose of recording the minutes of the proceedings.

**Section 6. Quorum:** Attendance by four (4) members of the BOR shall constitute a quorum for the transaction of business at all

meetings of the Board of Regents. , But if at any meeting less than a quorum shall be present, a majority of those present shall have the option to adjourn the meeting.

**Section 7. Required Vote:** An affirmative vote of a majority of those present at all meetings of the Board of Regents shall be necessary to pass any resolution. **In the event of a tie in the proceedings, the ex-officio member shall have the option to cast his/her vote.**

**Section 8. Appointment of the Chairman of the Board of Regents:** The Board of Regents shall elect by secret ballot a chairman (or "Chairperson") to serve a term of two years or such lesser period if such elected chairman's tenure as a Regent member expires prior to the end of two years. In the case of an election for the Chairmanship, the candidate for the Chairmanship of the BOR shall prepare a position paper describing what the candidate expects to accomplish during the term of office, if elected. He or she shall furnish copies of the same to all the elected members of the BOR. The election shall be conducted by the outgoing chairman, except if such chairman is nominated for a second consecutive term as chairman then the election shall be conducted by the VSNA president. The chairman (or VSNA president if the shall be a candidate) shall contact all Regent members and solicit from them nominations for the chairmanship position. No BOR member shall be permitted to be chairman for more than four consecutive years.

**Section 9. Powers and Responsibilities of the Board of Regents:**

(a) **Powers:** The Board of Regents shall exercise neither administrative nor executive power or authority except as provided by the Corporation's Bylaws. The following actions shall require approval of both the Board of Directors and Board of Regents. (i) Amendment of the articles of incorporation. (ii) amendment of the Bylaws of the Corporation; (iii) the sale, lease or exchange of substantially all of the Corporation's assets and properties; (iv) the dissolution of the Corporation or a revocation of dissolution; (v) approval of compensation for services rendered to the Corporation by directors, officers or regents; (vi) the revocation or suspension of a member; and (vii) such other action as specifically provided in the Bylaws.

(b) **Responsibilities:** The Board of Regents shall be responsible for (i) the development of policies and procedures, (ii) the development of long term projects with a life span of two (2) or more years; (iii) defining and establishing the goals and objectives of the Corporation; (iv) reviewing and approving VSNA's annual budget. (v) Monitoring the progress of all on-going projects; (vi) reviewing financial reports of the Corporation; (vii) preparing and presenting the "Chairperson's Report to the Annual Convention" of the Corporation; and (viii) assisting in resolving concerns and issues brought to its attention by the BOD and the BOR shall be kept informed of the BOD's rejection of a genuine written grievance by a VSNA member or a committee or a chapter.

## **Article VIII**

### **VSNA Chapters**

**Section 1. Local VSNA Chapters:** A "Local VSNA Chapter", shall be defined as an organization comprised of twelve or more families living within one hundred (100) miles of a designated geographic region which shall have petitioned for recognition and been recognized by the Corporation as a local chapter.

**Section 2. Eligibility for Chapter Formation and Recognition:** An entity comprised of twelve or more families living within a radius of one hundred miles of a designated geographic region shall be eligible to petition the VSNA for recognition as a Local Chapter and an integral part of the VSNA. The address of the proposed local chapter shall be the residence of one of the petitioning

families as designated in the petition. The VSNA shall determine any geographic conflicts arising in the circumstance where a petition for recognition as a new local chapter shall have been submitted and the members of other Local VSNA Chapters living within the fifty (50) mile radius of the designated region. The determination as to approval of the petition for recognition shall be at the sole discretion of the VSNA. Among the factors to be evaluated, shall be the necessary determination to the satisfaction of the VSNA that the prospective chapter and the willingness of its members to totally subscribe to the values, goals and objectives of the VSNA. The proposed local chapter and all of its members hereafter joining such local chapter to abide by the VSNA bylaws and all duly approved actions of VSNA as communicated to the local chapter. Once recognized, the local chapter shall be entitled to enjoy all the rights and privileges accorded to other existing VSNA-Chapters.

**Section 3. Petition Procedure:** A representative of each family comprising the initial members of the proposed local chapter shall sign the petition for recognition as a chapter of the VSNA. The petition shall then be submitted to the VSNA by mailing or delivering the petition to the VSNA President. Upon approval, The name of the new chapter shall be the name of the designated city or the State within a well-defined geographic region comprising the petitioning families as indicated: " **VSNA followed by the name of the new chapter.**"

**Section 4. Local VSNA Chapter Organization:** Upon approval of the formation of a new VSNA local chapter, the newly approved chapter shall adopt the Corporation's bylaws as its own bylaws and forthwith shall elect its officers. The local chapter shall advise VSNA of the name of its officers. The establishment of the new chapter shall be announced in the next issue of the VSNA newsletter and at the next meeting of the members-at-large by the VSNA-President. A VSNA Chapter shall have the right to change the name of its chapter and the requested change shall become official only after its approval by the Board of Directors. The new local chapter shall declare that it shall totally and wholly accept the VSNA-By-laws and subscribe to the mission, the goals and the objectives of the VSNA. The newly established chapter shall designate a duly qualified member as the Local Chapter's President for the purpose of receiving communications on behalf of the local chapter. **No person shall be elected, as the Local Chapter President without having fulfilled the requirements and stipulations as required to become an elected member of the BOD and/ or the office-holder of the Corporation.** The president of the new Local VSNA Chapter shall thereupon begin serving his/her term, as an Appointed Director of the Corporation, and such term shall run concurrent with the term of the remaining Appointed Directors as stipulated and stated in the by-laws of the VSNA. **The tenure of the VSNA-Chapter's President shall be initially for a term of two consecutive years and shall be limited to two terms to a total of four years and no more.**

**Section 5. Compliance with the Corporation's Bylaws:** All VSNA Chapters shall scrupulously accept and follow the Corporation's Bylaws including the use of its tax I.D. number and financial disclosure, in that all VSNA Chapters shall submit a written annual report of activities and financial statement. **Failure to submit the annual reports by the Chapters shall constitute a violation of the Corporation's By-laws and shall result in disciplinary action(s) by the Central VSNA.**

**Section 6. (a) Limitations:** The Local VSNA Chapters shall not serve or act as an agent or legal representative of the VSNA Corporation. Local VSNA Chapters shall not have authority to act on behalf of the Corporation or bind the VSNA to any form of contractual or other obligation. All VSNA chapters shall add the following to their copy of the VSNA-By-laws:

"No member, officer or director shall be authorized or permitted to act on behalf of Veerashaiva Samaja of North America or VSNA Corporation, unless such authority shall have been confirmed in writing by a duly issued resolution of the Board of Directors of the VSNA."

The Corporation shall not interfere or participate in the elections of a local chapter. Local chapters shall not affiliate with or enter into any form of treaty or alliance with any other religious or secular organization or engage in any political activity except upon the express authorization of the Board of Directors of the VSNA.

**(b) No person shall be elected as the President of the VSNA Chapter without having fulfilled the requirements and stipulations as prescribed for the VSNA's office-bearers.**

**Section 7. Local VSNA Chapter Responsibilities:** Local chapters shall each year prepare annual activities report for presentation at the Annual Meeting of the Members-at-large. And a copy of the report shall be submitted to the Secretary of the VSNA no less than thirty (30) days prior to the Annual Meeting. Each year prepare an Annual Financial Report and submit the same to the Treasurer of the VSNA by the 15<sup>th</sup> day of March. At the Corporation's general meeting, the Annual Operations Report and the Annual Financial Report shall be prepared in accordance with specifications set forth by the VSNA Board of Directors and these reports shall published in the Corporation's Newsletter for the benefit and information of the members-at-large

**Section 8. The Central VSNA shall pay insurance fees and charges to cover all members attending and participating in the functions of both the Central VSNA and the VSNA Chapters. It shall be incumbent upon all office-holders of the Central VSNA and the VSNA Chapters to make certain that the attendees participating in the activities and functions shall be aware of the fact that the insurance coverage shall be limited to the dues-paying members only and shall not cover non-members, who do so at their own cost and risk.**

**Section 9. Annual Financial Report:** The Corporation shall expect its Chapters to prepare and to submit their reports of annual activities and financial statements before March 15<sup>th</sup> of the calendar year. Failure to comply with this by-law shall result in disciplinary action by the BOD.

**Section 10. Revocation of Chapter Recognition:** A local chapter's status as a recognized chapter shall be revoked by the affirmative vote of two-thirds of the members present at the BOD meeting. A written notice shall be sent by Certified mail to the Chapter's President and shall be published in the Corporation's Newsletter. Upon revocation, a local chapter shall be excluded from participation in VSNA's business affairs. Such a revocation shall effectuate an automatic removal of the VSNA Appointed Director from that local chapter. The failure of a local chapter to submit its Annual Financial and/ or Annual Operational for two or more consecutive years shall constitute grounds for suspension and/ or revocation of the rights and privileges.

**Section 11. Reinstatement of a Local Chapter:** When a given Chapter ceases to exist with the approval of the BOD shall have the option to seek reinstatement provided the newly emerging chapter shall have completed and fulfilled all of the formalities and obligations as prescribed and stipulated by the By-laws.

## **Article IX**

### **Bank Accounts and Loans**

**Section 1. Bank Accounts.** Such agents of the Corporation as from time to time shall be designated by the Board of Directors and Board of Regents shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from

time to time be designated by the Board of Directors and the Board of Regents such agents as from time to time shall be authorized by the Board of Directors and Board of Regents shall withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, using bank-checks, drafts, or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Corporation. There shall from time to time be certified to the banks or trust companies, in which funds of the Corporation shall be deposited, the signatures of the agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts, and other instruments or orders for the payment of money shall be signed, as herein above provided in this Section, all such checks, drafts, and other instruments or orders for the payment of money be signed by the President and countersigned by the Treasurer. The Board of Directors and Board of Regents shall have authority to approve only FDIC insured financial institutions to act as a depository of the Corporation.

**Section 2. Any single item of expenditure costing more than one thousand dollars (\$1000) shall have to be approved by the BOD prior to committing the funds for expenditure.**

**Section 3 Loans:** Such agents of this Corporation as from time to time shall be designated by the Board of Directors and Board of Regents shall have the authority to effect loans, advances, or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms, or persons as the Board of Directors shall from time to time designate.

**Section 4. Annual Convention/Local VSNA Chapter**  
A hosting chapter of the Annual Convention shall submit to the Corporation a complete audited financial statement reflecting the receipt and disbursement of all funds in connection with the conduct of the Annual Convention. Failure to provide such report shall constitute grounds for revocation of the local chapter's recognition.

## **Article X**

### **VSNA Annual Convention**

**Section 1 Host Chapter's Responsibility:** It shall be the responsibility of the Annual Convention Host Chapter to see that the forth coming Annual Convention shall be a SUCCESS. To this end, it shall select and suggest to the Corporation for its approval the names of two-experienced chapter's members to serve as the Convention Chairperson and Associate Chairperson. The BOD shall have the authority to approve or not to approve the prospective Convention Chairperson and Associate Chairperson suggested by the host chapter.

**Section 2. Any and all changes and/ or departure from the prescribed by-laws for hosting the VSNA's annual convention shall have the approval of the BOD. Any infringement of this By-law shall be deemed to be in violation of the convention guidelines and shall be subject to immediate disciplinary action by the BOD.**

**Section 3. The Annual Convention Chairperson and/ or the Associate Chairperson shall make presentations on the progress of the preparations for hosting the convention before the BOD as required and stipulated by the by-laws.**

**Section 4. All official invitations to guests to participate in the activities of the annual convention shall be issued by the**

VSNA President and co-signed by the Annual Convention Chairperson.

**Section 5.** Any unauthorized use of the VSNA Stationery to issue any and all invitations and other related activities shall be strictly prohibited unless authorized to the contrary in writing by the VSNA President.

**Section 6.** The Host Chapter shall use its own convention stationery in support of its activities, for example: "Veerashaiva Samaja of North America." VSNA Annual Convention Hosted By Name of the Chapter"

**Section 7.** All funds raised and collected in support of the Annual Convention shall be deposited in a separate VSNA Bank Account under the name "Annual VSNA Convention Account" and care shall be exercised not to commingle extraneous accounts and funds in the VSNA Convention Account. And all disbursement from this account shall carry the joint signatures of the VSNA's President or Treasurer and the person designated by the host chapter to handle and disburse monies from the convention account.

**Section 8.** Any surplus funds remaining from the proceedings of the annual convention, shall be divided into three equal parts and shall be distributed equally among (1) the Host Chapter, (2) Veerashaiva International Resource Center (VIRC) and (3) Convention Trust Fund Account

## **Article XI**

### **Miscellaneous Provisions**

**Section 1. Fiscal Year:** The fiscal year of the Religious Corporation shall end on the last day of December.

**Section 2. Conduct of Meetings:** The Revised Robert's Rule of Order shall be the rules of procedure employed at all meetings of the VSNA **except that the BOD and the BOR shall have authority to set specific quorum requirement pursuant to their specific needs.**

**Section 3. Notices:** Whenever, under the provisions of these Bylaws, notice shall be required to be given to any director, regent, committee member or member, it shall not be construed as meaning personal notice, but unless otherwise specified in the Articles or these Bylaws. Such notice shall be given in writing, by United States first class mail, addressed to each director, regent, committee member or members at such address as it appears in the records of the corporation. Notice to a director, a committee member or member shall be sufficient if such notification as published in the VSNA Newsletter, or in the Annual Convention Registration Materials duly mailed to a director, regent, a committee member or the members in compliance with the applicable notification period. Any director, committee member or member shall have the right to waive any notice required to be furnished under these Bylaws.

## **Article XII**

### **Amendments**

**Section 1. Amendment of Bylaws:** These Bylaws shall be amended from time to time. An approval of the Bylaw needs two-third of the total votes received from the current members.

## **Article XIII**

### **Indemnification**

**Section 1. Definitions:** As used in this Article XII, any word or words that are defined in Sections 561-569 of the Michigan Nonprofit Corporation Act, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

**Section 2. Indemnification of Directors and Officers:** The Corporation shall indemnify and advance expenses to a director, regent or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

**Section 3. Indemnification of Employees and Agents:** With respect to an employee or agent, other than a director, regent or officer, of the Corporation, the Corporation shall, as determined by the Board of Directors and Board of Regents of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

## **Article XIV**

### **Enabling Provision**

**Section 1. Transfer of Assets/Assumption of Liabilities.** The initial approval by the members of these Bylaws shall constitute the consent of all members of the Veerashaiva Samaja of North America, an unincorporated association, and predecessor to this Corporation, to transfer all of its assets to the Corporation subject to the condition that the Corporation, acting through its Board of Directors and Board of Regents, assumes all existing liabilities of the predecessor organization.

**Section 2. Members of the Corporation/ Initial Local Chapters.** Upon approval of these Bylaws: (i) all members of the predecessor organization shall constitute members of the Corporation; and (ii) all local VSNA chapters of the predecessor organization are hereby certified as recognized Local Chapters of the VSNA.

**Section 3. Initial Board of Directors and Board of Regents.** Approval of these Bylaws by the members shall constitute the election of the initial Board of Directors, Board of Regents and Officers of the Corporation, as follows: (i) the Board of Directors shall be comprised of the members of the Executive Committee of the predecessor organization who shall hold office until January 1, 1999, or until their successor is duly elected and qualified; (ii) the Board of Regents shall be comprised of the members of the Board of Trustees of the predecessor organization who shall hold office until January 1, 1999, or until their successor is duly elected and qualified; and (iii) the officers of the Corporation shall consist of the same persons holding the same offices as in the predecessor organization until January 1, 1999, or until their successor shall be duly elected and qualified.

**Section 4. Approval of Amendment to the Articles of Incorporation.** Approval of these By-laws shall constitute the approval by the members of the proposed Amendment to the Articles of Incorporation providing for the indemnification of officers and directors of the Corporation in accordance with the amendment as set forth in the pages following this section of the Bylaws.

...END.....