

**Bylaws of the Sri Mukambika Mahadeva Hindu Shrine
DBA Willamette Valley Hindu Temple**

(An Oregon Nonprofit Religious Corporation)

Adopted: **09/17/2026**

Version Date: August 4, 2026

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ARTICLE I — NAME

This organization, Sri Mukambika Mahadeva Hindu Shrine (also known as the Willamette Valley Hindu Temple), will be referred hereinafter as the “Temple.”

ARTICLE II — PRINCIPAL OFFICE

The principal office of the Temple shall be located at 85825 Bailey Hill Road, Eugene, OR 97405. The Board of Trustees may designate additional offices or worship facilities as needed.

ARTICLE III — PURPOSE, MISSION, AND OBJECTIVES

Section 3.1 — Purpose

The purpose of the Temple is to provide a sacred space for worship of Hindu deities; honor diverse Hindu festivals, traditions, practices, and milestones; conduct religious services, cultural celebrations, education, and community service grounded in Hindu values; and preserve and promote Hindu philosophy, rituals, arts, values, and heritage for present and future generations.

Section 3.2 — Mission

The mission of the Temple is to preserve and promote Hindu religion, culture, and values by fostering worship, education, community engagement, and service for present and future generations. The Temple welcomes visitors of all faiths, religious traditions, and backgrounds.

Section 3.3 — Objectives

We are committed to serving our community through worship, engagement, celebration, education, and service, guided by the principles of inclusion and belonging. Our goals include:

- (a) **Worship:** Provide a sacred space for worship of Hindu deities, including pujas and rituals conducted in accordance with Hindu traditions and practices.
- (b) **Engagement:** Maintain a permanent temple and cultural facility that supports devotees spiritually and socially, fosters unity and belonging, and honors the diverse spiritual practices and lived traditions of the Hindu community.
- (c) **Cultural Celebration:** Celebrate Hindu festivals and cultural observances in accordance with the rich and diverse traditions and cultures of the Hindu diaspora worldwide.
- (d) **Education:** Promote understanding of Hindu religion, philosophy, and culture in the broader community through education, cultural events, outreach, and interfaith engagement, consistent with the Temple’s mission and values.
- (e) **Service:** To support devotees spiritually and socially, fostering unity and service (seva).

Section 3.4 — Governance Principles

- (a) **Dharmic Guidance:** The Temple shall be guided by principles of dharma (righteous conduct), seva (service), and ahimsa (non-violence).
- (b) **Integrity in Leadership:** Trustees shall act with honesty, transparency, and devotion to the Temple's mission.
- (c) **Political Neutrality:** The Temple shall not participate in or intervene in political campaigns or oppose any candidate for public office. It shall comply with all applicable restrictions on organizations described in Section 501(c)(3) of the Internal Revenue Code.
- (d) **Inclusive Tradition:** The Temple shall respect the diversity of Hindu traditions and shall not formally endorse or privilege a single sect to the exclusion of others.
- (e) **Charitable Purpose:** The Temple shall operate exclusively for religious, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV — MEMBERSHIP

Section 4.1 — Open Membership

Temple membership is open to all individuals who support the Temple's mission and abide by its principles and code of conduct policy. While Temple membership offers certain privileges such as voting, the Temple is open to all individuals to visit, participate in rituals, and volunteer regardless of formal membership status.

Section 4.2 — Rights of Members

The Temple shall have only one class of voting members known as General Temple Members (Members) as defined in the Membership Policy.

Only individuals who meet the qualifications set forth in this Article IV and in the Membership Policy, and who are recorded in the Temple's Membership Registry, shall be considered as Members for governance and voting purposes.

Members have the right to:

- (a) Vote for members of the board;
- (b) Vote on amendments to the bylaws;
- (c) Vote for dissolution of the temple;
- (d) Run for the board and/or apply to serve on temple committees.

These rights do not exclude members from providing input or participating in temple activities.

Section 4.3 — Equal and Uniform Rights of Members

All General Temple Members shall hold equal voting status. Each member shall be entitled to one (1) vote on each matter submitted to the membership. Proxy voting is prohibited.

- (a) **Recognition Labels and Honors Without Legal Effect:** The Board may adopt recognition labels or engagement categories, provided that such labels or honors do not confer any additional voting privileges or governing authority.
- (b) **Uniform Application:** Any amendment adopted to change the rights, eligibility, or standing of members shall apply uniformly to all individuals within the General Temple Member class and shall not be applied retroactively in a manner that removes voting rights.
- (c) **No Automatic Governance Authority:** No financial contribution, donation tier, recognition label, or seva contribution shall confer any authority to appoint Trustees, direct temple operations, or influence governance decisions. Neither donation status nor contribution tier shall entitle an individual to a Board seat or an officer position.
- (d) **Prospectivity of Membership:** General and lifetime memberships shall be prospective only, except that the Board may recognize Founders in accordance with the Membership Policy.

Section 4.4 — Qualifications for Membership

An individual qualifies as a General Temple Member if the individual:

- (a) Is at least eighteen (18) years of age;
- (b) Supports the Temple's religious, cultural, and charitable purposes and agrees to follow the Temple's Code of Conduct;
- (c) Completes the Temple's membership registration process and is enrolled in the Membership Registry; and
- (d) Annually meets the requirements included in the Membership Policy.

"Good standing" shall be defined in the Membership Policy.

Section 4.5 — Membership Registry

The Membership Registry shall constitute the official record of General Temple Members and shall be maintained by a Membership Registrar or designee appointed by the Board.

No person shall be considered a Member for purposes of notice, voting, or petitions unless such person is recorded in the Membership Registry.

Additions, removals, and changes in status in the Membership Registry shall follow policies and procedures adopted by the Board and shall be documented.

Section 4.6 — Voting Eligibility and Record Date

A General Temple Member is eligible to vote on matters submitted to the membership if:

- (a) The member is in good standing,
- (b) For new Members, the Member is recorded in the Membership Registry at least forty-five (45) days before the date established for the relevant election or membership vote to ensure election integrity; and
- (c) For renewing members, the Member is current on their dues as of the date of the election.

Section 4.7 — Notice of Membership Meetings

Members shall receive a minimum of fifteen (15) days' written notice of any Annual or Special Membership Meeting. Notice may be given by mail, email, or other reliable means as defined in Board policy and shall state the date, time, place, and format (in-person, online, or hybrid), and the business to be considered.

Section 4.8 — Suspension or Termination of Membership

Membership may be suspended or terminated for:

- (a) Non-payment of dues, as defined in the Membership Policy, or
- (b) Materially and seriously harmful conduct, to the Temple, the Board, officers, committees, or the general membership as interpreted in accordance with the Code of Conduct and applicable policies.

Before suspension or termination, the Member shall receive:

- (a) Written notice not less than fifteen (15) days before the effective date of the proposed action, stating the reasons for the proposed suspension or termination, and
- (b) An opportunity to respond orally or in writing to the Board or to a designated review body before a final decision is made.

A decision to suspend or terminate membership for conduct deemed materially and seriously harmful to the Temple, the Board, officers, committees, or the general membership shall require the affirmative vote of two-thirds ($\frac{2}{3}$) of the Board then in office. An appeal of the decision may be allowed, as outlined in the Membership Policy.

Section 4.9 — Annual General Meeting and Special Membership Meetings

The Temple shall hold an Annual General Meeting. The agenda shall include, at a minimum:

- (a) Election of the Board of Trustees; and
- (b) Any other matters requiring board approval, which includes any proposed amendments to the bylaws or dissolution of the organization

Members shall receive at least fifteen (15) days' notice of the Annual General Meeting. The meeting may be held in person, online, or in a hybrid format, as permitted by law and Board policy.

Member meetings may be conducted in-person, hybrid, or fully remote so long as all Members participating may simultaneously communicate during the meeting. Members attending remotely shall be counted as present for purposes of quorum, voting, and participation. Appropriate measures shall be used to verify the identity of remote participants.

Section 4.10 — Relationship to Membership Policy

The Board shall adopt a Membership Policy by a majority of the Board then in office which shall define dues, service options, recognition categories, registration procedures, and participation tiers.

In the event of a conflict between the Membership Policy and these Bylaws, the terms of these Bylaws shall control. The Membership Policy may be amended by the affirmative vote of a majority of the Board, provided that no such amendment shall create additional legal membership classes or alter membership voting rights.

ARTICLE V — Board Of Trustees

Section 5.1 — Authority

The affairs and property of the Temple shall be managed and controlled by its Board of Trustees (the "Board"), subject to the Articles of Incorporation, these Bylaws, and applicable law. The Board provides policy direction, financial oversight, and spiritual stewardship.

Each trustee shall act at all times in the best interest of the Temple as a whole and not on behalf of any individual, constituency, subgroup, or external interest. The Board shall adopt and regularly review the Temple's governance, financial, and operational policies to ensure compliance with legal, ethical, and religious standards.

Section 5.2 — Stewardship of Temple Assets

The Board of Trustees shall have fiduciary responsibility for the stewardship, protection, and use of all temple assets, including real property, facilities, and sacred spaces.

The Board shall establish the Temple's long-term vision and strategic priorities and shall ensure that committees, officers, volunteers, and activities remain aligned with the Temple's mission and values.

Section 5.3 — Composition

The Board shall consist of not fewer than seven (7) and not more than eleven (11) Trustees.

Section 5.4 — Election, Term, and Assumption of Office

The General Temple Membership shall elect Trustees at the Annual General Meeting in accordance with these Bylaws and the Membership Policy. The Board may authorize votes to be cast prior to the Annual General Meeting, including by mail, email, or other methods permitted by law and Board policy.

Each Trustee serves a term of two years and may be re-elected for up to three consecutive terms. Individuals who have reached their three-term limit may run again after being off the board for at least one term (two years).

Trustee terms shall be staggered so that approximately half of the Trustees are elected each year.

Section 5.5 — Qualifications for Trustees

To be eligible to serve as a Trustee, an individual shall:

- (a) Be a General Temple Member in good standing and demonstrate dedication to the Temple's mission, activities, and purposes;
- (b) Maintain a primary residence in Lane County or in one of the surrounding counties: Benton, Linn, Deschutes, Klamath, Douglas, or Lincoln;
- (c) Meet eligibility criteria established by the Board Elections Committee pursuant to Board-approved policies, including criteria related to qualifications and adequate availability;
- (d) Demonstrate the ability and commitment to attend Board meetings regularly, with no more than two excused absences permitted each year;
- (e) Have a demonstrated record of engagement/participation in Temple activities in the past and show a meaningful commitment to continued involvement after the election;
- (f) Agree to abide by the Temple's bylaws, mission, values, and policies;
- (g) Demonstrate respect for the diversity of spiritual practices and cultural traditions within the local Hindu community;
- (h) Engage respectfully with people of all religions and non-religious backgrounds, consistent with Hindu values of pluralism;
- (i) Comply with all confidentiality, conflict-of-interest, and Code of Conduct policies;
- (j) Not misuse any position, authority, or access to information obtained through Temple service for personal or professional gain outside the scope of official duties, provided, however, this provision shall not prohibit Trustees from acknowledging their Board service or experience in a professional capacity.
- (k) Acknowledge in writing their understanding of and commitment to comply with the Temple's conduct, anti-discrimination, and anti-harassment policies. The Board may require periodic training as a condition of service.
- (l) No individual may be nominated, elected, or appointed as a Trustee, nor may any Trustee continue to serve if they also hold a position of governance, leadership, or an advisory role

in any organization whose main activities or public advocacy directly conflict with the mission and values of the WVHT.

Section 5.6 — Family Limitation Rule

Not more than one (1) individual residing in the same family unit or household, including but not limited to a spouse, domestic partner, parent, child, in-law, or sibling, may serve on the Board at the same time.

Section 5.7 — Legal Agreement and Limitation of Claims

Elected Trustees shall agree to make good-faith efforts to resolve disputes through the Temple's internal governance and conflict resolution processes before pursuing external remedies, to the extent permitted by law. Nothing in this Section shall be interpreted to waive or limit any legal rights under applicable law.

Section 5.8 — Disqualification of Candidates

The Elections Committee shall provide written documentation if it disqualifies any candidate for election to the Board of Trustees.

A candidate may be disqualified for one (1) to three (3) years if the candidate:

- (a) Fails to meet any qualification requirements established in the bylaws or Board-adopted eligibility criteria;
- (b) Intentionally violates the bylaws or governing policies of the Temple;
- (c) Knowingly provide false or misleading information during the vetting process;
- (d) Engages in harassment, bullying, or other misconduct in Temple-related settings, activities, or communications, as defined by Temple policies;
- (e) Misuses Temple funds, property, or resources;
- (f) Declines or fails to sign Board-adopted disclosures or governance agreements required as a condition of candidacy or service;
- (g) Attempts to improperly influence, interfere with, or manipulate the election process;
- (h) Knowingly and intentionally uses their position or access to Temple platforms or resources for personal business promotion without authorization or for improper personal gain; or
- (i) Threatens, intimidates, harasses, or verbally abuses devotees, Trustees, volunteers, or staff.

Individuals who ceased serving as a trustee in the middle of their term by resignation, resignation in lieu of removal, or removal are disqualified from running for election for twenty-four (24) months. The twenty-four (24) month period shall run from the effective date on which the person's service as a trustee ended.

This subsection applies to all nominations, elections, and appointments occurring on or after the Effective Date of these bylaws, including when the triggering resignation or removal occurred before the Effective Date.

Any disqualifications, except for those who were removed (or resigned in lieu of resignation) from the board, may be appealed to the Elections Committee.

Section 5.9 — Committees: Oversight and Structure

The Board shall retain oversight authority and advisory responsibilities for all committees. Committees shall be operational and advisory in nature and do not hold executive authority.

The Board shall appoint committee chairs, with a preference for those who are not Trustees, and shall review committee objectives, deliverables, and outcomes. The Board may dissolve, continue, or restructure committees at its discretion based on organizational needs. Standing committee chairs shall be appointed for one-year terms and may be reappointed for up to five consecutive terms.

Trustees may serve on committees in a supportive capacity, but their primary role shall remain governance on the Board.

The Board shall endeavor to reflect the cultural and gender diversity of the Temple community in committee appointments.

The Board shall establish evaluation criteria for committees and shall regularly review committee performance.

Section 5.10— Resignation and Vacancies

A Trustee may resign at any time by written notice to the Board; resignation is deemed effective upon receipt and is irrevocable. The remaining Trustees may fill any vacancy on the Board by a majority vote. Any Trustee so appointed shall serve until the next election of the Trustees by the General temple Membership. If a Trustee relocates outside the approved geographic region, the Board may determine whether continued service through the remainder of the term is in the Temple's best interests or may remove the Trustee as provided in Section 5.11.

If, after any election of trustees, fewer than the minimum number required by these Bylaws are elected, the Election Committee may nominate qualified persons to fill the remaining vacancies. The Board shall provide notice of the proposed nominees to the members and allow fifteen (15) days for written comments or suggestions. Following such a review period, the Board may appoint one or more of the nominees to fill the vacant positions in accordance with these Bylaws. The selected Trustee shall fill the position and serve on the Board until the next scheduled election.

Section 5.11 — Removal of Trustees

A Trustee may be removed from the Board for cause by the affirmative vote of a two-thirds majority of the full Board, not including the trustee under removal proceedings.

A Trustee or officer may only be removed after receiving at least fifteen (15) days' written notice of the proposed removal and the reasons therefore, and is afforded an opportunity to be heard and offer potential corrective actions before the Board and the Advisory Council. The Advisory Council may provide input but shall not participate in the final vote for removal.

"Cause" for removal includes, but is not limited to:

- (a) Failure to meet the eligibility criteria in Section 5.5;
- (b) Bullying;
- (c) Sexual misconduct;
- (d) Criminal conviction;
- (e) Misuse of Temple funds;
- (f) Verbal abuse of Trustees or community members in any format;
- (g) Intentional misuse of authority;
- (h) Deliberate violation of bylaws and/or the Code of Conduct;
- (i) Conduct that is harmful or disgraceful to the Temple;
- (j) Repeated unexcused absences (absences without prior notice);
- (k) Habitual disruption of meetings or Temple operations;
- (l) Breach of confidentiality;
- (m) Refusal to follow duly adopted Board directives; or
- (n) Fiduciary misconduct.

Determinations of misconduct shall be based on documented behavior and evaluated against the Code of Conduct and applicable policies to ensure consistency and fairness.

Temple membership must be notified of any trustee removal with an explanation within seven (7) days of removal.

Section 5.12— Meetings of the Board

- (a) **Annual Meeting:** An annual community meeting shall be held as required under Section 4.8. Notice of such a meeting shall be provided fifteen (15) days in advance.
- (b) **Regular Meetings:** Regular Board meetings shall be held at least six (6) times per year. Ten (10) days' notice shall be required for each regular meeting. Board meetings shall be open to the general membership, except for duly convened executive sessions held to discuss sensitive topics, including, but not limited to, personnel issues (hiring/firing/discipline), pending or threatening litigation, and contract negotiations.

All regular board meetings must include an opportunity for public comment.

- (c) **Emergency Meetings:** Emergency meetings of the Board may be called by any two (2) officers or any three (3) Trustees. Notice shall be given in a manner reasonably calculated to reach Trustees in time for attendance.
- (d) **Remote and Hybrid Attendance:** Board meetings may be conducted in-person, hybrid, or fully remote so long as all Trustees participating may simultaneously communicate during the meeting. Trustees attending remotely shall be counted as present for purposes of quorum, voting, and participation. Appropriate measures shall be used to verify the identity of remote participants.
- (e) **Voting and Communication:** Voting, decision-making, and communication may take place in person or via Board-approved electronic platforms that allow for verification of participant identity and retention of records. All messages and decisions made electronically shall be documented and retained as part of the Temple's official records. Proxy voting is prohibited.

Section 5.13 — Quorum

A majority of the Trustees then serving on the Board shall constitute a quorum for the transaction of the Business. No action shall be valid unless a quorum is present at the time of the vote.

If fewer than a majority are present, a majority of those present may adjourn and reschedule the meeting to another time or place.

Section 5.14 — Action

All decisions require a clearly stated motion, a second, and a vote or consensus determination that must be recorded in the written minutes. The Trustees should diligently and conscientiously attempt to make decisions by consensus, giving careful consideration to minority views. Where a consensus apparently cannot be achieved, any trustee may request that a vote be taken instead.

The affirmative vote of at least a majority of all of the Trustees participating in any properly called meeting at which a quorum is present is necessary and sufficient to make a decision of the Board of Trustees, unless a greater proportion is required by law or by these Bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion.

No proxy voting is allowed at any meeting of the Board of Trustees or as part of reaching any decision of the Board.

Section 5.15— Action By Consent

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if the proposed action is approved in writing by at least two-thirds (2/3) of the Trustees then in office and such written consents are delivered to the Secretary for inclusion in the Temple records.

Section 5.16 — Action By Email or Electronic Means

The Board authorizes voting by email or other electronic means. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any decision or action which may be made by the Board at any annual, regular, or special meeting of the Board of Trustees may be made by email or other electronic means without a meeting if:

- (a) The Temple has a record of all Trustees email addresses or phone number, depending on electronic method; and
- (b) The Temple maintains a copy of the announcement and a record of the Trustees' votes.

Electronic signatures, whether from the email address of the Trustee's address of record or through reliable third-party electronic signature platforms, shall have the same legal force and effect as hard copy ink signatures.

The Board President, Secretary, Treasurer, or their designees, are all authorized to send electronic announcements for a vote to the entire Board of Trustees. The electronic announcement shall be sent to each Trustee at the email address or phone number stored in the corporate records and shall include:

- (a) A description of the action to be taken;
- (b) A deadline to respond with a vote which may not be less than forty-eight (48) hours;
- (c) A statement that a Trustee may change their vote any time prior to the deadline; and
- (d) An effective date if the action is intended to be effective at a date which is later than the deadline date.

Voting by electronic method does not require a second. The affirmative vote of a majority of all Directors in office is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

Section 5.17— Records and Minutes

Approved minutes of Board meetings (excluding minutes of executive sessions) shall be prepared and made available to the membership within ten (10) days following the meeting. Such minutes shall include all motions, votes, decisions, and new or revised policies and shall be maintained by the Secretary.

Votes and decisions made via electronic communication shall be recorded and referenced in the minutes of the relevant meeting.

Minutes may be approved via email vote to facilitate prompt distribution of meeting information.

Failure to document the action shall not invalidate the action if otherwise valid, but documentation shall be completed as soon as possible.

Section 5.18 — New and Revised Policies

Proposed new policies and proposed revisions to existing policies shall be shared with the community not less than fifteen (15) days before the Board votes to adopt or amend them.

Section 5.19 — Compensation

Trustees shall serve without compensation for their Board Service. Trustees may, however, receive reimbursement for reasonable and necessary expenses incurred on behalf of the Temple in accordance with the Temple's financial policies.

Reimbursements must comply with financial policies and shall not create private benefit. Any financial interest held by a Trustee, officer, volunteer or related person shall be addressed in accordance with the Conflict of Interest Policy.

Transactions involving a real or potential financial interest shall be reviewed and acted upon solely by disinterested Trustees in accordance with the Conflict of Interest Policy. The Board shall determine that any approved arrangement is fair, reasonable and in the Temple's best interest.

All compensation or financial arrangements must be consistent with what similar organizations provide for comparable services and must not result in private inurement or excess benefit. Reimbursements must be in compliance with the Expense Approval Policy.

Section 5.20 — Board Duties Relating to Finance

The Board shall:

- (a) Approve the annual budget.
- (b) Review and adjust dues or service expectations annually by majority vote;
- (c) Review quarterly financial statements;
- (d) Oversee audits or financial reviews;
- (e) Ensure IRS compliance; and
- (f) Ensure safeguarding of Temple assets.

These duties may not be delegated.

Section 5.21 — Fiduciary Duties

Board members shall act in good faith, with loyalty and care, ensuring that resources are used responsibly and transparently.

ARTICLE VI — OFFICERS

Section 6.1 — Officers

The officers of the Temple shall consist of a President (Chair), Vice President (Vice Chair), Secretary, and Treasurer. Officers must serve simultaneously as Directors. These four officers shall constitute the Executive Council (EC) of the Temple, and shall act collectively in support of the Board's governance responsibilities. The Board may add one or two additional elected Trustees to the EC if deemed necessary. A quorum of the EC includes the majority of EC officers.

The EC shall serve in a coordinating and facilitative role and shall not make decisions independently of the full Board, except as expressly authorized by these bylaws or by specific Board action. The EC is prohibited from reversing prior Board decisions except where the Board has been delegated the authority to modify implementation.

Section 6.2 — Election and Term

Officers shall be elected annually by the Board from among the Trustees at the first Board meeting of each calendar year and shall serve one (1) year terms. After serving a maximum of two (2) terms (a total of two years) in the same role, officers must vacate that position. They cannot serve a third consecutive term in the same role, but may run for a different role. At least one (1) year must lapse before they can serve as an officer of the Board again. If an officer resigns or is asked to resign, another Board member can be elected to fill the vacancy.

Section 6.3 — Duties and Responsibilities of Officers

Decisions are made by the Board of Trustees and Executive Council, not solely by any one officer. Officers have the following duties and responsibilities as listed:

(a) President

The President shall preside over Board meetings and the annual community meeting. The president ensures the implementation and compliance with policies and provides strategic leadership to the Board and the broader community in support of the Temple's Vision and Mission. The president shall also serve as an ex officio member of the Advisory Council and shall be responsible for public relations for the Temple.

(b) Vice President

The Vice President presides over Board meetings when the president is unavailable. In addition, the Vice President assists the Treasurer with banking operations when required, including exercising check-signing authority. The Vice President assists the President in implementing presidential and Executive Council tasks and supports the Board and committees in the President's absence.

(c) Secretary

The Secretary maintains accurate meeting minutes and preserves the Temple's organizational records, including keeping a register of the contact information of all Board Members. The Secretary is also responsible for serving as or overseeing the Membership

Registrar, who maintains the official registry of General Temple Members, and overseeing the preparation, safekeeping, and proper distribution of minutes, notices, and other documentation, ensuring that all required notifications are timely and properly issued. In the absence of the President and Vice President, the Secretary presides over meetings. If the Secretary is also unavailable, the Trustees may elect a Chair Pro Tempore.

(d) Treasurer

The Treasurer serves as the Temple's chief financial steward. The Treasurer is responsible for maintaining accurate financial records and accounts, overseeing expenditures, preparing budgets, and completing all required tax filings. With the assistance of the Finance Committee, the Treasurer shall ensure financial compliance with federal and state tax laws and maintenance of tax-exempt status. In addition, the Treasurer shall prepare reports for the Board and members and support internal and external audits.

Section 6.4 — Resignations

An Officer may resign at any time by giving written notice to the Board. A resignation is effective on the date of receipt of the notice or any later time specified therein, and, unless otherwise specified therein, no formal acceptance of the resignation is necessary and the resignation is irrevocable. A resignation by an Officer does not remove the Trustee from the Board.

Section 6.5— Removal

The Board may remove any Officer (President, Vice President, Secretary, Treasurer) from their Officer role by majority vote, with or without removal from the Board itself. Cause for removal may include the inability to fulfill the role's duties, as well as other causes set out in Section 5.11. Officer removal must follow the same notice and hearing process as Trustee removal.

Temple membership must be notified of any officer removal with an explanation within seven (7) days of removal.

Section 6.6 — Vacancies

In the event of a vacancy, the Board shall elect new individuals to fill officer roles for the remainder of the term.

ARTICLE VII — Committee Designation and Structure

Section 7.1 — Authority

The Board holds the exclusive authority to designate committees as needed, tailored to meet the evolving requirements of the organization and the community it serves. All committees must receive formal approval from the Board before commencing their functions. All committee appointments are subject to Board approval.

Section 7.2 — Committee Composition and Participation

Each committee shall consist of at least three (3) and not more than six (6) individuals, who may include Members in good standing, and, as provided below, non-Members with special expertise. The Board shall appoint a chair for each committee, who shall not be a Trustee, except where otherwise determined by the Board for good cause, consistent with the qualifications set forth in Section 5.5. Chairs shall select committee members in consultation with the Board. To foster inclusivity and to draw upon community expertise, committee membership may include non-Members from the broader community, subject to Board-approved criteria and policies. Such non-Member committee members may vote on committee business but shall not hold General Member status.

Section 7.3 — Committee Responsibilities, Reporting, and Records

Each committee shall meet as often as is necessary but not less than four (4) times per year. Committees shall maintain written minutes of their meetings and shall communicate relevant activities to other committees and to the Board as appropriate.

Committees shall provide updates ahead of bimonthly Board meetings and, at such other times as requested, regarding progress, challenges, and upcoming initiatives, to promote transparency and informed Board-decisionmaking.

Committees shall prepare an annual programming plan and proposed budgets detailing projected expenses and anticipated resource requirements. These budgets shall be reviewed and approved by the Board.

Committees shall maintain accurate and current records of all committee expenses at all times. The Board shall authorize expenditure limits for each committee.

Section 7.4 — Standing and Functional Committees

The Board shall appoint the following standing committees, which may be supplemented by additional committees as needed:

(a) Advisory Council

The Advisory Council shall consist of community members with experience and expertise in temple matters. The Council Membership should include, to the extent practicable, former Board members and other community members with relevant expertise in areas such as mediation, nonprofit governance, and other relevant subjects. When serving in a mediation or advisory capacity, the Advisory Council shall act in a non-decision-making role and shall not exercise governance authority reserved to the Board.

Responsibilities: The Advisory Council shall:

(i) Act as a liaison between the Board and the community.

(ii) Assist in mediation and conflict resolution if the Executive Council, Board or committees are unable to amicably resolve a conflict among their members to their satisfaction.

(iii) Provide assistance and advice to the Board upon request.

(iv) Help the Board remain aligned with the Temple's vision and mission.

(v) Review potential conflicts of interest and potential ethics concerns when referred by the Board.

Composition Requirement: Members of the Advisory Council may not concurrently serve as Trustees. Advisory Council members shall generally be appointed for a term of three (3) years unless otherwise determined by the Board.

(b) Elections Committee

The Elections Committee shall be responsible for vetting the candidates for Board service and for conducting annual elections.

Responsibilities: The Elections Committee shall:

(i) Identify, encourage, and vet potential Board candidates in accordance with the criteria in Section 5.5.

(ii) Ensure fairness, transparency, and diversity in the recruitment process.

(iii) Verify that candidates meet Board qualifications and availability standards.

(iv) Oversee Board elections and ensure procedural integrity.

Composition Requirement: Individuals who are candidates for the Board in the next election may not serve on the Elections Committee. The majority of the Elections Committee **must consist of non-Trustee general temple members.**

Election Committee Members shall commit to maintaining voter confidentiality.

(c) Facilities and Maintenance Committee

The Facilities and Maintenance Committee shall be responsible for ensuring the Temple and its properties are clean, functional, and safe.

Responsibilities

(i) Organize and recruit volunteers for regular cleaning and maintenance of the Temple;

(ii) Ensure that building systems (including electricity, HVAC, water, and sewer) are functional;

- (iii) Arrange for pest control services as needed; and
- (iv) identify and document safety hazards, repairs, and deep cleaning needs.

Composition Requirement: Committee members should, to the extent practicable, reside within approximately one (1) hour's travel from the Temple.

(d) Audit Committee

The Audit Committee shall be responsible for the audit of quarterly and annual financial reports submitted by the Board.

Responsibilities

- (i) Conduct at least an annual internal financial review of the Temple's accounts and procedures;
- (ii) Review internal accounting practices, receipts, and disbursements; and
- (iii) Report the findings of this internal review to the Board of Trustees annually.

Composition Requirement: Members of the Audit Committee should possess experience or training in finance, accounting, or a related field.

(e) Religious Committee

The religious committee shall be responsible for supporting volunteers conducting pujas, advising on rituals, and assisting in organizing religious, cultural, and educational events.

Responsibilities

- (i) Recruit and support volunteers conducting pujas
- (ii) Ensure that rituals can be practiced in inclusive ways across generations and diverse communities.

Other Committees: The Board may appoint other committees as needed to address functional areas, including but not limited to Festivals and Events, Fundraising, Purchasing and Procurement, Communications and Information Technology, Temple Opening, Membership Engagement, Volunteer Coordination, Community Service, Interfaith Engagement, and Children and Youth.

ARTICLE VIII— RELIGIOUS AND CULTURAL FUNCTIONS

Section 8.1 — Foundational Deities and Devotional Identity

Sri Mukambika, Sri Mahadeva, Sri Ganapathi, and Nandi are recognized as the foundational deities of the Temple in accordance with the original sankalpa, prana pratistha intentions, and dharmic procedures under which the Temple was consecrated. These deities form the central devotional identity and the primary focus of worship, puja, ritual observances, and sanctum orientation. The Temple may document and preserve its founding history, traditions, and devotional practices to ensure continuity across generations.

Section 8.2 — Religious Rituals

The Temple shall conduct pujas, rituals, bhajans, and other religious services in accordance with diverse Hindu traditions. Such practices shall be honored irrespective of geography, language, or cultural origin, thereby reflecting the diversity of the Hindu diaspora.

Section 8.3 — Additional Deities

Placement of other deities, saints, and/or gurus must be installed or removed with the approval of two-thirds ($\frac{2}{3}$) of the Board in a way that maintains the purpose and sanctity of the temple and shall be guided by the Temple's mission, available space, and resources while recognizing the importance of inclusivity and the practical limitations of accommodating all requests.

ARTICLE IX— CONFLICT OF INTEREST

Section 9.1 — Conflict of Interest Defined

A conflict of interest exists when an individual has a direct or indirect personal, financial, professional, familial, or organizational interest that could reasonably be perceived as interfering with the individual's impartial judgment or with fiduciary duties owed to the Temple.

The purpose of this Article is to protect the integrity of the Temple's governance, financial stewardship, and religious mission by preventing personal, financial, or other private interests from unduly influencing decision-making.

Section 9.2 — Fiduciary Duty

Trustees, Officers, and committee members shall act in the best interest of the Temple as a whole and shall comply with their fiduciary duties of care, loyalty, and obedience.

Section 9.3 — Duty of Disclosure

Any Trustee, Officer or committee member shall promptly disclose any actual, potential, or perceived conflict of interest before participating in discussion, deliberation, recommendation, or decision-making related to the matter.

The Board shall determine whether a conflict of interest exists, whether a proposed action and whether the proposed transaction are permissible, based on disclosed information and in the best interests of the Temple.

Section 9.4 — Recusal and Non-Participation

An individual with a conflict of interest that could benefit themselves or a family member shall refrain from participation in discussion, recommendation, or voting on the matter and be present only to provide factual information if requested. Vendors shall be governed through contractual and procurement policies approved by the Board.

Section 9.5 — Documentation

All disclosure of conflicts of interest, recusals, and determinations under this Article shall be documented in meeting minutes of the relevant meeting or records maintained by the Secretary or a designated officer.

Section 9.6 — Enforcement

Violation of this Article may result in corrective action, including, without limitation, censure, removal from committees, removal from office, or removal from the Board, in accordance with the Bylaws and applicable law. Any transaction involving a conflict of interest that is not disclosed and approved in accordance with this Article may be voided at the discretion of the Board.

Section 9.7 — Relationship to Policy

The Board shall adopt and maintain a Conflict of Interest Policy to implement and supplement this Article.

ARTICLE X – ANTI-DISCRIMINATION AND ANTI-HARASSMENT

Section 10.1— Anti-Discrimination

The Temple shall not unlawfully discriminate against any person on the basis of race, ethnicity, color, religion, sect, sex, gender, gender expression, age, national origin, region of origin, disability, marital status, sexual orientation, immigration status, linguistic background, caste, socioeconomic background, or Board membership status in any of its activities or operations. Such activities include, but are not limited to, the appointment to and termination from its Board of Trustees, hiring and firing of staff or contractors, selection of volunteers, selection of vendors, ritual participation, and the provision of services.

This Section shall be interpreted and applied in a manner consistent with applicable federal and state laws governing religious organizations.

Section 10.2— Anti-Harassment

The Temple strictly prohibits harassment in any form, including verbal, physical, visual, written, or digital conduct, that has the purpose or effect of unreasonably interfering with an individual's participation in Temple activities or creating an intimidating, hostile, or offensive environment. Behavior that constitutes bullying or harassment shall be evaluated in accordance with the Code of Conduct, and any disciplinary decisions shall be based on reasonably documented actions that materially interfere with Temple operations, safety, or community functioning.

Abuse of spiritual authority, positional influence, trust, or access for personal, financial, sexual, or other improper benefit is strictly prohibited.

Section 10.3— Protection of Minors

The Temple recognizes that minors participate in Temple programs, services, and activities. The Temple is committed to providing a safe environment for minors and shall not tolerate abuse, neglect, exploitation, harassment, or misconduct involving minors in any form.

Section 10.4— Protection of Vulnerable Adults

The Temple affirms its responsibility to protect vulnerable adults, including elders and individuals who may be dependent on care, assistance, or supervision, from abuse, neglect, exploitation, harassment, or misconduct.

Section 10.5— Mandatory Reporting

All Temple trustees, staff, and volunteers must comply with mandatory reporting laws related to minors or vulnerable adults. Reports shall be made to appropriate authorities as required by law.

Section 10.6 — Standards of Conduct

All members, volunteers, leaders, contractors, and participants in Temple activities—whether in person or virtual—shall conduct themselves with respect, non-violence, and integrity consistent with the Temple’s values. The Board of Trustees retains authority to enforce standards of conduct and to take corrective action consistent with these Bylaws and applicable law.

ARTICLE XI — FINANCIAL AND PROPERTY MATTERS

Section 11.1 — Fiscal Year

The Temple’s fiscal year shall run from January 1st through December 31st.

Section 11.2 — Banking

All funds shall be deposited in accounts in the name of the Temple at such financial institutions as are approved by the Board. The Board shall designate at least three (3) Trustees as authorized signatories on Temple accounts.

Section 11.3 — Expenditures

Two (2) authorized signatures shall be required on all disbursements in an amount greater than Two Thousand (\$2,000) dollars, or such other threshold as the Board may establish by policy consistent with these Bylaws.

Section 11.4 — Donations

The Board shall conduct reasonable due diligence, including review of publicly available information and any relevant documentation, with respect to the sources of any substantial donations (e.g., over Five Thousand Dollars (\$5,000), or such other threshold as set by policy) to ensure alignment with the Temple’s mission and legal obligations.

If the Board determines that the donation originated from an individual or organization whose mission and values are materially inconsistent with Temple’s mission and values, the Board may direct that the donation be declined or returned. Any decision to decline or return a donation shall be documented and based on reasonable, consistently applied criteria aligned with the Temple’s mission, legal obligations, and ethical standards.

Section 11.5 — Audit/Financial Review

The Audit Committee shall conduct or arrange an internal financial review of the Temple annually and report the results to the Board. In addition to this annual internal review, the Board shall procure and oversee an independent external audit or financial review at least once every five years.

Section 11.6 — Property

The acquisition, sale, mortgage or disposition of any real property interest of the Temple shall require the affirmative vote of at least three-fourths (3/4) majority vote of the Board of Trustees then in office and shall comply with applicable Oregon law.

Section 11.7 — Tax Documents

The temple shall provide records of required tax documents, the temple budget, and cumulative donations for inspection online, free of charge.

Section 11.8 — Annual Report

The temple shall file its annual report(s) in accordance with state and federal requirements.

ARTICLE XII — INDEMNITY

Section 12.1 — Indemnification

The Temple shall indemnify trustees, officers, committee members, and other authorized volunteers to the fullest extent permitted under state and federal law. Indemnification does not apply to actions involving bad faith, intentional misconduct, gross negligence, purposeful violations of the law, improper personal benefit, or any other conduct for which indemnification is prohibited by law.

Nothing in these bylaws limits any rights guaranteed under state or federal law. Nothing in these bylaws authorizes indemnification or protection inconsistent with state or federal law.

Section 12.2 — Limitations

No director, officer, or committee member shall be personally liable for actions taken in good faith and within the scope of their duties, to the fullest extent permitted under state and federal law. This limitation does not apply to acts or omissions involving bad faith, intentional misconduct, gross negligence, purposeful violations of law, or improper personal benefit.

Section 12.3 — Definition of Authorized Volunteers

“Authorized volunteers” are individuals formally appointed by the Board or by an officer acting under Board authority to perform duties on behalf of the Temple and under its direction.

Section 12.4 — Insurance and Advancement of Legal Expenses

The Temple may purchase and maintain liability insurance for the general business of the Temple and its trustees, employees, and authorized volunteers while acting in their official capacity.

The Temple may advance reasonable legal expenses to any director, officer, or authorized volunteer defending themselves against legal action directly related to their official temple duties.

Section 12.5 — Internal Dispute Resolution

The Temple shall encourage the use of internal governance and conflict resolution processes to address disputes in good faith.

Section 12.6 — Whistleblower Protection

Nothing in these bylaws shall be interpreted to prevent any individual from reporting, in good faith, suspected unlawful conduct, financial misconduct, harassment, or any other violation of law to appropriate governmental authorities.

ARTICLE XIII — AMENDMENTS

Sec. 13.1 — Proposal of Amendments

Amendments to these Bylaws may be proposed by the Board of Trustees or a petition signed by at least fifteen percent (15%) of General Temple Members. Petitions for amendments must be filed with the Board and members have 30 days from the date of filing to collect signatures.

Sec. 13.2 — Voting Threshold for Amendments

These Bylaws may be amended by a resolution passed by a three-fourths ($\frac{3}{4}$) majority of the Board then in office and a two-thirds ($\frac{2}{3}$) majority of the membership present at a duly called meeting, provided that the proposed amendment is circulated at least fifteen (15) days in advance.

Amendments shall become incorporated into the Bylaws and take effect within ten (10) days of passage.

Sec. 13.3 — Emergency Amendments

In cases where a lack of clarity in bylaws makes it difficult for the Board to take appropriate action, the Board may pass and implement an Emergency Amendment with a three-fourths majority of the Board's approval. Any Emergency Amendments to the bylaws must be approved by two-thirds of the General Membership present at a duly called meeting within 60 days in order to remain effective and be made permanent.

ARTICLE XIV — DISSOLUTION

If the Board has voted to dissolve the corporation, liabilities shall be discharged and disposed of as required by applicable federal and state laws. Remaining assets will be disposed of to other non-profit organizations whose values are consistent with the Temple's mission and values. The vote of dissolution must be approved by three-fourths ($\frac{3}{4}$) of the Board of Trustees and two-thirds majority approval of the General Membership present at a duly called meeting.

ARTICLE XV — NON-WAIVER AND SEVERABILITY

Section 15.1 — Non-Waiver

Failure of the Temple to enforce any provision of these Bylaws or related policies on one occasion shall not constitute a waiver of the right to enforce such provision in the future.

Section 15.2 — Severability

If any provision of these Bylaws or related policies is held to be invalid or unenforceable, such invalidity shall not affect the remaining provisions, which shall continue in full force and effect.

Section 15.3 — Records Retention and Disposal

Records created pursuant to these Bylaws or related policies shall be retained and disposed of in accordance with a records retention schedule adopted by the Board and applicable law.

ARTICLE XVI — GOVERNANCE STRUCTURE AND INTERPRETATION

Section 16.1 — Hierarchy of Governing Documents

In the event of conflict or inconsistency, the following order of authority shall apply:

- (a) Articles of Incorporation
- (b) These Bylaws
- (c) Board-adopted policies
- (d) Committee charters, procedures, and operating guidelines

The Board may adopt policies and operating protocols to implement these Bylaws, provided no such policy shall amend, supersede, or conflict with these Bylaws.

Adopted by the Board of Trustees of Willamette Valley Hindu Temple & Cultural Center at their duly called meeting, and signed by the Vice President and the Secretary on this 17th day of Sept 2026.
Eldurkar Bhaskar 09/17/2026

Eldurkar Bhaskar, Vice President / Chair

Vanaja Manda 09/17/2026

Vanaja Manda, Secretary

Sudha Vaikuntam 09/17/2026

Sudha Vaikuntam, Treasurer

Nilendra Deshpande 09/17/2026

Nilendra Deshpande, Board Member

Bidyut Das 09/17/2026

Bidyut Das, Board Member

Mrudula Bobba 09/17/2026

Mrudula Bobba, Board Member

Manjunath Gopal-Raju 09/17/2026

Manjunath Raju, Board Member

Ramesh Marahatta 09/17/2026

Ramesh Marahatta, Board Member