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SANSKRITI OF NEW JERSEY A NJ NONPROFIT CORPORATION BY-LAWS

Article I: Name

The name of this non-profit organization shall be **SANSKRITI OF NEW JERSEY, A NJ NONPROFIT CORPORATION (the “Organization”)**. The Organization may have such offices as the Executive Committee may require. The principal office shall be at Livingston, New Jersey. The books and records of the Organization and the minutes of the proceedings of the Executive Committee shall be kept at the registered office of the Organization within this State, or at one of the offices within this State established pursuant to this Article.

Article II: Mission

The Organization is a not-for-profit organization established and approved by the Internal Revenue Service as an organization exempt from Federal income taxes under IRC 501 (c) (3) and was formed on June 12, 2009 in New Jersey. It is a secular non-partisan democratic organization whose objectives are the following:

- A. To educate interested individuals and business entities about the socio-cultural values of India and its residents, including, but not limited to, its music, art, sports, language and history.
- B. To organize programs, workshops, seminars, cultural fairs and other related activities to promote and celebrate Asian Indian activities and holidays.
- C. To create, operate and/or staff Hindi and other Asian Indian language schools, summer camps, and educational activities that promote the study and dissemination of information regarding the culture, language, history and heritage of the people of Asian Indian origin.
- D. To promote public understanding and enlisting private and public support through programs of information and education of Asian Indian matters.

- E. To encourage and participate in the celebration of Asian Indian holidays and festivals.
- F. To encourage and participate in the sporting activities popular amongst Asian Indians.
- G. To actively work for and support charitable causes with emphasis on social causes in India as well as the local communities.
- H. The Organization aims to work in conjunction with all the residents of the community regardless of age, gender, color, race, ethnicity, sexual orientation, religion or national origin.
- I. To undertake such other activities that will carry out the purposes of the organization.

Article III: Membership

Membership to the Organization is granted to any individual who becomes a Member by registering through the Organization’s website and who pays the required annual dues. Each person who becomes a Member is referred to hereinafter as “Member” and all such persons, collectively, are referred to hereinafter as the “Members”.

Section A: Membership Types

- A. Individual or Bundle Memberships: Membership in the organization shall be open to any person or institution or family residing at the same address, who believes in the Organization’s aims and purpose as defined in Article II, is willing to foster and promote such objectives, and will pay the required membership dues. All Members should be at least 18 years of age.
- B. Lifetime Membership: Lifetime membership shall be granted to the above Individual and Family membership classifications by the respective Member paying a lump sum amount once as prescribed by the organization. No annual dues shall be required of a Lifetime Member.

Section B: Membership Privileges

- A. Invitation to Member-only events and preferred pricing on various events and initiatives.
- B. Only a Member with an active status will be eligible to hold office in the Executive Committee, School Board and Lead Initiatives.
- C. Only a Member with an active status will be covered by insurance programs offered by the Organization where applicable.
- D. Each Member is encouraged to volunteer for various activities and events. Each Member is also encouraged to communicate their views, ideas and suggestions to the Executive Committee.

Section C: Membership dues

- A. Membership dues shall be determined by a simple majority vote of the Executive Committee.
- B. Individuals have the option of signing up for one year, five year or lifetime membership. Period of membership shall run from the date of becoming a Member.
- C. Membership dues are payable at the time of becoming a Member anytime during the year.

Section D: Loss of Membership privileges

- A. Any existing Member who fails to pay dues within thirty (30) days after they become payable will be automatically deprived of all rights and membership, including participation on the Executive committee, Advisory Board and/or other Committees, as is/are applicable.
- B. Any Member who violates the constitution or by-laws of the Organization or acts against the interest of the Organization may be expelled or suspended by a two-third majority vote of the Executive Committee (of those present if there is a quorum). The duration of suspension will be determined by the Executive Committee. A suspended Member may appeal to the Executive committee for reinstatement after the suspension period has expired. To be reinstated as an active Member, a two-thirds majority vote from the Executive committee is needed.

Article IV: Board of Trustees (Executive Committee) and Advisory Board

Section A: Executive Committee Members

The Organization will have a Board of Trustees, as required, pursuant to and in accordance with the New Jersey Revised Nonprofit Corporation Act or the any successor Act (hereinafter, “the Act”) which is referred to herein as the “Executive Committee”. The Executive Committee shall be comprised of a minimum of 8 members and a maximum of 12 members.

Each Executive Committee member will be assigned a specific responsibility to be determined on a case-by-case basis depending on the needs of the Organization in furthering its objectives. Currently the Executive Committee includes the Officers, as hereinafter designated, and other members who shall have the designations and roles as hereinafter provided:

President - Officer

President Elect

Treasurer - Officer
Secretary - Officer
Vice President of Finance
Vice President of Communication
Vice President of Education
Vice President of Marketing
Vice President of Sports
Vice President of Volunteer Engagement
Vice President of Membership
Vice President of Community Services
Vice President of Community Relations

Each Executive member may also serve on any committee or task force. All members of the Executive Committee shall have one (1) vote on the Executive Committee.

Section B: Advisory Members

All ex-Executive Committee members are automatically inducted into the Advisory Board.

The purpose of the Advisory Board is to advise and guide the Executive Committee. It is also a vehicle for them to stay engaged with the Organization. An Advisory Board member may serve on various committees and is encouraged to continue volunteering for various events. The advisory board will not be involved in the day to day running of the Organization.

Section C: Eligibility for Executive Committee Membership

- A. Only Members (and/or members of their family) in good standing for a minimum period of six months shall be eligible for positions on the Executive Committee.
- B. No person shall be permitted to hold more than one role on the Executive Committee.
- C. No Executive Committee member of the Organization shall receive a salary or stipend from the Organization by virtue of such a position.
- D. All members of the Executive Committee serve on a voluntary basis and will be reimbursed only for authorized out-of-pocket expenses incurred on behalf of the Organization and on submitting actual expense receipts to the Treasurer and VP of Finance.

Section D: Nomination of the Executive Committee

- A. All the members of the Executive Committee will be nominated and elected by a two-third majority vote of all Executive Committee members, which will also designate their respective positions as prescribed under Section A of Article IV. In the event that the Executive Committee does not approve by a two-thirds

majority any such nominee/designation, then an election will be held by the Executive Committee.

- B. Those who will be considered for EC membership should –
 - a. Have been a Member of the Organization for at least 6 months prior to the elections.
 - b. Have been a Member who has served on a special committee or served as a volunteer at one or more Organization events.
 - c. Have been a Member in good standing. A Member in good standing is defined for this purpose as someone who has fully paid his/her dues and is not currently suspended from membership and has not engaged in activities that are adverse to the interests of the Organization.
- C. Executive Committee members will serve a term of two years and for a maximum of two consecutive terms other than if they are nominated as President-Elect in which case, they will serve for an additional 2 terms. Membership in the Executive Committee for a term longer than two terms will be determined at the discretion of the Executive Committee.
- D. All nominations for members of the Executive Committee shall be held in the first week of October of any given year. Once elected, the new Executive Committee will take charge on January 1st of the following year.
- E. In the event of a vacancy in the Executive Committee, the remaining members of the Executive Committee will elect a member to fill the vacancy for the remaining portion of the term by a two-thirds majority vote.
- F. Members of the Executive Committee will provide at least one-month notice to resign their position in the Executive Committee or Advisory Board

Section E: Duties of Executive Committee

- A. Provide coordination and management of all the Organization's activities.
- B. Prepare an annual budget and determine calendar of yearly activities.
- C. Form all sub-committees and Chair them. Chairs will provide monthly reports and annual budget and expense reports to the Executive Committee.
- D. Form policies in emergency situations.
- E. Carry out all other duties according to the Organization's by-laws.
- F. To ensure that none of the members of the Executive Committee self-proclaim any activities, exercise power or authority on behalf of the Organization, unless discussed and approved by Executive Committee, provided that any and all such activity and representation has to be in compliance with the by-laws of the Organization.

- G. Executive Committee is charged with setting event guidelines, priorities and timeline for projects to be rolled out depending upon the availability of funds and required talents, manpower and other resource.

Section F: Officers

As required under the Act, the officers of the Corporation shall be a President, Secretary and Treasurer. The Corporation shall have such other officers as the Executive Committee may from time to time determine, including, without limitation, one or more Vice Presidents. The duties, responsibilities and powers of any officer, if not otherwise specifically set forth in these Bylaws, shall be as the Executive Committee may from time to time prescribe.

A. President:

- a. Shall preside at all meetings of the Members and the Executive committee.
- b. Shall call special meetings of the Executive Committee when needed.
- c. Shall serve as an official representative of the Organization in its contact with the government, other community, civic, cultural, business, and professional organizations for the purpose of advancing the objectives, mission and policies of the Organization.
- d. Shall be an ex-officio member of all committees.

B. Secretary

- a. Shall record all proceedings of the meetings of the Executive Committee and general meetings of the Organization.
- b. Shall coordinate various activities of the Organization.
- c. Shall keep and update all membership records of the Organization.
- d. Shall be responsible for mailing all correspondence and advertise upcoming events approved by the Executive Committee.

C. Treasurer

- a. Shall serve as a custodian of all financial belongings of the Organization.
- b. Shall be responsible for the collection of all dues from the Members.
- c. Shall provide a yearly audit of all financial holdings of the Organization to the Executive Committee and the Advisory Board.

Section G: Removal

- A. Any member of the Executive Committee may be removed from the Executive committee by a two-thirds majority vote of the members of the Executive Committee if found to be engaging in anti-Organization activities and/or going against the mission of the Organization as set forth in the By-laws.
- B. A member of the Executive Committee may also be removed by a two-third majority vote if found to be engaging in fraudulent activities or mishandling of finances.

Article V: Meetings and Quorum

- A. The Executive Committee shall hold a regular annual meeting each year on such date and at such location as determined by the President, provided notice as herein prescribed is properly given. The Executive Committee may, by resolution, change the date of any annual meeting.
- B. The President or any other [3] members of the Executive Committee may call for a special meeting of the Executive Committee and may fix the time and place for said meeting.
- C. The members of the Executive Committee shall be notified of the regular annual meeting and any special meeting by advance notice in writing, which shall be sent by mail or personally delivered not less than ten (10) days nor more than sixty (60) days before the time set for such meeting. Such notice shall state the place, day and hour of the meeting, and shall be personally delivered or sent to the addresses of the members of the Executive Committee (as shown on the records of the Organization) by mail, fax, email, or courier service (charges prepaid). When any notice required hereunder is mailed, notice shall be deemed to have been given three (3) days after being deposited in the United States mail. Lack of notice is waived by any member of the Executive Committee by such member's written waiver or attendance at any meeting without protest.
- D. Any meeting of the Executive Committee may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the holding of the rescheduled meeting if announcement of the time and place is given at the meeting so adjourned
- E. Notwithstanding any of the foregoing provisions of this Article, any action required or permitted to be taken at a regular or special meeting by the Executive Committee may be taken without a meeting if, prior or subsequent to such action, all members of the Executive Committee consent thereto in writing, and such written consents are filed in the corporate minute book. Such consents shall have the same effect as the unanimous vote of the Executive Committee.
- F. The Executive Committee may hold an annual or any special meeting by telephone; provided, however, that the notice of any such meeting shall state that the meeting is being held by telephone, and shall further state the day, hour, and manner of convening such telephone meeting.
- G. The quorum for all Executive Committee meetings shall be 50% of the members of the Executive Committee. Further, all the Executive Committee members are required to attend a minimum of 67% of all the Executive Committee meetings over the course of a year. Failure to do so could result in expulsion from the Executive Committee at the discretion of the entire Executive Committee. Such decisions must be made by a two thirds majority of the members of the Executive Committee present.

Article VI: Amendments to By-Laws

By-Laws can be amended anytime by the Executive Committee with a two-thirds majority vote of those present.

Article VII: Sub-Committees

- A. The Executive Committee will form subcommittees to help with the different initiatives within the community. Each subcommittee will be chaired by an Executive Committee member and can be made up of Members and members of the Executive Committee.
- B. Chair of any subcommittee will provide monthly reports to the Executive Committee. The Chair will also present an annual budget and expense report.
- C. Chair of any subcommittee will submit minutes of every meeting to the Executive Committee.
- D. Only Members (and/or members of their family) in good standing for a minimum period of six months shall be eligible to serve on any subcommittees. A Member in good standing is defined for this purpose as someone who has fully paid his/her dues and is not currently suspended from membership and has not engaged in anti-Organization activities.
- E. All members of the subcommittees shall serve on a voluntary basis and will be reimbursed only for authorized out-of-pocket expenses incurred on behalf of the Organization and on submitting actual expense receipts to the Treasurer and VP of Finance.
- F. All members of any subcommittee will be bound by the By-laws of the Organization and will sign an instrument acknowledging this commitment at the beginning of their term and each time the By-laws are amended.

Current subcommittees of the Organization are:

Education

Camp

Sports

Music

Seniors Club

The Executive Committee shall have power to appoint subcommittees from time to time to look after ongoing as well as short-term projects. Such committees can be headed by any regular Member in good standing. Such committees may include, and are not limited to:

- A. Best Practices - to identify and investigate successful community development initiatives involving Asian Indians.
- B. By-Laws - to review and recommend amendments to the Executive Committee.

- C. Community Resources - to develop a visual map of current resources; develop an effective communication network; expand the Organization membership; identify opportunities for connections and dialogue with other community organizations.
- D. Community Standards - to identify shared community values and beliefs.
- E. Mission - to align with the overall mission of the organization.

Article VIII: Finances and Legal Matters

Section A: Control of Funds

- A. The Organization may solicit and/or receive funds by gift, grant, devise, bequest or otherwise, and from any private or public sources, personal or real property.
- B. The Organization may hold, administer, use, and apply the principal and/or income of the same in accordance with the directions and intent of the donor or donors of such property, or, in the absence of such directions, as the Executive Committee may deem best from time to time, for the promotion of the Organization's stated purposes.
- C. The Treasurer shall receive all funds designated to the Organization and VP of Finance will authorize all documents for payment. All checks shall be signed by the President or Treasurer.
- D. The Executive Committee can approve expenditures up to \$5,000.00 per item by a simple majority. Any expenditure over \$5,000.00 must be approved by a two-thirds majority of the Executive Committee.
- E. An Executive Committee member can only enter into a contractual agreement on behalf of the Organization with the approvals from the Treasurer and VP of Finance and approval from the President.
- F. The fiscal year of the Corporation shall be the year ending [December 31].

Section B: Legal Matters

- A. The Organization is organized exclusively for educational and charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- B. The Organization shall have no capital stock, and no part of the earnings of The Organization shall inure to the benefit of any Executive Committee member or officer of the corporation, or any private individual.
- C. No Executive Committee member or officer of the Organization, or any private individual shall be entitled to share in the distribution of any of the corporate assets in the event that the Organization shall be dissolved or the affairs of the Organization shall wind up. Upon such dissolution or winding up, all the remaining assets of the Organization shall be distributed by the Executive

Committee for identical uses and purposes to any other organization which would then qualify for exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code as now stated, or as may be hereafter amended.

- D. The Organization shall indemnify Indemnified Persons who were or are a party, or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, against expenses of responding to the action (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with the action, suit or proceeding to the fullest extent permissible under the Act or the indemnification provisions of any successor Act. The foregoing rights of indemnification shall not be exclusive of any other rights to which any such person shall be entitled otherwise than under these By-Laws. These rights of indemnification shall continue as to a person who has ceased to be an Indemnified Person, and shall inure to the benefit of the heirs, executors and administrators of Indemnified Persons. "Indemnified Persons" in this section shall mean an individual who is or was an officer, Executive Committee member or employee of the Organization or an individual who, while an officer or Executive Committee member of the Organization, is or was serving at the Organization's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise as defined in the Act or successor Act.
- E. The Organization may purchase and maintain insurance (and pay the entire premium therefore) on behalf of any person who is or was an officer, Executive Committee member or employee of the Organization against any liability asserted against the person, regardless of whether the Organization would have the power to indemnify the person against such liability under the provisions of the Act or any successor Act, or other state or federal statutes.
- F. The Organization has adopted the model Conflict of Interest Policy, as set forth in Appendix "A" to the Instruction for completing Form 1023, a copy of which is annexed hereto and incorporated herein by reference thereto.

Appendix A: Conflict of Interest Policy

Section A: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Executive Committee member of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section B: Definitions

- A. Interested Person: Any Executive Committee member, principal officer, or member of a committee with governing body delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing body or committee decides that a conflict of interest exists.

Section C: Procedures

- A. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Committee members and members of committees with governing body delegated powers considering the proposed transaction or arrangement.
- B. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing body or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining governing body or committee members shall decide if a conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the governing body or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing body or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing body or committee shall determine whether the Organization can obtain with reasonable efforts a

more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing body or committee shall determine by a majority vote of the disinterested Executive Committee members whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy

- a. If the governing body or committee has reasonable cause to believe a person has failed to disclose actual or possible conflicts of interest, it shall inform such person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.
- b. If, after hearing such person's response and after making further investigation as warranted by the circumstances, the governing body or committee determines such person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section D: Records of Proceedings

The minutes of the governing body and all subcommittees with delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing body's or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section E: Compensation

- A. A voting member of the governing body who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the governing body or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section F: Annual Statements

Each Executive Committee member, principal officer and member of a committee with governing body delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section G: Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section H: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VIII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing body of its responsibility for ensuring periodic reviews are conducted.

APPROVED AND ADOPTED: June 2021