

*Jain Center of New Jersey
Amended Constitution*

**CONSTITUTION OF
JAIN CENTER OF NEW JERSEY**

A NON-PROFIT MEMBERSHIP RELIGIOUS CORPORATION

Jain Center of New Jersey was incorporated pursuant to N.J.S.A. 16:1-1 et seq. by virtue of a Certificate of Incorporation dated September 8, 1980 filed with the New Jersey Secretary of State on November 10, 1980, as amended by a Certificate of Amendment dated April 29, 1981 filed with the New Jersey Secretary of State on April 29, 1981, a Certificate of Amendment dated November 15, 2015 filed with the New Jersey Department of Treasury on September 26, 2016 (the “2016 Certificate of Amendment”) and a Certificate of Amendment dated November 20, 2022 filed with the New Jersey Department of Treasury on November 21, 2022 (the “2022 Certificate of Amendment”).

Jain Center of New Jersey is subject to provisions of Title 16 of the New Jersey Statutes by virtue of its Certificate of Incorporation; provided, however, that by resolutions approved by the members of Jain Center of New Jersey on November 15, 2015 and November 20, 2022, Jain Center of New Jersey has made changes to the provision of Title 16 regarding tenure of officers pursuant to N.J.S.A. 16:1-18, as set forth in Certificates of Change filed with the New Jersey Department of Treasury on December 15, 2015 and November 21, 2022 (the “2022 Certificate of Change”). Further, by resolutions approved by the members of Jain Center of New Jersey on November 15, 2015 and November 20, 2022, Jain Center of New Jersey has elected to be subject to certain provisions of the New Jersey Nonprofit Corporation Act., N.J.S.A. 15A:1-1 et seq., as set forth in the 2016 Certificate of Amendment and 2022 Certificate of Amendment.

The original Constitution of Jain Center of New Jersey was adopted on November 21, 1980.

On July 9, 1981 the Internal Revenue Service issued a letter that Jain Center of New Jersey was determined to be exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

On November 15, 2015 an amended and restated Constitution was approved by the members of Jain Center of New Jersey with an effective date of August 31, 2016 (the “2016 Effective Date”), which Constitution was further amended on December 18, 2016 and on November 20, 2022, resulting in this document, with an effective date as set forth in the final provision of this document.

For spiritual guidance and to avoid competing opinions from multiple Acharya Bhagwants resulting in confusion and disharmony among the members, Jain Center of New Jersey recognizes Gacchadhpati Acharya Bhagwant Shrimad Rajyashsuri Maharaj, and in his absence, his direct lead Shishya (disciple) Acharya Bhagwant.

Jain Center of New Jersey permits different Panth or Sampraday (sect) of Jain religion within its organization provided they fully conform to Jain Center of New Jersey’s Constitution and By-Laws. Jain Center of New Jersey explicitly prohibits and does not recognize existence of any other Sangh or legal entity within its organization and all physical premises.

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ARTICLE I: NAME AND ADDRESS OF ORGANIZATION

Name: This organization is known as Jain Center of New Jersey, hereafter referred to as JCNJ.

Address: The official address of JCNJ shall be 111 Cedar Grove Lane, Somerset, NJ 08873.

JCNJ presently operates two Temples: Essex Fells Temple at 233 Runnymede Road, Essex Fells, NJ 07021 and Franklin Township Temple at 111 Cedar Grove Lane, Somerset, NJ 08873.

ARTICLE II: AIMS OF JCNJ

The aims of JCNJ shall be as follows:

1. To increase the awareness of principles of Jainism.
2. To provide a platform for projecting a voice of the Jain Religion in the U.S. and other countries.
3. To establish communication between scholars on Jain philosophy and this Center.
4. To observe Jain Festivals.
5. To promote co-operation among different factions of Jainism.
6. To promote understanding with other religions.

ARTICLE III: MEMBERSHIP OF JCNJ AND GOVERNANCE AND MANAGEMENT STRUCTURE

JCNJ shall have dues-paying membership. Membership can be obtained by submitting the membership application, paying the dues, and agreeing to the aims of JCNJ listed in Article II. Membership term can be Annual, Five Years, Life, or any other duration identified in By-Laws.

Annual membership dues shall be set by the Trustees and Officers. Further, additional annual dues may be assessed if authorized by the General Body to require all members to pay additional annual dues, hereby named as "Operational Dues" which will be used as Sarva Sadharan Dravya, which can be used for any activity of JCNJ.

Membership of JCNJ shall consist of Individual membership and Family membership. For Family membership, among all Family members, only the husband and wife (referred to in this Constitution as spouses) are eligible to vote and run for an "Elected Positions" (as defined below), and spouses may not simultaneously serve in Elected Positions, irrespective of whether spouses hold Individual or Family memberships. For purposes of this Constitution, Elected Positions refers collectively to the positions of Trustee, Officer and Operation Management Committee member.

Governance and Management structure of JCNJ shall consist of General Body, Board of Trustees and Operation Management Committee. Rights and responsibilities of the General Body, Board

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of Trustees, and Operation Management Committee are as defined in this document and the By-Laws. Any rights and/or responsibilities that are not specifically given to the Board of Trustees and/or Operation Management Committee belong to the General Body.

All Trustees, Officers, Operation Management Committee members, volunteers, employees and JCNJ members shall adhere to the "Code of Conduct" as defined in the By-Laws or, in the absence of same in the By-Laws, such "Code of Conduct" as may be adopted by the Board of Trustees from time to time.

ARTICLE IV: GENERAL BODY

All dues-paying members in good standing constitute General Body. To be a member of good standing, a member must have paid membership dues and Operational Dues to the extent that they have been assessed in accordance with Article III. Members must be in good standing to vote on matters presented to the General Body for vote, to receive notice of any such matters, to submit amendments to proposed resolutions, and to execute a proxy with respect to matters presented to the General Body for vote. The record date for determining whether membership is in good standing shall be 90 days prior to the date of the meeting when the voting is to occur or, in the case of action to be taken by written ballot, shall be 90 days before the date fixed for tabulation of written ballots.

Subject to the restrictions set forth herein and in the By-Laws, members shall have the ability to vote by proxy in accordance with applicable law including N.J.S.A. 15A:5-18 (which section JCNJ has adopted in accordance with N.J.S.A. 15A:1-5). Proxies must be executed by a member or a member's agent in writing (which may be accomplished through electronic means) and may only be granted to the Secretary or to another member of the Board of Trustees who has been designated by the Secretary as eligible to be a proxy-holder. Proxies shall be limited to specific resolutions to be voted upon at particular General Body meetings. The Board of Trustees may from time to time develop a form of proxy with such terms as the Board of Trustees may deem advisable provided that same conforms to applicable law and this provision. Any form of proxy approved by the Board of Trustees shall be distributed to the JCNJ members either at the time of approval by the Board of Trustees and/or with the notice of the General Body Meeting to which the form of proxy relates.

Members shall have rights to information related to JCNJ as specified in N.J.S.A. 16:1-15.

ARTICLE V: BOARD OF TRUSTEES

A. Definition:

1. Board of Trustees shall consist of Trustees and Officers.
2. The Trustees are a group of nine members elected by General Body for the position of Trustees as defined in N.J.S.A. 16:1-8.

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3. The Officers, as defined in N.J.S.A. 16:1-13.1, are members elected by General Body to the following positions – President, Vice President, Secretary, Treasurer, Joint Secretary and Joint Treasurer.
4. No Officer or Trustee shall serve in dual capacity of Officer and Trustee but the Officers elected shall be members of the Board of Trustees during the term of their respective offices, for so long as N.J.S.A. Title 16 so provides.
5. No Trustee or Officer shall be paid any remuneration for their services to JCNJ.
6. The Trustees' and Officers' term shall be three (3) years (being the term of office adopted by JCNJ as a change from N.J.S.A. 16:1-13.1 pursuant to N.J.S.A. 16:1-18). Terms shall coincide with calendar years, commencing on January 1st and terminating on December 31st, with successors elected at the annual election day preceding the expiration of their term of office. Notwithstanding anything contained herein, in the event that a successor has not been elected for any Trustee or Officer whose term expires on any given December 31st, such Trustee or Officer shall continue to serve in such position in a caretaker role until the earliest to occur of their resignation, their removal or such time as their successor has been duly elected.
7. In the event of a vacancy among the Trustees or Officers caused by resignation, removal or inadequate nominations, such vacancy may be filled for the unexpired term by the Board of Trustees; provided, however, that if two or more than two vacancies occur among the Trustees and/or Officers simultaneously for similar reasons (as determined by the Board of Trustees), vacancies shall be filled by election by the General Body for the balance of the term. The criteria and procedure for filling a vacancy by the Board of Trustees will be provided in the By-Laws.
8. A person can serve on the Board of Trustees for no more than two consecutive terms, whether in position of Trustee or Officer, and whether a full term or a partial term (appointed or elected in the event of a vacancy in accordance with Article V.A.7 or a term shorten by resignation in accordance with Article V.B.10). A person can serve again on the Board of Trustees after a gap of three years.
9. A person can serve on the Board of Trustees for no more than four terms as lifetime term limit, whether in position of Trustee or Officer, and whether a full term or a partial term (appointed or elected in the event of a vacancy in accordance with Article V.A.7 or a term shorten by resignation in accordance with Article V.B.10), while complying with other requirements including the limitation of two consecutive terms referred to in Article V.A.8.

B. Eligibility Criteria for Nomination and Election as Trustee or Officer:

A nominee must satisfy the following conditions:

1. Practice Jain religion and its principles.
2. Not consume contraband drugs, meat, seafood, poultry, or eggs.
3. Refrain from compulsive gambling, consuming alcoholic beverages and smoking.

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4. Shall be a Life Member of JCNJ for at least three years, with their membership in good standing (as defined in Article IV) and a Permanent Resident or Citizen of the United States.
5. At the time of submitting a nomination form to the Election Board, the nominee shall not have any unpaid Ghee Boli/Nakaro either (x) unpaid for more than 180 days from the day of committing the pledge; or (y) if the terms of the Boli/Nakaro for a particular Laabh when announced by the Board of Trustees stipulated that the Boli/Nakaro could be paid over a specific period longer than 180 days, unpaid for more than such specific period.
6. Neither the nominee nor any member of the nominee's "immediate family" (which for purposes of this Constitution shall include the nominee's spouse, parent and child, whether such relationship arises by birth, marriage or adoption) shall have brought a legal action within the preceding five (5) years against JCNJ and/or those serving in Elected Positions on JCNJ business without first pursuing any dispute resolution process provided for in the By-Laws and any other process adopted by the Board of Trustees.
7. For any given election, a JCNJ member can be a nominee for only one Elected Position.
8. For any given election, only one person from a Family membership can be a nominee for Elected Position.
9. At any given time, only one person from a Family membership can serve in Elected Position.
10. Shall have served for at least one term in the Executive Committee or Board of Trustees prior to the 2016 Effective Date, or in the Board of Trustees or Operation Management Committee after the 2016 Effective Date.
11. If any person holding an Elected Position with a term not expiring at the end of the current year wishes to nominate himself/herself for a different Elected Position, he/she must resign from his/her current Elected Position 90 days before the 5th Sunday - lunar Tithi - Bhadarva (month) Sud (first half of the month) Choth (fourth) Samvatsari. Such resignation must have effective date of December 31st of that year and cannot be withdrawn once submitted.

C. Responsibilities of Board of Trustees:

1. Responsibilities of Both Trustees and Officers:

- a. Shall fulfill all fiduciary responsibilities for JCNJ, and shall disclose any possible conflict of interest on any matter with a third party and JCNJ prior to such matter being discussed by the Board of Trustees. In such a situation, the member of the Board of Trustees having the conflict will recuse him/her -self from any discussion on the particular matter, and a decision-making process.
- b. To appoint an independent legal counsel as needed to ensure compliance with applicable regulations, and to review and implement counsel recommendations, if applicable.

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- c. To appoint an independent Certified Public Accountant, and to review and implement accountant's recommendations, as appropriate. To approve Audited Financial Report of JCNJ on an annual basis and make it available to all Members.
- d. To establish proxy forms.
- e. To appoint Election Board to conduct all elections of Trustees, Officers and members of the Operation Management Committee. Those persons in Elected Positions with terms expiring at the end of the current calendar year (including those who have resigned in accordance with Article V.B.11) and who are eligible to nominate themselves for Elected Positions will not be eligible to participate in the process of appointing the Election Board.
- f. To resolve election-related disputes and dissolve Election Board, if determined to be so; to be voted upon by only those Board of Trustees members who are not up for election. Members of Election Board will have an opportunity to present their side of a situation before a determination is made to dissolve the Election Board.
- g. To establish Funds Management Committee to manage JCNJ funds in accordance with such description of such Committee as may be set forth in the By-Laws.
- h. In order to protect JCNJ, Trustees and Officers are liable for failure to perform their fiduciary duties.
- i. To implement record retention and destruction policy as defined in By-Laws and consult with JCNJ attorney and CPA where required.
- j. To co-lead or participate in subcommittees of Trustees, Officers and members of the Operation Management Committee for events and operational activities.

2. Responsibilities Specific to Trustees:

- a. Trustees shall be responsible for setting long term vision and developing policies to meet the aims of JCNJ as described in Article II.
- b. To establish committees of Trustees, Officers, Operation Management Committee members and general members for capital projects, fund raising and other initiatives as appropriate.
- c. To designate Officers (other than the President) or other representatives of JCNJ to execute contracts approved by the Board of Trustees, by specific or general resolution.

3. Responsibilities Specific to Officers:

- a. The President shall preside over the board meetings, and direct execution and implementation of all activities of JCNJ.
- b. The President shall execute all contracts approved by the Board of Trustees and also shall have authority to commit per year up to 4% of annual operating budget for expenses unanticipated by the Board of Trustees and deemed by the President to require immediate action.

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- c. The Vice-president shall assist President and assume the presidency in absence of the President.
- d. The Secretary is responsible for the records of minutes, resolutions and proceedings of the Board. He/She shall have the custody of all the documents related to the business of JCNJ. He/She shall be responsible for a formal transfer of all documents to the successor.
- e. The Joint Secretary shall assist Secretary and assume the role of Secretary in the absence of the same.
- f. The Treasurer shall be responsible for all financial record keeping, financial assets, formal reporting to the Board of Trustees at a frequency no less than once a quarter, and a formal handover of financial and valuable assets to the successor Treasurer.
- g. The President and Treasurer shall be responsible to prepare operating and capital budgets for each calendar year and obtain approval of the same at the Annual General Body Meeting.
- h. Joint Treasurer shall be responsible for assisting Treasurer and assume the role of Treasurer in the absence of the same.
- i. The Officers are responsible for ensuring operational functionality of the facilities, and safeguarding of physical assets of JCNJ.

D. Recall of Officers or Trustees:

1. An Officer or a Trustee may be recalled from the Board of Trustees by the Board of Trustees through passing of a resolution at a Board of Trustees meeting at which is present a quorum determined without including the Officer(s) or Trustee(s) being considered for recall, acting by a majority vote of such quorum, for one of the following reasons:
 - a. Misappropriation of JCNJ funds or defrauding of JCNJ;
 - b. Criminal conviction by a court;
 - c. Failure to comply with meeting attendance requirement set forth in Article VII.A.4;
or
 - d. if such person or any member of such person's immediate family (as defined in Article V.B.6) brings a legal action against JCNJ and/or those serving in Elected Positions on JCNJ business without first pursuing any dispute resolution process provided for in the By-Laws and any other process adopted by the Board of Trustees.
2. An Officer or a Trustee may be recalled from the Board of Trustees by the General Body of JCNJ through passing of a resolution at a Regular General Body or Special General Body Meeting for one of the following reasons:
 - a. Any of the reasons set forth in Article V.D.1;
 - b. Having a conflict of interest with the operation of the Center;
 - c. Conduct damaging to the best interest of the Center or its goals or public image;

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- d. Physical or mental infirmity rendering the Officer or the Trustee incapable of fulfilling the duties; or
 - e. Violation of Article V.B.2 or V.B.3.
3. The person being recalled is to be given an opportunity to present his/her case through a due process to be provided for in the By-Laws of JCNJ prior to the recall vote by the General Body.

ARTICLE VI: OPERATION MANAGEMENT COMMITTEE

A. Definition:

1. The Operation Management Committee shall consist of eleven (11) members to be elected by General Body for a term of three (3) years. Terms shall coincide with calendar years, commencing on January 1st and terminating on December 31st, with successors elected at the annual election day preceding the expiration of their term of office. Notwithstanding anything contained herein, in the event that a successor has not been elected for any Operation Management Committee member whose term expires on any given December 31st, such Committee member shall continue to serve in such position in a caretaker role until the earliest to occur of their resignation, their removal or such time as their successor has been duly elected.
2. The Officer – President, Vice President, Treasurer, Joint Treasurer, Secretary and Joint Secretary shall be ex officio members of the Operation Management Committee.

B. Eligibility Criteria:

The eligibility criteria for nomination and election as members of the Operation Management Committee shall be same as the eligibility criteria for Trustee and Officer as set forth in Article V.B with the following changes:

1. In lieu of Article V.B.4, shall be a Life Member of JCNJ for at least one year, with their membership in good standing (as defined in Article IV), and a Permanent Resident or Citizen of the United States.
2. Article V.B.10 is not an eligibility criteria for members of the Operation Management Committee.

C. Responsibility of Operation Management Committee:

1. To plan and lead JCNJ events and maintain JCNJ facilities in accordance with budgets and guidelines approved by the Board of Trustees.
2. To plan and lead any projects or programs in accordance with budgets and guidelines approved by the Board of Trustees.
3. To actively recruit and encourage broad volunteer participation in JCNJ activities.
4. At the beginning of each meeting of the Operation Management Committee, those Committee members present shall appoint a member of the Operation Management Committee to record the minutes of the meeting.

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5. Attend Board of Trustees meeting if invited by the Board.
6. To debate and decide the best way to execute projects and actions within the direction provided by the Board of Trustees, and consistent with the spirit and language of the resolutions passed by the Board of Trustees. If there is any voting involved during this process, it will be confined to the members of the Operation Management Committee excluding the ex officio members.

D. Recall of Members of Operation Management Committee:

1. A member of the Operation Management Committee may be recalled from the Operation Management Committee by the Board of Trustees through passing of a resolution at a Board of Trustees meeting at which is present a quorum determined without including the member being considered for recall, acting by a majority vote of such quorum, for one of the following reasons:
 - a. Misappropriation of JCNJ funds or defrauding of JCNJ;
 - b. Criminal conviction by a court;
 - c. Failure to comply with meeting attendance requirement set forth in Article VII.B.3; or
 - d. if such person or any member of such person's immediate family (as defined in Article V.B.6) brings a legal action against JCNJ and/or those serving in Elected Positions on JCNJ business without first pursuing any dispute resolution process provided for in the By-Laws and any other process adopted by the Board of Trustees;
2. Members may be recalled from the Operation Management Committee by the General Body of JCNJ through passing of a resolution at a Regular General Body or Special General Body Meeting based on the same reasons for recall of Trustees and Officers as set forth in Article V.D.2. The person being recalled is to be given an opportunity to present his/her case through a due process to be provided for in the By-Laws of JCNJ prior to the recall vote by the General Body.
3. Any Officer serving as ex officio member of the Operation Management Committee shall be automatically recalled from the Operation Management Committee, without need for resolution of the General Body, upon such Officer's recall as an Officer pursuant to Article V.D.

ARTICLE VII: MEETINGS

A. Board of Trustees Meetings:

1. At least eight (8) in-person regularly scheduled meetings of the Board of Trustees per year (each, a "Regular Board Meeting") shall be held at a time and place announced by the Secretary.
 - a. The Secretary shall provide each member of the Board of Trustees with at least two (2) weeks' notice of the date, time and place of each Regular Board Meeting.

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- b. One Regular Board Meeting a quarter will be open to JCNJ members as observers. Notice of the time and place of the open Regular Board Meeting shall be posted by the Secretary in an advertisement set up in open view at or near JCNJ's facilities listed in Article I and usual place of meeting for public worship at least ten (10) days prior to the date of such Regular Board Meeting.
2. Special meetings of the Board of Trustees may be called at any time by the President. The Secretary shall also call such meetings on the written request of a majority of the members of the Board of Trustees specifying the object of such proposed meeting.
 - a. The Secretary shall provide each member of the Board of Trustees with at least 24 hours' notice of the date, time and place of any special meetings of the Board of Trustees.
 - b. Such notice shall indicate whether or not the special meeting is open to JCNJ members as observers.
 - c. Special meetings may not consider anything but the stated specific purpose except by the unanimous consent of all Trustees and Officers.
3. Quorum: A quorum for all meetings of the Board of Trustees shall initially consist of two-third (2/3) of the Board of Trustee membership, provided, however, that if such quorum is not reached for 30 minutes after the scheduled start time, quorum shall thereafter be 50% of the Board of Trustees. If after 30 minutes from the scheduled start time, at least 50% of the total members are not present, the meeting can proceed but not be able to pass any resolution.
4. A simple majority vote of those Trustees and Officers present at the meeting at which there is a quorum shall be required for passage of any resolution.
5. All members of the Board of Trustees are required to attend at least two-third of total number of Regular Board Meetings. In a given year, when a given position of Trustee or Officer is up for election, the attendance requirement will be for the two-third of the Regular Board Meetings held during that year up to the 90th day prior to the fifth Sunday from lunar Tithi - Bhadarva (month) Sud (first half of the month) Choith (fourth) Samvatsari.
 - a. Any member of the Board of Trustees who has not attended two-third of the total number of Regular Board Meetings by the end of the calendar year shall be subject to recall from the Board of Trustees in accordance with Article V.D.1.
6. Trustees and Officers may participate in meetings of the Board of Trustees by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other, in accordance with N.J.S.A. 15A:6-10 (which section JCNJ has adopted in accordance with N.J.S.A. 15A:1-5).
7. Proxy voting by Trustees or Officers is not permitted.

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B. Operation Management Committee Meetings:

1. At least ten (10) regularly scheduled meetings per year (each, a “Regular OMC Meeting”) shall be held at a time and place announced by the Joint Secretary.
 - a. The Joint Secretary shall provide each member of the Operation Management Committee at least two (2) weeks’ notice of the date, time and place of each Regular OMC Meeting.
 - b. One Regular OMC Meeting a quarter will be open to JCNJ members as observers. Notice of the time and place of the open Regular OMC Meeting shall be posted by the Joint Secretary in an advertisement set up in open view at or near JCNJ’s facilities listed in Article I and usual place of meeting for public worship at least ten (10) days prior to the date of such Regular OMC Meeting.
2. Special meetings of the Operation Management Committee may be called at any time by the President. The Joint Secretary shall also call such meetings on the written request of a majority of the members of the Operation Management Committee specifying the object of such proposed meeting.
 - a. The Joint Secretary shall provide each member of the Operation Management Committee with at least 24 hours’ notice of the date, time and place of any special meetings of the Operation Management Committee.
 - b. Such notice shall indicate whether or not the special meeting is open to JCNJ members as observers.
 - c. Special meetings may not consider anything but the stated specific purpose except by the unanimous consent of all members of the Operation Management Committee.
3. Quorum for all meetings of the Operation Management Committee shall require both a and b, as follows:
 - a. A quorum shall initially consist of two-third (2/3) of the Committee’s elected membership, provided, however, that if such quorum is not reached for 30 minutes after the scheduled start time, quorum shall thereafter be 50% of the Committee’s elected membership.
 - b. At least three of the following specified Officers must be present for quorum: (i) President or Vice President, (ii) Secretary or Joint Secretary, and (iii) Treasurer or Joint Treasurer.
4. All elected members of the Operation Management Committee are required to attend at least two-third of total number of Regular OMC Meetings and all Officers are expected to attend at least one half of the total number of Regular OMC Meetings. In a given year, when the OMC members term is expiring, and the positions are up for election, the attendance requirement will be for the two-third of Regular OMC Meetings or joint meetings with Board of Trustees held during that year up to the 90th day prior to the fifth Sunday from lunar Tithi - Bhadarva (month) Sud (first half of the month) Choth (fourth) Samvatsari.

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- a. Any member of the Operation Management Committee who has not attended two-third of the total number of Regular OMC Meetings by the end of the calendar year shall be subject to recall from the Operation Management Committee in accordance with Article VI.D.2.
5. Operation Management Committee members may participate in meetings of the Operation Management Committee by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other, in accordance with N.J.S.A. 15A:6-10 (which section JCNJ has adopted in accordance with N.J.S.A. 15A:1-5).
6. Proxy voting by Operation Management Committee members is not permitted.

C. Regular General Body Meeting:

1. The primary purpose of the Regular General Body meeting is for the Board of Trustees to provide broad communication to the membership-at-large, to answer questions submitted in advance of the meeting by the membership, and approve operating and capital budgets. Questions raised during the meeting will be answered there itself or within 45 days, if the question cannot be reasonably be answered.
2. The Regular General Body Meeting shall be called by the Secretary at least twice a year and at least four months apart with at least 30 calendar day notice via postal or digital communication to all JCNJ members, which notice shall include any form of proxy approved by the Board of Trustees with respect to matters to be addressed at the Regular General Body Meeting. Notice of the time and place of the Regular General Body Meeting shall also be posted by the Secretary in an advertisement set up in open view at or near JCNJ's facilities listed in Article I and usual place of meeting for public worship at least ten days prior to the date of such meeting. One of the Regular General Body Meetings shall be designated by the Board of Trustees to be the annual meeting.
3. Quorum: A quorum for Regular General Body Meeting shall consist of the presence (in person or by proxy) of two hundred (200) or 15% of total voting members, whichever is smaller. No resolutions can be passed at such a meeting where there is lack of quorum. If quorum is not reached at a scheduled meeting, Secretary shall call another General Body meeting within 45 days of such scheduled meeting. If quorum is not reached again, the financial statement of JCNJ will be presented for informational purposes, but no resolution can be passed. The Operating Budget of JCNJ shall be presented to the General Body for approval but in the event same is not approved due to lack of quorum or otherwise, the prior year's Operating Budget shall be automatically adopted. The Capital Budget of JCNJ requires approval by the General Body at a meeting with quorum for adoption.
4. The presence at any Regular General Body Meeting of any member who has given a proxy shall not revoke the proxy unless the member shall file written notice of revocation with the Secretary prior to the voting of the proxy.
5. A majority of voting members (in person and by proxy) will be required to pass a resolution except as otherwise provided in N.J.S.A. 16:1-13.3 and 16:1-18. All proposed resolutions

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sought to be passed must be distributed in its proposed final form along with the 30 days' notice before the actual occurrence of the meeting.

6. A copy of the previous year's operating and capital budgets, previous year's actual expense and donations received, and the next year proposed operating and capital budgets must accompany the General Body Meeting notice.
7. Members may participate in Regular General Body Meetings by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other to the extent the Board of Trustees authorizes that participation, in accordance with N.J.S.A. 15A:5-1 (which section JCNJ has adopted in accordance with N.J.S.A. 15A:1-5).

D. Special General Body Meeting:

1. A Special General Body Meeting can be called at the request of the Board of Trustees or the President with a prior notice of 30 calendar days to all members via postal or digital communication, which notice shall include any form of proxy approved by the Board of Trustees with respect to matters to be addressed at the Special General Body Meeting. Notice of the time, place and purpose of the Special General Body Meeting shall also be posted by the Secretary in an advertisement set up in open view at or near JCNJ's facilities listed in Article I and usual place of meeting for public worship at least ten days prior to the date of such meeting.
2. Any member can request a Special General Body Meeting by submitting a petition to the Board of Trustees with signatures of at least 10% of voting members, which signatures shall be dated within the preceding ninety (90) days. Petitioner will be provided opportunity to seek signature as defined in the By-Laws. Such petition will be considered by the Board of Trustees at a formal meeting of the Board of Trustees to be called within thirty (30) days from the receipt of the petition. At this meeting, representatives of the Petitioner will be invited to attend part of the meeting to elaborate their reasons for requesting a Special General Body Meeting and efforts made to resolve the issue. If the matter is not resolved to the satisfaction of the Petitioner, the Board of Trustees will schedule a Special General Body Meeting to occur within forty-five (45) days. Such petition shall include the intended purpose, and any proposed resolution. There shall not be more than two Special General Body Meetings in a year as Regular General Body Meetings provide the same opportunity to bring up issues.
3. Notice for such meeting shall explicitly define the purpose and the intended action desired at the meeting including any proposed resolution in its proposed final form for consideration and passage at such a meeting.
4. Quorum: A quorum for Special General Body meetings shall consist of the presence (in person or by proxy) of two hundred (200) voting members or 15% of voting members, whichever is smaller. A majority vote of those voting members present (in person or by proxy) at the meeting at which there is a quorum shall be required to pass any resolution at such meeting except as otherwise provided in N.J.S.A. 16:1-13.3 and 16:1-18. All proposed resolutions sought to be passed must be distributed in its proposed final form along with the 30 days' notice before the actual occurrence of the meeting.

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5. The presence at any Special General Body Meeting of any member who has given a proxy shall not revoke the proxy unless the member shall file written notice of revocation with the Secretary prior to the voting of the proxy.
6. A majority of voting members (in person and by proxy) will be required to pass a resolution except as otherwise provided in N.J.S.A. 16:1-13.3 and 16:1-18. All proposed resolutions sought to be passed must be distributed in its proposed final form along with the 30 days' notice before the actual occurrence of the meeting.
7. Members may participate in Special General Body meetings by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other to the extent the Board of Trustees authorizes that participation, in accordance with N.J.S.A. 15A:5-1 (which section JCNJ has adopted in accordance with N.J.S.A. 15A:1-5).

ARTICLE VIII: ELECTION

Election of Trustees, Officers and members of the Operation Management Committee shall be conducted by an independent Election Board, appointed by those Trustees who are not up for election through one or more of these methods of voting by the General Body— in-person, mail in ballot and/or electronic means. Elections shall be conducted as determined by the Election Board in accordance with N.J.S.A. 15A:5-20 (which section, excluding cumulative voting, JCNJ has adopted in accordance with N.J.S.A. 15A:1-5). Trustees, Officers and members of the Operation Management Committee shall be elected by a plurality of the votes cast at an election. Procedures for appointing the Election Board, its composition and procedures for nominations and election shall be as provided in the By-Laws.

Election shall be conducted on a fixed date of 5th Sunday from lunar Tithi - Bhadarva (month) Sud (first half of the month) Choith (fourth) Samvatsari a day that is celebrated based on lunar calendar. In the event such date is not appropriate or otherwise needs to be changed due to exigent circumstances, the Election Board shall designate an alternate date for the election to be conducted.

ARTICLE IX: JCNJ FUNDS

Receipt and spending of JCNJ funds shall be in conformity with the recognized principles of sanctity of Seven Kshetras recognized in Jain religion as defined in By-Laws.

ARTICLE X: INDEMNIFICATION

A. Indemnification under Title 15A:

1. JCNJ shall provide indemnification in accordance with N.J.S.A. 15A:3-4 (which section JCNJ has adopted in accordance with N.J.S.A. 15A:1-5).
2. The term “corporate agents” as used in N.J.S.A. 15A:3-4 includes JCNJ’s current and past elected and appointed representatives and volunteers.

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3. Indemnification arises in connection with a proceeding involving a person because he or she is or was an agent of JCNJ. Such person may be indemnified against expenses and liabilities if he or she acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of JCNJ and in connection with a criminal proceeding, if such person had no reasonable cause to believe the conduct was unlawful; provided, however, in any proceeding to procure a judgment in JCNJ's favor which involves such person, no indemnification shall be provided in respect of any claim, issue or matter as to which such person was liable to JCNJ unless and to the extent the court determines otherwise.
4. Indemnification shall be provided by JCNJ to the extent that a person has been successful on the merits or otherwise in any proceeding or in defense of any claim, issue or matter therein.
5. Further, during the pendency of a proceeding, JCNJ may indemnify as authorized in a specific case upon a determination that indemnification is proper in the circumstances because a person met the applicable standard of conduct described in Section A.3 of this Article. Such determination shall be made:
 - a. By the Board of Trustees at a meeting at which is present a quorum determined without including Trustees who were parties to or otherwise involved in the proceeding, acting by a majority vote of Trustees who were not parties to or otherwise involved in the proceeding;
 - b. If such quorum is not obtainable, or, even if obtainable, if a majority vote of the disinterested Trustees directs, in a written opinion of independent legal counsel designated by the Board of Trustees; or
 - c. By the General Body (by resolution passed in accordance with either Article VII.C.4 or Article VII.D.4).
6. Expenses incurred by a person in connection with a proceeding may be paid by JCNJ in advance of the final disposition of the proceeding as authorized by the Board of Trustees upon receipt of an undertaking by or on behalf of such person to repay the amount unless it shall ultimately be determined that he or she is entitled to be indemnified.

B. Limit on Indemnification; Right to Obtain Insurance:

1. No indemnification shall be made under this Article, JCNJ's By-Laws, an agreement or otherwise if a judgment or other final adjudication adverse to a person establishes that his or her acts or omissions (1) were in breach of his or her duty of loyalty to JCNJ or its members, (2) were not in good faith or involved a knowing violation of law, or (3) resulted in receipt by such person of an improper personal benefit.

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2. JCNJ shall have the power to purchase and maintain insurance against any expense incurred in any proceeding and any liabilities asserted by reason of a person being or having been an agent of JCNJ, whether or not JCNJ would have the power to indemnify such person under the provisions of this Article.

ARTICLE XI: MISCELLANEOUS

- A. JCNJ shall have a Procurement Policy, as set forth in By-Laws, for the acquisition of goods & services to meet JCNJ needs to promote fair and open process.
- B. A written resignation by any Trustees, Officers or members of the Operation Management Committee, addressed to the entire Board of Trustees shall, at the election of the resigning Trustee, Officer or member, become effective after thirty (30) days from the date of handing in such resignation to an Officer, unless it is withdrawn during the 30 days period. Only one such opportunity shall be allowed to the member during that term. Subsequent written resignations in the term, or written resignation without electing delayed effective date, shall become final immediately when received by an Officer.
- C. Trustees, Officers, members of the Operation Management Committee, employees, volunteers and JCNJ members shall use keys, passwords, signature authorities and other privileges only for the assigned JCNJ business. As stipulated in the By Laws, such privileges shall be promptly repossessed and/or disabled by the Board of Trustees or its designated agent to safeguard against unauthorized use.

ARTICLE XII: AMENDMENTS

All Amendments to the Constitution shall be considered at a Regular or Special General Body Meeting. This Constitution may be amended by conforming to all of the below conditions:

1. A written notice for the Amendment must be mailed to all JCNJ members as defined in Article IV, at least 30 calendar days prior to the scheduled voting date, in addition to the posting of notice as described in Article VII.C.1 or Article VII.D.1, as the case may be.
2. A notice for a review meeting with all members must be provided; the purpose of such a meeting will be to provide additional clarity to the Amendment. Such meeting shall not be a forum for passing any resolution.
3. The purpose and specific text of the proposed Amendment must be stated in the notice to the membership. Such notice shall also include any form of proxy approved by the Board of Trustees with respect to the proposed Amendment.
4. Quorum: A quorum for Regular or Special General Body meetings intended for the purpose of making an Amendment shall consist of the presence (in person or by proxy) of three hundred (300) voting members or 20% of voting members, whichever is smaller. A two-third vote of those voting members present (in person or by proxy) at the meeting at which there is a quorum shall be required to pass any Amendment at such meeting. The presence at any Regular or Special General Body meetings intended for the purpose of making an Amendment of any member who has given a proxy shall not revoke the proxy

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unless the member shall file written notice of revocation with the Secretary prior to the voting of the proxy. All proposed Amendments sought to be passed must be distributed in its proposed final form along with the 30 days' notice before the actual occurrence of the meeting.

All amendments to the By-Laws shall be considered at a Regular or Special General Body Meeting in conformity with the provisions for notice, quorum, proxies and voting at such meetings in accordance with Article VII.C and Article VII.D.

ARTICLE XIII: DISSOLUTION

A. Proposal:

A proposal to dissolve JCNJ may be made in writing to the Board of Trustees by JCNJ member(s) or by the Board of Trustees with signatures of 25% of total voting membership or 750, whichever is lower.

B. Considerations:

The Board of Trustees shall:

- a. Review such a proposal.
- b. Determine liabilities of JCNJ in view of provisions of applicable law.
- c. Determine net assets of JCNJ.
- d. Develop recommendation on whether to dissolve the JCNJ.
- e. If the Board of Trustees recommends dissolving, it shall develop a proposed Plan of Distribution of the net assets for presentation to the General Body.

C. Notice:

The Board of Trustees shall call a General Body meeting by giving a 30 calendar-day notice in writing to all members, in addition to the posting of notice as described in Article VII.C.1 or Article VII.D.1, as the case may be. Such notice shall include the Board of Trustee's recommendations on dissolution, and a proposal for distribution of net assets, should the recommendation be to dissolve. Such notice shall also include any form of proxy approved by the Board of Trustees with respect to the proposed dissolution.

D. Approval:

- a. Quorum: A quorum for such meeting intended to deliberate Dissolution shall consist of the presence (in person or by proxy) of fifteen hundred (1,500) voting members or 50% of the total voting membership, whichever is smaller.
- b. The presence at any meeting to deliberate Dissolution of any member who has given a proxy shall not revoke the proxy unless the member shall file written notice of revocation with the Secretary prior to the voting of the proxy.
- c. A majority vote of those voting members present (in person or by proxy) at the meeting shall be required to pass any resolution for Dissolution.

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E. Distribution:

Board of Trustees will distribute the net assets to a Jain organization recognized by the Internal Revenue Service as exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code according to the Plan approved by General Body, subject to the provisions of the Certificate of Incorporation of JCNJ, as amended.

ARTICLE XIV: PRECEDENCE OF CONSTITUTION

In the event of any inconsistency between this Constitution and the By-Laws of JCNJ, the Constitution will prevail. In the event of any conflict or contradiction between this Constitution and applicable U.S. laws, applicable U.S. laws shall prevail.

ARTICLE XV: TRANSITION TO AMENDED CONSTITUTION

This Amended Constitution will become effective when both the 2022 Certificate of Amendment and the 2022 Certificate of Change have been filed with the New Jersey Department of Treasury. Notwithstanding such effective date, the following provisions shall address the transition to the provisions hereunder:

1. For purposes of determining consecutive term limits in accordance with Article V.A.8 as applied to all persons on the Board of Trustees at the time this Amended Constitution becomes effective, those terms currently in effect shall be counted except for Officers as set forth below. Accordingly, Trustees who are currently serving in their first term will be eligible to serve for one more consecutive term on the Board of Trustees, and Trustees who are currently serving in their second term on the Board of Trustees will be term limited at the end of their current term. In light of the change in length of Officers' terms, Officers who are currently serving in their second consecutive two-year term as an Officer will be eligible to serve for one more consecutive term on the Board of Trustees, and Officers who are currently serving in their first two-year term as an Officer will be eligible to serve for two more consecutive terms on the Board of Trustees.
2. For purposes of determining lifetime term limits in accordance with Article V.A.9, only those terms starting in 2023 or thereafter shall be counted.
3. The eligibility criteria set forth in Article V.B.10 will become effective with the election in 2025 for terms beginning in January 2026.
4. Any member of the Board of Trustees who is currently serving as a Trustee and whose term does not expire at the end of the current year (2022) shall be able to nominate for a position as one of the Officers in the election in 2022 for terms beginning in January 2023 without having to resign from their current position as would otherwise be required by Article V.B.11. If any such persons are elected as an Officer, they shall resign from their Trustee position effective at the end of the current year (2022).