

The following By-Laws are adopted by the General Body (GB) to facilitate the implementation of the Constitution of the India Temple Association (ITA or the Association) and the administrative work of the Association.

**BY-LAWS OF
INDIA TEMPLE ASSOCIATION, INC.
(ITA)**

ARTICLE I Membership

1. Any individual or family subscribing to the Objectives of the Association as outlined in the ITA Constitution and willing to accept the terms of Membership is eligible to become a Member of the Association.
2. The ITA is a cultural and religious organization. Most of ITA's programs, activities, and events are family oriented in nature. Members are expected to act in a manner that is consistent with this setting. Members should be respectful and courteous to fellow Members, volunteers, employees and vendor or parties affiliated with the ITA as well as any other person or organization when dealing with them as a tacit or overt representative of the ITA. Violent or threatening conduct is inconsistent with values of the institution and detrimental to execution of its mission and inappropriate. Members should not bring any items or substances to ITA activities that could be deemed hazardous or would be deemed inappropriate in family friendly environment. Members are also expected to be mindful of ITA property or the property of any provider that ITA is utilizing. Furthermore, Members are expected to behave in a manner that does not undermine the reputation or standing of organization in the broader community. Examples of such behavior include, but are not limited to felonies, hate or discriminatory speech, and immoral or unethical behavior. Members whose actions are inconsistent with these conduct standards will no longer be considered a Member in Good Standing and can be removed from the ITA Membership and/or volunteer positions by ITA Board of Trustees.
3. Members must remain current on financial obligations in order to remain a Member in Good Standing and retain their Membership status.
4. Board of Trustees, from time to time, may approve changes to membership terms and dues, including creating any promotional offerings, in order to meet the needs of the organization.
5. To be eligible to vote, a Member:
 - a. Must be eighteen years of age or older.
 - b. A current Member in Good Standing as defined Article 1 Section 1, 2 and 3 of the By-Laws.

- c. Must have been a Member for at least 2 uninterrupted years as of the Measurement Date and the Cut-off Date. For votes that occur between July 1st and December 31st, the Measurement Date will be June 30th of that year. For votes that occur between January 1st and June 30th, the Measurement date will be December 31st of the prior year. Cut-off date will be 45 days prior to the date of a vote date. For example, if a vote were called on November 15th, 2017, a Member would have had to be a continuous Member from July 1, 2015 to September 30, 2017. For example, if a vote were called on April 10th, 2017, a Member would have had to be a continuous Member from January 1st, 2015 to February 24, 2017. For the purposes of this determination, a membership will not be considered interrupted if the Member makes payment within one month of the expiry of the membership.
6. A family includes husband, wife, and unmarried dependent children; but only the husband and wife are eligible to vote (maximum of two votes per family Membership).
7. A nameplate of Founding Members shall be displayed at the ITA's primary place of worship. The Founding Members are the pioneer Life Members whose contribution was critical for the establishment of the Association.
8. All Founding Members are Life Members.

ARTICLE II Board of Trustees

1. The India Temple Association is a non-profit corporation and not a charitable trust. As such the use of the terms “Trustee” and “Board of Trustees” should be viewed as preferred nomenclature and not intended to have legal significance. “Trustee” and “Board of Trustees” should be viewed as corresponding to the terms “Director” and “Board of Directors” when viewed from a legal perspective under local, state, and federal regulations and statutes.
2. The Board of Trustees (BOT) is the governing body of the ITA. Trustees are fiduciaries and have an important role in ensuring the continuity of the organization. Board of Trustees responsibilities include, but are not limited to:
 - a. Adherence to Mission: The BOT should understand the ITA’s Objectives as defined in Article III of the ITA Constitution and ensure that decisions made by the organization are consistent with this mission.
 - b. Contribution: BOT members are expected to contribute to the ITA by providing expertise (legal, marketing, etc.), contacts that may be helpful in providing expertise, and time. BOT members should attend BOT meetings and actively participate in decision making process of the BOT and their respective committees. BOT members are also expected to volunteer at least 4 ITA events and contribute to ITA programs.
 - c. Conduct: Trustees are required to maintain their status as Members in Good Standing. A Trustee’s behavior should support the public image of ITA organization in the community. Trustees are expected to act as de facto ambassadors for the organization.
 - d. Financial and legal oversight: BOT reviews financial activities including approving financial plans, monitoring financial health, and ensuring appropriate financial controls. BOT ensures that all legal requirements are being met.
 - e. Management Oversight: BOT is responsible for overseeing the President and Core Executive Committee. It is also responsible for overseeing its own activities. BOT should review performance and ensure an orderly succession. BOT is also responsible for recruiting, orienting, and developing current and future leadership.
 - f. Confidentiality: BOT members will routinely learn confidential and proprietary information including, but not limited to, membership lists, professional techniques, ITA’s financial statements, and records. A Trustee should not divulge, communicate, or otherwise make available such confidential or proprietary information to any person, firm, group, organization, or entity except where necessary to conduct the business of the ITA and as approved by the BOT.

3. The Board of Trustees shall consist of up to twenty-four (24) Trustees. The Board of Trustees shall consist of two classes of Trustees. Twenty-one (21) Trustees shall be General Body Trustees and three (3) shall be Advisory Board Trustees. Eight (8) Trustees shall be elected each year for a three (3) year term, wherein seven (7) Trustees will be General Body Trustees and one (1) Trustee will be an Advisory Board Trustee. This dual Trustee structure will be phased in over the course of the first three election cycles that occur after General Body ratification of the By-Laws ratified on September 17th, 2017.
4. General Body Trustees shall be elected by the General Body at the ITA's Annual General Body Meeting. At the General Body Election, the seven (7) candidates with the highest number of votes will be elected General Body Trustees for a 3-year term. In order to be a eligible candidate for General Body Trusteeship, an individual must have participated for one year in an ITA Committee; have been a Member in Good Standing for two continuous years as of the deadline date on which Trustee applications must be submitted to the Election Committee; not have cumulatively served 5 or more full or partial terms as a Trustee of the ITA; believe in the Objectives of the ITA as defined in the ITA Constitution Article III; be willing to perform the Trustee responsibilities as outlined in Section 2 (above); not have resigned from the BOT in the 12 months preceding the deadline date on which the Trustee application must be submitted to the Election Committee; and not have lost their status as a Trustee in Good Standing in the 24 months preceding the deadline date on which the Trustee application must be submitted to the Election Committee.
5. The Advisory Board Trustees will be elected by the Advisory Board from among its membership. Each year the Advisory Board Trustee will elect one (1) Trustee for a three-year term. In order to be eligible for Advisory Board Trusteeship, an individual must have been a Member of the ITA for two continuous years as of the date they would take office; believe in the Objectives of the ITA as defined in the ITA Constitution Article III; and be willing to perform the Trustee responsibilities as outlined in Section 2 (above). If Advisory Board fails to appoint an AB Trustee or a seat becomes vacant mid-term, the seat remains vacant until the AB makes an appointment.
6. Any individual seeking Trusteeship may not be an elected public official; candidate for public office; or an employee of a political campaign or party. Any Trustee, who becomes involved in any of the aforementioned roles, will be deemed to no longer be a Trustee in Good Standing and no longer be a member of the BOT.
7. The Board may fill any General Body Trustee vacancy during the year for the unexpired term subject to conditions set in Section 4 and Section 6 (above) and that no more than three (3) members of the BOT may be Advisory Board Members. However, in the event that the BOT is unable to generate sufficient interest from individuals that are qualified to hold Trusteeship and as a result the number of vacancies on the Board of Trustees exceeds five (5), the BOT will have Emergency Appointment Power. The Emergency Appointment Power allows the BOT to appoint additional Advisory Board members to the BOT for one year terms such that the number of vacancies does not exceed five (5). For example, if there are 9 vacancies on the BOT, the Emergency Appointment Power would allow the BOT to appoint 4 additional one-year term Advisory Board Members to the BOT.

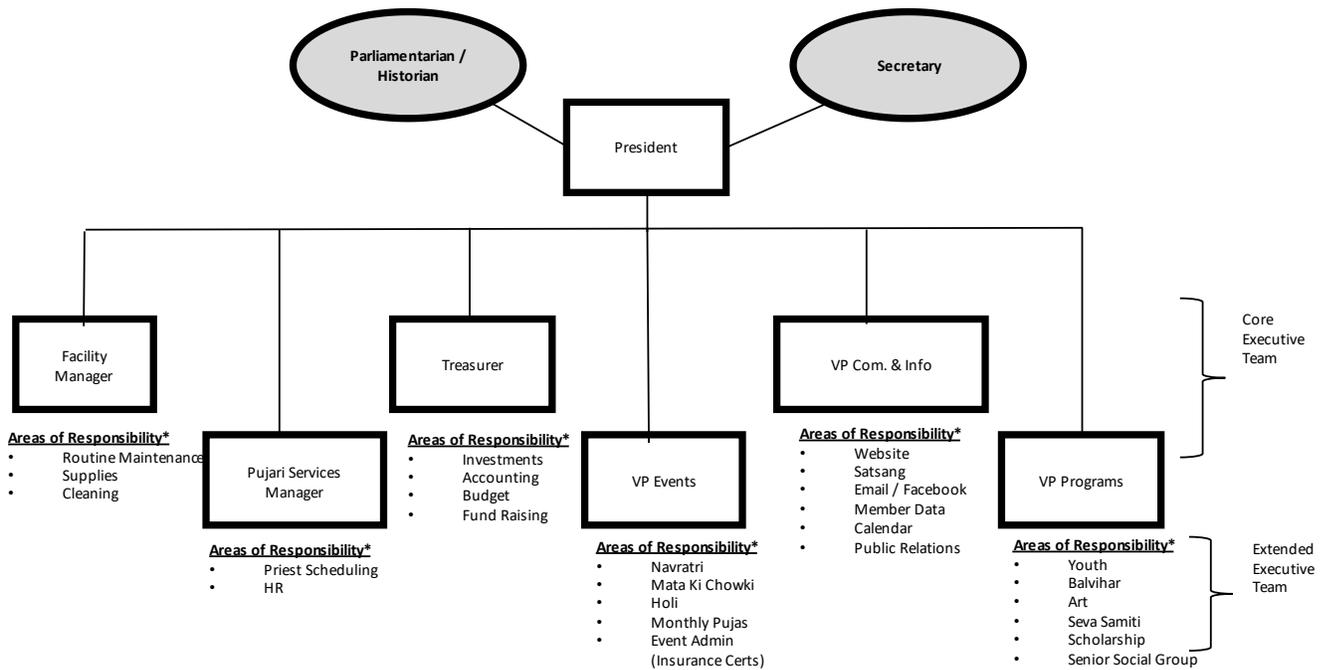
8. The Board of Trustees will elect a President from among interested Trustees that meet the eligibility requirements defined in Article IV Section 3 (below). The newly elected President will then put forth a slate of candidates to fill the remaining CEC positions. The BOT will then confirm or reject each of the President's candidates. The Board of Trustees must elect a President and confirm a CEC by January 31st. The Continuing Trustees and Trustees Elect may select the President and confirm the CEC prior to the start of their term by holding a Board of Trustees Elect and Continuing Trustees meeting subsequent to the completion of the Annual Trustee election, but prior to the start of the new term on January 1st.
9. The majority of the Board of Trustees can dissolve the Core Executive Committee and elect a new Core Executive Committee.
10. The Board of Trustees shall meet jointly with the Core Executive Committee no less than four (4) times a year.
11. The Board of Trustees may remove any Trustee from the Board, if the Board of Trustees determines that cause for removal exists. Examples of justifying causes include but are not limited to activities of the Trustee which are deemed materially conflicting with the interests of the India Temple Association or failure to fulfill the duties outlined in Section 2 (above). Such removal shall, however, be subject to the approval of a two-thirds (2/3) majority of the remaining Board of Trustees in office.
12. A member of the Board of Trustees who is absent from half or more of the Board of Trustee meetings in any 12-month period will no longer be a Trustee in Good Standing and no longer a member of the Board of Trustees. For the purposes of this calculation, the General Body Meeting will be deemed to be a meeting of the Board of Trustees. Compliance with this requirement will be measured annually at the end of each calendar year.
13. All decisions of the Board of Trustees shall require a majority vote of the Trustees in Good Standing, present and voting. The quorum for the meetings of the Board of Trustees shall be ½ of the BOT in Good Standing, but for Constitutional or By-Law Amendments the quorum shall be 2/3 of BOT in Good Standing. There will be no proxy voting.

ARTICLE III Core Executive Committee (CEC)

1. Core Executive Committee and Organization Chart

- a. The Core Executive Committee shall be comprised of the following officers:
 - i. President
 - ii. Vice President of Events
 - iii. Vice President of Programs
 - iv. Vice President of Information and Communication & Corporate Secretary
 - v. Treasurer
 - vi. Facility Manager
 - vii. Pujari Services Manager

b. Organizational Chart:



*Illustrative

2. Responsibilities & Powers

- a. The Core Executive Committee are the Officers of the ITA. They are responsible for managing the day to day operations of the India Temple Association. The general scope of their responsibilities shall include:
 - i. Ensuring adherence to the Constitution and By-Laws of the ITA.
 - ii. Maintaining compliance with policies and directives of the Board of Trustees.
 - iii. Developing and supporting the educational and religious programs consistent with the ITA’s Objectives as defined in ARTICLE III of its Constitution.
 - iv. Creating and staffing an organization structure that meets the needs of the ITA and community. This includes appointment of individuals to the various ITA operational committees.
 - v. Creating operational policies and procedures framework to help guide the institutions activities.
 - vi. Overseeing the activities of the employees and volunteers of the organization.
 - vii. Recruiting and developing individuals to support and grow ITA’s programs and

religious programs.

- viii. Fund Raising.
- ix. Recruiting Members.
- x. Developing effective Member communications consistent with the times.
- xi. Maintaining the books and records of the ITA.
- xii. Maintaining the physical property of the ITA.
- xiii. Ensuring compliance with legal, regulatory, and tax statutes.
- xiv. Managing the financials assets of the ITA.
- xv. Making donations, grants, aids, etc., for religious, educational, social, medical and humanitarian purposes.
- xvi. Developing and maintaining compliance with the ITA's budget.
- xvii. Incurring expense required to support the ITA's operations.
- xviii. Enhancing the public image of the ITA within the community.
- xix. Advocating for issues that are important to the ITA community.

- b. The Core Executive Committee members are expected to serve a two-year term unless they are appointed or elected to their position for a partial term.
- c. The Core Executive Committee shall meet at least monthly, if not more frequently. A Core Executive Committee member that is absent from half or more of the Core Executive Committee meetings in any 12-month rolling period will no longer be deemed a member of the Core Executive Committee.

- 3. In order to be a member of the Core Executive Committee. An individual must meet the following requirements:
 - a. 4 years of continuous ITA membership as of the date of their confirmation vote by the BOT.
 - b. 2 years of membership on the Board of Trustees as of the date of their confirmation vote by the BOT.
 - c. Be a General Body Trustee.
 - d. Not be an Advisory Board member or an individual that waived General Body Trustee eligibility under Article VIII Section 3 of the By-Laws.
 - e. Be nominated by President.
 - f. Be confirmed by a majority vote of the Board of Trustees.
 - g. Capable of fulfilling the responsibilities of their respective role for a two-year period.
- 4. Through a 2/3 majority vote, the Board of Trustees can waive requirement(s) in Section 3 (c) (above) for an individual that becomes ineligible to complete their CEC term as a result of failing to get reelected as Trustee.
- 5. In the case where, the Board of Trustees feels there is a lack of interested or sufficiently skilled individuals available to serve on the Core Executive Committee, the Board of Trustees through a 2/3 of majority vote, may waive the above Core Executive Committee requirements except Section 3 (d) (above).
- 6. Core Executive Committee members cannot serve more than two full consecutive terms in the same role. In the case where, the Board of Trustees feels there is a lack of interested or sufficiently skilled individuals available to serve on the Core Executive Committee, the Board of Trustees through a 2/3 of majority vote, may allow a Core Executive Committee member to serve a 3rd consecutive term.

ARTICLE IV Core Executive Committee Roles & Defined Expanded Executive Committee Roles

1. All officers shall carry out all duties prescribed by the Board or as outlined in the Constitution or the By-Laws.
2. **President:** The President shall serve as a Chief Executive Officer of the ITA. The President shall also be the Chairperson of the Board of Trustees and an ex-officio member of all other committees including the Advisory Board, but not the Election Committee. The President is responsible for the overseeing and ensuring that responsibilities of the Core Executive Committee as defined in Article III Section 1 of By-Laws are being fulfilled. President also has the following specific responsibilities:
 - a. Nomination of Core Executive Committee, Secretary and Parliamentarian.
 - b. Nomination of members to Audit and Election Committees as defined in Article V of By-Laws.
 - c. Presiding over all significant meetings and events.
 - d. Appointment of a Core Executive Committee member to serve in their place during periods of absence and preside over the General Body Meeting.
 - e. Annually provide a list of eligible Advisory Board members to Advisory Board Chair.
3. **Vice President of Events:** The Vice President of Events is responsible for overseeing and coordinating the various religious and cultural events of the ITA. The primary responsibilities of this role include:
 - a. Working with the President to staff each of the Committees that manage and coordinate the major events of the ITA. This includes but is not limited to the Navratri Committee, Darshan Committee, Holi Committee, and Mata Ki Chowki Committees.
 - b. Developing a calendar of events for ITA.
 - c. Ensuring that for each event budgets are developed and post event reviews are conducted.
 - d. Coordinating among each of the event committees to avoid and resolve conflicts.
 - e. Ensuring that knowledge of best practices is being leveraged across events.
 - f. Supporting the administration of events by helping to secure facilities, insurance certificates, etc.
 - g. Recruiting volunteers to help staff events.
 - h. Working with the Core Executive Committee to oversee the overall operations of the ITA.
4. **Vice President of Programs:** The Vice President of Programs is responsible for overseeing and coordinating the various Educational and Community Serve activities of the ITA. The primary responsibilities of this role include:
 - a. Working with the President to staff each of the Committees that manage and coordinate the major programs of the ITA. This includes but is not limited to Balvihar, Youth Group, Art, Seva Samiti, Senior Social Group and Scholarship.
 - b. Working with each ITA program lead to identify needs and provide resources as appropriate.
 - c. Developing a calendar for ITA Programs.
 - d. Ensuring that for each program budgets are developed and annual reviews are conducted.
 - e. Coordinating among each of the program committees to avoid and resolve conflicts.

- f. Recruiting volunteers to help staff programs.
- g. Working with the Core Executive Committee to oversee the overall operations of the ITA.

5. **Vice President of Information and Communication & Corporate Secretary:** The Vice President of Information and Communication & Corporate Secretary is responsible for overseeing and managing the communication platforms, technology infrastructure, and Member data. The primary responsibilities of this role include:
- a. Working with the President to staff each of the Committees that manage and coordinate the Membership and Communication. This includes but is not limited to Membership, Electronic Communication Platforms, Newsletter, Public Relations, and ITA Master Calendar.
 - b. Working to ensure that electronic platforms, calendar and newsletter are updated and current.
 - c. Ensuring accuracy of Membership data.
 - d. Identifying opportunities to grow Membership.
 - e. Maintaining ITA digital infrastructure.
 - f. Coordinating among the various committees and group to ensure consistent messaging.
 - g. Recruiting volunteers to help manage communication functions.
 - h. Preparing a Membership report for the Board Trustees. The report should show trends in Membership, a list of new and not renewing Members, and identification of any unusual activity in the Membership base.
 - i. Working with the Core Executive Committee to oversee the overall operations of the ITA.
6. **Treasurer:** The Treasurer is responsible for overseeing and coordinating the various financials and accounting activities of the ITA. The primary responsibilities of this role include:
- a. Maintaining the financial books and records of the ITA.
 - b. Working with the CEC to develop a consolidated annual budget and present it to the BOT.
 - c. Tracking financial performance of the organization and its compliance with budget.
 - d. Reviewing organizational expenses for appropriateness
 - e. Preparing documentation for external auditor.
 - f. Working with ITA audit committee.
 - g. Ensuring ITA files taxes and maintains related records and documents.
 - h. Working with investment committee, fundraising committees, and accounting committees to ensure financial functions are being performed.
 - i. Recruiting volunteers to help manage financial functions.
 - j. Reviewing and maintaining insurance coverage.
 - k. Working with the Core Executive Committee to oversee the overall operations of the ITA.
7. **Facility Manager:** The Facility Manager is responsible for overseeing the buildings and physical assets of the ITA.
- a. Managing the routine maintenance of the properties of the ITA.
 - b. Managing the upkeep of the facilities, including interior decoration of the Temple.
 - c. Managing projects of additions and alterations to improve and maintain the Temple premises.

- d. Ensuring that Temple is stocked with appropriate supplies.
 - e. Working with the Core Executive Committee to oversee the overall operations of the ITA.
8. **Pujari Services Manager:** The Pujari Services Manager is responsible for overseeing Priests and other employees of the ITA. The primary responsibilities of this role include:
- a. Overseeing the employees of the Temple and managing related human resource issues.
 - b. Scheduling priest's outside activities and performing related accounting.
 - c. Managing the schedule for activities at the properties of the ITA.
 - d. Coordinating rental of facilities and equipment and performing related accounting.
 - e. Working with the Core Executive Committee to oversee the overall operations of the ITA.
9. Additional Defined Expanded Executive Committee Positions:
- a. **Board Secretary:** The Secretary's responsibilities include:
 - i. Developing a meeting schedule for CEC and BOT.
 - ii. Facilitating CEC and BOT meetings by coordinating agenda.
 - iii. Taking meeting minutes and maintain meeting documentation.
 - iv. Assisting in maintaining ITA records.
 - b. **Parliamentarian / Historian:** Parliamentarian / historian responsibilities include:
 - i. Ensuring that ITA is operating in compliance with its By-Laws and Constitution.
 - ii. Maintaining historical records and documents concerning the Association.
 - iii. Ensuring that all the copies of the newsletters, minutes of the Trustee meetings, the Constitution and the By-laws are retained.
 - iv. Preserving any reports, recordings or other materials concerning activities sponsored by the Association.
 - v. Providing the above materials for inspection when requested in accordance with the principles outlined in the Constitution and the By-Laws.

ARTICLE V Committees and Respective Charters

1. Audit Committee shall be responsible for the financial and operational oversight of the ITA and responsible for selecting and appointing an External Auditor when deemed necessary.
 - a. Audit Committee will be comprised of 3 members and focus on financial oversight.
 - b. Two of the Committee members must be appointed by President. The Treasurer cannot be a member of the Audit Committee.
 - c. One Committee member must be an Advisory Board Appointee.
 - d. Audit Committee will select an External Auditor. The External Auditor cannot have a conflict of interest.
 - e. Audit Committee will meet quarterly.

2. Elections Committee will be responsible for managing and executing the Trustee election process and organizing the Annual General Body Meeting.
 - a. Election Committee will consist of three members.
 - b. Two Members are to be appointed by the President.
 - c. In the case the President is standing for reelection, the committee will be appointed by the VP of Events. In the case of VP of Events is also standing for election, the VP of Programs will appoint the committee. In the case of VP Programs is also standing for election, the most tenured BOT member not standing for election will nominate the Election Committee.
 - d. One member must be an Advisory Board Appointee.
 - e. The committee cannot be comprised of any BOT member that is standing for election.
 - f. The Committee must be comprised of at least one Trustee.

ARTICLE VI Elections and General Body

1. Elections Committee will be responsible for creating and distributing the Trustee Application; reviewing the Trustee applications to verify eligibility; managing and executing the Trustee elections and organizing the Annual General Body Meeting. Except as expressly defined in the By-Laws, the Election Committee will have discretion in executing their responsibility in the manner they deem most appropriate.
2. Annual meeting of the General Body shall be held on the date and place decided by the Trustees, but must occur no later than December 20th of each year. General Body Meetings where Trustee elections are held must be announced at least 60 days in advance.
3. Election of Trustees
 - a. Applications for Trusteeship shall be made available at least 60 days prior to Election.
 - b. Applications for Trusteeship must be submitted electronically at least 30 days prior to Election.
 - c. Candidates for Trusteeship should be announced at least 10 days prior to Election.
4. In the event that the number of eligible Trustee candidates is equal to or less than the number of open Trustee positions no election is required. The presented slate would be deemed to have been duly elected by the General Body.
5. In the event that a Trustee election is necessary, but sufficient votes are not cast to achieve quorum number of votes at the General Body Meeting, Trustee candidates that receives at least the number of votes needed had quorum been reached (Quorum Threshold) will be considered duly elected. For example, if quorum requires 100 votes be cast, but only 80 votes are cast, then any Trustee candidate that receives a majority of the quorum requirement votes which in this example is 51 votes would be deemed elected. Any Trustee candidates that do not achieve Quorum Threshold will be deemed to have lost the election. Any Trustee positions that remain unfilled as a consequence may be filled via BOT's appointment power under Article II Section 7.
6. The proposal(s) for the inclusion for additional items on the agenda of the General Body meeting shall require written endorsement of at least twenty-five (25) Members and be submitted to the BOT at least 50 days prior to the General Body Meeting.
7. In special cases, the President, may call a short notice meeting of the General Body to discuss important issues
8. If twenty-five (25) or more Members in Good Standing and eligible to vote submit to the President a detailed written request which outlines a specific question to be addressed by the General Body, the President shall comply and call a Special General Body within 75 days of verifying the request.
9. All the meetings of the General Body shall be presided over by a member of the Core Executive Committee designated by the President.

ARTICLE VII

Budget and Finance

1. The planning and budgeting period for the Association shall be July 1st to June 30th. For tax filing and regulatory reporting requirements the Association shall file using the calendar year.
2. Yearly financial reports shall be provided upon request to Members.
3. Annual consolidated budget shall be prepared by the Treasurer and presented to the joint meeting of the Board of Trustees and Core Executive Committee.
4. Funds collected for performing social or charitable activities may not be used for any other purpose than that for which it was raised and collected. All such designated funds shall be tracked separately.
5. Contributions, gifts, real estates, donations, grants, aids, etc. once made to the Association shall not be refunded for any reason, but will be used for the benefit of the organization.

ARTICLE VIII Advisory Board

1. Advisory Board serves an important and active role in the ITA organization. The Advisory Board's purpose is to serve as an institutional store of knowledge and experience. The Advisory Board is expected to help facilitate the transfer of leadership from one generation to the next.
2. Except for as allowed in Section 3 (below), all individuals who have completed 5 cumulative terms (full or partial) as Trustee are eligible to be a member of the ITA Advisory Board. Prior to the Annual Advisory Board Meeting, Trustees must reaffirm their membership for the successive year via an email to the Chairperson of the Advisory Board.
3. Individuals that met the prior ITA By-Law's 9-year eligibility criteria for the Advisory Board membership, will be offered a one-time opportunity to permanently waive their GB Trustee eligibility status and remain eligible for Advisory Board membership.
4. The Chairperson of the Advisory Board is the individual that is in their final year as the designee to the Board of Trustees. In the event that this individual is unable to or unwilling to serve as Chairperson, the most senior able and willing AB designee to the BOT will be the Chairperson.
5. The Advisory Board must elect an individual from its membership to the ITA Board of Trustees in each of the staggered election cycles. Thus, cumulatively having three members on the Board of Trustees at any time after the initial three-year transition period.
6. Except as defined in this document, the Advisory Board will have the flexibility to develop its own operating and election procedures.
7. The Advisory Board must meet once every year to elect its representative to the ITA Board of Trustees and designate appointees to Election, Audit, Finance, Events, and Capital Project Committees, or corresponding committee that serves similar functions for the successive year. Quorum of 7 Advisory Board members is required provided Advisory Board has 14 or more members. Otherwise the required quorum will be majority of the number of Advisory Board members. Board of Trustee designee election will be by simple majority vote. The Annual Advisory Board Meeting must be held 30 days prior to the Annual General Body Meeting. The Chairperson may also call a special election meeting of the Advisory Board to fill any vacancy that may arise.
8. Advisory Board Members may attend any open Board of Trustee meetings.

ARTICLE IX Miscellaneous

1. Assets and Liabilities of the Association shall vest in the Board of Trustees and be administered jointly by the Board of Trustees and the Core Executive Committee. However, no Trustee, Core Executive Committee member, or Advisory Board Member shall be personally held responsible for any liability of the Association, if incurred in the best interest of the Association. The Association shall indemnify, in the manner and to the full extent permitted by the New Jersey Nonprofit Act, any Trustee, Advisory Board Member or Core Executive Committee Member of the Association who is a party to any proceeding as a result of actions taken in their official capacity as a representative of the Association. The Association may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against them.
2. If a Trustee or Core Executive Committee Members has a financial interest conflicting with the interest of the Association in any matter (such as whether to enter into a contract with another organization with which such individual is associated), then the individual must bring the conflict to the attention of the other Trustees, Core Executive Committee members, and committee members and refrain from participating or voting in any decision with respect to the matter. In addition, the Board of Trustees shall adopt and update from time to time a Conflict of Interest Policy for the Association.
3. Unless expressly stated in the ITA By-Laws or ITA Constitution, issues put forth to General Body will be decided based by the majority of votes cast by eligible Members subject to a 10% of total eligible Member quorum requirement. Voting eligibility is determined based on the criteria put forth in Article I of the By-Laws. The format of the vote will be determined by the Board of Trustees. Proxy voting is prohibited. In the event of a tie, the President will have the right to cast the deciding vote. The following special items must be put forth to the General Body for a vote:
 - a. Any individual expenditure or series of expenditures that could together be construed as one project requiring greater than \$500,000. Financial investments in the ITA's investment portfolio are not subject to this requirement.
 - b. Sale of any asset with value greater than \$250,000. Financial investments in the ITA's investment portfolio are not subject to this requirement.
4. A "No- confidence" resolution can be moved against the member(s) of the Core Executive Committee, or Board of Trustees, provided such a resolution is presented with individual written endorsement of at least fifty (50) Members in Good Standing. The BOT must call a special General Body meeting within 60 days of verifying such request and put forth a "No Confidence" resolution for a General Body vote. Such a resolution shall require, for its passage, the support of 2/3 majorities of the total Members.
5. The BOT has the right to remove from the Association's Membership, any individual whose activities may be considered detrimental to the interest or reputation of the Association, are inconsistent with the Objectives of the Association defined in Article III of ITA Constitution, or fail to maintain their status as a Member in Good Standing as defined in Article I (above). Such

expulsion shall require 2/3 majority of the present and voting Members of the BOT.

6. Certain cases and situations may arise, with regard to which specific provisions do not exist in this text. Such cases or situations shall be dealt with in accordance with the generally accepted democratic principles.
7. Rules of Order: The general procedure of meetings of this Association shall be in harmony with the principles set forth in Mr. Chairman, Robert's Rules of Order. The most recent edition of this book shall be the final authority as to parliamentary procedure, in so far as they do not conflict with any provisions of this Constitution and By-Laws.
8. In all cases where a voting or quorum calculation results in a fractional number. The calculated number should be rounded up to the nearest whole number in order to set the governing threshold. For example, if a 2/3 majority is required for a BOT approval vote and only 22 Trustees are present, 15 affirmative votes would be required to approve the measure.
9. Implementation: Full implementation of amendments to the By-Laws must be completed within 6 months of General Body ratification.