

Minutes of the General Body Meeting: September 24, 2006

Jain Society of Greater Cleveland (JSGC) held a General Body Meeting (GBM) of its members starting at 3:55 PM on September 24, 2006, following Dash Lakshan celebrations and pooja at Quality Inn in Richfield, OH.

- Jignesh Shah (President) called the General Body Meeting to order at 3:55 PM. 78+ members were present and per the JSGC constitution the GBM started.
- Eight Executive Committee members namely – Jignesh Shah (President), Meena Jain (Vice President), Dipika Shah (Treasurer), Premal Shah (Secretary), Minesh Shah, Ashwin Turakhia, Mayuri Dalia and Neha Shah - were present. Tushar Shah was excused for personal reasons.
- The minutes of the previous General Body Meeting held on 11/19/2005, which had been available on the JSGC website, were unanimously approved by members by voice vote.
- Jignesh Shah invited Kushal Baid for presenting the "Proposed Code of Regulations" document to the members. This document along with "Comparison of JSGC Constitution and Proposed Code of regulations" and the current "JSGC Constitution" was sent to all the members via Jain Times. Additional copies of all three documents were also made available at the meeting.
- Jitu Gandhi asked whether we should proceed directly to the Jain Center update as it was more important. Kushal Baid explained that the review and adoption of the new Code of Regulations was quite important at this point and we will do our best to manage time, so that the swamivatsalya can be completed before sunset.
- Kushal Baid introduced the JSGC Constitution Committee to the General Body. The committee consisted of Ashwin Turakhia (President), Neha Shah (Secretary), Jignesh Shah, Kushal Baid and Manohar Daga.
- Kushal Baid started by explaining that in Ohio the incorporated entities were generally required to have "Code of Regulations" as the governing document as compared to the non-incorporated entities, which generally used a "constitution" as a governing document. The JSGC had incorporated in early 2006 and therefore an updating of the governing document was in order. Also, in the past the question of "continuity" had come up several times, as all nine members of the Executive Committee were elected every two years and there were times when a very large portion of the Executive Committee was new. To resolve these issues, the Executive committee had formed the Constitution Committee to look into updating our Constitution to a "Code of Regulations". We were now presenting the result of their work to the General Body
- Kushal Baid reviewed the "Comparison of Existing Constitution and Proposed Code of Regulation" document in detail. Floor was then opened for questions and/or comments.
- Sunit Jain asked as to how many voting members does JSGC currently have? Premal Shah replied back saying that we have 165+ families on our mailing list and 200+ voting members.
- Hasmukh Shah mentioned that the primary purpose of this Corporation is stated as: To promote the understanding and practice of Jainism and its

philosophy including but not limited to the construction and maintenance of a house of worship in the greater Cleveland area. His question was that do we promote only internally or externally as well? Kushal Baid mentioned that while we certainly promote the Jain philosophy internally, we also participate in interfaith activities to inform and educate others. We, of course, do not promote overtly going door to door as is done by some other faiths. Kushal Baid also mentioned that the word "promote" had always been in our constitution and had been adopted from there. Some discussion ensued with inputs from Chandrakumar Jain and others. It was finally decided to leave the wording "as is" in the proposed Code of Regulations.

- Bipin Lapasia asked if any of the members on the committees can be sued. Manohar Daga explained that Ohio law provides some protections to people working in a voluntary capacity for nonprofit organizations except in case of willful malfeasance. Kushal Baid explained that the current EC is also looking into Directors and Officers Insurance for the committee members.
- Shashin Shah asked why was the word "personal property" was included in section 1.02(2). Manohar Daga explained that per IRS definition, the word "personal property" used in this context means property such as desks, computers, etc as opposed to real estate, buildings etc which are considered real property.
- Bipin Lapasia asked if we would have to form new MCC with this new Code of Regulations. Kushal Baid explained that the various Jain Center Committees were approved by the General Body and there would be no need to form a new MCC or other sub-committees under the new Code of Regulations.
- Dilip Maniar asked if only Life Members should be on the Board of Trustees? Kushal Baid answered that just as in our current constitution, in the new Code of Regulations any member of the JSGC can stand for election as a Trustee. Manohar Daga explained that democracy works both ways. Restricting the membership on the Board of Trustees to Life members would imply that only those that could afford to pay the life membership fees would be able to be in the Governing body. This may not be what we want to do.
- Pravin Mehta asked what if somebody could bring 100+ members and they become 1-yr members and get their candidates elected to Board of Trustees. Kushal Baid responded that while that was possible, the likelihood was remote. Manohar Daga mentioned that now there is a provision where by only 3 new members get elected each year so these new members cannot get a majority. Grove Shah mentioned that the Chicago Sangh has a provision by which one has to have been a member for at least one year to be eligible for election as a Trustee. With some additional discussion a consensus emerged indicating that the sections on voting rights (3.07) and qualification of Trustees (4.03) be modified to include language requiring membership in this organization for at least the preceding 12 months to be eligible to vote and/or to be eligible to become a Trustee. Shirish Jasani proposed that the above mentioned sections be amended as indicated above. Bipin Lapasia seconded. The proposal was unanimously approved by the members.
- Dilip Maniar wondered if we should raise the life membership fees from \$100. This way we could collect more money for the Jain Center Project. Kushal Baid acknowledged the good intention but mentioned that the purpose of the membership dues is not to raise more money but to get more participation.
- Manohar Daga indicated that the General body needed to look at the entire Code of Regulations as a whole and see if it serves the purpose better than the earlier document. Debating each minor point was not useful in this type of a meeting. The General Body should consider either accepting the entire

document or voting it down and send the Constitution Committee back to work with specific instructions on areas for improvement.

- Shirish Jasani then proposed that we vote on the Code of Regulations. Kushal Baid asked the General body if they were ready to vote or more questions needed to be answered. With the no additional questions, the motion from Shirish Jasani was seconded by Shanti Jain and the proposed Code of Regulations with amendments to sections 3.07 and 4.03 discussed above was put up for a vote. The General body unanimously approved the proposed Code of Regulations with the amendments stated above.
- Kushal Baid then presented the "Jain Center Project Update" presentation. (The complete presentation is available on the JSGC website)
- After the presentation the floor was opened for questions and/or comments
- Dilip Maniar asked if we have a new estimate on the project and if the time frame is the same? Kushal Baid responded that the wetland issue might cost us additional \$50,000 but we have planned for around \$250,000 in contingency. He also mentioned that the project was obviously delayed and at this point we expect the construction work to start in spring 2007.
- Jitu Gandhi asked if we know the cost of donated land. Kushal Baid responded that we did not. Manohar Daga added that JSGC is not responsible for the appraisal. The donors would have to get the appraisal done on their own.
- Jitu Gandhi asked if there were any more reasons for the project to be delayed. Kushal Baid mentioned that once we get EPA approval, Army Corp of Engineers approval and soil boring complete we should be in a good shape and that we don't foresee any delay right now.
- Jitu Gandhi offered to help with chemical analysis of the soil. Kushal Baid indicated that the Engineering and Construction Committee would follow up with him.
- In the Jain Center update presentation it was shown that due to wetlands found on the original donated property, JSGC required approximately 4 acres of additional land from the adjoining property to build the Jain Center with appropriate amenities. The donors who also owned this adjoining property had offered the needed land to JSGC in a letter dated September 21, 2006. The JSGC General Body, therefore, needed to approve the acceptance of this (new) 12.5± acre land, superseding the resolution passed on August 7, 2005 accepting the original 8.5 acres of land. To accomplish this the following resolution was presented to the General Body: "It is resolved that the 12.5± acre land (consisting of approximately 8.5 acres of permanent parcel # 4800293 and approximately 4.0 acres from adjoining parcel # 4800479) located in Richfield Township, OH 44286 being offered to the JSGC to build a Jain Center, including but not limited to a Temple or "Mandir" and Hall, be accepted with the terms as described in the offer letter dated September 21, 2006.". The resolution was unanimously approved by the members.
- Jignesh Shah thanked everyone for attending this meeting.
- The General Body Meeting was adjourned at about 6:15 PM
