

# **GUJARATI SAMAJ OF GREATER AUSTIN CONSTITUTION**

**Replacement for the one approved on November 20, 1993,  
and amended on August 22, 1994; November 13, 2021**

**Current Effective Date: November 10, 2024**

# **THE CONSTITUTION AND BYLAWS OF THE GSGA**

## **1.0 ARTICLE 1. NAME and LOCATION**

### **1.1 NAME**

The Name of this Organization shall be the "GUJARATI SAMAJ OF GREATER AUSTIN", hereinafter referred to as "GSGA", or the "SAMAJ".

### **1.2 LOCATION**

The principal and administrative office for the transactions of the business of the GSGA and the official premises of the SAMAJ shall be located in the metropolitan area of Austin, TX.

### **1.3 GEOGRAPHICAL AREA OF OPERATION**

The operation, affairs, and activities of GSGA will encompass and cover, in general, the Central Texas Region, around and in the vicinity of the greater metropolitan Austin area (a circular area of 125 miles radius around the city of Austin).

## **2.0 ARTICLE 2. POLICY**

### **2.1 NON-PROFIT**

2.1.1 This association is a non-profit, non-political, non-partisan, non-secular organization for public benefit; and is not organized for any kind of private gain of any person. The activities of the association will be solely and irrevocably dedicated to these purposes only. No part of the income or assets of this association shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person elected or appointed by the GSGA.

2.1.2 This association shall be organized exclusively as a non-profit organization of the type described in the IRS code, section 501(C)(3), and shall conduct its affairs in accordance with and within the meaning of the provisions of this code and all applicable IRS regulations, so as to be eligible for treatment as such under the US. Federal Income Tax law.

2.1.3 The activities of the SAMAJ may be oriented and directed towards financial profitability; however, the primary purpose shall be the collective progress, prosperity, uplifting, education and entertainment of its members, the GUJARATI culture, philosophy, and literature.

### **2.2 POLITICAL / RELIGIOUS AFFILIATION**

This SAMAJ will not be affiliated with any specific political or religious group or organization; although may actively participate or jointly organize/sponsor their activities if they are undertaken to meet the broad base objectives of GSGA.

In the interest of maintaining the unity and strength of entire local community served by GSGA, the GSGA shall not get involved in and shall not express any views (through resolution or any other similar means) on regional and/or communal problems, political matters and/or matters of religions or religion faiths, in India that could be controversial in nature. However, GSGA may actively participate and/or express views on humanitarian matters or matters relative to humane treatment.

### **3.0 ARTICLE 3. PURPOSES, OBJECTIVES, GOALS and MISSION (of GSGA)**

The goals of this cultural organization are primarily cultural exchange, education, and charitable humanitarian efforts.

#### **3.1 PRIMARY PURPOSE AND OBJECTIVES**

The purposes and activities of the SAMAJ will be primarily to benefit the people of common Gujarati cultural heritage in general who are its members but are not intended to restrict the benefits to the members of the SAMAJ only. The broad meaning of the word 'Gujarati' refers to the natives, descendants, or persons whose heritage is rooted in GUJARAT, a State of India, and their spouses who are now residing in the USA.

The primary objective of the association and the long-term vision of the SAMAJ is to develop and promote friendship along with unity, understanding and mutual cooperation among its members and the people of the community at large, with exclusively charitable, educational, religious, social, cultural and scientific objectives by providing a common meeting ground and forum to its members, with a primary objective of individual as well as collective progress and prosperity of our community.

#### **3.2 MAINTENANCE OF TAX-EXEMPTION**

Notwithstanding any other provisions of these articles, this organization shall not execute any other activities not permitted to be executed by an organization exempt from federal income tax under Section 501 (C)(3) of the Internal Revenue Service code of 1954 or the corresponding provisions of any current or future United States Internal Revenue laws.

#### **3.3 AFFILIATION**

One of the primary objectives is to cooperate whole heartedly in action and spirit with other non-profit, cultural, and social organizations, whether ethnic, regional, linguistic or the one representing all India and functioning / operating in the interests of all Asian Indians.

#### **3.4 GENERAL**

To generate, through legal means, financial resources adequate to enable the GSGA to meet its goals and remain financially stable, sound and solvent.

### **4.0 ARTICLE 4. MEMBERSHIP**

#### **4.1 ELIGIBILITY**

The general membership of the SAMAJ is open to 'Gujarati' and their spouse who are willing to uphold the objectives of the GSGA.

#### **4.2 People of Non-Gujarati origin, interested in Gujarati culture and in the activities of the GSGA, and who subscribe to the aims, objectives, and purposes of GSGA, are encouraged to participate as Associate Members. Associate members have a voting right with limitation on their elective eligibility as member(s) of the administrative or executive bodies, boards, councils, or committees of the SAMAJ.**

#### **4.3 VOTING RIGHTS AND PRIVILEGES**

All dues-paying members will be considered as active members in good standing, and will be fully participating members of the GSGA, and will have equal rights and privileges thereof. These include a right to vote subject to the limitation of the type of membership and access to the facilities and activities provided by the GSGA.

The minimum age for voting is 18 years (completed on September 30 of the calendar year).

Voting referred to herein shall apply to all matters pertaining to the activities of the SAMAJ and requiring voting by the members. Unless otherwise explicitly permitted elsewhere in this Constitution and Bylaws or decided/determined in the meeting of administrative bodies of the SAMAJ, or the general body by a simple majority vote, and pre-

announced in advance, for a specific or particular election, voting in absentia or by proxies is not allowed. If allowed, it will be conducted per the procedure described in the Standing / Operating rules of the SAMAJ.

#### 4.4 GSGA MEMBERSHIP

##### 4.4.1 TYPES, CLASSES, CATEGORIES OF MEMBERSHIPS

Family member  
Associate membership

##### 4.4.2 DEFINITION OF MEMBERSHIP

Family member is defined as a married couple or a head of the household paying annual dues. This membership shall include members' unmarried dependent children under the age of twenty-one, unless full time student(s) or disabled, and dependent parents/parents-in-laws of the couple, residing with the member family at the same address, and not having gainful employment including self-employment. It is imperative that all members reside at the same physical address.

This family membership shall be entitled to a maximum number of votes as follows, except in situations where only one vote per unit of membership is to be counted per this constitution:

- One vote each by each of the spouses and each child of the member family of the age of 18 years or greater.
- Parents, parents-in-laws, and any other relatives, single or married dependents or any other persons included on the same membership application, shall have no voting rights, unless the additional membership fees are paid.

In general, voting will be limited to the dues paying member's immediate family only (husband, wife, and children eligible to vote). Other senior members of the family (e.g., parents living with the family, or other dependents), in spite of being treated and honored as members for other privileges (e.g., attendance at the meetings, admission at members' rates, etc.) shall have no voting rights, unless additional membership dues are paid.

For GSGA election of the officers / directors and trustees, each eligible member of the member's immediate family (and other members of extended family, if additional dues are paid for their membership) will be permitted to vote. Only those who have voting rights are eligible to be elected as directors or trustees.

In some instances, as explicitly provided for and stated in the Constitution and Bylaws guidelines, the family unit of membership is restricted to only one vote per family. For the matters where quorum is required, and only one vote per family membership is counted, only one adult member of the family will be eligible to vote.

To be a member in good standing, the individual or the family unit must have paid the required dues for the current year. The SAMAJ can terminate any membership per article 4.4.10.

##### 4.4.3 Miscellaneous: GSGA MEMBERSHIP STATUS (under special circumstances)

In the event of a death or departure of any member of the GSGA member family having annual family membership in GSGA organization, membership, the remaining members who would have enjoyed the membership rights per the definition of a family, had he/she not been departed, shall continue to enjoy the rights, benefits, and all privileges of family membership.

The surviving spouse, dependent parents, single unmarried children under the age 21, unless full time students, or disabled or handicapped, and single, unmarried dependent relatives, under the age 21 (unless full time students or disabled or handicapped) and living at the same residence address will all qualify to continue enjoying the GSGA membership rights, benefits, and all privileges of the family membership of ONE family.

In the event of a divorce, or separation, the membership rights, benefits and privileges will be extended for the remaining term of the membership to both spouses and all members of the family who were eligible before the divorce, (their single, unmarried children under the age 21 unless full time students, disabled or handicapped,

dependent parents living at the same address, and single dependent relatives under the age 21 (unless full time students, disabled, or handicapped) living at the same address).

#### 4.4.4 APPLICATION FOR MEMBERSHIP

All applications for membership shall be made on an official form of the SAMAJ and submitted to its authorized committee along with appropriate dues.

#### 4.4.5 REFUNDS

Membership dues, once paid, shall not be refundable, except in case of an initial rejection.

#### 4.4.6 TRANSFER AND ASSIGNMENT OF MEMBERSHIP

Membership in the SAMAJ shall not be transferable or assign-able to other persons.

#### 4.4.7 PROOF OF MEMBERSHIP

Membership cards may be issued to all current members annually, and if issued, they shall be required as proof of membership and identification for use of privileges of the SAMAJ. If membership cards are not issued, the receipt of the payment of membership dues, or the records of the SAMAJ will provide proof of membership.

#### 4.4.8 MEMBERSHIP PERIOD

As an exception because of COVID-19, GSGA will extend the membership, free of charge, of all paid members of 2019-2020, till 31st of December 2021.

Thereafter, the Annual membership period shall be from January 1<sup>st</sup> of the calendar year to December 31<sup>st</sup> of the calendar year. Membership can be restored or obtained any time in the year by paying the full amount of dues for the type of membership desired. There will be no pro rating of the membership dues.

#### 4.4.9 OBLIGATIONS OF MEMBERS

All members shall strive to fulfill the aims and objectives of the SAMAJ. No member shall engage in any activities which is detrimental to or against the objective of SAMAJ. No member shall engage the funds, the property, and the income of the SAMAJ towards the aims and objectives other than those listed in article 3. All members shall abide by the rules and procedures stated in the constitution and shall always maintain decorum at all committee meetings and general body meetings.

#### 4.4.10 LAPSE OF MEMBERSHIP

The membership privileges shall be lost for failure of payment of dues, or if membership is terminated for a cause by at least two-thirds majority in each of the executive committees: the board of directors, and the council of trustees. The executive committee shall send a written notice of intent of termination of membership stating the reasons.

The member will be given a chance to be heard before the executive committee. After such hearing, the executive board of directors may suspend the member by two-third vote of the board of directors, and two-third vote of the council of trustees, until the next general body meeting. At the general body meeting, where this matter will be given priority over other business matters, provided appeal for reinstatement is made in writing at least seven (7) calendar days in advance of schedule meeting and the decision taken at the general body meeting, by a simple majority, shall be final and binding.

#### 4.4.11 MEMBERSHIP FEES

The prevailing membership fees, approved by the Samaj, will be mentioned on our website.

## **5.0 ARTICLE 5. MANAGEMENT / GOVERNMENT of the SAMAJ**

### **5.1 MANAGEMENT:**

The Management and Government of all affairs of the GSGA shall be vested in two administrative bodies: (a) a committee or body consisting of the elected officers / directors, collectively known as and called the "Board of Directors" or "Executive board" or "the operating committee" hereinafter, and (b) the body of elected officers, collectively known and called as the "Council of trustees", or "the council" hereafter. These two administrative bodies are the supreme forums of this organization, in the manner specified hereunder. These board of directors and council of trustees, will be the governing bodies for all matters and affairs related with the GSGA operations, and will control all matters of policy enforcement and expenditure of funds of the GSGA. The council of trustees will be the supreme governing body for the financial controls, custody, and administrative management of GSGA assets, in excess of the yearly allowance to the board of directors.

Election of the managing body shall be conducted under the supervision of the election committee in accordance with the election procedure of the SAMAJ.

### **5.2 COMPENSATION TO EXECUTIVE COUNCIL MEMBERS (DIRECTORS) AND TRUSTEES**

The members on the board of directors, or elected officers on the council of trustees receive no remuneration or any monetary compensation in the form of wages or salary, fee, or stipend, or in any other manner from GSGA by virtue of such position or for serving on the GSGA administrative bodies.

### **5.3 PERSONAL LIABILITY**

The director, or the member of the board of directors shall not be personally liable for the debts, liabilities, or other obligations of the GSGA, incurred lawfully, in the course of discharge of his/her duties and assignments. The trustees or the members of the council of trustees are also indemnified against errors of judgment but will be responsible for and personally liable for willful negligence in all financial affairs, or fraud or embezzlement of GSGA funds.

### **5.4 BOARD OF DIRECTORS (OPERATING COMMITTEE)**

#### **5.4.1 NUMBER OF MEMBERS**

The Board of Directors shall be composed of a minimum of NINE(9) to a maximum of FIFTEEN(15) elected officers, who will have the rights to vote at the meetings of the executive board of directors, The preference will be given to up to TWO members in the age group 18-21 years.

#### **5.4.2 OFFICERS**

The executive board members will elect, appoint, or designate a president, secretary, treasurer, and any other position necessary. The officers will be Coordinators and facilitators to execute the functions and tasks undertaken by GSGA.

#### **5.4.3 DUTIES**

The PRESIDENT of the SAMAJ shall (a) preside over all the Executive Board of directors meetings and general body meetings; (b) be in charge and shall supervise all the activities of the Executive board; (c) perform all the tasks assigned by the General Body; (d) be the official spokesperson of the SAMAJ; (e) preserve, protect and defend the provisions of this constitution; (f) promote the objectives of the SAMAJ; (g) be the official custodian of the SAMAJ constitution, the state charter and relevant document for IRS tax exempt status; (h) provide guidance and leadership to members; (j) cast a tie breaking vote only at all the meetings of the Executive board of directors.

The SECRETARY of the SAMAJ shall (a) attend and keep the minutes of all the Executive board meetings and the meetings of the general body; (b) call meetings and send appropriate notices to the members with advice and consent from the president; (c) help the president in executing the decisions of the Executive board; (d) do the

necessary correspondence; (e) be in charge for the SAMAJ newsletter publication; and (f) perform all the duties reasonably assigned to him by the Executive board of directors.

The TREASURER of the SAMAJ shall (a) have custody of all the funds, property and securities of the SAMAJ and shall manage them efficiently; (b) when requested by a member in writing, allow the member, within three weeks, with consent from the President and Executive board, to examine the SAMAJ accounts and to make copy thereof at a predetermined time and place mutually agreeable to both the parties; (c) prepare annual financial reports of the SAMAJ and present them to the Executive board for approval and upon approval present to the General Body meeting; (d) file IRS returns annually at the end of the SAMAJ year (e) deposit all the funds with bank and /or savings and loan association within two weeks after they are received; (f) make every effort to settle all the accounts related to the event within one month.

The executive board of directors is free to elect, select or appoint, at its discretion, an ad-hoc or special purpose committee for any specific purpose, event or activity undertaken by the SAMAJ.

Other duties and obligations of the Operating committee or the executive board of directors are:

- The minutes of the meetings, inclusive of attendance record, day and date of meeting, all decisions made, and votes cast on each item, must be taken/recorded at all the meetings of the board of directors, as well as the Annual General Body meeting.
- All promises and commitments made to the general body must be followed through.
- The outgoing board of directors must transfer all original records and must facilitate smooth and seamless transfer of administration to the new board of directors, within a reasonable time period, not to exceed 30 calendar days from the day the term of the new or incoming board of directors becomes effective. Such records must include, and are not limited to, the following:
  - Minutes of all meetings
  - Financial records, including bank statements, canceled checks, checkbook registers, invoices, and other receipts
  - Mailing lists and other data bases
  - Software programs and other assets of GSGA
  - Copies of all newsletters, directories, and other publications of GSGA
  - All other records pertinent to the operations of GSGA
- The members of previous boards of directors must provide all necessary support, help and guidance in defending GSGA against any IRS audit or other such governmental agencies' audits and inquiries.
- All provisions of the constitution, especially relative to financial investments, must be adhered to. In order to ensure that the board of directors and the council of trustees remain sensitive, aware, knowledgeable, and alert about this, a soft copy or hard copy of the constitution shall be provided to them upon request, and/or also maintained on the GSGA's web page. Not having or not knowing the constitution will never be a cause or an excuse for its violation. All elected officers (office bearers) do promise and commit to honor, abide by, and protect all provisions of the constitution of the Samaj (GSGA), and they must adhere to discharging their functions and duties with due diligence.

#### 5.4.4 CONTINUITY

In order to preserve and maintain the continuity of GSGA functional plans or activities, at least TWO board directors or members, if willing, shall continue to serve on the executive board of directors from one year to the next.

#### 5.4.5 ELIGIBILITY AND QUALIFYING REQUIREMENTS FOR ELECTIVE POSITIONS ON THE BOARD OF DIRECTORS

The eligibility requirements and qualifications for any position on the executive board of directors are:

- (a) An age over 21 years for all elected members except for up to two members (if applicable), that may be under 21, but over 18 years old.
- (b) Valid membership in good standing, for the current year (year of the term of the executive board of directors

membership), and a member of the GSGA for at least one immediately preceding year, or member of GSGA for any three consecutive years.

- (c) Must be willing to honor, abide by and protect the constitution, bylaws, principles, values, and beliefs of the GSGA.
- (d) Must be able to communicate in Gujarati language (exception: two youth members)

#### 5.4.6 ELECTION OF THE EXECUTIVE BOARD OF DIRECTORS

All the members on the executive board shall be elected by the GSGA members in good standing for the current year.

If more candidates than the required number of available positions on the executive board contest for the board of directors, and those nominations are all eligible, an election will be held as per the election procedure.

No TWO or more members of the same GSGA member family may hold positions concurrently on the executive board of directors, or on the council of trustees (But one member of a family can be on the executive board of directors, and another different member of the same family on the council of trustees).

#### 5.4.7 TERM

The Officers or executive board members or directors shall be elected for a one-year term, with their term of office commencing on January 1st of the next applicable calendar year and ending on the December 31st of the applicable calendar year, or the election of their successors, whichever is later. No officer may be elected for more than four full consecutive terms to the executive board of directors, not counting the interim term.

The Executive Committee will be elected as per our tradition during the general body meeting around Diwali. The newly elected Executive Committee will be effective Jan 1st the following year. The interim period between the general body meeting and Jan 1st will be treated as a transition/mentoring period.

#### 5.4.8 POWERS OF THE EXECUTIVE BOARD OF DIRECTORS

The executive board will be authorized to conduct and be responsible for all GSGA operations.

The executive board members or directors shall have the power to make such rules and regulations and take such actions consistent with the constitution and/or bylaws, as may be necessary for the general management of the affairs and activities of the association. Subject to the applicable state and federal laws, and any limitation in these bylaws relating to action required or permitted to be taken or approved by the general members, if any, the activities, and affairs of GSGA will be conducted and all powers shall be exercised by or under the direction of the executive board of directors.

Decisions of the executive board of directors shall be final and binding on the organization, unless otherwise decided by a subsequent meeting of the board of directors, or council of trustees, or the general body.

#### 5.4.9 VOTING AT THE EXECUTIVE BOARD OF DIRECTORS' MEETING

Actions taken and/or decisions made or reached by the executive board, any sub-committee, any other steering committee, or governing body, or by general body will require an affirmative or favorable approval by a simple majority of its members present, unless otherwise explicitly stated and provided for in the bylaws.

A member is authorized to cast a proxy vote, on behalf of the board member or director in absence, provided the proxy representation is in writing, and is duly authorized and is verifiable.

#### 5.4.10 VACANCY and PROCEDURE FOR FILLING A VACANCY

In case any office on the executive board becomes vacant for any reason, whatsoever, the following procedure to fill in the vacancy will be followed:

##### Filling in vacancy ON THE EXECUTIVE BOARD OF DIRECTORS

A vacancy may be created by the removal, dismissal, or termination of a member (director) on the executive board or any other committee or sub-committee; or a vacant position may exist if eligible nominations received at



the general annual election were less than the number of open positions. Such a vacancy or vacancies on the executive board may be filled in by the general body, or may be filled in, by the executive board, upon approval by a simple majority vote, electing a replacement member on the executive board, for the remainder of the term of the board.

The vacancy may be announced, and nominations invited to fill the position at the next, pre-announced, executive board meeting. The nomination may be submitted by any member of the executive board or GSGA member if nomination is invited from general membership. This member shall be elected for the remainder of the term of the vacant position. An election may be held if there are more than one nomination for the same position, and no person shall cast more than one vote for this purpose, notwithstanding the number of positions, if more than one, a person may hold or represent.

In the event of a vacancy of the office of the president, the secretary shall take the charge temporarily until the position is filled. In the event of a vacancy in any position other than the president, such vacancy may be filled temporarily by appointment by the president until such time as the executive board of directors shall fill the vacancy. Normally, the vacancy has to be filled, and a replacement officer has to be appointed or elected at the next regular scheduled meeting of the executive board, after the vacancy has been announced. If no regular meeting is scheduled to occur within 45 calendar days of the date of vacancy, then a special meeting will be called to occur within said time.

Vacancies occurring in offices of officers/members of committees or sub-committees appointed at the discretion of the executive board of directors may or may not be filled as the executive board shall determine. If the number of members or directors on the executive board, then, at the time of filling in vacancies, is less than a quorum, and the remaining term is less than 90 days, the vacancy or vacancies may be filled by (1) unanimous written consent of the executive board members / directors then in office, or by (2) the affirmative vote of a majority of the members on the executive board, then in office at a meeting held pursuant to notice or waiver of notice complying with these bylaws or by (3) a sole remaining member on the executive board.

#### Filling in vacancy BY GENERAL BODY INVOLVEMENT

The members of GSGA may elect an executive board member / director, or a member of any committee or sub-committee, at any time, to fill any vacancy not filled, or not to be filled (if so, directed by the general body) by the executive board. If there are three or more vacancies on the executive board to be filled simultaneously, regardless of whether they occurred at the same time, or have been accumulated over a period, a special election shall be held within 60 calendar days, where the vacancies shall be filled in by the general body. The elections will be conducted by the election committee. All nominees must be present at this election, unless an absence is excused, for valid reasons, in advance by the chief election officer of the SAMAJ.

#### 5.4.11 OTHER TERMS AND CONDITIONS

In the event of a contested election, all votes shall be taken by secret ballots only, at the general body meeting, and also at the executive board of directors' meeting, unless an alternative method has been approved by the majority of members present at the meeting.

A replacement candidate must meet/satisfy all eligibility requirements and qualifications necessary as for any other executive board member / director elected by the general body.

A retired or dismissed member from the executive board of directors of the SAMAJ is eligible for re-election or re- appointment to serve on the council only after a period of at least one year following retirement or dismissal unless an exception is explicitly approved by a simple majority vote at the general body. (Retired person means one who has served on the executive board for any term, partial or full)

#### 5.4.12 RESIGNATION OF AN EXECUTIVE BOARD MEMBER / DIRECTOR

A member of the executive board wishing to resign from the office shall tender a resignation and shall give three weeks written notice to the designated president of the executive board of directors. Any such resignation shall

take effect three weeks from date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, an acceptance of such a resignation shall not be necessary to make it effective.

#### 5.4.13 REMOVAL OR DISMISSAL OF AN EXECUTIVE BOARD MEMBER / DIRECTOR

Any executive board member / director may be asked to resign, or if the choice of resignation is not acceptable, be removed or dismissed from the office by the affirmative vote of a simple majority vote of the council of trustees, and two thirds of the executive board of directors voting either in person, or by proxy, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the association, for functioning in a manner detrimental to the SAMAJ, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes, or for a demonstrated inability to carry out the assigned functions effectively. Any such officer proposed to be removed shall be entitled to at least five calendar days' notice in writing by mail or personal delivery of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

No board member or director can vote for any other absent director; and no trustee can vote for any other absentee trustee; however, an absentee voting or voting by a proxy is allowed on this specific issue with a written notification to the designated president or secretary of the executive board of directors, or the chairperson of the council of trustees, prior to the meeting. The vacancy created by such action shall be filled in by the same procedure as described above in article 5.4.10.

In a like manner, a no-confidence motion may also be conducted against any executive board member / director, by an affirmative vote of two thirds of the executive board and a simple majority of the council of trustees. Such a motion for removal of a board member may be considered upon request by any three directors on the executive board of directors, or any two trustees on the council of trustees, or, upon request in writing by at least 25% of the members of the SAMAJ in good standing. The member to be removed is still entitled to the five days' notice and a hearing for defense as described above, and all provisions and conditions mentioned above will be still applicable. If the executive board fails to take action as requested by at least 25% of the members of the SAMAJ in good standing, or the majority of the trustees, the same members or trustees may request a general body meeting to hear the case. The general body may remove a director or an executive board member by a simple majority vote.

#### 5.4.14 DISSOLUTION OR DISMISSAL OF THE ENTIRE EXECUTIVE BOARD OF DIRECTORS

In case of any serious matter or dispute that may jeopardize the ideals, principles, values, beliefs, objectives, and/or activities of GSGA, the entire executive board of directors may be dissolved either by the affirmative vote or approval of a simple majority of the voting members of GSGA present at a duly called-to-order-session of a general body meeting. The general body meeting may be called by a simple majority vote of the council of trustees. The general body meeting must be called for the specific purpose of dissolving the executive board of directors. In such a case, the general body may appoint/elect a care taker committee in the interim period before the elections are held.

Alternatively, the council of trustees may also suspend the operating committee and take over its functions temporarily in case of a serious dispute that may jeopardize the ideals, principles, values, beliefs, goals, objectives, mission, charter, and activities of GSGA. Such action must be unanimously approved by the entire council of trustees (not just the trustees present at the meeting). The council of trustees may take over and continue the operations of GSGA for the remaining term if the remainder of the term is less than or equal to 120 calendar days. If the remaining term is greater than 120 days, the council of trustees, then, must call the general body meeting within 30 calendar days to discuss the suspension and/or dismissal of the executive board of directors. At such a general body meeting, the suspending of the executive board of directors may be approved, or even one or more of the trustees may be replaced for a wrongful act or decision against the executive board of directors.

If the suspension of the executive board of directors is ratified, accepted, or approved by the general body, the council of trustees is, then, responsible for holding elections, and forming a new operating committee in accordance with the stipulations in the constitution, within 60 calendar days of the general body meeting where the dissolution of the operating committee (the executive board of directors) was approved. At this election, some, or all of the directors on the dissolved or suspended executive board of directors may be qualified and considered eligible for re-election for the remaining term. At such a meeting, the general body may also replace one or more of the trustees for a damaging or wrongful act or decision.

Such an election may also take place at the general body meeting where dissolution of the board of directors was approved, if the nominations were sought in advance, and have been received, assuming that the general body would approve the suspension or dismissal of the entire board of directors. The general body may decide to replace only specific directors, and not dismiss the entire board. The directors of the suspended or dissolved operating committee are still eligible to contest, except those who are specifically forbidden by the general body.

#### 5.4.15 VOTING PROCESS FOR REMOVAL OR TERMINATION OF A DIRECTOR (EXECUTIVE BOARD MEMBER)

All no confidence motions and voting on a matter of removal of any executive board member or electing a board member in case of a contest, must be conducted by secret ballot voting only, unless any other method (e.g. casting of votes by voice vote, or by raising hands, or any other acceptable method) is unanimously approved and accepted by all the voting members present at the meeting.

Upon request by any voting member on any issue being voted upon, the secret ballot method of voting shall be employed, even if any other method was approved and accepted earlier in the same or earlier meeting; in other words, a method of voting does not set a precedence.

## 6.0 ARTICLE 6. COUNCIL OF TRUSTEES

### 6.1 PURPOSE

The Council of Trustees, hereinafter called or referred to as 'the Council' or 'Trustees', shall monitor the overall activities of, and/or on behalf of GSGA, including those of its members, its affiliations, and its governing bodies- Executive Board of directors, hereinafter called and also known as 'Executive Board' or 'Operating Committee', to ensure that the activities are carried out in accordance with the objective of GAGA, and its broad mission, and in compliance with its charter.

The main role of trustees is to develop a long term vision for the future, and to propose plans and procedures having long range effects on operations and existence of GSGA in sound, stable and solvent manner.

The council of trustees will be charged or chartered with an overall financial control and financial management of GSGA, and better, prudent, and effective management of GSGA in terms of its long term vision. The council of trustees will serve as an advisory board and will also function as a governing body for planning, major goal setting, as well as be responsible for financial control, management, and supervision of GSGA assets in excess of the yearly allowance to the executive board of directors.

The council of trustees may set and follow-through specific goals to implement ideas for long term benefits to GSGA, to enhance the image of GSGA, and the Indian community as a whole, and to preserve and protect the interests and integrity of GSGA. Added advantages are that the trustees can address long range items which the board of directors does not find time to address due to routine activities and administration of GSGA affairs, and that with a small number of directors on board whose eligibility requirements are not as stringent (as those of trustees), any possibility of a potential permanent damage to goodwill and reputation of GSGA will be avoided by having additional controls in the hands of a body of five trustees of the association. The eligibility requirements and commitments of these trustees to the GSGA will be stringent as defined in this document in sections 5.3, 6.0 and 7.0. The council of Trustees shall not interfere with administration or management of normal, routine, day to day

affairs and operations of the GSGA board of Directors (operating committee), as long as they are consistent with the constitution, bylaws, goals, and objectives of GSGA. The rights and authority of trustees over the operations of the board are limited in scope, and the trustees will be responsible to perform their obligatory duties, as defined by this document, and/or as assigned by the general body from time to time, or as willingly accepted by them on their own accord.

The trustees will have rights, duties, authorities, and responsibilities as described below, and they will operate under the framework or structure, and the binding guidelines described hereunder.

## **7.0 ARTICLE 7. MEMBERS of the COUNCIL OF TRUSTEES and THEIR SELECTION PROCEDURE**

- 7.1 The Council of Trustees will consist of FIVE members.
- 7.2 If more candidates than the required number of trustees contest for the membership on the council of trustees, and those nominations are all eligible, an election will be held, and members of the council of trustees will be elected, as per the election procedure and rules outlined in this GSGA constitution. All the members on the executive board of directors and the council of trustees shall be elected by the GSGA members in good standing for the current year, except for the ex-officio member. In addition, the rules specified in this section will govern.
- 7.3 The qualifications or eligibility requirements for all council members or trustees are as follows:
- Valid membership in good standing for the current year (year of the term of the Council of Trustees membership)
  - Should have been an active GCGA member, prior to the election, for the past three (3) years
  - Must have served on the GSGA executive board for at least one (1) term in the past 10 years
  - Age 25 years or above
  - Must be willing to honor, abide by and protect the constitution, bylaws, principles, mission, and vision of GSGA.
  - Must be able to communicate in Gujarati language. Must be able to speak and read Gujarati language; preferably should be able to write in Gujarati script also.
  - At all times, the Council of Trustees shall have all members (a) who meet all membership and age requirements, and (b) who have recently served on the operating committee (the board of directors) for a minimum period of one year. Equivalent one year of experience of serving on an operating or executive committee of a similar voluntary community service organization (an organization of Asian Indians with an aim to protect and enhance the interests of the community of local residents of Asian Indian origin, or a nationwide community service organization, such as Red cross or Salvation army) within the last three years will be considered on a case by case basis.
- Note: Active members are those who have paid regular and full dues as an annually renewable family membership, but not associate membership.
- 7.4 A council member / trustee must exhibit the likelihood of continued residence in the Greater Metropolitan Austin area that is within Austin and its vicinity, within 125 miles radius of Austin), and must reside in this area during his/her entire term or tenure.
- 7.5 The satisfaction of the eligibility requirements will be verified by the current secretary on the board of directors.
- 7.6 The trustees will be elected by the general body only and may only be replaced by the general body. Exceptions: In the event of a Dismissal of a trustee, and/or Filling in a vacancy.
- 7.7 The term of each trustee (member on the council of trustees) will be 2 years, with eligibility to serve for no more than three(3) consecutive terms (not counting interim term) (for a total of no more than 6 years, not counting interim term). (An interim term is one when a position is assumed to fill in a vacancy.)
- 7.8 The trustees' election will be held every year, at the same general body meeting where and when the operating

committee members or the board of directors are elected. However, the trustees' election will be staggered. Two trustees will be elected every even year, and three trustees will be elected every odd year. For the very first year of the council of trustees' operation, among the five elected trustees, two or three trustees (depending on whether the first year of operation commenced in an even or odd year, respectively), to be selected by the council of trustees using any acceptable method, will have a three-year first term.

The newly elected Trustees will be effective Jan 1st the following year. The interim period between the general body meeting and Jan 1st will be treated as a transition/mentoring period.

- 7.9 The chairperson and secretary among the trustees are to be chosen or elected every year by the council of trustees, using any acceptable method of their choice, and not by the general body.

Filling in a vacancy:

When a vacancy occurs or arises on the Council of Trustees before the completion of the member's term (due to resignation, termination, dismissal, death, or any other cause), the council of trustees and the operating committee (board of directors) will jointly initiate the selection/election process. Nominations may be invited from GSGA general membership or may be submitted by any director or trustee. The chairperson of the Council of Trustees will seek the acceptance of the nominations, and the secretary of the operating committee will ensure that all the eligibility and qualifying requirements are met or satisfied.

All the eligibility requirements are the same as for any trustee to be elected at a general body meeting for regular election. No requirement shall be relaxed by the council of the trustees, or the board of directors. Vacancy will be filled by an election in a joint meeting of the Council of Trustees and the operating committee (board of directors), where each person will have only one vote, notwithstanding how many positions he/she holds or represents.

All nominees must be present at this election unless an absence is excused in advance by the designated election committee which should have been formed prior to seeking or accepting nominations. Such a committee will have at least three members, including at least one member from the executive board of directors, or an appointee by the board of directors, and two selected or appointed by the council of trustees.

In the event of a contest, the voting will be by secret ballots only. The vacancy must be filled within 90 days, if the un-expired term is not less than six months from the time the vacancy occurred. If the vacancy is not filled by the above process, a general body meeting shall be called to hold the election for the vacant position.

The chairperson of the operating committee, if not already on the council of trustees, or the secretary of GSGA board of directors, if the chairperson is already on the council of trustees, or is unwilling to serve, and secretary is not already on the Council of Trustees will automatically serve as a voting member of the council of trustees, during that interim period. If, however, the non-expired term is less than six months, he/she will serve as a voting member for that remaining term, or if both of them are unwilling to serve in that capacity, the Council of Trustees may decide to operate with fewer members and may choose not to fill in the vacancy. If the remaining term is more than six months, the new member will be selected in accordance with the above provisions. Such a selected member will serve only the non-expired term.

- 7.10 A retired or dismissed member from the Council of Trustees is eligible for re-election or re-appointment to serve on the Council of Trustees only after a period of at least one year following retirement or dismissal. (Retired person means the one who has served on the Council of Trustees for any term, either partial or full.)

## **8.0 ARTICLE 8. POWERS and RESPONSIBILITIES OF THE COUNCIL OF TRUSTEES**

- 8.1 The GSGA Board of Directors has identified a need for a council of Trustees with specific roles and responsibilities. This need stems from the considerations outlined below:

- Ensure Financial security, accountability and better, controlled, and prudent management of finances with

long term vision in sight without giving unrestricted, unlimited access to all the funds.

Financial management has two aspects: (a) physical security of funds, and (b) prudent allocation and utilization of funds for the right cause consistent with GSGA's original charter, mission and wishes of the community as a whole.

- Develop long term vision or goals for GSGA, and actively engage in pursuit of the same.
- Secure or provide a planned or organized guidance and assistance to the executive or operating committee or the board of directors for special events dealing with global or general tasks so that it can pay undivided attention and can focus on its ongoing operations.

Such tasks would include specific recurring events such as arranging and conducting elections, arranging, and conducting general body meetings, etc. And, certain not-so regularly recurring special tasks or events such as handling emergencies, and raising, managing, and disbursing emergency funds.

- Collaboration and working cooperatively and jointly with other organizations and represent GSGA in any federation of similar community service organizations or associations.
- Trustees must make contributions in terms of direct actions or activities, and results must be visibly produced, or at least the maximum possible efforts must be exerted.

8.2 Actions taken by the Council of Trustees will require approval by a simple majority of its members, unless stated otherwise.

8.3 The Council of Trustees will function as a supreme custodian of money and other assets of GSGA, and to ensure that the funds and other assets are properly utilized and invested to serve in the best interest of the community.

8.4 Trustees would be formally elected, and chartered with definite responsibilities along with duties, and accountability with personal liability for any willful negligence, fraud, or embezzlement of financial assets. They will have specific assignments and accountability as well as responsibility to the general body, along with checks and balances for smooth functioning. The trusteeship is not only a prestigious power position, but comes with important and significant responsibilities both jointly or collectively, and severely, as follows:

- Long term vision - Develop a vision, formulate a long term strategic view or plan for the SAMAJ, set a direction, propose the plan to execute in order to achieve/accomplish the stated goals, and actively engage in pursuit of the same
  - To uphold the GSGA constitution.
  - To enhance the image of the Gujarati community.
  - To address, oversee and participate in all Indian community unification (uniting) efforts.
  - To represent GSGA in any federation of similar organizations.
  - To affiliate with any federation of associations to portray one image of the Indian community, and present one voice on behalf of the entire Indian community in the Greater Austin area. One of the primary objectives is to cooperate whole heartedly in action and spirit with other non-profit, cultural, and social organizations, whether ethnic, regional, linguistic or the one representing all India and functioning/operating in the interests of all Asian Indians.
  - To render support during emergencies, crisis and natural calamity, disaster, tragedy, or catastrophe, and to arrange for emergency fund raising for special charitable cause or an non-recurring event, to consider, propose and initiate a 'matching fund' concept, if warranted, and to ensure proper and timely disbursement of the funds collected. Such efforts may be independent, exclusively by and on behalf of GSGA, or in collaboration with other associations.
  - To participate in and promote community image enhancing activities, such as contribution of the community to the local scene, support and drive special programs of high visibility, such as Blue Santa, educate community on political matters of special interest to Gujarati community, raise funds or otherwise support a political candidate in the interest of GSGA, etc. Join with other Indian organizations, if necessary.
  - To arrange for seminars for general education and benefits to the society, such as Immigration issues, Estate planning, Wills, Asset management, Social security benefits, Emergency care in the event of a serious accident, injury or death, Women issues, Self-defense, Raising families, Contribution to American society, Health and medical issues- first aid, CPR, general safety around home, school, yard, Drug abuse,

- Political awareness, etc.
  - To ensure all legal and necessary actions required to maintain the IRS 501 C (3) status as a non- profit organization are taken.
- Financial safety, safeguard, and security of GSGA funds; The finances and fiscal policy of GSGA, as stated in the section /article 14.0 of this constitution and bylaws will be amended as follows:
  - Fiduciary relationship, first with the community, and then with the executive board of directors.
  - Sound management and prudent allocation or appropriation of funds consistent with the mission and chartered goals and objectives of the GSGA, and in alignment with the wishes of the general body explicitly expressed.
  - Complete control and custody of all financial assets of GSGA in excess of the operating account of the executive board of directors.
  - A separate bank account for the operating funds of the board of directors, and other assets of GSGA, to be cared for, and managed by the Council of Trustees. There should be no mingling of funds allocated to the executive board of directors, and the funds in the custody of the council of trustees.
  - Adhere to Investment and Financial rules/guidelines for non-profit organizations, if any, available from Internal Revenue Services or the State of Texas.
  - Personal accountability and liability for the funds; each trustee held responsible collectively and severely.
  - A minimum of three signatures of authorized trustees required for any withdrawal of GSGA funds.
  - Arrange for accounts audits, and an independent audit of procedures, if needed, or if directed so by the board of directors, or the general body, or if deemed necessary, and decided by the council of trustees.
  - Ensure that GSGA maintains its 501(c)(3) non-profit status and income tax returns are filed in a timely manner.
- To engage into and manage GSGA fundraising events and programs.
- Provide guidance and assistance to the executive or operating committee or the board of directors for special events dealing with global or general tasks so that it can pay undivided attention and can focus on its ongoing operations. Such tasks would include specific recurring events such as arranging and conducting elections, arranging, and conducting general body meetings, etc. And, certain not-so regularly recurring special tasks or events such as handling emergencies, and raising, managing, and disbursing emergency funds.
- Promote Gujarati literature and culture
  - Recognize / honor well-known contributors.
  - Arrange / conduct Gujarati classes.
- Advise and alert the executive board of directors of any violation or non-observance of the constitutional provision. Advise and alert the executive board of directors if their action or intended action might have an adverse effect on long term liabilities of GSGA, or its non-profit, tax exempt status. Identify a need to exercise caution.
- Checks and balance:
 

Trustees have access to and custody of the GSGA liquid assets, but cannot spend the money in excess of \$250 petty cash allocated to meet their administrative or operating expenses.

They can only convince the board of directors to undertake a task where the funds are raised and/or spent. The executive board of directors can authorize expenditure but has a limited amount of money on hand. This system ensures financial checks and balances.

Trustees have custody of the funds, and responsibility to invest for maximum insured return, not speculative or aggressive and risky investments in commodity or stock market, or mutual funds. They can recommend the board of directors to authorize an event and can spend the money only if authorized by the board.

The Council of Trustees will monitor the capital account. The board of directors (operating committee) will be given an operating account with a balance of, no more than \$20,000, or 10% of the liquid assets of GSGA, (including the minimum amount required to be maintained in a checking account, if any, for a no-service fee

checking account of GSGA) at the start of the term of the executive board of directors. This would be their starting budget.

Any excess (over \$20,000) must be transferred to the trustees, at least once per year, when their term expires, or more frequently, if the board chooses to do so, or is directed by the general body to do so. In addition, all funds raised, and revenue generated via GSGA sponsored functions will be available to the board of directors in full during its term of operation. The treasurer or chairperson, or the secretary can operate the board of directors' account with only one signature.

Trustees can only advance or authorize additional fund, on an annual basis, up to 10% of the GSGA funds on hand, with the approval of a simple majority of (at least three) trustees. Actual disbursement of money from this account will require signatures of at least two trustees who have the signature authority to operate the bank account. If more than three trustees have the signature authority, then majority of trustees having the signature authority will be required to sign for withdrawal and/or disbursement of the funds. General body's approval will be required for any amount larger than the above mentioned aggregate total \$20,000 plus 10% of GSGA funds on hand, even if an advance or a commitment of such an amount is necessary prior to incurring actual expenses.

If and when the executive board of directors presents a budget and plan for a specific function or event, the trustees may advance an amount up to 10% of GSGA funds on hand, per event, but not to exceed a total of 10% of GSGA funds per year. The executive board of directors must go to the general body and seek approval or authorization, if another event within one year, or within their term requires more funds, and all available advance funds have already been allocated or spent.

If the board of directors raises funds during the year, any funds in excess of \$20,000 starting funds must be transferred to the council of trustees at the end of their term, even if the executive board has specific plans to use the funds next year, and the same executive board intends to continue to serve the GSGA.

Any GSGA funds in excess of \$20,000 will be retained in a separate account, not accessible to the board of directors, but accessible to the council of trustees only, with the trustees, having signature authority to operate the bank account, held liable and responsible for any use beyond the authorized limit.

The liquid assets mean cash on hand, and securities and/or bonds (not counting account receivable, or any other tangible real estate or other property, such as furniture, computer, etc.), less outstanding liabilities, including, but not limited to accounts payable, funds held for special purpose, special charity or emergency funds accounts, funds already allocated, appropriated and committed, but not yet disbursed.

The only budget for the operations of the Council of Trustees will be up to \$250 per year for petty cash expenses. Except for this, the trustees, have no budget of their own, and not an authority to spend any money, although they have the power, authority, and control for financial recommendations to and approval of an expenditure in excess of \$20,000 per year by the operating committee. In short, the trustees have the custody of and access to the GSGA funds, but have no authority to spend any, for any GSGA cause or otherwise, and the executive board of directors, who has an authority to spend, has an access only to limited funds.

Any amount over the upper ceiling must be approved by the general body, even if a single phase of a multiple phase program is below the upper ceiling amount. Major work or a long term plan having a long range effect and commitment on behalf of GSGA, such as buying land or a hall, must be proposed to and approved by the general body, even if the initial investment is well under the upper limit.

The Council of Trustees, within two weeks of receipt of the budget proposed by the operating committee, will vote on the budget. The yearly operating budget proposal must be presented in a timely manner as



described in paragraph 8.3.

The Council of Trustees will ensure an appropriate transfer of funds and other assets when the new operating committee takes charge.

- 8.5 Trustees must ensure that total GSGA assets are depleted by no more than \$15,000 or 15% of the available assets, whichever is greater, absolute worst case maximum in a given year. The executive board and/or trustees must suggest and implement programs to replenish the balance and recover the deficit or losses.
- 8.6 It is not recommended to keep on accumulating and increasing the GSGA assets by more than 15% per year from membership dues, and fees charged at the function (donations and special purpose raising of funds excluded), as it discourages attendance by making the functions/events overly expensive.
- 8.7 Trustees must make contributions in terms of direct actions or activities, and results must be visibly produced, or at least the maximum possible efforts must be exerted.
- 8.8 Trustees powers are limited in the following manner:
- No interference in the day-to-day operations of the board; trustees are not the big brothers watching over or policing all activities of the board.
  - No direct control over the board; however, can recommend to stop action if not conducive to GSGA's goals and interest; and if board does not agree, suspend the action until it is voted upon in a general body meeting called by or initiated by the trustees. (Do not box the board in a tight corner, or do not tie their hands down, or else nobody would want to volunteer on the board.)
  - The trustees are primarily an advisory council ; they have a fiduciary relationship with the executive or administrative board of directors, and each of them have a fiduciary relationship to the general body.
  - Trustees shall have no authority, even unanimously, to dismiss or terminate any duly elected director on the executive board; however, can dissolve or suspend the operation of the entire board, in an extreme case, if the situation warrants it. These must be special, extraordinary, unusual, demanding, and compelling circumstances to justify such a severe action. This may include:
    - Loss amounting to all available liquid funds of the operating account of the board of directors.
    - Obnoxious public behavior.
    - Ignoring general body's resolution, and/or any other constitution violation or breach.
    - Serious violation of duties or non-performance, and unwillingness to correct the situation.
    - Not releasing the GSGA funds.
    - Not paying accounts payable, etc.
- Then, if the board is suspended, and the remaining term is greater than 91 calendar days, they must announce the election within 30 calendar days and hold an election within 60 calendar days to replace the board. Must make the reasons for such suspension public within 21 calendar days of its occurrence.
- 8.9 The trustees may but are not necessarily required to attend the board of directors' meetings. However, they will oversee the activities of GSGA.
- 8.10 Trustees' suggestions, recommendations or proposals are not binding to the board of directors. However, if the board of directors decide not to act upon or follow-through with that within a reasonable time period or in a timely manner, space and opportunity must be granted to the trustees to present their case to the community via GSGA newsletter, for the trustees to seek broad scale support from the community.  
The board of directors must comply with such a request in the next upcoming GSGA newsletter, if it is not being mailed within five (5) calendar days, but no later than 30 calendar days of such a request, even if it requires publishing a special newsletter, otherwise, not scheduled.
- 8.11 The trustees may ask the board of directors to reverse, review or reconsider any operating decision reached by the

operating committee. The operating committee will then be required to review its decision (in presence of one or more trustees, if so requested) and postpone any and all actions until such time when trustees' request to review and reconsider a prior decision has been satisfied.

8.12 Two or more trustees may call or request the board of Directors' meeting under the following circumstances:

- To reverse, review or reconsider a previous decision by the operating committee.
- To consider or decide on trustees' suggestion, recommendation, or proposal.
- To arbitrate in a matter of conflict or controversy; that is to hear the matter which has caused or created a conflict or controversy, and an arbitration by the trustees is sought, requested, or has become necessary to review a controversial decision or issue for its resolution. (Note that financial matters involving an expenditure of over the maximum stated amount in article 8.4 above, where the responsibilities of the board of directors and the Council of Trustees are explicitly defined by this constitution are not subject to any arbitration. These regulations must be adhered to at all times.)
- To resolve any issue involving GSGA activities, where joint decisions by the board of directors and the Council of Trustees are required, or any matter having long range effects on GSGA operations if brought to the trustee's attention by any GSGA member(s).

Such a request must be complied with within 15 calendar days, and all actions arising out of or with regard to the matter of discussion (or under question) must be postponed till such a meeting hears the matter to resolve the same. In such a meeting, the chairperson or secretary of the board of directors, or the Council of Trustees shall have neither any veto power, nor any extra tie-breaking vote.

As an alternative to the board of directors' meeting initiated or called by the council of trustees, or if the issue is not resolved with the board of directors, the trustees will have an authority to call the general body meeting, and to postpone or defer any action by the board of directors, for a period not to exceed 60 days, or until the matter is decided by the general body. The board of directors must call the general body meeting within 60 calendar days of request by the Council of Trustees.

If a meeting of the board of directors is called for consideration of a request of the trustees to review, revisit or reconsider a previous decision by the operating committee, at least two-third majority of total number of directors on the board of directors (the operating committee) is required for any action against or contrary to the recommendation by the trustees. Note that two-third or greater majority of the total number of directors on the board eligible to vote, not among only the directors present at the meeting is required.

Absentee voting or voting in absence by an absentee director, in the board of directors' meeting will only be allowed on a specific or particular issue or item on the agenda, if the director had been previously notified of the issue in advance, and if the chairperson or secretary of the board of directors has received a written notification to that effect in advance. A director may not grant power of attorney to anyone else including any other director, trustee or GSGA member. No one will be allowed to vote in proxy for any other director who is absent from the meeting.

However, if the board of directors' meeting is called, and the board has taken or reached a decision by two-third or greater majority of a total number of directors on the board (operating committee), that decision shall be binding and effective, and the trustees shall have no extra-ordinary or special rights, authority or power to stop the action, unless the trustees call or request to call a general body meeting within 72 hours of the decision.

All actions by the board will be deferred till this time period is over. General body meeting to resolve the issue is the only recourse, and any and all actions must be deferred till such a general body meeting where the issue will be discussed, voted upon and decided.

The board of directors must comply with trustees' request to call a general body meeting within 30 calendar days of such a request.

If the decision is taken by the board by less than 2/3rd majority of the total number of directors on the board, and all being eligible to vote, the trustees may request, within 5 calendar days, another board meeting to reconsider the matter, and the board meeting shall be held within no more than 15 calendar days of the request.

All actions with regard to or arising out of that decision will be postponed till the board meeting.

After the second board meeting, the only recourse the trustees have is to call or request to call within 72 hours of the board decision, a general body meeting to resolve the issue. A general body meeting will be called by the board no later than 30 calendar days of the request.

No action shall be taken until the required time period is over and no further action is taken by the trustees, or until the issue is finally resolved at the general body meeting, if one has been requested.

The trustees will have no voting right at the meeting of the board of directors, except where the joint decisions by the board of directors and the council of trustees are required or called for by the GSGA constitution, standing or operating rules, bylaws and guidelines, or when a joint meeting is specifically requested by the board of directors, or the council of trustees, or a joint meeting is ordered by the general body.

- 8.13 Three or more directors on the operating committee may request a trustees' meeting. The trustees must, within 15 calendar days of a request, call a meeting of the Council of Trustees to consider any matter of concern, if at least three directors on the operating committee have requested such a meeting, or filed a verifiable complaint with regard to a GSGA activity being planned or contemplated or already in progress. All actions on behalf of GSGA must be deferred till the concern is reviewed and/or resolved.
- 8.14 The board of directors is authorized, by GSGA constitution, to affect a change in Standing or Operating rules, by at least a two third majority. In addition, the trustees must also agree to that change by a simple majority. If trustees do not agree, the operating committee is required to and must reconsider the issue and re-take votes. At such a meeting, trustees will have no voting right, and the board of directors can still pass the motion to affect a change in or amendment to the Standing rules upon two thirds or greater majority of the present body (that is, the total number of directors present at the meeting). Then, two or more trustees may request a board of Directors' meeting, within 72 hours, to reconsider the decision. In that event, when the council of trustees requested the board of directors' meeting to reconsider the decision, the procedure to be followed is per article 8.14 above.
- 8.15 The trustees will have no right or authority to dismiss, suspend or take any disciplinary action on any director on the board of directors (operating committee). However, they may recommend (if such a recommendation is deemed necessary, and approved by a simple, majority vote of trustees) the operating committee to take such disciplinary action(s) as appropriate to preserve the integrity and interests of GSGA.

## **9.0 ARTICLE 9. DUTIES OF THE COUNCIL OF TRUSTEES**

- 9.1 The council of trustees shall meet at least once in every three calendar months (minimum of four times in a calendar year).
- 9.2 The quorum requirement for the meeting of the Council of Trustees will be 50% or greater of the total number of voting members.
- 9.3 The meetings of the Council of Trustees will be open to all GSGA members, if a request to attend a meeting is received in advance by at least 24 hours.
- 9.4 The trustees' report will be presented for review by the general body, at least once a year, preferably at the

general body meeting to hold the election for the next upcoming term.

- 9.5 The chairperson and/or secretary of the Council of Trustees will share the performance of these duties:
- schedule the meetings and inform the GSGA members and operating committee representatives of the meetings of the council of trustees. Such a meeting notice must be given at least seven(7) days in advance for all normal, regularly scheduled meetings, except an emergency meeting,
  - function as a communication link or liaison with the board of directors,
  - maintain financial records of the council of trustees.
  - record or document the minutes of the meetings be recorded and must send or make the minutes available to the operating committee (executive board of directors).
  - The minutes of the meetings, inclusive of attendance record, day and date of meeting, all decisions made, and votes cast on each item, must be taken/recorded at all the meetings of the council of trustees.
  - Trustees must see that all promises and commitments made to the general body at annual general body, or any other special meeting, are followed through.
  - The outgoing council of trustees must transfer all original records and must facilitate smooth and seamless transfer of administration to the new council of trustees, within a reasonable time period, not to exceed 30 calendar days from the day the term of the new or incoming council of trustees becomes effective. Such records must include, and are not limited to, the following:
    - Minutes of all meetings
    - Financial records, including bank statements, canceled checks, checkbook registers, invoices, and other receipts
    - Mailing lists and other data bases
    - Software programs and other assets of GSGA
    - Copies of all newsletters, directories, and other publications of GSGA
  - The members of previous council of trustees must provide all necessary support, help and guidance in defending GSGA against any IRS audit or other such governmental agencies' audits and inquiries.
  - All provisions of the constitution, especially relative to financial investments, must be adhered to. In order to ensure that the executive board of directors and the council of trustees remain sensitive, aware, and alert about this, a soft copy or hard copy of the constitution shall be provided to them upon request, and one may be posted on GSGA's web page also. Not having or not knowing the constitution will never be a cause or an excuse for its violation. All elected officers (office bearers) do promise and commit to honor, abide by, and protect all provisions of the constitution of the Samaj (GSGA), and they must adhere to discharging their stated duties and functions with due diligence.
- 9.6 The chairperson of the Council of Trustees also functions as a secretary, facilitator, and coordinator for the activities of the Council of Trustees, unless the duties are shared by other trustees with consent among themselves.
- 9.7 The Council of Trustees will be available to the operating committee (board of directors) for consultation and advice. The council of trustees must make all reasonable attempts to attend all GSGA functions and events organized by the board of directors and must support and back-up the board of directors' efforts in every possible way. Once the decision is made, the trustees must support the board of directors' judgment and decision. (Should they have disagreement, non-concurrence, or grievances, they should be managed in time, prior to the event, according to the procedure outlined in section / article 8.0
- 9.8 A council of trustees member (trustee) must be an Active member, and must not miss two or more consecutive normal or regularly scheduled meetings or any three or more meetings (including all normal, regularly scheduled meetings as well as special or emergency meetings; any two or more meetings held at or within an interval or a time period of less than 21 calendar days will be counted as only one meeting) in a period of six calendar months, unless a short term absence has been notified and excused well in advance, and the short term absence is with a likelihood of return to active membership and continued residence in the greater Austin area served by GSGA during his/her

entire remaining term or tenure.

- 9.9 The failure to meet the meeting attendance requirements will form grounds for termination, and trustees may consider a resignation or a termination or dismissal by a simple majority vote and may pursue a replacement alternative to fill in the vacancy by following the procedure outlined in paragraph 7.10. A dismissed or terminated trustee will not be eligible to fill in the vacancy.
- 9.10 The chairperson and secretary and/or their designees from the operating committee shall be invited to attend all meetings of the council of trustees. At least, one of them or an appointed designee must attend the meeting of the council of trustees, and the Council of Trustees shall make all reasonable attempts (at least once), to accommodate the convenience of at least one of them for attending the trustees' meeting by making adjustments to the meeting time, schedule, and place, if necessary. When the Council of Trustees wish to discuss the suspension of the entire executive board of directors, if they choose to do so, no representative from the board may be invited to the trustees' meeting. (It is recommended that (a) the Council of Trustees shall inform them of all normal or regular council of trustees meetings at least 7 days in advance, unless the meeting is scheduled in an emergency, in which case they must be notified when the other trustees (members of the council of trustees) are notified. (b) Also, the Council of Trustees and the board of directors will try to avoid simultaneous or overlapping meeting, where the meeting schedule may conflict with each other, and may prevent any GSGA member from attending both meetings. The meeting of the Council of Trustees (at least a tentative schedule or date) will be announced in the GSGA Newsletter well in advance inasmuch as possible. (For example, the meeting of the Council of Trustees may be scheduled on third Saturday of first, fourth, seventh and tenth calendar months of a year.)
- 9.11 The chairperson and secretary of the board of directors will be the honorary (non-voting) members of the council of trustees, (and will be treated same as all other elected members (having voting rights) on the council of trustees), and they or their designees or any other director attending a meeting of the Council of Trustees shall have no voting right.
- 9.12 One or more members of the Council of Trustees will attend the operating committee meeting(s) at the request of the chairperson or secretary or by at least two members or directors of the operating committee, or by a majority decision taken by the council of trustees. Any trustee (member of the Council of Trustees), with the consent and prior approval of the chairperson of the Council of Trustees may attend the operating committee meeting, after informing the chairperson or secretary of the operating committee, and represent the Council of Trustees, and observe, and advise if requested.

It is incumbent or mandatory upon the board of directors to inform the Council of Trustees, or their designated representative, or its chairperson, of any meeting of the board of directors, including regularly scheduled meeting, or an emergency meeting called for a special purpose.

However, if a board meeting is called to discuss a sensitive issue or matter involving a particular trustee, (such as a problem or an interference caused by a trustee, any action, accusation or allegations by a trustee that might create a destructing or devastating effect on the operations of the board of directors), he/she may be requested not to attend the meeting, or the chairperson of the Council of Trustees may be requested to see that a particular trustee does not attend the meeting of the board of directors. It will be up to the chairperson of the Council of Trustees whether to accept that request. The board of directors, in no event may deny the entire Council of Trustees the chance to attend their meeting.

In any case, neither the Council of Trustees, nor the board of directors may hold more than two consecutive meetings, within a period of 90 days, without representation of each other in their respective meeting. A meeting adjourned and to be continued within 36 hours is considered one meeting.

If the matter or conflict prolongs, rather than having exclusive meetings of the executive board of directors, or the Council of Trustees, without each other's presence or representation, either a general body meeting may be called

to address the situation, an arbitration committee may be formed, consisting of either three or five persons, two to three of them to be chosen by the board of directors, and one to two to be selected by the Council of Trustees, depending on the size of the arbitration committee. The arbitration committee will consist of not-currently-active and elected directors or trustees; however, past directors or trustees may serve on such a committee. The arbitration committee's decisions or recommendation will be binding on the board of directors, and the Council of Trustees, unless a general body meeting is called to finally resolve the issue.

9.13 The council of trustees may suggest or recommend activities in the interest of GSGA. Such proposals originating within the Council of Trustees will be conveyed to the operating committee by the chairperson of the Council of Trustees.

9.14 For efficient functioning and handling of any special project or study, the Council of Trustees may create, form, or appoint and oversee the activities of any sub-committee(s) as needed, and may invite general members to volunteer in such sub-committees to work in the areas of their expertise, interest, and choice(s). At least one member on such a subcommittee from the operating committee (the board of directors) or its designate is recommended but is not compulsory or mandatory.

#### **10.0 ARTICLE 10. RESPONSIBILITIES OF THE OPERATING COMMITTEE (EXECUTIVE BOARD OF DIRECTORS) TO THE COUNCIL OF TRUSTEES**

10.1 The chairperson or the secretary of the operating committee (board of directors) must inform the chairperson of the Council of Trustees or at least two other trustees in his/her absence (or if the chairperson of the Council of Trustees could not be reached) with regard to the date, time, place and agenda (if available) of the meetings of the board of directors and must invite trustees' representative at all the board (operating committee) meetings. For exception, refer to paragraph 7.11.

10.2 The operating committee will send or make the minutes of the committee meetings available to the chairperson of the Council of Trustees or anyone designated by him/her.

10.3 An outgoing treasurer must prepare and submit the financial balance sheet, and propose a budget to the new operating committee, and should also disclose it to the Council of Trustees, and the general body. Disclosure of the financial statement or balance sheet to the Council of Trustees' MUST be made at least two weeks before the general body meeting. The proposed or recommended budget to the Council of Trustees' MUST be made at least two weeks before the term of the newly elected board of directors commences.

10.4 The operating committee shall bring to the attention of the Council of Trustees any unusual problems that face GSGA, or that could be anticipated, as soon as possible, so that corrective or remedial actions may be taken proactively.

10.5 The operating committee will give an account of all the funds and assets to the Council of Trustees, latest by the end of its term, and preferably, at least 10 calendar days prior to the general body meeting.

10.6 GSGA accounts must be internally audited, at least once a year and preferably once every 3 months, by someone other than the treasurer on the board of directors or any member of his/her family. The Council of Trustees must ensure that such an audit is or is being performed. If an audit is not performed in a timely manner (prior to 30 calendar days before the general body meeting), the Council of Trustees has a right to recommend, appoint or hire an auditor for this purpose.

#### **11.0 ARTICLE 11. NOMINATIONS and ELECTION of OFFICERS**

A set of rules governing or concerning the functioning and conduct of nominating and election committees and

election of officers, including election procedure/guidelines are listed hereunder.

**11.1 NOMINATING / ELECTION COMMITTEE**

**Creation of Nominating/Election Committee**

The Election process shall involve the formation/creation, by appointment or election (by general body or the executive board of directors) of a Nominating and Election Committee consisting of three members, including a designated chairperson or lead-person, who will be the chief election officer, at least 15 days in advance of the election.

- 11.2 The members of the Nominating and Election committee will solicit nominations for and identify potential executive board of directors members in the Community to be nominated for the next year's tenure on the executive board of directors and shall conduct or assist in conducting the elections at the general body meeting of GSGA.

**11.3 Eligibility Requirements, Terms and Conditions for members of Nominating/Election Committee**

All members of the nominating/election committee, nominees, nominators or proposes and second supporters, all must be GSGA members in good standing throughout the tenure of their duties and must be of the age of 18 years or over, at the start of their term, or at the time of action or participation to exercise such rights.

No two members of the same family membership may be on the nominating/election committee simultaneously and concurrently.

**11.4 ELECTION AND ELECTIVE POSITIONS**

**Nomination Requirements, Terms, Conditions, Restrictions**

Any GSGA member, in good standing, shall be eligible to stand for an election for any office of the executive board of directors, or the council of trustees, or any other committee or sub-committee created by the executive board of directors, council of trustees, or general body, provided such a member meets, on the election day, all the eligibility requirements as set forth in the constitution

It will be the responsibility of the president or secretary to ensure that all eligibility and qualifying requirements are met and satisfied for the nomination to be valid.

- 11.5 No two or more members of the same family may hold elective positions concurrently and simultaneously on the executive board of directors, or on the council of trustees, (the same administrative body), or nominating/election committee or any other sub-committee created by the general body or executive board of directors, or the council of trustees. However, one person may serve on more than one committee simultaneously and concurrently, and members of his/her family may also serve on different committees.

**11.6 NOMINATION FORM**

A candidate must be nominated or proposed by one or more members, and his or her nomination must be seconded by at least two(2) other members for the nomination. The nominee must accept the nomination.

For all nomination to be valid, the nomination, second supports and acceptance all must be in writing.

**11.7 RIGHT TO PROPOSE AND SECOND**

Any GSGA member, in good standing and of age 18 years or greater, has a right to nominate, propose or second any eligible candidate for the election.

Each GSGA member has a right to nominate and/or second up to as many candidates as the number of positions open- no more). No member can nominate, propose or second more candidates than a total number of positions open for election.

No member can nominate/propose and second the same candidate.

A family membership is considered one unit of membership for this purpose. There is only one right per family membership to nominate/propose and second any candidate for election.

- 11.8 No GSGA member can nominate, propose or second himself or herself or any member of his/her family (including

own self).

- 11.9 DUTIES AND TASKS of Nominating/Election Committee Submission of Nominations to General Membership  
The presentation of nomination duly nominated/proposed by a GSGA member, and duly seconded by at least the minimum other 'second' support, as stated (from any other member of the GSGA, in good standing) must be submitted in written form, and express permission and written acceptance / willingness to serve, of the candidate nominated for a specific office must be received by the Nominating Committee.

These must be received by the Nominating Committee, no less than 10 days prior to or in advance of the day of election, for the names to be published to the general body via newsletter. Any nomination received later than 10 days prior to election may not be published to the general membership. Only the Nominating Committee receives all the nominations for the elected positions.

The chair/lead-person of the nominating committee shall submit the slate (names) of nominees to the annual meeting of the general body. Nominations shall be disclosed, at any time, to the Executive council upon request.

#### 11.10 ADVANCE NOMINATIONS

No nomination from the floor shall be accepted unless the slate is not filled at least two days (48 hours) before the day of election. If a position is open at least 48 hours before the election and then a nomination is received, that position is still considered open, and nominations from the floor shall be accepted from the floor. All nominations received within 48 hours of election are treated as "effectively" received from the floor. Nomination may be opened if the position becomes vacant or open due to withdrawal of a candidate for any reason, or the advance nominee failing to get an affirmative support vote from at least 25% of the voting members in attendance.

#### 11.11 Presentation of Nominations or Slate to General Body

If number of valid and eligible advance nominations (those received at least 48 hours prior to the election) is less than the total number of positions open for election, advance nominees will be declared as winners elected uncontested, and election will be held only for the positions open. The position may be or may become open either because of no nomination, invalid, ineligible, or disqualified or rejected nomination or a withdrawal of nomination for any reason.

- 11.12 All members (candidates) nominated at least two days (48 hours) before the general body meeting for the elections to the offices of the council must be present, except in case of an emergency or a valid reason for absence, which is to be accepted and approved by the chair/lead-person of the Nominating/election committee and must be disclosed to the general body at the time the slate is presented, at the time of start of election proceedings. Otherwise, the absence of a nominee would invalidate the nomination. However, the nominees, who have been effectively nominated from the floor at the time of election, (including those who have been nominated before the election, but within 48 hours of election) must be present at the time of election. No nomination from the floor shall be accepted in the absence of those nominated.

#### 11.13 DEFERRED ELECTION

In the event, inadequate number of nominations are received for any of the elective positions or the nominations for all the available positions are or cannot be obtained, even after solicitation and all reasonable attempts to fill the vacancies or slate, the election(s) shall be conducted for the positions for which the nominations have been received, as long as the vacancies are less than 25% of the total number of positions. If vacancies are 25% or more, the election(s) for the vacant positions shall be re-scheduled to another date, within 45 days, in future. The second election(s) will be conducted regardless of the number of nominations received. The vacant positions may be filled, later, by the executive board of directors, or the council of trustees (by a simple majority vote of the members present in the executive board of directors' meeting, or the council of trustees meeting, as the case may be) for the open and available positions.

#### 11.14 GSGA MEMBERS' RIGHTS TO VOTE

ALL GSGA family members or single/individual members and student members, who have paid the regular and full dues in effect are considered in good standing on the day of election, and such members of or over the age of 18



years are eligible to vote, subject to the limitations and restrictions on voting rights and maximum number of votes allowed per family, as stated in the Constitution and Bylaws. Each member will cast one vote and only one vote. For the election, any person qualified to vote must have been a member at least 48 hours prior to the election time.

#### 11.15 CREATION OF ELECTION COMMITTEE

The election committee will supervise the election process. The actual election process shall be conducted and supervised by the election board/committee, (specially formed for that specific purpose) consisting of at least three(3) members. Normally, the nominating committee shall serve as an election committee, but if a member of nominating committee is absent, or is not willing to serve on the election committee, the general body will decide a replacement by a simple majority votes.

#### 11.16 SETTING OF ELECTION DAY, TIME, AND PLACE

The preferred day for the election shall be Saturday, Sunday, or holiday. Annual election of the executive board of directors and the council of trustees shall be held preferably in the month of October or November, at Deepawali time, but no later than the end of November. The date, place and timings of elections shall be published at least 10 calendar days in advance.

#### 11.17 ELECTION PROCEDURE AND TERMS OF ELECTION

The election for the entire executive board of directors, or the council of trustees, as a whole, for all the open and available positions, shall be conducted simultaneously, at the same time in one step (not for each position individually, one at a time).

#### 11.18 The elections must be held for ALL positions whether contested or not.

For the contested positions, the election must be by secret ballots only, and the person getting the majority votes will be elected.

For an uncontested position, the election may be held by voice votes or raising hands (in lieu of secret votes) provided it is agreeable to all candidates.

The candidate must be voted in favor of at least 25% of the voting members in attendance to get elected when the position is uncontested. If such is not a case, that position may be opened up for further nominations from the floor and election will be held amongst all duly nominated candidates, or the position will not be filled until the next election which may be scheduled on the same day or any other day selected by the general body if no other nominations are received.

No quorum requirements need be met or satisfied if election meeting is scheduled on any other day or the same day after adjournment for at least four hours.

#### 11.19 POWERS OF ELECTION COMMITTEE

In order to speed up voting or counting procedures, other methods with proper and necessary modifications or deviations to these rules and guidelines, may be utilized by election officer with proper approval of a majority of voting members attending the general body meeting.

In any matter of controversy, conflict or dispute pertaining the election, the decision by a majority vote of the election committee shall be final, binding and without further recourse, legal or otherwise. The Election Board (Committee) is authorized to declare the election valid or invalid for any specific position; and if invalid, the re-election will be held immediately on the same day.

#### 11.20 ELECTION PROCESS AND VOTING

The candidates receiving the highest number of votes, up to the number of positions to be elected/contested shall be elected. In the event of a tie-in the re-election will be held immediately.

#### 11.21 Other restrictions, limitations or provisions for the officers' election are:

- Simultaneous and Concurrently Serving on Two Independent Administrative Bodies is not allowed. No simultaneous duties on the board of directors and council of trustees by the same person, or any other

member in the same family. No GSGA member may serve as a director on the operating committee (the board of directors) and as a trustee on the Council of Trustees simultaneously and concurrently. Exception: paragraph 5.11, Filling in vacancy.

- No two or more members of the same family may hold elective positions concurrently on either the board of directors or the Council of Trustees. However, one person may serve on the board of directors (or the Council of Trustees), then, he/she cannot simultaneously and concurrently serve on the board of directors or on the Council of Trustees, but any other member of his/her family may serve on either the executive board, or the council where no other person from the same family is also simultaneously and concurrently serving.
- No candidate can contest for trustee's position and a director's position at the same election.
- No member (including anyone else in the same member family) can nominate and second more trustees than number of positions open for election; and no member (or a family member within the same family) can nominate and second the same candidate.
- An eligible candidate must accept his/her nomination, or else it is not valid.
- Each nominee must have been nominated by one member and seconded by two other members for any trustee's position.
- No nomination for trustee's position shall be sought or accepted from the floor. Candidates must have been nominated in advance.
- No canvassing of any kind, or solicitation of votes shall be allowed inside the hall, and within three hours of commencement of the general body meeting where the election would be held or conducted

11.22 The chairperson and secretary among the trustees are to be chosen or elected every year by the Council of Trustees, using any acceptable method of their choice, and not by the general body.

11.23 A retired or dismissed member from the Council of Trustees is eligible for re-election or re-appointment to serve on the Council of Trustees only after a period of at least one year following retirement or dismissal. (Retired person means the one who has served on the Council of Trustees for any term, either partial or full.)

11.24 The election shall be held by secret ballot voting only, for the positions contested. No Write-in candidate shall be allowed. Any nominee or his/her agent. (representative) may verify the validity of ballots cast and may request the re-counting of votes only once. The decision of the Election Board or Election Committee shall be final and binding. The Election Board (Committee) is authorized to declare the election valid or invalid for any specific position; and if invalid, the re-election will be held on the same day.

11.25 The nominees or candidates for the directors' positions and for the trustees may be allowed up to two to three minutes each (decided by the election committee), at the election time, to state, present and explain their platforms and experience, to justify his or her candidacy to the general body, and to present and express their qualifications, ideas and views as to why they are the best qualified to serve in that capacity, and why a vote to them will be justified (or, why they should be elected).

If a particular candidate decides not to use his/her allocated time, or uses less than the maximum allowable time, it will not be granted or added to the maximum time allowable to any other contestant.

No nominee will be allowed more than three minutes each to justify his or her candidacy to the general body.

11.26 For the election of any position on the executive board of directors, or the council of trustees, there will be no absentee voting, or voting by proxy, or voting by power of attorney.

11.27 New Directors shall be instituted, after the election, on the election day, although their term may not officially be till the first of January of the year during which they will hold the elected position or office.

11.28 The elected officers by virtue of their acceptance of their nominations, the results of election, and directorships or trusteeships agree to abide by the constitution and Bylaws, the Standing (operating) rules and Guidelines of GSGA in effect then, as well as during the course of their term(s) or tenure, including all amendments to the same.

## **12.0 ARTICLE 12. ADMINISTRATIVE MEETINGS : FREQUENCY and PROCEDURE**

- 12.1 The provisions of the constitution and bylaws of GSGA with regard to meetings procedures, frequency, quorum requirements, adjourned, suspended and/or carry-over meetings, requirements for the recording of minutes and proceedings of the meetings, rights of GSGA members to attend, etc. will apply to both the executive board of directors as well as the Council of Trustees.

### **12.2 BOARD OF DIRECTORS' AND COUNCIL OF TRUSTEES' MEETINGS**

#### **12.2.1 NUMBER OF MEETINGS**

The Board of directors may, by resolution, establish regular meetings and special meetings, as in its judgment are proper and necessary for the effective functioning of GSGA. Similarly, the trustees may decide their meeting frequency and schedule, and the council of trustees must meet at least once per quarter year.

#### **12.2.2 QUORUM**

Fifty (50) percent of the members of the executive board of directors present shall constitute a quorum to transact business for the executive board meeting or proceedings, unless stated otherwise for any specific provision(s). The trustees' meeting will require 60% of the trustees to attend in order to satisfy the quorum.

In the event the quorum does not exist, or quorum requirements are not met, that meeting shall be adjourned, and a council or trustees' meeting may be rescheduled at a later date by the members in attendance.

Such a re-scheduled, carry-over, follow-on or make-up meeting may not be called in less than 24 hours of the originally scheduled meeting, and no more than 30 calendar days after the originally scheduled meeting, or the next regularly scheduled executive board meeting, whichever is earlier. If a quorum cannot be established, even on the second attempt, the meeting shall be conducted irrespective of the satisfaction of quorum provision, the business transactions may proceed without the quorum, and issues shall be voted upon, except for actions which require a quorum to be present by the Constitution and Bylaws of GSGA, and the decisions made shall be binding. The voting rights are as stated in this Constitution and Bylaws.

#### **12.2.3 LOSS OF QUORUM AFTER COMMENCEMENT OF THE MEETING**

The members present at a duly called and held meetings at which a quorum is initially present, at the time when meeting is called to order, may continue to do business notwithstanding the loss of a quorum at the meeting due to a subsequent withdrawal of members from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or these bylaws.

#### **12.2.4 FORCE OF ACT OF EXECUTIVE BOARD OF DIRECTORS, OR THE COUNCIL OF TRUSTEES**

Every act of decision done or made by a majority of the members present at a meeting duly held at which a quorum is present shall be the act of the executive board of directors, or the council of trustees, unless provisions of any specific state or federal law or these bylaws require a greater percentage or different voting rules for approval of a matter by the executive board of directors.

##### **Meeting Place**

Meetings shall be held at the principal office of GSGA, if any, or in the metropolitan area of greater Austin, as designated from time to time by resolution of the executive board of directors.

#### **12.2.5 MEETING NOTICE**

Regular meetings of the executive board of directors or the council of trustees may be held without notice, if a schedule or a certain day of a certain week of every calendar month is scheduled for the meeting, and the meeting place and times are decided well in advance. Special meetings of the executive board or the council of trustees shall be held upon four calendar days' notice by mail, telephone, email, or facsimile (fax).

If sent by mail, email, or fax, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the email company or fax transmission office. Such notices shall be addressed to each executive board

or council member at his or her address as shown or listed on the books of GSGA, maintained by the president or secretary. All elected as well as appointed officers are required to register their current addresses with the president and/or secretary and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof. Notice of the time and place of holding an adjourned meeting need not be given to absent executive board members / directors, or absent trustees, if the time and place of the adjourned meeting are fixed at the meeting adjourned, and if such adjourned meeting is held no more than 48 hours from the time of the original meeting. Notice shall be given of any regular or special adjourned meeting to directors or trustees absent from the original meeting if the carry-over meeting for the adjourned meeting is held more than 48 hours from the time of the original meeting.

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of the meeting or the subject or business transactions scheduled to be conducted, or the agenda need not be specified in the notice but is recommended and known agenda shall be disclosed upon request by any director, trustee, or any member of GSGA.

#### 12.2.6 RECORDING OF PROCEEDINGS OF MEETINGS

Minutes of all meetings, regular or special, shall be taken or recorded and approved at the next subsequent meeting of the same body. The approved minutes shall be maintained in the book of the minutes of the meetings for each administrative body of GSGA.

#### 12.2.7 GSGA MEMBER'S RIGHT TO ATTEND

The executive board of directors' and council of trustees' meetings are open to all GSGA members, with prior request, and/or GSGA invited guests only, but only the members of the executive board (directors) are eligible to vote at the executive board meetings, and the trustees are eligible to vote at the council of trustees' meetings.

#### 12.2.8 Actions of executive board members (directors) or council of trustees members (trustees) by unanimous written consent without a meeting.

Any action required or permitted to be taken at any meeting of the Council of Trustees, executive board of directors, or any other committee, under any provision of law or these bylaws, may be taken without a meeting if all members of the executive board of directors, council of trustees, or any committee shall individually or collectively consent thereto in writing, and the writing or writings (written consent or consents) are filed with the minutes of proceedings of the executive board of directors, or the council of trustees, or any other committee. Such action by written consent shall have the same force and effect as the unanimous vote of the Council of Trustees or board of directors members. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Council of Trustees or the executive board of directors without a formal meeting, and that the bylaws of GSGA authorize the Council of Trustees and board of directors members to so act, and such statement shall be 'prima facie' evidence of such authority.

#### 12.2.9 ATTENDANCE VIA CONFERENCE CALL

Members of the Council of Trustees or board of directors or any committee may also participate in a meeting of such council of trustees or board of directors or committee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

#### 12.2.10 Right to Call or Request the Council of Trustees or Executive Board of Directors' Meeting by GSGA members

Three or more members (directors) of the board of directors can request a board of directors' meeting, two or more trustees can request a trustees' meeting to be held, or Ten or more general members can request in writing for a special executive board meeting, or the Council of Trustees' meeting, stating the issues to be discussed. They must also plan to attend such a meeting. A Family unit of membership is considered one general member for this purpose. A council of trustees meeting or the executive board of directors' meeting shall be called, by the president or secretary, within 21 calendar days of receiving such a request, and the requesters will be invited to attend such a meeting. Such special meetings shall be held at the place, within the state of Texas, within greater

Austin area, preferably designated by the person or persons calling the meeting, or in the absence of such designation, at the place designated by the executive board, or the Council of Trustees, or at the principal office of GSGA, if any.

#### 12.2.11 RIGHT TO REQUEST AN ITEM TO BE PLACED/INCLUDED ON AGENDA

Any GSGA member may request an item for discussion to be included in the agenda for a regularly scheduled and announced meeting of the executive board of directors, or the Council of Trustees, at least 48 hours in advance of the meeting. Any late requests for any subject or topic to be included in the agenda will be considered, time permitting, as a new business at the meeting of the executive board of directors of GSGA or at the meeting of the council of trustees of GSGA, as applicable.

#### 12.2.12 MEETING ATTENDANCE REQUIREMENTS FOR THE BOARD OF DIRECTORS

An executive board member must be an Active member, and must not miss any three or more consecutive normal or regularly scheduled meetings or any three or more out of five total meetings including all normal, regularly scheduled meetings as well as special or emergency meetings; any two or more meetings held at or within an interval or a time period of less than 5 calendar days will be counted as only one meeting) in a period of four calendar months, unless a short term absence (because of illness or being out of town, for instance) has been notified and excused well in advance, and the short term absence is with a likelihood of return to active membership and continued residence in the greater Austin area serviced by GSGA during his/her entire remaining term or tenure. The failure to comply these requirements will result in termination.

A dismissed or terminated executive board member will not be eligible to fill the vacancy. Once terminated, he/she shall not be eligible for re-election in any special election(s). The eligibility can be re-gained only at the next general election(s) for the entire executive board of directors.

The written approval for remaining absent from executive board meetings for valid reasons may be given or granted to a member for a maximum of four months.

#### 12.2.13 Conduct of the Executive Board of Directors meeting

The order of succession for presiding over the executive board meetings shall be the president, the secretary, the treasurer or one of the executive board members selected by the executive board members / directors present at the meeting.

### 12.3 GENERAL BODY MEETINGS

#### 12.3.1 FREQUENCY AND PURPOSE

An "annual meeting" of the General Body shall be held at least once a year every year, within plus or minus ninety calendar days of closing of the official year (the calendar year) (that is, either before the close of the official year, or after), to transact the following business:

- Review of the activities of the past year
- Presenting annual reports
- Financial reports, (audited reports, if available)
- Presenting and approving financial accounts
- Election of officers
- Adopt amendments to the Constitution
- Transact policy matters
- Miscellaneous matters duly included in the agenda
- Any other matters of importance for the growth and well-being of the organization
- Any other matters from the floor, time permitting

The decisions and actions taken by the general body shall always take higher priority than those by the executive board, or the council of trustees, and may replace or overrule the decisions and actions taken or planned by the executive board of directors, or the council of trustees.

#### 12.3.2 SPECIAL MEETING(S)

If, for any reason, a meeting of the general membership of the association is deemed necessary by the executive board, or the council of trustees, to discuss any issue(s) of importance which may need urgent consideration, the executive board of directors, or the council of trustees may call special meeting(s) provided the members are notified 10 calendar days in advance of such meeting(s). The general body meeting may be petitioned in writing by at least 10% of the members in good standing. Such petition shall be filed with the president or secretary of GSGA executive board stating the purpose of the meeting. The General Body meeting shall be called within 30 calendar days of the receipt of such a request. A family membership shall be regarded as one unit of membership for this purpose.

#### 12.3.3 QUORUM

25% attendance in person, of all the GSGA members in good standing shall constitute the quorum sufficient for the Annual Election and/or for transactions of all business activities in a General Body meeting. No business shall be considered by the general body at any meeting at which a quorum, as herein defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Meeting may not be called to order, even if a member or members are expected to arrive late and their presence would satisfy the quorum requirement. However, commencement of the meeting may be delayed till quorum is satisfied, without adjourning it.

#### 12.3.4 ADJOURNED OR CARRY-OVER MEETING

If quorum requirements are not met the first time around, that meeting shall be adjourned, and a general body meeting may be rescheduled at a later date by the members in attendance. Another suitable date shall be selected for the General Body meeting, when a satisfactory quorum can be expected. Such a re-scheduled meeting may not be called or held in less than 4 hours of the originally scheduled meeting, and no more than 45 calendar days after or following the originally scheduled meeting.

A verbal announcement or information about the date, time, and place of the carry-over meeting to the members present shall constitute a notice to the general membership. Such a carry-over meeting need not have a quorum and official GSGA business may be conducted.

#### 12.3.5 RESPONSES BY MAIL

In the event, the responses to a certain matter or issue are sought by mail, from the general body, because the executive board or the council of trustees has decided that holding the general body meeting is impractical, the quorum requirement will be the same as the general body meeting. At least 25% of the members in good standing, eligible to vote, must have mailed or submitted their responses. However, if the quorum (25%) is not satisfied, no second attempt to seek mail responses shall be made.

#### 12.3.6 LOSS OF QUORUM

The members present at a duly called and held meetings at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a subsequent withdrawal of members from the meeting, if the quorum was present when the meeting was called to order and provided that any action thereafter taken must be approved by simple majority of the required quorum for such meeting.

#### 12.3.7 ELIGIBILITY FOR MEETING ATTENDANCE

The general body meetings shall be open to the GSGA members in good standing only. The minutes of each general body meeting shall be recorded and maintained by any person designated or appointed by the general body, or if no other person is so designated or appointed, by the president or secretary.

#### 12.3.8 GENERAL BODY MEETING NOTICE

The entire membership (all the members) will be given at least 10 calendar days' notice, in writing, via mail or newsletter or other approved means of written communications.

#### 12.3.9 VOTING AT GENERAL BODY MEETING

Voting at any general body meeting of the membership shall be by one vote for each adult constituent member in good standing, unless stated otherwise, and may be cast in person only.

When there is a quorum, a majority vote of the members present and voting shall constitute a decision, unless the vote of a greater or lesser number is required by the Constitution and/or Bylaws.

For the purpose of election of executive board of directors, or the council of trustees' members, each adult constituent member of GSGA will have a right to cast one vote only. For the purpose of establishing quorum requirements, a family unit of membership shall have one vote per family membership.

### 13.0 ARTICLE 13. FINANCES AND FISCAL POLICY

#### 13.1 FISCAL POLICY

The Fiscal year of the GSGA shall begin on January 1, of each calendar year and end on December 31st of each calendar year.

#### 13.2 FINANCIAL RESPONSIBILITY

The executive board of directors shall be, collectively, responsible for the financial operation of the GSGA for the funds made available to them, and the council of trustees will be responsible for all other GSGA funds and assets. The executive board will select third treasurer to execute and implement the financial policies of the association.

13.3 No part of the net earnings of the organization shall inure to the benefit of any member of the organization.

#### 13.4 CREATION OF RESERVE FUND

GSGA council of trustees may form or create a reserve fund as and when deemed necessary.

#### 13.5 AUTHORIZATION FOR EXPENSES

All expenditures must be approved in advance by majority of the members present at the executive board meeting, provided the quorum is satisfied.

No member of the executive board shall be authorized to incur any major expense other than the pre-approved or budgeted amount authorized by the council.

Without expressed approval, the executive board member-at large may spend \$25.00 maximum and the president, secretary or treasurer may spend up to \$50.00 each to meet the emergency needs of the SAMAJ.

All expenditures in excess of the allowable limit must be approved by at least two-thirds majority of the members present at the executive board meeting.

#### 13.6 DEPOSITS AND ACCOUNTS

All the funds of the Association, not otherwise employed, shall be deposited from time to time to the credit of the association and in the name of GSGA, in savings or checking account(s), in the name of the GSGA, at such local commercial banking institutions with national charter, savings and loan associations, credit unions, trust companies or other depositories which are insured under FDIC or similar equivalent federal agency, as the executive board or the council of trustees may select for their respective accounts to be managed by them, or as directed by the general body. Such funds must be federally insured, and in no banking institution, the funds in excess of insured amount shall be deposited. Explicit approval from general body is required for any and all uninsured deposits or investments.

#### 13.7 DISBURSEMENTS AND SIGNATURE REQUIREMENTS

All expenses and disbursements are to be supported and substantiated by appropriate receipts, and appropriate officer(s) in custody of checkbooks shall make payments for all authorized expenses for which invoices, receipts or vouchers are provided, unless otherwise instructed by a majority of members on the executive board. All evidences of expenditures will be submitted to the treasurer for record keeping. The treasurer shall keep accurate records of all the receipts and expenditures, and file relevant evidence consisting of receipts, vouchers, and invoices, canceled

checks, canceled, or recorded deposit slips and the reconciled bank statements, in a professional manner. Likewise, the designated trustee of the council of trustees will maintain such records and perform similar duties for the accounts managed by and under control of the council of trustees.

#### 13.8 GIFTS AND DONATIONS

The executive board of directors and/or the council of trustees may accept on behalf of GSGA, gift, bequest, or devise for the religious, cultural, educational, and charitable or humanitarian aid purposes of GSGA.

#### 13.9 AUDIT AND INSPECTION OF ACCOUNTS

The executive board of directors, or the council of trustees may, at its discretion, or if directed so by the General Body, (upon a simple majority vote in a General Body meeting), request an independent audit, inspection, and review of the GSGA accounts. A CPA may be appointed, if deemed necessary, to inspect, review and audit the books of the SAMAJ. The treasurer, in particular, will assist with such an audit along with the president and secretary of the executive board, as well as the trustees on the council of trustees also assisting with the task of an audit of GSGA accounts. The CPA shall examine all the books and submit his report to the executive board or the council, or to the committee appointed to receive such reports by the general body. The reviewed accounts shall be printed and distributed to members at the general body meeting, or via newsletter, or via approved means of written communications. The distribution may be only 'on request' or 'on demand' basis.

#### 13.10 Insurance for GSGA Assets

The executive board of directors, or the council of trustees may adopt a resolution authorizing the purchase and maintenance of a liability insurance on behalf of GSGA, or any member, director, officer, agent or employee of GSGA, against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the GSGA would have the power to indemnify the agent against such liability under the provisions of existing law for non-profit organizations.

#### 13.11 MEMBERS' RIGHTS TO INSPECT FINANCIAL RECORDS

Any GSGA member, in good standing, has a right to review, inspect and request copies of the financial information of the GSGA, a right to inspect the financial statements and accounts in details, and a right to demand an explanation of the GSGA income and expenses, when a written request is submitted to the council. The council must honor and comply with such a request, and the treasurer the president or secretary must make the updated financial information, including the statement(s) of income and itemized expenses available for review, within 30 calendar days of the receipt of such a request.

#### 13.12 GSGA RECORDS, REPORTS AND SEAL/STAMP

##### 13.12.1 MAINTENANCE OF GSGA RECORDS

All GSGA records shall be kept at its principal office, if any, or a place designated by the general body, or by the executive board of directors, with the president, secretary, or treasurer, as designated, and trustees record shall be maintained by a trustee on the council of trustees designated for and entrusted with this record keeping responsibility.

##### 13.12.2 RECORD KEEPING

The general body of GSGA, Gujarati Samaj, will create a position of a Historian, and will elect, select, or appoint an entrusted individual to that position. The following will apply to the Historian's position:

- This position is not subject to regular annual election, nor does it have any limitation of term of duties.
- Historian has no voting rights at any meeting of the board of directors, or the council of trustees.
- Historian's primary job is to maintain all records of GSGA in an orderly fashion from year to year and make them available for reference. Therefore, Historian must be a well-organized person who pays attention to details.
- Historian will be appointed by the general body for an indefinite term. That position cannot be replaced or



dissolved by either the board of directors, or the council of trustees. However, they can present their case and recommend general body for a replacement, if necessary. Only general body can discharge or dismiss the historian or release him/her from the duties of this position. If a historian voluntarily decides to submit his/her resignation, the board of directors and council of trustees may accept or deny the resignation by a simple majority vote. The archived and accumulated records of GSGA will, then, be transferred to the council of trustees. A new or replacement historian will be appointed by the general body at next election.

- Historian shall publish an annual report to the general body at annual general body meeting.
- Historian will have a right to publish his/her case or a complaint of non-compliance against the board of directors or the council of trustees in the GSGA newsletter, and those privileges cannot be denied.
- Historian shall have a right to call the general body meeting to mandate required actions or compliance on the part of board of directors, or the council of trustees. At such a meeting, the general body will have a right to replace any non-complying or non-cooperative officer, including the historian.
- Historian has a right to ask the board of directors, and the council of trustees, to make sure that the minutes of their meetings are recorded. The meetings must be sent to the historian within a reasonable time not to exceed 45 calendar days after the meeting is held. The minutes of the meetings shall include the attendance record, day and date of meeting, all decisions made, and votes cast on each item.
- The outgoing board of directors and the council of trustees must transfer all original records to the historian at the end of their term, within a reasonable time period, not to exceed 30 calendar days from the day the term of the new or incoming council of trustees becomes effective. Historian will facilitate a smooth and seamless transfer of administration to the new board of directors and the council of trustees. Records given to the historian must include, and are not limited to, the following:
  - o Minutes of all meetings
  - o Financial records, including bank statements, canceled checks, checkbook registers, invoices, and other receipts
  - o Mailing lists and other data bases
  - o Software programs and other assets of GSGA
  - o Copies of all newsletters, directories, and other publications of GSGA.
  - o All other records pertinent to the operations of GSGA.
- Historian shall maintain an up-to-date copy of the constitution and bylaws, as well as standing rules of the GSGA and all of the amendments thereto.
- Historian's budget is limited to \$100 per year, with \$500 initial starting budget, to see that all records are collected, archived, and stored in a proper manner, and organized fashion. Historian must submit all necessary receipts for expenditure. Historian shall receive no monetary compensation for his/her services.

#### 13.12.3 GSGA members' Inspection Rights

Every member shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of GSGA, if any. If such records are maintained at the residences of the elected officers, a request for such action shall be made to the president or secretary and shall be honored or complied with within 15 days.

#### 13.12.4 Rights to Copy and make Extracts

Any inspection under the provisions of these bylaws may be made in person or by agent or attorney, and the right to inspection includes the right to copy and make extracts. The GSGA will be entitled to reasonable fees to defray the costs associated with providing such services.

### 14.0 ARTICLE 14. PRACTICES and PROCEDURES

#### 14.1 Matters that require Actions by General Body

The Financial matters having long range effects shall be voted upon and decided by a simple majority vote in a General Body meeting, unless otherwise provided for in the Constitution and Bylaws. Such matters will include:

- (a) Types of Memberships and Membership dues

- (b) Business/organizational membership and/or other institutional membership categories
- (c) Affiliation with any other organization
- (d) Purchase of permanent facilities and/or real estate
- (e) Liquidation of assets of GSGA
- (f) Dissolution of the Association

**14.2 Transfer of Records**

All financial records, minutes of meetings, the GSGA correspondence, the membership roster, copies of newsletters and other documents of official business of the GSGA shall be transferred to the new executive board of directors, and new council of trustees from the outgoing board or council, in a timely manner, preferably during the transition period.

**14.3 Mailing Lists**

The GSGA mailing list or address list should not be given or released or sold to any unauthorized person or to any business for any commercial purpose. It is to be regarded and treated as GSGA confidential data, property, and assets. However, it may be shared, free of charge or at nominal cost, with any other non-profit or charitable organization or any other affiliate or parent organization.

**14.4 Mail**

All GSGA mails must be received at a public address, such as a mail box, or a postal box; and its key(s) must be handed over to the newly elected, incoming executive board of directors, within 3 calendar days of the commencement of their term. Timely response and timely action are necessary and are of the essence.

**14.5 Use of GSGA facilities for other commercial purposes**

No commercial use of GSGA rented or owned facilities should be allowed for distribution of pamphlets or commercial displays without prior authorization by the council. Display of any kind and distribution of all pamphlets and/or announcements, whether commercially oriented materials and public notice or otherwise, before, during and after GSGA sponsored functions or events, on the premises, including the associated parking lots, obtained by GSGA is prohibited without the prior permission of GSGA.

**15.0 ARTICLE 15. DISMISSAL OF A TRUSTEE**

A trustee may be asked or requested to resign by a two third majority of the executive board of directors, or a simple majority of the council of trustees. But, if the choice of resignation is not acceptable, a trustee may be dismissed for a good cause (reason), by the general body only. The board of directors or the council of trustees can call or initiate a general body meeting to dismiss an excessively interfering trustee whose action might impede the smooth functioning of the board. Either of above can terminate a trustee, or a director. The elected director or trustee may be asked or requested to resign but cannot be forcefully terminated in any way other than aforementioned.

**16.0 ARTICLE 16. DISSOLUTION OF THE COUNCIL OF TRUSTEES**

**16.1** In case of any serious dispute, on account of, or involving the Council of Trustees, which may jeopardize the ideals, mission, charter, goals, objectives, or activities of GSGA, the Council of Trustees may be dissolved by the approval of a simple majority of the voting members of GSGA present at the general body meeting, where such matters may be voted upon.

**16.2** All elections, no confidence motions, and decisions on any GSGA business issue will be conducted by secret ballot voting, or the votes may be cast by voice vote, or by raising hands, or any other acceptable method at the meeting of the Council of Trustees. However, any method other than secret ballot must be unanimously approved and accepted

by all the voting members present at the meeting. Upon request by any voting member on any issue being voted upon, the secret ballot method of voting shall be employed, even if any other method was approved and accepted earlier in the same or earlier meeting; in other words, a previous method of voting does not set a precedence.

## **17.0 ARTICLE 17. AMENDMENTS**

### **17.1 Procedure to Oversee Amendments, Changes and Revisions to Official Instruments of GSGA**

The council of trustees, or the executive board of directors shall have no right, power, or authority to change any provision that materially and adversely affect the fundamental and basic rights of members, if any, as to voting or transfer/upgrade of membership, participation in election, etc.

Subject to any provision of law applicable to the amendment of bylaws of non-profit organizations, the constitution and bylaws, any or all of them, may be altered, amended, or repealed and new replacements adopted as follows: Once and if, the GSGA has been incorporated, its "Articles of Incorporation" shall not ever be amended to alter any statement which appears in the original 'articles of incorporation' and of the names and addresses of the first directors.

of the corporation nor the name and address of its initial agent, except to correct an error in such statement, or to delete either statement after the corporation has filed "Statement by a Domestic Non-Profit Corporation" pursuant to applicable State and/or Federal law or laws.

Any five GSGA members may propose and submit in writing, and on duly signed form, to the president or secretary, any proposed revision, modification, addition or amendment, deletion or repealing of any provision and adopting a new one in the Constitution and Bylaws, at any time, but at least 45 days prior to the close of the official year, or prior to the General Body meeting, so that they may be studied, evaluated and mailed, at least 10 calendar days in advance, to all the members, along with the notice of announcement of the annual general body meeting. Any amendment received thereafter may be accepted for consideration, at the discretion of the council, provided there is time to study, evaluate and mail the same to the members, at least 10 calendar days prior to the annual General Body meeting.

A family unit of membership will be counted as one unit of membership for this purpose.

Upon receiving the proposed amendment(s), the president or secretary shall request the executive board of directors to appoint a temporary constitution committee, consisting of no less than three members.

The constitution committee shall review the proposed amendments, determine its merits and legality, study its impact on the rest of the constitution and bylaws assess the effects on the amendments and its consequences for the well-being of the SAMAJ, make its recommendations, draft the amendments in proper language, suggest related changes in appropriate articles of the constitution and present the same to the executive board of directors and the council of trustees for discussion.

The persons or representatives of the persons submitting the proposed amendments will be consulted and may be invited to participate in discussions, as necessary; and will be shown the final form and format of their proposal. They may be invited to attend the executive board or the council of trustees' meeting(s) where the said proposal will be discussed, finalized, and voted upon. Submission of an amendment cannot be rejected; only its syntax, form and formats may be changed.

The final draft shall be made available on request, at least two and preferably three weeks prior to the general body meeting. Notice of the general character of the proposed amendment shall be mailed to all members. All proposed amendments/revisions must be distributed (via mail or any other means) or mailed to all members no later than 10 calendar days prior to the general body meeting. No such amendment shall be contrary to the provisions set forth in

section 501(C)(3) of the Internal Revenue Code of 1954.

If necessary, the president or secretary will then call a special, extraordinary General Body meeting to address the issues, within 45 days of the receipt of such a request for constitution.

The proposed amendment shall be submitted to a vote at the general body meeting. The recommendations of the constitution committee and/or executive board of directors, and/or the council of trustees will also be presented. Any modifications to the amendments may also be presented on the floor, shall be discussed, and voted upon. Then, the proposal would be submitted for final vote. The affected instruments of documents and rules may be revised, modified, or amended, at any General body meeting by an affirmative vote of the two-thirds or greater majority vote of the members present at the meeting, provided the quorum is satisfied.

## **18.0 ARTICLE 18. EFFECTIVITY**

- 18.1 To become effective, the proposed Amendments and/or revisions to the Constitution and Bylaws (all these provisions in sections 1 through 21) must be affirmatively voted upon by a simple majority of voting members in good standing in attendance at the general body meeting, provided the quorum requirements are satisfied. A family membership will have a right to cast only one vote, in the process of considering the amendments to the constitution and Bylaws.
- 18.2 Once approved and accepted by the general body, this becomes part of the GSGA constitution, and it is explicitly prohibited to revise, modify, change, alter, delete, repeal, update or amend the whole or any part of this document, except by the procedure described in the constitution, where a two-third or greater majority voting is required to make any amendment effective. Amendments and revisions to these rules or the Constitution and Bylaws can be effected and shall constitute an acceptance of the proposed amendments/revisions only by the above outlined process. The effectivity or effectiveness, in general, shall be from the date and day of approval, or from any forward (future) date specified in the revision or amendment.

The effectivity or effectiveness, in a special case, may be made retroactive to a date in the past, but not beyond the First of January of that calendar year, only upon an approval by a simple majority vote in the General Body meeting. The effectivity shall not be retroactive to any past date beyond January 1st of the, then current, calendar year.

- 18.3 **Effective Date:**  
These rules shall be effective upon approval by the GSGA membership at a General Body meeting, and GSGA will adopt and function under these rules, including all duly approved amendments thereto (to the same), upon approval by the General body.
- 18.4 All elected, selected, and appointed officers and agents of the organization, including all trustees and directors agree to abide by, adhere to, and follow the Constitution and Bylaws, rules and guidelines adopted by the general body, and none of their actions, individually or collectively, shall be inconsistent with the Constitution and Bylaws of GSGA.

## **19.0 ARTICLE 19. DISSOLUTION and BANKRUPTCY**

- 19.1 **DISSOLUTION**  
The proposal for dissolution of GSGA may be initiated and submitted to the general body for vote by an approval of 2/3<sup>rd</sup> or greater of the total number of elected executive board of directors members on the board of directors, and by at least 2/3<sup>rd</sup> of the total number of elected trustees on the Council of Trustees, irrespective of the number of directors or trustees in attendance at a meeting where such discussions were held. Each member (director or trustee)

holding an elective position must vote in person.

Alternatively, any 20% or greater number of full-fledged members of the SAMAJ, in good standing, may propose in writing the dissolution of the SAMAJ.

The proposal shall then be forwarded to the entire general membership for consideration.

19.2 The association may be dissolved only by the two-third or greater majority vote of the GSGA members, in good standing, in a General Body meeting, where the special quorum requirements are met as below:

- 60% of the GSGA membership (family membership is counted as one unit, and any member of the family, eligible to vote, may represent the whole family) at the general body meeting called to address the matter of dissolving the association. If the quorum requirements are not met, the only decision that can be made is to adjourn the meeting and schedule a carryover meeting.
- In the event that quorum requirements are not met, a second carry over meeting may be called only after a minimum of 30 calendar days, and at least 10 calendar days advance notice must be given. The quorum requirements for a carryover meeting is 40% of GSGA total membership (a family membership is counted as one unit, and any member of the family, eligible to vote, may represent the whole family). The only decision that can be made at this carry-over meeting, if quorum is not satisfied, is whether or not to hold a follow-on third meeting. If no further meeting is called within 60 days, the matter of dissolution is considered dropped.
- If a third meeting (second carry over meeting) is scheduled, it will be called no less than 30 calendar days after the first carry over meeting, and only after the advance notice has been given to all members in no less than 10 calendar days in advance. Only 20% of the GSGA membership will constitute a quorum at this meeting.

### 19.3 BANKRUPTCY

If necessary, the GSGA will file a bankruptcy petition in accordance with the applicable and relevant laws, when a decision to that effect is reached by a two-thirds majority of the voting members in attendance, at a specially convened General Body meeting. Such a move can be initiated in the event that GSGA's indebtedness cannot be retired as advised by the Treasurer. The bankruptcy petition, after approval by the appropriate authorities, will constitute the dissolution of the GSGA. All post-bankruptcy legal procedures will apply in the recovery of creditor claims against GSGA.

### 19.4 DISPOSITION OF ASSETS

The association shall, then, upon such dissolution, pay or provide for payments of (make provisions for paying off) of all liabilities and deposits, and discharge all obligations. All assets of the GSGA will then be liquidated and disposed, by a special committee appointed by the general body, or by the court of common pleas of the county in which the principal office of the GSGA is then located.

Assets of the SAMAJ and/or funds received from disposition of the same, and all funds in hand shall be distributed following the Dissolution procedure as outlined in the 'Articles of Incorporation', if any, and in accordance and in compliance with the provisions of the applicable Laws of the state of Texas for such a Non-profit Organization, and under Section 501 (C) (3) of the Internal Revenue code.

Normally, upon dissolution, or winding up of the SAMAJ, its assets remaining after payment, or provision of payment, of all debts and liabilities of GSGA, shall be distributed to the organization whose aims, objectives and beneficiaries are same and/or similar to GSGA. The disbursements of the assets of the SAMAJ will be determined at that general body meeting per GSGA charter, article of incorporation, constitution, and bylaws, and consistent with the applicable government laws or rules.

## 20.0 ARTICLE 20. PARLIAMENTARY AUTHORITY

20.1 Robert's Parliamentary Rules of Order shall be the standard authority of the Association. In case of a controversy, contradicting situation or conflicting matter, the following applicable documents/instruments will govern in the

order listed from the highest to lowest priority:

- (1) GSGA Constitution and Bylaws (This document replaces the existing one dated November 20, 1993, amended on August 22,1994 AND November 13, 2021)
- (2) GSGA standing and operation rules if any
- (3) GSGA Operations Procedures/Manual, if any,
- (4) GSGA guidelines, if any,
- (5) Robert's Parliamentary rules of order applicable to non-profit voluntary organization.

**21.0 ARTICLE 21. EFFECTIVE DATE**

- 21.1 The Constitution and Bylaws of GSGA shall be effective upon approval by the GSGA membership at a General Body meeting, and GSGA will adopt and function under the Constitution and Bylaws, including all duly approved amendments of the same, upon approval by the General body.
- 21.2 All elected, selected, and appointed officers and agents of the organization agree to abide by and follow the Constitution and Bylaws adopted by the general body, and none of their actions, individually or collectively, shall be inconsistent with the Constitution and Bylaws.

IN WITNESS THEREOF, for the purpose of instituting this GSGA Constitution and Bylaws as approved by the GSGA membership on the date of acknowledgment hereinafter indicated, We, the GSGA elected trustees for the year 2024, the elected president, secretary and treasurer of the executive board of directors and the appointed committee to formulate and present this structure, framework, constitution and bylaws for the Council of Trustees, acknowledge and certify that all above articles, and the revisions, modifications, deletions, updates and amendments thereto have been duly approved, accepted and executed by the GSGA General membership at the General Body meeting held on **Sunday, 10th Day, of the Month of November, in the year 2024** and that this constitution and bylaws replaces the one that was approved on November 20, 1993, and later amended August 22, 1994 and November 13, 2021.

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GSGA Board of Directors 2024

AND

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GSGA Council of Trustees 2024