



Gujarati Cultural Association of Bay Area

Bylaws

A Non - Profit Organization

Established in 1979

46560 Fremont Blvd. Suite 109
Fremont, Ca. 94538

Tax ID No: 94-2691175

ARTICLE I: NAME, PURPOSE AND RESTRICTION

SECTION 1: NAME

The full name of the Corporation is GUJARATI CULTURAL ASSOCIATION OF BAY AREA. The name GCA shall be considered equivalent to the full name of the Corporation for routine business and official purposes.

SECTION 2: PURPOSE

Vision:

To preserve, cherish, celebrate and propagate Gujarati heritage including the cultural, linguistic and religious aspects.

Mission:

Promote and facilitate events and activities to maintain and propagate our heritage for current and future generations in the Bay area. Provide a platform to commemorate our traditional religious and cultural holidays

Goal:

- Providing a climate for conducting charitable functions and religious activities.
- Perpetuating the cultural aspects of our heritage such as fine arts, music, dance, etc.
- Conducting programs of entertainment values such as drama, movies, etc.
- Conducting educational programs (language classes, etc.) and other services to the Gujarati Community.
- Promote and foster amongst all people a spirit of goodwill, understanding and devotion.

SECTION 3: RESTRICTIONS

In all events and under all circumstances and notwithstanding merger, consolidations, reorganization, dissolution or winding up of the GCA, voluntarily or involuntarily or by operation of law, the following provisions shall apply.

1. The GCA shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent the GCA from qualifying (and continuing to qualify) as a Corporation described in section 501(c)(3) of the Internal Revenue Code of 1954.
2. All these by-laws shall apply in conjunction with the articles of incorporation of the GCA as filed with the Secretary of State of California in 1979 and must be consistent with these articles.

ARTICLE II: MEMBERSHIP AND MEMBERS

SECTION 1: MEMBER DEFINED

Any person with the ideals and goals of the GCA fulfills the conditions of membership as specified hereinafter and is admitted to the membership by the Board of Directors of the GCA and shall be deemed to be a member of GCA. The members shall:

1. Pledge to promote the goals of the GCA and the best interest of the Gujarati Community;
2. Apply for membership by completing and signing the prescribed application form and are admitted to the membership by a majority of the Board of Directors of GCA;
3. Make a minimum donation in the amounts as determined by the Board of Directors from time to time.

SECTION 2: CLASSES OF MEMBERSHIP

The GCA shall have following classes of membership:

1. Family Member: The family members shall be those persons who are:
 - a. Married couple, dependent parents and unmarried dependent children under the age of 18 or unmarried dependent full time students under 25 years of age.

OR

 - Single parent (widow/divorced/separated) and unmarried dependent children under age of 18 or unmarried dependent full time student under 25 years of age.
 - b. And make a yearly minimum donation in the amount as described in Article II Section 1(3) for the family.
2. Individual Member: The individual members shall be those who are:
 - a. 18 years of age or older.
 - b. And make a yearly minimum donation in the amount as described in Article II Section 1(3).
3. Life Member: The life member shall be those persons who are donating a minimum amount as determined by the Board of Directors from time to time. Family members' definition/restrictions per ARTICLE II: Section 2(1) are directly applicable to a life member.
4. Honorary Membership: Membership awarded to individuals or representatives of outside organizations, associations, or groups approved by the Board of Directors from time to time, for current year, for mutual interest of GCA.

SECTION 3: ADMISSION OF MEMBERS AND APPLICATION FOR MEMBERSHIP

Upon declaration by the incorporating Board of Directors, the GCA shall be made open for admission of members. All applications for membership shall be submitted to the Board of Directors or its authorized representative and must receive the approval of majority thereof to be in good standing. Applications for membership shall be in such a form as the Board of Directors may, from time to time, prescribe. A notification of approval of membership shall be given to each new member. If for any reason an application for membership is rejected by the Board of Directors, the rejection notice must be sent to the applicant within 30 days of the receipt of the application or the dues whichever is late. The non-issuance of the rejection notice within 30 days of the submittal of the application shall be tantamount to approval of the said application by the Board of Directors, provided the said application is actually presented for approval before the Board of Directors within 30 days. An applicant may bring the rejected application to a general body meeting of GCA and his/her application shall be given priority over all other business during that meeting.

SECTION 4: VOTING RIGHTS

Voting right vests 30 days after his/her membership application and dues are received by the Board of Directors or its authorized representative, provided the application has been approved by the Board of Directors within this period. The dues must be credited to the GCA account within 7 calendar days after they are received. Individual member in good standing, whose current dues are paid shall be entitled one vote, to be exercised in person, on any matter submitted to voting in a GCA meeting. Family and Life membership shall entitle the family only two votes, one for each spouse. The voting rights of each spouse shall be exercised independently.

SECTION 5: REGISTER AND CERTIFICATES OF MEMBERSHIP

1. Two registers, one with the Secretary and one with the Treasurer shall be kept of all memberships and of the addresses to which notices shall be sent or mailed to the members.
2. The Board of Directors may provide for the issuance of certificates evidencing membership in the GCA, which shall be in such form as determined by the Board of Directors.

SECTION 6: TERMINATION OF MEMBERSHIP

1. Resignation: Membership of the GCA shall be terminated by the resignation of a member submitted to the President or Secretary of the GCA in such manner and in such form as the Board of Directors may direct.
2. Expulsion: Membership in the GCA may be terminated by the expulsion of a member by a 3/4 majority voted of the Board of Directors with the concurrence of the trustees (ARTICLE VI: TRUSTEES) for any act or mission deemed by the Board of Directors to be detrimental to the best interests of the GCA. A written notice of expulsion must be sent to said member and a ten day period must have elapsed after the receipt of the expulsion notice, without any appeal to the General Body, by the said member, before the expulsion becomes final.

SECTION 7: REINSTATEMENT

An expelled member shall have the right to appeal to the General Body by a written notice of appeal, addressed to the President of the Board of Directions to be sent through certified mail within 10 days of the receipt of the expulsion. If a written notice of appeal is received by the Board of Directors within 10 days of the receipt of the expulsion notice by the said member, his/her membership shall remain inviolable until a duly convened General Body meeting decides his/her case.

SECTION 8: TRANSFER OF MEMBERSHIP

Membership in this corporation is not transferable or assignable.

ARTICLE III: FEES, DUES AND DONATIONS

SECTION 1: INITIATION FEES AND ANNUAL DUES AND DONATIONS

The Board of Directors by a resolution duly adopted may determine from time to time the amount of initiation fee, annual or other dues, payable to the GCA by members of each class. Until any further changes, the membership dues specified in Article II, Section 1(3) shall apply. Membership fees, dues and other donations made to the GCA shall never be refunded except that the membership dues must be refunded if a membership application is rejected.

SECTION 2: SUSPENSION FOR NON-PAYMENT OF DUES

If the payment of such membership dues as the Board of Directors may from time to time determine be not made on or before the 30th day of the month in which the same becomes payable, then said dues shall become delinquent, and if any member shall not make full payments of said dues within 10 days thereafter, such members shall be suspended from membership and denied all the privileges thereto pertaining. The suspended member may pay his/her dues and must wait for a period of 30 days before he or she can exercise any privileges of membership. If a suspended member fails to pay his/her dues for any calendar year, he/she must apply as a new member to be admitted to the membership.

SECTION 3: ANNUAL MEMBERSHIP PERIOD

The GCA membership period shall be coincident with the calendar year starting on September 1 and ending on the August 31 of each year.

ARTICLE IV: DIRECTORS, GENERAL BODY

SECTION 1: DEFINITIONS

General Body: General Body means the general members of the GCA in attendance at the membership meeting duly convened.

SECTION 2: NUMBER OF DIRECTORS, QUALIFICATIONS AND TERMS:

The Board of Directors shall be composed of a minimum of fifteen members, with a maximum of seventeen. Out of which five Director Positions should be reserved for Junior Directors from the outgoing Board of Directors. If no director from the Board of Directors wants to continue next term, then five reserved positions would be filled up from new nominations following election procedure. The Board of Directors shall be voting members of good standing. The Directors for the vacancies due to the expiration of regular term shall be elected by voting in mail from general voting membership to serve for a period of two years. The term of directors shall be from December 1 to November 30.

SECTION 3: VACANCY DEFINED

The position of a Director must be considered and declared vacant if:

- I. The Director resigns in writing. The resignation shall be effective as dated at the option of a majority of the Board unless the resignation is retracted in writing within 5 days of the date at the request of the Board of Directors.
2. The Director is removed from the Board.

SECTION 4(a): REMOVAL OF THE DIRECTOR BY THE BOARD

If the opinion of 2/3 of the Board of Directors, with the concurrence of the Trustees, a Director is unable to serve or unsuitable for serving on the Board of Directors, the said Director shall be removed from the Board and the notice of removal shall be sent to him/her within 10 days of such action. If the said Director wishes to appeal the decision of the Board to the General Body, the procedure and conditions shall be identical to those for an appeal by an expelled member, except his/her position and privilege as a Director shall be suspended pending a decision by the General Body. If the removal of the Director is not approved by the General Body within 6 weeks of the appeal the Director is automatically restored to his/her Director's position. If any member of the board of director fails to attend three meetings in a year, shall tender his/her resignation to the board.

SECTION 4(b): REMOVAL OF A DIRECTOR BY THE GENERAL BODY AND EMERGENCY ELECTIONS

The General Body may remove Directors from the Board if the General Body considers such an action to be in the best interest of GCA. The removal of Directors by the General Body for any reason must be followed by an emergency election to fill the resulting

vacancies. A meeting for the removal of Directors must be called by the Board of Directors within 10 days of a written request by at least 35% of the voting members for this purpose. If the Board fails to call the meeting within 10 days, a General meeting for this purpose may then be called by the General Body by a petition signed by more than half of the General members in good standing. The petition must specify names of the Directors to be removed and the names of the election chairperson and vice-chairperson who shall preside over the emergency election meeting. The chairperson must have a signed pledge by enough candidates to replace the removed Directors. The removal of each Director shall be voted on separately after each such Director has been given 15 minutes to explain his/her position. The decision of the General Body at the duly convened meeting is final. The emergency election voting procedure will be similar to that followed on the regular election and must be followed by transfer of all powers to the new Board. No voting member shall be expelled or disqualified from voting within 30 days immediately preceding an emergency election.

SECTION 4(c): REMOVAL OF TRUSTEES BY THE GENERAL BODY AS ARTICLE IV SECTION 4(b)

SECTION 5: FILLING OF DIRECTOR VACANCIES

1. In the event vacancies shall occur on the Board of Directors for any reason other than the expiration of a regular term or removal by the General Body such vacancies shall be filled by the remaining Directors from the voting members in good standing (Article IV, Section 2) within 15 days and the person or persons thus appointed shall hold office until the expirations of the current term.
2. If a Director is removed by the General Body the emergency election procedure described in Section 4(b) applies.

SECTION 6: POWERS

The Board of Directors collectively shall exercise all corporate powers of GCA. However, during any calendar year the expenditure of a sum of money should not exceed 90% of the membership donation revenues of immediate previous year, and for any single item or event, the total expenditure (after deduction of revenues for that event, if any) should not exceed 25% of the membership donation revenues. No funds shall ever be spent without the approval of the Board of Directors. Petty cash not exceeding \$100.00 spent by any Director without prior authorization must be voted upon by the Board of Directors before reimbursement. Any action taken by the Board of Directors before reimbursement. Any action taken by the Board of Directors shall be consistent with these by-laws and with the corporate articles and the Board shall responsible for their enforcement and interpretation. An individual Director or Officer has no authority except to carry out the Board's decision and the action of a three-quarter (3/4) majority of the Board supersedes that of any Officer. Any power not specified herein rest with *the Trustees and thereafter with the General Body*.

ARTICLE V: OFFICERS

SECTION 1: DESIGNATION, ELECTION AND QUALIFICATION OF OFFICERS

The Officers of the GCA shall be President, Vice-President, Secretary, Treasurer and such other Officers as the Board of Directors may from time to time designate. All Officers must come from members of the Board of Directors. Officers shall be elected by the newly elected Board of Directors at a meeting of the Board to be held immediately after completion of the annual election of the Directors. The candidate for the President's position must have worked experience of minimum one year in Board of Directors of GCA. The candidate for any Officers position must have at least one year membership in GCA. Any Officer of GCA cannot hold Officer Position in the organization or association other than GCA unless approved by the Board of Trustees.

SECTION 2: TERM OF OFFICE

Officers shall serve at the pleasure of the Board of Directors and may be removed by the Board of Directors at any time by three-quarter (3/4) majority vote *with the concurrence of the Trustees*. In the absence of removal as herein provided, the Officers shall serve for a period of one year, expiring on the date of the annual meeting of membership next succeeding their election of office.

SECTION 3: TRANSFER OF POWERS

The outgoing officers of the Board of Directors shall bring all records of the GCA in the first meeting of the newly elected Board of Directors in December. All powers of the Board of Directors and all records, assets, cash and bank accounts of the GCA shall be transferred to the custody of the newly elected officers of the Board of Directors immediately after the successful conclusion of the election.

SECTION 4: POWERS

Each of said Officers shall have the authority and duties customarily associated with his/her office, together with such other authority and duties shall be delegated by the Board. Without limiting the generality of the foregoing:

1. The President shall preside over all meetings of the members and of the Board of Directors, shall have over-all responsibility for the activities of the GCA, and shall exercise such other powers as are provided for in these bylaws.
2. The Vice-President in absence or inability of the President shall exercise all authority and perform all duties granted to the President by these by-laws.
3. The Secretary shall keep a record of all proceedings of the Board of Director and of the member meetings, shall serve all notices and shall send all correspondence on behalf of the Board and its Officers as required by these by laws, and shall exercise such powers as are provided for in these by-laws.

4. The Treasurer shall keep a proper record of all financial transaction of the GCA, depositing such funds in a bank designated by the Board of Directors; shall effect payment of all obligations which have been approved by the Boards of Directors or the General Body and shall co-sign with one other Officer all checks except in emergency when any two other authorized Officers may sign checks at the direction of the Board; shall make a report of the GCA financial standing at each Board of Directors meeting and Annual meeting of the members. He/she shall be also responsible for the records of all other property of the GCA. Any funds in excess of 150% (1 1/2 times) of previous year's membership donations must be kept in the protected account. This excess amount (as mentioned above) should be deposited in a low risk government insured financial institution or low risk well established mutual funds. 11 Directors shall approve the selection of the mutual fund. Any withdrawals from this account should be approved in a signed authorization by 3/4 of the Board (3/4 of the current Board but not less than 11).
5. Director of Membership shall maintain appropriate records of membership of GCA.
6. Director of Communication shall be in charge of the GCA Newsletter and shall be Spokesperson for the Association. The Director with approval from the Board shall represent the Association's point-of-view to outside agencies.
7. The books of the GCA shall be audited at least once annually by an auditor authorized by the Board.

SECTION 5: VACANCIES

In the event that a vacancy or vacancies occur in any office during a regular term of office, such vacancy or vacancies shall be filled by the Board of Directors from the existing Directors. The person or persons so appointed shall hold office until the expiration of the then current term.

ARTICLE VI: TRUSTEES

SECTION 1: PURPOSE AND OUTLETS OF TRUSTEES

1. To oversee the GCA Board's activities on a quarterly basis.
2. In any event, the Corporation becomes inactive due to lack of interest of the Board of Directors, the Trustees shall be responsible to call the General Body Meeting and take an immediate action to resume activities of the Corporation.
3. Trustees can attend any of the Board meetings without any voting rights however, they shall attend at least three (3) meetings per year.
4. Trustees shall act as a guardian of the constitution and act as a referee team to resolve any disputes.
5. Trustees cannot be a candidate for a position in GCA until his/her term expires.
6. Trustees shall call meetings with the Board of Directors twice a year.
6. Trustees shall elect their own Chairperson for the term of one year on a rotation basis.

SECTION 2: NUMBER OF TRUSTEES, QUALIFICATIONS AND TERMS

The five (5) Trustees of the Corporation shall consist of the following:

1. Firsttime for the year 1993-94, all five positions shall be filled from the
 - i. General membership roll by majority vote of quorum of the Board of Directors.
2. Beginning year 1995-96 and every year thereafter two (2) Trustees shall retire and they shall be replaced by new Trustees as appointed by the majority vote of full quorum of the Board of Directors. Trustee's term shall be limited to two (2) years.
3. Trustee's candidates nominated by the Board must meet all qualification requirements for a Board of Director candidate as defined in ARTICLE VII, SECTION 1 and the following:
 - a) Trustee candidate must have work experience of minimum two years as an Officer or 3 years as Director of GCA.
 - b) Any 3 year member who has the best interest of GCA in their heart and is considered a role model within the community (e.g. successful businessperson, active social worker etc.).
 - c) Two (2) out of five (5) must be from the category described in (a).
4. Any vacated position shall be filled by the Board of Directors as an interim basis for the remaining term

ARTICLE VII: MEETINGS

SECTION 1: ANNUAL MEETINGS AND ELECTION PROCEDURE

The annual meeting shall be held on the month of November of each year to transact pertinent business. In July, the Trustees shall appoint an election committee chairperson and two vice-chairpersons. Also, in July, the Board of Directors shall provide the guidelines to the election committee for securing nominations and conducting election for the positions of Directors.

Nomination must be postmarked or submitted in person before August 31. Each nominee for a Director position must:

1. Express his/her acceptance by signing the nomination form and may not withdraw himself/herself from the election without approval of the election chairperson;
2. State what he/she could accomplish and contribute as a Director;
3. Must have been voting member of the GCA for 12 months immediately preceding the election.

SECTION 2: GENERAL MEETINGS

1. Meetings of members for any purpose may be called at any time by the President or by 1/3 (round up to higher number) Directors and must be called within 21 days after receipt of a written request, specifying the purpose, by at least 35% of the members in good standing.
2. For all Annual and General GCA meetings to be convened for any reason a notice of 15 days (to be determined by postmark) is required to be given to the membership in order for the transacted business to be valid.
3. No decision made on by-laws, financial expenditure, or Director Status at a General meeting have any legal standing or validity, unless the proposal to discuss and decide that matter has been specified as part of the agenda in the meeting notice.
3. A majority vote of the voting members present at a General meeting will decide an issue, except when an affirmative vote of a greater number is required by these by-laws. The President shall vote only in case of a tie.

SECTION 3: QUORUM AND NUMERICAL ESTIMATES

Not less than 20% of the voting members in good standing shall constitute a quorum at any membership meeting (Annual meeting and General meetings). In the absence of quorum, no business is to be transacted and the meeting will be canceled half an hour after its schedule time. In the event that a meeting was adjourned once for a lack of quorum, the President will call the meeting to an order after half an hour, with members in attendance, and can start business as per agenda.

SECTION 4: CONDUCT OF A MEETING

1. The President, or in his/her absence, the Vice-President or in his/her absence, the Treasurer, or in the absence of the latter, a President chosen by a majority of the members present, shall preside the meetings. The Secretary of the GCA shall act as a secretary of the meetings, and in the absence of the Secretary, the President may appoint any member to act as secretary of the meeting.
2. Parliamentary procedure shall follow during GCA meetings as far as practical. Any improper conduct or language by a member shall cause for the suspension of the rights of the member during the meeting. General meetings shall be open to all persons with legitimate interest in the GCA. The President, with approval of the Board of Director may allow non-members the courtesy of the floor for a limited time. A person may speak in English at the meeting but Gujarati shall be preferred. An item may be added at the end of the prepared agenda at the request for any member. However, in order to give such an item preference over the original agenda or to alter the order in the agenda, a vote of 2/3 of the General Body is necessary. A 2/3 majority may also limit the discussion at any issue.

SECTION 5: BOARD OF DIRECTORS MEETINGS

The Board of Directors meetings shall be held at least once every three months. The President shall call a meeting of the Board of Directors upon request of 1/3 of the Directors. Notice of such meeting of the Board shall be given to each Director/Trustee by Secretary by telephone, by mail or in person, at least 72 hours prior to the time set for the meeting unless shorter notice is acceptable to all Directors/Trustees. Notice of regular Board Meetings should be given to each Director at least seven days in advance of meetings. A meeting notice may also be sent by a majority of the Board of Directors. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors, present at a meeting at which a quorum is present shall be the act of Board of Directors, unless the act of a greater number is required by these by-laws. The President shall be a voting member of the committee and in case of a tie vote the motion under consideration must be referred to a general meeting.

ARTICLE VIII: MIICELLANEOUS

SECTION 1: SUBCOMMITTEES

The Board of Directors by resolution duly adopted may designate any subcommittees, as it may from time to time deem appropriate. The subcommittee so designated shall have such powers and functions as the Board of Directors may by resolution provide. Each subcommittee may adopt rules for its own government not inconsistent with these by-laws. The Chairperson of the subcommittee shall report to the President or any person designated by the President.

SECTION 2: BOOKS AND RECORDS

The records of GCA shall consist of its Articles of Incorporation, by-laws and amendments thereof, minutes of all meetings of members and the Board of Directors, register of members, financial records, important correspondence and such other records as shall be designated from time to time by the Board of Directors. The records of the GCA shall be maintained in English and shall remain in the custody of the appropriate Officers designated for each purpose. All records of the GCA are accessible to any member of the Board of Directors unless the Board decides to restrict this in a particular case. The records may not be shown to anyone else except the Board. In General Body meetings the records may be shown to anyone at the direction of the General Body.

SECTION 3: AMENDMENT TO BY-LAWS AND THEIR SUSPENSION

1. These by-laws or portions thereof may be amended or repealed or new bylaws adopted by a 3/4(three-quarter) vote of the members at a membership meeting duly convened and any amendments must be appended to these by-laws.

2. If any parts of the by-laws are to be suspended for a specified length of time, the notice of the General meeting must state the reason for this suspension. The proposal to suspend the said party by the General Body meeting shall require 3/4(three quarter) majorities to pass.

SECTION 4: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Non-Profit Corporation Law of California or under the provisions of the Articles of Incorporation or these by-laws, a waiver thereof in writing signed by the person or persons entitles to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. If for any reason a meeting notice is not mailed to more than 20% of the General Body voting members the said members constituting at least 20% of the general voting membership shall have the right to render invalid any proceedings of such a meeting by a notice to the Board within 10 days after the meeting.

Amended, Approved & Adopted:

Date: _____

: Paresh Patel

Secretary GCA