



# 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**

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## **ARTICLE I: NAME, PURPOSE, AND RESTRICTION**

### **SECTION 1: NAME**

The full name of the Corporation is GUJARATI CULTURAL ASSOCIATION OF BAY AREA. The acronym GCA shall be equivalent to the corporation's full name 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

#### **Goals:**

- To provide a climate for conducting charitable functions and religious activities.
- To perpetuate the cultural aspects of our heritage, such as fine arts, music, dance, and more.
- To conduct programs of entertainment values such as drama, movies, and more.
- To conduct educational programs (language classes, STEM classes, and more) and other services to the Gujarati Community.
- To promote and foster a spirit of goodwill, understanding, and devotion.

### **SECTION 3: RESTRICTIONS**

The following provisions shall apply 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.

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. Bylaws shall apply in conjunction with the articles of incorporation of the GCA as filled 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 who fulfills the conditions of membership as specified from now on and is admitted to the membership by the Board of Directors of the GCA shall deem as a member of the 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 the following classes of membership:

1. Family Member: The family members shall be those persons who are:
  - a. Married couple, dependent retired parents above the age of 65, and unmarried dependent children under the age of 18 or unmarried dependent full-time students 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 and dependents.
2. Individual Member: The individual members shall be those who are:
  - a. 18 years of age or older dependent retired parents above the age of 65 and unmarried dependent children under the age of 18 or unmarried dependent full-time students under 25 years of age.
  - 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 who donate 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.

### **SECTION 3: ADMISSION OF MEMBERS AND APPLICATION FOR MEMBERSHIP**

Upon the declaration by the incorporating Board of Directors, the GCA shall be made open for the admission of members. All membership applications shall be submitted to the Board of Directors or its authorized representative and must receive the approval of the majority thereof to be in good Standing. Membership applications 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. For any reason, the Board of Directors rejects a membership application. The rejection notice must be sent to the applicant within 30 days of receiving the application or the dues, whichever is late. The non-issuance of the rejection notice within 30 days of the submission of the application shall be tantamount to approval of the said application by the Board of Directors, provided the said application is 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 the Board shall prioritize the application 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 Board of Directors has approved the application within this period. The dues must be credited to the GCA account within 7 calendar days of receiving them. An 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: RECORD AND CERTIFICATES OF MEMBERSHIP**

1. The Director of membership shall maintain a record of membership. In addition, access to the record of membership shall be available to the President, the Secretary, the Treasurer, and the Ombudsman.
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: To terminate the membership of the GCA, one shall submit the member's resignation to the President or Secretary of the GCA in such manner and such form as directed by the Board of Directors.
2. Expulsion Membership in the GCA may be terminated by the expulsion of a member by Three-quarters (3/4) majority voted of the Board of Directors with the concurrence of the trustees (ARTICLE VI: TRUSTEES), and the Ombudsman 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. 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**

Within ten days of receiving the expulsion, an expelled member shall have the right to appeal to the General Body by a written notice of appeal, which must be sent through certified mail and addressed to the President of GCA. The 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**

By a resolution duly adopted, the Board of Directors may determine from time to time the amount of initiation fee, annual or other dues, payable to the GCA by members of each class. The membership dues specified in Article II, Section 1(3) shall apply until further changes. 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 be determined to be not made on or before the 15th day of the month in which the same becomes payable, then said dues shall become delinquent. If any member shall not make total payments of said dues immediately, such members shall be suspended from membership and denied all the privileges. The suspended member may pay his/her dues and must wait for thirty (30) days before he/she can exercise any voting 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 1st and ending on August 31st 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 (15) members, with a maximum of seventeen (17). All director positions would be filled up from new nominations following the election procedure. The Board of Directors shall be voting members of good standing for the past one year. The Directors for the vacancies due to the expiration of regular term shall be elected by voting as documented in the voting procedure section from general voting membership to serve for two years. The term of directors shall be from December 1st to November 30th, provided their membership is current.

### **SECTION 3: VACANCY DEFINED**

The position of a Director is declared vacant if:

1. 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 five (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, and the Ombudsman, a Director is unable to serve or unsuitable for serving on the Board of Directors.

In that case, the said Director should be removed from the Board, and the notice of removal shall be sent to him/her within ten days of such action. If the said Director wishes to appeal

The Board's decision to the General Body, the Ombudsman is Responsible to convene the General Body meeting for the issue. 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 General Body does not approve the removal of the Director within six weeks of the appeal, the Director is automatically restored to his/her Director's position.

If any member of the Board of directors fails to attend three meetings in a year, he/she 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.

The Board of Directors must call a meeting for the removal of Directors within ten 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 ten (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 the 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. In addition, the chairperson must have a signed pledge by enough candidates to replace the removed Directors.

Individual voting must be done for the removal of the Director after each Director is 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 in the regular election and must be followed by the transfer of all powers to the new Board. No voting member shall be expelled or disqualified from voting within thirty (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, the remaining Directors shall fill such vacancies from the voting members in good standing (Article IV, Section 2) within fifteen (15) days and the person or persons thus appointed shall hold office until the expirations of the current term.
2. If the General Body removes a Director, the emergency election procedure described in Section 4(b) applies.

**SECTION 6: POWERS (FINANCIAL OPERATION)**

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 the immediate previous year.

When the membership income is severely curtailed due to circumstances beyond Boards' control and general funds permitting, the expenditure should be limited to an average of the past five years, excluding the years of unusual circumstances. Any excess funds in the current year could be used to augment the expenditure in the following years. 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 \$200.00 spent by any Director without prior authorization must be voted upon by the Board of Directors before reimbursement. Any funds in excess of 150% (1 1/2 times) of the 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 the protected account should be approved in a signed authorization by a three-quarters 3/4 of the Board (3/4 of the current Board but not less than 11) Any action taken by the Board of Directors shall be consistent with these by-laws and with the articles of incorporation, and the Board shall be responsible for their enforcement and interpretation. An individual Director or Officer has no authority except to carry out the Board's decision. The action of a three-quarter (3/4) majority of the Board supersedes that of any Officer. Directors individually and jointly are responsible for the financials of the association. Each director has the authority to examine the financial records of the association. Any power not specified herein rests with *the Trustees and thereafter with* the General Body and Ombudsman.

For any expense related to litigations or for non-litigation attorney expenses above \$5000.00, the Board has to get approval from 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 work experience of a minimum of one (1) year in the Board of Directors of GCA. The candidate for any Officers position must have at least one (1) year of membership in GCA. Any one (1) person can hold the position of President for no more than four (4) years [Two (2) consecutive terms of two (2) years each]. Any officer cannot be related to any other officer. Only one member from a family can be on the board of directors (both spouses cannot be on the board or be a trustee at the same time).

## **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 (1) year, expiring on the date of the annual meeting of membership next succeeding their election to an 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 overall 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 Directors and the member meetings, shall serve all notices and shall send all correspondence on behalf of the Board and its Officers as required by these bylaws, and shall exercise such powers as are provided for in these bylaws.
4. The Treasurer shall keep a proper record of all financial transactions 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 an 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.

5. The Director of Membership shall maintain appropriate records of membership of GCA.
6. The Director of Communication shall be in charge of the GCA Newsletter and shall be the 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**

If and when a vacancy occurs 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 current term.

## **ARTICLE VI: TRUSTEES & OMBUDSMAN**

### **SECTION 1: PURPOSE AND OUTLETS OF TRUSTEES**

1. To oversee the GCA Board's activities every quarter.
2. In any event, the Corporation becomes inactive due to a lack of interest of the Board of Directors, the Trustees shall be responsible to call the General Body Meeting and take 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.
7. Trustees shall elect their own Chairperson for the term of one year on a rotation basis.
8. Any trustee and Ombudsman must not be related to any board member.
9. Any trustee can demand a general body meeting for the best interest of the organization.

### **SECTION 2: NUMBER OF TRUSTEES, QUALIFICATIONS AND TERMS**

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

1. The term of trustees nominated at the beginning 2021 will end on June 30, 2023.
2. All trustees shall have a term of two years. At the end of two years the board shall nominate new trustees or can renominate one or more outgoing trustees.
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 or b:
  - a) Trustee candidates 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) Three (3) out of five (5) must be from the category described in (a).
4. Any vacated position shall be nominated by the Board of Directors as an interim basis for the remaining term.
5. There should not be any family relationship between any trustee and any board of directors.

### **SECTION 3: OMBUDSMAN, QUALIFICATIONS, AND TERMS**

An Organizational **Ombudsman** is an individual who serves as a designated neutral within a specific organization and provides **conflict resolution** and problem-solving services to members of the organization (internal **ombudsman**)

1. The board shall elect an ombudsman for the term of three (3) years. At the end of the term shall be either reinstated or replaced by a new one. However; one person cannot be elected for more than two (2) terms. Ombudsman candidate shall meet one of the following eligibility requirements:
  - a) An ombudsman candidate must have work experience of a minimum of two (2) years as an Officer or three (3) years as Director of GCA or trustee of GCA.

**OR**

  - b) Any ten (10) 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.).

## **ARTICLE VII: MEETINGS**

### **SECTION 1: ANNUAL MEETINGS AND ELECTION PROCEDURE**

The annual meeting shall be held in November each year to transact pertinent business.

In July, the Board of Trustees shall act as an election committee with the current Chairperson as Chairperson. By July 30th, the election committee must announce and make available a form to the general membership for securing nominations for the positions of Board of Directors. The nomination must be postmarked or submitted in person before August 31st. 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 the approval of the election Chairperson;
2. State what he/she could accomplish and contribute as a Director;
3. Must have been a voting member of the GCA for twelve (12) months immediately preceding the election.

#### **Election Process:**

The full election board to meet on or before September 5th:

1. Open all the nominations.
2. Tabulate the names of all the applicants.
3. With the help of the Director of Membership check the qualification of the applicant
  - i. The applicant is a current member in good standing.
  - ii. Applicants are voting members for a minimum of the past twelve (12) months.
  - iii. Form duly signed.
4. The election board at this time counts the number of qualified applicants. Any disqualified member must be notified of the reason for disqualification within ten (10) days.
5. If the number of valid applicants is less than or equal to seventeen (17) then the applicants would be declared as the new board of directors. However; if the number of applicants exceeds 17 then an election must be held.
6. All application forms and envelopes must be saved for audit if required.

Once it is determined that election needs to be held then the election Board shall use the following process:

Notify the qualified candidates that their application has been accepted and an election is to be held.

Prepare a Ballot with the names of all qualified candidates. Ballots must have a facility for the member to mark their selection of the candidate.

Additional voting instructions must be on the ballot.

1. Member to print one's name(s) and membership number(s).
2. Member(s) shall sign the ballot (in case of family & Life member spouses also shall sign).
3. Must select no more than seventeen (17) candidates.
4. Family & life members have two votes; individual members have one vote.
5. Not following the rules would disqualify the ballot.
6. In bold letters stating the date November 15th by which the ballot must be returned (postmarked).

Election Board to obtain a current membership list / Labels from the Director of Membership. Candidates can request Member contact information from the election Board for the purpose of soliciting votes (This could be achieved by a third-party vendor).

A mailing packet is to be prepared and mailed to all current members (October 15th). The packet should include the following:

1. A brief note stating that the packet contains a ballot for the election of the board of directors for the coming two (2) years.
2. Ballot paper with instructions on how and when to complete and mail back the ballot.
3. A return envelope with a return address (should not be the current GCA office or current Board of Trustees).

Ballots that are returned by the members shall be stored unopened in a safe place until the day of counting. Election Board to announce the date of counting to all candidates.

On the day of counting (Nov 25th), all Election Board members must be present. Any candidate or their representative may be present during counting. All ballots and envelopes are to be saved for audit if

required. Once the counting is completed and results compiled the election Board shall certify the results and notify the candidates of the results.

On December 1st, the newly elected board member will take possession of all the current property of GCA including all financial records and petty cash and any such matters that deal with running GCA.

## **SECTION 2: GENERAL MEETINGS**

1. Meetings of members for any purpose may be called at any time by the President or by 1/3(one-third) Directors (round up to the higher number) and must be called within twenty-one (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 fifteen (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 has 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.
4. 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 bylaws. The President shall vote only in case of a tie.

## **SECTION 3: QUORUM AND NUMERICAL ESTIMATES**

No 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 a quorum, no business is to be transacted and the meeting will be canceled half an hour after its scheduled time. If a meeting was adjourned once for a lack of quorum, the President will call the meeting to order after half an hour, with members in attendance shall constitute a quorum, and can start the business as per agenda.

## **SECTION 4: CONDUCT OF A GENERAL BODY 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 is chosen by a majority of the members present, shall preside at 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 be followed during GCA meetings as far as practical. Any improper conduct or language by a member shall be a cause for the suspension of the rights of the member during the meeting. General meetings shall be open to all persons with a legitimate interest in the GCA. The President, with approval of the Board of Directors, 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 of any member.
3. 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 (two-third) of the General Body is necessary. A 2/3 (two-third) majority may also limit the discussion on 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 (one-third) 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 (7) 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 the 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: MISCELLANEOUS**

### **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 governance not inconsistent with these bylaws. 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 the provisions of the Articles of Incorporation or these by-laws, a waiver thereof in writing signed by the person or persons entitled 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 notice to the Board within ten (10) days after the meeting.

## **ARTICLE IX: CONFLICT RESOLUTION**

### **SECTION 1: OMBUDSMAN AUTHORITY**

In an event of a conflict that cannot be resolved by the board and trustees to avoid litigation ombudsman process is to be followed this includes any election disputes:

In the event of an external or internal dispute(s) where both directors and trustees are involved the ombudsman is authorized to take charge of the association. Within seven (7) days the ombudsman should call a general body meeting, select a seven (7) member committee (with the approval of the general body) including the ombudsman. These seven (7) members committee shall run the election within fifteen (15) days as prescribed in the election process. The dates of the elections should be changed to fit the current situation. The Ombudsman would work with current active members to steer the association to obtain a resolution. In the event of non-cooperation by the board members, the seven (7) member committee is authorized to suspend the board and/or the board of trustees as required. The seven (7) member committee along with the Ombudsman is authorized to freeze the financial account(s), access to digital financial assets, and take possession of all association assets including the office.

Amended, Approved & Adopted:

\_\_\_\_\_ *VPatel*

Date: 12/19/2021

Vasudha Patel Secretary GCA



