

# GUJARATI SAMAJ of DETROIT

## CONSTITUTION AND BY-LAWS APPROVED ON JANUARY 11, 2015

**NOTE: THIS DOCUMENT REPLACES ALL PREVIOUS  
VERSIONS INCLUDING THE OCTOBER 2, 1996 and  
January 9, 2005 VERSIONS of Constitution**

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# Article 1

## Name, Mission, Vision and Core Values

### A. Name

The name of the organization shall be:

"**Gujarati Samaj Inc.**" hereunder called the "Samaj." The official premises of the Samaj shall be situated in the Metro Detroit area. The Samaj shall be incorporated as a Non-profit Organization in the State of Michigan (USA). It will also comply with the requirements of Section #501(c3) The facilities of the Samaj are referred to as "The Center."

### B. Mission, Vision and Core Values

#### Mission

Preserve and promote Gujarati heritage by providing exposure and opportunities to the membership

#### Vision

Preserve Gujarati cultural and linguistic heritage through diversity and sense of belonging for the upcoming and future generations of the membership

#### Core Values

- Member driven-** Membership defines what is needed. Strive to fulfill membership needs by creating a sense of belonging, counseling and networking to membership.
- Diversity-** Promote and maintain diversity in organization, management of various committees, EC and BOT. Include various age groups and gender, to create a visible diversity representation of membership.
- Integrity-** Responsibility, Accountability, Honesty, Openness, Self-respect and Mutual Dignity in dealing with one another. EC and BOT strive to meet and exceed the expectation of the membership.
- Excel in what we do-** Leadership and Management strive for the best to serve **membership** thru teamwork, education and the recruitment of dedicated volunteers with a deep commitment to the mission. Leadership and Management will reflect quality and excellence in performing all tasks.
- Cultural and Education priority-** Major economic and noneconomic resources will be allocated for these activities in order to strive for preservation of our heritage for future generations.

- Voluntary Services-** Recognize that all the work is performed by volunteers. Encourage volunteerism. Become a benchmark for Progressive and Volunteer driven organizations. Strive for excellence in communication and consensus building in any decision process, training and succession opportunity.

## Article 2: Membership

### A. Dues

The membership dues paid at any time during the calendar year are valid through Dec. 31 of that year only.

### B. Eligibility

- Membership in the Samaj shall be open to any individual subscribing to Article 1, paragraph B above and paying the necessary dues as set forth in the by - laws.
- Application by single person shall be considered as "one application"; and application by a family shall also be considered as "one application" that may include husband, wife, and their all dependents.

### C. Categories

Categories of the membership and their voting and serving rights shall be as follows:

	Membership	Serving rights	Voting Rights	Max Categories on EC	Max Categories on BOT	Votes
Single	Y	Y	Y	0	0	1 <sup>*</sup>
Family	Y	Y	Y	2 <sup>a</sup>	2 <sup>a</sup>	Y <sup>b</sup>
Seniors	Y	Y	Y	2 <sup>a</sup>	2 <sup>a</sup>	Y <sup>b</sup>
Life	Y	Y	Y	2 <sup>a</sup>	2 <sup>a</sup>	Y <sup>b</sup>
Donor	Y	Y	Y	2 <sup>a</sup>	2 <sup>a</sup>	Y <sup>b</sup>
Honorary	N	N	N	0	0	0
Organizational and/or Corporate	N	N	N	0	0	0

Y= Yes, N= No  
 (\*21 yrs. or older, <sup>a</sup> Husband and Wife), <sup>b</sup> Maximum 2 Votes

### **Definition of Membership Categories:**

**Single:** Single as defined by the Internal Revenue Service (IRS).

**Family:** Husband, wife and unmarried children under (25) years of age and parents living in the same household.

**Seniors:** One spouse of 62 years of age or older.

**Life:** Whoever pays the one time Life Membership contribution as defined in the by- laws.

**Donor:** Whoever makes a donation of \$5000. Every donor by virtue of having donated \$5000 also becomes a Life member. This \$5000 donation must be directly to the Samaj and not to a third party donation via Samaj.

**Honorary:** A person unanimously approved by both Executive Committee and Board of Trustees based on the merits of his/her contributions towards the sustainability of the Samaj and supporting it's Mission, Vision and Core Values.

**Organizational &/or Corporate:** Any entity registered with and recognized by IRS as an organization or a corporation.

### **D. General**

\* All contributions shall be considered non-cumulative.

\* The time limit for making contributions to qualify for Life Members shall be one calendar year.

\* The time limit for contributions to qualify as a Donor Member shall be five consecutive years from the date of the first contribution.

\* The yearly dues for Single, Family, Seniors and Student members shall be as defined in the by-laws.

\* The contribution for the Life, Organization and Corporate membership shall be as defined in the by-laws.

\*A membership is considered in good standing when dues are paid in full for the current year, (Current year is defined as period between January 1 and December 31 of the same year) . A membership is

considered in default when dues are not paid or in arrears for the current year.

\* Organizations and other corporations may donate but shall not be eligible for privileges and rights of individual members.

### **E. Rights, Privileges, and Conduct**

The rights and privileges of the all members shall be:

1. To attend all Samaj activities

2. To attend General Body meetings.

3. To present motions at the General Body meetings.

4. To vote at all meetings of membership, when dues are paid on or before the date defined by the By-laws, and as per table in paragraph C above.

5. To participate in any activities and committees of the Samaj as per para C.

6. To attend and utilize the facilities of The Center for the designated activities. See Section 4 of by-laws for additional requirements.

7. To serve as a member of the Board of Trustees or Executive Committee, if elected. Such member shall be on active membership roster with annual dues paid before the date defined by the By-laws and as per table in paragraph C above.

8. Conduct and behavior of the members of the Samaj shall be worthy and supportive of the Mission, Vision and Core Values of the Samaj.

9. In case of a member, whose conduct and behavior has been unworthy, detrimental and *unsupportive* to the Mission, Vision and Core Values of the Samaj, failing all compromise, he/she shall be removed from the membership by a two-third majority decision of the Board of Trustees and Executive Committee combined.

10. A member who has been so removed from the roll of the membership may appeal the decision of the Board of Trustees and Executive Committee to the General Body, whose decision by a majority of the members present, shall be binding and final to both parties.

## Article 3: Management

The Board of Trustees (BOT) and Executive Committee (EC) shall be responsible for the overall management of the Samaj. Specifically, the BOT has the ultimate responsibility for ensuring compliance with the Mission, Vision and Core Values of the Samaj. The EC is responsible for the day to day operations and The EC is accountable to the BOT.

### A. Board of Trustees

The BOT is the main governing body a) Establishing policies and procedures for implementation by the EC. and 2) Oversight of EC.

1. The BOT shall consist of following members:

- a. Eight (8) members elected by General Membership.
- b. President of current E. C. (Considered as appointed)
- c. Immediate past BOT chairman (Considered as appointed)
- d. Immediate past EC president (Considered as appointed)

2. All trustees whether appointed, elected or by virtue of position held in E.C., shall have equal rights and voice in all matters coming before the BOT.

3. The elected members of the BOT shall serve a two year term. All appointed BOT members shall serve one year current term only.

4. Each year, four elected members of the BOT shall retire and be replaced with newly elected members resulting from regular annual election procedure.

5. The current and past Presidents of the EC serving on BOT shall not hold an officer position on the BOT. Except for the current President of the EC, no one else shall be eligible to serve in both the EC and BOT.

6. A vacancy on the BOT arising for any reason shall be filled for the remainder of the term by the BOT with a simple majority.

7. In addition to having overall responsibility for the smooth running of the Samaj and The Center, the BOT shall also have the following specific functions:

- ❖ (a). Elect a Chairman, Vice-Chairman and Secretary for BOT for a term of one year. *(Succession of position should be encouraged when possible by a majority vote)*

- ❖ (b). Appoint four members on the Election Committee. See Article 3.C.1 for additional requirements.
- ❖ (c). Maintain minutes of each meeting and inform EC and/or general members of major decisions approved by the BOT.
- ❖ (d). Retain a legal counsel, as required, and a CPA firm, without fail, to annually audit the corporation's financial records.
- ❖ (e). Authorize legitimate corporate indebtedness.
- ❖ (f). Avoid self-serving policies and conflict of interest.
- ❖ (g). Maintain a good credit standing for the corporation and follow sound business practices.
- ❖ (h). The BOT shall appoint the following ad-hoc committees as required
  - I. Scholarship
  - II. Strategic Planning
  - III. Finance & Audit (Article 3C)
  - IV. Constitution & By-Laws
  - V. Media and Public Relations
  - VI. Web Committee (Article 3C)
  - VII. Election Committee (Article 3C)
  - VIII. Appoint additional ad-hoc committees to carry out specific projects.

These ad-hoc committees shall dissolve as soon as their assignments are completed or at the expiration of each calendar year.

- ❖ (i). Conduct Board meetings regularly.
- ❖ (j). Review and approve the annual budget prepared and submitted by E.C.
- ❖ (k). Monitor budget and actual revenue and expenditure at every board meeting
- ❖ (l). Any member of BOT, who is absent from the BOT meeting for three consecutive times without prior appropriate explanation, for any reason shall be considered inactive and may be removed from the BOT, by a 2/3rd majority.
- ❖ (m). Removal proceedings must be informed to all BOT members via a mail (postal and or electronic). Minimum of two third majority (at least 8 of 11 votes) is required for removal. Once a removal is confirmed by above specified votes, member(s) affected by this decision, must be informed via a mail (postal and or electronic) and removal must be published in the upcoming Samaj Darshan. Removed member has a right to appeal to: a) Constitution Committee and b) General Body. He or She must take his/her appeal at his/her expense, first to the Constitution

committee and then to General Body if required. General Body decision will be considered final in the appeal process.

- ❖ (n). The BOT shall decide an appropriate committee and structure to operate The Center.
- ❖ (o). The BOT shall also define the reporting responsibilities and election related rules when the center becomes reality.

## **B. Executive Committee:**

The Executive Committee (EC) is an operating body of The Samaj responsible for the day to day operation and reports directly to the BOT. EC will be in charge of implementing the policies and procedures established by the BOT

1. The EC shall be made-up of fourteen (14) members comprised as following:

- a. President
- b. Vice President /President-elect (Automatically becomes President for the following year)
- c. Secretary
- d. Joint Secretary
- e. Treasurer
- f. Assistant Treasurer
- g. Board Of Directors: Six and
- h. Directors of GSY, and GSS (selected by EC & BOT)

2. First twelve (12) members of the Executive Committee shall be elected by the general membership to hold the offices for one calendar year. Calendar year is defined as a period from January 1 thru December 31 of that year. In addition to the twelve elected EC members, each year, the current elected Directors of each of the subchapters: GSY (Gujarati Samaj Youth), GSS (Gujarati Samaj Seniors) shall also be considered as extended members of the EC- as stated above in 1h.

3. The president of the EC serves on the BOT by virtue of his/her position as current president, for that year.

### **4. Duties of the Executive Committee shall be as follows:**

- a. Appoint three (3) members on the election committee. See Article 3.C for the additional requirements.
- b. Collect dues, donations, and contribution.
- c. Communicate with membership on regular basis via any of the available and easily accessible avenues such as postal mail, newsletters, electronic communication; such as email, website

updates, or community radio announcements to keep membership informed regarding activities of the Samaj. Website access to Samaj Portal shall be granted to all members at no cost.

- d. Maintain data base of membership
- e. Prepare detailed operating budget for approval by the Board of Trustees before February of each year and obtain formal approval from BOT.
- f. Submit the financial status at every BOT meeting indicating the performance of the operation (Actual vs. Budget) and identifying and/or recommending corrective measures required in order to maintain fiscal responsibility and sustainability.
- g. Conduct, manage, and administer all recurring or like activities of the Samaj.
- h. Appoint ad-hoc committees from the general membership if required to support a special program or project.
- i. Coordinate the activities and general policy with Board of Trustees.
- j. Keep all minutes of meetings and records of the Samaj.
- k. Select Chairperson for the general body meeting and conduct such meeting in cooperation with BOT
- l. Provide liaison between general membership and the Board of Trustees
- m. Inform BOT about all decisions made in the meetings of EC.
- n. Mail minutes of all EC meeting along with agenda of the next scheduled meeting to BOT.
- o. Carry out assigned project delegated to EC by the BOT following the recommendations and directives of the BOT
- p. Any interim vacancy arising in the EC shall be filled for the remainder of the year by a simple majority of the EC.

5. Any member of the EC who is absent from the EC meetings for three consecutive times without prior appropriate explanation, shall be considered inactive and may be removed from EC by 2/3<sup>rd</sup> majority (minimum of ten votes) of EC.

Removal proceedings must be informed to all EC and BOT members via a mail (postal or electronic). Minimum of two third majorities (at least 10 of 15 votes) is required for removal. Once a removal is confirmed by above specified votes, member(s) affected by this decision, must be informed via a mail (postal and or electronic) and removal must be published in the upcoming Samaj Darshan. A member removed from the EC must also vacate all other positions that he/she holds by virtue of his/her position in the EC. The member thus removed shall also become

ineligible to be elected as an office bearer for the following three years. The EC shall appoint a replacement from the general membership by simple majority vote taken at a special or regular EC meeting to replace the removed member ensuring that the replacement meets all other requirements to complete the term.

- ❖ Removed member has a right to appeal to: a) Constitution Committee b) BOT and c) General Body. He or She must take his/her appeal at his/her expense, first to the Constitution committee, then to BOT and finally to General Body if required. General Body decision will be considered final in the appeal process.

## **C. Specially Appointed Committees**

### **1. Election Committee**

During the month of August of each year, the BOT and EC together shall select seven (7) members of the Election Committee for the positions on the BOT and EC being vacated as per Article 3.A and 3.B. above. The joint effort shall be led by the BOT chairperson. BOT appoints four (4) and EC appoints (3) individuals.

The current members of the BOT and EC shall be considered ineligible to serve on the Election Committee. The names of the nominees to serve on the Election Committee shall then be circulated to general membership. The members serving on the Election Committee shall be ineligible for running for the election of any position on the BOT and/or EC.

### **The Election Committee shall have following specific responsibilities:**

- a. Collect up-to-date lists of eligible voters from the Secretary of EC
- b. Invite, candidates representing the membership demographics to serve at each position of the EC and BOT by setting a deadline for submission.
- c. When more than required names are received for any of the positions, then, election committee shall try to arrive at a compromise among the contesting candidates for those positions. If such a compromise cannot be reached, the committee shall submit all received names for such positions to the general membership for election.
- d. Election Committee shall conduct an open and fair election by mail ballot following procedures agreed upon by Election

Committee, EC and BOT. A mail ballot election shall be held before the annual general body meeting. Ballots mailed by members must be received at a PO BOX addresses only and not at any home address. Ballots should be picked-up from the post office in the presence of more than one member of the Election committee. All received ballots must be opened and counted in presence of election committee members at the time of counting only.

- e. Floor nominations, Write in Candidates, proxies or absentee ballots are not allowed during a mail ballot.
- f. The Election Committee shall properly organize all records, meeting proceedings and any other data collected during the election and shall submit to the EC for filing.
- g. The chairperson of the Election Committee shall install the newly elected members of the BOT and EC at the annual general body meeting.

## **2. Finance and Audit Committee**

- a. The BOT shall appoint five (5) members to this committee. The BOT Chairperson and the EC president shall be the two members from the Samaj Officers rank. The other three members shall be individuals from outside the EC and BOT, with professional background in Accounting and Finance whenever possible.
- b. Except for the first year of this committee, each of these three (3) outside members shall be appointed for a three-year term. To maintain continuity, the start of the term shall be staggered such that for the first year, one of the three members shall be appointed for one year term only, and another member for a two year term only. The third member shall be appointed for a three-year term. From the second year forward, each year, one new member shall be appointed for a three year term to replace the member whose term is ending at the same time.
- c. The primary responsibility of this committee is to monitor the finances of the Samaj including monthly review of income and expenditures, investments, annual audit by outside CPA, review and approval of major contracts/purchases (\$5,000 and higher), and the like.
- d. Finance committee chairperson must report in detail all accounts at every BOT and EC/BOT combined meetings.

### 3. WEB Committee

- a. BOT shall appoint three (3) members to this committee for a one-year term.
- b. One member shall be from outside the BOT and the EC with a professional background in Information Technology. The other two members shall be selected one each from BOT and EC.
- c. The primary responsibility of this committee is to develop and maintain a secured Samaj Web Site. This must be done such that the information is updated in a timely manner and a positive image of Samaj is ensured keeping in mind the Mission, Vision and Core Values of Samaj.

## Article 4

### Duties of Officers

#### A. Board of Trustees (BOT)

1. The Chairperson shall preside over and conduct all meetings of the Board of Trustees in accordance with Robert's Rules of Order. He/She shall be responsible to provide an annual report about the affairs of the Samaj to the General Membership. He/She shall act as an ex-officio non-voting member of the ad-hoc committees appointed by the Board of Trustees. BOTs shall have total and complete control over all the activities of the Samaj.
2. The vice chairperson shall act as a Chairperson in the absence of the Chairperson. He/She shall also perform such other duties as assigned by the Chairperson.
3. The secretary shall act as the recording officer of the Board of Trustees. He/She shall record and keep approved minutes of the meetings and shall send out one week in advance the proper notices of all the called meetings. Along with the notice for the upcoming meeting, He/She shall include the minutes of the previous meeting and agenda of the upcoming meeting.

#### B. Executive Committee

1. The President shall be the Chief Executive officer for the day to day operation of the Samaj. He/She shall: 1) preside at the meetings of the Executive Committee; 2) act as an ex-officio member of all the ad-hoc committees appointed by the Executive Committee; 3) report all activities operations to the Board of Trustees; and 4) serve on the Board of Trustees for his/her term

as the president.

2. The vice-president/President-Elect shall act as president in the absence of the president, *and also* shall be responsible for day to day operations of the Samaj, along with such other duties as assigned by the president from time to time.

3. The secretary shall act as the recording officer of the Executive Committee, and 1) keep records of approved minutes of meetings; 2) be the custodian of documents, records and minutes of the Samaj; 3) attend to all correspondence; 4) send out proper notices of all called meetings; 5) turn over the copies of the records to the chairman of sub-committees needing such information for the proper performance of their duties and 6) all inspection of all records, by any member, during regular business hours with prior notice by the inquiring member.

4. Joint Secretary shall assist the secretary and shall assume the duties of the secretary in his/her absence. Additionally, the joint secretary shall also assist the vice President/President Elect in the day to day operations of the Center.

5. Treasurer shall: 1) maintain proper accounts of Samaj; 2) hold the funds in a suitable manner as determined most appropriate by the Board of Trustees, 3) pay the funds out when properly authorized by the Executive Committee and/or Board of Trustees; 4) make monthly financial report to EC., 5) report to BOT at every BOT meeting and

- 6) make yearly reports to the general membership; and 7) make arrangements to prepare necessary corporate records and returns as required by the State of Michigan and Federal Government, and make those records available to the Finance & Audit Committee or the CPA when required by the Board of Trustees. The treasurer is also an ex officio member of the Finance & Audit Committee.

- 7). The Assistant treasurer shall assist the treasurer and shall assume the duties of the treasurer in his/her absence. Additionally, the assistant treasurer shall also assist the Vice President/President-Elect in the day to day operations of the Samaj.

## **C. Personal Liability**

The members of BOT, EC and other appointed Committee shall not be personally liable for the debts, liabilities, or other obligation of the Samaj, incurred lawfully in the course or discharge of an individual's duties and assignments. The members of BOT, EC and other appointed committee members are also indemnified against errors of judgments but will be responsible for and liable for willful negligence in all financial affairs or fraud or embezzlement of Samaj's funds or any other illegal act.

## **Article 5 Meetings**

### **A. General Body Meeting**

#### **A.1 General:**

1. The general body meeting shall be convened during the month of December of each year, but no later than the 15<sup>th</sup> of December, at a time, date, and place as may be decided by the Executive Committee.

2. A notice in writing shall be made to the members at least two weeks prior to the proposed date of the meeting.

3. The meeting Chairman shall be selected by the Executive Committee and BOT to preside over and conduct the meeting. The chairman shall not be from the members of the Executive Committee, or from Board of Trustees.

#### **A.2 Quorum**

1. 20% of the roll of membership present shall be considered as quorum for the general body meeting.

2. If the requisite quorum is not formed within half an hour of the time notified, the chairman shall conduct the meeting for information purpose only. If there is any issue on the agenda that requires voting, then the chairman shall adjourn the meeting and direct Executive Committee to select another day, Time and place to reconvene the meeting.

3. If the quorum is still not formed at the next meeting, the members present at this meeting shall constitute a quorum for the meeting for the old agenda items.

### **A.3 Voting**

1. Single (age 21 years and over) membership shall have one vote, while Family, Seniors, Life, and Donor membership shall have maximum two votes; one for each surviving spouse

2. No voting rights shall be extended to Honorary or organizational members.

3. The membership dues must be paid by the date specified in the By-Laws by the members for voting rights.

4. A Proxy vote, absentee vote, or vote by mail shall not be allowed at a general body meeting.

5. Voting shall be carried out by a simple show of hands, roll calls or by secret ballots.

### **A.4 Agenda for the General body Meeting**

1. Introduction of the Chairman of the meeting by Chairman of BOT

2. Discussion and adoption of the EC annual report.

3 Discussion and adoption of the auditor's annual report, balance sheets and statement of income and expenditures.

4. Consideration of any amendment, additions, deletions or alterations to the Constitution, its by-laws and Rules and Procedures.

5. Consideration and disposal of matters outstanding as old business or other matters that may be duly placed before the general body by the EC and/or BOT

6. Questions and answers

## **B Special Meeting**

1. A special meeting of the general body shall be convened at the request of either:

A. Two third majority resolution adopted at the combined meeting of EC and BOT, or,

B. 10% or more of the voting members of the current year signed petition requesting such special general body meeting.

2. A request for a special meeting shall state the purpose for which it is called and shall be mailed to the chairman of BOT

3. Once the signed petition is received Chairman of the BOT shall call its BOT meeting within (15) fifteen days and decide the time, date and place for a special meeting, and shall provide notice to the general membership by a regular first class mail with agenda.



4. This meeting must be convened within forty five (45) days of the receipt of the petition.

5. All other requirements related to quorum and voting shall be same as described in article 5.A.

### **C. Board of Trustees and Executive Committee Meetings**

1. Board of trustees shall meet at least once every three (3) months.

2. Executive committee shall meet at least once every two (2) months.

3. 50% or more members of BOT and EC shall be present at each meeting to form the quorum.

4. If requisite quorum is not formed within half an hour of the scheduled time, the president of the EC. or chairman of the BOT shall: a) prepare the proposal with supporting material to review, send it out by e-mail to the BOT or EC members, collect their votes (for or against) and announce to the members the results; or b) adjourn the meeting, and then by consent of the members present, may decide upon another day, time and place to reconvene the meeting.

5. If the quorum is still not formed at the next meeting, the members present at this time shall constitute as the quorum for the meeting.

6. All decisions made at the meeting shall be made by the absolute simple majority (by more than 50% of the voting members present at the meeting). In the event of tie or lack of absolute simple majority, the votes are to be re-taken until such absolute majority is achieved at the meeting.

7.. If still majority is not reached, resolution must be mailed to all BOT or EC members within five days of the meeting for their votes. Once the written votes are received, its tally will be final.

8. Proper notice of meeting and items on the agenda shall be mailed out one week prior to meeting date to the last official address on records to all committee members by the respective secretary.

## **Article 6 Finance and Banking Policies**

### **A. Finance**

1. All receipts and payments shall be supported by vouchers, receipts, proper accounting books and statements of accounts.

2. All money received on behalf of the Samaj shall be deposited in the Samaj checking account as soon as possible, but not later than thirty (30)days of its receipt.

3. Any funds collected for a designated or special purpose shall be transferred to the respective account from the checking account no later than thirty (30) days of the deposit.

4. Recurring expenditures do not need prior approval of the EC.

5. Non-recurring expenses up to the sum of \$500.00 do not need prior approval of the EC.

6. The treasurer and secretary together shall be allowed a sum not exceeding \$500.00 for petty expenses on behalf of the Samaj.

7. Any surplus money at the end of the year should be transferred to a special account and earmarked as an endowment fund with a priority towards capital expenditure such as, but not limited to, the Center.

8. The fiscal year of the Samaj shall be the calendar year from January 1 through and including December 31.

### **B. Banking**

1. The bank account shall be in the name of the Samaj as "Gujarati Samaj, Inc."

2. All payments and withdrawals shall be by checks only and shall be signed by the treasurer and any one of the following three designated members:

- a. President of EC.
- b. Chairman of BOT
- c. Secretary of BOT

3. All checks exceeding the amount of \$1,000.00 shall be signed by the treasurer and Chairman of BOT only.

## C. Auditing

1. The accounts of the Samaj shall be annually audited by the BOT in conjunction with the Finance and Audit committee
2. The accounts of the Samaj shall be audited by a Certified Public Accountant at least once every three years.

## Article 7

### Records, Documentation, Assets

1. All records, documents, databases, reports and minutes of the meetings shall be:
  - a. kept up to date throughout the year
  - b. transferred to the *next BOT and EC* team by the first meeting of BOT/EC or Feb. 1 whichever occurs first in the year, and
  - c. preserved for seven years from the initial date of archiving.
2. Any member in good standing shall, on written request to the secretary, be allowed to inspect or view the records of the Samaj, by prior appointment during regular business hours.
3. All tangible and intangible assets of the Samaj along with a list must be transferred by the outgoing *committee* members to the incoming *committee* by the first meeting of BOT/EC or Feb. 1 whichever occurs first in the year.

## Article 8

### Amendments

#### A) Amendments Proposed by a General Member

1. Amendments to the constitution may be proposed by any ten active members, with a written notice signed and supported by them, and submitted to the constitution committee with a copy to EC or BOT at least ninety days before the annual general body meeting.
2. All proposed amendments received by the constitution committee and/or initiated by the E.C. then shall be referred to the Board of Trustees. A simple majority of the Board of Trustees may approve the motion of amendment for consideration by the general membership. When such motion is not approved by BOT, then, initiating members shall obtain the signatures of 33% or more members (signatories must be

members of the current year) and submit such proposal directly to BOT for voting. The proposed amendments, must again be verified by the constitution committee for any errors, validity, legal issues, and overall contents for with the reasons for the amendments, then shall be circulated to the general members, at least thirty days prior to the annual General Body meeting, by BOT.

3. To become effective, the proposed amendments must receive affirmative votes from seventy five percent or more of the members present at the general body meeting provided the required quorum is met and the rules pertaining to the General Body meeting are followed.
4. No revision(s) to the motion for the amendment of the constitution, except technical corrections, shall be permitted at the General Body Meeting.

#### B) Amendments Proposed by BOT and /or EC

1. Amendment to the constitution may be proposed by three or more members of BOT and/or EC. If approved by a 2/3rd majority of the combined members of BOT and EC, proposals must be forwarded to the Constitution committee for changes to the constitution. Constitution committee must do its due diligence to incorporate these changes prior to submitting back to BOTs.
2. The proposed amendments with the reason for the proposed amendments, shall be provided to the general members at least thirty days prior to annual General Body Meeting by BOT
- 3 To become effective, the proposed amendments must receive affirmative votes from seventy five percent or more of the members present at the general body meeting provided the required quorum is met and the rules pertaining to the General Body meeting are followed.
4. No revision(s) to the motion for the amendment of the constitution, except technical corrections, shall be permitted at the General Body Meeting.

## Article 9

### Distribution of Funds upon Dissolution

In the event of the dissolution of the "Samaj" or in the event that it shall cease to carry out the objectives and purposes herein set forth, all of the business property and assets of the Samaj shall be distributed to such non-profit charitable or religious corporation or corporation possessing

tax-exempt status under section 501 (c) (3) of the Internal Revenue Code, as may be selected by the Board of Trustees and Executive Committee of this organization together, so that the business properties and assets of the Samaj shall then be devoted to the purposes of carrying on other non-profit charitable endeavors only.

## **Article 10**

### **Term Limit**

The following term limit shall apply to all EC and BOT members.

- A. No Samaj member can be in the EC and/or BOT for more than six (6) years, consecutively.
- B. After six (6) years of consecutive membership in EC and/or BOT, a member shall not run for EC or BOT or serve EC or BOT in any position for a period of Five (5) years.

## **Article 11**

### **By-Laws**

The following sections are part of By-Laws

- Section 1 Fee and Dues
- Section 2 Dues in Default
- Section 3 Use of Center
- Section 4 Remunerations Policy
- Section 5 Interpretations
- Section 6 Miscellaneous
- Section 7 Amendments to the By-Laws
- Section 8 Recalls
- Section 9 Dissolutions

### **Section 1**

#### **Fees and Dues**

- a). All fees and dues for initial membership shall be paid at the time of initial application.
- b). The annual dues for single membership shall be \$25.00.
- c). The annual dues for family membership shall be \$50.00.
- d). The annual dues for senior membership shall be \$25.00.
- e). The Life membership shall be granted for a one time minimum contribution of \$751.00
- f). The annual corporate membership shall be granted for a minimum contribution of \$101.00.
- g). Within the fiscal year of the Samaj, a membership may be converted up to any other category by paying only the difference in dues between the two categories.

h). The annual dues of any category of membership may be increased by 75% vote of EC and BOT in order to be fiscally responsive. The increase shall be effective for the following year and be communicated at the annual general body meeting with the rationale and justification for an increase.

## **Section 2**

### **Dues in Default**

Privileges and rights in the Samaj shall not be extended to a member who has failed to pay the dues. The voting rights in the annual election of the Samaj, or at the General Body Meeting shall not be extended to anyone who becomes a member after June 1 of the applicable year.

## **Section 3:**

### **Use of the Center**

a). Facilities shall be used for activities that meet the mission, vision and core values of the Samaj. No activity shall be permitted if it is against the interest and image of the Samaj. Commercial rental of the Center is allowed if the event being scheduled meets the mission, vision and core values of the Samaj.

b). Members shall have the privilege of full use of the facilities for private use for an established fee. Non-members may use the facilities for private use for a fee established for non-members only.

c). All activities organized by the Samaj shall have priority.

d). Availability of any Samaj facilities shall be made by advance reservation which shall be determined on a "FIRST COME FIRST SERVE" basis.

e). The Executive Committee has the right to cancel and/or rearrange any reservations in case of a dual reservation or justifiable emergency.

f). Alcohol and Non-Vegetarian food items will not be permitted in the parking lots of the Center. In side serving is permitted.

g). In side Center facility must comply with No Smoking Policy.

## **Section 4**

### **Remuneration Policy**

All work related to the Samaj shall be done on a voluntary basis by the members and **no remuneration** shall be made without prior approval of the Board of Trustees.

## **Section 5**

### **Interpretations**

If a conflict arises in the interpretation of these By-laws it should be resolved by BOT in the best interest of the Samaj.

## **Section 6**

### **Miscellaneous**

- a).** No one person shall run for a position in the Executive Committee and Board of Trustees simultaneously.
- b).** A member of BOT shall not run for a position on EC until after serving for the full term.
- c).** Should any vacancy arise in BOT or EC for any reason, no member of the previous year's election committee shall be appointed to EC or BOT
- d).** BOT and EC together shall appoint (5) members as an ad-hoc constitution committee, if required.
- e).** Any vacancies that arise out of any committees shall be filled by appointments at the combined meeting of BOT and EC in the year it occurs for the remaining term of the vacating member.
- f).** If the elected Vice President (President Elect) does not want to continue in the following year as a President, Current President should be allowed to continue as President in the following year. If He/She doesn't want to continue either, either a special nomination must be sought from general membership or BOT can appoint any person from existing EC or BOT members for upcoming one year term. In case of more than one nominations are received, combined EC and BOT members must vote on these nominations and simple majority rule must be applied to elect new president of the following one year term.

## **Section 7**

### **Amendments to the By-laws**

Any amendment to Article 11 of the By-Law will follow the same process as described in Article 8 above except paragraph A3 where only fifty one percent majorities will be required, not seventy five percent.

## **Section 8**

### **Recall**

1. The conduct and behavior of a member of the BOT and/or EC shall be worthy and supportive of the mission, vision and core values and sustainability of Samaj.
2. In the case where the conduct or behavior of a member of BOT and/or EC has become unworthy and/or unsupportive of the mission, vision and core values of the Samaj, a petition to recall such member may be initiated by the general members. The petition, with the reasons thereof, shall be signed by at least 10% of the active members and submitted to the Board of Trustees. For the purpose of signature, family membership shall be considered as one member.
3. A special meeting shall be called within forty five (45) days from the day above petition is provided to the general membership. Upon receiving the 2/3rd majority of the affirmative votes from the members present at this meeting, the member in question shall be removed from the position he/she has held in BOT or EC.

## **Section 9**

### **Dissolution**

Any decision to dissolve the Samaj must be initiated by BOT and must be approved by at least 75% of the members of BOT and EC. The notice to dissolve and the reasons thereof, shall be mailed to the General Membership, no less than (30) days prior to the annual General Body meeting. The Samaj shall be dissolved upon receiving the majority votes from the members present at this meeting. The distribution and the transfer of assets shall be decided by BOT and EC as defined in the Article 9 above.