

BYLAWS OF GUJARATI SAMAJ OF SAN ANTONIO (GSSA)

A NONPROFIT CORPORATION

TABLE OF CONTENTS

BACKGROUND 4

ARTICLE ONE. INTRODUCTION 4

 1.01. Definition of Bylaws 4

 1.02. Purposes and Powers..... 4

 1.03. Mission Statement..... 4

 1.04. Vision Statement 5

ARTICLE TWO. OFFICES 5

 2.01. Principal and Branch Offices. 5

 2.02. Location of Registered Office 5

ARTICLE THREE. MEMBERSHIP 5

 3.01. Definition of Membership..... 5

 3.02. Classes of Members. 5

 3.03. Membership Application. 5

 3.04. Membership Fees. 6

 3.05. Entry Fees for Events 6

 3.06. Place of Members' Meetings..... 6

 3.07. Annual Members' Meetings. 7

 3.08. Special Members' Meetings. 7

 3.09. Notice of Members' Meetings. 7

 3.10. Voting Rights of Members. 7

 3.11. Members' Proxy Voting and Electronic Voting..... 7

 3.12. Quorum for Meetings of Members..... 8

 3.13. Transferability of Membership..... 8

 3.14. Termination of Membership..... 8

ARTICLE FOUR. THE BOARD OF TRUSTEES..... 9

 4.01. Definition of the Board of Trustees 9

 4.02. Qualifications to Serve on the Board of Trustees 9

 4.03. Number of Trustees. 9

 4.04. Appointment and Terms of Trustees. 9

 4.05. Attendance at Board of Trustees Meetings, Resignation and Vacancy..... 10

 4.06. Place of Trustees Board Meetings. 10

 4.07. Regular Board Meetings of Trustees..... 10

 4.08. Call of Special Board Meetings of Trustees. 10

 4.09. Notice of Special Board Meetings of Trustees..... 11

 4.10. Waiver of Notice 11

 4.11. Quorum for Board Meetings of Trustees..... 11

 4.12. Emergency Powers of Board of Trustees..... 11

 4.13. Honorary Trustees..... 11

 4.14. Role of Honorary Trustees 11

 4.15. Limit on number of Honorary Trustees..... 12

 4.16. Term of Honorary Trustees..... 12

ARTICLE FIVE. EXECUTIVE BOARD.....	13
5.01 Executive Board.....	13
5.02 Total number of Committee members on The Executive Board.....	13
5.03. Qualification of Committee Members to Serve on Executive Board.	13
5.04. Election of Executive Board Members.	13
5.05 Removal of Committee Members from the Executive Board.....	13
ARTICLE SIX. EXECUTIVE COMMITTEE.....	14
6.01. Executive Committee.....	14
6.02. Principal Officers.	14
6.03. Qualification of Principal Officers.....	14
6.04. Election of Principal Officers on the Executive Committee.....	15
6.05. President.....	15
6.06. Vice President.	16
6.07. Treasurer.....	16
6.08. Secretary.	16
6.09. Social Secretary.	16
6.10. Removal of Officers.....	16
6.11. Emergency Powers.....	17
ARTICLE SEVEN. ELECTIONS COMMITTEE AND VOTING.....	17
7.01. Voting.	17
7.02. Management of Voting Process.....	17
7.03. The Elections Committee.....	18
7.04. Duties of the Elections Committee.	18
7.05. Anonymity of Voting.....	18
7.06. Election of Executive Board.....	18
7.07. Election Date and timeline for Executive Board Elections.	18
7.08. Record Date.....	19
7.09. Nomination Instructions.....	19
7.10. Nomination Requirements.....	19
7.11. Ballots.	19
7.12. Election.	19
ARTICLE EIGHT. CORE OPERATIONS.....	20
8.01 Core Operations.....	20
ARTICLE NINE. SUB-COMMITTEES.....	20
9.01. Sub Committees.....	20
ARTICLE TEN. FINANCIAL OPERATIONS AND BANK ACCOUNTS.....	21
10.01. Budget.....	21
10.02. Bank Accounts.....	21
10.03 Signature Requirements.....	22
10.04. Spending Approval Requirements.....	22
10.05. Abuse Avoidance.....	23
10.06. Professional Bookkeeping.....	23
ARTICLE ELEVEN. COMMUNICATIONS.....	23
11.01. GSTB Communications.....	24
ARTICLE TWELVE. INFORMAL ACTION.....	24

12.01. Waiver of Notice	24
12.02. Action by Consent	24
ARTICLE THIRTEEN. MISCELLANEOUS	24
13.01. Inspection	24
13.02. Nonprofit Operations – Compensation.....	24
13.03. Loans to Management.	24
13.04. GSSA Assets.....	24
ARTICLE FOURTEEN. AMENDMENTS	25
14.01. Amendment of Articles of Incorporation	25
14.02. Modification of Bylaws.....	25
ARTICLE FIFTEEN. ADOPTION OF BYLAWS AND TRANSITION	25
15.01. Adoption and Effective Date.....	25
15.02. Transition	25
Exhibit A(GSSA Past Presidents).....	26

BYLAWS OF GUJARATI SAMAJ OF SAN ANTONIO (GSSA)

A NONPROFIT CORPORATION

BACKGROUND

A. GUJARATI SAMAJ OF SAN ANTONIO (“GSSA”) is a TEXAS Non Profit Corporation registered with the Division of Corporations at the Texas Department of State having registration number 0130461801. GSSA was formally incorporated on 03/10/1994. GSSA’s Taxpayer ID # is 74-2701090.

B. GSSA determined that it would be in the best interest of GSSA to update and revise the bylaws in order to reflect current needs and to provide a framework to position GSSA for future stability and growth.

ARTICLE ONE. INTRODUCTION

1.01. Definition of By-laws.

These Bylaws shall constitute the code of rules adopted by GSSA for the regulation and management of its affairs.

The provisions of Article 14 shall deal with the process for the approval of these Bylaws, effective date and transition issues.

1.02. Purposes and Powers.

GSSA will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by law.

The primary purpose of GSSA is to provide a platform for people in the San Antonio and surrounding areas to strengthen, maintain and celebrate the cultural values, traditions and language of the people of the Gujarat State of the Republic of India.

GSSA is a charitable, cultural, educational and social organization that will promote Gujarati cultural understanding through educational and other programs and events based on harmony, peace and justice. GSSA will promote friendship, goodwill and share its ethnic heritage with all people and work towards creating awareness of our cultural heritage and build long lasting bonds& interdependent relationships amongst various other communities in San Antonio.

1.03. Mission Statement.

Preserve, protect and promote our Gujarati culture, heritage, and tradition for past, present, and future generations.

To foster, create, and build interdependent relationships amongst several diverse

communities through joint efforts, events, and projects of mutual benefit.

1.04. Vision Statement

The President elect each year will carve out his/her vision statement after due discussion and in general agreement with the newly elected GSSA committee members.

ARTICLE TWO. OFFICES.

2.01. Principal and Branch Offices.

The principal place of operations of GSSA will be located in San Antonio, Texas. Regional Branch offices could be opened as needed in other surrounding areas.

2.02. Location of Registered Office.

The current location of the registered office of GSSA is 11 Yateswood, San Antonio, Texas 78248.

The Board may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the Secretary of State.

The Registered Office will be continuously maintained in Bexar County of the State of Texas for the life of GSSA.

ARTICLE THREE. MEMBERSHIP

3.01. Definition of Membership.

The Members of GSSA are those persons having membership rights in accordance with the provisions of these Bylaws.

3.02. Classes of Members.

GSSA will continue to have the following three classes of Members:

- (1) Family Membership to include Couple and unmarried children staying together at the same place of residence;
- (2) Senior Citizen Members (age 65 or older on January 1 of the membership year);
- (3) Student Membership;

3.03. Membership Application.

Membership shall be available to any person (irrespective of caste, creed, color, race, or national origin) who has one of the following:

- (1) Speaks or understands the Gujarati language;

- (2) Practices and cherishes an abiding interest in the Gujarati culture;
- (3) Is of Gujarati ancestors or married to a Gujarati; or,
- (4) Supports the purposes of GSSA.

Such person may become a member by applying for membership and paying the membership dues. The membership application form shall be in a format similar to the 2014 membership form. The membership form may be modified in the future with prior approval from the Executive Board via a resolution to be passed by a simple majority. A single membership form may be submitted for all persons residing at one address.

3.04. Membership Fees.

The GSSA membership year is the calendar year (January 1 to December 31). Annual Membership dues are currently as follows and will continue to remain in effect until it is changed by the Executive Board:

*See Exhibit B

(1) **Regular Family Membership:** \$75.00 for one year, \$150 for two years and are due on or before January 1st of each year. Members can avail of a discounted rate of \$200 for regular family membership for a 3 year period if the amount is paid in full at one time on or before January 1st. Family is defined as Husband, Wife, unmarried Children and parents. 25 year and older Brothers and Sisters of the Husband or the wife will not be considered as the Family for the Family Membership.

(2) **Senior Citizen Membership** (age 65 or older on January 1 of the membership year): Free for the seniors living with the paid GSSA member. Senior Citizen will pay full Family membership if he/she has a child living in GSSA area territory but he/she is NOT a GSSA member. Senior Citizen will pay \$25/year and Senior Citizen Couple will pay \$40/year in Membership if he/she does not have a child living in GSSA area territory.

(3) **Student Membership:** Out of town Students will pay \$50 per year if their parents are not a GSSA member.

The annual dues are for the calendar year (January 1 to December 31) and shall not be prorated even if a person joins or resigns part way through a calendar year.

The annual dues are for the calendar year (January 1 to December 31) and shall not be prorated even if a person joins or resigns part way through a calendar year.

GSSA will not be liable to refund any membership dues collected if a member decides to discontinue membership or leaves the San Antonio region or is terminated from membership.

3.05. Entry Fees for Events.

While admission to many GSSA events will be free for Members, GSSA Executive Board shall be allowed & is empowered to charge a fee for special & high cost events.

3.06. Place of Members' Meetings.

Meetings of Members will be held at places determined from time to time by the Executive Board within the San Antonio area.

3.07. Annual Members' Meetings.

The annual meeting of Members will be held during a period commencing 60 days before and ending 60 days after the date on which the Gujarati Diwali Celebration occurs each year.

3.08. Special Members' Meetings.

Special meetings of the Members may be called by any of the following:

- (1) The Executive Board or,
- (2) The Board of Trustees upon written request signed by at least twenty per cent (20%) of the GSSA adult Members. Such meeting shall be held within the time specified in the request but no less than 45 days from the date of the request.

3.09. Notice of Members' Meetings.

Written or printed notice, stating the place, day, and hour of the meeting and in the case of a special meeting the purpose or purposes for which the meeting is called, must be served not less than fifteen days before the date of the members' meeting by Email or flyer or the GSSA Website, to each Member entitled to vote at such meeting. Members will be responsible to provide the correct Email and mailing address to GSSA.

The notice will be deemed to be served when Emailed or by mailing the flyer or by posting it on the GSSA website.

For multiple members who apply for membership on one membership application form, notice shall be deemed properly served if one notice is mailed to the person first listed on the application form to the address listed on the form.

Additional notice may be circulated by email.

3.10. Voting Rights of Members.

Each Regular Member as well as each Senior Citizen Member will be entitled to one vote on each matter submitted to a vote of Members.

Youth Members and Infant Members will not be entitled to any voting rights.

3.11. Proxy Voting and Electronic Voting.

- (1) No Proxy Voting. A Member may only vote in person. Voting rights are not transferrable. There shall be no proxy or absentee voting.
- (2) Electronic Voting. Upon approval by the Board, GSSA may conduct its elections electronically using the services of an independent reputable vendor experienced in handling online elections for associations similar in size to GSSA.
- (3) Voting By Fax/E-mail: The executive committee is empowered to decide upon

acceptance of voting via fax or e-mail and a notice will required to be sent 30 days prior to such voting which shall include but not limited to the following;

- a. Detailed Notice of the issue being voted upon
- b. Date and time Voting is due for validity
- c. Detailed instructions for Voting via Fax
- d. Detailed instructions for Voting via E-mail
- e. Details of methodology of vote counting
- f. List of names of person's in charge of vote counting. The vote counting will be constituted of a team of three persons which would include 2 trustees and one person from Executive Committee to be nominated by the executive committee.

3.12. Quorum for Meetings of Members.

Quorum for meetings of members shall be established if the meeting is attended by whichever is the lower of (i) 30 members entitled to vote, or (ii) 10 percent of the members entitled to vote.

For the adoption of any matter voted on by the Members, a majority of the votes is necessary from the Members present at a meeting at which a quorum is present (unless a proportion greater than majority is required by law, the Articles of Incorporation, or any provision of these Bylaws).

In the event that members vote online or as they enter a meeting, quorum shall also be deemed to be established if the number of members required for quorum does in fact vote.

3.13. Transferability of Membership.

Membership in GSSA is nontransferable and not assignable.

A guest of a member must pay the appropriate fee to participate in any event and cannot substitute for a member who does not attend.

3.14. Termination of Membership.

Membership in GSSA will terminate on any of the following events, and for no other reason:

- (1) Receipt by the Executive Committee of the written resignation of a Member, executed by such Member;
- (2) The death of a Member; or,
- (3) For cause, for actions inconsistent with membership, and only after due notice and a hearing on the issues. Conviction for a felony crime involving moral turpitude shall be regarded as good cause for termination of membership.

In order to terminate the membership of any Member for any reason other than the resignation or death of the Member, the Principal Officers of the Executive Committee shall present their reasons to the Board of Trustees. The board of trustees will provide their written recommendations and inputs to the Executive Board for their consideration. The board of trustees will merely act as advisors but shall have no say in the final decision to be taken by the Executive Board.

The Executive Committee will then provide such Member an opportunity to be heard and present evidence for the Board to consider and recommend their views.

Any decision by the Executive Board (majority vote at a meeting at which quorum is present) shall be final and binding.

If termination is sought for a Member who is also a Principal Officer of the Executive Committee or a Executive Board member then such person shall not participate in the decision making process of the Executive Board.

ARTICLE FOUR. THE BOARD OF TRUSTEES

4.01. Definition of the Board of Trustees.

The board of trustees (“Board of Trustees” or “Board”) is that group of persons vested with the supervision of the management of the operations and affairs of GSSA subject to the law, the Articles of Incorporation, and these Bylaws. Any person who is a member of the Board of Trustees may also be referred to herein as a “Trustees” or “Trustee”

4.02. Qualifications to Serve on the Board of Trustees.

The qualifications for becoming and remaining a member of the Board of Trustees are as follows:

- (1) Each Trustee must be regular full time resident of the San Antonio area; full times means minimum of 6 months.
- (2) Each Trustee must be a Member of GSSA; and,
- (3) Each Trustee must satisfy the other qualifications as may be applicable pursuant to the provisions contained herein relating to the number of Trustee, the term and the manner of appointment.
- (4) Each Trustee shall have served as the President of GSSA for one full term.
- (5) Each Trustee shall have been a member of GSSA for at least 5 years.

4.03. Number of Trustees.

After the adoption of these revised bylaws but not later than January 1, 2015, the number of Trustees of GSSA will be limited to three (3) at any time after the first Board of Trustees is appointed pursuant to these Bylaws. All the first three (3) Trustees shall be past presidents; out of which two (2) would be past presidents and one (1) will be the immediate past president.

4.04. Appointment and Terms of Trustees.

Immediately following adoption of these Bylaws, the Board of Trustees shall be elected and or appointed as follows:

- (1) If there is no consensus among candidates for the appointment of Trustees than an election of the Trustees from the past presidents shall be conducted in a fair and transparent manner by an elections committee. The elections committee shall contact all 8 past presidents who are eligible to

serve as one of the two (2) Trustees to obtain from such potential candidates an indication of their interest to serve as Trustee.

In the event that more than two candidates desire to serve, then the past presidents shall conduct an election among themselves (with assistance from the elections committee) to elect two trustees from those who indicated their interest in serving as a Trustee.

In the event that less than two candidates desire to serve, then those who indicate their desire to serve shall be appointed as Trustees. The shortfall in two shall be filled by appointment by joint action of the Trustees and the Principal Officers of the Executive Committee from any past Executive Committee Member having served at least two years as a committee member and has been a member of GSSA for at least three years.

Of those initial two (2) Trustees, One (1) will serve for a term ending December 31, 2015 and One will serve for a term ending December 31, 2016. The senior of the two will retire first on December 31, 2015. Thereafter, any of those two positions which become vacant will be filled for three year terms from the immediate past presidents. In the event the immediate president is elected to serve two terms than there shall be no retirement of Trustee in that year.

4.05. Attendance at Board of Trustees Meetings, Resignation and Vacancy.

All Trustees are expected to attend every regularly scheduled meeting of the Board of Trustees. A Trustee with more than three (3) consecutive absences from regularly scheduled Board meetings (without prior written notification to the remaining Trustees) shall be considered to have automatically resigned from the Board.

A Trustee who moves their principal residence out of the San Antonio area and surrounding shall also be considered to have automatically resigned from the Board as soon as the Board or Committee members become aware of such move.

Resignation of a Trustee who submits a written notice of resignation shall be effective on the date specified in the notice or earlier at the option of the Board.

A vacancy in a position filled by a past president shall be filled from other past presidents by an internal vote among the remaining two Trustees and the President of GSSA at that time.

A Board Secretary will be appointed from amongst the three trustees on the Board.

4.06. Place of Trustees Board Meetings.

Meetings of the Board of Trustees, regular or special, will be held at any place or places within the San Antonio Area as the Board may designate by resolution duly adopted.

4.07. Regular Board Meetings of Trustees

Regular meetings of the Board will be held at least twice a year.

4.08. Call of Special Board Meetings of Trustees.

A special meeting of the Board of Trustees may be called by either:

- (1) At least two Trustees.

4.09. Notice of Special Board Meetings of Trustees.

The Board Secretary shall send written notice stating the place, day, and hour of any meeting of the Board.

This notice will be served to each Trustee not less than seven calendar days before the date of the meeting by first class mail (or email) or fax.

If mailed, such notice should also be emailed and will be deemed to be delivered when deposited in the United States mail by registered or certified first class mail addressed to the Trustee at his or her address as it appears on the records of GSSA, with postage prepaid.

Such notice should state the agenda and the purpose of the meeting.

4.10. Waiver of Notice.

Attendance of a Trustee at any meeting of the Board will constitute a waiver of notice of such meeting, except where such Trustee attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any action because the meeting is not lawfully called or convened.

4.11. Quorum for Board Meetings of Trustees.

A majority of the Board of Trustees will constitute a quorum which will be two (2).

The act of a majority of the Trustees present at a meeting at which a quorum is present will be the act of the Board.

4.12. Emergency Powers of Board of Trustees.

In case of an emergency created by the resignation of all the Officers of GSSA, the Board shall take over the functions of the Executive Committee.

The Board may then form a working committee from other Members of the GSSA preferably from those who previously served on the Executive Committee or as Committee members. Subsequently the Board shall arrange for new election in accordance with these By-Laws so that new Officers can be elected by the Members of the GSSA. The Board shall take all necessary steps to ensure that such an election is held within the three months after the beginning of the emergency.

For ease of reference this Article shall be repeated in Article 5.11.

4.13. Honorary Trustees.

The Board of Trustees & the Executive Committee by mutual consent appoint honorary trustees to recognize members whose contribution has had a major impact on the overall being & good of GSSA. Such appointees shall have served at least five years in capacity as a committee member including years served as principal officer. The board of Trustees

decision in the matter of appointment shall be final and the Executive board's role shall only be of giving an opinion.

4.14. Role of Honorary Trustees.

Honorary Trustees shall provide inputs, advice and opinion based on their experience on matters where the advice is sought by either the Board of Trustees or the Executive Committee but such advice will not be binding on either.

4.15. Limit on number of Honorary Trustees.

The total number of Honorary Trustees shall not exceed 3 at any time but can be 0.

4.16. Term of Honorary Trustees

The term of Honorary Trustees shall be limited to a maximum of 3 years and the Honorary Trustees shall have a right to terminate the Honorary Trustees before their tenure ends if they leave the San Antonio region, discontinue to be members of GSSA or their continuance hurts the well being of GSSA in any way.

ARTICLE FIVE EXECUTIVE BOARD

5.01. Executive Board.

The Executive Board shall consist of all the committee members elected by GSSA members to hold the office for one calendar year (Beginning January 1st and ending on December 31st of each years.

5.02. Total number of Committee Members on The Executive Board

The total number of committee members at any given time on the Executive Board shall not exceed 13 and shall be no less than 5. The total number on the Executive Board shall always be an odd number (example 5, 7, 9, 11 and 13). Each year elections will be held for 12 committee members to be on the Executive Board. Only in case if the Vice President of the prior year is unwilling to serve as a President for the upcoming year than GSSA members will elect 13 committee members to the Executive Board.

5.03. Qualification of Committee Members to serve on Executive Board.

To be eligible to serve as a committee member on the Executive Board, the following requirements must be satisfied prior to January 1 of the year of service:

- (1) Must be a Regular Member or Senior Member of GSSA for at least two immediately preceding years (for example, to serve for year 2015, the person must have been a Regular Member or Senior Member for 2013 and 2014); and,
- (2) Must be a regular full time resident of the San Antonio area & surrounding for 6 months during the prior year.

5.04. Election of Executive Board Members

These bylaws shall be presented for approval during 2014.
All of the Committee members to serve on the Executive Board shall be elected annually by the GSSA Members. In the event that the Vice President for prior year is unable to continue and serve as President for the following year, then the President position will be filled by election by the Executive Board members. The process of Elections is described under Article Seven of the By-laws.

5.05. Removal of Committee Members from the Executive Board.

A member of the Executive Board may be terminated as a committee member for any of the following reasons:

- (1) Resignation of the Committee Member, by written notice to the Executive Board executed by such committee member;

- (2) The death of a committee member; or,
- (3) For cause, for actions inconsistent with service as a committee member serving on the Executive Board, and only after due notice and a hearing on the issues.

In order to terminate any committee member on the Executive Board members of the Executive Committee (other than such Officer) shall present their reasons to the Executive Board. The Board will then provide such committee member an opportunity to be heard and present evidence for the Executive Board to consider. Any decision by the Executive Board (majority vote at a meeting at which quorum is present) shall be final and binding.

The removal from office of any committee member serving on the Executive Board for any reason other than resignation, death or failure to reside in the San Antonio region, shall require a majority decision of a joint meeting of the Executive Board and the Executive Committee.

Any vacancy on the Executive Board shall be filled for the remainder of the year by a person appointed by the remaining members of the Executive Board but such appointment will be at the sole discretion of the Executive Board.

ARTICLE SIX EXECUTIVE COMMITTEE

6.01. Executive Committee.

The Executive Committee shall consist of the Principal Officers (as described below) and such other positions as may be designated by the Principal Officers by unanimous or majority consent of the Principal Officers.

6.02. Principal Officers.

The principal officers (together, the “Principal Officers” or individually “Principal Officer”) of GSSA shall consist of the following five (5) personnel:

- (1) President.
- (2) Vice President.
- (3) Secretary.
- (4) Treasurer.
- (5) Social Secretary/ Event Secretary.

6.03. Qualification of Principal Officers.

To be eligible to serve as a Principal Officer, the following requirements must be satisfied prior to January 1 of the year of service:

- (3) Must be a Regular Member or Senior Member of GSSA for at least two immediately preceding years (for example, to serve as Secretary for 2015, the person must have been a Regular Member or Senior Member for 2012 and 2014);

and,

(4) Must be a regular full time resident of the San Antonio area & surrounding region and

(5) Must have served as a committee member for at least 2 years or served as an executive committee member for at least 1 year.

6.04. Election of Principal Officers on the Executive Committee.

(1) Transition Provision for 2014. These bylaws shall be presented for approval during 2014. As a transition measure, for the remainder of the year 2014, the current Executive Committee shall continue to serve in their respective positions.

(2) Transition Provision for 2015. The Principal Officers to serve for the year 2015 will all (Except the President) be elected by the Executive Board members after a new Executive Board is elected & formed for 2015. To be eligible to seek election as a Executive Committee member for the year 2015, the candidate must have been a member of GSSA for the past two years. The qualification for The President, Vice-President, Secretary, Treasurer and Event/Social Secretary to be elected from amongst Board members are that they should have served at least one year as a GSSA working committee member.

(3) Provisions for 2015 and beyond. The Principal Officers to serve for the years 2015 and beyond shall be elected in accordance with the following provisions. The election shall take place at the first meeting held in the year prior to the start of the term of office of the newly elected members of the Executive Board. The person who served as Vice President for one year will automatically become President for the following year.

All of the Principal Officers other than the President shall be elected annually by the Members serving on the Executive Board. In the event that the Vice President for one year is unable to continue and serve as President for the following year, then the President position will also be filled by election by the members on the Executive Board. In such event, to be eligible to seek election as President the Candidate must have served on the Executive Committee for at least one full year in the past.

It is expected that the Vice President will normally become the President in the following year, therefore, to be eligible to seek election as a Vice President, the candidate must have served as a Secretary, Treasurer, or Social Secretary for at least one year in the past (meaning prior to January 1, of the year for which a candidate seeks election). If the prior year Secretary, Treasurer, or Event/Social Secretary are unwilling to serve as Vice-President than the Vice President will be elected by the Executive Board from amongst them by a simple majority vote.

Any adult Member in good standing is eligible to seek election as Secretary, Treasurer or Social Secretary.

6.05. President.

The President will be the Chief Executive Officer of GSSA and will supervise and control the affairs of GSSA with oversight from the Board of Trustees. The President will perform all duties for the betterment of GSSA, and such other duties as may be

provided in these Bylaws or as may be prescribed from time to time by the Board.

6.06. Vice President.

The Vice President shall assist the President in all affairs as needed. The Vice President shall also be the liaison between the Executive Committee and the Executive Board and shall takeover all the responsibilities of the President in his/her absence or resignation or termination.

6.07. Treasurer.

The Treasurer shall (subject to the provisions of these bylaws related to Financial Operations):

- (1) Deposit all incoming funds into the GSSA bank Account and be in charge of and be accountable for all GSSA Operating Account funds;
- (2) Regularly submit to the Executive Committee and the Executive Board detailed reports on the financial affairs of GSSA;
- (3) Perform in general all duties incident to the office of Treasurer all of the above as may be required by law, by the Articles of Incorporation, by these bylaws, or that may be assigned from time to time by the Board; and,
- (4) Be responsible in coordination with the Executive Committee & the Executive Board for timely filing all Tax and other appropriate governmental returns.

6.08. Secretary.

The Secretary shall:

- (1) Maintain the minutes of all meetings of Members and of the Executive Committee;
- (2) Maintain a detailed, accurate and complete record of membership on an electronic database;
- (3) Give all notices as are required by law or by these Bylaws; and,
- (4) Perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the the Executive Committee.

6.09. Social Secretary.

The Social Secretary shall be responsible for the planning, coordination and execution of the social and cultural Core Events under the direction of the President and the Executive Committee & provide an estimate/budget for all events to be held during the calendar year in liaison with the Treasure to the Executive Committee for the subsequent approval of the same by the Executive Board by a majority vote.

6.10. Removal of Officers.

A member of the Executive Committee may be terminated as an Officer for any of the following reasons:

- (4) Resignation of the Officer, by written notice to the Board executed by such Officer;
- (5) The death of an Officer; or,
- (6) For cause, for actions inconsistent with service as an Officer, and only after due notice and a hearing on the issues.

In order to terminate any Officer other than a Principal Officer for any reason other than the resignation or death of the Officer, members of the Executive Committee (other than such Officer) shall present their reasons to the Executive Board. The Executive Board will then provide such Officer an opportunity to be heard and present evidence for the Executive Board to consider. Any decision by the Executive Board (majority vote at a meeting at which quorum is present) shall be final and binding.

The removal from office of any Principal Officer for any reason other than resignation, death or failure to reside in the San Antonio region, shall require a majority decision of a joint meeting of the Executive Board and the Executive Committee.

Any vacancy in the office of President the course of a year shall be filled by the Vice President who shall become the President for the remainder of that year. Any other vacancy on the Executive Committee shall be filled for the remainder of the year by a person appointed by the remaining members of the Executive Board.

6.11. Emergency Powers.

For ease of reference this Article repeats Article 4.12.

In case of an emergency created by the resignation of all the Officers of GSSA, the Board of Trustees shall take over the functions of the Executive Committee & Executive Board.

The Board of Trustees may then form a working committee from other Members of the GSSA, preferably from those who previously served on the Executive Committee.

Subsequently the Board of Trustees shall arrange for new election in accordance with these By-Laws so that new Officers can be elected by the Members of the GSSA.

The Board of Trustees shall take all necessary steps to ensure that such an election is held within the three months after the beginning of the emergency.

*See Exhibit B Addition of Article 6.12 Executive Board Transition.

ARTICLE SEVEN ELECTIONS COMMITTEE AND VOTING.

7.01. Voting.

Any issue which requires a vote of the GSSA members shall be determined by a majority of the GSSA members voting on the issue, except as otherwise required by these Bylaws. Each adult Member shall be entitled to personally cast one vote on any voting issue.

7.02. Management of Voting Process.

The process for all voting, including elections of committee members to the Executive Board,

bylaw amendments, and any other issues, shall be planned, organized and run by the Elections Committee.

7.03. The Elections Committee.

There shall be at least five members on the Elections Committee out of which two shall be nominated from & by the Board of Trustees and 3 from & by the Executive board. Following approval of these bylaws, the current Executive Board shall designate the members of the initial Elections Committee for 2015.

Beginning with 2015, the Board of Trustees shall during January of each year designate the 2 members of the Elections Committee to serve for that year and the incoming new committee elected to serve on the executive board shall designate 3 members on the Election committee.

7.04. Duties of the Elections Committee.

All persons appointed to serve on the Elections Committee shall be members in good standing of GSSA and agree to carry out their responsibilities in a transparent and fair manner.

The Elections Committee shall draft all required notices for nominations, elections, and any other issues to be voted upon by GSSA members, and shall prepare, distribute, collect and count all ballots, and announce the results of all votes to GSSA members in a timely manner.

The Elections Committee shall ensure that the elections comply with the bylaws. There will be no favoritism & ballots shall not indicate the source of any nomination.

7.05. Anonymity of Voting.

Voting for the election to the Executive Board, for Bylaw amendments and rescissions, and all other matters as may be determined by the Executive Board as requiring a vote of the members of GSSA, shall be conducted in such a way as to be able to ensure that only those entitled to vote are able to vote, to determine who has voted, and to verify that no one has voted more than once, while at the same time preserving the anonymity of each voter.

7.06. Election of Executive Board.

Elections of Executive Board members shall be conducted so as to comply with the requirements of the Bylaws provisions dealing with the qualifications and manner of election of the Committee members to the Executive Board.

The role of the Elections Committee for elections of Executive Board members shall be to ensure fairness in the process.

7.07. Election Date and timeline for Executive Board elections.

The date in any year on which GSSA holds its Diwali celebration shall be the date (the "Election Date") on which elections are held for committee members to serve on the

Executive Board from January 1 of the following year.

The election timeline and procedures described below are intended to be guidelines for the Election Committee to follow.

The timeline and process may be modified to suit circumstances from time to time by the Election Committee with current Executive Board approval and if necessary with Board of Trustees wherever felt necessary.

7.08. Record Date.

The record date (“Record Date”) is the date used for determining who shall be eligible to participate in the election process and to determine who is eligible to vote.

The Record Date shall be 45 days before the Election Date. Persons who become members after the Record Date cannot vote or participate in the elections that year.

7.09. Nomination Instructions.

Instructions on when, where and how to submit nominations for candidates seeking to serve as Committee Members on the Executive Board for the coming year shall be distributed by the Elections Committee (by newsletter and posting on the website and /or via e-mail) to the members of GSSA at least 30 days before the Election Date & Nominations shall remain open for 15 days minimum period and 30 days maximum period.

7.10. Nomination Requirements.

Nominations shall be made in the manner prescribed by the Elections Committee. Nominations may be made by any GSSA adult member in good standing, on behalf of any GSSA member in good standing who meets the qualifications for the nominated position as set forth in these bylaws.

The nomination must contain the name, full address, phone number and email of the person making the nomination as well as of the nominated candidate.

For a nomination to be valid, the nominated candidate must sign the nomination form to acknowledge that the nominated candidate meets the qualifications for the position and to consent to such nomination.

Only one nomination shall be necessary for each candidate for to which they seek election as a committee member to serve on the Executive Board.

Nomination can be made from the floor during the Annual meeting too.

7.11. Ballots.

The Ballots for any contested position shall be published on the website and by newsletter at least 15 days prior to the Election Date.

7.12. Election.

The election shall be conducted on Election Date during the hours published by the Elections Committee.

Only adults who were Members on the Record Date may vote. Voting shall be in person (no absentee or proxy voting).

Counting of the Ballots shall be managed by the Elections Committee.

Each candidate may observe the counting process or designate one representative to be there in their place.

The results of the elections shall be announced as soon as practical, prior to the end of the Diwali function or at least within 15 calendar days from the date of the Diwali event.

In the event that there is a tie for, a run-off election for that position shall be held between the tied candidates as soon as practical in a manner determined by the Elections Committee.

ARTICLE EIGHT. CORE OPERATIONS.

8.01 Core Operations.

GSSA is responsible for managing and organizing the following core events (“Core Events”) every year:

- Holi (Festival of Colors)
- Navratri Festival
- Diwali and New Year Festival
- Ramnavmi
- Shivratri
- Picnic(s)
- Seniors Event
- Youth Event

All of the above shall be managed and organized by the Executive Board in accordance with past practices.

Any issues not resolved by the Executive Committee may be brought to the Executive Board for resolution. Executive Board decision shall be final.

ARTICLE NINE. SUB-COMMITTEES

9.01. SUB-COMMITTEES

The Executive Board will each year form Sub-committees as needed to facilitate the smooth functioning of GSSA (Example: Exhibit D lists the various Sub-committee’s formed for year 2014). The Chairman of each of these sub-committees will necessarily be a serving Executive board member and the Chairman of such sub-committee will have the freedom to appoint others volunteers from among GSSA members.

ARTICLE TEN. FINANCIAL OPERATIONS. AND BANK ACCOUNTS

10.01. Budget.

Every year, the incoming Executive Committee shall present to the Executive Board by January end a draft Budget for the year for the Executive Board's approval.

The budget should provide for each of the GSSA events and general operations. The objective should be to achieve a balanced budget for all GSSA events without the need for funds to be drawn from existing csurpluses, CD's and receipts towards memberships.

For 2015, the budget shall be based on 2014 accounts with input from the Executive Board. Each year there should be a surplus in the .Executive Committee operations account.

The Executive Board each year shall transfer surplus from the previous year into the Reserve & Surplus account.

The Reserve & Surplus fund shall be operated by the Executive Board in consultation with the Board of Trustees for special GSSA purposes (example; such as establishing GSSA's own event & cultural center, donations for charitable causes in response to catastrophic disasters, and other special causes which can benefit and uplift the image of GSSA in the local community, etc.).

10.02. Bank Accounts.

GSSA shall maintain the following two separate Accounts at a FDIC insured and approved Financial Institution.

(1) One shall be designated the **GSSA membership and Sponsorship Account**. This shall be used for deposits of:

- (a) all membership dues alone;
- (b) all membership deposited in this account during a calendar year shall be transferred to the reserve & surplus fund account by the incoming new Executive Board before handing over charge to the subsequent years new Executive board.
(Example; amounts collected towards membership in 2014 will be transferred by the newly elected Executive Board of year 2015 before handing over charge to the new Executive Board of 2015 but not later than December 31, 2015). The sole purpose of this to allow for cushion for GSSA operational expenses.
- (c) The amount transferred shall be exactly the same as is reflected on the balance sheet & P & L account for amounts collected towards membership dues for the previous year.
- (d) All funds collected towards sponsorships, advertising, donations and other miscellaneous receipts.

* See Exhibit B

(4) The second account shall be designated the **Reserve & Surplus Account**:

All CD's will fall under this account category. This shall be managed and operated by the Executive Board in consultation with the Board of Trustees. At the end of first quarter of each year the fund in excess of \$10,000 from the GSSA membership and Sponsorship account will be transferred to the Reserve & Surplus account and it will be placed in a high interest yielding CD at a FDIC approved bank.

10.03 Signature Requirements.

- (1) The GSSA Membership and Sponsorship Account will be used for funding of all expenses incurred towards GSSA activities.

Check signature requirements for the Board Account:

For amounts up to \$5,000.00, one signature required from the Treasurer.

For amounts more than \$5,000.00 but less than \$10,000.00 two signatures required, one from the Treasurer and one from the President.

For amounts more than \$10,000.00 two signatures required, one from the Treasurer and the other from the Vice President.

- (2) Check signature requirements for Reserve & Surplus Account: It is understood that this account is essentially a deposit account except issuance for special purposes mentioned in Article 10.1. The Board of Trustees will be consulted when funds are intended to be used for special purposes from this account. Executive Boards decision will be final after giving due consideration to suggestions and recommendations by the Board of Trustees for amounts not to exceed \$20,000. Amounts in excess of \$20,000 shall need approval of the board of Trustees. In case no consensus is reached (for amounts in excess of \$20,000) between the Board of Trustees and Executive Board a special general body will be called for approval by GSSA members.

For amounts up to \$5,000.00, one signature required from Treasurer

For amounts more than \$5,000.00 but less than \$10,000.00, two signatures required, from the Treasurer and President

For amounts more than \$10,000.00, Board of Trustees approval and two signatures required both from the Treasurer and President.

10.04. Spending Approval Requirements.

(1) For payment of GSSA funds in accordance with the approved Budget, the signature requirements stated in Article 10.03 shall be observed but no additional approval procedure shall be necessary.

(2) For payment or use of GSSA funds from any GSSA account for which payment or use has not been approved in the budget, the following levels of approval shall be required in addition to the signature requirements stated in Article 10.03:

For amounts less than \$5,000.00 Executive Committee approval shall be required.

For amounts greater than \$5,000.00 but less than \$20,000, approval (by majority decision) shall be required from a joint meeting of the Executive Board and the Principal Officers of the Executive Committee.

For amounts greater than \$20,000 approval from two thirds of a joint meeting of the Executive Board and the Principal Officers of Executive Committee shall be required.

10.05. Abuse Avoidance.

In determining the amount for check signature and spending approval purposes, all individual payments to a single recipient shall be consolidated. The purpose is to prevent the avoidance of the approval or signature process by breaking up a payment into smaller individual payments.

10.06. Professional Bookkeeping.

The Executive Board shall engage the services of a professional bookkeeper to handle the bookkeeping of all three accounts and funds of GSSA.

Such bookkeeper shall be supervised by the Treasurer.

The Executive Board shall appoint a fiscal affairs committee consisting of the GSSA Treasurer, the President, the Vice President, and two additional Executive Board members to oversee the fiscal affairs of GSSA.

The fiscal affairs committee shall report on at least a quarterly basis to the Executive Board. The Fiscal Affairs Committee shall ensure that all Tax and other Governmental returns are filed on a timely basis.

ARTICLE ELEVEN. COMMUNICATIONS.

11.01. GSSA Communications.

The Executive Committee shall be responsible (in conjunction with the Secretary) for the publication and distribution of regular newsletters about upcoming events to the membership and regular updating of GSSA website with such information and announcements. Such newsletters shall also be deemed appropriate for providing members with any notices required to be served on members. To the extent

possible, the newsletters should also be posted to the GSSA website. Newsletters and other written communications shall be in English and may be accompanied by a Gujarati translation if deemed necessary.

ARTICLE TWELVE. INFORMAL ACTION.

12.01. Waiver of Notice.

Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the nature of the business to be transacted.

12.02. Action by Consent.

Any action required by law or under the Articles of Incorporation or these Bylaws, or any action that otherwise may be taken at a meeting of either the Members or of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent, or all Board Members in office, and filed with the Secretary.

ARTICLE THIRTEEN. MISCELLANEOUS.

13.01. Inspection.

All books and records of GSSA may be inspected by any Member, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

13.02. Nonprofit Operations – Compensation.

GSSA shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of GSSA shall be distributed to its Members, Executive Board Members or Principal Officers or Board of Trustees. GSSA may, however, reimburse Members, Officers, or Executive Board Members for specific costs properly incurred on behalf of GSSA.

13.03. Loans to Management.

GSSA shall make no loans to any of its Executive Board Members, Officers or other Members

13.04. GSSA Assets.

- (1) No Member may have any vested right, interest, or privilege of, in, or to GSSA's assets, functions, affairs, or franchises, or any right, interest, or privilege that may

be transferable or inheritable, or that will continue if his or her membership ceases, or while he or she is not in good standing.

(2) Expelled Members shall have no property rights to assets of GSSA.

ARTICLE FOURTEEN. AMENDMENTS.

14.01. Amendment of Articles of Incorporation.

The power to alter, amend, or repeal the Articles of Incorporation of GSSA is vested in the Members. Such action must be taken pursuant to a resolution approved by a majority of the Executive Board and by a majority of the Members.

14.02. Modification of Bylaws

The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in a joint meeting of the Executive Board and the Executive Committee subject approval by Members.

ARTICLE FIFTEEN. ADOPTION OF BYLAWS AND TRANSITION.

15.01. Adoption and Effective Date.

These bylaws shall become adopted and effective in the following manner. First these bylaws shall be brought for approval by the Executive Board of GSSA as in existence immediately prior to the adoption of these bylaws acting jointly with the Bylaws & Governance Committee. Within 30 days of such approval, these Bylaws shall be brought before a general meeting of the members and shall be effective and adopted as of the date of that meeting upon approval by a majority of the Members at that meeting.

Exhibit A
To Bylaws of GSSA

GSSA Presidents (1994 to 2014)

President's Name
Nanubhai Patel - 1994
Dinkarbhai Keshav - 1995-1996
Sureshbhai Patel - 1997-1998
Buddevbhai Bhakta - 1999 - 2000
Sudhirbhai Patel - 2001 - 2002
Dineshbhai Patel - 2003
Ravibhai Patel - 2004 - 2005
Brijeshbhai Patel - 2006
Shaileshbhai Desai - 2007
Bhupendra Hathi - 2008 - 2009
Sunilbhai Patel - 2010 - 2011
Julie Patel - 2013
Dharmistha Patel - 2014