



# ગુજરાતી સમાજ

Gujarati Samaj of Baltimore

Maryland

*A Non-Profit 501(c)(3) Tax-Exempt Organization*

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## **CONSTITUTION & BYLAWS OF GUJARATI SAMAJ, INC.**

FOUNDED  
1975

*Amended September 29, 2013*

*Total Pages 12 including this Cover Page*

*Constitution and Bylaws of the Gujarati Samaj, Inc.*

*Table of Contents*

*PREAMBLE.....3*

*ARTICLE I. NAME AND OBJECTIVES OF THE CORPORATION.....3*

*ARTICLE II. MEMBERSHIP.....3*

*ARTICLE III. MEETINGS.....5*

*ARTICLE IV. OFFICERS.....6*

*ARTICLE V. DUTIES OF THE OFFICERS OF THE BOARD OF TRUSTEES.....7*

*ARTICLE VI. ADMINISTRATION AND FINANCIAL CONTROL.....10*

*ARTICLE VII. AMENDMENT TO BYLAWS.....11*

*ARTICLE VIII. DISSOLUTION.....11*

*ARTICLE IX. RULES OF PROCEDURE.....12*

*ARTICLE X. ADOPTION.....12*

# *Constitution and Bylaws of the Gujarati Samaj, Inc.*

## **PREAMBLE**

*We, the Gujaratis and Gujarati speaking community, having made our home in the United States of America, recognize the need to preserve and enhance our time-honored traditional values of Gujarati and Indian heritage, philosophy, way of life, and culture. To achieve this goal, we have formed a non-profit organization.*

## **ARTICLE I. NAME AND OBJECTIVES OF THE CORPORATION**

*Section 1.1. Name: The name of the Corporation (which is hereinafter called the "Corporation") is Gujarati Samaj, Inc., also known as Gujarati Samaj of Baltimore (GSB), and Gujarati Samaj of Maryland (GSM).*

*Section 1.2. Objectives: This Corporation will provide members of Gujarati and Gujarati speaking community residing in the State of Maryland, and other citizens of Maryland, and neighboring states, with an organization dedicated to the educational, cultural, intellectual and charitable pursuits that are consistent with the fostering of a closer association between people with common objectives and ideals. The activities of the organization shall facilitate both:*

- i. the acquisition of knowledge about and the appreciation of Gujarat's culture, tradition, religious and performing arts by its membership, and*
- ii. the dissemination of the same to the community at large through the promotion of public discussion groups, panels, lectures, workshops, movies and cultural programs of the performing arts of Gujarati and other Indian origin. The organization shall pursue all educational, literary, intellectual, charitable and social activities consistent with the objectives stated above, in order to develop and enlarge the establishment of closer association and integration of the educational, cultural and religious values of Gujarat into the cultures of the communities that are permanently residing in the State of Maryland and neighboring states. The organization believes that establishment of such educational and cultural links between the Indian Community and the communities now residing in Maryland would enrich the evolving tradition and culture of Maryland as well as the United States of America. From time to time, the Corporation will collaborate with other regional organizations sharing similar values.*

*Section 1.3. Seal: The Board of Trustees shall provide a Corporate Seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the State of incorporation, and year of incorporation. In this instance, it shall read as follows: GUJARATI SAMAJ, INC., MARYLAND, 1975.*

## **ARTICLE II. MEMBERSHIP**

*Section 2.1. Eligibility: Any adult over 18 years of age, who is interested in the furtherance of the stated objectives of the Corporation, is entitled to membership in the Corporation and shall pay such dues and fees as the Board of Trustees of the Corporation may determine subject to the approval of the General Body.*

## ***Constitution and Bylaws of the Gujarati Samaj, Inc.***

- i. Membership can be an individual or family and shall be on a calendar year basis. Family membership may consist of husband and/or wife, their parents as well as unmarried children of age 25 and under, all living in the same household. Duly paid membership shall entitle only member and/or spouse to vote as a member of the General Body.***
- ii. There will be two categories of membership:***
  - a. Annual: \$51.00 per year.***
  - b. Lifetime: \$201.00***

***Section 2.2. The Board of Trustees with two-thirds majority, from time to time, may give honorary membership to any individual(s) based on their outstanding contributions to our community. Honorary members will not have any voting rights and will be term limited to one year unless extended for a longer period by Executive action.***

***Section 2.3. Individual donor with annual contribution of \$2,500 or more by virtue of their donation may automatically be granted life membership.***

***Section 2.4. Membership in the Corporation is non-transferable and non-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.***

***Section 2.5. Termination of Membership: Membership in the Corporation will be terminated under following conditions:***

- i. Upon receipt by Board of Trustees of the written resignation of a member executed by such member.***
- ii. The death of a member, or***
- iii. For cause for actions inconsistent with membership, and only after due notice and a hearing on the issues and as defined in prerogatives in Section 2.6.***

***Section 2.6. Prerogatives: Each member in good standing and on payment of current dues and fees shall be entitled to all the benefits of the activities of the Corporation and shall be entitled to vote in the General Body Meeting on all substantive issues, including the election of Officers of the Corporation. Non-payment of annual dues shall result in the automatic loss of membership in the Corporation. The names of members who are in arrears of dues shall periodically be reported to the Board of Trustees by the Secretary of the Corporation for formal deletion of their names from the membership list of the Corporation. Gross impropriety on the part of a member which is injurious to the furtherance of the objectives of the Corporation may result in the loss of his/her membership status on recommendation by the Board of Trustees and subsequent approval of such recommendation by a simple majority at the General Body. The membership fee of such a person shall not be refunded on such forfeiture of membership in the Corporation.***

***Section 2.7. GSB and/or its Officers are not liable for loss of member's personal property and/or personal injury while attending events organized and/or hosted by GSB.***

### **ARTICLE III: MEETINGS**

***Section 3.1. Annual Meeting: The Annual General Body meeting of the membership of the Corporation shall be held during the last quarter of each year for the purpose of electing Officers and/or for the transaction of any other business as may come before the meeting.***

## ***Constitution and Bylaws of the Gujarati Samaj, Inc.***

***Section 3.2. Special Meetings:*** Special meetings of the members of the Corporation, for any purpose(s), may be called after giving due notice to the membership as required in Section 3.3, by the President or by two-third vote of the Board of Trustees or by 50 members of the Corporation through a signed petition addressed to the President. The President is hereby mandated to call a special meeting as and when 50 members request such a meeting in writing.

***Section 3.3. Notice of Meeting:*** Written or printed notice stating the place, day and hour of the meeting, and in case of special meeting, the purpose(s) for which the meeting is called shall be delivered at least two weeks (14 days) prior to the date of the meeting except for the meeting called for the dissolution of the Corporation which requires at least 30 days' notice, either personally or by mail to the members and the notice of the meeting shall be signed by the President, Secretary or Chairman of the Board of Trustees. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail and addressed to the member at his address as it appears on the membership list of the Corporation, with postage therein prepaid.

***Section 3.4. Place of Meeting:*** The members of the Board of Trustees may collectively designate through a majority vote any place within the geographic boundaries of Baltimore metropolitan area as the place of meeting for any annual meeting or for any special meeting called by the President, Secretary or Chairman of the Board of Trustees.

***Section 3.5. Membership List:*** It is the responsibility of the Secretary of the Corporation to ensure that a current and updated list of members of the Corporation is maintained at all times and that he or she shall verify the signed attendance list of all members attending the Annual General Body meeting of the Corporation with the official list maintained by the Corporation. An attendance list containing the signatures of all members attending special meetings of the Corporation shall also be maintained by the Secretary of the Corporation. In addition, it is the duty of the Secretary to ensure the smooth transition of the membership records (electronic or paper) to incoming Secretary. It shall be the responsibility of the member to notify the Secretary of the Corporation as and when a change of address takes place.

***Section 3.6. GSB or its Officers will not share any e-mail addresses/phone numbers or any other personal information in membership database with any non-affiliated organizations to preserve privacy. In case of emergency and to meet Government regulations, GSB may share such details with proper disclosure and update our membership accordingly.***

***Section 3.7. Quorum:*** Twenty-one members present and voting shall constitute a quorum for the conduct of business by the General Body Meeting of members of the Corporation.

***Section 3.8. Proxies:*** At all General Body Meetings of the Corporation, the members are required to participate in the conduct of business through attendance in person, and therefore, there shall be no voting by proxy.

***Section 3.9. Voting:*** Each member of the Corporation is entitled to vote in accordance with the terms and provisions set forth in these bylaws and shall be entitled to one vote in person only at all meetings of the general membership of this Corporation. All elections for Officers of this Corporation for membership on the Board of Trustees shall be decided by majority vote and as set forth in the bylaws of this Corporation.

***Section 3.10. Order of Business:*** The order of business at all meetings of the general membership of the Corporation shall be the following if such meetings are called specifically to conduct the business of the Corporation:

## ***Constitution and Bylaws of the Gujarati Samaj, Inc.***

- i. Roll call as presented by the Secretary through signatures of the members present at the meeting. While the signatures can be collected at any time before the meeting is over, the Secretary should present at least the signatures of 21 members of the Corporation before the meeting can be opened by the President to transact business.***
- ii. Proof of notice of meeting or waiver of notice verified by the President and the Secretary.***
- iii. Opening statement of the President or any Officer of the Corporation.***
- iv. Reading of minutes and other reports by the Secretary or any Officer of the Corporation.***
- v. Report of Treasurer***
- vi. Nominations and/or elections of Officers, if any.***
- vii. Unfinished business.***
- viii. New business or questions from the membership seeking answers.***
- ix. Adjournment.***

***Section 3.10. The agendas for meetings called for the presentation of educational and other cultural programs are exempt from the order of business specified above.***

### **ARTICLE IV. OFFICERS**

***Section 4.1. Officers: The affairs of the Corporation shall be managed by a Board of Trustees, consisting of the Chairman of the Board, President, President-Elect, also known as Vice-President, Secretary, Joint-Secretary, Treasurer, Joint-Treasurer, Auditor, and three Members-at-Large nominated and appointed by the President.***

***Section 4.2. Election of Officers: In general election, nominations for each of the following positions shall be presented to the members of the Corporation: A. President-Elect, B. Secretary, C. Joint-Secretary, D. Treasurer, E. Joint-Treasurer, and F. Auditor. A Nominating Committee shall be constituted before the end of a calendar year and shall consist of three members of the Board, one of whom shall be the President-Elect (who will serve as the Chairman of the Nominating Committee), the other two members being appointed by the outgoing President of the Corporation from among the elected members of the Board of Trustees. The Chairman of the Nominating Committee shall seek written nominations from the general membership. Any two members of the Corporation can nominate another member for an office provided written consent from the member so nominated is presented to the Chairman of the Nominating Committee by either the proposer or seconder of a nomination. The Nominating Committee must present all nominations properly made and received to the general membership for action at an annual election. Notice of the annual General Body meeting shall be served by mail to the membership at least two weeks prior to the meeting. The outgoing President shall function as the Election Officer and install the Officers of the Corporation.***

***Section 4.3. Qualifications for Election:***

- i. A candidate for a position on the Board of Trustees must be a life member prior to the nomination.***
- ii. For the Vice-President, a candidate must have held a position on the Board of Trustees for at least one complete term to be eligible.***
- iii. Only one person from a member family shall be elected as a member of the Board of Trustees.***
- iv. The candidate must be a legal resident of Maryland.***
- v. Any elected position candidate must have no prior history of criminal conviction.***

## ***Constitution and Bylaws of the Gujarati Samaj, Inc.***

- vi. ***Nominating Committee reserves the right to reject any nominees that may have conflict of interest.***

***Section 4.4. Tenure: All Officers of the Corporation and the nominated members of the Board of Trustees shall serve for a period of two years commencing on January 1 and ending on December 31 of the subsequent year. All retiring Officers of the Corporation may offer themselves for reelection for additional consecutive term(s). The retiring President of the Corporation automatically assumes the responsibilities of Chairman of the Board of Trustees for the following term. The President-elect will assume the responsibilities of the President for the following term.***

***Section 4.5. General Powers: The business affairs of the Corporation shall be managed by the Board of Trustees. The members of the Board of Trustees may adopt such rules and regulations for the conduct of their meetings and management of the Corporation as they may deem proper, not inconsistent with the bylaws and the laws of this State.***

***Section 4.6. Regular Meetings: The Board of Trustees shall meet regularly at least six times a year.***

***Section 4.7. Special Meetings: Special meetings of the Board of Trustees may be called by the President, Chairman of the Board, or any two Officers of the Corporation acting through the President or the Chairman of the Board. The President or the Chairman of the Board, depending on who called the meeting, may fix the place for holding the special meeting. But the time of the special meeting shall be fixed at the convenience of the majority of members of the Board.***

***Section 4.8. Notice: Notice for all meetings of the Board shall be given at least one week prior to the scheduled date of the meeting, and such notices may be sent either by e-mail or telephone. However, under extraordinary circumstances or during emergencies as determined by the Chairman of the Board or the President of the Corporation, the above Notice requirement can be waived and a special meeting can be held to transact a specific item of business, provided two thirds of the members of the Board are present at such meetings. However, whenever such a meeting is held, a waiver of notice must be obtained from those members of the Board of Trustees who are unable to be present at the special meeting.***

***Section 4.9. Removal of members of the Board of Trustees: Any or all members of the Board of Trustees may be removed for cause by vote of the members of the Corporation if a majority of the total members of the Corporation vote in favor of such action. Any member of the Board of Trustees may also be removed from the Board for cause if two-thirds of the members of the entire Board vote in person in favor of such an action. The members of the Board of Trustees shall not have excessive unexcused absences. It shall be the responsibility of each Board member to notify the Secretary in advance if he/she cannot attend the meeting. The Board with two-thirds majority will determine whether each absence shall be excused or unexcused. By failure to attend the required number of meetings or because of excessive unexcused absences or by remaining absent in four consecutive meetings, may result in forfeiture of his/her membership on the Board of Trustees. However, the Board (with two-thirds majority) will be required to notify the member in writing of any such actions prior to the termination.***

***Section 4.10. Vacancy: Any vacancy in the Board of Trustees may be filled with a qualified member as defined in Section 4.3 for the rest of its term by a majority vote of the Board of Trustees.***

***Section 4.11. Resignation: For resignation, notice must be provided 14 days prior to the date of resignation to the President of the Board of Trustees. Transfer of all documents, information and powers is expected in a timely fashion.***

## ***Constitution and Bylaws of the Gujarati Samaj, Inc.***

***Section 4.12. Compensation and Loans:*** No compensation shall be paid to the members of the Board of Trustees as such for their services or for actual attendance at any of the meetings of the Board or the general membership of the Corporation. Nothing herein contained shall be construed to preclude any member of the Corporation who is not a member of the Board from rendering service to the Corporation in any other capacity and receiving compensation thereof.

***Section 4.13. Corporation shall make no loans or contribution of any kind to any of its Board Members, Officers, or other members. No member may have any vested right, interest, or privilege of, in or to Corporation's assets.***

***Section 4.14. Presumption of Assent:*** A member of a Board who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or submitted in writing prior to adjournment. Such right to dissent shall not apply to a member after he or she has voted in favor of such action.

***Section 4.15. Executive and other Committees of the Board:*** The Board, by resolution from among its members, shall designate an Executive Committee or other Committees, each consisting of three or more members of the Board. Each such committee shall serve at the pleasure of the Board of Trustees.

***Section 4.16. Quorum:*** The presence of two-thirds of members of the Board of Trustees shall constitute a quorum for the conduct of business by the Board of Trustees.

***Section 4.17. Proxies:*** For Board of Trustees meetings, a member of the Board of Trustees may vote by proxy provided a written authorization for casting such a proxy vote is submitted by the member of the Board to the Secretary of the Corporation, prior to the meeting. The proxy authorization must name the member of the Board who is authorized to cast the vote on behalf of the member who requests the privilege of voting by proxy.

### **ARTICLE V - DUTIES OF THE OFFICERS OF THE BOARD OF TRUSTEES**

***Section 5.1. Chairman: Responsibilities of the Chairman and of the Board of Trustees:*** If at any time, the President, who is the Chief Executive Officer, due to circumstances beyond his or her control relinquishes his or her office before the expiration of his or her term of office, the Chairman of the Board shall be vested with the authority to nominate a President (*pro tempore*) from among the elected Officers of the Corporation and in cooperation with the Board of Trustees; to fill the vacancy for the remainder of the unexpired term and the nominated officer shall carry out the functions of the vacated position on the Board. Furthermore, the Chairman of the Board of Trustees shall form and preside over a Council of Advisors (not exceeding five members, preferably Past Presidents) who in his or her view can provide appropriate counsel to the Corporation on specific issues, by virtue of their professional competence. The representation on the Council will be multi-disciplinary, and will encompass the fields of arts, science, humanities, etc. The members of the Council of Advisors may attend the meetings of the Board of Trustees on special invitation from the Chairman of the Board and may participate fully in all the discussions at the meeting. The members of the Council will have no vote and their term of office shall be for a period of two years from the date of initial appointment and the members are entitled for reappointment without any restriction to the number of terms they may serve in an advisory capacity. If at any time, the Chairman of the Board of Trustees is unable to continue in office for whatever reasons, he or she shall submit a letter of resignation to the Board



## ***Constitution and Bylaws of the Gujarati Samaj, Inc.***

*which, if accepted, will require the President to hold the additional Office of Chairman of the Board, without prejudice to his or her responsibilities as President of the Corporation. The President who is holding the additional Office of Chairman shall be designated as acting Chairman until he or she assumes the office of Chairman by virtue of his retirement from the Office of President of Gujarati Samaj, Inc. During such eventuality, the tenure of Office of Chairman may exceed two years.*

***Section 5.2. President:*** *The President of the Board of Trustees or his designee shall be the Resident Agent of the Corporation. The outgoing President of the Corporation shall assume the Office of the Chairman of the Board of Trustees with the commencement of the new business year of the Corporation. The President of the Board shall ordinarily have the responsibility to preside at all Board meetings of the Corporation. In the absence of the President of the Board, the Vice-President shall preside.*

- i. Contractual Responsibilities:*** *The President is empowered and authorized to enter into contracts for the Corporation that have been approved by the majority Board of Trustees or that are required for the conduct of the Corporation's activities specifically provided for in the annual budget approved by the majority Board of Trustees.*
- ii.*** *The President shall be the Chief Executive Officer of the Corporation and shall preside over all Board of Trustees and General Body Meetings. He or she will be assisted by all Officers of the Corporation.*

***Section 5.3. Vice-President:*** *In the absence of the President, the Vice-President shall carry out all the functions of the President. In addition, the Vice-President shall carry out all the responsibilities assigned by the President and the Board of Trustees.*

***Section 5.4. Secretary:*** *The Secretary shall be responsible for maintaining an updated roster of the members of the Corporation and maintaining communication with the Corporation. This shall include, but not be limited to keeping minutes of all the meetings, maintaining records of all correspondence, and presenting a report of the activities at the Annual General Body meeting. It is the duty of the Secretary to ensure that a current and up-to-date list of members is maintained at all times. The Secretary shall also function as the Editor-in-Chief whenever the Corporation publishes Newsletters in its name.*

***Section 5.5. Joint Secretary:*** *In the absence of the Secretary, the Joint Secretary shall carry out all the responsibilities of the Secretary. In addition, the Joint Secretary shall carry out all the responsibilities assigned by the Secretary and the Board of Trustees.*

***Section 5.6. Treasurer:*** *The Treasurer shall be responsible for the receipt, safekeeping, disbursement and recording of all funds belonging to the Corporation. The Treasurer shall be responsible for collecting membership fees, donations and pledges. The Treasurer shall (at the direction of Board of Trustees) be responsible for providing all necessary financial statements and information to Auditor. The Treasurer shall provide an account of all financial transactions and records of the Corporation to the Board of Trustees, appointed external auditor as required, or others as directed by the Board of Trustees and present a financial report; as well as audited and certified report as it becomes available at the Annual General Body Meetings. The Treasurer shall provide a signed letter on Corporation letterhead to all donors annually acknowledging their donation as required by Internal Revenue Service.*

***Section 5.7. Joint Treasurer:*** *Joint Treasurer shall carry out all the responsibilities assigned by the Treasurer and the Board of Trustees. In the absence of the Treasurer, the Joint Treasurer shall carry out all the responsibilities of the Treasurer.*

## ***Constitution and Bylaws of the Gujarati Samaj, Inc.***

***Section 5.8. Auditor: Auditor shall conduct an internal audit every six months and annually provide a report of Auditor's activities at the General Body Meeting and ensure that there are adequate safeguards in place to preserve and protect Corporation's assets and records.***

***Section 5.8. All elected Officers shall work in cooperation with the Board of Trustees.***

### **ARTICLE VI. ADMINISTRATION AND FINANCIAL CONTROL**

***Section 6.1. The Treasurer shall be responsible for the control and administration of all funds. All incoming funds shall be received by the Treasury, shall be entered in the Corporation books and shall be deposited or invested as prescribed by the Board of Trustees. In the absence of Treasurer and/or Joint-Treasurer, the depositing and disbursement of all funds shall be subject to the direction of the Board of Trustees.***

***Section 6.2. Budget: The President shall annually present a budget and the Board of Trustees with majority vote shall adopt the same allocating funds of the Corporation for the purpose of carrying out the objectives of the Corporation.***

***Section 6.3. Checks: Checks drawn on the accounts of the Corporation shall bear the signatures of any two of the following Officers of the Corporation whom the Board of Trustees shall have authorized to sign checks on behalf of the Corporation:***

***President, President Elect, Secretary, and Treasurer.***

***The Treasurer is authorized to make online payments for any approved and authorized expenses provided he/she receives written approval from any two of the four authorized signatories including the Treasurer.***

***Section 6.4. Contributions: Any charitable contributions made by the Corporation shall be approved by two-thirds of the Board members present at the meeting provided the notice of such meeting is given in a timely manner as prescribed in Section 4.8.***

***Section 6.5. Audits: The accounts of the Corporation shall be audited by the external auditors as necessary and their report shall be presented to the General Body at the annual meeting of the Corporation.***

***Section 6.6. Escrow Account(s): The Board of Trustees may appoint an Investment Committee consisting of at least three Board members to investigate and present options for safeguarding the assets of the Corporation. The larger of the two thirds of the available cash balance at the beginning of each calendar year or the amount allocated for membership dues (number of life members at January 1 multiply by the current life membership dues) shall be held in escrow account and not made available for the day to day operations of the Corporation.***

***Section 6.7. The President shall seek majority Board members approval for any expenditure over Five Thousand Dollars. In addition, the President shall seek majority Board members approval for any expenditure in excess of 25% over the approved budget presented at the first meeting of the year.***

# *Constitution and Bylaws of the Gujarati Samaj, Inc.*

## **ARTICLE VII. AMENDMENT TO BYLAWS**

*Section 7.1. Amendment: Amendments to these bylaws can be effected only by action of the General Body with two-thirds of the members present voting in favor of such amendments.*

*Section 7.2. Ongoing Review: Ongoing review of bylaws will occur, as a minimum, every 5 years by an ad hoc committee appointed by BOT to maintain and/or amend/upgrade the bylaws as required to meet the current needs, laws and any changes to the regulations as published in IRS Publication 4220 as it applies to 501(c)(3) tax-exempt organizations.*

*Section 7.3. Notice: Notice of all amendments to bylaws must be communicated in writing to the general membership by the President at least two weeks prior to the General Body meeting called to consider the amendments.*

*Section 7.4. Amendment Proposal(s): Requests for amendments to bylaws made by a member and duly seconded by another member must be submitted in writing to the President on or before September 1 of each year. Such amendments proposed by members of the Corporation and if approved by a two-thirds majority of Board of Trustees shall be presented for action at the annual General Body Meeting of the Corporation.*

*Section 7.5. Official Amendments: Requests for amendments to bylaws made by a two-thirds of the Board of Trustees may be submitted to the General Body by the President at any time provided due notice has been given of such amendments to the Corporation membership as required in Section 3.3.*

## **ARTICLE VIII – DISSOLUTION**

*Section 8.1. Dissolution of the Corporation shall be considered at a special General Body Meeting called for that purpose with a prior written notice of at least 30 days. Dissolution shall need an approval by a three-fourths majority of members present at the meeting. A special committee consisting of at least five members of Past Presidents shall be appointed by the General Body to oversee the dissolution of the Corporation.*

*Section 8.2. Upon dissolution, the assets remaining after paying the debts and obligations of the Corporation shall be distributed equally to all current life members on record as of the December 31st of the year prior to final date of the dissolution as approved by the General Body.*

## **ARTICLE IX - RULES OF PROCEDURE**

*Section 9.1. The rules contained in the current edition of Robert's Rules of Order shall govern in all cases to which they are applicable when they are not inconsistent with these bylaws.*

*Constitution and Bylaws of the Gujarati Samaj, Inc.*

**ARTICLE X - ADOPTION**

*Section 10.1. These Bylaws replaces the initial Bylaws that were formally adopted in 1975 and all subsequent amendments.*

*These Bylaws were formally read and adopted on September 29, 2013.*

*We, the undersigned do adopt these amended bylaws, by approval of the required two-thirds majority of the General Body.*

*o/s*

\_\_\_\_\_  
*Payesh Jhaveri  
Chairman, Board of Trustees*

*o/s*

\_\_\_\_\_  
*Hament Patel  
President, Board of Trustees*

*o/s*

\_\_\_\_\_  
*Shailesh (Sly) Patel  
President-Elect, Board of Trustees*

*o/s*

\_\_\_\_\_  
*Manu Shah  
Secretary, Board of Trustees*

*o/s*

\_\_\_\_\_  
*Kanu Patel  
Treasurer, Board of Trustees*

*o/s*

\_\_\_\_\_  
*Atul Patel  
Auditor, Board of Trustees*

*o/s*

\_\_\_\_\_  
*Nilesh (Neil) Desai  
Auditor, Board of Trustees*