

BYLAWS OF GUJARATI SAMAJ, INC.,

(Adopted on

ARTICLE I. NAME AND AIMS OF THE CORPORATION

Section 1. Name: The name of the Corporation (which is hereinafter called the "Corporation") is Gujarati Samaj, Inc.

Section 2. Aims: This Corporation will provide members of (Asiatic) 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 aims 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 (Asiatic) 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 other states. The organization believes that establishment of such educational and cultural links between the (Asiatic) 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.

ARTICLE II. INDIVIDUAL MEMBERSHIP

Section 1. Eligibility: Any adult over 18 years of age, who is interested in the furtherance of the stated aims 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.

Section 2. 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 the exercise of one 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 or who have moved out of Maryland shall be periodically 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 and subsequent approval of such recommendation by a simple majority

Section 9. 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 10. 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 or for membership on the Board of Trustees, shall be decided by plurality vote and as set forth in the bylaws of this corporation.

Section 11. 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

- (1) 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.
- (2) Proof of notice of meeting or waiver of notice verified by the President and the Secretary.
- (3) Opening statement of the President or any officer of the Corporation.
- (4) Reading of minutes and other reports by the Secretary or any officer of the Corporation.
- (5) Report of treasurer
- (6) Nominations and/or elections of Officers and Affiliates, if any.
- (7) Unfinished business.
- (8) New business or questions from the membership seeking answers.
- (9) Adjournment.

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

ARTICLE III. AFFILIATE MEMBERSHIP

Section 1. Eligibility: Any sister organization (hereinafter called the "Affiliate") of the (Asiatic) Indian community duly registered in the State of Maryland engaged in non-profit educational and cultural activities wholly consistent with all the aims of the Corporation, may apply for affiliate status in the Corporation subject to recommendation by the Board of Trustees and acceptance by the General Body and upon payment of such dues and fees as the Board may determine.

Section 2. Prerogatives: Each ordinary member of the Affiliate is entitled to the benefits of all the activities of the Corporation, but shall not exercise voting rights in the General Body meeting of the Corporation.

Section 3. Representation: Each Affiliate is entitled to nominate a representative on the Board of Trustees of the Corporation, provided that the total number of such representatives does not exceed three at any time. In the event that there are more than three affiliates at one time,

vacancies on the Board of Trustees shall be filled in rotation, by those Affiliates without representation, in the chronological order in which they acquired Affiliate status. Representatives of Affiliates on the Board of Trustees shall be entitled to the exercise of all prerogatives normally assigned to the other members of the Board of Trustees including that of voting. The Affiliates may lose their membership status on the Board for non-payment of dues or gross impropriety which is injurious to the furtherance of the objectives of the Corporation, on such recommendation made by the Board to the General Body and the latter's approval of the same by a simple majority vote.

ARTICLE IV. OFFICERS

* Section 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, Treasurer, two Auditors, Representatives of Affiliates, and three members nominated by the President.

Section 2. Duties: The President of the Board of Trustees shall be the Resident Agent of the Corporation and the Chief Executive Officer of the Corporation and he or she will be assisted by all Officers 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 starting on July 1, 1976. Until such time, the newly elected officers of the Corporation shall nominate any member of Gujarati Samaj, Inc. (elected on June 14, 1975 by the board) Chairman of the Board. The chairman of the Board shall have no executive authority except as and when delegated such authority by the Board during the absence of the President due to resignation and pending the appointment or election of a new President. 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.

Section 3. 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 consultation 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 Advisers (not exceeding five members) 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, sciences, and humanities. The members of the Council of Advisers may attend the meetings of the Board of Trustees on special invitation from the Chairman of the Board and may participate fully in all of 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 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 tensure of office of Chairman may exceed twelve months.

* Section 4. Election of Officers: In an annual general election, nominations for each of the following positions shall be presented to the members of the Corporation: A. President-Elect, B. Secretary, C. Treasurer, D. Two Auditors. 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. While the nominating committee by majority action can recommend a slate of two candidates for each office, it 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. If the Board of Trustees so decides, the annual election of officers can be done through a postal ballot provided the ballots are mailed in stamped, reply paid envelopes, two weeks in advance of the election date. The ballots so returned must be legibly marked as per instructions supplied with the ballot and the returning envelope must contain the signatures and address of the member who is casting the ballot. The outgoing President shall function as the election officer and install the officers of the Corporation.

Section 5. Tenure: All Officers of the Corporation, the Representatives of the Affiliates and the nominated members of the Board shall serve for a period of one year commencing on July 1 and ending on June 30 of the subsequent year. All retiring officers of the Corporation may offer themselves for reelection for one additional consecutive-term. Representatives of the Affiliates are nominated to the Board of Trustees in writing to the President by the appropriate organizational counterpart of the Affiliate. The retiring President of the Corporation automatically assumes the responsibilities of Chairman of the Board of Trustees for the following year. The President-elect will assume the responsibilities of the President for the following year.

Section 6. General Powers: The business affairs of the Corporation shall be managed by the Board of Trustees. The members of the Board may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with the bylaws and the laws of this State.

Section 7. Regular Meetings: The Board of Trustees shall meet regularly at least once a month, at the end of the date, time and place previously agreed to by the majority of members of the Board present at the preceding meeting.

Section 8. 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 9. Notice: Notice for all meetings of the Board shall be given in writing at least one week prior to the scheduled date of the meeting, and such notices may be sent either by mail or by telegram 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 of 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, exclusive of members of affiliates, 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 who are unable to be present at the special meeting.

* Section 10. 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 Board present vote in favor of such an action. The members of the Board of Trustees shall attend at least nine out of twelve monthly meetings of the Board in any one year. It shall be the responsibility of each Board member to notify the Secretary in advance if he/she can not attend the meeting. The Board will determine whether each absent 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, he/she shall automatically forfeit his/her membership on the Board of Trustees.

However, the Board will be required to notify the member in writing of his/her rights and duties before taking action of removing the member.

Section 11. Resignation: A member of the Board may resign at any time provided he or she has given a written notice to the President or Chairman of the Board and on acceptance of such resignation by a majority vote of the Board. The general membership of the Corporation shall be informed of such resignations at the earliest opportunity.

Section 12. Compensation: 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 therefor.

Section 13. 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 14. 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.

Section 15. Quorum: The presence of two-thirds of members of the Board of Trustees, exclusive of representatives of Affiliates (as defined in Art. III), shall constitute a quorum for the conduct of business by the Board of Trustees.

Section 16. Proxies: 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. ADMINISTRATION AND FINANCIAL CONTROL.

Section 1. Membership: It is hereby laid down that all officers of the Corporation shall hold their offices exclusively by virtue of their membership of the Corporation and their tenure shall terminate when their membership ceases. It is their obligation to inform the Board of Trustees when any such change takes place.

Section 2. Residence: Residence in the State of Maryland and neighboring states is the basis for membership in the Corporation and members shall notify the Board of Trustees when a member terminates such residence in the State of Maryland and neighboring states.

Section 3. Archives: It is the duty of the President to ensure that adequate safeguards are taken for preserving the archives of the Corporation in a safe and regular manner. The auditors will make specific reference to this aspect of their audit in their annual report.

Section 4. Membership List: It is the duty of the Secretary to ensure that a current and up-to-date list of members is maintained at all times.

Section 5. Newsletter: The Secretary shall also function as the Editor-in-chief whenever the Corporation publishes newsletters in its name.

Section 6. Control of Funds: The depositing and disbursement of all funds shall be subject to the direction of the Board of Trustees. The Treasurer shall be responsible for the control and administration of all funds. All incoming funds shall be received by the Treasurer, shall be entered in the Corporation books and shall be deposited or invested as prescribed by the Board of Trustees.

Section 7. Budget: The Board of Trustees shall annually adopt a budget allocating funds of the Corporation for the purpose of carrying out the objectives of the Corporation.

Section 8. Contractual responsibilities: The President is empowered and authorized to enter into contracts for the Corporation that have been approved by the Board of Trustees or that are required for the conduct of the Corporation's activities specifically provided for in the approved annual budget.

Section 9. Checks: Checks drawn on the accounts of the Corporation shall bear the signatures of any two of several individuals whom the Board of Trustees shall have authorized to sign checks on behalf of the Corporation.

Section 10. Audits: The accounts of the Corporation shall be audited by the Auditors at least once a year and their report shall be presented to the General Body at the annual meeting of the Corporation.

Section 11. Fiscal Year: The fiscal year of the Corporation shall begin on July 1 of each year.

Section 12. 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.

Section 13. Waiver of Notice: Unless otherwise provided by law, whenever any notice is required to be given to any member of the Corporation under the provisions of these by-laws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent of giving such notice.

ARTICLE VI. AMENDMENT TO BYLAWS

Section 1. Amendment: Amendments to these by-laws can be effected only by action of the General Body with two-thirds (2/3) of the members present voting in favor of such amendments.

Section 2. 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 3. Amendment proposal: 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 May 1 of each year. Such amendments proposed by members of the Corporation shall be presented for action only at the annual General Body meeting of the Corporation.

Section 4. Official Amendments: Requests for amendments to bylaws made by a majority vote 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 Article VI, Section 2.

Section 5. Robert's Rules of Order: The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern in all cases to which they are applicable when they are not inconsistent with these bylaws.