



**AMENDED AND RESTATED
BY-LAWS
OF
GUJARAT CULTURAL ASSOCIATION
VERSION 4.2**

ARTICLE I. OFFICES

Section 1 OBJECTIVES

To provide, promote and celebrate, cultural, educational, religious and sports activities among Gujarati Hindu families.

Section 2 PRINCIPAL OFFICE

The principal office of the Association shall be 4418 Lebanon Pike, City of Hermitage, County of Davidson, State of Tennessee, 37076.

Section 3 SECONDARY OFFICES

The Association shall have offices at such other places, within the State of Tennessee, as the General Board may from time to time designate.

ARTICLE II. ASSOCIATION

Section 4 Gujarat Cultural Association (GCA) is a federally registered Non Profit 501(c) (3) Entity and a Tennessee registered Religious Non-Profit Organization.

ARTICLE III. MEMBERS

Section 5.1 MEMBERSHIP

The membership of Gujarat Cultural Association and Gujarat Community Center (GCC) shall be open to everyone who is a descendent of a Gujarati Hindu family. The membership will be defined as husband and/or wife and unmarried children up to the age of thirty (30) years and retired parents over the age of sixty five (65) years dwelling as a united family. All membership shall carry annual dues which will be required to be paid by March 1st of each fiscal year assessed by Founding Voting Members and reviewed as deemed necessary. The annual membership dues become due from date of marriage for those members establishing residency permanently within one hundred twenty five (125) mile radius of GCA Center. The benefits of the membership shall be extended at both Associations (GCA and GCC). The Executive Committee will assess a penalty to any member who does not pay their annual dues by March 1st of each fiscal year, and the voting rights will be inactive for that year for those members. By accepting the membership in Gujarat Cultural Association, you indemnify Gujarat Cultural Association and Gujarat Community Center, all officers and members from any and all liabilities related to its activities and functions.

Section 5.2 FOUNDING VOTING MEMBERS

Founding Voting Members are those members who have paid a onetime contribution of two thousand dollars (\$2,000) prior to December 31st, 2011.

- a. Founding Voting Members have a benefit for their sons and daughters who have already established their residency permanently within one hundred twenty five (125) miles radius

of GCA Center, to become a Founding Voting Member, by paying a onetime contribution of two thousand dollars (\$2,000), and are current in paying annual membership dues.

- b. For those Founding Voting Members who have paid a onetime contribution of two thousand dollars (\$2,000), between January 01st, 2012 and December 31st, 2017, they will have a benefit for their sons and daughters ONLY, who have already established their residency permanently within one hundred twenty five (125) miles radius of GCA Center, to become a Founding Voting Member, by paying a onetime contribution of five thousand dollars (\$5,000), and are current in paying annual membership dues.
- c. For those sons and daughters of Founding Voting Members, who reside out of state or unmarried, they will have the benefit of becoming a Founding Voting Member once they have established their residency permanently within one hundred twenty five (125) miles radius of GCA Center, or from the date of their marriage, and by paying a onetime contribution of two thousand dollars (\$2,000) and are current in paying annual membership dues, which become due from date of marriage.
- d. Founding Voting Members also have a benefit for their brothers, sisters, and parents who are under the age of sixty five (65) years, who have already established their residency permanently within the past two (2) years and residing within one hundred twenty five (125) miles radius of GCA Center, to become a Founding Voting Member, by paying a onetime contribution of two thousand dollars (\$2,000) by December 31st, 2017, and are current in paying annual membership dues.
- e. For those brothers and sisters of Founding Voting Members, who reside out of state, they will have the benefit of becoming a Founding Voting Member once they have established their residency permanently within one hundred twenty five (125) miles radius of GCA Center and by paying a onetime contribution of two thousand dollars (\$2,000) by December 31st, 2017, and are current in paying annual membership dues.
- f. Interim Founding Voting Members are those who have paid a onetime contribution of five thousand dollars (\$5,000) between the period of January 01st, 2010 and December 31st, 2011.

Interim Founding Voting Members also have a benefit for their brothers, sisters, sons and daughters who reside out of state, to become a Voting Member once they have established their residency permanently within one hundred twenty five (125) miles radius of GCA Center and by paying a onetime contribution of five thousand dollars (\$5,000) by December 31st, 2017, and are current in paying annual membership dues.

- g. Founding Voting Members of GCA and GCC will have two (2) voting rights, one by each husband and wife and shall have the privilege to cast their votes during GCA and GCC General Elections to elect Board of Directors, Executive Committee and Trustees, vote on annual assessed dues, as well as, onetime contributions of fees for new Voting Members of GCA and GCC, and to vote on assessment of fees for the rental of the GCA and GCC premises, provided the individual must be 18 years of age, annual membership dues and the onetime Voting Member contributions are fully paid for the current year, with the exception of Honorary Voting Members. Effective January 01st, 2018, the Interim Founding Voting Members who have paid a onetime contribution of five thousand dollars (\$5,000) by December 31st, 2017, shall be Founding Voting Members and shall have the same two (2) voting rights as Founding Voting Members. All Founding Voting Member onetime contributions must be fully paid by March 01st of each year to be eligible to vote for that year.
- h. The benefits outlined above shall not apply to, nor be redeemed by, the extended families of the brothers, sisters, sons, daughters nor heirs of the Founding and Interim Founding Voting Members.

All new Founding Voting Member Applications of GCA must be reviewed and pre-approved by the Executive Committee and Trustees prior to commitment. All Founding Voting Members and Interim Founding Voting Members of Gujarat Cultural Association shall be extended full benefits as Founding Voting Members of Gujarat Community Center.

Section 5.3 VOTING MEMBERS

Members who have paid a onetime contribution of five thousand dollars (\$5,000), after January 01st, 2012, and are current in paying

annual assessed membership dues that are assessed by Founding Voting Members, and have already established their residency permanently within one hundred twenty five (125) mile radius of GCA Center, will be a Voting Member. Effective January 01st, 2018, the said Voting Member onetime contribution shall be seven thousand and five hundred dollars (\$7,500) and shall subsequently increase, effective January 01st, 2021, to ten thousand dollars (\$10,000) or a onetime contribution of fees assessed by the then current Founding Voting Members, as deemed necessary.

- a. Each Voting Member will consist of husband, wife and unmarried children up to the age of thirty (30) years and retired parents over the age of sixty five (65) years dwelling as a united family.
- b. All Voting Members will carry annual membership dues which will be required to be paid by March 1st of each year assessed by Founding Voting Members, as deemed necessary. The annual membership dues become due from date of marriage for those members establishing residency permanently within one hundred twenty five (125) mile radius of GCA Center.
- c. Voting Members who have paid a onetime contribution of five thousand dollars (\$5,000), between January 01st, 2012 and December 31st, 2017, also have a benefit for their sons and daughters ONLY, who have already established their residency permanently within one hundred twenty five (125) miles radius of GCA Center, to become a Voting Member, by paying a onetime contribution of five thousand dollars (\$5,000), and are current in paying annual membership dues. For those sons and daughters of these Voting Members, who reside out of state or unmarried, they will have the benefit of becoming a Voting Member once they have established their residency permanently within one hundred twenty five (125) miles radius of GCA Center, or from the date of their marriage, and by paying a onetime contribution of five thousand dollars (\$5,000) and are current in paying annual membership dues, which become due from date of marriage.
- d. Voting Members who have paid a onetime contribution of five thousand dollars (\$5,000), after January 01st, 2012, also have a benefit for their brothers and sisters, who reside out of state, to become a Voting Member once they have established their

residency permanently within one hundred twenty five (125) miles radius of GCA Center and by paying a onetime contribution of five thousand dollars (\$5,000) by December 31st, 2017, and are current in paying annual membership dues.

- e. Each membership will have two (2) limited voting rights, one each by husband and wife which will be allowed to be cast during GCA and GCC General Election to elect Board of Directors, Executive Committee and Trustees, provided that their annual membership dues are fully paid for the current year, with the exception of Honorary Voting Members. All Voting Member onetime contributions must be fully paid by March 01st of each year to be eligible to vote for that year. Effective January 01st, 2018, the Voting Members, who have paid a onetime contribution of five thousand dollars (\$5,000) between January 01st, 2012 and December 31st, 2017, shall be Founding Voting Members and shall have the same two (2) voting rights as Founding Voting Members.
- f. The benefits outlined above shall not apply to, nor be redeemed by, the extended families of the brothers, sisters, sons, daughters nor heirs of the Voting Members.

All new Voting Member Applications of GCA must be reviewed and pre-approved by the Executive Committee and Trustees prior to commitment. All Voting Members of Gujarat Cultural Association shall be extended full benefits as Voting Members of Gujarat Community Center.

Section 5.4 **NON VOTING MEMBERS**

Members who are only paying annual assessed membership dues, assessed by the Founding Voting Members will be considered Non-Voting Members.

Section 5.5 **HONORARY VOTING MEMBERS**

Founding Voting Members or Voting Members who attains the age of sixty five (65) years will be considered an Honorary Voting Member and shall be exempt from Annual Membership Dues.

Section 5.6 A Founding Voting Member or Voting Member who become a widow or a widower, shall have the privilege of being exempt from Annual Membership Dues until he or she remarries.

Section 6 Memberships and annual membership dues are non-transferable and non-refundable.

Section 7 Proxy votes are not permissible.

Section 8 **FACILITY AND OPERATIONAL POLICY**

Members, their guest, and anyone who rents or uses the GCA premises are strictly prohibited from carrying firearms, any illegal substances on the premises, consuming any alcoholic beverages, and non-vegetarian food on the premises owned by GCA, with the exception of GCC, whereas, alcoholic beverages and non-vegetarian food will be allowed on the GCC premises located at 625 Shute Lane, Old Hickory, Tennessee 37138, when that premises becomes operational.

ARTICLE IV. EXECUTIVE COMMITTEE AND AREA REPRESENTATIVE

Section 9 **QUALIFICATION OF EXECUTIVE COMMITTEE**

In order to qualify as a candidate for any GCA or GCC Committee, he or she must be a prominent, socially active Voting Member of the Association in good standing order and should not have been criminally convicted in any court of law or committed crimes of moral turpitude.

- a. Candidate for the Executive Committee must be an active Voting Member of the Association for at least two (2) years except for Area Representatives.
- b. All members of the Executive Committee must be duly elected Officers of the Association and must have served at least two (2) years as an Area Representative, except for Social Secretary, Ladies Auxiliary, Sports Coordinator, Youth Coordinator and Senior Citizen Coordinator, whereas, these candidates would not be required to have served two (2) years as an Area Representative.
- c. To be a nominee as a President of the Association, he or she must have served a term of two (2) years in an Executive Committee. Effective January 01st, 2018, to be a nominee as a President or Vice President of the Association, he or she must

have served two (2) terms in an Executive Committee (one (1) current and one (1) past).

Section 10 **EXECUTIVE COMMITTEE**

The Officers of the Association shall be a President, Vice-President, Secretary, Joint Secretary, Treasurer, Joint Treasurer, and such other officers as are defined by the Executive Committee as elected by the Voting Members of GCA. These officers shall constitute the Executive Committee of the Association. The Executive Committee shall follow governance, policy and procedure of GCA and GCC.

Section 11 The GCA and GCC Board shall consist of an Executive Committee elected by Voting Members, and Area Representatives nominated or selected by the Executive Committee from various areas of Middle Tennessee and approved by a majority of the attendants of the Annual General Meeting. The GCA Board, as overseen by the Board of Trustees, shall manage all daily activities of GCA and GCC and shall follow the guidelines, pertaining to the Financial Authority of the Officers and the Board, as outlined in the Policy and Procedure, to ensure that the activities and budgets of the Associations are operated within such guidelines.

Section 12 In the event of a vacancy in the Executive Committee, said vacancy shall be filled by a nominee /nominees with a majority vote of the remaining members of the Board, the said voting will be conducted by a secret ballot.

Section 13 The Financial Records of GCA and GCC will be kept by the Treasurer on GCA premises under the guidance of the Executive Committee and shall be available for review, within reasonable time, for the Voting Members. A backup and recovery method must be used to assure these records are kept safe and readily available in the event of a system failure.

Section 14 The Minutes of the Meeting of GCA and GCC will be kept by the Secretary on GCA premises under the guidance of the Executive Committee and shall be available for review, within reasonable time, for the Voting Members. A backup and recovery method must be used to assure these minutes are kept safe and readily available in the event of a system failure.

Section 15 **ELECTION COMMITTEE**

The members of the Election Committee of GCA shall remain same for GCC and must follow policy and procedure of both GCA and GCC. The Election Committee Chairman shall be appointed by the Executive Committee at least 45 days prior to Election Day. The said Chairman shall then select four (4) additional Election Committee Members from the current general voting membership database. The nominations for election of the Executive Committee and Trustees shall be conducted via mail post marked at least 35 days prior to Election Day and mailed to the Election Committee Chairman post marked or electronically transmitted no later than 10 days prior to Election Day.

Section 16 **BYLAW COMMITTEE**

The Bylaw Committee of GCA shall be the guardian of the Association’s Bylaws and governance and shall enforce the interpretations of the current Bylaws of GCA and GCC. Every Executive Committee must appoint a Bylaw Committee that shall consist of five (5) members: two (2) members of the current Trustees, three (3) members at large from the current active Founding Voting Member database.

Section 17 **ETHICS COMMITTEE**

The Ethics Committee of GCA shall ensure that code of ethics is properly communicated and enforced, and be prepared to excuse self when bias or, appearance of bias, exist on the premises of GCA and GCC. Every Executive Committee must appoint an Ethics Committee that shall consist of five (5) members, of both male and/or female gender, at large from the current active Founding Voting Member database.

Section 18 **TERM**

The term of the Executive Committee shall be no more than two (2) years. The current President cannot run for two (2) consecutive terms. The term of the Area Representative shall be no more than two (2) years. The Treasurer or Joint Treasurer can run for no more than two (2) consecutive terms.

Section 19 **REMOVAL**

Any officer of the Association or an Area Representative may be removed, with a justified cause, detrimental to the Association, as recommended by the Ethics Committee. The Executive Committee, at the recommendations of the Ethics Committee, can remove a member if his or her actions are deemed detrimental to the Association, without refund of any membership dues, fees and contributions.

Section 20 **POLICY AND PROCEDURES**

All Executive Committee, Trustees, Area Representatives and other Operational Committees shall be familiar with the Policy and Procedures of GCA and/or GCC, which outlines the daily operative guidelines and activities, and ensure that the business and affairs of these Associations are operated within such guidelines.

ARTICLE V. TRUSTEE

Section 21 **QUALIFICATION OF TRUSTEE**

In order to qualify as a candidate for the Board of Trustee, he or she must be a prominent, socially active Voting Member of the Association in good standing order and should not have been criminally convicted in any court of law or committed crimes of moral turpitude.

- a. Candidate that is a Founding Voting Member and has paid two thousand dollars (\$2,000) will be eligible to become a Trustee by paying an additional three thousand dollars (\$3,000) as a donation to GCA premises and must have served in an Executive Committee for two (2) years or,
- b. Candidate that is a Voting Member and has paid five thousand dollars (\$5,000) prior to January 1st, 2018, will be eligible to become a Trustee by paying an additional three thousand dollars (\$3,000) as a onetime contribution of fees as a donation to GCA premises and must have served in an Executive Committee for two (2) years.

- c. Effective January 01st, 2018, a candidate that is a Voting Member and has paid seven thousand and five hundred (\$7,500) will be eligible to become a Trustee by paying an additional three thousand dollars (\$3,000) as a onetime contribution of fees to GCA premises and must have served in an Executive Committee for two (2) years. The said Voting Member contribution shall subsequently increase to ten thousand dollars (\$10,000) effective January 01st, 2021.

Section 22 There will be no more than 7 Trustees in any given year. The Board of Trustees shall appoint a Chairman to conduct the necessary activities of the Trustees, whose term as Chairman shall be of one (1) year but not to exceed more than two (2) years in the same term.

Section 23 Election of the Trustees will be conducted on the same day as the election of the Executive Committee or at annual meetings.

Section 24 Term of the Trustees shall be three (3) years.

Section 25 The retiring member/s of the Trustee will be able to seek re-election after an absence of one (1) year.

Section 26 **FUNCTION OF THE TRUSTEE**

The Board of Trustees shall be responsible for:

- a. To oversee the functions of the Executive Committee,
- b. They are responsible for the financial aspect of both Associations, GCA and GCC, including all reserve funds, and for a designated Trustee to be a signatory on any current reserve funds note, if available,
- c. To coordinate with the Executive Committee to raise the funds for the Associations,
- d. To oversee the maintenance of the premises, make recommendations to the Executive Committee, and provide capital improvements and strategic plans,
- e. To serve as a substitute for the Executive Committee during organizational emergencies or if the Executive Committee is unable to function,

- f. To work with the Executive Committee and general membership to set governing standards for the use of GCA and GCC premises and its contents, and,

As the community grows, the Trustees will visualize the future and make recommendations to the Executive Committee.

ARTICLE VI. MEETINGS

Section 27 ORGANIZATION

At every meeting, the President, and in his absence, the Vice-President shall act as Chairman. The Secretary of the Association shall act as Secretary of all meetings. In the absence at any such meeting of the Secretary, the Chairman of the meeting may appoint another member of the Executive Committee to act as Secretary of the meeting.

Section 28 PLACE OF MEETING

The meetings of the General Board shall be held at the principal office of the Association or at any place designated, from time to time, by resolution of the Executive Committee. Any meeting shall be valid wherever held, if held pursuant to the general consensus of all Executive Committee Members and if said consent is filed with the Secretary of the Association.

Section 29 Regular meeting of the Executive Committee shall be held at such times and places, as the Executive Committee shall from time to time designate.

Section 30 Special meeting of the members and of the General Board may be called at any time by any one of the following: (1) The President, (2) Greater than one-third of the General Board, (3) Greater than one-third of the General Members, (4) By unanimous consensus of the Trustees. Special meetings requiring amendments and passage to the current ByLaws can only be called no more than one time per calendar year. If the President is unable to act, such meetings may be called by the Vice President or Secretary.

Section 31 **NOTICE OF MEETINGS**

Notices of the annual meetings shall be given at least fourteen (14) days prior to the date thereof and notice of special meetings shall be given at least seven (7) days prior to the date thereof. Notices of regular meetings of the General Board shall be at least five (5) days prior to the date thereof. Each notice shall specify the place, the day, and the hour of the meetings and, in the case of special meetings, the general nature of the business to be transacted. Electronic notices are valid.

Section 32 **QUORUM**

One third (1/3) of the Founding Voting Members and Voting Members and a simple majority of the Executive Committee shall constitute a Quorum to conduct the regular business and affairs of GCA and GCC. If the Quorum is not constituted, an adjournment of 10 minutes will be observed and re convening of the meeting will constitute a Quorum, with the exception of any proposed amendments to the current ByLaws whereas, one third (1/3) of the Founding Voting Members present at the meeting shall constitute a Quorum.

ARTICLE VII. EXIT STRATEGY

Section 33 **EXIT STRATEGY**

In the event Gujarat Cultural Association, and/or Gujarat Community Center, considers dissolution of its organization(s) and/or liquidation of all its assets, the following formulated steps shall be followed, as a guideline, to ensure the proper execution of a successful exit strategy, should such instance occur.

Dissolution of GCA/GCC Organization(s)

- a. A meeting must first be held, with the current Executive Board and Trustees, and approved by majority vote of those committee members present at the meeting.
- b. The proposal then must be presented by the current Officers of the Association, in a meeting with the current Trustees and former Presidents of the Association, and approved by majority vote of those members present at the meeting.

- c. A special meeting of the members and the General Board shall then be called, by the current President, in accordance to **Section 31** “Notice of Meetings”, for approval and passage of the proposed Organization Dissolution.
 1. All Founding Voting and Voting Members shall be allowed to vote, provided their annual membership dues and the onetime Voting Member contributions are fully paid for the current year, with the exception of Honorary Voting Members in accordance to **Section 5.2** “Founding Voting Members” and **Section 5.3** “Voting Members”.
 2. An approval of ninety percent (90%) majority vote of the total Voting Members present at the meeting is required to execute the proposed dissolution strategy.
 3. All final proceeds remaining from the dissolution shall be donated in accordance to the current IRS 501(c) (3) Nonprofit Code and distributed outside of any religious charity organizations.

Sale of GCA/GCC Assets for Future Growth

The same guideline as outlined in accordance to “Dissolution of GCA/GCC Organization(s)” shall be followed with the exception that an approval of two thirds (2/3) majority vote of the total Voting Members present at the meeting is required to execute the proposed future growth plans.

ARTICLE VIII. FISCAL YEAR

Section 34 FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ARTICLE IX. AMENDMENTS

Section 35 AMENDMENTS

These Bylaws of GCA may be amended, added to or repealed no more than one time per calendar year, by two-thirds majority vote of the Founding Voting Members present at the meeting, except for the non-allowance of alcoholic beverages and non-vegetarian food on the premises where the change of the Bylaws would only be permissible with ninety percent (90%) majority vote of the total Founding Voting Membership residing within one hundred twenty five (125) mile radius of GCA premises and are current in paying annual membership dues, with the exception of Honorary Voting Members. Any proposed changes to the current Bylaws must first be presented by the Bylaw Committee and approved by the current Executive Committee and Trustees, and then shall be circulated via electronically or by mail, for review by the current active Founding Voting Members, in accordance to **Section 31** “Notice of Meetings”, for approval and passage of the proposed Bylaws.

ARTICLE X. PARLIAMENTARY RULES

Section 36 In lieu of errors and omissions, the then current “Roberts Rules of Parliamentary Order” will be adhered to.