

GCA OF ARIZONA

Proposed

C O N S T I T U T I O N
And
B Y L A W S

Replacement for the one approved on
August 12, 1982

THE CONSTITUTION AND BYLAWS OF THE GCA

1.0 ARTICLE 1. NAME and LOCATION

1.1 NAME

The Name of this Organization shall be the "GUJARATI CULTURAL ASSOCIATION OF ARIZONA", hereinafter referred to as "GCA"

1.2 LOCATION

The principal and administrative office for the transactions of the business of the GCA and the official premises of the GCA shall be located in the metropolitan area of Phoenix, AZ.

2.0 ARTICLE 2. POLICY

2.1 NON-PROFIT

2.1.1 This association is a non-profit, non-political, non-partisan, secular organization for public benefit; and is not organized for any kind of private gain of any person. The activities of the association will be solely and irrevocably dedicated to these purposes only. No part of the income or assets of this association shall ever inure to the benefit of any officer, or member thereof, or to the benefit of any private person elected or appointed by the GCA.

2.1.2 This association shall be organized exclusively as a non-profit organization of the type described in the IRS code, section 501 (C)(3), and shall conduct its affairs in accordance with and within the meaning of the provisions of this code and all applicable IRS regulations, so as to be eligible for treatment as such under the US. Federal Income Tax law. All charitable contributions made by the general public to this organization may be deductible if qualified and allowed by IRS.

2.1.3 The activities of the GCA will may be oriented and directed towards financial profitability, however, the primary purpose shall be the collective progress, prosperity, uplifting, education and entertainment of its members, the GUJARATI culture, philosophy and literature.

2.2 RELIGIOUS AFFILIATION

This GCA will not be affiliated with any specific religious group or organization; although may actively participate or jointly organize/sponsor their activities if they are undertaken to meet the broad base objectives of GCA.

In the interest of maintaining the unity and strength of entire local community served by GCA, the GCA shall not get involved in, and shall not express any views (through resolution or any other similar means) on regional and/or communal problems, matters of religions in India that could be controversial in nature. However, GCA may actively participate and/or express views on humanitarian matters, or matters relative to humane treatment.

3.0 ARTICLE 3. PURPOSES, OBJECTIVES, GOALS and MISSION (of GCA)

The goals of this cultural organization are primarily cultural exchange, education and charitable humanitarian efforts.

3.1 PRIMARY PURPOSE AND OBJECTIVES

The activities of the GCA will be primarily to benefit the people of common Gujarati cultural heritage in general who are its members, but are not intended to restrict the benefits to the members of the GCA only. The

broad meaning of the word 'Gujarati' refers to the natives, descendants, or persons whose heritage is rooted in GUJARAT, a State of India, and their spouses who are now residing in the USA.

The primary objective of the association and the long-term vision of the GCA is to develop and promote friendship along with unity, understanding and mutual co-operation among its members and the people of the community at large, with exclusively charitable, educational, religious, social, cultural and scientific objectives by providing a common meeting ground and forum to its members, with a primary objective of individual as well as collective progress and prosperity of our community.

3.2 AFFILIATION

One of the primary objectives is to cooperate whole heartedly in action and spirit with other non-profit, cultural and social organizations, whether ethnic, regional, linguistic or the one representing all India and functioning / operating in the interests of all Asian Indians.

3.3 GENERAL

To generate, through legal means, financial resources adequate to enable the GCA to meet its goals and remain financially stable, sound and solvent.

4.0 ARTICLE 4. MEMBERSHIP

4.1 Eligibility

- The general membership of the GCA is open to '**Gujaratis** and their families who are willing to uphold the objectives of the GCA.
- **People of Non-Gujarati origin**, interested in Gujarati culture and in the activities of the GCA, and who subscribe to the aims, objectives, and goals of GCA, are encouraged to participate as full members with full voting rights.

4.2 Voting Rights and Privileges

- All dues-paying members will be considered as active members in good standing, and will be full participating members of the GCA, and will have equal rights and privileges thereof, being eligible to participate as member(s) of the administrative or executive bodies, boards, or councils or committees of the GCA.
- A minimum age for voting is 18 years (completed by the day of the annual GCA election).

4.3 Voting referred to herein shall apply to all matters pertaining to the activities of the GCA and requiring voting by the members.

Unless otherwise explicitly permitted elsewhere in this Constitution and Bylaws or decided/determined in the meeting of administrative bodies of the GCA, or the general body by a simple majority vote, and pre-announced in advance, for a specific or particular election, **voting in absentia or by proxies is not allowed.**

4.4 **Definition and Dues of Membership**

4.4.1 Family member is defined as a married couple or a head of the household paying annual as determined by GCA. This membership shall include

- unmarried dependent children living at the same address.
- dependent parents/parents-in-laws of the couple, residing with the member family at the same address
- any other family member residing at the same address (e.g. brother, sister, cousin, nephew, niece, etc.)

4.4.2 This family membership shall be entitled to a maximum number of votes as follows:

- One vote each by each of the spouses and each unmarried child of the member family of the age of 18 years or greater.
- no other members of the family living at the same address will be eligible for voting rights unless they have paid full annual membership dues independently.
- Only those who have the voting rights are eligible to be elected as members of the Executive Committee or Board Of Trustees.
- **Any change in the membership dues**, increase or decrease, shall be affirmatively voted by a simple majority in the duly scheduled Executive Committee meeting of the GCA, and shall be approved by the GCA Board of Trustees by a simple majority vote. Such increases shall become and remain effective for subsequent years until changed.
- To be a member in good standing, the individual or the family unit must have paid the required dues for the current Year(January 1-December 31).

4.4.3 **Miscellaneous: GCA MEMBERSHIP STATUS (under special circumstances)**

In the event of a death or departure of any member of the GCA member family having annual family membership in GCA organization, membership, the remaining members who would have enjoyed the membership rights per the definition of a family, had he/she not been departed, shall continue to enjoy the rights, benefits and all privileges of family membership.

The surviving spouse, dependent parents, single unmarried children and single, unmarried dependent Relatives, living at the same residence address will all qualify to continue enjoying the GCA membership rights, benefits and all privileges of the family membership of ONE family.

In the event of a divorce, or separation, the membership rights, benefits and privileges will be extended for the remaining term of the membership to both spouses and all members of the family who were eligible before the divorce, their single, unmarried children , dependent parents living at the same address, and single dependent relatives living at the same address.

4.4.4 **Application for Membership**

All applications for membership shall be made on an official form of the GCA and submitted to the executive committee along with appropriate dues.

4.4.5 *Refunds and Rejection*

Membership dues, once paid, shall not be refundable; except in case of an initial rejection.

The Executive Committee may reject any application by a simple majority vote. In the event of rejection of the application, Executive Committee shall obtain an approval of a simple majority vote of the Board of Trustees.

A notice of such rejection with stated reasons for rejection shall be sent to the applicant within thirty days following receipt to the said application. Failure to send a rejection notice within thirty days following receipt of application shall be tantamount to approval of said application. An applicant, whose application is rejected, may appeal to BOT in writing within one week of receipt of the rejection notice to reconsider. BOT will then meet to discuss the matter within two weeks and make final binding decision whether to accept or reject the application by a two third majority vote.

4.4.6 *Transfer and Assignment of Membership*

Membership in the GCA shall not be transferable or assign-able to other persons.

4.4.7 *Proof of Membership*

Membership cards may be issued to all current members annually, and if issued, they shall be required as proof of membership and identification for use of privileges of the GCA. If membership cards are not issued, the receipt of the payment of membership dues, or the records of the GCA will provide the proof of membership.

4.4.8 *Membership Period*

Annual membership period shall be from January 1 of the calendar year to December 31. Membership can be obtained any time in the year by paying the full amount of dues. There will be no prorating of the membership dues.

4.4.9 **Obligations of Members**

All members shall strive to fulfill the aims and objectives of the GCA. No member shall engage in any activities which is detrimental to or against the objective of GCA. No member shall engage the funds, the property and the income of the GCA towards the aims and objectives other than those listed in article 3. All members shall abide by the rules and procedures stated in the constitution and shall always maintain decorum at all committee meetings and general body meetings.

4.4.10 **Lapse of Membership**

The membership privileges shall be lost for failure of payment of dues. Membership can be restored anytime by paying full annual dues.

5.0 ARTICLE 5. MANAGEMENT / GOVERNMENT of the GCA

5.1 MANAGEMENT:

The Management and Government of all affairs of the GCA shall be vested in two administrative bodies: (a) an Executive Committee(EC) and (b) the Board of Trustees(BT), both consisting of duly elected officers by the annual general body meeting of the GCA

These two administrative bodies are the supreme forums of this organization, in the manner specified hereunder. The EC and BT will be the governing bodies for all matters and affairs related with the GCA operations, and will control all matters of policy enforcement and expenditure of funds of the GCA. **The BT will be the supreme governing body for the financial controls, custody and administrative management of GCA assets, in excess of the yearly allowance to the EC.**

Election of the administrative bodies shall be conducted under the supervision of the election committee comprised of BT members and members nominated by BT in accordance with the election procedures of the GCA.

5.2 COMPENSATION TO EXECUTIVE COMMITTEE AND BOARD OF TRUSTEE MEMBERS

The members on the EC or BT will receive no remuneration or any monetary compensation in the form of wages or salary, fee or stipend, or in any other manner from GCA by virtue of such position or for serving on the GCA administrative bodies.

5.3 PERSONAL LIABILITY

Any EC or BT members shall not be personally liable for the debts, liabilities, or other obligations of the GCA, incurred lawfully, in the course of discharge of his/her duties and assignments. These members are also indemnified against errors of judgment, but will be responsible for and personally liable for willful negligence in all financial affairs, or fraud or embezzlement of GCA funds.

5.4 EXECUTIVE COMMITTEE

5.4.1 NUMBER OF MEMBERS

The EC shall be composed of 17 elected officers, who will have the rights to vote at the meetings of the EC. If warranted, the number of elected officers may be changed to serve the needs of the community if such a change is approved by a simple majority of the general body .

5.4.2 OFFICERS

The Executive Committee members will elect, appoint or designate a President, Vice-President, Secretary, Treasurer, Program Coordinator and Members at Large. The officers will be coordinators and facilitators to carry on the functions and tasks undertaken by GCA.

5.4.3 DUTIES

The PRESIDENT of the GCA shall (a) preside over all the Executive Committee of meetings and general body meetings; (b) be in charge and shall supervise all the activities of the Executive Committee; (c) perform all the tasks assigned by the General Body; (d) be the official spokesperson of the GCA; (e) preserve, protect and defend the provisions of this constitution; (f) promote the objectives of the GCA; (g) be the official custodian of the GCA constitution, the state charter and relevant document for IRS tax exempt status; (h) provide guidance and leadership to members; (j) cast a tie breaking vote only at all the meetings of the Executive Committee.

The VICE-PRESIDENT of the GCA shall perform the duties of the President and shall assume his/her powers at his/her request or during his/her absence or disability.

The SECRETARY of the GCA shall (a) attend and keep the minutes of all the Executive Committee meetings and the meetings of the general body; (b) call meetings and send appropriate notices to the members with advice and consent from the president; (c) help the president in executing the decisions of the Executive Committee; (d) do the necessary correspondence; (e) be in charge for the GCA newsletter publication; and (f) perform all the duties reasonably assigned to him by the Executive Committee.

The TREASURER of the GCA shall (a) have custody of all the funds, property and securities of the GCA handed over by EC from previous year. (b) prepare annual financial reports of the GCA and present them to the Executive Committee for approval and upon approval present to the General Body meeting; (c) file IRS returns annually at the end of the GCA operational year (d) deposit all the funds with bank within two weeks after they are received; (e) make every effort to settle all the accounts related to the event within one month. (f) file annual corporation commission report. (g) shall transfer all funds at the end of current operational year to treasurer of incoming EC. **(h) will relinquish signature authority of all bank accounts to incoming treasurer/president.** **The Program Chairperson** shall (a) co-ordinate the social and cultural events of the GCA; (b) Select and make arrangement for the performing groups for the events; (c) attend all the Executive Committee meetings and participate in the decision making process; (d) shall work closely in co-operation with President to attain the objectives of THE GCA.

The Members of the Executive Committee - At Large shall (a) attend all the Executive Committee meetings and participate in the decision making process; (b) act responsibly to protect the image of THE GCA; (c) perform the duties assigned by the Executive Committee; and (d) shall work closely in cooperation with the President to attain the objectives of THE GCA.

The Executive Committee is free to elect, select or appoint, at its discretion, an ad-hoc or special purpose committee for any specific purpose, event or activity undertaken by the GCA.

Other duties and obligations of Executive Committee are:

- **The minutes of the meetings, inclusive of attendance record, day and date of meeting, all decisions made and votes cast on each item, must be taken/recorded at all the meetings of the EC, as well as the Annual General Body meeting.**
- All promises and commitments made to the general body must be followed through.
- The outgoing EC must transfer all original records, and must facilitate smooth and seamless transfer of administration to the new EC, within a reasonable time period, not to exceed 30 calendar days from the day the term of the new or incoming EC becomes effective. Such records must include, and are not limited to, the following:
 - Minutes of all meetings
 - Financial records, including bank statements, canceled checks, checkbook registers, invoices and other receipts
 - Mail/email lists and other data bases including membership records
 - Software programs and other assets of GCA
 - Copies of all newsletters and other publications of GCA
 - All other records pertinent to the operations of GCA
- The members of previous EC must provide all necessary support, help and guidance in defending GCA against any IRS audit or other such governmental agencies' audits and inquiries.
- All provisions of the constitution, especially relative to the financial matters, must be adhered to. In order to ensure that the EC and the Board of Trustees remain sensitive, aware, knowledgeable, and alert about this, a soft copy or hard copy of the constitution shall be provided to them upon request, and/or also maintained on the GCA's web page. Not having or not knowing the constitution will never be a cause or an excuse for its violation. All elected officers (office bearers) do promise and commit to honor, abide by and protect all provisions of the constitution of the GCA, and they must adhere to discharging their functions and duties with due diligence.

5.4.4 CONTINUITY

In order to preserve and maintain the continuity of GCA operations, about 50% of current EC members shall continue to serve on the Executive Committee for two full years. Of 17 total EC members, nine positions will be elected every odd year and eight positions will be elected every even year. Elected officers will serve a two-year term. If more than 50% positions are open at the fiscal year, nominations to serve the EC will be invited to contest for all the vacant positions.

5.4.5 ELIGIBILITY AND QUALIFYING REQUIREMENTS FOR ELECTIVE POSITIONS ON THE EXECUTIVE COMMITTEE

The eligibility requirements and qualifications for any position on the Executive Committee are:

- (a) An Age over 18 years at the time of election
- (b) Valid membership in good standing, for the current year
- (c) Must be willing to honor, abide by and protect the constitution, bylaws, principles, values and beliefs of the GCA.

5.4.6 ELECTION OF THE EXECUTIVE COMMITTEE

All the members on the Executive Committee shall be elected by the GCA members in good standing. (paid membership dues for Current fiscal calendar year)

If more candidates than the required number of available positions on the Executive Committee contest for the membership on the EC, and those nominations are all eligible, an election will be held as per the election procedures. Once 17 EC members are elected, they will elect the posts of president, vice president, secretary, treasurer and cultural program chairperson by secret ballot voting if more than one person is contesting for the same post. All the above posts are valid only for one year term and will be open for contest the following year. Election for the above posts will be held every year and any elected EC member will be eligible to contest for any of the above posts.

5.4.7 TERM

The Officers or Executive Committee members shall be elected for a two-year term, with their term of office commencing on January 1st of the next applicable calendar year, and ending on the December 31st of the applicable calendar year, or the election of their successors, whichever is later. **No EC member shall be elected for more than two full consecutive years** to the Executive Committee. However, they can again serve after a one year break.

5.4.8 POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee will be authorized to conduct and be responsible for all GCA operations.

The Executive Committee members shall have the power to make such rules and regulations and take such actions not inconsistent with the constitution and/or bylaws, as may be necessary for the general management of the affairs and activities of the association. Subject to the applicable state and federal laws, and any limitation in these bylaws relating to action required or permitted to be taken or approved by the general members, if any, the activities and affairs of GCA will be generally conducted and all powers shall be exercised by or under the direction of the Executive Committee

Decisions of the Executive Committee shall be final and binding on the organization, unless otherwise decided by a subsequent meeting of the EC, or Board of Trustees, or general body.

5.4.9 VOTING AT THE EXECUTIVE COMMITTEE

Actions taken and/or decisions made or reached by the Executive Committee, any sub-committee, any other steering committee or governing body, or by general body will require an affirmative or favorable approval by a simple majority of its members present, unless otherwise explicitly stated and provided for in the bylaws.

A member is authorized to cast a proxy vote, on behalf of other EC members, provided the proxy representation is in writing, and is duly authorized and is verifiable.

5.4.10 VACANCY and PROCEDURE FOR FILLING A VACANCY

In case any office on the Executive Committee becomes vacant for any reason, whatsoever, the following procedure to fill in the vacancy will be followed:

FILLING IN VACANCY ON THE EXECUTIVE COMMITTEE

A vacancy may be created by the removal, dismissal or termination of a member on the Executive Committee or any other committee or sub-committee; or a vacant position may exist if eligible nominations received at the general annual election were less than the number of open positions. Such a vacancy or vacancies on the Executive Committee may be filled in by the general body, or may be filled in, by the Executive Committee, upon approval by a simple majority vote, electing a replacement member on the Executive Committee, for the remainder of the term of the EC. The vacancy may be announced and nominations invited to fill the position at the next, pre-announced, Executive Committee meeting. Any member of the Executive Committee or GCA may submit the nomination if nomination is invited from general membership. This member shall be elected for the remainder of the term of the vacant position. An election may be held if there are more than one nomination for the same position, and no person shall cast more than one vote for this purpose, notwithstanding the number of positions, if more than one, a person may hold or represent.

In the event of a vacancy of the office of the President, the Vice President shall take the charge temporarily until the

position is filled. In the event of a vacancy in any position other than the president, such vacancy may be filled temporarily by appointment by the president until such time as the Executive Committee shall fill the vacancy. Normally, the vacancy has to be filled and a replacement officer has to be appointed or elected at the next regular scheduled meeting of the Executive Committee, after the vacancy has been announced. If no regular meeting is scheduled to occur within 45 calendar days of the date of vacancy, then a special meeting will be called to occur within said time.

Vacancies occurring in offices of officers/members of committees or sub-committees appointed at the discretion of the Executive Committee may or may not be filled as the Executive Committee shall determine. If the number of members on the Executive Committee, then, at the time of filling in vacancies, is less than a quorum, and the remaining term is less than 90 days, the vacancy or vacancies may be filled by (1) unanimous written consent of the Executive Committee members then in office, or by (2) the affirmative vote of a simple majority of the members on the Executive Committee, then in office at a meeting held pursuant to notice or waiver of notice complying with these bylaws or by (3) a sole remaining member on the Executive Committee.

FILLING IN VACANCY BY GENERAL BODY INVOLVEMENT

The members of GCA may elect an Executive Committee member or a member of any committee or sub-committee, at any time, to fill any vacancy not filled, or not to be filled (if so directed by the general body) by the Executive Committee. If there are nine or more vacancies on the Executive Committee to be filled simultaneously, regardless of whether they occurred at the same time, or have been accumulated over a period, a special election shall be held within 60 calendar days, where the vacancies shall be filled in by the general body. The elections will be conducted by the election committee. All nominees must be present at this election, unless an absence is excused, for valid reasons, in advance by the chief election officer of the GCA.

5.4.11 OTHER TERMS AND CONDITIONS

In the event of a contested election, all votes shall be taken by secret ballots only, at the general body meeting, and also at the Executive Committee meeting, unless an alternative method has been approved by the majority of members present at the meeting.

A replacement candidate must meet/satisfy all eligibility requirements and qualifications necessary as for any other Executive Committee member elected by the general body.

5.4.12 RESIGNATION OF AN EXECUTIVE COMMITTEE MEMBER

A member of the Executive Committee wishing to resign from the office shall tender a resignation and shall give a three weeks written notice to the designated president of the Executive Committee. Any such resignation shall take effect three weeks from date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, an acceptance of such a resignation shall not be necessary to make it effective.

5.4.13 REMOVAL OR DISMISSAL OF AN EXECUTIVE COMMITTEE MEMBER

Any Executive Committee member may be asked to resign, or if the choice of resignation is not acceptable, be removed or dismissed from the office by the affirmative vote of a two third majority vote of the Board of Trustees, and two thirds of the Executive Committee voting either in person, or by proxy, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the association, for functioning in a manner detrimental to the GCA, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes, or for a demonstrated inability to carry out the assigned functions effectively. Any such officer proposed to be removed shall be entitled to at least five calendar days' notice in writing by mail/email or personal delivery of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

No board member can vote for any other absent member; and no trustee can vote for any other absentee trustee; however, an absentee voting or voting by a proxy is allowed on this specific issue with a written notification to the designated president or secretary of the Executive Committee, or the chairperson of the board of trustees, prior to the meeting. The vacancy created by such action shall be filled in by the same procedure as described above in article 5.4.10.

In a like manner, a no-confidence motion may also be carried out against any Executive Committee member, by an affirmative vote of two thirds of the Executive Committee and a two third majority of the Board of Trustees. Such a

motion for removal of a board member may be considered upon request by any three members on the executive EC, or any two trustees on the Board of Trustees, or, upon request in writing by at least 10% of the members of the GCA in good standing. The member to be removed is still entitled to the five days' notice and a hearing for defense as described above, and all provisions and conditions mentioned above will be still applicable. If the Executive Committee fails to take an action as requested by at least 10% of the members of the GCA in good standing, or the majority of the trustees, the same members or trustees may request a general body meeting for hearing the case. The general body may remove an Executive Committee member by a simple majority vote.

5.4.14 DISSOLUTION OR DISMISSAL OF THE ENTIRE EXECUTIVE COMMITTEE

In case of any serious matter or dispute that may jeopardize the ideals, principles, values, beliefs, objectives and/or activities of GCA, the entire Executive Committee may be dissolved either by the affirmative vote or approval of a simple majority of the voting members of GCA present at a duly called-to-order-session of a general body meeting. The general body meeting may be called by a simple majority vote of the Board of Trustees. The general body meeting must be called for the specific purpose of dissolving the Executive Committee. In such a case, the general body may appoint/elect a caretaker committee in the interim period before the elections are held.

Alternatively, the Board of Trustees may also suspend the EC and take over its functions temporarily in case of a serious dispute that may jeopardize the ideals, principles, values, beliefs, goals, objectives, mission, charter and activities of GCA. Such action must be unanimously approved by the entire Board of Trustees (not just the trustees present at the meeting). The Board of Trustees may take over and continue the operations of GCA for the remaining term, if the remainder of the term is less than or equal to 120 calendar days. If the remaining term is greater than 120 days, the Board of Trustees, then, must call the general body meeting within 30 calendar days to discuss the suspension and/or dismissal of the Executive Committee. At such a general body meeting, the suspending of the Executive Committee may be approved, or even one or more of the trustees may be replaced for a wrongful act or decision against the Executive Committee.

If the suspension of the Executive Committee is ratified, accepted, or approved by the general body, the Board of Trustees is, then, responsible for holding elections, and forming a new EC in accordance with the stipulations in the constitution, within 60 calendar days of the general body meeting where the dissolution of the Executive Committee was approved. At this election, some or all of the on the dissolved or suspended Executive Committee may be qualified and considered eligible for re-election for the remaining term. At such a meeting, the general body may also replace one or more of the trustees for a damaging or wrongful act or decision.

Such an election may also take place at the general body meeting where dissolution of the EC was approved, if the nominations were sought in advance, and have been received, assuming that the general body would approve the suspension or dismissal of the entire EC. The general body may decide to replace only a certain member or trustee, and not dismiss the entire board (BT) or committee(EC). The members of the suspended or dissolved EC are still eligible to contest, except those who are specifically forbidden by the general body.

5.4.15 VOTING PROCESS FOR REMOVAL OR TERMINATION OF A (EXECUTIVE COMMITTEE MEMBER)

All no confidence motions and voting on a matter of removal of any Executive Committee member in case of a contest, must be conducted by secret ballot voting only, unless any other method (e.g. casting of votes by voice vote, or by raising hands, or any other acceptable method) is unanimously approved and accepted by all the voting members present at the meeting.

Upon request by any voting member on any issue being voted upon, the secret ballot method of voting shall be employed, even if any other method was approved and accepted earlier in the same or earlier meeting; in other words, a method of voting does not set a precedence.

6.0 ARTICLE 6. BOARD OF TRUSTEES

6.1 PURPOSE

The Board of Trustees(referred to hereinafter as the 'Board of Trustees' or simply 'BT'), shall monitor the overall activities of, and/or on behalf of the GCA, including those of its members, its affiliations, and its governing bodies- Executive Committee , hereinafter called and also known as 'Executive Committee' or 'EC' to

ensure that the activities are carried out in accordance with the objectives of GCA, and its broad mission, and in compliance with its charter. The main role of trustees is to develop a broad based, long term vision for the future, and to propose plans and procedures having long range effects on operations and existence of GCA in sound, stable and solvent manner.

- 6.1.2 The Board of Trustees will be charged or chartered with an overall financial control and financial management of GCA, and better, prudent and effective management of GCA in terms of its long-term vision. Thus, it is an advisory board which will also act as an governing body for long range planning, major goal setting, as well as financial control, management and supervision of GCA funds in excess of the yearly allowance to the Executive Committee .
- 6.1.3 The Board of Trustees may set and follow-through specific goals to implement ideas for long term benefits to GCA, to enhance the image of GCA, and the Indian community as a whole, and to preserve and protect the interests and integrity of GCA.
- 6.2 The eligibility requirements and commitments of these trustees to the GCA will be as defined in this document in sections 5.3, 6.0 and 7.0. The Board of Trustees shall not interfere with administration or management of normal, routine, day to day affairs and operations of the GCA EC , as long as they are consistent with the constitution, bylaws, goals and objectives of GCA. The rights and authority of trustees over the operations of the board are limited in scope, and the trustees will be responsible to perform their obligatory duties, as defined by this document, and/or as assigned by the general body from time to time, or as willingly accepted by them on their own accord.

The trustees, will have rights, duties, authorities and' responsibilities as described below, and they will operate under the framework or structure, and the binding guidelines described hereunder.

7.0 ARTICLE 7. MEMBERS of the BOARD OF TRUSTEES and THEIR ELECTION PROCEDURE

- 7.1 The Board of Trustees will consist of five members. If warranted, this number can be changed by a simple majority vote of the general body.
- 7.2 If more candidates than the required number of trustees contests for the membership on the Board of Trustees, and those nominations are all eligible, an election will be held, and members of he Board of Trustees will be elected, as per the election procedure and rules outlined in this GCA constitution. All the members on the Executive Committee of and the Board of Trustees shall be elected by the GCA members in good standing (fully paid membership dues for current fiscal year starting jan.1 through dec.31)for the current year. In addition, the rules specified in this section will govern.
- 7.3 The qualifications or eligibility requirements for all trustees are as follows:

- Valid membership in good standing, for the current year.
- must have served on the GCA executive committee for at least one year.
- Must be willing to honor, abide by and protect the constitution, bylaws, principles, values and beliefs of the GCA.

The trustees will be elected by the general body only, and may only be replaced by the general body. Exceptions: In the event of a Dismissal of a trustee, and/or Filling in a vacancy.

7.4 The term of each trustee (member on the Board of Trustees) will be **two** years, with eligibility to serve for no more than **three** consecutive terms (not counting interim term) (for a total of no more than **six** years, not counting interim term). (An interim term is one when a position is assumed to fill in a vacancy.)

7.5 The trustees' election will be held every year, at the same general body meeting where and when the operating committee members or the EC are elected. However, the trustees' election will be staggered. Two trustees will be elected in every even year, and three trustees will be elected every odd year. For the very first year of the Board of Trustees' operation, among the five elected trustees, two or three trustees (depending on whether the first year of operation commenced in even year or odd, respectively), to be selected by the Board of Trustees using any acceptable method, will have a three-year first term.

The chairperson and secretary among the trustees are to be chosen or elected every year by the Board of Trustees, using any acceptable method of their choice, and not by the general body.

7.6 *Filling in a vacancy:*

When a vacancy occurs or arises on the Board of Trustees before the completion of the member's term (due to resignation, termination, dismissal, death or any other cause), the Board of Trustees and the EC (EC) will jointly initiate the selection/election process. Nominations may be invited from GCA general membership via GCA newsletter/email, or may be submitted by any or trustee. The chairperson of the Board of Trustees will seek the acceptance of the nominations, and the secretary of the EC will ensure that all the eligibility and qualifying requirements are met or satisfied.

7.7 All the eligibility requirements are same as for any trustee to be elected at a general body meeting for regular election. No requirement shall be relaxed by the Board of Trustees, or the EC. Vacancy will be filled by an election in a joint meeting of the Board of Trustees and the Executive Committee, where each person will have only one vote, not withstanding how many positions he/she holds or represents.

7.8 In case of a vacancy, the Board of Trustees may decide to operate with fewer members, and may choose not to fill in the vacancy. If the remaining term is more than six months, the new member will be selected in accordance with the above provisions. Such a selected member will serve only the non- expired term and will be selected by the remaining members of the Board of Trustees and the Executive Committee by a simple majority vote.

7.9 A trustee may be asked or requested to resign by a two third majority of the Executive Committee , or a simple majority of the Board of Trustees. But, if the choice of resignation is not acceptable, a trustee may be dismissed for a good cause (reason), by the general body only. The EC or the Board of Trustees can call or initiate a general body meeting to dismiss an excessively interfering trustee whose action might impede the smooth functioning of the board. Either of above can terminate a trustee. The elected trustee may be asked or requested to resign, but cannot be forcefully terminated in any way other than aforementioned.

7.10 In case of any serious dispute, on account of, or involving the Board of Trustees, that may jeopardize the ideals, mission, charter, goals, objectives or activities of GCA, the Board of Trustees may be dissolved by the approval of a simple majority of the voting members of GCA present at the general body meeting, where such matters may be voted upon.

8.0 ARTICLE 8. POWERS and RESPONSIBILITIES OF THE BOARD OF TRUSTEES

8.1 The GCA has identified a need for a Board of Trustees with specific roles and responsibilities. This need stems from the considerations outlined below:

- Ensure financial security, accountability and better, controlled and prudent management of finances with long term vision in sight without giving an unrestricted, unlimited access to all the funds. Financial management has two aspects: (a) physical security of funds, and (b) prudent allocation and utilization of funds for the right cause consistent with GCA's original charter, mission and wishes of the community as a whole.

8.2 Actions taken by the Board of Trustees will require an approval by a simple majority of its members, unless stated otherwise.

8.3 **The Board of Trustees will act as a supreme custodian of money and other assets of GCA, and to ensure that the funds and other assets are properly utilized and invested to serve in the best interest of the community.**

8.4 Trustees would be formally elected, and chartered with definite responsibilities along with duties, and accountability with personal liability for any willful negligence, fraud or embezzlement of financial assets. They will have very specific assignments and accountability as well as responsibility to the general body, along with checks and balances for smooth functioning. The trusteeship is not only a prestigious power position, but comes with important and significant responsibilities both jointly or collectively, and severely, as follows:

- Long term vision- Develop a vision, formulate a long term strategic view or plan for the GCA, set a direction, propose the plan to execute in order to achieve/accomplish the stated goals, and actively engage in pursuit of the same
 - ◁ To uphold the GCA constitution
 - ◁ To enhance the image of Gujarati community.
 - ◁ To address, handle and participate in all Indian community unification (uniting) efforts
 - ◁ To represent GCA in any federation of similar organizations.
 - ◁ To affiliate with any federation of associations to portray one image of Indian community, and present one voice on behalf of the entire Indian community in Greater Phoenix area. One of the primary objectives is to co-operate whole-heartedly in action and spirit with other non-profit, cultural and social organizations, whether ethnic, regional, linguistic or the one representing all India and functioning/operating in the interests of all Asian Indians
 - ◁ To handle emergencies, crisis and natural calamity, disaster, tragedy or catastrophe, and to arrange for emergency fund raising for special charitable cause or an non-recurring event, to consider, propose and initiate a 'matching fund' concept, if warranted, and to ensure proper and timely disbursement of the funds collected. Such efforts may be independent, exclusively by and on behalf of GCA, or in collaboration with other associations.

- ◁ To participate in and promote community image enhancing activities, such as contribution of the community to the local scene, support and drive special programs of high visibility, educate community on political matters of special interest to Gujarati community, raise funds or otherwise support a political candidate in the interest of GCA, etc. ... Join with other Indian organizations, if necessary.
- ◁ To arrange for seminars for general education and benefits to the society, such as Immigration issues, Estate planning, Wills, Asset management, Social security benefits, Emergency care in the event of a serious accident, injury or death, Women issues, Self-defense, Raising families, Contribution to American society, Health and medical issues- first aid, CPR, general safety around home, school, yard, Drug abuse, etc., Political awareness, etc.
- ◁ To file all legal papers and take all necessary actions required to maintain the IRS 501 C (3) status as a non-profit organization., also file annual corporation commission report.

8.5 • **Financial safety, safeguard and security of GCA funds;**

- ◁ **Fiduciary relationship, first with the community, and then with the Executive Committee .**
 - ◁ Sound management and prudent allocation or appropriation of funds consistent with the mission and chartered goals and objectives of the GCA, and in alignment with the wishes of the general body explicitly expressed.
 - ◁ **Complete control and custody of all financial assets of GCA in excess of the operating account of the Executive Committee .**
 - ◁ A separate bank account will be maintained for the reserve GCA funds, to be cared for, and managed by the Board of Trustees. There should be no mingling of funds allocated to the Executive Committee , and the funds in the custody of the Board of Trustees. Adhere to Investment and Financial rules/guidelines for non-profit organizations, if any, available from Internal Revenue Services or the State of Arizona.
 - ◁ Personal accountability and liability for the funds; each trustee held responsible collectively and severely.
 - ◁ **A minimum of three signatures of authorized trustees required for any withdrawal of any reserve GCA funds.**
 - ◁ Arrange for accounts audits, and an independent audit of procedures, if needed, or if directed so by the EC, or the general body, or if deemed necessary, and decided by the Board of Trustees.
 - ◁ File timely income tax returns, if required.
- To advise and help EC to engage into and manage GCA fundraiser events and programs.
 - Provide guidance and assistance to the EC for special events dealing with global or general tasks so that it can pay undivided attention and can focus on its ongoing operations. Such tasks would include specific recurring events such as arranging and conducting elections; arranging and conducting general body meetings, etc. ... And, certain not-so regularly recurring special tasks or events such as handling emergency, and raising, managing and disbursing emergency funds.
 - Promote Gujarati literature and culture
 - Recognize / honor well-known contributors
- Advise and alert the Executive Committee for any violation or non-observance of the constitutional provision. Advise and alert the Executive Committee if their action or intended action might have an adverse effect on long-term liabilities of GCA, or its non-profit, tax exempt status. Identify a need to exercise caution.

8.6 *Checks and Balances:*

They can only advise the EC to undertake a task where the funds are raised and/or spent. . The EC will be given an operating account from the previous year, which is to be maintained in a checking account at the start of the term of the Executive Committee . New EC will be given a starting amount between \$5000 to \$10000 by BT at the beginning of new term for day to day operations. Any balance in excess of \$10000 from previous year will be transferred to Reserve funds account managed and controlled by BT.

Trustees have custody of the reserve GCA funds, and responsibility to invest for maximum insured return, not speculative or aggressive and risky investments . “Reserve Funds” are defined as funds in an amount greater than \$10,000 or as determined by the Board of Trustees.

In addition, all funds raised and revenue generated via GCA sponsored functions will be available to the EC in full during its term of operation.

- 8.7 Trustees can only advance or authorize, an additional fund, on an annual basis, up to 50% of the reserve GCA funds on hand, with the approval of a simple majority of trustees. Actual disbursement of money from this account will require signatures of at least three trustees who have the signature authority to operate the bank account.

Major work or a long term plan having a long range effect and commitment on behalf of GCA, such as buying land or a hall, must be proposed to and approved by a simple majority of the members present at the general body meeting specifically called for.

- 8.8 The Board of Trustees will ensure an appropriate transfer of funds and other assets when the new Executive Committee takes charge

- 8.9 Trustees powers are limited in the following manner:

- No interference in day to day operations of the EC; trustees are not the big brothers watching over or policing all activities of the EC.
- No direct control over the EC; however, can recommend to stop action if not conducive to GCA's goals and interest; and if EC does not agree, suspend the action until it is voted upon in a general body meeting called by or initiated by the trustees.
- The trustees are primarily an advisory council ; they have a fiduciary relationship with the executive or administrative EC, and each of them have fiduciary relationship to the general body.
- Trustees shall have no authority, even unanimously, to dismiss or terminate any duly elected on the Executive Committee; however, can dissolve or suspend the operation of the entire EC, in an extreme case, if the situation warrants it. These must be special, extra-ordinary, unusual, demanding and compelling circumstances to justify such a severe action. This may include:
 - Loss amounting to all available liquid funds of the operating account of the EC.
 - Obnoxious public behavior,
 - Ignoring general body's resolution, and/or any other constitution violation or breach.
 - Serious violation of duties or non-performance, and un-willingness to correct the situation,
 - Not releasing the GCA funds,
 - Not paying accounts payable, etc.

Then, if the EC is suspended, and the remaining term is greater than 91 calendar days, they must announce the election within 30 calendar days, and hold an election within 60 calendar days to replace the board. Must make the reasons for such suspension public within 21 calendar days of its occurrence.

- 8.10 The trustees may, but are not necessarily required to attend the EC meetings. However, they will oversee the activities of GCA.
- 8.11 Trustees' suggestions, recommendations or proposals are not binding to the EC. However, if the EC of decide not to act upon or follow-through with that within a reasonable time period or in a timely manner, space and opportunity must be granted to the trustees to present their case to the community via GCA newsletter or mail/email, for the trustees to seek a broad scale support from the community.
The EC must comply with such a request in the next upcoming GCA newsletter or mail/email, if it is not being mail/emailed within 5 calendar days, but no later than 30 calendar days of such a request, even if it requires publishing a special newsletter, otherwise, not scheduled.
- 8.12 **The trustees may ask the EC to reverse, review or reconsider any operating/financial decision reached by the EC. The EC will then be required to review its decision (in presence of one or more trustees, if so requested) and postpone any and all actions until such time when trustees' request to review and reconsider a prior decision has been satisfied.**
- 8.13 Two or more trustees may call or request the EC meeting under the following circumstances:
- A. To reverse, review or reconsider a previous decision by the EC.
 - B. To consider or decide on trustees' suggestion, recommendation or proposal.
 - C. To arbitrate in a matter of conflict or controversy; that is to hear the matter, which has caused or created a conflict or controversy, and an arbitration by the trustees is sought, requested or has become necessary to review a controversial decision or issue for its resolution.
 - D. To resolve any issue involving GCA activities, where joint decisions by the EC and the Board of

Trustees are required, or any matter having long-range effects on GCA operations if brought to trustee's attention by any GCA member(s).

9.2

- Such a request must be complied with within 15 calendar days, and all actions arising out of or with regard to the matter of discussion (or under question) must be postponed till such a meeting hears the matter to resolve the same. In such a meeting, the president or secretary of the EC, or the Board of Trustees shall have neither any veto power, or any extra tie-breaking vote.
- As an alternative to the EC' meeting initiated or called by the Board of Trustees, or if the issue is not resolved with the EC, the trustees will have an authority to call the general body meeting, and to postpone or defer any action by the EC, for a period not to exceed 60 days, or until the matter is decided by the general body. The EC must call the general body meeting within 60 calendar days of request by the Board of Trustees.
- If a meeting of the EC is called for consideration of a request of the trustees to review, revisit or reconsider a previous decision by the EC, at least two-third majority of total number on the EC is required for any action against or contrary to the recommendation by the trustees. Note that two-third or greater majority of a total number on the EC eligible to vote, not among only the present at the meeting is required.
- Absentee voting or voting in absence by an absentee, in the EC' meeting will only be allowed on a specific or particular issue or item on the agenda, if the had been previously notified of the issue in advance, and if the president or secretary of the EC has received a written notification to that effect in advance.
- An EC member may not grant power of attorney to anyone else including any other, trustee or GCA member. No one will be allowed to vote in proxy for any other who is absent at the meeting. However; if the EC' meeting is called, and the EC has taken or reached a decision by two-third or greater majority of a total number on the EC, that decision shall be binding and effective, and the trustees shall have no extra-ordinary or special rights, authority or power to stop the action, unless the trustees call or request to call a general body meeting within 72 hours of the decision. All actions by the EC will be deferred till this time period is over. General body meeting to resolve the issue is the only recourse, and any and all actions must be deferred till such a general body meeting where the issue will be discussed, voted upon and decided. The EC must comply with trustees' request to call a general body meeting within 30 calendar days of such a request. If the decision is taken by the EC by less than two-thirds rd majority of the total number on the EC, and all being eligible to vote, the trustees may request, within 5 calendar days, another EC meeting to reconsider the matter, and the EC meeting shall be held within no more than 15 calendar days of the request.
- All actions with regard to or arising out of that decision will be postponed till the EC meeting.
- After the second board meeting, the only recourse the trustees have is to call or request to call within 72 hours of the EC decision, a general body meeting to resolve the issue. A general body meeting will be called by the EC no later than 30 calendar days of the request.
- No action shall be taken until the required time period is over and no further action is taken by the trustees, or until the issue is finally resolved at the general body meeting, if one has been requested. The trustees will have no voting right at the meeting of the EC, except where the joint decisions by the EC and the Board of Trustees are required or called for by the GCA constitution, bylaws and guidelines, or when a joint meeting is specifically requested by the EC, or the BT, or a joint meeting is ordered by the general body.

8.14 Three or more members on the EC may request a trustees' meeting. The trustees must, within 15 calendar days of a request, call a meeting of the Board of Trustees to consider any matter of concern, if at least three members on the EC have requested such a meeting, or filed a verifiable complaint with regard to a GCA activity being planned or contemplated or already in progress. All actions on behalf of GCA must be deferred till the concern is reviewed and/or resolved.

8.15 The trustees will have no right or authority to dismiss, suspend or take any disciplinary action on any on the EC (EC). However, they may recommend (if such a recommendation is deemed necessary, and approved by a simple majority vote of trustees) the EC to take such disciplinary action(s) as appropriate to preserve the integrity and interests of GCA.

9.1 **ARTICLE 9. DUTIES OF THE BOARD OF TRUSTEES**

9.2 The Board of Trustees shall meet at least once in every three calendar months (minimum of four times in a calendar year)

9.3 The quorum requirement for the meeting of the Board of Trustees will be two-thirds or greater of the total number of voting members.

9.4 The meetings of the Board of Trustees will be open to all GCA members, if a request to attend a meeting is received in advance by at least 24 hours.

9.5 The trustees' report will be presented for review by the general body, at least once a year, preferably at the general body meeting to hold the election for the next upcoming term.

The chairperson and/or secretary of the Board of Trustees will share the performance of these duties:

- (i) schedule the meetings, and inform the GCA members and EC representatives of the meetings of the Board of Trustees. Such a meeting notice must be given at least 7 days in advance for all normal, regularly scheduled meetings, except an emergency meeting,
- (ii) act as a communication link or liaison with the EC,
- (iii) maintain financial records of the Board of Trustees.
- (iv) record or cause the minutes of the meetings be recorded, and must send or make the minutes available to the EC (Executive Committee).
The minutes of the meetings, inclusive of attendance record, day and date of meeting, all decisions made and votes cast on each item, must be taken/recorded at all the meetings of the Board of Trustees.
- (v) Trustees must see that all promises and commitments made to the general body at annual general body or any other special meetings are followed through.
- (vi) The outgoing Board of Trustees must transfer all original records, and must facilitate smooth and seamless transfer of administration **AND all reserve funds, bank accounts to the new Board of Trustees**, within a reasonable time period, not to exceed 30 calendar days from the day the term of the new or incoming Board of Trustees becomes effective. Such records must include, and are not limited to, the following:
 - Minutes of all meetings
 - Financial records, including bank statements, canceled checks, checkbook registers, invoices and other receipts
 - Mail/emailing lists and other databases, along with membership records
 - Software programs and other assets of GCA
 - Copies of all newsletters and other publications of GCA

The members of previous Board of Trustees must provide all necessary support, help and guidance in defending GCA against any IRS audit or other such governmental agencies' audits and inquiries.

- (viii) All provisions of the constitution, especially relative to the financial investments, must be adhered to. In order to ensure that the Executive Committee and the Board of Trustees remain sensitive, aware and alert about this, a soft copy or hard copy of the constitution shall be provided to them upon request, and one may be posted on GCA's web page also. Not having or not knowing the constitution will never be a cause or an excuse for its violation.

All elected officers (office bearers) do promise and commit to honor, abide by and protect all provisions of the constitution of the GCA (GCA), and they must adhere to discharging their stated duties and functions with due diligence.

- 9.6 The chairperson of the Board of Trustees also functions as a secretary, facilitator and coordinator for the activities of the Board of Trustees, unless the duties are shared by other trustees with consent among themselves.
- 9.7 The Board of Trustees will be available to the EC (EC) for consultation and advice. The Board of Trustees must make all reasonable attempts to attend all GCA functions and events organized by the EC, and must support and back-up the EC' efforts in every possible way. Once the decision is made, the trustees must support the EC' judgment and decision. (Should they have disagreement, non-concurrence or grievances, they should be handled in time, prior to the event)
- 9.8 The president, secretary and/or their designees from the EC shall be invited to attend all meetings of the Board of Trustees. When the Board of Trustees wishes to discuss the suspension of the entire executive EC, if they choose to do so, no representative from the EC may be invited to the trustees' meeting. (It is recommended that (a) the Board of Trustees shall inform them of all normal or regular Board of Trustees meetings at least 7 days in advance, unless the meeting is scheduled in an emergency, in which case they must be notified when the other trustees (members of the Board of Trustees) are notified. (b) Also, the Board of Trustees and the EC will try to avoid simultaneous or overlapping meeting, where the meeting schedule may be conflicting with each other, and may prevent any GCA member from attending both meetings. The meeting of the Board of Trustees (at least a tentative schedule or date) will be announced in the GCA Newsletter or by mail/email well in advance inasmuch as possible.
- 9.9 The president and secretary of the EC will be the honorary (non-voting) members of the council of trustees, and they or their designees or any other attending a meeting of the Board of Trustees shall have no voting right.
- 9.10 One or more members of the Board of Trustees will attend the EC meeting(s) at the request of the president or secretary or by at least two members or of the EC, or by a majority decision taken by the Board of Trustees. Any trustee (member of the Board of Trustees), with the consent and prior approval of the chairperson of the Board of Trustees may attend the EC meeting, after informing the president or secretary of the EC, and represent the Board of Trustees, and observe, and advise if requested.
- 9.11 It is incumbent or mandatory upon the EC to inform the Board of Trustees, or their designated representative, or its chairperson, of any meeting of the EC, including regularly scheduled meeting, or an emergency meeting called for a special purpose.
- However, if a board meeting is called to discuss a sensitive issue or matter involving a particular trustee, (such as a problem or an interference caused by a trustee, any action, accusation or allegations by a trustee that might create a destructive or devastating effect on the operations of the EC), he/she may be requested not to attend the meeting, or the chairperson of the Board of Trustees may be requested to see that a particular trustee does not attend the meeting of the EC. It will be up to the chairperson of the Board of Trustees whether to accept that request. The EC, in no event, may deny the entire the Board of Trustees to attend their meeting.
- 9.12 If the matter or conflict prolongs, rather than having exclusive meetings of the Executive Committee , or the Board of Trustees, without each other's presence or representation, either a general body meeting may be called to address the situation, an arbitration committee may be formed, consisting of either three or five persons, two to three of them to be chosen by the EC, and one to two to be selected by the Board of Trustees, depending on the size of the arbitration committee. The arbitration committee will consist on not-currently-active and elected or trustees; however, past or trustees may serve on such a committee. The arbitration committee's decisions or recommendation will be binding to the EC, and the Board of Trustees, unless a general body meeting is called to finally resolve the issue.
- 9.13 The Board of Trustees may suggest or recommend activities in the interest of GCA. Such proposals originating within the Board of Trustees will be conveyed to the EC by the chairperson of the Board of Trustees.

- 9.14 For efficient functioning and handling of any special project or study, the Board of Trustees may create, form or appoint and oversee the activities of any sub-committee(s) as needed, and may invite general members to volunteer in such sub-committees to work in the areas of their expertise, interest and choice(s). At least -one member on such a subcommittee from the EC or, its designate is recommended, but is not compulsory or mandatory.

10.0 ARTICLE 10. RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE TO THE BOARD OF TRUSTEES

- 10.1 The president or the secretary of the EC must inform the chairperson of the Board of Trustees or at least two other trustees in his/her absence (or if the chairperson of the Board of Trustees could not be reached) with regard to the date, time, place and agenda (if available) of the meetings of the EC and must invite trustees' representative at all the EC meetings.
- 10.2 The EC will send or make the minutes of the committee meetings available to the chairperson of the Board of Trustees or anyone designated by him/her.
- 10.3 An outgoing treasurer must prepare and submit the financial balance sheet, to the new EC, and should also disclose it to the board of Trustees, and the general body. Disclosure of the financial statement or balance sheet to the Board of Trustees' MUST be made at least two weeks before the general body meeting. The balance sheet may also be mail/emailed to the GCA membership 10 calendar days before the general body meeting for the next elections.
- 10.4 The EC shall bring to the attention of the Board of Trustees any unusual problems that face GCA, or that could be anticipated, as soon as possible, so that corrective or remedial actions may be taken proactively.
- 10.5 The EC will give an account of all the funds and assets to the Board of Trustees, latest by the end of its term, and preferably, at least 10 calendar days prior to the general body meeting.
- 10.6 GCA accounts must be internally audited, at least once a year and preferably once every 3 months, by someone other than the treasurer on the EC or any member of his/her family. The Board of Trustees must ensure that such an audit is or is being performed. If an audit is not performed in a timely manner (prior to 30 calendar days before the general body meeting), the Board of Trustees has a right to recommend, appoint or hire an auditor for this purpose.

11.0 ARTICLE 11. NOMINATIONS and ELECTION of OFFICERS

A set of rules governing or concerning the functioning and conduct of nominating and election committees and election of officers, including election procedure/guidelines is listed hereunder.

NOMINATING / ELECTION COMMITTEE

11.1 Creation of Nominating/Election Committee

The Nominating and Election Committee will consist of The Board of Trustees, and/or an ad-hoc election committee designated by the BT, Consisting of up to five general community members in good standing.

11.2 The members of the Nominating and Election committee will solicit nominations for and identify potential executive

EC members and BT members in the Community to be nominated for the next year's tenure on the Executive Committee and Board of Trustees , and shall conduct or assist in conducting the elections at the general body meeting of GCA.

11.3 ELECTION AND ELECTIVE POSITIONS

Nomination Requirements, Terms, Conditions, Restrictions

Any GCA member, in good standing (fully paid membership dues for current fiscal year, jan.1 through dec.31.) shall be eligible to stand for an election for any office of the Executive Committee

or the Board of Trustees, or any other committee or sub-committee created by the Executive Committee or Board of Trustees, or general body, provided such a member meets, on the election day, all the eligibility requirements as set forth in the constitution It will be the responsibility of the chairperson of the BT or Election Committee to ensure that all eligibility and qualifying requirements are met and satisfied for the nomination to be valid.

11.4 Nomination Form

A candidate must be nominated or proposed by one or more members, and his or her nomination must be seconded by at least 2 other members for the nomination The nominee must accept the nomination. For all nomination to be valid, the nomination, second supports and acceptance all must be in writing.

11.5 Right to Propose and Second

Any GCA member, in good standing and of age 18 years or greater, has a right to nominate, propose or second any eligible candidate for the election. Each GCA member has a right to nominate and/or second up to as many candidates as the number of positions open-and no more). No member can nominate, propose or second more candidates than a total number of positions open for election.

No member can nominate/propose and second the same candidate.

11.6 A GCA member can nominate, propose or second himself or herself or any member of his/her family (including own self) as long as they are seconded by two more members in good standing.

11.7 Duties and Tasks of Nominating/Election Committee

- Submission of Nominations to General Membership
- The presentation of nomination duly nominated/proposed by a GCA member, and duly seconded by at least the minimum of two other members in good standing must be submitted in written form, and express permission and written acceptance / willingness to serve, of the candidate nominated must be received by the Nominating Committee.
- These must be received by the Nominating Committee, no less than 15 calendar days prior to or in advance of the day of election, for the names to be published to the general body via newsletter/email, or no less than 48 hours prior to the elections for being considered as advance nominations. Any nomination received later than 15 days prior to election may not be published to the general membership, and any nominations received within 48 hours of election will have the same effect as having been received from the floor. Only the Nominating Committee receives all the nominations for the elected positions.
- The chair/lead-person of the nominating committee shall submit the slate (names) of nominees to the annual meeting of the general body. Nominations shall be disclosed, at any time, to the Executive Committee upon request.

11.8 Advance Nominations

No nomination from the floor shall be accepted unless the slate is not filled at least two days (48 hours) before the day of election. If a position is open at least 48 hours before the election and then a nomination is received, that position still considered open, and nominations from the floor shall be accepted from the floor. All nominations received within 48 hours of election are treated as "effectively" received from the floor. Nomination may be opened if the position becomes vacant or open due to withdrawal of a candidate for any reason.

11.9 Presentation of Nominations or Slate to General Body

If number of valid and eligible advance nominations (those received at least 48 hours prior to the election) is less than the total number of positions open for election, advance nominees will be declared as winners elected uncontested, and election will be held only for the positions open. The position may be or may become open either because of no nomination, invalid, ineligible or disqualified or rejected nomination or a withdrawal of nomination for any reason.

11.10 All members (candidates) nominated at least two days (48 hours) before the general body meeting for the elections to the offices of the EC and BT must be present, except in case of an emergency or a valid reason for absence, which is to be accepted and approved by the chair/lead-person of the Nominating/election committee, and must be disclosed to the general body at the time the slate is presented, at the time of start of election proceedings.

Otherwise, the absence of a nominee would invalidate the nomination. However, the nominees, who have been effectively nominated from the floor at the time of election, (including those who have been nominated before the election, but within 48 hours of election) must be present at the time of election. No nomination from the floor shall be accepted in the absence of those being nominated.

11.11 Deferred Election

In the event that inadequate number of nominations are received for any of the elective positions or the nominations for all the available positions are or cannot be obtained, even after solicitation and all reasonable attempts to fill the vacancies or slate, the election(s) shall be conducted for the positions for which the nominations have been received, as long as the vacancies are less than 25% of the total number of positions. If vacancies are 25% or more, the election(s) for the

vacant positions may be re-scheduled to another date, within 45 days, in future. The second election(s) will be conducted regardless of the number of nominations received. The vacant positions may be filled, later, by the Executive Committee , or the Board of Trustees (by a simple majority vote of the members present in the Executive Committee ' meeting, or the Board of Trustees meeting, as the case may be) for the open and available positions.

11.12 GCA Members' Rights to Vote

ALL GCA family members or single/individual members, who have paid full membership dues for current fiscal year starting jan.1 through Dec.31 , in effect are considered in good standing on the day of election, and such members of or over the age of 18 years are eligible to vote, as stated in the Constitution and Bylaws. Each member will cast one vote and only one vote. For the election, any person qualified to vote must have been a member at least 48 hours prior to the election time.

11.13 Creation of Election Committee

The election committee will generally supervise the election process. The actual election process shall be conducted and generally supervised by the election committee, (specially formed for that specific purpose) consisting of at least 5 members. Normally, the BT shall serve as an election committee, but if a member of BT is absent, or is not willing to serve on the election committee, chairperson of BT shall invite any community member in good standing (Who is not contesting) to Serve on election committee.

11.14 Setting of Election Day, Time and Place

The preferred day for the election shall be Saturday, Sunday or holiday. Annual election of the Executive Committee of and the Board of Trustees shall be held preferably in the month of October or November, but no later than the mid December. The date, place and timings of elections shall be published at least 10 calendar days in advance.

11.15 Election Procedure and Terms of Election

The election for the entire Executive Committee , or the Board of Trustees, as a whole, for all the open and available positions, shall be conducted simultaneously, at the same time in one step (not for each position individually, one at a time).

11.16 The elections must be held for ALL positions whether contested or not. For the contested positions, the election must be by secret ballots only, and the person getting the majority votes will be elected. For an uncontested position, the election may be held by voice votes or raising hands (in lieu of secret votes) provided it is agreeable to all candidates. **No quorum requirements need be met or satisfied if election meeting is scheduled on any other day or the same day after adjournment for at least one hour.**

11.17 Powers of Election Committee

In order to speed up voting or counting procedures, other methods with proper and necessary modifications or deviations to these rules and guidelines, may be utilized by election committee with proper approval of a majority of voting members attending the general body meeting.

In any matter of controversy, conflict or dispute pertaining the election, the decision by a majority vote of the election committee shall be final, binding and without further recourse, legal or otherwise. The Election Committee is authorized to declare the election valid or invalid for any specific position; and if invalid, the re-election will be held immediately on the same day.

11.18 Election Process and Voting

The candidates receiving the highest number of votes, up to the number of positions to be elected/contested shall be elected. In the event of a tie-in the re-election will be held immediately.

11.19 Other restrictions, limitations or provisions for the officers' election are:

- Simultaneous and Concurrently Serving on Two Independent Administrative Bodies is not allowed. No simultaneous duties on the EC and Board of Trustees by the same person, or any other member in the same family. No GCA member may serve as a member on the EC and as a trustee on the Board of Trustees simultaneously and concurrently. Exception: Filling in vacancy.
- No two or more members of the same family may hold elective positions concurrently on either EC or the Board of Trustees. However, one person may serve on the EC (or the Board of Trustees), then, he/she cannot simultaneously and concurrently serve on the EC or on the Board of Trustees, but any other member of his/her family may serve on either the EC OR BT where no other person from the same family is also simultaneously and concurrently serving.
- No candidate can contest for trustee's position and EC position at the same election.
- No member (including anyone else in the same member family) can nominate and second more trustees than number of positions open for election; and no member (or a family member within the same family) can nominate and second the same candidate.
- An eligible candidate must accept his/her nomination, or else it is not valid.
- Each nominee must have been nominated by one member, and seconded by two other members for any trustee's position.
- No nomination for trustee's position shall be sought or accepted from the floor. Candidates must have been nominated in advance.
- No canvassing of any kind, or solicitation of votes shall be allowed inside the hall, and within three hours of commencement of the general body meeting where the election would be held or conducted

11.20 The chairperson and secretary among the trustees are to be chosen or elected every year by the Board of Trustees, using any acceptable method of their choice, and not by the general body.

11.21 The election shall be held by secret ballot voting only, for the, positions contested, No Write-in candidate shall be allowed. Any nominee or his/her agent. (representative) may verify the validity of ballots cast, and may request the re-counting of votes only once. The decision of the Election Committee shall be final and binding. The Election Committee is authorized to declare the election valid or invalid for any specific position; and if invalid, the re-election will be held on the same day.

11.22 The nominees or candidates for the EC AND BT may be allowed up to 2 to 3 minutes each (decided by the election committee), at the election time, to state, present and explain their platforms and experience, to justify his or her candidacy to the general body, and to present and express their qualifications, ideas and views as to why they are the best qualified to serve in that capacity, and why a vote to them will be justified (or, why they should be elected). If a particular candidate decides not to use his/her allocated time, or uses less than the maximum allowable time, it will not be granted or added to the maximum time allowable to any other contestant. No nominee will be allowed more than 3 minutes each to justify his or her candidacy to the general body.

11.23 For the election of any position on the Executive Committee , or the Board of Trustees, there will be no absentee voting, or voting by proxy, or voting by power of attorney.

11.24 New members shall be instituted, after the election, on the election day, although their term may not officially begin till the first of January of the year during which they will hold the elected position or office.

11.25 The elected officers by virtue of their acceptance of their nominations, the results of election, agree to abide by the constitution and Bylaws, the Standing (operating) rules and Guidelines of GCA in effect then, as well as during the course of their term(s) or tenure, including all amendments to the same.

12.0 ARTICLE 12. ADMINISTRATIVE MEETINGS : FREQUENCY and PROCEDURE

12.1 The provisions of the constitution and bylaws of GCA with regard to meetings procedures, frequency, quorum requirements, adjourned, suspended and/or carry-over meetings, requirements for the recording of minutes and proceedings of the meetings, rights of GCA members to attend, etc. will apply to both the Executive Committee of as well as the Board of Trustees.

12.2 EXECUTIVE COMMITTEE AND BOARD OF TRUSTEES' MEETINGS

12.2.1 Number of Meetings

The EC may, by resolution, establish regular meetings and special meetings, as in its judgment are proper and necessary for the effective functioning of GCA. Similarly, the trustees may decide their meeting frequency and schedule, and the Board of Trustees must meet at least once per quarter year.

12.2.2 Quorum

Fifty (50) percent of the members of the Executive Committee present shall constitute a quorum to conduct business for the Executive Committee meeting or proceedings, unless stated otherwise for any specific provision(s). The trustees' meeting will require 66% of the trustees to attend to satisfy the quorum.

In the event, the quorum does not exist or quorum requirements are not met, that meeting shall be adjourned, and a EC or trustees' meeting may be rescheduled at a later date by the members in attendance.

Such a re-scheduled, carry-over, follow-on or make-up meeting may not be called in less than 24 hours of the originally scheduled meeting, and no more than 30 calendar days after the originally scheduled meeting, or the next regularly scheduled Executive Committee meeting, whichever is earlier. If a quorum cannot be established, even on the second attempt, the meeting shall be conducted irrespective of the satisfaction of quorum provision, the business transactions may proceed without the quorum, and issues shall be voted upon, except for actions which require a quorum to be present by the Constitution and Bylaws of GCA, and the decisions made shall be binding. The voting rights are as stated in this Constitution and Bylaws.

12.2.3 Loss of Quorum after commencement of the Meeting

The members present at a duly called and held meetings at which a quorum is initially present, at the time when meeting is called to order, may continue to do business withstanding the loss of a quorum at the meeting due to a subsequent withdrawal of members from the meeting, provided that any action thereafter taken must be approved by at least a majority of the present members at such meeting. Such resolutions will be considered valid and binding as executed by the EC or BT.

12.2.4 Force of Act of Executive Committee , or the Board of Trustees

Every act of decision done or made by a majority of the members present at a meeting duly held at which a quorum is present, shall be the act of the Executive Committee , or the Board of Trustees, unless provisions of any specific state or federal law or these bylaws require a greater percentage or different voting rules for approval of a matter by the Executive Committee .

Meeting Place

Meetings shall be held in the metropolitan area of greater Phoenix, as designated from time to time by resolution of the EC . or BT.

12.2.5 Meeting Notice

Regular meetings of the Executive Committee or the Board of Trustees may be held without notice, if a schedule or a certain day of a certain week of every calendar month is scheduled for the meeting, and the meeting place and times are decided well in advance. Special meetings of the Executive Committee or the Board of Trustees shall be held upon four calendar days' notice by first-class mail/email or 48 hours notice delivered personally or by telephone, mail/email or facsimile (fax).

Such notices shall be addressed to each Executive Committee or board member at his or her address as shown or listed on the books of GCA, maintained by the president or secretary. All elected as well as appointed officers are required to register their current addresses, including email addresses with the president and/or secretary and notices of meetings mail/emailed to them at such addresses shall be valid notices thereof. Notice of the time and place of holding an adjourned meeting need not be given to absent Executive Committee members, or absent trustees, if the time and place of the adjourned meeting are fixed at the meeting

adjourned, and if such adjourned meeting is held no more than 48 hours from the time of the original meeting. Notice shall be given of any regular or special adjourned meeting to or trustees absent from the original meeting, if the carry-over meeting for the adjourned meeting is held more than 48 hours from the time of the original meeting. Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of the meeting or the subject or business transactions scheduled to be conducted or the agenda need not be specified in the notice, but is recommended and known agenda shall be disclosed upon request by any trustee or any member of GCA.

12.2.6 Recording of Proceedings of Meetings

Minutes of all meetings, regular or special, shall be taken or recorded and approved at the next subsequent meeting of the same body. The approved minutes shall be maintained in the book of the minutes of the meetings for each administrative body of GCA.

12.2.7 **GCA Member's Right to Attend**

The Executive Committee ' and Board of Trustees' meetings are open to all GCA members, with prior request, and/or GCA invited guests only, but only the members of the Executive Committee are eligible to vote at the Executive Committee meetings, and the trustees are eligible to vote at the Board of Trustees' meetings. All members have the right to observe, advise to any items on the agenda.

12.2.8 Actions of Executive Committee members or Board of Trustees members (trustees) by unanimous written consent without a meeting.

Any action required or permitted to be taken at any meeting of the Board of Trustees, Executive Committee , or any other committee, under any provision of law or these bylaws, may be taken without a meeting if all members of the Executive Committee , Board of Trustees, or any committee shall individually or collectively consent thereto in writing, and the writing or writings (written consent or consents) are filed with the minutes of proceedings of the Executive Committee , or the Board of Trustees, or any other committee.

Such action by written consent shall have the same force and effect as the unanimous vote of the Board of Trustees or EC members. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees or the Executive Committee without a formal meeting, and that the bylaws of GCA authorize the Board of Trustees and EC members to so act, and such statement shall be 'prima facie' evidence of such authority.

12.2.9 Attendance via conference(audio or video) call or online communications

Members of the Board of Trustees or EC or any committee may also participate in a meeting of such Board of Trustees or EC or committee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

12.2.10 Right to Call or Request the Board of Trustees or Executive Committee ' Meeting by GCA members

Three or more members of the EC can request a EC' meeting, two or more trustees can request a trustees' meeting to be held, or Ten or more general members can request in writing for a special Executive Committee meeting, or the Board of Trustees' meeting, stating the issues to be discussed. They must also plan to attend such a meeting.

A Board of Trustees meeting or the Executive Committee ' meeting shall be called, by the president or secretary, within 21 calendar days of receiving such a request, and requesting members will be invited to attend such a meeting. Such special meetings shall be held at the place, within the state of Arizona, within greater Phoenix area, preferably designated by the person or persons calling the meeting, or in the absence of such designation, at the place designated by the Executive Committee, or the Board of Trustees, or at the principal office of GCA, if any.

12.2.11 Right to request an item to be placed/included on Agenda

Any GCA member may request an item for discussion to be included in the agenda for a regularly scheduled and announced meeting of the Executive Committee, or the Board of Trustees, at least 48 hours in advance of the meeting. Any late requests for any subject or topic to be included in the agenda will be considered, time permitting, as a new business at the meeting of the Executive Committee of GCA or at the meeting of the Board of Trustees of GCA, as applicable.

12.2.12 Meeting Attendance Requirements for the EC

An Executive Committee member must be an Active member, and should not miss any three or more consecutive normal or regularly scheduled meetings or any three or more out of five total meetings including all normal, regularly scheduled meetings as well as special or emergency meetings unless a short term absence (because of illness or being out of town, for instance) has been notified and excused well in advance, and the short term absence is with a likelihood of return to active membership and continued residence in the greater Phoenix area serviced by GCA during his/her entire remaining term or tenure.

12.2.13 Conduct of the Executive Committee Meeting

The order of succession for presiding over the Executive Committee meetings shall be the president, the vice-president, the secretary, the treasurer or one of the Executive Committee members selected by the Executive Committee members s present at the meeting.

12.3 GENERAL BODY MEETINGS

12.3.1 Frequency and Purpose

An "annual meeting" of the General Body shall be held at least once a year every year, within plus or minus ninety calendar days of closing of the official year (the calendar year) (that is, either before the close of the official year, or after), to transact the following business:

- Review of the activities of the past year,
Presenting annual reports
- Financial reports, (audited reports, if available)
Presenting and approving financial accounts
- Election of officers,
- Adopt amendments to the Constitution
- Transact policy matters,
- Miscellaneous matters duly included in the agenda,
- Any other matters of importance for the growth and well being of the organization,
- Any other matters from the floor, time permitting.

The decisions and actions taken by the general body shall always take higher priority than those by the executive board, or the Board of Trustees, and may replace or overrule the decisions and actions taken or planned by the Executive Committee , or the Board of Trustees.

12.3.2 Special meeting(s)

If, for any reason, a meeting of the general membership of the association is deemed necessary by the executive board, or the Board of Trustees, to discuss any issue(s) of importance which may need urgent consideration, the Executive Committee , or the Board of Trustees may call special meeting(s) provided the members are notified 10 calendar days in advance of such meeting(s). The general body meeting may be petitioned in writing by at least 10% of the members in good standing. Such petition shall be filed with the president or secretary of EC or BT stating the purpose of the meeting. The General Body meeting shall be called within 30 calendar days of the receipt of such a request.

12.3.3 Quorum

25% attendance in person, of all the GCA members in good standing shall constitute the quorum sufficient for the Annual Election and/or for transactions of all business activities in a General Body meeting. No business shall be considered by the general body at any meeting at which a quorum, as herein defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Meeting may not be called to order, even if a member or members are expected to arrive late and their presence

would satisfy the quorum requirement. However, commencement of the meeting may be delayed till quorum is satisfied, without adjourning it.

12.3.4 Adjourned or Carry-over Meeting

If quorum requirements are not met the first time around, that meeting shall be adjourned, and a general body meeting may be rescheduled at a later date by the members in attendance. Another suitable date shall be selected for the General Body meeting, when the satisfactory quorum can be reasonably expected. Such a re-scheduled meeting may not be called or held in less than 1 hour of the originally scheduled meeting, and no more than 45 calendar days after or following the originally scheduled meeting.

A verbal announcement or email containing information about the date, time and place of the carry-over meeting to the members present shall constitute a notice to the general membership. Such a carry-over meeting need not have a quorum and official GCA business may be conducted.

12.3.5 Responses by Mail/Email

In the event, the responses to a certain matter or issue are sought by mail/email, from the general body, because the Executive Committee or the Board of Trustees has decided that holding the general body meeting is impractical, the quorum requirement will be the same as the general body meeting. **At least 25% of the members in good standing, eligible to vote, must have mail/emailed or submitted their responses.** However, if the quorum (25%) is not satisfied, no second attempt to seek mail/email or mail/email responses shall be made.

12.3.6 Loss of Quorum

The members present at a duly called and held meetings at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a subsequent withdrawal of members from the meeting, if the quorum was present when the meeting was called to order, and provided that any action thereafter taken must be approved by simple majority of the required quorum for such meeting.

12.3.7 Eligibility for Meeting Attendance

The general body meetings shall be open to the GCA members in good standing only. The minutes of each general body meeting shall be recorded and maintained by any person designated or appointed by the general body, or if no other person is so designated or appointed, by the president or secretary.

12.3.8 General Body Meeting Notice

The entire membership (all the members) will be given at least 10 calendar days notice, in writing, via mail/email or newsletter or other approved means of written communications.

12.3.9 Voting at General Body Meeting

Voting at any general body meeting of the membership shall be by one vote for each adult constituent member in good standing, unless stated otherwise, and may be cast in person only.

When there is a quorum, a majority vote of the members present and voting shall constitute a decision, unless the vote of a greater or lesser number is required by the Constitution and/or Bylaws.

13.0 ARTICLE 13. FINANCES AND FISCAL POLICY

13.1 FISCAL POLICY

The Fiscal year of the GCA shall begin on the January 1, of each calendar year and end on December 31st of each calendar year.

13.2 FINANCIAL RESPONSIBILITY

The Executive Committee shall be, collectively, responsible for the financial operation of the GCA for the funds made available to them, and the Board of Trustees will be responsible for all other GCA funds and assets.

13.3 No part of the net earnings of the organization shall inure to the benefit of any member of the organization.

13.4 CREATION OF RESERVE FUND

GCA Board of Trustees may form or create a reserve fund as and when deemed necessary.

13.5 AUTHORIZATION FOR EXPENSES

Any and all expenditures to be incurred must be approved by a simple majority of the members present at the Executive Committee meeting, provided quorum(50% of EC members) is satisfied. GCA operating checking account can be accessed by a minimum of two authorized signatures, including that of president and treasurer/secretary Of GCA.

No member of the Executive Committee shall be authorized to incur any major expense other than the pre-approved.

Without expressed approval, the Executive Committee member-at large may spend \$25.00 maximum and the president, secretary or treasurer may spend up to \$100.00 each to meet the emergency needs of the GCA.

All funds raised and revenue generated via GCA sponsored functions and activities will be available to EC during its term of operation.

13.6 DEPOSITS AND ACCOUNTS

All the funds of the Association, not otherwise employed, shall be deposited from time to time to the credit of the association and in the name of GCA, in savings or checking account(s), in the name of the GCA, at such local commercial banking institutions, as the Executive Committee or the Board of Trustees may select for their respective accounts to be managed by them, or as directed by the general body. Such funds must be federally insured, and in no banking institution, the funds in excess of insured amount shall be deposited. An explicit approval from BT is required for any and all uninsured deposits or investments.

13.7 DISBURSEMENTS AND SIGNATURE REQUIREMENTS

All expenses and disbursements are to be supported and substantiated by appropriate receipts, and appropriate officer(s) in custody of checkbooks shall make payments for all authorized expenses for which invoices, receipts or vouchers are provided, unless otherwise instructed by a majority of members on the Executive Committee. All evidences of expenditures will be submitted to the treasurer for record keeping. The treasurer shall keep accurate records of all the receipts and expenditures, and file relevant evidence consisting of receipts, vouchers and invoices, canceled checks, canceled or recorded deposit slips and the reconciled bank statements, in a professional manner. Likewise, the designated trustee of the Board of Trustees will maintain such records and perform similar duties for the accounts managed by and under control of the Board of Trustees.

13.8 GIFTS AND DONATIONS

The Executive Committee and/or the Board of Trustees may accept on behalf of GCA, gift, bequest, or devise for the religious, cultural, educational and charitable or humanitarian aid purposes of GCA.

13.9 AUDIT AND INSPECTION OF ACCOUNTS

The Executive Committee, or the Board of Trustees may, at its discretion, or if directed so by the General Body, (upon a simple majority vote in a General Body meeting), request an independent audit, inspection and review of the GCA accounts. A CPA may be appointed, if deemed necessary, to inspect, review and audit the books of the GCA. The treasurer, in particular, will assist with such an audit along with the president and secretary of the Executive Committee, as well as the trustees on the Board of Trustees also assisting with the task of an audit of GCA accounts. The CPA shall examine all the books and submit his report to the Executive Committee or the council, or to the committee appointed to receive such reports by the general body. The reviewed accounts shall be printed and distributed to members at the general body meeting, or via newsletter, or via approved means of written communications. The distribution may be only 'on request' or 'on demand' basis.

13.10 Insurance for GCA Assets

The Executive Committee, or the Board of Trustees may adopt a resolution authorizing the purchase and maintenance of a liability insurance on behalf of GCA, or any member, officer, agent or employee of GCA, against any liability other than for violating provisions of law relating to self dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the GCA would have the power to indemnify the agent against such liability under the provisions of existing law for non-profit organizations.

13.11 MEMBERS' RIGHTS TO INSPECT FINANCIAL RECORDS

Any GCA member, in good standing, has a right to review, inspect and request copies of the financial information of the GCA, a right to inspect the financial statements and accounts in details, and a right to demand an explanation of the GCA income and expenses, when a written request is submitted to the EC and/or BT. They must honor and comply with such a request, and the treasurer the president or secretary must make the updated financial information, including the statement(s) of income and itemized expenses available for review, within 30 calendar days of the receipt of such a request.

13.12 GCA RECORDS, REPORTS AND SEAL/STAMP

13.12.1 Maintenance of GCA records

All GCA records shall be kept at its principal office, if any, or a place designated by the general body, or by the Executive Committee, with the president or secretary or treasurer, as designated, and trustees record shall be maintained by a trustee on the Board of Trustees designated for and entrusted with this record keeping responsibility.

13.12.2 Record keeping

The secretary and/or treasurer of the current EC will maintain the following:

- Archived and accumulated records of the GCA
- Minutes of all meetings
- Financial records, including bank statements, canceled checks, checkbook registers, invoices and other receipts
- Membership records
- Mail/emailing lists and other databases
- Software programs and other assets of GCA
- Copies of all newsletters, directories and other publications of GCA
- Up-to-date copies of the constitution and bylaws, as well as standing rules of the GCA and all of the amendments thereto
- All other records pertinent to the operations of GCA

The outgoing EC and BT must transfer all of the above records including all bank checking, savings, and investments accounts to the new EC and BT by jan.15th of fiscal year.

13.12.4 Rights to Copy and make Extracts

Any inspection under the provisions of these bylaws may be made in person or by agent or attorney, and the right to inspection includes the right to copy and make extracts. The GCA will be entitled to reasonable fees to defray the costs associated with providing such services.

14.0 ARTICLE 14. PRACTICES and PROCEDURES

14.1 Matters that require Actions by General Body

The Financial matters having long range effects shall be voted upon and decided by a simple majority vote in a General Body meeting, unless otherwise provided for in the Constitution and Bylaws. Such matters will include:

- (a) Types of Memberships and Membership dues
- (b) Business/organizational membership and/or other institutional membership categories
- (c) Affiliation with any other organization
- (d) Purchase of permanent facilities and/or real estate
- (e) Liquidation of assets of GCA
- (f) Dissolution of the Association (g) amendments to bylaws.

14.2 Transfer of Records

All financial records, minutes of meetings, the GCA correspondence, the membership roster, copies of newsletters and other documents of official business of the GCA shall be transferred to the new Executive Committee , and new Board of Trustees from the outgoing EC and BT, in a timely manner, preferably during the transition period.

14.3 Mail/email Lists

The GCA mail/email list or address list should not be given or released or sold to any unauthorized person or to any business for any commercial purpose. It is to be regarded and treated as GCA confidential data, property and assets. However, it may be shared, free of charge or at nominal cost, with any other non-profit or charitable organization or any other affiliates or parent organization.

14.4 Mail/email

All GCA mail/emails must be received at a public address, such as a GCA email address or a postal box; and, its key(s) must be handed over to the newly elected, incoming Executive Committee , within 15 calendar days of the commencement of their term. Timely response and timely action are necessary and are of the essence.

14.5 Use of GCA facilities for other commercial purposes

No commercial use of GCA rented or owned facilities should be allowed for distribution of pamphlets or commercial displays without prior authorization by the council. Display of any kind and distribution of all pamphlets and/or announcements, whether commercially oriented materials and public notice or otherwise, before, during and after GCA sponsored functions or events, on the premises, including the associated parking lots, obtained by GCA is strictly prohibited without the prior permission of GCA.

15.0 ARTICLE 15. AMENDMENTS

15.1 Procedure to Handle Amendments, Changes and Revisions to Official Instruments of GCA

- The Board of Trustees, or the Executive Committee shall have no right, power or authority to change any provision that materially and adversely affect the fundamental and basic rights of members, if any, as to voting or transfer of membership, participation in election, etc.
- Subject to any provision of law applicable to the amendment of bylaws of non-profit organizations, the constitution and bylaws, any or all of them, may be altered, amended, or repealed and new replacements adopted as follows:
 - Once and if, the GCA has been incorporated, its "Articles of Incorporation" shall not ever be amended to alter any statement which appears in the original 'articles of incorporation' and of the names and addresses of the first of the corporation nor the name and address of its initial agent, except to correct an error in such statement, or to delete either statement after the corporation has filed "Statement by a Domestic Non-Profit Corporation" pursuant to applicable State and/or Federal law or laws.
 - Any 25 GCA members may propose and submit in writing, and on duly signed form, to BT chairperson or secretary, any proposed revision, modification, addition or amendment, deletion or repealing of any provision and adopting a new one in the Constitution and Bylaws, at any time, but at least 45 days prior to the close of the official year, or prior to the General Body meeting, so that they may be studied, evaluated and mail/mailed, at least 10 calendar days in advance, to all the members, along with the notice of announcement of the annual general body meeting. Any amendment received thereafter may be accepted for consideration, at the discretion of the BT, provided there is time to study, evaluate and mail/email the same to the members, at least 10 calendar days prior to the annual General Body meeting.
 - Upon receiving the proposed amendment(s), BT chairperson or secretary shall appoint a temporary constitution committee, consisting of no less than five members.
 - The constitution committee shall review the proposed amendments, determine its merits and legality, study its impact on the rest of the constitution and bylaws assess the effects on the amendments and its consequences for the well being of the GCA, make its recommendations, draft the amendments in proper language, suggest related changes in appropriate articles of the constitution and present the same to the Executive Committee and the Board of trustees for discussion.
 - The persons or representatives of the persons submitting the proposed amendments will be consulted and may be invited to participate in discussions, as necessary; and will be shown the final form and format of their proposal. They may be invited to attend the Executive Committee or the Board of Trustees' meeting(s) where the said proposal will be discussed, finalized and voted upon. Submission of an amendment cannot be rejected; only its syntax, form and formats may be changed.
 - The final draft shall be made available on request, at least two and preferably three weeks prior to the general body meeting. Notice of the general character of the proposed amendment shall be mail/mailed to all members. All proposed amendments/revisions must be distributed (via mail/email or any other means) or mail/mailed to all members no later than 10 calendar days prior to the general body meeting. No such amendment shall be contrary to the provisions set forth in section 501(C)(3) of the Internal Revenue Code of 1954.
 - If necessary, the president or secretary will then call a special, extraordinary General Body meeting to address the issues, within 45 days of the receipt of such a request for constitution.
- The proposed amendment shall be submitted to a vote at the general body meeting. The recommendations of the constitution committee and/or Executive Committee, and/or the Board of Trustees will also be presented. Any modifications to the amendments may also be presented from the floor, shall be discussed and voted upon.

16.0 ARTICLE 16. EFFECTIVITY

- 16.1 To become effective, the proposed Amendments and/or revisions to the Constitution and Bylaws (all these provisions in sections 1 through 21) must be affirmatively voted upon by a simple majority of voting members in good standing in attendance at the general body meeting, provided the quorum(25% of total members in good standing)) requirements are satisfied.
- 16.2 Once approved and accepted by the general body, this becomes part of the GCA constitution, and it is explicitly prohibited to revise, modify, change, alter, delete, repeal, update or amend the whole or any part of this document, except by the procedure described in the constitution, where a simple majority voting is required to make any amendment effective. Amendments and revisions to these rules or the Constitution and Bylaws can be effected and shall constitute an acceptance of the proposed amendments/revisions only by the above outlined process. The effectivity or effectiveness, in general, shall be from the date and day of approval, or from any forward (future) date specified in the revision or amendment.
- 16.3 Effective Date:
These rules shall be effective upon approval by the GCA membership at a General Body meeting, and GCA will adopt and function under these rules, including all duly approved amendments thereto (to the same), upon approval by the General body.
- 16.4 All elected, selected and appointed officers and agents of the organization, including all trustees and agree to abide by, adhere to, and follow the Constitution and Bylaws, rules and guidelines adopted by the general body, and none of their actions, individually or collectively, shall be inconsistent with the Constitution and Bylaws of GCA.

17.0 ARTICLE 17. DISSOLUTION and BANKRUPTCY

17.1 DISSOLUTION

The proposal for dissolution of GCA may be initiated and submitted to the general body for vote by an approval of Two third or greater of the total number of elected Executive Committee members on the EC, and by at least two third of the total number of elected trustees on the Board of Trustees, irrespective of the number or trustees in attendance at a meeting where such discussions ere held. Each member (or trustee) holding an elective position must vote in person.

Alternatively, any 25% or greater number of full-fledged members of the GCA, in good standing, may propose in writing the dissolution of the GCA.

The proposal then shall be forwarded to the entire general membership for consideration.

- 17.2 The association may be dissolved only by the two-third or greater majority vote of the GCA members, in good standing, present at General Body meeting, where the special quorum requirements are met as below:
- 50% of the GCA membership at the general body meeting called to address the matter of dissolving the association. If the quorum requirements are not met, the only decision that can be made is to adjourn the meeting, and schedule a carry over meeting.
- In the event that quorum requirements are not met, a second carry over meeting may be called only after a minimum of 30 calendar days, and at least 10 calendar days advance notice must be given. The quorum requirement for a carry over meeting is 25% of GCA total membership. The only decision that can be made at this carry-over meeting, if quorum is not satisfied, is whether or not to hold a follow-on third meeting. If no further meeting is called within 60 days, the matter of dissolution is considered dropped.
- If a third meeting (second carry over meeting) is scheduled, it will be called in no less than 30 calendar days after the first carry over meeting, and only after the advance notice has been given to all members in no less than 10 calendar days in advance. Only 20% of the GCA membership will constitute a quorum at this meeting. A proposal would be submitted for final vote. The affected instruments of documents and rules may be revised, modified or amended, at any General body meeting by an affirmative vote of the two third or greater majority vote of the members present at the meeting, provided the quorum is satisfied.

17.3 BANKRUPTCY

If necessary, the GCA will file a bankruptcy petition in accordance with the applicable and relevant laws, when a decision to that effect is reached by a two-thirds majority of the voting members in attendance, at a specially convened General Body meeting. Such a move can be initiated in the event that the GCA's indebtedness cannot be retired as advised by the Treasurer. The bankruptcy petition, after approval by the appropriate authorities will constitute the dissolution of the GCA. All post-bankruptcy legal procedures will apply in the recovery of creditor claims against the GCA.

17.4 DISPOSITION OF ASSETS

The association shall, then, upon such dissolution, pay or provide for payments of (make provisions for paying off) of all liabilities and deposits, and discharge all obligations. All assets of the GCA will then be liquidated and disposed off, by a special committee appointed by the general body, or by the court of common pleas of the county in which the principal office of the GCA is then located.

Assets of the GCA and/or funds received from disposition of the same, and all funds in hand shall be distributed following the Dissolution procedure as outlined in the 'Articles of Incorporation', if any, and in accordance and in compliance with the provisions of the applicable Laws of the state of Arizona for such a Non-profit Organization, and under Section 501 (C) (3) of the Internal Revenue code.

Normally, upon dissolution, or winding up of the GCA, its assets remaining after payment, or provision of payment, of all debts and liabilities of GCA, shall be distributed to the organization whose aims, objectives and beneficiaries are same and/or similar to GCA. The disbursements of the assets of the GCA will be determined at that general body meeting per GCA charter, article of incorporation, constitution and bylaws, and consistent with the applicable government laws or rules.

18.0 ARTICLE 18. PARLIAMENTARY AUTHORITY

18.1 Robert's Parliamentary Rules of Order shall be the standard authority of the Association. In case of a controversy, contradicting situation or conflicting matter, the following applicable documents/instruments will govern in the order listed from the highest to lowest priority:

- (1) GCA Constitution and Bylaws
- (2) GCA standing and operation rules, if any
- (3) GCA Operations Procedures/Manual, if any,
- (4) GCA guidelines, if any,
- (5) Robert's Parliamentary rules of order applicable to non-profit voluntary organization.

19.0 ARTICLE 19. EFFECTIVE DATE

19.1 The Constitution and Bylaws of GCA shall be effective upon approval by the GCA membership at a General Body meeting, and GCA will adopt and function under the Constitution and Bylaws, including all duly approved amendments of the same, upon approval by the General body.

19.2 All elected, selected and appointed officers and agents of the organization agree to abide by and follow the Constitution and Bylaws adopted by the general body, and none of their actions, individually or collectively, shall be inconsistent with the Constitution and Bylaws.

IN WITNESS THEREOF, for the purpose of instituting this GCA Constitution and Bylaws as approved by the GCA membership on the date of acknowledgment hereinafter indicated, we, the elected president, secretary and treasurer of the Executive Committee and the appointed Bylaws committee, of 2007, to formulate and present this structure, framework, constitution and bylaws for the Board of Trustees, acknowledge and certify that all above articles, and the revisions, modifications, deletions, updates and amendments thereto have been duly approved, accepted and executed by the GCA General membership at the General Body meeting held on Saturday, ___th, Day of the Month of _____, in the year 2007 and that this constitution and bylaws replace the one that was approved on August 12, 1982.

(Name)
(Position/Title)

(Name)
(Position/Title)

(Name)
(Position/Title)

(Name)
(Position/Title)

(Name)
(Position/Title)

(Name)
(Position/Title)

Subscribed and Sworn to before me,
on this _____th day of the month of _____, 200_.