

BYLAWS OF GUJARATI SAMAJ OF TAMPA BAY, INC.

Approved on 11/18/2021

A NONPROFIT CORPORATION

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BYLAWS OF GUJARATI SAMAJ OF TAMPA BAY, INC.

(as approved November 18, 2021)
A NONPROFIT CORPORATION

BACKGROUND

A. GUJARATI SAMAJ OF TAMPA BAY, INC. (“GSTB”) is a Florida Non Profit Corporation registered with the Division of Corporations at the Florida Department of State with the Document Number N99000003384.

GSTB was formally incorporated in 1999 to continue the informal entity which was initially founded in 1981.

B. A list of the presidents of GSTB (through 2022) is attached as Exhibit A to these By-laws.

C. GSTB adopted its bylaws in 2010 and amended them in 2013 and 2015. This version shows the 2021 proposed revisions to the current bylaws. This version will be effective January 1, 2022.

ARTICLE ONE. INTRODUCTION

1.01. Definition of Bylaws.

These Bylaws shall constitute the Code of Rules adopted by GSTB for the regulation and management of its affairs.

1.02. Purposes and Powers.

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

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

GSTB is a charitable, cultural, educational and social organization that will promote Gujarati cultural understanding through educational and other programs based on harmony, peace and justice. GSTB will promote friendship, goodwill and share its ethnic heritage with all people.

ARTICLE TWO. OFFICES.

2.01. Principal and Branch Offices.

The principal place of operations of GSTB will be located in Tampa, Florida.

2.02. Location of Registered Office.

The current location of the registered office of GSTB is 5513 Lynn Road, Tampa, Florida 33624.

Any change to the location of the Registered Office requires prior approval of a joint meeting of the BOG and GSTB Executive Committee.

ARTICLE THREE. MEMBERSHIP

3.01. Definition of Membership.

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

3.02. Classes of Members.

GSTB will have four classes of Members:

- (1) Regular Members, which shall be defined as and include individuals from the age of 18 through age 64 as of January 1 of the membership year;
- (2) Senior Citizen which shall be defined as and include individuals age 65 or older as of January 1 of the membership year;
- (3) Youth Members which shall be defined as and include individuals from the age of 5 through 17 as of January 1 of the membership year; and,
- (4) Infant Members which shall be defined as and include individuals under age 5 as of January 1 of the membership year.

3.03. Membership Application.

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

- (1) Speaks or understands the Gujarati language;
- (2) Practices and cherishes an abiding interest in the Gujarati culture;
- (3) Is of Gujarati or,
- (4) Supports the purposes of GSTB.

Such person may become a member by applying for membership and paying the membership dues. The membership application form shall be in a format similar to the 2020 membership form. The membership form may be modified in the future with prior approval from the Board. A single membership form may be submitted for all persons residing at one address.

3.04. Membership Fees.

The GSTB membership year is the calendar year (January 1 to December 31). Annual Membership dues are currently as follows:

- (1) Regular Membership (age 18 to 64 as of January 1 of the membership year): \$75.00
- (2) Senior Citizen Membership (age 65 or older on January 1 of the membership year): \$50
- (3) Youth Membership (age 5 to 17 on January 1 of the membership year): \$50 and,
- (4) Infant Membership (under age 5 on January 1 of the membership year): No fee if included with parent or guardian.

The annual dues are non-refundable and non-transferable and are for the full calendar year (January 1 to December 31) and shall not be pro-rated regardless of the time of enrolment (for example, a person joining in September shall still pay for the full calendar year).

3.05. Entry Fees for Events.

While admission to most GSTB events will be free for all Members, GSTB shall be allowed to charge a fee for special high cost events. For GSTB election purposes, a photo ID of each member is required, and for all other GSTB events GSTB reserves the right to ask for a photo ID.

3.06. Place of Members' Meetings.

Meetings of Members will be held at places determined from time to time by the Board within the Tampa Bay area.

3.07. Annual Members' Meetings.

The annual meeting of Members (“Annual Meeting”) will be held during a period commencing 30 days before and ending 30 days after the date on which the Gujarati Diwali Celebration occurs each year.

There shall be one additional General Member meeting every year (“General Body Meeting”) organized by the Executive Committee with assistance from the Board of Governors.

The General Body Meeting shall be held on or before March 31 each year. The primary purpose of the General Body Meeting is for the President to inform the Members of the plans for the year in terms of objectives, mission, vision, and activities.

The Board of Governors and the Executive Committee would have an opportunity to receive suggestions and/or comments from Members.

3.08. Special Members' Meetings.

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

- (1) The Board of Governors;
 - (2) The GSTB Executive Committee with prior approval from the Board of Governors;
- or,
- (3) The Board of Governors upon written request signed by at least twenty per cent (20%) of the GSTB Regular Members and Senior Citizen Members (all members over age 18, as of January 1 of the Membership Year may vote). Such meeting shall be held within the time specified in the request but no less than 15 days from the date of the request.

3.09. Notice of Members' Meetings.

Notice of Members' Meetings will be sent by GSTB Executive Committee by email, stating the place, day, and hour of the meeting and in the case of a special meeting the

purpose(s) for which the meeting is called, and must be served not less than fifteen days before the date of the members' meeting by email. For multiple members who apply for membership on one membership application form, notice shall be deemed properly served if one notice is emailed to the person first listed on the application form to the email address listed on the form. Additional notice may be circulated by other means such as regular U.S. mail.

3.10. Voting Rights of Members.

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

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

3.11. Proxy Voting and Electronic Voting.

(1) No Proxy Voting. A Member may only vote in person. Voting rights are not transferrable. There shall be no proxy or absentee voting.

(2) Electronic Voting. Upon approval by the Board, GSTB may conduct its elections electronically using the services of an independent reputable vendor experienced in handling online elections for associations similar in size to GSTB.

3.12. Quorum for Meetings of Members.

Quorum for meetings of members shall be established if the meeting is attended by whichever is the lower of (i) 200 members entitled to vote, or (ii) 10 percent of the members entitled to vote.

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

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

3.13. Transferability of Membership.

Membership in GSTB is non-transferable and not assignable.

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

3.14. Termination of Membership.

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

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

In order to terminate the membership of any Member for any reason other than the resignation or death of the Member, the Principal Officers of the GSTB Executive Committee shall present their reasons to the Board of Governors in writing. The BOG may also initiate termination proceedings.

The Board will then provide such Member an opportunity to be heard and present evidence for the Board to consider.

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

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

3.15. General Responsibilities of GSBT Executive Committee, Board of Governors and India Festival Officers.

All officers shall work for the benefit and betterment of GSTB with unity and in a cohesive manner. The following shall apply to all individuals who undertake activities for GSTB:

- (1) When any Officer's term ends, that officer must give all relevant information, including but not limited to all passwords, User IDs, check books, deposit slips, statements of all bank accounts (including any and all investment accounts). India Festival related information, including, but not limited to, sponsors, advertisers, vendors, and cultural entries' choreographers contact information, to the relevant incoming Officer and keep the BOG Chair updated about the transfer.
- (2) Accounts receivable or payable cannot be the excuse to hold on to any information, including, but not limited to, check-books, statements, deposits, contact information and Income and Expense reports of any events, including India Festival.
- (3) Appropriate outgoing officers will help the incoming new officers to file appropriate IRS tax returns by releasing all financial information including bank and investment accounts.
- (4) GSTB or India Festival website names (domain names) or content must not be changed without approval from the BOG, GSTB EC and India Festival Chair, with the limited and sole exception being that, dates and names may be updated to reflect the current year information.
- (5) Incoming BOG and GSTB EC members must meet in the first six weeks of formation to review bylaws and responsibilities. All individual members of BOG and GSTB EC will be required, upon assuming office, to sign a declaration confirming that they understand their responsibilities and will carry them out in good faith. Same will apply to incoming India Festival Committee when formed.
- (6) Any individual who intentionally takes action which is not in compliance with the procedures set out in these bylaws may be terminated from the current position, and/or disqualified from becoming a GSTB member for up to 5 years and/or disqualified from holding any official or non-official positions within GSTB for 5 years.
- (7) To avoid conflicts of interest, companies/services where committee member or immediate family member (spouse, parent, son or daughter) is an owner, or officer, or partner, or has any financial benefit, must not be hired for any paid GSTB related affairs. This provision supplements the Conflict of Interest policy set out in Exhibit-C
- (8) The said office bearer shall not receive gifts, cash or in-kind favours of any amount from any vendor or entity doing business with the GSTB, Inc.

ARTICLE FOUR. THE BOARD OF GOVERNORS and BOARD OF REGENTS

4.01. Definition of the Boards.

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

The board of regents (“Board of Regents” or “BOR”) is that group of persons who for the year in question are members of GSTB and have in the past served as (a) a president of GSTB or (b) as India Festival Chairman. Each member of the BOR may individually be referred to as a “Regent” or collectively as “Regents.” Any person serving in the BOG is also automatically a BOR member for the year of service. The BOR shall appoint a Chair and Secretary for 2 year terms in order to perform their responsibility smoothly. The main role of the BOR is the administration of the election of the BOG as described in the bylaws and to be available to the BOG for advice and guidance. The BOG shall endeavour to schedule at least one meeting each year with the BOR so that the BOR can be updated on GSTB affairs and so that the BOR may be better informed in carrying out their duty to elect Governors.

4.02. Qualifications to Serve on the Board of Governors.

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

- (1) Each Governor must be regular full time resident of the Tampa Bay area;
- (2) Each Governor must be a Member of GSTB; and,
- (3) Each Governor must satisfy the other qualifications as may be applicable pursuant to the provisions contained herein relating to the number of Governors, the term and the manner of appointment/election.

4.03. Number of Governors.

The number of Governors of GSTB will not be less than eleven (11) at any time. Of the eleven (11) Governors, seven (7) shall be Regents, one (1) shall be the immediate past president and three (3) shall be known as “BOG At Large Members” and shall be GSTB members (other than Regents) who have been members for at least two years, and held in high regard by members of GSTB.

Attached as Exhibit B are two lists: (a) the 2022 BOG members and their respective terms; and, (b) India Festival Chairperson for each year through 2022. The lists attached will control in identifying who is eligible to serve as a Regent.

4.04. Appointment and Terms of Governors.

The Board of Governors shall be elected and or appointed as follows:

- (1) The election to fill the position of any of the seven Governors from the BOR whose term is ending shall be conducted in a fair and transparent manner by the Elections Committee as described in the bylaws relating to elections. The elections committee shall contact all Regents who are eligible to serve as one of the seven Governors to obtain from such potential candidates an indication of their interest to serve as Governor. If possible, BOG elections will be conducted prior t the elections for the GSTB Executive Committee.

In the event that more candidates desire to serve than available positions, then the BOR shall conduct an election among themselves, when necessary, (with assistance from the Elections Committee) to elect the Governors from those who indicated their interest in serving as a Governor. If an election is required, the 3 or 4 continuing BOG members as well as the immediate past president shall not be eligible to vote in such BOG election.

In the event that not enough candidates desire to serve, then those who indicate their desire to serve shall be appointed as Governors. The shortfall shall be filled by appointment by joint action of the Board and the Principal Officers of the GSTB Executive Committee from any past BOG at Large Member.

In the past, there was no limit on the number of two year terms a Regent could serve as a Governor. Starting with the year 2021, a BOG member who has served two terms of two years each, shall not be eligible to serve again without a minimum gap of one year. Further, there will be a limit of three terms of two years each starting from the year 2021. For clarification, service in years prior to 2020 does not count toward the lifetime term limit and the 1 year BOG services as Past President does not count towards the lifetime term limit.

In the event that not enough candidates desire to serve as Governor(s), then those Regents ineligible to contest the election (due to the “term limitation” described earlier, shall be allowed to run for the BOG election prior to the BOG and GSTB EC appoints candidates.

- (2) The term of service as Governor for the immediate past president shall be one (1) year. Such person is eligible to seek election to a two year term on the BOG immediately following the one year term.
- (3) The other three Governors (“At-Large”) shall be appointed by a majority decision of a group consisting of Regents (other than the eight Regents who are to serve as Governors for the year in question) and the Principal Officers of the Executive Committee for the year in question. Such three Governors shall serve for one (1) year terms and would not be eligible to serve again for at least two years. These three Governors are appointed, not elected and the appointment shall be completed by December 31 prior to the year of service. To achieve that, first, elections for positions becoming vacant from the seven Regents shall be conducted as soon as possible after the Annual Meeting. Second, the incoming President for the following year should set a meeting date before December 15 at which the appointments will be made. The date of the meeting should be noticed during November by the incoming President to all Regents (other than those who will be serving on the Board of Governors for that year). Those present at the meeting would discuss suitable candidates and make the appointments after validating that the candidate is interested in serving and is aware of the requirements.

In the event that not enough candidate(s) desire to serve as Governor(s), then those candidates ineligible to contest the election (due the “term limitation” described earlier) should be allowed to be nominated as Governor At-Large.

4.05. Attendance at Board Meetings, Resignation and Vacancy.

All Governors are expected to attend every regularly scheduled meeting of the Board.

A Governor with more than three (3) consecutive absences from regularly scheduled Board meetings (without prior written notification, by mail or email, to the Board through the Board Secretary) shall be considered to have automatically resigned from the Board. The Board shall inform such Governor in writing that the Governor is deemed to have resigned from the Board.

A Governor who moves their principal residence out of the Tampa Bay area shall also be considered to have automatically resigned from the Board upon such move.

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

A vacancy in a position filled by a Regent shall be filled from other Regents by an internal vote among the BOR in the same way as described in 4.04(1).

Any other vacancy on the Board of Governors shall be filled by a majority decision of a group consisting of Regents (other than the seven Governors) and the Principal Officers of the Executive Committee.

4.06. Place of Board Meetings.

Meetings of the Board, regular or special, will be held at the GSTB office at 5513 Lynn Road, Tampa, Florida 33624 or any place or places within the Tampa Bay Area as the Board may designate by resolution duly adopted. Such meetings may be held virtually in person meetings are not possible due to natural disasters or other health emergencies such as COVID-19.

4.07. Regular Board Meetings.

Regular meetings of the Board will be held at least six times per year, preferably alternate months starting in January. At such meetings, the Chairman, Vice Chairman, Secretary, and

Treasurer as well as all Sub Committees shall present their reports. There shall be open communication with all BOG members through meetings, emails, conference calls and through special meetings if necessary.

4.08. Call of Special Board Meetings.

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

- (1) The Chair of the Board of Governors; or,
- (2) At least five Governors.

4.09. Notice of Special Board Meetings.

The Board Secretary shall send written notice by email stating the place, day, and hour of any special meeting of the Board. This notice will be served to each Governor not less than seven calendar days before the date of the meeting by email. Such notice should state the agenda and the purpose of the meeting.

4.10. Waiver of Notice.

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

4.11. Quorum for Board Meetings.

A majority of the Board of Governors will constitute a quorum.

The act of a majority of the Governors present at a meeting at which a quorum is present will be the act of the Board, unless a greater number is required under the provisions of the Articles of Incorporation, or any provision of these Bylaws. Voting shall be by secret ballot if so requested by any Governor present.

4.12. Board Positions and Duties.

The Board of Governors shall elect each year, a Board Chair, a Board Vice Chair, a Board Secretary, and a Board Treasurer.

The Board Chair and the Board Vice Chair shall each be one of the seven Governors who were Regents. The Board Treasurer and the Board Secretary may be any one of the Governors.

(1) Board Chair Duties:

- a) Leading the Board and Executive Committee to carry out its governance functions
- b) Call regular meetings, minimum six per year, of BOG members and 2 per year of BOG members, BOR members and GSTB EC.
- c) Setting priorities and creating agendas for meetings of the Board
- d) Appoint different Sub-Committees as prescribed in the bylaws and assess the performance of the board, GSTB Executive Committee and the Sub-Committees and make sure all committees and Sub-Committees present progress reports in each meeting. Following sub-committees will be appointed: i). Audit Committee, ii). Finance/Fiscal Committee, iii). By-Laws Committee, iv). Election Committee, v). Youth Committee (In association with GSTB EC), vi). Inventory Committee (In association with GSTB EC), plus any other sub-committee requested and approved by BOG. After BOG election of the following year (November-December)
- e) Inform bank of the new officers authorized to sign on the bank accounts starting January 1st of the following year.
- f) Board Chair has responsibility to participate and sign ALL IRS related documents for that particular year of their Chairmanship along with the past year's GSTB president.

(2) Board Vice-Chair Duties:

- a) Assist BOG Chair in all affairs of BOG and GSTB as needed
- b) In absence of BOG Chair, carry all duties of BOG Chair

(3). Board Secretary Duties:

- a) Organize regular Board meetings and meetings with BOR and GSTB EC at the direction of BOG Chair
- b) Keep accurate meeting minutes of all BOG meetings and distribute them to all parties involved, in timely fashion.

(4). Board Treasurer Duties:

- a) The Treasurer should have thorough knowledge and understanding of the organization's financial reports and important financial information
- b) BOG Treasurer shall work with previous year's BOG Chair and Treasurer, GSTB President and Treasurer as well as India Festival Chair and Treasurer to ensure GSTB Organization's Tax Returns are filed prior to due date of 03/15
- c) Responsible and authorized to request and maintain all financial records including but not limited to invoices, receipts, contracts and income and expense reports for the organization from prior years' BOG Treasurers, GSTB Presidents and Treasurers as well as India Festival Chairs and Treasures as soon as he/she resumes the responsibility as BOG Treasurer if not already in possession of GSTB.
- d) Responsible and authorized to request and maintain all financial records including but not limited to invoices, receipts, contracts, income and expense reports and pending account payable or receivable report from current year's GSTB President and Treasurer within 3 weeks after the completion of each event as well as from the current year's India Festival Chair and Treasurer within 4 weeks after the completion of India Festival. Any remaining pending account payable or receivable can be amended for final report at a later date.
- e) Responsible to provide all requested information to auditors for internal and external audits.
- f) Responsible to send, to GSTB's bookkeeper, all monthly reports, bank statements, receipts and any other information necessary to create and maintain accurate and timely financial reports
- g) Responsible to submit all financial reports for the organization on a monthly basis
- h) Responsible to certify, at the end of the fiscal year, that all accounts are accurate to the best of his/her knowledge.

4.13. Emergency Powers.

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

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

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

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

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

ARTICLE FIVE. GSTB EXECUTIVE COMMITTEE.

5.01. GSTB Executive Committee.

The GSTB Executive Committee ("EC") shall consist of the Principal Officers (as described below) and at least six other non-voting positions as may be designated by the Principal Officers by unanimous or majority consent of the Principal Officers. Such six positions may be designated as co-secretary, co-treasurer, co-social secretary, Youth, Women, Seniors etc.

These positions shall be filled by GSTB Members appointed by the Principal Officers (unanimous or majority consent) to assist and support the Principal Officers carry out their respective duties.

EC decisions shall be by majority decision of the Principal Officers.

5.02. Principal Officers of GSTB Executive Committee.

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

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

5.03. Qualification of Principal Officers.

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

- (1) Must be a Regular Member or Senior Member of GSTB for at least two immediately preceding years (for example, to serve as Secretary for 2021, the person must have been a Regular Member or Senior Member for 2019 and 2021); and,
- (2) Must be a regular full time resident of the Tampa Bay area.

5.04. Election of Principal Officers of GSTB Executive Committee.

- (1) Provisions for 2022 and beyond. The Principal Officers to serve for the years 2012 and beyond shall be elected in accordance with the following provisions. The election shall take place at the Annual Meeting held in the year prior to the start of the term of office.
- (2) The person who served as Vice President for one year will automatically become President for the following year.
- (3) All of the Principal Officers other than the President shall be elected annually by the Members. In the event that the Vice President for one year is unable to continue and serve as President for the following year, then the President position will also be filled by election by the members. In such event, to be eligible to seek election as President the Candidate must have served on the Executive Committee for at least two full year in the past.
- (4) It is expected that the Vice President will normally become the President in the following year, therefore, to be eligible to seek election as a Vice President, the candidate must have served as a Secretary, Treasurer, or Social Secretary for at least one year in the past (meaning prior to January 1, of the year for which a candidate seeks election). Also, a person who previously served as India Festival Chair shall be eligible to seek election as Vice President (if otherwise eligible).

5.05. President.

The President will be the Chief Executive Officer of GSTB and will supervise and control the affairs of GSTB with oversight from the Board of Governors. The President will perform all duties for the betterment of GSTB, and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board. The GSTB President for the year he/she served as President will sign IRS forms for that year with the current BOG Chair.

5.06. Vice President.

The Vice President shall assist the President in all affairs as needed. The Vice President shall also be the liaison between the Executive Committee and the India Festival Committee. The Vice President will also be responsible for filing the annual report on www.SunBiz.Org to make incoming officers of BOG and GSTB EC effective with Florida Department of Corporations in the first week of January.

5.07. Treasurer.

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

- (1) Deposit all incoming funds into the GSTB Income Account and be in charge of and be accountable for all funds in the GSTB Income and GSTB Expense Accounts;
- (2) Regularly submit to the Executive Committee and the Board detailed reports on the financial affairs of GSTB, as well as event expense and income reports within 3 weeks following the event;
- (3) Perform in general all duties incident to the office of Treasurer ~~all of the above~~ as may be required by law, by the Articles of Incorporation, by these bylaws, or that may be assigned from time to time by the Board; and,
- (4) Be responsible in coordination with the Board Treasurer, the India Festival Treasurer and the Board Chair for timely filing all Tax and other appropriate governmental returns.
- (5) Any officer whose term is ending in December 31 of any year shall not operate with GSTB bank account or sign any checks or transfer any funds of GSTB, nor have any authority over the bank accounts of GSTB after December 31 of that year even if the incoming officers have not updated signature mandates at the Bank.
- (6) Responsible to certify, at the end of the fiscal year, that GSTB accounts are accurate to the best of his/her knowledge.

5.08. Secretary.

The Secretary shall:

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

5.09. Social Secretary.

The Social Secretary shall be responsible for the planning, coordination and execution of the social and cultural Core Events under the direction of the President and the GSTB Executive Committee.

5.10. Removal of Officers.

A member of the GSTB Executive Committee may be removed from the position or terminated as an Officer for any of the following reasons:

- (1) Resignation of the Officer, by written notice to the Board executed by such Officer;
- (2) Moving their primary residence out of the Tampa Bay area;
- (3) The death of an Officer; or,
- (4) For cause, for actions inconsistent with service as an Officer, and only after due notice and a hearing on the issues.

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

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

5.11. Emergency Powers.

For ease of reference this Article repeats Article 4.13.

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

The Board may then form a working committee from other Members of the GSTB, preference shall be given to ~~from~~ those who previously served on the GSTB Executive Committee.

Subsequently the Board shall arrange for new election in accordance with these By-Laws so that new Officers can be elected by the Members of the GSTB. The Board shall take all necessary steps to ensure that such an election is held within the three months after the beginning of the emergency.

ARTICLE SIX. ELECTIONS COMMITTEE AND VOTING.

6.01. Voting.

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

6.02. Management of Voting Process.

The process for all voting, including elections of Governors and Principal Officers, bylaw amendments, and any other issues, shall be planned, organized and run by the Elections Committee.

6.03. The Elections Committee.

The Elections Committee Chair will be appointed by BOG at the beginning of the year. The Elections Chair will appoint other members of the Elections Committee from BOG, BOR and GSTB EC with the approval of BOG Chair. There shall be to seven members on the Elections Committee including the three Governors appointed by the BOG.

6.04. Duties of the Elections Committee.

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

The Elections Committee shall draft all required notices for nominations, elections, and any other issues to be voted upon by GSTB members, and shall prepare, distribute, collect and count all ballots, and present the results to the BOG. BOG shall have final authority on any issues brought to it by the Elections Committee. The Chair of the BOG shall announce the results of all votes to GSTB members in a timely manner.

The Elections Committee shall ensure that the elections comply with the Bylaws but shall otherwise have no power in determining who is nominated or elected for any given position. There will be no favouritism given to any person who is nominated to run for a position, and any ballots shall not indicate the source of any nomination. The elections Committee may appoint an independent third party to handle the actual election.

6.05. Anonymity of Voting.

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

6.06. Election of Governors.

Elections of Governors shall be conducted so as to comply with the requirements of the Bylaws provisions dealing with the qualifications and manner of appointment/election of the Governors.

The role of the Board of Regents (BOR) for elections of Governors shall be to ensure fairness in the process.

6.07. Election of Principal Officers of GSTB.

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

The timeline and process may be modified to suit circumstances from time to time by the Election Committee with Board approval.

6.08. Election Date.

The date in any year on which GSTB holds its Diwali celebration shall be the date (the "Election Date") on which elections are held for Principal Officers of the Executive Committee to serve from January 1 of the following year.

6.09. Record Date.

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

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

6.10. Nomination Instructions.

Instructions on when, where and how each prospective candidate seeking to serve as a Principal Officer for the coming year may submit their nomination shall be distributed by the Elections Committee (by newsletter posting on the website, or email) to the members of GSTB at least 45 days before the Election Date. Nominations shall remain open for at least 15 days.

6.11. Nomination Requirements.

Nominations shall be made in the manner prescribed by the Elections Committee. Each prospective candidate must submit their own nomination (to avoid multiple nominations for the same candidate). Each candidate will be allowed to nominate themselves for only ONE position. A prospective candidate who submits his or her own nomination for more than one position will be disqualified from the elections for that year. Each candidate must meet the qualifications for the nominated position as set forth in these bylaws. The nomination must contain the name, full address, phone number and email of the nominated candidate. For a nomination to be valid, the candidate must sign the nomination form to acknowledge that the nominated candidate meets the qualifications for the position.

6.12. Ballots.

The Ballots (or information about the voting process) for any contested position shall be published on the website and by newsletter at least 15 days prior to the Election Date.

6.13. Election.

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

Only Regular Members and Senior Citizen who are Members on the Record Date may vote. Voting shall be in person (no absentee or proxy voting).

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

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

The results of the elections shall be announced as soon as practical, prior to the end of the Diwali function.

In the event that there is a tie for any particular contested position, a run-off election for that position shall be held between the tied candidates as soon as possible but no later than 45 days from the date when the time is declared.

ARTICLE SEVEN. CORE OPERATIONS.

7.01 Core Events.

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

- Uttrayan, Makar Sankranti (Kite Festival)
- Holi (Festival of Colors)
- Gujarat Gaurav Din (Gujarat Foundation Day)
- Mothers Day
- Navratri Festival
- Diwali and New Year Festival
- India Festival

All of the above except the India Festival shall be managed and organized by the GSTB Executive Committee in accordance with past practices.

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

ARTICLE EIGHT. INDIA FESTIVAL.

8.01. India Festival Background.

India Festival (“IF”) is a major event for GSTB and is managed and organized by the India Festival Committee.

8.02. India Festival Purpose.

India Festival promotes awareness about the Indian culture and adds to the cultural diversity of Tampa Bay.

GSTB hosts many events throughout the year in Tampa Bay that involve the local community in productive activities.

India Festival is a “one of a kind” event presented by Indian community annually bringing the diversity of Asian Indian culture with all its splendour and Indian entertainment to Tampa Bay.

India Festival attracts the largest gathering of the Indian community in a single event in Tampa Bay from Florida and surrounding states.

The event is extremely popular among the Tampa Bay locals and surrounding areas attracting many including, college students, faculties, health professionals, vendors from across the country, entertainers, artists, people interested in Indian culture, those seeking Indian style entertainment and ethnic artefacts.

India Festival offers an excellent opportunity for businesses to increase exposure of their products and services to the diverse audience at India festival.

India Festival Chair or any committee members cannot change name, logo or trophy of India Festival without written permission of BOG Chair, BOG Chair MUST take the approval from the majority of the BOG members prior to giving such written permission.

8.03. India Festival Committee.

As India Festival is a GSTB event, all India Festival Committee positions (including Chair and Vice Chair) can only be held by GSTB Members. Further, persons serving as members of the BOG or as GSTB Executive Committee Principal Officers cannot serve as India Festival Chair, Vice Chair, Treasurer or Secretary.

The India Festival Committee shall be comprised of the following:

(1) India Festival Chair;

The India Festival Chair and will be appointed upon nomination by the GSTB Executive Committee and approval by the Board.

The India Festival Chair must have served as any of: President of GSTB; or, an India Festival Chair or Vice Chair; India Festival Treasurer; India Festival Secretary; or, a Chair of one of the five (5) Core Committees defined below and must have worked as an active GSTB volunteer of the immediate past three years.

India Festival Chair shall within sixty days of appointment present to the BOG for BOG approval a draft budget for the India Festival for that year and shall seek BOG approval for any changes to the approved budget. The India Festival Chair shall, at least every two months present to the BOG a status report on India Festival arrangements. India Festival Chair shall be responsible to certify, at the end of the fiscal year, that India Festival accounts are accurate to the best of his/her knowledge.

(2) India Festival Vice Chair

The India Festival Vice Chair will be appointed by the India Festival Chair and must have served as any of: President of GSTB India Festival Chair; India Festival Treasurer; India Festival Secretary or, a Chair or Vice Chair of one of the five (5) Core Committees defined below.

(3) India Festival Treasurer

India Festival Treasurer shall have same responsibilities as GSTB Treasurer as outlined in section 5.07, but limited to India Festival related finance accounts.

(4) India Festival Secretary

India Festival Secretary shall maintain the minutes of all India Festival meetings and serve meeting notices as required.

(5) India Festival Chairs of the following five core committees (each “Core Committee”):

- (a) Sponsorship
- (b) Advertising
- (c) Marketing
- (d) Vendor and Stall Management
- (e) Competition Entries

Each Core Committee Chair as well as the India Festival Treasurer and the India Festival Secretary shall be appointed by the India Festival Chair (in consultation with the India Festival Vice Chair) and should preferably have previously been actively involved with India Festival on one of the other committees mentioned below.

(6) India Festival Other Committees.

India Festival Committee shall have such other chairs as may be deemed necessary by the India Festival Chair in consultation with the India Festival Vice Chair and India Festival Chairs of the Core India Festival Committees. The Other Committee Chairs may include:

- Chair Back Stage
- Chair Editor
- Chair Judges
- Chair Hall Management
- Chair Host
- Chair Media Relation
- Chair Scoring
- Chair Sound and Light Management
- Chair Stage Decoration
- Chair Stage management and/or,
- Chair Trophies

ARTICLE NINE. GSTB YOUTH, WOMEN’S AND SENIOR’S COMMITTEES.

9.01. GSTB Youth, Women’s and Senior’s Committees.

The following three committees shall be organized and supported by GSTB:

- (1) Youth Committee to encourage greater participation in GSTB activities among those under age 18 of the GSTB community and to encourage them to promote the goals, purposes and objectives of GSTB.
- (2) Women’s Committee to encourage greater participation in GSTB activities among the women members of the GSTB community and to encourage them to promote the goals, purposes and objectives of GSTB.
- (3) Senior’s Committee to encourage greater participation in GSTB activities among individuals over age 65 of the GSTB community and to encourage them to promote the goals, purposes and objectives of GSTB. Senior Committee Chair will be appointed by the GSTB EC.

9.02. Membership of Youth, Women’s and Senior’s Committees.

Youth and Infant members of GSTB shall automatically be members of the Youth Committee. Women Members of GSTB shall automatically be members of the Women’s Committee and Senior Citizens Members shall automatically be members of the Seniors Committee.

9.03. Executives of Youth, Women's and Senior's Committees.

The members of each such Committee shall respectively elect the Chair Person, and the Secretary for each Committee and designated by Committee (for example, Youth Committee Chair). These elected officials shall appoint the three Officers at Large for each of the three Committees respectively.

9.04. The Term of office of the Officers of the Committees.

The Term of office of the three Committees shall each coincide with the term of office of the Executive Committee of the GSTB.

9.05. Functions and Events.

Each Committee shall organize various functions and events to complement the goals and purposes of GSTB for their respective members with prior approval of the GSTB Executive Committee.

9.06. Budget for the Three Committees.

The Executive Committee of GSTB shall authorize individual budgets for the activities of each of the Youth, Women's and Senior Committees.

All funds collected all the bills to be paid on behalf of each of the three Committees will all pass through the GSTB Executive Committee Operations Account.

9.07. Attendance at GSTB Executive Meetings.

The Youth, Women's and Senior Executive Committee members may from time to time be invited to attend meetings of the GSTB Executive Committee.

ARTICLE TEN. FINANCIAL OPERATIONS. AND BANK ACCOUNTS

10.01. Budget (GSTB and INDIA Festival).

GSTB Budget.

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

The budget should provide for each of the GSTB events and general operations. The objective should be to achieve a balanced budget for all GSTB events without the need for funds from India Festival.

India Festival Budget

India Festival Chair shall within sixty days of appointment present to the BOG for BOG approval a draft budget for the India Festival for that year and shall seek BOG approval for any changes to the approved budget. The India Festival Chair shall, at least every two months present to the BOG a status report on India Festival arrangements.

Over time, there should be a surplus in the Board account. The Board shall establish a reserve fund from such surplus. The reserve fund shall be operated by the Board for special GSTB purposes. For example, donations for charitable causes in response to catastrophic disasters, and other special causes which can benefit and uplift the image of GSTB in the local community.

10.02. Bank Accounts.

GSTB shall maintain the following six separate Accounts at the same financial Institution:

- (1) One shall be designated the GSTB Income Account. This shall be used for deposits of:
 - (a) all membership dues;
 - (b) all Income from any GSTB event other than India Festival; and,
 - (c) all other income of GSTB (including for clarification funds received from GSTB sponsorship, flyer advertisements etc other than India Festival).
- (2) The second account shall be designated the GSTB Expense Account. This shall be managed and operated by the Executive Committee with supervision from the BOG. It is an expense account to pay for activities and operations of GSTB other than India Festival. It will be funded from the Board Account with sufficient funds to pay for activities as per approved budgets of GSTB and the Sub-Committees plus an adequate cushion for cash flow needs.
- (3) The third account shall be designated the India Festival Income Account. All income of every kind generated from the India Festival shall be deposited into this account (including but not limited to ads, sponsorship, ticket sales, booth rentals).
- (4) The fourth account shall be the India Festival Expense Account. This shall be managed and operated by India Festival Committee with supervision from the BOG. It is an expense account to pay for activities and operations of India Festival. It will be funded from the India Festival Income Account and the Board Account with sufficient funds to pay for activities as per approved budgets for India Festival plus an adequate cushion for cash flow needs.
- (5) The fifth account shall be the Board Reserve Account. Managed and operated by the BOG.
- (6) The sixth account shall be designated the GSTB Senior Activities account which is mostly funded by seniors. This shall be used for deposits of all donations/sponsorships collected as monthly senior events excluding Membership Fees paid at these events. These funds shall only be used for senior activities and shall not be commingled with any other funds. Senior events activities expenses will be paid from GSTB Expense account will be reimbursed from this GSTB Senior Activities account. No year end transfer to BOG Reserve Account shall occur from these funds.

10.03 Signature Requirements.

- (1) The Board Reserve Account will be used for funding of GSTB Expense and India Festival Expense accounts and also for other Board expenses (subject to the Approval requirements stated in Article 10.04).

Check signature requirements for the Board Reserve Account:

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

For amounts more than \$5,000.00 but less than \$20,000.00 two signatures required, one from the Board Treasurer and one from the current or incoming Board Chair.

For amounts more than \$20,000.00 three signatures required, Board Chair, Board Vice Chair or their appointee, and Board Treasurer.

(2) Check signature requirements for the GSTB Expense Account:

For amounts up to \$2,499.00, one signature required from GSTB Treasurer.

For amounts more than \$2,500.00 but less than \$10,000.00, two signatures required: GSTB Treasurer, and GSTB President

For amounts more than \$10,000.00, two signatures required: GSTB President, and Board Treasurer.

(3) Check signature requirements for the India Festival Expense Account:

For amounts up to \$2,500.00, one signature required from either the India Festival Chair or the India Festival Treasurer.

For amounts more than \$2,500.00 but less than \$ 10,000.00, two signatures required: the India Festival Chair, plus either the India Festival Treasurer, or the GSTB Treasurer.

For amounts more than \$10,000.00, India Festival Chair approval and two signatures required: GSTB Treasurer, and Board Treasurer.

(4) All investment amounts and any investment transactions require all members of the Investment committee's signatures without exception

(5) GSTB Deposit Account: Check signature requirement for the account will be same as Board reserve account in 10.3(1)

(6) India Festival Deposit Account: Check signature requirement for this account will be same as Board reserve account in 10.03(1)

(7) GSTB Senior Activity Income Account: Check signature requirement for this account will be same as Board reserve account in 10.03(1).

10.04. Spending Approval Requirements.

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

- (2) For payment or use of GSTB funds from any GSTB account for which payment or use has not been approved in the budget, the following levels of approval shall be required in addition to the signature requirements stated in Article 10.03:
For amounts less than \$5,000.00 Board approval shall be required.

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

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

Failure to obtain this required prior approval may among other things be grounds for termination from any Board or Executive position held by the person or persons who violate this requirement.

10.05. Abuse Avoidance.

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

10.06. Professional Bookkeeping and Audit.

The Board shall engage the services of an independent auditor to audit all accounts and funds of GSTB. Such audits shall be coordinated by the Audit Committee.

The Board shall also engage the services of a professional bookkeeper to handle the bookkeeping of all accounts and funds of GSTB. Such bookkeeper shall be supervised by the Board Treasurer.

10.07. The fiscal committee.

The board should appoint a fiscal affairs committee consisting of GSTB treasurer, GSTB President, Board treasurer, and two additional board members to oversee the fiscal affairs of GSTB. The committee will ensure that statements of all financial accounts, including investment accounts as well as notices from government agencies like IRS.

The fiscal committee shall report on at least quarterly basis to the board.

The fiscal committee shall ensure that all tax and other government returns are filed on a timely basis.

10.08. Investment Committee (IC):

- (1) Board will appoint 4 IC members, at least 2 members from BOG and other members, preferably from BOR.
- (2) IC will get guidance and advice from professional financial advisor.
- (3) IC will present their recommendation to BOG for potential investments and on approval of BOG IC will invest accordingly.
- (4) IC and BOG has fiduciary responsibilities to GSTB for investment related matters.

10.09. Unauthorized Pledges, Sponsorships or Donations Prohibited

No GSTB Governor, Regent, Officer or Member shall commit on behalf of GSTB to pledge to or sponsor, or donate to any event or cause unless, specifically approved by the Board. This prohibition against donations or pledges or sponsorship is in addition to the spending approvals process outlined in these Bylaws. Funds received from GSTB activities belong to GSTB and cannot be used for any purpose than organizing that event. SPECIFICALLY, but without limiting the foregoing, persons organizing India Festival, the Golf Tournament, or any other GSTB event do not have any authority to agree to donate funds to any other cause without specific Board approval. Unauthorized pledges sponsorships or donations will have to be personally funded by those who violate this provision.

ARTICLE ELEVEN. COMMUNICATIONS.

11.01. GSTB Communications.

The Executive Committee shall be responsible (in conjunction with the Board Secretary) for the publication and distribution of regular newsletters about upcoming events to the membership. Such newsletters shall also be deemed appropriate for providing members with any notices required to be served on members. To the extent possible, the newsletters should also be posted to the GSTB website. Newsletters and other written communications shall be in English and may be accompanied by a Gujarati translation.

It is not appropriate for GSTB communications to be used for self promotion. Accordingly, signatures to emails (and other communications) dealing with GSTB matters should not be signed with any information or materials other than the name of the author, position with GSTB and phone number. Specifically, email signatures should not list the author's business or contain non relevant messages or attachments.

ARTICLE TWELVE. INFORMAL ACTION.

12.01. Waiver of Notice.

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

12.02. Action by Consent.

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

ARTICLE THIRTEEN. MISCELLANEOUS.

13.01. Inspection.00000

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

13.02. Non-profit Operations - Compensation.

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

13.03. Loans to Management.

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

13.04. GSTB Assets.

(1) No Member may have any vested right, interest, or privilege of, in, or to GSTB's assets, functions, affairs, or franchises, or any right, interest, or privilege that may be transferable or inheritable, or that will continue if his or her membership ceases, or while he or she is not in good standing.

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

ARTICLE FOURTEEN. AMENDMENTS.

14.01. Amendment of Articles of Incorporation.

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

14.02. Modification of Bylaws

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

ARTICLE FIFTEEN. ADOPTION OF BYLAWS AND TRANSITION.

15.01. Adoption and Effective Date.

The current bylaws were adopted in 2010 and amended in 2013 and 2015. The bylaws as revised in 2021 shall be brought before a general meeting of the members and shall be effective and adopted as of the date of that meeting upon approval by a majority of the Members at that meeting. Once approved a clean version shall be made available on the GSTB website.

ARTICLE SIXTEEN. DISSOLUTION POLICY

16.01. Dissolution Policy

Upon the dissolution of GSTB, the Board of Governors shall, after paying or making provision for the payment of all of the liabilities of the organization, distribute all the assets of the organization to one or more organizations then qualified under section 501(c)(3) selected by the Board of Governors of the organization. Any of such assets not so disposed of shall be disposed of by the court of competent jurisdiction of the city or county in which the principal office of the organization is the located to such organization or organizations as said court shall determine and as are qualified as exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE SEVENTEEN. CONFLICT OF INTEREST POLICY

17.01 Conflict of Interest Policy

The Conflict of Interest Policy which was adopted by the Board is attached as Exhibit C to these Bylaws. All Members shall abide by the Policy.

Exhibit A
To Bylaws of GSTB

GSTB Presidents (1981 to 2022)

- 1981 Mr. Ghanshyam L. Patel
1982 Mr. Purshottam. S. Patel
1983,1984,1985,and 2003 Mr. Pradip Patel
* 1986 Late Mr. Praful Patel
1987 Mr. Sharad Patel
1988 - 1989 Dr. Kiran Patel
1990 Mr. Mahendra Doshi
* 1991 Late Mr. Khandu Patel
1992 Mr. Ramesh Parmar/P.D. Patel
1993 Mr. Nikunj Patel
* 1994 Late Dr. Akshay Desai
*1995 Late Mr. Ishwarbhai Patel
1996 Dr. Nandkishor Shah
*1997 Late Dr. Vijay Patel
1998 Dr. Mukesh Kapadia
1999 Mr. Nainan Desai
2000 and 2006 Mr. Parimal Butala
2001 Mr. Kirit Shah
2002 Dr. Ghanshyam D. Patel
2004 Mrs. Swapna Shah
2005 Mr. Kanti Bakarania
2007 Mr. Dinesh Gandhi
2008 Dr. Harish Patel
2009 Dr. C. J. Patel
2010 Mr. Himatlal Parekh
2011 Dr. Ashok Modh
2012 Mr. Chetan Shah
*2103 Late Mr. Bhogilal Patel
2014 Mrs. Jyoti Gandhi
2015 Mr. Sudhir Shah
2016 Mrs. Jigisha M. Desai
2017 Mr. Jayesh Patel
2018 Mr. Manish R. Patel
2019 Mr. Arvind Patel
(+) 2020, 2021, and, 2022 Mr. Keval Brahmhatt

Exhibit B
To Bylaws of GSTB
(±) Board of Governors (2020, 2021, and 2022)

| Regents | Term End Date |
|-----------------------|----------------------|
| Mrs. Jigisha M. Desai | December 31, 2022 |
| Dr. Javendra Choksi | December 31, 2023 |
| Mr. Vijay Gandhi | December 31, 2023 |
| Mrs. Smita H. Patel | December 31, 2022 |
| Mr. Nikunj Patel | December 31, 2022 |
| Mr. Nainan Desai | December 31, 2023 |
| Mr. Jayesh Patel | December 31, 2022 |

| At Large | Term End Date |
|----------------------|----------------------|
| Mr. Jashvant Thakrar | December 31, 2022 |
| Mr. Darshak Patel | December 31, 2022 |
| Mr. Jaimin Amin | December 31, 2022 |

| Immediate Past President | Term End Date |
|---------------------------------|----------------------|
| Mr. Arvind Patel | December 31, 2019 |

Exhibits A & B (±)
No major activities during 2020 and 2021 due to COVID. Committees continued.

**Exhibit B (Contd):
List of India Festival Chairpersons**

Dr. Kiran C Patel 1988-90, 1997
Mr. Mahendra Doshi 1991
Late Mr. Ishwarbhai Patel 1992
Mr. Pradip C Patel 1993-94, 2012
Late Dr. Akshay Desai 1995
Mr. P.D.Patel 1996
Mr. Bipin Shah 1998
Mrs. Malti Pandya 1999
Late Dr. Vijay Patel 2000
Dr. Jayendra Choksi 2001
Mr. Rupesh Shah 2002-03
Dr. Gaurangi Patel 2004
Dr. C J Patel 2005, 2015
Dr. Harish Patel 2006
Mrs. Swapna Shah 2007
Dr. Nandkishor Shah 2008
Dr. Mukesh Kapadia 2009
Mr. Kanti Bakarania 2010
Mr. Dinesh Gandhi 2011
Mr. Mahesh Modha 2013
Dr. Mahesh Amin 2014
Mr. Vijay Gandhi 2016
Mrs. Smita Patel 2017
Mrs. Minaxi Patel 2018
Mr. Sudhir Shah 2019
Dr. Sanjay Navadia **2020, 2021 & 2022** (No India Festival in 2020 & 2021 Due to COVID)

Exhibit C

To Bylaws of GSTB

Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to qualify Gujarati Samaj of Tampa Bay, Inc. (hereinafter "Organization") for a 501(c)(3) non-profit tax exempt status by protecting its interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through family, through a business, or through an investment has:

- a. An ownership or investment interest in any entity with which the Organization has a transaction *or* arrangement,
- b. A compensation arrangement with the organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favours that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The governing board or committee shall conduct due diligence to investigate alternatives to the proposed transaction or arrangement and determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

c. To the extent that a similar or a more advantageous transaction or arrangement from another person or entity exists that would not give rise to a conflict of interest, the governing board or committee shall not approve the transaction or arrangement involving the possible conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Accessibility

A copy of these conflict of interest policies will be made available on the Organization's webpage. Each director, principal, officer and member of a committee with governing board delegated powers shall be assumed have read, understood, agreed and complied with this conflict of interest policy.

Approval

These conflict of interest policies were approved on March 4, 2014 by the Board of Governors of the Gujarati Samaj of Tampa Bay, Inc.