

BYLAWS OF GUJARATI SAMAJ OF TAMPA BAY, INC.
(AS REVISED AND APPROVED AT GENERAL MEETING November 14, 2015)

A NONPROFIT CORPORATION

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BYLAWS OF GUJARATI SAMAJ OF TAMPA BAY, INC.
(as approved November 14, 2015)
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 2015) is attached as Exhibit A to these By-laws.

C. GSTB adopted its bylaws in 2010 and amended them in 2013. This version shows the 2015 proposed revisions to the current bylaws. This verison will be effective when approved by the Membership. .

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 Gujarat State 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 the Tampa Bay area of Florida.

In these Bylaws, any reference to the Tampa Bay area shall mean the Hillsborough, Pinellas and Pasco Counties of the State of Florida.

2.02. Location of Registered Office.

The current location of the registered office of GSTB is 1209 BELLADONNA DRIVE BRANDON FL 33510.

The Board may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the Secretary of State.

The Registered Office will be continuously maintained in Hillsborough or Pinellas counties of the State of Florida for the life of GSTB.

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;
- (2) Senior Citizen Members (age 65 or older on January 1 of the membership year);
- (3) Youth Members (age 5 to 17 on January 1 of the membership year); and,
- (4) Infant Members (under age 5 on 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 ancestors; 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 2010 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 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: \$75.00 but discounted to \$65.00 if paid prior to January 31 for that year;
- (2) Senior Citizen Membership (age 65 or older on January 1 of the membership year): \$50 but further discounted to \$40 if paid prior to January 31 for that year;
- (3) Youth Membership (age 5 to 17 on January 1 of the membership year): \$50 but further discounted to \$40 if paid prior to January 31 for that year and if included with parent or guardian; 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 for the calendar year (January 1 to December 31) and shall not be pro rated even if a person joins or resigns part way through a calendar year.

The annual dues payable to GSTB by Members may be changed by the Executive Committee with the prior approval of the Board of Governors.

3.05. Entry Fees for Events.

While admission to most GSTB events will be free for Members, GSTB shall be allowed to charge a fee for special high cost events.

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 February 28 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 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 adult Members. 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.

Written or printed notice, stating the place, day, and hour of the meeting and in the case of a special meeting the purpose or purposes for which the meeting is called, must be served not less than fifteen days before the date of the members' meeting by first class mail, to each Member entitled to vote at such meeting.

The notice will be deemed to be served when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of GSTB, with postage prepaid.

For multiple members who apply for membership on one membership application form, notice shall be deemed properly served if one notice is mailed to the person first listed on the application form to the address listed on the form.

Additional notice may be circulated by email.

3.10. Voting Rights of Members.

Each Regular Member as well as each 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) 100 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 nontransferable 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 Executive Committee shall present their reasons to the Board of Governors.

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 (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 Executive Committee or a Governor then such person shall not participate in the decision making process of the Executive Committee or the Board.

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.” 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 involvement in the election of the BOG as described in the bylaws and to be available to the BOG for advice and guidance. The BOG shall endeavor 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 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 2015 BOG members and their respective terms; and, (b) India Festival Chairperson for each year through 2015. For the avoidance of doubt, 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. In the event that more candidates desire to serve then available positions, then the BOR shall conduct an election among themselves (if necessary) (with assistance from the Elections Committee) to elect the Governors from those who indicated their interest in serving as a Governor. 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 Executive Committee from any past Executive Committee Member.

There shall be no limit on the number of two year terms a Regent can serve a Governor.

- (2) The term of service as Governor for the immediate past president shall be one (1) year.

- (3) The other three Governors 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 but there shall be no limit on the number of terms for which such Governor can be appointed. 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.

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 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.

The remaining Governors may by majority decision upon application by such Governor reinstate such Governor to 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 as soon as the Board becomes aware of 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 remaining six Governors.

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 any place or places within the Tampa Bay Area as the Board may designate by resolution duly adopted.

4.07. Regular Board Meetings.

Regular meetings of the Board will be held at least six times per year. At such meetings, the Chairman, Vice Chairman, Secretary, and Treasurer shall present their reports. There shall be an 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 stating the place, day, and hour of any 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 first class mail (and email) or fax.

If mailed, such notice should also be emailed and will be deemed to be received when deposited in the United States mail by registered or certified first class mail addressed to the Governor at his or her address as it appears on the records of GSTB, with postage prepaid.

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.

Term Limit: With regard to the positions of Board Chair, Board Vice Chair, Board Secretary and Board Treasurer, no individual can serve in the same position for more than two continuous years. The same individual can be appointed to such position after a break of at least one year.

BOG shall each year appoint three BOG members to a **Bylaws Committee (BC)** to oversee the implementation of GSTB Bylaws and monitor all the activities of GSTB for the implementation of its Bylaws and will make necessary recommendations to the Board. They will serve an annual term of one calendar year.

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 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. EXECUTIVE COMMITTEE.

5.01. Executive Committee.

The Executive Committee (“EC”) shall consist of the Principal Officers (as described below) and at least six other 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.

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 2011, the person must have been a Regular Member or Senior Member for 2009 and 2010); and,
- (2) Must be a regular full time resident of the Tampa Bay area.

5.04. Election of Principal Officers.

- (1) Transition Provision for 2010.[Now Deleted]
- (2) Transition Provision for 2011. [Now Deleted]

(3) Provisions for 2012 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.

The person who served as Vice President for one year will automatically become President for the following year.

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 one full year in the past.

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.

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 Chair of the India Festival Committee.

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;
- (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.

5.08. 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;
- (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 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 Executive Committee.

5.10. Removal of Officers.

A member of the Executive Committee may be 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) The death of an Officer; or,
- (3) 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 Executive Committee.

Any vacancy in the office of President the course of a year shall be filled by the Vice President who shall become the President for the remainder of that year. Any other vacancy on the Executive Committee shall be filled for the remainder of the year by a person appointed by the remaining members of the 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 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 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 adult 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. The BOG shall appoint an Election Board (“EB”) of three Governors to serve on the Elections Committee.

6.03. The Elections Committee.

There shall be four to six members on the Elections Committee in addition to the three Governors appointed by the BOG. The BOG shall appoint members of the Elections Committee at the beginning of each year.

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 favoritism given to any person who is nominated to run for a position, and any ballots shall not indicate the source of any nomination.

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 Elections Committee for elections of Governors shall be to ensure fairness in the process.

6.07. Election of Principal Officers.

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 and posting on the website) 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 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 adults who were 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 practical in a manner determined by the Elections Committee.

ARTICLE SEVEN. CORE OPERATIONS.

7.01 Core Operations.

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

- Utrayan, 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 Executive Committee in accordance with past practices.

Any issues not resolved by the 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 its kind event presented by Indian community annually bringing the diversity of Asian Indian culture with all its splendor 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 college students, faculties, health professionals, vendors from across the country, entertainers, artists, people interested in Indian culture, those seeking Indian style entertainment and ethnic artifacts.

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

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 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;
- (2) India Festival Vice Chair;

The India Festival Chair and the India Festival Vice Chair will both be appointed upon nomination by the 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; India Festival Treasurer; India Festival Secretary; or, a Chair of one of the five (5) Core Committees defined below.

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.

The India Festival Vice Chair must have served as any of: President of GSTB; or, an 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;
- (4) India Festival Secretary;
- (5) India Festival Chairs of the following five core committees (each “Core Committee”):

- (a) Sponsorship
- (b) Advertisizing
- (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 the younger generation 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 the senior generation of the GSTB community and to encourage them to promote the goals, purposes and objectives of GSTB.

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 Members shall automatically be members of the Seniors Committee.

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

Each of the Youth, Women's and Senior's Committees shall appoint a Chair Person, Secretary, and three Officers at Large. 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 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 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 five 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 etc).
- (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.

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 Board Chair.

For amounts more than \$20,000.00 three signatures required, Board Chair, Board Vice Chair, 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.

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 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 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.

The Board shall 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.

The Board shall appoint a fiscal affairs committee consisting of the GSTB Treasurer, the President, the Board Treasurer, and two additional Board members to oversee the fiscal affairs of GSTB.

The fiscal affairs committee shall report on at least a quarterly basis to the Board. The Fiscal Affairs Committee shall ensure that all Tax and other Governmental returns are filed on a timely basis.

10.07. 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.

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. Nonprofit 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. The bylaws as revised in 2015 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.

15.02. Transition. [Deleted]

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 2015)

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 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 Mr. Bhogilal Patel
2014 Mrs. Jyoti Gandhi
2015 Mr. Sudhir Shah

Exhibit B
To Bylaws of GSTB

Board of Governors (2015)

Regents	Term End Date
Mr. Mahendra Doshi	December 31, 2016
Mr. Nikunj Patel	December 31, 2016
Mr. Kirit Shah	December 31, 2016
Mr. Nainan Desai	December 31, 2016
Mr. Kantibhai Bakrania	December 31, 2015
Mr. Sharadbhai Patel	December 31, 2015
Mr. Ghanshyam L Patel	December 31, 2015

At Large	Term End Date
Ms. Minaxi Patel	December 31, 2015
Jimmy Panjabi	December 31, 2015
Rupesh Shah	December 31, 2015

Immediate Past President	Term End Date
Ms. Jyoti Gandhi	December 31, 2015

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

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

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 nonprofit 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 favors 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.