

BYLAWS OF SAN DIEGO INDIAN AMERICAN SOCIETY SEPTEMBER 13TH, 2020

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ARTICLE I: NAME

1.01 The name of this corporation is SAN DIEGO INDIAN AMERICAN SOCIETY, INC; hereafter called the Society

ARTICLE II: PURPOSES

2.01 This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

2.02 The purposes for which this corporation is formed to give back to society through educational scholarships, spreading Mahatma Gandhi's values to the younger generation and introducing India's rich cultural heritage in a harmonious manner. We aim to achieve this by:

- (a) Recognizing outstanding senior high school students in the San Diego county area and Community College students irrespective of national origin and to further their educational objectives;
- (b) Organizing cultural programs in San Diego;
- (c) Recognizing meritorious, monumental service to humankind by an individual with Chakra Award;
- (d) Organizing lectures/symposia on topics of interest and;
- (e) Supporting social development projects in India.

ARTICLE III: LIMITATION OF PURPOSE

3.01 This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

3.02 Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (ii) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

3.03 No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

ARTICLE IV: PROPERTY RIGHTS AND DISSOLUTION

4.01 The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit any trustee, officer or member thereof or to the benefit of any private person.

4.02 Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE V: MEMBERSHIP

5.01 The corporation shall have no statutory or voting members. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights that would otherwise vest in members shall vest in the Trustees. Nothing in this Article V shall be construed as limiting the right of the corporation to refer to persons associated with it as “Members” even though such persons are not members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law, and reference to such persons as Members shall not make them statutory members.

ARTICLE VI: BOARD OF TRUSTEES

6.01 The Board of Trustees (Board) of the Society shall be composed of Twenty One members.

6.02 Subject to the limitation of these Bylaws and the rules of incorporation, the powers of this corporation shall be exercised, its property controlled, and its affairs conducted by its Board of Trustees. Any action taken by the Board of Trustees shall be effective as action taken by the Society. The Board of Trustees shall elect all officers of the Society from among members in good standing, shall adopt an annual budget, shall set up orderly procedures to supervise expenditures, shall schedule meetings, and shall be responsible for the initiation and coordination of fund-raising and membership activities. The Board may establish any committees necessary to carry out the purposes of the Society.

6.03 Trustees shall not receive compensation for their services as such, but by resolution of the Board shall be entitled to reimbursement for actual and necessary expenses incurred in the performance of duties for the corporation as appropriate.

6.04 The term of office for each Trustee shall be a period of three years. Each Trustee shall continue to hold office until either resignation or removal or a successor shall be elected.

6.05 No Trustee shall serve more than two consecutive terms. A Trustee who has been inactive for a year, is again eligible for nomination and election as a Trustee. Notwithstanding the foregoing, the Board, on vote of a two-third (2/3) majority of the Trustees then in office, may extend the term of any Trustee who would otherwise be precluded from seeking re-election based on the provisions of this Section 6.05, for a period not to exceed one (1) year, and may continue to extend said

Trustee's term for a period not to exceed one (1) year on an annual basis, with continued approval of a two-third (2/3) majority of the Trustees then in office.

6.06 Any Trustee may resign at any time by giving written notice to the Board of Trustees, and such resignation shall take effect upon the date of receipt of such notice or at any later time specified in the notice, and, the acceptance of such resignation by the Board shall not be necessary to make it effective. Any Trustee may be removed from office for cause by an affirmative vote of two-third (2/3) of the Trustees then in office at any regular or special meeting of the Board of Trustees, and the office shall become vacant immediately following removal for cause.

6.07 Vacancies that occur between annual elections by reason of resignation or removal of members of the Board of Trustees may be filled by majority vote of the remaining Trustees, and each Trustee so appointed shall hold office for the remainder of the term of the Trustee who has vacated the office.

6.08 Duties of the Trustees include working collectively with fellow members for ensuring effective governance of fiscally sound operation as well as strategic direction of the organization; attend a minimum of two regularly scheduled meetings, actively participate in proceedings and prepare for the meeting; support financially and help raise funds for the institution.

6.09 The Board will accomplish much of its planning and execution through its committees. Each committee will have a Board approved chair/chairs and will be constituted with Board members and non-board experts.

6.10 Board Advisors: The Board may appoint any number of persons to service as non-voting advisors to the Board for a term of any length. A person appointed to advise the Board pursuant to this Section 6.10 (a "Board Advisor") shall, unless the Board determines otherwise from time to time, be permitted to attend regular meetings of the Board, executive sessions of the Board, special meetings of the Board and/or meetings of Board committees, subject to the Bylaws and the terms of such Board Advisor's appointment. Board Advisors will not have a vote nor bear the responsibilities of a Trustee. The terms of any appointment notwithstanding, the Board may rescind a person's designation as a Board Advisor at its discretion by a two-third (2/3) majority vote.

ARTICLE VII: ORGANIZATION MEETING

7.01 The Board shall hold an annual regular meeting, the last scheduled meeting of the fiscal year, during the fourth quarter of each fiscal year for the purpose of organiz-

ing the Board, electing officers and new Trustees presented by the Nominating Committee and transacting other business as may come before the meeting.

ARTICLE VIII: OFFICERS

8.01 The officers of the Society shall be a President, a Executive Director, a Vice President, a Secretary, and a Treasurer. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the corporation.

8.02 The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 8.04, shall be chosen annually by the Board pursuant to section 7.01 above, and each shall hold such office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be qualified and elected. The term of office for each newly elected officer chosen pursuant to Section 7.01 shall commence on the first day of the next fiscal year following election. In all other circumstances, the term of office for each newly elected officer shall commence on the effective date of such action as set by the Board.

8.03 Any officer may resign at any time by giving written notice to the Board of Trustees and such resignation shall take effect upon the receipt of such notice and the acceptance of such resignation shall not be necessary to make it effective. An officer may be removed from office by a vote of two-third (2/3) of all Trustees then in office at any regular or a special meeting of the Board of Trustees, and the office shall become vacant immediately following removal.

8.04 A vacancy in any office caused for any reason shall be filled by a majority vote of the Board of Trustees. Each officer so appointed shall hold office for the remainder of the term of the officer who has vacated the office.

8.05 President. The President shall serve as chair of the Board. The President shall preside at all meetings of the Board, shall serve as an ex-officio member of all board committees, and shall have such other powers and duties as may be prescribed from time to time by the Board.

8.06 Executive Director. The Executive Director shall be appointed by the Board and is responsible for overseeing the administration, programs and strategic plan of the organization and shall serve as an ex-officio member of all board committees.

8.07 Vice-President. The Vice-President shall serve as chair of the Board in the absence of the President, and shall have such other powers and duties as may be prescribed from time to time by the Board.

8.08 Secretary. The Secretary shall keep or cause to be kept a book of minutes of all meetings, proceedings and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given and the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

8.09 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the Trustees such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Trustee at all reasonable times. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse, or cause to be disbursed, the corporation's funds as the Board may order, shall render to the President, and the Board, when requested, an account of all transactions as the Treasurer and of the financial condition of the corporation, and shall have such other duties as the Board or the Bylaws may prescribe.

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ARTICLE IX: COMMITTEES

9.01 Governance Committee: When the Board cannot be convened, or when directed by the Board, the Governance Committee shall have the power to act for the Board. The Governance Committee shall be composed of the following: (i) President, (ii) Executive Director, (iii) Vice-President, (iv) Secretary, (iv) Treasurer. This committee is responsible for review of bylaws, committee charters and organizational practices to ensure compliance with laws and regulations and submit recommendations to the board for approval.

9.02 Finance Committee: This committee will coordinate the board's financial oversight responsibility by monitoring the finances, filling tax returns, filing federal and state compliance forms, recommending investments and monitoring investment per-

formance. Treasurer will chair the committee and along with a maximum of five members of the board jointly nominated by the President and the Executive Director, in consultation with the Treasurer, will form the Finance Committee.

9.03 Scholarship Committee: President, Vice-President, Treasurer, Executive Director and a maximum of three members of the board to be jointly nominated by the President and the Executive Director will constitute the committee. This committee will establish goals for the program, review criteria to be used to select the scholarship recipients, decide the number of scholarships to be given in each category, sources of funding and structure of application. The committee will also coordinate with relevant outside organizations to receive their recommendation of students for consideration. The committee will establish task forces as needed, constituted of trustees and non-board experts, to execute the award of scholarships.

9.04 Cultural Events Committee: This Committee will coordinate cultural events such as Annual Festival of Lights-Diwali Celebration, Annual Unity in Diversity and Annual Festival of Dolls-Navaratri Celebrations. The committee will establish overarching plans, goals and themes for the event; ensure coordination with the Engagement Committee; collect data and lessons learnt from past events and provide a report to the Board upon completion of the event. Members of the committee will be drawn from the Board and the larger San Diego community. The committee will establish specific task forces as needed, constituted of trustees and non-board experts, to execute the events.

9.05 Engagement Committee: This committee will coordinate all marketing, communications and development activities for community outreach, including website, media relations (television, print and social) and event brochures. Members of the committee will be drawn from the Board and the larger San Diego community.

9.06 Nominating Committee: This committee oversees the growth and development of the board. This committee is responsible for succession planning; trustee identification, recruitment, cultivation and selection. This committee will consist of a maximum of five members to be jointly nominated by the President and the Executive Director.

9.07 Such other committees, standing or special, shall be appointed by the President as the corporation or the Board of Trustees shall from time to time deem necessary to carry on the work of the organization.

9.08 Recipient for the Chakra Award may be nominated by any trustee at either a regular or special meeting of the Board, but will require a two-third (2/3) majority vote of the trustees present for selection.

ARTICLE X: MEETINGS

10.01 The Executive Director and the President shall establish and publish, at least fourteen (14) days prior to the first regular meeting of the then-current Fiscal Year, the upcoming year's calendar of regular Board meetings in furtherance of the strategic direction of the Board. The Board shall be required to meet at least once per quarter. An agenda shall be prepared prior to the meetings. Any business may be transacted at such meetings without specific reference in the notice of the meeting.

10.02 Special meetings of the corporation can be called by the President or by a majority vote of the Board of Trustees. Only such business as stated in the notice of the meeting, and directly related matters, shall be transacted at special meetings.

10.03 Notice of all meetings shall be given to the trustees in writing (through email) at least 10 days before such meetings.

10.04 For all meetings of the Board of Trustees, a majority of trustees then in office shall constitute a quorum. For all meetings of Governance Committee, a majority of the committee members shall constitute a quorum.

10.05 The President shall chair all meetings of the Board of Trustees and its Governance Committee. In his/her absence, Vice-president or Executive Director may call the meeting to order.

ARTICLE XI; PARLIAMENTARY AUTHORITY

11.01 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any Specific Rules of Order that the organization may adopt.

ARTICLE XII: AMENDMENT OF BYLAWS

12.01 These Bylaws may be amended or repealed and new Bylaws adopted by the vote of two-third (2/3) majority of the voting members of the Board then in office. No new Bylaw may be amended and no existing Bylaw may be amended or repealed by the Board at the meeting at which such adoption, amendment or repeal is first proposed. All proposed amendments, revisions, or additions to the Bylaws must be submitted in writing to each member of the Board at least ten (10) days prior to the date on which a vote may be taken on same.