

CONSTITUTION AND BYLAWS OF LEUVA PATIDAR SAMAJ OF USA, INC.

NOVEMBER 10, 2007

REVISION 1.23

1.0 DECLARATION

Whereas a large number of Leuva Patidar people of predominantly Hindu faith (particularly originating from the Navsari, Surat, Tapi and Valsad Districts, hereinafter referred to as “Leuva Patidar”) are settling in the United States of America as permanent residents and citizens, a nonprofit religious, cultural, and non-political organization should be formed to provide a forum for meeting, facilitating and encouraging religious observance, sharing ideas, providing cultural programs, and endeavoring toward community advancement. With this purpose, be it resolved therefore: The name of this organization shall be LPS of USA, Inc., which initials represent the Leuva Patidar Samaj of the United States of America, Incorporated (hereinafter referred to as “Samaj” or “LPS”).¹

2.0 REGISTRATION

- 2.1 The State of incorporation shall be California.
- 2.2 The initial agent for service of process shall be as follows:

Bhagabhai N. Patel
9397 Raviller Dr.
Downey, CA 90240-3060

The registered office may be changed from time to time as set forth in this Constitution without necessity of a Constitutional amendment.

3.0 OBJECTIVES

- 3.1 Develop closer religious and cultural ties between the Hindu faith, Indian heritage and the people of Navsari, Surat, and Valsad district who are Leuva Patidar in the U.S.A.

- 3.2 Identify and discuss areas of concern to our community and/or develop mechanisms for the regular exchange of ideas about concerns related to religion and culture of Leuva Patidar from Navsari, Surat, and Valsad Districts and for Leuva Patidar in different parts of America.
- 3.3 Foster harmony, brotherhood, and fellowship among people of the Hindu faith and Gujarati culture from the Navsari, Surat and Valsad districts who are Leuva Patidar and of Indian origin.
- 3.4 Share the experience of the Hindu-based international Navsari, Surat and Valsad Leuva Patidar Indian community on a common platform.
- 3.5 Inspire people to engage in the social and cultural processes of their adopted lands in meaningful and noteworthy ways.
- 3.6 Unite, inform, and preserve religious and cultural heritage for present and future generations.

4.0 MEMBERSHIP

- 4.1 Membership shall be open to anybody whose heritage is religiously and culturally Leuva Patidar of Navsari, Surat and Valsad district origin, including the spouses, unmarried children and students of LPS members who subscribe to the objectives contained in Article 3 of this document, subject to the following provisions.
- 4.2 Dues: From time to time the Executive Committee shall establish fees payable to secure membership in LPS. Such fees shall be established for the following membership types, and it shall be the responsibility of the Executive Committee to cause to be published a written schedule of such fees. No fees shall be refundable, prorated, or transferred at any time except as specifically set forth herein.
 - 4.2.1 Annual Family membership: LPS membership secured for an entire, immediate family on an annual, recurring-fee basis. For purposes of this document, “immediate family” shall mean the spouse and children of a given member.
 - 4.2.2 Annual Individual membership: LPS membership secured for an individual on an annual, recurring-fee basis.
 - 4.2.3 Annual Student membership: LPS membership secured for an individual pursuing full-time studies in a recognized school, academy, or institution of higher learning, on an annual, recurring-fee basis.
 - 4.2.4 Lifetime Family membership: LPS membership secured for any entire, immediate family on a one-time fee basis. A lifetime membership is transferable only once to only one child, after head of the household either reaches the age of 60 or passes away. Upon

transfer of a lifetime membership, the parent transferring the lifetime membership is required to become a family or individual member to retain the benefits of membership, unless persistent benefits are established by any prevailing amendments to this constitution or are otherwise established by any future Board of Directors. Reference clause 4.4.

- 4.2.5 Lifetime Individual membership: LPS membership secured for an individual on a one-time fee basis.
- 4.3 Application for Membership: Application for membership shall be made according to procedures adopted from time to time by the Board of Area Representatives.
- 4.4 Lifetime Individual memberships may be transferred on a one-time basis to a member's own son or daughter, at which point the lifetime membership is non-transferable.
- 4.5 All dues paid for lifetime memberships shall be held in an interest-bearing trust account established for the sole purpose of being a repository for lifetime membership dues. The principal contributions to the trust fund shall not be invaded, though the interest generated thereon may be used for the affairs of the Samaj. The Board retains the right to invade the principal contributions to the trust for good cause upon a seventy-five percent (75%) vote of the strength of the regular body; such action must also be approved by seventy-five percent (75%) of the Board of Trustees.
- 4.6 Resignation: Any member may resign from the Samaj by giving written notice to the Executive Committee. Any member resigning from the Samaj shall continue to be responsible for and shall pay all dues and other duly assessed amounts accrued on or before the date of resignation.

5.0 MEETINGS:

- 5.1 Annual Meetings: An annual meeting of members shall be held at such time, date, and place as the Board of Area Representatives may determine for the purpose of electing national officers and for the transaction of any other business that may be brought before the Samaj.
- 5.2 Special Meetings: Special meetings of the members may be called by the President of the Executive Committee or by a majority of the Board of Area Representatives.
- 5.3 Notice: Notice of the date, time, and location of any annual or special meeting shall be sent to each Board and/or Executive Committee member in good standing, respectively, by mail or through the Official Bulletin not less than thirty (30) days prior to such meeting. Following good-faith posting of notice, failure to receive or defects in the delivery of the notice shall not invalidate the meeting or any action taken at the meeting.

- 5.4 **Quorum:** The quorum for a meeting of the Executive Committee or Board of Area Representatives at any regular or special meeting shall be a majority of the strength of the regular bodies, respectively. In the event there is no quorum, the meeting will adjourn for 10 minutes, during which time the members of the respective Executive Committee or Board of Area Representatives present, may hold an emergency meeting and may determine whether to reconvene and construe a quorum as having been achieved. A majority of the votes cast by Area Representatives present or Executive Committee members present at any meeting at which a quorum is present or construed shall be necessary and sufficient for the transaction of any business unless otherwise provided by law or in these bylaws. However, a construed quorum shall be insufficient to amend this Constitution and bylaws.
- 5.5 **Manner of Acting:** The act of the majority of the members present at a meeting shall be the act of the members unless applicable laws or these bylaws require the act of a greater number.
- 5.6 **Minutes:** Minutes of all meetings shall be recorded and maintained by the Secretary and shall be presented at the meeting next following their recording. Minutes of the annual meeting and the election committee report of the election are to be collected and distributed at the next regular meeting of the Board of Area Representatives or Executive Committee.
- 5.7 **Rules of Procedure:** The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the conduct of all LPS meetings in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Samaj may adopt.

6.0 AREA REPRESENTATIVES

- 6.1 **General Powers:** The affairs of the Samaj shall be managed by the Board of Area Representatives ("Board"), who shall have supervision, control, and direction of Samaj business matters. The Board shall determine the policies of the Samaj and any changes therein within the bounds established by law and these bylaws. The Board shall actively pursue its purposes, and it shall have discretion in the disbursement of Samaj funds unless otherwise specified herein. The Board may adopt such rules and regulations for the conduct of the Board's business as it deems advisable and may in the execution of the powers granted, appoint such agents as it may consider necessary.
- 6.2 **Composition of the Board:** The number of Area Representatives of the Samaj shall be proportionate to the number of lifetime and annual members of a particular state as follows.
- 6.2.1 **Area Representatives per lifetime members:** Once a state has achieved at least twenty (20) lifetime members, that state shall be entitled to elect one Area Representative

therefor. Once that state achieves an additional twenty (20) lifetime members, that state shall be entitled to elect one additional Area Representative therefor.

- 6.2.2 Area Representatives per regular members: Notwithstanding lifetime members already represented as set forth hereinafter, there shall be one Area Representative for the first seventy-five (75) members, or fraction thereof, in a given state, with an additional Area Representative for each additional fifty (50) member increment, or fraction thereof. Where a state has fewer than seventy-five (75) members, that state will be allocated one Area Representative as long as the members have a local Samaj and send the name of an elected Area Representative to the LPS office or current President. An Area Representative must be a member of LPS of USA for at least two years prior to becoming an Area Representative. If there is more than one local Samaj in any state, then the number of Area Representatives shall be prorated proportionate to the cumulative membership in LPS for each Samaj by local Samaj leaders; however, the total number of Area Representatives for such state still remains the same as allocated by the above formula (with the exception of additional Area Representatives appointed per the incidence of lifetime memberships as set forth hereinbefore).
- 6.3 Election of the Area Representatives: Area Representatives shall be elected locally in each state by a majority of votes cast by voting members. Prior to the annual meeting, each state will send the name(s) of the elected Area Representative(s) to the then-standing Board. Area Representatives shall be elected once per year for a term of one (1) year.
- 6.4 Election of the Executive Committee: Beginning in July 2009, each year the Area Representatives shall elect the members of the Executive Committee for a term of one (1) year.
- 6.5 Vacancy of Area Representatives: The Executive Committee shall fill any Area Representative positions vacated, due to resignation or otherwise, with the replacement coming from the affected local Samaj.
- 6.6 Meeting of Area Representatives Board: The Board shall strive to meet semiannually at such times and places as it may elect. At all Board meetings for the Area Representatives, the President of the Executive Committee shall act as Chairman. In absence of the President, the first Vice-President shall act as Chairman. In the absence of both, the second Vice-President shall as Chairman.
- 6.7 Notice of meetings of the Board shall be sent to each Area Representative. Following good-faith posting of notice, failure in receipt or delivery of notices shall not invalidate the meeting or any action taken therein.

7.0 EXECUTIVE COMMITTEE

7.1 Composition of the Executive Committee: The Executive Committee consists of the following twenty (23) voting members:

President,	Public Relations Officer (IV) ,
First Vice-President,	Public Relations Officer (V) ,
Second Vice-President ,	Public Relations Officer (VI) ,
Secretary ,	Public Relations Officer (VII),
Joint Secretary ,	Youth Committee Officer,
Treasurer ,	Joint Youth Committee Officer,
Joint Treasurer ,	Information Technology Officer,
Publication Officer,	At-large Member Ex-Officio,
Chief Editor ,	*At-large Member Woman east of
Joint Editor ,	Mississippi ,
Public Relations Officer (I)	*At-large Member Woman west of
Public Relations Officer (II) ,	Mississippi,
Public Relations Officers (III) ,	

* Of the twenty (23) Executive Committee members, two (2) positions are reserved for women, one of whom will reside east of the Mississippi river and one of whom will reside west of the Mississippi river.

No person shall be a member of the Executive Committee who is not also a current, elected Area Representative, with the exception of the At-large members.

7.2 Duties and Authority: The Executive Committee shall possess and may exercise any and all powers of the Area Representatives between meetings of the Board. The Executive Committee will also perform such specific duties and functions as may be assigned it by the Board. At each meeting of the Board, the Executive Committee shall report its actions taken since the previous Board meeting.

7.3 Meetings: The Executive Committee shall meet as often as deemed necessary by the President of the Board, who shall give the members of the Committee at least fifteen (15) days advance notice of such meetings. The required length of advance notice may be waived either by attendance at the meeting or by express consent by a majority of the Executive Committee.

7.4 Attendance at Executive Committee Meetings: It is the duty of each Executive Committee member to attend all Executive Committee meetings, though absences for necessary reasons shall be excused. However, no Executive Committee member shall miss two consecutive meetings nor four cumulative meetings. Two consecutive meeting absences or more than three cumulative absences is cause for removal, subject to review for good cause.

8.0 TRUSTEE BOARD

- 8.1 Composition of the Trustee Board: The Trustee Board consists of five (5) voting members. Its membership shall comprise the five (5) most recent past Executive Committee Presidents. Upon the natural expiration of an Executive Committee President's term, that outgoing President (immediate past president) — *ex officio* — shall become a member and Chairperson of the Trustee Board. At the same time, the Trustee Board membership of the member who has served on the Trustee Board the longest shall expire.
- 8.2 Vacancy of Trustee Board: The Executive Committee shall fill any Trustee Board positions vacated prior to their natural expirations.
- 8.3 Powers and Duties of the Trustee Board: The Trustee Board shall serve as a supervisory body independent of the Executive Committee and Board, charged with the task of managing the corpus of all lifetime membership funds. The Trustee Board shall ensure that the principal sum of lifetime membership funds remains unimpaired, except as otherwise specified herein.
- 8.4 Meetings of the Trustee Board: The Trustee Board shall meet as often as necessary, but at least once per year at the Annual Meeting.

9.0 OFFICERS' DUTIES

- 9.1 President of the Executive Committee: The President of the Executive Committee shall be elected by the Board and, beginning July 2009, shall serve for a period of one (1) year and until his successor shall be elected. The President of the Executive Committee shall preside at all meetings of the Board and of the Executive Committee with the power to vote in each of these meetings. The President shall advise the Board and endeavor to keep its membership fully informed concerning the business and activities of the Samaj, and shall make on behalf of the Executive Committee, annual reports to the members of the Samaj. The President shall be an *ex-officio* officer of all subcommittees with power to vote therein. Notices of meetings of the Board, the Executive Committee, and the membership shall be the responsibility of the President of the Executive Committee, who may delegate said responsibility to any other Executive Committee member.
- 9.2 First Vice-President: The First Vice-President of the Executive Committee shall be elected by the Board and shall serve for a period of one (1) year and until his successor shall be elected. The First Vice-President shall perform the functions of the President in his absence. The First Vice-President is responsible for soliciting general sponsorship for all LPS events and activities. In the absence of the First Vice-President, the duties of First Vice-President shall be delegated to the Second Vice-President. The First Vice-President shall automatically become President of the Samaj at the end of his or her term

unless seventy-five percent (75%) of the Board who are present at the official annual meeting oppose the succession.

- 9.3 **Second Vice-President:** The Second Vice-President of the Executive Committee shall be elected by the Board and shall serve for a period of one (1) year and until his successor shall be elected. The Second Vice-President shall perform the duties as delegated to him, and the functions of the First Vice-President in the absence of the First Vice-President, including the duties of the President in the absence of the First Vice-President.
- 9.4 **Secretary:** The secretary shall be elected by the Board and shall serve for a period of one (1) year and until his successor shall be elected. The Secretary shall be responsible for the maintenance of minutes and records of all meetings of the Executive Committee and the Board of Area Representatives, including discussions and presentations therein. The Secretary shall be responsible for coordinating all official correspondence and administrative work of the Samaj.
- 9.5 **Joint Secretary:** The Joint Secretary shall be elected by the Board and shall serve for a period of one (1) year and until his successor shall be elected. Joint Secretary shall provide administrative support to the Secretary and do his work in the absence of the Secretary.
- 9.6 **Treasurer:** The Treasurer shall be elected by the Board and shall serve for a period of one (1) year and until his successor shall be elected. The Treasurer shall have general supervision of the financial affairs of the Samaj, including all receipts and disbursements of Samaj funds. The Treasurer shall be responsible for periodic reporting of the financial status of the Samaj to the Board. The Treasurer shall maintain up-to-date records and prepare an annual statement of accounts for presentation to the general body at annual meetings or as directed at special meetings.
- 9.7 **Joint Treasurer:** The Joint Treasurer shall be elected by the Board and shall serve for a period of one (1) year and until his successor shall be elected. The Joint Treasurer shall provide administrative support to the Treasurer and do his work in the absence of the Treasurer. The Joint Treasurer shall be responsible for invoicing and collecting charges for all advertisements and sponsorships.
- 9.8 **Publication Officer:** The Publication Officer shall be elected by the Board and shall serve for a period of one (1) year and until his successor shall be elected. The Publication Officer shall be responsible for the publishing of all edited material related to the Samaj and such duties of the Publication Officer as may be specified by the Executive Committee.

- 9.9 Chief Editor: The Chief Editor shall be elected by the Board and shall serve for a period of one (1) year and until his successor shall be elected. The Chief Editor shall be responsible for editing all the material to be published by the Samaj.
- 9.10 Joint Editor: The Joint Editor shall be elected by the Board and shall serve for a period of one (1) year and until his successor shall be elected. The Joint Editor shall provide administrative support to the Chief Editor and perform the work of the Chief Editor in his absence. The Joint Editor shall be responsible for soliciting advertisements for Samaj publication and submitting and keeping all records of such solicitation.
- 9.11 Public Relations Officers (I, II , III, IV, V, VI, VII): The Public Relations Officers shall be elected by the Board and shall serve for a period of one (1) year and until their respective successors shall be elected.
- 9.12 The Public Relations Officers shall constitute a de facto subcommittee and shall evenly distribute responsibility for Public Relations tasks among themselves. It shall be the specific responsibility of each Public Relations Officer to interact with the leaders and influential persons from specific Ghams who have émigrés within the local Samaj(s) for which that Public Relations Officer has responsibility, conferring and employing their best efforts to increase the membership of the Samaj with the aim of enhancing the effectiveness and strength of the Samaj. The de facto subcommittee shall meet as agreed among themselves to discuss their operations and to further develop membership recruiting strategies. They will also make themselves available within their areas to endeavor to solve conflict with peaceful resolutions if, for any reason, misunderstanding or dissatisfaction arises among the membership.
- 9.13 At-large Members: Three (3) At-large Members shall be elected by the Board and shall serve for a period of one (1) year and until the successors of each, respectively, shall be elected. The At-large Members shall participate in the deliberations and actions of the Board. The At-large Members need not be Area Representatives.
- 9.14 Policies and Procedures: From time to time as may be necessary, the Board may establish policies and procedures for the daily operations of the Samaj and for the conduct of Samaj business in general. The policies and procedures shall not be effective unless in written form and duly adopted as established by such procedures as the Board may develop from time to time. In the event of a conflict between the policies and procedures and these bylaws, the controlling document shall be these bylaws.

10.0 MEMBER OBLIGATION

- 10.1 All members of the Samaj shall strive to fulfill the aims and objectives of the Samaj and shall not indulge in any activities detrimental to the honor and prestige of Indian heritage

or the Leuva Patidar community, nor engage it or its funds, property or income toward other than the aims and objectives of the Samaj.

11.0 DISCIPLINARY ACTION AND TERMINATION

- 11.1 Any member indulging in activity in contradiction of Article 10, or responsible for any impropriety or misconduct, shall be subject to disciplinary action, which shall be decided by the Executive Committee and/or Board by vote of a majority of the strength of the respective regular body.
- 11.2 Any Area Representative may be removed for cause by the Board by a two-third (2/3) vote of the Board membership present and voting in a regular or special meeting, for which advance notice to all Area Representatives of not less than twenty-one (21) days shall be given, in accordance with such proceedings as the Board may determine. A representative's absence for two (2) consecutive meetings of the Board, or an Executive Committee member's absence from two (2) consecutive meetings, either in person or via teleconference, without a compelling reason for such absences shall constitute just and proper cause for his removal from the Board or the Executive Committee, respectively. The President shall notify those who remain absent from two (2) consecutive meetings of their failure to perform their duties under these bylaws. Upon removal of an officer, his or her office shall be filled for the remaining term thereof by the Board.
- 11.3 Any Executive Committee member may be removed for cause by the Executive Committee by a two-third (2/3) vote of the Executive Committee or Board membership present and voting in a regular or special meeting, for which advance notice of not less than twenty-one (21) days shall be given, in accordance with such proceedings as the Executive Committee or Board may determine.

12.0 AMENDMENT

- 12.1.1 Any twenty percent (20%) of Area Representatives or ten percent (10%) of the members of the Samaj eligible to vote may at any time introduce, in writing, addressed to the President of the Executive Committee, the proposed amendment or deletion/addition to any existing provision(s) of the bylaws. The President of the Executive Committee shall present such proposed amendment(s) to a committee established to review, analyze, and comment upon the relative desirability of proposed amendment(s). Within ninety (90) days of the referral, the bylaw committee shall provide its analysis in writing to the Executive Committee as to the relative desirability of the proposed amendment. If the Executive Committee accepts a recommendation to amend, or overrules a recommendation not to amend, the proposed amendment shall be presented at the next regular or special meeting of the Board, provided that no fewer than ten (10) day's notice is given to Area Representatives prior to the meeting at which the amendment is proposed. If the Executive Committee declines a recommendation to amend, or if it

accepts a recommendation not to amend, the Board shall be advised at the next regular or special meeting of the Board. In all instances, the Board shall be advised of the recommendation of the amendments committee.

12.2.1 Amendments shall be submitted to a vote of the Board. A two-third (2/3) affirmative vote of a majority of the Board membership shall be required for adoption of an amendment to the bylaws.

12.3 Effective date: Unless specified otherwise, the effective date of an amendment to the bylaws will be thirty (30) days after the resolution of adoption of the amendment of the bylaws.

13.0 DISSOLUTION

Should the Samaj disband, the assets of the Samaj shall be donated to one or more nonprofit organizations having objectives similar to the Samaj. Approval by two-thirds (2/3) of the members present at the general meeting is required for such dissolution, if ever required. Any decision regarding disbanding or changing the structure of the Samaj requires the consent of two-thirds (2/3) of the members present at the general meeting. The then board and/or committee must keep records of the dissolution.

The Executive Committee and the Board of the LPS of U.S.A. adopted the above Constitution and Bylaws of the LPS of U.S.A. on the 7th day of November, 2006. The Executive Committee and the Board of the LPS of U.S.A. amended the above Constitution and Bylaws of the LPS of U.S.A. as version 1.23 on the 10th day of November, 2007.