



BYLAWS

July 16, 2000

**Sikh Society of Minnesota
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Bylaws of Sikh Society of Minnesota

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ARTICLE 1: Name and Purpose

1.1: The name of the organization shall be:

Sikh Society of Minnesota; hereinafter referred as the SSM for the purpose of these bylaws.

1.2: The purpose of SSM shall be to organize and operate exclusively for religious, charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the same act. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

1.3: The aims and objectives of the SSM are:

1. To promote interest in, and disseminate information on Sikhism.
2. To conduct regular Sikh congregations at the Gurudwara.
3. To organize and stimulate programs to maintain and improvement of Gurudwara.
4. To encourage social and cultural gatherings in order to celebrate the Sikh community.

ARTICLE 2: OFFICES

The principal executive office of the organization shall be:

Sikh Society of Minnesota
5831 University Avenue NE
Fridley, Minnesota 55432
Telephone: 763.574.0886

ARTICLE 3: MEMBERSHIP

3.1: Qualifications:

The following are the qualifications for membership. The person shall be:

- (a) a Sikh
- (b) of age 18 years or older
- (c) in agreement with the aims and objectives of the SSM
- (d) paying annual membership dues
- (e) residing for at least 180 (one hundred eighty) days, either in Minnesota or within 250 miles of St. Paul
- (f) with no felony record

3.2 Dues:

The Board of Directors shall determine the annual membership dues, which shall not exceed eleven (11) dollars so that a wider representation of the Sikh community can be achieved. The membership shall be renewed on the first of January of each year. If a member does not renew his/her membership by paying the prescribed membership dues for a period of 30 (thirty) days after receiving a written notice or by the first of July of that year, whichever is later, his/her voting rights shall be terminated.

3.3: Invitation for membership shall be done by any means of communications, including posting of application forms on the Gurudwara bulletin board as approved by the Board. The prospective member shall submit a signed membership application for review of criteria listed under Article 3.1 a through f.

3.4 All members shall have the right to vote and collectively all members comprise the general body of members.

ARTICLE 4: GENERAL BODY OF VOTING MEMBERS

4.1: Annual Meeting of General Body of Voting Members:

There shall be at least one annual meeting of the General Body of voting members, normally in the month of November.

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The President shall call the meeting and set the agenda, which at minimum should include an Executive Report along with the financial statement and any election of new directors. Minutes of the meeting will be kept which will be approved at the next board meeting and will be communicated to the General Body.

4.2: Special Meetings.

Special meetings of the General Body of voting members shall be called by the Board or by the President. If President fails to call the annual meeting of General Body of voting members, a special meeting may be called via a written signed petition of one third (1/3) of General Body voting members submitted to the Secretary. Only the special agenda shall be addressed at the special meeting.

4.3: Notice.

The notice of Annual Meeting shall be given to each voting member by communication means as determined by the board of directors, but not less than thirty (30) days before the meeting. The notice for Special Meeting shall be given at least forty-eight (48) hours before the meeting.

4.4: Quorum.

Fifty one percent of the total voting members registered at least 30 (thirty) days before the meeting is sufficient quorum for conducting the meeting. Three fourth (3/4) majority vote of total voting members is required to pass a no confidence motion against the Board and to amend and/or repeal the ByLaws of SSM. Written absentee vote for specific agenda items shall be permitted but shall not be counted towards quorum.

4.5: Advisory Committee

The General Body of voting members shall elect at least three senior members of the SSM to an Advisory Committee. They shall not serve as directors concurrently. The term of membership to this committee shall be one year. Members can be re-elected upto a maximum consecutive term of five (5) years. The purpose of this committee is to:

- Monitor compliance with Bylaws of SSM by the Board
- Oversee the Board elections process
- Review the applications for membership
- Participate in the annual financial audit of the SSM

This committee shall directly report to the General Body of voting members and at least quarterly to the Board for its advice.

ARTICLE 5: BOARD

5.1: Role of the Board

The SSM shall be managed by and under the direction of the Board, subject to the Bylaws. The Board is responsible for overall policy development, strategic planning for accomplishing the mission of SSM and providing vision to the organization. The Board directs and delegates responsibility to the officers of the Board and its committees for day-to-day operations. The Board shall be responsible to deal with all unusual situations and for interpretation of the Bylaws of the SSM.

5.2: Structure of the Board

The board consists of duly elected eleven (11) directors. The directors are volunteers and receive no compensation.

5.3: Qualifications of Directors:

The Board shall establish written qualifications for new directors. A nominee shall:

- (a) Be a voting member of SSM for at least six (6) months
- (b) Be of age 21 years or older
- (c) Be a legal resident of United States
- (d) Have served the Sikh community in a recognized manner for at least one (1) year.
- (e) Obtain two sponsorships from current voting members of SSM in support of his/her application. A sponsor may support only up to two nominees.
- (f) Complete a written application certifying that he/she has no conflict of interest now and will inform the board of any real or perceived conflict of interest. In case of future conflict the nominee agrees to either withdraw from the voting on related subject matter or resign from Directorship.
- (g) Submit signed application to the Advisory Committee of SSM for verification per Section 5.3 - a through f.

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5.4: Term.

The term of each director shall be three (3) years that expires at the next regular annual meeting of the General Body of voting members but shall be eligible for re-election after two (2) years of absence. During the absence he/she shall not be elected to fill a vacancy. A Director elected for a vacancy on the Board shall have term of three (3) years and shall be eligible for re-election to a vacancy after two (2) years of absence.

5.5: Election:

The Board shall request Advisory Committee and at least one Director to seek sufficient numbers of nominations during the month of October. Any person may encourage and assist the voting member(s) to submit an application on a prescribed form for election of a Director. The nominee shall have at least two voting member sponsors and shall meet the qualifications specified in Section 5.3. When there are more nominations than the available openings on the Board, the election of directors shall be held during the month of November. The new Board shall work with previous Board until January of next fiscal year for transition before taking charge of the organization.

5.6: Resignation of Directors.

A director may resign at any time by giving written notice to the board. The resignation is effective upon acceptance by the Board, unless a later effective date is specified in the notice.

5.7: Removal of Directors.

A director may be removed by a three fourth (3/4) majority of the directors of the board at any time for just cause e.g.; the director is in violation of bylaws of SSM. A written 30 days notice to the General Body and Board of Directors shall be given prior to taking such action.

5.8: Election of Replacement.

When total number of remaining directors is less than 8 due to vacancies on the Board resulting from the death, resignation, removal or disqualification of a director, the vacancy shall be filled by the majority vote of the General Body Members.

5.9: Expenses

1. The reimbursement of expenses shall only be for those expenses incurred in carrying the duties of the Board and running the organization as pre-approved by the Board.
2. Money from account shall be withdrawn only for the established recurring expenses known to the Board for the purpose noted in this ByLaw with the signature of one (1) authorized Director.
3. Withdrawals greater than five hundred dollars (\$500) for any other purpose shall be made only with prior approval and signature of the two Board of directors.
4. Expenses less than five hundred dollars (\$500) shall be reported at the next scheduled Board meeting for approval.

5.10: Board Meetings.

The meetings of the Board of Directors shall be

1. Open to public
2. Held at least once every three months
3. On record with Minutes of the meeting, which shall be approved at the next meeting
4. Held normally after the Sunday congregation and langar at the principal executive office of SSM

5.11: Calling Meeting; Notice.

One third (1/3) of directors or the President may call a Board meeting by giving 14 days notice to all directors of the date, time, and place of the meeting. The notice shall state the purpose of the meeting.

5.12: Absent Directors.

A director may give advance written consent or opposition to the proposal to be acted on at a Board meeting. Written absentee vote for specific agenda items shall be permitted but shall not be counted towards quorum.

5.13: Quorum.

In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the majority required for a quorum.

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5.14: Act of the Board.

The board shall take action by the simple majority of the directors present at a duly held meeting unless specific number of affirmative votes is required for certain actions under these By-Laws.

5.15: Director Conflicts of Interest.

Any transaction between the SSM and its director(s), or between the SSM and another organization in which director(s) have dual representation or financial interest, is not void-able, if:

- a) The person asserting the validity of the transaction sustains the burden of establishing that the transaction is fair and reasonable at the time that it is authorized;
- b) The material facts and the conflict of interest are fully disclosed to the Board, and the Board authorizes transaction by a simple majority while the interested director(s) was not counted in determining the presence of a quorum and didn't vote.

5.16: Board Policies.

The board shall establish and update operating rules and regulations to implement policies uniformly. The rules and regulations shall be displayed on the premises of the principal executive office of the organization.

5.17: Committees

The Board may create committees comprising directors and members as needed. The Board appoints the Lead Person to each committee to act as liaison between the Board and the Committees. The Lead Person has a delegated authority from the Board.

ARTICLE 6: OFFICERS

6.1: Required Officers.

The Board shall have one or more natural persons exercising the functions of President, Vice President, Secretary and Treasurer. The Board of Directors shall elect a President at their first meeting. The President shall seek and carry the motion for appointment of officers for the office of Vice President, Treasurer and Secretary from within the board of directors.

6.2: Term of Officers.

The term of Officers shall be one year. The person may be re-elected during his/her term as a director on the Board.

6.3: Duties of Required Officers.

The board shall designate a backup director or member to perform the required function in his/her absence.

6.3.1: President.

The President shall:

- a) Have general active management of the organization
- b) When present, preside at all meetings of the Board as a Chairperson
- c) See that all orders and resolutions of the Board are carried into effect
- d) Sign and deliver in the name of the organization any deeds, mortgages, bonds, contracts or other instruments pertaining to the organization and law
- e) Maintain records of and certify all proceedings of the Board
- f) Perform other duties prescribed by the Board.

6.3.2: Treasurer.

The Treasurer shall:

- a) Keep accurate and up to date financial records for the organization by establishing and maintaining a complete accounting system
- b) Manage the financial transactions, budget, funds, and expenses of the organization
- c) Maintain a separate record for special donations, which are donated for a particular cause (e.g. Library Fund or Gurudwara Capital Fund)
- d) Count the offerings in the presence of at least one (1) other director
- e) Provide after the close of each fiscal year complete audit of the accounts, books and financial condition of the SSM. Such audit shall be performed in coordination with at least one qualified voting member of the General

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Body and one member of Advisory Committee. A summary of the report shall be made available to General Body of Voting members and the Board.

- f) When requested by the President or the Board, render an account of transactions and the financial condition of the organization within a reasonable time
- g) Provide year-end statement to all donors for their tax returns
- h) Perform other duties prescribed by the Board or by the President.

6.3.3: Secretary.

The Secretary shall:

- a) Call all meetings of the Board at the request of the President
- b) Keep accurate minutes of the proceedings of the Board
- c) Prepare the agenda for the Board meetings and General Body meetings
- d) Distribute agenda and minutes of the last Board meeting one week in advance of the next meeting. The approved minutes shall also be provided to the Advisory Committee members and posted at the Gurudwara bulletin board.
- e) Act as a spokesperson of the society.
- f) Maintain up to date directory of voting members and others who wish to be on the mailing list of SSM

6.3.4: Vice-President.

The Vice-President shall:

- a) Act on behalf of the President in his/her absence through delegated authority
- b) Become President when there is a vacancy in the office of the President.

6.4: Resignation

An officer may resign at any time by giving written notice to the Board. The resignation is effective upon acceptance by the board, unless a later effective date is specified in the notice.

6.5: Removal

An officer may be removed at any time, with cause, by a resolution approved by the three fourth majority votes of the total directors, subject to the provisions of these Bylaws.

6.6: Vacancies

Vacancy in an office because of death, resignation, removal, disqualification or other cause shall be filled for the un-expired portion of the term in a manner determined by the board.

ARTICLE 7: AMENDMENT TO BY-LAWS

7.1: Power to Amend or Repeal Vested in Board.

ByLaws may be amended or repealed by a three fourth (3/4) vote of the total registered General Body voting members. Amendment to the ByLaws must not affect its tax-exempt status.

7.2: Procedure.

A simple majority of directors or of General Body of Voting members may propose a resolution for an action by the General Body of voting members to amend, adopt or repeal the ByLaws. The resolution shall state the proposed amendment to the ByLaws and the proposed amendment shall be submitted to a vote of the General Body of voting members. Article 4 of these ByLaws shall govern notice, Quorum and Voting requirements.

ARTICLE 8: INDEMNIFICATION

8.1: Indemnification:

The organization may purchase and maintain insurance on behalf of a person in that person's official capacity against any liability asserted against and incurred by the person or arising from that capacity, whether or not the organization would have been required to indemnify the person against the liability.

8.2: Determination of Eligibility.

All determinations, whether indemnification of a person is required, shall be made by the majority vote of a total of the Board of Directors. Director(s) who is party to the proceeding shall not be counted for purpose of quorum or majority vote.

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ARTICLE 9: DISPOSITION OF PROPERTY AND OTHER SIGNIFICANT ACTS

The Board and SSM may not:

- Sell, mortgage, lease, or exchange more than twenty-five percent (25%) of its facilities, property rights and privileges with no offsetting exchange of facilities.
- Dissolve the SSM without the authorization obtained by the affirmative vote from three-fourth (3/4) voting members of the General Body.

ARTICLE 10: ADOPTION OF BYLAWS

These ByLaws become enforceable upon adoption by the three fourth (3/4) majority affirmative vote of the General Body of voting members at the lawfully called meeting.

APPENDIX: Definitions

Sikh: Person who believes in all ten Sikh Gurus, basic tenets and teachings of Sri Guru Granth Sahib Ji.

Sangat: Person(s) paying obeisance to the Guru Granth Sahib Ji

Board: The Board of Directors of the Sikh Society of Minnesota

SSM: Sikh Society of Minnesota.

Quorum: Refers to fifty one (51) percent presence of voting members/directors.

Simple Majority: Refers to fifty one (51) percent affirmative vote.

Pangat: Individuals sitting in a line at the time of Langar (community kitchen) service.