

ARTICLE I - NAME & ADDRESS

- 1.1 The name of the organization shall be the “GUJARATI SAMAJ INC.”, hereinafter referred to as the “SAMAJ”, and the organization is permitted to operate under the assumed name “Gujarati Samaj of Minnesota”, subject to complying with any legal requirements.
- 1.2 GUJARAT SAMAJ, INC. is registered with the Minnesota Secretary of State as a Nonprofit Corporation (domestic). The Minnesota Secretary of State maintains the Registered Office and Mailing Address of the SAMAJ.

ARTICLE II - PURPOSE

- 2.1 The SAMAJ shall be a non-profit organization and shall exist and operate exclusively for purposes exempt under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 2.2 Subject to the limitation in Section 2.1, the SAMAJ shall be a charitable and educational non-profit organization for the following purposes:
 - a. To maintain, enhance, understand, and appreciate Gujarati culture and language.
 - b. To preserve Gujarati heritage by celebrating various Gujarati holidays.
 - c. To educate children and youth about Gujarati custom, arts, and dances.
 - d. To encourage friendship and fellowship among members with entertainment and sporting events.
 - e. To participate, coordinate, and/or co-sponsor cultural, educational, charitable and social activities with other organizations.
- 2.3 Limitations. Notwithstanding any other provision of these Bylaws, no Trustee, Executive Committee member, member, or representative of the SAMAJ shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.

ARTICLE III - MEMBERSHIP

- 3.1 Membership in the SAMAJ shall be granted to any person 18 years of age or above who subscribes to the purpose of the SAMAJ and wishes to further its cause.
- 3.2 Individual membership shall be granted to any individual who has attained the age of 18 years and over. Such an individual is entitled to one vote.
- 3.3 Family Membership shall be granted to any family (spouses, unmarried children and parents of spouses all residing at the same address). The family unit will have two (2) votes, one for each spouse, similar to individual membership. This unit shall be considered as a single entity for mailing of notices, newsletters, etc. Different Family Membership dues may be established and collected by categorizing different family structure.

- 3.4 All members shall be entitled to the same rights and privileges. Members who have not paid the SAMAJ dues within the prescribed time limit shall not be entitled to: voting privileges; the right to election; appointment on the Board of Trustees, the Executive Committee, or any other committee chair; or the right of the receipt of the SAMAJ publication or notices.
- 3.5 Duration of all membership is one (1) year, which can be renewed every year by paying dues on time. Each member is obligated to volunteer in at least one SAMAJ Committee.
- 3.6 All rights and privileges of membership in the SAMAJ shall be suspended in the event that a member does not pay any SAMAJ fees, dues, assessments, or other charges after thirty (30) days of their due date. Such membership rights and privileges shall be restored upon full payment thereof.
- 3.7 Membership in the SAMAJ shall terminate upon the death of the member or the receipt of the written termination notice of membership by the member. In the event of such termination, neither the former member nor heirs nor devices shall have any right, title, or interest in the SAMAJ or its assets.
- 3.8 A member may be expelled from the SAMAJ only upon action taken by the Board of Trustees. Such action must be initiated by the Executive Committee by filing of charges and supporting evidence with the Board of Trustees.
- 3.9 By accepting membership in the GUJARATI SAMAJ, each member agrees to waive and release any and all rights and claims for damages against the SAMAJ, its officers, its agents and its members as a result of any SAMAJ-sponsored activities and operations.
- 3.10 The Executive Committee, at its discretion, may determine from time to time the amount of dues for membership classes as are reasonable and necessary to meet the expenses of the SAMAJ. Such dues shall remain effective until changed or altered by the Executive Committee; such changes are subject to approval by the Board of Trustees. The due date of such payments shall be designated by the Executive Committee.
- 3.11 Non-member may participate in SAMAJ activities on an event basis by paying the charges as established by the Executive Committee.

ARTICLE IV - MEETING OF MEMBERS

- 4.1 The annual meeting of the SAMAJ members for the election of the Executive Committee and the Board of Trustees shall be held during the SAMAJ's Diwali gathering or at a special meeting called for the purpose. The venue, time, and location of said meeting shall be decided by the Executive Committee.
- 4.2 Special meetings of the SAMAJ members may be called by the President at his/her discretion, or by the resolution of the Executive Committee, or resolution by the Board of Trustees, or by a written request to the Secretary from 25% or more of the SAMAJ members in good standing.
- 4.3 At least ten (10) days advance written notice of all meetings shall be provided by the Secretary to all members, setting forth the place, date, and hour of the meeting, and in the case of a special meeting, the purpose thereof.
- 4.4 A quorum of 1/4 of the voting members is required at the membership meetings for the transaction of any business.

- 4.5 Robert's Rules of Order, as revised, for parliamentary procedures shall apply in the conduct of all SAMAJ meetings.
- 4.6 The vote of a majority of the members present in person at the annual or special meetings necessary for the adoption of any matter, except as otherwise provided in these Bylaws.

ARTICLE V - BOARD OF TRUSTEES

5.1 The Board of Trustees of the SAMAJ shall consist of no more than five (5) members as follows:

- a. The elected President - current term.
- b. The immediate past President.
- c. Any one of the past presidents excluding immediate past president.
- d. Two (2) persons elected by the members from the general membership at the annual meeting. Each of the elected members shall be a SAMAJ member during the past three (3) years or shall have served on the Executive Committee or another Committee established by the Executive Committee in the past. One (1) of the three (3) elected members (under paragraph c and d above) shall be nominated and elected to serve as the Chairperson of the Board of Trustees.

5.2 The term of the elected Trustee shall be two (2) years. The maximum consecutive term of each Trustee member shall not be more than three years.

5.3 Duties of the Board of Trustees:

- a. To resolve all questions of interpretation of these Bylaws.
- b. To see that the purposes under Article II, and objectives of the SAMAJ, are carried out by the Executive Committee in accordance with these Bylaws.
- c. Shall nominate the Executive Committee and the Board of Trustees for the subsequent year. The Board of Trustees shall solicit and extend invitation to the SAMAJ Members to serve on the Executive Committee and the Board of Trustees. All nominations must be submitted by the candidates to the Board of Trustees and/or Secretary by the last Navaratri function. The Board of Trustees shall nominate at least one candidate for each elective position and submit the names at the annual meeting of the members for the election. In the event, no executive committee is formed; the Board of Trustees will function as an Executive Committee.
- d. To serve as an audit committee.
- e. To perform other management duties as described in these Bylaws or as required under applicable law.
- f. **To ensure that the Executive Committee files all tax returns, certifications, applications, and other documents on behalf of the SAMAJ that are necessary or prudent to keep the SAMAJ in compliance with all laws, regulations and court orders applicable to it and its activities, including the filing of annual tax returns and compliance with any laws regarding its charitable tax status, non-profit corporation status, and tax exemptions, if any. Further, to**

provide guidance and direction to the Executive Committee with regard to the scope of and compliance with these compliance obligations.

- 5.4 Duties of the Chairperson of the Board of Trustees.
- a. To preside over all the Board of Trustees meetings.
 - b. To preside jointly with the outgoing president of the Executive committee at the transition meeting to transfer the affairs from the current Executive committee to the incoming elected committee.

ARTICLE VI - EXECUTIVE COMMITTEE

- 6.1 The Executive Committee of the SAMAJ shall consist of no more than five (5) members as follows:
- a. Elected officers by and from the general membership: President, Vice President, Secretary and Treasurer. These will be the only officers of the SAMAJ.
 - b. One (1) member at large from the general membership.
- 6.2 The term of the elected members of the Executive Committee shall be one (1) year. Each Executive Committee member may serve for a maximum of three (3) consecutive years, when elected. With the exception of the office of President, any number of offices may be held simultaneously by the same Executive Committee member.
- 6.3 All the executive powers of the SAMAJ shall be vested in the Executive Committee. The Executive Committee shall:
- a. Execute all business of the SAMAJ that does not require action by the full membership of the SAMAJ.
 - b. Establish policies of the organization, directives to officers and committee chairs and guidelines for generating revenues.
 - c. Have the power to fill any vacancies that may occur between the elections, for the unexpired portion of the term.
 - d. Guide and coordinate with Youth Committee as described under Article VII and other Committees as described under Article VIII.
 - e. Ensure that all SAMAJ business is done in accordance with these Bylaws, including consistently with the purposes under Article II.
 - f. Communicate with any member via internet electronic media if the member desires or communicates by the internet with the Executive Board.
- 6.4 Duties of the Officers:
- 6.4.1 The President:
- a. Shall be the chief executive officer of the SAMAJ.
 - b. Shall, from time to time, report to the members, to the Trustees, and to the Executive Committee all matters within his/her knowledge which the interests of the SAMAJ may require to be brought to their attention.
 - c. Shall preside over all meetings of the members, and of the Executive Committee.

- d. Shall sign and execute, in the name of the SAMAJ, all contracts or other instruments authorized by the Executive Committee, except in cases where the signing and execution thereof shall be expressly delegated or permitted by the Executive Committee or by these Bylaws to some other officer or agent of the SAMAJ.
- 6.4.2 The Vice President:
- a. Shall exercise the powers and perform all the duties of the President's office in the absence of the President.
 - b. Shall automatically succeed to the office of President if a vacancy occurs in that office before the next election to complete the remaining period.
- 6.4.3 The Secretary:
- a. Shall send notices of meetings to all concerned, by mail, facsimile, internet or in newsletter.
 - b. Shall keep the minutes of meetings.
 - c. Shall maintain books, papers, and records of the SAMAJ as the Executive Committee may direct, which shall be made available to inspection by any member of the Executive Committee.
 - d. Shall furnish a current membership roster to the Trustees prior to the second Navaratri function.
 - e. Shall be in charge of publishing the SAMAJ Newsletter and directory.
 - f. May use the electronic media such as the internet for disseminating information to the members and keeping the members informed on the activities of the SAMAJ.
- 6.4.4 The Treasurer:
- a. Shall receive all funds, including dues, fees, charges, and other assessments and shall deposit such funds in the name of the SAMAJ in banks or other depositories.
 - b. Shall disburse funds only as authorized by the SAMAJ's Executive Committee, shall keep appropriate records of receipts and expenses, and shall exhibit such records at all reasonable times to any member of the Executive Committee.
 - c. Shall send due notices, receive dues, and maintain a membership roster.
 - d. Shall complete, execute, and file any statements or returns incidental to federal or local taxation.
 - e. Shall prepare and present financial statements at the Executive Committee and General Membership Meetings, or as directed by the Executive Committee. At the end of the fiscal year, the Treasurer shall publish the audited annual report in the SAMAJ Newsletter.
 - f. Shall keep inventory of all properties of the SAMAJ.
 - g. Shall facilitate an audit of accounts by the audit committee, as prescribed in Article IX.
- 6.4.5 Member at Large: Shall assist in carrying out the functions of the

Executive Committee, auditing membership and other Committees established by the Executive Committee.

6.5. Executive Committee Meetings:

6.5.1 A periodic meeting of the Executive Committee shall be called by the President at least three (3) times per year for the transaction of the general business of the SAMAJ.

6.5.2 The President shall convene a special meeting of the Executive Committee within ten (10) days of the receipt of a written request signed by at least one third of the membership of the Executive Committee.

6.5.3 The Secretary shall send notice of any meeting by letter, facsimile, E-mail or by telephone, at least five (5) days in advance for a meeting at a specific site.

6.5.4 The quorum for a meeting of the Executive Committee shall be constituted by the attendance of at least three (3) of the members in person, and the vote of a majority of the members present shall be necessary for the adoption of any matter, except as otherwise provided in these Bylaws. Normally the President shall not cast his/her vote, except to break the tie of the votes on any proposal brought to vote at the Executive Committee meetings.

ARTICLE VII - YOUTH COMMITTEE

7.1 The Youth Committee shall represent the youths of the SAMAJ. The Youth Committee shall conduct youth activities consistent with the purposes under Article II and SAMAJ objectives, provide support in various SAMAJ activities, and interface with other youth organizations, all with the approval of the Executive Committee.

7.2 The Youth Committee shall consist of a maximum of nine (9) elected members by and from the SAMAJ Youth Members. Any unmarried youth between the ages of 13 and 18 years and qualified by GUJARATI SAMAJ individual or family membership is considered to be a Youth Member and is eligible to vote to elect Youth Committee members. The age requirement shall be satisfied on the first day of the calendar year during which the elected Youth Committee will take office.

7.3 The Youth Committee elected members: Chair, Vice Chair, and a maximum of seven (7) members carry out Youth Committee functions related to Education, Entertainment, Sport and any other activities as directed by the Youth Committee Chair. One of the Executive Committee Member of the GUJARATI SAMAJ will serve as an advisor to the Youth Committee.

7.4 Youth Committee Members shall elect from among themselves a person to represent Youth Committee on GUJARATI SAMAJ Executive Committee.

7.5 Youth Committee Member Duties: Refer to Article VI for duties of the Officers and adjust to the Youth Committee objectives and functions, with the advice from the SAMAJ Executive Committee.

7.6 Nominations for the Youth Committee member election shall be submitted on

or before the second Navaratri Garba program to the Youth Committee. The Youth Committee shall elect at least on (1) candidate for each position for which nominations are not received and announce the New Youth Committee at the annual meeting of the SAMAJ.

- 7.7 The Youth Committee Members shall be elected every year, similar to the election process described above, in the absence of any other procedure developed by the Youth Committee.
- 7.8 Only one (1) person from a member family shall be elected to the Youth Committee.

ARTICLE VIII - COMMITTEES

- 8.1 The Executive Committee may establish as many committees as deemed necessary to carry out the SAMAJ activities. The Executive Committee may alter, revamp or discontinue any committee, except for the Youth Committee, and Audit Committee, referred to in Articles VIII and IX respectively.
- 8.2 The standing committees may be one or more of the following on a need basis as determined by the Executive Committee:
- a. Cultural (language, history, arts, etc.)
 - b. Spring Festival
 - c. Summer picnic
 - d. Navaratri Celebration
 - e. Diwali Celebration
 - f. Christmas Dance
 - g. Sports
 - h. Membership/Directory
 - i. Web Operation
- 8.3 Each committee member shall be a member in good standing of the SAMAJ.
- 8.4 Each committee chairperson shall report and coordinate their committee activities with the President and Executive Committee as directed by the President. Each committee chairperson shall carry out his/her committee duties/activities as per established and approved goals, shall keep records of the committee activities, and shall turn over the documents to the succeeding chairperson or to the Secretary. The chair person shall seek the committee members from the SAMAJ showing interest and willingness to serve on the committee.
- 8.5 In the event the position of the Committee Chairperson becomes vacant, the President, in consultation with the Executive Committee, shall appoint another member to such position.
- 8.6 Each Committee Chair shall prepare budget for each event/activities and submit to the Executive Committee for approval at the beginning of the year and continue to update periodically if any major changes.
- 8.7 Spring, Navaratri, Diwali, Christmas Committees: shall arrange programs and activities during the SAMAJ functions. Each Committee shall coordinate and encourage the learning of dance, music, drama and other cultural activities by the SAMAJ children, youth and members. The Committee shall encourage

- cultural participation and interface with other community organizations.
- 8.8 Membership/Directory Committee: The Committee shall publish annual directory, distribution to the members and conduct new member- ship drive.
 - 8.9 Sports Committee: The Sports Committee chair person and members shall periodically arrange for indoor and outdoor sports activities and events for the SAMAJ.
 - 8.10 Cultural Committees: The Committee shall facilitate and encourage learning of the Gujarati language, history, and arts through workshops, meetings, newsletters, magazines, etc.
 - 8.11 Web Operation Committee: The SAMAJ shall maintain a permanent web address on the internet for the communication and information dissemination at: <http://www.mngujaratisamaj.org>. Current Bylaws of the SAMAJ shall be maintained on the website. The chairperson of the Board of the Trustees shall appoint the webmaster who will be responsible to maintain and manage the web site of the SAMAJ, and electronic communication with to the members of the SAMAJ. Material contents to published on the web shall have approval of the Chairperson of the Board of Trustees or Chairperson of the Executive Committee.

ARTICLE IX - FINANCE

- 9.1 The fiscal year of the SAMAJ shall be the calendar year ending on December 31. The membership year and dues shall start from the Diwali function each year.
- 9.2 The SAMAJ shall have no Capital stock, either authorized or issued.
- 9.3 The SAMAJ shall have the right to enter into contracts, including leases, to receive, hold, use, disburse and dispose of all money and property of every name/nature donated, bequeathed, devised, conveyed or transferred to it, and to do and perform any/all acts necessary or incidental in order to carry out its purpose as described in Article II.
- 9.4 All members of the Executive Committee, Board of Trustees and Committees are honorary, serving on a voluntary basis without any salaries or other compensation.
- 9.4 The board may adopt policies providing for reasonable reimbursement of members of the Executive Committee, Board of Trustees and Committees for reasonable, out-of-pocket expenses incurred in conjunction with carrying out their responsibilities on behalf of the SAMAJ.
- 9.5 The Board of Trustees shall adopt and keep in place a Conflict of Interest Policy consistent with best practices for organizations with similar organizations qualifying under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and shall require each Trustee and officer to annually report any conflicts of interest to the Board of Trustees.
- 9.5 Members, Trustees, Executive Committee members, and Officers of the SAMAJ shall not be personally liable to any extent whatsoever for the obligations of the SAMAJ.
- 9.6 The Executive Committee may raise additional funds from members as well as

- other sources they consider appropriate to meet the objectives of the SAMAJ.
- 9.7 The Executive Committee or its officers shall not at any time authorize an expenditure that exceeds the available net assets of the SAMAJ.
- 9.7.1. The maximum total expenses during any fiscal year shall not exceed 120% of the total collected revenue during that fiscal year. The total collected revenue includes the fiscal year membership dues and other revenues collected during the fiscal year from the SAMAJ sponsored events.
- 9.7.2. Any expenses that exceed 120% of the total collected revenues shall require prior approval of the Trustee Board.
- 9.8 Donations received for a specific purpose, including any income from the investment of the funds received, shall be used for the same specific purpose.
- 9.9 The SAMAJ funds shall be maintained in two types of accounts: Working Capital Account and Long-Term Capital Account. The Working Capital account shall be managed and maintained by the Executive Committee and shall have a maximum of 120% of the total collected revenue at the beginning of the year. The excess funds once the Working Capital account has been fully funded shall be maintained in Long-Term Capital Account. Any withdrawals from the Long-Term Capital Account shall require approval by the majority of the Board and Trustees and the Executive Committee. The signature of both the Executive Committee President and Chairperson of the Board of Trustees shall be required for all withdrawals from this account.
- 9.10 Any endowment fund received by the SAMAJ shall remain inviolate and in perpetuity until the dissolution of the SAMAJ. The income from the investment of such fund may be used for the activities of the SAMAJ. Furthermore, if the fund has been endowed for a specific purpose, its income shall be used only for that specific purpose.
- 9.11 No funds of the SAMAJ shall be disbursed nor liability incurred on behalf of the SAMAJ by any member, committee, officer, or trustee unless and until such disbursement or liability has been previously authorized by the Executive Committee.
- 9.12 Any bank account or legal document shall have a minimum of two (2) names of the current officers of the SAMAJ.
- 9.13 Disbursement from various funds shall be made by a check signed by the Treasurer, or any other authorized officer of the SAMAJ as approved by the Executive Committee.
- 9.14 At the beginning of each fiscal year, the Treasurer shall submit an annual budget with an estimated income and expense amount to the Executive Committee for its approval, based on input received from each Committee.
- 9.15 Audit Committee:
- 9.15.1 The Audit Committee shall consist of two (2) Trustees who are elected Trustee members of the SAMAJ and one (1) past president trustee. The committee shall meet in sufficient time to audit the annual report of the Treasurer. The following shall be examined:
- a. Cash book, ledger, and other book of account.
 - b. Checkbook and bank statements.

- c. Receipted bills for all expenditures and authorization for the same.
 - d. All inventory of the SAMAJ property.
- 9.15.2 The Audit Committee report shall be published in the SAMAJ newsletter.
- 9.16 Dues and Charges:
 - 9.16.1 The Executive Committee with the approval of the Board of Trustees shall establish annual membership dues for single and family membership classes as described under Article 3.10.
 - 9.16.2 The Executive Committee with the approval of the Board of Trustees shall determine any charges or dues for any other events as required.
 - 9.16.3 Students at the SAMAJ regular events may be admitted at 75% of the charges applicable to non-member admission charges unless otherwise revised by the Executive Committee and Board of Trustees.
 - 9.16.4 Students at the SAMAJ regular events may be admitted at 75% of the charges applicable to non-member admission charges unless otherwise revised by the Executive Committee and Board of Trustees
 - 9.16.5 The annual membership dues may not be increased if the amount of funds available at the beginning of the current fiscal year is in excess of 200% (Two hundred percent) of the annual collected revenues from membership.
- 9.17 The Executive Committee with the approval of the Trustee Board may participate in and support activities including fund raising drive in response to the emergencies/calamities. However the executive committee is not permitted to make any direct financial contribution/ distribution to any organization without specific approval from the SAMAJ Trustee Board. All funds shall be distributed in accordance with current IRS Regulations.
- 9.18 The Executive Committee, with the approval of the Board of Trustees, may host, sponsor or co-sponsor religious events consistent with the purposes permitted under Article II. Hosting of Holi, Navaratri and Diwali events do not require the approval of the Board of Trustees.

ARTICLE X - AMENDMENTS

- 10.1 General:

The By-Laws may only be amended by the Board of Trustees, in accordance with the provisions set forth in this section.
- 10.2 Who Can Propose Amendments:

Any member may propose amendments to these By-Laws no less than sixty seven (67) days prior to the Annual Meeting.
- 10.3 Board of Trustees Approval:

Any proposed amendment must be approved by a majority of the Board of Trustees prior to approval from the Executive Committee. If the proposed amendment is approved by the Board of Trustees, the Board of Trustees must provide a draft of the proposed amendment to the Executive Committee. If the proposed amendment is not approved by the Board of Trustees, the Board of Trustees must provide notice to the General Body (with a reason of

- disapproval), within thirty (30) days after receiving the proposed amendment.
- 10.4 Executive Committee Approval:
Any proposed amendment approved and drafted by the Board of Trustees must be approved by a majority of the Executive Committee prior to a vote for adoption by the General Body. If the proposed amendment is not approved by the Executive Committee, the Executive Committee must provide notice to the General Body (with a reason of disapproval), within thirty (30) days after receiving the proposed amendment.
- 10.5 Adoption Requirement:
All amendments approved by the Executive Committee, as provided in Section 10, Clause 4, shall be voted for adoption by the General Body at the Annual Meeting. Any proposed amendment must be given notice to the General Body no less than seven (7) days prior to the Annual Meeting. Each proposed amendment shall require a majority of the members present and voting, provided that a quorum is met. No vote can be cast by proxy.

ARTICLE XI - TAX EXEMPTION

- 11.1 The SAMAJ is organized exclusively for the purposes described in Article II.
- 11.2 No substantial part of the activities of the SAMAJ shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the SAMAJ shall not participate in nor intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office.
- 11.3 Notwithstanding any other provision of these Bylaws, the SAMAJ shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from the federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or (b) by an organization, the contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 11.4 The SAMAJ is not organized and shall not be operated for the private gain of any person. The property of the SAMAJ is irrevocably dedicated to its purposes permitted under Article II. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The SAMAJ may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

ARTICLE XII- DISSOLUTION

- 12.1 The notice to consider voluntary dissolution of the SAMAJ shall be submitted to all voting eligible members of the SAMAJ at least six weeks in advance of the date of a meeting of the membership called for the purpose, or the date of the closing of a letter ballot, after a majority resolution of dissolution is approved at the joint meeting of the Executive Committee and the Board of Trustees.
- 12.2 Voluntary dissolution shall require a 3/4-majority vote of the voting eligible members.

12.3 Upon dissolution of the SAMAJ, whether voluntary or involuntary, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the SAMAJ, dispose of all the assets of the SAMAJ to one (1) or more qualifying organizations organized and operated exclusively for charitable or educational purposes, as shall at the time qualify as an exempt under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code), and which have a charitable purpose, at least generally, that includes a purpose similar to the dissolving SAMAJ as the Board of Trustees shall determine by majority. If the Board of Trustees cannot agree on the organization(s) to receive the assets of the SAMAJ, then the recipient organization(s) shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the SAMAJ by one (1) or more of the Board of Trustees, which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable, first to organizations located within the State of Minnesota. If the court finds that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Minnesota to be added to the general fund.

Revision History (this is not a part of the Bylaws)

- The original Bylaws, approved by the Bylaws Committee that was selected by the Membership at the 1976-77 annual meeting, were approved at the 1977-78 annual meeting of the SAMAJ members.
- The original Bylaws were superseded by the first revision of the Bylaws when that revision was approved by the 1988 Executive Committee and the Board of Trustees and approved by the Membership at its 1988 annual meeting.
- The current Bylaws were superseded the previous [1988] revision of the Bylaws, and became effective when approved by the 1995 Executive Committee and the Board of Trustees and approved by the Membership at its 1995 annual meeting.
- The new By-laws will supersede the previous (1995) revision of the By-laws and become effective when approved by the 2000 Executive Committee and the Board of Trustees and approved by the membership as its 2000 annual meeting.
- The new By-laws supersede the previous (2000) revision of the By-laws and became effective November 20, 2005 on receiving approval from the 2005 Executive Committee and the Board of Trustees and approved by the membership at its 2005 meeting.
- The new By-laws supersedes the previous (2005) revision of the By-laws and became effective November 11, 2006 on receiving approval from the 2006 Executive Committee and the Board of Trustees and approved by the membership

at its 2006 annual meeting.

- The new By-laws supersedes the previous (2011) revision of the By-laws and became effective November 5, 2011 on receiving approval from the 2011 Executive Committee and the Board of Trustees and approved by the membership at its 2011 annual meeting.
- The new By-laws supersedes the previous (2013) revision of the By-laws and became effective November 16, 2013 on receiving approval from the 2013 Executive Committee and the Board of Trustees and approval by the membership at its 2013 annual meeting. Section 1.2, 10.2, 10.3, 10.4, 11.1, 11.3 were amended and Section 9.18 was added.
- The new By-laws supersedes the previous (2014) revision of the By-laws and became effective November 15, 2014 on receiving approval from the 2014 Executive Committee and the Board of Trustees and approval by the membership at its 2014 annual meeting. Section 3.3 was amended and Section 5.3.f was added.