

March 20, 2021

VIA ELECTRONIC MAIL

Mr. Ranjit Rajwani
Auditor, Sindhi Association of Southern California (SASC)
14117 Clarkdale Avenue
Norwalk, California 90650

Subject: *New SASC Constitution dated March 8, 2020*

Dear Mr. Rajwani:

On March 8, 2020 (the "Amended Date"), a special General Body meeting was held at the Sindhu Center in order to vote on a proposed amended Constitution. By a majority vote of those present, the proposals were adopted.

You requested that my office be appointed for the purpose of amending the SASC Constitution in order to reflect the newly adopted proposals. Therefore, please find enclosed the final copy of the amended SASC Constitution as of the Amended Date. Please note that the new Constitution references three appendices:

- Appendix A (a list of Life Members – those who have donated 10 times the annual membership fee);
- Appendix B (a list of Contributing Members – those who have donated a prescribed amount from time to time to assist in temple development, currently \$1,100); and
- Appendix C (a list of Permanent Members – those who have donated a prescribed amount from time to time, currently \$15,000).

These three appendices, along with the Constitution and Bylaws, comprise the entire amended SASC Constitution and should immediately replace any and all previous versions. ***I highly advise that the SASC Committee immediately appoint someone to officially maintain these three appendices and update them regularly.***

Please also note that pursuant to California *Corporations Code* §5160, SASC is required to keep at its principal office a copy of this updated Constitution and Bylaws, which shall be made available to all SASC members who request to see it.

If I can be of any further assistance, please do not hesitate to call upon me.

Very truly yours,



BRIDGE LAW, LLP
Lalit Kundani, Esq.

**CONSTITUTION AND BYLAWS
OF
SINDHI ASSOCIATION OF SOUTHERN CALIFORNIA**

PREFACE

The Constitution and its Bylaws were formed as per certificate No. 1297182, issued, endorsed, and filed in the Office of the Secretary of State of California on January 27, 1986. They were originally amended and approved by the General Body on January 30, 2004, and are now amended and replaced by this present Constitution and Bylaws, effective March 8, 2020, and are in force from the date of approval by the General Body. The name of the Association shall be “Sindhi Association of Southern California” (hereinafter called “SASC” or “Association”). The property acquired in December 1996, by SASC and its donors at 14117 Clarkdale Ave., Norwalk, California 90650, will be called “Sindhu Religious and Cultural Center” (hereinafter called “Sindhu Center”). The Constitution and its Bylaws are intended to regulate the activities of the Association and the Sindhu Center. The specific Purpose of the Association and the Sindhu Center, duties and responsibilities of its members and office holders, are defined hereunder.

CONSTITUTION

**ARTICLE I
NAME**

1. The name of the Association shall be “Sindhi Association of Southern California” (hereinafter, “SASC” or “Association”).
2. The name of the property located at 14117 Clarkdale Ave., Norwalk, California 90650, shall be “Sindhu Religious and Cultural Center” (hereinafter, “Sindhu Center”).

**ARTICLE II
PURPOSE**

1. The purpose of this document is to establish the procedures for the smooth functioning of the Association and the Sindhu Center and establish the guidelines for its members and office bearers.
2. To support the preservation and growth of Hindu Sindhi civilization and Culture.
3. For the purpose of this document a “Sindhi” will be considered to be a person who is a Sindhi Hindu, whose ancestors had roots in Sindh.

**ARTICLE III
OBJECTIVES**

1. To promote, preserve and protect Hindu religion and culture among Sindhis living in Southern California.
2. To create a sense of brotherhood, cooperation and cohesion among Sindhis living in Southern California.
3. To promote contacts with Sindhis living in other parts of the world.

4. To inform, educate and create awareness among Sindhis about our way of life, culture, civilization, values, philosophy, language, literature, history, heritage, rights, interests, and to work to preserve and promote a constructive evolution of the same.

ARTICLE IV

METHODS OF ACCOMPLISHING OBJECTIVES

1. Preserve Sindhi heritage and language by promoting religious and cultural activities.
2. Organize Cheti Chand, Diwali and Holi functions, picnics and other religious and social gatherings.
3. No meat or alcohol shall be served, and no gambling shall occur, at any events held at the Sindhu Center.
4. No footwear, other than for required medical reasons, shall be worn within the Temple area of the Sindhu Center.

ARTICLE V

AMENDMENT TO THE CONSTITUTION

The following steps are required to amend the Constitution or Bylaws:

1. Change or amendment to the Constitution or Bylaws may be proposed in one of two ways, either by (a) three-fourths majority of the SASC Executive Committee, or (b) any Member, as defined in the Bylaws, of the SASC General Body, whose amendment/change is supported by at least 50 other SASC Members and their signatures, and which is duly provided in writing, along with the required signatures, to any SASC Executive Committee member at least 90 calendar days before the General Body meeting.
2. The President, or appointed SASC Executive Committee member, shall then send the proposed amendment(s)/change(s), along with the notice of General Body meeting, to all SASC members at least 60 calendar days prior to the General Body meeting.
3. At the General Body meeting, after the quorum has been established, a two-thirds majority of the Members present is required to pass the amendment(s)/change(s)."

ARTICLE VI

MISCELLANEOUS

1. For all purposes, decisions of the SASC General Body shall be binding on SASC Members, the SASC Executive Committee, and any subsequent bodies under it.

BYLAWS

ARTICLE I **MEMBERSHIP**

1. Any Sindhi living in Southern California may apply for membership by filling out the prescribed application form. The duly filled-in application form, along with a check for annual or life membership dues, along with a one-time application fee, must be submitted to the Executive Committee (EC) for its approval.
2. A single member with voting rights (hereinafter called a “Member”) is defined as a Sindhi adult (age 18 or over) or family consisting of head of household, as well as his/her spouse (wherein one of the spouses has to be a Sindhi as defined herein), as well as any other individuals residing in the household, who are not otherwise Members, whose application is approved (or who is an existing Member) and who has timely paid his/her membership dues and application fee. In case of a conflict, the SASC Executive Committee may make the exceptions on a case-by-case basis. A Member may delegate the authority to vote in writing to any adult member of the family. Only one vote per household is allowed.
3. In order to be eligible to vote at the General Body meeting, a prospective member must submit an application, and pay an application fee and membership dues, at least 30 calendar days prior to the date of the meeting. Any existing Member who has not paid his/her membership dues must also pay his/her membership dues at least 30 calendar days prior to the date of the meeting in order to be eligible to vote.
4. A Member who makes a single donation of at least a minimum of ten times the annual membership dues, and whose application for membership is/was approved along with the one-time application fee, or anyone listed in Appendix A, becomes a Life Member of SASC (hereinafter, “Life Member”). After death, Life Membership will pass on only to the surviving spouse, if there is one, but to no one else. After the death of the surviving spouse, this position will be eliminated.
5. A Member who makes a single donation of at least a minimum of \$1,100 (or in an amount greater as determined from time to time), and whose application for membership is approved along with a one-time application fee, or anyone listed in Appendix B who prior to January 18, 2015, was regarded as a Contributing Member, becomes a Contributing Member of SASC (hereinafter, “Contributing Member”). After death, Contributing Membership will pass on only to the surviving spouse, if there is one, but to no one else. After the death of the surviving spouse, this position will be eliminated.
6. A Member who makes a single donation of at least a minimum of \$15,000 (or in an amount greater as determined from time to time), and whose application for membership is approved along with a one-time application fee, or anyone listed in Appendix C who prior to January 18, 2015, was regarded as a Permanent Member, becomes a Permanent Member of SASC Executive Committee (hereinafter, “Permanent Member”). After death, Permanent Membership will pass on only to the surviving spouse, if there is one, and provided the spouse is of Hindu faith, but to no one else. After the death of the surviving spouse, this position will be eliminated.
7. All Permanent Members and Contributing Members are considered Life Members, for purposes of annual dues, and each Life Member, Contributing Member or Permanent

Member shall also be considered a Member of SASC with all applicable voting rights and election privileges.

ARTICLE II

ANNUAL MEMBERSHIP AND DUES

1. Annual, non-refundable dues for the following year are due and payable in advance by the current year Diwali Day, which shall be on a date determined by the SASC Executive Committee (“Diwali Day”) and with appropriate notice provided to all Members.
2. Dues are good for a period of one year from current year Diwali Day to the following year Diwali Day. New members joining between July 1 and Diwali Day and who have duly paid their one-time application fee and annual membership dues will be considered as paid members for the remaining period up to Diwali Day of that year and up to Diwali Day for the subsequent year.
3. The annual dues if not paid by the due date are delinquent the day after the due date. If the delinquent dues are not paid at least thirty calendar days prior to the following year Annual General Body Meeting (AGM), the membership will be revoked and the subject member will have to re-apply for membership through regular application and approval process. In order to vote in the AGM, the delinquent annual dues must be paid by the subject member at least thirty calendar days before the AGM convenes.

ARTICLE III

GENERAL BODY

1. All Members in good standing with their membership dues fully paid, as defined herein, shall constitute the General Body and shall have voting rights. They alone can vote in the General Body meetings in passing of any elections, resolutions, or decisions for SASC.
2. The General Body shall meet at least once every year to set guidelines, approve actions of the Executive Committee or for any purpose deemed fit and proper.
3. Written notice for General Body meetings shall be sent to Members of the General Body at least sixty calendar days in advance, and the meeting agenda, as well as any other applicable documents, must be sent to Members of the General Body at least fifteen calendar days before the General Body meeting. In case of emergency, the President may convene a Special General Body meeting by providing written notice to Members of the General Body at least seven calendar days in advance, with the meeting agenda sent to all Members of the General Body no later than 48 hours before the General Body Meeting. For purposes of this paragraph, written notice includes electronic mail.
4. Quorum for a General Body meeting shall be fifteen percent of total voting membership. In the event there is no such quorum, then the meeting should be postponed for fifteen minutes. After fifteen minutes have elapsed, the meeting should be reconvened. If one-third of the Executive Committee members are present, along with at least ten percent of total voting membership, the General Body meeting shall then proceed. This paragraph does not take into consideration absentee ballots or e-mail ballots.
5. The decisions/resolutions of the General Body shall be passed by a simple majority of the voting Members, unless otherwise stated herein.

ARTICLE IV
VOTING FOR GENERAL BODY MEETINGS

1. Voting by E-Mail is permitted, subject to procedures established by SASC Executive Committee.
2. SASC Executive Committee may temporarily suspend voting by E-Mail any time if it has reason to believe that it is being misused by someone or a system malfunction exists. The General Body shall immediately be informed of such findings. At this time the assigned election officer along with approval from SASC Executive Committee may declare the previous elections/resolutions passed by General Body as null and void and call for fresh elections/voting for resolutions. The Executive Committee may re-instate this method of voting after correcting the procedures to ensure honest and proper voting.
3. There will be one vote per family either by E-Mail, or in-person, or absentee ballot.
4. Any new issues raised on the floor of the General Body meeting, not otherwise placed on the original agenda, may only be passed by a three-quarters vote of the voting Members present, otherwise the vote will fail and should be placed on the agenda and put for voting at the next General Body meeting.
5. Vote in-person supersedes vote by e-mail. The member in question must inform the election officer of his/her presence before voting in person.
6. Absentee Ballot: Members may be permitted to vote in absentia. When applicable, a Member must request for an absentee ballot at least 15 calendar days before the General Body meeting, and the absentee ballot must be received by the Executive Committee or the election officer at least 7 calendar days before the General Body meeting, along with a copy of valid photo identification of the Member. A vote in person will supersede a vote by absentee ballot. The Executive Committee shall establish procedures for Absentee Ballot and provide written notice at least 30 days before the General Body meeting. Written notice here includes e-mail.

ARTICLE V
EXECUTIVE COMMITTEE

1. The Executive Committee consisting of twelve elected members, plus Permanent Members listed in Appendix C, shall administer affairs of the Association. The Members at the General Body elections shall elect the twelve members of the Executive Committee.
2. At least two of the twelve elected seats in the Executive Committee shall be comprised of Contributing Members, as listed in Appendix B. In the event that such seats cannot be filled by Contributing Members, then those seats may be filled by other Members of the General Body.
3. The Executive Committee shall consist of President, Vice-President, General Secretary, Treasurer, Joint Treasurer, Administrator, Religious Coordinator, and any other positions as determined by the Executive Committee from time to time, which may also determine the functions, length, and duties of any additional positions consistent with this Constitution and Bylaws. The Executive Committee may, from time to time, appoint at its discretion an external, non-voting Advisory Board composed of a General Counsel, Auditor, and an Honorary Advisor selected from among the General Body, to consult

with on matters that pertain to the Association. These Advisory Board members may attend the Executive Committee meetings and have input, but may neither cast a vote nor in any way are they to be otherwise regarded as Executive Committee members or directors.

4. The Executive Committee Members are elected for a three-year term and may be re-elected for additional three-year terms. The term of the member, who has resigned or is removed, shall be counted as one full three-year term. This Paragraph does not apply to any Permanent Members.
5. Any vacancy caused by resignation, removal, or death of any member of the Executive Committee shall be filled by the Executive Committee from an eligible Member from the General Body by a single majority vote until the next General Body elections at which time this position will become vacant to be filled by election. If eligible, the Member can stand for election of that vacancy consistent with this Constitution and Bylaws.
6. The meetings of the Executive Committee shall be held in person, at an agreeable time and place at least once every month, with a written agenda circulated to all Committee members at least two weeks prior to the meeting. A quorum of the simple majority of elected Committee members is required before voting of any kind. A simple majority vote is required to pass a measure, unless explicitly stated otherwise in these Bylaws.
7. Any member of the Executive Committee, other than Permanent Members, who fails to attend at least three meetings in an election year, or for good and just cause, may be removed from the Executive Committee by a two-thirds majority of the members present, assuming a quorum. Prior to the removal proceedings, all members of the Executive Committee, including the removed member, shall be given a thirty-day written notice of the scheduled meeting and removal proceeding.
8. Only one member of the household, who is a Member and a Hindu, may participate in the Executive Committee.

ARTICLE VI

FORMATION OF SASC EXECUTIVE COMMITTEE

1. Each year before March 31st, the General Body shall elect members of the SASC Executive Committee.
2. The SASC Executive Committee shall be responsible to conduct elections every year for SASC.
3. All candidates must agree to accept the candidacy, and if elected, perform duties as per the Constitution and Bylaws.
4. The new Executive Committee shall resume work after its first meeting, which must be convened within 30 days after the elections.
5. Each of the positions of the new Executive Committee shall be filled by single majority vote by the members of the new respective Executive Committee, for a term of one year only.

ARTICLE VII

FUNCTIONS AND DUTIES OF EXECUTIVE COMMITTEE MEMBERS

PRESIDENT

1. The President is the Chief Executive Officer of the Association and the Sindhu Center and shall preside at all meetings of the Executive Committee and the General Body. The President shall present an annual report at the General Body meeting.
2. The President will have a regular vote plus one additional casting vote in case of a tie.
3. In case of resignation, removal or death of the President, the Executive Committee shall elect a new President from existing members of the Executive Committee.

VICE-PRESIDENT

1. The Vice-President assumes duties of the President in the President's absence.

GENERAL SECRETARY

1. The General Secretary shall conduct all correspondence of the Association and be the focal point of correspondence with members of the Association.
2. The General Secretary shall be responsible for day to day business of the Association in general and the Executive Committee in particular, for legal matters, for implementation and carrying out the instructions of the President, the Executive Committee and the General Body.
3. The General Secretary shall provide minutes of the previous meeting and agenda for the next meeting to all Executive Committee members.
4. The General Secretary shall maintain all records of the Association.

TREASURER

1. The Treasurer, along with the Joint Treasurer, is the custodian of funds of the Association and Sindhu Center, and is responsible for maintenance of the account as determined by the Constitution, Bylaws, and any resolutions passed by the General Body.
2. The Treasurer will handle primarily the accounts of the Association, its activities and operations, while working in conjunction with the Joint Treasurer, who will handle primarily the accounts of the Sindhu Center, its activities and its operations. Both the Treasurer and Joint Treasurer will work together equally to maintain a smooth accounting of the overall accounts, while communicating with the rest of the Executive Committee and Auditor.
3. Within 30 days after the end of each quarter, the Treasurer, along with the Joint Treasurer, shall present all the original documents and financial reports related to SASC and the Sindhu Center to the Auditor. The Treasurer, along with the Joint Treasurer, shall also present a single audited financial report at the Annual General Body meeting."
4. The Treasurer shall issue receipts for any cash he/she receives.
5. For the year-end closing, the Treasurer must provide all the required documents to the Auditor no later than January 31 before the annual General Body meeting.

JOINT TREASURER

1. The Joint Treasurer, along with the Treasurer, is the custodian of funds of the Association and Sindhu Center, and is responsible for maintenance of the account as determined by the Constitution, Bylaws, and any resolutions passed by the General Body.
2. The Joint Treasurer will handle primarily the accounts of the Sindhu Center, its activities and operations, while working in conjunction with the Treasurer, who will handle primarily the accounts of the Association, its activities and its operations. Both the Treasurer and Joint Treasurer will work together equally to maintain a smooth accounting of the overall accounts, while communicating with the rest of the Executive Committee and Auditor.
3. Within 30 days after the end of each quarter, the Joint Treasurer shall present all the original documents and financial reports related to the Sindhu Center to the Auditor. The Joint Treasurer, along with the Treasurer, shall also present a single audited financial report at the Annual General Body meeting.”
4. The Joint Treasurer shall issue receipts for any cash he/she receives.
5. For the year-end closing, the Joint Treasurer must provide all the required documents to the Auditor no later than January 31 before the annual General Body meeting.”

ADMINISTRATOR

The Administrator shall perform the following duties for the smooth operation of the Sindhu Center:

1. Custodian of the Sindhu Center. Shall maintain a key assignment signature card.
2. Responsible for proper maintenance of the property.
3. Maintain the inventory of the Sindhu Center.
4. Responsible for the security of the Sindhu Center.
5. Enforce parking rules during all events.
6. Check the mail on a regular basis and deliver to the appropriate committee member.
7. Receive the calendar of SASC religious events maintained by Religious Coordinator.
8. Help Religious Coordinator with the organizing of SASC religious activities and events.
9. Organize and implement non-SASC religious, cultural, and social events with proper authorization from SASC Executive Committee.
10. Maintain an overall calendar of all SASC events.

The Administrator shall perform the following additional duties with respect to building improvements and/or maintenance:

1. Suggestions for any building or other improvements at the Sindhu Center shall be submitted to the Executive Committee in writing by any member of the Executive Committee or General Body.
2. If agreed by the Executive Committee, it shall direct the Administrator to prepare a draft proposal for suggested improvement project with estimated cost and submit the same in writing to Executive Committee for approval.
3. Expenses in excess of \$5,000.00 for any one occasion shall be approved by a majority vote at a General Body meeting. Expenses in excess of \$50,000 shall be approved by a 2/3 vote at a General Body meeting.

4. Once a project gets the preliminary go ahead, the Administrator obtains bids from at least two contractors with drawings and submits the same to SASC Executive Committee.
5. After careful consideration, the SASC Executive Committee may provide approval for construction. If the approval for construction is granted, the Administrator shall implement the project.
6. Obtains all the necessary permits before proceeding with the project.

RELIGIOUS COORDINATOR

1. Maintains a calendar of SASC religious events and coordinates with the Administrator.
2. Organizes SASC religious activities and events in coordination with the Administrator.
3. Coordinates with the sponsors for each SASC religious event.
4. Assists and works with Administrator.

ARTICLE VIII **FINANCES AND ACCOUNTS**

AUDITOR

1. An Auditor shall be appointed at every General Body meeting for the coming year. The term of the Auditor shall be for one year. The auditor may be reappointed.

DUTIES OF AUDITOR

1. The Auditor shall submit annual report to SASC Executive Committee within forty-five calendar days after receipt of all the necessary documents from the SASC Treasurer and Joint Treasurer. Executive Committee shall then send the Auditor's report to the SASC General Body.

FINANCIAL ACCOUNTS AND RECORDS

1. The President and the Treasurer will jointly maintain a petty cash of up to \$500.
2. Any expenditure of more than \$1,000, up to \$10,000 requires approval of the Executive Committee. Expenses in excess of \$10,000 requires approval from the General Body, unless otherwise stated herein.
3. The President, Administrator, Treasurer, and Joint Treasurer are authorized to operate the accounts. Both the Treasurer and Joint Treasurer shall periodically, and at least once a quarter, present to the Executive Committee for their approval the accounts with details of all payments and checks issued.
4. The Association's funds shall not be transferred/donated/gifted/loaned, without the approval of the General Body.

ARTICLE IX **ACTIVITIES**

1. The Association may hold as many functions, picnics, gatherings or any other activities as they deem fit. The holding of Cheti Chand, Diwali and Holi in the Temple shall be mandatory.

ARTICLE X

REMOVAL OF AN EXISTING MEMBER

The Executive Committee may by a majority decision propose to remove a Member from SASC by taking the following steps:

1. At the removal proceedings, proposal to remove an existing Member shall be approved by two-thirds majority of the members of the Executive Committee present. At least 75% of the Executive Committee shall be present for such a proceeding.
2. After the approval of this proposal by the Executive Committee, the Member in question shall be given a Show Cause Notice in writing informing him/her of this proposal. The Show Cause Notice shall explain to him/her in detail the cause(s) for his proposed removal. The Member in question shall be given 30 days to respond in writing. All the correspondence from SASC Executive Committee will be by Certified Mail with return receipt or with proof of mailing.
3. The Executive Committee will review the response received from the Member in question and will vote as per Item 1 above and decide whether to continue with the removal proceedings.
4. If the Executive Committee decides to proceed with the removal proceedings, it shall inform the Member in question of this decision in writing.
5. At this time the President of SASC shall call for a General Body meeting for a hearing of the case, as provided for in the Bylaws. The Member in question shall also be invited to this hearing.
6. At this meeting both sides will present their case. The Member in question may appoint any voting member of SASC to plead his/her case. After hearing both sides, the General Body shall vote. A 2/3rd majority vote in favor of removal is required to remove the member in question from SASC. In case the Member in question does not show up for the hearing, he/she will lose the case by default. The minutes of the hearing and the final verdict shall be recorded in writing. The verdict shall be mailed in writing to the Member in question.

ARTICLE XI

MISCELLANEOUS

1. Any time constraint notice shall be deemed delivered to the recipient Member on the post marked date of mailing / e-mailing of the notice irrespective of whether it is received by the recipient Member or not.
2. Any dispute among the Executive Committee, or between a Member and the Executive Committee, shall be preliminarily resolved through an Arbitration Committee (AC) that will be formed, if required. The AC shall consist of five Members selected by the General Body, with two members being from the Executive Committee and three members being from the General Body.
3. Assignment of keys to the Sindhu Center is at the joint discretion of the President of SASC and the Administrator of SASC.

4. An ethical committee consisting of three non-Executive Committee members may be elected by the General Body in the event that any ethical issues arise among Members. The three-person committee shall have the powers to discuss such ethical issues that may arise and make recommendations for action to the Executive Committee and/or General Body.