

ARTICLES OF ORGANIZATION AND BYLAWS  
OF  
**THE NEW ENGLAND SIKH STUDY CIRCLE, INCORPORATED**

The undersigned, residents of the New England area, desiring to form a Non-Profit Corporation under Chapter 180 of the General Laws of the Commonwealth of Massachusetts, do hereby certify to the following:

**ARTICLE I: Declaration of Principles**

THIS IS AN ORGANIZATION OF SIKHS, WHO ARE DEFINED AS INDIVIDUALS, MALE AND FEMALE, WHO HAVE FAITH IN THE TEN GURUS (GURU NANAK DEV TO GURU GOBIND SINGH), AND THE PREACHINGS AND GOSPELS OF GURUS, AND GURU GRANTH SAHIB AS THE PRESENT LIVING GURU, AND AMRIT INITIATED BY THE TENTH GURU, AND DO NOT BELONG TO ANY OTHER RELIGION. SIKHS BELIEVE IN ONE GOD AS DEFINED IN THEIR MOOL MANTRA AND LIVE BY THE THREE CARDINAL PRINCIPLES LAID BY GURU NANAK. THESE ARE,

NAAM JAPNA - Remember God daily

KIRAT KARNI - to earn livelihood by honest means and hard work

VAND CHHAKNA - sharing the fruits of one's labor with others.

**ARTICLE II: Name**

The name of this organization will continue to be **New England Sikh Study Circle**. However, the name of the premises described in Article III below shall be:

**THE SIKH GURUDWARA OF NEW ENGLAND**

The above name shall also be used in telephone directories.

**ARTICLE III: Location**

The principal location of the corporation is to be located at  
**168 Flanders Rd. Westborough, MA 01581**

However, the General Body by TWO THIRDS (2/3) vote of those in attendance at a meeting with a quorum of 50% of members may move or change the principal location, as long as the Commonwealth of Massachusetts is notified of said change.

**ARTICLE IV: Purpose**

Said corporation is organized exclusively for RELIGIOUS, EDUCATIONAL, and CHARITABLE purposes, including such purposes as the making of distribution to organization that qualify as exempt, organizations under Section 501 (c)(3) of the Internal Revenue Code, as amended.

More specifically, the purposes of this corporation as formed are the following:

1. To promote and preserve RELIGIOUS, INTER-RELIGIOUS, EDUCATIONAL, CULTURAL, and SOCIAL understanding, based on the values of TRUTH, JUSTICE, EQUALITY, LOVE, PEACE, and HARMONY, as taught by the SIKH GURUS.
2. To arrange discourses on GURBANI (scriptural writings), SIKH RELIGION, and SIKH HISTORY.
3. To maintain the GURUDWARA (Sikh center for congregation and prayer) for religious gatherings.
4. To cooperate with other Sikh Gurudwaras and organizations to promote SIKH UNITY.
5. To establish and maintain a library and to offer facilities for study and instruction on the SIKH WAY OF LIFE, SIKH THOUGHT, and related areas.
6. To publish a newsletter to disseminate information about the Sikh religion and community affairs.
7. To facilitate the teaching of SIKH RELIGION and HISTORY, KIRTAN (devotional music) and the PUNJABI language.
8. To actively initiate and participate in PUBLIC SERVICE and CHARITABLE community projects.
9. To pursue any other activities in consonance with the aforementioned goals of the corporation.
10. To do all acts and things a corporation is empowered under the General Laws of the Commonwealth of Massachusetts, which may be necessary, convenient or desirable for full attainment of the general purposes.
11. All powers of the Corporation shall be exercised only in such manner as will assure the operation of the Corporation exclusively for religious, educational, and charitable purposes, as so defined in the Internal Revenue Code, as amended, it being the intention that the Corporation shall be exempt from taxation and that contributions to it shall be deductible pursuant to the said Code, and all powers and purposes herein shall be interpreted and exercised consistently with this intention.
12. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (except as may otherwise be permitted in the Internal Revenue Code), and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

#### **ARTICLE V: GURUDWARA COUNCIL**

The SIX members of the Board of Trustees and the FIVE members of the Executive Committee shall comprise the GURUDWARA COUNCIL (called the COUNCIL

hereafter). The yearly term of the Council shall be 1-May of the current year to 30-April of the following year. The Council shall have the powers and duties of a board of directors under Massachusetts Law.

The GURUDWARA COUNCIL shall be responsible for the review and enactment of bylaws from year to year, and shall perform other appropriate duties, including financial planning, fund-raising, long term planning and management of operations & maintenance of the gurudwara. It shall ensure that the constitution & the bylaws are adhered to and that the religious services are conducted as prescribed in the SGPC Rehat Maryada document in areas not specified in the constitution & bylaws.

#### **ARTICLE VI: BOARD OF TRUSTEES**

There shall be SIX members of the Board of Trustees of this corporation. The SIX Trustees shall each serve a THREE-YEAR term. In the event that a TRUSTEE post is vacated for any reason, a replacement TRUSTEE will be selected (as per the process in Article XI and XIV) for the remainder of the 3-year term.

Within the COUNCIL the Trustees are more specifically responsible for long term planning and development. Each Trustee shall also participate actively in at least one committee created by the COUNCIL as per the bylaws.

#### **ARTICLE VII: EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the following FIVE SEWADARS (volunteers):

- President
- Secretary
- Treasurer
- Joint-Secretary
- ONE member from the 16-25 age group.

In addition to the normal duties as prescribed in the Article XIII, the members of the Executive Committee shall be part of the COUNCIL, and shall have the same voting rights as the Trustees.

#### **ARTICLE VIII: Corporate Earnings**

No part of the net earnings, income, gains, profits, funds, or property of this corporation, in whatsoever manner acquired by it, shall, at any time, including but not limited to, the time of the dissolution of this corporation, inure or be distributed for the benefit of any member, or member of the COUNCIL, or of any private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation, affecting one or more of its purposes, but the same shall be devoted solely to the furtherance of the purposes for which this corporation is formed, as herein above declared and set forth.

Notwithstanding any other provision of these Articles, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, as stated in Article IV.

A CPA, who is not a member of the COUNCIL, shall review the books on an annual basis, and may be compensated for conducting the review.

## **ARTICLE IX: Membership**

The GENERAL BODY membership of this organization shall be open to all lawful residents of the New England States of: MAINE, CONNECTICUT, NEW HAMPSHIRE, VERMONT, MASSACHUSETTS and RHODE ISLAND, who subscribe to the tenets of this organization as enunciated in Article I. Every voting member must be at least sixteen years of age, and must be a voting member with paid fees as established, from time to time, by the COUNCIL.

## **ARTICLE X: Compensation of Officers**

No member of the Council shall receive any compensation for his/her services, other than reimbursement for reasonable expenses with prior approval of the COUNCIL. Any member of the COUNCIL, but not a member of the Executive Committee, may be employed by the corporation in a capacity or capacities, other than as a member of the Board of Trustees, and be compensated by the corporation for such activities.

There shall be no compensation for attending the meetings of the COUNCIL, the EXECUTIVE COMMITTEE, or any other committee. No Trustee, or member of the Executive Committee, or member of this corporation shall be subject to assessment by the corporation except for such dues as shall be provided, from time to time, by the COUNCIL, nor shall any such Trustee, member of the Executive Committee, or member of this corporation be personally liable for any of the debts, liabilities or obligations of the corporation, nor shall any personal liability, in any event, attach to any member of this corporation, in connection with any of its undertakings done in furtherance of the purposes for which this corporation is formed. All of the liabilities of the corporation shall be limited to its common funds and assets.

## **ARTICLE XI: Administration and Control**

The long-term policy framing and direction of the corporation will be the responsibility of the Board of TRUSTEES.

Members of the COUNCIL are expected to attend all scheduled monthly meetings. Absence at three consecutive scheduled meetings (excluding special meetings) may lead to appropriate action by the COUNCIL, including the possible removal of the said member. If more than six months are left in the term of the removed member of the COUNCIL a replacement member will be selected for the remainder of the term as follows:-The Nomination Committee (as defined in the Article XII below) will select, by 6/7 majority, from the pool of candidates from the previous year that were not selected, failing which,

-Follow the process in Article XIV to select one.

An eight/eleveth (i.e. a minimum of eight members) majority of the COUNCIL members shall have the power to remove any COUNCIL member for departing from the tenets of, or from any fundamental principles and goals as stated in the foregoing articles; or for misconduct, persisted in, after due reproof; or for his/her unwillingness to fulfill his/her obligations. Provided however, that prior to any such action being taken, the member shall be given due written notice of the cause of removal and be offered due opportunity to explain or justify him/herself. The action of the eight/eleveth (i.e. a

minimum of eight members) majority of the full COUNCIL in removing a member shall not be reviewable, but shall be final and conclusive.

Any COUNCIL member may resign by filing a written resignation with the President or Secretary. If more than six months are left in the term of the resigned member of the COUNCIL, a replacement member will be selected for the remainder of the term, as described above in this Article. The President shall call meetings of the COUNCIL, and the Secretary shall record and distribute the minutes of the meetings. As far as possible, the minutes shall be distributed to the COUNCIL within two weeks after the meeting.

The members of the COUNCIL shall receive, hold and manage all real (excluding the Gurudwara building) and personal property of the corporation. The COUNCIL, by proper resolution, shall authorize any of its members to sell and convey or receive any such real properties (excluding the Gurudwara building) and any other investments or properties. They may hold, in trust, any gifts, grants, bequests or devises, to the corporation, and shall have and or exercise any and all powers and duties conferred by law concerning incorporated religious or non-profit organizations. They shall be exempt from all liability for acts and defaults of any and all managers, agents, and employees, provided only that they have exercised reasonable care in selecting them.

The members of the COUNCIL shall administer and direct this corporation. They shall see that the purposes, directives and Bylaws of the corporation are carried out. They shall have general supervision over the property and financial affairs of this corporation and shall be responsible for an accurate accounting thereof. They shall adopt such rules and regulations as may be considered wise and practical for employees to follow in the work of the corporation and particularly in all aspects of programming carried on for the purpose of promoting the objectives of this corporation.

## **ARTICLE XII: Nomination Committee and Its Duties**

The nomination committee shall comprise of SEVEN active and contributing members, both men and women, of the Sangat who have been living in New England for at least TEN years and are at least 30 years of age. Members will serve for a maximum term of THREE years. In the event that a Nomination Committee member post is vacated for any reason, a replacement will be selected for the remaining term as per the selection process in Article XIV.

Nomination Committee members will serve for THREE years. At least two members will retire each year. Every third year three members shall retire to continue the cycle. Retired Committee members shall be eligible to serve again on the Nomination Committee one year after their retirement.

The selection of the Nomination Committee will follow the process as described in Article XIV.

## **ARTICLE XIII: Certain Duties & Powers of Executive Committee Members**

The day-to-day management and operational control of this organization, including the maintenance of gurudwara property shall rest in and be exercised by the EXECUTIVE COMMITTEE. The EXECUTIVE COMMITTEE shall be responsible for the supervision and review of all employees of the organization as per the bylaws. Hiring and termination of any permanent employees shall be recommended by the EXECUTIVE

COMMITTEE for approval by the COUNCIL. The EXECUTIVE COMMITTEE members designated below, subject at all times to the Articles of Organization and the bylaws, shall exercise and have the respective duties and powers set forth below:

a. The President of the Corporation

The President shall be the Chief Executive officer of the corporation and shall have general operating charge of its business. He/She shall be at least 30 years old. He/She shall, when present, preside at all meetings of the COUNCIL. In his/her absence the Secretary shall chair the meeting.

b. The Secretary of the Corporation

The Secretary shall keep all membership records, as well as keep detailed minutes of all meetings of the COUNCIL, EXECUTIVE COMMITTEE and the GENERAL BODY. He/She shall be at least 21 years old. He/She shall also perform all duties which customarily pertain to the office of Secretary of the Corporation. He/She shall also be responsible for maintaining and archiving the records of the corporation. These shall be conveyed to the successor Secretary at the end of his/her term.

c. The Treasurer of the Corporation

The Treasurer shall be the Chief Financial Officer of the corporation. He/She shall have custody of all monies and securities of the corporation. He/She shall keep regular books of account per General Accepted Accounting Principles ( GAAP), and submit them, together with all vouchers, receipt records, and other papers, to the Council, for their examination and approval, as often as required. He/She shall, together with the President, sign all contracts and legal documents. He/She shall make such investments of funds as is authorized by the COUNCIL. He/She shall be at least 21 years old.

d. The Joint-Secretary of the Corporation.

The Joint-Secretary shall assist the Secretary in carrying out his/her duties, and perform the duties of the Secretary in his/her absence

e. Youth Executive Committee Member

One Executive Committee members from the 16-25 age group. He/She shall participate in all EXECUTIVE COMMITTEE and COUNCIL meetings and shall perform any appropriate duties assigned to him/her by the EXECUTIVE COMMITTEE.

#### **ARTICLE XIV: Selection Process**

All members of the NOMINATION COMMITTEE, and the GURUDWARA COUNCIL, including the EXECUTIVE COMMITTEE members and the TRUSTEES shall be selected by the Nomination Committee by the following process:

1. Nominations will be solicited from the general body to replace the retiring Nomination Committee members. Nomination Committee members should have served in the COUNCIL or the Nominating Committee in the past. The Nomination Committee will screen all the names for eligibility, and then organize and facilitate a meeting of all the qualifying nominees. The group of nominees will be informed of the total number of new Nomination Committee members needed, and will be encouraged to select the number from amongst themselves unanimously. In the event of not reaching a unanimous consensus on none, or only on a partial number of all the vacancies, the Nomination Committee will select the additional number needed through the random process described in section 12 of this Article.

2. At least one member, but no more than two, shall be current Trustees. No member of the outgoing Executive Committee shall serve on the Nomination Committee for at least ONE year.

The Nomination Committee shall select a CHAIRPERSON by a majority vote. Newly chosen members of the Nomination Committee are ineligible for this position.

3. The Nomination Committee will select the requisite number of TRUSTEES and EXECUTIVE COMMITTEE members to constitute the full council (SIX TRUSTEES and FIVE EXECUTIVE COMMITTEE members) by a six/seventh consensus, or by random selection if such consensus cannot be reached. It is expected that each Executive Committee chosen by this process will reflect the whole Sangat, including women and members under 25 years age.

4. Each member of the Executive Committee will be selected for a ONE year term, and the Trustees for a THREE year term. TWO Trustees will be replaced each year (having served their THREE year term).

5. The Nomination Committee has the option of recommending, by a 6/7 (six out of seven) majority vote, the renewal for one more year of the entire incumbent Executive Committee or any of its members individually. Before doing so, they shall take into consideration the endorsements (or otherwise) of the Executive Committee members received from the GENERAL BODY. No member, however, can serve on the Executive for more than two years continuously.

Replacements will be filled as per steps # 6 through #18.

6. The Chairperson of the Nomination Committee will be responsible for sending nomination forms to the GENERAL BODY with a response deadline of at least 20 days. The names of all retiring COUNCIL members shall be included for information. Names proposed for the Nomination Committee and Council should be posted on the Notice Board at least two weeks prior to their selection and all the paper work records should be kept in the Gurudwara office, for future reference.

7. Properly filled nomination forms may be returned by any member. Any member may nominate one or more individuals for each post. The returned nomination forms are not to be considered as votes. They are merely nominations that shall be considered by the Nomination Committee. Nominees that are not members of the GENERAL BODY will not be considered by the Nomination Committee. All eligible nominees will be asked in writing (or electronically) and requested to respond in writing (or electronically), for their willingness to serve for the nominated post before their names are added to the pool. The nomination form shall provide for members to endorse (or not endorse), with reasons, the renewal of the current EXECUTIVE COMMITTEE.

8. The Nomination Committee has the power to set a deadline after which no formal nominations will be accepted. Nominations will not be accepted from the floor.

9. The Nomination Committee shall decide on at least TWO, preferably more, names for each Executive Committee position and at least FOUR names for the TWO Trustee positions. In the absence of a consensus within the Nomination Committee, these names shall be communicated to the GENERAL BODY, by announcement at the Sunday

congregation and/or in the newsletter at least TWO weeks before the selection.

10. There shall be at least ONE Executive Committee member from the 16-25 age group.

11. The members of the Nomination Committee shall not be eligible for any position in the EXECUTIVE COMMITTEE.

12. In case a consensus is not reached by the Nomination Committee, the following random process will be followed for any of the positions:

The names of the nominated candidates will be written on slips of paper, folded and put in front of Sri Guru Granth Sahibji, in the presence of the Sangat, and one name will be picked by a member of the Sangat. This process will be repeated for all the open posts (as necessary) in the following order:

-Nomination Committee,

-President,

-Secretary,

-Treasurer,

-Joint Secretary, (if the selected Secretary is not a resident of Massachusetts, then only Massachusetts residents can be candidates for the Joint-Secretary position, to fulfill legal requirements. The selected Joint Secretary then is the legal "Secretary of the Corporation")

-16-25 year age group member of the Executive Committee,  
-TWO Trustees

13. Any member can be simultaneously nominated for any ONE post on the Executive Committee, as well as the post of a Trustee. If the person is picked for the Executive Committee post, their name is withdrawn from the pool of Trustee nominees.

14. The Nomination Committee shall nominate only Keshadhari Sikhs (those with unshorn hair) for positions of the President, Secretary and Treasurer. **Persons** nominated should be members of NESSC for the last two years (previous & current years) consecutively. Every effort shall be made to encourage practicing Amritdhari (fully initiated) Sikhs for each of these positions. All candidates must possess other appropriate qualifications for the respective positions, including,

Residence in New England for at least FIVE years (for EXECUTIVE COMMITTEE) or TEN years (for Nomination Committee).

Proven record of active participation in Gurudwara activities and community service.

15. Trustees are eligible for Executive Committee posts, only if they are in the first year as a Trustee. No member shall be in the Council for more than THREE consecutive years.

16. No two members of one family (siblings, spouses and unmarried children) may be selected to serve on the COUNCIL. Likewise, no two members of one family (siblings, spouses and unmarried children) may be selected to serve on the Nominating Committee. For sake of clarity, a sibling, spouse and unmarried family member can be on one committee and another on the other committee.



17. The outgoing EXECUTIVE COMMITTEE shall hand over charge to the new EXECUTIVE COMMITTEE before 1-May of the new year. The outgoing EXECUTIVE COMMITTEE shall be invited as guest attendees to the first meeting of the new COUNCIL.

18. The nomination and selection process described in this article shall not be circumvented or bypassed in any manner whatsoever.

#### **ARTICLE XV: Meetings**

The COUNCIL should meet as often as needed but must have at least four (one per calendar quarter) scheduled meetings in a year.. All meetings shall be conducted as per Robert's Rules, which shall apply in any and all matters not addressed in the Articles & Bylaws of this corporation.

The Secretary shall be responsible for taking the minutes of all meetings and shall distribute copies at the next meeting as well as add to the Gurudwara repository. The Secretary shall make every effort to inform the congregation of progress on various projects issues by announcing them at the Sunday gatherings and/or including them in the monthly mailing/newsletter.

Regular meetings of the entire GENERAL BODY will require a notice of a minimum of 20 days. The Executive Committee shall convene at least one GENERAL BODY meeting during each term .

A simple majority shall constitute a quorum at any meeting. No proxy votes are allowed in any meetings.

Special meetings of the COUNCIL may be called at any time by the President, or upon written application of FOUR or more members of the COUNCIL. Such application shall specify the purposes for which the meeting is to be called and may designate the date, hour and place of such meeting. A minimum of six days written notice will be required for such meetings.

Unless otherwise provided by law, Council members may participate in a meeting of the Council by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Special meetings of the GENERAL BODY may be called by the President, or upon written application by FOUR or more members of the Council, or 50 or more individual members of the GENERAL BODY. Such meetings shall require a written notice of 20 days with a statement of purpose.

In case the TRUSTEES need to meet separately from the EXECUTIVE COMMITTEE, they should elect a Chairperson for that meeting by a majority vote.

#### **ARTICLE XVI: Grievance and Conflict Resolution**

In case of any grievance felt by any member of the GENERAL BODY, they shall bring it to the COUNCIL for possible resolution, before taking any legal action. The COUNCIL shall appoint a five-member Grievance Committee from among the individual members

of the GENERAL BODY to attempt to reach an amicable solution. No member of the COUNCIL shall be included in this committee. No siblings or family members may serve together on this committee.

#### **ARTICLE XVII: Committees**

The COUNCIL shall appoint committees focused on specific issues or areas related to the running of the organization.

Each Trustee will be asked to lead a committee in one of the several areas designated by the COUNCIL. Additional members of each committee may be appointed by the COUNCIL.

#### **ARTICLE XVIII: Finances**

This corporation does not contemplate pecuniary profit or the distribution of gains, profits, or dividends to its members. There shall be no capital stock in this corporation. In essence and actuality, this is a NON-PROFIT CORPORATION.

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by any officer or officers or person or persons authorized by the COUNCIL to sign same. No other person shall sign any such instrument as aforesaid, unless authorized by the COUNCIL. In the absence of such authority, the President and the Treasurer shall sign such instruments. IN CASE SUCH OFFICERS CANNOT SIGN, any two officers authorized by the COUNCIL may do so.

#### **ARTICLE XIX: Dissolution**

Upon the dissolution or winding-up of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to such non-profit organizations, associations, funds or foundations as the COUNCIL shall determine, which are organized and operated exclusively for religious, educational and charitable purposes, and which have established their tax exempt status, under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

#### **ARTICLE XX: Fiscal Year**

The Fiscal Year of this corporation shall end on the thirty-first day of December of each year.

#### **ARTICLE XXI: Amendments**

Amendments to the constitution shall generally be proposed at the initiative of the Executive Committee or the COUNCIL. They may also be proposed through written application by three or more members of the COUNCIL, or by 30 or more individual members of the GENERAL BODY; such application shall require a minimum written notice of 14 days to the COUNCIL, which will thereupon inform the GENERAL BODY before considering the proposed changes formally.

The constitution can then be changed by the following process,

- the proposed changes must be approved by a SEVEN ELEVENTH (7/11) vote of the COUNCIL
- Changes that the Council approves, must then be proposed in writing to the GENERAL BODY.
- The President then calls a GENERAL BODY meeting, giving at least 13 days written notice.
- The GENERAL BODY of a minimum of 50% quorum of the total membership must ratify the changes with at least a THREE/FOURTHS (3/4) majority of those present.

WITNESS OUR HANDS AND SEALS, this dd (day) of mm (month), 201x (year).

Signatures of the Board of OFFICERS.

## BYLAWS