

SAN ANTONIO
MAHARASHTRA MANDAL
By-Laws

REVISION HISTORY

Revision	Date	Change	Author
0.0	09/20/2018	First Adoption	Vitthal Kulkarni Mahesh Gune Ravi Kanaskar

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By-laws of San Antonio Maharashtra Mandal

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ARTICLE 1. ORGANIZATION

1.1 Name

The name of this corporation is San Antonio Maharashtra Mandal (“SAMM” or the “Corporation”).

1.2 Principal Office

The principal office for the transaction of the business of SAMM may be established at any place or places within the State of Texas by resolution of the Board of SAMM.

1.3 Corporate Governance Structure

The Corporation shall have a structure comprising of a Board of Directors (collectively, “the Board”), Advisory Council and all the paying members of SAMM for the current year (“the General Body”). The Advisory Council shall be responsible for the long term and strategic objectives of the corporation as set forth in these Bylaws. The Directors shall be responsible for the day to day operations of the Corporation for the duration of their term to support the Corporation’s strategic initiatives as set forth in these Bylaws.

1.3.1 The Board shall consist of at least: Five (5) Voting Directors (“Directors”).

1.3.2 Five (5) officers—President, first Vice President, second Vice President, a Secretary, and a Treasurer (“Officers”) shall be elected in the manner described in these Bylaws.

1.3.3 Directors at their discretion, may add/remove the number of Directors, always odd in number, to expand or contract the Board size.

1.3.4 All Board members shall work strictly on a voluntary basis. No remuneration in any form shall be given to any such Board member.

ARTICLE 2. PURPOSE

The purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding sections of any future federal tax code. In furtherance of these purposes, the Corporation will perform any and all acts to accomplish any of the following:

The San Antonio Maharashtra Mandal shall be and is a non-profit Corporation under the laws of the State of Texas. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code. The Corporation is established to:

- a. Promote the culture and traditions of the Indian state of Maharashtra by organizing cultural events for the Indian American community in the San Antonio region and

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- by participating in community events to display such Maharashtrian culture and traditions;
- b. Promote and preserve the language of Maharashtra (“Marathi”) by operating a Marathi Shala (Marathi language school);
 - c. Create a bonding among people with an affinity for Maharashtrian related events;
 - d. Contribute to local social causes to promote harmony and peace, and
 - e. To exercise all powers provided in the Texas Business Organization Code in furtherance of the above stated purposes.

ARTICLE 3. GENERAL BODY MEMBERSHIP

3.1 Membership Eligibility

- 3.1.1 The Directors shall decide the eligibility criteria and fees for membership from time to time as appropriate.
- 3.1.2 Any individual who has interest in supporting the purpose, mission, and vision of SAMM is eligible to become a member by paying the annual membership.
- 3.1.3 SAMM does not recognize any type of membership other than the membership categories as set forth in Section 3.3. below.
- 3.1.4 No member of the Board is exempt from the annual membership fee.

3.2 Membership Rules and Regulations

- 3.2.1 Annual membership dues shall be set by considering factors such as inflation, past experiences, planned reserves, and planned events for the year. Such dues may vary from year to year.
- 3.2.2 Membership shall cover the period from January 1 to December 31 and the membership dues should be published on an annual basis.
- 3.2.3 Any change in the annual dues structure is allowed at the discretion of the Directors for the calendar year.
- 3.2.4 Membership of SAMM may not be assigned, alienated, pledged, or otherwise transferred. SAMM members are allowed to bring guests to all the events by paying the guest fees set for each event. A guest cannot be used as a replacement for an absent member.
- 3.2.5 Membership dues or guest fees are not refundable under any circumstances.
- 3.2.6 The Directors shall decide the Membership benefits as they may vary based on the type of event / program. Membership benefits, as decided by the Directors, for cultural events organized by SAMM, shall include free entrance to the events or discounts on event charges.
- 3.2.7 The Directors shall communicate member and non-member fees for all upcoming events.
- 3.2.8 A photo ID (i.e. driver’s license, college ID or other government issued ID) and valid postal/electronic address shall be required to obtain the membership card. Such address shall be used as valid proof of notice for meetings.

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3.3 Membership Categories

The Directors may change the annual membership dues for the categories listed below each calendar year:

- 3.3.1 Student Membership – Student Membership is open to all students attending an accredited higher education institution. Student Membership is not allowed if the student or his/her spouse is working full-time.
- 3.3.2 Individual Membership – Any adult aged 18 and above.
- 3.3.3 Couple Membership – Any couple or any couple with a child or children under the age of two (2).
- 3.3.4 Family Membership – A family consisting of two (2) adults and their children under the age of 18 living in same family household.

ARTICLE 4.

ADVISORY COUNCIL

4.1 Role

The Advisory Council shall be appointed only in an advisory capacity and will not have voting rights but will:

- 4.1.1 Render guidance and advice to the Directors and any ad hoc committee in general matters of finances, programs, donations, elections etc. as needed.
- 4.1.2 Provide oversight and guidance for long term and strategic planning for the Corporation.
- 4.1.3 Monitor the operations of the Corporation to verify that they are keeping with the long-term objectives and make recommendations to the Directors to align the operations to long term objectives as needed.

4.2 Selection Process

- 4.2.1 The initial number of members (" Advisors") of Advisory Council shall be three (3) and they are appointed by the Directors.
- 4.2.2 Each President completing his/her term who is no longer eligible for re-election and not a member of the Board will be appointed as an Advisor.
- 4.2.3 After the first two years, one of the most senior Advisor shall retire each year on a First In First Out basis.
- 4.2.4 Mid-term vacancies among the Advisors shall be filled by the Directors from the General Body to serve until the expiration of the term for which the vacancy occurred.
- 4.2.5 In addition to past Presidents serving as Advisors following the initial appointment, it is recommended to the General Body that the Advisors will be selected from senior members of the SAMM.
- 4.2.6 All Advisory Council members are subject to membership fees.

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ARTICLE 5. DIRECTORS

5.1 Role

The Directors shall be responsible for the day to day operations of the Corporation for the duration of their term. The Directors shall perform all duties imposed on them collectively or individually by law, by the Certificate of Formation of SAMM, and by these Bylaws. Such duties include:

- 5.1.1 To appoint and remove, employ and discharge any member of the Board by a simple majority vote.
- 5.1.2 To prescribe, except as otherwise provided in these Bylaws, the duties and authority of all officers, agents and volunteers working for SAMM.
- 5.1.3 To supervise all officers, agents and volunteers working for SAMM to assure that their duties are performed properly.
- 5.1.4 To meet at such times and places as required by these Bylaws.
- 5.1.5 To form one or more ad hoc committees including a Finance Committee, a Cultural Event Committee, an Election Committee and such other committees as required from time to time as further discussed in Article 8.
- 5.1.6 The Directors in addition to these general powers conferred by this section are empowered to make and change rules and regulations consistent with these Bylaws for the management and conduct of the affairs of the Corporation.
- 5.1.7 Notwithstanding the powers granted in this Section, Directors may not:
 - 5.1.7.1 approve of any action unilaterally which, under these Bylaws, requires the approval or majority vote of the General Body
 - 5.1.7.2 amend or Repeal Bylaws or adopt new Bylaws.

5.2 Selection Process

- 5.2.1 There are three initial Directors as set forth in the Certificate of Formation filed with the State of Texas on June 25, 2018.
- 5.2.2 At the first election and subsequent elections to be initiated at a Ganesh Chaturthi celebration program and ending at the Diwali program, a minimum of five Directors will be elected by the General Body by simple majority. Each Director and the associated officer roles (ie. Director serving as a President, Director servicing as a Treasures etc) will be listed for the election purpose.
- 5.2.3 The newly elected Board inauguration will take place at the Sankrant program in January of the following year.
- 5.2.4 The fiscal year for SAMM shall be from January 1st to December 31st and as such, the Director's term will run for the fiscal year.
- 5.2.5 Mid-term vacancies shall be filled by appointments by the remaining Directors from the General Body. Such appointed Directors shall serve until the expiration of the term for which the vacancy occurred.
- 5.2.6 Directors can serve up to four (4), one-year terms. No Director shall serve in the same Officer position, as described in the Bylaws, for more than 2 consecutive years.

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- 5.2.7 After serving for four (4) terms on the Board, a Director is not eligible for reelection for four (4) years.
- 5.2.8 Any Director may be removed, with or without cause by the majority of Directors subject to the approval of the General Body at the next general event.
- 5.2.9 Spouse or family members of current Directors or Advisors shall be ineligible to contest or serve as Director or Advisor.

ARTICLE 6. OFFICERS

6.1 Role

The Officers shall consist of the President, First Vice Presidents, Second Vice President, Secretary and Treasurer. Such officers may hold more than one office, except that neither the Secretary nor the Treasurer may serve as the President or Vice President.

6.1.1 The President shall:

- 6.1.1.1 Lead and maintain the vision of SAMM including its objectives and purposes;
- 6.1.1.2 Preside over all meetings of the Directors and the Board whenever s/he is present;
- 6.1.1.3 Sign all official documents, contracts or other instruments together with the Secretary;
- 6.1.1.4 Be the principal executive officer of this organization and shall in general supervise, conduct, and control all the business and affairs of the organization, officers, and members.

6.1.2 The First Vice President shall:

- 6.1.2.1 Organize and manage all cultural events of SAMM. This includes organizing at least 4 such events in a calendar year (i.e. Ganapati, Diwali, Sankrant and Gudi Padwa). This also includes ensuring that SAMM participate in the annual Diwali SA event;
- 6.1.2.2 Take over as President of SAMM in the absence of a President.

6.1.3 The Second Vice President shall:

- 6.1.3.1 Ensure that communication and content published in all media such as the website, newsletters, emails, social networking sites, etc., is approved by the Directors and posted appropriately;
- 6.1.3.2 Be responsible for the membership drive;
- 6.1.3.3 Maintain the integrity and security of the information database such as member information.

6.1.4 The Secretary shall:

- 6.1.4.1 Record, maintain and disseminate minutes of meetings of the Directors and the Board;
- 6.1.4.2 Sign all official documents, contracts or other instruments together with the President;
- 6.1.4.3 Maintain all correspondence of SAMM in good order, maintain and store all pertinent records of SAMM in accordance with applicable law;

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6.1.4.4 Notify the Board the particulars of all meetings, events and programs of SAMM and provide it with the agenda at least a week in advance of the meeting.

6.1.5 The Treasurer shall:

6.1.5.1 Have custody of all funds of SAMM; receive and give receipts for monies due and payable to SAMM from any source whatsoever, and deposit all such monies in the name of SAMM in such banks, trust companies, or other depositories as shall be selected by the Directors;

6.1.5.2 Keep full and accurate accounts of receipts and expenditures and make disbursements in accordance with the approved budget, as authorized by the Directors;

6.1.5.3 be responsible for transactions in SAMM's bank account. However, the President, Treasurer shall be able to operate SAMM's Bank Account. Two authorized signatures are required on checks issued in the amount of \$500 or above.

6.1.5.4 Open a separate bank account for the exclusive use of the San Antonio Marathi Shala ("Shala"). However, Shala's Principal or Shala's Treasurer shall be able to operate Shala's Bank Account. Two authorized signatures are required on checks issued in the amount of \$500 or above.

6.1.5.5 Shall present financial statements periodically and shall make a full report at such time and in such form as the Directors may specify. The Treasurer's accounts shall be examined /audited at such times as the Board may specify by an accountant or a committee selected by the Board.

6.1.5.6 Regulatory Reporting—IRS. Each year, the Treasurer must file tax returns using Form 990/990-EZ/990-N. Such forms must be filed in accordance to applicable IRS rules and regulations.

6.1.5.7 Regulatory Reporting—Texas. For Periodic reporting, the Treasurer must file Form 802 at least once every four years. First time filing should be done anytime during first year.

6.2 Selection Process

6.2.1 All officers shall be elected by a majority vote of the General Body if a quorum is present, as described in Article 5.2.2

6.2.2 Officers shall serve for a period of one-year up to two consecutive terms.

6.2.3 Any Officer may be removed with or without cause by the majority of Directors subject to the approval by the General Body.

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ARTICLE 7. MEETINGS

7.1 General Body Meetings

- 7.1.1 A general body meeting is defined as a meeting where all the Corporation's members are invited with a meeting notice (purpose/date/time/place) at least one month but not more than two months in advance. A general body meeting can coincide with any Corporation event.
- 7.1.2 The Directors shall hold at least one Annual Meeting of the General Body at a time and place fixed to maximize members participation for the purpose of holding elections, summarizing the past year performance and providing the Income Statement and Balance Sheet of SAMM. They may hold another meeting as necessary.
- 7.1.3 Apart electing Directors as needed, the General Body can propose and vote on any other topic related to the workings of SAMM at the Regular or Annual meeting. Decisions of the General Body will be based on a simple majority and shall be binding on the Directors if a quorum is present.
- 7.1.4 A quorum of a General Body meeting shall be at least one-third (or 33%) of the membership in good standing. The General Body may remove any member(s) from meetings by a majority vote if it feels that such member(s) is/are disruptive toward the purpose of the meeting.

7.2 Board Meetings

- 7.2.1 Board Meetings shall be held at least once per quarter.
- 7.2.2 Any Board member can call for a meeting at any time with at least 15 days prior written notice. Any convenient method (phone/physical place) and date/time can be chosen by majority consent.
- 7.2.3 A quorum of a Board meeting shall be a majority of the Directors present.
- 7.2.4 The transactions of any Board meetings, however called, shall be valid if a quorum, is present. Any resolution or decision taken by the majority members of the Directors shall be binding.
- 7.2.5 Directors shall meet with Advisory Council twice a year and invite them for every board meeting.

ARTICLE 8. COMMITTEES

- 8.1 The Directors may appoint one or more committees, including a Finance Committee, Cultural Event Committee, an Election Committee and such other committees as required from time to time.
- 8.2 Each committee shall have the powers and duties as delegated to it by the Directors and shall be governed in accordance with such rules and procedures as the Directors may prescribe.
- 8.3 Any committee so appointed shall be dissolved automatically after the event has taken place or until otherwise directed by the Directors.
- 8.4 The committee shall report to the President as many times as requested.

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ARTICLE 9. GENERAL AND RESERVE FUNDS

- 9.1 The Directors can decide to create reserves for a specific amount for a specific purpose only if approved by a majority vote by the General Body [if a quorum is present]. Once the specific purpose is served, the excess reserve funds shall be transferred to general funds.
- 9.2 Each year a good faith effort must be made to set aside 20% of membership revenues for unforeseen emergency / rainy day circumstances.
- 9.3 The fund amounts as described in this section may be invested only in zero risk financial instruments.

ARTICLE 10. SAN ANTONIO MARATHI SHALA

10.1 Shala – An Autonomous Initiative of SAMM

- 10.1.1 San Antonio Marathi Shala (Shala) shall be a self-funded autonomous organization under SAMM managed by an independent group of volunteers called the Shala Board.
- 10.1.2 Shala will have its own Bylaws designed for its management on a “Sunday School” concept.
- 10.1.3 Shala Bylaws will adhere to SAMM Bylaws and shall complement its mission and objectives.
- 10.1.4 The Principal of Shala shall meet with SAMM’s Board at least once a year in the month of September to provide updates on:
a) financial matters including income statement and balance sheet, b) operational matters, c) specific matters requested by SAMM Directors d) other relevant matters related to the progress of the Marathi Shala and issues impacting the Marathi Shala and its community.
- 10.1.5 The SAMM Board can request any relevant information at any time from the Shala Board.
- 10.1.6 Shala Board members, Officers, teachers, and parents shall be required to be members of SAMM.
- 10.1.7 SAMM, as an umbrella organization, will provide for the liability insurance requirements of Shala.
- 10.1.8 The Directors shall not interfere with Shala management unless any activity of Shala is deemed not in accordance with the mission/purpose of SAMM and these Bylaws.

ARTICLE 11. AMENDMENTS

11.1 Amendment to the Certificate of Formation

- 11.1.1 The Certificate of Formation may be amended only by resolution duly adopted by a three fourth (3/4) majority vote of the Directors and the General Body current members.

11.2 Amendment to the Bylaws

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11.2 Amendment to the Bylaws

The Bylaws of the Corporation may be made, altered, amended or revealed according the following procedure:

- 11.2.1 Any General Body member in good standing, including members of the Board, can propose an amendment to these Bylaws. The Board shall act as a review committee and review the proposal for amendments. The review committee can take the matter to the General Body after suggestions or changes as deemed necessary.
- 11.2.2 Within 60 days after such submission, the Review Committee shall accept the submission, reject or of suggest modifications and will reply to the General Body Member.
- 11.2.3 The Bylaws may only be amended or repealed, and new Bylaws adopted by a majority vote of all Directors, and with the approval of majority of the General Body not less than three fourth (3/4) of the quorum.

ARTICLE 12. ETHICS AND CONDUCT

- 12.1 SMMM culture will encourage open communication, operating with the highest standard for compliance with applicable laws, regulations, and policies for a not-for-profit Corporation.
- 12.2 The Board of SMMM will abide by these Bylaws and will do business only by lawful and ethical means.
- 12.3 The Board members shall neither accept nor offer any gifts in any form from/to any person(s) or companies to achieve the objectives of SMMM or for services rendered to/on behalf of SMMM.

The foregoing bye-laws were adopted by the office bearers of:

San Antonio Maharashtra Mandal

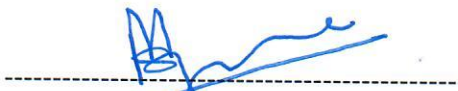
On 20th Day of September 2018



President VITTHAL KULKARNI



Secretary



Treasurer MAHESH GUNE

-----End of Bye-Laws-----