



# Amended and Restated By-Laws of Maharashtra Mandal of Atlanta, Inc. (MMA)

---

## Version Control

	<b>Authored By</b>	<b>Date</b>
1.0	2011 MMA Executive Committee and Board of Trustees	Sep 10, 2011 'Sarvajanik' Ganeshotsav
	<b>Legal Review By</b>	
	Mrs. Sudevi Ghosh, Attorney at law, Atlanta, GA Mr. Nikhil Prabhu, Attorney at Law, Kumar, Prabhu, Patel & Banerjee, LLC, Atlanta, GA	

## BACKGROUND

Maharashtra Mandal of Atlanta (MMA), a Georgia not-for-profit organization [501(c) (3)], was established in 1986 by a few families descended from the State of Maharashtra, India. The original by-laws were drafted in 1994. To help address changing community demographics, needs and circumstances, the by-laws are revised and restated in September 2011. All members of the MMA shall be required to abide by these by-laws.



## Table of Contents

<b>VERSION CONTROL .....</b>	<b>1</b>
<b>BACKGROUND.....</b>	<b>1</b>
<b>ARTICLE 1: ORGANIZATION.....</b>	<b>3</b>
1.1 CORPORATE NAME.....	3
1.2 CORPORATE MISSION .....	3
1.3 CORPORATE LOGO .....	3
1.4 CORPORATE OFFICE.....	3
1.5 CORPORATE GOVERNANCE STRUCTURE.....	3
<b>ARTICLE 2: CORPORATE PURPOSE .....</b>	<b>3</b>
2.1 OBJECTIVES.....	4
2.2 STRATEGIC INITIATIVES.....	5
<b>ARTICLE 3: MEMBERSHIP .....</b>	<b>5</b>
3.1 ELIGIBILITY FOR MEMBERSHIP.....	5
3.2 MEMBERSHIP CATEGORIES.....	6
3.3 MEMBERSHIP RULES AND REGULATIONS .....	6
<b>ARTICLE 4: BOARD OF TRUSTEES .....</b>	<b>7</b>
4.1 ROLES AND RESPONSIBILITIES OF THE TRUSTEES .....	7
4.2 RESIGNATION AND REMOVAL .....	8
<b>ARTICLE 5: OFFICERS.....</b>	<b>9</b>
5.1 THE EXECUTIVE COMMITTEE:.....	9
5.2 ELECTION OF OFFICERS .....	10
5.3 RESIGNATION OR REMOVAL .....	11
5.4 DUTIES OF THE PRESIDENT AND THE VICE-PRESIDENT. ....	12
5.5 DUTIES OF THE TREASURER .....	13
5.6 DUTIES OF THE SECRETARY .....	14
5.7 OFFICERS – GENERALLY.....	15
<b>ARTICLE 6: MEETINGS.....</b>	<b>16</b>
6.1 GENERAL BODY MEETINGS:.....	16
6.2 SPECIAL MEETINGS:.....	17
6.3 QUORUM.....	17
6.4 EXECUTIVE COMMITTEE MEETINGS .....	17
6.5 RULES AND REGULATIONS.....	17
<b>ARTICLE 7: CORPORATION'S FUNDS MANAGEMENT.....</b>	<b>18</b>
7.1 SHORT-TERM FUNDS / OPERATIONAL FUNDS .....	18
7.2 LONG-TERM FUNDS.....	18
7.3 TRUSTEE FUNDS .....	19
<b>ARTICLE 8: RISK MANAGEMENT.....</b>	<b>20</b>
8.1 LIABILITY INSURANCE .....	20
8.2 USE OF CORPORATION ASSETS .....	20
8.3 DISPUTE RESOLUTION .....	20
8.4 OTHER PROVISIONS .....	20
<b>ARTICLE 9: AMENDMENTS .....</b>	<b>21</b>
<b>APPENDIX A: ETHICS &amp; CODE OF CONDUCT .....</b>	<b>22</b>



## ARTICLE 1: ORGANIZATION

### 1.1 *Corporate Name*

The name of the corporation shall be Maharashtra Mandal of Atlanta, Inc. (MMA), a Georgia not-for-profit corporation (the "Corporation").

### 1.2 *Corporate Mission*

The Corporation mission is 'to promote and instill appreciation for Maharashtrian heritage, values and culture and, to foster the spirit of community service at-large.' The mission was developed by the 2001 Executive Committee and approved by the Corporation members in in January 2002.

### 1.3 *Corporate Logo*

The corporate logo inserted on the top was designed by the 2001 Executive Committee and approved by the Corporation members in January 2002.

### 1.4 *Corporate Office*

The Corporation office shall be located in the State of Georgia. The President shall maintain all books, records and financial documents. For the mutual convenience of the officers of the Corporation and that of its membership, the Treasurer may keep actual possession during his/her tenure of records of the Corporation pertaining to day-to-day fiscal matters.

### 1.5 *Corporate Governance Structure*

The corporation shall have a structure comprising of a Board of Trustees, an Executive Committee and the members. The Board of Trustees shall be responsible for the long-term and strategic objectives of the Corporation. The Executive Committee consists of the President and the Officers and shall be responsible for the day-to-day operations of the Corporation for a one-year term to primarily execute tactical activities in support of the Corporation' strategic initiatives.

## ARTICLE 2: CORPORATE PURPOSE

The purposes for which the corporation is organized are exclusively charitable, scientific or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law (the "Internal Revenue Code") as stated in the Articles of Incorporation of the Corporation. In addition, the Corporation shall be primarily supported by membership dues and other income from activities substantially related the purposes set out in Section 501(c)(3). Notwithstanding any other provisions of these By-Laws, the Corporation shall not carry on any activities not permitted by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code. In furtherance of these purposes, the Corporation will perform, either for itself or as an agent for its members, any and all acts, and to have and exercise any and all powers, as may be necessary or convenient to accomplish any or all of the following:



## **2.1 Objectives**

- 1) To unite under the auspices of this Corporation, all Marathi speaking persons as well as those who share social and cultural interests of Marathi speaking people, to address their needs and issues;
- 2) To facilitate instilling Maharashtrian culture, heritage, values and language into the younger generation or other individuals who have interest in the subject matter;
- 3) To engage in organizing social and cultural programs, literary conventions, art exhibits, arrange visits and performances of artists and dignitaries from abroad; organize children programs from local talent; conduct educational activities, including but not limited to, books, audio and video, films, sports, etc.;
- 4) To nurture ties between the Corporation and Maharashtrian community of North America and India;
- 5) To the best of the Corporation's abilities and within applicable legal limitations, assist other non-profit organizations from India and North America for charitable purposes;
- 6) To assist and help financially needy local student population and guide and assist new residents coming into Georgia;
- 7) To safeguard, advance and promote the principle of free dialogue and exchange of ideas with other local and national community members;
- 8) To integrate the Maharashtrian community with the local culture and people and to communicate with other local non-profit organizations in a constructive way.
- 9) To engage and/or support in cultural, civic, fraternal, educational, charitable, welfare, social and other activities which further the interests of this Corporation and its membership, directly or indirectly;
- 10) To engage in community activities which will advance the interests of this Corporation and its members in the community, the nation, and abroad, directly or indirectly;
- 11) To protect and preserve the Corporation as an institution and to perform its legal and contractual obligations and to carry out the objectives of the Corporation;
- 12) To receive, manage, invest, expend or otherwise use the funds and property of this Corporation to carry out the duties and to achieve the objectives set forth in these By-Laws and for such additional purposes and objectives not inconsistent therewith as will further the interests of the Corporation and its members, directly or indirectly;
- 13) To organize activities to increase active participation of the second generation;
- 14) To build social and business networks for all age groups;
- 15) To address special needs of the various age groups of members of the Corporation;



- 16) In achieving the above objectives, the Corporation may seek cooperation from other organizations, either from North America or outside of North America, having objectives compatible with those of the Corporation.

## **2.2 Strategic Initiatives**

The foregoing activities have been identified as key strategic initiatives for the Corporation and shall be pursued on a continuing basis. Some of these are above and beyond the scope of the Executive Committee for a calendar year and may need to be run as independent bodies under the umbrella of the Corporation with the guidance of the Trustees and volunteers coordinating such activities.

### **Youth Committee (Yuva Sangam)**

Every year, the Executive Committee shall constitute a Youth Committee for the age group 13 to 18. There should be a formal position for an adult Youth Committee coordinator from the Executive Committee. The Youth Committee shall not have any office bearer positions and all members should be volunteers comprised of Corporation members.

### **Marathi Shala (School)**

The Marathi Shala initiative shall be a self-funded but integral part of the Corporation strategic initiative, managed by a separate group of volunteers. To the extent possible and appropriate, the Corporation will provide assistance to the initiative. An annually appointed member of the Atlanta Marathi Shala Committee will meet with the Corporation Trustees and Executive Committee to provide bi-annual updates on a) financial matters, b) operational matters and c) other relevant matters related to the progress of the Marathi Shala and any potential issues impacting the Marathi Shala. This is to ensure the Marathi Shala operation is a sustained activity.

### **Pursuit of the Community facility**

Any recommendation regarding a permanent community facility for use by the Corporation put forth by an Exploration Team under the guidance of the Board of Trustees shall be duly considered and supported by the Executive Committee on an ongoing basis.

## **ARTICLE 3: MEMBERSHIP**

### **3.1 Eligibility for Membership**

Eligibility for membership in this Corporation shall be as set forth in these By-Laws, and applicants for membership shall comply with and be subject to the requirements imposed by these By-Laws. Any individual who has interest in Maharashtrian culture or Marathi language is eligible to become a member of the Corporation by paying the annual membership.



## **3.2 Membership Categories**

### **Single Membership:**

Any adult of age 18 and above can take Single Membership in a calendar year (January 1 – December 31) by paying the membership dues.

### **Couple Membership:**

A husband and a wife or two domestic partners can take couple membership. It may be required to give a proof of being domestic partners (e.g. combined lease, rental agreement etc) if requested by Corporation executive committee in certain situations.

### **Family Membership:**

A husband and wife with up to two children can take a Family Membership. There may be additional charges for more than 2 children or for any parents or additional family members permanently residing in the same family household. Children up to 2 years of age are included free in the family membership. Visiting parents from outside Atlanta cannot be part of the family membership. Parents of a couple should take separate couple or single membership if not living in the same household. Children above the age of 18 living in the same family household are required to take a single membership, or, as applicable, a Student Membership.

### **Life Membership:**

Life Membership can be given to an individual of age 18 years and above. Life Members are allowed to have free entry to all Corporation events in a calendar year that are open to General Members. The life membership is revised to be \$2,000 per person and \$1,000 for senior citizens (65 years and above). The life membership fees shall be held in a separate account and it should be apportioned on an annual basis at \$80 per year for a period of 30 years for normal life members and 15 years for the senior citizens.

The executive committee shall have the right to revise the Life Membership amount depending on inflation or the economic situation.

### **Student Membership:**

The Executive Committee may determine whether to offer a student membership at discounted price. All benefits of such student membership shall be the same as those of a single member. Student Membership is not allowed if the student or his/her spouse is working full-time.

### **Senior Membership:**

The Executive Committee may determine whether to offer a senior membership at discounted price. All benefits of such senior membership shall be the same as those of a single member.

Besides the above membership categories there are the Corporation, e.g. honorary membership, recognizes no other type of membership. No member of the Executive Committee or Board of Trustees is exempt from membership fee.

## **3.3 Membership Rules and Regulations**

General or Special assessments and levies may be made from time to time in the manner provided hereinafter.



- 1) The annual membership dues and concurrent benefits (e.g., entry into Corporation events, costs of meals, etc.) for the above categories shall be set forth by the Executive Committee for each calendar year. Dues shall be set by taking into account factors such as inflation, economic situation, and planned events for the year. Such dues and benefits may vary from year to year.
- 2) The Executive Committee may decide to organize additional events requiring additional fees that are not covered in the annual or life membership fees; the application of such fees will be communicated to members.
- 3) Membership of this Corporation may not be assigned, alienated, pledged, or otherwise transferred. Corporation members are allowed to bring guests in all the events by paying the guest fees set for each event. A guest cannot be used as a replacement for an absent member.
- 4) Any change in the annual dues structure is allowed at the discretion of the Executive Committee for the next calendar year.
- 5) Membership dues or guest fees are not refundable under any circumstances.

## ARTICLE 4: BOARD OF TRUSTEES

### COMPOSITION

The Board of Trustees shall consist of the Presidents from the prior three (3) years. Out of the three trustees, the senior most trustees shall retire each year and, the vacancy will be filled by the President completing his/her tenure.

#### **4.1 Roles and Responsibilities of the Trustees**

- 1) To keep continuity of the activities of the Corporation.
- 2) To render guidance and advice to the Executive Committee in the matters of finances, programs, donations/subscriptions, etc. as needed.
- 3) To provide oversight and guidance for long term and strategic planning for the Corporation
- 4) To monitor the operations of the Corporation to verify that they are keeping with its long-term objectives and make recommendations to the Executive Committee to align the operations to long-term objectives, as needed.
- 5) To provide support to the Executive Committee in their operations, and strive to ensure that all members of the Executive Committee and Board of Trustees, volunteers and appointees follow the Code of Ethics and Conduct (Appendix A) adopted by the Corporation and identifying any deviations from the by-laws



- 6) To assist the Corporation as needed in fund-raising and public relations activities in coordination with the Executive Committee.
- 7) To monitor the tangible, intangible and intellectual assets of the Corporation
- 8) To review and monitor the Corporation's operating funds on a semi-annual basis so the budget for the calendar year is not exceeded.
- 9) To ensure the separation of the operating funds and the long term funds is maintained
- 10) The Trustees, in the interests of the Corporation, shall have the right to request that every Executive Committee submit a detailed Financial Report of the organization twice a year or at least at the end of the year to the community after all the functions have been Conducted, but before the official hand over of charge to the next Executive Committee. The trustees shall define clearly the level of detail expected in the Financial Report and shall ensure that the officers of the Executive Committee are aware of their responsibility to provide such Report. In the event that the trustees fail to establish this expectation, the level of details set by the executive committee in financial reporting will be deemed acceptable.
- 11) The Trustees may deem this Financial Reporting as Mandatory and thus enforcing their rights/ powers and perform their duties towards the Corporation by appointing a neutral team of 3-4 non-Executive Committee members/ officers and get the Report complete and ready by imposing a deadline as a remedial measure.
- 12) The Trustees shall not engage in any activity that adversely impacts the Corporation and/or its membership, the schedule of events, the funds of the Corporation, and the success of the Corporation.

#### **4.2 Resignation and Removal**

A member of the Board of Trustees may resign at any time upon written notice to the Board of Trustees and the President. A member of the Board of Trustees who fails to repeatedly attend official meetings of the Board of Trustees without prior notification and/or fails to comply with the Corporation By-laws can be removed from the Board of Trustees.

In the event of such removal or resignation or the death of a member of the Board of Trustees, the remaining members of the Board of Trustees shall appoint a replacement who shall serve until the first to occur of (a) the expiration of the remaining term of the deceased, removed or resigned member, (b) the next scheduled election for the Executive Committee, or (c) a special meeting of the General Body called to fill such vacancy. If the term of the appointed member of the Board of Trustees has not expired before such election, the General Body shall appoint a replacement member of the Board of Trustees to serve out the remaining term of the deceased, removed or resigned member of Board of Trustees. The Vice-President of one of the previous committees may be considered as the first alternative.



If a member of the Board of Trustees fails to abide by the By-Laws of the Corporation, he/she may be removed as follows:

- a) The removal of a member of the Board of Trustees must first be approved by all of the other members of the Board of Trustees and a vote of two-thirds (2/3) of the voting members of the Executive Committee
- b) After the vote to remove the member of the Board of Trustees by the Executive Committee and the remaining members of the Board of Trustees as set forth above, a Special Meeting of the General Body shall be arranged within forty-five (45) days after both such votes occur naming the member of the Board of Trustees to be removed at said meeting.
- c) The member of the Board of Trustees subject to removal shall be removed from office by the two-thirds (2/3) majority vote of the votes cast by the members in good standing of the Corporation. In the event of such removal, the General Body shall approve a replacement member of the Board of Trustees to serve out the remaining term of the removed member of the Board of Trustees.

## ARTICLE 5: OFFICERS

### 5.1 *The Executive Committee:*

- 1) The Executive Committee shall be comprised of at least Seven Members, four elected officers and three at-large members. (See section 5.2 for election process.) The term of the Executive Committee members shall be for a period of one calendar year. A person may serve as a member of the Executive Committee (including the three officer positions) for up to two consecutive terms. Such person shall next be eligible for re- election to the Executive Committee (including the three officer positions) two years after the completion of his or her second consecutive term, provided he/she satisfies all other eligibility criteria for being elected as a member of the Executive Committee.
- 2) The Executive Committee is authorized and empowered to conduct and manage the day-to-day affairs of this Corporation and to manage, invest, expend, contribute, use, borrow, lend and acquire Corporation funds in the pursuit of accomplishment of the objectives set forth in these By-Laws and resolutions adopted in furtherance thereof. The Executive Committee in addition to such other general powers conferred by these By-Laws, is hereby empowered to make and change rules and regulations not inconsistent with these By-Laws for the management and conduct of the affairs of this Corporation.
- 3) On behalf of the Corporation, its officers or members, the Executive Committee may initiate, defend, compromise, settle, arbitrate or release or pay the expenses of third parties, if in its judgment, it shall be necessary or desirable to protect, preserve, or advance the interests of the Corporation.



- 4) The Executive Committee shall fill all vacancies in office, which occur during the term of such office.
- 5) The Executive Committee shall transact all business and manage and direct the affairs of the Corporation on a day-to-day basis during the calendar year, except as may otherwise be herein provided; delegate when necessary any of the above powers to any officer for specific and temporary purpose and on condition that the action of such officer or agent's actions be ratified by the Executive Committee; shall designate by majority vote, as necessary and appropriate, other officers to act in place of the President or Secretary-Treasurer for the purpose of signing checks, to pay bills or to exercise any other functions of their offices in the event that either shall refuse to act or shall become ill or otherwise incapacitated;
- 6) The Executive Committee shall perform all acts, not expressly authorized herein, which are necessary or proper in the implementation of the above duties for the protection of the property and reputation of the Corporation, for the benefit of the Corporation and its members, and in furtherance of purposes of this Corporation.
- 7) The Executive Committee shall have the duty to investigate any alleged breach of fiduciary duty when circumstances so warrant and to take appropriate action if the investigation so merits.
- 8) The Executive Committee shall conduct meetings as such time and place as shall be determined by the President, upon reasonable notice to all Committee members.
- 9) A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, except that at least two elected officers and three Executive Committee members must be present at a meeting in order for a quorum to be constituted. The action of a majority of the Executive Committee present at a meeting at which a quorum is present shall be considered an action of the Executive Committee.
- 10) As to all matters requiring action by the Executive Committee and when the Executive Committee is not in formal session, the Executive Committee may act by email, letter, fax messages or any media of communication. When action by the Executive Committee is required, the President may obtain it by communicating to the member of the Executive committee and such members may take action on the matter brought to their attention in the same manner. Such action so taken by the majority of the members of the Executive Committee shall constitute action of the Board as though the Executive Committee were in formal session.

## **5.2 Election of Officers**

- 1) An election committee comprises of the current President and the Board of Trustees.
- 2) Candidates for the President shall declare their candidacy in writing to the Board of Trustees and the Executive Committee by no later than the last Friday September in a given calendar



year. If the candidacy is not received by above stated day, the Election Committee shall invite proposals from current members in good standing for the position of President for the following year. The members in good standing are defined as paid members for the current year and/or life members. In the absence of any candidates, the Election Committee will appoint the President.

- 3) Other members who want to serve on the Executive Committee need to approach the Election Committee in writing by no later than the above stated date.
- 4) A nomination request should include the following details:
  - a) Name of Presidential candidate in good standing
  - b) List at least 6 additional members in good standing to form the committee.
  - c) Preferably with officers names and titles (Vice President, Treasurer, Secretary and Executive members)
  - d) Candidates can add proposed activity agenda, details of past professional and voluntary experience, optional to support their application.
- 5) The deadline to email nomination is last Friday of September for each calendar year. Any nomination received after this time will not be considered valid.
- 6) The Election Committee will validate applications including eligibility of the presidential candidates and announce Presidential candidates by mid-September.
- 7) If more than one candidate nomination is received an election will be held based on attached guidelines in the last week of September.
- 8) The three Trustees cannot vote in case of election unless there is a tie and only in that case the three Trustees can vote to break the tie.
- 9) The Trustees and the President – Elect will introduce the new Executive Committee at the general body meeting in the fourth quarter of the calendar year. The new President and Executive Committee will take charge of all operations starting January 1st of the subsequent year.
- 10) The other three officers of the Corporation, namely the Vice-President, Treasurer and Secretary shall be elected by a majority vote from and by the members of the Executive Committee, to serve for a period of One Year.

### **5.3 Resignations or Removal**

If an officer wishes to resign for any reason, he/she should communicate in writing to the Executive Committee and the Board of Trustees with a minimum of thirty (30) days notice for



orderly transition. The remaining members of the Executive Committee, in consultation with the Board of Trustees, may elect an appropriate person within the existing Executive Committee to serve in the role of the vacant officer for the remainder of the term.

The Executive Committee with minimum two-thirds majority shall approach the Board of Trustees requesting removal of the President or any other officer providing the specific reasons in writing. The Board of Trustees shall have the right to investigate and, as appropriate, to replace the removed officer with a member of the existing Executive Committee to serve in the role of the removed officer for the remainder of the term.

#### **5.4 Duties of the President and the Vice-President.**

- 1) It shall be the duty of the President and, in the absence of the President, the Vice-President, to preside at meetings of the Corporation and the Executive Committee, to preserve order therein, to enforce these By-Laws and the rules of order adopted by this Corporation, and to see that all officers perform their respective duties. He/she shall also have the right to serve on all committees by virtue of his/her office, and in general, shall perform all duties incident to the office of President and/or Vice-President, and such other duties as may be assigned by the Executive Committee from time to time.
- 2) It shall be the duty of the President and, in the absence of the President, the Vice-President, to ensure all internal and external communications are constructive and to present the Corporation in a positive and professional manner.
- 3) The President shall decide all questions of order, subject to an appeal to the membership, if a valid objection has been taken by a member in good standing, which appeal shall be determined by a majority vote of the members present and voting. The President shall also have the right to vote in the election of officers, but shall not have the right to vote on any other question, except that the President/Vice-President shall cast the deciding vote when a tie occurs on any question. He/She shall announce the result of all votes and shall have the power to call a General Body meeting as per the guidelines defined in this document.
- 4) The President, together with the Secretary shall sign all official documents, contracts, or other instruments, all checks on the bank accounts of the Corporation, and perform such other duties as these By-Laws or law may require of him/her.
- 5) The President shall be the principal executive officer of this organization and, shall in general, supervise, conduct and control all of the business and affairs of this organization, its officers, members, including without limitation, the right to appoint members of the Corporation to chair meetings and to preserve order therein.
- 6) The President in conjunction with the Treasurer shall have the authority to disburse or order the disbursement of all monies necessary to pay the bills, obligations and indebtedness of the



Corporation, which have been properly incurred as provided herein. He/she shall have the authority to pay current operating expenses of the Corporation, including rents, utilities and maintenance of any meeting place and expenses of any program or activity arranged on behalf of the Corporation, and other incidental expenses.

- 7) The President shall have charge and supervision of all the officers and members of the Corporation and shall have power to appoint all committees in consultation with the Executive Committee.
- 8) The President will appoint special committees at any time, depending upon the then needs of the Corporation.
- 9) In the absence of the President, the Vice-President will assume the roles and responsibilities of the President as outlined in these By-Laws.
- 10) The President and Trustees have the authority to issue any certificate or documents for voluntary time and service rendered by members or youths. Such certificates or documents cannot be issued without log of the voluntary hours.

### **5.5 Duties of the Treasurer**

The Treasurer shall perform all the duties imposed by these By-Laws, and in general perform all duties incident to the office and such other duties as from time to time may be assigned to him/her by the President, the Executive Committee or the members by resolution and which are in furtherance of the purposes of the Corporation. He/she shall see that all notices and reports shall be prepared and given in accordance with the provisions of these By-Laws or as required by law.

The Treasurer shall perform following specific duties:

- 1) Keep itemized records of all receipts and payments of the Corporation and maintain records, vouchers, work sheets, books and accounts, receipts and any emails as documentary evidence for such receipts and payments. These records may be maintained in either paper format or in electronic format and shall be preserved and maintained for a period of 7 years.
- 2) Deposit all the monies received (either by cash, check or credit cards) into the Corporation's bank account designated by the Executive Committee in a timely manner.
- 3) Make at least one annual report at a general body giving the financial statements (Balance Sheet and Income statement) of the Corporation. Upon receipt of a written request from a member, or Executive Committee or Board of Trustees, the Treasurer shall also make available a copy of the latest annual report to such individuals. Requests from members for the past annual reports (excluding the latest available annual report), shall be forwarded to all Executive Committee Members for approval prior to release of such report(s) by the Treasurer to the requesting member(s).



- 4) Keep custody of the financial records including but not limited to receipt books, credit card processing equipment, and shall keep all important documents, papers and correspondence related to Association's property and finances.
- 5) Provide donation receipts to all donors before January 15th of every year.
- 6) Maintain a list of the names and addresses of all new members of the Association and shall report said list at the annual meeting.
- 7) To maintain the liability insurance policy for the Corporation
- 8) To maintain the annual corporation registration renewal with State of Georgia
- 9) Ensure that audit of the Corporation's financial statements are performed by a Certified Public Accountant every year.
- 10) Create and submit an annual budget listing the expected income and expenditures for the regular program activities organized every year by January 1st of the calendar year to the Board of Trustees.
- 11) The budget for the operating expenses needs to be maintained by the Treasurer throughout the year.
- 12) Create and maintain separate budget records showing expected receipts and payments for multiple years (up to five (5) future years) related to any long-term objectives of the Corporation.
- 13) Whenever a Treasurer's term of office expires or is otherwise terminated, he/she must transfer to his/her successor in office the funds, papers, documents, records, vouchers, worksheets, books, receipts, money and other property of the Association. All such records, vouchers, work sheets, receipts, books, reports and documents shall be preserved and retained for a period of seven (7) years.
- 14) To communicate dues notices, collecting dues, filing State and Federal tax returns, and taking care of payments to appropriate authorities / organizations for maintaining non-profit organization status as required by law.

## **5.6 Duties of the Secretary**

- 1) To record the minutes of the Executive Committee meetings and disseminate appropriately in a timely manner.
- 2) To ensure that all communications are duly given in accordance with the provisions of these By-Laws or as required by the law.
- 3) Be a custodian of the corporate records and of the seal of the Corporation.



- 4) To sign with the President, or any other officer authorized by the Executive Committee, any contracts, deeds, mortgages, bonds, or other instruments which the Executive Committee has authorized to be executed adhering to these By-Laws.
- 5) To maintain all the correspondence of the Corporation in good order, maintain and store all pertinent records of Corporation in the manner set forth by these By-Laws and in accordance with applicable law.
- 6) To ensure that communication and content published in all media such as the website, newsletters, emails, social networking sites, etc., is approved by the Executive Committee and posted appropriately.
- 7) To maintain the integrity and security of the information database such as member information.
- 8) To notify all members of the Executive Committee the particulars of all meetings and gatherings of the Corporation and provide them with the agenda and programs a week in advance of the meeting.
- 9) To perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President, or the Board of Trustees.

### **5.7 Officers – Generally**

As used in this Section, the term “OFFICER” shall include Executive Committee members appointed by the President.

- 1) The right to assume office or hold office or position in the Corporation shall never be deemed a property right, but shall be a personal privilege and honor only. Any action taken in good faith and within the scope of his/her authority and power under these By-Laws shall not be the basis for any personal liability against such officer.
- 2) All Officers of the Corporation must, as a condition of holding office, execute all necessary forms required by law to be filed with any federal or state agency either for and in behalf of the Corporation or as an officer of member thereof, but accidental default shall not be considered a violation of the duty imposed by this Section.
- 3) All Officers in the performance of their duties shall adhere to the terms of these By-Laws.
- 4) The Officers of this Corporation occupy positions of trust in relation to the Corporation and its members as a whole and are, therefore, accountable to the members with respect to the performance of their duties in handling the funds and property of the Corporation. Upon



demand of the Executive Committee or any individual member for good cause, an officer shall render a proper and adequate accounting or explanation respecting the performance of his/her duties in handling the funds and property of the Corporation. Failure to do so shall constitute a ground for discharge from his/her position subject to a hearing by the general membership.

## **ARTICLE 6: MEETINGS**

The Corporation membership meetings shall be general body or special.

### **6.1 General Body Meetings:**

- 1) A general body meeting is defined as a meeting where all of the Corporation's members are invited with a meeting notice at least one (1) week in advance with a specific agenda to be discussed and/or voted. A general body meeting can coincide with any Corporation event. As such, the last event of a given calendar year shall be deemed as the Annual General Body meeting. A report on the activities and financial condition of the Corporation will be submitted. The Executive Committee for the following year shall be presented at this event.
- 2) General body membership meeting shall be held at least once annually or as needed.
- 3) One of the primary agenda items for the annual General body meeting is to appoint the Board of Trustees and the Executive Committee for the term beginning for the following calendar year.
- 4) Members in attendance at general body meetings shall have the right to express their views, arguments or opinions upon any business properly before the meeting subject to these By-Laws and the rules and regulations of meetings, but no member in exercising such rights shall evade or avoid his responsibility to the Corporation or engage in or instigate any conduct which would adversely interfere with the Corporation's unity and performance of its legal or contractual obligations.
- 5) The Executive Committee is authorized to permit general body meetings to be held at a suitable location considering the needs of the Corporation so as to permit the membership to attend meetings and exercise their rights as the Corporation members.
- 6) The meetings shall be presided over by the President, or in his/her stead, the Vice-President or any other officer so designated by the President to preside over the meetings. The individual presiding over the meetings shall be deemed the Chairman over that meeting.



## **6.2 Special Meetings:**

Ten percent (10%) or more of the members in good standing of the Corporation may submit a written petition for a Special meeting to the President of the Corporation stating forth the reasons therefore. Upon receipt of the petition, the President must, as soon as practicable, inform the Executive Committee and the Board of Trustees of the petition, and, less than fifteen days after receipt of the petition, shall call the Special Meeting to be held within a reasonable time. If the President does not call such a meeting, the Executive Committee shall call such meeting within fifteen (15) days of the original petition. In addition, the President and/or Board of Trustees may, on his own motion, call a Special meeting. Reasonable notice of the date, time and place of any Special meeting and of the topics to be presented, shall be provided to the membership at least one (1) week prior to the meeting.

Any proposals discussed in the Special meeting affecting the general body must be approved in the General Body meeting.

## **6.3 Quorum**

The quorum of a general body meeting shall be at least one-third (or 33%) of the membership in good standing and that of a special meeting shall be ten (10%) percent of the membership in good standing.

## **6.4 Executive Committee Meetings**

The frequency, location and duration of the executive meetings are left at the discretion of the Executive Committee; however any expenses incurred for the executive meeting should not be charged to the Corporation.

## **6.5 Rules and Regulations**

- 1) The Executive Committee or the presiding Chairman at any meeting is authorized to exclude from any meeting any member against whom charges are pending. If it should appear to the presiding Chairman that any member is so conducting himself/herself to constitute a threat to the orderly conduct of the business of the meeting, he may order him/her ejected, subject to appeal to the membership.
- 2) At any time, when in the judgment of the presiding Chairman of the meeting, it appears that the meeting has become so disorderly so as to prevent proper deliberation on the matters which might properly come before the meeting, the presiding Chairman shall have the right to adjourn such meeting forthwith, upon his own motion, and without second, and even though there may be other motions upon the floor. There shall be no appeal from such action since it is taken as a result of conditions, which would prevent orderly consideration of the appeal, by the meeting.
- 3) If the presiding Chairman takes such action, the time and place for a subsequent meeting, if there is to be one, shall be determined by the Executive Committee. If no such determination is



made, then the next meeting shall be the next regularly scheduled General Membership meeting.

- 4) The Executive Committee may at any time prior to or at a meeting, disqualify from attendance at such meeting those members as to whom it has reasonable cause to believe that their presence at such meeting will cause disturbance or disorder.
- 5) The rights of the members to attend meeting, to remain in such meetings or to participate in matters which come before such meetings are subject to the above powers and duties of the presiding Chairman and of the Executive Committee.
- 6) The Executive Committee members should not accept any financial or non-financial benefits from vendors or any other service providers of the Corporation. If any inadvertent benefit received shall be reported in writing to the executive committee and trustees within one (1) week from the knowledge of such event. The Executive Committee and the Trustees reserve a right to investigate the incidence further as deemed necessary. All such infractions can be made available to any general body members.
- 7) A member of the of the Corporation who is present at a meeting at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail or electronic mail to the Secretary of the Corporation before the end of the following business day. Such right of dissent shall not apply to a member of the Board of Trustees who voted in favor of such action.

## **ARTICLE 7: Corporation's Funds Management**

The corporation funds are classified under three main categories.

- 1) Short Term Funds (Operational Funds in a calendar year)
- 2) Community Long Term Funds
- 3) Trustee Funds

A "Disbursement committee" comprising of 5 individuals – 3 current Trustees, President and a member of the general body in good standing appointed by the President is appointed annually to oversee the disbursement of the Long term and Trustee funds.



### 7.1 Short Term Funds / Operational Funds

- a) **Definition** – These are funds collected from donations and membership fees in a calendar year by the Executive Committee. These are used for covering the operating cost of events organized by the corporation. The President and the Executive Committee shall have the authority to use these funds for the operation of the various Corporation events. It is strongly recommended that an operating budget be laid out at the beginning of the year with a mutual discussion with Trustees as needed for the benefit of the community.
- b) **Mode** – These funds are to be held in a separate “Corporations Checking account”.
- c) **Distribution** – Typically funds are disbursed by the Executive committee and Presidents approval. Disbursement of funds to other charitable organizations and individuals made through these funds should be clearly communicated within two weeks to the community with summary details on (a) Intent of disbursement (b) Amount of disbursement c) Organization/ Recipient name.

### 7.2 Long Term Funds

- a) **Definition** – These are funds accrued over a long period of time, and set aside for future strategic development projects of the organization.
- b) **Mode** - These funds are saved as Certificate of Deposits with a maturity term of 1 or more year(s). Every year excess operating funds left after all events are completed should be added to the long term funds and rolled back into a Certificate of Deposit for the subsequent year.
- c) **Distribution** - In order for these funds to be distributed in part or in whole two documents are needed:
  - 1) Expressly written General body approval through proxy votes
  - 2) Expressly written consent of a “ Disbursement Committee”

### 7.3 Trustee Funds

- a) **Definition** – These are funds accrued from the interest paid on the MMA long term funds above, and set aside for payment of 1) Taxes & 2) Insurance needs of the organization.
- b) **Mode** – These funds are saved in a separate Money market account at the beginning of each year. The interest accrued from Certificate of deposits is added each period to this amount.
- c) **Distribution** - After insurance and tax needs are met, the remaining balance of the Trustee funds can be made available for appropriate causes within the MMA corporate vision. Any individual or charity requiring these funds should apply via email to the current executive committee and trustees stating needs in detail. These funds are then released after expressly written consent of the Disbursement Committee.



## **ARTICLE 8: RISK MANAGEMENT**

### **8.1 Liability Insurance**

The Corporation should continue to carry appropriate liability insurance of sufficient coverage in consultation with an insurance agent, as determined by the Executive Committee, to help protect the Corporation, the Board, and the Executive Committee from any potential liability.

### **8.2 Use of Corporation assets**

The Executive Committee should take proper steps to avoid misuse of the Corporation assets, including, but not limited to, membership personal information, so as to prevent a violation of the Corporation mission, objectives and the By-Laws.

### **8.3 Dispute Resolution**

In the event of a serious disagreement between the Executive Committee and/or the members of the Corporation and/or the Board of Trustees regarding the interpretation of the By-Laws or Articles of Incorporation of the Corporation, the parties shall use their best efforts to resolve the matter. Should there be no resolution of the matter, each party reserves within itself the right seek all appropriate administrative and legal remedies available to it under applicable law.

### **8.4 Other Provisions**

The controlling object and purposes of the Corporation are to receive by gift, property, real and personal, and to maintain, use and operate the same in such manner as to promote and foster its corporate objects and purposes set forth in the Articles of Incorporation, as well as those of the gifts which it shall receive subject to the terms and conditions on which it may receive the same. No part of the net income of the Corporation shall ever inure to the benefit of its officers, trustees or any private individual provided, however, that reasonable compensation may be paid for services rendered to the Corporation.

No member or trustee of the Corporation shall have any personal liability for corporate obligations properly approved and authorized by the Executive Committee and/or the Board of Trustees and the methods of enforcement and collection thereof.

Should a member or trustee create some liability that was not properly approved or undertaken in accordance with these By-laws and the goals, mission and purpose; then the Executive Committee shall investigate the matter and pursue the recourse removal of the person either with mutual understanding or by legal means.

The Corporation can be dissolved only by a two-thirds (2/3) majority vote of the votes cast by Corporation members in good standing having the right to vote at a meeting of the General Body.

Upon dissolution or liquidation of the Corporation, all of its assets remaining after payment of all of its liabilities and obligations shall be distributed exclusively for the purposes of the Corporation in such manner or to such organization or organizations as shall at the time qualify as exempt under



Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation in any manner or to any extent participate in or intervene in (including the publishing or distributing of statements, any political campaign on behalf of any candidate for public office.)

## **ARTICLE 9: AMENDMENTS**

The By-Laws of the Corporation may be made, altered, amended or repealed according to the following procedure:

- 1) Any member in good standing, including members of the Executive Committee for a current year, may submit a proposed amendment to the By-laws. The President, the Officers and the Board of Trustees shall act as a review committee and review the proposal for amendment(s). The Review Committee can take the matter to the General Body after suggestions or changes, as deemed necessary.
- 2) Within sixty (60) days after such submission, the Review Committee shall accept the submission, reject it or suggest modifications. If the Review Committee fails to act within such sixty-day period, the submitted proposed amendment to the By-Laws shall be deemed accepted by the Board of Trustees
- 3) The General Body shall vote on the altered, amended or repealed By-Laws electronically or at the next General Body meeting. A two-thirds (2/3) majority vote cast by the Corporation members in good standing at least two (2) months before the general body meeting shall be required to adopt the altered, amended or repealed By-Laws.



## APPENDIX A: ETHICS & CODE OF CONDUCT

In accordance with our Principles, the Corporation is committed to creating a long-term value for all of the Corporation members and community at-large. The Corporation culture will encourage open communication, operating with the highest standard for compliance with applicable laws, regulations, and policies for a not-for-profit Corporation. We will abide by the Corporation By-Laws and principles and we will do business only by lawful and ethical means.

- 1) **Dealing with Corporation members, customers and suppliers** – We shall conduct business only with reputable entities who are involved in legitimate business activities and whose funds are derived from legitimate sources and used for legitimate purposes. We shall deal with integrity and respect for self and others. We shall not slander, gossip or make an improper reference to any entity within and outside the organization that will cast them in poor taste.
- 2) **Protecting Assets** – We will have a direct role in protecting the Corporation’s assets- Tangible and Intangible. Tangible Assets of the Corporation are property, money, investments & equipment. Intangible Assets of the Corporation are electronic files, trademarks, confidential information customer databases, mailing list, media, printed material, & copyrighted information. These items should be protected with confidentiality and respect to individual privacy.
- 3) **Improper Payments**- We shall conduct business without offering or giving anyone a bribe, kickback, illegal political contribution or other improper payment of any kind and avoid the appearance of any improper payment. We will refuse gifts, loans, favors or kickbacks from third parties, such as vendors, suppliers, members, customers, or agents.
- 4) **Avoiding Conflicts of Interest** - We have a fundamental ethical obligation to avoid conflicts of interest and make sound business decisions on behalf of the Corporation that are undistorted by our individual, family, financial or other interests. Listed below are few examples:
  - a. Do not extend favors by doing business with friends or relatives without first advising the Executive Committee.
  - b. Do not use Corporation resources in another business in which you, a friend or family member are involved
  - c. Do not perform private consultation with third parties concerning any of the Corporation areas of interest.



- d. Do not divulge confidential information or remove it from Corporations offices for any purpose not in the Corporation's interest
  - e. Do not apply pressure to the Corporation's vendors, suppliers, banks, etc., to obtain any concessions or allowances connected with personal interests.
  - f. All the members of the Executive Committee and the Trustees are expected to behave in a manner that they do not have any conflict of interest with any of the activities of the Corporation. If, during the tenure, a member of the Executive Committee, or a Trustee, gets involved in an activity that adversely impacts the Corporations' schedule, participation level, finances, inventory, short- or long-term objectives, which can be considered as a direct conflict of interest with the Corporation activities, the individual should exercise his / her discretion and decide to work with either the Corporation, or pursue the other activity, but should not work with both the activities.
- 5) **Counter-terrorism and preventing money laundering** – We shall maintain and follow a “know your customer” approach. We will use due diligence and promote security by conducting our business in such a way to obey the spirit and letter of counter-terrorism, money laundering prevention; comply with all applicable laws that prohibit money laundering.