BYLAWS OF THE MALAYALEE ASSOCIATION OF GREATER HOUSTON INC. (MAGH)

ARTICLE I: NAME AND OBJECTIVES

Section 1.1 Name

Name of the organization shall be "The Malayalee Association of Greater Houston Inc., (MAGH)", hereinafter referred to as "Association".

Name of the Board of Directors shall be referred here in after as "The Board "

Section 1.2 Nature

The Association shall be a secular, non-profit, and non-political organization

Section 1.2 Geographical areas

Areas of operation and activities of the Association shall be Houston Metroplex, suburban areas and its surrounding counties.

Section 1.3 Registered Address

The Registered Office and mailing address of the Association shall be the principal office of the Association. Address 1415 Packer Ln., Stafford, TX 77477

Section 1.4 Registered Agent

The President of the Association shall be the successor of the Registered Agent every year.

Section 1.5

The objectives of the Association shall be –

i. To promote the cultural, educational, social, economic, and community welfare of the people of Kerala (India)and their descendants.

ii. To represent the interest of the Malayalee community as and when required.

iii. To foster friendship and understanding between members of the Association and other similar organizations.

iv. To preserve, protect, promote, and popularize the Kerala culture and heritage.

v. To do charitable work and service to the community.

vi. To educate and encourage members to fulfill their civic responsibilities.

vii. To take leading role in propagating the Malayalam language among the Malayalee community.

viii. To seek and encourage active participation of youth in the Association and community activities.

ix. To raise funds to carry out charitable and humanitarian causes.

ARTICLE II : MEMBERSHIP

Section 2.1: Eligibility

Eligibility: Any person of Kerala origin, their spouses, children and their descendants, age 18 and above

subscribing to the constitution and interests of the Association, and living within the geographical areas of activities of the Association, shall be eligible for the membership.

Section 2.2. Categories

There shall be three categories of memberships in the Association

a. Life membership
b. Patron membership
c. Honorary membership

Life membership: A person who subscribes to and pays a onetime fee for self or self and family for a lifetime.

Patron membership: A person who subscribes to and pays a onetime enhanced fee for self or self and family. Patron members have the privilege to have two reserved seats for all the programs and functions conducted by the Association for a lifetime.

Honorary membership: A person who has rendered conspicuous and outstanding services to the Kerala community may be elected to honorary membership. Honorary members shall be exempted from all dues but shall be entitled to all privileges of the Association except the right to hold any office in the Association or to vote. Unanimous decision of the Board is needed to confer an honorary membership.

Section 2.3: Membership Fee

Fees for all types of membership shall be decided by the Board.

ARTICLE III : BOARD OF DIRECTORS

Section 3.1

The activities of the Association shall be managed by a Board of Directors headed by a President. The Board of Directors shall function as the Executive Committee of the Association during their term of their office.

a. The President shall be directly elected by the General Body.

b. Vice President, Secretary, Joint Secretary, Treasurer, and Joint Treasurer shall be elected/selected from among the newly elected Board of Directors during the first official meeting of the Board of Directors.

c. Members of the Board of Directors shall not be entitled to any remuneration for their services.

Section 3.2

The Board of Directors elected shall constitute the Board consisting of President, Secretary, Treasurer, Vice President, Joint Secretary, Joint Treasurer and 9 other Directors.

a. There shall be two women representatives and one youth representative on the Board of Directors.

b. Term of the office of the Board of Directors shall be one year.

c. No member of the Board of Director shall serve more than two consecutive terms.

Section 3.3 Qualification

The Directors must be of good moral character. Only those members who meet the following qualifications are necessary for a candidate to become a member of the Board of Directors.

a. To be qualified for the election the contestant shall be in good standing as a member of the association for one year immediately preceding the date of declaration of election.

b. Only Patron and Life members are eligible to be contestants in the election.

c. Candidates for the position of President, Secretary and Treasurer must have served on the Board for at least for one prior year.

d. A current resident, who lives in association geographical area.

e. Not in litigation or dispute with the Association in any judicial or administrative bodies or any other government authorities unless the person follow the grievance procedure mentioned in this bylaw.

f. Not a party to any pending enquiry or proceedings for misconduct or negligence in the affairs of the Association or any public organization of similar nature.

g. Not a spouse of another member of the Board of Directors or Trustee Board.

h. Not a convicted felon.

i. Not an executive member of similar local Malayalee organizations in your area which doesn't include religious and national umbrella organizations.

Section 3.4: Oath of Office

The President and all the Board of Directors must take Oath of the Office before the Trustee Board Chairman or any other Trustee Board Member, in the Chairman's absence, before assuming their official duties and it should be recorded and signed in the register. It must be done on or before January 31st.

In extenuating circumstances board of trustees has the authority to give an extension.

Section 3.5 Duties and Responsibilities of the Executive Officers

President:

1. President shall be the chief executive officer of the Board and the registered agent of the association.

2. President shall have the duty to make sure that orders and resolutions of the Board are carried out appropriately.

3. President shall be ex-officio member of all subcommittees.

4. President shall communicate with Vice president, Secretary and Treasurer to hold meetings, to plan and to make an agenda for the meeting etc.

5. President shall have all the powers and duties usually vested in the office of the President.

Vice President:

In the absence of the President, Vice president shall assume the office of the President and shall perform all the duties and responsibilities of the President. Vice President shall perform such additional duties as and when needed and as assigned by the President or as required by the Board.

Secretary:

a. Secretary shall be responsible for all the records and registers of the Association and maintenance thereof.

b. Secretary shall be the ex-officio member of all the sub committees.

c. Secretary shall maintain the minutes of all the meetings and proceedings.

d. Secretary shall present mid-term and annual report to the General Body.

e. In consultation with the President, Secretary shall send notice of meetings.

f. Secretary shall perform such other duties as may be required for the smooth and efficient functioning of the Association.

Joint Secretary:

In the absence of the Secretary, Joint Secretary shall assume the office of the Secretary and shall perform all the duties and responsibilities of the Secretary. Joint Secretary shall perform such additional duties as and when needed and as assigned to him or as required by the Board.

Treasurer:

Treasurer shall have the general supervision over funds of the Association and see to it that full and accurate accounts of receipts and disbursements are maintained. He shall maintain and be the custodian of books of account of the Association. He shall be the mandatory signatory to every check issued along with either the President or the Secretary of the Association. Treasurer shall present midterm and annual financial statements before the General body. Treasurer shall present a financial statement at every Board meeting.

The treasurer has the responsibility to file the Tax return with IRS, the Franchise Tax with the Comptroller of Texas, get the accounts audited accounts and make any other due payments due to others from the association.

Joint Treasurer:

In the absence of the Treasurer, Joint Treasurer shall assume the office of the Treasurer and shall perform all the duties and responsibilities of Treasurer. Joint Treasurer shall perform such additional duties as and when needed and as assigned to him or as required by the Board.

Board of Directors has the authority to raise funds for the developments of MAGH from individual members or other financial institution, however it needs to be approved in the General Body meeting.

ARTICLE IV. SUB-COMMITTEES

Section 4.1

The Board of Directors shall form as many sub-committees as required in its judgment to carry out various functions of the Association. The chairperson of the sub-committee shall be a member of the Board. President, secretary, and treasurer will be in all sub committees as ex-officio, Ex-officio officials must be notified in advance about all meetings of the subcommittee.

Section 4.2

Sub-committee shall consist of one or more members of the Board of Directors and other members nominated by the Board of Directors from the members of the Association on the basis of their social standing, community service or expertise in each field of activities.

Section 4.3

As and when needed chairpersons of the sub-committees shall convene and conduct meetings. Ex-officio members must be informed about all the meetings in advance. Subcommittees shall be directly responsible to the Board for all their actions.

Section 4.4: Youth subcommittee:

i. The youth representative of the Board shall be the chairperson of the youth subcommittee. Ex-officio members must be notified in advance about all youth meetings.

ii. Youth subcommittee shall encourage all youth of the Malayalee community to become a part of the organization. It shall promote unity among Malayalee youth and promote and perpetuate our culture and heritage.

Section 4.5: Women Subcommittee

i. The Board shall elect one of the elected women representatives as the chairman of the Women's subcommittee chairman. Ex-officio members must be notified in advance about all meetings of the subcommittee.

ii. The subcommittee shall organize and conduct programs with the active participation and involvement of the Malayalee community and with the intention to promote women's participation in the affairs of the Association.

iii. The subcommittee shall coordinate activities to promote and perpetuate our culture and heritage.

Section 4.6: Senior Citizen's Subcommittee

i. The Board shall elect one of the members as the chairman of the seniors Citizen subcommittee. Ex-officio officials must be notified in advance about all meetings of the subcommittee.

ii. The subcommittee shall organize and conduct program with the active participation and involvement of the Malayalee Community and with the intention to promote seniors participation in the affairs of the association.

iii. The subcommittee shall coordinate activities to promote and perpetuate our culture and heritage.

Section 4.7: Educational Subcommittee

i. The Board shall elect one of the members as the chairman of the educational subcommittee. Ex-officio members must be notified in advance about all meetings of the subcommittee.

ii. The subcommittee shall organize and conduct program with the active participation and involvement of the Malayalee community and with the intention to promote Malayalam language among the Malayalees.

iii. The subcommittee shall conduct Malayalam classes with the active participation of volunteers.

Section 4.8. Sports Subcommittee

i. The sports subcommittee shall organize and conduct various sports and other Programs related to sports with the active participation and involvement of the Malayalee community.

ii. Sports Subcommittee may formulate their own operational guidelines. Such guidelines are to be discussed and endorsed by the Board.

Section 4.9: Cultural Subcommittee

(i) The board shall elect one of the members as the chairman of the cultural sub-committee. Ex officio members must be notified in advance about all meetings of the subcommittee.

(ii) The sub-committee shall coordinate and conduct social and cultural activities to promote and perpetuate our culture and heritage.

ARTICLE V. MEETINGS AND QUORUM

Section 5.1

Board Meetings shall be held at least once a month but can be convened as often as necessary.

Section 5.2

President in communication with the Secretary and Treasurer may schedule the date, time, place and agenda of the Board meetings and the Secretary shall notify all members of the Board of Directors at least a week prior to the meetings. However, for special and or emergency meetings, notification shall be made by giving reasonable notice.

Section 5.3

A Simple majority of the Board of Directors shall make a quorum for the board meeting.

Section 5.4

Minutes of the meeting of the board of directors shall be recorded in the minutes in a prescribed format.

As per annexure 1

Section 5.5

a. The Board shall convene a General Body meeting to be held at least twice a year, at midterm and annually.

b. The Board may call special General Body meetings any time of the official year of the Association.

c. Two weeks advance notice of the general body meeting shall be given to the members. For special and or emergency purpose General Body meetings can be convened with reasonable notice.

d. One third of the voting membership shall constitute a quorum for a General Body meeting. If quorum is not present in any given General Body, as per 'Robert's Rules of Orders' President shall adjourn the meeting and reconvene after half an hour as a carry-over meeting. Members present in that meeting shall make-up the quorum.

ARTICLE VI. BOARD OF TRUSTEES

Section 6.1: Composition

(a) Board of Trustees will comprise of a total of Six Elected Members. President, Secretary and Treasurer shall be ex officio members during the term of their office. Each elected member will hold the office for a period of three years. Every year two members will be elected to Board of Trustees. Out of these two vacancies, one will be reserved for the outgoing President of MAGH. In the event, the outgoing President declines to become member of the Board of Trustees, both the vacancies will be filled by General Election.

(b) Ex-officio members are not eligible to vote in the Board of Trustees meetings. Only an elected member can hold the office of the Chairman of the Board of Trustees.

(c) Only Life members and Patron members with a minimum prior service of one year in the MAGH Board of Directors shall serve in the Board of Trustees. Elected members shall be free

from any formal disciplinary actions against them by MAGH for a minimum period of three years preceding the election.

(d) Board of Trustees shall meet a minimum of twice an year to conduct their official duties.

(e)The Board of Trustees, by consensus, shall appoint a Chairman. If consensus is not available, Chairman of the Board of Trustees shall be elected by elected members the Board of Trustees among themselves. The term of the Chairman shall be for one year. The Chairman shall preside over the meetings and conduct the deliberations of the Board Trustees.

(f) If a vacancy arises for any reason during the term of such vacancy shall be filled by nomination by the Board of Trustees. Such nominations shall be only for the remainder of the term of the vacant position.

(g) The Board of Trustees shall not have any executive powers related to the day to day running of the association while members of the Board of Directors are in office. They may be invited to offer opinions or advice to the Board on important policy matters and any other matter referred to them by the Board, the Executive Board or the General Body. They shall perform such other duties as assigned to them by the Board.

(h) In the event elections are canceled or declared invalid due to any reason, the current members of the Board of Trustees shall continue to hold office.

(g)The Board of Trustees have the authority to conduct the General Election by using Ballot or Electronic Voting Machines.

Section 6.2: Responsibilities of the Board of Trustees

(i) Function as an overseeing body or watch dog of the Association without creating any conflict with the Board of Directors (Executive Committee).

(ii) Act as custodian of all legal documents regarding Real Estate, property inventory and legal documents.

(iii) Ensure that the Association is in compliance with the applicable laws of the State of Texas

(iv) Upon request by the Board of Directors make attempts to resolve conflicts within the Board of Director membership or among Association members regarding Association matters.

(v) Make sure the Annual Election is conducted as stipulated in the bylaw and ensure the smooth transition of power from the outgoing Board of Directors to the incoming Board of Directors.

(vi) All administrative powers to run the Association as stipulated in the Constitution shall be vested with the Board of Directors, who shall act as the Executive Committee during their elected term. Members of the Board of Trustees shall not generally attend the Board of Directors meetings or interfere with the functioning of the Board of Directors. However, if requested by either Board, joint meetings shall be held, if necessary, to discuss any conflicts and possible resolutions or on any extraordinary situations which merit a joint meeting.

(vii) MAGH Website, Social Media Accounts and any other digital documents are digital assets of the association and it is very important to keep the custody of these digital assets same as Bank Accounts and other Official Documents of MAGH.

Only the Board has the authority to create social media accounts like Facebook, Instagram, WhatsApp, X , etc under the name of MAGH or its Logo.

(viii) It is the responsibility of the Board of Trustees to make sure out going Board shall hand over all physical assets including movable and immovable and digital assets, digital assets including MAGH Website, Facebook, Instagram, MAGH Email Accounts, MAGH members E-mail list etc to the incoming Board on or before the Annual Accounts are approved and passed by the General Body.

(ix) Board of Trustees shall administer the Oath of Office to the President and the Board of Directors at the beginning of their term of office.

ARTICLE VII. AFFLIATIONS

The Board of Directors may choose to have formal affiliation with another autonomous Malayalee or Indian organization having similar aims, objectives, or purposes as those of the Association. Delegates or any representation from the Association to such affiliated organizations shall be decided by Board. Members from general membership also shall be considered as delegates or representatives. The affirmative vote of the Board of Directors shall constitute the decision. Any Malayalee Organization shall avail the MAGH facility for their function with a 50 % discounted rate from Monday through Thursday.

ARTICLE VIII. OFFICIAL YEAR

The official year of the Association shall be from January 1st through December31st.

ARTICLE IX ELECTION APPOINTMENT AND REMOVAL

Election: Election shall be held on or before December 15th of every year.

Section 9.1

Election Commission: The Board of Directors shall appoint an election commission to conduct the election. The appointment shall be made at least two months prior to the election date. For the proper conduct of the election the election commission can seek the service of one or more members of the Association to assist in the process of election.

Section 9.2

The decision of the Election commission shall be final and binding to all members of the Association in all matters concerning nominations, withdrawals, conduct of election and grievances.

Section 9.3

The Secretary of the Association shall provide the updated voters list to the election commission at the time of appointment.

Section 9.4

The election commission shall follow the same procedure for the election to both the Board of Directors and the yearly vacancies to the Board of Trustees. The election to the Board of Directors and the required number of Board of Trustees in each year shall be conducted at the same time.

Section 9.5

The Election Commission shall:

(1) Send out call for nomination to all members of the Association at least one month prior to the proposed date of election to the Board of Directors and Board of Trustees.

(2) Accept the nominations, scrutinize the nominations, and publish the final list of candidates.

(3) In the event of rejecting the nomination of any candidate, the reason for the rejection shall be notified to the candidate in writing.

(4) Conduct the Election.

(5) Declare the result of the election.

(6) The election commission shall have the authority to formulate reasonable and necessary guidelines for the proper conducting of the election.

Section 9.6 Procedure

(7) Every nomination shall be proposed by a member of good standing and seconded by another member of good standing.

(8) A Nomination fee of $150.00 non-refundable deposit (checks made in favor of 'MAGH') is required with each nomination. The General Body has the authority to amend the nomination fee if needed.

(9) The election shall be held by acclamation if unanimous or by secret ballot if contested. If more than the required number of candidates is submitted for nomination, the election shall be conducted by secret ballet.

(10) The Election, counting, and the declaration of results shall be done on the same day.

(11) The candidate receiving the highest number of votes shall be declared as winner.

(12) If two or more candidates contested for the Board of Directors or the Board of Trustees receive the same number of votes and at least that many positions are to be filled, then each will be declared as winner.

(13) If two or more candidates receive the same number of votes and the number of positions to be filled is fewer, then the winner shall be elected by drawing of lots.

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(14) In the event elections are canceled or declared invalid due to any reason, the current Executive Board, and Trustee Council, shall continue to hold office.

(15) It is the responsibility of the Board of Trustees to make sure all these assets and access are handed over by the outgoing Board to the incoming Board at the end of their term.

Section 9.7: Removal

Members of the Board of Directors may be suspended or removed from the Board if:

a. He/she fails to attend three or more consecutive Board meetings despite notification of such meetings, without providing acceptable reasons.

b. If a director who has been found misusing his/her position by uncalled or unauthorized usage of funds, Commingling of Association funds with his own fund, working against the interest of the Association.

An opportunity of being heard shall be given to the concerned member before taking action as provided under (a) and (b) above.

Any such action shall be informed to the Members of the Association as soon as possible.

Section 9.8

If any vacancy arises in the Board of Directors, such vacancy shall be filled by the next General Body and the appointment shall be for the remainder of the term.

ARTICLE X: AMENDMENT

Any member of the Association or the Board of Directors may propose amendment to the Bylaws. Any such amendment proposal requires 30-day notice to the members of the Association. An affirmative vote of 3/4 members present and voting shall be required for the passage of any amendment. However, no amendment shall be considered if the total attendance of the General Body is less than 100 (one hundred) members of the Association. Once the amendment is passed the same shall become part of the Bylaws. The amended by-law shall be filed with the Secretary of state in due course.

ARTICLE XI: CONFLICT OF INTEREST

Section 11.1: Interested Person:

Any member of the Association (including Board of Directors or Board of Trustees or other officers) or staff, who has a direct or indirect financial interest as defined below, is an interested person.

Section 11.2

a. A conflict of interest is defined as an actual or perceived interest by a staff or member of Board of Directors or Board of Trustees in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. Officers and members are obligated to always act in the best interest of the Association. This obligation requires that any officer or member, in the performance of organization duties, seek only the furtherance of the Association's mission. At all times, officers and members of the Board of Directors or Board of Trustees are prohibited from using their job title or the organization's name or property, for private profit or benefit.

b. Members or staff of the Association shall neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors. This is not intended to preclude bona-fide fund raising-activities of the Association.

c. No member or staff of the Association shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his/her knowledge, any of the following has a financial interest in that purchase or contract:

1. The staff or member.
2. Any member of their immediate family.
3. Their partner.
4. An organization in which any of the above is an officer, director or employee.
5. A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.

Section: 11.3: Disclosure

In connection with any actual or possible conflict of interest, the interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to Board of Directors or the Board of Trustees considering the proposed transaction or arrangement.

Section 11.4: Action

When a conflict of interest is relevant to a matter requiring action by the Board of Directors the interested person(s) shall call it to the attention of the Board of Directors and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the executive committee, excluding the person(s) concerning those about whose situation the doubt has arisen.

Section 11.5

If the interested person is a member of the Board of Trustees, then the conflict of interest should be raised to the Board of Trustees. The Board of Trustees will follow the aforementioned process.

Section 11.6: Record of Conflict

The official minutes of the Board of Directors or the Board of Trustees shall reflect that the conflict of interest was disclosed, and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.

ARTICLE XII: FINANCE AND BUDGET CONTROL

Section 12.1

Association shall maintain suitable and appropriate bank accounts.

Section 12.2

At the beginning of the official year of the Board shall prepare and approve a budget effecting the income and expenditure for the fiscal year

Section 12.3

In emergency situations President or Treasurer shall authorize expenditure up to $2500 per year. Such expenditure must be stated in the next Board meeting. Any amountabove $2500 shall have the prior approval of the Board.

Section 12.4

All checks of the association must have two signatures. One of the signatories much be the treasurer and the other one should be either the President or the Secretary.

ARTICLE XIII: BOOKS RECORD AND AUDITING

Section 13.1

All the books and records pertaining to the Association shall be the property of the Association.

Section 13.2

All the records of the Association must be in English and shall remain in the custody of the Secretary.

Section 13.3

All the records, documents and accounts including the assets and liabilities of the association shall be handed over to the new Board at the time of the new Board assuming office. The Board of Trustees shall ensure the smooth transition of the administration.

Section 13.4

With a written request to the President, members of the Association have the right of access to the records of the Association. The president shall consider such request within reasonable time.

Section 13.5: Audit:

A certified public accountant shall conduct an audit of the financial statement for each of its fiscal year. Such audit shall be done before the transfer of administration to the new Board of Directors.

ARTICLE XIV: GRIEVANCE PROCEDURE

(a) If any member of the Association is aggrieved by the decision of the election commission in the process or conduct of the election such person shall have the right to file an appeal to the Board of Directors. The Board on receipt of any complaint shall investigate and dispose of the matter within a reasonable time.

(b) Any member of the association aggrieved by any act or decision by the Board of Directors shall have the right to file an appeal before the Board of Trustees. The Board of Trustees in receipt of any such appeal shall in consultation with the Board of Directors attempt to resolve the problem within reasonable time.

(c) No member of the association shall pursue any judicial, administrative, or other remedies available under any applicable law without exhausting the remedy available under this bylaw.

ARTICLE XV: DISCIPLINARY ACTIONS

(i) If any member of the Association acts in gross violation of the provisions of the Bylaws or has acted against the best interest of the Association, the Board of Directors may after proper enquiry and investigation suspend or expel such member from the membership of the Association.

(ii) Any such suspension shall be reported to the next General Body meeting. In the event of expulsion, the approval of the General Body meeting with 2/3 majority of the members present and voting is required.

(iii) Those who have faced disciplinary action shall not be eligible to hold any position in the Association for the next two years period.

(iv) No disciplinary action shall be taken without conducting a fair enquiry or investigation proceedings by a duly appointed enquiry or investigation committee for such purpose by the Board of Directors. An opportunity of being heard shall be given to the person against whom the enquiry or investigation is being conducted.

ARTICLE XVI: DISSOLUTION

In the event of the dissolution of the Association, the Association shall, after paying or providing for payment of all liabilities and deposits of the members, dispose of all the assets in accordance with the extent of applicable law.

ARTICLE XVII: DISPOSITION OF ASSETS

In order to sell or buy real estate property of the Association, the proposal should get an affirmative vote of approval of ¾ majority of the duly convened General Body, provided, however, that no such proposal shall be considered if the total attendance of the general body is less than 100 (one hundred) members of the Association.

We, the following office bearers of MAGH do hereby affirm that the foregoing document is the amended version of the Bylaws of MAGH duly approved by the general body of MAGH on 13th August, 2023, which became effective the same day.

President

Joji Joseph

Secretary

Mevin John

Treasurer

George Varughese

Chairman, Board of Trustees

Joseph James

Dated: August 13, 2023