

MAS Bylaw

MALAYALI ASSOCIATION OF SIENNA

VERSION 1

TABLE OF CONTENTS

ARTICLE I: Name.....	3
ARTICLE II: Registered Office and Registered Agent	3
ARTICLE III: Purpose & Objectives	3
ARTICLE IV: Membership & Voting.....	4
Section 1:.....	4
Section 2:	4
Section 3:	5
ARTICLE V: Meetings of the General Body	5
Section 1:.....	5
Section 2:	6
Section 3:.....	6
Section 4:	6
Section 5:.....	7
Section 6:	8
Section 7:.....	8
Section 8:.....	8
Section 9:.....	Error! Bookmark not defined.
ARTICLE VI: Board of Directors (Executive Committee)	9
ARTICLE VII: Officers	10
Role of Officers:.....	13
Removal and Replacement of Officers and Agents.....	14
Resignation and Replacement of Directors: A Guide for the Board	15
ARTICLE VIII: Executive Committee Meeting.....	16
ARTICLE IX: Advisory Council.....	Error! Bookmark not defined.
ARTICLE X: Books and Records.....	Error! Bookmark not defined.
Section 1:.....	16
Section 2:.....	17
Section 3:.....	17
Section 4:.....	17
ARTICLE XI: Budgeting and Financial Matters	18
Section 1:	18

Section 2:	18
<i>ARTICLE XII: Corporate Seal</i>	18
<i>ARTICLE XIII: Amendments</i>	18
Section 1:.....	18
Section 2:.....	19
<i>ARTICLE XIV: Dissolution</i>	20

PREAMBLE

“Malayali” is defined as people of origin, ancestry or has ethnic heritage from the state of Kerala, India, where Malayalam is the official and predominant language.

Sienna”, formerly known as Sienna Plantation, is a master-planned residential community located in Fort Bend County, Texas, USA, as defined by the map attached hereto as Appendix A- Map

ARTICLE I: NAME

The official name of this organization shall be "Malayali Association of Sienna" It may also be referred to as "MAS" a nonprofit corporation registered in the State of Texas.

ARTICLE II: REGISTERED OFFICE AND REGISTERED AGENT

The registered Office of MAS shall be within Sienna in Missouri City, Texas, such place as may be fixed from time to time by the Board of Directors upon the filing of such notices as may be required by law, and the Registered Agent shall have a business office identical with such Registered Office, which shall be the PO address.

ARTICLE III: PURPOSE & OBJECTIVES

MAS is a non-profit, non-political organization formed primarily for cultural, social, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. MAS operates under the legal framework defined by its Articles of Incorporation and applicable laws and is established as a perpetual entity. It is not based on any religious or political affiliation or representation and maintains a strictly secular approach in all its activities. Its objectives, while diverse, include

- Preserving and nurturing the language, culture, and arts of Kerala.
- Fostering a sense of community among members of Kerala heritage.

- Organizing Civic, Social, Charitable, and Cultural events to benefit the community.

ARTICLE IV: MEMBERSHIP & VOTING

SECTION 1:

Eligibility of membership.

- (a). Membership shall be issued to and limited to an individual identified as “Malayali” as defined in article 1, paragraph II, with origin, ancestry or ethnic heritage from the state of Kerala, India, where Malayalam is the official and predominant language as well as to their spouse or children who are residents of Sienna (see Appendix A- Map.) and meets the following criteria.
- (b). MAS Membership shall only be open to all “Malayali” legally residing within the geographic boundaries of Sienna, Missouri City as defined by the map attached hereto as Appendix A- Map.
- (c). An individual is only entitled to one single membership regardless of the number of properties he/she may own in Sienna.
- (d). Membership approval should be overseen by a committee and may require the submission of the COPY of Texas DL / ID, HOA's statement / lease agreement / utility bill from the current year as part of the approval process.

SECTION 2:

Types of Memberships & Fees

MAS offers the following types of life memberships, each with a **membership fee of \$10 per person:**

- (a) Adult Lifelong Membership – For individuals aged 18 and above as per criteria marked in Article IV Section 1.
- (b) Youth Membership – For individuals who are residing in sienna up to age 17 who are the children or family members of an adult member as per Article IV Section 1.

SECTION 3:

Qualification of Voting Members.

Voting members of MAS must be of Kerala heritage and demonstrate an interest in preserving and promoting the language, culture, and arts of Kerala. To be eligible, individuals must be an adult member, 18 years of age or older, reside in Sienna, and maintain active membership in MAS.

Disqualification of Membership

A member may be disqualified for violating the Bylaws of MAS. Such disqualification requires a two-thirds majority vote by the Executive Committee and the Board of Directors

ARTICLE V: MEETINGS OF THE GENERAL BODY

SECTION 1:

Annual General Body Meeting

MAS shall hold an annual General Body meeting on or before January 31st each year. The meeting will include receiving reports, audited accounts and

records from the previous Executive Committee, handing over responsibilities to the newly appointed committee, and addressing other pertinent business. The President, assisted by the Secretary, shall preside over the meeting, except during elections, when an election officer shall preside

SECTION 2:

Meeting Notice for Annual general Body Meeting

Notices for annual general body meetings shall be posted on the website and communicated through e-mail or any official MAS social media platforms at least 30 days prior to the scheduled meeting by the Secretary or Joint Secretary. The notices shall include the meeting's date, time, location, and agenda.

SECTION 3:

Special General Body Meetings or Emergency General Body Meetings

Special General Body Meetings or Emergency General Body Meetings may be convened to address and vote on specific issues. Such meetings may be initiated either by a resolution passed by the Executive Committee or through a written petition signed by at least one third (1/3) of the voting membership of MAS. Upon receipt of a valid petition, the Secretary shall schedule the emergency meeting with a minimum seven (7) days' notification.

SECTION 4:

Meeting Notice for Special General Body Meetings or Emergency General Body Meetings

Notices for Special General Body Meetings or Emergency General Body Meetings shall be posted on the website or communicated through e-mail or any official MAS social media platforms at least 7 days prior to the scheduled meeting by the Secretary or Joint Secretary. The notices shall include the meeting's date, time, location, and agenda.

SECTION 5

Guiding Principles / Parliamentary Proceedings during General Body Meetings,

All annual General Body meetings, Special General Body meetings or Emergency General Body meetings shall be conducted in accordance with Robert's Rules of Order.

SECTION 6

Waiver of Notice

A written waiver of notice, signed by any member either before or after a meeting, shall be deemed the equivalent of proper notice to that member. Attendance at a meeting by a member shall also constitute a waiver of notice of that meeting, as well as a waiver of any objections to the time, place, or manner in which the meeting was called or convened.

However, if a member attends a meeting for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called or convened, such attendance shall not be deemed a waiver of notice.

The purpose or business to be transacted at any regular or special meetings of the members need not be specified in any written waiver of notice.

SECTION 7:

Adjourned Meetings

A majority of the Members present at any meeting, regardless of whether a quorum is established, may vote to adjourn the meeting to a later time and place.

Notice of the adjourned meeting shall be provided to all Members who were not present at the time of adjournment. If the time and place of the adjourned meeting were not announced at the time of adjournment, notice shall also be provided to all other Members.

SECTION 6:

Voting Rights at the General Body Meetings

Each member in good standing, aged 18 or older, shall be entitled to one vote in the MAS General Body Meetings. The Secretary shall maintain a membership book with current member information and addresses. Voting members must reside in Sienna as per Article IV section 1.

SECTION 7:

Quorum of Members

A quorum shall consist of thirty percent (30%) of voting members represented in person. When a quorum is not present, the meeting shall be adjourned and reconvened after 30 minutes, and the members present at that time shall constitute a quorum.

SECTION 8:

Business Decisions

Business decisions at general body meetings, except for the suspension of elected office bearers, shall be decided by a majority vote of members

present. To remove or recall office bearers, one- third of the membership in good standing shall constitute a quorum, and a two-thirds majority vote of members present and voting.

ARTICLE VI: BOARD OF DIRECTORS (EXECUTIVE COMMITTEE)

SECTION 1

MAS shall have a **Board of Directors**, also referred to as the **Executive Committee**, consisting of a maximum of **twenty (20) members**, all of whom must be a homeowner resident in **Sienna**.

All Directors, including the **President, Secretary, Treasurer**, and other officers, shall be **elected by the General Body** through an annual general election process and shall serve **one-year terms**. The executive committee may be **re-elected for a maximum of two (2) consecutive terms**.

The Board of Directors is responsible for encouraging the formation of committees and may appoint **coordinators or subcommittee leads** as necessary to support the organization's activities and objectives.

SECTION II

Executive Committee Positions and Eligibility

The following officer positions shall constitute the **MAS Executive Committee selected through a direct election process**.

- President
- Vice President
- Secretary
- Joint Secretary
- Treasurer
- Joint Treasurer
- Women Representative (4 Nos)
- Executive Board Members (5 Nos)

Eligibility Requirements:

Candidates for Executive Committee positions must meet all of the following criteria:

- Must be current member and **primary resident of the Sienna** community.
- Must be a **homeowner** who is part of Sienna **HOA within Sienna Community Association (SCA) or Sienna Residential Association (SRA)**.

ARTICLE VII: THE LAISON BOARD

SECTION 1

The Liaison Board shall be an autonomous body to conduct the elections and concur and interpret the Constitution, Bylaws and Policies of the Association.

The Liaison Board shall consist of five members selected from the Annual General Body Meeting.

The Liaison Board shall not form as a part of the Executive Committee

SECTION II

Term

The selected officers of the Liaison Board shall hold office for one year or up to two consecutive years if ratified by the General Body.

SECTION V

Eligibility Requirement.

Each liaison board member

- Must be current member and primary resident of the Sienna community.
- Must be a homeowner who is part of Sienna HOA within Sienna Community Association (SCA) or Sienna Residential Association (SRA).

SECTION VI

Selection

The General Body shall select required number of Liaison Board members unanimously from those who present in the general body, if there are multiple nominations, the selection will be conducted through a democratic process, using secret balloting, if needed. The selected members of the Liaison Board may nominate or elect among them a chairperson as the official spokesperson for the Liaison Board.

SECTION VII

Duties

Powers, duties, and responsibilities of the Liaison Board are:

- (a) Membership and decisions on related matters.

- (b) Scrutiny of candidates for all offices, elections, and related matters; the Chairperson of the liaison board shall preside over the election part of the general body meeting; constitutional issues and amendments.
- (c) Interpretation of the constitution and by-laws, policies, and procedures.
- (d) The Liaison Board shall follow the applicable policies and procedures regarding election matters.

ARTICLE VIII: OFFICERS

SECTION I

Governing Body

The governing body of MAS shall consist of the Board of Directors (referred to as Executive Members or Office Bearers). Officers include the President, Vice President, Secretary, Joint Secretary, Treasurer, Joint Treasurer, four Women representatives and five Board members selected through an annual election process.

The incoming Executive Committee may nominate two Youth representatives, one PRO, one Cultural Coordinator, one Sports Coordinator and other Executive Members as deemed necessary.

All nominated officers shall be ratified by the Annual General Body meeting of the members and serve until their successors are elected and qualified. Qualifications for office bearers include HOA residency in Sienna and no simultaneous positions in similar Malayalee Cultural Associations.

SECTION II

Election Procedure

The Liaison Board shall be the organ responsible for conducting elections according to the bylaws of MAS.

Election shall be held in October or November of every year. The Liaison Board shall announce the date of the new Executive Committee's election and nomination process at least 30 days in advance.

The new office bearers shall take charge every year on the last day of January.

Interested and eligible members as per shall formally submit their nomination to the Election Officer in person at least 14 days before the Election Day. In case of a contested election for a position, the General Body shall use a secret ballot to elect the candidate for that position. For those positions without nominations that were submitted, the General Body shall do a voice vote.

SECTION III

ROLE OF OFFICERS:

- **President:** Chief Executive Officer, responsible for general management and presiding over meetings.
- **Vice President:** Assists the President in their duties.
- **Secretary:** Maintains records and minutes of meetings, sends meeting notices, and performs other duties as directed.
- **Joint Secretary:** Assists the Secretary in their duties.
- **Treasurer:** Maintains financial records and reports at annual meetings.
- **Joint Treasurer:** Assists the Treasurer in their duties.
- **Women Representative – (4 positions)**

- **Executive Board Members - (5 positions) :** Assist in coordinating functions and duties as the Board of Directors prescribes.

Nominated Positions

- **PRO-** Nominated by EC
- **Youth Representative** – 2 Youth Rep (Boy & Girl) – Nominated by EC
- **Cultural Coordinator** – Nominated by EC
- **Sports Coordinator** – Nominated by EC

SECTION IV

REMOVAL AND REPLACEMENT OF OFFICERS AND AGENTS

1. **Removal by the Board of Directors:** Any officer or agent who has been appointed by the Board of Directors may be removed by the Board whenever, in its judgment, it is deemed in the best interest of the Association. Such a removal action must be approved by a two-thirds majority vote of the Board members present at a legally convened meeting.
2. **Removal by the Members:** Any officer or agent elected by the Members of the Association may only be removed by the vote of the Members. However, if the Members have granted the Board of Directors the authority to remove such officer or agent, a two-thirds majority vote of the Members is required for the Board to exercise this power.
3. **Filling Vacancies:** In the event of a vacancy in any office, regardless of the cause, the Board of Directors may fill the vacant position by a simple majority vote.
4. **Effect of Removal:** Removal of an officer or agent shall not affect any contractual rights that may exist under any agreement with the

person removed. However, the election or appointment of an officer or agent does not, by itself, establish contract rights.

RESIGNATION AND REPLACEMENT OF DIRECTORS: A GUIDE FOR THE BOARD

The process for the resignation and replacement of directors is essential for maintaining the integrity and functionality of the board. Below is a detailed overview of the procedures and qualifications involved.

Resignation of Directors

Directors have the right to voluntarily resign from their position on the board. However, such a resignation requires the consent of a majority of the remaining board members who are present at the meeting.

When a director resigns, it becomes the responsibility of both the outgoing director and the board to appoint a qualified member of the association to fill the vacancy. This replacement director must meet the qualifications required of an elected director and is confirmed by a majority vote of the board members present at the meeting.

The new director will serve for the remainder of the term of the departing director, ensuring the continuity of leadership within the organization.

Qualifications for Directors

To be eligible to serve on the board, directors must be active members of the association. Additionally, they must have maintained a valid membership for at least one year before being considered for election, (this clause is excepted exclusively in the year of inception of this association). This ensures that directors have an established relationship with the association and its objectives before taking on a leadership role.

Voluntary Resignation Due to Attendance Concerns

In certain situations, a director may find it challenging to attend a significant number of board meetings. If the board determines that a director's attendance has become a concern, the President will reach out to the director to discuss their ongoing commitment to the board.

If the director expresses an inability or lack of interest in continuing their role, they may voluntarily resign from the board, even if their term is not yet completed. This process allows for a smoother transition and the opportunity to appoint a new director who can fulfill the board's responsibilities.

ARTICLE IX: EXECUTIVE COMMITTEE MEETING

The Executive Committee shall hold an annual meeting within one month after the annual general body meeting. Emergency meetings may be called by the President or most of the Board of Directors. Notice of meetings shall be communicated by email, Text, or other forms of communication at least 24 hours and no more than 30 days in advance to each Board of Directors.

X: BOOKS AND RECORDS

MAS shall maintain accurate financial records with full and correct entries made concerning all financial transactions of the corporation, including all income and expenditures, in accordance with generally accepted accounting practices.

SECTION 1:

Annual Report

The Executive Committee shall prepare and approve a report of the association financial activity for the preceding year. This report shall conform to the Constitution & Bylaws accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, and expenses and changes in fund balances, a statement of functional expenses, and balance sheets for all funds.

SECTION 2:

Public Inspection

Annual reports of the financial activity of the corporation shall be kept at the registered office or principal office of the corporation in the State of Texas for a period consistent with IRS requirements or any other applicable laws and shall be available to members for inspection by appointment. The corporation may charge for the reasonable expenses incurred for such inspection(s).

SECTION 3:

Auditors

The Executive Committee shall appoint an auditor to inspect and review the books of MAS. The auditor shall examine all the books and submit the audited accounts to the Executive Committee two weeks before the annual General Body meeting. The Board of Directors shall review and approve the audited report before the Treasurer presents the audited annual report to the General Body.

SECTION 4:

Assets

Any movable or immovable properties procured or transacted shall be done on behalf of MAS and for the benefit of MAS. The signatories for such transactions

(where required) shall be the President, Treasurer, and Secretary of MAS. These transactions shall require prior approval of the Executive

Committee. An inventory of the movable and immovable properties shall be maintained by the Treasurer.

ARTICLE XI: BUDGETING AND FINANCIAL MATTERS

SECTION 1:

Budgeting Process

- MAS shall maintain a budget to ensure the proper financial management of its activities and objectives.
- The Executive Committee of MAS shall prepare the budget annually, which shall consist of the officers.

SECTION 2:

Financial Reporting

- The Treasurer shall provide regular financial reports to the Executive Committee and the general body to ensure transparency and accountability in financial matters.
- Based on the bylaws described in **Article X**, an annual financial report shall be prepared and presented to the general body at the Annual General Body Meeting.

ARTICLE XII: CORPORATE SEAL

The Secretary shall maintain a corporate seal, which shall bear the Association's name, state of incorporation, and year of incorporation.

ARTICLE XIII: AMENDMENTS

SECTION 1:

By Members

Two third majority of Members present in a General Body may alter, amend, or repeal the bylaws or adopt additional bylaws by an affirmative vote of the majority of members. Some bylaws may require alteration, amendment, or repeal to be conducted by members.

SECTION 2:

General Policies and Procedures

Purpose

To provide guidelines, clarification and interpretation of the constitution for the day-to-day operations of Malayalee Association of Sienna (MAS)

Scope

Malayalee Association of Sienna (MAS) policies and procedures shall govern all requirements of keeping the MAS Constitution current, meeting current needs of the Malayalee Association of Sienna (MAS) and adding clarification of the Constitution. These policies and procedures shall conform to the MAS Constitution; in case of conflict between these Policies & Procedures and Constitution, the Constitution governs.

The executive Committee may propose and introduce Specific Guidelines, Policies or Rules for operational and governance purpose of the organization as needed with the approval of the General Body Meeting. Such policies will become effective immediately after their approval and become a part of the Bylaws of the organization as an appendix.

Any amendments of the Bylaw, Policies or Rules adopted by the majority of the General Body and becoming part of the Governing document of the MAS shall only be amended or reverted with a two third members vote in a General Body meeting.

The current policies and procedures pertaining to the Malayalee Association of Sienna (MAS) are as follows:

1. IT & Social Media Policy

ARTICLE XIV: DISSOLUTION

In the event of the dissolution of the Malayali Association of Sienna (MAS), all remaining assets and properties, after payment of necessary expenses and settlement of all liabilities, shall be distributed to one or more organizations that are organized and operated exclusively for charitable, educational, religious, or scientific purposes and have been granted tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. Such distribution shall be determined by the Executive Committee and approved by the General Body. No part of the net earnings or assets of MAS shall inure to the benefit of or be distributed to its members, officers, or other private persons, except as reasonable compensation