



BYLAWS

Madhya Pradesh Association of Dallas Frisco, TX

Updates:

Date	Changes	Name	Role
11/15/2022	Initial Draft	Anand Gupta	Treasurer

ARTICLE I. NAME AND PURPOSE

Section 1 Name

Madhya Pradesh Association of Dallas will be the name of this organization. It shall be incorporated under the laws of the State of Texas. It will also be sometime referred as MPAD.

Section 2 Purpose

The organization is incorporated solely for charitable purposes. The purpose of the organization is:

- A. Serve Origins of Madhya Pradesh India residing in Dallas Fort Worth metropolitan area
- B. Have Community reunion and celebration

Section 3 Non-Discrimination Policy

Pursuant to Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973 and the Age Discrimination Act of 1975, MPAD Organization accepts volunteers and board members without discrimination on the basis of age, gender, sexual orientation, disability, ethnic identity, religion or creed.

ARTICLE II. MEMBERSHIP

The membership of the organization will be issued on yearly basis at the start of the year.

ARTICLE III. BOARD OF DIRECTORS

Section 1 Powers and Duties of the Board

The Board of Directors shall manage the non-Profit organization, affairs of the organization, and may exercise and delegate any and all of the powers of the organization as it sees fit, subject only to restrictions imposed by statute, the organization Articles of Incorporation, and these Bylaws. The Board of Directors shall establish corporate and administrative policies; authorize operational goals and objectives; emphasize overall corporate planning; authorize agreements and contracts; adopt the budget; approve committee appointments and discharge executive committee; authorize meetings; review committee reports; and determine action to be taken. Board members shall actively participate in community outreach, gift solicitation, and event and campaign planning.

Section 2 Number of Directors and Compensation



The board shall have up to 6, but not fewer than 5 members. The board receives no compensation other than expenses done by them.

Section 3 Term

Board members shall be elected to one-year terms and are eligible for election for up to two consecutive terms. Executive Board may be re-nominated for service on the board following a **one-year absence** from the board.

Section 4 Elections

The members of the MPAD group (Non-executive committee members) will nominate one person for each positions of the available seats to be filled on the Board of Directors by November of each year. New directors shall be elected by a majority of members through email or online. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 5 Quorum

A quorum will consist of a simple majority (51%) of the Board of Directors. A quorum of the Board of Directors must be present to conduct business.

Section 6 Meetings

Regular meetings of the Board of Directors shall be held as determined by the Board. Special meetings of the Board of Directors may be held at any time upon twenty-four (24) hour notice, oral or written, by the President, Secretary, Treasurer, or by three other members of the Board of Directors.

Section 7 Notice of Meetings

Written notice on any IM platform stating the place, date and hour of any regular meeting of the Board of Directors shall be delivered electronically to each Director with a minimum of ten (10) days notice.

Section 8 Electronic Meetings

Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 9 Resignations, Termination and Absences

Resignation from the board must be in writing and received by the President or the Secretary. Board members may be excused from attendance upon notification to the President prior to the scheduled meeting. Board members shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 Vacancies

Vacancies occurring on the Board of Directors may be filled at any time by appointment of the President with approval of two-thirds vote of the Board of Directors. The appointment will be for the unexpired term of the position. Fulfillment of appointed partial terms shall not count toward a director's term; appointed directors may serve additional full terms subject to term limitations addressed in Section 3.

ARTICLE IV. OFFICERS

Section 1 General

The Officers of this Corporation shall be President, Vice President, Secretary, Public Relation Director, Cultural Events Director, IT Director and Treasurer Director. Each Officer of this Corporation shall be a member of the Board of Directors.

Section 2 Election and Terms of Office



All officers shall be elected for a one (1) year term with no more than two (2) consecutive one-year terms in the same office. No one person may hold more than one office at the same time.

Section 3 Resignation and Removal

Whenever, in the judgment of the Board of Directors, the best interests of the organization will be served, any officer may be removed from office by the **affirmative vote of two-thirds of the Executive Committee ie. 4 out of 5**. Any officer may resign at any time by delivering a written resignation to the President or the Secretary.

Section 4 Vacancies

In the event a vacancy occurs in any Officer's position, it shall be filled in the following manner until the next annual election:

1. President - The General Secretary assume the office.
2. In case of vacancy in the office of both President and General Secretary, the duties of the Office of President shall be performed by the Treasurer, until replacements are elected by the executive committee.
3. The Executive committee shall elect replacements for all other vacancies.

Section 5 Duties and Responsibilities of Officers

The Officers shall possess such powers and perform such duties as shall be determined by the Board of Directors.

- a. President of the executive committee shall:
 - Be appointed through the election process.
 - **Preferably a United State Citizen (USC) or Green Card (GC) Holder. Can be a H1b/L1b/H4/L2 visa holder in case no representation from USC/GC.**
 - **Must have Served executive committee or Advisory committee in last 3 years.**
 - Preside at all meetings of the membership and all meetings of the Executive Committee.
 - Perform other duties customary to the Office of President, or as discussed by the executive Board; and
 - Be an ex officio non-voting member of all committees.
- b. Cultural Director
 - Perform such duties related to all cultural events including Program Registration, Audio Registration ensuring participants are members of organization.
- c. IT Director: shall
 - Be appointed through the election Process.
 - Be charged with the responsibility of operating Website, email of the organization, Drafting Event banners, maintaining facebook updates.
- d. General Secretary shall:
 - Be appointed through the election Process.
 - Oversee notice and maintenance of the minutes of the meetings the Board of Directors, and the Executive Committee; and
 - Perform other duties customary to the Office of the Secretary, and as may be required by the Board of Directors or the President of the Board.
 - Food Arrangement with president for the events.



- e. Treasurer Director shall:
- Be appointed through the election Process.
 - Be the custodian of the corporate funds of the Organization, however received, save and except for such funds as the Board of Directors may from time to time entrust to the care and use of designated paid employees of MPAD, to be used exclusively for the operation of MPAD;
 - Serve as Chair of the Finance Committee.
 - Disburse the funds of MPAD as ordered by the Board of Directors.
 - Oversee day-to-day authority for managing the finances of MPAD.
 - Provide such financial reports and statements as the Board of Directors or Executive Committee may from time to time require or request; and
 - Supervise the keeping and auditing of the accounts which shall always be open to inspection by the Board of Directors and the Executive Committee
 - Work closely with President for obtaining Sponsorship for the event and for the organization.
- f. Public relation officer shall:
- Be appointed through the election Process.
 - Responsible for expanding MPAD outreach
 - Coordinating with external organization.
 - Organizing publication across multiple magazines.

ARTICLE V. COMMITTEES

Section 1 Committee formation

The executive committee may create sub committees as needed. The director of the executive committee will be responsible for communication and addressing any tasks in subcommittees. President and other board member will only be responsible for communicating with director (eg IT,cultural).

Section 2 Executive Committee

The Executive Committee serve as the owner of nonprofit for the year. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. The uncompensated members of the Executive Committee shall be responsible for conducting the performance review of the President.

Affected changes in Bylaw's will be applicable from next year. The President need to ensure with treasurer that Tax document will be filled otherwise MPAD will loose non Profit status and the president will be equally responsible for that along with treasurer.

ARTICLE VI. EXECUTION OF DOCUMENTS

Section 1 Documents, Obligations and Disbursements

Policies regarding Bylaws and Roles and responsibilities are set forth on the Websites and Google Drive which shall be reviewed on an annual basis by the board if required. **Any changes made to document will be applicable from Next Fiscal Year.**

ARTICLE VII. PARLIAMENTARY AUTHORITY

Section 1 Fiscal Year

The designated fiscal year of this corporation shall be January 1st to December 31st.



Section 2 Parliamentary Authority

The most recent edition of *Robert's Rules of Order* shall serve as the Parliamentary Authority for the organization.

ARTICLE VIII. INDEMNIFICATION

Section 1 General

Unless expressly prohibited by law, the Corporation shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or in testate, is or was a director, officer, or Volunteer of the Corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

Section 2 Limitation of Liability

Executive directors and other persons who perform services for the corporation and who do not receive compensation other than reimbursement of expenses ("volunteers") shall be immune from civil liability.

ARTICLE IX. AMENDMENTS

Section 1. Amendments

The Governance Committee shall review the Bylaws annually. To amend the Bylaws, notice of the proposed amendment shall be delivered personally, electronically or by mail to each member of the Board of Directors at least two weeks prior to the time of the vote on the proposed amendment. The Bylaws shall be amended by a 2/3 vote of the Board of Directors. **Amended bylaws will be applicable from next year.**

Bylaws certified by Board of Directors:

Dated: _____

Joint Secretary, Board of Directors

President, Board of Directors