


# Amended and Restated By- Laws

# Dallas/ Fort Worth Maharashtra Mandal

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Per the resolution passed at the quorum met GBM meeting held @ Haggard Library, Plano, TX on 6/26/2022. This Document and Articles within it are accepted as the formal constitution of Dallas/Fort Worth Maharashtra Mandal as of 6/27/2022, and this document supersedes any previous constitutional document or resolutions.

# PREAMBLE

Desirous of preserving and promoting the rich cultural heritage of Maharashtra, India and of promoting cultural ties among the people of Marathi origin as well as people interested in Marathi Culture, we, the Marathi loving people of DFW Metroplex, do hereby constitute the DFW Maharashtra Mandal and bequeath to ourselves the Constitution and Bylaws.

# ARTICLE I: ORGANIZATION

SECTION 1. CORPORATE NAME

The name of the corporation shall be DALLAS/FORT WORTH MAHARASHTRA MANDAL, a Texas not for-profit organization (herein after called DFWMM or the "Organization").

SECTION 2. CORPORATE PURPOSES

The purposes for which the Organization is organized are exclusively for cultural, educational and charitable purposes within the meaning of § 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 Organization. In furtherance of these purposes, the Organization shall 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 foregoing.

In particular, the Organization shall have the following objectives:

(a) To bring the Marathi speaking community of Dallas/Fort Worth Metroplex together, to address their needs
(b) To promote and propagate Marathi culture and serve the needs of Marathi speaking population in the Dallas Fort Worth Metroplex
(c) To nurture ties between the Marathi speaking community of DFW, North America and the Marathi speaking community in India as well as other global Marathi speaking communities
(d) To promote cultural, educational and charitable activities, approved by the Board of Trustees (hereafter referred as BOT) and/or Executive Committee (hereafter referred as EC), which do not violate the Articles of Incorporation and these By-Laws
(e) To build social and business networks for all age groups
(f) To develop relationships with the North American community at-large
(g) To increase participation of young Marathi speaking generation; and
(h) To address special needs of the various age groups of the Marathi speaking community.

In achieving the above objectives, the Organization may seek cooperation from other Organizations having objectives compatible with those of the Organization. In addition, the Organization can make distributions to other Organizations that qualify as exempt Organizations under 501(c)(3) of the Internal Revenue Code, or the corresponding section of future tax code.

No substantial part of the activities of DFWMM shall be the carrying on political agenda, or otherwise attempting to influence legislation, and DFWMM shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for or in public office.

No part of the funds of DFWMM shall inure to the benefit of, or be distributable to the BOT, EC, DFWMM members or other private persons, except where the Organization is authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes of DFWMM.

Any member wishing to participate in the activities of DFWMM shall not be discriminated against based on gender, age, race, national origin, color, creed, marital status, sexual orientation, religion, language or the state of handicap.

SECTION 3. CORPORATE OFFICES

The official address of the Organization shall be located at such a place decided by the EC but specifically within the boundaries of Dallas/Fort Worth Metroplex or its suburbs. The mailing address is recommended to be that of the current Treasurer of the Organization, alternatively EC can make provision for a permanent PO BOX.

SECTION 4. FISCAL YEAR

The fiscal year for the Organization shall start on July 1$^{st}$ and shall end on June 30$^{th}$.

# ARTICLE II: MEMBERS

SECTION 1. CLASSES OF MEMBER

The Organization shall have five classes of Members:

(a) Family member
(b) Individual Member
(c) Student Member
(d) Senior Citizen Family
(e) Senior Citizen Individual

Rights and duties of members are set forth below in SECTION 2.

Any person who subscribes to the objectives of the Organization and desiring to become a member is entitled to become a member of DFWMM after such person pays the annual dues set forth in SECTION 7, as decided by the EC of the Mandal. Every such member shall have an obligation to uphold the Articles of Incorporation, constitution and the bylaws of DFWMM.

SECTION 2.

FAMILY MEMBER

(a) Any individual 18 years and above is eligible for Family membership.
(b) Family membership is configured with a concept that a family shall be defined as the member, his/her spouse, and their dependent children.
(c) DFWMM Member's visiting parents and parent-in-laws (who are on a tourist visa) are entitled to avail all member benefits except voting rights and other benefits as deemed appropriate by the EC.
(d) Any other visiting or co-residing relative/friend is not covered under membership benefits but can avail non-member benefits.
(e) This member shall be entitled for basic membership benefits set forth in Section 3.
(f) Each named adult member (i.e registered with the Mandal) in the family membership category qualifying under Section 4 in this class shall be entitled to 1 vote, however the total number of votes per family membership shall not exceed 2 votes per family membership.

INDIVIDUAL MEMBER

(a) Any individual 18 years and above is eligible for Individual membership.
(b) It only covers the individual himself or herself.
(c) Any other visiting or co-residing relative/friend or spouse is not covered under membership benefits but can avail non-member benefits.
(d) This member shall be entitled for basic membership benefits set forth in SECTION 3.
(e) Each named adult member qualifying under Section 4 in this class shall be entitled to 1 vote.

STUDENT MEMBER

(a) Full time students with the proof of registration in the university are eligible for student membership.
(b) It only covers the individual himself or herself.

(c) Any other visiting relative/friend is not covered under membership benefits but can avail non-member benefits.

(d) This member shall be entitled for membership benefits set forth in SECTION 3.

(e) Members under this class shall not be entitled to vote.

SENIOR CITIZEN Family MEMBER.

(a) Any individual 65 years and above is eligible for Senior Citizen membership.

(b) Senior Citizen membership is configured with a concept of family as: the member, his/her spouse, and their dependent children.

(c) Any other visiting or co-residing relative/friend is not covered under membership benefits but can avail non-member benefits.

(d) This member shall be entitled for membership benefits set forth in Section 3.

(e) Each named adult member qualifying under Section 4 in this category shall be entitled to 1 vote, however the total number of votes per senior citizen family membership cannot exceed 2 votes per membership.

SENIOR CITIZEN INDIVIDUAL MEMBER

(a) Any individual 65 years and above is eligible for Individual membership.

(b) It only covers the individual himself or herself.

(f) Any other visiting or co-residing relative/friend or spouse is not covered under membership benefits but can avail non-member benefits.

(g) This member shall be entitled for basic membership benefits set forth in SECTION 3.

(h) Each named member qualifying under Section 4 in this class shall be entitled to 1 vote.

SECTION 3. BASIC MEMBER BENEFITS

The EC of the Organization shall strive to offer the following benefits to its members, however these may not be guaranteed and shall vary per the discretion of the EC and/or BOT, complying with the limits of the facility and other constraints.

(a) Advance ticket purchase window to get assigned preferred seating on a first-purchase-first-seat basis to certain DFWMM events.

(b) Discounted tickets to DFWMM programs as set forth by the EC.

(c) Opportunity to participate in the Talent Show programs hosted by DFWMM in accordance with the event rules, qualifying criteria and facility restrictions.

(d) Discounted booth rentals when offered at DFWMM programs per availability of space.

(e) Access to Member ONLY events like Annual Picnic, Katta, GBM etc.

SECTION 4. VOTER QUALIFICATION

(a) Individuals subscribing to the membership of the Organization on or prior to the last day of the calendar year i.e. on or before the 31st of December of the current fiscal year and subject to the Membership Benefit depending on the type of Membership as per Section 2 shall be deemed eligible to vote at the General Body Meeting (as alternatively mentioned as GBM) on items that require approval of members of the Organization.

(b) Eligible Members vote in-person or via approved method as deemed necessary by the BOT acting as election officers and shall comply with all the necessary election process communicated by election officers.

(c) Student members are not eligible to vote.

SECTION5. GENERAL BODY

(a) The General Body of the Organization shall consist of the members of the Organization in good standing.

(b) The General Body shall elect the BOT and the EC of the Organization.

(c) The General Body shall be the ultimate authority in all matters pertaining to the operations of the Organization and may overrule decisions of the BOT or the EC by a simple majority vote cast by members having the right to vote.

(d) In the event of any dispute between the BOT and the EC that cannot be resolved through discussions, either of them shall approach the General Body for resolution of the contentious issue(s) involved.

(e) The simple majority vote of the General Body on the matter shall be binding on both the BOT and the EC.

SECTION 6. QUORUM

(a) Attendance in person by at least 50 eligible voters shall constitute a quorum for consideration of such matter at any General Body Meeting. If such a quorum requirements as mentioned above are not met at t, then the meeting shall be adjourned and reconvened with available members after fifteen minutes of waiting post adjournment and business shall be transacted as specified in the Agenda.

SECTION 7. ANNUAL MEMBERSHIP FEES

(a) The annual membership fees are due at the time of subscription and shall provide subscription benefits for the remainder of the fiscal year.

(b) BOT may review the fees and the scale of membership fees as deemed necessary. Upon review and approval in GBM, the changes shall be effective from the upcoming fiscal year.

(c) Membership fees are non-refundable, however the EC or Board of Trustee may grant such refunds on case-by-case basis considering the merits of such a request.

(d) All membership fees shall be paid only in USD.

SECTION 8. TERMINATION OF MEMBERSHIP

A member of the Organization who engages in activities that violate the Organization's Code of Ethics and/or Code of Conduct as described in ARTICLE XV, may lose membership rights of the Organization by a two-thirds majority vote of the EC, and Committee-at-Large and BOT. A Special Meeting of all these representatives shall be called at earliest convenience for this reason and a vote shall be conducted.
The re-admission shall be determined at the discretion of the current BOT, and the EC and the Committee-At-Large of the Organization. This shall require approval from 2/3 majority of combined EC, Committee-At-Large and BOT members.

SECTION 9. MEMBER in 'GOOD STANDING'

A member shall be considered to be in "Good Standing" on any given date if the annual membership fees for the relevant fiscal year have been paid in full and who has rightfully fulfilled the requirements for DFWMM membership, and who neither has voluntarily withdrawn from membership nor has been terminated from membership.

SECTION 10. GENERAL BODY MEETINGS (GBM)

a) A meeting of the General Body shall be held semiannually at the location, time and manner decided jointly by BOT and the EC.
b) The GBM meetings shall be held in-person as the preferred choice of operation.
c) Due to unavoidable circumstances like natural disaster or pandemic or act of god; if the GBM meeting cannot be held in person, it shall be held using a tele conference or video conference or any other method as deemed feasible by BOT and EC. All other criteria for hosting such meeting shall apply to such alternative mode of meeting.
d) Fiscal Mid-year Semiannual GBM (MYGBM) shall be conducted before the last day of the calendar year and the End of the Fiscal year GBM (EYGBM) shall be conducted before the last day of the Fiscal year.
e) The President shall preside over the meeting. In absence of the President, following order of precedence shall be followed to select the member to preside the meeting, Secretary, Treasurer, Webmaster, Co-Treasurer, BOT Chair, 2nd Ranking BOT member and 3rd Ranking BOT member.
f) The Secretary of the Organization shall announce such meeting to the members and circulate the agenda of the General Body Meeting at least 30 days in advance of the meeting with the following items:
    i. The minutes of the previous general body meeting.
    ii. Any unfinished business/ action items arising from the previous general body meeting.
    iii. Reports from the President, the Secretary, the Treasurer and the Chairperson of the BOT.
    iv. Approval of resolutions, amendments etc. included in the agenda and circulated by the Secretary in advance of the meeting.

    Any other business proposed during the meeting, duly seconded by the members and approved by the Chairperson of the meeting.
g) At the EYGBM, The outgoing EC members, Committee-at-large and one member of Board of Trustee BOT shall retire from office but shall hold office until the new EC BOT and new member/s of the BOT assumes office as provided herein in Article III Section 2 and Article IV Section 2.
h) If at any time, the BOT or the EC deems necessary to discuss any matters that cannot wait until the next General Body Meeting, the Secretary shall arrange a Special General Body Meeting by giving at least two weeks' notice. Such special GBM shall be held at the location, time and manner decided jointly by BOT and the EC. For such a meeting, the Secretary shall circulate the agenda and the necessary documents to the General Body.
i) The minutes of all GBM meetings shall be circulated within 30 days to the members of the Organization by the secretary of the Organization.

SECTION 11. GENERAL BODY ELECTION MEETINGS

(a) The elections for the open BOT seat and for the EC members shall take place at the EYGBM meeting or at the special GBM called for this purpose.

(b) The existing elected members of the BOT shall be the election officers and shall preside, oversee and follow the process as defined in SECTION 12.

(c) The EC shall assist BOT in the election process.

(d) Eligible voters as defined in Section 4 shall cast vote at these elections.

(e) The current EC and the BOT shall decide the location, day and time of the elections.

(f) The EC, BOT and all volunteers helping in the election process shall strive and make every effort to conduct a fair and transparent election process.

(g) Candidates and their immediate family members shall recuse themselves from conducting or assisting in the election process.

SECTION 12. ELECTION PROCESS

(a) It is expected that the elections for the position for any office of the Organization is held in a fair and transparent manner.

(b) Elections shall be held for the BOT position or any EC position when there are two or more candidates for a given position. Single candidate for any position shall be declared uncontested winner for that position.

(c) When there are no candidates for a given position, the BOT may nominate a suitable candidate and seek approval at the GBM.

(d) Elected members of the BOT are the designated election officers of the Organization and current EC shall provide all logistical support to the BOT in conducting these elections.

(e) Appendix 1 provides the general timeline and guidelines to conduct the election at EYGBM, it is expected that the BOT and EC try to adhere to these guidelines as much as possible. Any deviation from this process shall be approved by the election officers and communicated to the members.

(f) Any objections to the election process shall be made in advance to the designated election officers. The decision of designated election officers on these matters shall be final.

# ARTICLE III: Board Of Trustees

SECTION 1. COMPOSITION

Board of Trustees (also referred as BOT) shall consist of five members of which three members shall be elected by the General Body in the manner set out below (hereafter referred to as Elected BOT members). The current President and the immediate past president shall be additional two members of the BOT. All five members shall have BOT voting rights. If the immediate past president declines or is unable to serve on the BOT for personal reasons; the remaining BOTs shall select another member in good standing from the immediate previous year's EC as long as such member is not serving on current EC.

The current president shall act as a liaison between the BOT and the EC.

SECTION 2. TERM

(a) Each Elected Member of the BOT shall be elected for a three-year term. Such member of the BOT shall hold office until his or her successor is duly elected or until he or she resigns or is removed in the manner provided herein.

(b) The current president and the immediate past president shall have only one year term in their respective role in the BOT.

(c) A person may serve as an elected member of the BOT for one term of three years. Such person shall next be eligible for re-election to the BOT one year after the completion of his/her term, provided he or she satisfies all other eligibility criteria for being elected as a member of the BOT.

(d) The terms of the elected members of the BOT shall be staggered so that at every one year time interval, one elected member of the BOT shall retire and a new member of the BOT shall be elected for a new three year term which shall commence on the later of 1st day of the fiscal year after the election or immediately after the declaration of election results for the new EC.

(e) The elected member of the BOT with one year remaining of his/her term shall automatically become the Chairperson of the BOT for the remaining one year of his/her term, unless such member of the BOT declines the position or such Board of Trustee position is vacant, in which case the 2nd ranking member of BOT with two years of term remaining shall be the Chairperson for such term. The person with 2 years of term remaining shall be the 2nd Ranking BOT member and person with 3 years of term remaining shall be a 3rd Ranking BOT member.

(f) During the inception of the board following rules shall apply for the tenure of the elected board members

1. One out of 3 members' term shall end after 1 year.
2. One out of 3 members' term shall end after 2 years.
3. Third member shall serve a full term of 3 years.
4. Names shall be drawn to select members that shall serve shorter terms during the GBM at which this board shall be constituted.

(g) Elected Members serving shorter terms during the inception period shall be exempt from SECTION 2 (b) above if they choose to continue as a BOT for immediate next term. However, such member/s shall have to be re-elected satisfying all criteria of eligibility.

(h) An Elected BOT member can serve up-to maximum 2 full terms as an elected BOT member.

SECTION 3. RESPONSIBILITIES OF BOT

The BOT shall be responsible for the following functions:

(a) Develop the long-term strategic vision and goals for DFWMM and propose a roadmap and plan to achieve them. (Example of such vision but not limited to is expansion of membership, constructing multipurpose hall/building for use of the members, acquiring office space, purchasing long term assets, institute programs that will benefit members, create affiliated orgs/ programs to serve specific member category etc.)

(b) Monitor the overall operations of the Organization to verify that they are consistent with the long-term objectives of the Organization and in accordance with the purpose stated in getting qualified as a nonprofit Organization.

(c) Review the long-term needs of the Organization's membership and make suitable recommendations to the EC.

(d) Review the standards in place for various activities of the Organization and, after discussion with the EC, recommend new standards or modified standards and monitor their communication medium. These activities shall relate (but not necessarily limited) to membership administration, communication, elections, database maintenance, accounting, publication of communication media, conventions, fund raising, etc.

(e) Review and approve the budget proposed by the EC and make recommendations if any.

(f) Monitor operating funds to monitor budgetary compliance.

(g) Oversee and monitor EC's management of the tangible (e.g. cash, bank account, securities, real estate etc..), intangible (e.g. brand name, reputation etc.) and intellectual assets (digital assets, websites, social media, member list etc.) of the Organization.

(h) Establish ad hoc committees and recruit suitable volunteers for such committees. These ad-hoc committees shall be formed mostly for non-operational and/or special purpose activities (e.g. but not limited to Forming a committee to explore hosting of Bruhan Maharashtra Mandal (hereafter referred as BMM) convention, special committee to manage long term projects etc.). Such Committees shall not intrude on the functions of EC or BOT.

(i) Provide support to the EC in their operation as requested by EC.

(j) As long as DFWMM remains affiliated with BMM, appoint a BMM representative for a term starting from the end of one convention to the end of the following convention. In addition, fill the BMM rep position if that remains open for any reason such as resignation, death or removal of such BMM rep. While appointing BMM representative it is expected that

  i. BOT follow the fair and transparent process as deemed appropriate by the majority of BOTs.
  ii. Nominations for such a BMM representative shall be solicited from the members of the Organization through a proper communication to all members via an email.
  iii. Candidate for BMM representative, shall be member in good standing as defined in Article II section 9.

(k) If warranted, suggest amendment to the Articles of Incorporation and By-Laws to the General Body to enhance abilities of the Organization to meet the stated goals and purposes.

(l) Address any concerns brought to their attention by the current DFWMM member to reach a satisfactory resolution with/without the help of EC.

(m) Conduct the elections for various positions in the Organization in adherence to the bylaws mentioned in Article II section 12.

(n) On Behalf of the Organization, BOT may seek cooperation from other Organizations, either from North America or outside of North America, having objectives compatible with those of the Organization.

(o) Provide status of BOT activities for the last 6 months at MYGBM and EYGBM.

(p) Advice any long-term investment opportunities in bonds, deed, mortgage etc.

(q) Review and if necessary, revise Code of Ethics and Code of Conduct for the Organization.

(r) Review and if necessary, revise and follow Election Guidelines for the conduct of elections to Organization positions consistent with Bylaws and the Articles of Incorporation.

(s) Monitor and guide the operations of the Organization to verify that they are consistent with the long-term objectives of the Organization and in accordance with the purpose stated in getting qualified as a nonprofit Organization.

(t) Review applications/requests for affiliation with DFWMM and take appropriate action including accepting or rejecting such request.

If either the BOT or the EC is concerned that the actions of the other violate the Articles of Incorporation or these Bylaws or may cause material harm to the Organization, it shall have the right to call a meeting of the General Body as provided in Article II, Section 10(d) of these Bylaws to petition the General Body to overturn such acts as provided in Article II Section 5 of these By-Laws.

SECTION 4. ELIGIBILITY for BOT

A candidate for a position on the BOT shall:

(a) Be a member in good standing of the Organization as defined in Article II section 9 above and agree to continue to be a member in good standing throughout the tenure as BOT.

(b) Possess active DFWMM membership for the last five consecutive years.

(c) Not be a party to any lawsuit or litigation against the Organization.

(d) Declare their candidacy in writing or through means solicited by the Election Officers no later than the date set forth in the Election Guidelines adopted by the BOT and EC.

(e) Not concurrently be a member of EC and/or Board of Trustee and neither his/her family member.

(f) Adhere to Article XV Ethics and Code of conduct as a member, candidate, and/or the office bearer.

SECTION 5 ELECTION OF BOT

(a) The members of the BOT shall be elected by the eligible voting members (as defined in ARTICLE II, SECTION 4) of the Organization at the End of the Year General Body meeting, or at a meeting specifically called for such elections as provided in Article II SECTION 11. The Election process shall be conducted as defined in ARTICLE II SECTION 12.

SECTION 6. RESIGNATION OR REMOVAL

(a) Automatic Removal: A member of the BOT who fails to attend three consecutive quarterly meetings of the BOT without prior notification shall be automatically removed from the BOT.

(b) A member of the BOT may resign at any time upon written notice to the BOT.

(c) In the event of such automatic removal or resignation or the death, disability or illness of a member of the BOT, the remaining members of the BOT shall appoint a replacement who shall assume responsibilities similar to that of the member being replaced and shall serve until the first to occur of

i. the expiration of the remaining term of the deceased, removed or resigned member, or

ii. the next scheduled election for the EC or BOT, at which the election shall be conducted to replace the member to serve out the remaining term of the removed, or deceased, or resigned member of BOT or

iii. A special meeting of the General Body called to fill such vacancy.

(d) Except subject to Article III Section 6 (a) above, A member of the BOT may be removed as follows:

i. The proposal to remove a member of the BOT shall be approved unanimously by the remaining members of the BOT and 2/3rds of the voting members of the EC.

ii. After the proposal vote to remove the member of the BOT by the EC and the remaining members of the BOT as set forth above, a Special Meeting of the General Body shall be arranged within 45 days after both such votes occur naming the member of the BOT to be removed at said meeting.

iii. Special Quorum for removal of office bearer:

i The member of the BOT subject to removal shall be removed from office by the 2/3rds majority vote of the votes cast by the members of the Organization present and having the right to vote at such meeting of the General Body, where at least _10 % of the total voting members of the General Body are in attendance. If at least _10 % of the total voting members of the GB meeting are not present at any such meeting that meeting shall immediately be rescheduled for a later date.

iv. In the event of such removal at the GBM or special GBM, the General Body shall elect a replacement member of the BOT to serve out the remaining term of the removed member of the BOT who shall assume responsibilities similar to that of the member being replaced.

SECTION 7. MEETINGS

(a) The BOT shall hold meetings at least once every three months.

(b) If holding such meetings in person is not practical, these meetings may be held through teleconferencing or video conferencing.

(c) The Chairperson or any members of the BOT may call a special meeting to discuss special issue(s) or urgent issue(s) by giving the other members of the BOT at least one-week prior notice. If the matter cannot be postponed for seven days, the chairman of the board or a member of board requesting such meeting can request waiver of notice from other members of the board pursuant to Article IX.

(d) The notice of any meeting shall provide the agenda for such meeting and adequate information on the issue to be discussed and may be delivered by electronic mail or the channel chosen by the BOT collectively.

(e) The minutes of any meetings of the BOT shall be recorded and stored within 7 days of such meeting by the Chairperson (or in the absence of the Chairperson, the member who has chaired such meeting of the BOT).

(f) Minimum of three voting members of the BOT shall be present at a meeting to constitute quorum. A Decision with majority vote made by such quorum shall be deemed as the action of BOT.

SECTION 8. INFORMAL ACTION BY WRITTEN CONSENT

The authority of the BOT may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all of the members of the BOT entitled to vote.

SECTION 9. PRESUMPTION OF ASSENT

A member of the BOT of the Organization who is present at a meeting of the BOT at which action on any matter concerning the Organization is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she has filed his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or has forwarded such dissent by registered or certified mail or electronic mail to the secretary of the Organization before the end of the following business day. Such right of dissent shall not apply to a member of the BOT who voted in favor of such an action.

# ARTICLE IV: EC

SECTION 1. COMPOSITION

(a) The EC of the Organization shall consist of 5 members as set forth, namely The President, Secretary, Treasurer, Webmaster, Co-Treasurer.

(b) Individual responsibilities of EC members are set out in Article V of these Bylaws.

(c) The President, Secretary and Treasurer of the Organization shall be designated as the directors of the Organization in its annual report filed with the Texas Secretary of State.

SECTION 2. TERM

a) The new EC shall commence on the later of July 1st of the calendar year or immediately after the declaration of election results for the new EC.

b) The term of office of the members of the EC shall end on June 30th.

c) In an unavoidable situation where the election cannot be held before June 30th, the current EC shall seek BOT's approval to delay the election no later than July 30th. In this case the incoming-committee shall have a shorter duration and their term will end on June 30th of the following year

d) Each member of the EC shall hold office until his or her successor is duly elected.

SECTION 3. RESPONSIBILITIES OF EC

The EC shall be responsible for the following functions of the Organization:

(a) Manage the day-to-day operations of the Organization in all areas of its activity, including but not limited to organizing events that are aligned with Organization's mission and vision.

(b) Prepare and submit the Organization's budget to BOTs for approval.

(c) Manage the operations within the approved yearly operational budget and seek approval for additional spend from BOT if the expenses exceed the approved budget.

(d) Assist in the work of the various committees set up to undertake different tasks for smooth operations of the Organization.

(e) Provide support to the BOT in their operations.

(f) Implement necessary functions and processes required for the execution of assignments given by the President.

(g) Review and propose any alterations, amendment, or repeal of the Bylaws or Articles of Incorporation of the Organization to the GBM or BOT.

(h) Submitting a semi-annual report of its activities to the BOT, including but not limited to events organized, event balance sheet and attendance information. The timing of such a meeting shall be decided mutually by the BOTs and the EC.

(i) Protect and manage the tangible, intangible and intellectual assets of the Organization (examples of Assets include but not limited to financial assets, digital assets, DFWMM brand, reputation)

(j) Create and follow a Document Retention/Destruction policy for the Organization.

(k) Appoint a registered agent for the Organization in the State of Texas and any other jurisdiction where such appointment is required.

(l) Develop and maintain legal representation as needed by the Organization in consultation with the BOT.

(m) Maintain and preserve the Organization Funds in consultation with the BOTs

(n) Ensure that all mandatory/regulatory fillings like taxes, franchise fees etc. are filed timely.

(o) Complete transition to the new EC within two weeks of the new EC's inaugural. (Transition includes but is not limited to transfer of Bank account authority, transfer of admin passwords, control of all digital assets, transferring ownership of email accounts, any other information necessary to conduct the business of the organization.)

(p) Current EC is entitled to sign any proposal for the future financial year (1 Year) on behalf of upcoming EC in the situation when all of the following apply:

- If the EC determines that the Proposal is truly attractive enough to host in the best interest of DFWMM and the community
- If the deadline to sign cannot wait until next EC term starts OR there is potential to lose the opportunity to a private organization or to other Marathi Mandal.
- Both CAL and BOT are in agreement by majority vote.
- EC can sign 2 events, 2 future year quarters (end of calendar year), there should be a cancellation clause added in the contract for which the penalty should not be exceeding 1% of the total budget of that year.
- The upcoming EC will always have the opportunity to review and re-consider at the proposals.

SECTION 4. ELIGIBILITY for EC MEMBER

(a) Candidates for the position of President must have served at least 1 term as a Member of DFWMM EC and be a member in good standing of DFWMM as of the date of the election and shall have possessed active DFWMM membership for the last three consecutive years.

(b) Candidates for all other positions of EC must be a member in good standing of DFWMM as of the date of the election and shall have possessed active DFWMM membership for the last three consecutive years.

(b-i) Candidates for all the other positions of EC must be a member of Committee at Large for 1 full term (year).

(c) A person may serve as a member of the EC for up to three consecutive terms. Such person shall next be eligible for re-election to the EC one year after the completion of his or her third consecutive term, provided he/she satisfies all other eligibility criteria for being elected as a member of the EC.

(d) The EC member who serves as a President, can only serve one term in that capacity and shall not be eligible for re-election to the EC until one year after the completion of his or her term as President, provided he/she satisfies all other eligibility criteria for being elected as a member of the EC.

(e) Candidates for the EC must have declared their candidacy in writing or through appropriate channels solicited by the BOT and the EC no later than the date set forth in the Election Guidelines adopted by the BOT and EC.

ELECTION OF EC MEMBERS

Elections shall be held every year for the position of President, Secretary, Treasurer, Webmaster and Co-Treasurer of the EC. These candidates shall be elected by the eligible voting members (as defined in ARTICLE II, SECTION 11 (d)) of the Organization at the End of the Year General Body meeting, or at a meeting specifically called for such elections as provided in Article II SECTION 11. The Election process shall be conducted as defined in ARTICLE II SECTION 12.

SECTION 5. RESIGNATION OR REMOVAL

In the event of the death or resignation of an elected member of the EC (including the three officer positions) before his or her term of office expires, the remaining members of the EC may appoint an appropriate person (satisfying the eligibility criteria for becoming a member of the EC ) to serve the remainder of the term of the deceased or resigning member. The EC shall consult with the BOT before appointing the replacement.

A member of the EC may be removed as follows:

(a) The proposal of removal of the EC member shall first be approved by a 2/3rd majority of EC and BOT voting members other than the EC member subject to removal.

(b) After the approval of such a proposal as set forth above, a Special Meeting of the General Body shall be arranged within 45 days.

(c) The EC member subject to removal shall be removed from office, by the 2/3rds majority vote of the votes cast by the DFWMM members having the right to vote and being present at such meeting of the General Body,

(d) Special Quorum for removal of office bearer - At least 10_ % of the total voting members of the General Body are in attendance. If at least 10_ % of the total voting members of the GBM meeting are not present at any such meeting that meeting shall immediately be rescheduled for a later date. In the event of such removal the General Body shall elect a replacement member of the EC to serve out the remaining term of the removed member of the EC.

SECTION6. MEETINGS

(a) The EC shall hold meetings once a month or as deemed necessary to conduct the business of the Organization. If holding such meetings in person is not practical, these meetings may be held through teleconferencing.

(b) Prior to any meeting of the EC, the Secretary of the Organization shall circulate to the members of the EC the proposed agenda of the meeting outlining the issues that need to be discussed. Follow-up notes may be circulated after receiving feedback from the members of the EC.

(c) Any decisions arrived at shall be circulated to all members of the respective governing bodies.

(d) At least three voting members of the EC shall be present at a meeting to constitute a quorum.

(e) If a quorum is present, the affirmative vote of a majority of the EC members present shall be deemed the action of the EC, unless the vote of a greater number is required by the Articles of Incorporation or these Bylaws.

(f) In the event of a tie vote in any matter voted on by the EC and if the EC cannot break such a tie after reasonable discussion, the matter shall be referred to the BOT. The BOT shall break the tie by a vote of a majority of its members, which vote shall be held within 7 days following the referral of the matter to the BOT. The vote of the BOT to break such ties shall be binding on the EC and shall be communicated to the EC by the Chairperson of the BOT.

(g) The elected members of the BOT can be invited to EC meetings at the discretion of the President or the majority of voting members of the EC. However, members of BOT are not entitled to vote in any such EC meeting.

SECTION 7. INFORMAL ACTION BY WRITTEN CONSENT

The authority of the EC may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members of the EC entitled to vote.

SECTION 8. PRESUMPTION OF ASSENT

A member of the EC of the Organization who is present at a meeting of the Executive Committee 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 is entered in the minutes of the meeting or unless he or she has filed his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or has forwarded such dissent by registered or certified mail or electronic mail to the secretary of the Organization before the end of the following business day. Such right of dissent shall not apply to a member of the EC who voted in favor of such action.

# ARTICLE V: OFFICER

The officers of the Organization shall be the President, the Treasurer, and the Secretary. The officers of the Organization shall be members of the EC. As members of the EC, the officers shall have the term set forth for the EC members defined in Article IV and shall be elected and may be removed pursuant the provisions of these Bylaws governing the election and removal of EC Members.

SECTION 1. PRESIDENT

The President shall be the chief executive officer of the Organization. Subject to the direction and control of the EC and the BOT, he or she shall be in charge of the business of the Organization; he or she shall see that the resolutions and directions of the EC and the BOT are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the EC or the BOT, and, in general, he or she shall discharge all duties incidental to the office of president and such other duties as may be prescribed by the EC or the BOT from time to time. He or she shall preside at all meetings of the EC, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Organization. If the Organization shall hold investments in securities with voting rights then he or she may vote all securities which the Organization is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Organization by the EC. In addition to the above the President shall:

(a) Provide general guidance to the operations of the Organization.

(b) Sign with the secretary, or any other officer thereunto authorized by the EC, any third-party contracts rendered for services during the current year, which the EC has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the EC or these Bylaws.

(c) Allocate the responsibilities among the members of the EC for supervising the various committees designed to carry out the routine activities of the Organization in a streamlined manner.

(d) Preside over the General Body meetings and the EC meetings.

(e) Report on the general progress of the Organization to the General Body of the Organization and to the EC.

(f) Represent the Organization and participate on behalf of the Organization at the meetings of other Organizations that may have objectives similar to those of the Organization.

(g) Act as a liaison between the EC and the BOT.

(h) Be a co-signer with the secretary and be responsible for all financial accounts of the Organization.

(i) In absence of the Treasurer, disburse Organization funds and issue checks, drafts in the name of Organization, as prescribed by EC with designated signatures.

SECTION 2. THE TREASURER

The treasurer shall be the principal accounting and financial officer of the Organization He or She shall

(a) Have charge of and be responsible for the maintenance of adequate books of account for the Organization;

(b) Have charge and custody of all funds and securities of the Organization, and be responsible therefor and for the receipt and disbursement thereof;

(c) Keep an account of the finances of the Organization, prepare the financial statements consistent with generally accepted accounting principles, if needed have them audited for that Fiscal year. Submit the

financial statements to the EC & BOT for approval no later than June 15th i.e. 15 days prior to the end of Fiscal year.

(d) Provide approved financial statements and all supporting documents to appointed Certified Public Accountant for filing the Tax Returns. Ensure that the Tax Return is filled by the due date prescribed by IRS and/or any State Authorities.

(e) Supervise the committee dealing with accounting for Organization finances.

(f) Issue receipts for donations received from members, entities or well-wishers.

(g) Ensure that the financial guidelines prepared in consultation with professional accountants are properly followed in all the financial matters relating to the Organization's activities.

(h) Consult the financial advisor and investigate investment opportunities to invest the Organization's assets in accordance with the professionally prepared financial guidelines with consultation with EC and BOT.

(i) Deposit money, drafts, checks in the name of and to the credit of Organization, in the banks designated by the EC.

(j) Keep accurate record of membership payments and other payments due to the Organization.

(k) Disburse Organization funds and issue checks, drafts in the name of Organization, as prescribed by EC with designated signatures.

(l) Submit a monthly report to the EC in advance of the monthly meeting.

(m) In consultation with the President, prepare annual budget and program budget and submit to EC as well as the BOT for approval no later than July 30th. Actuals from prior can be used and submitted as a budget for the upcoming year.

(n) Perform all the duties incidental to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President, the EC or by the BOT.

(o) Support the other Officers and members of the EC in their activities.

SECTION 3. THE SECRETARY

The Secretary shall:

(a) Record and document minutes of the EC meetings and General Body Meetings.

(b) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

(c) Be custodian of the corporate records and of the seal of the Organization.

(d) Maintain a register of the post-office address of each Executive member which shall be furnished to the Secretary by such member.

(e) Sign with the President, or any other officer thereunto authorized by the EC , any contracts, deeds, mortgages, bonds, or other instruments which the EC has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the EC or these Bylaws;

(f) Have authority to certify the By-Laws, resolutions of the EC and committees thereof, the BOT and the General Body, and other documents of the Organization as true and correct copies thereof;

(g) Maintain all the correspondence of the Organization in good order and conduct the business of the Organization. Maintain and store all pertinent records of Organization in the manner set forth.

(h) Is responsible to respond to member queries and forward such queries to appropriate authority for action/response or resolution.

(i) Supervise the working of the committees dealing with administration and communication.

(j) Notify all members of the EC the particulars of all meetings and gatherings of the Organization and provide them with the agenda and programs a week in advance of the meeting.

(k) Notify all Members of the particulars of the Semiannual General Body meeting/s (location, date, time) one month in advance. Provide minutes of the previous General Body meeting, annual report, treasurer's final report, documenting Organizational activities and progress, agenda, election of officers and special resolutions, if any; and

(l) 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, the EC or the BOT

(m) Support the other Officers and members of the EC in their activities.

(n) In the event of the absence of the President, the Secretary shall carry out the duties of the President.

SECTION 5. SUPPORT FUNCTION OF THE OTHER EC MEMBERS

CO-TREASURER

The Co-Treasurer would have the same role and responsibility as primary Treasurer (except those listed below) and can back-up and represent Treasurer Activities as need be.

Co-Treasurer shall not have following responsibilities of the Treasurer unless and until such responsibility is specifically assigned by the President, Treasurer or the majority of the EC; such exception shall require approval of BOT.

(a) Co-Treasurer shall not be a designated signatory of the Organization on any financial institute.

(b) Co-Treasurer shall not have rights to disburse Organization funds and issue checks, drafts in the name of Organization.

THE WEBMASTER

(a) The webmaster is in-charge of all digital assets of the Organization.

(b) Digital Assets include but are not limited to websites, WhatsApp groups, YouTube channels, twitter, Instagram, Facebook groups etc.

(c) It is the responsibility of the webmaster to administer and manage all digital assets & ensure that those are used consistent with the objectives of the Organization & in accordance with the purpose stated.

(d) The webmaster is also in-charge of the data collected and stored by the Organization, thus the webmaster has to ensure that proper tools and process are in place to protect the privacy of the members data in accordance with the legal laws.

(e) The webmaster controls the flow of information between the Organization and the members, thus the webmaster shall be responsible for ensuring timely communication via various and appropriate channels about events, meetings, and any other communication items requested by the EC or the BOT.

(f) The Webmaster is responsible to develop and maintain brand integrity across all platforms.

(g) The webmaster is also responsible for creating and updating content, implementing security protocols, creating backups, sorting out software issues.

(h) The Webmaster is responsible for configuring appropriate access of users to Organization's digital Assets.

(i) The Webmaster shall represent the Organization in all interactions with other software and hardware providers.

# ARTICLE VI: Joint Responsibility of EC and BOT

(a) Ensure that the Organization, its members, office bearers, board and committee members as well as volunteers are abiding by all applicable laws and regulations as well as the constitution of the Mandal.

(b) Actively work with other members of Organization, other office bearers and committee members, boards etc. to advance the Organization's mission and goals.

(c) Assist in monitoring the activities of the various ad hoc committees, commissions or advisory bodies set up by the EC or BOT to undertake various tasks related to the operation of the Organization.

(d) Identify any deviations from the provisions of the Constitution to the EC and or BOT and make recommendations to rectify, if necessary.

(e) Assist the Organization in fund-raising and public relations activities in coordination with the EC.

(f) Review and make suggestions if necessary, on contracts, memorandums of understanding and agreements executed by the Organization to ensure they are within the Organizations' policy and protect the assets of the Organization.

(g) Not engage in any activity that adversely impacts the Organization and/or its membership, the schedule of events, the funds of the DFWMM, and the goals/mission of the DFWMM.

(h) Represent DFWMM at authorized and/or affiliated events with prior permission of the EC and/or the BOT.

(i) If the BOT or any BOT member or EC or any EC member contemplates any litigation or legal proceedings of any kind that shall bind DFWMM or its resources, the BOT and/or EC shall obtain the approved by special GBM, before initiation of litigation or legal proceedings.

# ARTICLE VII: CONTRACTS, LOANS, CHECKS AND DEPOSITS

## SECTION 1. PUBLISHING OF ACCOUNTS

After filing of the Tax Returns, the annual financial statements shall be circulated to the General Body and/or published on the website or other communication media selected by the EC.

## SECTION 2. BANKING PROCEDURE

The EC shall maintain all accounts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the EC. In the absence of such determination by the EC, such instruments shall be signed by the Treasurer and/or the President of the Organization. The
EC may authorize by a majority decision any other person(s) to operate any bank accounts for special purposes or for the functioning of any of the committees, either alone or along with one of the officers of the EC.

## SECTION 3. INVESTMENT OF FUNDS

All funds of the Organization not otherwise invested into securities or into tangible or real assets of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the EC may select and may not be held in the name of any individual officer, trustee or member of the Organization.

## SECTION 4. BUDGETS AND EXPENSE LIMITS

The Treasurer of the Organization shall prepare the annual operating budget and present it to the EC for approval. This approved budget shall then be presented to BOT for their approval. The approved budget shall guide the spend throughout the year. The EC shall strive to execute within the approved budget. However, in case of and unforeseen events and expenditures and, in such cases, following process shall be followed by the EC and the BOT.

(a) The EC shall promptly notify the BOT of the anticipated additional items not covered in the budget (such as an addition of an unanticipated or unplanned program or any other expense) and provide the revenue projection and expense forecast for it.

(b) The EC shall seek BOT approval under the following scenarios:

a Forecasted expenses are above the budget line item by 15% of the original budget or $1,000 USD whichever is higher.

(c) The EC and the BOT shall inform General Body at the next GBM if the projected loss is more than 25% of the original approved budget or $40,000 USD for the year.

(d) The Organization shall not be held responsible monetarily or otherwise, for any agreements reached between parties without the required approval of the designated Organization officers, the EC or the BOT as set forth herein.

Unless approved by the GBM of the Organization , no loans or obligations shall be contracted on behalf of the Organization, no evidence of indebtedness shall be issued in the name of the Organization, no debits from the Organization's bank accounts shall be made and no expenditures shall be made by the Organization by any representative of the organization.

SECTION 5. EXPENSE REIMBURSEMENT

Any individual who may have incurred an expense on behalf of the Organization, for carrying out activities authorized by the EC or the BOT shall be reimbursed for such expense, upon submission of the proof.

SECTION 6. GIFTS

The EC may accept on behalf of the Organization any contribution, gift, donation/sponsorship, bequest or devise for the general purposes or for any special purpose of the Organization. However, no individual member of the EC or of the BOT shall accept any monetary gift as an individual gift.

SECTION 7. RESTRICTED FUNDS

(a) Any funds that are not specifically designated as restricted funds in writing by the donor at the time of the donation shall be deemed to be intended to be unrestricted funds of the Organization.

(b) All funds collected as restricted fund for a specific purpose shall be used only for that purpose. Language consistent with this policy shall be included on donation receipts to the donors.

# ARTICLE VIII: COMMITTEES, COMMISSIONS AND ADVISORY BOARDS, MARATHI SHALA

SECTION 1. COMMITTEE–AT- LARGE.

The EC, by resolution adopted by a majority of its voting members in office, may form a committee-at-large to assist in day-to-day functioning of the Organization. Size of Such Committee-at-large shall not be greater than 5% of the total membership in the prior fiscal year or 30 members whichever is higher. All of the members of such a committee must be members in good standing of the Organization. The committee at-large, without intruding on the responsibilities of the EC or the BOT shall assist and provide support to the Organization, or EC, or BOT in the management of day-to-day operations of the Organization. The designation of such committees and the delegation thereto of authority shall not operate to relieve the EC or BOT, or any individual member of the EC, of any responsibility imposed upon it, him or her by law. Pursuant to Article VIII section 3 term of such committee will not extend beyond the term of the EC appointing this Committee-at-large. All committee-at-large members serve at the discretion of the majority members of EC.

SECTION 2. MARATHI Language School aka Marathi Shala

The main objective of Marathi shala is to teach students about conversing, reading, and writing Marathi, thereby preparing them to appreciate the Marathi language's elegant beauty through teaching and various cultural activities by participating in cultural programs and events.

While shalas operate autonomously, any conflict related to shala can be brought to BOT for mediation and conflict resolution. **Details of operating guidelines between Shala coordinators, Shala operations and DFWMM EC or BOT is documented in "Operating Guideline Document between DFWMM and Marathi Shalas' and published on DFWMM website**. This document will be reviewed and agreed by the Shala coordinators, the BOT and the EC. Among other things, this document includes sections for communications between shala coordinators, the BOT, and the EC conflict resolution for any issues related to shalas.

Currently there are two autonomously operated Marathi Shalas that are part of DFWMM, namely Plano Marathi Shala and Irving Marathi Shala (/Miboli Marathi Shala). In future, if any new shala requests affiliation with DFWMM and desires be part of DFWMM; the requesting shala coordinator shall work with BOTs to align and agree on operating guideline document for that shala. The decision to add a new shala under DFWMM umbrella shall rest with BOTs.

SECTION 3. COMMISSIONS OR ADVISORY BODIES

(a) Commissions or advisory bodies not having and not exercising the authority of the EC or BOT of the Organization may be designated or created by the BOT or EC; and shall consist of such person/s as the EC or BOT designates.

(b) The BOT or EC in creating a commission or advisory body and appointing its members shall clearly explain its nature and duration and scope of duties and the expectations by the Organization.

(c) The BOT in its power if required, shall form such commissions for strategic, long-term and non-operational initiatives; whereas EC shall limit appointing such commissions to address operational and short-term concerns.

(d) The Commission or Advisory Board shall cease to exist past the stated duration unless an extension is offered by the BOT with majority vote.

(e) The advisory board or commission appointed by BOT or EC shall be terminated sooner by the BOT or EC respectively, if it has achieved its said purpose or said purpose is no longer in the interest of the Organization.

(f) Any advisory board or the commission appointed by EC shall automatically terminate with the term of current EC.

(g) A commission or advisory body shall consist of at least one current member of the EC and the BOT who shall jointly act as liaison, as the EC and BOT respectively determines. If the term of a current member of the EC or the BOT is ended, the respective body can select a new member from its current body as a representative on the commission or advisory board.

(h) The commission or advisory body may not act on behalf of the Organization or bind it to any actions but may make recommendations to the BOT.

SECTION 3. TERM OF OFFICE

The term of committee-at-large shall coincide with the term of the EC that appoints it. The committee-at-large shall automatically dissolve with the end of term of current EC.

Each member of Commissions or Advisory Board shall have specific duration as clearly stated in the resolution of its formation, or unless such member be removed from such committee, advisory board or commission by the EC, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRMAN

One member of each; advisory board or commission shall be appointed chairman.

SECTION 5. VACANCIES

Vacancies in the membership of any committee, advisory board or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM

Unless otherwise provided in the resolution of the EC designating a committee, advisory board or commission, a majority of the whole committee, advisory board or commission shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board or commission.

SECTION 7. RULES

Each committee, advisory board or commission may adopt rules for its own governance consistent with these By-Laws or with rules adopted by the EC.

SECTION 8. INFORMAL ACTION

The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all the members of the committee entitled to vote.

# ARTICLE IX: WAIVER OF NOTICE for BOT Meetings

Whenever any notice is required to be given under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of The General Not-for-Profit Business Organization Act of the State of Texas, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

# ARTICLE X: INDEMNIFICATION

OF OFFICERS, EC, BOT, Members of Committee at Large, Authorized Volunteers AND AGENTS

Unless otherwise prohibited by law, DFWMM shall indemnify any Board of Trustee, or Member of EC, or member of Committee at Large, or any authorized volunteer, or any authorized person/agent who may have served at its request currently or in past as a Board of Trustee, or Member of EC, or member of Committee at Large, or any authorized volunteer, or any authorized person/agent of the corporation, whether for-profit or not-for-profit work, and may, by resolution of the Executive Committee and Board of Trustees, indemnify any of above against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which s/he may be or is made a party by reason of being or having been such a Board of Trustee, or Member of EC, or member of Committee at Large, or any authorized volunteer, or any authorized person/agent; contingent upon the following limitations:

The party seeking indemnification must have acted and continue to act in good faith to cooperate and resolve any claims, actions, suites, proceedings etc. involving DFWMM.

The party seeking indemnification must have taken reasonable steps to mitigate expenses, costs, and liabilities of DFWMM

The party seeking indemnification must provide a full accounting including invoices, receipts, bills, proof of payment, etc. for all expenses they are seeking indemnification for.

The party shall notify DFWMM as soon as practicable (but no later than 30 days) after they first received knowledge of involvement in a formal dispute arising out of duties performed to the Organization. Failure to notify the Organization in a reasonable timeframe shall be grounds for the Organization to not indemnify the party seeking indemnification.

The Organization shall only reimburse expenses that are found to be reasonable, fair, actual and necessary subject to fair market rates and a third-party audit of such expenses.

**However, that there shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Non-Profit for damages arising out of his/her own intentional act, negligence or misconduct in the performance of a duty to the Non-Profit.**

(a) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, reasonable market rates for counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or volunteer. The Non-Profit may advance expenses to, or where appropriate may itself, at its expense, undertake the Board of Trustee, or Member of EC, or member of Committee at Large, or any authorized volunteer, or any authorized person/agent; provided, however, that such Board of Trustee, or Member of EC, or member of Committee at Large, or any authorized volunteer, or any authorized person/agent shall undertake to repay or to reimburse such expense if it shall ultimately be determined that s/he is not entitled to indemnification under this Article.

(b) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

(c) The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such director, officer, or volunteer may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Non-Profit to make any indemnification permitted by law.

(d) The Executive Committee shall authorize the purchase of insurance on behalf of any director, officer, authorized volunteer, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a director, officer, authorized volunteer, or agent or out of acts taken in such

capacity, whether or not the Non-Profit would have the power to indemnify the person against that liability under law in accordance to rules set forth by the Bylaws below.
(e) In no case, however, shall the Non-Profit indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Non-Profit is deemed to be a private foundation under the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined by the code.
(f) If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

References to "the Organization" shall include, in addition to the surviving Organization, any merging Organization, including any Organization having merged with a merging Organization, absorbed in a merger which otherwise would have lawfully been entitled to indemnify its Board of Trustee, or Member of EC, or member of Committee at Large, or any authorized volunteer, or any authorized person/agent.

Authorized Volunteer or Agent for the purposes of Article X is deemed to be someone who is authorized by majority of EC or Majority of BOT to perform duties/tasks or help in conduct of lawful business of the organization. A record of such authorization needs to be duly kept by the authorizing body.

# ARTICLE XI: DISPUTE RESOLUTION

In the event of a serious disagreement between the EC and/or the members of the Organization and/or the BOT regarding the interpretation of the By-Laws or Articles of Incorporation of the Organization, the parties shall be entitled to declare a dispute. Disputes between the BOT and the EC that the actions of the other violate the Articles of Incorporation or these By-Laws or may cause material harm to the Organization shall be referred to the General Body as provided in Article III Section 3 of these Bylaws. Declarations of other disputes shall be in writing, stating the issue in dispute, and shall be addressed to the EC & BOT. The EC & the BOT shall consider such a declaration within four (4) weeks of receiving it.

Internal Dispute Resolution Process: Unless doing so would cause irreparable harm to the complainant or the Organization, any member, officer, trustee, or agent of the Organization shall notify the Organization of their grievance with the Organization or its officers, trustees or agents, and allow both EC and BOT 30 days to attempt to resolve the dispute or address the complaint amicably prior to formal mediation

Mandatory Mediation: Unless there is compelling reason why the parties shall be harmed any member, officer, trustee, or agent with disputes related to the Organization that are not resolved by out of court good faith settlement efforts in accordance with Internal Dispute Resolution process above shall seek supervised mediation. Mediation shall be conducted by a court approved mediator shall the parties not agree to a mediator.

If the EC and / or the BOT are not able to resolve the dispute to the satisfaction of the parties to the dispute, the dispute shall be referred to an independent arbitrator mutually acceptable to the parties to the dispute and the EC. The parties shall designate such arbitrator within 4 weeks after the failure of the EC & BOT to resolve such dispute. If the parties and the EC & BOT cannot agree on a mutually agreeable arbitrator, they shall each appoint an arbitrator and the EC & BOT shall appoint a third arbitrator. If the EC & BOT is one of two parties to a dispute, the arbitrators selected by the parties to the dispute shall mutually select a third arbitrator.

In the event three arbitrators are selected, the decision of the arbitrators shall be made by an affirmative vote of two out of the three arbitrators.

The arbitrator shall have the power to decide any motions brought by any party to the arbitration, including motions for summary judgment and/or adjudication and motions to dismiss and demurrers, prior to any arbitration hearing. The arbitrator shall issue a written decision including findings of fact and conclusions of law on the merits of its award. The arbitrator shall have the power to award any remedies, including attorneys' fees and costs, available under applicable law.

The arbitration shall be held on an informal basis, and the arbitrator shall have the power to determine the procedure to be adopted subject to principles of natural justice and prior practice of the Organization with respect to any ambiguous provision of the By-Laws or Articles of Incorporation; provided however the arbitrator shall not (a) have the authority to disregard or refuse to enforce any lawful Organization policy; (b) require Organization to adopt a policy not otherwise required by law, which Organization has not adopted; (c) violate the plain meaning of these By-Laws or the Articles of Incorporation and (d) violate any applicable law.

The person(s) declaring the dispute and the EC &/or BOT, beforehand, may agree to share the costs of the arbitration. In the absence of such agreement the arbitrator shall decide which parties shall be liable for the costs.

The provisions of this Article XI do not supersede and are subject to powers, right to remove from office or as a member, or other dispute resolution mechanisms explicitly set forth in the Articles of Incorporation or these

By-Laws, including without limitation in Article II Section 8, or Article III section 6 and Article IV Section 5 of these By-Laws.

In all other situations, arbitration as set forth herein shall be the sole, exclusive and final remedy for any dispute that may arise from the interpretation of these By-Laws or Articles of Incorporation of the Organization. The decision of the arbitrator shall be final and binding upon all the parties to the dispute, the EC and the Organization. Judgment upon the award rendered by the arbitration(s) may be entered in any court having jurisdiction thereof.

# ARTICLE XII: CONFLICT OF INTEREST

An elected Member of EC (EC), Member of BOT (BOT) and and/or any appointed agents by EC and/or BOT would be considered to have a 'Conflict of Interest' with that of DFWMM

(a) If the concerned member's actions are directly or indirectly detrimental to DFWMM's interest.
(b) If the concerned member ceases to act impartial and/or loyal to the DFWMM
(c) If the concerned member tries to influence the decisions to profit from because of his/her personal and/or professional interest.

SECTION 1: PURPOSE

The purpose of the conflict-of-interest policy is to protect this DFWMM's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Organizations.

SECTION 2: DEFINITIONS

2.01 Interested Person
Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.02 Financial Interest
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
(a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
(b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

2.03 Governing Body or Committee

(a) For the purposes of this article governing body or Committee is EC or BOT.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3: PROCEDURES

3.01 Duty to Disclose
In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.02 Determining Whether a Conflict of Interest Exists
After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.03 Procedures for Addressing the Conflict of Interest

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
(b) The chairperson of the governing board or committee shall, if appropriate, appoint a neutral or unbiased person or committee to investigate alternatives to the proposed transaction or arrangement.
(c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested/neutral volunteers/committee members whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

3.04 Violations of the Conflicts of Interest Policy

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, like but not limited to seeking reimbursement of payments made, declaring the entity to be black listed avoiding future transaction or termination of the membership of the member per Article II section 8.

SECTION 4- Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:
(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
(c) Whenever DFWMM contracts with another entity, individual, or party, the EC shall ensure that they have researched and evaluated 3 independent bids before entering into said contract.

SECTION 5- Compensation

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
(c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 6- Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy,

(b) Has read and understands the policy,
(c) Has agreed to comply with the policy, and
(d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7- Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by the BOT or any other authorized agent. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
(b) Whether partnerships, joint ventures, and arrangements with management Organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 8-Use of Outside Experts

When conducting the periodic reviews as provided for in Article Seven, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

# ARTICLE XIII: OTHER PROVISIONS

The controlling object and purposes of the Organization are to receive by gift/donation, 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 Organization 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 Organization. No member or trustee of the Organization shall have any personal liability for corporate obligations and the methods of enforcement and collection thereof.

The Organization can be dissolved only by a 2/3rds majority vote of the votes cast by the Mandal Representatives having the right to vote at a meeting of the General Body.

Upon dissolution or liquidation of the Organization, all of its assets remaining after payment of all of its liabilities and obligations shall be distributed exclusively for the purposes of the Organization 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 Organization shall consist of carrying political agenda or participating in partisan politics or otherwise attempting to influence legislation, nor shall the Organization 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 XIV: AMENDMENTS

The Bylaws or Articles of Incorporation of the Organization may be made, altered, amended or repealed according to the following procedure:

(a) Any member in good standing has a right to suggest alterations, amendments, or repeal of the By-Laws. Such a proposal shall be sent to the EC and/or BOT

(b) EC shall first review such proposals and by majority vote shall provide their recommendations to the BOT within 30 days of such receipt of proposal. If the EC fails to act within such 30-day period the submitted Bylaws or Articles of Incorporation shall be referred to the BOT for their review.

(c) In addition, any alterations, amendment or repeal of the Bylaws or Articles of Incorporation can be initiated by a majority vote of the EC. The Bylaws may contain any provisions for the regulation and management of the affairs of the Organization consistent with the law or the Articles of Incorporation.

(d) The suggested amendment or repeal of Bylaws or Articles of Incorporation shall then be submitted to the BOT for their review. Within 30 days after such submission, the BOT shall accept the submission, reject it or suggest modifications. If the BOT fails to act within such 30-day period the submitted Bylaws or Articles of Incorporation shall be deemed accepted by the BOT.

(e) The amendment accepted by BOT then shall be proposed to the General Body at the GBM. The General Body shall vote on the altered, amended or repealed Bylaws or Articles of Incorporation at that meeting of the General Body or a special GBM meeting called specifically to review the altered, amended or repealed By-Laws or Articles of Incorporation.

(f) A majority vote cast at a GBM with full quorum as defined in Article II section 6 shall be required to adopt the altered, amended or repealed Bylaws or Articles of Incorporation.

(g) Amendment rejected by BOT should be informed to GBM with appropriate reason for rejection.

# ARTICLE XV: ETHICS & CODE OF CONDUCT

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

1. Dealing with Organization's 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 act 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 shall cast them in poor taste.
2. Protecting Assets – We shall have a direct role in protecting the Organization's assets- Tangible and Intangible. Tangible Assets of the Organization are property, money, investments & equipment, physical and digital media and files. Intangible Assets of the Organization are trademarks, patents, confidential information & copyrighted information. These items shall be protected with utmost 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 shall refuse gifts, loans, favors or kickbacks from third parties, such as vendors, suppliers, members, customers, or agents.
4. Avoid Conflicts of Interest - We have a fundamental ethical obligation to avoid conflicts of interest and make sound business decisions on behalf of the Organization that are undistorted by our individual, family, financial or other interests.
5. Publicly disclose any conflicts of interests and not use position on the EC, BOT or any volunteer position as a means for personal or commercial gain.
6. Listed here is an example: In an event where a member serving in any capacity or not, seeks to do business with the Organization for profit or non-profit purposes shall recuse himself/herself from the decision-making process of such matter. In such (or any) instance it is expected that the decision makers solicit bids from multiple vendors (up to 3) and document the reasoning for the decision in favor or against such member or business.
7. No member, office bearer, committee/commission/advisory board member, EC member or BOT shall represent DFWMM without prior authorization by Majority of EC or Majority of BOT. Such Authorization shall not be awarded/used in conflict with the stated purpose of the organization especially but not limited to organizations belief to be apolitical.
8. No member or committee representative serving currently or in past shall use the DFWMM membership or its association with DFWMM to incur personal favors or benefits or seek to profit for themselves or their family members.
9. DFWMM Officials (BOT, EC or Committee-at-Large members) should promote the DFWMM Program if there is any conflict with the private programs.
10. No office bearer, committee/commission/advisory board member, EC member or BOT shall host, promote or in any way associate with any privately organized program conflicting with a DFWMM organized event or program. Any event which is not organized by or not co-powered by or not in association with DFWMM is defined as privately organized program. Any such privately organized program is considered conflicting with DFWMM event or program if;
    - It is within a week before or after the DFWMM program
    - Has similar genre or audience base

# Appendix 1: Election Process

(a) The election process shall start with an announcement and solicitation of nominations for the EC as well as for the open position of the BOT, such announcement shall be sent by the EC 30 days prior to the EYGBM or the Special GBM by email communication.

(b) Eligible members shall have 7 days from the date of announcement to submit their nominations for any position on the EC or the open positions on the board of trustee.

(c) All nominations received for various positions shall be announced to the members via email.

(d) Candidates shall have 7 days from the submission deadline to withdraw their nominations.

(e) Final list of candidates for various positions shall be finalized and announced at the end of the withdrawal period.

(f) Election shall be held for the positions for which there are 2 or more candidates running for that position.

(g) Candidates can apply for more than one position, however shall not be able to contest election for multiple positions at the same time. Candidates shall have to withdraw their nominations for all other positions before the deadline; failing to do so shall result in automatic disqualification of the member from all positions for that election cycle.

(h) If there is only one nomination for a position, the candidate shall be declared winner at the GBM.

(i) A list of the eligible voting members of the General Body, duly verified by the Secretary of the Organization in consultation with the Treasurer, shall be made available to the candidates no later than 2 weeks prior to EYGBM by the President.

(j) Voting shall be conducted in-person by paper ballot or any reasonable and feasible method that shall preserve the integrity of the process and shall be fair, impartial, free of undue influence, verifiable, auditable and transparent.

(k) Such election process shall be communicated to the members at least 7 days ahead of the election.

(l) Election process shall start after the GBM where EC has performed their duty of presenting the review and finances of the prior year.

(m) Voting window shall be no less than 2 hours and no more than 4 hours.

(n) At the end of the voting period BOT with the help of volunteers shall conduct the counting process.

(o) There shall be minimum 3 voter counters. The votes between these counters shall be tallied before announcing the results.

(p) Individuals receiving maximum vote for the position contested shall be declared winner.

(q) In case of tie i.e. two or more candidates get same number of votes, one name shall be randomly drawn from this list of candidates who have received same number of votes to serve on that position for the term of that position.

(r) Election process shall conclude with the announcement of winners for all the contested positions.

Election Calendar:

| | | | | | | |
|---|---|---|---|---|---|---|
| | | | | A | -29 | -28 |
| -27 | -26 | -25 | -24 | B | -22 | C |
| -20 | -19 | -18 | -17 | D | -15 | E/F |
| -13 | -12 | -11 | -10 | -9 | -8 | -7 |
| -6 | -5 | -4 | -3 | -2 | -1 | EYGBM |

| | |
|---|---|
| **A** | **Announce the EYGBM, election process and solicit nominations** |
| **B** | **Last day for submitting the nominations** |
| **C** | **Announce the candidates** |
| **D** | **Last day to withdraw the nomination** |
| **E** | **Announce the final list of candidates** |
| **F** | **Provide full list of eligible voters to the candidates** |

*Cutoff for each activity shall be midnight of that day

# Appendix 2: Fee Structure and Scale guidelines

Below chart is only for guidelines and BOT has full authority to decide and recommend the fee structure for all member classes.

| Type of Membership | Annual Membership Fee | % of Family Membership |
|---|---|---|
| Family | $50 | 100% |
| Individual | $30 | 60% |
| Student | $10 | 20% |
| Senior Citizen Family | $35 | 70% |
| Senior Citizen Individual | $25 | 50% |

# Document Revision History

| Version | Date | Authored By | Reference |
|---|---|---|---|
| Draft | 7/21/2021 | Ajit Jagtap | |
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| Amendment Version 1.0 | 05/18/2024 | Shamli Asanare (Secretary 2023-2024) | Annual GBM MOM 2022-2023 -- Updated in Section 4-Page 18, #(b-i)<br>Special GBM MOM 2022-2023-- Updated in section "ETHICS & CODE OF CONDUCT"- Page 38, #9.<br>MY GBM 2023-2024—Updated in section "RESPONSIBILITIES OF EC", Page 18, #(P)<br>Updated in section "ETHICS & CODE OF CONDUCT"- Page 38, #10. |

Credits:
DFWMM.org https://dfwmm.org/system/files/DFWMM%20Constitution%20051210.pdf
DFWMM.org https://dfwmm.org/system/files/DFWMM%20Board%20of%20Advisors%20Constitution.pdf
BMM of NA https://bmmonline.org/constitution/ Texas
Secretary of State https://www.sos.state.tx.us/
https://comptroller.texas.gov/
MMA (Maharashtra Mandal of Atlanta) https://mmatlanta.org/
MMC (Maharashtra Mandal of Chicago) https://www.mahamandalchicago.org/m22./2mc/