



**BY LAWS OF AUSTIN MARATHI MANDAL, A NOT-FOR-PROFIT  
CORPORATION INCORPORATED UNDER THE LAWS OF THE  
STATE OF TEXAS**

Austin Marathi Mandal  
P.O. Box 202791  
Austin TX  
[www.austinmarathimandal.org](http://www.austinmarathimandal.org)

A 501 C 3 Organization

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## Revision History

Revision	Date	Change	Author
2.1	01/14/2020	Reformatting, creating the first amendment for 2015 by-laws	Yogesh Kulkarni
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## **ARTICLE I - OFFICES**

The principal office of the corporation shall be in the City of Austin, in the State of Texas.

The corporation may also have offices at such other places within or without this state as the governing committee may from time to time determine or the business of the corporation may so require.

## **ARTICLE II – NAME OF THE CORPORATION**

The name of the corporation shall be “Austin Marathi Mandal” herein after referred to as ‘AMM’. The name of the school operated by AMM shall be “Austin Marathi Shala” herein after referred to as ‘AMS’.

The AMM shall be organized exclusively as a type of organization as described in 501(c) (3) and shall continue to remain tax exempt under the Internal Revenue code of 1986 as amended as ‘Code’. All the charitable contributions made by the general public to this organization shall be deductible under the applicable section of the code.

### **SECTION 1: USAGE of AMM-AMS LOGO AND BANNER**

AMM president shall approve in writing the usage of the corporation’s logo for any communication or advertisement purpose. AMM-AMS logo or banner shall be clearly displayed on the website and any program conducted either solely or jointly by AMM.

### **SECTION 2: OFFICIAL LANGUAGE OF COMMUNICATION**

The official language of communication for the corporation shall be Marathi and US English.

## **ARTICLE III - PURPOSE**

The purposes for which this corporation has been organized are as stated in the Certificate of Incorporation which may be amended as required.

The Corporation is organized exclusively for charitable, religious, educational, cultural and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or FCRA certified reputed charitable organization(s) in India.

Austin Marathi Mandal’s purpose is to involve in educational, charitable, cultural and literary activities by bringing together the Indian American community.

All the posts representing corporation (officer or not) are strictly voluntary. Only one adult individual from the member family can be a part of AMM committee provided that the other spouse has no “for-profit” business that conflicts with interests of AMM. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable reimbursement for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial

part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE IV - OFFICERS**

### **SECTION 1: MANAGEMENT OF THE CORPORATION**

The corporation shall be managed by the office bearers which shall consist of at least four out of six office bearers. Each office bearers shall be at least eighteen years of age. It is required that office bearers (viz. President, Vice-President, Secretary, Treasurer) shall have served on AMM committee (or any of the Marathi Mandal committee under Bruhan Maharashtra Mandal) at least for 1 full term previously and must have gained knowledge/experience about the working structure of the organization. The principal shall have served as AMS teacher/exam coordinator (or as teacher/ exam coordinator on any of the Marathi Mandal Shala following Bruhan Maharashtra Mandal curriculum) at least for 1 full term before taking up the office bearer position. No officers' bearers, committee or members of the organization may use Austin Marathi Mandal website(s), Austin Marathi Shala website(s), social media account(s), email account(s), subscription(s) to services in the name of Austin Marathi Mandal/ Austin Marathi Shala to further personal and/or business gains for self and/or other organizations without written approval from the corporation office bearers.

Any AMM committee member should NOT be a committee member of another organization if that organization caters to similar interest like AMM (E.g., Marathi Theater / Music / Entertainment, Marathi Education, etc.) with the exception of Bruhan Maharashtra Mandal (BMM) as causes conflict of interest and priority between AMM work and other organization work.

The office bearers shall consist of following:

#### **Sub-Section 1: PRESIDENT**

The president shall be the chief executive officer of the corporation; he/she (he/she hereafter referred as he in the document) shall preside at all meetings of the committee members and of the office bearers; he shall have the general management of the affairs of the corporation and



shall see that all orders and resolutions of the committee are carried into effect. The president shall be the only authorized spoke-person responsible to present the vision and goals of the corporation to the members of the corporation.

#### **Presidential Line of Succession**

- If for any reason President could not continue to run the office the next line of succession to resume Presidential duties shall be Vice-president, Secretary and Treasurer
- Every candidate shall get one week to decide and take the duties before it is passed to the next candidate in the chain of succession
- In case of no succession the secretary of the corporation shall call for special AGM following the protocols specified in article IV section 2 for the election of the new President

#### **Sub-Section 2: VICE-PRESIDENT**

During the absence or disability of the president, the vice-president, shall have all the powers and functions of the president. The vice-president shall perform such other duties as that the President or committee shall prescribe. In addition to this the vice-president is responsible for all external communication not limited to but related to events, social, networking activities.

#### **Sub-Section 3: SECRETARY**

The secretary shall set up the agenda for the office bearers and for the committee members. He shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the office bearers. He shall attend to the giving and serving of all notices of the corporation and shall have charge of such books and papers as the office bearers may direct; he shall attend to such correspondence as may be assigned to him and perform all the duties incidental to his office.

#### **Sub-Section 4: TREASURER**

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the office bearers may elect; he shall, when duly authorized by the office bearers, sign and execute all contracts in the name of the corporation, when countersigned by the president; he shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the office bearers and shall be countersigned by the president; he shall at all reasonable times exhibit his books and accounts to any office bearer or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each quarter and corporate year, he shall have an audit of the accounts of the corporation made by a committee appointed by the president and shall present such audit in writing at the annual meeting of the members of the organization, at which time he shall also present an annual report setting forth in full the financial conditions of the corporation. The treasurer shall get the quarterly audits done within 10 days of the quarter end except for the annual report which must be done prior to December 31 of the corporate calendar year. The treasurer shall maintain, including but not limited to, a separate list of all membership database and all corporation related important documents such as MOUs, contracts, receipts regularly backed up on an external secure storage drive or site for the period of 7 years for audit purpose and passed down to the next incoming treasurer at the hand-off meeting between in-force and incoming committees.

### **Sub-Section 5: PRINCIPAL (ALSO REFERRED AS SCHOOL COORDINATOR)**

The principal shall be the chief operating officer of the Austin Marathi Shala and all its branches. Setting up the vision and the goals for the AMS shall be the responsibility of the principal; he shall have the general management of the affairs of the AMS, which may include financial operations, and shall see that all orders and resolutions of the committee that are related to AMS are carried into effect. He shall be responsible to implement and execute the AMS policies, procedures, curriculum, and examination schedules, where applicable, uniformly across all AMS branches. Any contracts related to space, event or property of the AMS shall be countersigned by school coordinator along with the President. The principal may appoint one or more branch coordinators, exam coordinators and activities coordinators to facilitate activities and communication with parents and students. Such coordinators, if assigned by Principal, must be the member of the corporation and shall follow the policies and procedures of AMS as governed by the Principal and the AMM committee. The school coordinator shall be also responsible to depute one or more volunteers as the teachers to provide appropriate schooling and education to the students following the Bruhan Maharashtra Mandal curriculum. Principal shall officially represent Austin Marathi Mandal on Bruhan Maharashtra Mandal Marathi Shala committee and have access and/or possession of all Austin Marathi Shala educational materials and property to ensure smooth operations of Austin Marathi Shala. For the effective enrollment, operations and functioning of the Austin Marathi Shala the Principal shall take the charge of the school operations in-sync of the typical local academic calendar unless otherwise stated to start the tenure of the position on August 1<sup>st</sup> and end the tenure of the position on July 31<sup>st</sup> of the next year. The current Principal shall be responsible for, including but not limited to, the next year Shala location booking, enrollment, book printing activities to ease the transition to incoming Principal. This shall be the AMM committee position that has off-sync tenure from the current committee in force for that calendar year typically ranging the tenure from January 1<sup>st</sup> to December 31<sup>st</sup>.

### **Sub-Section 6: BMM REPRESENTATIVE**

The BMM representative shall serve as the liaison between the current AMM committee in-force and the Bruhan Maharashtra Mandal herein referred as BMM. The BMM representative shall serve as a brand ambassador for all the AMM's initiatives to BMM and various Marathi mandals across the United States. The BMM representative shall also be responsible to communicate various initiatives and important communication from BMM time to time to the member base of AMM via the committee communication.

One of the important job responsibilities of the BMM representative is to cast the vote(s) in accordance with the committee as the official committee representative in the BMM bi-yearly elections for BMM's Executive Committee and Board of Trustee positions. The BMM representative shall take the inputs of the committee by an anonymous voting system with a tie-breaker vote from the president, if necessary, before voting for any BMM positions on behalf of AMM. He/She shall cast the vote in front of at least 3 other committee members including the AMM President electronically or on a ballot paper. If voting is done by ballot paper, then he/she shall put the ballot paper in a sealed envelope with AMM President's signature on the sealed ends of the envelope to prevent tampering. AMM Committee members can decide how

this sealed envelope should be delivered to BMM Election officials – By mail or through a person that is going to attend the BMM Annual General Meeting during BMM Convention.

The 2-year term of the BMM representative shall align with the upcoming BMM executive committee's term & timeline, and one person shall not hold the tenure or duties of the BMM representative for more than 2 terms, a total of 4 years in succession with a lifetime maximum of 8 years (4 terms). This shall be the AMM committee position that has off-sync tenure from the current committee in force for that calendar year typically ranging the tenure from January 1<sup>st</sup> to December 31<sup>st</sup>.

## **SECTION 2: ELECTION AND TERM OF OFFICE BEARERS**

At each annual meeting of members, the membership shall elect office bearers to hold office until the next annual meeting. Each office bearers shall hold office until the expiration of the term for which he/she was elected and until his/her successor has been elected and shall have qualified, or until his/her prior resignation or removal.

The term of the committee managing the corporation shall be from January 1 to December 31 of the calendar year it is elected. Each committee member must be member of the corporation while and during the term of the committee.

For the office bearer positions that require different tenure or do not follow the financial year boundaries of the corporations an off-cycle election process shall be initiated by the AMM committee in force. Any such off-cycle election shall follow the same policies and processes outlined in section 2 election and term of the office bearers or as permitted by local laws where permitted.

Unless otherwise provided for in the certificate of incorporation, the members may elect or appoint a president; a vice-president, a secretary, a treasurer and a school coordinator and such other officers as it may determine who shall have such duties, powers and functions as hereinafter provided. All office bearers shall be elected or appointed to hold office until the meeting of the committee. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified. Each member can only serve for a maximum of 10 years in the committee and each officer can serve for maximum of 6 years in the office bearer position with no more than 3 consecutive years in a row (with the exception is BMM Representative, who can serve for a max 8 years with no more than 4 consecutive years).

### **Sub-Section 1: ELECTION PROCESS**

If needed the President shall create an Election committee with up to three members of the organization who served in the committee in past and shall not be the part of the ongoing election. The election committee, if appointed, shall be responsible to conduct the election in fair and transparent manner.

Each individual member of the corporation shall have one vote while each adult over 18 years of age in the family or life membership, not including dependent or visiting parents, shall have one vote. (married children or children above 26 years of age should purchase a separate membership). To avail the benefit of electronic voting, if offered and permitted by local law, the members must register with the current committee at least one week before. The electronic vote shall close the night before AGM and only in-person vote shall be allowed during AGM.

Any member of corporation can run for elections and shall get fair campaign time, as prescribed in Appendix A, Section 1: Election Date/Timelines, in case of elections. The eligible candidate shall follow campaigning guidelines set by the election committee and use only the appropriate medium as approved by the Election Committee during the campaign period and shall not use

any derogative, divisive, blaming, or non-factual language as part of the campaign either publicly or in private groups. Any usage of such language, if proved by sufficient, reasonable, and customary evidence, shall result in disqualification of the candidate from participating in the election process. Elections shall be conducted only for office bearer positions in case of nomination of multiple candidates for same position.

Candidate with major vote of the member base present at the time of voting and any electronic votes combined, if that option is offered by the current AMM committee, for the eligible position contesting shall be declared as winner by the election committee unless there is a tie of votes for that particular position. In case of tie, the current AMM committee shall get one more vote. In case of tie thereafter the President of the current AMM committee shall cast the final vote. The new committee members shall swear in by taking the oath to follow corporation's by-laws before taking up the positions.

### **SECTION 3: INCREASE OR DECREASE IN NUMBER OF OFFICE BEARERS**

The number of office bearers may be increased or decreased by a vote of a majority of all of the members of the corporation. No decrease in number of office bearers shall shorten the term of any incumbent office bearer.

### **SECTION 4: NEWLY CREATED OFFICE BEARER POSITIONS AND VACANCIES**

Newly created office bearer positions resulting from an increase in the number of office bearers and vacancies occurring in the committee for any reason except the removal of office bearers without cause may be filled by a vote of the majority of the committee then in office unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of office bearer without cause shall be filled by vote of the other office bearers. An office bearer elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for maximum up to the unexpired term of his predecessor.

### **SECTION 5: REMOVAL OF OFFICE BEARER**

Any or all of the office bearers may be removed for cause by action of the members. Office bearers may be removed due to nonfulfillment of the required duties, misconduct, theft and misrepresentation of our organization all by clear majority (two third) vote of attending members of the corporation at the Special General meeting called for this purpose.

In the event of the death, resignation or removal of an officer, the committee in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president, treasurer, and secretary. Before a single person takes 2 office bearer posts - there must be a reasonable effort to fill these vacant or vacated posts using the nominations and election process (as needed).

### **SECTION 6: RESIGNATION**

An office bearer may resign at any time by giving written notice to the committee, the president, or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the committee or such officer, and the acceptance of the resignation shall not be necessary to make it effective. The office bearer shall be responsible to outline a fair timeline and transition plan, as governed and outlined by the local law, in case of his resignation. The AMM committee president shall become the default but interim owner of the unoccupied office bearer position. Based on the remaining tenure and criticality of the position

the AMM committee shall work to seek nominations for the position following section 2 of the by-laws to conduct an off-cycle election if required and permitted by the local laws.

#### **SECTION 7: QUORUM OF COMMITTEE**

Unless otherwise provided in the certificate of incorporation, a majority of the entire committee shall constitute a quorum for the transaction of business or any specified item of business. Additionally at least three (3) office bearers (including President) are required for motions and voting related transactions.

#### **SECTION 8: ACTION OF THE COMMITTEE**

Unless otherwise required by law, the vote of a majority of the committee members present at the time of the vote, if a quorum is present at such time, shall be the act of the committee. Each committee member present shall have one vote. The votes of the committee shall be recorded either by electronic voting or documented in the minutes by the secretary of the corporation. In the situations of the tie vote from the committee members present at the time of voting, the AMM committee shall put up a survey and seek the decision from the AMM member base survey results.

#### **SECTION 9: PLACE AND TIME OF COMMITTEE MEETINGS**

The committee may hold its meetings at the office of the corporation or at such other places, either within or without the state, or by usage of telephonic or any other electronic media, as it may from time to time determine. The secretary shall send the agenda of the meeting prior to the meeting and must document the minutes for archival and audit purpose. In absence of secretary, the President shall nominate another committee member present to take minutes. The secretary shall get the minutes of the meeting approved by committee before archival.

#### **SECTION 10: REGULAR ANNUAL GENERAL MEETING (AGM)**

A regular annual general meeting of the members of the corporation shall be held preferably in the second or third week of December of the calendar year based on the most suitable date for the membership for general availability. The President or secretary of the current committee shall serve a notice and agenda of minimum 2 weeks to all membership of the corporation for AGM. This shall include but not limited to a) list of positions seeking nominations and qualifying criteria for the positions that the nominations are sought and b) a call for any motions/amendments to the by-laws or guidelines of the corporation along with the voting guidelines and procedures that shall be used to decide the votes on motions/amendments.

In case the situation warrants and if mandated by 2/3 majority of the committee upon the subjects that required membership vote a special AGM may be called by any office bearer of the committee. The special AGM if called must follow the same protocol as that of the annual general meeting and there shall be no more than one special AGM in the year other than the yearly AGM.

##### **Sub-Section 1: MOTIONS**

Any active member of the corporation may submit one or plurality of motions for voting and approval in the AGM following the AGM guidelines per section 10 of the by-laws. Any such motion shall be submitted to current AMM committee in written (or via email to amm@austinmarathimandal.org) at least fourteen calendar days before the AGM. Once the by-laws

amendment committee (described in Article VI-Bylaw Amendment) receives the motions, it will review them and if needed discuss with the submitter. By-laws amendment committee can edit the motion WITHOUT changing the essence. All such motions shall be discussed and voted by all the active committee members either by physical or virtual presence or by any online voting methods approved and used by committee as appropriate for the voting operations. The motions approved by 2/3 majority of the committee votes shall be included in a draft of the by-law's amendment along with their "Justifications and Recommendations" following the guidelines as stated in this By-laws Article VI. This draft and the motions rejected (with the reasons why they were rejected) shall be presented to the general member base of the corporation via any secure sharing method as deemed appropriate by the AMM committee one week prior to AGM. The draft of the motion amendments shall then be presented in the AGM general membership approval and voting. Once By-laws amendments are approved, rejected or restated the secretary of the corporation shall notify the decision of the member base to the submitter of the motion by the means of any official communication as deemed appropriate by the committee in ruling.

In case, any motion is passed with respect to any committee member due to conflict of interest, misuse/abuse of power or any misleading/mis presentation, then that particular committee member shall abstain from voting and also step down from their duties/position with immediate effect until the motion or dispute is resolved. The tasks/duties of this committee member who has stepped down shall be distributed within the committee by mutual consensus of committee members.

#### **SECTION 11: NOTICE OF MEETINGS OF THE COMMITTEE, ADJOURNMENT**

Regular meetings of the committee may be held from time to time based on the availability of the committee members. Special meetings of the committee shall be held upon notice to the committee members and may be called by any committee member upon three days' notice to each committee member either personally or by mail or by wire or by any other electronic medias as appropriate. Notice of a meeting need not be given to any committee member who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the committee members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all committee members who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other committee members.

If committee members fail to actively participate or attend 3 consecutive weekly meetings – it may result in automatic removal from the AMM committee. The AMM committee can vote with a majority to make exceptions for hardships or emergency situations.

#### **SECTION 12: CHAIRMAN OF THE MEETINGS**

At all meetings of the committee, the president or in his absence, vice-president/secretary chosen by the committee shall preside.

#### **SECTION 13: SPECIFIC TASK AND OTHER SUB-COMMITTEES**

The office bearers, by resolution adopted by a majority of the entire committee, may designate from among its members a specific task committee and other sub-committees, each consisting of three or more committee members. Each such sub-committee shall serve at the pleasure of the committee.

#### **SECTION 14: SURETIES, BONDS AND OPERATIONS**

In case the committee shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the committee may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

AMM committee shall keep 60% of the corporation funds as the reserve funds and use up to 40% of the funds remaining for the day-to-day operations. Any withdrawal from the reserve funds shall require a 2/3 major vote within committee and shall follow with all members bulletin from president with the clear mention of the reason for the withdrawal. At the end of every financial year the treasurer of the corporation shall maintain this ratio of the reserve to operational funds as directed by the AMM committee in force that year before presenting the balance sheet of the organization in the AGM to general member base of the corporation. The management of the funds in same or discrete financial institutions however shall be in control of the treasurer on behalf of the AMM committee in force that year.

#### **SECTION 15: MANAGEMENT OF THE SCHOOL**

The school (AMS) shall be managed by the school coordinator as the COO of the sub-organization. The AMS shall follow Bruhan Maharashtra Mandal (BMM) Marathi Shala guidelines, as applicable by AMM by-laws, and the curriculum. All teachers and other officer positions shall be member of the corporation and must be voluntary to serve for the greater cause. Parents of the students shall be the family members of the corporation. Parents shall be in its whole entity responsible for the location rent and any incidental expenses related to AMS including but not limited to room rent, field trips, book cost, and exam fees if any. The school coordinator may appoint one or more Examination Coordinators to conduct the BMM certification examinations in a fair and acceptable environment. Any BMM certification examinations conducted by the examination coordinator shall be conducted at one central location and by the same set of examiners to provide uniform results for the students. Austin Marathi Shala (AMS) fees will be non-refundable unless a partial refund or full refund is approved by the AMM committee by majority voting for exception cases presented by Principal.

#### **SECTION 16: INDEMNIFICATION AND LEGALITY**

##### **Sub-Section 1. General**

This section is applicable to all AMM / AMS events, activities or initiatives and covers, all but not limited to, AMM committee members, AMM members, AMS teachers and volunteers. To the full extent authorized under the laws of the STATE OF TEXAS, the corporation shall indemnify any officer, committee member, or volunteer agent, or former officer, committee member, or volunteer of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an

“indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the committee, or otherwise.

### **Sub-Section 2. Expenses**

Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the committee, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Sub-Section 3. Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE V - CONSTRUCTION**

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

## **ARTICLE VI - BY-LAWS AMENDMENTS**

The by-laws may be adopted, restated, amended, or repealed by the members of the corporation at the time they are entitled to vote in the election of office bearers. By-laws may also be adopted, restated, amended, or repealed by the office bearers but any by-law adopted, restated, amended, or repealed by the office bearers may be amended by the members of the corporation entitled to vote thereon as herein before provided.

If any by-law regulating an impending election of office bearers is adopted, restated, amended, or repealed by the committee, there shall be set forth in the notice of the next annual general meeting of all members of the corporation for the election of office bearers the by-law so adopted, restated, amended, or repealed, together with a concise statement of the changes made.

The president shall be the default lead of the by-law’s amendment committee with up to three other members of the AMM committee. In case more than three members of the AMM committee in-force are interested to be part of this efforts then the committee shall decide by a majority vote amongst the committee members excluding the members contesting for a position, with a tie-breaker vote from the president if the tie situation warrants. The by-laws amendment committee shall include up to one Life member of the corporation that is not part of the current committee but holds membership of the corporation for past three years. In case of more than one external member suggestions from committee the same voting guidelines described above



shall be used to choose the final candidate. The secretary of the corporation shall take a roll call of the members of the corporation physically present at the AGM with sufficient details to prove the validity of the voting member. During the AGM, the tabled motion may be amended (WITHOUT changing essence), and go for voting by member base. Before the voting, someone from the member base needs to second the motion. And then it gets approved by majority vote. The president of the corporation, as the default lead of the by-law's amendment sub-committee or the person appointed by president in case the president is not in the capacity to conduct, shall read each amendment in brief, state its objective and effect to the by-laws before the member base physically present and validated votes on the amendment. The vote by the membership to each By-laws amendment must be in-person only following the membership voting guidelines and shall be in a binary form such as yes or no. All the amendments that receive "Yes" by the majority of the member base present and validated at the AGM shall be considered as accepted and all the amendments that receive "No", or failed to receive "Yes", by the majority of the member base present and validated at the AGM shall be considered as rejected. The amended by-laws with all the accepted amendments shall be published within 10 days of such AGM by the secretary of the organization.

## **ARTICLE VII - CONDUCT**

Because of its strong beliefs in high moral standards based on traditional values, the organization reserves the right to expect from all its officers and members to maintain high moral standards and social values that do not conflict with traditional spiritual morals. All the committee and AMS positions shall be voluntary, unless otherwise specified clearly to the members of the corporation and as permitted by the local laws; any situation that conflicts with the code of conduct shall follow in disciplinary action such as termination of the official as appropriate, with the right protocol followed, governed by by-laws and as appropriate by the local laws.

## **ARTICLE VIII – REMUNERATION, PROGRAM SUPPORT AND VISITING GUEST EXPENSES**

AMM shall sign a clear MOU with each of the visiting program coordinators clearly specifying the terms and conditions of the contract including but not limited to remuneration, local hospitality, travel, and misc. expenses. AMM's hospitality shall be limited to the reasonable and customary expenses not including any alcohol, tobacco, or entertainment.

For the local programs AMM shall consider paying any reasonable and customary reimbursement expenses from the corporation's program support budget of that year. The decision to pay such reimbursement shall be at the discretion of the president and the committee who shall also be responsible to prepare the list of allowable items for such program support. The reimbursement shall be only applied to the allowable expenses that do not include program tickets and each local performer shall be responsible for his own tickets.

All adhoc expenses to be approved by majority of the committee members (no minimum threshold to waive approvals). Exception – any planned annual expenses pre-approved in budget of the committee for the year.

## **ARTICLE IX- RESOLUTION OF DISPUTE**

The president or any office bearer appointed by the President shall have the right to appoint an ombudsperson for advice, who may be a senior respected AMM Life member and shall have been a member of the corporation for a period of at least 3 years. The current committee shall seek nominations for Ombudsperson along with nominations for the Office bearers for next year. If there are multiple nominations the Ombudsperson selection will follow the same

election process as the office bearers (vote by AMM members). If single nomination then that Ombudsperson will be appointed to start serving at the beginning of the committee term and for the committee term.

In the event of disagreement of the interpretation of the guiding by-laws the member of the corporation shall have the right to file a written dispute to the committee. In the event of non-resolved dispute by committee, the president or the committee shall reach the ombudsperson for advice. The ombudsperson shall take up to two weeks to provide a recommendation of the resolution to the committee. The implementation of the recommendation however shall be up to the committee and president based on the severity and resolution of the dispute. The president shall present the dispute and resolution, if any, in the next AGM for member's review.

#### **ARTICLE X- DISSOLUTION OF THE CORPORATION**

In a rare event of no one to lead AMM for three consecutive years the corporation membership may decide on the dissolution of the corporation by 2/3 majority vote. In such event the acting president shall decide two 501 C 3 charitable organizations to donate all the financial assets of the corporation and one charitable organization to donate all the non-financial assets of the corporation as prescribed by the certificate of incorporation.

The foregoing By-Laws were adopted by the office bearers of:

**Austin Marathi Mandal**

On the 31<sup>st</sup> day of January, 2024



Poonam Rane  
President

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Shruti Joshi-Kulkarni  
Secretary

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*Pushkar Deshpande*

Pushkar Deshpande  
Treasurer

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----- END OF BY-LAWS -----

## APPENDIX A: GUIDELINES

### SECTION 1a: Election Date/Timelines

Task /Action	BMM Representative (Every alternate year to align with BMM Executive Committee)	Austin Marathi Shala Principal (Aug 1 – Jul 31)	AMM Office Bearers (Jan 1 – Dec 31)
Request nominations	2 <sup>nd</sup> Monday of February	1 <sup>st</sup> Monday of April	4 <sup>th</sup> Monday of October
Nomination window closure	2 weeks from announcement	2 weeks from announcement	2 weeks from announcement
Withdrawal of the nomination	1 week from nomination closure	1 week from nomination closure	1 week from nomination closure
Campaign period if an election is required	Minimum 3 weeks till Election Day	Minimum 3 weeks till Election Day	Minimum 3 weeks till Election Day/AGM
Elections (4 weeks from nomination closure)	3 <sup>rd</sup> week of March	2 <sup>nd</sup> week of May	2 <sup>nd</sup> or 3 <sup>rd</sup> week of December (in AGM)
Knowledge Transfer to new member(s)*	By end of March	After BMM Exams	Effectively in first 2 weeks of new calendar year
AMM Bank Accounts transfer to new Treasurer*	NA	NA	Latest by 1 week after knowledge transfer
Treasurer presents spending statements to AMM committee	NA	NA	2 weeks after each event

\*As applicable

### SECTION 1b: Bylaw Amendment Date/Timelines

1. Request Motions - 4th Monday of Oct
2. Motion Submission deadline – Announcement + 2 Weeks
3. Form By-laws sub-committee - 1 Week from motion submission closure
4. AMM Committee review and amendments - 2 weeks from motion submission closure
5. Send AGM Agenda and Approved/Amended motions to members - 1 weeks till AGM
6. Voting on approved/amended motions – Dec 2nd or 3rd week (AGM)
7. Updating by-laws approved in the AGM - Within 10 days after the AGM

### SECTION 2: OATH OF THE OFFICE

I, (Name), do solemnly swear (or affirm) that I will faithfully execute the Office of (Position) of the Austin Marathi Mandal, and will to the best of my ability, preserve, protect and defend the By-Laws of the organization. I, also, do swear that I will be transparent and inclusive in all my decisions as the (Position) and will respect the diversity of the members of this corporation. So, help me GOD!

### **SECTION 3: GENERAL GUIDELINES**

- 1) It is recommended that a part of the current committee of the corporation may continue for a year to carry forward the vision and goals.
- 2) It is recommended that AMM committee comprise of odd number of committee members. This will provide clear decision based on the majority of committee votes.
- 3) Joint ventures may be done by AMM for certain events provided that the other corporation (s) is registered non-profit organization. AMM may also promote the selective events of other no-profit organizations, at the discretion of committee, through one or more of its usual communication mediums including but not limited to Facebook, e-mails, or others provided that the event contents are approved by committee as non-conflicting with AMM core values or are of non-explicit in nature.
- 4) In case of joint venture, it is recommended that AMM treasurer signs a MOU with other organization outlining simple terms and conditions and profit loss statement
- 5) The program support encouragement fund guideline is recommended at \$500 max per program for allowable event related items only for the AMM major events. In case of the total less than \$500 for allowable items AMM can only reimburse actual expensed amount. As a general guideline to receive this support the program shall have 60% or more participants as AMM member.
- 6) The official committee communication for archival purpose is e-mail using a common distribution list. AMM may use social media for external communication, but it is recommended that e-mail from AMM official address be the main source of external communication.
- 7) AMM event tickets shall be non-transferrable. However, in certain exceptional and genuine cases the tickets may be refundable if the request is submitted before the RSVP date of the event. The refund between RSVP date and the date of the event shall be at the discretion of the committee and there shall be no refund on or thereafter the date of the event.
- 8) AMM Committee or the office bearers at its discretion may approve to spend reasonable and customary small amount of budget for volunteer appreciation of non-monitory type including but not limited to such as trophies, plaques, refreshments.
- 9) AMM Committee or the office bearers at its discretion may approve to conduct a brief survey using the tools as appropriate by the committee to gauge the members of the corporation interest in the mass distribution items to be purchased at the expense and out of the pre-approved budget of AMM funds including but not limited to such as refreshments, yearly lunar calendar, print copies of yearly magazine Snehadeep.
- 10) All major decisions must be based on discussions and agreement within the AMM committee.
- 11) Sub-committees to provide summary updates on its decisions / nominations to the AMM committee but retain operational autonomy.
- 12) Sub-committees (including Shala team) must present a operational plan to the committee on events for the committee approval and then go ahead with the execution
- 13) If attendees disrupt AMM meetings - Mute-All option to be used and a warning given.

After 2 warnings, disruptors may be removed from the meeting. And in extreme cases meeting adjourned and AMM committee may vote with 2 / 3 majority to keep disruptors from joining next two meetings.

## **APPENDIX B: AMM MEMBERSHIP**

Please Note:

The Membership shall starts from the Ganpati event of the calendar year and end before the Ganapati event of the next calendar year

To join AMM committee you need to be AMM member.

### **Individual Membership**

This membership type entitles you to avail only one event ticket at member rate for AMM events.

If you intend to bring a companion to AMM events, you are required to purchase their event tickets at non-member rates.

### **Family Membership**

Family membership uses the concept of family as, a member, spouse and their unmarried kids (under 26 years of age). This membership type entitles you to avail AMM event tickets at member rate for a member, spouse and unmarried kids (under 26 years). Any other person will have to pay at a non- member rate unless stated otherwise.

Only your visiting parents and in-laws (who are on tourist visa) are entitled to avail tickets at member rates. Any other visiting relative/friend is required to purchase tickets at non-member rates.

If parents and married kids are US residents, then both parent and married kid is required to purchase their own AMM membership to avail member rate tickets, even if you live in a joint-family.

### **Life Membership**

Life membership uses the concept of family as, a member, spouse, and unmarried children (under 26 years). Life member family will be issued a customized plaque at one of the AMM events in their first year of your membership.

This membership guarantees priority ticket purchase option with a ticketing link provided at-least 2 days before release of ticketing link to others (who are not life-members)

This membership type entitles the family to avail \$100 ticket credit to be used only in the first year of your membership. E.g., If you purchase Life membership on April 1st of current year, your \$100 ticket credit will expire on March 31st of next year. You can apply this \$100 ticket credit to any event of your choice only in the first year of your Life membership. AMM will maintain the record of your ticket credit. There are no more financial benefits in subsequent years of your Life membership.

Only your visiting parents and in-laws (who are on tourist visa) are entitled to avail tickets at member rates. Any other visiting relative/friend is required to purchase tickets at non-member rates.

If parents and married kids are US residents, then both parent and married kid is required to

purchase their own AMM membership to avail member rate tickets, even if you live in a joint-family.

### **International Students Membership**

This membership is FREE and only available to international full-time students who are in the USA by themselves.

Each International student is required to register their name with AMM

This membership entitles these students to purchase ONLY one AMM ticket at discounted rate.

Valid student ID is required at the gate to avail this ticket at member rate.

If an international student/any full-time student is married and has a working spouse, then that student is not entitled for International Student membership. You will be part of your spouses' family membership.

----- END OF GUIDELINES-----

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