



**MAHARASHTRA MANDAL-CHICAGO**  
**A NOT FOR PROFIT ORGANIZATION**  
**REGISTERED WITH THE STATE OF ILLINOS**  
2071 GARDNER Circle E, AURORA, IL 60503

**Amendment No: MMC-02**

This document of Constitution and By-laws as amended below supercedes the constitution and bylaws and amendments thereto existing before the December 16<sup>th</sup> 2018 in accordance with the resolution passed in adjourned Annual General meeting on this date as per the article Twenty & Article nine bylaws of the existing Constitution.

**THE CONSTITUTION AND BY-LAWS**

**CONSTITUTION**

**Article One - NAME:**

The Name of the organization shall be the "**Maharashtra Mandal - Chicago**" hereinafter referred to as the Mandal.

**Article Two - OBJECTIVES:**

The Mandal shall be a not-for-profit organization chartered with the State of Illinois and with the following objectives:

- 1) The Mandal is organized exclusively for literary, educational and charitable purposes which without limiting the generality thereof shall include the promotion of various cultural activities such as musical performances and plays depicting the culture of "Maharashtra (India)", a western state of India hereafter referred to as Maharashtra.
- 2) The Mandal will aid and acquaint students and visitors from around Maharashtra with American way of life.
- 3) The Mandal will create for the residents of America an understanding of the culture of Maharashtra.
- 4) The Mandal will provide funds for charitable purposes that qualify as Exempt organizations under Section 501 (c) (3) of the internal revenue code of 195(4) or the corresponding provision or any future United States Internal Revenue Law

**Article Three - OFFICIAL LANGUAGE:**

The official language of the Mandal shall be Marathi and/or English.

**Article Four - MEMBERSHIP:**

Categories:

- 1) There shall be two categories of members:



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- a) Regular Members
- b) Life Members
- 2) The above-mentioned categories “a” and “b” shall be open to any individual who subscribes to the objectives of the Mandal and who pays the requisite membership dues.
- 3) Further, these categories will be of two types:
  - a) Individual Membership consisting of a single person.
  - b) Family Membership consisting of husband, wife and their Children under age 26.
- 4) Member’s parents, residing with member, shall be treated as non-voting family members.

#### **Article Five - DONATIONS:**

The Mandal shall accept donations at discretion of the executive committee.

#### **Article Six – Officers deleted :**

#### **Article Seven - BOARD OF DIRECTORS:**

The Board of Directors shall be:

- 1) President
- 2) Two Vice Presidents, one of whom shall be a woman.
- 3) Secretary
- 4) Treasurer
- 5) Five Board Members

Above ten Board of Directors also serve as Executive Committee of the Mandal.

#### **Article Eight - ELECTION OF BOARD OF DIRECTORS:**

- 1) All ten members of the Board of Directors described as Executive committee in Article Seven shall be elected by the General Body. In addition, five Board Members as extended committee shall be co-opted by the elected BOARD OF DIRECTORS.
- 2) The election of the Board of Directors shall be by a simple majority of the votes cast by the members present at the General Body meeting.

#### **Article Nine - DUTIES OF BOARD OF DIRECTORS:**

Duties of the Board of Directors shall be as follows:

- 1) **President:** He/She shall represent the Mandal, call and preside over the meetings and execute the resolutions. He/She shall be the ex-officio member of all standing committees and shall have the right to delegate his/her power to any other member of the Board of Directors.
- 2) **Vice Presidents:** Shall assist the President in the execution of his/her duties and act on the President's behalf, as required when he/she is absent. Vice Presidents shall



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represent the Mandal and coordinate with other organizations in programs and activities of mutual interest.

- 3) **Secretary:** Shall be the custodian of the Mandal records, shall maintain the current membership directory, be responsible for keeping the members informed about events of interest and keep the minutes of all Board of directors and General Body Meetings. All records maintained by the Secretary shall be available and open to inspection and examination by any member of the Mandal upon request.
- 4) **Treasurer:** Shall be the custodian of the financial records and funds received and shall disburse the same only upon sanction by the Board of Directors. The Treasurer shall be responsible for collection of dues, preparation of statements of account after each program and also when desired by the Board of Directors. The Treasurer shall brief the Board on the financial status of the Mandal at each of the Board meetings. The Treasurer shall file the income tax returns by the date specified by the IRS. He/She shall also participate in the financial negotiations and transactions pertaining to the Mandal. All records maintained by the Treasurer shall be available and open to the inspection and examination by any member of the Mandal on request.
- 5) The Board of Directors without portfolio shall help the President and execute his/her directives in any field that he/she or the Board may desire.

#### **Article Ten - ELIGIBILITY OF BOARD OF DIRECTORS:**

- 1) Candidates for the office shall be a member in good standing and must be a member for at least one year prior to the election date.
- 2) A candidate shall be eligible for the same office for no more than two consecutive terms.
- 3) Any member engaged in a business in which the Mandal has a direct or indirect interest shall not be eligible for office.
- 4) All of the above eligibility requirements shall be applicable to the co-opted members of the Executive committee as well.

#### **Article Eleven - CODE OF CONDUCT FOR BOARD OF DIRECTORS:**

- 1) Board of Directors shall work within the framework of the Constitution and the By-laws.
- 2) Board of Directors shall attend all Board meetings. Any Board of Director who, without a valid reason, fails to attend two consecutive meetings or fails to perform his/her duties shall be subject to expulsion at the discretion of the Board, by the majority of board members.
- 3) No Board of Director or member shall use his/her membership of the Mandal for personal financial profit or gain. The Board of Directors shall submit a declaration form to ensure the code of conduct. Anyone found guilty of this is liable to be expelled from his/her office or membership of the Mandal by action of the General Body of the Mandal.

#### **Article Twelve - BOARD OF TRUSTEES:**



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Board of Trustees shall comprise of five members elected as Trustees.

**Article Thirteen - ELIGIBILITY AND TERM OF TRUSTEES:**

- 1) A Candidate for the Board of Trustees shall be a member of the Mandal in good standing and must be a member for at least one year prior to the election date.
- 2) A Candidate for the Board of Trustees shall have experience of serving on Mandal's Executive Committee for at least three years or serving in Mandal's Extended Committee for at least three years. , The current President shall for the immediate following year have an option to hold a post as an immediate Past president or apply as an candidate for the Trustee position for the following three years.
- 3) The term of each Trustee shall be for three years.
- 4) The General Body shall elect, one Trustee or two trustees each year to replace the retiring Trustee or two trustees whose three year term ends, for the office of Board of Trustees.
- 5) In case of departure of a Trustee from the Board, for any reason other than expiration of the term, the vacant seat shall be filled by election at the General Body meeting and the elected Trustee shall serve for remaining term of the departing Trustee.

**Article Fourteen - DUTIES OF THE BOARD OF TRUSTEES:**

- 1) The Board of Trustees shall advise the Board of Directors about the long term (beyond one year) policy matters. They shall not be involved in day to day operations of the Mandal.
- 2) The Board of Trustees shall oversee the smooth transition from outgoing to incoming Board of Directors every Year.
- 3) The Board of Trustees shall submit an annual report to the General Body to highlight any aspects of the working of the Maharashtra Mandal and comments on the management of the Mandal by the Board of Directors.
- 4) The attendance of the Trustees at the meetings of the Board of directors shall be at the discretion of the Trustees.
- 5) The Board of Trustees shall conduct at least one official meeting of the Trustees during every quarter, to discuss Mandal relevant matters. The Board of Trustees chairperson shall submit a report of such meeting to the President of the Mandal.

**Article Fifteen - GENERAL BODY AND BOARD MEETING GUIDELINES:**

- 1) General Body meetings shall be called by the president at least once a year and on such occasions as the Board deems necessary, by giving a notice to the members neither less than 15 nor more than 40 days before the date of the meeting.
- 2) General Body meeting may also be called under signatures of at least 25 % of the total membership, by giving a notice neither less than 15 nor more than 40 days to the members.



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- 3) The Quorum at any General Body meeting shall be one-third of the membership. If the quorum is not met within 15 minutes of the stipulated time, the meeting shall be valid with as many members as are present.
- 4) The Board of Directors meeting shall be called by the Secretary at places agreed upon by the Board of Directors at the previous meeting. The quorum for the Board of Directors meeting shall be majority of its composition. If the quorum is not met within fifteen minutes of the stipulated time, the meeting shall be valid with as many Board of Directors as are present.
- 5) Notices may be sent by mail or by emails.
- 6) Parliamentary procedure as set forth in "Robert's Rules of Order" as periodically revised shall govern all the Mandal meetings.

#### **Article Sixteen - SUBCOMMITTEES:**

- 1) The Board may form sub-Committees to carry out its activities for the year.
- 2) The members of the subcommittee must be approved by the Board.
- 3) The Trustees may form sub committees to carry out long term initiatives.

#### **Article Seventeen - AUDITORS:**

- 1) All accounts of the Mandal shall be audited by a committee of three persons other than Board members and its subcommittees (including extended committees). At least one of these three persons committee shall be Trustee member and other persons shall be appointed by Board of Trustees and approved by the General Body. None of the auditors shall be part of Board members and its subcommittees (extended committees.)
- 2) The term of the appointed auditors shall coincide with the term of the Board of Directors.
- 3) The internal auditing shall be completed no later than 3 months after the end of fiscal year.
- 4) The Board of Trustees shall appoint and engage External professional Auditing Firm for preparing annual audit and filing tax returns, and this shall be approved by the General Body.

#### **Article Eighteen - RESERVE FUND:**

- 1) As of the last day of the fiscal year, any balance amount resulting from current year activities in any of MMC current account, which is in excess of \$10,000 shall be earmarked for a special account called the "Reserve Fund" and transfer of this amount to the Reserve Fund shall be carried out within three months after the closing of the fiscal year. This transfer shall be responsibility of Mandal's outgoing President and Treasurer.
- 2) The General Body shall be solely responsible for the utilization of the Reserve Fund in a manner consistent with Mandal objectives.
- 3) Withdrawal of any amount from this fund shall be first approved by the General Body.



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- 4) Exception and/or variations with respect to the transfer amount limits for any program or activities shall be presented with reasons and ratified by the general Body.
- 5) Investment advisory committee of three members should be formed. Every year, the elections will be conducted to replace one member who has served longest period of time by the election committee. The committee shall be the custodian of the financial records of the reserve Fund and funds received and shall disburse the same only upon sanction by the General Body.

#### **Article Nineteen - DISSOLUTION:**

- 1) The Mandal can be dissolved only by a resolution of the General Body passed by at least two-thirds members present in the General Body meeting.
- 2) Upon dissolution of the Mandal, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Mandal, dispose of all the assets of the Mandal exclusively for such purposes or to such organization or organizations occupied and operated exclusively for the charitable purposes as at the time qualify as an exempt organization or organizations under the section 501 C (3) of the Internal revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as the Board of directors shall determine.
- 3) Any of such assets not so disposed of, shall be disposed of by the proper court of law, exclusively for such purposes or to such organization or organizations as the court shall decide which are organized and operated exclusively for charitable purposes.

#### **Article Twenty - ADOPTION AND AMENDMENTS:**

This constitution and its future amendments shall be ratified only by a two-thirds majority of the members present in a General Body meeting with at least 25% of the total membership. The Notice of the proposed amendment shall be sent to the members, neither less than fifteen nor more than forty days before the date of the General Body meeting.

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## **THE CONSTITUTION AND BY-LAWS**

### **BY – LAWS**

#### **Article One - FISCAL YEAR:**

The fiscal year of the Mandal shall be from January 1 through December 31.

#### **Article Two - DUES:**



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- 1) For regular membership, the dues shall be decided by Board of directors, every fiscal year.
- 2) The membership shall be effective from the date the dues are paid until the end of the fiscal year.
- 3) Dues for the Life membership per family or individual shall be decided by Board of directors, every fiscal year. It shall not fluctuate within +/- ten percent of the amount in previous fiscal year, and shall not be less than \$350.

### **Article Three - TERM OF THE BOARD:**

The term of the Board shall be the same as fiscal year.

### **Article Four - PROCEDURE FOR ELECTION OF BOARD MEMBERS**

- 1) The election, for the BOARD OF DIRECTORS of the following year shall be held at the Annual General Body meeting (AGM), during the fourth quarter of the fiscal year by a secret ballot.
- 2) The President shall appoint an Election Committee during the third quarter of the fiscal year. The committee shall consist of three persons, one of them shall be outgoing board of Trustees, and other two shall be from the general membership. The committee shall receive nominations for various positions. The nominations shall be filed with the election committee by individual member seeking a position in the board.
- 3) The nominations shall reach the election committee in writing with a document signed by each candidate at least two weeks prior to the election date. The election committee shall scrutinize the eligibility of candidates seeking office and shall prepare a list of eligible candidates, a copy of which shall be submitted to the Board of Directors at least one week prior to the election date.
- 4) The details of election shall be worked out by the election committee. The chairperson of the election committee shall act as the presiding officer. The election of the Board members shall be by a simple majority of the members present. In case of dispute regarding the election, the election committee's decision regarding the election shall be final.
- 5) Any vacancy caused by resignation, disability, death, or expulsion, or any other reason shall be filled by co-option, by a simple majority of the Board. The eligibility requirements for a co-opted member to fill the term of the vacant position, shall be the same as described in Article Ten of the Constitution.

### **Article Five - PROCEDURE FOR ELECTION OF TRUSTEES:**

- 1) The same election committee as outlined in By Law 4 shall have the responsibility to present a candidate(s) to the General Body, and conduct elections for the Board of Trustee(s).
- 2) In case of dispute regarding the election, a decision of the election committee regarding the election shall be final.



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**Article Six - BANKING PROCEDURE:**

- 1) The bank account shall be opened by the Board upon the signatures of the President, Treasurer and Secretary.
- 2) Any transaction above \$2000 shall require the signatures or written and signed approval of any two of the above three BOARD OF DIRECTORS.

**Article Seven - FINANCIAL LIABILITIES AND COMMITMENTS:**

It is responsibility of the current Board and respective special programs, to ensure that the net deficit from current year activities shall not exceed \$ 5000. The Board shall not make any long-term commitments which could result in a financial liability beyond the term of the Board of Directors.

**Article Eight - APPOINTMENT OF INTERNAL AUDITORS:**

The election committee as outlined in Article Sixteen of the constitution and in By Law 4 shall also appoint two auditors at the General Body meeting.

**Article Nine – STANDARD OPERATING PROCEDURES:**

- 1) All Mandal activities and administration shall be conducted and managed in accordance with the recommended “Standard operating procedures (SOPs)” formulated within the framework of the Constitution and By-laws, and consisting of rules and guidelines to ensure that the Mandal operations are in conformity with the Constitution and By-laws.
- 2) The Board of directors and the Board of Trustees are jointly responsible to ensure the SOPs are current and updated.
- 3) Any deviations, changes, additions and deletions should be reported by the Board of trustees to the General Body and should be ratified by the general body at the AGM.

**Article Ten - AMENDMENTS:**

- 1) By-Laws and any future amendments to By-Laws shall be ratified by a simple majority of the members present in a General Body meeting.
- 2) Notice of any proposed amendment(s) to the By-Laws shall be sent to the members neither less than 15 nor more than 40 days before the date of the General Body meeting.

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