

**NORTH AMERICAN NETWORK OF MALAYALEEE MUSLIM ASSOCIATIONS (NANMMA)
BYLAWS Adopted on March 28, 2018, and Revised and Rewritten on January 10, 2024**

ARTICLE I. ORGANIZATION.

Section 1.1. The name of the organization shall be the “North American Network of Malayalee Muslims Associations, Inc,” hereinafter called NANMMA, Inc or Organization.

Section 1.2 - Registered Offices: NANMMA’s registered office is located at the place listed in its Articles of Incorporation. The organization has been formed by the Malayalee Muslims of North America and incorporated under the laws of the State of New Jersey with objectives and purposes as set forth in the Articles of Incorporation.

Section 1.3 - Purpose. NANMMA is a non-profit, non-stock, non-political organization and is dedicated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The specific purpose is to enrich the lives of everyone who originates from the state of Kerala in India and, with the purpose of bringing all the Muslim Malayalees, related groups and their progeny in together. Additional purposes include: To build bridges of understanding with various faith and non-faith based groups in organize and coordinate religious, social, cultural, recreational, interfaith and educational activities to enrich members and fellow communities; to foster future generations with Malayalee Muslim tradition and its moral values to build a better society for everyone and safeguard them from religious extremism; to represent the common interest of the Malayalee Muslim community in and serve as a unified voice; to identify and discuss the issues/challenges facing Malayalee Muslims settled in different parts of; to work as a national organization for Malayalee Muslims in North America fostering understanding, mutual respect, and friendship among similar organizations and coordinate activities of common interest; to provide awareness platform on contemporary, civic, economic, political, social, and cultural issues affecting the lives of Malayalee Muslim communities; to connect all Malayalee Muslims through social media and local groups; to provide a platform for Malayalee Muslim children to interact and know each other to build a strong family ecosystem; to provide resources and moral support for newly coming /relocating /migrating Malayalee Muslims including families/students to settle in the various part of North America.

Section 1.4 - Governance: The governing authority of NANMMA shall be vested in NANMMA Board of Directors (NBD). The NBD shall have all powers accorded to it by the Statues of the State of New Jersey, the Articles of incorporation and the By- Laws.

Section 1.5. The NBD is empowered to transact all activities of NANMMA based on simple majority vote, except in cases defined herein in these Bylaws.

ARTICLE II MEMBERSHIP

Section 2.1. Classes of Members. There are two classes of members:

- a. Member; and
- b. Associate Member.

Section 2.2. Member shall be a person whose application to membership is reviewed by a Membership Development Committee and approved by NBD and meets all qualifications defined in Section 2.4 and have paid the required dues, as may be set from time to time by NANMMA and approved.

Section 2.3. Associate Member shall be a person whose application for Associate membership has been reviewed by a Membership Development Committee and approved by NBD and meets all qualifications required by Section 2.4. There shall be no annual dues for the Associate Membership.

Section 2. 4.. Eligibility. Members shall assent to support and promote the mission and purpose of NANMMA as defined under Article 1.3. Member shall be a Muslim of Kerala origin; shall be a legal resident of North American Region (NAR) which covers the United States of America; and shall file an application. Any exceptions to the eligibility criteria need to be approved by NBD.

Section 2.5. Member-in-Good -Standing: A Member-in-Good Standing is one who remains in compliance with all policies, rules, and regulations of NANMMA. She/he subscribes to the principles and objectives of NANMMA. The member has not retired, resigned, or withdrawn membership, or member has not been suspended or terminated from NANMMA membership; has paid annual dues set by NANMMA.

Section 2.6. Associate Member-in-Good -Standing: An Associate Member-in-Good Standing is one who remains in compliance with all policies, rules, and regulations of NANMMA; She/he subscribes to the principles and objectives of NANMMA; The member has not retired, resigned, or withdrawn membership, or member has not been suspended or terminated from NANMMA membership.

Section 2.7. Membership Application and Approval:

Membership application shall be completed and submitted by a person who wishes to be considered for membership and shall be approved by NBD.

- b. Within four weeks of the receipt of the application, the NBD shall review it and approve/disapprove the application and inform the person concerned accordingly within 30 days after receipt of the application.
- c. The dues submitted with the application shall be reimbursed to the applicant along with the letter of disapproval from NBD in case the application were to be rejected.

Section 2.8. Associate Membership Application and Approval:

- a. Membership application shall be completed and submitted by a person who wishes to be considered for Associate membership and shall be approved by NBD.
- b. Within four weeks of the receipt of the application, the NBD shall review it and approve/disapprove the application and inform the person concerned accordingly within 30 days after receipt of the application.

Section 2.9. The Rights of Members: Member in Good-Standing shall have the right to attend and deliberate on motions introduced in the General Body of Members. Each member shall be eligible to vote on matters discussed in the General Body and have the right to appoint one voting representative among Members to cast the member's vote in elections. Appointment of the voting representative must be communicated to the President in writing at least 24 hours prior to the General Body Meeting. Members shall be eligible to hold any office of NANMMA; member has no role in the day-to-day operations of NANMMA, *which is conducted by NBD*.

Section 2.10. The Rights of Associate Members. The Associate Member shall have no right to attend the General Body Meeting of Members. Associate Member has no role in the day-to-day operations of NANMMA.

Section 2.11. Directory of Members. NBD shall keep an updated record of all Members in good standing with the relevant information. The directory of members shall be prepared annually prior to the Annual General Body Meeting (AGBM).

Section 2.12. Member and Associate Member Compliance. Members and Associate Members shall abide by the rules and regulations of NANMMA, the code of conduct and No Conflict Policy (NCP) as adopted by NANMMA. In general, the members shall support and help uphold the objectives of NANMMA.

Section 2.13. Limitation of Rights. Members and Associate Members shall not use the name and the platform of NANMMA for any personal gains. Members and Associate Members are not allowed to make statements or conduct business on behalf of NANMMA unless authorized by the NBD.

Section 2.14. Withdrawal/Expiration/Termination of Membership: Any member may voluntarily resign or withdraw his/her membership from NANMMA by a written notice to the President. NBD may by a 2/3 (two-third) majority vote refer a member to Conflict Resolution Committee for a decision to terminate his/her membership in NANMMA for any of the following causes:

- a. Misconduct or behavior that harms/damage the image of NANMMA
- b. Violation of NANMMA rules and regulations, No-Conflict Policy and the code of conduct.

Section 2.15 Procedure to terminate membership by Conflict Resolution Committee will be taken and communicated to the affected party after conducting the following procedure:

- a. Provide a written notice to the individual on the probable cause of the termination and allow her/him fifteen (15) calendar days to submit an explanation to defend her/his conduct.
- b. The Conflict Resolution Committee shall review the explanation, if submitted. If no explanation is submitted within fifteen (15) calendar days, the membership shall be terminated and the member shall not be eligible for readmission to NANMMA.
- c. Upon review of the explanation (if submitted), if the Conflict Resolution Committee is not satisfied with the explanation and determines that the individual's continuing association with NANMMA will be detrimental to its interest and/or image, the written letter of termination will be sent to the party and copy to the President. If upon review, it is determined that a termination is not warranted, the member will be communicated of this decision accordingly to the President. The decision by the Conflict Resolution committee shall be final.
- d. Upon withdrawal or termination from membership, a member shall lose all rights and privileges in NANMMA including the right to attend or vote in the General Body meetings.

Section 2.16. Compensation or refund to retired/removed/resigned membership. A resigned, retired, removed/terminated member shall not be entitled to any compensation or refund of his/her membership dues and financial or material contributions to NANMMA.

ARTICLE III GENERAL BODY MEETINGS

Section 3.1 - Sovereign Authority of NANMMA. The General Body of the Members in Good Standing shall be the sovereign authority of NANMMA.

Section 3.2. General Body Meetings. There shall be one (1) Annual General Body Meeting (AGBM) and three (3) Quarterly General Body Meetings (QGBM) annually. The AGBM shall be scheduled in the second week of January of each calendar year and the three (3) QGBM shall be scheduled in the first week of April, July, and October of every year.

Section 3.3. The Platform of General Body Meetings. The meetings can be held in person, virtual, or hybrid mode.

Section 3.4. Chairmanship of General Body Meeting. All General Body Meetings shall be Chaired by the Chairman of the Election Commission.

Section 3.5. Agenda of the General Body Meetings. The following items of business shall be transacted in the annual general body meeting:

- a. Approval of the minutes of the last AGBM.

b. Review of the annual report on the activities of NANMMA to be prepared and submitted by the NBD. It shall, inter alia, include a Statement of Income and Expenditure, Balance Sheet and the Audited Financial Report, the performance of NANMMA in the previous year and a broad outline of the activities to be undertaken in the next year.

c. Committee activity reports by committee Chair

d. Announcement of Election results for the vacancies in the NBD.

e. Election of Election Commission Members

f. Any other relevant matters that may be brought to the meeting by NBD or members for the information and/or approval of the general body.

Section 3.6- Special General body Meeting:

A Special General Body Meeting for any stated purpose or purposes may be called by 2/3 (two-third) majority of the Board.

In case the President is not calling for General Body Meetings as mandated by bylaws, the Election Commission shall call for General Body Meetings. In addition, if twenty five percent (25%) of Members as dignitaries request a General body meeting with a specified agenda, the Election Commission shall call for the meeting to deliberate on the agenda item in the request. Such special meetings shall be presided over by the Chairman of the Election Commission.

Section 3.7. Business of Special General Body meeting shall conduct the only the business for which the special meeting is called for.

Section 3.8 - Manner of Acting: The rules contained in Robert's Rules of Order shall govern the General Body, Board of Directors, and Committee meetings where they are not in conflict with the bylaws or other rules of NANMMA.

Section 3.9- Notice of Meeting: President shall send written notice, including an agenda, stating the place or electronic link for virtual meetings, date, and the time of the meeting and delivered the notice not less than 15 (fifteen) calendar days before the date of meeting to all Members of Good Standing as defined section 3.12 through email or any other verifiable channel of communications.

b. In case of a special meeting, the purpose or purposes for which the meeting is called shall be included in the notice. The requirement for advance notice is waived for an urgent meeting of the general body called by the NBD.

Section 3.10.- Voter List: A complete list of the Members in -Good-Standing entitled to vote at each meeting shall be produced and kept open at the meeting and shall be subjected to the inspection of any member during the whole time of the meeting.

Section 3.11. The Determination of Members in Good Standing entitled to the notice of the meeting or to vote at any meeting. For the purpose of determining Members in Good Standing entitled to the notice of the meeting or to vote at any meeting of members, or in connection with any other proper purpose requiring a determination of members, the record date shall be sixty (60) days (Cutoff Date) prior to the holding of the meeting.

Section 3.12. Alphabetical List of Members-in Good-Standing. Forty-five days before the General Body Meeting, the NBD shall prepare alphabetical lists of National and Regional Membership-in-Good-Standing who are eligible to attend and vote in General Body proceedings. The lists shall have the names and addresses of all members who are entitled to notice of the meeting. If a member has expired after the lists are prepared, no vote can be cast on that member's behalf. Both lists shall be sent to the Election Commission Such a list of members shall be available for inspection by any member for purposes of communication with other members concerning the meeting, beginning the day after notice is given of the meeting for which the list was prepared and continuing through the meeting by the NBD. The Election commission shall use the National List of eligible voters for the election for President, Women's Member and Youth Members of NBD and the Regional List for Regional Members of NBD.

Section 3.13. Member Right to Inspect the Alphabetical List specified in Section 3.12. A member shall be entitled on written request to inspect and copy the list at a reasonable time during the period it is available for inspection. Notwithstanding the foregoing, a member may inspect and copy the membership list only if: (1) his or her request is made in good faith and for a proper purpose; (2) he or she describes with specific purpose of his/her request; and, (3) the list is directly connected with his/her specific purpose related to NANMMA.

Section 3.14. Voting: Each Member-in-Good -Standing shall be entitled to one vote upon each matter of business submitted to a vote at a duly called General Body meeting.

Section 3.15. Quorum: A twenty five percent (25%) Participation/Attendance of the members on the date of announcement of the GBM shall constitute a quorum for the AGBM and quarterly GBMs. If the quorum requirement is not met in the first announced AGBM or quarterly GBM, the meeting shall be postponed at least by two weeks. The subsequent meeting will NOT require a quorum to conduct the proceedings.

ARTICLE IV. Election Commission (EC)

Section 4.1. Election Commission shall have five (5) members (Commissioners) elected from the Members-in-Good Standing at the Annual General Body Meeting in January. The Election Commission members shall be elected out of the pool of all nominees, wherein each nominee

needs to have two (2) nominators. The only exception to this rule shall be in the first term of the members after the revised bylaws take effect, when EC members are appointed by the outgoing NTC.

Section 4.2. The Terms of Election Commissioners. Except in the first year of the adoption of this Bylaws, the terms of Election Commissioners shall be two (2) years beginning immediately after the end of Annual General Body Meetings in January and end with adjournment of the Annual General Body Meeting in January at their two-year-term.

Section 4.3. Election of Commissioners. In the first year of the adoption of this Bylaw serving, two (2) Election Commissioners shall step down after serving one (1) year in the Election Commission and two incoming Commissioners shall be elected for next two years to serve in the Election commission. After two years of service in the Election Commission three (3) Election Commissioners shall step down and three (3) incoming Election Commissioners are elected. After the second year of this Bylaws, the two (2) and three (3) shall be elected in alternating years.

Section 4.4. Chairman of the Election Commission. The Election Commission Members shall elect a Chairman from themselves at their first meeting after their election to the Commission at the Annual General Body Meeting.

Section 4.5. The General Powers, Duties and responsibilities of Election Commission shall be: The election commission shall act impartially, maintain transparency, and uphold NANMMA's democratic principles throughout the election process.

b. Nomination Process: The election commission shall oversee the nomination process, which involves soliciting nominations, verifying eligibility, and creating a slate of 3 qualified candidates based on Sections 3.12

c. Voter Registration: The Commission ensures that all eligible members have the opportunity to participate in the election.

d. Candidate Qualifications: The Commission shall review the qualifications of candidates to ensure they meet NANMMA's criteria for holding office as defined in Section 5.8.

e. Ballot Preparation: The commission shall be responsible for preparing the official ballots, which may include candidate names and any proposed amendments or resolutions for members to vote on.

f. Voting Process: The Commission oversees the actual voting process, whether it's conducted in person, by mail, or electronically. They ensure that it's conducted fairly and securely.

g. Vote Counting: Commission counts the votes and announces the election results. This process shall be done transparently to maintain trust in the election.

h. Addressing Disputes: If there are disputes or challenges related to the election, the Commission shall be responsible for addressing them and ensuring they are resolved fairly.

Reporting: They may provide a detailed report on the election process, including the number of votes cast, results, and any issues or concerns that arose during the election.

j. Compliance: Ensuring that the election process complies with NANMMA's bylaws and any relevant legal requirements.

k. Transition: Once the election is complete, the Commission shall assist in the transition of leadership, helping newly elected officials assume their roles as in Section 5.5.

j. In case the President is not calling General Body Meeting as mandated by bylaw the Election Commission shall call for General Body Meetings in compliance, or if twenty five percent (25%) of Members as signatories request a General body meeting with a specified agenda, the Election Commission shall call for the meeting to deliberate on the agenda item.

h. The Chairman of the Election Commission shall chair all General Body Meetings.

l. The Election Commission shall facilitate and help in the transfer of power from outgoing officers to incoming officers of NANMMA as per Section 5.8.

Section 4.6.- Elections of members of NBD.

a. All vacancies in NBD shall be filled by election in quarterly or annual meetings.

b. The Election Commission shall develop and nominate a slate of three (3) candidates for each open slot of President, Women's, Youth and regional representatives of NANMMA Membership as required for the elections.

c. The Election Commission prior to election shall obtain from all candidates a written note agreeing to accept the decision of the Appeal Review Committee as final in case of election dispute.

d. Two (2) weeks before the General Body meeting, the Election Commission shall circulate a slate of three (3) nominees each for President, Women's and Youth representatives and any statement advancing his/her candidacy to all in the National voter-list specified under Section 3.12.

e. Two (2) weeks before the General Body meeting, the Election Commission shall circulate a slate of three (3) nominees for each open slot in the regional representatives for NBD and any statement advancing his/her candidacy to all in the Regional-voter-list specified under Section 3.12.

f. The Election Commission initially conducts the election of President, the Women and Youth Representatives in the General Body Meeting. All Voters in the National list specified in Section 3.12 are granted the right to vote in the election of President, Women and Youth Representatives to the NBD. Then, the Election Commission will conduct the election of the regional representatives by the voters in the regional list specified in section 3.12.

h. The election of the member or members shall be held by secret balloting. The candidate who receives maximum vote shall be declared elected by the Election Commission Chairman.

Section 4.7. Election Appeal: The candidates shall have rights to challenge the results or procedures of an election if they believe there were irregularities, violations of election rules, or if they have specific grievances related to the election.

Section 4.8. Appeal Process:

a. Filing an Appeal: An individual who wishes to file an appeal must do so in accordance with the established procedures and within 5 days.

b. Grounds for Appeal: The appellant should clearly state the grounds for their appeal on violations of election rules, voter eligibility disputes, or concerns about the accuracy of the vote count.

c. Appeal Review Committee: The Election Commission forms an Appeal Review Committee composed of impartial individuals who were not involved in the disputed election.

d. The committee's members should have no conflicts of interest and should be knowledgeable about NANMMA's bylaws and election procedures.

e. Evidence Submission: The appellant provides evidence to support their claims. This might include documents, emails, witness statements, or any other relevant materials.

f. Review and Investigation.

g. The Appeal Review Committee reviews the appeal and conducts an investigation if necessary. This may involve interviewing relevant parties, examining election records, and assessing the evidence provided.

h. Decision: After a thorough review, the committee makes a decision regarding the appeal. They may decide to uphold the election results, order a recount, nullify specific votes, or take other appropriate actions.

i. Communication of Decision: The committee communicates its decision to the appellant, the election Commission, and NANMMA's leadership.

j. If the appeal results in changes to the election outcome, these changes are communicated to all relevant parties of the Decision;

k. If the committee's decision requires changes to the election results or procedures, these changes are implemented promptly.

l. Documentation: All stages of the appeal process, including the initial appeal, evidence submission, review, and final decision, should be documented and retained for transparency and accountability.

m. Resolution of Disputes: Once the appeal process concludes, all parties shall accept the Committee's decision as final.

ARTICLE V- The NATIONAL BOARD OF DIRECTORS

Section 5.1. - Governance: The governing authority of NANMMA shall be vested in the National Board of Directors (NBD). NBD shall have all powers accorded to it by the Statutes of the State of New Jersey, the Articles of incorporation and the By-Laws.

Section 5.2. NBD empowerment. The NBD is empowered to transact all businesses of NANMMA, as empowered by Section 5.4, on the basis of simple majority vote, except in cases defined herein in these bylaws.

Section 5.3- General Powers and duties. The NBD is empowered to transact all Business of NANMMA that include:

To steer the organization towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as by making sure the nonprofit has adequate resources to advance its mission.

b. oversight and management of the organization.

c. Give advice, Counsel, and assistance and to implement NANMMA's strategy favoring its mission while ensuring the day-to-day operations are running smoothly.

d. Ensure strategies and projects are in compliance with NANMMA's non-profit purposes/mission.

e. Regular Review and update of mission statement to reflect the changing environment.

f. Align NBD, volunteers and donors with mission to best serve NANMMA.

g . Identification opportunities and risks posed to NANMMA.

h. Develop annual budget and manage finances.

- i. Creating and implementing policies within the mandate of the bylaws.
- j. Hiring auditors, accountants and seeking legal consultants.
- k. Identifying and eliminating weaknesses.
- l. Advocating NANMMA to community at large.
- m. Ensure NANMMA activities and finances are in compliance with Federal and New Jersey laws on Non-Profit Organizations.
- n. ensuring prudent use of all assets, including facility, people, and good will.
- o. Creating adequate organization and machinery for smooth and successful implementation of NANMMA activities.
- p. Oversight of all committees
- q. Seek approval of bylaws and operating manual by General Body of NANAMMA
- r. Appointment of Committees and take appropriate action based on committee reports.
- s. Seek General Body approval for amendments to the mission statement, bylaws and the operational manual.
- t. Seek General Body approval for any major strategic direction changes to the above list.
- u. Every new member of NBD shall sign an Oath of Office before taking charge. In addition, they shall sign specific oaths for committees as detailed in the Operations Manual.

Section 5.4 Operational Manual

- a. The NBD shall have the authority to create and maintain an operational manual for NANMMA (hereinafter referred to as the 'Manual'). The Manual shall serve as a supplementary document to these bylaws and shall contain detailed operational procedures, policies, guidelines, and any other pertinent information related to the organization's day-to-day operations and management.
- b. The Manual shall be a dynamic document, subject to updates, revisions, and amendments as necessary to ensure its relevance and effectiveness. Any changes to the Manual shall be approved by a majority vote of the NBD after consulting with the Bylaws Committee.

- c. The Manual shall be reviewed at least annually by the NBD to ensure its continued relevance and compliance with applicable laws and regulations.
- d. In the event of any conflict between the provisions of these bylaws and the Manual, the bylaws shall prevail.

Section 5.5 Structure of National Board of Directors (NBD). NBD shall have eleven (11) members that constitute President, Women's Director, Youth Director, and two (2) regional representatives from each of the four (4) Regions of NANMMA. NBD members are elected by the General Body in compliance with Section 4.6.

Section 5.6 Tenure of the President, Women's and Youth representatives shall be for three years. No member shall serve the presidency of NANMMA for two consecutive terms.

Section 5.7 Tenure of Regional Representatives. Except in the first year of and Second year the adoption of this Bylaw serving, the tenure of Regional Representatives shall be three (3) years. At the end of first year one (1) Regional Representative from each of four Regions shall step down after serving for one (1) year in the NBD and then one (1) incoming Representative shall be elected to serve three (3) years. At the end of the second year one (1) Regional Representative who has served for two (2) years from each of four Regions shall step down in the NBD and then one (1) incoming Representative from each region shall be elected for to serve three (3) years. The remaining three (3) National Representatives who served for three (3) years shall step down from NBD AND three (3) National Representatives shall be elected to serve for three (3) years.

Section 5.8 Minimum Qualifications of NBD Member: A person to be nominated to the NBD must meet the following requirements:

- a. She/He shall be a member-in-Good-Standing of NANMMA for a minimum of two (2) years.
- b. Exhibited commitment to serving the goals and objectives of NANMMA, and to serve without compensation.
- c. Be above the age of 21 years.
- d. Has not declared bankruptcy and was not discharged by any court of bankruptcy proceedings.
- e. Was not convicted for any offense involving deception, dishonesty, or sexual harassment.
- f. Was not removed from the trusteeship of management of any charitable organization by the order of a court.

g. Commitment to the Mission: Directors should have a genuine passion for and commitment to NANMMA's mission and goals. Their values should align with NANMMA's purpose.

h. Agrees to allot sufficient time for NBD activities.

Section 5.9 Code of Conduct for Members of NBD

a. NBD members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care.

b. Making attendance at all meetings of the board a high priority.

c. Being prepared to discuss the issues and business on the agenda and having read all background material relevant to the topics at hand.

d. Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all board discussions, as well as supporting actions of NBD even when the Board member personally does not support the action taken.

e. Putting the interests of the organization above personal interests.

f. Always representing NANMMA in a positive and supportive manner and in all places.

g. Showing respect and courteous conduct in all board and committee meetings.

h. Refraining from intruding on administrative issues that are the responsibility of other members of NBD.

Section 5.10 The Election of NBD Members. The Commission shall nominate slate of Candidates for office of NANMMA and conduct election as per Section 3.6.

Section 5.11 No nomination on the floor or after the close of the nomination date shall be allowed or accepted.

Section 5.12 Withdrawal/Resignation of NBD Membership: Any NBD member may voluntarily resign or withdraw his/her membership from NBD by a written notice to the President.

Section 5.13 Termination/Dismissal of NBD membership. The NBD may, by a 2/3 (two-third) majority vote, terminate the membership of a person for any of the following:

a. Resignation: Receipt of a letter of resignation or retirement duly signed by the individual and affirmation by the NBD.

b. An NBD member may be terminated/removed, if any of the NBD member's activities or actions, judged in a decision by 2/3 (two thirds) of the NBD, are considered detrimental to the interests, objectives, and/or goodwill of NANMMA.

c. If an NBD member fails to attend, without good cause such as health or otherwise, three consecutive meetings of the Board.

d. If an NBD member is convicted of any criminal charges or discharged as bankrupt or insolvent by any court of law her/his position will be treated as vacated.

The Secretary shall communicate with the affected party of the action. Such vote of the NBD will be taken after following the procedure below:

Section 5.14 NBD procedure for termination of NBD member:

The President will send notification to the party after absence in three consecutive meetings, with instructions to respond within 10 (ten) days. If no response with reasonable cause is received, the position will be considered vacated.

b. The President upon authorization by NBD, shall notify the party to explain/respond within 15 (fifteen) days of the notice on the grounds for possible termination.

c. The Secretary will distribute the response/explanation from the respondent to the NBD.

d. NBD shall review the response and accompanying evidence (if any) provided by the respondent within the specified date.

e. The NBD votes will be taken at the next scheduled NBD meeting, after review and consideration of the response.

f. The decision to terminate/remove shall be adopted only upon a "Yes/Affirmative" vote of 2/3 (two-thirds) of the NBD. If such a supermajority is not achieved, the proposal will be dropped.

g. The NBD voting in this matter shall be by secret balloting conducted by the Election Commission.

h. The Secretary will communicate the decision of the NBD to the respondent.

i. If the termination procedure is against the President, the Secretary shall carry out the duties of the President in this matter.

Section 5.15 Compensation/Refund. A resigned, retired, removed/terminated NBD member shall not be entitled to any compensation or refund of his/her contributions to NANMMA.

Section 5.16 Regular Meeting of NBD:

a. There shall be at least 12 monthly regular meetings of NBD per calendar year, except in exceptional circumstances. However, more frequent meetings at the discretion of NBD shall be allowed.

Section 5.17 Ex-Officio Member of NBD. The Immediate Past President shall be an Ex-Officio member of the NBD meetings with no voting right. His/her responsibility is limited to giving advice.

Section 5.18 Special Meeting:

a. Special meeting of the NBD may be called by the President of NBD on a two-day notice.

b. Only those matters that are within the purpose described in the special meeting notice shall be conducted at the special meeting of members.

Section 5.19 Notice and agenda of NBD Meeting:

a. Notice for the regular meetings shall be given in writing at least seven (7) days ahead of the meeting. The place, or virtual link, date, and time of meeting shall be posted in the notice of the meeting. The Secretary shall send the communication at the President's request.

b. Agenda for board meetings shall be included in the notice of the meeting.

c. All communication shall be delivered electronically to the registered address/identifiers on record for NBD members.

Section 5.20 Resolution and Delegation:

a..The decisions/resolutions voted by a simple majority of the NBD after meeting the quorum, except in actions specified by 2/3 majority votes in these bylaws, shall constitute the act of the NBD;

b.The Quorum for the NBD meeting is attendance and participation of at least 50% (fifty percent) of the NBD.

c.The following chain will be followed in the management of NBD: In the absence of the President, the Secretary shall act as the Chairperson for the required period of time. Such requirement may arise from situations as: President's inability to conduct the business of NANMMA due to ill health, travel, and/or other personal predispositions, Resignation, Retirement, Termination, or Death of the President. In such situation NBD shall elect a interim President to to carry out functions of President until General Body elect a new President.

Section 5.21 Vacancy in NBD. The President shall inform the Election Commission Chairman if there are any vacancies in NBD membership at earliest possible time.

Section 5.22 Approval through circulation:

On urgent and/or time sensitive matters, NBD approval can be obtained by simple majority vote through circulation of the proposal. However, no action that requires 2/3 or super-majority of vote, specified in this document, can be approved through this means.

Section 5.23 Special Extension of current NBD

Only as an exceptional measure after the revised bylaws are adopted, the outgoing Trustee Committee (NTC) may ask the currently serving NBD to stay in office for such period as necessary to complete elections according to the new bylaws in 2024. This exception shall not apply to future NBDs.

Section 5.24 Duties and Responsibilities of the President:

a. Shall be the Chief Executive Officer (CEO) of NANMMA and shall have the responsibility for supervising the management of the daily affairs of NANMMA;

b. When present, she/he shall preside over all the meetings of NBD.

c. Shall be responsible for the operations and supervision of the Office of NANMMA; In case of vacancy in the office of the President due to resignation, retirement, termination, or death of the current President, the NBD shall elect an interim President from the eligible members of the NBD. The interim President will remain in office until the next regular AGM of NANMMA when the President is elected.

Section 5.25 The Secretary:

a. Shall exercise general supervision over the records and files maintained in the office.

b. All publications and communication of meeting notices, preparation of the agenda, and minutes shall be his/her responsibility.

c. Shall be responsible for maintaining NANMMA directory, and roster of Members-in-Good-Standing and maintain communications with all members.

d. Record the minutes of NBD and General Body Meetings.

e. Retain and preserve all records on minutes of the meetings, amendments to By-laws and articles of incorporation, membership list, voter list, and other documents for a period of seven years. She/He will also be compliance with any other legally mandated documents or records.

Section 5.26 Treasurer:

a. The Treasurer shall be responsible for maintaining financial records of NANMMA;

b. She/he shall be empowered to incur the approved normal operating expenses of NANMMA.

c. She/he shall prepare financial statements and reports in conformance with the accounting principles and legal requirements.

d. Review and Enforce Financial Policies and Procedures.

e. Advise the Board on Financial Strategy and Fundraising.

f. The treasurer shall retain and preserve the financial statements, bank statements, tax returns and reports, etc. for a period of seven years.

g. She/he will also be in compliance with any other legally mandated documents or records.

h. Keep a calendar of filing requirements and assign responsibility. File IRS Form 990 annually. File Form 1099 – Obtain an IRS Form W-9 from those providing paid services who are not your employees.

i. Take the lead in safeguarding your organization's assets, data, and personal information.;

j. Send a prompt thank you letter that includes what donors need for tax purposes.

k. Develop a yearly budget.

l. Prepare Timely and reliable financial information for NBD and AGBM

m. File Form 1099-MISC to report payments totaling more than \$600 per calendar year to such persons.

Section 5.27 The Transfer of Power by Officer in charge to the incoming officer to his/her office. When an officer of NANMMA is transferring power to a successor, his/her duties include:

a. Knowledge Transfer: Providing the incoming officer with all relevant information, documents, and insights about the role, responsibilities, ongoing projects, and NBD/NANMMA history.

b. Smooth Transition: Assisting the successor NBD in understanding the existing processes, relationships, and challenges to ensure a seamless transition.

c. Documentation: Ensuring that all necessary documents, records, and resources are handed over to the successor. This could include files, reports, financial information, and any ongoing projects.

d. Guidance: Offering guidance and advice to the successor on how to handle different situations, make decisions, and manage their responsibilities effectively.

f. Support: Being available to answer questions and provide support during the initial period of transition and beyond.

g. Review Processes: Reviewing any ongoing projects or pending matters to ensure that the new officer is fully informed and can continue where the previous officer left off.

h. Step Back: Gradually stepping back and allowing the new officer to take ownership of their role and responsibilities.

i. Feedback: Providing constructive feedback and evaluations to help the successor grow into their new role.

j. Continued Relationship: Maintaining a positive relationship with NANMMA and being open to assisting the successor if they encounter challenges or need advice.

Section 5.28 Minutes of Meetings. All NBD and Committees shall record minutes of meetings and submitted to President. President shall share copies of the minutes to NBD.

Section 5.29 NANMMA checks/disburse funds: The President or the Treasurer is authorized to sign NANMMA checks/disburse funds up to \$1,000.00 (one thousand) for meeting NANMMA obligations. Amounts over \$1,000.00 have to be approved by both President and Treasurer.

Article VI. Committees

Section 6.1. Appointment of Committees. The NBD has the authority to set up Standing Committees and additional Committees as needed, Committee members shall be from Members-in-Good-Standing or from Honorary Members.

Section 6.2. Chairman of Committees. All committees shall be chaired by an NBD member.

Section 6.3. The scope, responsibility, delegated authority, and completion time of the tasks will be defined by the NBD at the establishment of such committees. The Committee Chairs shall report to the NBD and shall not divulge its report in any public forum or to any other body than NBD. The execution of the committee decisions and projects shall require the prior approval by NBD.

Section 6.4. Termination of Committees: The NBD may, by resolution passed by a simple majority, terminate ad hoc committee. Such termination may be on account of:

- a. completion of the assigned tasks by an ad hoc committee.
- b. failure of the committee to function for the assigned tasks;
- c. resignation of the committee members.

Section 6.5: NANMMA Ambassadors

NANMMA Ambassadors are expected to act as the intermediaries to propagate messages about NANMMA initiatives and activities to the local communities that they represent. Ambassadors have to be members of NANMMA and are nominated by their local communities for a two (2) year term. A local community that has between 10 and 25 families is eligible to nominate one male and one female representative as their ambassador. Communities with more than 25 families may nominate 2 male and 2 female Ambassadors. Ambassador nominations are initiated by the Outreach Committee every two years.

ARTICLE VII – FISCAL and CONTRACTS

Section 7.1. – Fiscal Year: The Fiscal Year of NANMMA shall be from January 1st to December 31st of each calendar year.

Section 7.2 - Accounting and Banking:

- a. The books of accounts shall be kept with the Treasurer of NBD, or at such other place as the NBD shall determine as proper. These shall be accessible for review/inspection by the members of the NBD and other authorized people with an interest in doing so for review during business hours.
- b. The treasurer shall be responsible for maintaining proper books of accounts with respect to ALL funds received and disbursed by NANMMA, and its assets and liabilities. Proper tools and systems will be utilized with provisions for safety and security of the systems.
- c. All regulatory mandated reports including tax returns shall be submitted on time to keep NANMMA in full compliance with laws, rules and regulations.
- d. NANMMA funds shall be kept in FDIC insured financial institution(s), as approved by the NBD.
- e. The NBD will appoint and designate signatories/operators of the bank account(s);
- f. Any investment funds shall be maintained in reputed national investment brokerage/banking institution. The NBD will appoint and designate signatories/operators for such account(s).

Section 7.2 - Contracts:

- a. NANMMA contracts with the external and internal entities shall be maintained in the office of the Secretary of NBD.
- b. The President is authorized to sign contracts on behalf of NANMMA.

- c. Prior to execution of any major contracts such as for purchase, sale, mortgage, loan, on behalf of NANMMA, the NBD approval with 2/3 majority shall be required.
- d. NANMMA shall remain in compliance with all terms of the duly executed contracts.
- e. If any conflict arises in meeting the terms of the contract, the NBD shall be apprised by the President. Appropriate legal advice shall be obtained. All steps to protect and preserve NANMMA interests shall be taken.

ARTICLE VIII – ETHICS / CONFLICTS OF INTEREST

Section 8.1 Conflicts of Interest:

- a. NANMMA is committed to maintaining the highest ethical standards in its operation. NBD shall create and update a conflict of interest (COI) and a Code of Ethics/Conduct policy for NANMMA' Members, staff, and its contractors. The NBD, all management and staff, committees, sub-committees, and any other person(s) involved in NANMMA activities shall strive to maintain integrity in policy, performance, and execution of NANMMA mission, and remain free from any conflict of interest (COI) or appearance of COI.
- b. A conflict of interest (COI) arises when any duality of interest, or an appearance or possible duality of interest exists or likely to exist in relation to the affairs and performance of NANMMA by any of the core management team (the NBD, the Executive Council, Committee) or anyone performing on behalf of NANMMA.
- c. Any individual recognizing/sensing a COI (the self-reporter) shall report this to the EC and President of NANMMA.
- d. Even if a COI activity is not self-reported by the affected individual, any action that appears to create a COI situation and comes to the knowledge of the NBD and/or EC (through observation or reporting by others), shall be treated as COI-matter.
- e. The President will notify the identified COI-person of her/his obligation to refrain/recuse from any activities that will be impacted by the conflicted situation. The COI-person shall immediately recuse/exclude himself/herself from any decision making, participating in meetings, discussions, or communicating with anyone regarding the conflicted matter.

f. Any violation of the restriction/recuse/refrain by the COI-person will rise to be a cause for termination from the position s/he holds.

g. The NBD, if deemed necessary in its own judgement, may appoint a committee to review the COI activity and the person. The committee shall report their findings to the NBD. The NBD shall take appropriate action based on the report of the committee.

ARTICLE IX - AFFILIATION WITH OTHER ORGANIZATIONS

Section 9.1 - Purpose: To further its objectives, NANMMA may affiliate with or become a member of other organizations with the approval of the NBD, consistent with its Bylaws and its Articles of Incorporation.

Section 9.2 - Procedure to Join: Upon request of the President, the Outreach Committee shall investigate the desirability of membership in or affiliation with another organization and report in writing its findings and recommendations to the NBD. A simple majority of BOD will make the final decision. The General Body should be informed of such decisions promptly.

Section 9.3 - Representation: With the approval of the NBD, the President shall appoint delegates, as required, to represent NANMMA in organizations of which it is a member or affiliate. Where practicable, such delegates shall be appointed from the membership of the NBD. Delegates representing NANMMA shall be given a brief on major issues to be discussed and decided in other organizations and shall be empowered to act and vote for the organization.

Section 9.4 - Withdrawal: NANMMA may withdraw its membership or affiliation in other organizations. Upon the President's recommendation, the NBD shall review the desirability to withdraw from other organizations. A simple majority of NBD will make the final decision.

ARTICLE X- AMENDMENTS/ENFORCEMENT OF BY-LAWS / ARTICLES OF INCORPORATION

Section 10.1 - Ambiguity and Residual Authority

- a. In case of ambiguity in the interpretation of any of these Articles, the decision of the NBD by a vote of 2/3 (two thirds) majority shall be final and binding on all concerned;
- b. All authority and functions that are not covered by these Articles shall be exercised by the NBD either directly or through its representative(s);

- c. In case of special circumstances, periods stipulated in these Bylaws may be extended by the NBD.

Section 10.2 - Severability

If any provision of this Bylaws or the application thereof to any person or circumstances shall be held invalid or unenforceable to any extent by a court of competent jurisdiction, such provision shall be complied with or enforced to the extent permitted by law and as determined by such court. The remainder of the Bylaws is enforced to the extent permitted by law.

Section 10.3 - Amendments to Bylaws

- a. Initiation: Amendments to these By-Laws may be initiated by a vote of simple majority vote of the NBD.
- b. Review: The proposed amendments shall be reviewed by the NBD or a NBD appointed committee for this purpose;
- c. Procedure: Upon receipt of the report of review of the proposed amendments, NANMMA Secretary shall send a copy of the proposed amendments to all NBD Members with the request for review and comment within 10 (ten) days of the notice.
- d. The notice shall state the date and time of next scheduled NBD meeting for consideration of the proposed amendments.
- e. Vote for the Amendments: The Amendments shall require a vote of 2/3 (two-third) majority of the NBD members present, after quorum has been established, for adoption. Less than 2/3 of the vote in favor of the Amendments shall disapprove/reject the proposed amendment(s). The Secretary shall notify the results of the vote to the NBD, and the notification and proposal shall be kept in the permanent records of the organization.
- f. If NBD approves the amendments, the amendments shall be presented to the General Body of NANMMA. The General Body shall approve/disapprove the amendments by a fifty-one (51%) vote for/against the amendments.

Section 10.4 – Amendment to the Articles of Incorporation:

The Articles of incorporation may be amended by the same procedure as set forth for the amendments to the By-Laws.

ARTICLE XI – INDEMNIFICATION AND BONDING

Section 11.1 - Indemnification

NANMMA shall indemnify, defend, and hold harmless all current and former Directors and Officers from and against any and all liabilities, costs, and expenses incurred by them in such capacities to the fullest extent permitted by law; provided, however, that:

- a. The Director or Officer conducted himself in good faith and reasonably believed that his/her conduct was in the best interests of NANMMA (if acting in his or her official capacity), or
- b. That his or her conduct was at least not opposed to the best interests of NANMMA (in all other cases), or
- c. That he or she had no reasonable cause to believe his or her conduct was unlawful (in the case of a criminal proceeding).
- d. Such indemnification will also extend to protect Directors and Officers from lawsuits or claims made against him or her for conduct or decisions that may constitute ordinary negligence, but not for gross errors of judgment or intentional misconduct.
- e. NANMMA shall also indemnify a current or past Director or Officer who was wholly successful, on the merits or otherwise, in the defense of a proceeding to which the Director or Officer was a party because he or she is or was a Director or Officer of NANMMA against all expenses actually incurred by the Director or Officer in connection with the proceeding, including expenses incurred when the Director or Officer had not been made a defendant or respondent to the proceeding;
- f. The NBD may elect to indemnify, defend, hold harmless, and advance expenses to any employee or agent of NANMMA who is not a Director or Officer to the same extent as to a Director or Officer.

Section 11.2 - Indemnification Plan: The NBD shall adopt an Indemnification Plan in accordance with the authority granted herein. The Plan shall set forth in detail the mechanics of how the indemnification rights of Directors and Officers shall be exercised.

Section 11.3 - Immunity. All current and former Directors and Officers are immune from suits arising from the conduct of the affairs of NANMMA unless their individual conduct amounts to willful, wanton or gross negligence.

Section 11.4 - Bonding: Any member of NANMMA who has the authority to disburse NANMMA funds shall be bonded, at the expense of NANMMA, for an amount to be determined by the NBD.

ARTICLE XII – TERMINATION / DISSOLUTION

Section 12.1 – Termination / Dissolution:

a. In case the activities of the organization are terminated, the accrued funds in the treasury, after all outstanding obligations have been paid, shall not be returned to any members of the organization, but shall be given to a non-profit organization established for the benefit of the community welfare, selected by the NBD.

Section 12.2 – Termination / Dissolution of NANMMA: The organization can be terminated/dissolved as a result of the following events:

a. Proposal put forward by the NBD for cause. This proposal must be signed by 2/3 (two-thirds) of the NBD and the General Body of NANMMA

b. In the event of dissolution by court order or change in law, the specified court orders and legal procedures shall be followed.

Section 12.3. In case of dissolution by proposal of NANMMA:

a. A thorough review/analysis of the proposal, its reason, and the impact of such action shall be prepared by a committee appointed by the NBD for the purpose.

b. The dissolution proposal shall be voted on by the NBD after detailed review of the analyses and shall only be adopted by a vote of 3/4 (three fourths) of the NBD.

Section 12.3. Upon dissolution of NANMMA, all assets after meeting the obligations of the organization shall be distributed:

a. For one or more of the purposes as set forth in these bylaws and Articles of Incorporation.

b. For one or more of the charitable or public uses as set forth in §170 (c)(1) and (2) of the U.S. Internal Revenue Code of 1986 (as modified or amended) or other comparable provisions of the then current federal income tax laws; and/or.

c. To another tax-exempt organization qualified under Section 501(c)(3) of the Internal Revenue Code to be used exclusively for the purposes (a) and/or (b) above; and,

a. No portion of the net amount or assets shall be distributed to any Members of NBD.

ARTICLE XIII- PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern NANMMA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order NANMMA may adopt.

ADOPTION OF THE BY-LAWS:

In Witness hereof, the above updated/amended Bylaws of NANMMA has been adopted on this the

___10th___ Day of the month of January 2024