



Version Number	Date	Approval Status
1.0.0.0	05/26/2023	Draft

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PREAMBLE TO BYLAWS OF ATMIYA USA

Whereas the need exists to achieve financial independence and promote entrepreneurial skills among the community members of Telugu origin, as well as celebrate Indian Culture and Heritage, it is hereby resolved that a not-for-profit organization be formed to educate, empower, enrich, and elevate the community. The organization shall provide a platform for the community to collectively grow and maintain their identity, and to support educational, social, charitable, financial, and entrepreneurial interaction among its members.



ARTICLE I: NAME AND PRINCIPAL OFFICE

Section. 1.1 Name

The name and title of this organization is ATMIYA USA, hereinafter referred to in short as “ATMIYA”. It shall be a not-for-profit organization registered under the laws of the State of Texas and/or other States and shall exist in perpetuity. ATMIYA shall exercise all powers conferred by the Statutes of the State of Texas and/or other States for a not-for-profit corporation.

Section. 1.2 Principal Office

The principal office shall be maintained at a location approved by the Executive Committee.



ARTICLE II: MISSION STATEMENT AND OBJECTIVES

Section. 2.1 Mission Statement

To educate, enrich, empower and elevate members of ATMIYA into a flourishing relationship of fraternity and inspire its members through mutual help and cooperation to bring about a positive economic power, social & cultural promotion and enhancement.

Section. 2.2 Objectives

The objectives of ATMIYA shall include:

- a. To educate and empower its members to achieve financial independence by organizing sessions and conferences by industry leading experts
- b. To provide guidance and assistance to the younger generation to realize their educational and career goals
- c. To motivate and inspire entrepreneurship across all of its members
- d. To promote women empowerment by encouraging them to pursue their goals
- e. To provide assistance to community members in immigration matters
- f. To organize periodic business, educational and cultural conferences to promote the core principles of ATMIYA and to facilitate networking opportunities
- g. To act upon such charitable causes that directly concern the welfare of its members in North America and across the world



Article III – RULES AND REGULATIONS

Section 3.1 No Compensation

ATMIYA is a not-for-profit organization and as such neither its members nor directors nor the Executive Team shall receive any compensation.

Section 3.2 501(c)3 Rules

ATMIYA 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 of 1986 or the corresponding provisions of any future United States Internal Revenue Law
- b. By an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.



ARTICLE IV – ORGANIZATIONAL STRUCTURE

Section 4.1 Component Bodies

ATMIYA shall consist of the General Body, Chapters, Board of Directors, Executive Teams, Community Members, and Foundation for ATMIYA Community Transformation (FACT)

Section 4.2 General Body

The General Body consists of paid members of the organization known as Donor Members, Power Donor Members and Mega Donor members.

Section 4.3 Chapters

ATMIYA shall be organized into geographical regions called Chapters within the United States of America. Chapters shall encourage local representation, respect geographical diversity, facilitate decentralization of authority and responsibilities, and help simplify administration. At the inception, there shall be nine chapters:

- a. New England Chapter (MA, VT, NH, MA, RI, CT)
- b. Empire Chapter (NJ, NY, PA)
- c. Capitol Chapter (DE, DC, MD, VA, WV)
- d. South East Chapter (GA, SC, NC, FL, TN, KY)
- e. North Texas Chapter (DFW, OK, AR)
- f. South Texas Chapter (Austin, Houston, San Antonio, LA)
- g. Central (ND, SD, NE, KS, MN, IA, MO, WI, IL, MN, IA, OH)
- h. North West (AK, WA, OR, Bay Area, MT, WY, ID)
- i. South West (South California, NV, AZ, NM, UT, CO)

Section 4.4 Board of Directors

The Board of Directors (BOD) shall comprise one director elected from each Chapter, one director elected from Mega Donor member category and current National President. The current number of directors in the Board shall be eleven persons comprising nine directors from the nine currently defined Chapters, one director from Mega Donor Member Category, and the current National President. BOD shall appoint



other committees to assist in its operations on an as-needed basis.

Section 4.5 Executive Committee

The Executive Committee consists of a National Executive Team and Chapter level Executive Teams.

The National Executive Team shall initially consist of a National President elected with a simple majority by the combined General Body from all the chapters. The National President shall then appoint other members of the National Executive Committee within sixty days of assuming office. The appointment of some of these committee members is subjected to the final approval by the Board of Directors. The National Executive Team shall be responsible for the day-to-day administration of the organization adhering to the mission statement and objectives of ATMIYA.

The Chapter Executive Committee initially shall consist of a Chapter President elected with a simple majority by the General Body from that chapter. The Chapter President will then appoint other members of the Chapter Executive Committee including but not limited to Membership Coordinator, Fundraising Coordinator, FABRIC services Coordinators, and/or local/city Coordinators within sixty days of assuming office. Each Chapter Executive Team shall be responsible for the Chapter administration independently under the guidance of the National Executive team while adhering to the overall mission statement and objectives of ATMIYA.

These bodies shall have the structure, authority, and responsibility as detailed in Articles VI, VII, VIII, IX and X. All ATMIYA activities shall be supervised & executed by the above bodies.

Section 4.6 Communication Protocol

For the purposes of this Article, wherever any notice, request or other communication is required to be “in writing” or “written”, the use of electronic mail (e-mail or email) shall be deemed to satisfy such requirement.



ARTICLE V – MEMBERSHIP

Section 5.1 Membership Categories

ATMIYA shall have the following type of membership categories.

- a. Community Member (Free Membership)
- b. Donor Member (Membership fee of \$50)
- c. Power Donor Member (Membership fee of \$500)
- d. Mega Donor Member (Membership fee of \$5000)

Section 5.2 Fundamental Eligibility Criteria

To become a member of ATMIYA, an individual must be a Telugu speaking person or have Telugu heritage or be a lineal descendant of a Telugu person. In addition to these requirements, the applicant must also:

- a. Be referred by at least two current ATMIYA Donor members
- b. Be at least 18 years of age
- c. Subscribe to the objectives of ATMIYA
- d. Abide by the Articles of Organization and Bylaws of ATMIYA
- e. Submit an application form with their full name, mailing address, electronic mailing address, and telephone number
- f. Be approved by the Membership Committee of ATMIYA
- g. Be in good standing with the law
- h. Pay the prescribed dues, fees, and assessments for the membership tier as set by the Bylaws

ATMIYA reserves the right to verify the information provided by the applicant and their qualifications for membership, which may include requesting additional documentation for verification. Approval or rejection of the membership application shall be at the sole discretion of the membership committee and will be officially communicated to the applicant.

Section 5.3 Family Membership

In accordance with ATMIYA's membership criteria, the spouse of a member shall be considered a member in the same category. It is the responsibility of each member to promptly inform the Membership Committee of ATMIYA of any changes in their marital status. Minor children up to the age of eighteen shall be considered as Community



Members.

Section 5.4 Community Membership

Section 5.4.1. Community Members

Community Members shall be the beneficiaries of the activities of the organization. Any prospecting person shall become a Community Member based on the eligibility criteria defined in Section 5.2 and Section 5.4.2. Community Members can reside anywhere in the world. They are not required to pay any membership fee to become a Community Member. They are not required to contribute monetarily or otherwise to the organization. Community Members shall avail of all services meant for them and participate in all events of the organization.

Section 5.4.2 Eligibility

Besides the fundamental eligibility criteria specified in Article IV Section 2;

- a. Membership committee reviews and validates Community membership of a member every two years
- b. Membership committee decides to continue or revoke the membership during the validation process every two years, with consent from the Board of Directors and approved by the Advisory Committee.
- c. The membership term begins on the day of application approval by the Membership committee

Section 5.4.3 Privileges

The privileges associated with Community membership category are as follows:

- a. No membership fees
- b. Community members are not eligible to vote or contest in any elections
- c. Community members are entitled to participate in all activities of the organization including BEST and FIRE sessions, IT training classes, and some sessions conducted by subject matter experts, as decided by the BOD
- d. Avail all discounts that are exclusive for Community Members

Section 5.5 Donor Membership



Section 5.5.1 Eligibility:

Besides the fundamental eligibility criteria specified in Article IV Section 2;

- a. An applicant must pay a one-time, non-refundable application fee of \$50 payable at the time of application submission for Donor membership.
- b. The spouse of the Donor Member automatically becomes a Donor Member

Section 5.5.2 Privileges

Donor members are entitled for life, all the rights and privileges of Community members plus the right to

- a. Vote in ATMIYA elections
- b. Serve on ATMIYA nominated committees
- c. Stand for office. Eligibility shall be based on the criteria as defined in the Applicable Bylaws and verified by the Elections and Nominations Committee
- d. Enjoy the special honorary title of 'Donor Member'
- e. Receive any and all discounts exclusive to Donor members
- f. Attend training sessions & seminars exclusively meant for Donor members

Section 5.6 Power Donor Membership

Section 5.6.1 Eligibility:

Besides the fundamental eligibility criteria specified in Article V Section 2,

- a. A one-time application fee of \$500 payable at the time of application submission with request to be classified as Power Donor Member.
- b. The spouse of the Power Donor shall automatically become a Power Donor
- c. An existing Donor Member in good standing may upgrade his/her membership to Power Donor Membership by paying an additional \$450.

Section 5.6.2 Privileges

Power Donor members are entitled for life to all the rights and privileges of Donor members plus the right to

- a. Hold the special title of "Power Donor Member"



- b. Avail all discounts that are exclusive to Power Donor Members
- c. Stand for office shall be based on eligibility criteria as defined in the applicable Bylaws and verified by the Election and Nominations Committee
- d. Attend sessions and seminars exclusively meant for Power Donor members only

Section 5.7 Mega Donor Membership

Section 5.7.1 Eligibility

Besides the fundamental eligibility criteria specified in Article V Section 2

- a. A onetime application fee of \$5000 payable at the time of application submission with request to be classified as Mega Donor Member.
- b. The spouse of the Mega Donor shall automatically become a Mega Donor.
- c. An existing Power Donor Member in good standing may upgrade his/her membership to Mega Donor Membership by paying a fee of \$4500.

Section 5.7.2 Privileges

Mega Donor members are entitled for life to all the rights and privileges of Power Donor members plus the right to

- a. Hold the special title of "Mega Donor Member"
- b. Avail all discounts that are exclusive to Mega Donor Members
- c. Stand for office shall be based on eligibility criteria as defined in the applicable Bylaws and verified by the Election and Nominations Committee
- d. Attend sessions and seminars exclusively meant for Mega Donor members

Section 5.8 Contact Information

It is the responsibility of each ATMIYA member to keep their contact information up-to-date on file with the Membership Committee, including their current mailing address, telephone number, and email address, so that they can receive all ATMIYA notices and communications promptly. ATMIYA reserves the right to remove any outdated or invalid email or mailing addresses from its records and stop sending any materials to members who do not maintain accurate and current contact information.



Section 5.9 Validity of Notice

Any notice sent to the member's regular mailing address, by first-class mail, postage prepaid, or to such member's electronic primary email address on file with the General Secretary shall be deemed to be adequate notice for all purposes under these Bylaws.

Section 5.10 Dues, Fees, and Assessments

- a. Payment Requirements: Members are required to pay in full the established dues, fees, and assessments for their membership category as defined in the applicable Bylaws.
- b. Payments shall need to be made electronically or digitally or by check or by credit card but not be made by cash, to maintain the necessary requirements for financial audit.
- c. No Refunds: No membership dues are eligible for a refund in any circumstances including resignations, suspensions or expulsions due to disciplinary actions, regardless of the membership category.

Section 5.11 Resignation of Membership

Any member of ATMIYA may withdraw from membership by submitting a written request to the Membership Committee which needs to be duly processed and approved by the Membership Committee.

Section 5.12 Termination of Membership

Section 5.12.1 Reasons to initiate the process

The organization shall reserve the right to terminate Membership in ATMIYA at any time for the reasons listed below, but not limited to:

- a. Deliberate Violation: Any deliberate breach of the Articles of Incorporation or Bylaws of the organization.
- b. Harm to ATMIYA's reputation: any conduct by a member that is intended to harm ATMIYA or its reputation, as determined by the Board of Directors in its sole discretion.
- c. Conspicuous Repudiation of ATMIYA's core values and principles: when a member conspicuously repudiates the principles and/or core values of the organization and works against their implementation.
- d. Conviction of criminal offense: conviction of any criminal offense that



involves moral turpitude will result in automatic revocation of membership.

- e. Physical, mental, and/or sexual harassment: Any physical, mental and/or sexual harassment either in oral or written form or otherwise inflicted upon any another member or guest of the Organization which the Board of Directors and Disciplinary Committee interpret as sufficiently serious and/or likely to be repeated to warrant expulsion.
- f. Misuse of ATMIYA property: Misappropriation of ATMIYA properties (including but not limited to cash, and personal information) intended for the use of the Organization as a whole or property designated for other use.
- g. Attempt to destroy or disband ATMIYA: Any attempt, deliberate or overt, by a member to destroy or disband the Organization by any legal, extralegal, or financial means or in any other manner as deemed by the Board of Directors and its nominated committee. This includes any attempt to make disturbance between the Organization and civil authority, involving the Organization in a lawsuit, involving the Organization in unauthorized financial obligations, and such similar hostile acts.
- h. Violation of Privacy: Violation of privacy of the members by misusing members' data including but not limited to creating unauthorized social media groups, unauthorized calls, unauthorized messages, unauthorized broadcasts, unauthorized email groups, promoting business for personal gains, etc. intended for the use of the Organization as a whole or property designated for other use.

Section 5.12.2 Termination Proceedings

Simple majority of the Board of Directors or a minimum of 50 General Body members in good standing of ATMIYA may submit a petition outlining the charges to the Chairperson of the ATMIYA Board of Directors via registered/certified mail with return receipt requested, or electronic mail sent to the official email address of the chairperson of Board of Directors. The Board of Directors will then:

- a. Assign the case to the Disciplinary Committee, that shall be led by a Hearing Officer.
- b. Disciplinary committee investigates the issue, collates the facts of the case and submit a report to the Board of Directors.



- c. The petition and the Disciplinary committee report along with recommendation will be placed on the agenda for a hearing.
- d. The affected member will receive written and/or electronic notice of the hearing and the petition, so they have the opportunity to be heard.
- e. If a quorum is not present, the hearing will be postponed to the next regular meeting of the Board of Directors or a special meeting called for the purpose, where a quorum is present and voting.
- f. The General Secretary will notify the affected member of the date, time, and place of the continued hearing.
- g. After the hearing, the Board of Directors shall make a decision by a three-fourths affirmative vote of those present and voting on whether to revoke the member's membership.
- h. The General Secretary will notify the affected member of the Board of Directors' decision in writing and/or electronically. The decision of the Board of Directors is final and binding.

Section 5.12.3 Post Termination Actions

The following steps will ensue after the Board of Directors decides to terminate the membership of a member and the affected member is informed:

- a. The member's record in the membership database will be marked as terminated so that no further communication with the member will take place.
- b. The member must return all the Organization's property provided to him for official use.
- c. The member shall not attend any of the organizational meetings and/or events and will lose all privileges.
- d. The member shall be deleted from all social network groups managed by officers of the organization.

Section 5.13 Suspension of Membership

Once a valid complaint is filed and adequate evidence is established, the Disciplinary committee may instruct the Secretary to temporarily revoke all privileges of the subject. Once the investigation is completed, the Secretary will either reestablish full membership privileges or permanently terminate the member from the organization based on the Board's decision.



ARTICLE VI – GENERAL BODY

Section 6.1 General Body

The General Body of the organization shall comprise Donor members, Power Donor members, Mega Donor members.

Section 6.2 General Body Objectives

The General Body shall work to promote and achieve the core mission of ATMIYA.

Section 6.3 General Body Meetings

General Body meetings shall be held once a year. The meeting shall be in person or by teleconference. The General Secretary of the organization shall give a minimum of three weeks of written notice to all members of the date, time and place of the meeting before such meeting is to be held. The notice shall be given by the official communication channels at least thrice with a gap of at least one week between such notifications.

The purpose of the General Body meeting is to provide a forum in which the Board of Directors may have an opportunity to discuss the affairs of ATMIYA with the General Body members and to receive feedback from the General Body concerning the same. As such, the General Body shall not be authorized to take any action binding on ATMIYA at the meeting. The General Secretary shall publish the minutes of the General Body meetings to all members and post the information on the ATMIYA web site within two weeks of the meeting.

Section 6.4 Rights of General Body

- a. The General Body shall be singularly responsible for electing the officers and directors of the organization during general elections conducted every two years.
- b. General Body shall have the right to approve or reject the amendments to Bylaws proposed by the Board of Directors
- c. General Body members shall have the right to join ATMIYA official social networking groups specific to their Chapter and other communication groups set up by ATMIYA Executive team.



- d. General Body members shall have the right to attend ATMIYA events, conferences, BEST and FIRE sessions or any other sessions/seminars meant for that specific category of membership.
- e. The General Body shall have the right to communicate and express their opinions directly with either the Executive team or Board of Directors using approved communication means.
- f. General Body shall request an amendment to the Bylaws by submitting a proposal with the support and signatures at least half of General Body members from each Chapter
- g. General Body shall have the right to initiate a request to recall an elected member of the Executive Team or Board of Directors



ARTICLE VII – CHAPTER EXECUTIVE COMMITTEE

Section 7.1 Chapters

Chapters facilitate decentralized administration and encourage local representation in governance. Each Chapter shall comprise approximately 500 members of all categories. At the inception, the organization shall comprise of Nine Chapters as described in Article IV, Section 3.

Section 7.2 Chapter President

- a. Every two years, ATMIYA Elections Committee (AEC) solicits nominations for Chapter President from each Chapter as part of the general election process.
- b. AEC creates ballots specific to each Chapter with contestants for that Chapter.
- c. During the general elections, members of each Chapter cast votes to elect their Chapter President
- d. The contestant securing highest number of votes shall be declared Chapter President
- e. The tenure of the Chapter President is two years.
- f. Chapter President shall have authority to execute the policies and programs stipulated by the National Executive Team and conduct daily business of the Chapter.
- g. Outgoing Chapter President shall hand over all responsibilities, transfer required knowledge to the incoming Chapter President.
- h. Incoming Chapter President shall have the authority to retain, restructure or form a new core team to assist him in the daily business of the Chapter
- i. All Chapter Presidents shall be part of the National Executive Team
- j. Chapter Presidents are responsible to plan and conduct organization's activities in that Chapter
- k. Chapter Presidents represent the Chapter at national level seminars and conferences
- l. Chapter President shall have the authority to establish the Chapter Executive Committee and appoint Coordinators for Membership Committee, Fundraising Committee, to represent National services like F.A.B.R.I.C and any other coordinators as the Chapter President may deem fit or by the direction of National Executive Committee



Section 7.3 Eligibility Criteria to contest for Chapter President

- a. For a minimum period of one (1) year prior to the nomination form submission date, the Contestant shall be a member in good standing of ATMIYA's General Body
- b. By the nomination form submission date, the Contestant must be residing in the contesting chapter
- c. Must not be serving in any elected or nominated position in any other 501(c)3 nonprofit organization
- d. Must not have been proven guilty by local, state, or federal authorities of crime or misdemeanor.

Section 7.4 New Chapter Formation

When the number of members in any of the existing regions exceeds one thousand, the President may initiate the process of the formation of a new Chapter subject to the applicable laws and limitations in these Bylaws for the stated purpose of ATMIYA.

Section 7.5 New Chapter Approval

The following procedure shall be followed to approve the proposal to create a new Chapter

- a. The Chapter President adds the proposal to the agenda with reasonable justification to spin off a new Chapter from an existing Chapter for a hearing by the Board of Directors at its next scheduled meeting.
- b. The Board of Directors debates the merits of creating a new Chapter and approves or rejects the proposal by simple majority
- c. If the proposal is approved, the Board of directors asserts the geographical boundaries, confirms, and formally announces that the Chapter is officially recognized and the name of the new Chapter to the General Body using accepted communication means.
- d. The impacted members of the Chapter shall be notified of their affiliation to the new Chapter.
- e. The newly formed Chapter members elect their President in the ensuing elections
- f. The President, on the advice and consent of the Board of Directors appoints within 30 days of approval, ad hoc President to the newly spun off Chapter who will be in office until next elections.
- g. The President shall also solicit not more than 3 prospective candidates for an ad hoc Board of Director position from within the chapter and submit the list to



the Board of Directors to select one of the candidates for the ad hoc Board of Directors position for the new chapter. This appointment shall complete within 30 days after the new Chapter creation. The ad hoc Board of Directors appointee shall stay in office until next elections.

- h. New Chapter formation process shall be initiated only in the election year or second year of the current term and 6 months prior to the next elections to avoid potential conflicts of interest.

Section 7.6 Chapter Policies

Chapters shall exist for the sake of administrative convenience and decentralization of executive abilities. All Chapters shall follow the programs and policies created by the National Executive Team and the bylaws. Chapters that wish to organize new programs or activities shall ensure that they abide by the Bylaws and seek prior approval from the National Executive Team. The National Executive Team shall have the right to overturn any of the Chapter policies as it deems fit. The core responsibilities of Chapters include.

- a. Chapters shall exist for the same of administrative convenience and decentralization of executive abilities.
- b. Chapter President can appoint a maximum of Ten Core Team members to oversee Chapter's activities.
- c. Chapter President shall act as a liaison between the National Executive Team and Chapter members.
- d. Chapter President and with Core team shall execute National Executive Team's plans, programs, activities, and events in the Chapter region
- e. Every Chapter collects and reports to the National Executive Team key performance indicators like number of new members added, donations received, donations pledged, expenses, and programs conducted etc. quarterly.

Section 7.7 Chapter Meetings

All Chapters shall hold a minimum of four (4) regular in-person meetings annually with a gap of minimum two calendar months between such meetings. Chapter members shall discuss the progress made since the last meeting, and plans for the next few months. Chapter Presidents shall communicate the meeting minutes to Chapter members.



Section 7.8 Termination of a Chapter

A chapter may be terminated and merged with an adjoining Chapter for materially violating ATMIYA bylaws, policies, or agreements or when the Chapter's membership materially reduces to the extent that it becomes administratively challenging to operate the Chapter. Before such an action is taken, the Chapter will be served a notice by the Executive Team and the Chapter will be given an opportunity to respond. The President refers the case to the Board of Directors which in turn discusses the issue at its next meeting. The Board may approve or reject the proposal with a two-thirds supermajority.

Upon termination of a Chapter,

- a. Chapter President shall resign immediately
- b. The Chapter's Core team shall be dissolved.
- c. The Chapter's members shall be added to one or more adjoining Chapters.

Section 7.9 Realignment of a Chapter

As the number of members in a Chapter grows, the Board shall determine realignment of the Chapter in its best interest to simplify administration and other activities. That may include detaching a State from a Chapter and attach it with an adjoining Chapter to balance member population. A decision to realign a Chapter shall be approved in a Board meeting by a simple majority. The impacted Chapter Presidents shall determine how to adjust and accommodate Executive Committee members that are affected by the realignment.



Article VIII – BOARD OF DIRECTORS

Section 8.1 Composition

The Board of Directors shall comprise eleven members - Nine members from the nine Chapters, one member from the Mega Donor Member category and the current National President.

The General Body from each Chapter elects one Director to the Board during the biennial elections. Members from Mega Donor Category elect one Director to the Board. The current National President shall be an ex-officio member of the Board. All directors shall have equal privileges and voting rights in the Board meetings. All directors and officers of the organization shall serve their role until their successors are duly elected and sworn in.

Section 8.2 Election of Board of Directors

- a. All Board members, except for the member elected by Mega Donor category and the National President, shall be elected during the biennial elections of the organization.
- b. If a Director of the Board from any Chapter resigns voluntarily, or is incapacitated to perform his/her duties, or is removed from office due to violation of these Bylaws or for any other reason, then that position shall be backfilled within thirty days by the Board. The Board member contestant with the next highest majority of the vote from that Chapter will be offered the vacant position.
- c. All Board members shall sign a Non-Disclosure Agreement before their term begins.
- d. The term of each Board of Director term shall be two years from January 1st of the new term till December 31st of the next year (usually the election year).
- e. The Board of Directors shall stay in their capacity until the next Board takes oath after the next biennial elections.
- f. An elected Board member shall not serve more than two terms on the Board
- g. The Board shall be headed by a Board Chairperson, who will be elected by the Board members by the simple majority in the first Board meeting of the team.
- h. The term of the Board Chairperson shall be one year. The Board elects another Board Chairperson at the beginning of the second year of the term. The maximum term for any Board Chairperson is two years.
- i. When the Board Chairperson is unable to deliver his/her duties or the Board considers the Chairperson is incompetent, the Board can recall the Chairperson with two-thirds supermajority and elect another member as the Board Chairperson



Section 8.3 Eligibility Criteria for Board of Directors

To contest in the Board of Directors elections, the contestant shall be required to meet the below eligibility criteria.

- a. For a minimum period of one (1) year prior to the nomination form submission date, the Contestant shall be a member in good standing of ATMIYA's General Body
- b. By the nomination form submission date, the Contestant must be residing in the contesting chapter
- c. Must not be serving in any elected or nominated position in any other 501(c)3 nonprofit organization
- d. Must not have been proven guilty by local, state, or federal authorities of crime or misdemeanor.
- e. Must not have been elected as a board director in the organization more than two times

Section 8.4 Functions of the Board

- a. The Board of Directors shall elect one of the members as Board Chairperson to preside over Board meetings. In case the Board Chairperson cannot attend a Board meeting, the Board nominates another member to preside over for that meeting.
- b. The Board of Directors shall manage all the business and affairs of the organization.
- c. All powers of the organization may be exercised by or under the authority of the Board of Directors except as conferred on or reserved to the General Body as per Bylaws.
- d. The Board of Directors shall have the right to propose amendments to the Articles of Incorporation and Bylaws of the organization and submit the proposals to the General Body for approval.
- e. Board shall invite President and President Elect for all Board Meetings to bring Executive team updates to the meeting.
- f. The Board Chairperson shall communicate all meetings schedules two weeks before any specific meeting and agenda, and voting pattern within one week after the meeting to the General Body via email to establish transparency in the organization.

Section 8.5 Authority of Board

- a. The Board shall take all necessary measures to safeguard all assets of ATMIYA.
- b. The Board shall have the authority to approve all expenses of the organization.



- c. The Board shall demarcate a specific amount of funds in the ATMIYA bank account to meet the operational expenses of the organization.
- d. The Board shall ensure that the Treasurer deposits remaining funds in FDI insured interest-bearing securities. These funds should be able to be withdrawn on demand
- e. The Board shall have the authority to conduct an internal audit of the financial status once a year.
- f. The Board's decision is final with simple majority in cases where the contents of the Bylaws are ambiguous or cannot be interpreted conclusively

Section 8.6 Responsibilities of Board

- a. The Board directors, including Board Chairperson shall exercise restraint and shall not divulge or discuss any Board decisions or Board matters in any social networking groups or by email etc. The Board Chairperson is solely responsible to communicate Board decisions to the Executive Team and General Body.
- b. All Board members shall attend all Board meetings.
- c. The Board Chairperson shall publish the meeting schedule two weeks before the meeting and agenda, and voting pattern within one week after the meeting to the Executive Team electronically.
- d. The Board shall ensure operational transparency of the Executive Team

Section 8.7 Board Meetings

Section 8.7.1 Regular Meetings

- a. Regular meetings of the Board of Directors shall be held at least twelve times a year with a frequency of one month.
- b. Board of Directors meetings may be held in person or by teleconference
- c. The General Secretary shall send notice of the meeting to by electronic mail address on file with the Secretary.
- d. The Board Chairperson, in consultation with the President where practicable, shall prepare the agenda. New business may be added to the agenda at any regular meeting in accordance with Roberts Rules of Order.
- e. The Board Chairperson shall send the minutes of the meeting to the Executive team members within one week of the conclusion of the meeting. The Board Chairperson shall mail the minutes of the meetings of the Board of Directors to the members of General Body on their registered email addresses.



Section 8.7.2 Special Meetings

The President on behalf of the Executive Team shall submit a request to the Board Chairperson to call for a special meeting providing justification. The Board Chairperson shall decide if such a special meeting is warranted and can call for a special Board meeting. The Board Chairperson shall also call for a special meeting with a written request of at least half of the Board of Directors members. Such request shall specify, in writing, the purpose for which such special meeting is to be called. Such a special meeting shall be held no later than seven (7) days after either (a) the date upon which the President calls for such a special meeting or (b) the date by which the Board Chairperson has agreed to such meeting.

Section 8.7.3 Quorum

A majority of the Board of Directors shall constitute a quorum.

Section 8.8 Removal of Directors

Section 8.8.1 Judgment Rule

If the Board of Directors in their judgment finds that the best interests of the organization will be served, it may remove a director of the organization. If, in the opinion of a majority of the Board of Directors, there is probable cause to believe that a basis for removal from office of any director of the organization may exist, the Board of Directors shall place a resolution for removal on the agenda for hearing at a meeting specially called for such purpose and shall provide the affected director with written or electronic notice of the hearing so that such director may have an opportunity to be heard in opposition to the resolution. If no quorum is present, the hearing on the resolution shall be continued to the next regular meeting of the Board of Directors or a special meeting called for to address such issue. After the hearing at which a quorum is present, the Board of Directors shall decide by a supermajority of affirmative vote whether to remove the director. The President or Secretary shall notify the affected director of the action of the Board of Directors. The decision of the Board of Directors shall be final and binding.

Section 8.8.2 Failure To Attend

If any director fails to attend three consecutive meetings of which due notice has been given, the position held by such director shall become vacant within fifteen (15) days of the close of the third meeting missed unless within those fifteen



(15) days the director provides the Board of Directors with an explanation for the absences which is satisfactory to the Board. For the purposes of this clause, multiple meetings scheduled for the same date shall count as only a single failure to attend. The Secretary shall notify such director of the vacancy. The Board of Directors shall determine, in its sole discretion, whether any excuse for failure to attend is reasonable or not

Section 8.8.3. Resignation of Director

When a Board Director resigns or is terminated from a position, the Board shall work with the President of the Chapter that the director belongs to, to identify a competent replacement. The Board shall approve the replacement in its next meeting by a simple majority.

Section 8.9 Board Appointed Committees

The Board of Directors shall be responsible for appointing the below committees to perform the identified functions as defined by the Board.

- a. ATMIYA Elections Committee (AEC)
- b. ATMIYA Bylaws Committee (ABC)
- c. ATMIYA Membership Committee (AMC)
- d. ATMIYA Disciplinary Committee (ADC)

The Board shall also appoint seasonal or ad hoc committees as needed such as

- a. ATMIYA Business Conference Committee (ABCC)
- b. ATMIYA Audit Committee (AAC)

Section 8.10 General Responsibilities of Board Appointed Committees

All the Committees appointed by the Board:

- a. Shall directly report to the Board
- b. Shall have a tenure of two years
- c. Shall be appointed with a majority voting in the Board
- d. Shall have up to five members including the Chair
- e. Shall obtain Board's approval of their detailed plan of operations.
- f. Shall continue operations into the new term until a new committee is formed by the newly constituted Board after general elections.



Section 8.11 ATMIYA Election Committee (AEC)

Refer to Article XIV for the functions and responsibilities of AEC. Article XV describes the election process in detail.

Section 8.12 ATMIYA Bylaws Committee (ABC)

The Bylaws committee shall be constituted by the Board of Directors and shall contain three to five members. The Board designates one of the members as the Bylaws Committee Chair.

Article XVIII of these Bylaws discusses the amendment process.

Section 8.13 ATMIYA Membership Committee (AMC)

The Membership committee is appointed by the Board to drive the membership effort of the organization. The committee shall consist of three to five (3 to 5) members at the National level with one member designated as Membership Chair by the Board.

Section 8.13.1 Functions of Membership Committee

- a. The sole purpose of the committee is to drive the membership effort of the organization and to reach the membership goals as defined by the Board.
- b. The term of the committee shall be two (2) years. The committee shall be in office until a new committee is established by the incoming Board after general elections.
- c. The Board provides the membership target to the committee
- d. Membership Chair shall work with Chapter Presidents to identify and appoint Chapter level membership coordinators
- e. Membership committee drafts action items for each chapter to be executed by the Chapter coordinator to reach membership goals.
- f. Membership committee provides detailed updates to the Board on a monthly basis and posts such details to the ATMIYA website.
- g. Membership Committee shall ensure that the members' data is accurate and up to date.
- h. Membership committee shall work with AEC to provide member details for the purpose of ballot preparations in biennial general elections.



Section 8.14 ATMIYA Disciplinary Committee (ADC)

The Disciplinary Committee is appointed by the Board to address and resolve any complaints of Code of Conduct violations, or violations of these Bylaws by any officer, director or member of the organization. The Board shall appoint three to five (3 to 5) members to this committee at the National level with one member designated as Disciplinary Committee Chair by the Board.

Section 8.14.1 Functions of Disciplinary Committee

- a. The Board assigns any complaints, violations or grievances of or against any member, officer, director or any person associated with the organization to the Disciplinary Committee for thorough investigation
- b. The Committee shall conduct an unbiased, fact-based investigation into the issue at hand and collects all material evidence to support or against to complaint/violation /grievance
- c. The Committee internally discusses the merits of the case based on the facts and provides a recommendation to the Board
- d. The Board at its next meeting shall discuss the findings of the committee and take further action based on the recommendation by the committee
- e. The term of the committee shall be two (2) years. The committee shall be in office until a new committee is established by the incoming Board after general elections

Section 8.15 Eligibility Criteria for Board-Appointed Committee Chairs

- a. A member of the General Body at least one year.
- b. Served previously as a Director of the Board
- c. Served previously as a member of the Core Executive committee
- d. Served previously as a member in any other committees appointed by the Board or Executive team
- e. Served previously as a Chapter President

Section 8.16 Eligibility Criteria for Board-Appointed Committee members

- a. Must be a member of the General Body for at least one (i) year in good standing
- b. Must not be a member of current Board of Directors
- c. Must not be a member of Executive Committee
- d. Must be well versed with ATMIYA Bylaws and amendment process



Section 8.17 Removal and Replacement of Committee members or Chair

The Board, by a majority vote, shall decide to remove or replace a member from his/her position in any Board appointed committee due to the following reasons.

- a. When a committee member or Chair resigns
- b. When a committee member fails to deliver his/her responsibilities
- c. Performance of the member is not satisfactory to the Board
- d. When the member indulges in activities against the core principles of the organization
- e. Any other reason as the Board sees reasonable to discharge member from responsibilities

When a committee member resigns or is removed by the Board, the Board shall nominate another qualified member to fill the position.



ARTICLE IX – NATIONAL EXECUTIVE COMMITTEE

Section 9.1 Composition

The National Executive Committee shall be constituted after the election of the National President by the General Body during the biennial election. The President chooses his/her own Executive Team consisting of the following and submits to the board for approval by simple majority.

- a. One (1) Treasurer & and two (2) Joint Treasurers
- b. One (1) General Secretary & and two (2) Joint Secretaries

Then the President chooses his/her own team consisting of the following and may not need the approval of the board.

- a. Chairpersons for primary services: F.A.B.R.I.C. (FIRE, ASARA, BEST, Real Women, Immigration & Community Affairs)
- b. Chairpersons for auxiliary services (Membership, Fund Raising, Global Liaison, Media & Publicity and other auxiliary committees)

All Chapter Presidents shall automatically become part of the National Executive Committee and coordinate with the National President.

Section 9.2 National President and National President-Elect

- a. Every two years, ATMIYA Elections Committee (AEC) solicits nominations for National President from the general body as part of the general election process



- b. Every two years, during the general elections, members of the general body cast votes to elect their President
- c. The Contestant securing highest number of votes shall be declared as National President
- d. The Contestant securing the second highest number of votes, provided the second highest number of votes is at least ninety percent of the highest number of votes, shall be declared National President-Elect. If the second highest number of votes is less than ninety percent of the highest number of votes, there shall not be a President-Elect
- e. The tenure of the National President is one year. At the beginning of the second year of the term (election year), the President-Elect shall become the National President. If there is no President-Elect, the National President shall continue to serve for another year making it a two-year term
- f. At the beginning of the second year of the term, the President hands over the reins to the President-Elect and declares the President-Elect as new National President. Outgoing President shall communicate this transfer of power to members by official communication means
- g. Outgoing President shall hand over all responsibilities, transfer required knowledge to the incoming President
- h. Incoming President shall have the authority to retain, restructure or form a new core team to assist him in the daily business

Section 9.3 Eligibility Criteria to contest for National President

- a. For a minimum period of one (1) year prior to the nomination form submission date, the Contestant shall be a member in good standing of ATMIYA's General Body
- b. By the nomination form submission date, the Contestant shall be a Power Donor Member or Mega Donor Member
- c. Must not be serving in any elected or nominated position in any other 501(c)3 nonprofit organization
- d. Must not have been proven guilty by local, state, or federal authorities of crime or misdemeanor
- e. Must not have served previously as a National President in the same organization, irrespective of the duration of office
- f. Must not have previously contested more than two times as a National President



Section 9.4 Executive Team Roles and Responsibilities

Section 9.4.1 Duties of National President

- a. The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the organization and the activities of the officers
- b. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be prescribed from time to time by the Board of Directors
- c. The President shall attend all meetings of the Board of Directors
- d. Except as otherwise expressly provided by law, by Articles of Incorporation, or by the Bylaws, he or she shall, in the name of the organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by Board of Directors
- e. The President shall make such appointments as are required or authorized by the Articles of Organization, Bylaws, Executive Committee, and General Body
- f. The President may sign any deeds, mortgages, bonds, contracts or other instruments provided, however, that if the value of any such deed, mortgage, bond, contract or other instrument exceeds USD \$50,000 in the aggregate, it shall also be approved either by the Board of Directors or the Executive Committee, in advance, at a regular or specially called meeting for that purpose. Regardless of its value, every contract, deed, document, or instrument which is to be executed on behalf of ATMIYA, shall be attested by the Secretary unless the Board of Directors or the Executive Committee directs otherwise
- g. The President, with the advice and consent of the Executive Committee, may appoint such special and ad hoc committees as may be necessary to further the objectives of ATMIYA.

Section 9.4.2 Duties of National President-Elect

- a. In the absence of the president, or in the event of his or her inability or refusal to act, the President -Elect, by rank, shall perform all the duties of the President, and when so acting shall have the powers, and be subjected to all the restrictions on, the President
- b. The President-Elect shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Trustees

Section 9.4.3 Duties of Secretary

The duties of the Secretary shall be as follows:

- a. Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date. A copy of the Bylaws shall be published on the ATMIYA website.



- b. Keep at the principal office of corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceeding thereof.
- c. Publish meeting minutes including decisions taken with voting pattern of Board of Directors to ATMIYA website and make this information available to all members
- d. Publish Income and Cash Flow statements prepared and approved by the Board to ATMIYA website and make such information available to all members. The frequency of publication of such information shall be determined by the Board
- e. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- f. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
- g. Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and in case any membership has been terminated. He or she shall record such facts in the membership book together with the date on which such membership ceased.
- h. Exhibit at all reasonable times to any trustee of the corporation, or to his or her or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the trustees of the corporation.
- i. In general, perform all duties incidents to the office Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

Section 9.4.4 Duties of Joint Secretary

- a. The Joint Secretary shall assist the Secretary as needed and as directed by the Executive Committee.



- b. If the Secretary is temporarily unable by reason of disability or other absence to fulfill his or her duties as Secretary, the Joint Secretary shall carry out the duties of Secretary until the Secretary is able to resume the Secretary's duties.

Section 9.4.5 Duties of Treasurer

The duties of the Treasurer shall be as follows:

- a. Have charged custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees Receive, and give receipt for, moneys due and payable to the corporation from any source whatsoever.
- b. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Trustees, taking proper vouchers for such disbursements
- c. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- d. Exhibit at all reasonable times the books of account and financial records to any trustee of the corporation, or to his or her agent or attorney, on request, therefore.
- e. Render to the President and the Board, whenever requested, an account of any or all his or her transactions as Treasurer and of the financial condition of the corporation.
- f. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- g. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.
- h. Prepare and submit to the Board Income and Cash Flow statements at a frequency determined by the Board for Board's review.
- i. On a quarterly basis, the Treasurer shall disclose finances of the organization to the General Membership at a higher level.
- j. ATMIYA funds shall not be used for travel or entertainment purposes by any and all elected and nominated members of the organization. If an elected official must travel slowly for the organization purposes, they may approach the BOD for reasonable financial assistance in rare and special circumstances. .



Section 9.4.6 Duties of Joint Treasurer

The Joint Treasurer shall assist the Treasurer as needed and as directed by the Executive Committee. If the Treasurer is temporarily unable by reason of disability or other absence to fulfill his or her duties as Treasurer, the Joint Treasurer shall carry out the duties of Treasurer until the Treasurer is able to resume the Treasurer's duties.



ARTICLE X – F.A.C.T

(FOUNDATION FOR ATMIYA COMMUNITY TRANSFORMATION)

F.A.C.T. (Foundation for ATMIYA Community Transformation) is an autonomous component within ATMIYA to implement ATMIYA's charitable causes that directly concern the welfare of its members in North America and across the world.

Section 10.1 Mega Director

Mega Donor Members elect a Director to the Board during the biennial general election conducted by AEC. This Mega Director automatically becomes the Chairperson of FACT (Foundation for ATMIYA Community Transformation) and is responsible for the implementation for ATMIYA's Community Transformation services. This Mega Director also acts as the liaison between BOD, National President and Mega Donor Members.

Section 10.2 Project Sponsoring

FACT undertakes any "Sponsored Project" sponsored by a Power Donor Member or a Mega Donor Member to elevate ATMIYA Community. A percentage of the money received for any specific project, at the discretion and as determined by the FACT may be allotted to the other projects sponsored by FACT.

Section 10.3 Project Proposal

The sponsor of any project shall submit a proposal in such form as may be determined by the FACT from time to time. The sponsor shall disclose in such a proposal any actual or potential conflict of interest or personal benefit that the proponent may receive if ATMIYA chooses to pursue such a project.

Section 10.4 Project Compliance

Compliance with Section 501(c)(3) shall be maintained. All projects shall fulfill the requirements of the Internal Revenue Service for not-for-profit organizations or publicly supported foundations. If not disbursed directly through ATMIYA, all funds shall be disbursed only through organizations which comply with the provisions of Section 501(c)(3) of Internal Revenue Code, as amended, or any similar enactment.



Section 10.5 Project Coordinator

Each project shall have a Project Coordinator. Either the Sponsoring Donor Member or another Donor Member can be appointed by the FACT Chairperson as the Project Coordinator who shall monitor the status of such project and submit quarterly progress reports to the FACT on all projects for which such Member is acting as project coordinator.

Section 10.6 ATMIYA Bharosa

FACT may provide emergency assistance (Bharosa) from its general fund to any individual or family of the ATMIYA Community.



ARTICLE XI – MEETINGS

Section 11.1 Robert's Rules of Order

Robert's Rules of Order Newly revised, 12th edition or the latest version thereof, shall govern all meetings except where they are inconsistent with the Articles of Incorporation or Bylaws of ATMIYA.

Section 11.2 Proxies

No proxies or substitutes are allowed at ATMIYA meetings

Section 11.3 Location

Meetings may be held anywhere in the United States or by teleconference provided that all participants are able to hear each other.

Section 11.4 Failure to Attend Meetings

It is the responsibility of all Directors and Executive Committee members to attend all the duly called for meetings of the body which they are a member of. Any Director, Executive Committee Member, failing to attend a meeting shall provide the Board of Directors with an explanation for the absence which is satisfactory to the Board. If any Director, or Executive Committee Member fails to attend three consecutive meetings of which due notice has been given, without an explanation satisfactory to the Board of Directors, such failure shall automatically lead to the removal from office by the Board of Directors of such Director, Executive Committee Member, officer, officeholder, or agent, and further disqualify such Director, Executive Committee Member, officer, officeholder, or agent from contesting, or being nominated or appointed to any office of ATMIYA during the next two years. For the purposes of this sub-paragraph (d), multiple meetings scheduled for the same date shall count as only a single failure to attend. The Board of Directors shall determine, in its sole discretion, whether any excuse for failure to attend is reasonable within the meaning of this sub-paragraph.





ARTICLE XII – ATMIYA BANK ACCOUNTS & FUNDS

Section 12.1 ATMIYA Operations Fund

ATMIYA Treasurer with the assistance from Joint Treasurers shall maintain a General Operations Fund. The source of this fund shall be the surplus funds from all ATMIYA conferences, conventions and events, all donations not otherwise designated for a specific fund or purpose, all advertising and sponsor revenues and all the income generated by the other ATMIYA Funds. Unless the Board of Directors otherwise directs, the General Operations Fund may be expended for administrative purposes to cover all the day-to-day operating expenses of the corporation under the direction and control of the ATMIYA Executive Committee.

ATMIYA Treasurer shall have the disbursing authority up to \$1000 from this fund. All disbursements above \$1000 and up to \$10,000 shall need the dual approval by both ATMIYA Treasurer and ATMIYA National President. All disbursements above \$10,000 shall need the approval of BOD in addition to the dual approval by Treasurer and President.

Section 12.2 ATMIYA Membership Fund

ATMIYA Treasurer shall maintain a Membership Fund specifically for the purpose of maintaining the Membership fees collected from Donor Members, Power Donor Members and Mega Donor Members. It's a perpetual fund to promote a sense of stability in ATMIYA. All the income generated from the principal amount shall be deposited back into the Membership fund. The principal or revenue generated by Membership Fund may not be used for any other purpose except upon the affirmative vote of three fourth majority of the Board of Directors at a Special Meeting called for that purpose.

ATMIYA Treasurer shall have the disbursing authority from this fund but any disbursement shall require the written approval of the Board of Directors after an affirmative vote of three fourth majority at a special meeting called for that purpose.

Section 12.3 ATMIYA Bhavan Fund

ATMIYA Treasurer shall maintain a Bhavan Fund specifically earmarked for the purchase or lease of ATMIYA buildings for the benefit of ATMIYA Community. All donations specifically marked for the Building Fund shall be paid over to and deposited



in the Building Fund. The principal and revenue generated by the Building Fund may not be used for any other purpose except upon the affirmative vote of three fourth majority of the Board of Directors at a Special Meeting called for that purpose.

ATMIYA Treasurer shall have the disbursing authority from this fund but any disbursement shall require the written approval of the Board of Directors after an affirmative vote of three fourth majority at a special meeting called for that purpose.

Section 12.4 ATMIYA FACT Fund

There shall be a FACT fund specifically marked for the Foundation of ATMIYA Community Transformation. All donations specifically marked for the FACT Fund shall be paid over to and deposited in the FACT Fund.

FACT Chairperson shall have the disbursing authority from this fund for any FACT project as defined in Article X, Section 10.2 subject to the Project Approval by the Project Sponsor.



ARTICLE XIII – ATMIYA BUSINESS CONFERENCE (ABC)

Section 13.1 Conference Name

The name of the business conference shall be “ATMIYA Business Conference _____”, the blank to be filled by the four (4) digit year during which the conference is planned to be held.

Section 13.2 ABC Frequency

Unless the Board of Directors otherwise directs, the ATMIYA Business Conference shall be held annually. The date and time and location of the conference shall be decided by the Board.

Section 13.3 ABC Budget

Unless the Board of Directors otherwise directs, the budget for any ATMIYA Business Conference shall not be more than 125% of the previous ABC.

Section 13.4 ABC Chairperson

The President, with the advice and consent of the Executive Committee, shall appoint an ABC Chairperson who will be responsible for selecting the site, planning and organizing the Conference, under the direction and supervision of the President. If the President is not satisfied with the progress made by the Chairperson, the President may remove the Conference Chairperson

Section 13.5 Accounting

No later than ninety (90) days after the close of the Conference, the Conference Chairperson shall submit to the ATMIYA Executive Team and BOD a full and complete accounting of the Conferences and all expenses and disbursements in connection therewith. The Conference Chairperson shall provide the Executive Committee and the BOD with copies of all of the books and records of the Conference including the original documentation to support any entries in the books and records. If the Conference Chairperson, in response to an Executive Committee request, fails without reasonable excuse to provide the requested documentation forthwith for any expense entries in



the books and records of the Conference, the Conference Chairperson shall be personally liable for such undocumented expense to the creditor and to ATMIYA.

ARTICLE XIV – ELECTION COMMITTEE

The ATMIYA Election Committee (AEC) is appointed by BOD.

Section 14.1 Persons Ineligible for Appointment to AEC

The following persons shall be ineligible to serve on the AEC:

- a. Any current officer or director of ATMIYA,
- b. Any person standing for election to any office in ATMIYA
- c. Any person nominating a candidate for election to any office in ATMIYA.

Section 14.2 Duties and Responsibilities of AEC

The duties of the AEC committee shall be:

- a. To announce the schedule of the election process;
- b. To solicit nominations for the Board of Directors, Executive Committee and FACT;
- c. To verify the eligibility of the nominees, nominators, and persons seconding,
- d. To compile the nominations and prepare the ballots;
- e. To conduct the elections with transparency, equality and promptness
- f. To certify the election results, submit the same, in writing, to the ATMIYA President and the Board of Directors and to ATMIYA Secretary for official record and post the results on the ATMIYA web site.

Section 14.3 Term of AEC

The term of AEC is two years.



ARTICLE XV – ELECTION PROCESS

Tenure of the elected directors starts on January 1st and concludes on December 31st of the following year. Tenure of the elected National Presidents & Chapter Presidents starts on January 1st and concludes on December 31st of the same year.

ATMIYA Election Committee (AEC) is singularly responsible for the entire election process.

Section 15.1 Election Frequency

AEC shall conduct biennial elections to elect directors and officers of the organization.

Section 15.2 Election Timeline

During the election year, elections shall be conducted in the first week of December wherein the election week starts on the first Thursday of December at midnight and ends at Sunday midnight).

Section 15.3 Election Ballot

Election Ballot shall be electronic voting by a third party recommended by AEC and approved by BOD.

Section 15.4 Eligibility to Participate in Elections

- a. Only Donor Members (including Power Donor and Mega Donor Members) in good standing shall be eligible to contest or to vote in ATMIYA elections.
- b. Any sitting member of the EC, BOD or FACT, who files a nomination as a candidate for any office of ATMIYA in the election will not be eligible to vote on any election related matters including but not limited to guidelines, amendments and appeals.
- c. Any person nominated for office who accepts such nomination shall be deemed, by virtue of such acceptance, to have agreed to strictly comply with the Articles of Incorporation and Bylaws of ATMIYA and abide by the decisions of the Executive Committee, and the Board of Directors.
- d. A candidate shall not be eligible to run for more than one office in any election.



Section 15.5 Preparation of Eligible Voter List

The ATMIYA Membership Committee Chairperson shall provide a list of eligible voters to the Chairperson of the AEC no later than September 30th of the election year.

Section 15.6 Publication of Schedule

The AEC shall publish a schedule no later than October 1st of the election year for each of the following:

- a. Announcement inviting nominations
- b. The applicable nomination fee, set by Executive Committee, for each office,
- c. Last date for receipt of nominations.
- d. Approval of nominations and notification to candidates.
- e. Last date for withdrawal of nominations.
- f. Electronic Voting Process & Schedule
- g. publication of election results.

Section 15.7 Nomination Process

Section 15.7.1 Form of Nominations

Nominations shall be in writing and filed in the format prescribed by the AEC. The nomination form shall also contain a sworn statement:

- a. By the nominee that the nominee has not been convicted of any criminal offense involving moral turpitude anywhere in the world
- b. By the nominee that the nominee will strictly comply with the Articles of Incorporation and Bylaws of ATMIYA and by the decisions of the Executive Committee, and Board of Directors
- c. By the nominee that the nominee will strictly comply with the Election Guidelines and the Code of Conduct during the election period, and
- d. By the nominee and by each person nominating or seconding such nomination that the information provided on the nomination form is true.



Section 15.8 Materially False or Incomplete Nomination Form

The AEC shall void any nomination form which is incomplete or contains materially false information or which is not accompanied by the nomination fee set by the Executive Committee for the office.

Section 15.9 Email Acknowledgement Requirement

The Nomination form, along with nomination fee, shall be sent electronically to reach the AEC on or before the last date for receipt of nominations by any form of mail requiring an acknowledgement receipt.

Section 15.10 Rejection of Late Nominations

The AEC shall not accept nominations received after the last date for receipt of nominations.

Section 15.11 Verification of Nominations

The AEC shall verify the nominations and notify the nominees of its decision to accept or reject the nominations with reasons for its actions in writing, which may be done by electronic mail.

Section 15.12 Preparation and Transmission of Final List of Candidates

The AEC shall accept withdrawals, compile a final list of nominations, and notify the nominees, the Executive Committee and the Board of Directors by electronic mail.

Section 15.13 Withdrawal of Candidate

A candidate can withdraw from contesting for the position which the candidate was nominated for by informing the withdrawal to the Chairperson or the designee of the AEC in writing, through electronic mail. If any candidate nominated for ATMIYA office withdraws from contesting the position for which the candidate was nominated after



the date set by the Nominations and Elections Committee for the close of nominations then:

- a. If there remains more than one candidate for the office, the election shall proceed,
- b. if there remains only one other candidate for that office, that remaining candidate shall be deemed elected, otherwise,
- c. If there is no other candidate for that office, the incoming Board of Directors shall fill the vacancy as if the withdrawing candidate had been elected and installed and then resigned.

Section 15.14 Electronic Voting

The AEC, with the consent of the Board of Directors, shall conduct the process of sending the electronic voting process, organizing and publishing the voting results. The AEC may contract with one or more external vendors for this purpose. The AEC shall verify that all external vendors are in compliance with the conflict-of-interest policy of ATMIYA. The external vendors operate under the guidance and supervision of the AEC. AEC is responsible for all actions of the external vendors. AEC can remove the vendors for not following the rules and guidelines or on suspicion of impropriety in their responsibilities. There shall be no interactions or communications between the candidates or their representatives and the external vendors.

Section 15.15 Preparation of Ballots

The AEC shall prepare ballots listing the names of the contestants in alphabetical order by last name.

Section 15,16 Challenges

A candidate losing an election may, for sufficient cause, after paying the fee established by BOD for such purpose, challenge the result of the specific election that the candidate contested within forty-eight hours of the publication of the election results by submitting the challenge and the proof of payment of the fee via electronic mail to the Chairperson of the Board of Directors with a copy to the Chairperson of the AEC. The Chairperson of the Board of Directors will call for a meeting of the Board of Directors within three (3) days to review the merits of the challenge and decide further course of action. The decision of the Board of Directors is final and conclusive.



Section 15.17 Absence of Challenge

If no challenge is received within the prescribed time frame, the ballot emails shall be destroyed. If a challenge is received within the prescribed time frame, the ballots shall be preserved for as long as necessary to resolve the challenge, but, in no event, longer than thirty days after the publication of the election results on the ATMIYA web site.

Section 15.18 Resolution of Disputes

Any dispute regarding the nomination and election process shall be referred to, and decided by, the Board of Directors, whose decision shall be final. The Board of Directors shall have the power to make any adjustments to the composition of the AEC or the process being followed by the AEC, or both, which, in its sole discretion, it deems necessary to resolve such dispute.

Section 15.19 Vacancies

If any vacancy in the AEC arises, the Chairperson of the BOD shall nominate and appoint with the consent of the BOD, a successor to fill the vacancy.

Section 15.20 Announcement of Election Results

The AEC shall be responsible for announcing the election results within 72 hours of completing the election process. within the time frame prescribed in Section 2(d) of this Article.

Section 15.21 Adherence to Election Guidelines and Code of Conduct

The AEC shall provide the Board of Directors with Election Guidelines and Code of Conduct at least two weeks before the beginning of the nomination process. The Board of Directors shall approve the Election Guidelines and Code of Conduct at least one week before the beginning of the nomination process.

The Code of Conduct shall be in place from the time of the announcement inviting the nominations to the time of acceptance of the election results transmitted by the AEC to the Board of Directors.



AEC can recommend emergency amendments to the Election Guidelines and/or Code of Conduct based on new discoveries during the Election process and shall communicate them to all the candidates and the Board of Directors. The Chairperson of the Board of Directors will call for a meeting to take place within three (3) days of such notification and can accept all or part of the recommendations of the AEC with at least two thirds of the eligible members present voting affirmatively. The amendments become effective immediately after the affirmative vote by the Board of Directors. The decision of the Board of Directors is final and conclusive.

If the AEC has a reason to believe that a candidate violated the Code of Conduct, the Committee shall give the candidate an opportunity to respond to the allegations within twenty four (24) hours of notification by the AEC. The AEC can recommend to the Board of Directors that a candidate be declared ineligible for violation of the Code of Conduct and notify the candidate of its recommendation. The candidate can present to the Board of Directors his/her response within twenty four (24) hours of notification by the AEC. The Chairperson of the Board of Directors will call for a meeting to take place within three (3) days of such notification and can accept the recommendation of the AEC with at least two thirds of the eligible members present voting affirmatively. The decision of the Board of Directors is final and conclusive.

If a candidate is declared ineligible by the Board of Directors, any votes cast in favor of that candidate shall be considered null and void.

Section 15.22 Campaigning in Elections

The addresses, emails and phone numbers of ATMIYA members will not be provided to the candidates or their agents.

Information about candidates, provided in a prescribed format within the guidelines and the deadline determined by the web master, would be posted on the ATMIYA Web site, and disseminated through emails to members.

AEC shall moderate campaigning emails and release them to the General Body a maximum of three (3) times during the campaigning period.

AEC, at its discretion, may conduct debates with contestants for a given position and appoints a moderator for such debates. If AEC chooses to conduct a debate, it shall inform the General Body of such debate not less than three (3) days prior to the debate to provide an opportunity to the General Body to listen to the contestants' policies and proposals.



Section 15.23 Zero Tolerance Policy against Code of Conduct and Negative Campaigning

Negative Campaigning is strictly prohibited. Personal attacks or derogatory statements demeaning other contestants are not allowed. Excessive Campaigning is strictly prohibited. Contestants shall adhere to the guidelines provided by AEC. AEC reserves the right to disqualify contestants from competing in the elections and removal of the contestant from the ballot with immediate effect If any contestant is found to be in violation of AEC Code of Conduct

Section 15.24 Duties of Incoming and Outgoing Officeholders During Transition

Section 15.24.1 Incoming Officeholders

Immediately following election to office each Incoming Officeholder shall take all steps necessary to become familiar with all of the terms and provisions of these Bylaws, including but not limited to the following. The incoming officeholders will take all steps necessary to become familiar with Internal Revenue Service Publication 557 "Tax Exempt Status for Your Organization" and ATMIYA policies on conflict of interest. The incoming officeholders shall sign an affidavit attesting to their familiarity with the bylaws and conflict of interest policy of ATMIYA.

Section 15.24.2 Outgoing Officeholders

Each Outgoing Office Holder shall

- a. Provide whatever assistance is necessary to acquaint the Incoming Officeholder with all of the information necessary to enable the Incoming Officeholder to carry out and fulfill the duties and responsibilities of their office, and
- b. Transfer all books and records of its accounts and transactions that the Outgoing Office Holder has access to along with any other documents or things necessary to carry out such office to the Incoming Officeholder not later than fifteen (15) days following the Installation of the Incoming Officeholder.



Section 15.25 Ongoing Duties of ATMIYA Officeholders

Each ATMIYA Officeholder, upon Installation, shall be deemed to have consented and agreed to accept the ongoing affirmative duty and responsibility to assist and fully cooperate with the Executive Committee and/or the Board of Directors in any matter pertaining to that Officeholder's tenure in office. Each current or former Officeholder has an ongoing, affirmative duty, in such cases, to make him or herself reasonably available to ATMIYA for such period of time as may be reasonably required to resolve such matters.

Section 15.26 Tenure of the Elected Directors and Officers

The tenure of the Elected Directors is two years. The tenure of the National Presidents starts on January 1st of the year immediately following and concludes on December 31st of the next year. Tenure of the elected National Presidents & Chapter Presidents starts on January 1st and concludes on December 31st of the same year.



Article XVI – COLLABORATION WITH OTHER ORGANIZATIONS

Section 16.1 Affiliated organizations

ATMIYA Executive Committee may enter into mutually beneficial, non- exclusive affiliations with other organizations that subscribe to objectives of ATMIYA. ATMIYA may coordinate its programs with the affiliated organizations and help disseminate the news of the affiliated organizations through its web site, social media and news releases. The affiliated organizations shall help conduct ATMIYA programs in the local area and disseminate the news about ATMIYA programs to their members in the local area.



Article XVII – GRIEVANCE RESOLUTION AND ARBITRATION

Section 17.1 Grievance Resolution

- a. Any member, director, officer, or office holder may write to the Executive Committee for resolution of any grievances or disputes other than those relating to organizational elections. If the person filing for the resolution of the dispute is not satisfied by the action of the Executive Committee, then that person may write to the Board of Directors. The Board of Directors would then investigate the matter and issue a written decision.
- b. Any grievances or disputes relating to organizational elections are resolved in accordance with Article XIV, section 5.

Section 17.2 Arbitration

Every applicant to membership of ATMIYA and every member, Director, officer or office holder of ATMIYA by becoming such, agrees to arbitrate disputes arising under or relating to this membership and agrees and obligates himself or herself to abide by and perform any final award made under arbitration. The arbitration shall be conducted by the American Arbitration Association under its commercial rules at its office closest to Dallas, Texas. It shall be the duty of the arbitrators to hear and determine all cases of disputed claims or controversies submitted to it by applicants to membership of ATMIYA and to members of ATMIYA. Only the arbitrators may decide upon their jurisdiction. The scope of the claims or controversies that are to be arbitrated by the arbitrators is limited only by what is permitted by law. No punitive or exemplary damages shall be allowed in the award. With respect to any dispute or controversy that is made subject to arbitration under the terms of this agreement, no suit at law or in equity based on such dispute or controversy shall be instituted by either party except to enforce the award of the arbitrator. ATMIYA and the members, Directors and officers agree to arbitration of any disputes arising out of the membership even after termination of his or her membership or office. If any party prevails in arbitration then the arbitrator shall award reasonable attorneys' fees and costs to the prevailing party.



Article XVIII – INTERPRETATION AND AMENDMENT OF BYLAWS

Section 18.1 Interpretation of Bylaws

Section 18.1.1 Request for Interpretation

Any member in good standing who desires to have the meaning or applicability of any provision of the Articles of Incorporation or of these Bylaws determined shall first submit a written request for such determination to the ATMIYA President or ATMIYA Secretary who shall refer the matter to the Executive Committee for a determination. The Executive Committee shall issue a written decision setting forth its interpretation within 45 days of receipt of the member's written request.

Section 18.1.2 Appeal to Board of Directors

Any person aggrieved by a decision of the Executive Committee issued under subparagraph Section 18.1.1 above shall have the right to appeal to the Board of Directors. In order to exercise the right to appeal granted by this Section 18.1.2, the aggrieved party shall submit a written request for such appeal within five (5) days of the issuance of the Executive Committee decision. The written request for appeal shall state, with specificity, the grounds for such appeal. Failure to strictly comply with the requirements of this Section 18.1.2 shall result in the dismissal of the appeal. In reviewing a decision of the Executive Committee, the Board of Directors shall affirm the decision of the Executive Committee unless the Board of Directors determines that the Executive Committee's decision was arbitrary, whimsical or capricious. The decision of the Board of Directors shall be final and conclusive.

Section 18.2 Amendments to Bylaws

Section 18.2.1 Amendments to Term of Office or Term Limits

Any amendment to Term of Office or Term Limits shall only be approved by the General Body through electronic voting in the general elections. An amendment to Term of Office or Term Limits shall be deliberated and proposed by the Board to AEC who shall add them as Propositions to the Ballot in the ensuing elections for the General Body to either approve or reject. Approval requires a simple majority by the General Body.



Notwithstanding the foregoing, no amendment which alters, removes, modifies, extends or shortens any limitation on the term of office of any officer or director shall apply to the term of office of any officer or director holding such office when such amendment is adopted. These General Body approved amendments are applied only after the following elections. Nothing in this Section 18.2.1 shall be construed so as to limit or affect the plenary authority of the Board of Directors to remove any officer, agent or director of ATMIYA under the laws of the State of Texas or these Bylaws.

Section 18.2.2 Amendments to Eligibility

Any amendment to Eligibility needs to be approved by the General Body with a simple majority through electronic voting in the general elections. The process of General Body approval or rejection and application is the same as described in Section 18.2.1. Any future amendments to the definition of Member in Good Standing or eligibility to vote or participate in elections shall become effective only after the installation of a new Executive Committee.

Section 18.2.3 Other Modifications

Unless otherwise prohibited by the laws of the State of Texas and/or other States or the Articles of Incorporation of ATMIYA, the Board of Directors shall have authority to amend other parts of these bylaws, except Sections 18.2.1 and 18.2.2 mentioned above, at any regular meeting or at any special meeting held for that purpose at which a quorum is present with affirmative approval by at least two thirds of the total members (including those not in attendance).

Section 18.2.4 Prior Distribution of Text of Proposed Amendment

Subject to the provisions of Section 18.2.3 of this Article, all proposed amendments to these Bylaws shall first be distributed by the Chairperson, Board of Directors, to all of the Directors and members of the Executive Committee and FACT for their review and comment no later than seven (7) days before any regular meeting or special meeting of the Board of Directors called for the purpose of considering such amendments. All proposed amendments shall also be published on the ATMIYA web site for at least 14 days requesting input and comment from the members prior to the approval of amendments by the Board of Directors.



Section 18.2.5 Emergency Amendments

If, in the judgment of the Board of Directors, such as an existential threat to the organization, the best interests of ATMIYA require immediate adoption of any proposed amendment, the requirement of Section 18.2.3 above may be waived and a copy of the proposed text of the amendment shall be provided to each member of the Board of Directors not less than the notice requirement for the calling of a special meeting to consider the proposed amendment. Emergency amendments shall require the full majority of the Board of Directors irrespective of the quorum.

Section 18.2.6 Supersedes Prior Bylaws

This copy of Bylaws supersedes all prior or contemporaneous bylaws, commitments, agreements and writings with respect to the subject matter hereof, all such other bylaws, commitments, agreements and writings will have no further force or effect, and the parties to any such other bylaws, commitment, agreement or writing will have no further rights or obligations thereunder.

Section 18.2.6. Approval & Transition

These bylaws shall become official immediately upon approval and adoption by the Bylaws Committee appointed by the Board of Directors as per TX Bus Orgs § 22.102 (2021). The current Board of Directors shall continue until the installation of the new Board elected under these amended bylaws.

Section 18.2.7 Eligibility Criteria for the First Election

In the first election, the eligibility criteria is waived to allow all members from the general body to contest.

Section 18.3 Headings

The headings of the sections and subsections of these Bylaws have been inserted for convenience and shall not modify, define, limit or expand the express provisions of these Bylaws.

-----END OF BYLAWS -----