

# Bylaws of Southern Asia Adventist Association, Inc.

Amended September 13, 2014

Dear Members,

The Bylaws were amended and overwhelmingly approved by the General Body on September 13, 2014 to keep it relevant and consistent with the founding vision of the Association. The Bylaws were streamlined for topical consistency, clarity and more effectiveness, under one governing line of authority. The Bylaws also attempt to reflect openness, trustworthiness, courteous regard for one another and respect for the laws of the land. While these envisioned attributes are noteworthy, it is up to each one of us to be accountable to one another and ensure the well-being of the Association and its endeavors.

It is an important responsibility and privilege of each member and potential member to be thoroughly familiar with the Bylaws for a fuller understanding and effective functioning of the Association. The future is ours. Let us all be involved, as God leads us to serve.

On behalf of SAAA Leadership, we remain in your service.

Michael I. Osuri  
SAAA, President

## **ARTICLE I PURPOSES AND OBJECTIVES**

The purposes and objectives of the Southern Asia Adventist Association, Inc., herein after referred to as the Association, a 501 (c)(3) non-profit tax-exempt organization shall be to serve and further the religious, educational, social, cultural and economic needs of its members and of those who are in need of its services.

## **ARTICLE II GOVERNING AUTHORITY**

The Association shall be governed by its Board of Directors, herein after referred to as the Board, and it shall be operated in accordance with the Laws of the State of Maryland and the Association's Articles of Incorporation and Bylaws.

## **ARTICLE III MEMBERSHIP**

The members of this Association shall be adult Seventh-day Adventists and their spouses, where applicable, who have applied for membership, paid annual dues and are otherwise qualified as provided herein. The term of membership shall be from January 1 to December 31.

### **SECTION 1: CLASSIFICATION**

- (A) Regular Membership:** Regular members shall be adults over eighteen (18) years of age.
- (B) Student Membership:** Student members shall be full time students over eighteen (18) years of age.
- (C) Senior Membership:** Senior members shall be adults over sixty-five (65) years of age and retired.
- (D) Children of Members:** Children under eighteen (18) years of age whose parent or parents are members of the Association shall be eligible to attend the functions of the Association without payment of any annual dues.

### **SECTION 2: DUES AND CONTRIBUTIONS**

- (A)** Membership dues shall be set by the Board and approved by a two-thirds majority vote at a duly called meeting of the voting members (General Body).
- (B)** First year membership dues shall be waived for new arrivals from territories outside North America.
- (C)** Membership dues for students and seniors shall be set at a reduced rate.
- (D)** Members elected to hold office shall be required to pay their annual membership dues by January 31 of the year in which their term begins.
- (E)** Membership dues shall be paid no later than March 31 of each year. Those joining after March 31 may not hold elective office until the following calendar year. Members paying dues after March 31 shall not have the right to vote.
- (F)** Special Contributions may be called for by the Board or by the Executive Committee as needed.

### **SECTION 3: APPROVAL AND TERM**

Upon approval by the Board, an applicant shall become a member of the Association. The Board may provide a membership application and shall set the requirements for demonstrating Student and Senior membership status.

### **SECTION 4: RIGHTS AND PRIVILEGES**

Members shall be eligible for nomination and election to the offices of the Association; entitled to receive notices and reports; and receive any other benefits that may be provided by the Association. Only members that have paid their annual dues by March 31 shall have the right to vote and hold elective office. No one under eighteen (18) years of age shall be eligible to hold elective office or have voting privileges.

#### **SECTION 5: RESPONSIBILITIES**

Members shall uphold the Bylaws; support the purposes and objectives of the Association; and demonstrate reasonable care for the Association's wellbeing.

#### **SECTION 6: TERMINATION**

(A) Members whose dues remain unpaid by March 31 following the fiscal year beginning January 1 shall be deemed to have their membership terminated.

(B) The Board may terminate a member's membership for cause, by a two-thirds majority vote at a meeting of the Board.

### **ARTICLE IV BOARD OF DIRECTORS**

#### **SECTION 1: GOVERNANCE OF THE ASSOCIATION**

The Board shall be the governing authority of the Association, authority vested to the Board by the General Body.

#### **SECTION 2: POWERS**

The business of the Association and property affairs shall be governed and controlled by the Board. The Board may by general resolution delegate to Officers and committees of the Association such powers as provided for in the Association's Articles and Bylaws.

(A) To review and approve the financial budget for the Association.

(B) Generally, to concern itself with policy matters.

(C) To assign responsibility and delegate authority commensurate therewith to the Executive Committee for the execution of its administrative affairs and business transactions of the Association.

(D) To adopt rules and regulations for the conduct of meetings and other affairs of the Association.

(E) To make and use a corporate seal.

(F) Any other powers as stated in other Article of these Bylaws. (See Article V, Section 7).

### **SECTION 3: COMPOSITION OF THE BOARD**

The Board shall consist of the President, Treasurer, Secretary, immediate Past President, and seven (7) elected Board members who do not hold any other elected office. The Board shall elect its own chairperson from the seven elected board members every two years.

### **SECTION 4: BOARD MEETINGS**

The Board shall hold not less than three (3) regular meetings during the year, the time and place for which shall be fixed by the Board. Special meetings of the Board may be held at any time on call of the Chairperson or upon the written request to the President by four (4) members of the Board; provided, however, that in each case at least five (5) days written notice is given to each member of the Board in advance. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In the absence of the Chairperson, the President shall preside at the meeting of the Board.

### **SECTION 5: QUORUM**

The presence in person of a majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present in person at said meeting, a majority of the Directors present may adjourn the meeting and reschedule the next meeting.

### **SECTION 6: ORDER OF BUSINESS**

The Presiding Officer shall determine the order of business for Board meetings.

### **SECTION 7: VOTING AND PROXIES**

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other. Proxy shall not exercise the voting rights of a Director.

### **SECTION 8: TERM OF OFFICE**

The term of office for Directors shall commence at the beginning of the calendar year and continue for two (2) years and/or until their successors are elected. No Director may serve more than two (2) terms consecutively in the same office.

## **ARTICLE V EXECUTIVE OFFICERS**

### **SECTION 1: COMPOSITION**

There shall be seven (7) elected Officers: those being President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and Public Relations Officer (PRO).

### **SECTION 2: RESPONSIBILITIES**

In general, each officer shall perform all duties incident to their respective office as may be prescribed by the Board. Officers in positions that involve financial responsibilities shall be bondable.

### **SECTION 3: PRESIDENT**

The President shall be responsible for all the operations of the Association during the elected term of office. The President shall serve as the Secretary of the Board, Chairperson of the Executive Committee, and as Ex-Officio on all other committees except the Nominating Committee. The President shall be responsible to issue notices to all meetings, as required by the Bylaws; respond to all correspondences addressed to the Association; and perform such duties as are necessarily incident to the office or as may be prescribed by the Board.

### **SECTION 4: VICE PRESIDENT**

The vice President shall assist the President in all duties incident to the Office of President and shall perform duties as assigned by the President. In the event of the President's inability to serve, the Vice President shall perform all duties of the President.

## **SECTION 5: SECRETARY**

The Secretary shall have custody of the Association Seal and formal instruments under the seal thereof. The Secretary shall have custody of all documents, records, and correspondence of the Association, of the Board and of the Executive Committee; except those documents, records and correspondence pertaining to the Office of the Treasurer. The Secretary shall serve as the recording secretary of the Annual and Special meetings of the Association, the Board, and of the Executive Committee. When requested, the Secretary shall issue notices for all meetings as required by the Bylaws. The Secretary shall keep a correct roster of the names and telephone numbers, email addresses and the current postal addresses of the members of the Association. Upon expiration of the term of office, the Secretary shall deliver to the successor all documents, records, and correspondence or in the absence of a Secretary elect, to the President elect within 60 days.

## **SECTION 6: ASSISTANT SECRETARY**

The Assistant Secretary shall assist the Secretary in all duties incident to the Office of Secretary and other duties as may be assigned by the Secretary, the President or the Board.

## **SECTION 7: TREASURER**

The Treasurer shall serve as the custodian of all assets and finances of the Association; manage the funds in such financial institutions as the Board shall designate; and shall, at the direction and approval of the Executive Committee and/or the Board, disburse the funds of the Association. The Board shall approve the disbursement of all designated funds, including Building Funds. The Treasurer shall be responsible for keeping accurate books of accounts and following generally accepted accounting principles (GAAP). The treasurer shall render to the Board, when so directed, an account of all transactions and financial conditions of the Association and shall after the close of the fiscal year present records and transactions of the Association to an independent accounting firm designated by the Board. The Treasurer shall assist the accounting firm in getting the books of the Association audited each calendar year. When the term of office of the Treasurer expires he/she shall transfer all operating records to the next elected Treasurer by January 15 and all financial records by March 31. In the absence of a successor, all records shall be transferred to the newly elected President. The Treasurer shall have such other duties as may be prescribed by the President or the Board.

## **SECTION 8: ASSISTANT TREASURER**

The Assistant Treasurer shall be responsible for receiving and depositing all monies to designated accounts of the Association in financial institutions and provide such information to the Treasurer, assisting the Treasurer in all duties incident to the Office of Treasurer, and performing other duties as may be assigned by the Treasurer, the President or the Board.

#### **SECTION 9: RPUBLIC RELATIONS OFFICER**

The Public Relations Officer shall promote the interests of the Association, as directed by the Board and the President. The Public Relations Officer shall welcome all new arrivals to the community and organize outreach endeavors; assist the President in arranging suitable places for special events and functions; and perform other duties incident to the office and such duties as may be assigned by the President or the Board.

#### **SECTION 10: TERM OF OFFICE**

The term of office for the Officers shall commence at the beginning of the applicable calendar year and continue for a period of two (2) years and/or until their successors are elected. No officer may serve more than two (2) terms consecutively in the same office.

### **ARTICLE VI COMMITTEES**

#### **SECTION 1: ESTABLISHMENT**

With the exception of the Executive Committee and the Nominating Committee, the Board may create committees for the Association, as needed, to carry out the objectives of the Association. All members serving on the Association committees must be members of the Association.

#### **SECTION 2: RESPONSIBILITY**

Except for the Nominating Committee, all standing and special committees are responsible to the Executive Committee through the chair of the particular committee.

#### **SECTION 3: NOMINATING COMMITTEE**

(A) Election

(1) The Nominating Committee shall consist of nine (9) members elected by the voting members of the Association by secret ballot, during the General Body Meeting. A chairman shall be elected from the nine (9) members and they shall serve until their assigned task is complete.

(2) Members of the Board shall be ineligible to serve on the Nominating Committee.

(3) A majority of the Nominating Committee shall constitute a quorum.

(B) Responsibilities

(1) The Nominating Committee shall nominate candidates for both Officer and Director positions.

(2) The Nominating Committee shall nominate one candidate for each office. No member may hold more than one elected office position at the same time.

(3) Proxy shall not exercise the voting rights of a nominating committee member.

(4) The Nominating Committee shall submit the slate of nominees through the President to the Board for its review and approval.

(5) The Chairman of the Nominating Committee shall present the Board approved slate of nominees for election at the General Body Meeting. In the event the Chairman is unavailable, the President or Chairman of the Board shall do so.

**SECTION 4: EXECUTIVE COMMITTEE**

(A) The Executive Committee shall consist of the President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and the Public Relations Officer.

(B) The Executive Committee may act for the Board between board meetings on all matters, except those specifically reserved to the Board by the Bylaws and except as may be restricted by law.

(C) Specifically, the Executive Committee is responsible for:

(1) The regular administrative and business affairs of the Association.

(2) Administering policies established by the Board.

(3) Creating a budget each year for Board approval and managing allocated funds to implement all Association programs.

(D) Meetings of the Executive Committee shall be held at least once a quarter.

(E) A majority of the Executive Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Executive Committee.

(F) The President shall determine the order of business for Executive Committee meetings. The Executive Committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

#### **SECTION 5: STANDING COMMITTEES**

The following shall be standing committees of the Association:

- (1) Religious
- (2) Hospitality and Fellowship
- (3) Finance
- (4) Asset Management
- (5) Social
- (6) Projects

#### **SECTION 6: VACANCIES**

Vacancies in the membership of any sub-committee shall be filled by the Executive Committee and approved by the Board.

#### **SECTION 7: RESIGNATION**

Any committee member wishing to resign from office shall tender one's resignation to the President in writing.

**ARTICLE VII**  
**ELECTION AND TERMINATION OF OFFICERS AND DIRECTORS**

**SECTION 1: QUALIFICATIONS**

Nominees for the Nominating Committee, the Executive Committee and the Board must be members in good standing for four (4) continuous years immediately prior to the start of the term.

**SECTION 2: ELECTIONS**

(A) Elections shall take place annually, no later than October 31 at the General Body Meeting. Each voting member shall have one vote for each position up for election. No member shall vote by proxy.

(B) When electing Directors and Officers, voting members shall have the right to write in the names of qualified members as nominees for General Body approval to be added to the list of names presented by the Nominating Committee.

(C) Each election ballot shall be validated and counted by the Nominating Committee and the Directors who are present and whose term of office does not expire at the end of the current year and those nominated. In the case of two or more nominees for a single office, the nominee with the most votes shall be elected; in the case of the nominees receiving the same number of votes, there shall be a runoff vote between the nominees receiving the same number of votes. The results of the ballot shall be announced before adjourning and recorded in the minutes of the General Body Meeting.

(D) The ballots shall be preserved for a period of six (6) months.

(E) The terms for Officers and Directors shall begin at the commencement of the administrative year following their election.

**SECTION 3: VACANCIES**

The Board shall fill vacancies in any Officer or Director position prior to the end of a term, for the remainder of the term thereof.

**SECTION 4: RESIGNATIONS**

Any Officer or Director wishing to resign from office shall tender one's resignation to the President in writing. In the event the President wishes to resign, the resignation in writing shall be tendered to the Chairman of the Board.

#### **SECTION 5: REMOVAL**

(A) The Board may remove an office holder from office for cause by a two-thirds majority vote.

(B) The Board may replace an Executive Officer, Board Member or Committee Member who does not attend three consecutive scheduled meetings without cause.

### **ARTICLE VIII MEETINGS OF THE ASSOCIATION**

#### **SECTION 1: COMPOSITION**

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Assistant Treasurer, and the Director of Public Relation.

#### **SECTION 2: DUTIES**

The Executive Committee may act for the Board between Board meetings on all matters except those specifically reserved to the Board by these Bylaws. Specifically, the Executive Committee is charged with the responsibility for:

- (A) Supervising the regular administrative and business affairs of the Association.
- (B) Administering policies established by the Board; and
- (C) Managing allocated funds to implement all Association programs.

#### **SECTION 3: MEETINGS**

Meetings of the Executive Committee shall be held at least once a quarter.

#### **SECTION 4: QUORUM**

A majority of the Committee shall constitute a quorum.

#### **SECTION 5: ORDER OF BUSINESS**

The order of business for meetings shall be determined by the President. These Bylaws and Roberts Rules of Order (newly revised) shall govern the conduct of the meetings.

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#### **SECTION 6: VACANCIES**

Vacancies arising due to sickness, death, resignation or any other cause shall be filled according to the procedure as outlined in Article X, Section 2 of these Bylaws.

### **ARTICLE IX STANDING AND SPECIAL COMMITTEES**

#### **SECTION 1: ESTABLISHMENT**

The Board may create committees for the Association except the Nominating Committee and shall delegate to the same committees such functions as it finds desirable for the conduct of its business and for carrying out the purposes for which they were created in order to fulfill the objectives of the Association. All members serving on the Association committees shall be members of the Association or meet other special criteria.

#### **SECTION 2: RESPONSIBILITY**

Except for the Nominating Committee and the Property Management Committee, all standing and special committees are responsible to the Executive Committee through a designated officer of the Association.

### **SECTION 3: NOMINATING COMMITTEE**

(A) The Nominating Committee shall consist of nine (9) members elected from the floor by secret ballot.

(B) Members of the Board shall be ineligible to serve on the Nominating Committee.

(C) Majority of the members present at the meeting shall constitute a quorum.

(D) The Nominating Committee shall nominate candidates for both Officer and Director positions.

(E) The Nominating Committee shall nominate one candidate for each office.

(F) The Nominating Committee shall submit the slate of nominees to the Board through the President.

### **SECTION 4: PROPERTY MANAGEMENT COUNCIL**

Membership of the Council shall consist of those Association members who contribute financially the minimum amount set by the Property Management Council for the acquisition, construction and management of property. The Property Management Council shall be represented on the Board of the Association by the chairperson of the Property Management Committee. The Property Management Council shall meet not less than three times a year. The chairman of the Property Management Committee shall also serve as the chairperson of the Council.

### **SECTION 5: PROPERTY MANAGEMENT COMMITTEE**

(A) Composition:

The Property Management Committee shall consist of seven (7) Members, five (5) elected from and by the Property Management Council, the President and Treasurer of the Association. The Council shall elect the committee chairman, a secretary and three members. The treasurer of the Association shall serve as the treasurer of the Council.

(B) Duration of Office:

Members of the Property Management Committee shall be elected every two years but not the same year as the officers of the Association.

(C) Functions:

The Property Management Committee shall, upon approval by the Council, perform the following functions:

1) Administration & Management

All matters of administration, adjudication, control, management, legal issues and all other matters pertaining to real property and buildings of the Association shall be under the jurisdiction of the Property Management Committee.

2) Fund Raising

The Property Management Committee, after consultation with the Property Management Council, shall set goals of minimum dollar amount required from each member to fund the project(s) and recommend to the Board of Directors for confirmation the methods and procedures appropriate in its judgment to raise, retain and spend funds.

3) Acquisition of Property

The Property Management Committee shall, based on the need for acquisition of property, recommend to the Board for confirmation the purchase of land and/or buildings.

4) Construction Management

The Property Management Committee shall be responsible for the construction and renovation of Association building(s).

5) Investment

The Property Management Committee shall make decisions pertaining to investment of the Building fund and recommend such decisions to the Board of Directors.

## **SECTION 6: DISPOSAL OF PROPERTY**

Recommendations regarding the disposal of any Association building(s) and real property must have two-thirds approval of the Property Management Council and such recommendations must be submitted to the Board for ratification.

## **SECTION 7: STANDING COMMITTEES**

The Board shall also appoint the following committees and any other committee(s) as it deems necessary: (1) Religious, (2) Finance, (3) Project, and (4) Social.

## **ARTICLE X ELECTION OF OFFICERS AND DIRECTORS**

### **SECTION 1: ANNUAL**

(A) The election shall take place by calling a General Body Meeting.

(B) The voter shall have the right to substitute any name or names; however, that the voter when substituting a name for a specific office, shall substitute only the name of a member who qualifies for office as outlined in Article V, Section 2.

(C) Each election ballot shall be validated and counted by the Nominating Committee and the Board of Directors whose term of office does not expire at the end of the current year. In the case of two nominees for a single office, election shall be by majority vote; in the case of more than two nominees receiving the same number of votes, the election shall be determined by lot. The results of the ballot shall be published.

(D) The ballots shall be preserved for a period of six (6) months.

(E) The terms of officers and directors shall begin at the commencement of the administrative year following their election.

## **SECTION 2: INTERIM**

The Board of Directors shall by election fill any vacancies which occur on the Executive Committee or on the Board of Directors between annual meetings of the Association.

## **ARTICLE XI MEETINGS OF THE ASSOCIATION**

### **SECTION 1: REGULAR MEETINGS**

The Executive Committee shall be responsible for the planning and conducting of social, cultural, religious and other programs on a regular basis.

### **SECTION 2: SPECIAL MEETINGS**

Special Meetings may be called whenever the Executive Committee or the Board shall deem it necessary. Or they may be called upon by the written request of 25 percent of the members or 25 members, whichever is smaller, by the President of the Association.

### **SECTION 3: ANNUAL MEETINGS**

The Association shall meet annually for the transaction of its business at a time and place fixed by the Board.

#### **SECTION 4: ANNOUNCEMENT OF MEETINGS**

The time and place of the annual meeting and subsequent special meetings shall be announced by mail to all members and postmarked at least one week in advance.

#### **SECTION 5: ORDER OF BUSINESS**

The order of business for the meetings of the members of the Association shall be determined by the Board. The order of business may be altered at any meeting by request of a majority of members present. Roberts Rules of Order (newly revised) shall, except when otherwise provided in these Bylaws, govern the conduct of the meetings.

#### **SECTION 6: ATTENDANCE OF CHILDREN**

(A) Children under 18 years of age whose parent(s) is a member of the Association shall be eligible to attend the functions of the Association without payment of any annual dues.

(B) No one under 18 years of age shall be eligible to hold elective office and/or have voting privileges.

#### **SECTION 7: QUORUM**

Twenty-five (25) members or one-third membership, whichever is smaller, shall constitute quorum at all business meetings except as provided for in the Bylaws.

### **ARTICLE XII OPERATION OF THE ASSOCIATION**

#### **SECTION 1: FISCAL YEAR**

The fiscal year of the Association shall commence on January 1 of each year or as determined by the affirmative vote of at least two-thirds of the members of the Board.

#### **SECTION 2: BUDGET**

(A) The Board shall review and adopt an annual operating budget covering the activities of the Association, before the end of the year for the following year.

(B) The Board shall receive financial statements on a quarterly basis.

### **SECTION 3: AUDIT**

The Association accounts shall be audited annually or as deemed necessary by independent account(s) appointed by the Board, who shall submit a written report to the Board. The Board shall, after its review, mail copies of the Auditor's report to all members.

### **SECTION 4: SIGNATORIES**

The Treasurer and the President shall be joint signatories for the signing of checks. In the absence of either the Treasurer or the President, the Vice President or the Assistant Treasurer is authorized to cosign checks for payment of all Association obligations.

## **ARTICLE XIII ADMINISTRATIVE YEAR**

The Administrative year shall coincide with the Association's fiscal year.

## **ARTICLE XIV AMENDMENTS**

(A) Proposals for amendments to these Bylaws may be made by the Board, or submitted to the Board in a petition, accompanied with Detailed justification for the proposed changes, and signed by not less than twenty percent of the membership of the Association. The Board, through the Secretary, shall mail the proposed Amendments together with the proponent's rationale in support thereof, and its recommendation to the members.

(B) A two-thirds affirmative vote from not less than one-third of the membership is required to amend, add, and/or repeal these Bylaws.

**ARTICLE XV**  
**NUMBERING OF ARTICLES AND SECTIONS**

The Board is authorized to number the articles and sections of the Bylaws to correspond with any changes that may be made.

Click [here](#) for printable SAAA Bylaws.