

**BYLAWS
OF
SOUTHERN ASIA ADVENTIST ASSOCIATION, INC.
Amended September 13, 2014**

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**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: PUBLIC 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: ANNUAL MEETINGS

There shall be an annual meeting of the voting members of the Association to be held at a time and place to be determined by the Board, for the election of Directors, Officers and such other business as may properly come before the meeting.

SECTION 2: SPECIAL MEETINGS

Special Meetings of the voting members may be called by the Executive Committee, the Board, or by the written request of 25 percent of the members or 25 members, whichever is smaller.

SECTION 3: OTHER MEETINGS

The Executive Committee shall be responsible for the planning and conducting of religious, social, cultural and other programs on a regular basis. Members shall not vote on matters affecting the Association at these meetings.

SECTION 4: ANNOUNCEMENT OF MEETINGS

The Secretary of the Association, or other person(s) calling the meeting, shall notify all members of the Association of the annual meeting and any special meetings by postal or electronic mail, sent to each member at the address in the records of the Association no less than seven (7) days before the date of the meeting. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called.

SECTION 5: ORDER OF BUSINESS

The order of business for the Annual and Special meetings of the members of the Association (General Body) shall be determined by the Board. The order of business may be altered at any meeting by request of a majority of members present.

SECTION 6: QUORUM

Twenty-five (25) members or one-third of the membership, whichever is smaller, shall constitute a quorum at all business meetings of the General Body, except as otherwise provided for in the Bylaws. If there is no quorum established at the meeting, from the first notice of meeting, a second notice will be sent and those present will constitute a quorum.

SECTION 7: MANNER OF ACTION

The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law or by these Bylaws.

ARTICLE IX OPERATION OF THE ASSOCIATION

SECTION 1: ADMINISTRATIVE AND FISCAL YEAR

The administrative and fiscal year of the Association shall be the calendar year.

SECTION 2: BUDGET

- (A) The Board shall review and adopt an annual operating budget, covering the activities of the Association, no later than 90 days after commencement of the fiscal year.
- (B) The Board shall receive quarterly financial statements from the Treasurer.

SECTION 3: AUDIT

The Association accounts shall be audited annually or as deemed necessary by an independent accounting firm appointed by the Board. The firm shall submit a written report to the Board. The Board shall, after its review, send copies of the Auditor's report electronically or in person at the General Body Meeting to the members.

SECTION 4: SIGNATORIES ON BANK ACCOUNTS

The Treasurer and the President shall be signatories to the Association's financial instruments. The signature of both the Treasurer and President are required for checks greater than \$500. In emergencies, the Chairman of the Board must approve the signature of either the Treasurer or the President. The other signatory shall be notified as soon as possible thereafter, of the signing of any checks.

ARTICLE X ACQUISITION AND DISPOSAL OF PROPERTY

The acquisition and disposal of any Association's real property must have a two-thirds affirmative vote from not less than one third of the voting membership (General Body).

ARTICLE XI INDEMNITY AND HOLD HARMLESS; WAIVER OF LIABILITY

- (A) Any present or former director, officer, employee, member, or agent of the Association, or other such persons so designated in the discretion of the Board, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Association against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a director, officer, employee, member, or agent and to the extent allowed by law.

- (B) No indemnification or advance against expenses shall be approved by the Board or paid by the Association until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.
- (C) No officer, Board member, or employee of the Association shall be liable for the acts or failure to act on the part of any other member, officer, Board member, or employee of the Association; nor shall any member, officer, or Board member be personally liable to a third party for any action taken or not taken on behalf of the Association under authority granted in these Bylaws.

ARTICLE XII AMENDMENTS

- (A) Proposals for amendments to the Bylaws may be made by the Board or submitted to the Board in a petition, accompanied with justification for the proposed changes; and signed by not less than twenty percent of the membership of the Association.
- (B) The Board, through the President, shall send the proposed Amendments and its recommendation to the members, seven days prior to the meeting.
- (C) A two-thirds affirmative vote from not less than one-third of the voting membership is required to amend the Bylaws.

ARTICLE XIII PROCEDURAL CONDUCT

SECTION 1: MEETINGS

At all meetings, the rules contained in the most recent edition of Robert's Rules of Order may provide the rules of procedure for the Association where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

SECTION 2: CONFLICT OF INTEREST

- (A) Members in all business meetings may not vote on any issue for which they have a known conflict of interest.
- (B) In the event there is a known conflict of interest, the Board may ask the individual(s) Director(s) to recuse or exclude one's self from participating in the particular proceeding, determination, or voting in the Board or any other meeting.

SECTION 3: DISPUTE RESOLUTION

- (A) A complaint shall first be addressed informally between the grieved parties to seek an amicable resolution.
- (B) A formal complaint shall be a written statement to the Board addressing the issue(s). The board will take responsibility to address the issue and make a determination. All members of the Board shall have a vote and a majority vote of the Board shall decide the outcome.
- (C) Should a member of the Association take any legal action against the Association, that member's membership in the Association is terminated. After a resolution of the lawsuit that member's application for re-instatement shall be at the determination of the Board.

ARTICLE XIV 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.