

RESTATED BY LAWS (2020)

OF THE

INDIAN MUSIC SOCIETY OF HOUSTON

A NON-PROFIT CORPORATION

ORGANIZED UNDER THE TEXAS NON-PROFIT CORPORATION ACT

RATIFIED BY

MEMBERS OF THE BOARD OF DIRECTORS OF

Indian Music Society of Houston

March, 2020

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ARTICLE I NAME AND ORGANIZATION

SECTION 1: NAME

- A. The name of the organization shall be INDIAN MUSIC SOCIETY OF HOUSTON herein after referred to as the "IMS".
- B. The permanent address of the IMS will be 6655 Harwin Drive, Suite A-101, Houston, TX 77036
- C. The IMS shall be organized exclusively as a type of organization described in Section 501 (c)(3) and shall continue to remain tax exempt under the Internal Revenue Code of 1986, as amended(the "Code"). All the charitable contributions made by the general public to this organization shall be deductible under Section 170 of the Code.

SECTION 2: ORGANIZATION

- A. The IMS was originally incorporated under the Texas Non-Profit Corporation Act, and is currently governed by the Texas Business Organizations Code ("TBOC"). The IMS was incorporated on November 10, 1994.
- B. The purpose and activities of the IMS will benefit the people of Houston and surrounding communities by bringing world class classical performing arts in the form of Indian Classical Music (including but not limited to Vocal, Instrumental, etc.) herein referred to as the "ARTS", which can be enjoyed by connoisseurs and amateurs alike.
- C. The organization shall promote goodwill, understanding and appreciation of the classical music of India among all persons regardless of age, gender, race, religion, color or national origin. It will facilitate interaction with any other group, organization or institution engaged in promoting an interest in the classical music of India.

ARTICLE II OBJECTIVES

The Objectives of the IMS are as follows:

- A. Preserve and promote the ARTS through the presentation of performances by world class caliber artists as well as emerging artists through various performances, workshops.
- B. To provide a venue to local talent who are members, for presenting their art.
- C. To educate community about the ARTS, by holding lessons in either in a structured manner such as appointed instructor(s) with a planned classroom schedule or on ad hoc basis such as one time lessons and workshops.

ARTICLE III MEMBERSHIP

Section1: ELIGIBILITY

The membership of the IMS is open to any person who has an affinity for the ARTS, whether by birth, domicile, education, exposure or for any other reason and is willing to uphold the objectives of the IMS.

Section 2: APPLICATION

All applications for membership shall be made on an official form of the IMS along with the appropriate dues.

Section 3: TYPES OF MEMBERSHIPS

1. Life Member: This membership can be secured in the following ways and will be exempt from paying the annual membership but will have to pay the event fee as applicable for specific events.
 - a. Those who have been accorded life membership previously will continue to be life members.
 - b. Those who donate a stipulated amount at any time will become life members.
2. Student Member: is defined as any person above the age of eighteen, who is a full time student, and is not working and or not supported by a spouse who may be working full time. He / She must provide valid student identification to show enrollment in any institution of higher education as full time student for the current school year.
3. Single Member: is defined as any single person above the age of eighteen paying annual dues of stipulated amount.
4. Family Member: is defined as a married couple or head of the household paying annual dues of stipulated amount. This membership shall include member's unmarried dependent children under the age of eighteen and up to two dependent parents of the couple.
5. Honorary member: is defined as a person recommended by a majority vote of the Board of Directors. This membership may be conferred on eminent and outstanding individuals who, by their actions have promoted the objectives and goals of the IMS.

Section 4: MEMBERSHIP DUES

Membership dues are for each calendar year and are payable by 31st January of the same year. While no penalty attaches for late payment, members in default will not be able to participate in the activities of the IMS as members, including attendance at the programs and concerts, till such time the dues are paid. Members joining in at any time of the year shall pay the full year's membership. Membership in the IMS shall not be transferable or assignable to other persons, however the membership can be transferred to a different type of membership if circumstance change and a different criteria applies as described above.

Membership types will be determined by the board of directors every year in the Q4 meeting.

Section 5: CHANGES IN MEMBERSHIP DUES

Once a year, by a majority vote of The Board of Directors, the membership dues for various membership types may be increased or decreased. Such change shall become and remain effective for subsequent years until altered.

Section 6: MEMBERSHIP REFUNDS

The paid annual membership is nonrefundable.

Section 7: MEMBERSHIP PERIOD

Annual membership period shall be from January 1 to December 31. As indicated in Section 4, dues will be paid ahead of time.

Section 8: RESPONSIBILITIES OF MEMBERSHIP

All members shall abide by the rules and procedures stated in these By Laws, and shall maintain decorum at all meetings including the gatherings such as concerts and performances.

Section 9: VOTING RIGHTS AND PRIVILEGES

- A. Directors: Voting referred to in these By Laws shall apply to all matters pertaining to the activities of the IMS and requiring voting by the board of directors.
- B. Members: Membership privileges include admission to various concerts and programs. The board of directors will be responsible for determining number of attendees allowed per event for each type of membership.

Section 10: DISCIPLINARY ACTIONS

- A. Any member failing to maintain decorum or causing disruption at a meeting or any event of the IMS (which shall be determined in the sole and absolute discretion of the Board of Directors) shall be subject to disciplinary action(s) as approved by majority vote of such Board. This may include but not limited to revocation of membership without any refund.
- B. Any member against whom disciplinary actions have been taken shall not be eligible to be a candidate for any election or appointment on the IMS bodies for a minimum of one year and a maximum of three years. The decision in these regards by a majority of the Board of Directors shall be final.

ARTICLE IV BOARD OF DIRECTORS

There shall be a minimum of three and a maximum of fifteen members of the Board of Directors. Every year the current Directors shall by simple majority elect the one of the Directors for the position of Board Chairman for a term of one year to coordinate the activities of the Board of Directors.

The Board of Directors shall be responsible for maintaining the integrity of the IMS. This shall include but not be limited to the activities such as setting of long term objectives, management of external affairs of the IMS, including annually appointing representatives to other organizations; as well as assisting and cooperating with the other bodies. The Board of Directors shall do the final review and approve the accounts, and shall see to the fact that all taxes are paid and that all the tax returns are filed on time by the Treasurer. The Board of Directors shall be responsible to review and take action on all financial, constitutional and legal matters pertaining to the IMS.

Section 1: QUALIFICATIONS

- A. All members of the Board of Directors shall be at least twenty-one years of age, and be a member of the IMS for at least for one year. It is desired that He/ She should have served in official capacity in any tax-exempt Indian organization in USA for at least one year during last five years; or must be a member of the IMS for at least two years.
- B. Additional considerations in selecting a new member of the Board of Directors shall be as follows:
 - a. ability, knowledge and willingness to perform the required work;
 - b. consistency of beliefs with the IMS mission and direction;

Section 2: NOMINATIONS

Directors shall be elected through the Director Election Process as per provisions of these By Laws.

Section 3: EXECUTIVE COMMITTEE

Shall consist of the following four officers, elected from the board of directors at the beginning of each year as required per the terms listed below or upon resignation or removal as described in these bylaws.

- 1. Chairman of the Board
- 2. President
- 3. Secretary
- 4. Treasurer

Section 4: TERMS

Once elected, the Directors will serve a term of four years until resignation or removal (see details below). There shall be no limit on number of terms, successive or otherwise, for the board of Directors.

The term of the executive committee position shall be for three years. There must be at least one year gap between successive elections to the executive committee for any director.

Section 5: DUTIES AND OBLIGATIONS

- A. Quorum: The Board Chairman shall preside over all the meetings of the Board of Directors. At least 50% of the Directors shall be required to attend meetings and events where any votes are taken. Any reference in these By Laws to "majority" of vote will consist of majority of voting directors.
- B. Unless otherwise explicitly prohibited elsewhere in these by laws or the voting request for a particular election, voting in absentia or by proxies is allowed.
- C. All board members are expected to attend all the board meetings. The removal cause described below may apply for repeated and persistent absence.
- D. The Board of Directors shall meet all other obligations and discharge its duties specified elsewhere in these By Laws. The Board of Directors shall play supervisory role in functioning of the IMS affairs.
- E. The Board Chairman shall (a) be the official spokesperson of the IMS; (b) preserve, protect and defend the provision of the Articles of Incorporation and the By Laws; (c) be the official custodian of the IMS By Laws, the State Charter and the relevant document for IRS tax exempt status; (d) file the periodic report with the secretary of state; (e) maintain sound financial status of the IMS in collaboration with the rest of the executive committee and; (f) cast a tie breaking vote to facilitate the process at any and all the meetings of the Board of Directors.
- F. The President will be responsible for the routine operation of the IMS, including Programming activities and supervision of the Educational Activities. Other responsibilities will include supervision and support for the budget, collections, publicity, marketing etc.
- G. The secretary will be responsible for calling board meetings and maintain records of such meetings.
- H. The Treasurer under the direction of the Board Chairman shall (a) have custody of the IMS funds, and shall manage them efficiently; (b) When requested by a director in writing, allow the director, within three weeks, to examine the IMS accounts and to make copies thereof at a predetermined time and place mutually agreeable to both the parties; (c) Prepare annual financial reports of the IMS and present them to the Board of Directors for approval; (d) Prepare and file IRS returns if necessary annually at the end of the IMS year, (e) Have the IMS accounts reviewed by the Board or designated professional (f) Present financial report at the next Board of Directors meeting as required, (g) Make every effort to settle all the accounts related to the individual expense within one month; and, (h) Report all accounts

receivable and payable on a quarterly basis to the Board of Directors.

Section 6: DIRECTOR ELECTION PROCESS

- A. The open positions on the Board of Directors shall be filled by the process of election within a reasonable amount of time, not to exceed 2 months.
- B. A number of open positions may exist on the board, as long as the total number is within the limits documented in these bylaws.
- C. Self-nominations from qualified IMS members to the Board of Director shall be accepted as long as at least one member of the current Board of Directors has endorsed the candidature.
- D. Two or more current members of the Board of Directors would be able to nominate a qualifying IMS member to the board of directors.
- E. The Chairman of the Board of Directors shall publish to the board, a list of candidates who meet the qualifications. Each nominee shall be voted upon by the board of directors. The new member to the Board of Directors shall be elected by a simple majority of voting directors, for each open position.
- F. If more candidates are identified than the number of vacancies, then the Board of Directors shall hold a secret ballot election to select from within the nominee pool, to maintain the total number within the prescribed limits.
- G. In case of a tie, the deciding vote shall be cast by the Board Chairman.

ARTICLE V PROGRAMMING ACTIVITIES

Section 1: PERFORMANCES

Each year, the directors will arrange for prominent and rising artists to perform the ARTS at various venues to the ARTS appreciating audience. The number of such performances and calendar of such events will be left to the description of the board. It is desired but not required that the number of such performance not be less than 6 in any calendar year.

Section 2: EXPENSES AND COMPENSATION

The directors and other volunteer members will arrange for all the logistics of such performances including invitation and contracting of the artists, local travel and lodging and boarding, performance location and related arrangements. Occasionally external contractor (e.g. for transportation to/from the airport, local hotel etc.) may be used.

All expenses related to the arrangements for such performances including the artist fees shall be paid from the membership fee funds and/or other donations.

ARTICLE VI EDUCATIONAL ACTIVITIES

The board may elect to create classes in ARTS and appoint reputable instructor(s) to run the same. This appointment shall require to be renewed each year at the board's discretion and may be terminated at any time within the year, as agreed to with the appointed instructor(s).

Section 1: COMPENSATION

The instructor shall be compensated consistent with his/her experience, knowledge and ability to attract students. The proceeds from student fees/donations shall be used for compensation of the instructor. The Treasurer will be responsible for payroll administration.

Section 2: ADMINISTRATIVE

The board of directors may choose to undertake appropriate filings and other legal paperwork including sponsorship, in order to appoint and retain the instructor(s). The President will be responsible for such undertakings.

ARTICLE VII MANAGEMENT

Section 1: COMPENSATION

No member of the board of directors shall receive any compensation in any manner for serving on these managing bodies.

Section 2: DISPUTES

Disputes among the Board of Directors shall be resolved by a majority vote at a meeting of the Board of Directors, with each person casting only one vote. The balloting shall be through secret ballots.

Section 3: RESIGNATIONS

Any member of any Board of Directors wishing to resign shall give a three week notice to the chairman of the Board of Directors. Any member of the executive committee wishing to resign from the executive committee but remain on the board of directors shall give a three week notice to the chairman of the board expressing such wishes.

Section 4: ABSENCE

If a member of the Board is absent from the board meetings he / she shall submit a proxy nomination for all votes to be taken at the meeting. No more than three successive absences without proxy are permitted.

Section 5: REMOVAL

Any member of any Board of Directors who is consistently absent as described above from regularly scheduled meetings, is subject to automatic removal from the Board by a majority vote of the board.

Section 6: MANAGEMENT OF BREAKDOWN WITHIN BOARD OF DIRECTORS

- A. When a no confidence motion against the Chairman is carried by a majority vote of the Board of Directors, then the President shall assume the duties and powers of the Chairmanship. In case of his/her non-availability, the Secretary and then the Treasurer, in that order, shall assume the role of the Chairman, or by a majority vote of the Board of Directors.
- B. When the Chairman or the majority of executive committee shall report in writing the inability of the executive committee to carry out its functions and request its dissolution, the Board of Directors shall hold separate hearings of all the parties by giving them a minimum of ten day notice. After these hearings with a majority of the Directors voting in favor of dismissal of the Executive Committee, the Board of Directors shall take over the function of the executive committee and control the affairs until a new executive committee is determined. In such an event the Board of Directors shall nominate or elect new executive committee members in accordance with the election/nomination procedure previously outlined.

Section 7: TRANSFER OF RECORDS

- A. The members of the executive committee shall ensure a smooth transition of all the documentation of the IMS to the new committee or to the new Chairman in the following term.
- B. The Secretary shall assist the Chairman to hand over all the relevant documents of the IMS to the new committee or the President.
- C. The Treasurer shall hand over all the relevant documents of the IMS to the new Treasurer and President, and the completed accounts for the completed year, in a timely manner.

ARTICLE VIII MEETINGS

Section 1: ANNOUNCEMENTS AND ATTENDANCE

All members of all the board of directors will conduct meeting as necessary to perform the operations of the IMS. The meetings will be announced sufficiently ahead of time so that all members of the board are able to participate. The desired (but not required) frequency of the board meetings is once every three months.

Every attempt will be made to create and distribute the meeting agenda at least one day prior to the meeting. Attendance will be recorded in the minutes. The minutes will be available to any member of the board. Minutes will be also be maintained for meeting for the conditions for maintaining a Tax Exempt status, and may be demanded by the Internal

Revenue Service.

Section 2: MINUTES AND RECORDS

The secretary will issue minutes after every meeting and maintain them in permanent records to be stored for a minimum of five years. The minimum that minutes must record are the following for any meeting: date, location, participants, absences, issues and action to be taken.

Minimum records shall include: applications for membership, annual membership lists, board meeting minutes, bank statements, financial statements, receipts of expenditures, budgets, record of all assets, legal; or tax related correspondence, invitations, publications, photographs of events, and evidence that the organization is open to the public.

ARTICLE IX AMENDMENTS

Section 1: PROPOSAL OF THE AMENDMENT

Any proposed amendments to the By Laws may be presented in writing to the Chairman by at least any two members of the Board.

Section 2: APPOINTMENT OF COMMITTEE

Upon receiving the proposed amendments, the Chairman shall appoint a By Laws committee, consisting of no less than two members. The chairman may choose to include self in the committee, or appoint other board members.

Section 3: STUDY AND REVIEW

The Bylaws committee with the advice of the Board of Directors shall review the proposed amendments, determine their merits and legality, study their impact on the rest of the bylaws, assess the effect of the amendments and its consequences and make its recommendations, draft the amendments, if necessary, suggesting related changes in appropriate Articles of the By Laws. The Chairman shall convene a board of directors meeting for the purpose of presenting the amendments to the board.

Section 4: ADOPTION OF AMENDMENT

The proposed amendments shall be made available on request prior to the board meeting and shall be submitted to vote at the meeting. Any modifications to the proposed amendments, which may be presented from the floor, shall be discussed and voted upon. A majority affirmative vote of board members present shall be required for adoption of an amendment.

Proxy nominations or voting in absentia are not permitted for votes on amendment to the bylaws. Each voting board member must do so personally.

Section 5: **TRANSITION PLAN FOR THESE BYLAWS**

In order to facilitate a smooth transition to the organization structure described herein, the following names of current volunteers is proposed as the board of directors along with their respective terms.

Name	Executive Committee Position	Executive committee term expires at the end of	Director term expires at the end of
Sanjay Rao	Chairman	2022	2022
Govind Shetty	President	2022	2022
Suresh Shenoy	Treasurer	2022	2022
Gaurav Jhaveri	Secretary	2022	2022
Mahesh Desai			2022
Sunil Pangarkar			2022
Usha Ganju			2022
Jason Zinn			2022
Vishy Narayanmurthy			2022
Nishad Mehta			2022
Jasbir Singh			2022
Rucha Seth			2022

ARTICLE XI TAX EXEMPT PROVISIONS

Section 1: **LIMITATIONS OF ACTIVITIES**

No substantial part of the activities of this corporation shall be carrying on of propaganda, or otherwise attempting to influence the legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to, any candidate for public office.

Section 2: **PROHIBITION AGAINST PRIVATE INUREMENT & MANAGING CONFLICT OF INTEREST**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Directors or officers, or other private persons, except that the corporation shall be authorized and empowered to pay any reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Board of Directors are expected to commit themselves to ethical and professional conduct. This includes the proper use of authority and appropriate decorum. It is the policy of IMS that no Director shall derive any personal profit or gain, directly or indirectly, by reason of his or her service to the IMS. Board members or volunteers involved in organizing

programs may not use their positions to obtain business benefits from the IMS for themselves, family members or close associates. Should a Director or volunteer member desire to offer business / professional services to the IMS, he or she must first declare such intent to the Board. Board of Directors must review the said proposals for business / professional services and vote to engage / disengage in such business / professional services. Board should always compare such business / professional services with comparable services available in market at competitive prices.

Section 3: DISTRIBUTION OF ASSETS

Upon dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more tax-exempt purposes within the, meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or distribution shall be made in accordance with all applicable provisions of the laws of this state.

These Bylaws were adopted at a meeting of the board of directors held on March 3, 2020.

Govind M Shetty

President, Indian Music Society of Houston

March 3, 2020.