

**BYLAWS  
OF  
THE SOUTHERN ASIA ADVENTIST ASSOCIATION, INC.  
Revised September 7, 1991**

**ARTICLE I  
PURPOSES AND OBJECTIVES**

The purposes and objectives of the Southern Asia Adventist Association, Inc., herein after referred to as the Association—a non-profit, tax-exempt organization—shall be to serve and further the religious, educational, social, cultural and economic interests 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 and it shall be operated in accordance with the Laws of the State of Maryland, The Articles of Incorporation and these Bylaws.

**ARTICLE III  
MEMBERSHIP**

The members of this Association shall be adult Seventh-day Adventists and their spouses who have paid annual dues and are otherwise qualified as provided by the Bylaws.

**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) **Retired Membership:** Retired members shall be adults over sixty-five (65) years of age

**SECTION 2: APPROVAL**

Upon approval by the Board, an applicant shall become a member of the Association.

**SECTION 3: RIGHTS AND PRIVILEGES**

Only members shall be eligible for nominations and election to the offices of the Association. The members shall be entitled to receive notices, periodicals, reports and any other benefits.

**SECTION 4: TERMINATION**

- (A) Members whose dues remain unpaid on March 31 following the fiscal year beginning January 1, shall be deemed to have their membership terminated.
- (B) The Board may terminate any member for cause by two-thirds majority.

**ARTICLE IV**  
**DUES AND CONTRIBUTIONS**

**SECTION 1: DUES**

- (A) The annual dues shall be set by the Board of Directors and approved by two-thirds majority present at a duly called meeting of the General Body.
- (B) The first year dues shall be waived for new arrivals from territories other than North America.
- (C) Student and retired membership dues shall be set at a reduced rate.
- (D) The members elected to hold office shall be required to pay their dues by January 31 of the year in which their term begins.

**SECTION 2: CONTRIBUTIONS**

Special contributions may be called for by an affirmative vote of at least two thirds of the members of the Board present at a duly called meeting.

**ARTICLE V**  
**OFFICES**

**SECTION 1: OFFICERS**

There shall be seven (7) officers; those being President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and Director of Public Relations.

**SECTION 2: QUALIFICATION FOR OFFICE**

Members in good standing are eligible to hold office. However, the nominees for the Board, the Nominating and the Executive Committees shall have had two (2) continuous years of membership prior to nomination. Also, nominees for offices that involve financial responsibilities shall be bondable.

**SECTION 3: MANNER OF ELECTION**

Officers shall be elected to office in accordance with procedures as outlined in **Article X, Section 1** of these Bylaws.

**SECTION 4: TERM OF OFFICE**

The term of office for the Board and the Executive Committee shall commence at the beginning of the administrative year (**Article XIII**), and continue for a period of two years and/or until their successors are elected.

**SECTION 5: RATIFICATION**

No officer shall serve more than two terms consecutively in the same office.

**SECTION 6: VACANCIES**

Vacancies in any officer position shall be filled for the remainder of the term thereof according to the procedure as outlined in **Article X, Section 2** of the Bylaws.

**SECTION 7: RESIGNATION**

Any officer, board member, or committee member wishing to resign shall tender his/her resignation to the President in writing.

**SECTION 8: REMOVAL**

- (A) The Board may remove any officer from office for cause, by two thirds majority.
- (B) Any officer, board member or committee member who does not attend three consecutive scheduled meetings may be replaced by the Board.

**ARTICLE VI**  
**DUTIES OF OFFICERS**

**SECTION 1: PRESIDENT**

President shall serve as the secretary of the Board and the Chairperson of the Executive Committee. The president shall also serve ex-officio on all committees except the nominating committee. The president shall perform such duties as are necessarily incident to the office of the President of the Association or as may be prescribed by the Board.

**SECTION 2: VICE PRESIDENT**

The Vice President shall perform the duties of the president in the event of the president's inability to serve and fulfill such other duties as assigned by the president.

**SECTION 3: SECRETARY**

The Secretary shall have custody of the Association seal, agreements and formal instruments under the seal thereof. The secretary shall have charge of all documents, records and correspondence of the Association, of the Board and of its committees, other than those documents, records and correspondence pertaining to the office of the treasurer; and shall exhibit the same to the members of the Association when required to do so by the Board. The secretary shall attend all meetings of the Association and of the Board and of the Executive Committee and shall record the proceedings thereof. The secretary shall issue notices for all meetings for which notice must be given, as required by these Bylaws. He/she shall attend promptly to all official correspondence, and shall

notify member of their election or appointment to offices, boards and committees. The secretary shall keep a correct roster of the names and current addresses of the members of the Association, of its Board, and of its various committees. 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.

**SECTION 4: ASSISTANT SECRETARY**

Assistant Secretary shall assist the secretary in all duties incident to that office, and other duties as may be assigned by the President.

**SECTION 5: TREASURER**

The Treasurer shall collect, receive and receipt all monies received by the Association. The treasurer shall deposit the funds of the Association in such banks and Savings and Loan Associations as the Board shall designate; and shall, subject to the direction of the Board, disburse and dispose of the same, taking proper vouchers for such disbursements. The treasurer shall keep accurate books of account, recording therein the sources and the amounts of all monies, funds, property and assets in the treasurer's custody. The treasurer shall render to the Board, when they so direct, an account of all transactions as Treasurer and of the financial condition of the Association, and shall after the close of the fiscal year, present a report of the examination, records and transactions of the Association to independent accountant(s) who shall be designated by the Board. The Treasurer shall have such other duties as may be prescribed from time to time by the Board. Upon expiration of his/her term of office, the Treasurer shall deliver to his/her successor all books, monies and other property or, in the absence of a Treasurer-elect, to the President.

**SECTION 6: ASSISTANT TREASURER**

Assistant Treasurer shall assist the Treasurer in all duties incident to that office, and other duties as may be assigned by the President.

**SECTION 7: DIRECTOR OF PUBLIC RELATIONS**

The Director of Public Relations shall serve as the communication agent of the Association. The Director of Public Relations shall promulgate and promote the interests of the Association within and without by releasing news items, bulletins, and other publications of the Association. The Director of Public Relations shall contact and welcome all new arrivals to the community. The Director of Public Relations shall assist in arranging suitable places for meetings and functions as directed by the President and other duties incident to this office and such duties as may be assigned by the President.

**ARTICLE VII**  
**BOARD OF DIRECTIONS**

**SECTION 1: GOVERNANCE OF THE ASSOCIATION**

The affairs of the Association shall be governed by its Board.

**SECTION 2: POWERS**

Without limiting the generality or extent of the inherent corporate powers or as otherwise provided in the Articles of Incorporation or these Bylaws, it is hereby provided that the Board shall have full power with respect to the following matters:

- (A) To review and approve the financial budget for the Association.
- (B) Generally, to concern itself with policy matters and to assign responsibility and delegate authority commensurate therewith to the Executive Committee for the supervision of administrative affairs and of business transactions of the Association.
- (C) To adopt rules and regulations for the conduct of meetings and other affairs of the Association.
- (D) To oversee the responsibilities of the Property Management Council.
- (E) To make and use a corporate seal.
- (F) Any other powers as stated in other Articles of these Bylaws.

**SECTION 3: COMPOSITION OF THE BOARD**

The Board shall consist of the seven (7) elected board members who do not hold any other elected office, the president, the treasurer, the secretary, the immediate past president of the Association and the chairperson of the Property Management Committee. The Board shall elect its own chairperson.

**SECTION 4: BOARD MEETINGS**

The Board shall hold not less than three (3) regular meetings during the year; the time and place of 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. In the absence of the Chairperson, the President shall preside at the meetings of the Board.

**SECTION 5: QUORUM**

The majority of the Board shall constitute a quorum at all its meetings.

**SECTION 6: ORDER OF BUSINESS**

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

**SECTION 7: VOTING AND PROXIES**

Voting rights of a director shall not be exercised by proxy.

**SECTION 8: TERM OF OFFICE**

The term of office for Board of Directors shall be two (2) years. Member of the Board shall be eligible for re-election except for the chairperson of the Property Management Committee.

**ARTICLE VIII  
EXECUTIVE COMMITTEE**

**SECTION 1: COMPOSITION**

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

## **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.

## **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

**The SAAA Bylaws**

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.

