

ARTICLES OF INCORPORATION

AND

BY-LAWS OF BHARATHI KALAI MANRAM (BKM)

A Texas Non-Profit Corporation

Date of Adoption: May 14, 1986

Registered Office Address

310 Sandy Bluff, Houston, TX 77079

Amendment History

Current / Proposed Amendment

- **August 23, 2026**

Previous Amendments

- December 15, 2019
- January 6, 2018
- May 2012

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ARTICLES OF INCORPORATION

In Existence - Domestic Non-Profit Corporation (Filed with the Texas Secretary of State)

File Number: 0079710901

Bharathi Kalai Manram is a Domestic Non-Profit Corporation organized under the laws of the State of Texas. The business was filed on May 14, 1986 and is currently listed as In Existence with the Texas Secretary of State. The official file number for this entity is 0079710901.

The Registered Agent on file is Tupil V Narasiman, located at 310 Sandy Bluff Houston, TX 77079.

BY-LAWS OF BHARATHI KALAI MANRAM

ARTICLE I — OFFICES

Section 1. Registered Office

BKM's registered office in Texas, as required by the Texas Non-Profit Corporation Act, is also its principal office. The principal office should preferably be located in Houston or metropolitan Houston, Texas. The Board may change the registered office at any time. Any change to the address will be formally documented and communicated to all members. The current registered office is 310 Sandy Bluff, Houston, TX 77079.

Section 2. Other Offices

BKM may maintain additional offices or locations only within the State of Texas, as the Board decides are needed to carry out its purposes. (See the Articles of Incorporation for BKM's official registered office details.)

Section 3. Registered Agent

The Board, by majority vote, will name BKM's registered agent, and will file the required paperwork with the State of Texas whenever the agent changes.

Section 4. Communications and Notices

BKM will communicate with members through whatever combination of channels the Board determines will best reach the membership at the time. This may include (without limitation) BKM's website, email, text messaging, and social media or messaging platforms such as WhatsApp, Facebook, Instagram, YouTube, or similar platforms adopted in the future, as well as U.S. mail where required by law or these By-Laws.

- a) **Official channels.** The Board will designate and publish BKM's official communication channels from time to time. Members are responsible for keeping their email address and mailing address current with the Corporation.
- b) **Standard method.** Unless a specific Section of these By-Laws requires a particular method (such as mailed ballots under Article XII), any notice, communication, or document that these By-Laws required to be sent to members shall be deemed as properly delivered if sent to the member's email address on file, or posted to BKM's official website or social media channels together with an email notification to members.
- c) **Timing.** A notice sent by email is considered delivered on the date it is sent. A notice sent by U.S. mail is considered delivered on the date it is postmarked.
- d) **Electronic meetings.** Wherever these By-Laws permit or require an in-person meeting of members, the Board, or any committee, that meeting may instead be held in person, entirely by virtual meeting, or in a hybrid format, at the discretion of whoever is authorized to call the meeting— as long as everyone participating can hear or see and hear each other in real time and minutes of the meeting should be recorded. Participating in a meeting this way counts as being present in person, except for someone who joins only to object that the meeting was not lawfully called.

ARTICLE II — PURPOSES AND OBJECTIVES

Section 1. Non-Profit Status

BKM is a non-profit organization incorporated in Texas.

Section 2. Purposes

BKM's purposes are:

- a) To provide a forum for cultural and social interaction for people of Indian origin, with special emphasis on fine arts, performing arts, and literature of Tamil and other language groups of Southern India.
- b) To promote goodwill, understanding, and appreciation of Indian culture among all interested persons, regardless of color, creed, race, religion, sex, or national origin.

Section 3. Specific Activities

To achieve the purposes in Section 2, BKM will make its best efforts, within its budget, to:

- a) Celebrate cultural events honoring the Tamil poet Bharathi, the Pongal festival, and the Tamil New Year.
- b) Provide a forum to discuss topics related to Indian culture and education.
- c) Arrange cultural events featuring local and international talent that support BKM's goals.
- d) Provide facilities for libraries, exhibits, education, and cultural and social activities.

- e) Publish newsletters, brochures, magazines, books, and other media to help members exchange ideas and to promote BKM's goals.
- f) Promote unity and camaraderie through picnics, sports, and other activities of interest to members.
- g) Promote the Tamil language locally by establishing volunteer-run schools that teach reading, writing, and conversation in Tamil.
- h) Provide support for other organizations that support Tamil language, its culture, and education and does not materially support or promote organizations whose primary activities compete with or undermine the BKM's programs, fundraising efforts, or mission.

Section 4. Affiliations

BKM may, from time to time, collaborate or partner with organizations having similar purposes to conduct specific activities or programs that provide a demonstrable benefit to BKM members and the partnering organization. Any such collaboration shall be consistent with BKM's purposes and objectives as set forth in Articles I and II.

Any such collaboration shall require the approval of at least a two-thirds (2/3) vote of the Board. The Board shall also notify the Active Membership by email, using the email addresses on record with BKM, of the proposed collaboration prior to finalizing the arrangement.

Section 5. Investments and Assets

BKM may own, manage, invest in, and dispose of land, buildings, financial accounts, investments, and other assets to support and promote its activities and purposes, with the approval of members as required by these By-Laws. All of BKM's assets must be managed prudently, consistent with the Board's fiduciary duties and applicable Texas law.

ARTICLE III — MEMBERS

Section 1. Eligibility

Anyone at least 18 years old on the date of application, who is interested in BKM's purposes, may apply for membership by submitting an application and paying the required fee.

Section 2. Types and Classes of Membership

BKM has two types of membership — paid and free — organized into six classes: Individual, Family, Student, Senior, and Life (all paid), and Honorary (free).

- a) **Individual** — open to any eligible individual, who alone holds the benefits and rights of membership.
- b) **Family** — open to any eligible individual; the member's spouse also holds the benefits and rights of membership. The member's unmarried minor children (by birth or adoption) also share in the benefits, except the right to vote.

- c) **Senior** — open to any eligible Individual or Family member where the member, or either spouse on a Family membership, has reached age 70 by the date of application.
- d) **Life** — open to any eligible individual who pays the Life membership fee. The benefits and rights of a Life member are determined by the class of membership (Individual or Family) the person held immediately before becoming a Life member.
- e) **Honorary** — cannot be applied for; it may only be conferred by the Board, by resolution, in recognition of an individual's outstanding contribution to BKM's purposes or to the Tamil language or culture. An Honorary membership lasts for one year until December 31st of the membership conferred year.
- f) **Student** — open to any eligible individual registered as a full-time student at a U.S. institution of higher education on the date of application. The Student member alone holds the benefits of membership.

See Section 9 for the specific benefits, privileges, and voting rights that come with each class

Section 3. Changes to Classes of Membership

The Board may not change the classes of membership described in Section 2 without prior approval by a majority of members voting at a GBM.

Section 4. Procedure for Membership

- a) **Apply.** An applicant submits BKM's membership application form, along with the required fee, to the Board or its designated representative. Proof of age and, where relevant, proof of Student or Senior eligibility must be provided.
- b) **Default approval.** An application is automatically approved 30 days after it is received, unless the Board rejects it earlier for a valid, documented reason (for example: an incomplete application, failure to meet the eligibility requirements in Section 1 or 2, or grounds described in Section 13).
- c) **Rejection.** If the Board rejects an application, it must send the applicant a written explanation and a full refund within the 30-day period. The Board's decision is final.

Section 5. Membership Dues

The annual dues for paid membership classes are:

Class of Membership	Annual Dues*
Individual	\$65 (or the amount then set by the Board under Section 6)
Family	\$125 (or the amount then set by the Board under Section 6)
Senior	Same amount as the individual membership dues then in effect

Student	Free
Honorary	Free
Life (one-time payment)	20 × the Family membership dues then in effect

*Dues effective for the years starting 2027 membership

Section 6. Change in Membership Dues

The Board may review dues from time to time and propose increases. Without prior approval by a majority of members voting at a GBM, the Board may not: (a) raise dues more than once every three years, or (b) raise dues for any class by more than 20% at one time.

Section 7. New Members Joining After June 30

Annual dues cover the full calendar year (January 1 – December 31) and are collected in full regardless of when membership starts or renews. If a new member enrolls after June 30 of a year, they will pay 50% of that year's dues.

At the discretion of the Board of Directors, a first-time member who joins BKM after June 30 solely to enroll in the Tamil School may have the membership dues for the current membership year waived. Because the Tamil School academic year begins in August, the member's BKM membership shall remain valid through the following membership year without payment of additional membership dues. This benefit is available only to first-time members and does not apply to former members rejoining BKM after a lapse in membership.

Section 8. No Refunds

Membership dues, once paid, are not refundable, except as expressly provided elsewhere in these By-Laws (for example, Section 4(c)).

Section 9. Benefits, Privileges, and Rights

This is the master section for member benefits — no other Section of these By-Laws grants additional benefits, privileges, or voting rights.

- a) Every member, regardless of class, may take part — free or at member pricing — in all BKM events, functions, and activities.
- b) On a Family or Senior membership, the member's spouse and unmarried minor children (by birth or adoption) share in benefit (a). For a Life member who converted from Family membership, this extends only to the spouse and unmarried minor children.
- c) A member may bring guests not covered by (a) or (b) to BKM events, subject to regular admission fees at the Board's discretion.
- d) A member may switch to another membership class at any time by paying the difference in dues.
- e) Voting - Each Individual member, each Family membership (one vote, cast by the member named on the membership), each single-individual Senior member, and

each Life member who converted from Individual or Family membership, is entitled to one vote. Student and Honorary members are not eligible to vote.

- f) Contesting elections. A member entitled to vote (or that member's spouse, where the membership includes a spouse) may run for office, subject to Article XII. Only one of the two — the member or the spouse — may run in any given election, whether or not the position is contested.

Section 10. No Transfer of Membership

Membership cannot be transferred, except that if a Family member (or a Life member who converted from Family membership) passes away, the Board will transfer the membership into the surviving spouse's name. From that point forward, the surviving spouse holds Individual membership benefits going forward (see Section 9), and is not entitled to any refund of dues.

Section 11. Identification Card

BKM will issue each member an identification card, which will be digital/electronic, and may require it be shown to confirm eligibility for member benefits. The Board may, at its discretion, deny entry to an event for failure to produce an ID. A member who loses their ID must notify the Board and request a replacement.

Section 12. Surrender of Membership

A member may resign from BKM at any time, for any reason, by written notice to the Board. The resignation takes effect once the Board accepts it. From that point, the member is no longer entitled to any membership benefits and is not entitled to a refund of dues.

Section 13. Code of Conduct, Suspension, and Expulsion

- a) Every member is expected to act in BKM's interest and consistent with its purposes, and to help promote harmony within the community. Conduct that seriously and willfully violates this expectation is "conduct unbecoming a BKM member."
- b) The Board, acting on behalf of the general membership, may suspend a member's benefits and privileges for a period it sets, not to exceed 60 days, for conduct unbecoming a BKM member or for willfully refusing to uphold BKM's purposes and objectives.
- c) If the conduct is not resolved, the member may be expelled with the approval of board and members with the requirements defined in Article IV Section 9 E.
- d) An expulsion lasts up to 5 years. After that period, the person may re-apply for membership under Section 4, and the Board may reconsider the application on its merits.

ARTICLE IV — MEETINGS OF MEMBERS

Section 1. Annual Meeting

Members meet annually to elect officers and conduct other business. The Annual Meeting shall be held in November or December, on a date set by the Board. Any lawful business may be brought before the Annual Meeting.

Section 2. Special Meetings

A Special Meeting of members may be called by:

- the President or
- a simple majority of the Board or
- Members holding at least twenty-five percent (25%) of the votes entitled to be cast may call a Special Meeting by submitting a written request stating the purpose of the meeting. An electronic request shall be valid only if sent from the member's registered email address on file with BKM. Such request shall be sent to both Secretary at Secretary@bkmhouston.org and President at President@bkmhouston.org. Upon receipt of valid requests from members holding at least twenty-five percent (25%) of the votes entitled to be cast, the Board shall call the Special Meeting within thirty (30) days and shall provide the membership with at least ten (10) days' prior notice of the meeting.

Section 3. Place of Meetings

The Annual Meeting of the members shall be held in person at a location designated by the Board. Special Meetings of the members may be held in person, entirely by electronic means, or in a hybrid format, at such location and/or on such electronic platform as determined by the Board, consistent with Article I, Section 4(d).

Section 4. Notice of Meetings

Notice of a meeting — stating the place or platform, date, and time, and for a Special Meeting, its purpose — must be delivered to each member entitled to vote at least 10 and not more than 30 days before the meeting, using the methods described in Article I, Section 4.

Section 5. Quorum of Members

Members holding at least twenty-five percent (25%) of the votes entitled to be cast, as determined pursuant to Article III, Section 9(E), and present in person or represented by proxy, shall constitute a quorum. Once a quorum has been established, the voting requirements for any matter submitted to the membership shall be governed by Article IV, Section 9.

Section 6. Adjournments

If a quorum is not present, the members present may, by majority vote, adjourn the meeting to a later date. No business may be conducted at the adjourned meeting unless a quorum is present.

If a meeting is adjourned for more than sixty (60) days, or if a new record date is established for the adjourned meeting, notice shall be given in accordance with Section 4. Once a quorum is present at the adjourned meeting, any business that could have been conducted at the original meeting may be transacted.

Section 7. Procedure at Meetings

- a) **Chair.** The President chairs the meeting. If the President is unavailable, the Vice President chairs. If neither is available, the members present may elect a chair by majority vote.
- b) **Secretary.** The Secretary keeps the minutes. If the Secretary is unavailable, the Joint Secretary keeps the minutes. If neither is available, the chair, or the members present, may appoint someone to serve as Secretary for that meeting.
- c) **Order of business.** Unless the chair decides otherwise, meetings generally follow this order: call to order; election of a chair or appointment of a secretary if needed; confirmation that the meeting was properly called; confirmation of quorum; approval of the prior meeting's minutes; officer and committee reports; election of officers (for the Annual Meeting or a meeting called for that purpose); unfinished business; new business; adjournment. Any step that does not apply to a particular meeting may be skipped.

Section 8. Voting

At any meeting, each member entitled to vote under Article III, Section 9 gets one vote on each matter, unless the Articles of Incorporation provide otherwise. At an election of officers, each eligible voting member casts one vote for each office they are entitled to vote on.

Section 9. Decisions at Meetings

Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, all Member decisions require a quorum (as defined in Article IV, Section 5) and are approved by a majority of the votes cast, whether cast in person or by proxy. The following actions have additional requirements for specific decisions:

- A. **Bylaw Amendments**
 - With a quorum present (as defined in Article IV, Section 5), amendments to these Bylaws require participation by at least 25% of all members eligible to vote. Certain sections of these Bylaws may specify different participation requirements, which shall apply to those sections.
 - After approval by two-thirds of the Board either in person or electronic voting, the proposed amendment shall be submitted to the Members for a vote. Members may vote in person, by mail, by email, or by any other Board-approved electronic method, unless prohibited by law. The amendment is approved by a two thirds majority of the votes cast.
 - The Board Chair shall appoint one or more impartial inspectors to work with the Secretary to receive, count, and certify the votes.

- B. Organization's Purpose and Objectives
 - Any amendment to Article I (except Registered Office Address Change) or Article II requires participation by at least 51% of all members eligible to vote and shall be approved by at least two-thirds of the votes cast.
 - The Board Chair shall appoint one or more impartial inspectors to work with the Secretary to receive, count, and certify the votes.
- C. Routine Approvals, Motions, Ratifications
 - Routine motions, approvals, ratifications, or contracts submitted to the Members require a simple majority of the votes cast at a meeting where a quorum (as defined in Article IV, Section 5) is present.
 - The Board Chair shall appoint one or more impartial inspectors to work with the Secretary to receive, count, and certify the votes.
- D. Election Of Officers
 - Follow procedures outlined in Article XII
- E. Removal of a Member
 - At a meeting called specifically for this purpose, and at which a quorum is present as provided in Article IV, Section 5, a member may be removed if the conduct described in Article III, Section 13 remains unresolved. Such removal will require: (i) prior approval by two-thirds (2/3) of the Board; (ii) participation, in person or by proxy, by at least fifty-one percent (51%) of all members entitled to vote; and (iii) the affirmative vote of at least two-thirds (2/3) of the votes cast at the meeting.
 - The Board Chair shall appoint one or more impartial inspectors to work with the Secretary to receive, count, and certify the votes.
- F. Removal of an Officer
 - At a meeting called specifically for this purpose, and at which a quorum is present as provided in Article IV, Section 5, an officer may be removed if the conduct described in Article III, Section 13 remains unresolved. Such removal will require: (i) prior approval by two-thirds (2/3) of the Board (ii) participation, in person or by proxy, by at least fifty-one percent (51%) of all members entitled to vote; and (iii) the affirmative vote of at least two-thirds (2/3) of the votes cast at the meeting. the interested director counts toward quorum but not toward the approving majority
 - Any resulting vacancy shall be filled by the remaining directors.
 - The Board Chair shall appoint one or more impartial inspectors to work with the Secretary to receive, count, and certify the votes.
- G. Removal of all officers of the board
 - At a meeting called specifically for this purpose, and at which a quorum is present as provided in Article IV, Section 5, all officers of the board may be removed if the conduct described in Article III, Section 13 remains unresolved. Such removal will require: (i) participation, in person or by proxy, by at least fifty-one percent (51%) of all members entitled to vote; and (ii) the affirmative

- vote of at least two-thirds (2/3) of the votes cast at the meeting. the interested directors counts toward quorum but not toward the approving majority
- The vacancy shall be filled by calling an election as described in Article XII.

Section 10. Action Without a Meeting

Members may take an action without holding a meeting if all (100%) members entitled to vote on that matter sign a written consent describing the action. This has the same effect as a unanimous vote taken at a meeting.

Section 11. Virtual and Telephone Meetings

See Article I, Section 4(d).

ARTICLE V — BOARD OF DIRECTORS

Section 1. Number of Directors

The Board of Directors has **fifteen (15)** directors. This number may be changed by amendment to these By-Laws, but may never be fewer than five (5). The specific director seats — including a Tamil School Director and Joint Tamil School Director are described in Article VIII, Section 1.

Section 2. Election and Term

Directors and officers shall be elected annually at the Annual Meeting (or at a Special Meeting held in its place, as provided in Article VIII, Section 5). Each shall serve a one-year term, from January 1 through December 31, and shall continue to serve until a successor has been duly elected and qualified, unless removed or resigned earlier. Each director shall be deemed qualified upon accepting the election.

Family/spouse limit - No more than one member of the same immediate family (defined as spouses and their children) may serve on the Board simultaneously. See Article XII, Section 6(g).

Eligibility Restriction for Former Presidents - A person who has served as President shall not be eligible for election as Vice President for a period of three (3) years after leaving the office of President. During the same three-year period, no family member of that individual, as defined below, shall be eligible for election as Vice President.

For purposes of this Section, family member means any individual covered under the same BKM membership (i.e., sharing the same membership ID). This restriction applies only to election to the office of Vice President.

Example: An individual who serves as President during 2027 is not eligible for election as Vice President until the 2031 election. Likewise, no family member sharing the same membership ID is eligible for election as Vice President until the 2031 election.

Section 3. Resignation

A director or officer may resign at any time, as described in Article XI, Section 3.

Section 4. Vacancy and Increase

A vacancy on the Board may be filled by a majority vote of the remaining directors, even if fewer than a quorum. A director who fills a vacancy serves the rest of the predecessor's term. If the number of Board seats increases, the Board may fill up to two of the new seats itself (for a term lasting only until the next member election); any vacancy or new seat may also be filled by the members at an Annual or Special Meeting called for that purpose.

Section 5. Removal

See Article IV Section 9F.

Section 6. Offices and Records

The Board may establish BKM offices and keep BKM's books and records at any location, in or outside Texas, that it decides.

Section 7. Meetings of the Board

- a) **Regular meetings.** The Board must hold at least one regular meeting each calendar quarter, may be held in person, entirely by electronic means, or in a hybrid format, at such location and/or on such electronic platform as determined by the Board, consistent with Article I, Section 4(d). Members of the Board must receive at least 10 calendar days' notice of a regular meeting.
- b) **First meeting after an election.** The newly elected Board should hold its first meeting within 30 days of the election to organize its work for the coming term.

Section 8. Special Meetings

A special meeting of the Board may be called by the President, the President's designate or more than 50% of the directors, stating the time and place (or platform).

Section 9. Notice

The Secretary (or the Secretary's designate) gives notice of each special Board meeting at least 3 days in advance, using the methods in Article I, Section 4. For an emergency meeting, 1 day's notice is enough. A director who attends a meeting waives any objection to notice, unless they attend solely to object that the meeting was not lawfully called.

Section 10. Quorum

At least 50% of the directors then serving on the Board must be present to constitute a quorum. Proxies do not count toward a Board quorum. If a quorum is not reached, the meeting is adjourned to a later time without further notice. An action approved by a majority of the directors present at a meeting with a quorum is an act of the Board, unless these By-Laws or the Articles of Incorporation require a larger majority.

Section 11. Compensation

Directors serve in a voluntary capacity and do not receive any compensation, stipend, or salary for their service. They are also not entitled to discounts or benefits for BKM events beyond

those made available to the general membership. Directors must comply with the conflict-of-interest provisions outlined in Article VI..

Section 12. Spending Limitation

- a) The Board may not spend more than \$25,000, or 20% of the average of BKM's total revenue over the last three years, whichever is higher, on any single "item" — meaning one event, project, or capital purchase — without prior approval of a majority of members voting at a special meeting or annual meeting. This limit does not count revenue generated by the event itself, or special contributions or sponsorships tied to it.
- b) Spending above that limit requires both a two-thirds vote of the Board and a majority vote of members present at a special meeting or annual meeting
- c) The outgoing Board's financial commitments for cultural activities and events for the following term may not exceed 20% of the current year's annual budget, and are subject to the acceptance by the majority of the continuing members into the next board.
- d) Budgeted operating expenses for BKM's Tamil Schools are not subject to the per-item limit in (a), as long as they are within the annual budget approved under Article XI, Section 2.

Section 13. Borrowing Authority

Any borrowing on behalf of BKM, requires prior approval of a majority of members voting at the annual meeting or special meeting. Once approved, the Board may borrow from individuals, banks, financial institutions, or other lenders, and may pledge BKM property to secure the debt.

Section 14. Action Without a Meeting

The Board (or a committee) may take an action without holding a meeting if all (100%) members entitled to vote on that matter sign a written consent describing the action. This has the same effect as a unanimous vote taken at a meeting.

Section 15. Virtual and Telephone Meetings

See Article I, Section 4(d).

Section 16. Approval or Ratification of Acts or Contracts by Members

The Board may submit any act or contract to the members, at an Annual or Special Meeting, for approval or ratification. For approval decisions, see Article IV Section 9 c.

ARTICLE VI — CONFLICTS OF INTEREST AND INDEMNIFICATION

Section 1. Outside Activities and Competing Organizations

Directors and officers are not required to work exclusively for BKM, and may generally take part in other businesses or organizations without breaching any duty to BKM.

Exception — competing organizations. A director, officer, or the Tamil School Director may not, at the same time, hold a leadership or governing position in another organization whose purpose or activities directly compete with BKM's purposes (Article II) or its Tamil School

program — for example, another Tamil-language school or similarly-purposed cultural organization serving the same community — without the Board's prior approval. Every candidate for the Board must sign a self-declaration at the time of nomination confirming they do not hold such a competing position.

Section 2. Directors and Officers Interests in Contracts

A contract or transaction between BKM and a director or officer (or a business connected to them, or an immediate family member offering paid services) is not automatically void just because of that connection. It is valid as long as the interest is disclosed to the Board and a majority of the disinterested directors approve it — the interested director counts toward quorum but not toward the approving majority. A director or officer approved this way is not liable to BKM for any profit earned through that transaction.

When BKM needs goods or services available from more than one supplier, BKM must award the contract based on a fair, unbiased review of competitive bids. A director who owns any interest in, or is employed by, a bidder may not take part in evaluating bids or choosing the supplier.

Section 3. Non-Liability of Directors and Officers

A director or officer is not personally liable for their actions on BKM's behalf to the extent Texas non-profit law allows, as long as they acted in good faith and with ordinary care — including reasonable reliance on advice from BKM's attorney, accountant, or appraiser, or on BKM's own books and records.

Section 4. Indemnification of Directors and Officers

BKM will cover the reasonable costs and liabilities of any director, officer, or former director or officer (and anyone who served at BKM's request as a director or officer of another organization) arising from that service, except where a court finds them liable for negligence or misconduct, or where covering the cost would violate public policy. This right is in addition to any other rights they may have.

Section 5. Income Distributions Prohibited

No part of BKM's income may be distributed to directors or officers.

Section 6. Loans to Directors and Officers Prohibited

BKM may not make loans to directors or officers.

ARTICLE VII — EXECUTIVE COMMITTEE

The Board, by majority vote, may create an Executive Committee of two or more directors to act on the Board's behalf between Board meetings, and may disband it the same way. Committee members serve at the Board's pleasure.

The Executive Committee may exercise the Board's authority over BKM's business and affairs between Board meetings, except it may not: (a) elect directors; (b) amend or repeal these By-Laws or the resolution that created the Committee; or (c) appoint or replace its own members.

The Committee sets its own regular meeting schedule. Special meetings may be called by any officer or Committee member, with no formal notice required. A majority of the Committee constitutes a quorum. The Committee keeps minutes of its meetings and shares them with the Board on request.

Creating this Committee does not relieve the Board, or any individual director, of any responsibility imposed on them by law.

ARTICLE VIII — OFFICERS

Section 1. Principal Officers

Except as provided in this Article VIII Section 3, BKM's officers are elected by eligible voting members. The officers are: President, Vice President, the immediate Past President, Secretary, Joint Secretary, Treasurer, Joint Treasurer, Communications Director, Joint Communications Director, Literary Director, Joint Literary Director, Tamil School Director (Section 20), and three at-large Directors. A person may hold two or more offices at once, except the President and Secretary shall not be the same person.

Section 2. Additional Officers

The Board may appoint other officers or assistant officers as it deems necessary.

Section 3. Automatic Election of Certain Officers

The Vice President, Joint Secretary, Joint Treasurer, Joint Communications Director, and Joint Literary Director, when their term ends automatically move up respectively to President, Secretary, Treasurer, Communications Director, and Literary Director. President, when their term ends automatically move up to Past President.

See Section 20 for details on Tamil School Director

If someone in one of those "Joint" or Vice President roles is unable to take on the next automatic position, the current holder of that senior position (President, Secretary, Treasurer, Communications Director, or Literary Director) is eligible to be nominated for another term in the same position. The person who could not fulfill the automatic promotion may not run for any other Board position that same term.

Section 4. Eligibility

Eligibility to run for any Board or officer position — including minimum age, active-membership history, and any position-specific requirements — is governed by Article XII, Sections 2 and 6.

Section 5. Election and Terms of Officers

The officers in Section 1 are elected annually at the Annual Meeting (or a Special Meeting held in its place, per Article XII). Upon election, each officer automatically becomes a director of BKM (Article V, Section 2). Each officer serves until a successor is elected and qualified, or until they resign, or removed, or otherwise leave office as these By-Laws provide. No one may hold the same Board position for more than two consecutive years.

Section 6. Removal

Any officer may be removed as provided in Article V, Section 5 (Removal). In addition, an officer who or who misses four consecutive Board meetings, may be removed by a two-thirds vote of the Board.

Any agent or Executive Committee member elected or appointed by the Board may be removed by the Board whenever it judges that doing so serves BKM's best interest. Removal does not affect that person's contract rights, if any, and being elected or appointed does not by itself create contract rights.

Section 7. Vacancies

A vacancy in any officer position may be filled as described in Article V, Section 4.

Section 8. Powers and Duties of Officers

Officers perform the duties described in these By-Laws, the usual duties that come with their office, and any other duties the Board or the President assigns them.

Section 9. President

The President, under the Board's oversight, is BKM's chief executive and manages BKM's day-to-day business and operations; the President convenes and chairs meetings (including the General Body) . The President may hire and discharge employees and agents and set their pay; sign contracts, leases, and other documents on BKM's behalf; and perform other duties the Board assigns. The President (or a designee) is responsible for BKM's assets and belongings, and must provide a full list and transfer of them to the incoming President at the end of the term (see also Article XI, Section 10).

Section 10. Vice President

If the President is unavailable or unable to act, the Vice President performs the President's duties, with the President's powers and limits. Any action the Vice President takes while filling in is conclusive proof that the President was unavailable at that time. The Vice President also performs other duties the President or Board assigns, and succeeds to the Presidency as described in Section 3.

Section 11. Secretary

The Secretary maintains the minutes of Board meetings; handles required notices; may sign or attest documents on BKM's behalf together with the President or Vice President; maintains

BKM's records as the Board directs, available for director inspection during business hours; performs the usual duties of the office and any others the Board assigns; and transfers BKM's records to the incoming Secretary at the end of the term.

Section 12. Joint Secretary

The Joint Secretary assists the Secretary, takes on the Secretary's powers and duties when the Secretary is unavailable, and succeeds to the office of Secretary as described in Section 3.

Section 13. Treasurer

The Treasurer is responsible for BKM's funds and securities; deposits them with Board-approved banks or institutions; may endorse checks and sign receipts for BKM, alone or jointly as the Board directs; keeps accurate financial books; reports on BKM's finances whenever the Board requires; and makes BKM's financial books available to any director on request during business hours. As a key liaison with the external funding (e.g. Houston Arts alliance) and reporting (e.g. IRS) obligations, the Treasurer prepares and provides in the role of a corporate financial officer all documents; as well as assisting and advising the Board to meet all financial requirements. The Treasurer performs other duties the Board assigns and, if the Board requires, provides a fidelity bond.

Section 14. Joint Treasurer

The Joint Treasurer shall assist the Treasurer in the financial administration of the organization and work collaboratively in carrying out the duties of the office. The Joint Treasurer shall have access to all financial records, bank accounts, banking information, and accounting systems of the organization as necessary to perform these duties.

In the event of the Treasurer's temporary absence or unavailability, the Joint Treasurer shall assume the powers, duties, and responsibilities of the Treasurer with the approval of the President or the President's designee. The Joint Treasurer shall also succeed to the office of Treasurer as provided in Section 3.

Section 15. Communications Director

The Communications Director is responsible for maintaining BKM's website, mailing list, and other communication channels described in Article I, Section 4, and for sending event notices and materials to members or the community as the Board directs.

Section 16. Joint Communications Director

The Joint Communications Director assists the Communications Director, takes on the Communications Director's powers and duties when unavailable, and succeeds to the office as described in Section 3.

Section 17. Literary Director

The Literary Director is responsible for compiling, editing, and publishing BKM's Tamil magazine, and for promoting the literary talents of BKM's members.

Section 18. Joint Literary Director

The Joint Literary Director assists the Literary Director, takes on the Literary Director's powers and duties when unavailable, and succeeds to the office as described in Section 3.

Section 19. Director

Each at-large Director performs the duties the Board or President assigns.

Section 20. Tamil School

BKM Tamil School is an integral and essential part of BKM (consistent with its charter as enunciated in Article II), while providing sufficient flexibility for individual centers to operate semi-autonomous to ensure local convenience is exercised. BKM not only provides financial support to its Tamil Schools, within its operating budget, BKM also ensures all the school children and their families enjoy the benefit of a premier community organization (existed for > 50 years in Houston) providing an exciting opportunity to showcase the development and talents of the children. As part of its long-term vision to elevate the Tamil language (possibly as a school credit course) BKM endeavors to work with all centers to help establish and maintain set operating guidelines that all school centers must follow.

Each Tamil School selects a Coordinator and a Joint Coordinator for each academic year. No one may serve as Coordinator without having served as Joint Coordinator at that school within the preceding two years. No one may serve as Coordinator or Joint Coordinator for more than two consecutive academic years, and — without the Board's prior approval — no more than two academic years total (consecutive or not) within any five-year period.

Each year, the Tamil School Coordinators shall, by majority vote, select from among the prior year's Coordinators one individual to serve as the Joint Tamil School Director. The tenure for Tamil School Director and Joint Tamil School Director is 1 Year respectively. The individual serving as the Joint Tamil School Director shall automatically succeed to the office of Tamil School Director for the following term, provided the individual continues to satisfy the Board eligibility requirements set forth in Article XII. The Tamil School Director shall be a full voting member of the BKM Board, as provided in Article V, Section 1, and shall satisfy the same eligibility requirements applicable to all members of the Board, as set forth in Article XII. Joint Tamil School Director shall be part of the board without voting authority. The selection of the Tamil School Director and Joint Tamil School Director shall remain solely within the authority of the Tamil School Coordinators, subject to verification that the selected individuals meet the Board eligibility requirements.

Consistent with Article XI, the Tamil School Director shall prepare and submit the Tamil School's proposed budget for the following fiscal year for inclusion in BKM's overall annual budget. The Treasurer shall present the consolidated annual budget, including the Tamil School budget, to the membership for approval at the annual members' meeting.

If a significant dispute, operational issue, or governance matter cannot be resolved amicably at the school level, or if such matter materially affects the Corporation's mission, policies, finances,

reputation, or operations, the issue shall be referred to the Board of Directors. The Board shall have the authority to review the matter, mediate as appropriate, and make a final and binding decision.

Section 21. Election Committee

Refer to Article XII on the appointment of BKM's Election Committee and its powers and duties.

ARTICLE IX — COMPLIANCE WITH TAX-EXEMPT STATUS REQUIREMENTS

Section 1. Power to Amend Charter

If needed to comply with Section 501(c)(3) of the U.S. Internal Revenue Code, the Board may amend BKM's Articles of Incorporation and file the amendment with the Texas Secretary of State.

Section 2. Limitations on Activities

Despite anything else in these By-Laws:

- a) No part of BKM's net earnings may benefit any director, officer, or private individual (see Article VI, Section 5 for compensation rules). No director, officer, or private individual may share in BKM's assets if it dissolves.
- b) BKM may not engage in substantial lobbying, or intervene in any political campaign for or against a candidate for public office, except as federal tax law allows.
- c) BKM may not conduct any activity that would jeopardize its tax-exempt status under Section 501(c)(3), or the deductibility of contributions under Section 170(c)(2).

Section 3. Dissolution

If BKM dissolves, its members will first pay or provide for all of BKM's debts. Any remaining assets will go to one or more other organizations that qualify as tax-exempt under Section 501(c)(3) and have a similar objective or purpose to BKM's, as the members decide. If the members do not decide, a court will make that determination.

ARTICLE X — AMENDMENTS

Follow steps outlined in the Article IV Section 9A. Within 20 days after members approve a change, the Board must send every member written notice of the change, including its full text.

ARTICLE XI — MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year

Unless the Board and members agree otherwise by majority vote, BKM's fiscal year is the calendar year (January 1 – December 31), for IRS purposes. The Treasurer also keeps books on a fiscal-year basis if required by any public grant BKM receives.

Section 2. Budget

The Board prepares an annual budget and presents it at the Annual Meeting, where it must be approved by a simple majority of members present. The incoming Board for the coming term — that is, the current year's Vice President, Joint Treasurer, and Joint Secretary, who will automatically become President, Treasurer, and Secretary (Article VIII, Section 3) — is responsible for preparing the budget for the term they are about to serve. The Board also prepares a year-end financial statement, shared with members at the Annual Meeting or by email beforehand.

Section 3. Resignations

A director or officer may resign at any time by written notice — including by email or other electronic communication under Article I, Section 4 — to the Board, the President, or the Secretary. The resignation takes effect at the time stated in it, or, if no time is stated, when it is received. BKM does not need to accept a resignation for it to be effective, unless the resignation itself says otherwise.

Section 4. Securities of Other Corporations

The President or any Vice President may transfer, endorse, vote, or otherwise act on BKM's behalf regarding any securities BKM owns, and may sign any related waiver, proxy, or consent with the relevant financial institution.

Section 5. Depositories

BKM's funds that are not otherwise in use are deposited, from time to time, in banks or other financial institutions selected by the Board, the President, or the Treasurer. All dues collected from Life memberships after January 16, 1999, plus \$3,000, are kept in a separate account at a financial institution. The principal in that account may be used only for emergency needs, approved by a simple majority of voting members at a GBM. Interest earned on the account may be used for general purposes.

Section 6. Signing of Checks, Notes, etc.

The President, Vice President, or Treasurer is authorized to sign checks, notes, and other instruments of indebtedness on BKM's behalf, as the Board may further direct by resolution.

Section 7. Gender and Number

Wherever these By-Laws use a gendered pronoun, it includes all genders; wherever they use the singular, it includes the plural, and vice versa, as the context requires.

Section 8. Laws and Statutes

Wherever these By-Laws refer to "law," "laws," "statute," or "statutes," they mean the laws and statutes of the State of Texas, to the extent applicable, unless the context clearly requires otherwise.

Section 9. Headings

Article and Section headings in these By-Laws are for convenience only and are not part of their substance.

Section 10. Transfer of Responsibilities, Assets, and Records

Within 30 days after an election, the outgoing and newly elected officers must meet to transfer responsibilities and hand over BKM's assets, belongings, records, and other property, so BKM's affairs continue smoothly. A Transition List should be prepared for each role describing what is being handed over, and the transfer should be documented in writing and signed by both the outgoing and incoming officer.

The Secretary is responsible for keeping an accurate inventory of all of BKM's movable and immovable assets and property. The President is responsible for transferring these assets to the incoming Board at the end of each term. BKM's assets and property exist strictly for the benefit and use of the organization and its activities, and may not be used privately by any individual or other organization.

Section 11. Audit

Each year, the current Board appoints a three-member review team made up of people outside the outgoing and incoming Board (this does not need to be a professional independent auditor) to review and audit BKM's accounts and year-end financial statements. No member of this review team is compensated for the work. The review must be completed by the end of January of the following year, and the resulting report must be sent to all members.

ARTICLE XII — PROCEDURES FOR ELECTION OF OFFICERS

Section 1. Purpose

Notwithstanding any provision of Articles I through XI that may be inconsistent or in conflict with this Article XII, the provisions of this Article XII shall prevail and govern all matters pertaining to the election of BKM's officers — including the Election Committee's powers, the election timeline, nominating and withdrawing candidates, running the election, announcing winners, and certifying results. This Article is not used to interpret any other Article of these By-Laws, and the terms defined here apply only to elections. If Article XII conflicts with Articles I through XI on an election matter, Article XII controls.

Section 2. Definitions

Active Member. Any member, other than an Honorary Member or a student member, who has paid full annual dues for the current year by the Eligibility Date is an Active Member for that year — meaning they may vote, nominate a candidate and (if qualified under Section 6) be nominated for a Board position in that year's election.

Eligibility Date. Effective beginning with the 2027 election, March 1 of each year, at 11:59 PM CST, is the Eligibility Date for that year's election. *Example: a member who has not renewed by*

March 1, 2027, 11:59 PM CST is not eligible to vote, nominate, or be nominated in the 2027 election (which elects the Board that serves in 2028). Some positions carry additional nomination criteria — see Section 6. If there is a dispute about whether dues were paid on time, the member has the burden of proving the payment.

Transition Rule: For the 2026 election (which elects the Board serving in 2027), the Eligibility Date shall be June 30, 2026, at 11:59 p.m. CT.

Inactive Member. A member who has not paid full annual dues by the Eligibility Date becomes an Inactive Member, for that year's election, starting the day after the Eligibility Date.

Extending the Eligibility Date. Under special circumstances, the Board — with the approval of two-thirds of all its board members — may extend the Eligibility Date once a year, by up to 30 days, as long as it does so at least 15 days before March 1.

Section 3. Number of Votes

Every Active Member holds a single vote per membership, including a Family membership. For election purposes, a Family membership is treated the same as an Individual membership. If there is a dispute between the two people on a Family membership, the person listed as the "member" has the right to nominate, be nominated, and vote. (See also Article III, Section 9(e).)

Student and Honorary members are not eligible to participate in the election process.

Section 4. List of Active Members for Election

By February 15 (15 days before the Eligibility Date), the Secretary and Treasurer publish and email members a Preliminary List of Active Members. Members may continue to pay dues and be added to the list through the Eligibility Date (March 1). The Final List of Active Members, as of March 1, 11:59 PM CST, should be published for that year's election by the end of March. Members may contact the Secretary or Treasurer to correct inaccuracies, as long as they have made the payment before the eligibility date.

Section 5. Overview of the Election Process

- A. Elections are held annually. Election day falls within the first three weeks of December.
- B. The Board sets the exact date and venue by simple majority vote, and announces them to members in the first week of August.
- C. The Board appoints a three-member Election Committee at least ninety (90) days before election day and shall designate one Committee member as the point of contact for election communications and coordination. The point of contact shall have no additional authority, and all Election Committee decisions shall be made by the Committee as a whole.
- D. If an Election Committee member becomes unable or unavailable to perform the duties of the position before the election process is completed, the Board shall promptly appoint a replacement so that the Election Committee continues to consist of three (3) members.

- E. Each Election Committee member must be an Active Member and must have served a full term on the BKM Board at some point in the past. No Election Committee member can be a member of the current year's Board. Election committee members or their immediate family (specifically current spouse and children) cannot contest in that year's elections.
- F. The Election Committee shall solicit nominations from the Active Membership no fewer than seventy-five (75) days prior to the date of the election. Notice shall be deemed sufficient if transmitted by the Election Committee to the Active Member's email address on record with BKM.
- G. Wherever this Section refers to a date or deadline, it means up to 11:59 PM CST/CDT on that date as per the applicable day light savings time.
- H. Nomination window and corrections.
 - Nominations stay open for at least 15 full calendar days.
 - Within two (2) calendar days following the close of the nomination period, the Election Committee shall review all nominations received and notify any nominee whose nomination contains a curable defect.
 - A nominee who is notified of a curable defect shall have one (1) Calendar Day from the date of such notice to submit the required correction.
 - Within one (1) Calendar Day after the expiration of the period for correcting nomination errors and omissions, the Election Committee shall review all submitted corrections and publish the final list of qualified candidates. Any nomination that remains non-compliant with these Bylaws at the conclusion of such review shall be rejected and any nomination fee paid shall be deemed forfeited and shall not be refunded.
 - Any candidate may withdraw his or her candidacy by submitting written notice to the Election Committee within two (2) Calendar days after the publication of the final list of qualified candidates.
- I. The Election Committee shall provide eligible candidates with the names and registered email addresses of Active Members solely for election-related communications. The Election Committee shall establish and enforce uniform campaign guidelines governing such communications. Member information shall be treated as confidential and shall not be retained, disclosed, shared, or used for any purpose other than the current election. Violations may result in disciplinary action, including disqualification, as determined by the Election Committee in accordance with these Bylaws.
- J. The Election Committee mails ballots to all Active Members at least 30 days before election day, using an authorized mail service such as USPS First Class Mail, to each Active Member's Street address on file, as long as that address is in the continental United States. Active Members are responsible for keeping their address on file current.
- K. The Election Committee shall count only sealed ballots received by mail or properly delivered in person. A ballot is considered properly delivered in person when the Active Member or the member's spouse delivers the sealed ballot to the election venue, and

the Election Committee verifies the identity of the person delivering the ballot and, if applicable, the person's relationship to the member.

- L. The Election Committee counts valid ballots at the election venue, tabulates the results, and announces them there, and also notifies the result to all the Members by email.
- M. The Election Committee certifies the results to the Board within 24 hours of announcing them at the election venue.
- N. BKM Board may approve an alternate electronic voting method if the Election Committee recommends one that protects voter anonymity, prevents duplicate voting, and prevents proxy voting. A dedicated section with the detailed rules for electronic voting should be defined ahead of time. Any such decision should follow the By Law amendment process.

Illustration (assuming an election day of Sunday, December 6, 2026):

Milestone	Example Date (11:59 PM CDT)	Timing
Election Committee appointed	September 7, 2026	90 days before election day
Call for nominations issued	September 22, 2026	75 days before election day
Nomination deadline	October 15, 2026	at least 15 full days after nominations open
Committee flags any fixable errors by	October 17, 2026	2 days after nomination deadline
Nominee submits correction by	October 18, 2026	1 day after being notified
Final candidate list published by	October 19, 2026	1 day after corrections received
Withdrawal deadline	October 21, 2026	2 days after candidate list published
Ballots mailed by	November 6, 2026	30 days before election day

Note: these By-Laws set how long the nomination window must stay open and when it must close relative to election day, but do not fix an exact opening date. The Board should confirm a specific opening date in its published election calendar each year.

Section 6. Rules Relating to Nomination

- a) Only individuals 21 years of age or older may be nominated for a Board position.
- b) A candidate for any Board position other than Vice President, Joint Secretary, or Joint Treasurer must meet the voting-eligibility requirements of an Active Member (Section 2) for that year and the preceding year.
- c) A candidate for Vice President, Joint Secretary, or Joint Treasurer must meet the voting-eligibility requirements of an Active Member for that year and the two preceding years, and must have served as a Board officer at some point in the past.

- d) A member may be nominated for only one position. If nominated for more than one, the member keeps only one nomination — the Election Committee will contact the member, get written confirmation of which nomination to keep, and reject the rest. In the event of no response from the nominee, the election committee can decide which nomination to keep.
- e) A candidate must be nominated by at least three active Members; the candidate may be one of the three.
- f) A member may nominate no more than two candidates (excluding self-nomination), and only with each candidate's prior consent.
- g) Only one spouse from a given family irrespective of their membership category may serve on the Board at a time. If a member is nominated while their spouse is already serving on the Board, the nomination is automatically rejected. (See Article V, Section 2.). If both spouses are getting nominated at the same time, one should withdraw. If no consensus reached between the spouses, both nominations will be rejected.
- h) Every nomination must be accompanied by a \$100 fee, paid by the Active Member submitting the nomination. If the nominee withdraws before the nomination window closes, the fee is refunded.
- i) The nomination form must include a declaration, which each candidate must acknowledge and accept: *that if a dispute arises from the election and cannot be resolved through negotiation, the candidate agrees to first try mediation administered by the Board, in good faith, under generally accepted dispute-resolution procedures, before pursuing arbitration, litigation, or any other process.*
- j) If no nomination is received for a position by the nomination deadline, the Board may nominate one or more Active Members for that position, provided each nominee satisfies all eligibility requirements and qualifications applicable to that office under these Bylaws.

Section 7. Responsibilities and Powers of the Election Committee

Elections shall be administered by the three-member Election Committee described in Section 5(c). All three members shall have equal authority, and the Committee shall act collectively. The designated point of contact shall serve solely as the Committee's administrative representative and shall have no additional authority or voting power. In the event of a disagreement among the members of the Election Committee, any decision shall be determined by a majority vote of the Committee. Any decision approved by a majority of the Election Committee shall be final and binding with respect to matters within the Committee's authority under these Bylaws.

1. The Election Committee must ensure elections are free and fair to all candidates and Active Members.
2. The Committee must make every effort to keep ballots secret, following the process in Section 5 to protect voter identity and how each person voted.
3. The Committee must prevent duplicate voting.

4. The Committee should not allow proxy voting.
5. The Board designs and approves BKM's official nomination form. The Election Committee uses this form for all nominations.
6. The Election Committee interprets this Article XII as situations require. If these By-Laws are silent or unclear on a procedural point, the Committee resolves it by consulting, in order: (1) the other Articles of these By-Laws, (2) Texas law governing non-profit corporations, and (3) Robert's Rules of Order.
7. The Election Committee may disqualify a candidate for any of the following reasons:
 - a) Violating these By-Laws or conditions the Election Committee has set;
 - b) Conduct unbecoming a BKM member, as described in Article III, Section 13;
 - c) Unacceptable campaign tactics, such as using BKM's proprietary materials (letterhead, logo, social media accounts), BKM's bulk email system, or Tamil School premises for campaigning; making false claims of endorsement; and similar conduct;
 - d) Using abusive language at BKM meetings (Annual Meeting, Board meetings, Special Meetings) or during campaigning;
 - e) Spreading false rumors; or
 - f) Any other conduct the Election Committee finds unacceptable. Rejections under section f should be approved by the board.

Section 8. Appeals Process

A candidate or Active Member who disputes an Election Committee decision may appeal in writing to the Board within 3 days of the decision. An electronic request shall be valid only if sent from the member's registered email address on file with BKM. Such request shall be sent to both Secretary at Secretary@bkmhouston.org and President at President@bkmhouston.org. The Board's ruling on the appeal is final. Outside of a properly filed appeal, the Board may not intervene in the Election Committee's decisions.