

**BYLAWS OF
MALAYALEE ENGINEERS' ASSOCIATION
HOUSTON, TEXAS**

(As amended and adopted by General Body Meeting of April 10, 2010)

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ARTICLE -1 NAME AND CORPORATE CHARTER

1.1. NAME & CORPORATE CHARTER PROVISIONS

The Organization registered and known as Malayalee Engineers Association, Houston shall be known with its abbreviation as **MEA** or **MEA Houston**. The purpose of MEA Houston shall be detailed in its Articles of Incorporation filed with the Secretary of the State of Texas. Each provision of the Charter of Malayalee Engineers' Association, Houston shall be observed until amended by restated Articles, or Articles of Amendment, duly filed with the Texas Secretary of State.

ARTICLE 2 DEFINITIONS

2.1 The "Organization" or "Association" shall mean and refer to the Malayalee Engineers' Association, Houston, a Texas non-profit corporation, its successors and assigns.

The "Bylaws" shall mean and refer to these bylaws and any amendments.

The "Articles" shall mean and refer to MEA's Articles of Incorporation and any amendments.

A "Current Member" or "Active Member" shall mean and refer to a person who has paid the annual dues and holds a membership in MEA for the current year as provided in the bylaws.

"General Body" shall mean and refer to all MEA's current members as one complete group.

The "Director Board" or "Board of Directors" shall mean and refer to MEA's board of directors as defined in the bylaws.

The "Officer" or "Director" shall mean and refer to any member of the Board of Directors.

ARTICLE 3 MEMBERS AND MEMBERS' MEETINGS

3.1 ADMISSION OF MEMBERS

MEA membership shall be open to all engineering graduates of Malayalee Origin, who have a bachelor's degree in engineering, technology, computer science, naval architecture or architecture and are residents of USA. Spouses and dependent children of the members are entitled to participate in activities of MEA. The Board of

Directors shall admit new members as per the qualifying criteria, and shall maintain records of membership. By becoming a member, the individual agrees to obey the Bylaws and to serve MEA and its members.

3.2 ANNUAL DUES

Members shall maintain their membership in good standing by payment of annual dues and other payments decided by the Board of Directors from time to time. Dues shall be payable in advance on the date specified by the Board of Directors. New members shall pay the full annual dues and prorating is not permitted.

3.3 VOTING RIGHTS

All members are entitled to one vote on each matter submitted to a vote of the members.

3.4 ANNUAL MEETINGS

The General Body of MEA members shall meet at least once a year. The meetings may be called by the President, or Board of Directors or by a petition from at least one-third of the General Body. The President or a director designated by the President shall chair members' meetings, Election of Directors for the on-coming year shall be held at a General Body meeting held one month prior to the end of term of the current Board of Directors.

3.5 NOTICE OF MEETINGS

The President of the Board of Directors will give notice for a member's general body meeting, at least 10 (ten), but not more than 30 (thirty) days before the date of the meeting. Meeting notices and other communications shall be transmitted by mail or e-mail.

3.6 QUORUM

At least one-tenth of the members entitled to vote shall constitute the quorum for a General Body meeting.

3.7 AUTHORITIES OF GENERAL BODY

The General Body shall have the authority to elect the Board of Directors by a simple majority vote. It shall have the authority to dismiss any member of MEA, including a member of the director board when a signed petition is made by at least one-third (1/3) of the General Body or a majority of the Board of Directors and passed with a simple majority in the General Body meeting.

The General Body shall also have the authority to amend the Bylaws by a simple majority vote when an amendment is proposed by the Board of Directors with a two-thirds (2/3) majority vote or at least one-third (1/3) of the General Body.

The General Body shall have the authority to establish and amend guidelines and rules for approved activities of MEA, such as its charitable work, scholarship program etc. Rules governing the activities may be amended by a simple majority vote of the General Body.

ARTICLE 4 DIRECTORS AND DIRECTORS' MEETING

4.1 POWERS

The Board of Directors, subject to limitations imposed by law, the Articles of Incorporation and these bylaws, shall exercise the business and affairs of MEA and all corporate powers.

NUMBER OF DIRECTORS:

The number of directors of this corporation shall be a minimum of five, elected by the General Body from members who have paid all dues for the current year, and have established good standing.

4.2 NOMINATIONS FOR DIRECTORS

The Director Board shall invite nominations from current or new members for each office of the director board at least two months before the current director board's term expires. The presiding officer of the General Body meeting shall present the nominations to the members. Any member in good standing may make additional nominations for any elective office from the floor. Previous consent shall be obtained for all nominations. If nominations are not received to warrant elections in accordance with section 4.3 of the bylaws, MEA Director Board shall recommend to the General Body names of MEA members to fill vacancies in the Director Board. In that event, approval by a simple majority of the General Body is required within three months for the candidate(s) to hold the position of director(s).

4.3 ELECTION OF DIRECTORS

Elections for directors shall be held at a General Body meeting each year. Elections shall be by secret ballot unless by acclamation. The five candidates with the highest number of votes shall be declared elected. The General Body may decide to add additional members to the director board from the nominations received. If the Board of Directors fails to conduct elections and install a new board of directors before March of each year, a quorum of thirty (30) members in good standing may call a General Body meeting and elect interim officers. Notification of such a meeting shall be sent to all current members at least twenty (20) days in advance. The interim officers shall serve for no more than one year. During that year the interim officers shall conduct MEA's business and shall hold an election of officers. The previous members of the director board and any committees appointed by them shall turn over all records and property of the Association to the interim officers.

4.4 TERM OF OFFICE

Directors shall be entitled to hold office, normally for a period of one year, or, until their successors are elected and qualified. If a director has to relinquish the position before fully serving the term, the Board of Directors may either appoint a substitute from eligible members, or, decide to leave the position vacant for the remainder of the term. In case of the latter, the number of directors shall not fall below three. If this condition is not satisfied, the remaining directors, shall convene a general body meeting and hold elections. The General Body may reelect at least one member of the current board to serve another term to ensure continuity, provided consent of the director(s) are obtained in advance.

4.5 TITLE AND APPOINTMENT

The officers of MEA shall be a President, a Secretary and a Treasurer, and, such other officers as the Board may designate. The officers shall be nominated from among the elected Board of Directors by a decision of the majority. The same person may hold any two or more offices, except President and Secretary.

4.6 REMOVAL & RESIGNATION OF DIRECTORS

The entire Board of Directors, or any individual director may be removed from office by a vote of the majority of members entitled to vote at an election of directors. Any officer may resign at any time by giving written notice to the Board of Directors or the President.

4.8 VACANCIES

Should the position of any of the officers fall vacant, the Board of Directors may elect an acting successor to hold office for the unexpired term, or until a permanent successor is elected.

4.9 CONDUCT OF MEETING

Board of Directors shall ~~be~~ hold regular meetings, not less than four times in a year. The President shall chair the all meetings of the Board of Directors. In the President's absence, a Chairperson chosen by the majority of the Directors present shall preside. The Secretary of MEA, or one of the attendees appointed by the chairperson shall prepare and record a minutes of meeting.

4.10 MEETING TO TRANSFER RECORDS & FUNDS

A meeting of the outgoing director board and incoming director board shall be held within 30 days of installing the new director board for the following purposes: That MEA's program of activities may begin as soon as possible; That the outgoing officers may transfer property and records as required by these Bylaws; That proper arrangements are made to change signature authorities for writing checks with financial institutions; That pass words to operate MEA web site and Email accounts are updated as needed.

4.11 QUORUM

Presence of a majority of directors shall constitute quorum to transact any business, except to adjourn.

4.12 COMPENSATION

Directors shall not receive any compensation for holding the position. However, they may be reimbursed for reasonable and documented out-of-pocket expenses related to MEA's functions as budgeted or approved by the Board or the President.

ARTICLE 5 PRESIDENT, SECRETARY, TREASURER AND TRUSTEES

5.1 PRESIDENT

The President shall be the chief executive officer of MEA subject to the control of the Board of Directors. The President shall have general supervision, direction, and control of the business and officers of MEA and shall have general powers and

duties of management usually vested in the President of a corporation, and shall be *ex-officio* a member of all sub-committees of MEA. The President shall preside at all meetings of the members and Board of Directors.

Any spending above \$ 500 shall require approval by the President.

All required filings with the Internal Revenue Service and other authorities shall be by the President of MEA. The President shall coordinate with the Treasurer, Secretary and MEA's registered agent for all filings required by Internal Revenue Service and State of Texas. He shall provide the registered agent with all necessary documents and information in a timely manner.

The President, with the approval of the Board of Directors, shall from time to time, establish and/or dissolve special committees with such duties as are deemed proper. These committees may be for such activities as fund raising, scholarship application evaluation, elections, organizing cultural and social events, etc.

The President may appoint, with approval from the Board, special officers to conduct and coordinate specific activities of MEA, such as scholarship awards, charitable work, development of bylaws and rules, maintenance of MEA's web site and Email correspondence. The President shall clearly define in writing the responsibilities of the special officers and committees before entrusting responsibilities to them.

Activities of special committees and officers shall be under the control of the President.

5.2 SECRETARY

The Secretary shall:

- a) See that all notices are duly given as required by law, the Articles of Incorporation, or these Bylaws;
- b) Prepare minutes of all meetings; Be custodian of the minutes of MEA's meetings, its Corporate Record Book, its other records and any seal which it may adopt;
- c) Ensure the safe-keeping of corporate record book and other records and any seal, with the Registered Agent at the Registered Office;
- d) Maintain, in the corporate record book, a record of all Members of MEA, together with their current mailing address, telephone numbers and Email addresses;
- e) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be required by Article 7 of these Bylaws, by the President, by the Board of Directors, or by law.

5.3 TREASURER

The Treasurer shall:

- a) Have charge and custody of, and be responsible for, all funds and securities of MEA and deposit all funds in the name of MEA Houston in those banks or depositories as the Board of Directors select;
- b) Receive and give receipt for monies due and payable to MEA;
- c) Disburse the funds of MEA as may be directed by the Board of Directors, taking proper vouchers for those disbursements;
- d) Operate the bank accounts of MEA, jointly with President;
- e) Function as custodian of all physical assets of MEA;
- f) Maintain the accounts of MEA, taking into consideration the requirements of IRS, and satisfy all requirements of the 501c(3) nature of MEA, as applicable;

- g) Be responsible to prepare and to assist the President for all tax filings of MEA as required;
- h) Present a financial report to the members' general body as directed by the President.

5.4 TRUSTEES

Three Trustees shall be nominated by the Director Board for approval by the General Body by a simple majority to provide:

- (i) Proper and consistent communication with Internal Revenue Services and other Government agencies in US.
- (ii) Guidance to the current board of directors
- (iii) Communication with National and International Institutions, Public and Engineering schools in Kerala
- (iv) Guidance to the current Scholarship Committee and scholarship recipients

The Trustees shall not be members of the Board of Directors. They may offer advice and guidance, but shall not have the right to vote in Director Board meetings.

The functions of the Trustees shall include:

- (i) Trustee #1: A qualified Accountant, who may act as a registered agent for MEA, as a custodian of all permanent records of MEA and to support communication with Internal Revenue Service in matters related to taxes and non-profit status. Trustee #1 need not be a MEA member.
- (ii) Trustee #2: A MEA member in good standing shall provide general oversight to MEA's charitable programs.
- (iii) Trustee #3: A MEA member of good standing to guide the current Board of Directors in matters of interest to the members in general, to communicate with public and to represent MEA in National & International Institutions when required.

The term of these Trustees is normally 3 years, but initially the following term limit may be followed:

In 2010 Trustee # 1 shall retire, in 2011 Trustee # 2 shall retire and in 2012 Trustee # 3 shall retire. All are eligible for reelection.

Rules for removal and resignation of Trustees shall be the same as that for Directors in accordance with Sec. 4.6 of the bylaws.

ARTICLE 6 AUTHORITY TO EXECUTE INSTRUMENTS

6.1 NO AUTHORITY ABSENT SPECIFIC AUTHORIZATION

These bylaws provide certain authority for the execution of instruments. The Board of Directors may additionally authorize any officer(s) or agent(s), to enter into any contract or execute and deliver any instrument in the name of and on behalf of MEA.

Unless expressly authorized by these bylaws or the Board of Directors, no officer, agent or member shall have any power or authority to bind MEA to any contract or engagement nor to pledge its credit nor to render it liable peculiarly for any purpose or in any amount.

6.2 EXECUTION OF CERTAIN INSTRUMENTS

Formal contracts, promissory notes, deeds, deeds of trust, mortgages, pledges, and other evidences of indebtedness of MEA, other corporate documents and certificates of ownership of liquid assets held by MEA shall be signed or endorsed by the President and by the Secretary or the Treasurer, unless otherwise specifically determined by the Board of Directors, or otherwise required by law.

ARTICLE 7 CORPORATE RECORDS AND ADMINISTRATION

7.1 MINUTES OF CORPORATE MEETINGS

MEA shall keep at the Registered Office, a Corporate Record Book containing minutes of all meetings of MEA's members, directors and all committees.

7.2 BOOKS OF ACCOUNT AND ANNUAL REPORT

MEA shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions, including all income and expenditures, in accordance with generally accepted accounting practices. Based on these records, the Board of Directors shall annually prepare or approve a report of MEA's financial activity for the preceding year. The Board may at its discretion, engage professional services of a CPA to prepare the report as required by IRS.

7.3 MEMBERSHIP REGISTER

MEA shall keep at the Registered Office, a membership register showing names of the members, and their addresses. The above information may be kept on an electronic information storage system.

7.4 CORPORATE SEAL

The Board of Directors may at any time adopt, prescribe the use of, or discontinue the use of, such corporate seal as it deems desirable, and the appropriate officers shall cause such seal to be affixed to such documents as the Board of Directors may direct.

7.5 FISCAL YEAR

The fiscal year of MEA shall be as determined by the Board of Directors and approved by the Internal Revenue Service. The Treasurer shall arrange a consultation with the tax advisers of MEA to determine whether MEA should have a fiscal year other than the calendar year.

7.6 MANAGEMENT OF FUNDS

All institutional and endowment funds shall be handled pursuant to the Uniform Management of Institutional Funds Act (Texas Property Code Sections 163.001 et seq.) MEA Houston shall have no capital stock and no part of its net earnings shall incur to the benefit of any Director, Officer or member or any private individual. It

does not afford pecuniary gain, incidentally or otherwise, to its members. No part of the income, profit or net earnings of MEA shall inure to the benefit of or be distributable to the members, Directors or Officers of the Association, or other private persons.

7.7 LOANS TO OFFICERS AND DIRECTORS

MEA shall not loan money to any of its officers or directors.

7.8 TRANSFER OF RECORDS & SIGNATURE AUTHORITY

All officers and members of MEA holding or charged with the responsibility for the custody and maintenance of any records of correspondence, documents and funds and any other property of MEA shall turn over promptly to their successors all such records and property. The outgoing officers shall deliver all such property and copies of records at the meeting prescribed in Article 4.10 of these Bylaws. Originals of meeting minutes, financial records, correspondence with IRS and State of Texas, and copies of Federal and State tax filings, end of the year statements from banks and other important documents shall be provided to Trustee #1 by the Secretary and Treasurer of the outgoing Director Board.

7.9 DISSOLUTION OF MEA

Upon dissolution of MEA Houston, its assets shall be distributed first in payment of all liabilities of the Association and then exclusively for the purposes of the Association. Any such assets not so disposed of shall be disposed to other non-profit and charitable organizations in accordance with the rules of Internal Revenue Service.

ARTICLE 8 ADOPTION OF INITIAL BYLAWS AND AMENDMENTS

8.1 ADOPTION OF INITIAL BYLAWS

These bylaws of MEA shall be considered adopted at the board of Directors meeting held on 12/11/08.

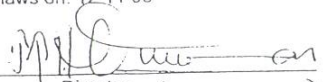
8.2 AMENDMENTS TO BYLAWS

Amendments to these bylaws may be made at any General Body meeting of MEA in accordance with Article 3.7 of the Bylaws, provided that the proposed amendments were presented to all current MEA members at least 20 days prior to the date of General Body meeting. Such presentation shall be by emails, regular mail or Newsletters.


Such amendments were made as follows:

- (i) MEA By Laws Amendment # 1: Approved during the General Body Meeting held on March 21ST, 2009 at Bear Creek Park, Houston, Texas;

The Board of Directors adopted the foregoing bylaws on: 12.11.08



Director (PRESIDENT)



Director (TREASURER)



Director



Director




Director



Director

Attested to and certified by:



Secretary

Corporate
Seal

(ii) MEA By Laws Amendment # 2: Approved during the General Body Meeting held on April 10th, 2010 at Bayland Park, Houston, Texas.