

CODE OF BY-LAWS OF

MCTS NFP (McLean County Tamil Sangam, Not for Profit)

Registered Office Location:
7 Bailey Ct, Bloomington, IL 61704

A 501(c)(3) Not-for-profit Organization.

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ARTICLE I: IDENTIFICATION

The name of the organization shall be known as the MCTS NFP, which means McLean County Tamil Sangam, Not for Profit. The life of the organization is perpetual. MCTS is a not-for-profit charitable and cultural organization based in the state of Illinois, USA.

ARTICLE II: MISSION or GOALS

Promote charitable, cultural, Individual development and educational activities consistent with the Tamil tradition and culture.

Our Motto:

**இணைவோம் தமிழால்!
இணைப்போம் தலைமுறை!**

**United by Tamil!
Unite our Generations!**

ARTICLE III: PURPOSE or OBJECTIVES

- 1) Establish and provide a platform for charitable, and cultural activities, for Tamil speaking, and other people.
- 2) Promote Tamil traditions and social activities.
- 3) Promote Tamil as a language and humanitarian activities.
- 4) Promote the values and philosophy of the Tamil tradition and culture.
- 5) Promote individual development activities by providing platforms for educational activities.

ARTICLE IV: MEMBERSHIP

The membership shall be open to all who believe in the purpose/objectives of the MCTS and have an interest in promoting the Tamil tradition and culture, irrespective of race, religion, color, or national origin.

Section 1: Categories of Members:

The organization also referred to as the General Body or the corporation, shall have two categories of members, consisting of regular members and patron members.

A) Regular Members: Any person fulfilling the membership qualifications and has paid the membership dues (if established) is a regular member of the corporation. A regular member can be a family member (including spouse and children under 18 years) or an individual member or a student member.

B) Patron Members: Any person fulfilling the membership qualifications, donated \$500 or more and/or has served or serving the key position in the organization

Donations made by any corporation/trust in the name of a person or persons to MCTS shall recognize that person or persons but not the corporation or trust. Any corporation/trust which donates on its name to MCTS shall be recognized as a donor with no membership rights or benefits. MCTS reserves the right to refuse any donation that does not meet the Mission and Purpose of the organization per Article II and III.

Section 2: Membership Qualifications

Any person residing in Mclean County becoming a member of the MCTS shall:

- a) Fill out an application form and/or renewal form.
- b) Pay appropriate membership dues (if established)
- c) Abide by the purposes of the corporation as defined in Article III
- d) Be at least 18 years of age.

Section 3: Membership Dues

Regular membership dues shall be determined by the Board of Trustees from time to time. Any revision in the membership dues shall be made only once in any calendar year basis.

Section 4: Disqualification of Membership Rights

Demonstrated activities against the purposes of the corporation as defined in Article III shall constitute grounds for disqualification from membership. The process for such action shall be as follows.

- The member shall receive a written notice or email of the expulsion, suspension or termination and the reason for the expulsion, suspension or termination.
- The written notice or an email notice shall be signed by the Chairman of the Board of Trustees and sent by certified mail or by official email not

less than thirty (30) days prior to the effective date of expulsion, suspension or termination.

- The notice shall be sent to the last address or email address for members shown on MCTS record.
- The members shall be given an opportunity to be heard, in person or via teleconference or in writing not less than ten (10) days before the effective date of the expulsion, suspension or termination by the Board of Trustees.
- This will be determined by a vote of two-thirds (2/3) of the total membership of the Board of Trustees.
- Any member so disqualified shall be eligible for reinstatement subject to the approval of a two-third (2/3) majority of the total membership of the Board of Trustees.

Section 5: Voting Rights

- Each member of both categories (Regular and Patron) shall be entitled to one vote on each matter submitted to vote, provided he/she has been a member.
- Family membership in both categories shall allow one vote for each adult.
- All eligible members may vote either in person/online or by proxy executed in writing by the member.
- Proxy voting shall not be allowed at any meeting unless filed with the secretary of the Board of Trustees at least seven days prior to the meeting.
- The deadline for completing, signing and filing a membership form for the Annual General Body Meeting and eligibility to vote in elections each year is January 31st.
- The list of voting members needs approval from the Board of Trustees prior to conducting the elections.
- The most recently approved list (as of January 31st of that current term) of members is considered as a valid membership list for all administration purposes.
- The notification for election should be sent by February 15th of every year with an election date not later than March 15th.
- The Elected candidates should be announced to all general body members by March 20th and assume duties starting April 1st.

Section 6: Regular General Body Meeting

- An Annual meeting of MCTS General Body shall be held in the month of February of each calendar year.
- The time, date and the venue of the annual meeting shall be informed to the members of MCTS by the secretary of the Board of Trustees at least thirty (30) days before scheduled meeting via mail, e-mail, social media posting or WhatsApp text message of the MCTS.
- Any member may send an agenda item to be discussed at the general body meeting at least 15 days in advance in writing to the Secretary of the Board of Trustees.
- The business of this meeting shall include but not limited to the presentation of yearly reports by Board of Trustees and the Steering

Committee, the annual budget, the accounts, announcement and approval of elected members and any other matter deemed fit by the Board of Trustees shall be presented to the members at this annual meeting.

Section 7: Special Meetings

- Special meetings of the members may be called for any purpose or purposes by the Chairperson of the Board of Trustees, or 50% or more of the written signatures of the members who fulfill the qualifications for membership for the current year can request Board of Trustees to call for a special meeting.
- The Board of Trustees shall call the special meeting within fifteen (15) days and should hold the meeting within 30 days after the receipt of the petition.
- In a duly called Special Board meeting, the Secretary shall obtain the Board's approval prior to mailing the meeting notice to General Body.
- Members shall be informed of the purpose, time, date, and venue of the meeting at least 15 days in advance of any special meeting.
- This meeting shall be conducted by the Chairman of the Board of Trustees or his designee.

Section 8: Notice of Meetings

Written or printed notice stating the purpose or purposes, place, day and time of the meeting shall be delivered either personally, by mail or by e-mail or through social media channel to each member entitled to vote at such meeting not less than fifteen (15) days prior to the date of the meeting, by the Secretary of the Board of Trustees.

Section 9: Voting Rights and Proxy Voting

- All current members in good standing shall have the right to vote.
- Each member carries one vote.
- However, any member with unpaid dues (if established) or assessments shall not be allowed to vote. Such members must pay assessments or dues before the commencement of the meeting to be eligible to vote.
- Family membership shall allow one vote for each adult.
- All eligible members may vote either in person/online or by proxy executed in writing by the member.
- Proxy voting shall not be allowed at any meeting unless filed with the Secretary of the Board of Trustees at least seven days prior to the meeting.

Section 10: Quorum

Ten percent (10%) of total members who fulfill the qualifications for membership for current year entitled to vote at any meeting, present in person, shall constitute a quorum for the transaction of business at any general body meeting of the members. A proposal is approved if it is accepted by a simple majority of members present at any meeting.

Section 11: Conflicts of Interest

The MCTS shall be operated exclusively for the purposes set in Article II and III and none of its net earnings shall inure, in whole or in part, to the benefit of any person or organization having a personal or private interest in the activities of the organization, Board members, Steering Committee members, should make known their connections with groups doing business with the organization on a MCTS disclosure form prior to discussions or prior to vote on the subject matter.

Board members who have an ethical and/or financial conflict of interest should not participate in discussions or vote on matters affecting transactions between the organization and other groups.

ARTICLE V: BOARD OF TRUSTEES

A) Number:

The MCTS shall have a Board of Trustees (also referred to as the Board).

MCTS shall have a minimum of three (3) to maximum five (5) Board of Trustees, all of whom shall be members with voting rights of the Organization.

Board of Trustees constitutes three (3) founding members as permanent members, unless voluntarily retire from the Board, and two (2) members from Steering Committee (if different from founding members), such as, current term President and Treasurer until their term ends, effective May 10, 2022.

Founding members are the members who became members on the very first month of the organization i.e. May, 2022

B) Term:

Trustees shall hold office as follows,

- Three (3) Permanent Members shall hold the office until they voluntarily retire or resign.
- Any member who has been replaced with Permanent Member shall hold the office for four years term and may succeed themselves for no more than two consecutive terms. After completion of the term, as needed, new Board members shall be selected to the Board, as per Article V.F.
- Current President and Treasurer from Steering Committee are the two (2) additional members to the Board of Trustees, who shall hold office until end of their two (2) year term as Steering Committee members.

C) Composition of the Board:

The Board of Trustees shall comprise of a chairperson, a secretary, and a treasurer. Members of the Board of Trustees shall Govern and Oversee the following committees:

- Membership and Fund-Raising Committee
- Communications Committee
- Educational Activities Committee
- Charitable Activities Committee
- Youth Activity Coordination Committee
- Cultural and Social Activities Committee
- Sports Activities Committee

The Board of Trustees shall appoint its officers and assign the officers to various committees to govern and oversee its operation by the Steering Committee.

The chairperson-elect will be the Chairperson of the board for the upcoming year.

The Board may appoint other ad hoc committees as necessary for a specified function and length of time. The chairperson shall also appoint Board members to act as liaisons with various other committees of the Steering Committee (article VI).

D) Qualifications

- A. The candidate for the Trustee of the Board must be a current resident of the State of Illinois, except for Founding Members.
- B. The candidate for the Trustee of the Board shall be an active member of the MCTS in good standing for at least one year and who has been recognized for his/her dedication and contributions to the MCTS. The active membership good standing applies starting May 04, 2022.

E) Vacancies

In case of a vacancy, for any reason (such as resignation, death, disability, removal, or moving out of state) the Board of Trustees will nominate and appoint a new Trustee member for the remaining term by 2/3 majority of the Board of Trustees in attendance and inform the members at the next scheduled general body meeting.

F) Nomination and Selection

- Any founding member shall nominate the new trustee for the vacant Trustee position or for the next term by obtaining recommendation from at least two of the existing Board of Trustees.
- The new Board of Trustees shall be selected based on the recommendations received.

- New Trustee's position shall be determined and added through the consensus of the existing Board of Trustees and/or the outgoing Board of Trustees after end of their term, through the 2/3 majority of the Board of Trustee's consensus.

G) Responsibilities

The responsibilities of the Board of Trustees shall include but are not limited to:

- A. Ensure the proper implementation of the MCTS Bylaws.
- B. Make policy decisions to ensure that the purpose/objectives of the MCTS are implemented.
- C. Look after the interest of the MCTS and promote relationships and understanding with the community at large.
- D. Solicit and maintain funds for the growth, development, improvement, and maintenance of the MCTS.
- E. Take over affairs of the organization in case of resignation or incapacitation of the entire Steering Committee.
- F. Supervise the Steering Committee to meet the purpose/objectives of the MCTS.
- G. Develop and maintain the assets of the Organization. Look after the proper insurance, taxes, legal and other corporate affairs.
- H. Develop goals, strategies, and plans, and implement appropriate actions, for short and long-term development and viability of MCTS.
- I. Appoint Nomination/election committee and oversee the election process for electing new Steering Committee members. Also appoint members to the Miscellaneous Committees.
- J. Determine membership benefits.

H) Meetings

- The Board of Trustees shall meet at least once per Quarter or more frequently as needed basis.
- Notification of the purpose, time, date and place of the meeting shall be provided to the members of the Board of Trustees, at least ten working days before the scheduled meeting by the secretary of the Board of Trustees.
- Two thirds of the Trustees shall constitute the quorum.
- The motions shall be carried out by a simple majority.
- The Board of Trustees shall hold at least two meetings per year jointly with the Steering Committee, presided over by the chairperson of the Board of Trustees.
- At the end of the term of the Steering Committee the chairperson of the Board of Trustee shall call a joint meeting of the Board of Trustees, old and new Steering Committees to oversee and ensure the proper transfer of duties and authorities and the continuation of the long-term projects.

I) Duties of Officers:

1. Chairperson:

- a) Preside over the meetings of the Board of Trustees, joint meetings of the Steering Committee and the Board of Trustees, general body meetings and discharge the powers and duties customary to the chairperson of the Board.
- b) Provide leadership, vision, and guidance to the various committees of the organization and ensure proper communication among them and community at large.
- c) Appoint various committees and subcommittees as necessary, including the election committee and conduct elections.

2. Vice-Chairperson/Chairperson-elect:

- a) Shall help the chairperson in carrying out his/her responsibilities.
- b) Shall take over the duties of the chairperson in the absence of the chairperson.
- c) Shall be the chairperson of ad-hoc committee(s) until new chairperson assumes office.
- d) Shall be the chair of election committee
- e) In the absence of Vice-chairperson, Secretary hold Vice-chairperson responsibilities.

3. Secretary:

- a) Shall maintain the minutes of the meetings and maintain a precise record of the proceedings of such meetings.
- b) Shall maintain and keep a record of the chronology of events taking place in the organization and the current list of active members.
- c) Shall be responsible for notifying the members of the meetings and agendas as and when required.

4. Treasurer:

- a) Shall keep accurate and up to date financial records and present the balance sheet at the Board meetings and to the membership at the annual general body meeting.
- b) Shall follow the guidelines of the Board of Trustees for proper disposition and disbursement of the funds.
- c) Shall be responsible for filing required forms (federal, state, property taxes), pay insurance, mortgage or any other bills pertaining to long term commitment.
- d) Shall file yearly corporate registration papers with the secretary of the State of Illinois in a timely fashion.
- e) Shall investigate various options for the proper investment of the MCTS funds and shall be responsible for investing the said funds after obtaining the approval of the Board of Trustees.

J) Committees:

The members of the committees described in article V.C. shall be appointed by the committee chair (from the Steering Committee) among the regular or patron members. Their specific responsibilities shall be defined by the Steering Committee.

K) Removal of a Board Member:

A member of the Board of Trustees shall be removed from the Board if the said member has more than two consecutive unexcused absences or has not attended more than half the scheduled Board meetings in a 6-month period. The vacancy thus created shall be filled by provisions under article V.E.

ARTICLE VI: STEERING COMMITTEE

A) Steering Committee

- a) The Steering Committee shall carry out its functions under the guidelines as set forth by the Board of Trustees.
- b) The Steering Committee shall prepare its annual budget for approval by the Board of Trustees.
- c) The Steering Committee shall have Five elected members. And may have one additional non-voting representative from the youth group nominated by Youth activity coordination committee.

B) Composition:

The Steering Committee shall consist of the President, Vice President, Secretary, Joint Secretary and Treasurer. The chairpersons for the various committees shall be assigned from the Steering Committee. Following are the various Committees:

- Membership and Fund-Raising Committee
- Communications Committee
- Educational Activities Committee
- Charitable Activities Committee
- Youth Activity Coordination Committee
- Cultural and Social Activities Committee
- Sports Activities Committee

Committee members should include members from the general body and each of these committees should not exceed more than three people.

C) Term:

The Steering Committee shall serve for a term of TWO years. The two-year terms start on 1st of April of the first year and ends on 31st March of the second year. After completion of the two-year term the next Steering Committee will be elected through the Nomination/Election process.

D) Qualifications:

All candidates for the Steering Committee must be current residents of the McLean County of Illinois except Founding members. Candidates must be active members in good standing for at least two years. Candidates should speak, read, and write Tamil Language.

The active membership good standing applies starting May 04, 2022.

If there are no qualifying candidates, then the Board of Trustees can waive the above qualification and/or recommend the Steering Committee members including The President.

E) Vacancies:

In case of a vacancy for any reason (such as death, disability or moving out of state), the Steering Committee shall nominate a new Steering Committee member for the remaining term by 2/3 majority to the Board of Trustees for their approval.

F) Nomination and Elections:

Chairperson of the Board of Trustees shall appoint an Election Officer from the Board of Trustee not less than sixty days prior to election. The Election Officer shall submit the finalized list of nominations to the Board of Trustees who, in turn, shall inform the membership in writing at least thirty days prior to the general body meeting or through email or WhatsApp message. There shall be NO nominations from the floor.

G) Responsibilities:

1: Steering Committee:

- a) Shall look after the interests of the community and ensure that the day-to-day affairs run smoothly and that the organization fulfills the cultural and educational needs of the youth and the community at large, consistent with the purpose/objectives of the MCTS
- b) Shall assist the Board to advance and promote the interests and purpose/objectives of the organization.
- c) Shall hold regularly scheduled monthly meetings and additional meetings as needed. As and when needed the Steering Committee meeting notices shall be sent by the secretary.
- d) Shall not make any policy decisions.
- e) If any member of the Steering Committee resigns, the president shall assign the responsibilities of that office(s) until the appointment of a new office bearer.

f) Shall collect and deposit all dues and donations in appropriate banking institutions approved by the Board. Shall prepare and maintain accurate record of category of revenue.

H) Duties of Officers:

1. President:

- a) Shall manage and supervise all the affairs of the Steering Committee.
- b) Shall preside over the meetings of the Steering Committee and provide leadership, vision, and guidance to the various committees for their coordinated and cooperative efforts to achieve their goal(s).
- c) Shall regularly present Steering Committee report to the Board of Trustee meetings.
- d) Shall inform the chairperson of the Board of Trustees of any significant achievements, emergencies, and liabilities.
- e) Shall discharge other duties customary to the president's office.

2. Vice President:

- a) Shall take charge of all the president's responsibilities during the absence, disability, or resignation of the president, due to any reason.
- b) Shall help president in coordinating various activities, expected from the president's office.
- c) Shall perform all duties pertaining to the office and take over the charge of the position vacated or in absence of the office bearer due to sickness, disability, or any other reason.

3. Secretary:

- a) Shall maintain an accurate and regular record of the Steering Committee meetings, and physical assets of the MCTS.
- b) Shall be in-charge of all the documents pertaining to the functioning of the Steering Committee.
- c) Shall communicate the agendas and decisions to the Steering Committee members.

4. Joint Secretary:

- a) Shall take charge of all the Secretary's responsibilities during the absence, disability, or resignation of the Secretary, due to any reason.
- b) Shall help Secretary in maintaining an accurate and regular record of the Steering Committee meetings, and physical assets of the MCTS.
- c) Shall help being in-charge of all the documents pertaining to the functioning of the Steering Committee.

- d) Shall help the Secretary in communicating the agendas and decisions to the Steering Committee members.

4. Treasurer:

- a) Shall collect and deposit all dues and donations in appropriate banking institutions approved by the Board.
- b) Shall keep up to date and accurate financial records of different sources of income and expenses.
- c) Shall submit monthly, quarterly, and yearly account updates to treasurer of the Board of Trustees. Treasurer shall also keep open communication with the treasurer of the Board of Trustees to keep the taxes, liabilities, and other account related activities up to date.

I) Responsibilities of Committee chairs:

1. Memberships and Fund-Raising Committee

Shall coordinate the collection of membership dues and encourage new members to join and expand the organization. Shall communicate membership benefits to all members. Shall facilitate fund raising for different activities of the organization.

2. Communications Committee

Responsible for timely dissemination of information about the day-to-day activities, special functions organized to the members and to the community at large. Maintain web portal, Social Media posts and WhatsApp Groups. Prepare and distribute flyers and advertising material for upcoming events.

3. Charitable Activities Committee

Coordinate and organize Charitable programs for MCTS. Coordinate volunteering activities in the local community and non-profit organizations.

4. Youth Activity Coordination Committee

Coordinate the youth development activities for young and to help them nurture on the life skills. Activities may include but are not limited to educational classes (leadership, soft skill development, etc.), camps, outings, seminars, group discussions, debates, and self-study programs.

5. Educational Activities Committee

Coordinate the educational activities for young adults and children, and to help them learn about the Tamil culture and traditions. Activities may include but are not limited to educational classes (language, traditional and classical

dances etc.), camps, outings, seminars, group discussions, debates, and self - study programs.

6. Cultural and Social Activities Committee

Coordinate and organize cultural programs for MCTS.

7. Sports Activities Committee

Coordinate and organize sports (indoor and outdoor) programs for MCTS.

ARTICLE VII: GENERAL BODY

Members of the MCTS shall together constitute the general body. The members in good standing shall have the right to 1) vote, and 2) serve on any committee in any position, subject to the required qualifications and satisfying the due process of election.

ARTICLE VIII: REMOVAL OF MEMBER FROM MCTS

Any elected office bearer or member of the organization can be expelled for any intentional misuse of the power/position or violation of the constitution of the MCTS or any conduct disgraceful to the MCTS or inconsistent with its purpose/objectives.

1. Regular Member:

Any member of MCTS who acts contrary to the purpose/objectives of MCTS can be expelled by a 2/3 majority of the Board of Trustees. The Steering committee, by a 2/3 majority can also make a recommendation to the Board and by a 2/3 majority Board shall expel. The process for such an action shall be as follows:

a) The members shall receive a written notice of the expulsion, suspension or termination and the reason for the expulsion, suspension, or termination by the Secretary of the Board. The written notice shall be sent by first class or certified mail or email not less than thirty (30) days prior to the effective date of the expulsion, suspension, or termination. The notice shall be sent to the last mailing address or email ID of the member shown on MCTS record.

b) The members shall be given an opportunity to be heard, orally or in writing, not less than seven (7) days before the effective date of the expulsion, suspension or termination by the Board of Trustees. The decision by a 2/3 majority of the Board of Trustees shall be required to expel any member of the MCTS.

c) The decision by the Board of Trustees may be appealed by the member to the Board of Trustees. The member must give written or email notice of his intent to appeal to the Board of Trustees within five (5) days of the decision of the Board of Trustees. The Board of Trustees shall give the member at least five days written or email notice to appear and be heard. A decision by a 2/3 majority of the members of the Board of Trustees present shall prevail. The decision of the Board of Trustees shall be final.

2. Steering Committee Member:

Charges can be brought against any member of the Steering committee by at least 10 % of the membership in good standing and should be submitted to the Board of Trustees in writing. The Board of Trustees shall notify the person/committee concerned in writing(email) and the person/committee shall be given opportunity to express his/her/their views on the charges. A decision by a 2/3 majority of the Board of Trustees shall be required to expel any member from the MCTS Steering Committee. The decision may be appealed by the member to the Board of Trustees as described above in article VII a (3). Alternatively, under unusual circumstances, a unanimous vote of the Board of Trustees may remove any Steering Committee member from the office.

3. The Board of Trustees Members:

Charges against any member of Board of Trustee shall be filed in writing(email) by at least 10% of membership in good standing to the Board of Trustees. The Board of Trustees shall notify the person/ concerned in writing or email and the person/committee shall be given an opportunity to express his/her/their views on the charges. A unanimous decision by the Board of Trustee shall be required to expel any member from the MCTS Board of Trustees.

Any member who is expelled or withdraws from MCTS membership shall not have any claim on dues or donations already contributed. Expulsion of a member does not absolve him/her from their legal, financial, or other liabilities.

ARTICLE IX: MISCELLANEOUS

1. Advisory Committee

The Advisory Committee shall consist of members experienced in Tamil cultural and charitable activities, past Board Chairman/members, or past Steering Committee presidents/members or experts in legal and accounting. No person may serve simultaneously as both a Board of Trustee/Steering Committee and a member of advisory committee. The advisory committee members shall be appointed and

approved by the Board of Trustees. The Advisory Committee shall have the following functions, among others, that may, from time to time fall within its area, after the approval of the Board of Trustees.

- a) Advise the Board of Trustees and provide guidance on long range planning and activities of the MCTS
- b) Term of each Advisory Board member is two years with a maximum membership up to five Advisory Board members
- c) Hold at least two meetings in a calendar year with the Board of Trustees

2. Audit Committee

The Audit Committee shall consist of members experienced in finance and accounting procedures. No Board of Trustee/Steering Committee member shall be a member of the Audit Committee. The Audit Committee members shall be appointed and approved by the Board of Trustees. The committee shall have the following functions among others that may from time to time fall within its area, after the approval of the Board of Trustees.

- a) Audit the organization accounts at least quarterly
- b) Review on regular basis, accounting procedures, receipts, and disbursements, disbursement authorization procedures, and report all findings and recommendations to the Board of Trustees
- c) The member term is two years and can be reappointed, with a maximum membership of up to three members.

ARTICLE X: AMENDMENTS

These By-laws shall be formulated and amended by the Board of Trustees or by the general body pursuant to the procedure stated below:

- a) The Board of Trustees can amend these By-laws provided it is passed by a two-thirds (2/3) membership of full Board of Trustees without proxy in a duly convened Board of Trustees meeting. Such an amendment to the by-laws should be communicated to the General Body.
- b) Any member with voting rights can propose an amendment to these By-laws at a duly convened General Body meeting, provided is supported in writing by ten percent (10%) of full membership with voting rights. Such proposals must be submitted to the Secretary of the Board at least 30 days prior to the Annual General Body Meeting.

ARTICLE XI: INDEMNIFICATION

The MCTS shall indemnify any and all of its members, Trustees or officers, or former members, Trustees or officers, or any person who may have served at its request or by its election as a member, Trustee or officer of another corporation, against the expenses that are pre-approved by board of trustees, including attorney's fees, actually or necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been a member, Trustee or officer of the MCTS, or of such other corporation, except in relation to matters as to which any such member, Trustee or officer or former member, Trustee or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty, and to such matters as shall be settled by agreement predicated on the existence of such liability.

ARTICLE XII: DISSOLUTION

Dissolution of MCTS shall require the approval of at least 75% of the members present and voting. A quorum of 2/3 of the total number of members must be present at the meeting. Upon dissolution of the MCTS the Board of Trustees shall pay or make provisions for the payment of all liabilities of the organization from the MCTS accounts and legal assets. The Board of Trustees shall ensure the proper distribution and disposal of the remaining assets of the MCTS to one or more local, national, or international organization(s) with similar purpose/objectives, operated exclusively for charitable, educational, or cultural purposes and that at the time of the disposal qualify as an exempt organization under section 501 (c) (3) of the Internal revenue code of 1954.

Revision History

Version	Effective Date	Approved By	Remarks
1.0	05/10/2022	Board of Trustees	First Version of MCTS NFP By-Law
1.1	17/11/2024	Board of Trustees	Fixed the inconsistency in the Sub-Committee name across the various sections.