

# **MAS Katy Islamic Center Bylaws**



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## **Article I: Name, Nature and Mission**

### **Section 1: Name**

This organization shall be known as the **MAS Katy Islamic Center, INC.**, herein referred to as the MAS Katy Center, or the Organization. The Organization may do business as:

**Muslim American Society Katy Islamic Center**

### **Section 2: Principal Office**

MAS Katy Center shall have its principal office in Houston, Texas. The Board of Directors may change the principal office's location.

### **Section 3: Nature**

MAS Katy Center shall be Subsidiary Corporation of MAS Houston Chapter. MAS Katy Center shall be a not for profit, educational, social, cultural, religious, and charitable organization pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1954. MAS Katy Center shall not carry on any activity not permitted to be carried on A) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or B) by a corporation, contributions to which are tax deductible under section 170 (c)(2) of the Internal Revenue Code of 1986.

MAS Houston shall have the right to vote on those matters granted to members by the state Nonprofit Corporation Act, as well as any matters specified in these Bylaws, specifically including the following:

- A. The election and removal of all directors on the Board of Directors;
- B. The adoption, amendment and/or repeal of any provision of the Articles of Incorporation and these Bylaws;
- C. At its option, the adoption or ratification of the Corporation's capital budget, operating budget, mission statement, and strategic plan.

### **Section 4: Mission**

MAS Katy Center Mission Statement:

***Move People to Strive for God-Consciousness, Liberty and Justice, Convey Islam with Utmost Clarity, and Support Local Muslims in Pursuance of Islam as a Way of Life.***

### **Section 5: Affiliation**

The Organization shall be a Subsidiary of the Muslim American Society (Houston Chapter), a Texas 501 (c)(3) corporation (TAX ID # 26-4262641). MAS Katy Center shall popularly identify itself as the Katy Islamic Center of the Houston Chapter of the Muslim American Society.

## **Article II: Membership**

### **Section 1: Membership Categories**

MAS KATY CENTER shall have two membership categories: Associate Member and Member.

- Associate Members: All Muslims who reside in MAS Katy Center Area (to be specified in Appendix A), and are in full agreement with the purpose of the Organization shall be eligible to become Associate Members. Each person wishing to be an Associate Member who meets the qualifications for membership will complete membership form and submit it to the membership committee.
- Member: Every Associate Member of the Organization who is eighteen (18) years of age or older, who has been an Associate Member for at least one year, and who completes a registration form, and pays the membership dues shall become a Member of the Association. A member, whose dues are in arrears, loses the right to nominate as long as he/she is in such arrears. Members shall not have nominating rights until 90 days have elapsed since their approval and payment of dues. **The time restrictions are waived for the first nomination process.**

### **Section 2: Membership Termination**

Membership can be suspended by the BOD for those individuals who violate the Organization Bylaws Policies/Procedures.

## **Article III: The Board of Directors (BOD)**

### **Section 1: Definition**

The Board of Directors (Board) is the highest authority of MAS Katy Center and its decisions are binding on all bodies of the Organization.

### **Section 2: Membership**

The Board shall have five members who are directly appointed by MAS Houston BOT.

### **Section 3: Term**

The Board's term shall be four years. . The first appointment shall take place one month after the approval of these Bylaws by MAS Houston BOT. The MAS BOT shall appoint the President of the BOD, and the BOD will be free to choose the following posts amongst themselves: the Vice President, Secretary, Treasurer and other responsible post as desired.

No Board member shall serve more than two full consecutive terms for a total of 8 consecutive years.

### **Section 4: Qualifications**

The Board members must meet all of the following measurable qualifications:

- a) Has been a resident of Houston for at least one year and within the US for at least three years

- b) Follows Ahl-UI-Sunnah wal Jamaah
- c) No Board member shall receive a monetary compensation from MAS Katy Center

The Board members shall have some other non-measurable qualifications. These qualifications are provided here as guidelines and are subject to personal judgment.

- a) Has extensive experience in an Islamic work.
- b) Has a balanced vision.
- c) Has a strategic planning mentality.
- d) Shall be known to the Muslim community for actively promoting the MAS mission, goals, and core values.

## **Section 5: Meetings**

The Board shall hold a regular meeting at least once every three months. Special meetings should be held at the request of the president of the Board or three of the Board Members. Meetings may be held by teleconference in which all attending Board members can hear and converse with one another.

## **Section 6: Notice**

Notice for regular or special meetings of the Board shall specify the date, time, place, and the purpose of the meeting. Notice shall be given at least a week prior to a regular meeting and two days prior to a special meeting. Notice shall be deemed given when delivered by at least two means of communications, including written notice. Communications may include the US mail, fax, Express Mail or similar couriers, telephone call, email, text, in person, or published in any Organization's periodicals circulated to members.

## **Section 7: Quorum**

A simple majority of the Board (more than Fifty Percent) shall constitute a quorum. In case quorum is not met, the meeting shall be postponed for one week, in which more than twenty five percent attending shall constitute a quorum. In case quorum is not met in the second meeting, a third meeting shall be called within the next week. Any number attending the third meeting shall constitute a quorum.

## **Section 8: Voting**

Decisions of the Board are passed by simple majority unless otherwise provided by these Bylaws. In case of a tied vote, the subject shall be discussed one more time. In case of a second tie, the Board president shall cast the deciding vote.

## **Section 9: Duties**

The Board shall fulfill the following duties:

- a) Acting primarily to protect and safeguard the Organization and its interests.
- b) Ensure the legal compliance of the Organization to local, state, and national laws and regulations.
- c) Setting up and ensuring implementation of the long-term strategic plans according to the Organization's mission, vision, values, and beliefs.

- d) Establish and oversee the implementation of the Organization policies including conflict of interest policy.
- e) Being responsible for raising funds to support the Organization's activities.
- f) Approving and amending the budget of the Organization.
- g) Evaluating and directing the performance of the President and the Executive Council in implementing the policies, plans, budget, and programs of the Organization.
- h) Forming the Board's Standing or Ad-hoc committees, both permanent and temporary, to help in performing its duties.
- i) Approving the President's recommendations of hiring and termination of employment of its employees.
- j) Approving President's recommendations to add, delete, or modify Executive Council committees.
- k) Discussing the Executive Council reports, approving, amending, or rejecting them. If the report is rejected, the Board may take the appropriate actions, which may include but are not limited to, asking the Executive Council to re-compile the report with additional information, conduct additional work and add it to the report, or remove one or more members of the Executive Council.
- l) Removing the President or any member of the Executive Council by a two-thirds majority vote in an official meeting.
- m) Publishing a yearly report to the MAS Katy Center members.
- n) Selecting the Vice President, Secretary and Treasurer along with other appropriate responsible post, as deemed necessary, from among the Board within one month from the Board appointment.
- o) Appointing the Nomination Committee to manage MAS Katy Center nomination process to the EC. Details pertinent to this committee are in Section 10: **below**.
- p) Appointing a head of all EC Committees based on the Nomination Process outlined in Appendix B.

## **Section 10: Nomination Committee**

The Board shall appoint a Nomination Committee of at least three members, from MAS Katy Center Members, to manage the Executive Committee nominations. Members of the Nomination Committee shall not accept to be nominated to the EC. The Nomination Committee member who is nominated for a post of the EC must leave the Nomination Committee to accept the nomination, in which case the Board shall appoint a replacement to them.

The Nomination Committee shall receive and publish nominations from MAS Katy Center members for a period of two weeks. The Nomination Committee shall verify the qualifications of the nominees and publish the final list one week later. The BOD will select the head of each Committee to form the EC within four weeks.

## **Section 11: Vacancies**

If a vacancy occurs in the BOD by resignation, violation of one of the qualifications, incapacity, absence from three consecutive regular Board meetings without a reason acceptable to the MAS Katy BOD, MAS Houston BOT shall fill the vacancy.

If a vacancy in the EC occurs by resignation, violation of one of the qualifications, incapacity, absence from three consecutive regular EC meetings without a reason acceptable to the Mas Katy BOD, MAS Katy BOD shall fill the vacancy in the EC.

## **Article IV: BOD Officers**

### **Section 1: BOD Officers**

The officers of MAS Katy BOD shall be the President, Vice President, Secretary, and Treasurer. The Officers shall be elected by the BOD. The Officers term shall be four years, with maximum of two consecutive terms for any officer.

### **Section 2: BOD President**

The President is the chief executive officer of the Organization, who represents and speaks on behalf of it. The President must be a Member in good standing.. **The President shall be appointed by MAS Houston BOT.** The President shall fulfill the following duties:

- a) Presiding over the Board, directing and supervising the Organization and ensuring the fulfilling of its duties.
- b) Addressing urgent and emergency organizational matters and making necessary decisions. Such decisions shall be presented to the Board at its next meeting.
- c) Nominating Board members and proposing to dissolve the Board in an official Board meeting. MAS Houston BOT approval is required to dissolve the Board.
- d) Submitting the annual Executive Council report to MAS Houston BOT for approval.
- e) Serve as the President of the Executive Council

### **Section 3: BOD Vice President**

The Vice President is the second-in-command after the President. The Vice President shall have the same qualifications as the President. The Vice President shall be a member of the BOD. The Vice President shall fulfill the following duties:

- a) Serve as a member of the Board of Directors.
- b) Assist the President as needed.
- c) Become an Acting President in the absence, removal, or incapacitation of the President.

### **Section 4: BOD Secretary**

The Secretary shall keep the Organization's records, nominations' records, and meeting minutes of the Board, give or cause to be given all notices required and perform such other duties as assigned by the President, or the BOD. The Secretary shall be responsible for maintaining the Organization's seal. The Secretary shall furnish the BOD meeting minutes upon request. The Secretary shall be responsible for filing registration, permits, and other non-financials legal papers.



## **Section 5: BOD Treasurer**

The Treasurer shall be the Organization's financial officer. The Treasurer shall fulfill the following duties:

- a) Be responsible for preparing the Organization's annual budget and obtaining the Board's approval for it.
- b) Ensures that the expenses are within the approved annual budget.
- c) Be responsible for the receipts' filing, deposits, withdrawal of the Organization's funds.
- d) Filing for federal and state tax returns on timely fashion.
- e) Payment of expenses and payroll.
- f) Ensures that all transactions have been subject to proper accounting and shall keep adequate financial records of the Organization.
- g) Directly deposits, or delegates to another board member the deposits of, all funds of MAS Katy Center from time to time to the credit of MAS Katy Center in such banks, trust companies, or depositories as determined by the BOD.
- h) Signs checks, drafts, and other instruments of payments of money, for amounts less than Ten Thousand Dollars (\$10,000) for the same purpose and the same month. Payments of Ten Thousand Dollars (\$10,000) or more shall require two signatures of the authorized signatories, including the Treasurer.

## **Article V: The Executive Council (EC)**

### **Section 1: Definition**

The Executive Council (EC) is an executive body of MAS Katy Center nominated by MAS Katy Center Members and approved by the BOD to carry out day-to-day activities in accordance with the general principles of these bylaws. The EC shall abide by all the directives of the BOD. EC shall have 7 members, the President of the BOD and 6 members nominated by the community through the nomination process detailed in Appendix B.

### **Section 2: Qualifications**

The EC members must meet the following qualifications:

- a) Shall be a Member, and
- b) Shall be at least twenty years old,
- c) Follows Ahl-UI-Sunnah wal Jamaah
- d) No EC member shall receive a monetary compensation from MAS Katy Center
- e) Shall be known to the Muslim community for actively promoting MAS mission, goals, and core values, and
- e) Have some experience in the general Islamic work, and
- f) Committed to their duties.

### **Section 3: Selection**

The EC shall be nominated by Members (as outlined in Appendix B) and approved by the BOD. The EC, except for the President, shall include the Committees heads. Except for the President, no other BOD member can be a member of the EC.

## **Section 4: Term**

The term of the EC member is four years in concurrence with the BOD's (Board's) term, with a maximum of two full consecutive terms. No EC member shall serve more than two consecutive terms, for a total of 8 consecutive years.

## **Section 5: Rules & Regulations**

The EC shall formulate its internal policies that regulate its internal functioning, quorum, meetings, and notice, subject to the directions and approvals of the Board.

## **Section 6: Meetings**

The EC shall hold a regular meeting at least once a month. Special meetings may be held at the request of the President, or one-third of the Executive Council. Meetings may also be held by teleconference in which all attending members can hear and converse with one another.

## **Section 7: Duties**

In addition to the duties of each committee, the EC shall fulfill the following duties:

- a) Developing plans and setting up programs to fulfill the Center strategic objectives and the needs of the community.
- b) Obtaining the BOD's approval of these plans.
- c) Executing, directing, and managing the above plans
- d) Ensuring Organization's compliance with all state and federal laws and regulations
- e) Recommending personnel to fill needed jobs to the BOD (tasks involved with advertising, interviewing and hiring new personnel).
- f) Submitting a quarterly report to the BOD for approval and guidance in a joint meeting. The quarterly report must be submitted on or before the first of following months: January, April, July, and October of every year.
- g) Submitting the annual report to the BOD by the end of January of every year.
- h) Forming policies, plans, and programs subject to the directions and approvals of the BOD.
- i) Supervise and coordinate the Organization's various Committees to achieve the Organization's goals and plans and ensure harmony and collaboration between them.
- j) Encouraging and recruiting members to the Organization's committees.
- k) Directing public relations and external affairs of MAS Katy Center and coordinating with other institutions.
- l) Preparing the budget of the Organization, with coordination with the Treasurer.
- m) Meeting at least once a month to review and assess work progress, and to plan for future actions.

## **Section 8: Committees**

The EC shall include several Committees such as Education Committee, Outreach Committee, Youth Committee, Media and Public Relations Committee, Scouts Committee, Social Committee, Projects Committee, Facility Committee, etc. as dictated by the activities being planned and carried out. These Committees may change from time to time as requested by

the EC, subject to the approval of the BOD.

## **Article VI: Standing Committees**

### **Section 1: Committees**

MAS Katy Center shall have Standing Committees

### **Section 2: Definition**

The nature of work of the standing committees shall be defined and approved by the MAS Katy BOD. All committees are advisory in nature to the BOD

### **Section 3: Appointment of the committee membership**

The BOD shall appoint members to the standing committees

### **Section 4: Term**

Each committee will serve a term parallel to the BOD's term and shall expire at the same time the BOD term expires

### **Section 5: Reporting**

Based on the nature of the Standing Committee as defined by the BOD, each committee will be assigned to an officer of the BOD

## **Article VII: Arbitration**

### **Section 1: Definition**

The Arbitration Committee ("AC") shall handle disputes referred to it. The AC handles issues that may include, but not limited to, membership category changes and individuals' conflicts. The AC decisions are final and binding.

### **Section 2: Membership**

The AC shall have five members who are directly appointed by the MAS Katy BOD, .

### **Section 3: Term**

The term of the AC is four years, which shall run concurrently with the BOD's term, with a maximum of two terms. No AC member shall serve more than two consecutive terms.

### **Section 4: Qualifications**

The AC members must meet all of the following measurable qualifications:

- a) Shall plan to reside in Houston for their membership term, and
- b) Shall be at least thirty years old, and
- c) Is not a member of the BOD or the EC.

## **Article VIII: Indemnification**

### **Section 1: General**

MAS Katy Center shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal administrative, or investigative action relating to such person acting as a member, a Board Member, an Officer, Staff, or Consultant of MAS Katy Center. Such indemnity includes indemnity against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, proceeding, or judgment if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Organization, and with respect to any criminal action or proceeding, that the person had reasonable cause to believe his or her conduct was lawful.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of no contender or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interest of MAS Katy Center or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

### **Section 2: Indemnification for Negligence**

MAS Katy Center shall indemnify any member, Board Member, EC member, or Officer of MAS Katy Center who shall have been adjudged to be liable for negligence in the performance of duties to the Organization.

### **Section 3: No Indemnification for Gross Negligence or Willful Misconduct**

No indemnification shall be made in respect of any claim, issue, or matter as to which any member, Board Member, EC member or Officer of MAS Katy Center shall have been adjudged to be liable for gross negligence or wanton misconduct.

### **Section 4: Reimbursement of Expenses Incurred**

To the extent that a member, Board Member, EC member, Officer, Staff, or Consultant of MAS Katy Center has incurred expenses in pursuing or defending any action, suit, or proceeding, on behalf of the Organization, or in defense of any claim, issue, or matter therein relating such person acting as member, a Board Member, EC member, Officer, Staff, or Consultant of the Organization, such person shall be indemnified against expenses including attorney's fees, actually and reasonably incurred by such person in connection therewith.

### **Section 5: Authorization of Payments**

- a) Any indemnification or reimbursement under sections one, two, and four shall be made by MAS Katy Center only as authorized in the specific case, upon a determination that indemnification of the Organization member, Board Member, EC Member, Officer, Staff, or Consultant of MAS Katy Center is proper in the circumstances because he or she has met the applicable standard of conduct set forth in sections one and two. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Board members who were not parties to such action, suit, or proceeding or (2) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested

Trustees so directs, by independent legal counsel in a written opinion.

- b) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid, by MAS Katy Center in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of a written request made by or on behalf of the member, Board Member, EC Member, Officer, Staff, or Consultant of MAS Katy Center to pay such amount.

### **Section 6: Indemnification not Exclusive:**

The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Bylaws, or by agreement, vote of disinterested Trustees, or otherwise. The indemnification hereunder shall extend both to action in his or her official capacity on behalf of MAS Katy Center and as to action in another capacity while holding such position, and shall continue as to a person who has ceased to be a member, Board Member, EC Member, Officer, Staff, or Consultant and shall inure to the benefit of the heirs, executors' and administrators of such person.

## **Article IX: General Provisions**

### **Section 1: Term**

The term of the various Organization bodies starts a month following the appointment of the BOD. The terms of the Board, President, and Officers start at that date.

### **Section 2: Fiscal Year**

The fiscal year shall initially begin on the first day of January and terminate on the last day of December of each calendar year. The BOD may change the fiscal year by a simple majority vote.

### **Section 3: Proxy**

All nominations by members shall be cast in person. No proxy, power of attorney, or representation is accepted.

### **Section 4: Amendment**

- a) These Bylaws may be amended in an official BOD meeting by three BOD members majority vote.
- b) The BOD shall consider proposed Bylaw amendments if presented by an EC member to the BOD at least one month prior to the meeting of the BOD.
- c) Amendments must be approved by MAS Houston BOT before being voted upon by the BOD

### **Section 5: Interpretation of Bylaws**

MAS Houston BOT interprets and construes the Bylaws when in session. When the BOT is not in session, it may delegate this task to a committee.

### **Section 6: Dissolution**

- a) By a unanimous vote of all BOD members at a duly called for BOD meeting in which a quorum is present or by a mail vote receiving no less than three BOD members, MAS Katy Center may be dissolved.

- b) Upon dissolution of MAS Katy Center , and after paying or making provisions for payment of all liabilities of the Organization, and in furtherance of the purposes of the Organization, all assets shall be distributed to the Muslim American Society (MAS), Houston Chapter, a non for profit, charitable, and religious federally-tax-exempt organization, registered in Texas, under section 501 (c)(3) of the Internal Revenue Code of 1954, providing MAS Houston agrees to use such assets to further the goals of the Organization. If MAS Houston does not exist at the time of the Organization's dissolution, no longer qualifies as a federally-tax-exempt organization, or declines to accept such assets, then Organization's assets shall be distributed to MAS National, or federally-tax-exempt, non for profit, and charitable Islamic institutions which shall agree to use such assets to further the Organization's goals. Names of such organizations and assets' amounts distributed shall be as specified by the MAS National.



## **Article XI: APPENDIX B: EC Nomination Process**

### **Prior to nomination process:**

Announcements shall be made by MAS Katy Center BOD at least 2 weeks prior to last day of nomination process, through newsletter, emails, and verbal announcements to all MAS Katy Center members. MAS Katy Center BOD shall appoint an Executive Committee Nomination Committee (ECNC) as defined in Section 10 of Article III, to manage the EC nominations. Prior to nomination process, MAS Katy Center BOD shall provide the ECNC with the following:

- Copies of authorized nomination ballot cards;
- Copy of this Appendix, EC Nomination Process;
- List of nominating members and their membership numbers;
- Additional nomination rules and regulations (if applicable).

### **EC Nomination Committee duties:**

- Select a Chairman for the committee from amongst appointed ECNC members;
- Have regular meetings to review and plan the nomination process;
- Provide ONLY nominating members with authorized nomination ballot cards;
- Provide nominating members a confidential location to cast their nominations;
- Collect nomination ballot cards from nominating members in a sealed, clear, ballot box(s);
- At least two ECNC members shall be present at all times with ballot box(s);
- Open box(s) in the presence of at least two third of ECNC members;
- Validate, sort and count nomination ballot cards according to each Executive Committee;
- Record results of top 3 valid nominations per each Executive Committee;
- Save hard copies of ALL nomination ballot cards in their sorted format, for future reference;
- Present nomination results and hard copies of nomination ballot cards to MAS Katy Center BOD Secretary.

### **EC Nomination Committee shall NOT:**

- Be nominated for any Executive Committee position;
- Influence any nominating member's nomination selection;
- View filled nomination ballot card prior to opening box(s) for counting;
- Inform anybody outside ECNC of results prior to MAS Katy Center BOD results announcement.



### **Nomination Process:**

Each approved Member shall receive approved ballot cards for Committee position nominations. A Member may choose to nominate different members or repeat nomination for each Committee position. Members can only nominate EC members that are qualified per Section 2 of Article V.

***NOTE: Any ballot card with nomination that does not fulfill these above qualifications shall be considered invalid, either by the ECNC or MAS Katy Center BOD.***

Once cards are filled, nominating members shall drop their ballot cards in the ballot box(s) and leave nomination location immediately.

### **Validation, sorting and counting process:**

In a locked room at MAS Katy Center facility, and in the presence of at least two third of ECNC, the ballot box(s) seal(s) shall be broken and all ballot cards shall be placed on one table. Only ECNC members shall be allowed to be in the room during the counting process.

#### **Step 1, Validation process:**

Present ECNC members shall review one card at a time and validate the following:

- Only approved ballot cards shall be used to write the Committee nominated name(s);
- Nominated name(s) shall fulfill the qualifications mentioned above;
- Invalid ballot cards shall be placed in a separate pile.

#### **Step 2, Sorting process:**

Once validated, valid ballot cards shall be handled and sorted appropriately by the ECNC.

#### **Step 3, Counting process:**

Committee nomination ballot cards shall be counted and one ECNC member records the results.

### **Results:**

Top 3 nominations per each committee shall be presented to the MAS Katy Center BOD by order of highest to lowest number of nominations. Number of received nominations shall also be provided with each nominated individual. All ballot cards shall be provided to MAS Katy Center BOD for storage and reference.