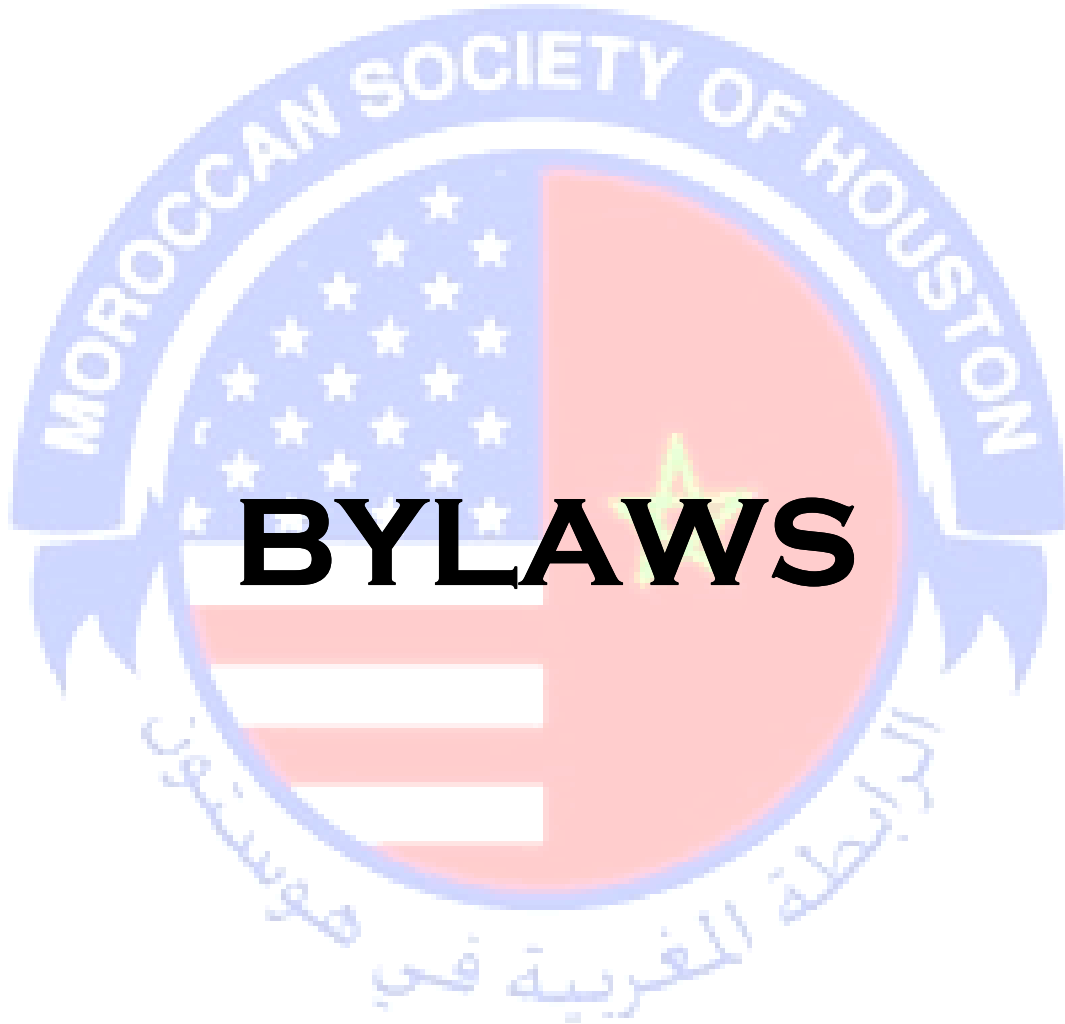


MOROCCAN SOCIETY OF HOUSTON



PREAMBLE

This document is the Constitution and Bylaws of the Moroccan Society of Houston, hereinafter called the MSH and referred to as the “Society”. The Society was founded in May 22nd, 2005 and recognized in 2005.

ARTICLE ONE: DEFINITION OF ACRONYMS

Section 1: The Society, as defined in the Preamble, consists of dues paying community members, former members, honorary members, and friends of the Moroccan Community in Houston.

Section 2: The term “Board” shall refer to the Board of Trustees of the Society. The Board will be elected or appointed according to the procedures set forth in this document or any other bylaws to this document that may be adopted by the Society.

Section 3: The term “Trustee” shall refer to a member of the Board for the Society.

Section 4: The term “Officers” shall refer to the President, Vice President, Secretary General, Treasurer, and Past President of the Society.

Section 5: The term “MSH Board of Trustees” shall refer to the elected officers and chairperson members who oversee MSH Standing Committees.

ARTICLE TWO: NAME AND PURPOSE

Section 1: Name of the Organization

The name of this organization shall be the Moroccan Society of Houston, hereinafter referred to in this document as the Society.

Section 2: Purpose

Moroccan Society of Houston is a non-profit organization as defined by section 501 (c) (3) of the Internal Revenue and Services Code. Its purpose is to come to the aid of Moroccans, and provide friends of Morocco with valuable information about Moroccan history, culture and traditions. For Moroccans, through the dedication of each one of us, this Society will offer outstanding community support and effective help to those who need it among us.

The main objective of the Society is the SUCCESS of the Moroccan Community as follows:

1. Strengthen relations between members of the Moroccan Community in Greater Houston and surrounding areas.
2. Understand our community needs and offer community support and effective help.

3. Coordinate social, cultural, and sport activities to promote our community's cultural heritage.
4. Communicate our community news, views, and positions on local and Moroccan issues.
5. Enhance mutual understanding between our community and other communities.
6. Share Moroccan culture, traditions and values with friends of Morocco.
7. Succeed in building a strong Moroccan Community.

ARTICLE THREE: MEMBERSHIP

Section 1: The membership of this Society shall consist of the following:

- A. All persons who are of Moroccan origin and Friends of Morocco.
- B. The title of honorary member, upon recommendation and approval of the Board of Trustees may be conferred upon persons who have rendered distinguished service to the Community.

Section 2: Members have the right:

- To vote at all general meetings of the Society.
- To receive all publications and notices of general meetings to be held under the auspices of the Society.
- To participate in activities held in the name of and for the Society.

Section 3: **Dues**

Dues shall cover membership in the Society. The Board of Trustees has the sole authority for determining the dues structure.

Section 4: **Fiscal Year**

The fiscal year of the Society shall be January 1 through December 31.

Section 5: **Prohibitive Activities.**

- A. The Society shall not engage in any political campaign activities, nor shall it engage in any impermissible lobbying activities as defined either under the terms of Section 501 (c) (3) of the Internal Revenue Code or the regulations promulgated hereunder, or in any other activities that may endanger the tax-exempt status the Moroccan Society of Houston enjoys under both the laws of the State of Texas and the laws of the federal government that govern not-for-profit corporations.
- B. The Board of Trustees has the right to accept any memberships or vote out any of its members, honorary members and Society members for improper conduct as defined by the Board.

ARTICLE FOUR: MSH BOARD OF TRUSTEES

Section 1: Description

The MSH Board of Trustees, hereinafter called the Board, shall be the governing body of the Society and shall consist of nine members' four officers, five chairperson of standing committees, and other non-voting members at large chosen by the Board.

Section 2: Eligibility

- Any dues-paying member of the Society shall be eligible to serve on the Board.
- To serve on the Board, members must be in a legal status in the United States of America.

The Board shall consist of:

- a. Active Members. Active members have paid MSH dues for the current year or are life members of the Society. An active member is entitled to one (1) vote on all matters brought before the Society.
- b. Honorary Membership may be conferred upon individuals in recognition of their achievements in their fields upon recommendation of the Board. Honorary members are entitled to participate in all undertakings of the Society and are not required to pay dues. An honorary member is not entitled to vote on matters brought before the Society or hold office.

Section 2: Board.

All affairs of the Society shall be conducted by a Board consisting of the following:

- a. The Officers of the Society as elected at large.
- b. Trustees elected at large by the Society members.
- c. Honorary members as designated by the Board.

Section 3: Officer

A. The officers of this Society shall be President, Vice-President, Treasurer, and Secretary General.

B. Duties, responsibilities and authority will be as set forth in the Bylaws.

Section 4: Term of Office.

Elected Officers and Trustees of the Society may serve up to three consecutive two-year terms. Officers and Trustees are elected by a majority vote of the quorum. In the event

that an Officer or a Trustee cannot complete his or her term, the Board may select a successor to complete the balance of the term, or the Board may select a successor to a new term.

ARTICLE FIVE: OFFICERS, POWERS, DUTIES, AND RESPONSIBILITIES

The officers shall oversee all activities of the Society. It shall formulate and determine the execution of all Society policies and programs. It may enter into contracts on behalf of the Society. It may delegate any portion of its responsibilities as it deems proper.

Section 1: The President shall:

- A. Preside at all meetings of the Society, Board meetings, and Executive Committee meetings. The President shall also be the principal representative of the Society.
- B. Nominate any special officers, the standing committees, program committees, and other committees necessary for efficient functioning of the Society.
- C. Nominate replacement officers to fill unexpired terms in case of resignation or disability, subject to the two-thirds approval of those present on the Board.

Section 2: The Vice-President shall:

- A. Assist the President in the carrying out of his/her duties and responsibilities in any way as so desired by the President and to be the President's direct representative.
- B. In the event of absence or incapacity of the President, the Vice-President shall perform all duties prescribed in Section 1 of this article.
- C. In case of death or disability of the President, serves as President for the unexpired part of the term.

Section 3: The Secretary shall:

- A. Record the proceedings of all Board meetings and maintain minutes for archives.
- B. Record the proceedings of the annual General Assembly meeting and maintain minutes for archives.
- C. Keep an up-to-date copy of the Constitution and Bylaws and have this copy present at all meetings.
- D. Supply the presiding officer with an agenda if he/she so desires.
- F. The Secretary General shall assume the duties of the President, in the event that both the President and Vice-President are absent.

Section 4: The Treasurer shall:

- A. Monitor the Society funds.
- B. Keep an accurate record of receipts and disbursements.
- C. Submit a written report at each Board meeting.
- D. Provide an annual financial statement at the annual General Assembly meeting.
- E. The Treasurer shall keep possession of a checking account, which checks must be cosigned by the President and the Treasurer.
- F. The Treasurer shall assume the duties of the President, in the event that the President, Vice-President and Secretary General are absent.

Section 5:

Officers shall perform the duties in these Bylaws and shall deliver to their successors all materials pertaining to their respective offices within thirty days after an election meeting or upon their resignation from office.

ARTICLE SIX - COMMITTEES

Section 1:

Standing committees shall be Special Events and Cultural, Sport and Recreation, Membership and Electoral, Public Affairs and Academic Affairs.

- **Special Events and Cultural:** Organizes, provides input and helps coordinate the Society activities including Fundraising
- **Sport and Recreation:** Oversees all the Society sponsored sporting teams.
- **Membership and Electoral:** Look for members. Plays a great role prior to the election.
- **Public Affairs:** Provides an essential service to MSH that communicates with all members. Oversees and gather articles, edit MSH Newsletter and manage MSH website.
- **Academic Affairs:** Provides an essential service to Moroccan Students.

Section 2:

Ad- hoc committees may be appointed by the President when deemed necessary.

Section 3:

All Standing Committee chairs should complete an annual written report of committee proceedings and should forward their report to all Board members prior to the annual General Assembly meeting.

Section 4:

Any one committee chairperson may request the President to call a special meeting of the

Board. He or she must state the purpose of the requested meeting. The President may comply at his/her discretion.

ARTICLE SEVEN: MEETINGS

Section 1:

A. There shall be no less than one General Assembly meeting called each year at a date and time to be determined by the Board of Trustees. Any other General Assembly meetings may be held as necessary and called by the President and/or two-thirds majority of the Board.

B. All members shall be notified of the date and time of each General Assembly meeting no less than ten days prior to the actual date of the meeting.

C. The President shall call a Board meeting no less than one per calendar quarter, but may call additional meetings as the need arises. The Vice-President shall, in the case of the absence of the President, call a meeting as necessary.

Section 2: Quorum.

Two-thirds (2/3) of the voting members of the Board shall constitute a quorum at any meeting of the Society. A majority vote of the quorum shall be sufficient to approve any action coming before the Society.

Section 3: Proxy. In the event a Board member wishes to vote on matter before the Society and is unable to attend the business meeting, he or she may present his or her vote by proxy to any officer prior to the meeting. The vote will be counted in the final tally on voting matters.

ARTICLE EIGHT: AMENDMENTS AND RATIFICATION

Section 1: These rules may be amended at any General Assembly by a two-third vote of those present. Printed copies of the pending amendments will be sent to each Board member and available to the general membership for public viewing at least ten days prior to the General Assembly.

Section 2: The Board may propose Bylaws and/or amendments for the government of the Society, consistent with the provisions of these rules.

Section 3: The Bylaws may be amended at any Board or General Assembly meeting by a majority of those qualified to vote. Members of the Society shall be notified of such recommended amendments at least ten days prior to the scheduled meeting.

ARTICLE NINE - ELECTIONS/NOMINATIONS

Section 1: The Nominations Committee of the Council shall annually select a slate of suggested nominees for the officers of the Society. Prior to the General Assembly meeting the Nominations Committee shall solicit names of candidates for officers and Trustees of the Society from members of the Council and the general membership.

Section 2: Prior to the General Assembly meeting, a brief biographical sketch of each nominee for the officers and trustees of the Society shall be presented to the Council by the Nominations Committee.

Section 3: The members of the MSH Society, by a majority vote of members present at the Annual General Assembly Meeting, shall elect the officers and Board Trustees of the Society. Terms of office shall commence at the January meeting.

Section 4: The results of the election shall be announced to the Society at the Annual General Assembly meeting and through the appropriate MSH publications.

