

GREATER CAROLINA KERALA ASSOCIATION, NORTH CAROLINA

(A Registered Cultural Nonprofit Association)

By-Laws

Article I - Name

- 1.1 This association shall be known as the Greater Carolina Kerala Association, Inc. (hereinafter GCKA)

Article 2 - Objectives

- 2.1 The purpose of this association shall be to promote and facilitate the cultural, educational, social and economic welfare of the Greater Carolina Keralite community both among Keralites and the surrounding community at large.
- 2.2 The GCKA shall also cultivate and promote the development and advancement of the knowledge of the Malayalam language and literature.
- 2.3 The GCKA shall be a non-profit association.
- 2.4 The GCKA will not have any political, religious or other partisan affiliation.

Article 3 - Location

- 3.1 The location of the office shall be decided by the Board of Directors.

Article 4 - Membership

- 4.1 The membership shall be open to any adult over the age of eighteen hailing from or associated with the linguistic state of Kerala, India, currently a resident of North Carolina. Membership will also be open to any adult over the age of eighteen, currently a resident of North Carolina, who is the spouse, son or daughter of someone who is hailing from or associated with the linguistic state of Kerala, India.

- 4.2 The Board of Directors may disapprove the membership of any individual whose objectives and activities are opposed to or not in harmony with the purpose of the GCKA.
- 4.3 The membership shall be classified as single, family or student. Single membership shall be granted to any individual over the age of eighteen, not associated with a family. The family membership consists of husband and/or wife and includes children under the age of eighteen. One must be a full-time student and working towards a degree/diploma to qualify for student membership.
- 4.4 Each membership will be counted as one vote for any situation that demands voting.
- 4.5 A member in good standing shall be one without arrears on their membership dues at the time of participation in any activities of the GCKA. Only member in good standing and his/her immediate family will be eligible for membership benefits.
- 4.6 Member's immediate family is defined as member's spouse, children under age of eighteen and parents of the member or spouse, who live with the member.
- 4.7 Any member whose activities are not considered to be in the best interests and welfare of GCKA may be expelled by a two-thirds majority of members present and voting in a plenary meeting after sufficient hearing. The procedure for sufficient hearing shall be - (i) an investigation of the alleged activities of the member by a three-member Committee of the Board of Directors; (ii) show cause notice to the member concerned; (iii) appearance of the member before the BOD Meeting; and (iv) Final recommendation of the BOD to expel the member to the plenary meeting.
- 4.8 GCKA Board of Directors will have the authority to temporarily suspend any member whose activities are not considered to be in the best interests and welfare of the GCKA for a period of six (6) months, with an option to extend the suspension for another six (6) more months. This shall be pursuant to the member not responding satisfactorily to a show cause notice

served two weeks prior to the suspension. This action should be communicated to all the members within one week of suspending a member.

- 4.9. A suspended or expelled member will not be considered as a member in good standing.
- 4.10. A member who is convicted by a court of law will automatically cease to be a GCKA member.
- 4.11. The annual dues shall be thirty dollars (\$30) for a family, twenty dollars (\$20) for single, and ten dollars (\$10) for a student, payable by 31st December of each year for that membership year. Dues are subject to change by authority of the Board of Directors.
- 4.12. Partial memberships are available only for those who sign up for the very first time as a once in a lifetime waiver. This partial membership fee shall be twenty dollars (\$20) for families and ten dollars (\$10) for singles. This part time membership is available only after the due date for the regular membership (mentioned in section 4.11), and is valid till the end of the same membership year as explained in section 4.13.
- 4.13. The membership year is defined as the 12 months starting on October 1st of a calendar year through September 30th of the next calendar year.
- 4.14. By becoming a GCKA member by paying the membership dues, it is implied that the member agrees to GCKA by-laws. A copy of the by-law will be available on GCKA website and also by writing to the Secretary, GCKA.
- 4.15. Membership due once paid is not refundable either fully or partially.
- 4.16. E-mail will be the main mode of communication between members and Board of Directors.

Article 5 – Officers

- 5.1. The officers of the GCKA shall be known as the Board of Directors. There shall be a total of Nine (9) members of the Board of Directors, out of which four (4) will hold the offices of President, Vice-President, Secretary, and Treasurer.
- 5.2. There will also be three (3) member Nomination Committee in addition to the nine members of Board of Directors. The duty of the Nomination Committee is SOLELY to identify new members of the Board of Directors for the next year, conduct elections to the board and members of the nomination committee for the next membership year, if required, and officially announce the list of newly elected Board of Directors.

- 5.3 The term of the Officers and members of the Board of Directors shall be for one year.
- 5.4 A member can serve as a member of Board of Directors and/or an Officer for a period of not more than two (2) consecutive years. He/she shall return to serve as a member of Board of Directors and/or an Officer after a break of two years. A member's two-year term is considered as completed if he/she serves at least three-fourth of the two-year term.
- 5.5 An Officer and/or a member of Board of Directors should be a GCKA member in good standing at the time of nomination, election and the entire period he/she servers as an Officer and/or member of Board of Directors.
- 5.6 The term of any elected member shall automatically expire, if that person ceases to be a resident of North Carolina.

Article 6 - Election of Board of Directors and Officers

- 6.1 Election shall be pursuant to nominations made by the Nomination Committee for the Board of Directors and Nomination Committee, whose election in the plenary body meeting shall be based on a simple majority vote of the quorum present in the plenary meeting. Any member who is a member of good standing on the roster as of 1st July of each membership year shall be eligible to vote on the plenary meeting. Names of nominees may be presented to the Nomination Committee one month before the plenary meeting.
- 6.2 A candidate for Board of Directors and Nomination Committee shall be a member in good standing on the roster as of 1st July of each membership year. A member who was expelled in the past will have to serve as a member for a minimum of 24 months after being reinstated before he/she can be a candidate for the Board of Directors.
- 6.3 In the event of a tie vote, a re-election shall be called or a member may be chosen by coin toss at the discretion of the Nomination Committee.
- 6.4 The election to the post of Officers (President, Vice-President, Secretary, Treasurer) shall be held at the first meeting of a newly elected Board of

- Directors, which should be conducted on or before October 15th of that membership year. The outgoing Nomination Committee will call in this meeting.
- 6.5 In the event of more than three (3) members of Board of Directors getting replaced any time during their term, the Officers (President, Vice-President, Secretary, and Treasurer) will have to be re-elected by the newly constituted Board.
 - 6.6 No officer who served in an office for a full two-year term shall be eligible for election to the Board of Directors for the immediately following two-year term.
 - 6.7 In the case of retirement or permanent absence of any officer, the Board of Directors shall elect a successor from its members for the remaining portion of the term within 30 days. Permanent absence is defined as absence from three consecutive meetings of the Board and GCKA functions and/or unavailability to function as an officer for a period of four months.
 - 6.8 Each GCKA member shall vote for each of the members of the Board of Directors and Nomination Committee through a single ballot paper.
 - 6.9 A member of Board of Directors can bring a non-confidence motion on any of the Officers (President, Vice-President, Secretary and Treasurer). A Board meeting can subsequently vote on the non-confidence motion and with a two-third majority of currently active Board of Directors can remove an Officer. However, the removed officer will continue to be a member of Board of Directors.
 - 6.10 A member of Board of Director may be removed from the board membership by a simple majority of plenary body of members, present and voting in a plenary meeting after sufficient hearing. The plenary meeting notice should be given at least four (4) weeks prior to the meeting.
 - 6.11 In the event of a member of Board Directors being expelled, he/she will automatically cease to be an Officer (President, Vice President, Secretary, Treasurer) as well if he/she holds that office at the time of expulsion from board membership.

Article 7 - Duties of Officers

7.1 **President**

- a. The President shall call and preside at meetings of the GCKA and the Board of Directors. He/she shall present a written report of the GCKA's assets and activities during the preceding year at each annual (September) meeting. He/she shall also maintain an inventory of assets and details of disposal of any items during the year.
- b. The President shall sign all documents on behalf of the GCKA. He/she may also sign checks on behalf of the GCKA. The President shall see to it that all account books, reports, statements, minutes, and other papers pertaining to the activities of the GCKA are properly kept and filed in accordance with the requirements of non-profit corporations.
- c. The President shall assume charge of the duties of the Secretary, and/or Treasurer during their temporary absence with the approval of the Board of Directors. Temporary absence is defined as one up to three months.
- d. The President shall enforce the Constitution; perform all the duties incidental to his office and such other activities which may be assigned to him/her from time to time by the Board; and carry out the policies and affairs of the GCKA.
- e. The President will represent GCKA in liaison with government and non-governmental agencies, and other local Indian Associations. He/she can delegate this role to other officers or members of Board of Directors on a case-by-case basis with the approval of the Board of Directors.

7.2 **Vice-President**

- a. The Vice-President shall perform all of the duties of the President during his/her temporary absence, and any other duties that may be assigned to him/her from time to time by the President and/or Board of Directors.

7.3 **Secretary**

- a. The Secretary shall operate under the general direction of the President and Board of Directors and shall be responsible for recording and presenting the minutes of all meetings.
- b. He/she shall sign and attend to all correspondences and present the same to the Board of Directors at its meetings. The Secretary shall also represent the organization in dealings with outside agencies.
- c. He/she shall be custodian of all the records, papers, minutes, and documents of the GCKA other than those under the jurisdiction of the Treasurer. He/she shall maintain an up-to-date list of all members of GCKA.
- d. The Secretary shall send to all members, notices of all meetings and functions held in the name of or on behalf of GCKA. He/she shall also arrange for places and reserve facilities for GCKA functions. He/She shall be the ONLY person who is authorized to send e-mail communications to the e-mail list of members.
- e. He/she shall perform such other duties as may be assigned to him the President and/or Board of Directors.
- f. Any member of Board Of Directors other than Secretary, who sends mass communication to members via e-mail or written letter, without getting prior authorization from Board of Directors, will be disqualified from the Board Of Director membership automatically.

7.4 Treasurer

- a. The Treasurer shall make, countersign and endorse in the name of the GCKA all checks, drafts, notes, and other orders for the payment of money, under the direction of the Board of Directors. He/She shall see to it that all incoming financial transactions are acknowledged by receipts and all outgoing transactions are supported by vouchers and paid by GCKA checks.
- b. He/she shall have charge and custody of and be responsible for all funds which the GCKA may receive and shall deposit such funds in the name of the association in such banks as designated by the Board of Directors.

- c. The Treasurer shall maintain books of accounts and records of receipts, disbursements, and other financial transactions made by or on behalf of the GCKA in accordance with accounting principles approved by the Board of Directors.
- d. He/she shall present an up-to date financial report to the Board of Directors at their meetings.
- e. He/she shall arrange to send the annual financial statements for the previous year duly approved by the Board of Directors to all members not later than October 15th of the current membership year. He/she shall present the financial statement within two weeks whenever a written request is made by a group of one-third of the members.
- f. The Treasurer shall perform all duties incidental to the office of the Treasurer and such other duties as may be assigned to him by the President and/or Board of Directors.

Article 8 - Meetings

8.1 Regular Meetings

- a. Regular Meetings of the GCKA shall be held on any date the Board of Directors may decide. There shall be at least one such meeting prior to every public function being organized. Notice, including the agenda of the meeting, shall be given to all members of the GCKA at least five (5) days in advance.
- b. Proposal for formation of any special committee must be communicated to the members two weeks before the meetings. Decisions of special committees shall be based on simple majority vote of the quorum present. The Board of Directors shall communicate those decisions to all members.

8.2 Meeting of the Board of Directors

- a. At least three meetings of the Board of Directors shall be held in a year.

- b. The Board of Directors shall meet at the call of the President or a majority of its members.
- c. The agenda for the Board of Directors meetings shall be prepared by the President and notice including the agenda shall be sent to all members of the Board. Members of Board of Directors can also suggest agenda items. None of the suggestions for Agenda items shall be ignored, must be discussed and decision must be taken based on the simple majority.

8.3 Quorum

- a. The quorum of Board of Directors shall consist of six (6) out of nine (9) of its members.
- b. One-half plus one of the paid membership constitute a quorum for plenary meetings and any decision requiring voting shall be passed by simple majority, including but not limited to any amendment to the Constitution or the By-Laws. The only exception to this is in regards to the expulsion of an individual from GCKA membership where a two-thirds majority of members present and voting in a plenary meeting is required.
- c. A simple majority of voting members shall make approvals and decisions in such meetings.

8.4 Resolutions

- a. A majority of all members at the meeting shall be necessary to adopt any resolution. A vote shall be taken on any questions or issues. There shall be no votes by proxy for any reason whatsoever.

Article 9 - Committees

- 9.1 Any committees within the Board of Directors may be formed at the discretion of the Board of Directors for any specific purpose.
- 9.2 Each committee shall be responsible for attending to the logistics of planning and preparing for a function and raising the necessary funds.

- 9.3 Committees may consult non-partisan, non-political, non-denominational entities for assistance and cooperation in fulfilling their delegated responsibilities, without prior approval of the Board of Directors.

Article 10 - Management of Funds

- 10.1 The GCKA shall, as a non-profit organization, file any annual or periodic returns due to outside agencies, both state and federal, based on generally accepted accounting standards.
- 10.2 All financial transactions shall have the approval of the majority of the Board Of Directors and be recorded in the accounts of the Treasurer.
- 10.3 Signed receipts shall be used for all contributions. All collections shall be deposited in an FDIC insured bank account within five working days. This bank account should be maintained in the name and for the sole benefit of the GCKA.
- 10.4 Any instrument used to draw funds from the bank or to make payments must contain at least one signature authorized by the GCKA by-laws. Any payments over one thousand dollars (\$1,000) will require at least two of the authorized signatures.
- 10.5 President and Treasurer will have the authority to sign instruments used to draw funds from the bank or to make payments. The Board of Directors may authorize a third Officer to sign instruments used to draw funds from the bank or to make payments.
- 10.6 The GCKA Board of Directors is not authorized to make any financial commitments of any sort, actual or budgeted, exceeding two-thirds of the net cash balance held by the GCKA at that point in time.
- 10.7 Use of the GCKA funds will be limited to:
- Operational expenses of the GCKA such as dues, fees, postal charges, rental charges, and other expenses which are absolutely necessary for the smooth operation of the GCKA organization.

- Expenses related to events open to majority of members. This will include and not limited to Christmas celebration, Onam celebration, Summer Picnic, Malayalam movies, Socials, Excursions and other events, which are open for all members.
- Membership fee, if any, to be a member of an outside Kerala organization approved by BOD.

10.8 GCKA funds will not be used for:

- Contributions to any charity, unless member(s), in addition to membership dues, remits funds to GCKA specifically for that purpose
- Religious, political and other partisan activities
- Sponsoring any commercial ventures or events which are not organized by GCKA
- Sponsoring any individuals
- Sponsoring any event not organized by GCKA
- To be disbursed as loan to individuals or organizations
- Generally any expense which is not of benefit to majority of the GCKA members
- Generally any expense which is against the interests and values of the GCKA

10.9 At every Board meeting, the Treasurer shall submit the status of the GCKA's financial position, which shall be reviewed and certified by a majority of the members attending the meeting.

10.10 The annual accounts shall be communicated to the members /presented at the annual plenary meeting by the Treasurer after getting approval from the Board Of Directors. The annual accounting year shall be from October 1st to September 30th.

Article 11- Amendments

- 11.1 Any amendment to this Constitution may be either submitted to the Board of Directors in writing or proposed from the floor at the regular meetings.
- 11.2 After the announcement of the proposed amendment(s), a period of not less than thirty days shall be allowed prior to voting.
- 11.3 Amendments shall be considered as accepted unless one-third of the GCKA members in good standing voting against it.
- 11.4 Voting could be done by email or in person if amendments are discussed in a plenary session.

Article 12- Handing over responsibilities to the new Board of Directors

- 12.1 The outgoing Board Of Directors is responsible for handing over the responsibilities to the new Board of Directors on or before Oct 20th of a membership year.
- 12.2 The outgoing President is responsible for handing over all GCKA assets to the incoming committee.

Article 13 - Dissolution

- 13.1 A motion to consider dissolution of GCKA may be petitioned to the President by not less than two-thirds of the members in good standing. The President shall circulate the petition to all members in good standing within thirty days of the receipt of the petition. The motion for dissolution shall require, for passing, the affirmative vote of three quarters of the members in good standing.
- 13.2 Upon dissolution of GCKA, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of GCKA, dispose of all of the assets exclusively for the purposes of GCKA in such manner, or to such organization or organizations organized and functioning exclusively for charitable, educational, or scientific purposes as shall be at the time qualify as an exempt organization or organizations under Section 501(c)(3)

of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).