

Amendment No. 8 (as recommended by the Joint Meeting of the Executive Committee and Board of Directors on 12/11/2022 and approved by the General Body on 12/18/2022)

The purpose of this amendment is to clarify certain provisions, update and add certain new provisions, make editorial changes, and incorporate the provisions of all previous amendments in respective sections of the Articles as appropriate.

**CONSTITUTION AND BY-LAWS
OF
THE INDIAN AMERICAN KERALA CULTURAL AND CIVIC CENTER,
INC.
(THE KERALA CENTER)**

PREAMBLE

We the people of Keralite descent (Indian American Malayalees) living in the United States of America, in order to protect and promote our civil, political, economic, social and cultural interests in this country and to ensure overall welfare of the community, having resolved to form a non-profit organization, do hereby declare and establish this document as its constitution.

**ARTICLE - I
NAME OF THE ORGANIZATION**

The name of this organization shall be The Indian American Kerala Cultural and Civic Center, Inc., hereinafter referred to as The Kerala Center.

**ARTICLE - II
OBJECTIVES, CHARACTERISTICS, AND LOCATION**

SECTION - A – OBJECTIVES:

1. Establish and maintain a Community Center.
2. Publish newsletters and disseminate electronic communication for the benefit of the Indian American Kerala Community.
3. Facilitate exchange of ideas between members of the Kerala community and political leaders, government officials as well as other communities.
4. Promote cultural and educational opportunities for the children of Keralites and give scholarships and educational aid to students in the USA and India.

5. Organize lectures, meetings, seminars, and workshops for the benefit of Keralites and educate them on contemporary civic, economic, political, social and cultural issues affecting their lives in the United States of America.
6. Educate Keralites in recognizing their individual and social responsibilities by involving them in public and civic affairs.
7. Give awards to individuals of the community in recognition of their achievements and services.
8. Solicit, collect, manage, and distribute funds for charitable and humanitarian purposes.
9. Work in collaboration with other organizations to protect and promote the interests of Keralites and Indian American community.
10. Organize programs catering to the needs of the youth and seniors.
11. Celebrate traditional and national festivals of Kerala, India, and America.
12. Preserve our heritage and promote Malayalam language, literature, arts and periodicals.

SECTION – B – CHARECTERISTICS:

The Kerala Center shall function without discrimination based on religion, race, caste, gender, sexual orientation or political affiliation.

SECTION – C - LOCATION:

The Kerala Center shall be a non-profit organization registered in the state of New York.

ARTICLE – III ELIGIBLE MEMBERS AND MEMBERSHIP CATEGORIES

SECTION - A - ELIGIBLE MEMBERS:

Any individual or family who espouses the objectives and characteristics of The Kerala Center is eligible to become a member.

SECTION – B – MEMBERSHIP CATEGORIES:

1. Grand Patron
2. Patron
3. Benefactor
4. Regular Member
5. Kerala Center Life Mission Fund Member
6. Associate Member
7. Organization Member

SECTION – C:

Eligible individuals and families shall file an application and pay the applicable fees as decided by the Executive Committee and Board and set forth in the by-laws to become members, and shall be subject to review and approval by the Executive Committee. Membership shall be considered to be at a lower level if fees and dues are not paid when due and can be upgraded at any time upon paying the respective fees and dues.

ARTICLE - IV MANAGEMENT AND ADMINISTRATION

SECTION – A:

The administration of the Kerala Center shall be carried out at three levels: The Executive Committee, the Board of Directors and the Board of Trustees. Important matters shall be decided at a joint meeting of the Executive Committee and Board of Directors. A member of a committee may not be a member in any other committee unless otherwise decided by the joint meeting of the Executive and Board.

SECTION – B:

1. The Executive Committee:

It shall consist of six officials - President, Vice President, Executive Director, General Secretary, Treasurer and Associate Secretary. They shall make sure that day-to-day activities at the Center are conducted smoothly by establishing appropriate plans and schedules. Such plans may be presented to the Board at the first joint meeting of the year. The Executive Committee is collectively responsible for all the activities at the Center.

The Executive Committee, except the Executive Director, shall be elected by the Annual General Body and can be elected as a panel or individually. Election can be held by voice vote, secret ballots or electronic vote. The current Executive Committee shall continue until a new committee is sworn in. The Executive Director shall be nominated by the Board of Directors in consultation with the president.

2. The Board of Directors:

They shall be elected by the Annual General Body. The Board shall consist of fifteen members plus one each from each member organization. Six Board Members shall be elected from Grand Patrons, Patrons and the Benefactors and the remaining nine shall be elected from Regular Members. Women must have representation on the Board. If there are not enough nominations from any category, Board members shall be filled from any categories with voting rights. If they are not filled at the General Body, they can be filled at a joint meeting of the Executive Committee and Board for the remaining of the term.

A Chair shall be elected from the Board of Directors for a three-year term at the first meeting of the Board of Directors.

3. Board of Trustees:

An eleven-member Board of Trustees shall be created to serve as an advisory and disciplinary body. It may also act as a dispute resolution body. The eleven members shall be selected by the executive committee and shall be approved by the Board of Directors. They can be selected from past presidents, past chairs of the board, founders,

senior members, and members who contributed at least \$10,000 as loan, donation, membership fees or combination of all of these, or helped the Center in other ways. They shall have a term of five years. A chairman shall be elected from these eleven members.

In case the Kerala Center building is sold based on the recommendation of a joint meeting of the Executives, Board and Trustees with a two-third majority and the approval of the General Body with a two-third majority, the Trustees and others who provided a loan to the Kerala Center shall have an option for their loans to be returned with simple interest at the prevailing prime rate of the current market. The Trustees who provided a loan can participate in the decision-making process by a written proxy for this purpose.

If the Executive Committee or the Board is not functioning or not calling their meetings for six months or if the annual election is not held or there is a legal challenge within the Executive committee or the Board, the Board of Trustees can take over the functioning of the Kerala Center till the new Executive Committee and Board are elected.

SECTION – C – TERMS OF OFFICE:

1. The Board of Directors shall have a term of three years with five members retiring every year and five new members joining every year.
2. The Executive Committee members, except the Executive Director, shall be elected for a two-year term and may not serve in the same position for more than two consecutive terms.
3. The Executive Director shall be nominated by the Board for a two-year term and may not serve for more than three consecutive terms.
4. Members of the Executive Committee and Board of Directors who do not attend two consecutive meetings without any valid reason may lose their committee membership.
5. The Executive Committee may appoint any member of the Kerala Center for organizing and promoting specific programs as and when needed.
6. Any emergency decision of the Executive Committee shall be taken by the President after obtaining the opinion of the committee members via any medium of communication. Such action shall be discussed at the next Board meeting and approved, amended or discarded as appropriate.

ARTICLE – V DUTIES OF THE EXECUTIVE COMMITTEE

SECTION - A – PRESIDENT:

The President shall be the Chief Executive Officer of the Kerala Center and shall preside over all the meetings except separate meetings of the Board and Trustees.

SECTION - B - VICE- PRESIDENT:

In the absence of the President, the Vice-President shall carry out all the functions of the President, and functions entrusted to him by the president and the Board.

SECTION -C - GENERAL SECRETARY:

The General Secretary shall prepare minutes of all meetings, including Executive meetings, and present copies at the next Board meeting. He/she shall record the minutes of all proceedings in a book to be kept for that purpose, carry out general correspondence, and prepare a report of activities at the Center and present it to the Board and Annual General Body.

SECTION - D - ASSOCIATE SECRETARY:

The Associate Secretary shall assist the General Secretary as deemed necessary. In the absence of the General Secretary, the Associate Secretary shall carry out all the functions of the General Secretary.

SECTION – E – TREASURER:

The Treasurer shall be responsible for:

- Receiving, disbursing, recording and safekeeping of all funds belonging to the Kerala Center.
- Ensuring that checks issued in the name of the Kerala Center have the signatures of the authorized officials.
- Ensuring that funds are deposited in the bank in a timely manner.
- Ensuring that each payment and receipt are properly supported by bills, vouchers, etc.
- Collecting membership fees.
- Submitting a statement of accounts and financial condition of the Kerala Center to the Executive Committee, the Board of Directors and Annual General Body.
- Getting the accounts audited each year by the Internal Auditor.
- Presenting the accounts to the Certified Public Accountant to prepare financial statements in accordance with the laws and standards, and presenting such statements to the Annual General Body.
- Filing the tax returns.

SECTION - F – EXECUTIVE DIRECTOR:

The Executive Director is responsible for maintenance of the building and equipment, compliance with building codes, assessment and inspection required by government departments, maintenance of all records, and day-to-day-running of the Center as agreed upon by the Executive Committee.

ARTICLE – VI INTERNAL AUDITOR

An internal auditor shall be elected by the General Body for two years and shall have the responsibility to verify, inspect and certify the accuracy of the books of accounts and financial position of the Center.

ARTICLE – VII YOUTH AND WOMEN’S FORUMS

SECTION - A – YOUTH FORUM:

The Kerala Center shall have a Youth Forum for the purpose of developing future leaders to lead the Kerala Center, the community and the nation. This Forum will be in the lead to organize programs and activities to attract youths and cater to their needs. It shall have a President, Vice-President, Secretary, Treasurer and five other members, and their term will be for two years.

SECTION - B – WOMEN’S FORUM:

The Kerala Center shall have a Women’s Forum for bringing active participation and involvement of women in the activities of the Kerala Center and for conducting programs on issues which concern women and families. It shall have a President, Vice-President, Secretary, Treasurer and five other members, and their term will be for two years.

ARTICLE - VIII MEETINGS AND QUORUM

SECTION - A:

An Annual General Body Meeting shall be conducted in the last quarter of each year. A special General Body Meeting may be called by the president/secretary on written request by at least 15 percent of the members. A special meeting of the Executive Committee and Board may be called by the president/secretary on written request by at least one third of the Board of Directors. Regular meeting of the General Body shall be by giving a notice of at least 30 days via any medium.

SECTION – B:

The Executive Committee shall meet at least once in a month, the Board of Directors once in three months and Board of Trustees at least once in a year. There shall be a joint meeting of the Executive and Board at least once in every three months and with the Trustees whenever important decisions need to be taken. A notice of at least seven days is required for these regular meetings. The agenda for the first joint meeting of the year shall include a discussion on the proposed budget, various plans and programs for the year.

SECTION – C:

A quorum for the General Body Meeting shall be twenty percent of the members of the Kerala Center who are eligible to vote. For the Executive Committee meeting and the Board of Directors meetings the quorum shall be half or more of the members and for joint

meeting it shall be half or more of the total members. If a quorum is not present and important issues need to be decided, it can be decided at the next meeting convened after giving a notice of at least seven days and by a two third majority of the members present.

ARTICLE – IX DISCIPLINARY ACTION AND DISPUTE RESOLUTION

Any complaints against the Executive Committee members, Board of Directors or members for violating the provisions of the constitution and by-laws of the Kerala Center or for misconduct may be referred to the Trustee Board Chairman to appoint a committee for investigation and recommending any disciplinary action to the General Body. The General Body has the discretion to accept, amend or reject the disciplinary actions.

Any disputes between any parties at the Kerala Center shall be referred to the Trustee Board Chairman for a solution.

ARTICLE - X RESIGNATION OF A COMMITTEE MEMBER

If a member of the Executive Committee, Board of Directors or Board of Trustees wants to resign, it can be done by giving at least a seven-day notice to the president and respective chairs. If the President wants to resign, it can be done by giving a seven-day notice to the Chairman of the Board of Directors. A replacement may be selected at the joint meeting of the Executive Committee and Board of Directors for the remainder of the term of the individuals resigned.

ARTICLE - XI AMENDMENTS TO THE CONSTITUTION

The constitution may be amended at the Annual General Body Meeting or at a special meeting of the General Body convened for the purpose of amending the constitution with a two-third vote of the members present, if there is a quorum. If a quorum is not present, it can be amended at a meeting convened for the purpose by giving a notice of at least seven days and by a two-third vote of the members present.

The by-laws may be amended at a joint meeting of the Executive Committee and Board of Directors with a two-third vote of the members present, if there is a quorum.

ARTICLE – XII PARLIAMENTARY PROCEDURES

The rules contained in the current edition of Robert’s Rules of Order shall govern all applicable cases when there are no clear provisions governing those cases in this Constitution, by-laws or the laws of the State of New York.

ARTICLE – XIII KERALA CENTER LIFE MISSION FUND

This Fund shall operate as a separate and permanent charity fund of the Kerala Center. Any individual or family who pledges to contribute a minimum of \$50000 or more in their life time and/or through the Will can become a member of this Fund as well as the Center. Appropriate and valid legal documents shall be prepared with the help of a lawyer to make the Kerala Center a beneficiary in the Will of a contributor. In the absence of a Will, the application shall be considered as the Will.

There shall be a separate committee to manage the Fund and majority of its members shall be Kerala Center members who contributed to the Fund or their nominees who shall also be members of the Center. The committee shall have a Life Mission Fund Chairman and a Vice Chairman who shall be the Fund members, and five additional members. There shall be at least one meeting of the contributors, in person or online, in a year. The committee shall submit a report of its activities and proposed activities to the joint meeting of the Executive and Board for review and approval.

The Kerala Center shall have separate bank accounts to manage this Fund. Returns from the Fund shall be used to provide scholarships to children here and in Kerala, to help needy people here and in Kerala, and for other good purposes as decided by the committee and approved by the Fund members, subject to the review and approval of the Board for compliance with the objectives and characteristics of the Kerala Center.

The names of the contributors shall be kept separately identified in books of accounts and financial statements. The Fund shall continue even if Kerala Center is dissolved, by transferring the Fund to a newly formed non-profit entity or another such entity.

ARTICLE – XIV DISSOLUTION

THE KERALA CENTER may be dissolved at a special meeting of the General Body by the approval of a three-fourths majority of the members present, if a quorum is present. If a quorum is not present, it can become effective by following the procedures for a follow up meeting. Upon dissolution, after paying or providing for payment of all liabilities, all the assets of the Kerala Center shall be donated to a similar charity organization approved by the Internal Revenue Service.