

## New England Malayalee Association, Inc.

### A Non-Profit Cultural Organization

### By-Laws/ Articles of Organization

#### Article 1 - Name

1. The name of this organization shall be New England Malayalee Association, Inc. hereinafter called as NEMA.

#### Article 2 - Objectives

2.1 To cultivate, promote, and foster the exchange of ideas and understanding between the peoples of Kerala and other cultures.

2.2 To cultivate, promote, foster and develop the advancement of knowledge in Malayalam language, literature and arts.

2.3 To promote fellowship and to provide, organize and participate in cultural and social functions in New England and to promote the artistic, literary, intercultural and intergenerational needs of the wider Indian Community in active participation with other Associations or Organizations in USA and Canada with similar or mutual interests.

2.4 The Malayalee Association of New England shall be a nonprofit cultural and secular organization.

2.5 To do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the corporation to do or exercise under and to the laws of the Commonwealth of Massachusetts for the purpose of accomplishing any of the purposes of the corporation. Whereas the corporation shall not be operated for the primary purpose of carrying on for profit or trade or business unrelated to its intended tax purposes; and whereas no such power shall be exercised in a manner inconsistent with Massachusetts General laws, Chapter 180, or Section 501© of the Internal Revenue code, as now in force or hereafter amended. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501©of the internal Revenue Code.

#### Article 3 - Office

3.1 The Board of Directors shall decide the location of the office.

#### Article 4 - Membership

4.1 The membership [1] of the Malayalee Association shall be open to all individuals living in New England (Maine, Vermont, New Hampshire, Massachusetts, Rhode Island, and Connecticut) who will abide by the Bylaws and articles of this organization.

4.2 The membership shall be classified as single, family. The family membership consists of husband and/or wife and includes children under age eighteen[1] . Children above eighteen have to take a single membership.

4.3 A member in good standing shall be one without arrears at the time of participating in any activities of the Malayalee Association.

4.4 The Board of Directors shall determine the annual dues. The fiscal year of the Association will be October 01- September 30 of each calendar year. Membership taken during any time in a fiscal year will expire on September 30.

After June 15<sup>th</sup> of a fiscal year membership will be closed for current fiscal year.

## Article 5 - Officers

5.1 The officers of the Malayalee Association shall be President, a Vice President, a General Secretary, Joint General Secretary, an Arts Club Secretary, Joint Arts club secretary, Public relations officer, Webadmin, Joint webadmin, Sports secretary, Joint sports secretary, a Treasurer and Joint treasurer hereby known as the Board of Directors.

## Article 6 - The Board of Directors

6.1 The Board of Directors of the Malayalee Association for any fiscal year shall consist of the elected Officers. The Board of Directors shall select new committee members. All the existing committee members have the option of staying back and serving on the new committee.

6.2 The President shall act as the Chairman of the Board of Directors.

6.3 A BOD term will end after the annual Onam celebration if a new BOD has been elected. Otherwise they will continue as caretakers until the election is over and a new BOD is elected. The caretaker committee shall not conduct any events.

## Article 7 - Election and Terms of Office

7.1 Each adult member who took membership before June 15<sup>th</sup> of a year and is in good standing is eligible to vote in the upcoming election.

Individuals above age of eighteen who paid dues are considered to be in good standing.

7.2 Current year BOD shall appoint an Election Office by June 15 to facilitate and oversee nomination and election processes. Election Office shall be comprised of one Presiding officer and two other members. Current member of the BOD will not be eligible to be the presiding officer or member of the election office. The election officer shall be the sole body in charge of the election process. All three members of election office has to be part of the executive committee. Election office shall maintain a separate independent email id (for e.g. election\_nema@gmail.com) to send and receive emails. Executive Committee shall render them every help and co-operation required for the smooth conduct of the election process.

7.3 The Election Office shall send email requests to members to nominate themselves/others to the next years BOD. The deadline for submission of nomination will be mentioned in the email request. The nominations can be either self-nominations or proposed by another member in good standing. A member can nominate only one individual for a specific BOD post. The election officers cannot become nominees for the post of President, VP, GS, Joint GS, Arts club secretary, Treasurer in the upcoming BOD and therefore will be eliminated from these nominations even if somebody nominates them.

7.4 **Nominees for President, Vice President, GS, treasurer** posts should be members of the Malayalee Association, Nema, at least for one year preceding Oct 1st of upcoming year. He/She should be of Kerala descent or should be able to understand

malayalam. President ,VP GS ,treasurer nominees should have served atleast once in present or past executive committee unless their nomination is approved by the executive committee by a majority vote.

7.5 Election office should publish all the nominees and then give them at least three days to decide if they want to withdraw or accept the nomination.After scrutinizing all the nominations, , the Election Office shall contact the nominees to see if they accept the nomination. Additionally, the Election Office will work with the Executive Committee to ensure that there is at least one valid nomination for each position.

7.6 If an election is required for a position, details of that position and members who have submitted their nominations shall be notified to all members through email. Candidate names shall be published one week in advance to the Annual General Body meeting during month of August/September. The Election Office, with the help of Executive Committee shall prepare ballot slips and boxes for the positions if election is required. The ballot boxes shall be sealed before the commencement of voting in the presence of the contestants.The member list should be given to all the contesting candidates.

For the new BOD to be elected the posts of President,General ,Treasurer ,Arts club secretary has to be filled.

7.7 The polling shall be conducted on the same day of Annual General Body Meeting and results will be announced at the Annual General Body Meeting.

Each adult Nema member will have one vote.

To vote members must attend in person at the General Body. Valid photo identification will be required to cast votes.

7.8 If BOD is decided before Onam event the Election Office shall announce the names of new BOD Officers during annual Onam Celebration .If election results are tallied on the day of Annual general body meeting it will announced after annual general body meeting.. All decisions made by Election office pertaining to the election process will be final.

7.9 In case of retirement or permanent absence of any officer, the executive committee shall elect a successor for its members for the unexpired portion of their term.

7.10 Each year the previous year's executive committee automatically gets to stay unless they choose to move out.. Each new committee member added should enjoy the support of  $\frac{3}{4}$  of the executive committee. Any executive committee member can be removed from the executive committee with  $\frac{3}{4}$  vote in executive committee.

## 8.2

### Article 9 - Duties of Officers

#### 9.1 President

1. The President shall call and preside at meetings of the Malayalee Association and the Board of Directors.
2. The President shall present at each annual meeting of the Malayalee Association a written report of the Association's activities during the year.
3. The President shall, with the approval of the Board of Directors, appoint members of all Special Committees as and when he/she deems necessary.
4. He/She shall sign all documents in the name and on behalf of the Malayalee Association. He can also sign checks on behalf of the Malayalee Association.
5. He/ She shall see that all account books, reports, statements, minutes and other papers pertaining to the activities of the Malayalee Association are properly kept and filed in accordance with the requirements.
6. He/She shall assume charge of the duties of Secretary, Art Club Secretary, and/or Treasurer during their temporary absence.
7. He/She shall enforce the bylaws, perform all the duties incident to his office and such other activities which may be assigned to him from time to time by the Board.

#### 9.2 Vice President

(1) The Vice President shall perform all of the duties of the President during his temporary absence, and any other duties, which may be assigned to him from time to time by the Board of Directors.

#### 9.3 General Secretary

1. The Secretary shall be responsible for recording and presenting the minutes of all meeting.
2. He/She shall sign and attend to all correspondences and present the same to the Board of Directors at its meetings.
3. He/She shall be the custodian of the records, papers, minutes, and documents of the Malayalee Association other than those under the jurisdiction of the Treasurer. He /She shall maintain an up-to-date list of all members of the Malayalee Association.
4. He/She shall send to all members, notices of all meetings and functions held in the name of or on behalf of the Malayalee Association.
5. He/She shall file any certificates required by the statute Federal or State.
6. He/ She shall perform such other duties as may be assigned to him by the Board of Directors.

#### 9.4 Arts Club Secretary

1. The Secretary for Art/ Sports shall be in charge of all arts activities. However, the rest of the Board of Directors should approve all activities. The Arts club secretary will select a sub arts committee to assist him/her.

### 9.5 Treasurer

1. The Treasurer shall make, countersign and endorse in the name the Malayalee Association all checks, drafts, notes, and other orders for the payment of money, under the direction of the Board of Directors.
2. He/She shall have charge and custody of and be responsible for all funds, which the Malayalee Association may receive and shall deposit such funds in the name of the Malayalee Association in such banks as designated by the Board of Directors.
3. He/She shall maintain books of accounts and records of receipts, disbursements, and other financial transactions made by or on behalf of the Malayalee Association in accordance with accounting principles approved by the Board of Directors.
4. He/She shall present and up-to-date financial report at the Board of Directors meetings.
5. He/She shall present the financial statement of the year to all members, at the annual general body meeting. He shall present the financial statement within two weeks whenever a written request is made by a group of one third of the members.
6. He/She shall establish and maintain a reserve fund with the annual balance and the reserve fund shall be used only with the approval of the members of the Malayalee Association. The amount to be set-aside in the reserve fund every year shall be decided by the Board of Directors and this fund could be used for charitable purpose.
7. He/She shall perform all duties incident to the office of the Treasurer and such duties as may be assigned to him by the Board of Directors.
  
8. Treasurer will get finances audited and taxes filed every year.

### 9.6 Joint Secretary

The joint Secretary shall assist the secretary in executing the many roles of the secretary.

### 9.7 Public relations Officer

PRO office shall be responsible in handling the social media announcements and all matters relating to publicity and marketing NEMA and its various activities. PRO can send emails to community and update the Nema facebook page.

### 9.8 Web(IT) Admin

The admin shall be responsible for the smooth handling of the nema website, godaddy account ,Facebook page and emailer handling . For all NEMA IT needs the Web admin shall be responsible.

### 9.9 Joint Arts Club sec

Joint Arts Club sec shall help the Arts club sec in fulfilling the duties of arts for events. In the eventuality of arts club secretary is unavailable Joint Arts club sec will take over the arts responsibilities.

#### 9.10 Sports Secretary

Sports secretary will be in charge of conducting sports , picnic events and outdoor activities

#### 9.11 Joint Sports Secretary

Joint Sport Secretary will be assisting the Sports Secretary in discharge of duties and will step in case of sports secretaries absence.

#### 9.12 Joint treasurer

Joint treasurer will be assisting the treasurer in discharge of duties and will step in case of treasurer's absence.

#### 9.13 Joint web admin

Joint webadmin will be assisting the webadmin in discharge of duties and will step in case of webadmin's absence.

### Article 10 - Meetings

#### 10.1 Regular Meeting

(1) Regular meetings of the Malayalee Association shall be held on any date the Board of Directors may decide. There shall be at least one such meeting every year. Notice including the agenda for the meeting shall be given to all members of the Malayalee Association ,NEMA at least two weeks in advance.

#### 10.2 BOD meeting

1. BOD meeting can be called by the president or general secretary .
2. Any decision by the BOD should enjoy a  $\frac{3}{4}$  support of BOD members voting . If it fails to obtain the support the decision should be send to executive committee.

#### 10.3 Meeting of the Executive Committee

1. At least four meetings of the Executive Committee shall be held in a year.
2. The Executive Committee shall meet at the call of the President or a majority of its members.
3. The President shall prepare agenda for Executive Committee meetings and notice thereof shall be sent to members of the Board of Directors.
4. All executive committee decisions can be made with a simple majority of executive members voting.

#### 10.4 General Body Meeting

1. The annual meeting shall be held at the end of the Malayalee Association (NEMA) fiscal year.

2. The President can call a general body meeting within 30 days at the written request of 20% of the total members of the Malayalee Association ,NEMA.
3. The Executive Committee may hold a general body meeting with 30 days in advance notice to all members. .
4. This general body meeting can be held to minimum number quorum and to deal with only urgent and serious matters.
5. A simple majority of all members present at the meeting shall be necessary to adopt a resolution in general body. On all questions a vote shall be taken. There shall be no votes by proxy for any reason whatsoever.

## Article 11 - Management of Funds

11.1 Signed receipts shall be used to all contributions.

11.2 All the collections shall be deposited in the bank within five days.

11.3 The treasurer shall submit the status of the financial position of the Association at every Board meeting, which shall be reviewed and certified by all the members attending the meeting.

11.4 The annual accounts shall be audited by a certified public accountant and presented to the annual general body meeting. A Public accountant or any independent person authorized by the Board of Directors may audit the Association's accounts.

11.5. Before any event the treasurer should run a budget analysis for the event and set the budget cap for the event.

11.6 After every event BOD shall present the financial of the event to the committee.

11.7 Withdrawals of funds from checking or savings accounts must be made with a minimum of two signatures, of which one should be that of the Treasurer. to issue checks for any amount higher than \$3,000.

11.8 Any expense over 3000 \$ must be approved by BOD

11.9 Any single expense over \$3000 should be approved by BOD

An Auditor shall be appointed by the Board of Directors. Each year Nema finance will be audited by the auditor and returns filed with the state.

## Article 12 - Amendments

12.1 Any amendment to this bylaw may be either submitted to the Board of Directors in writing.

12.2 Amendments may be made by a two-thirds affirmative vote of the members' quorum present at the meeting.

## Article 13- Dissolution

New England Malayalee Association may be dissolved by the unanimous approval by the Board of Directors, Three -fourth majority of executive committee and a two-third majority of votes at a special meeting where two-thirds of the active members eligible to vote are present. Upon dissolution, the assets of the New England Malayalee Association will be donated to an eligible

charitable organization as determined at the special meeting. The Board of directors shall be the ultimate authority of the Association's caretaker body at the time of the dissolution.

#### Article 14 - Sub committee

##### Sports Committee / Arts Committee

A Sports committee and Arts committee will be formed every year from the executive committee members willing to actively participate in them. They can actively help in conducting sports and arts activity of the organization respectively. No separate binding voting shall be conducted among the sub committee members.

A Sports club and arts club can be formed each year from the members of the general public to help with sports and arts. No separate binding voting shall be conducted among the sub club members.

#### Article 15

##### Charity

A separate account will be maintained for nema charity -Nema Charity. Every year the outgoing BOD can decide to contribute 10%-20% of the profit they made in a year to charity. Charity is preferably divided between US based and India based charity. Giving charity to individuals is discouraged. Giving charity contributions to political or religious institutions is prohibited.

Institutions for disbursing nema charity fund can be solely recommended by the BOD who generated the income and voted on by the executive committee.

Also the Committee can raise and accept money for any charitable cause through Nema charity account and disburse the money. The Nema charity account will also be audited every year .