

# CHARLOTTE MALAYALEE ASSOCIATION

## CONSTITUTION AND BYLAWS

### NAME OF THE CORPORATION

The name of the corporation shall be designated as "Charlotte Malayalee Association," also known as CLTMA.

### ADDRESS

The principal place of business of the corporation shall be in the state of North Carolina, and the principal address shall be PO Box or street address owned by CLTMA.

### PREAMBLE

CLTMA is the realization of long cherished desire of the Kerala (Indian) community in North Carolina, to preserve and promote its moral, social, cultural, educational, literary and artistic heritage.

### GOALS OF THE CORPORATION;

- a. To act in accordance with rules and regulations of non-profit corporation laws of the state of North Carolina.
- b. To transmit the unique Kerala heritage to future generations. To promote, practice, and encourage children in participating in cultural and social activities.
- c. To provide encouragement, support and incentive for the continued practices of Kerala culture, heritage, traditional social, and family life.
- d. To establish a forum for youth to maintain and invigorate the cultural heritage of Kerala.
- e. To provide leadership and support to the Indian community around Charlotte & suburbans and NC.
- f. To affiliate or work with organizations that has similar goals.
- g. To be involved in such acts as may be consistent with or incidental to the attainment of any or all of the above objectives.
- h. To make any modification, amendment, deletion, or addition to these rules for smooth and successful running of the association.
- i. The association is a non-profit organization and as such income of the corporation shall be utilized solely for the advancement of the objectives of the corporation herein described.

### SECTION 1. DEFINITIONS:

Corporation: Charlotte Malayalee Association Inc, also referred to as CLTMA

Membership:

Regular members: 18 years of age and older who enroll as members by paying a membership fee.

Associate Members: members who are below the age of 18.

General Body: All members of the corporation except associate members.

Executive Committee: The body of persons elected by the general body for carrying on day-today administration of the corporation.

President: President of the corporation who serves for a specified term.

Vice President: Vice president of the corporation.

Secretary: Secretary of the corporation.

Treasurer: The person who shall be in charge of the corporation's books and accounts.  
General Body Meeting: A general body meeting of the corporation.

Year: Calendar year.

## SECTION 2. MEMBERSHIP

### 2.1 Eligibility and Acceptance of Membership

- a. People of Indian origin and their spouses and kids shall be eligible for membership in the association.
- b. Applicants should have cleared all dues to CLTMA
- c. Applicants shall complete the prescribed form and submit it to the executive committee from January 1 to December 31, together with the admission fee. Regular membership shall be renewed every year starting from January 1.
- d. Such application for membership shall be approved by the executive committee at its next meeting.
- e. The secretary will communicate to the applicant the decision of the committee within a month after the meeting.
- f. If an application is rejected, the admission fee will be refunded.
- g. An applicant shall submit an application only once, and should renew membership annually. A default in yearly dues will automatically expel the member from the corporation and a new application shall be submitted once again to join the corporation. Payment of arrears will not entitle a member continuity of membership.

### 2.2 Rights and Duties of Members:

- a. Regular members have the right to attend, participate, discuss, and vote in general body meetings. They can hold any office in the corporation.
- b. Associate members are entitled to participate and discuss in the meetings of general body and other functions of the corporation. They have no voting rights and shall not hold any elective office in the corporation.

### 2.3 Register of Members:

A register of members shall be maintained and shall include:

- a. Name, address, telephone number and e-mail.
- b. Date of acceptance of membership.
- c. Date of termination of membership.

### 2.4 Termination of membership:

- a. Membership shall cease by death, resignation, expulsion, or dissolution of the corporation.
- b. Any member who intends to discontinue his/her membership temporarily or to resign from the corporation shall communicate his/her intention in writing to the president or secretary.

## SECTION 3. MANAGEMENT

- a. Direction of the association and control of its property shall be vested in an executive committee.

- b. The day-to-day operations of the corporation shall be carried out by the executive committee, which shall have full power to execute the goals of the corporation, and to raise and spend money subject to limits.

#### SECTION 4

##### 4.1 EXECUTIVE COMMITTEE:

- a. The executive committee shall consist of 11 (eleven) members elected by the general body. The new executive committee together with the current committee shall elect the new office bearers at its first meeting within the first month of election.
- b. CltMA is growing bigger and stronger and the Executive committee shall include an advisory board with 5 of our members.

The role of the advisory board is to provide support to the organization.

While the strategy and the tactical execution of the organization is the role of the office bearers, advisory board focuses on guidance and spreading the word in the community with respect to what is going on with CltMA.

##### 4.2 OFFICE BEARERS

The executive committee shall consist of a president, a vice president, a secretary, a joint Secretary, a treasurer, and 6 (six) members in which one is a youth member. a.

President:

The president shall preside over meetings of the executive committee. He/she shall be responsible for the supervision and control of the activities of the corporation. He/she shall direct the secretary to call meetings of the corporation. b. Vice President:

The vice president shall help the president in the discharge of his/her duties and during the absence of the president shall perform his/her duties. c. Secretary:

The secretary is the recording and corresponding officer of the corporation and keeps minutes of all meetings. He/she shall conduct himself/herself under the guidance of the president. He/she shall maintain and update the membership register, the constitution and bylaws, and other documents of the corporation. He/she shall convene meetings of the corporation as decided by the executive committee.

d. Joint Secretary:

The joint secretary shall assist the secretary in the performance of his/her duties. In the absence of the secretary, the joint secretary shall perform his/her duties. e. Treasurer:

The treasurer shall collect dues and contributions, and issue receipts for the same. The treasurer shall disburse funds on behalf of the corporation when authorized by the president and the secretary. Cash in excess of \$100.00 shall be deposited in the bank selected by the treasurer and approved by the executive committee. The bank account shall be jointly operated by the treasurer and the president. Any withdrawals from the bank must be signed by the president and treasurer. A majority approval of the executive committee is necessary to withdraw more than \$1,000.00. The treasurer shall make the financial status of the corporation available for inspection by the executive committee and/or auditors. The treasurer shall present a financial statement at the annual general body meeting of the corporation.

#### 4.3 RIGHTS AND DUTIES OF EXECUTIVE COMMITTEE:

- a. The executive committee shall act on behalf of the corporation.
- b. The executive committee shall have the power to set up committees for the realization of the goals of the corporation as and when necessary.
- c. The executive committee shall take action on membership applications at the next meeting, not more than 30 days of receiving them.
- d. In the event that the office of the president or secretary becomes vacant, the vice president and the joint secretary shall assume their offices respectively.
- e. The executive committee shall fill committee member vacancies, except for office bearers. In the event that the post of treasurer becomes vacant, the president shall take over those duties until the next general body meeting.
- f. The executive committee shall meet at least once every two months. At least a seven days' notice shall be given for such meetings.
- g. Special meetings of the executive committee may be called by the president or by two members of the executive committee. Notice of a special meeting should state the purpose for which the meeting is called. Notice of any adjourned meeting need not be given, other than by announcement at the adjourned meeting.
- h. The executive committee shall have the authority to take disciplinary action against members whose actions are detrimental to the interests of the corporation.
- i. The executive committee shall have the right to determine the annual membership fee.
- j. The Executive Committee shall have the right and responsibility to arrange cultural and social activities to promote and encourage its members. These activities include seminars, entertainment, concerts, lectures, cultural or sports competitions, and demonstrations or any such items that are consistent with the objectives of the corporation and acts which would implement the goals of the corporation.
- k. The Executive Committee shall have the right to determine rates of admission to performances/functions conducted or sponsored by the corporation.
- l. The executive committee shall present an annual report along with an audited and certified statement of accounts before the annual general body meeting.
- m. The executive committee shall suggest amendments, additions or cancellations of bylaws of the corporation for consideration by the general body.
- n. The executive committee shall have the right to perform all other acts connected with the administration of the corporation and for the transaction of its business and protection of its properties.
- o. If the treasurer is not able to attend the executive committee meeting, the financial statements of the corporation, for the period, shall be made available at the meeting.

#### 4.4 TERM OF OFFICE OF THE EXECUTIVE COMMITTEE:

- a. The executive committee shall be elected for a term of one year, from January 1 to December 31, elections being conducted at the annual general body meeting.
- b. The new executive committee together with the current shall meet within one month and elect office bearers of the corporation. The president, secretary and three other members in the new committee should be from the existing executive committee.

#### 4.5 RESIGNATION AND REMOVAL OF THE EXECUTIVE COMMITTEE:

- a. Any member of the executive committee may resign at any time. Any or all members of the executive committee may be removed at any time with justifiable cause by a majority vote of the general body.
- b. Any official appointed by the executive committee or any other committee may be removed by the appointing body at any time.

#### SECTION 5. ZONAL UNITS AND MEMBERSHIP IN NATIONAL ORGANIZATIONS

- a. If necessary, the corporation shall establish zonal units to insure better participation from all areas.
- b. The membership or affiliation to national organizations shall be decided by the executive committee. The representatives/delegates to such organizations shall be elected by the executive committee.

#### SECTION 6. GENERAL BODY MEETING:

##### 6.1 DESCRIPTION

- a. The general body is the final authority of the corporation. There shall be an annual meeting of the general body in August or September of every year wherein elections shall be conducted. At least two weeks notice shall be given for this meeting.
- b. Special meetings of members may be called either by resolution of the executive committee or in writing by twenty five percent (25%) of the general body, stating time, date, month of the meeting, and the business to be transacted. The meeting shall be called not less than two or more than three months from the date thereof. If the secretary does not give notice of the meeting within fifteen business days of receipt of the demand, any member having signed the demand may sign the notice to call the meeting. Only business related to the purposes set forth in the notice of the meeting may be transacted at a special meeting.
- c. Emergency special meeting of the members may be called by a unanimous decision of the executive committee or in writing by fifty percent (50%) of the paid members, stating time, date, month of the meeting, and the business to be transacted. The meeting shall be called not less than one or more than two months from the date thereof. If the secretary does not give notice of the meeting within fifteen business days of receipt of the demand, any member having signed the demand may sign the notice to call the meeting. Only business related to the purposes set forth in the notice of the meeting may be transacted at a special meeting.
- d. Notice of every meeting of the corporation shall be given to every member of the corporation.
- e. Accidental omission or non-receipt of the notice by any member shall not invalidate the proceedings of the meeting.
- f. No remuneration or allowance of any kind shall be paid to any member for attending meetings of the corporation.

#### SECTION 7. QUORUM

- a. The quorum of the general body meeting shall be one third of its members. In the absence of a quorum, the president or the presiding officer shall, with the consent of those present, adjourn

the meeting to a later day and hour. A meeting shall not be adjourned for more than 45 (forty five) days. If no quorum is present at the adjourned meeting, further adjournments may continue as directed by the presiding officer until a quorum is obtained. Any meeting held at any adjourned date at which a quorum is present shall have the same effect as if held on the date originally set.

b. A majority of the executive committee shall be the quorum of the executive committee meeting. In the absence of a quorum, a majority of the committee members present may adjourn the meeting until a quorum is present.

## SECTION 8. ELECTION OF EXECUTIVE COMMITTEE

### 8.1 Election Committee

The executive committee shall appoint a three-member election committee at least three months prior to elections. This committee shall consist of a chief election officer and two election officers, selected from the membership of the association or from the executive committee. The election committee shall cease to exist once the new elected executive committee assumes office. Election committee members shall not serve for more than two consecutive years.

### 8.2 Eligibility for Candidacy

a. A candidate shall be an active member of the association for one consecutive year prior to the date of publication of election notification. Active membership begins from the date of submission of application, provided, the application was accepted and approved by the executive committee. Renewal of membership before the date on which voters list is published will be considered as continuous membership. The date of publication of voters list shall be communicated to members at least 30 days in advance.

b. A candidate shall not bear an official position of any other competing organization(s) and/or those that have conflict of interest with the corporation. However, the candidate shall forfeit his/her existing position in any such organization to become eligible for candidacy in this corporation.

c. At least 5 members from the current committee should continue for one more year. This will help to smoothly run the organization for the next year

### 8.3 Election

The election committee shall determine the date of election and communicate the information to all members of the association. Election could be conducted by secret ballot or open stage. No person other than a member shall be entitled to vote. No member shall nominate any other person to vote. Any family member above 18 years of age is eligible to vote.

### 8.4 Nominations

Nominations shall be submitted in the prescribed form duly signed by the nominee. Each nomination should contain one active member as the nominator and other active member as seconded. A member can nominate or second only one candidate at a time.

### 8.5 Election Deadlines

The election committee shall decide the date of the election and formally communicate the information to members at least two months prior to elections. The notification shall consist of:

a. Date and schedule for election

- b. Date of publication of voters list
- c. Dates for filing and withdrawing nominations
- d. Date of scrutiny of nominations
- e. Venue, date and time of voting, if needed.

#### 8.6 Counting of votes

Votes shall be counted on the same day of election and results shall be published immediately thereafter. The decision of the election committee shall be final. The top eleven candidates with the most number of votes will be declared as elected to the executive committee. In the event of a tie for the 11<sup>th</sup> position, either those candidates can reach a consensus as to who among them would be in the executive committee or seek a run off election to break the tie.

### SECTION 9. EXPULSION

#### 9.1 Expulsion of Executive Committee Members:

A member of the executive committee who abstains from three (3) meetings continuously shall be subject to removal from the executive committee. In addition, any member who is perceived to have a conflict of interest may be removed. The executive committee member may petition the executive committee with reasons for absences and/or explanations if there is a conflict of interest. A two-thirds majority vote of the executive committee shall determine the status of the committee member.

#### 9.2 Expulsion of Members

The executive committee shall have the authority to take disciplinary action against members whose actions are detrimental to the interest of the organization. The executive committee through the following process can expel a member from the organization, for valid reasons.

- a. The committee provides a cause notice, to the member if any such activities by the member are detrimental to the interest of the organization.
- b. The member may respond to the notice within fifteen days. The member has the right to appeal the notice either in person or in writing.
- c. The executive committee will consider the explanation provided by the member and evaluate the situation.
- d. If the explanation is not satisfactory, the committee shall decide to terminate the membership of the individual, which should be approved by two-third majority in the executive committee.

### SECTION 10. VOTE OF MEMBERS

Eligibility to vote in all meetings shall be restricted to due paid members. At any meeting of the corporation, eligible members present shall be entitled to one vote and in the event of a tie; the president shall break the tie. A copy of the register of membership shall be kept at the entrance of the meeting hall.

### SECTION 11. DOCUMENTATION, ACCOUNTS AND FINANCES:

Minutes of the proceedings of the corporation and the executive committee shall be maintained and shall be approved by the respective committees and signed by the presiding officer at the next

meeting. At the annual general body meeting, the executive committee shall present a statement of accounts. Every account of the corporation, approved by the general body, shall be conclusive except for any error discovered therein within one month after approval. A special account can be opened for charitable contributions received from members. The executive committee shall process disbursements of these funds.

SECTION 12. MISCELLANEOUS

12.1. Amendments:

Amendments or alterations to this constitution shall be made only at a general body meeting. A bylaw review committee, hereafter termed BRC, may be formed by the executive committee. The proposed amendments to the constitution shall be circulated at least 15 days before the meeting. At least a two-thirds majority of those present and voting shall be required to ratify amendments.

12.2. Seal

The executive committee shall adopt a corporate seal, which shall bear the corporation's name, year, and state of incorporation. This is optional.

12.3. Fiscal Year:

The fiscal year of the corporation shall be the same as the calendar year.

SECTION 13. DISSOLUTION

The corporation can be dissolved, if so decided by the general body specially convened to discuss the question and by a resolution passed by two-thirds majority of those present and voting. In the event of dissolution, the assets of the corporation shall be distributed or be given to a charitable organization as decided by two-third majority of the general body or in the event of an unresolved dispute about the distribution; the assets shall be transferred to the state of North Carolina.

This Constitution and Bylaws for the Charlotte Malayalee Association were regularly adopted by the members of the Association.

On the \_\_\_\_\_ Day of \_\_\_\_\_ 2008

President Secretary

STAMP OF APPROVAL: