

# **CONSTITUTION AND BY-LAWS OF KERALA SAMAJAM OF SOUTH FLORIDA, INC.**

(As amended and adopted by the General Body Meeting held on Sunday, November 17th 2013)

## **Article I - NAME**

The name of the body shall be Kerala Samajam of South Florida Inc., (hereinafter referred to as the Samajam) duly incorporated as a non-profit, socio-cultural organization under appropriate federal and state laws.

## **Article II - PURPOSE & OBJECTIVES**

The Association is a not for profit, non-political, non-religious organization whose principal objective is to provide a common forum for the Malayalee Community.

### **Objectives**

1. To promote cultural, educational and social activities and to encourage and revitalize the traditional arts and crafts of Kerala.
2. To educate Malayalees in recognizing their individual and social responsibilities by involving them in civic affairs which would affect their lives and of the community in general.
3. To foster Indo-American good will and understanding through educational and cultural exchanges.
4. To do charitable work and help the needy and the less fortunate wherever they are.
5. To establish a Malayalam library to cater to the literary needs of the Malayalee community and a community center.
6. To provide a forum for the Keralites and their descendants residing in the United States of America to preserve and foster their moral, social, cultural, educational, literary, and artistic heritage.
7. To establish a forum for youth to maintain and invigorate cultural heritage handed down by their forefathers.
8. To organize debates, lectures, exhibitions, research works, outdoor/ indoor entertainments, public meetings, conventions, classes and refresher courses.
9. To award scholarships, prizes, medals, stipends, educational aids and loans to deserving candidates.
10. To associate or maintain contact with any other organizations having same or similar goals.
11. To transmit Keralite's unique heritage to the coming generations.
12. The Samajam is not intended for making any profit and as such the income of The Samajam shall be utilized solely for the advancement of any or all of the objectives of the Samajam herein described.

13. To do all such acts and things as may be consistent with or incidental and conducive to the attainment of any or all of the above objectives.

### **Article III - MEMBERSHIP AND ELECTIONS**

#### **A. Eligibility**

1. All persons of Kerala origin, or their descendants, residing within the five counties (Palm Beach, Collier, Broward, Miami-Dade, and Monroe) South of Florida, are eligible for membership. Only members above the age of 18 years on October 1<sup>st</sup> of the current year will have voting rights.
2. Such membership will be confirmed only on payment of an annual membership fee, which shall be determined by the general body from time to time. This membership fee must be paid on or before 30<sup>th</sup> of September of the current year. Kerala Samajam membership list shall be published on the Samajam Website by October 15<sup>th</sup> of the current year.
3. Only those, who have paid up their membership fees on or before the prescribed date, i.e. September 30<sup>th</sup>, will be eligible to attend or vote in the general body meeting or hold elective or nominated offices. In addition, to hold any office, the person should have been a paid member of the Samajam at least for the past two consecutive years.
4. Any member who is holding any office in any other organization with similar objectives, scope or activities to that of the Samajam, and with registered office or activities within the geographical area of the Samajam as per Article III A1 will not be eligible to be considered or hold any elective, nominated or ex-officio positions in the Samajam.
5. Any member who is holding any office or have held any office during the past five years preceding the day of election/nomination in any other organization with the similar objectives, scope or activities within the geographical area of the Samajam as per Article III- A1, currently Nava Kerala Arts Club and Kairali Arts Club of South Florida, will not be eligible to be considered or to hold any elective, nominated or ex-officio positions or to attend / cast vote in the general body meetings of the Samajam.
6. A list of members who are eligible to vote should be mailed along with the notice for the election of office bearers each year at least 21 days prior to the general body meeting. Any omission or correction should be notified to the Secretary at least one week prior to the election. There after the final list shall be posted at the election venue, before the general body meeting, on the day of election.

7. There shall be an Election Commission comprised of five members. The members will be president-elect, current president, current secretary and two representatives selected from the general body meeting held in December. The Election Commission representatives selected from the general body should be eligible members of the Samajam for the past five years and should have held any position in the executive committee at least for one year. The president-elect shall serve as the presiding officer. The Election Commission shall be in charge of the entire election process including issuing nomination forms, accepting, scrutinizing and verifying nomination forms and conducting the actual election. In the event of a dispute, the decision of the Election Commission shall be final. The presidential candidate should submit a \$100 deposit to the Election Commission of the Samajam along with his or her nomination and such deposit should be refunded to the candidate if he or she withdraws the nomination within the stipulated date. The presidential candidate should withdraw his or her nomination two days prior to the election date to claim the refund of the deposit amount.
8. Any candidate for any elective position shall submit the prescribed nomination form duly signed by the candidate and proposed by two members who are eligible to vote in the general body meeting. This should be submitted to the president-elect at least seven days prior to the election. All the nominations should be carefully scrutinized and verified by the Election Commission and a list of eligible candidates shall be posted at the election venue, prior to the general body meeting, on the day of election. If there are multiple nominations for the same post, then the list of candidates shall be informed to the concerned candidates three days prior to the election date.
9. If there is more than one candidate for the same position, the position shall be filled by the majority vote with secret ballot. In the absence of valid and eligible nominations for minimum number of positions, the general body may fill such positions from the floor. Any candidate may withdraw his/her nomination any time including the day of the election.
10. Each member is expected to contribute necessary amount to meet the expenses for the day-to-day activities of the Samajam from time to time in addition to the membership fee.

**B. Classification of Members:**

There shall be three categories of members:

1. General members: All those who qualify as per Article III A-1 & A-2

2. Life members: All those who qualify as per Article III A-1 and pay a one time membership fee of a minimum of \$500 (Five hundred dollars), or an amount as determined by the General Body from time to time, whether single or married, shall become Life Members. Such Life members shall be eligible for all rights and privileges of a General Member for the life time of the person and/or his/her spouse.
3. Honorary members: The executive committee may from time to time confer honorary membership on distinguished personalities. Such decisions shall be made only by a 2/3 (two-third) majority of the executive committee.

#### **Article IV - GENERAL BODY**

1. The General Body is the supreme forum of the Samajam and shall consist of all general members and life members.
2. All legislative powers are vested in the general body which shall meet at least three times a year. One of these meetings shall be devoted for election and another for presenting the annual report, auditor's report, statement of accounts and budget. The third meeting shall be for the evaluation of functions held so far that year until the time of Onam Celebrations.
3. The General Body Meeting for election shall be held before the end of December and the officers elected shall assume responsibilities on January 1st of the following year.
4. The General Body Meeting, for presenting annual report, statement of accounts & auditor's report of the previous year, and budget for the current year, shall be held before the end of February. The annual report shall be presented by the secretary of the prior year, the audited statement of accounts of the prior year shall be presented by the treasurer of the prior year and auditor's report, signed by both auditors, shall be presented by one of the auditors of the prior year. The current treasurer shall present the budget for the current year. The current secretary shall present an outline of the proposed activities for the current year. The annual report, statement of accounts, and budget shall be passed or approved by the General Body with or without changes.
5. Special General Body Meeting: The executive committee may convene special general body meetings when necessary. If a minimum of 33% of the current eligible members make a request in writing to the secretary to convene a special general body meeting, the secretary, in consultation with the president and the executive committee, shall convene such meeting within 30 days from the

date of receipt of the request. A minimum of seven days written notice must be given to the current eligible members to convene any special general body meeting.

6. To hold a general body meeting, at least 14 days notice must be given, except for the special general body meeting.
7. There shall be no quorum necessary for general body meetings. All decisions shall be made by the majority vote of the current eligible members present, except for amendments of constitution and by laws as mentioned in Article VIII-3.
8. Minutes shall be read and passed at the end of all general body meetings, and duly signed by the presiding officer and secretary.
9. The general body shall elect two auditors from the members who do not form part of the executive committee.
10. All legislative functions of the general body shall be limited to those who will be confirmed as members as per Article III A (1) & (2) above.

#### **Article V - EXECUTIVE COMMITTEE**

1. The administration of the association shall be done by the Executive Committee which is elected by the general body.
2. Executive Committee shall consist of the following six officers - President, Vice President, General Secretary, Joint Secretary, Treasurer, Joint Treasurer, and a minimum of five and maximum of nine executive committee members. Members of the executive committee may hold additional responsibilities, such as chairpersons of various sub committees, such as publicity, fund raising, arts club, youth, kids club, women's co-ordination, information technology, website, and membership campaign. Effort shall be made to give regional representation in the Executive Committee.
3. The General Body shall elect a President-Elect who will be an ex-officio member of the executive committee for the following year without any voting power and will assume office of the President in the subsequent year. Upon assumption of office he/she shall be the presiding officer for the general body meetings and executive committee meetings.
4. The retiring President shall serve in the Executive Committee as ex-officio members, without any voting power.
5. Any member of the Executive Committee may resign at any time by giving written notice to the President. Resignation of a member shall be effective after the approval of the Executive

Committee. Any committee member, who doesn't attend three consecutive meetings of the Executive committee without sufficient cause, shall be removed from the committee by two third majority of the Executive Committee present on the meeting. All Executive Committee and Advisory Board members should renew their annual membership, as stipulated in Article III A (2), by January 31<sup>st</sup> of the current year to retain their status. Executive committee may nominate any member from the Samajam to fill in the vacancies and shall be approved by next general body meeting.

6. In the absence of the President, the Vice President will assume the responsibilities of the office of the President. Similarly, in the absence of the Secretary, the Joint Secretary, and in the absence of the Treasurer, the Joint Treasurer, shall assume the responsibilities of the respective office. In the absence of the President and Vice President, or the Secretary and Joint Secretary or the Treasurer and Joint Treasurer, the members present shall elect another member to assume the respective office for that particular meeting.
7. The executive committee shall meet at least six times during the calendar year. Minutes shall be read and passed at the end of all executive committee meetings and duly signed by the presiding officer and secretary.
8. A notice of a minimum of seven days shall be given for the meeting of the executive committee either by post or e-mail, three days by telephone and e-mail. However, under extraordinary circumstances, the secretary, with the approval of the president, may convene the meeting of the executive committee with a minimum of one day-notice to decide on that specific issue.
9. The quorum for any executive committee meeting shall be 51% of the current executive committee members. If there is no quorum for a meeting, the meeting shall be adjourned. The quorum requirement shall be waived for the duly called adjourned meeting, to decide/deliberate on the same agenda.
10. Each member of the Executive Committee shall act in good faith and in a reasonable manner believed to be in the association's best interest, and with independent and formal judgment.
11. A member of the Executive Committee, who enters into a business transaction on behalf of the Association with an outside entity must disclose to the respective committee if any conflict of interests exists, which will result in a less advantageous deal for the Association.

12. If one third of the members make a written request, the secretary shall, with the approval of the President or Vice President, convene a meeting of the executive committee within two weeks after the request is received.
13. The Executive Committee may form special committees for specific purposes, as and when required. The executive committee may also invite experts or resource persons to attend its meetings.
14. To contest for President, General Secretary and Treasure, the members in good standing shall have at least one term prior experience serving in Executive Committee at any level and meet all the eligibility criteria categorized in these by-laws.
15. The secretary shall maintain a permanent (book, electronic devices, Laptop, thumb drive/CD) Membership Register which shall contain each year's list of members including their date of enrollment. This Register shall be handed over to the secretary for the following year along with other records such as, the registered corporation's documents, original by-laws, minutes of all meetings, and any by-law amendment documents.
16. The Executive Committee shall have the right to nominate delegates of FOMAA (or any umbrella association the Samajam currently affiliated with) General Council, or any similar organizations/functions. At least 50% of such nominated delegates shall be from the general members who qualify as per article III A (3) and must have paid membership fee as of the nomination date and those who are not elected (i.e. non ex-officio) members of the current executive committee. If the total permissible strength of such delegation is an odd number, the executive committee may, at its discretion, nominate one delegate either from within or outside the executive committee.
17. However, presiding officer may cast his vote only in the event of a tie. All decisions of the executive committee shall be made by majority vote of the members present.
18. In the event of the modification of an election, the most recent Executive Committee shall exercise holdover powers until a general body meeting is held within 120 days and elect a new executive committee in accordance with these by-laws.
19. No office bearers of the Samajam shall use their official capacity or the organizational framework for the benefit of his or her personal or business gain or interest. Any violation of this rule shall lead

to disciplinary action ranging up to suspension of membership for five years by 2/3 (two-third) majority vote of the general body.

### **Article VI – FINANCE AND ACCOUNTS**

1. The source of income shall be membership fee and special collections taken / fund raising events conducted from time to time.
2. An accounting system shall be set up and all necessary regulations for a non-profit incorporated cultural organization shall be applicable to this association. The Samajam shall apply for a 501 (c) (3) Tax Exemption Status.
3. All funds in excess of what is necessary for day to day expenses of the Samajam, which shall not exceed \$750 (Seven hundred and Fifty U.S. dollars), shall be deposited in a bank account to be jointly operated by the treasurer and anyone of the following: the Secretary or the President.
4. All outlays of finances shall be strictly governed by the decision of the general body.
5. The treasurer, secretary and the president shall have the right to spend up to a maximum of \$500 under special circumstances and they shall report the matter at the next meeting of the executive committee.
6. The Executive Committee shall have the right to spend up to a maximum of \$2000 in excess of the approved budget, or without prior approval of the general body meeting.
7. Samajam should maintain proper accounting system under generally accepted accounting standard, such as double-entry book keeping system, and final account statements should be presented to the general body after audit by the duly appointed auditors from the general body. Cash Basis accounting system shall be adopted to record all revenue, expenditure, assets, and liabilities of the Samajam.
8. The outgoing Treasurer should handover to the incoming Treasurer all documents related to the accounting such as, books of accounts, audited final account statements, check books, bank statements, and all tangible properties of the Samajam.
9. Each fiscal year's accounting documents, along with the minutes of the meeting and membership register, should be archived seven more years for any anticipated scrutiny by Internal Revenue Service or State Departments.



10. Deposits: All funds of the Association shall be deposited from time to time and credited into account of the Association in such federally insured banks, credit unions or savings associations as the Executive Committee may select.
11. Dissolutions: The Association may be dissolved at a special meeting of the general body by the approval of the three fourths majority of the Executive Committee and two third majority of the general body. Upon dissolution, the assets of the association shall be donated to such organization or organizations which are similar to the purposes and objectives of the association as approved by the Internal Revenue Service. This article shall not be amended.
12. In the event that the Samajam shall dissolve or otherwise cease its corporate existence, the assets of the Samajam shall be passed over to an incorporated charitable organization.

#### **Article VII - ADVISORY BOARD**

- A. There shall be an advisory board for Kerala Samajam of South Florida, Inc.
  1. This Board will be comprised of seven immediate past presidents of the Samajam, as long as he/she qualifies as per Article III A 2, 3 and 4.
  2. If anyone of the eligible seven members is unable to serve, then the next immediate past president will fill his/her position.
  3. The Advisory Board shall meet at least once a year. The first meeting of the Advisory Board shall be held along with the combined meeting of the outgoing and incoming executive committees of the Samajam. The Advisory Board shall elect a chairperson for the current year during this meeting, by a majority vote of the members present. The advisory board may oversee the handing over of the relevant documents by the outgoing executive committee to the incoming committee of the Samajam.
- B. The purpose of the Advisory Board shall be:
  1. To serve only as an advisory body and shall not have any power over the Executive Committee.
  2. The Executive Committee, at its discretion, may invite this Board to its meetings. This board may give its advice, but will not have any voting rights.
  3. The Advisory Board may also, if it feels necessary, give advice or suggestions to the Executive Committee on any matter relating to the activities of the Samajam. Any unresolved dispute, breach of constitution of Kerala Samajam, or any grave concern within the executive committee shall be referred to the advisory board for advice and recommendation.

4. In a situation where the Samajam becomes non-functional or unconstitutional, the Advisory Board shall meet and discuss the situation and with a minimum of four votes in favor shall call the General Body and guide the General Body to take appropriate action.

#### **Article VIII - NOTICES AND AMENDMENT**

1. All required notices can be either hand delivered or mailed. If mailed, the date of the postmark will be considered the day of issue for satisfying the prior notice requirements. In extra-ordinary circumstances, notices for executive committee may be given by telephone, fax, e-mail and website in which case proper acknowledgement of receipt of notice should be recorded at the beginning of the respective meeting and included as part of the minutes.
2. Notices shall be mailed or delivered to the last-known address on file. It shall be the responsibility of each member to inform the Secretary of any change in address.
3. Constitution and the by-laws may be amended, added or deleted only by a 2/3 (two-third) majority of the members present at the duly convened general body meeting. However, Article III B-2 can be amended only with unanimous decision of the duly convened general body meeting. Further, amendments affecting the basic concepts and objectives of the Samajam shall not be allowed.
4. Proposed amendments to constitution and by-laws must be submitted in writing to the President or Secretary at least three weeks prior to the forth coming general body meeting.
5. The notice and proposed amendments to the constitution and by-laws shall be mailed to the members at least 14 days prior to the General Body meeting which shall be held for the purpose of amending the constitution and by-laws.

#### **Article IX – ADOPTION**

1. These by-laws are adopted by the duly convened General Body meeting of Kerala Samajam of South Florida on November 17<sup>th</sup>, 2013 and these by-laws replace any previous by-laws of Kerala Samjam and the new by-laws will be effective as of this date.

**By-laws amendment committee members:** - John Thomas - President, Joey Anthony - President elect, Babu Kallidukil, Assisi Nadayil, Mathai Vempala, Samuel Thomas, and Joy Kuttiyani- Chairman.