COPY

Kairali of Baltimore

Association of malayalees around Baltimore-Maryland, since 1984

BYLAWS

Amended & Adopted on Jan 5, 2019

BYLAWS

(Adopted on the 5th Day of January, 2019)

➢ ARTICLE I - INTRODUCTION

1. These bylaws shall come into effect January 5th 2019 and shall replace the constitution adopted on November 24, 1984 with all its subsequent amendments and the bylaws adopted on May17, 1987 with all subsequent amendments.
2. This corporation shall be known as Kairali of Baltimore, Inc. and shall be referred to herein as an Association.
3. All references to the Board of Governors in the Articles of Incorporation shall mean Board of Directors.
4. The jurisdiction of this Association shall be that of State of Maryland and surrounding areas.
5. The Post Office address of the principal office of this Association shall be the address of the President of the Association unless otherwise decided by the Executive Committee from year to year. The Association may also have a Post Office Box address.
6. This Association shall be a non-profit corporation organized pursuant to Internal Revenue Code of the United States and other applicable laws of the State of Maryland.

➢ ARTICLE II - AIMS AND OBJECTIVES

1. This Association is organized exclusively for charitable, educational and cultural purposes with the following objectives:
   a. To promote the welfare and assimilation of the people from Kerala and their family/descendants in the mainstream of American life;
   b. To foster friendship and understanding among its members and to develop common loyalties and mutual interests through literary, social, cultural and educational activities;
   c. To participate in programs of common interest of similar organization/s;
   d. To provide forum, funds, resources and facilities for literary and cultural activities and Malayalam language education;
   e. To sustain and perpetuate the cultural heritage of Kerala; and
   f. To abate and assist activities and projects in furtherance of any and all of the above.

➢ ARTICLE III - MEMBERSHIP

1. Any Malayalee (people from Kerala and their family/descendants), his or her spouse and children residing in the jurisdiction of this Association and who has completed 18 years of age can be a member of this Association by filling out the prescribed application form and such application is subject to the approval of the Executive Committee of this Association.

2. This Association shall establish the following two kinds of memberships for membership fee payments: (a) single and (b) family. Single membership shall be for those who live by themselves. Family membership shall be for all the members of a family living in one household and who are related to each other by marriage or blood. The single membership fee shall not exceed half of the family membership fee. The membership fees shall be decided by the Executive Committee from time to time and the membership shall be renewed annually.
3. These bylaws and the directives of the Executive Committee from time to time shall be binding on every member of the Association.
4. All members of this Association shall have equal rights and privileges.
5. Each individual member who has completed 18 years of age and included in the voter's list of this Association shall have the right to cast his/her vote in the elections held in the General Body meetings.
6. Every member of this Association shall have the right to present any matter of common interest of this Association in its General Body Meetings by giving at least seven days of written notice to the Secretary.
7. Every member of this Association shall have the right to resign from his/her office or primary membership on appropriate reason or reasons.
8. Resignations of the members of this Association shall be submitted to the President directly or through the Secretary.
9. The President of the Association shall have the power to accept or reject the resignations from its members on appropriate reason or reasons in consultation with the Executive Committee and the decision shall be communicated to the concerned party accordingly and such actions shall be reported to the very next General Body Meeting.
10. Before accepting the resignations of a member of this Association the concerned party shall have to surrender to the President of this Association all the possessions and records that he/she holds on behalf of this Association.

➢ ARTICLE IV - ORGANIZATIONAL SETUP

1. This Association shall have a General Body, Advisory Board, Board Of directors and an Executive Committee.
2. The General Body shall consist of all the members of this Association.
3. An Annual General Body meeting shall be convened by the President or Secretary with the consent of the President of this Association in the month of December or January of every year by giving at least 15 days written notice or via digital media to all the members of this Association.
4. Duties and responsibilities of the Annual General Body meeting shall be:
   a. To confirm the Annual Reports.
   b. To consider and adopt the Annual Statement of Accounts.
   c. To hear and decide the appeals of the members of this Association.
   d. To elect the Executive Committee including the Office Bearers of this Association.
   e. To transact such other business/s as may be brought forward by the Executive Committee of this Association.
5. Required quorum for the General Body meeting shall be 20% of the total membership. Each family membership shall count as one for the quorum requirement regardless of the number of individual members listed in the family membership application.

6. A General Body meeting aborted for want of the required quorum shall be reconvened within the next 30 days and such meeting shall not require a quorum.
7. Special General Body meetings for special purposes shall be convened by written request of not less than 25% of the total membership as defined in Article IV, section 5.
8. If the President of this Association shall fail to execute the request mentioned above within thirty days from the receipt of such request, the signatories shall have the right to convene a special General Body meeting for the special purpose by giving 15 days notice to all members of this Association and the decisions taken on the special purpose mentioned in the requisition shall be binding on the Association.
9. The General Body shall have the power to dissolve this Association as and when such an action becomes inevitable and shall dispose of all the assets and liabilities of the Association to tax-exempt organization or organizations of the similar nature.
10. The rules contained in the "Roberts Rules of Order" on parliamentary procedure shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws of this Association.

➢ ARTICLE V – BOARD OF DIRECTORs & EXECUTIVE COMMITTEE

1. This Association shall have a Board of Directors and Executive Committee elected by the General Body of this Association for a term of one year. This Executive Committee shall be the Governing Body of the Association until powers are transferred to a new Executive Committee.
2. The Board of Directors of this Association shall consists of President, Vice President, Secretary, Joint Secretary, Treasurer, Joint Treasurer and President-Elect.
3. The Executive Committee of this Association shall consist of a total of twenty-one (21) elected members, including the President, Vice President, Secretary, Joint Secretary, Treasurer, Joint Treasurer, President-elect, Previous President, two (2) youth representatives and up to Eleven (11) other elected members.
4. Any vacancy in the Executive Committee of this Association shall be filled up to the rest of the term by the Executive Committee.
5. The Executive Committee of this Association shall meet once in every three months.
6. The Executive Committee of this Association shall have the power to hire or purchase any property or properties of the Association.
7. The required quorum of the Executive Committee shall be a majority of the total strength of the Executive Committee.
8. The Executive Committee aborted for want of the required quorum shall be convened within the next 15 days and such a meeting shall not require a quorum.
9. The Executive Committee of this Association shall be collectively and or individually responsible for the entire business of this Association.
10. The Board of Directors of this Association shall have the power to appoint sub-committee/s or special committee/s for limited period of time for a special purpose or purposes as and when required and to call special General Body meetings for special purposes.
11. The Executive Committee shall have the power to accept donations in cash or in-kind for this Association by giving proper receipts and such receipts shall be reported to the Treasurer within twenty for hours.
12. The Executive Committee shall decide on budget and schedule the major events of the year within a period of 2 months after taking office.

13. The Executive Committee shall appoint a newsletter editor from the Executive Committee. The editor in turn shall select an editorial board from the General Body/Executive Committee to assist his/her in the timely publishing of the newsletter.
14. The Executive Committee shall appoint an auditor to audit the statement of accounts of the fiscal year. The audited statement of accounts along with the audit report shall be published in the annual general body meeting.
15. The Executive Committee may hold its meetings at such place/s as decided by the Committee from time to time. The Committee may also hold its meetings by telephone conferences or other similar electronic communication equipment and in accordance with the provisions of the Maryland Corporation law.

➢ ARTICLE VI - DUTIES AND POWERS OF THE OFFICERS

1. **PRESIDENT**. This Association shall have a President and he/she shall be the legal head and the principal and resident agent of this Association.
   a. The President shall be the coordinator and the controller of all the affairs of this Association.
   b. The President shall preside over all the General Body and Executive Committee meetings and sign the minutes, reports and accounts presented in the meetings.
   c. The President shall be responsible for the activities of all the committees.
   d. The outgoing President shall be an ex-officio member in the following year's elected Executive Committee.
   e. The President shall obtain and present at the Annual General Body meeting a Certificate of Good Standing for the Association from the Corporate Charter Division of the State of Maryland.
   f. The President shall be responsible for filing all the required reports including the Personal Property return with the Government Agencies. The President shall notify the Corporate Charter Division of the State of Maryland any changes to the names and addresses of the principal office and resident agent.

2. **VICE PRESIDENT**. This Association shall have at least one Vice President and he/she shall assist the President and shall act for the President and exercise all the powers of the President and shall have all the rights of the President in his/her absence.

3. **SECRETARY**. The Association shall have a Secretary and he/she shall,
   a. He/she shall control office work, carry on correspondence, keep the minutes of the meetings and maintain records of businesses transacted.
   b. He/she shall arrange for Executive Committee meetings as and when required with the consent of the President by giving notice to the concerned members not less than three days prior to the meeting either by phone or in writing.
   c. The Secretary shall make available to the President the records, books, etc. of this Association as may be called upon by the President.
   d. The Secretary shall be a coordinator of the special committees and sub-committees of this Association.
   e. The Secretary of this Association shall prepare and present the minutes of the Executive Committee and General Body meetings and the annual report of this Association.

4. **JOINT SECRETARY.** The Joint Secretary shall assist the Secretary and act as the Secretary in his/her absence.

5. **TRESURER.** This Association shall have a Treasurer and he/she shall
   a. He/she be responsible for the entire assets of this Association.
   b. He/she shall report the financial position of the Association to the Executive Committee and the General Body meetings and present the statement of accounts monthly to the Executive Committee meetings.
   c. The Treasurer shall present the statement of accounts to the Annual General Body meetings for and on behalf of the Executive Committee of this Association.
   d. He/she shall keep proper accounts of all receipts and payments, keep inventory of all assets of this Association and make available necessary materials or information required by the auditor.
   e. All funds in excess of fifty dollars (50) shall be deposited in the bank account within five (5) working days from the receipt of the same.
   f. He/she shall make available to the Executive Committee any information or records on the financial affairs of this Association that may be called for.
   g. All payments of this Association shall be made by the Treasurer only.
   h. All fees, donations and articles received by the Association shall be acknowledged with proper receipts.
   i. The Treasurer shall send membership fee bills to all prospective members and collect such fees within four months from the beginning of the fiscal year. During this four-month period, the paid members of the previous year shall be considered as members.

6. **JOINT TREASURER.** The Joint Treasurer shall assist the Treasurer and act as the Treasurer in his/her absence.

➢ ARTICLE VII - ADVISORY BOARD

1. This Association shall also have an Advisory Board of three members elected by the General Body for a term of three years. One of the three members shall be replaced annually by the General Body.
2. The members elected to the Advisory Board shall have served as president of the Association for at least one term unless the outgoing Board waives this requirement. The member with the most length of service in this Board shall be the chairman for a period of one year.
3. The duties and responsibilities of this Board shall be:
   a. Conduct general elections in accordance with the election procedures adopted herein as Association's Election Committee;
   b. Provide advice to the General Body and Executive Committee on long-range planning and procedural issues for the smooth operation of the Association;
   c. Ensure that required governmental forms are completed and filed by the appropriate Officers;
   d. Provide assistance with the resolution of conflicts within the General membership and within the Executive Committee and act as mediators; and
   e. Recommend and introduce bylaw amendments and operating procedures for adoption at the General Body and Executive Committee meetings for the smooth operation of the Association.

f. Any recommendations made by Advisory Committee must be presented to the executive committee and the final decision will be made by the executive committee.

➢ ARTICLE VIII - ELECTION PROCEDURES

1. Elections shall be conducted for the positions mentioned in Article V, Section 2 and as decided in Section 3 of the same Article and to replace one Advisory Board member. The election to the position of President shall only be conducted if there is no President-elect previously elected to assume responsibility.
2. Two of the Executive Committee members shall be between the ages of 14 and 23 and shall be nominated and elected as youth representatives.
3. Nominations and election procedures shall be mailed to all paid single and family members at least two weeks prior to the election date by the President or Secretary along with the General Body meeting notification. Members shall be instructed to mail or phone their nominations to the designated election committee member to reach before the deadline decided by the Executive Committee.
4. The Chair of the Election Committee or his/her designee shall contact the nominees and confirm their acceptances of the nominations. The names of the nominees shall be made available to any member of the Association upon request.
5. Elections for positions that have more than one contestant shall be conducted by use of secret ballots. If they so choose, the contestants for President, Vice President, President-elect and Secretary may address the General Body just before balloting begins.
6. For positions without nominees, the Chair of the Election Committee shall call for nominations from the floor during the General Body meeting. Any and all positions that are not filled during the elections shall be filled by appointment by the Executive Committee.
7. The newly elected Executive Committee and the newly constituted Advisory Board shall assume full responsibility on the day after the elections or on January 1st following the elections whichever is later. The President-elect shall assume responsibility a year later accordingly without further election.
8. The outgoing Office Bearers shall turn over all funds, assets, minutes of meetings, Secretary's annual report, Treasurer's annual report, and all other documents of the Association to the incoming Office Bearers within thirty days following the elections.

➢ ARTICLE X - DISCIPLINARY ACTIONS

1. The Executive Committee of this Association by 2/3 majority of its total strength shall have the power to take appropriate disciplinary action against any member of this Association on appropriate reason or reasons.
2. Causes that lead to disciplinary actions are:
   a. To refuse to perform his or her duties.
   b. To be absent in three consecutive Executive Committee meetings without giving satisfactory explanation to the Secretary or President of this Association.
   c. To advocate in public against the declared policies and activities of this Association.
   d. To take part in any activity/activities which may affect this Association in a negative manner.
   e. To take membership in any other Association or Associations of similar nature within the jurisdiction of this Association.

f. Any other reason or reasons the Executive Committee thinks valid for its action.

3. If the disciplinary action taken by the Executive Committee is not satisfactory to the concerned member, he/she shall have the right to appeal to the General Body of this Association.

➢ ARTICLE XI - MISCELLANEOUS

1. This Association shall maintain a bank account in any one of the financial institutions within its jurisdiction.
2. The bank account shall be opened and operated as joint account by the President, Secretary and the Treasurer of this Association.
3. The Treasurer and one of the other said members jointly shall have the power to withdraw any amount from the bank at any time for the purpose of this Association. However, such withdrawals shall be communicated to the other member within five working days of the same.
4. Payments to the hired employees shall be decided by the Executive Committee from time to time.
5. The Treasurer shall be the custodian of the properties of this Association. However, the President himself shall manage the physical office of this Association.
6. All the books and records of the Association shall be kept at the principal office of the Association or at such place/s as agreed upon by the Executive Committee. The books and records shall be made available for inspection, upon written request, to any member of the Association.
7. The fiscal year of the Association shall begin on January 1st and end on December 31st of the same year or on the day after the celebration of the Christmas/New Year whichever is later.

➢ ARTICLE XII - AMENDMENTS TO THE BYLAW

1. These bylaws may be amended by a vote of not less than two-third of the members present at any regular or special General Body meeting of the Association provided that prior notice of such amendments have been given to the members in the notice convening the meeting.

Signed by:

Johnson Kadamkulathil, President	**Date** 01/5/2019
Tison Thomas, Secretary	**Date** 1/5/2019
Shaji George Padiyanikal, Advisory Committee Chair	**Date** 1/5/2019