

THE KERALA ASSOCIATION OF NASHVILLE
CONSTITUTION AND BY-LAWS

PREAMBLE

We, heirs to a rich heritage of Kerala, India, in order to maintain the great values of that heritage and establish a forum for the contribution of the unique culture and tradition of the people from Kerala to the enrichment of the American society, do ordain and dedicate this constitution for the Kerala Association of Nashville.

THE KERALA ASSOCIATION OF NASHVILLE

ARTICLES OF CONSTITUTION

Article I. This organization shall be called "The Kerala Association of Nashville," and is hereunder referred to as the "Association."

Article II. Objectives.

The objectives of the Association are:

- To provide a forum for its members to meet and exchange viewpoints;
- To foster friendship and understanding among its members;
- To provide opportunity for literary, cultural and entertainment activities;
- To provide opportunity for members – men, women and children to participate and take leadership in all activities of the Association;
- To promote the well-being of new arrivals to the Nashville area, to make their ingress to American life as smooth as possible and to be of service to those who are in need;
- To cooperate with other organizations in programs of common interest;
- To promote goodwill and friendship in the society through community outreach and service in the Nashville area.

Article III. Basic Policies.

The Association shall be governed by the following policies:

- Sec. 1. The Association shall be non-profit, non-sectarian and non-political in all its activities and functions as it promotes the objectives as described in Article II.
- Sec. 2. Neither the name of the Association nor the name of any member in his or her official capacity with the Association shall be used in any connection with any commercial concern or with any political interest or for any purpose inconsistent with the objectives of the Association.
- Sec. 3. When the Association cooperates with other groups in projects and programs of common interest, persons representing this Association in such matters shall not make any commitments that might bind the Association, unless specifically authorized by the Association.
- Sec. 4. In the event of the dissolution of the Association, its assets shall be distributed as shall be decided in the last meeting of the general membership, which will be duly called as set forth in Article VII.

Article IV. **Membership**

Sec. 1. There shall be two forms of membership:

A. General Members. Individuals belonging to any of the following categories are eligible for membership in the Association.

- (i) Keralites (those born in Kerala, India)
- (ii) Malayalam speaking people,
- (iii) Descendants of Keralites,
- (iv) Persons related to Keralites and their descendants.

Only members who are eighteen years of age or older, and residents of Middle Tennessee, USA, are eligible to vote and hold any office of the Association.

B. Associate Members. Any person who subscribes to the objectives of the Association as outlined in Article II, but is ineligible for becoming a member as identified in Article IV, Sec. 1 A, shall be eligible for Associate Membership.

Sec. 2. Dues:

All membership dues and privileges shall be set and periodically adjusted by the general body of the Association upon recommendation of the executive committee.

Article V. **Administration.**

Sec. 1. The association shall be administered and managed by an Executive Committee comprised of the following:

- (a) All officers of the Association as described in Sec. 2 of Article V;
- (b) The chairpersons of respective standing committees as described in Sec. 1 of Article VI;
- (c) The immediate past President of the Association.

Sec. 2. The Association shall have six elected officers as listed below:

- (a) President,
- (b) Vice-President,
- (c) Secretary,
- (d) Joint Secretary,
- (e) Treasurer, and
- (f) Joint treasurer.

The Vice-President shall be the President-elect and shall succeed the President after the President's single term in office. In the event that a President is unable to complete his/her term in office, the Vice-President shall serve as the Acting President for the remainder of the term.

The election of the officers shall be conducted by the election committee at the Annual General Body meeting by secret ballots, and the results shall be announced within twenty-four hours. A plurality of votes decides the outcome of the election. Any tie shall be broken by coin-toss.

Article VI. Committees

- (a) There shall be five standing committees appointed by the Executive Committee:
 - (i) Membership committee;
 - (ii) Entertainment and cultural affairs committee
 - (iii) Food and special events committee
 - (iv) Communications committee
 - (v) Advisory committee
- (b) The functions of these committees shall be outlined by the Executive Committee.

Article VII. General Body Meetings.

Sec. 1. The Executive Committee shall arrange at least one general body meeting a year. The annual general body meeting of the Association shall be held during the last quarter of the year. Elections, when due, shall be conducted and results shall be announced promptly. At least 15 day notice shall be given for a general body meeting.

Sec. 2. A general body meeting of the Association shall be called if one-third of the voting members of the Association request such a meeting in writing to the executive committee, and such meeting shall be convened no later than four weeks from the time the request is received.

Article VIII.

Quorum:

Six members of the executive committee shall constitute a quorum for Executive Committee meetings. Proxy arrangements shall not be used for the purpose of constituting a quorum of the executive committee. In the event that the vote on a resolution is tied, the President's (or in his/her absence, the Vice-President's) vote shall be the tie-breaker.

Fifty-one per cent of the registered members shall constitute a quorum for General Body meetings. Proxy arrangements may be used for the purpose of constituting a quorum for General Body meetings.

Article IX.

Official Language

English and Malayalam shall be the official languages of the Association.

Article X.

Amendments to the Constitution.

This constitution may be amended at any general body meeting of the Association by a two-thirds vote of the membership present and voting, or a plurality vote of the membership of the Association, whichever is less, provided notice of any proposed amendment shall be given to the members at least thirty (30) days prior to the meeting at which the amendment is voted upon.

Effective Dates of Constitution and Amendments.

This constitution shall take effect on _____, 2009.

Approved at the general body meeting on _____

KERALA ASSOCIATION OF NASHVILLE

BY-LAWS

Sec. 1. Membership.

- (a) The membership year for all members shall be the calendar year from January 1 to December 31.
- (b) There shall be four categories of membership (under member and associate member):
 - (i) Family annual membership (husband, wife and children under age of 18),
 - (ii) Individual annual membership,
 - (iii) Student membership (if separate from family)
 - (iv) Life membership
- (c) Individuals may enroll at any time of the year for the annual membership. However, only those members whose memberships are valid on September 30 of any year shall be eligible to be nominated to any office of the Association and to participate in the election of executive committee members for the following year. All the executive members are required to maintain valid membership status while in office.

Sec. 2 I. Election of Officers

The following procedure shall be used in the election of office bearers and committee members:

- (a) An election committee of three persons shall be appointed by the Executive Committee no later than September 30 of each year in which an election is to be held. The election committee shall elect a chairperson. Members of the election committee cannot be candidates for the election that they oversee. If any appointed member is unable to serve on the Election Committee, the Executive Committee shall appoint a replacement.
- (b) A nominating committee of five persons, consisting of the

president-elect and four other members appointed by the executive committee, shall be constituted no later than August 31 of each election year.

- (c) The secretary shall provide the nominating committee with the official membership roster as of August 31.
- (d) The nominating committee shall nominate a person for each elective office from the official roster and report its slate to the president no later than September 30. Consideration should be given to representation from areas of membership concentration and all geographic areas. The president shall distribute the list of nominees to the members through appropriate media no later than October 7.
- (e) Additional nominations, if any, from the members shall be submitted to the chairperson of the election committee no later than October 21. The nomination shall be in writing, and shall contain endorsement from at least ten members eligible to take part in the election and a declaration from the candidate consenting to serve if elected.
- (f) If any position is to be contested, the candidate(s) for the contested position shall be notified of the additional candidacies no later than October 28 by the election committee.
- (g) Election shall be conducted by the election committee at a general body meeting during the last quarter of the year by secret ballots, and the results shall be announced promptly thereafter. A plurality of votes decides the outcome of the election. Any tie shall be broken by coin-toss.
- (h) The time table for election may be adjusted on approval by a two thirds majority vote in a duly called executive committee meeting.

II. Appointment of Standing Committees and Chairpersons

- (a) The Executive Committee will solicit members from the general body for each of the Standing Committees described in Article VI of the constitution. The Chairperson for each of the committees will be selected by the members of the respective committees. The number of members in each committee will typically be between 3 and 10.

Sec. 3. Terms of Office

- (a) The term of office of the elected officers shall be for two years from January 1 to December 31 of the following year. All Association documents shall be transferred to the new executive committee no later than January 31

of the year the new committee takes office.

(b) The Vice-President shall be the President-elect and shall succeed the President after the President's single term in office. In the event of the President being unable to complete his/her term in office, the Vice-President shall serve as the Acting President for the remainder of the term after which he/she will serve as President.

(c) No member of the Association shall serve for more than two consecutive full terms in the same position, except for those in the long range planning committee. The President as well as the Vice-President shall each serve only one full term before relinquishing his / her post. The President may however be re-elected to the position of Vice-President after at least two years have passed since serving as the President.

(d) The term of any elected member shall automatically expire if that person shall cease to be a resident of the state of Tennessee.

Sec. 4. Function and Duties of Executive Committee

I. The Executive Committee shall transact all business including:

- (a) Approval of the program for the year;
- (b) Submission of the budget to the general body;
- (c) Selection of depository for Association funds;
- (d) Provision of an annual audit of accounts;
- (e) Smooth running of the Association.

II. The duties of the President shall include among others:

- (a) Preside over all the general body and executive committee meetings;
- (b) Serve as spokesperson for the Association,
- (c) Coordinate work of the standing committees and ad hoc committees and receive reports of the respective committees.

III. The duties of the Vice-president shall be:

- (a) Assist the president in his/her duties;
- (b) Perform the duties of the president in his/her absence; and
- (c) Advise and assist standing committees, subcommittees and ad hoc committees.
- (d) Assume the presidency of the Association on the first day of the term following the one for which he/she was duly elected as Vice-President.

IV. The duties of the Secretary shall be:

- (a) Convene the general body at the request of the executive committee;
- (b) Record the minutes of the meetings;
- (c) Assist the president in coordinating the activities of the various committees;
- (d) Maintain an official roster containing the addresses and telephone numbers of all the members.

The Joint Secretary shall assist the Secretary in his / her duties

V. The duties of the Treasurer shall be:

- (a) Collect and disburse the operating funds as directed by the executive committee;
- (b) Maintain a complete record of all income and expense of the Association and to make the records available to members upon request;
- (c) Submit the annual financial statements to the general membership;
- (d) Secure checks issued in the name of the Association.

The Joint Treasurer shall assist the Treasurer in his / her duties

Sec. 5. Removal from Office

If, in the judgment of the executive committee, an executive committee member (other than the President-Elect) fails to discharge his or her duties or acts to the detriment of the Association, that member may be removed from the position by a two thirds majority decision in a duly called executive committee meeting. The aggrieved party, however, may appeal the decision to the general body.

The Executive Committee shall fill all vacancies in the committee including those of elected officers (except of the President or the President-elect). Should a vacancy arise in the position of the President-elect, it shall be filled by election at a duly called general body meeting of the Association.

Sec 6. Executive Committee Meetings

- (a) The executive committee shall meet quarterly and at such other times as it deemed necessary. Notice shall be given to all members at least seven days prior to the date of the meeting, in writing, by telephone or by other electronic media.
- (b) Any emergency decision of the executive committee shall be taken by receiving their opinion through any medium of communication by the

president after determination by the majority of the office bearers that an emergency situation has arisen and that it is impossible to convene a regular executive committee meeting. The executive committee shall keep a record of the deliberations. The decision shall be ratified in the following executive committee meeting.

- (c) In any situation requiring the attention of the general body and Where there is insufficient time to convene the same; the executive committee shall act on behalf of the general body, provided the decision is approved by two-thirds of the membership of the entire committee. Such action shall have the concurrence of the general body at its next scheduled meeting.
- (d) Any member may attend any executive committee meeting and express views; however, only executive committee members may vote at these meetings.

Sec.7. Exemption from Liability

Individual members of the Association shall not be liable for any legal action taken against the Association.

Sec.8. Financial transactions.

(a) The Association shall collect and disburse the operating funds as directed by the executive committee. Membership dues, donations and voluntary contributions at Association programs and activities will be the main revenue sources. The Treasurer shall maintain a complete record of all income and expense of the Association and make the records available to members upon request. The treasurer will secure checks issued in the name of the Association and will submit the annual financial statements to the general membership.

(b) The Association shall not borrow or pledge its credit without the written consent of 2/3 (two-thirds) of the membership. This provision will not be applicable to any decision taken under Section 8(c). Any decision taken by the executive committee to participate in any special project or program which may require an expenditure of \$5000.00 or more should be approved by a simple majority of those present and voting at a duly called general body meeting.

(c) The Association shall maintain an emergency fund. The objective of the fund is to extend financial and other support to Keralites in emergency situations. Emergency includes death, accident or any other crisis situation as determined by the committee administering emergency fund payments. The emergency fund shall be administered by a committee made up of the current office bearers of the Association.

(d) The Association may maintain Restricted Funds.

- i) Life Membership Fund. The life membership fees collected shall be deposited in a restricted fund. Only the interest and dividend income from this fund may be used by the executive committee for administrative expenses.
- ii) Special Funds. The Association may create and maintain Special Funds. Deposits to and withdrawal from the funds shall be made only with the approval of the general body of the Association.

Sec. 9. Records

All inventories of properties and documents including correspondence, publications and accounts relating to the Association activities belong to the Association. All documents that are properties of the Association, including an audited account, shall be delivered to the elected officers for each year, by the office bearers of the previous year, no later than January 31 of the year. A verified and appropriately signed itemized list of documents transferred shall form part of the documents.

Sec. 10. Rules of Order

Robert's Rules of Order (newly revised) shall govern all applicable cases in which they are not in open conflict with Articles of the Constitution of the Association.

Approved by the General Body of the Association on _____ 2009.

APPENDIX

Standing Committees and their functions

(i) Food and Special Events Committee

- (a) Coordinate food arrangements at the general body meetings and other events. Dietary restrictions of the membership shall be taken into account.
- (b) Work with finance committee to optimize resources when events are catered
- (c) Evaluate and recommend opportunities for the membership to be involved in special events such as (a) charitable work in city organizations or religious organizations etc. (b) any other event that enhances the visibility and image of KAN

(ii) Communications Committee:

- (a) Internal communication within the KAN community, to share information about KAN activities. The primary means of this communication is through the KAN web page (KanTN.org) and through email.
- b) Communication to the Press and other media, through periodic press releases and KAN spokesmen being made available to the media.
- (c) Communication from interested non members, primarily through the email address provided on the KAN web page

(iii) Planning Committee:

- (a) The Planning committee will present to the Executive Committee, recommendations for the following five to ten years that are consistent with the purpose and Constitution of the Association.
- (b) Provide a forum for social activities among the Malayalee community members in Nashville through various cultural programs and other social gatherings conducted by the association every year, the goal is to increase awareness and knowledge of Keralite culture in Nashville and also impart a good understanding of our heritage, culture and values to the youth in our community.

(iv) Entertainment and Cultural Committee

- (a) To organize entertainment/cultural events throughout the year as deemed necessary.
- (b) To organize at least one professional program where music, dance or drama program depicting Kerala culture is presented to the community in Nashville.

(v) Membership committee

The membership committee organizes a membership drive program, generally presented at the annual general meeting of the year. This drive may be highlighted by an association social event to which all prospective members are invited.