

THE KERALA CULTURAL SOCIETY OF METROPOLITAN WASHINGTON, INC.

ARTICLES OF INCORPORATION

Article I. Name of the organization

This organization shall be called "The Kerala Cultural Society of Metropolitan Washington INC, hereafter referred to as the "Society".

Article II. Objectives

The objectives of the Society are:

- To provide a forum for its members to meet and exchange ideas
- To foster friendship and understanding among its members and the community at large
- To provide opportunities for literary, cultural, entertainment and other beneficial activities
- To cooperate with other organizations in meaningful programs and projects of common interest

Article III. Basic Policies

The Society shall be governed by the following policies:

Section 1: The Society shall be non-profit, non-sectarian, non-political and non-commercial.

Section 2: Neither the name of the Society nor the name of any member in his or her official capacity with the Society shall be used in connection with a commercial concern or with political interest or for any purpose inconsistent with the objectives of the Society.

Section 3: When the Society cooperates with other groups on projects or programs of common interest, persons representing this Society in such matters shall not make any commitments that might bind the Society, unless specifically authorized by the Society in writing.

Section 4: Any liability caused by the Society shall not be binding on any officer(s).

Section 5: The membership year of the Society shall be from January 1, to December 31, of the calendar year.

Article IV. Membership, Privileges, and Dues

Section 1: There shall be two kinds of Memberships:

a. REGULAR MEMBERSHIP:

- i. Regular Membership shall be of three types; Life-time Family membership, Annual Family membership, and Annual Individual membership.
- ii. Regular members shall be:
- iii. People of Kerala origin, or
- iv. Malayalam speaking people, or
- v. Descendants of Keralites, or
- vi. Persons related to Keralites or their descendants through marriage.

b. ASSOCIATE MEMBERSHIP:

Associate members shall be: Any person who shall subscribe to the objectives of the Society as outlined in the Article II, but is ineligible to become a regular member as identified in Article IV: Section 1a., if proper application for associate membership is recommended and approved by the Society.

Section 2: Membership dues and privileges

- a. Annual membership fees shall be \$25.00 for a family (husband, wife, and children under 21) and \$15.00 for an individual.
- b. The membership year of the Society shall be from January 01 to December 31 of the calendar year.
- c. Lifetime membership shall be \$250.00, which entitles the family members to discount rates at the Onam and Christmas feasts at the discretion of the Executive Committee.
- d. Life time family membership privileges are only offered to husband, wife, and dependent children.

- e. Membership fee rates can be changed, if necessary, at the general body meeting, upon the recommendation of the Executive Committee
- f. An individual who is married, or attains 25 years of age by the membership year, shall not be covered under their parent's family membership and must carry their own membership

Section 3: Only regular members who are eighteen years of age and above are eligible to vote and hold any elected office of the Society. Any individual who is not a regular member of the Society by the last day (31) of October is not eligible to continue or to be nominated or elected for any office listed under Article V (1) or as a member of the Executive Committee (Board of directors) or as a member of the Advisory Board or hold the position as Chairman of any of the Standing Committees of the Society for the following year.

Section 4: Only individuals who are members of the Society by October 31, of the calendar year will be eligible to nominate or vote in the election of office bearers during the same year.

Article V. Administration

Section 1: The Society shall have six elected officers and twenty-three other elected members. The officers shall be the following.

- a. President
- b. Vice-President
- c. Secretary
- d. Joint Secretary
- e. Treasurer
- f. Joint Treasurer

Section 2: The Society shall be administered and managed by an Executive Committee (Board of Directors) comprising of all officers of the Society as described in Article V: Section 1, and the twenty-three other elected members.

Section 3: The following procedure shall be used in electing the Executive Committee.

- a. A Nomination Committee of three appointed by the Executive Committee of the Society, shall receive nominations along with the written consent from the members for elective offices and Executive Committee members, and shall verify and decide on the eligibility of the nominators and nominees as

stipulated in Article IV: 1 & 3, and present the slate of names of all proposed candidates to the President, 14 days prior to the election.

- b. The Nomination Committee shall obtain the written consent of the nominee(s), before submitting their names to the president.
- c. The Nomination Committee Chair shall present these names to the General Body for election.
- d. The Nomination Committee shall be responsible for proper conduct of the election.
- e. If the nomination committee doesn't receive nominations for an office(s), the General Body can invite nominations from the floor for that office(s). If eligible members are identified for that office, the General Body shall declare that office filled at the time of the General election.
- f. The General Body shall, in the event of not having found nominees for an office, shall authorize the current officers to continue in the office until it can be filled.

Section 4: The term of office of the elected officials shall be from January 1, to December 31, of the calendar year.

Section 5: No elected officers of the Society shall serve for more than two consecutive terms in the same position.

Section 6: Cessation of officials

- a. The term of any elected member shall automatically expire if that person shall cease to be a resident of Maryland, Virginia or the District of Columbia.
- b. Any committee member who fails to attend two (2) consecutive executive committee meetings without providing adequate reasons will cease to be a committee member.

Section 7: Grievance and recourse

- a. If an officer or any other member of the Executive Committee (Board of directors) fails to discharge his/her duties, or acts on the judgment of the committee to the detriment of the Society, the Executive Committee shall take necessary steps.
- b. Within five (5) working days, the aggravated party, however, shall have recourse by requesting in writing the appointment of an independent grievance committee.

- c. The grievance committee shall be appointed by the President, from the regular membership of the Society, within 5 working days of receipt of the written grievance.
- d. The grievance committee shall render its decision within 10 working days after receipt of their charge.
- e. The decisions of the grievance committee shall be final.

Section 8: The Executive Committee (Board of Directors) shall fill any vacancy that might arise in the committee including that of an officer for the remainder of the term, by co-opting suitable persons.

Section 9: The Executive Committee (Board of Directors) 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 the bank to deposit the Society's funds
- d. Provision of an annual audit of accounts by a professional auditor or a committee
- e. Selection and appointment of a nomination committee as described in Article V: Section 3
- f. Any other function necessary in the day-to-day operation of the society

Section 10: The duties of the President shall include, but not limited to:

- a. To preside over all the General Body and Executive Committee (Board of Directors) meetings
- b. To serve as the spokes-person for the Society
- c. To coordinate the work of standing committee and Ad hoc committees and to receive the committee reports
- d. To attend all committee meetings except the nomination committee meetings

Section 11: The duties of the Vice-President shall include, but not limited to:

- a. To assist the President in his/her duties

- b. To perform the duties of the President in his/her absence
- c. To advise and assist Committees and special Task Forces

Section 12: The duties of the Secretary shall include, but not limited to:

- a. To convene the General Body and Executive Committee (Board of Directors) meetings
- b. To record the minutes of the meetings
- c. To help the President in coordinating the activities of the various committees
- d. To keep an updated directory containing the address and telephone numbers of all members
- e. To prepare the agenda for the Executive Committee (Board of Directors) meetings
- f. To prepare and present the Annual Report of the Society.

Section 13: The duties of the Joint Secretary shall include, but not limited to:

- a. To assist the Secretary as deemed necessary;
- b. To perform the duties of the Secretary in his/her absence.

Section 14: The duties of the Treasurer shall be:

- a. To collect and disburse funds as may be directed by the Executive Committee (Board of Directors). All expenses above \$500.00 must be approved by the Executive Committee (Board of Directors).
- b. To maintain a complete record of income and expenses of the Society and to make the records available to any member upon written request
- c. To submit the annual financial report to the General Body
- d. In the absence of the Treasurer, the President may issue the checks in the name of the society.

Section 15: The duties of the Joint Treasurer shall include, but not limited to:

- a. To assist the Treasurer as deemed necessary;
- b. To perform the duties of Treasurer in his/her absence.

Section16: Special approval

- a. The Society 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 Sec.18 (b).
- b. Decision to participate in any special project or program which may require expenditure of \$ 5,000.00 or more should be approved by a two-third majority of the Executive Committee (Board of Directors).

Section 17: Individual members of the Society shall not be liable for any legal action taken against the Society.

Section18: Executive committee meetings

- a. The Executive Committee shall meet at least quarterly and at such other times as necessary.
- b. In emergencies a decision shall be made by the President, through any medium of communication, after contacting and obtaining approval of seven of the Executive Committee members including at least two of the office bearers.

Section19: Any member may attend any Executive Committee meeting and express his/her views, however, only Executive Committee members (Board of Directors) may vote.

Section 20: Nine of the Executive Committee members including at least two of the office bearers shall constitute a quorum. Proxy arrangements shall not be used for the purpose of constituting a quorum of the Executive Committee.

Section 21: In any situation requiring the attention of the General Body and where there is insufficient time to convene the same, the Executive Committee (Board of Directors) shall act on behalf of the General Body, provided, the decision is approved by two-thirds of the membership of the entire Executive committee (Board of Directors), notwithstanding Section 20 of this Article V. Such action shall have the concurrence of the General Body at its next scheduled meeting.

Section 22: All documents including correspondence, publications and accounts relating to Society activities are properties of the Society. All documents which are properties of the Society shall be delivered to the newly elected officers by their predecessors immediately after the new officers take charge of their respective offices.

Section 23: The Advisory Board is to represent and act in the best interest of the Society and to assure continuation and protection of its assets, integrity, and programs.

- a. Members who served the Society as an Executive Committee member for five years shall be eligible
- b. The Advisory Board shall consist of seven (7) members elected from the general body for a term of two years
- c. Members of the Advisory Board, three (3) and four (4) alternating, shall retire every two years and shall be replaced with a like number
- d. The Advisory Board shall select one of its members as the Chairperson at its first meeting
- e. The Advisory Board shall have no voting rights in the Executive Committee meetings and attendance is optional
- f. The Advisory Board can totally or individually be recalled by a two-third (2/3) majority vote of the General Body

Section 24: Duties of the Advisory Board shall be:

- a. Act judiciously in its oversight capacity for the well-being of the Society
- b. Settle disputes that arise among and between Executive Committee members and the General Body
- c. Review and recommend amendments to the Constitution from time to time or as needed
- d. Act as custodians of property and assets of the Society
- e. Ensure the Society completes the tax filings on time and maintains its legal and non-profit status

Article VI. Committees, Standing and Ad hoc

Section 1: Standing Committees and functions

- a. There shall be a minimum of six standing committees:
 - i. Membership
 - ii. Hospitality & Sports
 - iii. Youth Club
 - iv. Editorial Board
 - v. Public Relations/ Social Services
 - vi. Entertainment

- b. The functions of these committees shall be outlined by the Executive Committee (Board of Directors) at its first meeting after it takes charge of the Society each year.

Section 2: The Executive Committee (Board of Directors) may appoint ad hoc committees as it may deem necessary to fulfill specific tasks. All committees thus formed including Constitution Committee shall have a minimum of three members.

Section 3: An Executive Committee should be called in two weeks if one third (1/3) of the Executive Committee members request in writing to the President stating the reasons for such a meeting.

Section 4: Neither the office bearers nor Executive Committee (Board of Directors) members of the Society may hold any office or be the member of the Executive Committee of any parallel organization in the area.

Article VII. General Body meetings

Section 1: The Executive committee shall schedule and the President shall convene General Body meetings. The annual meeting of the Society shall be held in December, at which time the election shall be conducted and the results shall be announced to the general body for approval. At least two weeks notice shall be given for the general body meeting.

Section 2: A special general body meeting of the Society shall be called, if fifty (50) regular members of the Society request such a meeting in writing to the Executive Committee and such meeting shall be convened by the President no later than four (4) weeks from the date the request is received.

Article VIII. 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 incorporation or By-laws of the Society.

Article IX. Official Language

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

Article X. Amendments to the Articles of Incorporation

These Articles of Incorporation may be amended by the General Body of the Society if two-thirds of the membership is present and voting or by a plurality vote; whichever is less, provided notice of any proposed amendment shall be given at least thirty (30) days prior to the meeting at which the amendment is voted upon.

Article XI. Effective dates of the Articles of Incorporation and amendments

Initial Approval:	Approved on December 27, 1986.
Amendment I:	Approved December 14, 1992.
Amendment II:	Approved May 31, 1997
Amendment III:	Approved October 18, 2003
Amendment IV:	Approved October 14, 2006
Amendment V:	Approved December 11, 2010
Amendment VI	Approved December 21, 2013
Amendment VII	Approved December 7, 2018