

THE KERALA CULTURAL SOCIETY OF METROPOLITAN WASHINGTON, INC.

CONSTITUTION AND BY-LAWS

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, or Annual Individual membership.
- ii. Regular members shall be:
 - 1) People of Kerala origin, or
 - 2) Malayalam speaking people, or
 - 3) Descendants of Keralites, or
 - 4) Persons related to Keralites or their descendants through marriage.

b. ASSOCIATE MEMBERSHIP:

- i. Associate members shall be: Any person who shall subscribe to the objectives of the Society as outlined in Article II but is ineligible to become a regular member as identified in Article IV: Section 1a., and 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 1 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. Lifetime 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 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 seven elected Executive officers (hereafter referred to as "officers") and twenty-nine other elected members. The Executive officers shall be the following:

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

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

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

- a. A Nomination Committee of three appointed by the Executive Committee of the Society, shall receive nominations from the members for elective offices and Executive Committee members and the Advisory Board, and shall verify and decide on the eligibility of the nominators and nominees as stipulated in Article IV, Sections 1, 3, and 4, and present the slate of names of all proposed candidates to the President, 7 days prior to the election.
- b. The Nomination Committee shall obtain the written (including email communication) 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 does not 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 fails to discharge his/her duties or performs acts to the detriment of the Society, as ascertained by the two-thirds (2/3) of the Executive Committee in attendance, provided the quorum is met; the Executive Committee shall make its recommendation to the advisory board to take the appropriate action and inform the same by email or certified mail to the aggravated party.

- b. Within seven (7) business days, the aggravated party, however, shall have recourse by requesting review by the Advisory Board.
- c. The Advisory Board shall render its decision within 15 business days after receipt of the request of the review by the aggravated party or the recommendation of the Executive Committee, whichever comes later.
- d. The decisions of the grievance committee shall be final.

Section 8: The Executive Committee 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 shall transact all business including:

- a. Approval of the program(s) 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 meetings.
- b. To serve as the spokesperson 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 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 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.
- c. To help the President in coordinating the activities of the various committees.

Section 14: The duties of the Treasurer shall be:

- a. To collect and disburse funds as directed by the Executive Committee. All expenses above \$1000.00 must be approved by the Executive Committee.
- 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.
- e. To help the President coordinate activities of the various committees.

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.
- c. To help the President coordinate activities of the various committees.

Section 16: The duties of the President-Elect shall include, but not limited to

- a. Assume the Presidency of the Association on the first day of the year for which he/she was duly elected.
- b. Help the President and/or Executive Committee with coordinating activities of the various committees on a needed basis.
- c. The President-elect shall have no voting rights in the Executive Committee meetings.

Section 17: Special approval

- a. The Society shall not borrow or pledge its credit without the written consent of two-thirds (2/3) of the membership. This provision will not be applicable to any decision taken under Article V, Section 17 (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.

Section 18: Individual members of the Society shall not be liable for any legal action taken against the Society.

Section 19: Executive Committee meetings

- a. The Executive Committee shall meet at least quarterly and any 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 nine of the Executive Committee members including at least two of the office bearers.
- c. Any member may attend any Executive Committee meeting and express his/her views; however, only Executive Committee members may vote.

- d. Eleven 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 20: 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 entire Executive committee, notwithstanding Article V, Section 18 (c). Such action shall have the concurrence of the General Body at its next scheduled meeting.

Section 21: All documents including correspondence, publications, records, and accounts relating to Society activities are properties of the Society. All such 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 22: 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 nine (9) members elected from the general body for a term of two years.
- c. Members of the Advisory Board, four (4) and five (5) 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-thirds (2/3) majority vote of the General Body.

Section 23: 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 may arise among or between Executive Committee members or 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 from the following list:
 - i. Membership
 - ii. Hospitality

- iii. Sports
- iv. Youth Club
- v. Editorial Board
- vi. Public Relations
- vii. Social Services
- viii. Entertainment
- ix. Women's Forum
- x. Cultural and Literary
- xi. Technology

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

Section 2: The Executive Committee 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 (3) 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 members of the Society may hold any office or be the member of the Executive Committee of any parallel organization in the area.

Section 5: Executive Committee meetings can be in-person or virtual.

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 between November 15 and December 31, 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.

Section 3: The general body meeting can be in-person or virtual. Email communications are acceptable.

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 Constitution and 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 CONSTITUTION AND BY-LAWS

These Constitution and By-Laws may be amended by the General Body of the Society by a simple majority vote from the members present; provided notice and a copy of any proposed amendment shall be given at least fourteen (14) days prior to the meeting at which the amendment is voted upon.

ARTICLE XI. DEFINITION

Articles of Incorporation, Constitution, and By-Laws are defined as one and the same and are used interchangeably.

ARTICLE XII. EFFECTIVE DATES OF THE CONSTITUTION AND BY-LAWS AND AMENDMENTS

This Constitution and By-Laws was initially approved on December 27, 1986 and have been amended upon approval on the following dates:

- 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
- Amendment VIII: Approved November 19, 2022