

# By-Laws Of Indian Association of Greater Somerset County

## 1 Introduction

This document describes bylaws of the Indian Association of Greater Somerset County. The Association is governed by the Executive Committee and the Board of Trustees.

## 2 Name

The name of this non-profit 501(c) (3) Corporation shall be INDIAN ASSOCIATION OF GREATER SOMERSET COUNTY, INC. It may however be abbreviated to (IASC or IAOSC or IAGSC) on its letterhead, in electronic media, and on printed matter.

### 2.1 Location

The principal office of the corporation is P. O. Box 6287, Bridgewater, NJ 08807. The association's monthly meeting shall be held at an executive committee member's house or such other place of convenience.

## 3 Objectives:

The objectives and aims of the Association shall be:

1. To cultivate, promote, foster, sponsor, and develop Asian Indian community in Somerset County and neighboring areas in the State of New Jersey.
2. To educate children about Indian culture, values, and customs.
3. To educate the mainstream community about Asian Indian culture, values and customs, with an aim to increase understanding and importance of diversity.
4. To organize and sponsor lectures, seminars, meetings, exhibitions, radio and television programs to promote Asian Indian arts, music, languages, and literature.
5. To develop and undertake educational programs leading to a balanced growth in the physical, social and psychological development of members.
6. To collect and administer funds for cultural, scientific, educational and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, specifically to improve the quality of human life all over the world.
7. To encourage and promote education and scientific research by voluntary grants, such as scholarships or otherwise, to individuals, institutions and organizations.
8. To assist sick, indigent and needy families either by grants or by supplying materials such as food, clothing, medicine, farming equipment and tools, etc., either directly or through other recognized charitable organizations.
9. To help and assist orphanages and child welfare groups either by grants or by supplying materials such as educational equipment, teaching aids, books, magazines, sports equipment, etc.
10. To conduct service projects in the neighborhood (i.e. soup kitchens, senior citizen programs, etc.), involving youth volunteers, with a goal towards educating them to be empathetic, caring and public service oriented.
11. To help and assist communities and individuals who are victims of natural disasters such as flood, fire, earthquake, and epidemic disease by providing needed materials and/or monetary grants directly or through other recognized charitable organizations.
12. To organize seminars and lectures to promote understanding between Asian Indian and American cultures and to promote good will.
13. No trustee or member of the Executive Committee of the Association shall as such receive or become entitled to receive at any time any part of the net earnings or other net income of the Association.
14. No trustee or member of the Executive Committee of the Association shall any part of the net earnings of the Association inure to the benefit of any person, except as reasonable compensation for service rendered and reimbursements for expenses incurred in conducting its affairs and carrying out its purposes.

15. No trustee or member of the Executive Committee of the Association shall the Association carry on propaganda or otherwise attempt to influence legislation, nor shall the Association participate or intervene in any political campaign on behalf of any candidate for public office.

#### **4 Section 501 (c) (3) Organization:**

The Association is organized for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and in this connection it shall :

1. The Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
2. The Association shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
3. The Association shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
4. The Association shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
5. The Association shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

#### **5 Membership**

Any person who subscribes to the philosophy and objectives of the Association shall be eligible to apply for membership. The Association's Membership classes shall be as follows:

##### **5.1 Family Membership**

Family Membership shall include a husband, wife, unmarried children and parents of husband or wife (residing with the applicant). Everyone in the family is entitled to all the benefits and privileges of the membership. Every husband and wife shall have a right to cast one vote each.

##### **5.2 Individual Membership**

Any person who is 18 years old or older can be an Individual Member and he/she is entitled to all the benefits and privileges of the membership. An Individual Member shall have a right to cast one vote.

##### **5.3 Associate Membership**

An organization that does not satisfy the basic classification of membership may become an Associate Member of the Association and shall have all the benefits and privileges of membership, except that the Associate Member shall have no voting rights.

##### **5.4 Membership Qualification**

1. The Executive Committee's decision shall be deemed final and binding in the matter of eligibility for membership.
2. The Executive Committee shall have the right, power and responsibility to approve or reject the membership application in its sole discretion and may deny membership to any person or organization if it deems to be in the best interest of the Association.
3. Approval of the membership application shall require a simple majority of the Executive Committee whereas denial of the membership shall require consent of two-thirds of the Executive Committee.

##### **5.5 Membership Termination**

Any member, if proven to be involved in any antisocial and/or anti-Association activity, can be expelled from the Association by consent of two-third majority of the Executive Committee and two-third majority of the Board of

Trustees.

## **5.6 Membership Dues**

The Executive Committee at the first meeting of the year shall decide annual, five years, and life-time dues for each class of membership. Any change from the previous year's dues shall require approval by two-thirds of the Executive Committee. Membership dues shall be non-refundable. Only paid members are eligible to vote. Partial year membership shall be decided by the Executive Committee whenever necessary.

## **5.7 Membership Year**

The membership year shall be from January 1 to December 31.

## **5.8 Membership Terms**

The Membership terms are as follows:

1. One Year Membership: One year membership shall be from January 1 to December 31.
2. Five Year Membership: Five year membership shall start from January 1 of the current year and end on December 31 of the fifth year.
3. Life Membership: The tenure of the life members shall be through the life of the Association or until death of both husband and wife of the life member. In the case of untimely death of both spouses, any surviving children shall continue as members until age 21.
4. Partial Year Membership: Partial year membership shall start from October 1 and end on December 31 of the following year. Partial year membership starts from the day the membership dues are paid.

## **6 Executive Committee**

The Executive Committee shall govern the affairs of the Association. The Executive Committee shall consist of eleven (11) members of the Association and they will be elected by the general membership. The term of the office of the elected Executive Committee member shall be three (3) years. The term of the Executive Committee members shall be staggered so that four (4) members shall be elected every year at the Annual General Meeting for a term of three (3) years except every third (3<sup>rd</sup>) year three (3) members shall be elected for a term of three (3) years. Outgoing members may run for re-election. Only one individual from each family shall be eligible to be a member of either the Executive Committee or the Board of Trustees.

### **6.1 Roles and Responsibilities of the Executive Committee**

1. The Executive Committee shall be responsible for managing the day-to-day affairs of the Association. The Executive Committee shall adhere to these by-laws.
2. The Executive Committee shall comprise of the President, Vice-President, Secretary, Joint-Secretary, Treasurer, Joint-Treasurer, Web Administrator, Joint Web Administrator and Members-at Large.
3. Every year, the members of the Executive Committee shall elect the officers. Voting for officers of the Executive Committee shall be by secret ballot and shall be administered by the Board of Trustees as described in section 6.1 "Roles and Responsibilities of the Board of Trustees."
4. The Executive Committee shall fill any vacancy in the Executive Committee by appointment.
5. The appointed member(s) will not be allowed to vote in the Executive Committee proceedings. The term of the appointed member shall be until the end of the year they are appointed.
6. The appointed member(s) can nominate himself/herself to become an executive committee member in the next election.
7. Executive Committee members shall nominate candidates for a position on the Board of Trustees and the Executive Committee shall elect the Board of Trustees from the nominations by simple majority vote.
8. The Executive Committee cannot dissolve the Board of Trustees under any circumstances.
9. Any member of the Executive Committee can send suggestions or complaints to the Board of Trustees.
10. The Executive Committee Members shall be responsible to decide all issues with a simple majority vote except (a) an amendment of the By-laws or Certificate of Incorporation and (b) issues that require consent of two-third majority as outlined in other articles hereto. In case of a tie, the Board of Trustees shall decide the issue. Any issue that calls for approval of the general membership shall require consent of two-third majority of the Executive Committee Members and two-third majority of the Board of Trustees prior to general membership vote.
11. An amendment to the By-laws shall be approved by General Membership as outlined in article 9.

12. Any Executive Committee member, if proven to be involved in any antisocial and/or anti-Association activity, can be expelled from the Association by consent of two-third majority of the Executive Committee Members and two-third majority of the Board of Trustees.
13. The Executive Committee shall appoint an attorney and an auditor for the Association and fix their remuneration if necessary. Within four months of the year-end, the auditor shall report his/her findings in writing to the treasurer. The treasurer will present the report to the Board of Trustees and the Executive Committee.

## **6.2 Subcommittees & Volunteers**

### **Code, conduct, roles and responsibilities of Subcommittee members**

1. The Subcommittee shall comprise of a minimum of three Executive Committee members and up to a maximum of two appointed volunteers.
2. During the Subcommittee operation and deliberations, the volunteers shall be encouraged to offer their ideas and suggestions. However, a subcommittee volunteer will not have any voting rights as a member of the subcommittee.
3. The Executive Committee shall prepare an event based detailed budgetary guideline for the subcommittee to follow. The subcommittee must operate within the budget. Any and all changes to the budget must be approved by Executive Committee prior to making a final decision to implement the change.
4. Executive Committee shall set up a time table / schedule for each subcommittee to follow. The chairperson of the subcommittee shall prepare and present a timely progress report to the Executive Committee on specific tasks assigned to the subcommittee.
5. The Subcommittee must present all new initiatives to the Executive Committee for approval prior to making a decision to implement.
6. Any and all disagreements within the subcommittee shall be reported to the Executive Committee as soon as possible. The Executive Committee shall act promptly and resolve the said disagreement with consent by simple majority so that the Subcommittee can continue their work in a timely manner. The Executive Committee's decision shall be final. In case of a tie, the Board of Trustees shall decide the issue.

### **Code, conduct, roles and responsibilities of volunteers**

1. Any member of the Association can become a volunteer.
2. A volunteer shall be appointed to become a part of a subcommittee and shall be responsible to perform duties when assigned by the chair person of the subcommittee.
3. A volunteer shall be encouraged to offer new ideas and suggestions at the subcommittee meetings.
4. A volunteer may request to attend the Executive Committee meeting. The President, the Vice President and the Secretary must unanimously approve such request prior to inviting a volunteer.
5. A volunteer shall be allowed to attend a minimum of two and a maximum of four Executive Committee meetings per calendar year to understand the operation and decision making process of the Executive Committee and to learn the Executive Committee Member's role and responsibility. This will facilitate a volunteer to meet the minimum requirement to be eligible to become an elected member of the executive committee.
6. A volunteer shall not have voting rights as a member of the subcommittee or during their attendance at the Executive Committee.
7. A volunteer, if proven to be involved in any antisocial and/or anti-Association activity, can be expelled or suspended from the subcommittee by consent of two-third majority of the Executive Committee Members and two-third majority of the Board of Trustees.
8. No volunteer shall as such carry on propaganda or otherwise attempt to influence legislation, nor shall a volunteer represent the Association in any political campaign on behalf of any candidate for public office.

## **6.3 Powers**

The Executive Committee shall have all the powers and rights to carry out the objectives of the Association including but not limited to fund-raising, investment of Association funds and the appointment of the Board of Trustees. The Executive Committee may delegate its powers to a subcommittee or an individual by a written resolution and shall also have the power to annul such delegation of powers by a written resolution.

## **6.4 Signatures on contracts and documents**

The Executive Committee shall authorize one or more members of the Executive Committee to sign contracts or documents. All such documents shall be copied to all the Executive Committee Members.

## **6.5 Management of Funds**

1. All disbursements of Association's funds shall follow strict compliance requirements of the IRS rules.
2. The President, the Treasurer, and the Joint-Treasurer shall be the designated individuals to sign checks for disbursement of expenses on behalf of the Association.
3. In a given month, the President, the Treasurer or the Joint-Treasurer shall have authority to individually execute a maximum of two checks in the amount less than \$500.00. He/she must report the disbursements to the Executive Committee in the next meeting.
4. All disbursement checks over the amount of \$500.00 must be approved by the Executive Committee and shall require two authorized signatures.

## **6.6 Management of Properties**

1. The Secretary shall keep record of the Association's tangible and intangible property. He/she shall submit a written report with a list of Association's property to the Executive Committee and the Board of Trustees once every six months.
2. The Membership list of the Association is strictly Association property and must be used only for the Association's business purpose. Such list must not be released to any individual or organization in any form without the prior consent / approval of two-third majority of the Executive Committee Members and two-third majority of the Board of trustees.

## **6.7 Officers Duties**

### **6.7.1 President**

1. The President shall be in charge of managing the day-to-day activity of the Association and shall preside at all meetings of the Executive Committee.
2. The President shall be responsible for implementing the policies and procedures of the Association agreed to by the Executive Committee and ensuring that all the members of the Association adhere to Association By-laws.
3. An annual report summarizing Association's activities and its financial reports shall be published or otherwise made available to all the members of the Association by May 31 of each year.
4. The President shall notify the Board of Trustees in writing the names of those Executive Committee members whose terms are expiring by August 1 of each year.

### **6.7.2 Vice President**

The Vice President shall, in absence of the President, perform the duties and exercise the powers of the President and carry out any other duties assigned by the President.

### **6.7.3 Secretary**

1. The secretary shall record all votes and minutes of the Executive Committee's meetings and proceedings.
2. One week before each Executive Committee meeting, the secretary shall prepare an agenda in consultation with the President and send a meeting notice and the agenda to the Board of Trustees and Executive Committee members.
3. The secretary shall prepare and distribute the minutes of each meeting to the Board of Trustees and Executive Committee members within two weeks of the meeting.
4. The secretary is the custodian of all records, correspondence, and other documents of the Association.
5. The secretary shall perform other duties as necessary from time to time when assigned by the President.

### **6.7.4 Joint Secretary**

The Joint Secretary shall assist the Secretary and in his/her absence, perform the duties of the Secretary and carry out other duties when assigned by the Secretary or the President.

### **6.7.5 Treasurer**

1. The treasurer shall have custody of the funds and securities of the Association and shall keep full and accurate accounts of all receipts and disbursements.
2. The Treasurer shall deposit all monies in the Association account designated by the Executive Committee.
3. The Treasurer shall disburse the funds of the Association as stipulated in the section "Managing Funds" and keep

records of vouchers for such disbursement.

4. The Treasurer shall regularly submit a written financial report to the Executive Committee and the Board of Trustees.
5. The Treasurer shall perform other duties as necessary from time to time when assigned by the President.

#### **6.7.6 Joint Treasurer**

The Joint Treasurer shall assist the treasurer and in his/her absence, perform the duties of the Treasurer and carry out other duties when assigned by the Treasurer or the President.

### **6.8 Membership of the Executive Committee**

Any member of the Association interested in becoming a member of the Executive Committee must be actively involved in the Association's work for several months. This would give him/her an opportunity to learn the working environment of the Association and to understand the time commitment required to serve on the Executive Committee. The eligibility criteria to be a candidate for a position to serve as a member of the Executive Committee shall be:

1. He/she must attend a minimum of two Executive Committee meetings, and
2. He/she must fulfill assigned tasks and responsibilities during two or more major activities of the Association.

### **6.9 Roles and Responsibilities of an Executive Committee Member**

1. To serve in the Executive Committee requires the commitment of a great deal of time. The Executive Committee members shall make a sincere effort to attend every meeting, participate constructively and diligently complete tasks assigned to them. If an executive committee member cannot attend a meeting, he/she shall inform the President or the Secretary before the meeting. In addition, after the meeting, he/she shall contact the President or the Secretary to get an update of the issues discussed at the meeting and take responsibility for the tasks assigned.
2. If an Executive Committee member fails to attend two consecutive meetings, the President shall contact that Executive Committee member to find out the reason for the absence. The President shall immediately report the information to the entire Executive Committee. If this situation repeats in the same calendar year, the Executive Committee with consent of two-thirds majority of the remaining Executive Committee Members and two-third majority of the Board of Trustees may terminate the member from the Executive Committee.
3. If an Executive Committee member is absent for three consecutive meetings or shows a lack of commitment in the Association's activities, the Executive Committee with consent of two-thirds majority of the remaining Executive Committee Members and two-third majority of the Board of Trustees may terminate the member from the Executive Committee.

## **7 Board of Trustees**

The Board of Trustees shall consist of three (3) current members of the Association, preferably with substantial experience as a member of the Executive Committee. The Board of Trustees shall be elected for a term of three years. The term for the Board of Trustees shall be staggered so that one member is nominated and selected every year. Only one individual from each family shall be eligible to be a member of either the Board of Trustees or the Executive Committee.

### **7.1 Roles and Responsibilities of the Board of Trustees**

1. To serve as a member of the Board of Trustees requires the commitment of a great deal of time. It is expected that the Board of Trustees shall make a sincere effort to attend Executive Committee meetings and participate constructively for the well-being of the Association.
2. The Board of Trustees shall monitor and enforce the By-laws.
3. The Board of Trustees shall be the only recognized authority to interpret the By-Laws of the Association.
4. The Board of Trustees shall be available to advise the Executive Committee when necessary.
5. The Board of Trustees shall administer the election of the three (3) or four (4) members of the Executive Committee and the election of any appointed members of the Executive Committee and announce the results of the election six (6) weeks before the new term begins. The Trustees shall send an invitation for nominations to be a candidate of the Executive Committee, including the eligibility criteria, to the general membership. Such notice

shall be communicated via mail, email or other similar technological means at least 60 days before the Annual General Meeting. This nomination process shall close 30 days after it is sent to the general membership. If there are more nominations than the vacant positions, the Board of Trustees may decide to send absentee ballots for voting by proxy 15 days prior to the Annual General Meeting. The Board of Trustees shall count the votes from all ballots (including the absentee ballots) and announce the newly elected members of the Executive Committee to the general membership.

6. The Board of Trustees shall be the Arbitrators in case of a dispute among the Executive Committee members and/or any member of the Association.
7. The Board of Trustees shall formulate and present long-term goals of the Association to the Executive Committee at the beginning of each fiscal year. The Board of Trustees and the Executive Committee will discuss these goals and shall finalize the goal(s) within 30 days of the meeting. The Executive Committee shall implement the plan and the Board of Trustees shall review the progress of the plan every six months.
8. The Board of Trustees shall have the power to govern the Association for a period of up to six months if, for any reason, the Executive Committee has been incapacitated.
9. Upon accepting the power to govern the Association, the Board of Trustees shall immediately begin a process of forming a new Executive Committee. To form the new Executive Committee, the Board of Trustees, at their discretion, may decide not to follow the criteria set forth in article 6.8 "Membership of the Executive Committee".
10. If the Board of Trustees fail to form a new Executive Committee within six months, the Association shall be deemed dissolved. The Board of Trustees shall follow article 11 "Dissolution" to dissolve the Association.

## **8 Meetings**

### **8.1 Annual General Meeting**

An Annual General Meeting of the members shall be held each year at such time and place determined by the Executive Committee. It shall take place within 90 days prior to the end of the Year. Annual General Meeting shall be conducted by the President of the Association. The Board of Trustees shall administer the elections as delineated in article 6.1.5 "Roles and Responsibilities of the Board of Trustees."

### **8.2 Special General Meeting**

A Special General Meeting shall be conducted by the President or his/her designate. A Special General Meeting may be called at any time by:

1. The President of the Association or,
2. Simple majority of the Board of Trustees or,
3. Two-third majority of the Executive Committee members or,
4. Twenty-five percent of the members of the Association upon notification to the Secretary.

### **8.3 Executive Committee Meeting**

The Executive Committee shall meet at least once a quarter to plan and execute activities of the Association. The Secretary, at the direction of the President, shall schedule the meeting, prepare the meeting agenda and send written, email, or verbal notice to the Executive Committee members and the Board of Trustees prior to the meeting.

### **8.4 Quorum**

The following quorum requirement shall apply to the meetings:

1. Annual General Meeting: Twenty-five (25) percent of the total membership shall constitute a quorum.
2. Special General Meeting: Twenty-five (25) percent of the total membership shall constitute a quorum.
3. Executive Committee Meeting: A simple majority of the members of the Executive Committee shall constitute a quorum.

## **9 Amendments to the By-Laws**

By-laws may be amended at the Annual General Meeting, or a Special General Meeting, or by sending ballots to members by mail or electronic mail using the following procedure:

## **9.1 Proposal**

1. Any member of the Association can propose an amendment to the By-laws.
2. A written proposal must be sent to the President and the Secretary.

## **9.2 Procedure**

1. The President shall forward the proposed amendment to the Executive Committee and the Board of Trustees at least two weeks before the meeting to discuss the proposal.
2. The Executive Committee must consider the short-term and long-term impact of the proposal and make a decision within 30 days.
3. At least nine of the eleven Executive Committee members must vote in favor to approve the proposed amendment.
4. If approved, the Executive Committee shall forward the proposed amendment to the Board of Trustees for their approval.
5. If approved by the Board of the Trustees, the President or the Secretary shall submit the proposed amendment for vote at least 30 days before the Annual General Meeting of the Association or schedule a Special General Meeting. A notice of the proposed amendment shall be sent to general membership at least 30 days prior to the meeting.
6. Adoption of the proposed amendment shall require the consent of two-thirds of the votes cast by members.

## **10 Arbitration**

All members, by applying for membership and joining the Association, hereby agree that all grievances, disputes, claims or causes for action shall be settled only by a binding arbitration in the following manner and that no recourse to a legal action shall be taken, and that the members waive their right for legal action voluntarily and freely in order to promote the growth and welfare of this non-profit organization. Arbitration rules are as follows:

1. Any member with a grievance, dispute, claim or cause for action, shall report the complaint to the Executive Committee in writing. The Executive Committee shall immediately forward a copy of the complaint to the Board of Trustees.
2. If any member of the Executive Committee or a member of the Association sends a written complaint to the Board of Trustees directly regarding a grievance, dispute, claim or cause for action, the Board of Trustees shall inform the Executive Committee.
3. The Executive Committee shall investigate and resolve the dispute within 45 days of the written notification and shall reply in writing to the complaining member and send copy of the reply to the Board of Trustees.
4. In case the Executive Committee cannot resolve the dispute within 45 days, the dispute shall be referred to the Board of Trustees.
5. The Board of Trustees shall act as arbitrators and shall make a decision within 30 days. The Board of Trustees shall notify all parties in writing of their decision.
6. The Board of Trustees' decision shall be final and binding for all parties.

## **11 Dissolution**

### **11.1 Dissolution Requirement**

1. In case, the Board of Trustees fail to form a new Executive Committee as described in section 6 "Roles as Responsibilities of the Board of the Trustees" the Association shall be deemed dissolved.
2. In the event that the Members shall vote to dissolve the Association by simple majority.

### **11.2 Dissolution Procedure**

Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee, member or officer of the Association but shall be distributed as the by-laws may direct in accordance with law, provided, however, that the distribution must be to another organization exempt under the provisions of Section 501(c)(3) of the United States Internal Revenue Code or to the United States, a State or a local government.