

# India Association of Greater Boston Inc.

P.O. Box 1345

Burlington, MA 01803

[www.iagb.org](http://www.iagb.org)

## *THE CONSTITUTION*

(DRAFT Amendments to be voted on December 9, 2017)

## **ARTICLE I**

### **NAME**

- The name of this Corporation shall be **India Association of Greater Boston Inc.**, hereafter referred to as the **Association** or **IAGB**.

## **ARTICLE II**

### **PURPOSE AND POWERS OF THE ASSOCIATION**

#### **Section 1**

1. The Association fosters a dynamic Indian cultural and community presence in the Greater Boston area. The Association serves:
  - Charitable purposes by making contributions to organizations which are described in section 501(c) (3) of the Internal Revenue Code of 1954, as amended and are exempt from taxation under section 501 (a) thereof; and
  - Educational purposes by providing for academic, cultural and intellectual interchanges between the people of India and of the United States; and
  - Social purposes by making available community support services through the organization of, and/or affiliation with, organizations allowed and/or existing under section 501 (c) 3 of the Internal Revenue Code of 1954, as amended; and
  - All lawful purposes identified for tax exempt organizations operating under section 501(c) (3) of the Internal Revenue Code of 1954, as amended.
2. The Association shall have all powers necessary and/or incidental to carrying out its purposes.

## **ARTICLE III**

### **MEMBERS**

#### **Section 1**

1. The power of the Association rests with its voting members and is exercised through the Association's Executive Committee.
2. All persons who support the purposes of the Association may become members eligible to vote and hold office in accordance with the provisions of this Constitution, upon enrollment and timely payment of membership dues in amounts as determined by the Executive Committee.
3. There will be two types of voting membership: Annual and Life.
4. Annual Membership shall have Individual and Family membership categories.

- Individual Membership: Individual membership includes a single individual, over 18 years of age, where only individual shall have voting rights. The Individual member may add a spouse at a later time by paying the difference in dues between Individual and Family memberships.
  - Family Membership: Family membership includes parents and children under 18, where only the parents shall have voting rights.
5. Life Membership will not make a distinction between Individual and Family membership. However, single life member can add spouse at a later time.
  6. Memberships are non-transferable, and membership dues are non-refundable.

## **Section 2**

1. Annual membership expires from one year from the date of obtaining membership.
2. Members shall be eligible to vote after a period of ninety (90) calendar days from the date that the membership was activated by completing the enrollment requirements and payment of dues. Members eligible to vote may be designated as “Voting Members”.
3. Voting Members shall be entitled to all privileges and subject to all obligations of membership.

## **Section 3**

1. Any person who has distinguished himself by his contributions to any field of human endeavors may be elected to Honorary Membership by a two-thirds majority vote of the Executive Committee. Honorary members shall be entitled to all privileges of membership except that they may not hold office or vote.
2. Other special non-voting classes and categories of membership, such as Corporate, Associate, and Student may be established from time to time by the Executive Committee. Members from these categories shall be entitled to all privileges of membership except that they may not hold office or vote.

## **ARTICLE IV**

### **OFFICERS AND DIRECTORS**

#### **Section 1**

1. The Officers and Directors of the Association shall constitute the Executive Committee.
2. The Officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer.
3. The number of Directors of the Association shall be no more than fifteen (15).
4. No person shall be elected to the office of the President for more than two terms.

#### **Section 2**

1. Candidates for President and Vice President shall have served on the Executive Committee of the Association for at least one full term prior to being elected.
2. Candidates for Secretary, Treasurer and Director shall have been Voting Members of the Association for at least one year before he/she files the nomination.

### **Section 3**

1. Each Officer and Director shall be elected biennially to a term of two years at a meeting called every two years for this purpose. Such meeting may be called on the same date and time as the annual meeting of the membership.
2. Each elected Officer and Director shall hold office until the end of his/her term, such term shall end with the election of a successor Officer or Director and the start of a new term.
3. Termination of an Executive Committee member for a valid cause can be initiated by action in special meeting of Voting Members and ratified with majority votes.

### **Section 4**

1. Where election to a position of an Officer or a Director is contested, the voting shall be conducted by secret ballot. Candidate(s) are elected based upon the majority vote of the Voting Members.
2. Where a position is uncontested, the unopposed candidate may be declared elected by the Election and Transition Committee.

## **ARTICLE V**

### **DUTIES OF OFFICERS AND DIRECTORS**

#### **Section 1**

1. The President is the Chief Executive of the Association.
2. The President shall conduct and preside over the meetings of the General Body of the Voting Members and of the Executive Committee.
3. It shall be her/his duty to see that all orders and resolutions of the Executive Committee are carried into effect to the best of her/his ability.
4. When the Executive Committee is not in session, the President shall have the general control and management of the activities of the Association, subject to the prior resolutions of, or subsequent ratification by, the Executive Committee.
5. The President, as soon as is reasonably possible, before the end of each fiscal year, shall submit a report approved by the Executive Committee to the General Body on the operation of the Association for that year.
6. The President shall keep the Executive Committee timely apprised of all matters of interest to the Association.

## **Section 2**

1. The Vice President shall assist the President in carrying out his/her responsibilities. He/she shall perform the duties of the President when the President is absent for a significant period of time or temporarily incapacitated.
2. The Vice President will chair the Executive Committee meeting when the President is absent.

## **Section 3**

1. The Secretary shall keep a full and complete record of all the meetings of the Association and the Executive Committee.
2. The Secretary shall maintain up-to-date membership and voting lists.
3. Upon the completion of her/his term, (s)he shall hand over all the records of the Association to the incoming Secretary or other member of the incoming Executive Committee within two weeks after the completion of her/his term.

## **Section 4**

1. The Treasurer shall be responsible for the receipt, disbursement, recording and safekeeping of all funds belonging to the Association as provided below:
  - Submit an account of all cash receipts and disbursements of the Association to the Executive Committee on a regular basis.
  - Within four weeks after completion of her/his term, hand over the assets, bank statements, financial records/books, credit and debit vouchers, bills, canceled checks, a reconciled statement of the accounts approved by the Executive Committee, and the final report approved at the Annual Meeting, to the incoming Treasurer or other designated member of the incoming Executive Committee.
  - If required by law, get the accounts audited annually and present the audited report to the General Body at the General Body Meeting.

## **Section 5**

1. The Directors of IAGB will participate in various subcommittees formed by the Executive Committee for performing the work of the Association.

# **ARTICLE VI**

## **POWERS AND RESPONSIBILITIES OF OFFICERS AND DIRECTORS**

### **Section 1**

1. The Executive Committee shall manage the affairs of the Association and exercise all the powers of the Association, which are not required by the law or by this constitution to be exercised by the Voting Members.
2. The Executive Committee shall establish the amount of membership dues and shall prescribe the method of payment.
- 3.
4. The Executive Committee shall comply with the Federal and State incorporation and tax laws for non-profit organizations by ensuring the Treasurer files a yearly tax return with the Internal Revenue Service and the State Attorney General and an Annual Report with the Secretary of State.

## **Section 2**

1. The Executive Committee shall have the power to fill vacancies in the office of the President, Vice President, Secretary, Treasurer and any Directors.
2. The Executive Committee shall fill a vacancy in the office of the President by an elected member of the current Executive Committee.

## **Section 3**

1. Any single expenditure over \$1,000 (one thousand) must be approved by majority of the Executive Committee and any single expenditure over \$ 20,000 (twenty thousand) must be approved by the General Body after the recommendation of the Executive Committee.

# **ARTICLE VII**

## **MEETINGS**

### **Section 1**

1. The Annual General Body meeting of the Association shall be held at least 15 days before the end of the financial year.

### **Section 2**

1. A Special Meeting (except the Annual Meeting) of the Association may be called by a majority of the Executive Committee.
2. A Special Meeting may also be called by a minimum of 50% voting members by a written request to the Executive Committee.
  - The Executive Committee shall call a Special Meeting within four (4) weeks from the date of receipt of the request.
3. A notice of the place, date, time and agenda of the Annual or any Special Meeting shall be communicated to members by the Secretary, at least fifteen days prior to the date of such meeting.

### **Section 3**

1. Fifty percent voting members of the Association shall constitute a quorum.
2. In case 50% of the voting members are not in attendance, the meeting shall be adjourned and reconvened after fifteen (15) minutes. The members present at the reconvened meeting time shall constitute a quorum.
3. Any action taken at the Annual or any Special Meeting shall be decided by a majority of the members voting.

### **Section 4**

1. Voting by proxy in any meeting (Annual, Special, EC, etc.) shall NOT be permitted.

### **Section 5**

1. The meeting of the Executive Committee may be called by the President or by a majority of the Executive Committee members by communicating to all other Executive Committee members at least 48 hours prior to the time of the meeting.

### **Section 6**

1. A majority of the Executive Committee shall constitute a quorum for the Executive Committee meetings.
2. Actions taken by the Executive Committee shall be decided by a majority of the Executive Committee provided quorum is present.

### **Section 7**

1. The Executive Committee shall meet at least once a month. Additional meetings may be scheduled as provided herein.

### **Section 8**

Any member of the Executive Committee absent from three consecutive monthly meetings of the Executive Committee shall cease to hold the office to which (s)he was elected.

## **ARTICLE VIII**

### **ELECTION PROCEDURE**

#### **Section 1**

1. In the year in which the elections to the Executive Committee are held, a majority of the Executive Committee shall appoint an Election and Transition Committee (“ETC”) composed of three (3) or five (5) Voting Members who are not current members of the Executive Committee. One member of the ETC will serve as administrator of the process and may seek help from one or more members of the

Executive Committee who does not have conflict of interest in the election process. Timing of the appointment of the ETC will be in accordance with the calendar set forth in Section 2 below.

2. The ETC shall seek nominations from the Association's Voting Members-and conduct due diligence of the submitted nominations. Upon completion, the ETC shall report the listing of nominations received to the voting members following Election and Transition Calendar set forth in Section 2 below.
3. The Voting Members shall be notified of the nominees following Election and Transition Calendar.
4. A Voting Member may nominate Officers or Directors, provided a notice signed by not less than seven Voting Members giving the name or names of such nominees shall have been filed with the ETC within the defined timeline.
5. In the event of more than one candidate for the position of Officers or more than fifteen (15) candidates for the position of Directors, the Association membership is notified of the candidates and election for the positions are held during the annual General Body meeting.
6. The ETC will also be charged to run the elections and ensure smooth and timely transition to newly elected Executive Committee.
7. After the new Executive Committee is formed, the ETC will facilitate a smooth transition from the current to the new Committee.

## **Section 2**

### **Election and Transition Calendar**

1. In the year in which the elections to the Executive Committee are held, the Executive Committee and the ETC will abide by the following calendar:
  - Executive Committee forms the ETC – Second week of July.
  - ETC sends communication to Voting Members inviting nominations for Executive – Last week of July.
  - ETC sends communication to Voting Members about valid nominations for Executive Committee – Third week of August.
  - Election to the Executive Committee – 15 days before the end of financial year.
  - New term of the Executive Committee start date - 1<sup>st</sup> of October.

## **ARTICLE IX**

### **FISCAL YEAR**

1. The Association fiscal year shall be from October 1 through September 30.

## **ARTICLE X**

### **TERMINATION OF MEMBERSHIP**

1. The termination of a voting membership, however occurring, shall constitute an assignment and release to the Association of such Voting Member's right, title and interest in the Association by reason of such membership.
2. Termination of membership for a valid reason needs to be approved by the General Body meeting or a Special Meeting of Voting Members.

## **ARTICLE XI**

### **DISSOLUTION**

1. In the event of dissolution, the assets of the Association remaining after the satisfaction of the creditors shall accrue to a non-profit charitable organization described in section 501(c)(3) of the Internal Revenue Code of 1954, as amended and exempt from taxation under Section 501(a) thereof as the General Body shall determine.
2. The Executive Committee shall remain as the guardian of the assets of the Association until final dissolution.
3. The dissolution of the Association may be carried out in accordance with the provision of Massachusetts General Law, chapter 180, Section 11A.

## **ARTICLE XII**

### **AMENDMENT**

1. Amendment to the Constitution may be initiated either by the action of the majority of the Executive Committee, or by a petition signed by at least 50% of Voting Members.
2. The notice of any meeting at which the amendment will be considered shall include the full text of the proposed amendments. Amendments must be approved by a vote of at least two thirds of the members present at the Annual or the Special Meeting.