

# India Association of Greater Boston Inc.

P.O. Box 1345

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

## *THE CONSTITUTION*

(Approved on December 9, 2017

Amended on September 7, 2019)

## **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, cooperation 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 voting members 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 person, over 18 years of age. 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 their children under 18, where only the parents shall have voting rights.
5. Life Membership includes parents and children under 18, where only the parents shall have life time voting rights. Single Life Member can add his/her spouse at any time at no additional fee.
  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. Annual membership expires on the previous day of the following year from the prior year renewal date.
2. Members shall be eligible to vote in IAGB election process as described in Article VIII as long as their membership was activated by completing the enrollment requirements and payment of dues before 15<sup>th</sup> of June of the year of election. 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/herself by his/her 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 one term.

#### **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 in the past prior to being elected. Candidates shall have been Voting Members of the Association as of 15<sup>th</sup> of January of the year of the election.
2. Candidates for Secretary, Treasurer and Director shall have been Voting Members of the Association for at least one year as of 15<sup>th</sup> of January of the year of election.

### **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 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, including:
  - Submitting an account, preferably monthly of all cash receipts and disbursements of the Association to the Executive Committee.
  - Within four weeks after completion of her/his term, handing 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.
  - Getting the accounts audited annually by a Certified Public Accountant (CPA) appointed by the Executive Committee and presenting the audited report to the General Body every year at the General Body Meeting.

## **Section 5**

1. The Directors of IAGB will work to further the cause of organization and 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. 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 of the Commonwealth of Massachusetts.
4. No member of the Executive Committee of the Association shall receive directly or indirectly any salary, compensation, or emoluments from the Association in any capacity.

## **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. If the office of the President becomes vacant more than six months before the end of the term, a special meeting shall be called within two months of such vacancy to elect a new President for the remainder of the term.

## **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.
2. Any donation or performance for charitable purposes by the Association shall be agreed upon in advance by a majority of the members of the Executive Committee.
3. Any investments of the assets of the Association should be consistent with Section 501(c) of the Internal Revenue Code, as amended.
4. All funds of the Association shall be deposited in the name of the "India Association of Greater Boston Inc." in a financial institution designated by the Executive Committee

## **ARTICLE VII**

### **MEETINGS**

#### **Section 1**

1. The Annual General Body meeting of the Association shall be held at least fifteen (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 allowed.

### **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 requirement is met.

### **Section 7**

1. The Executive Committee shall meet at least once a month preferably on second Saturday of each month. Additional meetings may be scheduled as provided herein.

### **Section 8**

1. Any member of the Executive Committee absent from three (3) 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, the Executive Committee shall appoint an Election Committee composed of three (3) or five (5) Voting Members who are not current members of the Executive Committee.
2. The Election Committee preferably will comprise of senior members of the association, such as past Presidents, past EC members, etc.
3. One member of the Election Committee will serve as Chair and may seek help from one or more members of the Executive Committee who do not have conflict of interest in the election process. Timing of the appointment of the Election Committee will be in accordance with the calendar set forth in Section 2 below.
4. The Election Committee shall seek nominations from the Association's Voting Members-and conduct due diligence of the submitted nominations. Upon completion, the Election Committee shall report the listing of nominations received to the voting members following Election Calendar (set forth in Section 2 below).
5. The Voting Members shall be notified of the nominees following the Election Calendar.
6. 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 Election Committee within the defined timeline.
7. 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 shall be notified of the candidates and election to the positions will be held at the annual General Body meeting.
8. The Election Committee will also be charged to conduct the elections and ensure smooth and timely transition to the newly elected Executive 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 Election Committee shall abide by the following timeline:
  - Second week of July - Executive Committee forms the Election Committee.
  - Last week of July - Election Committee sends communication to Voting Members inviting nominations to the Executive Committee positions.
  - Third week of August - Election Committee sends communication to Voting Members about valid nominations for Executive Committee.



- On or before September 15<sup>th</sup> - Election to the Executive Committee.
- On or before 1<sup>st</sup> of October - Start date of the term of the new Executive Committee.

## **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 annual membership for a valid reason needs to be approved by the Executive Committee. Termination of life membership for a valid reason to be approved by General Body meeting or a Special Meeting of Voting Members.

## **ARTICLE XI**

### **AMENDMENTS**

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.

## **ARTICLE XII**

### **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 upon the recommendation of majority of the Executive Committee.
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.