

# **THE CONSTITUTION OF THE KERALA CLUB**

## **Article I. Incorporation**

### A. Name

1. The name of the organization shall be "The Kerala Club", hereinafter called "The Club".

### B. Location

1. The official premises of the club shall be located in the Metro-Detroit area.

### C. Incorporation

1. "The Club" is organized exclusively for charitable, religious, cultural, educational and scientific purposes that include making contributions to promote those causes primarily to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **Article II. Purposes and Objectives**

### A. Purpose: The purpose of the club shall be:

1. To provide a common meeting ground for its members.
2. To serve its membership with the objectives as set forth.

### B. Objectives: The objectives of this club shall be:

1. To promote and preserve the cultural heritage of Kerala.
2. To develop cultural, religious, educational, scientific and charitable activities for the interest and well being of its members and the entire society here and elsewhere.
3. To promote and participate in the exchange of cultural, educational, religious, scientific and charitable activities with other national ethno-cultural groups and organizations in the area and to be an official liaison body between such groups, organizations and government departments.
4. To carry out such other lawful activities as may be deemed necessary to attain these objectives.

### Article III. Membership

A. Membership in The Club shall be open to all individuals who subscribe to the objectives of the club and is granted upon approval of the Board of Trustees.

B. Categories and Dues: Categories of Membership and their dues shall be:

1. Annual Membership:

Annual dues shall be determined by a joint meeting of the Board of Trustees and the Executive Committee and shall be due on the first of January of each year.

2. Life Membership:

Granted to a single person or a family, eligible for membership, making a one-time payment of \$350 or more.

3. Associate Membership:

Granted by the decision of the Board of Trustees for a period of one year to a person, who is a resident of the Detroit-Windsor and surrounding areas, who makes a substantial personal contribution to certain objectives of The Club and/or seeks a membership to participate in a mutually beneficial project or event.

4. Honorary Membership:

Granted by the decision of the Board of Trustees to a distinguished individual in appreciation of his/her outstanding personal contribution to the objectives of The Club. Once granted, the

honorary membership shall continue unless revoked by a simple majority vote of the Board of Trustees. 5. The annual membership period shall be from January first to December thirty-first of the

calendar year. 6. The four executive committee members representing the Youth between the ages of fifteen to twenty shall have the same status of

other committee members during their tenure and are not required to pay the annual dues if their parents are members of The Club and in good standing.

C. Members on Rolls: The Rolls of the club shall consist of:

1.

a. Members in good standing.

b. Life Members.

2. Associate Members and Honorary Members shall have no voting rights.

D. Application for membership

1. Application for Membership shall be made on the official application form of The Club, available from members of the Executive Committee.
2. The Board of Trustees shall approve or reject any application for membership within three months (90 days) from the date the application was submitted. If rejected, the full membership dues shall be refunded within ten days from the date the application was rejected.
3. An application by a single person, 21 years or older shall be considered as "One Application" for -one membership.
4. An application by a family shall be considered as "One Application" for two Memberships for the husband and wife.
5. A single member, upon marriage, may obtain a membership for the spouse by informing the secretary and paying the annual dues for the family for that annual membership period.

#### E. Standing

1. A Member whose dues are paid in current, and whose eligibility is approved by the Board of Trustees, shall be considered as a Club member in good standing.
2. A Member who is in arrears of payment of dues for sixty days, shall be considered, "A Member in Default".
3. The name of the "Member in Default" shall then be removed from the Rolls of The Club.
4. A "Member in Default" whose name was removed from the Rolls may be readmitted provided a new application is made, the necessary fees and dues are paid, and the application is approved by the Board of Trustees.
5. The rights and privileges of a member shall not be extended to a "Member in Default".

#### F. Rights, Privileges and Conduct

1. The rights and Privileges of the Members on the Rolls shall be:
  - a. To attend General Body Meetings.
  - b. To present motions at the General Body meetings.
  - c. To vote in the General Body Meetings.
  - d. To participate in the activities of The Club as may be called upon by The Club.
2. The conduct and behavior of all categories of Members of The Club shall be worthy and becoming of the purpose and objectives of the club.
3. In the case of a Member whose conduct and behavior has been unbecoming, unworthy, or detrimental to the purpose and objectives of The Club, failing any or all compromise, shall be removed from membership by a simple majority in a joint meeting of the Board of Trustees and the Club Executive Committee.

4. A Member who has been removed from the Rolls of The Club may appeal the decision of the Board of Trustees and Executive Committee to the General Body, whose decision, by a two-thirds majority of members present, shall be binding and final.

G. Article III.F, a, b, and c are not applicable to Associate and Honorary Members.

## **Article IV. Meetings**

### **A. Annual Meeting**

1. Date and Time: The annual meeting shall ordinarily be convened during the month of November or December, but not later than the twenty-fifth of December.

2. Notice: A notice in writing shall be mailed (or emailed) to the membership regarding the annual meeting at least three weeks prior to the proposed date of the meeting.

#### **3. Quorum**

a. One-third of the members on the rolls present shall be considered as quorum for the annual meeting.

b. If requisite quorum is not formed within half an hour of the time notified, the meeting may be adjourned. Then, such of the members present at that time, shall be deemed sufficient to form the quorum.

#### **4. Voting**

a. Each member on the rolls and present at the meeting shall have one vote.

b. There shall be no voting by proxy.

c. Unless otherwise stated or decided upon from time to time, the voting may be carried out by a simple show of hands.

5. Agenda: The agenda of the annual meeting shall include, but is not limited to the:

a. Discussion and adoption of the Executive Committee report on the working of the club during the year.

b. Discussion and adoption of the Auditors Report, Balance Sheet and Statement of Income and Expenditure.

c. Consideration and adoption of a tentative budget for the ensuing year.

- d. Consideration of any amendment, addition, deletion, or alteration to the constitution, its By-laws and rules of The Club.
- e. Consideration and disposals of matters outstanding as old business or other matters that may be duly placed before the general body by executive committee.
- f. Election of the Members of the Executive Committee and the Board of Trustees.

**B. Special Meetings**

- 1. A Special Meeting of the General Body shall be convened at the instance of:
  - a. The Board of Trustees and the Executive Committee, when in their opinion, a General Body Meeting is required to act upon a matter of important and urgent matter.
  - b. One-third or more of members on the Rolls upon making a request in writing to the Secretary of the Club.
- 2. The notice of the Special Meeting shall state the purpose for which it is called and a minimum notice of five days shall be given for convening a Special Meeting.
- 3. The agenda of the Meeting shall not include any business other than those specified in the notice.
- 4. The quorum of the Special Meeting shall be as described in Article IV, A.3 above.

**Article V. Management and Control**

A. The day to day management and control of The Club shall be vested in an Executive Committee of thirty-five (35) newly elected Members, including the six (6) new office bearers, and any previous year's office bearers, who continue to serve in the new Executive Committee.

B. The Executive Committee shall consist of:

- 1. Six office-bearers who shall be:
  - a. The President
  - b. The Vice-President
  - c. The Secretary
  - d. The Joint-Secretary
  - e. The Treasurer
  - f. The Joint-Treasurer

2. There shall be Thirty (30) newly elected Executive Committee members, from which four shall be representing the Youth, as stipulated in Article III,B.6
- C. Area Representatives: Members on the Rolls nominated as and when necessary by the Executive Committee to represent certain areas.
- D. Compensation: No part of the net earnings of “The Club” shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set for in the constitution.

## **Article VI. Election of Executive Committee and Terms of Office**

### **A. Eligibility**

1. All candidates must be Club members in good standing.
2. A member in good standing, who holds an office position with another organization having similar purpose and objectives of The Club, as stated in Article II, shall not be eligible for candidacy.
3. If any elected member of The Club, during his/her tenure becomes an officer of another organization, he/she must disclose it to the Board of Trustees of The Club and seek permission to retain his/her position with The Club. The decision of the Board of Trustees shall be final.
4. A candidate for President must have served in the Club Executive Committee for at least 3 years, of which 1 year shall be as an office bearer. He/she had not resigned or removed from the Executive Committee in the past two years.

### **B. Election**

1. The Board of Trustees shall appoint an Election Officer who shall be responsible for the annual elections.
2. The members of the Executive Committee shall be elected to the office as stated in Article IV. A.4, above, by casting secret ballots.
3. Duties of the Elections Officer:
  - a. Nominations for offices shall be submitted to the election officer duly proposed and seconded and accepted by members in good standing, at least one week prior to the election day.

- b. The Election Officer shall cause to include all such names on the ballot paper.
- c. In case the number of nominations received is not sufficient to form the normal quorum, the Election Officer shall accept nominations from the floor of the General Body Meeting. Such nominations shall be of members on the Rolls, duly proposed and seconded by members on the Rolls. The Election Officer shall conduct such elections by secret ballots.
- d. The election officer shall hold the authority to reject the nomination of a candidate who fails to satisfy the provisions set forth under Article VI, and the annual election rules mailed to members of The Club.

#### C. Terms of Office

- 1. Office bearers shall be elected to office for a period of one year between the annual meetings and shall continue to hold membership in the executive committee during the following year if not re-elected as an office bearer.
- 2. The remaining positions in the Executive Committee shall be filled by election to hold office for a period of one year between Annual Meetings.

#### D. Removal from Office

- 1. A member of the Executive Committee who absents him/ herself from three consecutive meetings of the Executive Committee shall automatically cease to be a member of the Executive Committee.
- 2. A member of the Executive Committee who does not enjoy the confidence of two thirds majority of the Executive Committee shall be recommended to the General Body for his /her removal from office. This shall take effect is approved by a simple majority of a special General Body meeting.

E. Vacancies: An interim vacancy arising in the Executive Committee or a position in the Executive Committee left unfilled after the annual election shall be filled by appointment by the Executive Committee and the Board of Trustees.

### **Article VII. Duties of the Executive Committee**

#### A. Duties of the Executive Committee shall be:

- 1. To meet at least once every three months, at a time, date, and place that may be decided upon by the Executive Committee, or at the official premises of The Club.

2. To Adopt the minutes of the previous meeting.
3. To continue with the incomplete business from the previous meeting.
4. To prepare the annual budget and report for submission at the Annual Meeting.
5. To attend to such other matters as may be placed before the Committee for its consideration.

B. Quorum:

1. The meeting of the Executive Committee shall ordinarily be by a quorum of eighteen members.
2. If the requisite quorum of eighteen members is not formed within one hour of the time notified, the meeting may be adjourned. The President or his representative reconvenes the executive meeting with such members as are present.

C. Duties of Officers:

1. President

- a. Preside at all the meetings of the Executive Committee and the General Body as the Chief Executive Officer of The Club.
- b. Be the official spokesperson for The Club.
- c. Have general control over the working of The Club.

2. The Vice-President: Shall assume all such duties of the President, in the absence, disability, or refusal to act, of the President.

3. Secretary

- a. Keep a record of all Minutes of The Club.
- b. Be the custodian of all Minute Books, documents and Registers of the Club.
- c. Attend to all correspondence.
- d. Perform such other duties as may be delegated by the General Body or Executive Committee.
- e. Submit a copy of the minutes and sign-in-sheet/attendance register to the Secretary of the Board of Trustees.

4. Joint- Secretary

- a. In the absence of the Secretary, the Joint-Secretary shall be in charge.

- b. The Joint- Secretary shall assist the Secretary in the management of the Club.

#### 5. Treasurer

- a. Be responsible for the collection of all fees, dues and other money coming to The Club.
- b. Be the custodian and maintain all Books of Accounts and all accounting records of the Club.
- c. Prepare and submit a financial statement at each Executive Committee meeting and a Treasurer's Report at the Annual Meeting.
- d. Prepare and submit the membership list that includes the new members and the renewals of existing members to the Secretary of the Board of Trustees.

#### 6. Joint-Treasurer

- a. In the absence of the Treasurer, the Joint-Treasurer shall be in charge.
- b. The Joint-Treasurer shall assist the Treasurer in the management of the Club.
- c. The Joint-Treasurer shall be in charge of organizing and executing the charity activities.

### **Article VIII. Finance and Banking.**

#### A. Finance

1. All receipts and payment shall be supported by vouchers, receipts, proper accounting books, and statement of accounts.
2. All money received on behalf of 'The Club' shall be deposited in a Savings or Checking bank A/C as approved by the Executive Committee.
3. Any portion of the funds of The Club requiring investment shall be so invested by the Executive Committee in the name of The Club.
4. All recurring expenditures shall have standing sanction of the Executive Committee.
- 5 All non-recurring expenses not exceeding a sum of \$50.00 shall have standing sanction of the Executive Committee.
6. The Secretary shall be allowed a sum not exceeding \$50.00 for petty expenses on behalf of The Club.
7. The fiscal year of The Club shall begin on the first day of January and end on the last day of December each year.

**B. Banking**

1. The bank A/C shall be in the name of The Club, as “The Kerala Club”.
2. All payments and withdrawals shall be by check (signed by two office bearers, as authorized).

**C. Signing Officers:** The President, Secretary and/or Treasurer, shall be hereby jointly authorized to sign, accept draw and make all or any bills of exchange, notes, checks and orders for payment of money.

**D. Auditor:** The accounts of the Club shall be audited annually by an Auditor appointed by the Board of Trustees.

**Article IX. Emblem**

A. The emblem and seal of The Club shall be designated here under:

B. The emblem of The Club shall appear on official stationery of The Club.

**Article X. Minutes: Minutes Book**

A. All minutes of the Meeting of The Club shall be entered or shall cause to be entered by the Secretary in the Minutes Book recording therein the proceedings of the meetings, which shall be preserved for all times.

B. Inspection or Records: Any member on the Rolls shall, on application to Secretary, be allowed to inspect or view the Records of The Club.

**Article XI. Board of Trustees**

**A. Purpose**

1. The Board of Trustees shall serve as the governing body of The Club with emphasis on long-range planning. It shall also serve in an advisory role to the Executive Committee or work or assist in any special projects upon request by the Executive Committee.
2. The Board of Trustees shall not interfere with the day-to-day activities of the Executive Committee unless extenuating circumstances exist.

**B. Management and Election**

The Board of Trustees, consisting of 3 elected members, current President and immediate past President, shall be elected to office during annual elections based on vacancy by casting secret ballot. The office bearers shall be:

1. Chairman
2. Vice-chairman
3. Secretary-this member will be responsible for maintaining the minutes of the Board of Trustees meetings.
4. The current President and immediate past-President of the Executive Committee shall serve as the ex-officio members of the Board of Trustees. If the immediate past-President is unavailable, the next previous President shall become automatically eligible. All 5 trustees shall carry one vote each, when exercised.

#### C. Eligibility

To be elected or nominated as a Board of Trustee, the candidate must meet all the following requirements:

1. Be a life member.
2. Have served in the Club Executive Committee for at least 4 full terms of which at least 3 terms must be as an office bearer.
3. Must disclose if they are an officer or director of another organization and be approved by the existing Board of Trustees.
4. Had not just served 2 consecutive, full or part year, terms in any Board of Trustee's position.
5. Had not been removed from a Board of Trustee's position in the past three years.
6. Had not resigned except to contest in the election to fill a position with the Executive Committee or another position with the Board of Trustees.
7. Resignation by a Board of Trustee to contest in the election to fill another position with The Club shall be submitted to the Chairman of the Board of Trustees, or in his/her absence, to the Vice Chairman, at least 5 business days prior to the election announcement made by the election officer.

#### D. Terms of Office

In order to effectuate efficiency and continuity to the Board of Trustees' responsibilities, when first installed, the Chairman, Vice-chairman and Secretary shall be elected for a period of 3 years, 2 years and 1 year respectively. In subsequent terms, the tenure of all elected trustees shall be 3 years.

#### E. Removal and Vacancy

1. Any elected member of the Board of Trustees who does not enjoy the confidence of the simple majority of the Board of Trustees shall be removed by a simple majority vote at a special or Annual General Body meeting.
2. In the event that a vacancy of the Chairman exists through death or otherwise, that position shall be filled by the Vice-chairman, and then a Vice-Chairman shall be nominated by the Board of Trustees for the un-expired term.
3. Any vacancy created by the removal, or any other reason, shall be filled through direct appointment by the remaining trustees for the un-expired term of the position.

#### F. Conflict of Interest

A member of the Board of Trustees shall not be a member of the Club's Executive Committee except The Club's current and immediate past President. If any trustee desires to be an officer of another organization, or vice-versa, this information shall be disclosed in writing and must be approved by the remaining Board of Trustees by a simple majority votes. Members of the Board of Trustees and the Office bearers of The Club are expected to refrain from entering into any activity that might constitute a conflict of interest with The Club, or which would prejudice their ability to carry out their duties and responsibilities. Avoid even the appearance of conflict of interest through full compliance.

#### D. Other Provisions

The Board of Trustees shall have the following additional responsibilities:

1. Arrange and conduct the general elections annually to elect the Executive Board, and the Board of Trustees.
2. Ensure that all corporate records of The Club are in order
3. Ensure that the corporate financial records are audited annually within two months of the end of the fiscal year by Club's Auditor or by an external auditor at the discretion of The Board of Trustees.
4. Review and approve applications of new members. The decision of the Board of Trustees shall be final.
5. Disciplinary action on an existing member, including removal, shall be taken by the majority vote of a joint meeting of the Board of Trustees and Executive Committee.
6. Adopt and facilitate sound business practices for The Club. Review major corporate operations to ensure compliance with the constitution of The Club.

7. Explore opportunities, which benefit the club to further develop and enhance its mission at the present and in the future.
8. Act as the custodian of all permanent assets of the club.
9. Negotiate and approve any long-term contract, which covers more than twelve months.
10. Conduct annual review of the regular membership dues, life membership dues, and other revenue sources with a view to update them periodically. Revising them shall require simple majority votes from both the Board of Trustees and the Club Executive Committee at a joint meeting.
11. Any expenditure from the fixed deposit accounts will need written authorization from the Board of Trustees.
12. Maintain minutes of Board of Trustees' meetings. Inform the general membership of any major decisions.
13. Ensure that the club assets and other interests are protected with appropriate and adequate insurance coverage commensurate with the need and our ability to meet the obligations.
14. Work with other organizations, try to establish informal partnerships with any local or national organization on a continuing basis to develop and enhance the current and future needs, which benefit the entire community in general and the Kerala Club members in particular.
15. Work with The Club Executive Committee with a spirit of cooperation and common goal of serving the community and protecting The Club's constitution. Ensure that the interest of the club comes first in all dealings with The Club's affairs.
16. Present and review annually the Board of Trustees' long-range plan and a vision with Executive Committee at the first meeting of the Executive Committee after its inception.
17. In any joint meeting of the Board of Trustees and the Executive Committee, and ex-officio of the member of the Board of Trustees shall cast only one vote. The chairman of the Board of Trustees shall chair the meeting, and the Secretary of the Board of Trustees shall take minutes. The chairman does not cast his/her vote unless there is a tie.

## **Article XII. Political and Other Activities**

A. No substantial part of the activities of "The Club" shall the carrying on of propaganda, or otherwise attempting to influence legislation. "The Club" shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf on any candidate for public office.

B. Notwithstanding any other provision of this document, The organization shall not carry on any other activities not permitted to be carried by an organization exempt from federal income tax under section of 501 (c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **Article XIII. Dissolution**

A. In the event that the dissolution of “The Kerala Club” occurs, the entire assets shall be distributed to one or more non-profit organizations, as determined by the General Body, with in provisions of 501 (c) 3 of the Internal Revenue Service Code. If such a General Body is not convened and/or a decision passed with in 6 months after the dissolution, the entire assets shall be distributed or be disposed of by the court to the American Red Cross Society-Detroit Chapter with out any pre-conditions.

### **Article XIV. Amendments to the Constitution**

A. Amendments may be moved by any member on the Rolls supported by a notice in writing to the Executive Committee at least 3 months before the Annual General Body Meeting. The Secretary shall circulate the notice and proposals among the membership at least 2 months in advance of the Annual General Body meeting.

B. Amendments may be proposed by the Executive Committee and brought up at Annual or Special General Body meeting, provided that the notice of amendments and proposals has been circulated among the members at least 1 month in advance of the said meeting.

C. A two-thirds majority vote of members present at the Annual Meeting shall be required to bring about an amendment to the Constitution.

### **Article XV. Parliamentary Procedures**

A. The proceedings of the meetings of The Club shall be governed by the rules contained in the then current edition of “Robert Rules of Order – Revised” if such rules are not inconsistent with the articles of the Constitution.