

India Association of Greater Boston Inc.

P.O. Box 1345
Burlington, MA 01803
www.iagb.org

THE CONSTITUTION

As amended by the General Body meeting of the voting members on
23 September 2001

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ARTICLE I

NAME

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

ARTICLE II

PURPOSE AND POWERS

A. The Association serves:

- 1. Charitable purposes by making contributions to organizations which are described in section 501(c) (3) of the Internal Revenue Code of 1954 and are exempt from taxation under section 501 (a) thereof; and
- 2. Educational purposes by providing for academic, cultural and intellectual interchanges between the people of India and of the United States; and
- 3. 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.
- 4. All lawful purposes identified for tax exempt organizations operating under section 501(c) (3) of the Internal Revenue Code of 1954, as amended; and

B. The Association shall have all powers necessary and/or incidental to carrying out its purposes.

ARTICLE III

MEMBERS

Section 1

- The power of the Association, unless otherwise delegated by voting members, rests with the General Body of voting members.
- All persons who are interested in the purposes of the Association may become voting members by timely payment of membership dues as determined by the Executive Committee.

- Voting members shall be entitled to all privileges and subject to all the obligations of membership.

Section 2

- Any person who has distinguished himself by his contributions to any field of human endeavors may be elected to Honorary Membership by the unanimous vote of the Executive Committee.
- Honorary members shall be entitled to all privileges of the membership except that they may not hold office or vote.

Section 3

- Other non-voting classes and categories of membership may be established from time to time by the Executive Committee.

Section 4

- Husband, wife, and minor children under the age of 18 years can obtain family membership whereby the husband and wife shall each have full voting rights and privileges.

Section 5

- The term for the general membership of the Association shall be from September 1 up to August 31 of the following year.
- Members joining the Association during any year of membership remain members up to August 31 of that year.

ARTICLE IV OFFICERS AND DIRECTORS

Section 1

- The officers of the Association shall consist of a President, Vice President, Secretary and a Treasurer.
- Each of these shall have been a voting member of the Association prior to his election.

Section 2

- Each Officer shall be elected by ballot biannually to a term of two years at the annual meeting called every two years for this purpose.
- He shall hold office until adjournment of the next following annual meeting or until his successor has been elected and qualified.

Section 3

- The number of the Directors of the Association shall be fifteen, but may be increased to twenty on the recommendation of the Executive Committee and the approval of the General Body at any Annual Meeting.
- Each of these directors shall have been a voting member of the Association prior to his election.

Section 4

- Except in the case of a contest, election may be by ballot cast by the secretary upon the vote of a majority of the voting members present and voting.

Section 5

- Directors shall be similarly elected by ballot, as Officers in Article IV, Section 2, biannually to a term of two years at the same annual meeting called every two years for this purpose.

Section 6

- The Officers and Directors of the Association shall constitute the Executive Committee.

ARTICLE V MEETINGS

Section 1

- The Annual Meeting of the Association shall be held on the first Saturday in September, or on such other day in September as the Executive Committee may designate.

Section 2

- A Special Meeting (except the Annual Meeting) of the Association may be called by the majority of the Executive Committee.
- The Special Meeting may also be called by the written request of a minimum of 50% voting members to the Executive Committee.
- The Executive Committee shall call a Special Meeting within four weeks from the date of receipt of the request.

Section 3

- Fifty percent voting members of the Association shall constitute a quorum.
- In case 50% of the voting members are not present, the meeting will be dissolved and will be reconvened not earlier than 15 minutes later, at which point the members present will constitute a quorum, but only if written notification of the meeting and the agenda items was mailed to the membership at least three weeks before the date of the meeting.
- Any action taken at the Annual or any Special Meeting shall be decided by the majority of the members present and voting.

Section 4

- Except for the election of Officers and Directors, and amendments of this Constitution, opinions of the voting members can be accepted in writing on issues proposed either by the member (s) or by the Executive Committee.

- Before taking any action the Executive Committee may, but is not required, to canvass the membership for its opinion regarding such action.
- If the executive committee does so canvass the membership, its opinion shall be considered as guiding factor by the Executive Committee in taking such action.

Section 5

- Voting by proxy shall NOT be permitted.

Section 6

- A notice of the place, date, time and agenda of the Annual or any Special Meeting shall be sent by first class mail by the Secretary, at least fifteen days prior to the date of the meeting.

ARTICLE VI MEETINGS OF THE EXECUTIVE COMMITTEE

Section 1

- The meeting of the Executive Committee may be called by the President, Secretary, or by any two Executive Committee members by notice given to all other Executive Committee members either by telephone or by first class mail at least 48 hours or 96 hours, respectively, prior to the term of the meeting.

Section 2

- A majority of the Executive Committee shall constitute a quorum.
- Any action taken by the Executive Committee shall be decided by the majority of the Executive Committee present and voting.

Section 3

- The Executive Committee shall meet at least once a month.

Section 4

- The Secretary shall keep a full and complete record of all meetings of the Association and of the Executive Committee.
- Upon the completion of his term, 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 his term.

Section 5

- The Treasurer shall be responsible for the receipt, disbursement, recording and safekeeping of all funds belonging to the Association.
- He shall pay all bills, which have been approved in the manner prescribed by the Executive Committee.
- Upon the incurring of expenses by the Association, he shall accept proper vouchers with the receipt for such expenses.

- He shall submit an account of all transactions and the financial conditions of the Association to the Executive Committee at least every two months.
- Within four weeks after completion of his term, the Treasurer shall hand over all the assets, bank statements and financial records, supported by the credit and debit vouchers, bills and canceled checks including the final report approved at the Annual Meeting, to the incoming Treasurer or other member of the incoming Executive Committee.

- He shall also hand over the previous year financial records and books.
- He shall also hand over a reconciled statement of the accounts signed by the Executive Committee.
- Proper vouchers shall be submitted for expenses.
- The Treasurer shall be responsible for getting the accounts audited annually by a Committee appointed by the Executive Committee.
- The audited account shall be submitted to the General Body every year.
- The treasurer should keep in mind the financial health of the Association in carrying out his responsibilities.
- Should he see any possibility of potential losses, he should immediately bring such information to the attention of the Executive Committee.

Section 6

- The President is the chief executive of the Association.
- The President shall conduct and preside over the meetings of the General Body of the voting members and of the Executive Committee.
- It shall be his duty to see all orders and resolutions of the Executive Committee are carried into effect to the best of his ability.
- 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 recommendations of, or subsequent ratification by, the Executive Committee.
- 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.
- The President within his knowledge from time to time shall report to the Executive Committee all matters of interest to the Association.

Section 7

- Any member of the Executive Committee absent from meetings of the Executive Committee for a period of two months or absent for three consecutive meetings of the Executive Committee whichever is longer shall automatically cease to hold the office to which he was elected.
- In case the Secretary or Treasurer he shall hand over his charge as defined in Sections 4 and 5.

ARTICLE VII
NOMINATING PROCEDURE

Section 1

- During the first week of July of each year in which the elections to the Executive Committee are held, the Executive Committee shall appoint a Nominating Committee composed of at least three voting members other than the members of the Executive Committee.
- The Nominating Committee shall nominate the Officers and Directors to be elected at the next Annual Meeting and shall report all its nominees to the Executive Committee by August 15.
- The voting members shall be notified of the nominees by the end of August.

Section 2

- A voting member may nominate Officers or Directors, provided a notice signed by not less than seven members giving the name or names of such nominees shall have been filed with the Secretary not later than 10 (ten) days prior to the Annual Meeting.
- Upon receipt of such petition or petitions, the Secretary shall notify the voters, by first class mail of such action not less than 5 (five) days before such meeting.

ARTICLE VIII
POWERS OF OFFICERS AND DIRECTORS

Section 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.
- It shall establish the amount of membership dues and shall prescribe the method of election to and termination of membership provided however any changes of the same be approved by the General Body.
- It may elect persons as Honorary Members and may establish other classes of membership unless otherwise directed and approved by the voting members.
- It shall have the power to appoint and later terminate the tenure of assistance to the Officers and the Executive Committee and to prescribe other duties.

Section 2

- The Executive Committee shall have the power to fill vacancies in the office of the President, Vice President, Secretary, Treasurer and any Directors; provided however that if the office of the President becomes vacant more than six months before the

Annual Meeting, a special meeting shall be called within two months of such vacancy to elect a new President for the remainder of the term and provided further that any vacancy in the office of Directors shall be filled by the Executive Committee until the next annual meeting at which time the members shall fill such vacancy for the remainder of the term if any.

- The Executive Committee shall fill a vacancy in the office of the President by an elected member of the Executive Committee.

Section 3

- The Executive Committee may with prior approval of the General Body, acquire, operate lease or dispose off real estate property for the association.
- However, the Executive Committee with prior approval of the majority of the Executive Committee members can rent halls for meetings without the approval of the General Body.

Section 4

- 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.

Section 5

- Any expenditure over \$1,000 (one thousand) must be approved by the Executive Committee and any expenditure over \$ 10,000 (ten thousand) must be approved by the General Body after the recommendation of the Executive Committee.

ARTICLE IX FISCAL YEAR

- The Association fiscal year shall be from September 1 through August 31.

ARTICLE X GENDER

- The words used in this Constitution implying the masculine gender also include the feminine.

ARTICLE XI TERMINATION OF MEMBERSHIP

- 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.

ARTICLE XII DISSOLUTION

- In the event of dissolution, the assets of the Association remaining after the satisfaction of the creditors shall accrue to the Ramakrishna Vedanta Society of Boston or to such organization described in section in section 501(c)(3) of the Internal Revenue Code of

1954 and exempt from taxation under Section 501(a) thereof as the General Body shall determine.

- The Executive Committee shall remain as the guardian of the assets of the Association until final dissolution.

- The dissolution of the Association may be carried out in accordance with the provision of Massachusetts General law, chapter 180, Section 11A.

ARTICLE XIII

AMENDMENT

- Amendment to the Constitution may be initiated either by the action of the Executive Committee, or by a petition signed by at least 50% members.
- If the Executive Committee does not agree to the proposed amendment, then the initiating members may call a meeting of the General Body for the purpose as provided in article V, section 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 at which a quorum is present.

ARTICLE XIV

CHECKS, DRAFTS, NOTES AND OTHER INSTRUMENTS

Section 1

- All funds of the Association shall be deposited in the name of the "India Association of Greater Boston Inc." in a bank or trust company designated by the Executive Committee.

Section 2

- Checks, drafts, notes or other instruments for the payment of money drawn or endorsed in the name of the Association shall, unless the Executive Committee votes otherwise, be signed by the President and the Treasurer, or by the Secretary and Treasurer, or by the President and the Secretary, who have been duly authorized by the executive committee.
- No checks or other instruments as aforesaid shall be signed or endorsed in blank.
- The Association shall maintain two separate accounts, i.e., a checking account and a saving account.
- The checking account can be operated as outlined above in Article XIV Section 1 and 2. It shall not hold more than \$10,000 (ten thousand).
- The savings account, however, shall be operated by the following four cosigners: The President, the Vice President, the Secretary, and the Treasurer.

- Any investment of the assets of the Association for the better growth of the Association should have prior approval of the General Body and should be consistent with Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Section 3

Payment to Directors and Officers

- 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.