

**India Association of Greater Boston Inc.**

P.O. Box 1345 Burlington, MA 01803

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

***THE CONSTITUTION***

(Amended on June 22, 2024)

## 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 American 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 other purposes to engage and enrich Indian American community as outlined in Annexure 1.
  - 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 later by paying the difference in dues between Individual and Family memberships.
  - Family Membership: Family membership includes couples and their children under 18, where only the couple shall have voting rights.
5. Life Membership includes couples and children under 18, where only the couple shall have lifetime 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 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 June 15th 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 eleven (11).
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 prior to being elected. Candidates shall have been life members of the Association for at least two contiguous years as of Oct. 1 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 Oct. 1 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.
7. Work with the Board of Trustees to make sure that the Associations' general guidelines and objectives are adhered to and upheld.

## **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 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.

### **Section 6**

1. Executive Committee will adopt and abide by IAGB Code of Ethics and Conduct as stated in Annexure 2 IAGB Code of Ethics and Conduct
  - After joining IAGB Committee, all EC members, as part of their joining agreement undertake to observe this Code in all aspects of their work.
  - Dereliction of duties (as defined in Annexure 2 IAGB Code of Ethics and Duties) may result in the removal of the member from the EC.

## **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 the majority of the Executive Committee and any single expenditure over \$30,000 (thirty 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 the quorum requirement is met.

### **Section 7**

1. The Executive Committee shall meet at least once a month at a chosen day of the month set for the entire term, by the EC.
2. Additional meetings may be scheduled in a need-based manner.
3. Agenda: Secretary to prepare the agenda, get it reviewed and approved by the President and publish it for EC one week prior to the scheduled meeting day.
4. Minutes: Secretary to record written minutes, get it reviewed and approved by the President and publish it for EC within one week after the monthly meeting.

### **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 election to the Executive Committee is held, the current IAGB Officers shall appoint the current BOT as the default Election Committee.
2. 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. The timing of the appointment of the Election Committee will be in accordance with the calendar set forth in Section 2 below.
3. 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).
4. The Voting Members shall be notified of the nominees following the Election Calendar.
5. 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.
6. In the event of more than one candidate for the position of Officers or more than eleven (11) 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.
7. The Election Committee will also be charged with conducting the elections and ensuring 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 - Election to the Executive Committee.
  - On or before October 1 - 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.

## **ARTICLE XIII**

### **BOARD OF TRUSTEES**

#### **SECTION 1. COMPOSITION**

The Board of Trustees shall consist of three members who shall be elected in the manner set out below.

The current President of the Association shall act as a liaison between the Board of Trustees and the Executive Committee of the Association. The President can attend the meetings of the Board of Trustees as needed but shall not have voting rights on decisions taken by the Board of Trustees\*

#### **SECTION 2. TERM**

Each member of the Board of Trustees shall be elected for a six-year term (exception\*)

#### **SECTION 3. RESPONSIBILITIES OF THE BOARD OF TRUSTEES**

The Board of Trustees (henceforth referred to as BOT) brings unique knowledge and skill to govern the organization more effectively. It serves to make strategic decisions and recommendations for current operations. The Board of Trustees shall be responsible for the following functions:

- (a) Monitoring the Association's operations and ensuring EC actions/initiatives align with the organization's mission and vision statement.
- (b) Monitoring the operations to verify that they are in keeping with its long-term objectives and making recommendations to the Executive Committee to align the operations to long-term goals if needed.
- (b) Reviewing the long-term needs of the Association's membership and making recommendations to the Executive Committee for necessary actions.
- (c) Reviewing the standards in place for various activities of the Association and, after discussion with the Executive Committee, recommending new standards or modified standards and monitoring their communication medium. These activities shall relate (but are not necessarily limited) to membership administration, communication, elections, database maintenance, accounting, publication of communication media, conventions, fundraising, etc.
- (d) Monitoring the activities of the various ad hoc Committees, commissions, or advisory bodies set up by the Executive Committee to undertake multiple tasks related to the operation of the Association.
- (e) Providing support to the Executive Committee in their operations.
- (f) Ensuring that all members of the Executive Committee and Board of Trustees, volunteers, and appointees follow the Code of Ethics and Code of Conduct adopted by the Association and identifying any deviations from the Code of Ethics and Code of Conduct to the Executive Committee.
- (g) Assisting the Association in fund-raising and public relations activities (as in representing IAGB and enhancing IAGB brand within the Indian community and beyond).
- (h) Monitoring the tangible, intangible, and intellectual assets of the Association.
- (i) Reviewing the budget proposed by the Executive Committee and making recommendations, if any.

- (j) Monitoring Organization's Executive funds and conducting periodic financial reviews to make sure that expenses are within budget.
- (k) If warranted, suggest an amendment to the Articles of Incorporation and By-Laws to the Officers of the Executive Committee to enhance the abilities of the Association to meet stated goals and purposes.
- (l) Review all contracts, memorandums of understanding, and agreements executed by the Association to ensure they are within the Association's policy and protect the organization's assets. Recommending any needed changes to the Executive Committee.
- (m) BOT will call upon a handover meeting from the outgoing EC to the newly elected EC within 30 days of the newly appointed EC election.
- (n) The BOT and the acting officers (President and Vice President) should review the operations of the organization on a quarterly basis.
- (o) BOT will by default, form the Election Committee for the upcoming/new EC. If a trustee is not available, IAGB Officers will appoint a new person to the Election Committee. (must be a senior member of the association, such as past Presidents, past EC members, etc.)

The Officers of the Executive Committee shall review any recommendations made by the Board of Trustees for enforcement; provided, however, the Officers may overrule the recommendations of the Board of Trustees.

In case either the Board of Trustees or the Officers are concerned that the actions of the other violate the Articles of Incorporation or these By-Laws or may cause material harm to the Association, they shall have the right to call a meeting of the General Body.

#### SECTION 4. ELECTION OF BOARD OF TRUSTEES

- (a) A candidate for a position on the Board of Trustees should be a member in good standing.
- (b) The candidate should have previously served as the organization's president. Appointing EC officers can take exception to this rule with 100% of the approval from the rest of the BOT members.
- (c) The members of the Board of Trustees shall be elected by the 4 Officers of the Executive Committee and 3 members of the Board of Trustees.
- (d) The most current outgoing president will be the default candidate. In the event a President declines to join then he/she will bring in 3 credible candidates to present to the EC for the vote and the most voted candidate will fill that role; 3 credible candidates could be the 3 officers or any member in good standing.
- (e) \*First-time Board of Trustees will be appointed for 2, 4, and 6 years, respectively. All later appointments after the first BOT appointment will be for 6 years.

#### SECTION 5. RESIGNATION OR REMOVAL

A member of the Board of Trustees may resign at any time upon written notice to the Board of Trustees. In the

event of such automatic removal or resignation or the death of a member of the Board of Trustees, the remaining members of the Board of Trustees, along with Officers from the Executive Committee, shall find a replacement who shall serve until the first to occur of the expiration of the remaining term of the deceased, removed or resigned member. This term will not be counted towards the new Board of Trustee member's 6 -year period, which otherwise is binding.

A member of the Board of Trustees may be removed as follows:

(a) The removal of a member of the Board of Trustees must first be approved by the rest of the Board of Trustees and Officers of the Executive Committee by anonymous vote.

(b) The members of the Board of Trustees can be removed by calling the General Body Meeting and voting.

#### SECTION 6. MEETINGS

The Board of Trustees shall hold quarterly meetings as agreed mutually.

#### SECTION 7. INFORMAL ACTION BY WRITTEN CONSENT

Any action required or permitted by the BOT to be taken at a meeting may be taken without a meeting if written consent setting forth the action so taken shall be signed by all the members of the BOT who would be entitled to vote with respect to such matter and delivered to the acting EC for inclusion in the minute book.

## **Annexure 1**

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

The IAGB executive committee may endeavor into the following initiatives/activities (but not limited to) with sub-committees for each initiative. The executive committee may revise or come up with additional activities and initiatives as needed.

- Civic Engagement: Civic purposes by organizing apolitical forums, voter education, and voter outreach to encourage to vote; educating the Indian American community on local /State and Federal policies that affect them; to create awareness in a non-partisan way. Additionally, may provide a platform for Indian Americans and others running for officers for stronger community presence.

**Association shall not endorse or participate in promoting any political party agenda nor should it influence any legislative activities.**

- Youth and NextGen Engagement: An initiative involving Indian American youth to connect, engage, empower, and build a bridge between current and next generation.
- Senior Interactions: A platform to provide help and social interactions, educate about the available resources including health and wellness, and various activities aligning with the changing needs of our seniors.
- Crisis Assistance: provide assistance to the community members in the hour of need and/or mobilize the community members during emergencies in the best interest of the Indian American community.
- Community Service: mobilize the organization's strength and community resources to serve the needy in adopted the land of the USA and motherland, India.
- IAGB can continue to take lead, to collaborate with New England community organizations, to benefit the greater Indian American Community.

- The executive committee may have additional initiatives or sub-teams, such as marketing, website & technology management, fundraising & sponsorships, newsletters & magazines to carry out the organization's objectives and responsibilities.

## **Annexure 2**

### **IAGB EC CODES OF ETHICS AND CONDUCT**

IAGB is committed to conducting its activities lawfully and in compliance with Section 501(c)(3) and M.G.L. Chapter 156B. IAGB operations have grown significantly, and the scope and pace of the work requires IAGB Executive Committee\* members (here in after referred as EC) to move quickly and consistently with IAGB Articles and IAGB values.

This code is not meant to be a complete list of ethics and professional conduct covering every eventuality. It provides basic principles and guidance for EC members' actions.

### **PURPOSE**

This Code of Conduct and Ethics is to give a broad and clear understanding of the conduct expected of EC members when IAGB EC members are acting as IAGB representatives

### **CODES OF ETHICS AND CONDUCT**

1. As a nonprofit organization at the forefront of Greater Boston's Indian Community organization, IAGB's policy is to uphold the highest legal, ethical, and moral standards. IAGB EC members agree to careful observance of all applicable laws and regulations, as well as uphold the highest standards of conduct and personal integrity and refrains from any illegal, dishonest, or unethical conduct; to act professionally.
2. EC members should avoid any conflict of interest while conducting official duties. If such a situation arises, to maintain loyalty EC members should excuse themselves from the decision-making process and partaking in activities involving conflict. Actual or apparent conflicts of interest in our relationships in the community must be appropriately managed through disclosure.
3. EC members should not use their positions to obtain unreasonable or excessive services or expertise from IAGB or other organizations involved.
4. EC members shall conduct their organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.
5. EC members are expected to work towards greater goals and the benefit of the organization and not for personal gain and or recognition. No such benefit should be fetched or expected by conducting IAGB business in person or on social media.
6. Each EC member must treat others with respect. In general, the use of good judgment based on high ethical principles should guide EC officers and directors to achieve acceptable conduct. Under circumstances where it is difficult to determine the proper course of conduct by an individual or a few, the matter should be brought to the attention of the President. Proven or witnessed disrespectful behavior, untoward use of gesture, words, phrases, and/or any other expression of the same shall result in consequences such as a motion by the President to terminate the EC member and open the motion to the

entire EC to vote. In all questions involving ethics and conduct, that need relevant determinations, except the concerned individual whose conduct is at issue, will not participate in such votes/decision-making.

7. Confidentiality: EC members must respect and protect privileged information to which they would have access to, in the course of their official duties.

EC members commit time and resources/skills to accomplish the tasks assigned. If EC members are unable to carry out the assigned tasks for any reason, should seek help from others in the team. In case of prolonged inability to carry out the assigned tasks, should consider relinquishing the position for the best interest of the organization.

8. EC Members must honor the democratic process and support the final decisions of the team — even if one or more individuals may disagree with the team. Every member owns and carries out the responsibility for decisions made as a team.
9. Social Media posts - EC members should adhere to IAGB's social media rules and should be mindful and cautious of personal social media posts that might impact the organization in any way, directly or indirectly. In such cases, EC members should use the best judgement and be sure to make it clear that the views and opinions are personal.
10. EC Members work cooperatively with each other, always striving to be — or become — genuinely united in IAGB's actions and decisions.
11. Each EC member must treat others with respect and respect the opinions of and the differences among individuals. Serve the community with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
12. EC members shall conduct their organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.
13. EC members should be fair and just in all the decisions and dealings and should avoid any favoritism in carrying out the organization's activities.
14. EC members' IAGB email address should be used for IAGB activities and organization related internal and external communication ONLY.
15. Any IAGB property (tangible or intangible) in possession of EC members should be turned into the President or the next committee no later than 30 days from the end of the EC members' current serving term.
16. In general, the use of good judgment based on high ethical principles should guide EC officers and directors to achieve acceptable conduct.

**END**  
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