

CONSTITUTION
India Association of the Triad, North Carolina

Article I – NAME

The name of the organization shall be the “India Association of the Triad, North Carolina”. It is referred to simply as “IAT-NC” in the document.

The address of IAT-NC shall be the address of the President of the Executive Committee.

Article II – OBJECTIVES AND ACTIVITIES

Objectives:

1. The Association shall strive to promote social, cultural and educational interests of its members, develop understanding between members of the Indian community and such other residents of the Triad as are interested in the welfare of this community, and make the latter aware of issues of concern to the Indian community.
2. The Association shall help to promote Indian languages and cultural traditions as essential components of multiculturalism in the Triad.

Activities:

For achieving its objectives, the Association:

1. Shall organize social, cultural and educational activities and sponsor/participate in other programs as may be of general interest to its members.
2. Proposes to operate as registered a non-profit charitable organization (tax-exempt) and any such accretion shall be used to promote these objectives and none of the income shall be available for the personal benefit of the members.
3. Shall become a vehicle of expression and representation for the members of the Indian community in the Triad area with regard to their legitimate concerns and interests.
4. Shall co-operate with and assist other agencies/organizations with similar objectives in all possible ways to serve the best interests of the community.

Article III – MEMBERSHIP

1. Membership is open to all those subscribing to the objectives of IAT.
2. There are two types of membership: *Individual membership* – for any adult individual 18 years or older, and *Family membership* – for individuals living in the same household.
3. Each *Individual member* shall have one vote.
4. For each *Family membership*, two adults (as specified in the membership application) shall have one vote each.
5. Each member is eligible to serve on the Executive Committee.
6. Membership forms shall be made available in the first two weeks of December for annual membership for the next year. Membership forms shall also be available as required throughout the whole year as well.
7. Each member is required to sign the Code of Conduct.

Article IV – BOARD OF DIRECTORS

1. *Composition of the Board of Directors.*

The Board of Directors (BOD) shall consist of six elected members. In addition there will be two more members; the past President of the Executive Committee and the current President of the Executive.

Board members should be with diverse backgrounds, expertise, and perspectives. Diversity includes characteristics like ethnicity and gender. Board shall strive to include at least two members from opposite gender and at least one individual with knowledge of accounting/ finance background.

2. *Election & Term of Office of the Board of Directors.*

- a. BOD member must be a member of IAT.
- b. BOD member will be elected by the IAT members at a General Body Meeting (GBM) by simple majority based on the nominations submitted by the IAT members. If the number of nomination (self or by somebody else) is equal to the vacancy, the person would be elected to the board unopposed. In case of nominations are less than the vacancy, the Board can select person(s) for such vacancies unanimously or by a majority

vote. Any member nominating or being nominated for the Board should be an IAT member.

- c. The term of each member of the BOD (except the past president of the Executive Committee) will be for two years. No member could serve on the BOD for more than two consecutive terms. However, after a gap of one year, one can file nomination for a BOD member position.
- d. The past president of the Executive Committee will serve a term of one year.
- e. Two members of the BOD will be elected each year in a staggered fashion, ensuring continuity amongst the members.
- f. Nominations for membership to the BOD shall come from any member(s) of the Association.
- g. At the last meeting of the calendar year the Board shall elect a Chair for the next year.
- h. Chairman of the Board shall serve a maximum of one year.

3. Duties of the Board

The BOD has ultimate legal and fiduciary responsibility towards IAT-NC. The BOD is responsible for the overall growth and survival of IAT-NC. The Board *will not* be involved in the day-to-day running of the IAT-NC. In order to fulfill these responsibilities,

- a. The BOD will maintain the Constitution (this document).
- b. The BOD shall call for nominations of the Executive Committee President and the BOD members.
- c. The BOD shall facilitate in selection of Executive Committee members in collaboration with the President. Final selection will be done by the President. However, in case of any conflict or dispute, final decision will be as per BOD.
- d. The BOD shall be responsible to appoint a General Secretary/Ombudsman who will ensure that a fair process takes place for the election of the Executive Committee President and the BOD members.
- e. The BOD in collaboration with the Executive Committee shall oversee the maintenance of proper books of accounts,

Corporate records and all requirements under IRS 501(c)(3) tax exempt status and other applicable North Carolina Statutes.

- f. The BOD shall be responsible for appointing the Auditor (if required by the NC General Statute/ IRS requirements. Otherwise, based on the BOD resolutions.
- g. BOD will be responsible for appointment of Finance, Audit Committee and other Committees as and when required with minimum two BOD members
- h. In case of conflict of interest, a BOD member must recuse oneself from the deliberation and voting on that issue.
- i. The BOD will oversee the actions of the Executive Committee. The BOD has authority to replace any Executive Committee member midterm if the actions of the member are deemed detrimental to the IAT. The BOD has also the authority to dissolve the entire Executive Committee after calling/consulting the IAT General Body in case of extreme and egregious actions by the Executive Committee.
- j. In the absence of an Executive Committee, the BOD will conduct the affairs of the IAT-NC.

4. *Removal of the Board Member*

- a. BOD members can be removed by IAT members in a special meeting/ GBM having quorum of 1/3 of total or 40 members present with 2/3 majority.
 - b. BOD member shall be removed in case he/she does not attend more than three consecutive BOD meetings, subject to valid reason for not attending and approval from the BOD. Appointment of such vacancy will be done by the existing BoD members by simple majority for the balance term. This position will be re-elected during the next GBM.
5. The BOD will conduct minimum of one meeting per quarter during the year. The BOD can call additional meetings with a two-week notice.
6. The BOD, in consultation with the Executive Committee, will convene at least one meeting of the General Body of the IAT-NC in order to conduct elections.

Article V – EXECUTIVE COMMITTEE

1. The executive committee shall be comprised of 8 officers: President, Vice President, Treasurer, Social Secretary, Editor, Youth Representative, two Student Representatives from Triad Colleges and Universities. The President will be elected by the IAT members in a General Body Meeting by a simple majority. Following his/her election, the President will select his/her team members. Each member of the executive committee would require a confirmation from the BOD. The term of the President and the executive committee would be for one year.

a. The President:

- i. Is the chief executive and the spokesperson of the Association.
- ii. Shall call, adjourn and preside over all Executive, General/Special Body Meetings.
- iii. Shall be an Ex-Officio member of all sub-committees, task forces, ad-hoc committees or any committee of a special nature.
- iv. Shall be a signing authority on all checks.
- v. Shall have a casting vote in the Executive, whereas in General Body Meetings shall vote like other members.
- vi. Or his designate shall represent the Association on other organizations and committees external to the Association as required.
- vii. Shall attend meetings of the Board of Directors and act as liaison between the BOD and the Executive Committee.
- viii. Shall serve a maximum of two consecutive terms. After a gap of one year, one can file the nomination for the President.

b. The Vice President

- i. Shall perform the duties of the President in his/her absence or inability to act.
- ii. Shall become the President should that office for any reason become vacant.

- iii. Shall give at least one week's notice for Executive Meetings and at least three week's for General/Special Body Meetings. Executive meetings of urgent nature may be called by the General Secretary on the authorization of the President without giving advance notice.
- iv. Shall be responsible for maintenance of accurate, up-to-date records and minutes of all meetings of the General/Special Body and Executive Committee.

c. The Treasurer

- i. Shall be the financial advisor of the Association, shall prepare budgets in consultation with the Executive and shall maintain accurate and up-to-date records of all financial transactions of the Association.
- ii. Shall collect membership dues.
- iii. Shall have signing authority on all checks.
- iv. Shall sign all checks pertaining to expenses of the Association.
- v. Shall provide an accurate audited report of the financial transactions during the year at the General Body Meeting

d. The Social Secretary

Shall coordinate cultural activities in consultation with other members of the Executive Committee

e. The Editor

- i. Shall be responsible for the publication and dissemination of the Association Newsletter.
- ii. Shall be responsible for maintaining an up-to-date mailing list for the Association.

f. The Youth Representative

- i. Shall organize youth programs in consultation with the Executive committee.

g. Student Representatives

- i. Shall act as liaisons between students at Triad Universities and Colleges and the Indian community of the Triad.
 - ii. Shall organize cultural programs and other events targeting students.
2. Term of Office of the Executive Committee
 - a. The term of the Executive Committee will be one calendar year (Jan 1 to Dec. 31).
 - b. Elections of the members of the Executive Committee will held during a General Body Meeting during the November or December of the prior year.
 - c. The members of the Executive Committee shall be elected by a simple majority of members present at the Annual General Body Meeting.
 - d. All members of the Association who are in good standing shall have the right to vote and seek election to the Executive Committee.

Article VI: QUORUM

The quorum for the meetings of the Executive Committee shall be five (5) members; for the General Body Meetings it shall be one-fifth (1/5) of the membership, or twenty-five (25) members, whichever is less. If any of these meetings do not have a quorum at the scheduled time, a waiting period of up to thirty (30) minutes shall be allowed. Once the quorum is reached and declared so by the President, the meeting shall be valid even if attendance drops.

Article VII: NO-CONFIDENCE MOTION

The members of the Association shall have the right to propose a motion of no-confidence against any or all members of the Executive Committee:

1. Such a motion shall be in writing and signed by at least one-fifth (1/5) of total membership or fifty (50) members whichever is less. A no-confidence motion shall be dealt with at a General/Special Body Meeting called for this specific purpose and shall require a two-thirds (2/3) majority vote indicating no-confidence. The notice for such meeting shall be mailed at least three (3) weeks prior to the date of the Meeting.
2. A chairperson for such a meeting shall be elected by members present at the meeting initially convened by the Board of Directors.

3. Should a no-confidence motion be carried, the members shall elect a new officer or officers or a new executive, as the cases may be, for the remaining term.

Article VIII: AMENDMENTS

Amendments to the Constitution shall be made according the following rules:

1. Any member of the Association can serve a motion for the amendment of the Constitution/By-laws in writing duly seconded to the General Secretary.
2. The General Secretary shall collect such requests and circulate the proposed amendments amongst the members at least three (3) weeks in advance of the General/Special Body Meeting.
3. Two-thirds (2/3) majority of the membership in attendance shall be required to approve such amendments at the General/Special Body Meeting.

Article IX: DISSOLUTION

1. The Association may be dissolved with the will of the membership or due to lack of interest therein, as set out in section 11 of the By-laws.
 - a. A notice in case of dissolution of the Association shall be circulated to the membership at least four (4) weeks prior to calling the Special General Body Meeting. The quorum for such a meeting shall be one-third (1/3) of the membership and dissolution can only be approved by a two-third (2/3) majority in attendance.
 - b. The Association can also be dissolved if the membership shows a complete lack of interest which is evident as under:
 - i. that an Annual General Body Meeting had to be adjourned for lack of a quorum.
 - ii. that the second General Body Meeting called with due notice also had to be adjourned for lack of a quorum.
 - iii. that the third General Body Meeting called did not produce the required quorum.

In that event the Association shall be considered as dissolved. The Executive, instead of the General Body, shall determine the

disposition of property and assets of the Association as set out in Article 14 (2) of the Constitution.

2. On dissolution of the Association, its property and assets after liquidation of all liabilities shall be distributed as the membership in the General Body meeting shall decide (or the Executive, as the case may be), provided that no part of the assets and/or of the undisbursed portion of any grant(s) made available to the Association by contributing agencies is returned to the Contributor(s).

Article X: Conflict of Interests

BOD members & Executive Committee members are required to sign Conflict of Interests annually.

Article XI: Rights to information & Inspections of records

Members of the association will have right to information and inspect Corporate records.

Article XII. Indemnity

Unless otherwise prohibited by law, the Association [may] [shall] indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify, against any and all expenses and liabilities arising under IRS 501(c)(3) tax exempt status and other applicable North Carolina Statutes incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director and officer. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Association for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director or officer. The Association may advance expenses or, where appropriate, may itself undertake the defense of any director, or officer. However, such director or officer shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Bye-law. In case of any conflicting and/or any contradictory language in any of the clauses mentioned,

Approved by GBM, July 12, 2014

we will be guided by North Carolina General Statutes, Chapter 55A: North Carolina Non Profit Corporation Act.