



India Association of Minnesota

P.O. Box 130158

St. Paul, MN 55113

☎ 651-321-3421

✉ president@iamn.org

BY-LAWS OF THE INDIA ASSOCIATION OF MINNESOTA

PREAMBLE

Whereas a number of people and families of Asian origin and heritage from India and around the world have become residents of Minnesota, USA, be it resolved that a secular organization be formed to preserve the culture and heritage of India, to foster friendship and unity among community members and organizations, to advance the educational, cultural and charitable interests of the community and to represent the community to the people of Minnesota, USA. This shall be a Not-for-Profit, Non-Religious, and Non-Political Organization.

ARTICLE I - NAME AND OFFICE

- 1.1 The name of this organization shall be the India Association of Minnesota, Inc. hereinafter referred to as "IAM".
- 1.2 IAM has been registered as a Not-for Profit Corporation in the State of Minnesota, USA.
- 1.3 IAM's principal office address is as follows:

IAM Inc.
P.O. Box 130158
St. Paul, Minnesota 55113
- 1.4 IAM's principal office may be changed by 2/3 majority of the IAM Board or as be required by state or federal law.



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ARTICLE II - PURPOSE/OBJECTIVES

- 2.1 IAM shall be operated exclusively for educational, cultural and charitable purposes including but not limited to:
 - 2.1.1 Preserve, stimulate and advance cultural and heritage values of people of Asian Indian origin.
 - 2.1.2 Promote and organize cultural, educational and charitable activities beneficial to the members of IAM and the community at large.



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- 2.1.3 Educate the community at large about India's diversity, heritage and cultural values for better understanding and appreciation of diversity and multi-cultures.
- 2.1.4 Encourage, sponsor and/or support community service and charitable activities in Minnesota, India and elsewhere.
- 2.1.5 Work with other ethnic and community organizations on issues of common interest.
- 2.1.6 Maintain liaison with other organizations of similar interests in other parts of USA.
- 2.1.7 Raise the awareness of the IAM and contributions of the Asian Indian community in the news media, in academic institutions, in business, and in matters of public policies.
- 2.1.8 Work towards establishing an India Center for facilitating community resource center, media resources, museum, library and activity hub for youth, adults, etc.
- 2.1.9 Encourage and support special programs and activities for youth, women, and senior citizens.
- 2.1.10 Enable connections between Asian Indian Organizations with other ethnic, business, government and public policy institutions

ARTICLE III - ORGANIZATION

- 3.1 IAM shall be governed by the framework defined in these Bylaws and any applicable regulations of Minnesota state and US federal governments. If a conflict arises in the interpretation of these Bylaws, the ambiguity shall be resolved by the Trustee Advisory Council.
- 3.2 To carry out the purposes described in Article II, IAM shall have the right to enter into contracts, including leases, to receive, hold, use, disburse and dispose of all money and property of every name and nature donated, bequeathed, devised, conveyed or transferred to it, and to do and perform any and all acts necessary or incidental to the carrying out of such purposes.



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- 3.3 IAM shall not be operated for profit nor shall any of its funds be distributed in the form of dividends or other distribution to any member nor be donated to a corporation or an association organized for pecuniary profits

ARTICLE IV - MEMBERSHIP

- 4.1 Membership in IAM shall be granted to any individual who
- 4.1.1 Subscribes to the objectives of IAM and wishes to further its cause,
 - 4.1.2 Receives approval of the Board of Directors and
 - 4.1.3 Pays the required annual dues prescribed by the Board.
- 4.2 Membership Classification:
- 4.2.1 Individual Membership shall be granted to any individual who has attained the age of 18 years and over, and as such is entitled to one vote.
 - 4.2.2 Family membership shall be granted to any family (husband, wife, and unmarried children under 21 years of age). The family unit will have one individual vote for the husband and one vote for the wife, similar to individual membership. This unit shall consider as single entity for purposes of payment of dues and mailing of notices, newsletters, etc. The unmarried children do not receive a vote through this provision. Children of 21 years of age or above shall take a separate membership.
 - 4.2.3 Lifetime Membership shall be granted to the above Individual and Family membership classifications by the respective members paying a lump sum amount once as prescribed by the board. No annual dues shall be required of Lifetime Members.
- 4.3 Election of Members: Application for membership, accompanied by the membership dues in advance, shall be made to the IAM Secretary and/or Treasurer who shall make the appropriate recommendations to the Board of Directors. The Board of Directors shall be vested with the sole authority to accept or reject an application for membership. In the event an application is rejected, the Board shall promptly notify the applicant of its decision and return the dues, if paid, to the applicant. After registration,



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within 31 days, the person will get denial in case. If no denial is received the membership is considered to be in good standing.

- 4.4 **Rights and Privileges:** All members in good standing shall be entitled to the same rights and privileges, stated in these Bylaws. Members who have paid IAM membership dues or other fees shall be entitled to voting privileges in electing the board of directors and any matter put forward for election by the board of directors at annual General Body Meeting. The members in good standing shall be entitled for voting privileges in special meetings of all member categories either in person or through electronic medium for any out of the ordinary decisions. IAM members in good standing are eligible to be elected as a board of director or as an Officer of the Board or appointed to any other committees of IAM, if meets the respective eligibility criteria. IAM members may attend a regular or special Board Meeting upon approval from Officers of the Board. All rights and privileges of a member are vested solely in the member and may not be delegated or transferred.
- 4.5 **Suspension:** In the event that a member does not pay the membership dues within sixty (60) days of the due date, all rights and privileges of membership in the IAM shall be suspended, until the membership dues are paid.
- 4.6 **Termination:** Membership in IAM shall be terminated upon the death of the member or by the member's voluntary submission of a written request.
- 4.7 **Expulsion:** A member may be expelled from the IAM membership only upon action taken by the Board for violations of any bylaws or harm to the interests of IAM by the member. Such action may be initiated by any IAM Board of Director by filing of written charges and supporting evidence with the Board.
- 4.8 **Membership Dues:** The Board at its discretion may prescribe the amount of membership dues, changes in the dues, and levy any additional charges to the membership, and such changes shall remain effective until modified by simple majority vote of the Board.

ARTICLE V - GENERAL BODY MEETING

- 5.1 **Annual Meeting:** The annual General Body (all Membership categories) meeting of the IAM members shall be held in the last quarter of each year. The actual date, time and place shall be determined by the Board and Trustee Advisory Council.



- 5.2 Special Meetings: Special meeting of the General Body may be called by the resolution of the Board or by the written request to the Secretary from twenty-five percent (25%) or more of IAM members in good standing.
- 5.3 Notice of Meetings: At least 14 days advance notice of all meetings by letter, E-mail, IAM newsletter or through the IAM web site shall be given by the Secretary setting forth the place, date and time of the meeting and, in the case of a special meeting, the purpose thereof.
- 5.4 Quorum: At least 20 members in good standing is required to be present at the annual or special meeting of the General Body.
- 5.5 Meeting Topics: Main agenda of the annual General Body meeting is to elect the Board of Directors and Trustee Advisory Council members for the coming year. To bring up any other topic for either discussion or for voting, the topic need to be submitted to IAM secretary at least 7 days prior to the meeting and should be approved by simple majority of Board of Directors.
- 5.6 The members shall fix their own rules of procedure, but until they do, Robert's Rules of Order shall govern proceedings.
- 5.7 At each annual meeting, IAM members shall elect nominees put forward by nominations committee to serve on the Board, and on the Trustee Advisory Council and shall take up any other business properly coming at the meeting.

ARTICLE VI - BOARD OF DIRECTORS

- 6.1 The Board of Directors (Board) shall consist of those individuals elected by the membership at the annual meeting. The maximum number of the elected Board of Directors shall be limited to twenty-one (21), and the minimum shall be eleven (11).
- 6.2 The Board of Directors are also termed as Board Members or Members of the Board.
- 6.3 Term: Any IAM member in good standing is eligible to be a candidate for the annual election to the Board. No member of the Board shall be eligible for more than three (3) consecutive annual terms without an interval of at least one year off the Board, except the Officers of the Board. These three officers of the Board (Vice-president, Secretary and Treasurer) of IAM may be eligible to be on the Board for a maximum of five (5)



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consecutive terms, with a maximum of 3 consecutive terms as an officer of the Board. Officer of the Board, President of IAM may be eligible to be on the board for a maximum of six (6) consecutive terms with a maximum of 4 consecutive terms as an Officer of the Board.

6.4 Responsibilities:

- 6.4.1 The Board shall manage the property and affairs of IAM. 6.4.2 The Board may execute all business of IAM that does not require action by the full membership of IAM or by the Trustee Advisory Council.
- 6.4.3 In general, the Board shall establish policies of IAM, directives to officers and committee chairpersons and implement programs to fulfill its objectives.
- 6.4.4 The Board shall act on the guidelines developed by the Trustee Advisory Council on long range planning, fund raising, India Center Development, permanent record keeping, etc.
- 6.4.5 The Board and Officers of the Board shall cooperate, assist and work together with the Trustee Advisory Council.
- 6.4.6 Each Board Member shall act in good faith, make an informed business decision and exhibit the exercise of discretion in impartial disinterested manner. Each Board member shall sign a No-Conflict of Interest Statement for dealing with IAM matters.
- 6.4.7 Each Board member shall join one or more committees of IAM.
- 6.4.8 Meeting Attendance: See Article 6.10.
- 6.5 All members of the Board serve on a voluntary basis and will be reimbursed only for authorized out-of-pocket expenses incurred on behalf of IAM and on submitting actual expense receipts to the Treasurer.
- 6.6 The Board shall have the power to fill vacancies which may occur between the annual meetings, both in the Board of Directors and in the Trustee Advisory Council, for a term expiring at the next annual meeting of the members. Eligibility requirements shall be met as described under Article 9.9 and Article X.
- 6.7 Meetings: The time and place of regular meetings of the Board shall be at the discretion of the Board. Special meetings of the Board may be called by the President, at his/her discretion, or at the written request of seven (7) members of the Board to the Secretary.



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- 6.8 Notice Of Meetings: Minimum five (5) days advance notice of all meetings shall be given by the Secretary to all members of the Board setting forth the place, date and time of meeting and, in the case of a special meeting, the purpose thereof by letter, e-mail.
- 6.9 Quorum and Majority Vote: A minimum of one third (1/3rd) of the members of the Board of Directors shall constitute a quorum for the transaction of business. The majority vote of the Board members present in person shall be necessary for the adoption of any matter, except as otherwise provided in these Bylaws. If the transaction of business at the meeting is postponed due to lack of a quorum, the President, at his/her discretion, may call a special meeting after five (5) days in which the quorum will not be considered to transact the business. However, a timely written notice of such special meetings, starting time, day, place and its specific business purpose shall be given at least five (5) days before such meeting time to the Board members by the Secretary by letter, e-mail.
- 6.10 Meeting Attendance:
- 6.10.1 Attendance at each Board meeting by each Board member is mandatory except that absence may be excused due to out-of-town situations, illness, conflicts and emergency situations. Board member shall call the Secretary in advance of each meeting if he or she cannot attend the meeting and reason thereof followed by letter, e-Mail. The Secretary shall forward the roster of meeting attendance and excused absence details to the other officers of the Board.
- 6.10.2 The Board member is automatically terminated from the Board for the remaining term, after three (3) unexcused Board meeting absences in a term.
- 6.10.3 The Secretary shall inform the Board of such termination with records of unexcused absences. The terminated member may appeal in writing to the Board whose decision will be final. The Board may consult the Trustee Advisory Council prior to its decision.

ARTICLE VII OFFICERS OF THE BOARD

- 7.1 A President, a Vice President, a Secretary, and a Treasurer shall constitute the Officers of IAM Board. All Officers shall be elected members of the Board and shall be elected by



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the Board for the next term right after the annual General Body meeting. One person shall hold one position of the Officers of the Board.

- 7.2 The President: The President shall be the chief executive officer of IAM and shall have general direction of the affairs of IAM and general supervision over its several officers and committees, subject however, to the control of the Board. He/she shall, from time to time, report to the members, to the Board, and to the Trustee Advisory Council on any matter of IAM interest; shall preside at all meetings of the members and at all meetings of the Board; shall sign and execute in the name of IAM all contracts, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated or permitted by the Board or by these Bylaws to some other officer or agent of IAM. The President may not serve more than one term during their lifetime. The immediate past President shall continue as a member of the Board automatically for 3 months after serving his/her term and may join Trustee Advisory Council after that.
- 7.3 The Vice President: The Vice President shall exercise the powers and perform all the duties of the President's office in the absence of the President. It is expected that the Vice President will be a candidate to the office of President on the expiration of the term of the current President. Vice President shall demonstrate leadership in operations and in more than one committee of IAM and show case eligibility to be President for the following year. The Vice President shall maintain the IAM membership roster or make sure it is maintained by the membership committee.
- 7.4 The Secretary: The Secretary shall give notices of meetings to the members and to the Board, as prescribed in these Bylaws, and to Committee Chairpersons as requested by the President. The Secretary shall keep and publish the minutes of meetings of IAM. The Secretary shall maintain, a roll call of attendance, and such books, papers, and records as the Board may direct, which shall be open to inspection by any member of the Board or Trustee Advisory Council. The secretary shall keep tab of IAM properties and own responsibility to safeguard them.
- 7.5 The Treasurer: The Treasurer shall receive all funds, including dues, fees, charges, and other assessments and shall deposit such funds in the name of IAM in banks or other depositories. He/she shall disburse funds only as authorized by IAM Board, keep appropriate records of receipts and expenses and exhibit such records at reasonable times to any member of the Board and Trustee Advisory Council. The Treasurer shall make a full financial report at the annual meeting of IAM. In addition, the Treasurer shall



complete, execute and file any statements or returns incidental to federal or local taxation. In addition, the Treasurer shall prepare and present a quarterly, or more frequent if so directed by the Board, financial statement, to the Board. The Treasurer shall be authorized to sign checks on behalf of IAM.

- 7.6 Election of Officers: Subsequent to the annual General Body Meeting, the newly elected members of the Board for the new term shall elect the IAM officers (President, Vice President, Secretary and Treasurer) for the new term. Refer to Article 10.5 for Officers Election. In case of vacancy for the offices of Vice President, Secretary or Treasurer, the Board may fill or keep vacant the post during the term.

ARTICLE VIII – NON-VOTING BOARD OF DIRECTORS

- 8.1 Honorary Board of Directors shall be an IAM member in good standing and shall help take forward IAM goals and objectives.
- 8.1.1 There is no limit on number of Honorary Board of Directors in a given term
- 8.1.2 Honorary Board of Directors may attend Board meetings, but cannot vote
- 8.1.3 Honorary Board of Directors shall lead a committee or shall be engaged with IAM
- 8.1.4 Members of the Board or Board of Directors does not constitute Honorary Board of Directors
- 8.2 Associate Board of Directors shall be an IAM member in good standing and shall assist Board in carrying out IAM operations and/or strategies.
- 8.2.1 The number of Associate Board of Directors in a given term shall be limited to 9
- 8.2.2 Associate Board of Directors shall attend at least half of Board meetings in a term, however shall not be eligible to vote on matters.
- 8.2.3 Associate Board of Directors shall lead a committee or shall be engaged with IAM
- 8.2.4 Members of the Board or Board of Directors does not constitute Associate Board of Directors
- 8.3 Intern Board of Directors shall be an IAM member in good standing and shall develop leadership and community participation qualities by working with IAM.
- 8.3.1 The number of Intern Board of Directors in a given term shall be unlimited



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- 8.3.2 Intern Board of Directors shall attend at least half of Board meetings in a term, however shall not be eligible to vote on matters.
- 8.3.3 Intern Board of Directors shall shadow an officer of Board or lead or a sub lead of a Committee and shall perform duties of that role as directed by that person
- 8.3.4 Members of the Board or Board of Directors does not constitute Associate Board of Directors
- 8.4 Nominations of non-voting Board of Directors:
 - 8.4.1 Any IAM member in good standing is eligible to be nominated for any of these non-voting Board of Director categories unless stated otherwise in these Bylaws.
 - 8.3.2 Honorary Board of Director shall be a prominent community member that would provide monetary value to IAM's objectives and operations.
 - 8.3.3 Associate Board of Director shall be an aspirant of Board of Director positions or shall contribute to one or more committees or events.
 - 8.3.4 Intern Board of Directors shall be high school students and aspiring to be leaders or shall be contributing to one or more committees or events

ARTICLE IX - TRUSTEE ADVISORY COUNCIL

- 9.1 There shall be a Trustee Advisory Council consisting of a maximum of seven (7) members elected by the members at the Annual General Body Meeting as follows:
 - 9.1.1 The Trustee Advisory Council shall consist of: Chair, Vice Chair, and a maximum of five (5) members at large.
- 9.2 Duties: The Council shall be responsible for planning of IAM's long-term growth and effective operation. It includes, but is not limited to:
 - 9.2.1 Acting as long term planning body to prepare guidelines and plan for growth of IAM's activities, membership, revenues, and effective operation.
 - 9.2.2 Developing guidelines and plan to preserve IAM's records and property.



- 9.2.3 Facilitating transition of IAM Board after each annual election.
- 9.2.4 Acting as an Audit Committee.
- 9.2.5 Providing interpretation of IAM By-Laws.
- 9.2.6 Acting as a By-Law Review Committee.
- 9.2.7 Working with IAM Board in an advisory role on any issues when requested by the Board.
- 9.3 Term: Any IAM past officer (President, Vice president, Secretary, Treasurer) or any IAM past committee chair-person is eligible to be a candidate for election to the Trustee Advisory Council for one (1) three (3) year term, not to exceed two (2) consecutive terms. Candidates may be eligible again after one year has elapsed from the expiration of the second term. Term of person as a Chair shall be limited to two (2) years.
- 9.5 Election of Chair and Vice Chair: Similar to election of Officers of the Board, the Council members shall elect the Council's Chair and vice Chair succeeding annual General Body meeting.
- 9.5 Trustee Advisory Council Operation:
 - 9.5.1 The Advisory Council Chair-Person shall coordinate all the Council activities including, periodic meetings, planning activities, record keeping, etc. per established goals by the Council.
 - Shall appoint an Audit Committee (as per Article IX) from the Council members each year.
 - Shall appoint a By-Law Review Committee.
 - Shall coordinate with IAM Board and Officers for a unified plan of action on various activities.
 - Shall attend Board meetings when needed or requested by the IAM President.
 - Shall submit the Council budget requirements to the Board.
 - Shall submit Council guidelines to the Board on various activities for effective operation and long term growth.
 - 9.5.2 The Council's Vice Chair shall perform all the duties of the Council's Chair in the absence of the Chair.



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- 9.5.3 Members at Large of the Trustee Advisory Council shall participate in all matters of the Council as established and shall be responsible for the work assigned by the Council Chair. Each member may attend IAM Board meetings when requested but cannot vote on any Board matter.
- 9.5.4 The Council shall operate on meeting protocol, attendance at meetings, quorum, majority vote, and filling vacancy in Council etc. same guidelines as the ones prescribed for the Board.
- 9.5.5 Each Council Member shall act in good faith, make an informed business decision and exhibit the exercise of discretion in impartial disinterested manner. Each Council member shall sign a No-Conflict of Interest statement dealing with IAM matters.

ARTICLE X - COMMITTEES

- 10.1 The Board may establish as many Committees as deemed necessary, except for the Nomination Committee, to carry out IAM business. The Board may alter, revamp or discontinue any committee, except the Nomination Committee or another committee otherwise indicated in these By-Laws.
- 10.2 Each Committee membership shall be reviewed and approved by the Board as required. Each committee chairperson shall be an IAM member in good standing.
- 10.3 Vacancies: Whenever any member refuses an appointment to a Committee or whenever there is a vacancy on any committee by resignation or otherwise, the President shall, with advice of the Committee Chairperson and approval of the Board, appoints another member to said committee.
- 10.4 Removal: Any committee member may be removed by the person, or persons authorized to appoint or elect such member, whenever, in their judgment, the best interest of IAM will be served by the removal, except that the President can remove a committee member only with the approval of the Board.
- 10.5 Attendance at Board Meetings: Committee chairpersons shall attend the meetings of the Board when requested, but are not entitled to vote at such meetings.



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- 10.6 All Committee chairpersons shall report to the President and coordinate their committee activities. At least one member of the Board shall serve on each committee.
- 10.7 Each committee chairperson shall carry out his/her Committee duties/activities as per established and approved goals, keep the records of the Committee activities and shall turn over the documents to the succeeding chairperson or to the Secretary.
- 10.8 Standing Committees:
 - 10.8.1 Program Committee: The Program Committee shall establish policies and guidelines for approval of all programs which will be sponsored or co-sponsored by IAM. The Program Committee shall be responsible to accept, renew, or reject requests from other local organizations for co-sponsorship, co-operation, and participation in activities and programs being organized by them and shall send its recommendations to the Board. IAM may participate in sponsorship if it meets IAM objectives and with the approval of the Board.
 - 10.8.2 Membership Committee: The Membership Committee shall organize and execute membership drives to attract qualified new members who will take active roles in the activities of IAM. It shall broaden the type of membership so as to include all eligible members from all segments of the community to further IAM mission and objectives. The Committee shall provide proper recognition to the new elected members at the meetings and in its publication. The membership list is property of IAM and shall not be shared with or sold to external entities.
 - 10.8.3 Public Relations Committee: The Public Relations Committee shall furnish information to the local press, radio, and TV stations, and elsewhere, on activities of IAM, and see that important activities and programs are publicized in the IAM newsletter and web site. It shall coordinate with the Program Committee and Publication Committee on future events, its prominent guests and their biographical sketches as a basis for preparing information material.
 - 10.8.4 Publication Committee: The Publication Committee shall edit, publish and distribute all IAM publications, including the newsletter and the web-site. They may combine the meeting announcements and other activities and upcoming events in order to create more interest among the members, increase membership, and stimulate attendance at the meetings.



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10.8.5 Audit Committee: The Trustee Advisory Council shall act as an Audit Committee consisting of three (3) members. The committee shall meet in sufficient time to audit the annual report of the Treasurer. The following shall be furnished by the Treasurer to the Audit Committee before January 31 of each year:

- Cash book, ledger, and other books of account.
- Checkbook and bank statements.
- Receipted bills for all expenditures and authorization for the same.
- All inventory of IAM property.

The Committee shall report its findings to the Board by February 28 of each year.

10.8.6 Long Range Planning Committee: The Trustee Advisory Council may appoint or act as a Long Range Planning Committee from time to time, to review IAM current activities and to develop future direction for its growth.

10.8.7 By-Laws Review Committee: The Trustee Advisory Council may appoint a By-Laws Review Committee every three years to review the current Bylaws of IAM for any amendments.

10.9 Nomination Committee: The Nomination Committee consisting of a maximum of five (5) members shall be elected by the members at the annual General Body meeting. The out-going Nomination Committee shall submit the candidate names for the next Nomination Committee along with the nominations for the Board of Directors and the Trustee Advisory Council to the Secretary for announcement to the membership. At the Annual Meeting, additional nominations for the Nomination Committee may be made from the floor by the members. The Nomination Committee shall elect its own chairperson. None of the nominees shall be part of the incoming Board of Directors. Current and incoming Presidents may act as advisors when requested by the Nomination Committee.

ARTICLE XI - NOMINATIONS AND ELECTIONS

11.1 Duties of Nomination Committee:

11.1.1 The Nomination Committee shall prepare a list of candidates which shall include at least one (1) candidate for each vacancy for the Board of Directors and the



Trustee Advisory Council, to be filled by election at the annual General Body meeting.

11.1.2 The Secretary shall furnish the following information to the Nomination Committee by August 31 of each year:

- List of current membership as of July 31.
- List of current Board of Directors with their meeting attendance records.
- List of the Board of Directors for past 5 years.
- List of current Life Members.
- List of past officers and committee chair persons.

11.1.3 The Nomination Committee shall make announcements for nominations and obtain a written application and consent of each candidate to serve, if elected.

11.1.4 The Nomination Committee shall seek advice from the current Officers and the Board for IAM future needs and suggestions for new Board and Council members.

11.1.5 The Nomination Committee shall analyze and consider the needs of IAM and nominate such candidates whose talents and experience will strengthen IAM.

11.1.6 The Nomination Committee shall select the candidates for the Board of Directors such that at least half (1/2) of the candidates are from the existing Board to keep the continuity of the organization operations and activities as well as bringing in new members to the Board. The Nomination Committee shall also review and select the candidates for the Honorary and Associate Board of Director positions.

11.1.7 The Nomination Committee shall nominate three (3) new candidates for the Trustee Advisory Council after every 3 year term for the continuity of the Council operation and bringing in the new members.

11.1.8 The Nomination Committee shall submit the names of the candidates for the Board of Directors, the Honorary or Associate Board of Directors and the Trustee Advisory Council to the Secretary at least thirty (30) days prior to the annual General Body Meeting.

110.2 Duties of Secretary: Upon receipt of these names from the Nomination Committee, the Secretary shall publish the list of these candidates along with the annual meeting notice



at least fifteen (15) days prior to such meeting schedule by letter, e-mail, IAM newsletter or IAM web-site.

11.3 Additional Nominations:

11.3.1 The Board of Directors and the Trustee Advisory Council shall be elected from the nominees submitted by the Nomination Committee and published by the Secretary. However, additional nominees willing and able to serve may be presented by petition signed by at least ten (10) IAM members in good standing (as of July 31 of the year) with all necessary application forms filled and submitted to the Nomination Committee Chair not less than seven (7) days prior to the date of annual meeting. If Nominee's application meets the eligibility requirements, the Nomination Committee shall also include the applicant nominee for the election. The applicant will be informed by the Nomination Committee of its decision and explanation in case of rejection before the annual meeting.

11.4 Board and Trustee Advisory Council Elections:

11.4.1 The Nomination Committee/Chair shall conduct the election for the Board of Directors and the Trustee Advisory Council at the annual General Body meeting.

11.4.2 If more candidates than the maximum permitted by these By-laws are nominated, the Nomination Committee shall furnish the ballots with candidate names, conduct the election, tally the votes and declare the results.

11.5 Officers Elections:

11.5.1 After the election of the new Board, the Nomination Committee Chair shall conduct the election of officers for next year from the new Board.

11.5.2 Terms: Any current member of the Board after serving at least one (1) year on the IAM Board may be eligible for any one incoming officer position except for President Position. Only current Vice President, Secretary or Treasurer are eligible for incoming President Position. In case of a situation where neither of the three outgoing Officers who are eligible are not a nominee for President Position, nominees shall be current members of the Board at least for two (2) consecutive years(current year and previous year)



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11.5.3 The Nomination Committee may present all Officers' slate to the Board. Individual Board member may contest and ask for his/her nomination for any one officer's position.

11.5.4 If more than one candidate for any one position is nominated, the Nomination Committee shall conduct ballot election for that position.

ARTICLE XII – REMOVAL PROCEDURE OF ANY BOARD OR COMMITTEE MEMBER

- 12.1 Removal of Officers: Any officer may be removed from the office during his/her term only upon action taken by the Board, for the harm caused to the interest of IAM by the officer. Such removal action may be initiated only by a member of Board. On filing of written charges and supporting evidence with IAM Secretary who will send the information to Trustee Advisory Council and the other Officers. Trustee Advisory Council evaluates the charges and evidence, then advises secretary on whether to reject the charges or call for a special Board meeting or to include the topic in an upcoming regular Board meeting. Removal shall occur with an affirmative vote of fourteen 2/3rds of the members of the Board.
- 12.2 Removal of a Board of Director: Any Board of Director may be removed from the office during his/her term only upon action taken by the Board, for either any harm caused to the interest of IAM by the Board of Director or not actively performing Board of Director duties specified. Such removal action may be initiated only by a member of Board. A motion can be put forward in a regular Board meeting for removal. Removal shall occur with an affirmative vote of fourteen 2/3rds of the members of the Board.
- 12.3 Removal of Trustee Advisory Council member: Any member of Trustee Advisory Council may be removed from the office during his/her term only upon action taken by the Board, for the harm caused to the interest of IAM by the Council member. Such removal action may be initiated only by a member of Board or Trustee Advisory Council. On filing of written charges and supporting evidence with IAM Secretary who will send the information to other members of the Trustee Advisory Council and the other Officers. Trustee Advisory Council (without the member being charged) along with Officers evaluates the charges and evidence, then advises secretary on whether to reject the charges or call for a special Board meeting or to include the topic in an



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upcoming regular Board meeting. Removal shall occur with an affirmative vote of 2/3rds (two thirds) of the members of the Board.

ARTICLE XIII - FINANCE

- 13.1 The fiscal year of IAM shall be the calendar year ending on December 31.
- 13.2 IAM shall have no capital stock, either authorized or issued.
- 13.3 IAM shall have the right to enter into contracts, including leases, to receive, hold, use, disburse and dispose of all money and property of every name/nature donated, bequeathed, devised, conveyed or transferred to it, and to do and perform any/all acts necessary or incidental in order to carry out its purpose as described in Article II.
- 13.4 All members of IAM Board, non-voting Board of Directors, Trustee Advisory Council and Committees are serve on a voluntary basis without any compensation, except that IAM shall reimburse only for approved out of pocket expenses incurred on behalf of IAM for its activities, on submitting actual expense receipts to the Treasurer.
- 13.5 No funds shall be disbursed nor liability incurred on behalf of IAM by any Member, Committee, Officer, or member of the Board of Directors unless and until such disbursement or liability has been previously authorized by the Board.
- 13.6 IAM Members, the IAM Board, the Trustee Advisory Council and Officers of the IAM Board shall not be personally liable to any extent whatsoever for the obligations of IAM.
- 13.7 The Board may raise additional funds from Members or from other sources as may be deemed appropriate to meet the objectives of IAM.
- 13.8 The Board or its Officers shall not at any time authorize an expenditure that exceeds the available net assets of IAM.
- 13.9 Donations received for a specific purpose, including any income from the investment of the funds received, shall be used only for that specific purpose.
- 13.10 Any endowment fund received by IAM shall remain inviolate and in perpetuity until the dissolution of IAM. The income from the investment of such fund may be used for the activities of IAM. Furthermore, if the fund has been endowed for a specific purpose, its income shall only be used for that specific purpose.



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- 13.11 All the disbursements above \$500 must be approved by the Board. Disbursements below \$500 may be approved by the President.
- 13.12 Disbursement from various funds shall be made by a check signed by the Treasurer, or any other authorized Officer of IAM as approved by the Board. Any check for an amount greater than \$1000 must have two (2) authorized Officers' signatures.

ARTICLE XIV - GRANT MAKING

- 14.1 The making of grants/contributions and otherwise rendering financial assistance to meet IAM objectives defined under Article II shall be within the exclusive power of the IAM Board.
- 14.2 In furtherance of IAM objectives, the Board shall have power to make grants to any organizations organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(C)(3) of the code.
- 14.3 IAM Board shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the Board approves the request, shall authorize payment of such funds to the approved grantee.
- 14.4 The Board shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board.
- 14.5 The Board may, in its absolute discretion, refuse to make any grants or contribution or otherwise render financial assistance to or for any or all purposes for which funds are requested.
- 14.6 The Board of Directors shall at all times have the right to withdraw approval of the grant and use the funds for other purposes.
- 14.7 IAM may refuse to accept contributions so earmarked that they MUST in any event go to a foreign organization which is not acceptable or approved by US Government to maintain 501 (C)(3) status or which does not further the spirit, mission and objectives of IAM.

ARTICLE XV - AMENDMENTS



IAM

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- 15.1 Amendments to these By-Laws may be initiated by the By-Laws Review Committee/Trustee Advisory Council or the Board with majority vote resolution.
- 15.2 The Amendments shall be adopted by an affirmative vote of two-thirds (2/3) or more of the Board and the Trustee Advisory Council. The Secretary shall send an advance written/e-mail material of the proposed amendments accompanying the notice of the meeting with date, time and location where these amendments will be considered.

ARTICLE XVI - TAX EXEMPTION

- 16.1 IAM is organized exclusively for charitable, educational, and cultural purposes, within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Code.
- 16.2 No substantial part of the activities of IAM shall be the carrying on of propaganda or otherwise attempting to influence legislation, and IAM shall not participate in nor intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office.
- 16.3 Notwithstanding any other provision of these Articles, IAM shall not carry on any other activities not permitted to be carried on: (a) by an Organization exempt from the Federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States tax laws or (b) by an Organization, the contributions of which are deductible under Section 170(C)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States tax laws.

ARTICLE XVII - DISSOLUTION

- 17.1 The notice to consider dissolution of IAM shall be submitted to all voting eligible members of IAM at least six (6) weeks in advance of the date of a meeting of the General Body called for the purpose.
- 17.2 Dissolution shall require a 3/4 majority vote of the voting eligible members.



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- 17.3 Upon dissolution of IAM, the Board shall, after paying or making provision for the payment of all the liabilities of IAM, dispose of all the assets of IAM to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.