

India Association of Minnesota

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INDIA ASSOCIATION OF MINNESOTA – BYLAWS

This version of Bylaws reviewed with Board on
10/07 & 10/10/2021

This version of Bylaws presented and approved
at General body meeting on:
10/16/2021

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INDIA ASSOCIATION OF MINNESOTA

PREAMBLE

Whereas several people and families of Asian Indian origin and from 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 the Indian American community and its various organizations, to advance educational, cultural, and charitable interests of the community and to represent the community within Minnesota, USA.

This shall be a Not-for-Profit, Non-Religious, and Non-Political Organization.

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ARTICLE 1 - NAME AND OFFICE

- 1.1 The name of this organization shall be the India Association of Minnesota, Inc. (hereinafter "IAM").
- 1.2 IAM has been registered as a 501(c) 3 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 two-thirds majority of the IAM Board or as required by state or federal law.

ARTICLE 2 - PURPOSE/OBJECTIVES

- 2.1 IAM shall be operated exclusively for educational, cultural, and charitable purposes, including but not limited to:
 - 2.1.1 Preserve and advance socio-cultural heritage of Minnesota's Asian Indian community by sponsoring and organizing cultural, educational, and charitable activities primarily in Minnesota, but also in India, and liaising with other organizations of similar interests in other parts of the USA.
 - 2.1.2 Educate the broader Minnesota community about India's socio-cultural diversity and heritage for better understanding and appreciation.
 - 2.1.3 Work with other ethnic and community organizations on issues of common interest.
 - 2.1.4 Raise awareness about IAM and Asian Indian community contributions in various areas (i.e., news media, academic institutions, business, public policy, etc.).

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ARTICLE 3 - 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. The Trustee Advisory Council shall resolve any issues with respect to the interpretation of these Bylaws.
- 3.2 IAM shall not be operated for profit nor shall any of its funds be distributed in any form to any member nor be donated to a corporation or an association organized for pecuniary profits, in accordance with IRS guidelines for 501-c-3 organizations.

ARTICLE 4 – MEMBERSHIP

4.1 Membership

4.1.1 IAM membership shall be granted to any individual who subscribes to the objectives of IAM and wishes to further its cause,

4.1.2 Receives approval of the Directors of the Board, 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 (this only includes unmarried children less than 18 years of age). The family unit will have one individual vote for each spouse/partner. This unit shall be considered as a single entity for purposes of payment of dues and the mailing of notices, newsletters, etc. Any one 18 years of age or above shall take a separate membership.

4.2.3 Lifetime family membership shall be granted to any member when the respective member pays a one-time lump sum amount as prescribed by the board. No annual dues shall be required of Lifetime Family Members. The lifetime membership unit will have one individual vote for each spouse/partner. This unit shall be considered as a single entity for purposes of payment of dues and the mailing of notices, newsletters, etc. Any one 18 years of age or above shall take a separate membership.

4.3 Membership Process: Application for membership, accompanied by the membership dues, shall be made to the IAM. Membership can be submitted online or physical form. The secretary shall make the appropriate recommendations to the Directors of the Board at the next board meeting. The Directors of the Board shall be vested with the sole authority to accept or reject an application for membership. In the event an application is rejected, the Secretary shall promptly notify the applicant of its decision and return the dues, if paid, to the applicant, within thirty (30) days of the application date.

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4.4 Rights and Privileges: All IAM members in good standing shall be entitled to the same rights and privileges as stated in these Bylaws.

4.4.1 They shall be entitled to voting privileges for electing the Directors of the Board and for voting on any matter put forward for vote by the Directors of the Board at an Annual Meeting or a Special Meeting.

4.4.2 They are eligible to be elected as a Director of the Board, Associate Director of the Board, or Officer of the Board or appointed to any other committees of IAM in accordance with the respective eligibility criteria.

4.4.3 IAM members may attend a regular or special Board Meeting upon approval by the Officers of the Board.

4.4.4 All rights and privileges of a member are vested solely in that member and may not be delegated or transferred.

4.5 Termination/Expulsion of Membership

4.5.1 Termination: Membership in IAM shall be terminated upon the death of the member or by the receipt of a written notice of resignation from the member to the Board Secretary, nonpayment of dues, or for any other reason, in accordance with the Bylaws. In the event of such termination, neither the former member nor the member's heirs shall have any right, title, or interest in IAM.

4.5.2 Expulsion: A member may be expelled from IAM membership only upon action taken by the Board for any violations of IAM Bylaws or for prejudicial conduct detrimental to the interests of IAM. Such action may be initiated by any IAM Director of the Board by the filing of written charges and supporting evidence with the Board. Expulsion requires the approval of a two-thirds majority of the Board.

4.5.3 Automatic Suspension: An IAM member proven guilty and/or convicted of a felony in the court of law for any criminal, sexual, or fraudulent acts will be automatically suspended for the term of his/her IAM membership and is relieved from any IAM position(s) held. Suspended member may reapply as a new member after one year from the date of suspension.

4.6 Member Communication: It is each member's responsibility to provide their current postal address, telephone contact number, email address, and any changes thereto, to

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the IAM Secretary for receiving all IAM communication, including notices, ballots, donation receipts, etc.

4.7 Membership application approval from the Board may be conducted by e-mail

4.8 Membership Dues

4.8.1 The Board at its discretion may prescribe the amount of membership dues, make changes to the dues, and levy any additional charges to the membership. Such changes or levies shall remain effective until modified by a simple majority vote of the Board. Current Due schedule is in Exhibit B in the Appendix

4.8.2 All membership dues shall be paid by cash, check, credit card, or debit card.

4.8.3 Renewal Dues: It is the responsibility of Annual Members to renew their membership every year with the payment of dues in full on or before March 31st of the year to be considered as a member in good standing for that year.

4.8.4 Delinquent Membership: A member shall be deemed delinquent if dues are not paid in full by March 31st of the year. All rights and privileges of IAM membership are terminated for the delinquent member with immediate effect. A delinquent member shall reapply for a new IAM membership by submitting a new membership application with applicable dues, following the procedure of a new member applicant. Upon the acceptance of the new application, rights and privileges of membership will be granted just as for any new member.

ARTICLE 5 - MEMBER MEETINGS

- 5.1 Annual Meeting: The annual General Body (includes 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 meetings of the General Body may be called by resolution of the Board or by written request to the Secretary from twenty-five percent (25%) or more of IAM members in good standing.
- 5.3 Notice of Meetings: The Secretary shall send notice of any meeting at least 10 days in advance via mail, E-mail, IAM newsletter, or posting on the IAM website giving the meeting's date, time, location, and purpose.
- 5.4 Quorum: At least 15% of total members (including proxies) in good standing are required to be present at the Annual or any Special Meetings of the General Body to conduct any IAM business.
- 5.5 Meeting Agenda: The main agenda of the annual General Body meeting is to elect the Directors of the Board, Associate Directors of the Board, and Trustee Advisory Council members for the coming year. To bring up any other agenda item for discussion or for voting requires the agenda item to be submitted to the IAM Secretary at least seven (7) days prior to the meeting and must be approved by a simple majority of Directors of the Board.
- 5.6 The members shall determine their own rules of procedure. If they have not, Robert's Rules of Order shall govern proceedings.
- 5.7 At each Annual Meeting, IAM members shall elect nominees put forward by the Nominations Committee to serve on the Board and the Trustee Advisory Council (TAC), and they shall take up any other business properly presented at the meeting.

ARTICLE 6 - DIRECTORS OF THE BOARD

- 6.1 The Directors of the Board are also known as Board Members or Members of the Board or Board.
- 6.2 The Board shall consist of Directors elected by the members at the Annual Meeting. The maximum number of elected Directors of the Board shall be limited to twenty-one (21), and the minimum shall be eleven (11). In case of even number of board members in the board and there is tie in voting, TAC representatives can vote to break the tie.
- 6.3 Board Responsibilities: The Board shall manage the property and affairs of IAM. 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. In general, the Board shall establish policies of IAM, provide directives to officers and committee chairpersons, and implement programs to fulfill its objectives.
- 6.4 The Board shall act on the guidelines developed by the Trustee Advisory Council on long range planning, fundraising
- 6.5 Meeting Attendance: See Article 6.14.
- 6.6 Each Board member shall join one or more committees of IAM.
- 6.7 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.
- 6.8 In the event of a Board member leave the Board, or in the event there are less than 11 board members to meet the minimum requirement, Nomination Committee can nominate a new board member as per eligibility criteria and the Board may appoint with majority votes for remaining year term. Eligibility requirements shall be met as described under Article 9.9 and Article 10.
- 6.9 Meetings: The time and place of regular meetings of the Board shall be determined at the discretion of the Board. Special meetings of the Board may be called by the President, or at the written request of seven (7) members of the Board to the Secretary.
- 6.10 Notice of Meetings: The Secretary shall give a minimum five (5) days' notice in advance of any meeting to all members of the Board setting forth the date, time, and location of the meeting and, in the case of a Special Meeting, the purpose thereof, by letter, e-mail, or other mode of communication.

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- 6.11 Quorum and Majority Vote: A minimum of 50% of the members of the Board shall constitute a quorum for the transaction of business. The majority vote of the Board members present in person or online 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, the Secretary shall provide a timely written notice at least five (5) days in advance of such Special Meeting, stating the time, day, place, and its specific business purpose to the Board members by letter or e-mail.
- 6.12 In case of emergency or in the matter of importance for IAM, the President, through the Secretary, may send the resolution along with the details about the resolution to the board for e-mail voting.
- 6.13 Each Board Member shall act in good faith, make informed business decisions, and exercise discretion in an impartial, disinterested manner. Each Board Member shall sign a No-Conflict of Interest Statement dealing with IAM matters.
- 6.14 Meeting Attendance:
- 6.14.1 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 members shall inform the Secretary in advance of each meeting if they cannot attend the meeting and the reason thereof by letter, e-mail, or other IAM approved communication. The Secretary shall forward the roster of meeting attendance and excused absence details to the Board.
- 6.14.2 The Board member is automatically terminated from the Board for the remaining term after total three (3) unexcused Board meeting absences in a term.
- 6.14.3 The Secretary shall inform the Board of such termination with the record 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 7 OFFICERS OF THE BOARD

- 7.1 Officers: President, Vice President, Secretary, and Treasurer constitute the Officers of IAM Board. See the ARTICLE 11 for the election process
- 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 to the control of the Board. The President shall, from time to time, report to the members, the Board, and 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.
- 7.3 The Vice President: The Vice President shall exercise the powers and perform all the duties of the President in the President's absence. 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. The Vice President shall demonstrate leadership in operations and in more than one committee of IAM.
- 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 inventory of IAM properties and have a proper plan to safeguard them. The Secretary shall maintain the IAM membership roster, in coordination with the Treasurer and the Membership Committee.
- 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. They shall disburse funds only as authorized by the IAM Board, keep appropriate records of receipts and expenses, and exhibit such records at reasonable times to any member of the Board and the 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

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to federal or local taxation. In addition, the Treasurer shall prepare and present a quarterly, or more frequent if 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: After 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 10.6 for Officers Election. In case of a vacancy in the offices of Vice President, Secretary, or Treasurer, the Board may fill or keep vacant the post during the term.

ARTICLE 8 – NON-VOTING DIRECTORS OF THE BOARD

- 8.1 Honorary Directors of the Board shall be an IAM members in good standing and shall help take forward IAM goals and objectives.
 - 8.1.1 There is no limit on the number of Honorary Directors of the Board in each term.
 - 8.1.2 Honorary Directors of the Board may attend Board meetings, but are not eligible to vote.
 - 8.1.3 Honorary Directors of the Board shall lead a committee or shall be engaged with IAM.
- 8.2 Associate Directors of the Board shall be an IAM members in good standing and shall assist Board in carrying out IAM operations and/or strategies.
 - 8.2.1 The number of Associate Directors of the Board in each term shall be limited to 9
 - 8.2.2 Associate Directors of the Board shall attend at least half of the Board meetings in a term but shall not be eligible to vote.
 - 8.2.3 Associate Directors of the Board shall lead or be a member of a committee

ARTICLE 9 - 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 IAM's long-term growth and effective operation. This includes, but is not limited to:
- 9.2.1 Acting as the long-term planning body, preparing guidelines and plan for growth of IAM's activities, membership, revenues, and effective operation.
- 9.2.2 Developing guidelines and plans to preserve IAM's records and property.
- 9.2.3 Facilitating transition of the IAM Board after each annual election.
- 9.2.4 Acting as an Audit Committee.
- 9.2.5 Providing interpretation of IAM Bylaws.
- 9.2.6 Acting as a Bylaws Review Committee.
- 9.2.7 Working with the IAM Board in an advisory role on any issues when requested by the Board.
- 9.3 Trustee Advisory Council (TAC) Operation:
- 9.3.1 The TAC Chairperson 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 TAC members each year.
 - Shall appoint a Bylaws Review Committee.
 - Shall coordinate with IAM Board and Officers for a unified plan of action

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on various activities.

- Shall attend Board meetings when needed or requested by the IAM President.
- Shall submit the TAC budget requirements to the Board.
- Shall submit TAC guidelines to the Board on various activities for effective operation and long-term growth.

9.3.2 The TAC's Vice Chair shall perform all the duties of the TAC's Chair in the absence of the Chair.

9.3.3 Members at Large of the Trustee Advisory Council (TAC) shall participate in all matters of the TAC as established and shall be responsible for the work assigned by the TAC Chair. Each member may attend IAM Board meetings when requested but cannot vote on any Board matter.

9.3.4 The TAC shall operate under the same guidelines as the Board regarding meeting protocol, meeting attendance, quorum, majority vote, and filling vacancies on the TAC.

9.3.5 Each TAC Member shall act in good faith, make informed business decisions, and exercise discretion in an impartial, disinterested manner. Each TAC Member shall sign a No-Conflict of Interest Statement dealing with IAM matters.

ARTICLE 10 - 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.
- 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 the advice of the Committee Chairperson and approval of the Board, appoint 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.
- 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 their committee duties and activities as established, pursue approved goals, keep the records of 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

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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 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 newly 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 website. It shall coordinate with the Program Committee and Publication Committee on future events, 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 website. They may combine the meeting announcements and other activities and upcoming events to create more interest among members, increase membership, and stimulate attendance at 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 31st 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 28th 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 Bylaws Review Committee: The Trustee Advisory Council may appoint a Bylaws Review Committee every three (3) 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 Directors of the Board and the Trustee Advisory Council to the Secretary for announcement to the members. At the Annual Meeting, additional nominations for the Nomination Committee may be made from the floor by members. The Nomination Committee shall elect its own Chairperson. None of the nominees shall be part of the incoming Directors of the Board. Current and incoming Presidents may act as advisors when requested by the Nomination Committee.

ARTICLE 11- NOMINATIONS AND ELECTIONS

11.1 Duties of Nomination Committee:

The Nomination Committee shall prepare a list of candidates which shall include at least one (1) candidate for each vacancy for the Directors of the Board and the Trustee Advisory Council, to be filled by election at the Annual General Body Meeting.

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

- List of current membership as of March 31st
- List of current Directors of the Board with their meeting attendance records.
- List of the Directors of the Board for past five (5) years.
- List of current Life Members.
- List of past officers and committee chairpersons.

11.1.2 The Nomination Committee shall make announcements for nominations and obtain a written application and consent of each candidate to serve, if elected on or before August 31st.

11.1.3 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.

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

11.1.5 The Nomination Committee shall select the candidates for the Directors of the Board 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 while bringing new members to the Board. The Nomination Committee shall also review and nominate the candidates for the Honorary and Associate Director of the Board positions.

11.1.6 The Nomination Committee shall nominate two (2) new candidates for the

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Trustee Advisory Council after every 3-year term for the continuity of the Council operation and bringing new members.

- 11.2 The Nomination Committee shall submit the names of the candidates for the Directors of the Board, the Honorary Directors of the board, Associate Directors of the Board, and the Trustee Advisory Council to the Secretary at least thirty (30) days prior to the Annual General Body Meeting.
- 11.3 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 scheduled by letter, e-mail, IAM newsletter, or IAM website.

11.4 Additional Nominations:

- 11.4.1 The Directors of the Board 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 March 31st 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 the 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.

11.5 Board and Trustee Advisory Council Elections:

- 11.5.1 The Nomination Committee/Chair shall conduct the election for the Directors of the Board and the Trustee Advisory Council at the Annual General Body Meeting.
- 11.5.2 If more candidates than the maximum permitted by these Bylaws are nominated, the Nomination Committee shall furnish the ballots with candidate names, conduct the election, tally the votes, and declare the results.

11.6 Officers Elections:

- 11.6.1 After the election of the new Board, the Nomination Committee

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Chair shall conduct the election of officers for next year from the new Board.

- 11.6.2 The Nomination Committee may present all Officers' candidates to the Board. Individual Board members may contest and ask for their nomination for any one officer's position as per eligibility.
- 11.6.3 If more than one candidate for any one position is nominated, the Nomination Committee shall conduct a ballot election for that position.

ARTICLE 12 – ELIGIBILITY and TERMS

- 12 Eligibility: Eligibility for any position depends on the eligibility requirements and performance of the candidate defined in APPENDIX D. If the candidate did not meet the performance expectation, he or she will not be eligible for any of the below positions.
- 12.1 One person shall hold only one officer position
 - 12.2 The term 1yr is counted for anyone holding an IAM position in a calendar year (1st January to 31st December) irrespective of number days they hold the position
 - 12.3 Board Member Eligibility: Any IAM member in good standing is eligible to be a candidate for the annual election to the Board. A member in good standing is one who meets the membership criteria above in Article 4.
 - 12.4 Secretary Eligibility: Must have been a director of the board in good standing at least for one year prior to becoming Secretary. The Secretary has shown leadership quality, communication skills, respected by the board, ability to get things done and overall a good leader.
 - 12.5 Treasurer Eligibility: Must have been a director of the board in good standing at least for one year prior to becoming Treasurer. has shown leadership quality, communication skills, respected by the board, ability to get things done and overall a good leader.
 - 12.6 Vice President Eligibility: Must have been a director of the board in good standing at least for one year prior to becoming Vice President. The Vice President shall be aspiring to be the President and shown leadership quality, communication skills, respected by the board, ability to get things done and overall a good leader.
 - 12.7 President Eligibility: Must have been an officer at least one year prior to becoming president. The President has shown leadership quality, communication skills, respected by the board, ability to get things done and overall a good leader.
 - 12.8 TAC Members Eligibility: Any former IAM Officer (President, Vice president, Secretary, Treasurer) or any IAM past committee chairperson in the last two years, is eligible to be a candidate for election to the Trustee Advisory Council. The TAC Members have shown leadership quality, communication skills, and respected by the board, ability to get things done and overall a good leader.
 - 12.9 TAC Chair Eligibility: Any former IAM Officers (President, Vice president, Secretary, Treasurer) or Any current TAC member is a candidate for election to the Trustee Advisory Council Chair. TAC Chair has shown leadership quality, communication skills, and respected by the board, ability to get things done and overall a good leader.
 - 12.10 TAC Vice Chair Eligibility: Any former IAM Officers (President, Vice president,

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Secretary, Treasurer) or any IAM past committee chairperson Any current TAC member is eligible to be a candidate for election to the Trustee Advisory Council Vice Chair. The TAC Vice Chair has shown leadership quality, communication skills, respected by the board, and ability to get things done and overall a good leader.

- 12.11 Honorary Directors Eligibility: Honorary Directors of the Board shall be an IAM members in good standing and shall help take forward IAM goals and objectives. Honorary Director of the Board shall be a prominent community member that would provide tangible and non-tangible value to IAM's objectives and operations and has shown leadership quality, communication skills, respected by the board, and ability to get things done and overall a good leader.
- 12.12 Associate Board Members Eligibility: Associate Directors of the Board shall be an IAM members in good standing and capable of assisting the Board in carrying out IAM operations and/or strategies. Associate Director of the Board shall be an aspirant for Director of the Board positions or shall be ready to contribute to one or more committees or events.
- 12.13 Board of Director Term: The Board of Director term is one (1) year. The Board of Director may be nominated by Nominating Committee for additional one (1) year at a time up to maximum 3-year consecutive terms based on the Board of Director's performance defined in APPENDIX D. 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) 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.
- 12.14 Secretary Term: The term of Secretary is one (1) year and may be nominated by the Nomination Committee and re-elected by the board of directors at the Annual General Body Meeting for additional one (1) year up to 2 maximum years.
- 12.15 Treasurer Term: The term of Treasurer is one (1) year and may be nominated by the Nomination Committee and re-elected by the board of directors at the Annual General Body Meeting for additional one (1) year up to 2 maximum years.
- 12.16 Vice President Term: The vice president term is (1) year.
- 12.17 President Term: The president's term is one (1) year.
- 12.18 TAC Members Term: The term of TAC Member is one 3(three) years term and may be nominated by the Nomination Committee and re-elected at the Annual General Body Meeting by the IAM Members for one additional term of 3 (three) years up to 6(six) maximum years.

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- 12.19 TAC Chair Term: The term of the Chair shall be limited to two (2) years.
- 12.20 TAC Vice Chair Term: The term of the Chair shall be limited to two (2) years.
- 12.21 Honorary Directors Term: The term of Honorary director is one 3 (three) years term and may be nominated by the Nomination Committee at the Annual General Body Meeting by the IAM Members for additional term of (3) years up to 6 (six) maximum years.
- 12.22 Board of director maximum term limit may eliminate eligibility for officer role

ARTICLE 13 – REMOVAL PROCEDURE OF ANY BOARD OR COMMITTEE MEMBER

- 13.1 **Removal of Officers:** Any officer may be removed from office during their 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 the Board. On filing of written charges and supporting evidence with the IAM Secretary, the Secretary will send the information to the Trustee Advisory Council and the other Officers. The Trustee Advisory Council will evaluate the charges and evidence, and then advise the Secretary on whether to reject the charges, call for a special Board meeting, or include the topic in an upcoming regular Board meeting. Removal shall occur with an affirmative vote of two-thirds of the members of the Board.
- 13.2 **Removal of a Director of the Board:** Any Director of the Board may be removed from office during their term only upon action taken by the Board, for either any harm caused to the interest of IAM by the Director of the Board or not actively performing Director of the Board duties specified. Such removal action may be initiated only by a member of the Board. A motion can be put forward in a regular Board meeting for removal. Removal shall occur with an affirmative vote of two-thirds of members of the Board.
- 13.3 **Removal of Trustee Advisory Council Member:** Any member of the Trustee Advisory Council may be removed from the office during their 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 the Board or Trustee Advisory Council. On filing of written charges and supporting evidence with the IAM Secretary, the Secretary will send the information to other members of the Trustee Advisory Council and the other Officers. The Trustee Advisory Council (except the member being charged), along with Officers, evaluates the charges and evidence, and then advises the Secretary on whether to reject the charges, call for a special Board meeting, or include the topic in an upcoming regular Board meeting. Removal shall occur with an affirmative vote of two-thirds of the members of the Board.

ARTICLE 14 - FINANCE

- 14.1 The fiscal year of IAM shall be the calendar year starting January 1st and ending on December 31st.
- 14.2 IAM shall have no capital stock, either authorized or issued.
- 14.3 IAM shall have the right to enter 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 all acts necessary or incidental to carry out its purpose as described in Article II.
- 14.4 All members of the IAM Board, non-voting Directors of the Board, Trustee Advisory Council, and Committees 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.
- 14.5 No funds shall be disbursed, nor liability incurred on behalf of IAM by any Member, Committee, Officer, or member of the Directors of the Board unless and until such disbursement or liability has been previously authorized by the Board.
- 14.6 IAM Members, the IAM Board, and the Trustee Advisory Council shall not be personally liable to any extent whatsoever for the obligations of IAM.
- 14.7 The Board may raise additional funds from Members or from other sources as deemed appropriate to meet the objectives of IAM.
- 14.8 The Board or its Officers shall not at any time authorize an expenditure that exceeds the available net assets of IAM.
- 14.9 Donations received for a specific purpose, including any income from the investment of the funds received, shall be used only for that specific purpose.
- 14.10 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.

ARTICLE 15 - GRANT MAKING

- 15.1 The making of grants and/or contributions and otherwise rendering financial assistance to meet IAM objectives defined under Article II shall be within the exclusive power of the IAM Board.
- 15.2 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 Internal Revenue Code of 1954.
- 15.3 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.
- 15.4 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.
- 15.5 The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all purposes for which funds are requested.
- 15.6 The Directors of the Board shall always have the right to withdraw approval of a grant and use the funds for other purposes.
- 15.7 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 the United States Government to maintain 501 (C)(3) status or which does not further the spirit, mission, and objectives of IAM.

ARTICLE 16- AMENDMENTS

- 16.1 Amendments to these Bylaws may be initiated by the Bylaws Review Committee, Trustee Advisory Council, or the Board with majority vote resolution.
- 16.2 The Amendments shall be adopted by an affirmative vote of at least two-thirds of the Board and the Trustee Advisory Council. The Secretary shall send an advance written or-email material of the proposed amendments accompanying the notice of the Special Bylaws Amendment meeting with date, time, and location where these amendments will be considered.

ARTICLE 17 - TAX EXEMPTION

- 17.1 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.
- 17.2 No substantial part of the activities of IAM shall be for carrying out 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.
- 17.3 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 current Internal Revenue Code , 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 current Internal Revenue Code, or the corresponding provisions of any future United States tax laws.

ARTICLE 18 - DISSOLUTION

- 18 The notice to consider dissolution of IAM shall be submitted to all voting eligible members of IAM at least six (6) months in advance of the date of a meeting of the General Body called for this purpose. Dissolution shall require a three-fourths majority vote of the voting eligible members.
- 18.1 Upon dissolution of IAM, the Directors of 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.

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Exhibit A: Bylaws Revision History

Exhibit B: Membership Dues

Exhibit C: Conflicts of Interest Statement

Exhibit D: Nomination Committee survey and performance evaluation.