

Hampton Roads Malayalee Association, INC. BYLAWS

ARTICLE I INTRODUCTION

1. These bylaws shall come into effect from April 14, 2016.
2. This corporation shall be known as Hampton Road Malayalee Association, Inc. and shall be referred to herein as an Association and/or HRMA.
3. The jurisdiction of this Association shall be that of Hampton Roads, Virginia.
4. The mailing address of the principal office of this Association shall be the address of the President of the Association unless otherwise decided by the Executive Committee from year to year. The Association may also have a Post Office Box address.
5. This Association shall be a non-profit corporation organized pursuant to Section 501 (c) (3) of the Internal Revenue Code of the United States and other applicable laws of the State of Virginia.

ARTICLE II AIMS AND OBJECTIVES

1. This Association is organized exclusively for charitable, educational and cultural purposes with the following objectives:
 - a) To promote the welfare and assimilation of Malayalam speaking people in the mainstream of American life;
 - b) To foster friendship and understanding among its members and to develop common loyalties and mutual interests through literary, social, cultural, sports and educational activities;
 - c) To participate in programs of common interest of similar organization(s);
 - d) To provide forum, funds, resources and facilities for literary and cultural activities and Malayalam language education;
 - e) To organize and support charitable activities;
 - f) To sustain and promote the cultural heritage of Kerala and
 - g) To augment and assist activities and projects in furtherance of any and all of the above.

ARTICLE III MEMBERSHIP

1. Any individual, his or her spouse and children residing in the jurisdiction of this Association and who has completed 21 years of age can be a member of this Association by filling out the prescribed application form and such application is subject to the approval of the Executive Committee of this Association.
2. This Association shall establish the following two kinds of memberships for membership fee payments: (a) family and (b) single.
 - a. Family membership shall be for all the members of a family who are related to each other by marriage or blood. The maximum number of members in a family membership shall be limited to two adults and dependents under the age of 21 years

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- b. Single membership shall be for those who live by themselves or who cannot qualify for the family membership
3. All members and their guests shall be entitled to receive discounted entry fees to all Association events. The level of discount shall be determined by the Executive Committee for each event
4. The Executive Committee shall decide the membership fees from time to time and the membership shall be renewed annually
5. These bylaws and the directives of the Executive Committee shall be binding on every member of the Association
6. All members of this Association shall have equal rights and privileges
7. Any member who has completed 21 years of age shall have the right to cast his/her vote in the elections held in the General Body meetings.
8. Every member of this Association shall have the right to present any matter of common interest of this Association in its General Body Meetings by giving at least seven days of written notice to the Secretary.
9. Every member of this Association shall have the right to resign from his/her office or primary membership on appropriate reason(s).
10. Resignations of the members of this Association shall be submitted to the President directly or through the Secretary.
11. The President of the Association shall have the power to accept or reject the resignations from its members on appropriate reason(s) in consultation with the Executive Committee and the decision shall be communicated to the concerned party accordingly and such actions shall be reported to the very next General Body Meeting.
12. Before accepting the resignation of a member of this Association, the concerned party shall have to surrender to the President of this Association, all the possessions and records that he/she holds on behalf of this Association.

ARTICLE IV ORGANIZATIONAL SETUP AND MEETINGS

1. This Association shall have a General Body and an Executive Committee.
2. The General Body shall consist of all the members of this Association.
3. The Executive Committee shall be formed and operated in accordance with the sections laid out in Article V.
4. An Annual General Body meeting shall be convened by the Secretary of this Association with the consent of the President of this Association in the month of January of each year by giving at least 15 days' notice to all the members of this Association. However, the Executive Committee of this Association shall have the power to change the date prior to or later up to two months.
5. Objectives of the Annual General Body meeting shall be:
 - a) To present and approve the Annual Report.
 - b) To consider and adopt the Annual Statement of Accounts.
 - c) To hear and decide on the appeals of the members of this Association.
 - d) To elect the Executive Committee including the Office Bearers of this Association.
 - e) To transact such other business(s) as may be brought forward by the Executive Committee.
6. Required quorum for the General Body meeting shall be at least 40% of the total membership. Each member with a voting right shall count as one (1) for the quorum requirement.
7. A General Body meeting aborted for want of the required quorum shall be reconvened within the next 30 days and such meeting shall not require a quorum.
8. Special General Body meetings for special purposes shall be convened by a formal request of not less than 25% of the total membership as defined in Article IV, section 6 to the Executive Committee of this Association.

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9. Should the Executive Committee fail to execute the request mentioned above within thirty days from the receipt of such request, the signatories shall have the right to convene a Special General Body meeting by giving 15 days' notice to all members of this Association. The decisions taken on the Special General Body meeting shall be binding on the Association.
10. The rules contained in the "Roberts Rules of Order" on parliamentary procedure shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws of this Association.

ARTICLE V EXECUTIVE COMMITTEE

1. This Association shall have an Executive Committee elected by the General Body of this Association for a term of two years or a term decided by the General Body. This Executive Committee shall be the Governing Body of the Association until powers are transferred to a new Executive Committee.
2. The Executive Committee of this Association shall consist of the President, Vice President, Secretary, Treasurer and not less than five (5) Board of Directors
3. The actual strength of the Board of Directors of this Association shall be decided by the Executive Committee from year to year
4. Any vacancy in the Executive Committee of this Association shall be filled up to the rest of the current term by the Executive Committee
5. The Executive Committee of this Association shall meet at least once every three (3) months.
6. The Executive Committee of this Association shall have the power to hire or purchase any property or properties for the Association.
7. The required quorum of the Executive Committee shall be a majority of the total strength of the Executive Committee
8. An Executive Committee meeting that was cancelled for want of the required quorum shall be convened within the next 15 days and such a meeting shall not require a quorum.
9. The Executive Committee shall vote on decisions in meetings.
10. The Executive Committee of this Association shall be collectively and/or individually responsible for the entire business of this Association.
11. The Executive Committee of this Association shall have the power to appoint sub-committee(s) or special committee(s) for a limited period of time for a special purpose or purposes as and when required and to call special General Body meetings for special purposes.
12. Any member of the Executive Committee shall have the power to accept donations in cash or in-kind for this Association by giving proper receipts and such receipts shall be reported to the Treasurer within 24 (twenty-four) hours.
13. The Executive Committee shall decide on budget and schedule major events for the year within a period of 3 months after taking office.
14. The Executive Committee may appoint a newsletter editor from within the Executive Committee. The editor in turn shall select an editorial board from the General Body/Executive Committee to assist him/her in the timely publishing of the newsletter.
15. The Executive Committee shall appoint an auditor to audit the statement of accounts for the fiscal year.
16. The Executive Committee may hold its meetings at such place(s) as decided by the Committee from time to time. The Committee may also hold its meetings by telephone conferences or other similar electronic communication equipment.

ARTICLE VI DUTIES AND POWERS OF THE OFFICERS

1. **PRESIDENT:** This Association shall have a President and he/she shall be the legal head and the principal and resident agent of this Association.
 - a) The President shall be the coordinator and the controller of all the affairs of this Association.
 - b) The President shall preside over all the General Body and Executive Committee meetings and approve the minutes, reports and accounts presented in the meetings.
 - c) The President shall be responsible for the activities of all the committees.
 - d) The outgoing President shall be an ex-officio member without any voting rights in the following year's elected Executive Committee.
 - e) The President shall be responsible for filing all the required reports including the Personal Property return with the Government Agencies. The President shall notify the Corporate Charter Division of the State of Virginia, any changes to the names and addresses of the principal office and resident agent.
2. **VICE PRESIDENT:** This Association shall have at least one Vice President and he/she shall assist the President and shall act on behalf of the President and exercise all the powers of the President and shall have all the rights of the President in his/her absence.
3. **SECRETARY:**
 - a) The Association shall have a Secretary and he/she shall control office work, carry on correspondence, keep the minutes of the meetings and maintain records of businesses transacted.
 - b) He/she shall arrange for Executive Committee meetings as and when required with the consent of the President by giving reasonable notice to the concerned members prior to the meeting.
 - c) The Secretary shall make available to the President the records, books, etc. of this Association as may be called upon by the President.
 - d) The Secretary shall be a coordinator of the special committees and sub-committees of this Association.
 - e) The Secretary of this Association shall prepare the minutes of the Executive Committee.
 - f) The Secretary of this Association shall present the annual report of this Association at the General Body meeting.
4. **TREASURER**
 - a) This Association shall have a Treasurer and he/she shall be responsible to maintain the entire assets of this Association.
 - b) He/she shall report the financial position and statement of accounts as required at the Executive Committee meetings.
 - c) The Treasurer shall present the statement of accounts to the Annual General Body meetings for and on behalf of the Executive Committee of this Association.
 - d) He/she shall keep proper accounts of all receipts and payments, keep inventory of all assets of this Association and make available, necessary materials or information required by the auditor.
 - e) All funds in excess of fifty dollars (\$50) shall be deposited into the HRMA bank account within ten (10) working days from the receipt of the same.
 - f) He/she shall make available to the Executive Committee, any information or records on the financial affairs of this Association that may be called for.
 - g) All payments of this Association shall be made by the Treasurer or a delegate appointed by the Executive Committee.

- h) All fees, donations and articles received by the Association shall be acknowledged with proper receipts.
- i) The Treasurer shall send membership fee bills to all prospective and existing members and collect such fees as required.

ARTICLE VII ELECTION PROCEDURES

1. Elections shall be conducted for the positions mentioned in Article V, Section 2 and as decided in Section 3.
2. Election shall be initiated at any time during the last 90 days of the term of the current Executive Committee and conducted in accordance with Article IV, Section 4 and 5 (d).
3. Up to two members between the ages of 14 and 21 may be nominated and elected as youth leaders.
4. The outgoing President, with the approval of the Executive Committee, shall appoint a three member Election Committee to conduct the elections in accordance with the procedures described herein. The Election Committee shall be responsible to the Executive Committee. The Election Committee members shall elect one among them to act as the Chair of the Committee. The Election Committee members can be appointed either from the Executive Committee or the General Body, but once appointed cannot be a candidate to any of the offices for which elections are conducted.
5. Any active member above the age of 21 can nominate themselves to stand in the election to the Executive Committee
6. Any active member who is between the age of 14 and 21, can nominate themselves to the Youth Leader position(s).
7. Nominations and election procedures shall be notified to all paid members at least two weeks prior to the election date. Members shall be instructed to send in their nominations to the designated election committee member to reach before the deadline decided by the Election Committee.
8. The Chair of the Election Committee or his/her designee shall contact the nominees and confirm their acceptances of the nominations. The names of the nominees shall be made available to any member of the Association upon request.
9. Elections for positions that have more than one contestant shall be conducted by use of secret ballots. If they so choose, the contestants for President, Vice President, Treasurer and Secretary may address the General Body just before balloting begins.
10. For positions without nominees, the Chair of the Election Committee shall call for nominations from the floor during the General Body meeting. Any and all positions that are not filled during the elections shall be filled by appointment by the Executive Committee.
11. The newly elected Executive Committee shall assume full responsibility within thirty days from the date of election. The outgoing office bearers shall turn over all funds, assets, minutes of meetings, Secretary's annual report, Treasurer's annual report, and all other documents of the Association to the incoming office bearers within thirty days following the election.

ARTICLE VIII HRMA YOUTH CLUB

1. If and when Youth Leaders are selected as per ARTICLE VII Section 3, a Youth Club shall be formed to meet the needs and aspirations of the youth of HRMA. The name of the club shall be HRMA Youth Club. The following shall be the objectives of this club:
 - a) To actively involve the youth members of HRMA in all the Association's activities
 - b) To provide a forum for the expression of youth's concern and interests to the Association

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- c) To foster friendly relations among the youth through parties, field trips, talent contest, youth festivals, and similar other activities proposed by the youth and approved by the Executive Committee
 - d) To promote cultural, social and educational exchange between the youth of similar Associations and
 - e) To provide opportunities for the development of communication and leadership skills.
- 2. All the children and dependents of the members of this Association, and who are under the age of 21 shall be members of the youth club without the payment of additional membership fees.
 - 3. One of the elected youth leaders shall be appointed as the Youth Secretary of the Youth Club by the Executive Committee.
 - 4. The Youth Secretary or his/her designee shall act as the spokesperson for the youth club and shall assist in coordinating all the activities for the youth.
 - 5. The Youth Leaders may be invited to Executive Committee discussions or meetings as and when needed.
 - 6. The Youth Secretary shall be in charge of the youth fund, the amount of which shall be decided by the Executive Committee.
 - 7. The Youth Club may also raise funds with prior approval of the Executive Committee. All the receipts and payments of money shall be carried out by the Treasurer in accordance with the provisions outlines in Article VI, section 4
 - 8. All the activities of the club shall be supervised by at least two adult members selected by the Executive Committee and no such activities shall be undertaken without obtaining prior approval from the Executive Committee.
 - 9. The President shall appoint one Executive Committee member to be the advisor of the youth club.

ARTICLE IX DISCIPLINARY ACTIONS

- 1. The Executive Committee of this Association by 2/3 majority of its total strength shall have the power to take appropriate disciplinary action against any member of this Association on appropriate reason or reasons.
- 2. Causes that may lead to disciplinary actions include:
 - a) To be absent in three consecutive Executive Committee meetings without giving satisfactory explanation to the Secretary or President of this Association.
 - b) To advocate in public against the declared policies and activities of this Association.
 - c) To take part in any activity/activities that may affect this Association in a negative manner or create a conflict of interest.
 - d) Any other reason or reasons the Executive Committee believes valid for its action.
- 3. If the disciplinary action taken by the Executive Committee is not satisfactory to the concerned member, he/she shall have the right to appeal to the General Body of this Association.

ARTICLE X MISCELLANEOUS

- 1. This Association shall maintain a bank account in any one of the financial institutions within its jurisdiction.
- 2. The bank account shall be opened and operated as a joint account by the President, Secretary and

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the Treasurer of this Association.

3. The Treasurer, President or Secretary shall have the power to withdraw any amount from the bank at any time for the purpose of this Association. However, such withdrawals shall be notified to all Executive Committee members and a documented approval should be provided by one of the other two joint account holders at least two days before the withdrawal.
4. The Treasurer shall be the custodian of the properties of this Association. However, the President himself shall manage the physical office of this Association.
5. All the books and records of the Association shall be kept at the principal office of the Association or at such place/s as agreed upon by the Executive Committee. The books and records shall be made available for inspection, upon written request, to any member of the Association.
6. The fiscal year of the Association shall begin on the first day of April.

ARTICLE XI AMENDMENTS TO THE BYLAW

These bylaws may be amended by a vote of not less than two-third of the members present at any regular or special General Body meeting of the Association provided that prior notice of such amendments have been given to the members in the notice convening the meeting.

ARTICLE XII Dissolution

In such circumstance that dissolution of the organization is deemed necessary, a Special General Body meeting shall be convened with at least 50% of the total membership. This General Body shall have the power to dissolve this Association based on two-thirds majority of the members in attendance.

In the event of dissolution, all of the remaining assets and property of the association shall, after necessary expenses, thereof be distributed to another organization exempt under section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal Tax Laws or to the Federal Government or State or Local Government for public purposes, subject to the order of any Court within the jurisdiction.

Version History

Version	Details	Date	Authors
1.0	Baseline Version	04/14/2016	HRMA Committee
1.1	Revisions by 2018 Executive Committee	09/08/2018	HRMA Committee
2.0	Version 2 – Approved by Special General Body	11/03/2018	HRMA Committee