

**KERALA HINDUS OF NORTH AMERICA
(A Non-Profit Organization)**

BYLAWS



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2019-2021**

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**KERALA HINDUS OF NORTH AMERICA
(A Non-Profit Organization)**

BYLAWS

Preamble

Hindus originating from the state of Kerala, India, living in North America have joined together under this national organization to conduct, coordinate, and promote activities directed to preserve the values of Hindu Culture, and to protect Hindu Dharma.

ARTICLE 1 (Name)

1.1 Name

The name of the corporation shall be Kerala Hindus of North America, Inc., hereinafter referred to as KHNA in this constitution.

1.2 Registered Office and Registered Agent

The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent. The registered office may be but need not be, identical with the principal office of the corporation in the State of Texas, and the Corporation's Board of Directors may change the address of the registered office from time to time.

1.3 Nature

The corporation shall be a non-political, non-profit organization to perform religious and charitable activities within the meaning of Internal Revenue Code 501(c) (3) of 1954.

ARTICLE 2 (Objectives)

2.1 Objectives

The objectives of Kerala Hindus of North America are to:

- a. Provide a forum to meet and discuss the religious and spiritual needs of the Kerala Hindu community in North America.
- b. Encourage and help Kerala Hindu community of North America to form prayer groups and Hindu Organizations to further and strengthen the objectives of KHNA.
- c. Conduct annual or biennial religious conventions.
- d. Provide the members an environment to practice Hindu religious activities.
- e. Provide the benefits of teachings of Hindu religion, culture and educational values to the community at large.
- f. Teach and develop an understanding of the contributions of India and Hindu religion to the world.
- g. Own and operate places of worship for the benefit of the people who believe in Hindu Dharma.

- h. Assist other non-profit charitable organizations engaged in the activities for the welfare of mankind irrespective of race, caste, community, religion and national origin.
- i. Provide guidance and/or arrange religious classes for children and adults and to arrange for and conduct various educational programs, seminars, meetings, study tours, and such activities to educate the Kerala Hindus of North America about Hindu religion and their responsibility as Hindus in this multicultural society.
- j. Work as a common platform for the Kerala Hindus of North America, to liaison with other organizations and governmental agencies to safeguard the rights of Kerala Hindus in particular on matters that will affect their rights to practice Hindu religion and in general join with other Hindu religious organizations to protect and promote Hindu religious practices in North America and internationally.
- k. Coordinate charity service (sewa) activities including financial assistance for education.

ARTICLE 3 (Membership)

3.1 Members

KHNA shall have the following categories of membership.

- A. Biennial Membership
- B. Institutional Membership
- C. Life Membership
- D. Honorary Membership

3.2 Biennial Membership

Any individual who satisfies the eligibility criteria as defined in Section 3.2.4 can apply for the Biennial membership in the prescribed form issued by KHNA along with the prescribed fees.

3.2.1 Duration of Biennial Membership

The Biennial Membership shall be valid for biennial membership years as defined in 3.2.2 (ii).

3.2.2 (i) Calendar Year

For the purpose of this constitution a calendar year is defined from January 1st through December 31st of the same year.

3.2.2 (ii) Biennial Membership Year(s)

The Biennial Membership years shall be the duration between two biennial conventions of KHNA and shall be valid from the first day of a KHNA biennial convention until the previous day of the beginning of the next KHNA biennial convention.

3.2.3 Renewal

An existing member or a member, whose membership has expired, if in good standing, can renew the Biennial Membership. The Biennial Membership shall be renewed by submitting a duly completed membership application form issued by KHNA along with the prescribed fees.

3.2.4 Eligibility

- i. All members shall have attained the age of 18 and shall be legal residents of North America and shall belong to Kerala Hindus or their descendants sharing the objectives of KHNA and abiding by the Articles of Incorporation and the bylaws of KHNA. Those with citizenship, permanent resident status, student/work visa shall be considered legal residents. Visitors are not eligible for membership.
- ii. Membership application form must be accompanied by the prescribed fee using a personal check or a credit card, accepted by KHNA, issued in the name of the applicant.
- iii. The applicant must be in 'Good Standing' and shall not have any financial dues with KHNA.
- iv. Husband and wife are eligible for individual memberships. Membership applications may be combined or separate.

3.2.5 Biennial Membership Expiration

The biennial membership shall be effective for the period as defined in Section 3.2.2(ii) and shall expire at the end of the duration.

3.2.6 Dues – Biennial Membership

i. Non-Registrants of Biennial Convention

The biennial membership fee shall be One Hundred USD (\$100.00) per person for non-registrants and can be changed by the General Body by a simple majority vote and the new membership fee shall be effective only from the next membership year. Such membership renewal is available for members who were unable to attend the previous convention and shall be effective upon acceptance of the application and valid only till the previous day of the upcoming convention. Renewal application must be submitted within 6 months from 1st day of previous convention.

ii. Registrants of Biennial Convention

The Membership fee shall be fifty USD (\$50.00) per family and shall be included in the registration fee and hence husband and wife of a registered family automatically become the members of KHNA. Individual registration fee will be \$25 per person with single registration for convention.

3.3 Institutional Membership

The Institutional Membership is issued for an indefinite period subject to eligibility as detailed in 3.3.1., provided a good standing report is submitted every 2 years.

3.3.1 Eligibility

A Hindu religious organization is eligible to apply for the Institutional membership provided that organization meets all of the following requirements:

- a) The organization is registered with the local city or state as a not-for-profit organization.
- b) Has submitted reports of at least one year of religious and other activity with the website address and pictures of activities.
- c) Subscribes to the aims and objectives of Kerala Hindus of North America and agree to abide by the constitution and bylaws of Kerala Hindus of North America.
- d) Has a minimum of 10 families participating in the religious activities.
- e) Submits an application, in the prescribed form approved by KHNA Board of Directors, along with other necessary documents as below:
 1. Certificate of incorporation
 2. Certificate of good standing from the state of incorporation.
 3. List of active members with their address
 4. Application fee using the organization check
- f. Any Hindu Organization, who is an Institutional member, shall not use the 501(C) (3) status of KHNA for their purpose.

3.3.2 Renewal

The institutional membership shall remain valid as long as the organization maintains its non-profit status and remains active with at least 10 families participating in religious activities.

3.3.3 Dues – Institutional Membership

The Institutional membership fee shall be One Hundred Dollars (US \$100.00) payable only one time and can be changed by the General Body with a simple majority vote and the new membership fee shall be effective only from next biennial convention.

3.3.4 Expiration

The institutional membership shall remain valid as long as the organization maintains its non-profit status and remains active with at least 10 families participating in religious activities.

3.4 Life Membership

Any individual who satisfies the eligibility criteria as defined in Section 3.2.4 can apply for the Life membership in the prescribed form issued by KHNA Board of Trustees. Life members are not required to pay the biennial membership fee during convention registration. Life members have the following responsibilities:

- i. If required, serve in the election committee appointed by BOT.
- ii. Participate in GB for making/revising KHNA policies.
- iii. Review the annual/biennial budget and actively participate in making financial decisions.
- iv. If invited, serve in the KHNA Advisory Board.

3.4.1 Duration of the Life Membership

The Membership shall be valid for the lifetime of the applicant and shall be effective from the date of approval.

3.4.2 Dues – Life Membership

The life membership fee for an individual shall be One Thousand USD (\$1000) and shall be One Thousand Five Hundred USD (\$1500) for couples. The fee can be changed by the General Body with a simple majority vote and the new membership fee shall be effective only from the next biennial convention.

3.4.3 Membership Upgrade

- i. A current biennial member can upgrade his membership from biennial to life by paying the difference in dues between the current life membership fee and the current biennial membership fee before the expiration of the biennial membership.
- ii. Life membership fee for the spouse of a current life member shall be Five Hundred USD (\$500) and the fee can be changed by the General Body with a simple majority vote and the new membership fee shall be effective only from the next biennial convention.

3.5 Honorary Membership

KHNA with the approval of the Board of Directors and Board of Trustees may confer honorary membership on individuals in recognition of their public services, and outstanding contributions to the community.

3.5.1 Voting Rights – Honorary Members

Honorary members will not have voting rights on any matters of KHNA which requires a voting to reach at a decision.

3.5.2 No Application

Honorary members shall not be required to submit any application and shall not have to pay any dues or application fee. Honorary membership is conferred for the rest of the life of the individual and cannot hold any offices of KHNA.

3.6 Membership Application Process

3.6.1 Application Forms

All applications for membership in the prescribed form issued by KHNA must be duly completed and shall be sent to the Secretary of KHNA along with the prescribed fee.

3.6.2 Review by Board of Directors

a. Biennial membership:

Biennial membership: The biennial membership application is automatically approved unless it does not meet the membership criteria as mentioned in 3.2.4. The original application shall be handed over to Board of Trustees and

the fee shall be deposited into Board of Trustees' account maintained for this purpose.

b. Institutional Membership:

All Institutional membership applications received by the General Secretary shall be reviewed by the Board of Directors within forty-five (45) days of the receipt of the application to ensure eligibility of the Organization as per 3.3.1. Secretary shall send all reviewed Institutional applications to the Chairman of the Board of Trustees with the BOD's recommendation. The Board of Trustees may approve the recommendation and notify the Secretary, who shall inform the organization, the decision and verify that the application fee is deposited into Board of Trustees' account maintained for this purpose. The copy of the non-approved application shall be kept with the BOT. The Board of Trustees shall return the original application along with the application fee to the Institution. If the Board of Directors do not process the application within forty-five (45) days and the organization do not receive a reply within ninety (90) days of the date of receipt of the application, the organization can resubmit the application to the Board of Trustees for processing and the Trustees' decision shall be final.

3.6.3 Custody of membership application

All original approved applications and a true copy of one of the either electronic or hard copy of the rejected applications shall remain with the Board of Trustees. All applications must have a copy of the proof of payment attached for audit and verification.

3.7 Voting Rights - General

3.7.1 Biennial Member or Life Member

Each biennial member or life member shall be entitled to one vote on any matter requiring a voting of the members to reach at a decision in the General Body. Any membership approved or renewed within sixty (60) days of the election date shall not be entitled to vote in the General Election.

3.7.2 Non-Transferable

All voting rights are not transferable, and no proxy vote or postal votes shall be considered as valid vote.

3.7.3 Electronic Voting

Electronic voting may be considered as valid vote with appropriate security and validation under special circumstances with the approval of the Board of Trustees.

ARTICLE 4 (General Body)

4.1 Voting Members

The current biennial members, and life members, are the Voting Members and constitute the General body.

4.2 General Body Meeting

4.2.1 Biennial General Body Meeting

General body meeting of the members shall be held biennially at the convention location for the purpose of electing the Board of Directors, Board of Trustees, appointing internal auditors and for the transacting such other business deemed necessary by the Board of Directors. Written notice of the biennial meeting with the agenda shall be sent via electronic copy at least forty-five (45) days prior to the meeting to all members of KHNA. The agenda shall include, but not limited to, the following:

- i. President's Remarks
- ii. Biennial Report by Secretary
- iii. Biennial Report by Treasurer
- iv. Convention Review
- v. Suggestions/Recommendations
- vi. Resolutions, if any
- vii. Appointment of Internal Auditors
- viii. Biennial Election of BOD & BOT

4.2.2 Interim General Body

There shall be an Interim General Body of the voting members. Written notice or electronic mail of the Interim GB meeting with the agenda shall be sent via electronic copy at least forty-five (45) days prior to the meeting to all members of KHNA. If the agenda includes Bylaw amendment the protocol for Bylaw amendments must be followed as per this Bylaw. The agenda shall include, but not limited to the following:

- i. President's Remarks
- ii. Annual Report by Secretary
- iii. Approval of Audited Accounts of the previous convention
- iv. Budget Review and Suggestions for BOD
- v. Presentation by Standing Committee Chairs
- vi. Approval and revision of policies
- vii. Bylaw amendment, if any
- viii. Resolutions, if any

4.3 Special General Body Meeting

4.3.1 Called by Board of Directors

Special meetings of the General Body may be held whenever called in writing by a majority decision taken by the Board of Directors. At least forty-five (45) days' notice with the specific agenda shall be given to all voting members for such general body meetings.

4.3.2 Called by Board of Trustees

Special meetings of the General Body may be held whenever called in writing by a majority decision taken by the Board of Trustees. At least forty-five (45) days' notice with the specific agenda shall be given to all voting members for such general body meetings.

4.3.3 Called by KHNA Members

A member can also petition the President or the Board to call a Special Meeting of the members by explicitly stating the purpose for such a meeting. The request for such a meeting, signed by at least twenty (25) per cent of the total voting members as per Section 4.1.1 shall be submitted to the KHNA Secretary in writing. Such a meeting, after verifying the validity of the members, shall be called within ninety (90) days from the receipt of such a petition by the BOD or BOT as the case may be and shall include only item in the agenda as requested in the petition. Written notice of the petitioned GB meeting with the agenda shall be sent at least forty-five (45) days prior to the meeting to all voting members of KHNA.

4.3.4 General Body Notice

All General body notice shall be sent by the KHNA Secretary upon request by the BOD or BOT. The GB shall stick to the announced agenda and shall not decide on any other item, which is not in the agenda.

4.4 Quorum

A quorum of the general body meeting, except for bylaw amendment, shall be at least one-third (1/3) of the total members.

4.4.1 No Quorum

If a quorum is not present, the General Body shall disburse for half an hour and the meeting shall reconvene after thirty (30) minutes which shall be considered to constitute the Quorum and all decisions taken shall be valid and binding on KHNA.

4.4.2 Meeting presided By

All General Body Meetings are presided over by the President. BOT Chair, Secretary, and the Treasurer shall share the head table/Stage of any GB. If the President, by any chance, cannot preside or is not available to preside the meeting, the BOT Chair shall preside the GB meeting.

ARTICLE 5 (Directors)

5.1 Board of Directors (BOD)

5.2 Structure

There shall be Twenty-five (25) members in the Board of Directors, excluding ex-officio member. Twenty-two (22) shall be directly elected from the general body membership for a period of two (2) years or until next biennial convention and shall

consist of the President, Vice President, General Secretary, Jt. Secretary, Treasurer, Jt. Treasurer, and sixteen (16) other directors. Out of the sixteen (16), one position in the Board of Directors shall be reserved for a youth member (between 18 to 26 years of age) and another position shall be reserved for a Yuva whose age is between twenty-seven (27) and forty (40). The immediate past (outgoing) President shall automatically become the non-voting Ex-Officio of the Board of Directors. To assure a fair representation from all cities/states, at the hand-over meeting rest of the three (3) members shall be nominated and recommended by the Board of Directors to the Board of Trustees for final approval.

5.3. Term Limit

No directors shall be elected for the same Executive office for more than two consecutive terms.

5.4 Director's Power

Each member will act only as a director; individual directors shall have no power as such. All directors need to be active members of KHNA.

5.5 Regular BOD Meeting

The Board of Directors may meet as needed and as mentioned in 5.7. At least one meeting per year shall be held as a face to face meeting.

5.6 Place of Meeting

The meeting place of the Board of Directors shall be communicated by the Secretary. Since the members are from all across North America, such meetings shall also be coordinated through electronic media.

5.7 Quorum

A simple majority of the number of the Board members shall constitute the quorum for Board of Directors meeting.

5.8 Vacancies

Any vacancy occurring in the Board of Directors shall be filled by a majority decision by the Board of Directors for the unexpired term of the predecessor in office.

5.9 Unexcused Absence

If any member of the Board of Directors fails to attend three consecutive meetings, he/she shall be removed from the Board of Directors after giving due notice, and if proper explanation is not received within 15 days from the receipt of the notice, the vacancy shall be filled as allowed under 5.8.

5.10 Removal

Any elected official of KHNA can only be removed by a two-third majority in a Special General Body meeting called for that purpose. A written notice of such meeting with the removal of elected official as a specific item in the agenda must be sent to all GB Members before Sixty (60) days of such General body meeting.

5.11 Sub-Committees

The Board of Directors shall have the privilege to appoint subcommittees to complete any special task, which shall be very specific in nature. There shall be a Chairperson for such committee who shall be an elected member of the current BOD and proper records of such committee meetings should be submitted to the Board of Directors including the minutes. All sub-committees appointed by BOD shall be reporting to the Board of Directors. Sub-Committee shall submit a detailed budget for any projects involving finance before the Board of Directors for their approval.

5.12 Term of Sub-Committee

Any Sub-Committee appointed for a special task or project shall be automatically dissolved with the completion of the task/project or with the biennial election and the installation of the Board of Directors whichever comes first.

5.13 Standing Committee

The BOD shall appoint standing committees as needed. Each committee shall have a Chair or a Coordinator from the BOD. These standing committees are directly reporting to the BOD. The term of the standing committee shall be over at the next biennial election. Each standing committee shall prepare a two (2) year plan and prepare a budget to present in the BOD meeting for their approval. The BOD shall review the activities periodically and issue guidelines for each standing committee. The standing committees shall include but not limited to the following:

5.13.1 Yuva Forum

This standing committee is appointed to focus on the professional development of KHNA members in general by providing career guidance and advising for professional advancement.

5.13.2 Women's Forum

This standing committee is appointed to focus on the affairs of the female members of KHNA. This committee is headed by women and shall have only women as members. The committee shall address issues faced by Hindu women and their children and organize activities for their wellbeing.

5.13.3 Seniors Forum

This committee is formed to address the issues faced by the senior members of KHNA who are above 65 years of age. Special focus shall be given for developing and maintaining a healthy retirement life.

5.13.4 Sewa Forum

Sewa committee shall conduct *Sewa* (charity services) in the local and international community. Committee shall focus and motivate the children and encourage them to participate in charity activities.

5.13.5 Finance & Audit Forum

This committee shall help the Treasurer and the Director Board in reviewing the finances and provide assistance with regards to financial monitoring, budgeting, planning and auditing.

5.13.6 Spiritual Forum

This committee shall comprise of a spiritual team that helps form and guide regional units in conducting *Bhajans* and Hindu gathering to promote the Hindu culture including but not limited to spiritual discourses.

5.13.7 Youth Forum

This committee shall conduct activities for youth members with a vision to explore ways and means of promoting youth development and engagement. The forum should promote innovative approaches and initiatives for advancing the Hindu youth development agenda at national and regional levels.

5.13.8 Advisory Board

This board is appointed from the past Presidents, and Board of Trustees to give proper advice on issues related to KHNA. On a periodic basis the board shall provide valuable guidance and ideas on long term projects. The board shall consist of five to seven members.

5.13.9 Health Forum

This committee is formed to address and provide advice on health matters to members of KHNA. Special focus shall be given for developing and maintaining a healthy lifestyle. It is recommended that the health forum is chaired by a medical doctor and is comprised of Allopathic doctors and nurses as well as Ayurvedic, Homeopathic, Yoga and Naturopathic practitioners. The Forum should have a liaison from the BOD as a coordinator. The purpose of the forum includes but is not limited to forming a network of Hindu medical practitioners in North America providing medical advice to KHNA member families and Hindu organizations in the U.S. and providing medical advice/support to similar Hindu medical networks and organizations in Kerala.

5.13.10 Economic Forum

This committee is formed to develop a network of Hindu businesses and investors in North America that will be able to promote Hindu entrepreneurship. This forum should develop a directory of Hindu businesses which should serve as the foundation for gathering sponsorship support to KHNA Sponsorship/Fundraising Committees. The Economic Forum should also consider organizing Hindu Economic Summit(s) (could be along with biennial conventions) attracting prominent Hindu business professionals. This Forum should be chaired by a prominent Hindu business person in North America and shall have a BOD Member as the liaison/coordinator.

ARTICLE 6 (Officers)

6.1 Structure

The Officers of the organization shall be the President, Vice President, Secretary, Joint Secretary, Treasurer, and the Joint Treasurer who will constitute the Executive officers. The Executive officers shall meet as required and the minutes of the meeting shall be shared with the Board of Directors and Board of Trustees.

6.2 President

The President of the organization shall be the Head of the organization and shall preside at all meetings of the members and of the Board of Directors. The President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the board. The Executive committee members shall not hold a similar title or position in any other Indian national organizations.

6.3 Vice President

In the absence of the President or in the event of the President's disability or refusal to act, the Vice President shall perform all duties of the President, and when so acting shall have all the powers of the President.

6.4 General Secretary

The General Secretary shall keep all records of the Kerala Hindus of North America and record minutes of the meetings of the members, and Board of Directors, give all notices in accordance with the provisions of these bylaws or as may be required by law; file all needed documents with the State as needed in a timely manner; keep a record of each member; transition records from one term to the other; and in general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the Board. The minutes of all meetings shall be prepared and distributed to the members of the Board of Directors and Trustees within ten (10) days of such meetings.

6.5 Joint Secretary

The Joint Secretary shall perform the duties of the General Secretary in the absence of the Secretary or in the event of the Secretary's disability or refusal to act and shall have the full powers of the Secretary in doing so. Also the Joint Secretary shall assist the Secretary in the discharge of the Secretary's responsibilities.

6.6 Treasurer

The Treasurer shall have charge and custody of all accounts of KHNA and be responsible for all funds and books of the organization; make all payments; receive and give receipts for money due and payable to the organization; and deposit all such money in the name of the organization in such banks or depositories as shall be selected by the Board of Directors or Board of Trustees as the case may be, for the money belonging to the accounts controlled by each of these boards; transition record of accounts from the previous Treasurer and transition record of accounts to the new Treasurer within forty-five (45) days after the installation of the new officers, and co-sign with the transitioning Treasurer a letter of transition of accounts describing any discrepancies or actions pending; seek professional help from accountants as necessary and authorized by the Board of Directors or Board of Trustees from time to

time; present information to the individual or company authorized by the Board of Trustees for preparing tax returns; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors or Board of Trustees. Treasurer shall keep the originals of all contracts signed on behalf of KHNA. Treasurer shall prepare the Biennial report to be presented at the biennial GB. Treasurer shall be preparing a quarterly Income and Expense report to share those with the BOD and BOT within 21 days after each quarter.

6.6.1 Biennial Budget

Treasurer shall prepare a Biennial budget and present before the joint body of Board of Directors and Board of Trustees for approval within sixty (60) days after the handing over. The approved budget shall be presented in Interim General Body. This shall be for a review and information purpose and shall not seek any approval.

6.6.2 BOT Account

The Treasurer will maintain the accounts of both the Trustee Board Endowment / Restricted and the operational account and will seek additional outside help if necessary.

6.7 Joint Treasurer

The Joint Treasurer shall assist the Treasurer in maintaining the books of accounts and any other activities as requested by the Treasurer and perform the duties of the Treasurer in his absence or in the event of the Treasurer's disability or refusal to act and shall have the full powers of the Treasurer in doing so.

6.8 Disability or Refusal to Act

The disability or refusal to act by any concerned officer has to be communicated to the Board of Trustees and upon advice by the Board of Trustees' majority decision; the officer second in line shall assume the functions as mentioned in Article 6.

ARTICLE 7 (Board of Trustees (BOT))

7.1 Structure

There shall be 15 (fifteen) members in the Board of Trustees for KHNA representing the various Geographical regions of North America and shall be responsible for:

- i. Formulation of long-term policies
- ii. Strategic planning
- iii. Supervision of endowment funds and its allocation
- iv. Administration of Election
- v. Membership list and membership fee Maintenance
- vi. Open and operate accounts for Endowment fund and membership fees
- vii. Fulfill Tax & Compliance matters
- viii. Administer and conduct the Handing over meeting
- ix. Administer the process of internal and external audit

- x. Seek appropriate legal assistance to initiate legal action on behalf of KHNA and defend any legal proceedings against KHNA
- xi. Call Special GB Meeting to approve any capital expenditure of more than \$50,000.00 (Fifty thousand US Dollars).

7.2 Budget

Trustees shall along with the Board of Directors approve the biennial budget presented by the treasurer. All capital budgets for long term projects or any budget to acquire real estate assets with a onetime expense of more than 50,000 (fifty thousand) US Dollars must be presented before the Interim General Body or any other special GB called by the BOT for that purpose.

7.3 Advisory Capacity

Board of Trustees shall not interfere in the day-to-day affairs of KHNA. The Trustees shall be responsible for advising the Board of Directors in managing the funds and controlling the budgets, and shall advise on organizational matters. Trustees shall have the right to seek legal consulting and if required to appoint legal consuls. The minutes of all BOT meetings shall be prepared and distributed to the members of the Board of Directors and Trustees within ten (10) days of such meetings.

7.4 Board Secretary

The Board of Trustees shall have a Secretary to manage the day-to-day affairs and record keeping of the Board of Trustees who shall also be taking meeting notes. On behalf of the Trustees, the Secretary shall keep a copy of all minutes of Board of Directors and a copy of all contracts initiated and entered into by KHNA.

7.5 Composition

The Board of Trustees shall elect a Chairperson, Vice Chairperson and Secretary from the Board of Trustees in Trustee Board Handing over meeting.

The Chairperson, Vice Chairperson and Secretary should have:

- i. Served KHNA Board of Trustees at least for two years, and
- ii. Served at least one term in the Executive committee of KHNA.

Ex-Officio Members of the Board of Trustees:

The President, Secretary, and Treasurer of KHNA shall be non-voting Ex-Officio members of the Trustee Board.

7.6 Meetings

(a) The Chairperson shall preside and conduct all meetings of the Board of Trustees and in his absence; the Vice Chairperson shall assume the powers of the Chairperson to function as the Chairperson.

(b) The Chairperson, Vice Chairperson and Treasurer shall jointly operate the Endowment Fund and shall periodically update the account details to the Board of Trustees in their meetings.

7.7 Attend BOD Meetings

The Chairperson and/or the Vice Chairperson of the Board of Trustees shall attend the Board of Directors meeting with no voting rights.

7.8 Meeting Frequency

The Board of Trustees shall meet at least five (5) times in a year.

7.9 Tenure and Qualification

The term of Trustees shall coincide with the biennial election for their term as elected and shall conclude at the installation of the new Trustees elected for the subsequent term.

Qualification of a candidate for the Board of Trustee shall be:

- (i) A Life member of KHNA, or a member of an Institutional member of KHNA
AND
- (ii) Must meet one of the following three categories
 - 1) Must have served at least one term as a member of the Executive Committee OR
 - 2) Must have served in the BOT before OR
 - 3) Must have served as a BOD member for four years

No Trustees shall serve more than 4 (four) years consecutively without taking a break for two (2) years. Trustees who have served KHNA continuously for four years shall be eligible for re-election after two (2) years.

7.10 Vacancies

Any vacancy occurring in the Board of Trustees shall be filled by a majority decision by the Board of Trustees for the unexpired term until the next biennial election.

7.11 Unexcused Absences

If any member of the Board of Trustees fails to attend three consecutive meetings, he/she shall be removed from the Board of Trustees after giving due notice, and if proper explanation is not received within 15 days from the receipt of the notice, the vacancy shall be filled as allowed under 7.10.

7.12 Sub-Committees

The Board of Trustees shall have the privilege to appoint subcommittees to complete any special task, which shall be very specific in nature to the BOT. There shall be a Chairperson for such committee who shall be a member of the Trustee Board, and proper records of such committee meetings should be submitted to the Board of Trustees including the minutes. All BOT appointed sub-committees shall be reporting to the Board of Trustees. Subcommittee shall submit a detailed budget for any projects involving finance before the Board of Trustees for their approval, if appointed by BOT.

7.13 Term of a Sub-Committee

Any Sub-Committee appointed for a special task or project by the BOT shall be automatically dissolved with the completion of the task/project or with the biennial election and the installation of the Board of Trustees whichever comes first.

ARTICLE 8 (Contracts, Checks, Deposits, Books & Records)

8.1 Contracts

a) Authorize Power

The Board of Directors through a special resolution shall authorize any officer or officers, agent or agents of KHNA to negotiate the terms of a contract with in the best interest of KHNA as directed by the resolution.

b) Signing Contract

All contracts negotiated by the officers or authorized agents on behalf of KHNA must be signed by the President and anyone (1) of the following two (2) officers:

- (i) Secretary
- (ii) Treasurer

c) Custody of signed Contracts

KHNA Secretary or Treasurer must give a copy of any signed contract to the BOT Chair for proper records.

8.1.1 Checks and Drafts

a) Written by BOD

All checks, drafts or other instruments for the payment of money, notes, or other evidence of indebtedness issued in the name of KHNA shall be signed by the Treasurer. Transactions of USD 1000.00 (One thousand) or above shall be approved, through a resolution of the BOD and shall be signed by the Treasurer and countersigned by the President. The President, being the executive head of the organization shall also have the authority to operate the accounts in unavoidable circumstances.

b) Written by BOT

All checks, drafts or other instruments for the payment of money, notes, or other evidence of indebtedness issued in the name of KHNA shall be signed by the Treasurer. Transactions of USD 1000.00 (One thousand) or above shall be approved through a resolution of the BOT and shall be signed by the Treasurer and countersigned by BOT Chair. Under unavoidable circumstances BOT Chair shall also have the authority to operate the accounts.

8.1.2 Expense Reimbursement

- a) All expenses in the amount of more than USD 1000.00 (One thousand) must be pre-authorized by the President, Secretary or Treasurer. All expense

reimbursement requires a voucher form with a receipt attached as the proof of expenditure.

- b) All expenses shall only be reimbursed using checks. Cash reimbursements are not allowed.
- c) All checks issued by KHNA, for any amount of USD 1000.00 (One thousand) or above, must have two signatures. Treasurer's or Jt. Treasurer's signature shall be mandatory on every check. Treasurer shall always have the custody of all bank checks and must not give any signed or blank checks to anyone including the officers of KHNA.
- d) Any expenses in the amount of \$50.00 (fifty) USD or more spent by the President, Secretary or Treasurer shall be authorized by another officer of KHNA other than the person spending the money.

8.2 Deposits

8.2.1 General Funds

All funds collected on behalf of KHNA either in cash, checks, credit cards or any other approved methods except as in 8.2.2 shall be deposited within two weeks of the receipt of the funds to the credit of KHNA in its name and Tax ID number in such banks as the Board of Directors or Board of Trustees may select and decide through a resolution.

8.2.2 Membership Fee and Endowment Fund

All funds collected as membership fees and endowment contributions shall be the responsibility of the Board of Trustees and shall deposit in such bank authorized by the BOT. Funds shall be deposited within two weeks.

8.2.3 Restricted Funds

The Trustee Board accounts shall be called Restricted Funds. The Board of Trustees shall maintain two separate bank accounts. The Membership fees and any endowments received shall be maintained in the Endowments account. The funds raised towards the KHNA Scholarships shall be maintained in the BOT Operational account.

8.2.4 Transfer of Funds

Funds shall not be withdrawn or transferred from the Board of Trustees' Endowment account without a resolution adopted by the simple majority of the General Body.

8.2.5 Accounts

The Treasurer should have access to all bank accounts opened by KHNA including the Restricted Funds accounts and Operational account and will seek additional outside help if necessary.

8.3 Gifts

The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest, or device for the general purpose or for any special purpose of KHNA.

8.4 Official Records and Seal

8.4.1 Corporate Assets & Records

The Board of Trustees shall be the custodian of all assets and properties of KHNA including the corporate seal. BOT shall keep complete books and records of accounts including the used and unused receipt books handed over by the outgoing BOD and BOT. BOT shall also keep minutes of the proceedings of its members, Board of Directors and Board of Trustees, and shall keep at the registered principal office or at a convenient place authorized by the Board of Trustees.

8.4.2 Membership List

BOT shall have the custody of original membership applications with the copy of the proof of payment and maintain an accurate list of active members with details but not limited to their names, telephone numbers, email address and physical addresses of the members. BOT shall also maintain a voters list of members entitled to vote. Ownership & Hosting of the website will be responsibility of the Board of Trustees. Ongoing operational maintenance will be the responsibility of the Board of Directors.

8.5 Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE 9 (Financial Records and Annual Procedure)

9.1 Financial Records

The corporation shall maintain true and accurate financial records with full and correct entries made with respect to all financial transactions, including all cash receipts and cash disbursements, in accordance with generally accepted accounting procedures. The above accounts shall be kept in accordance with requirements of the of Internal Revenue code section 501 (c) (3) organization. All required tax and information returns must be filed in a timely manner stated in the above IRS section. Financial and all other records must be kept for a minimum of seven (7) years or for a period consistent with IRS regulations whichever is greater. The corporation must not engage in any activity outside the scope of 501 (c) (3) of Internal Revenue code.

9.2 KHNA Reports

9.2.1 Biennial Operational Report

The Secretary shall prepare and present an operational written report to be presented in the Interim General Body and a biennial report to be presented in the Biennial General Body.

9.2.2 Biennial Financial Report

The Treasurer shall prepare a combined report of the financial activity of KHNA including the BOT account for the preceding two years and present in the biennial GB. This report shall conform to accounting standards as promulgated by the American Institute of Certified Public Accountants.

9.3 Public Inspection

All financial records, books, and annual reports of the financial activity of the corporation shall be kept at the registered office or principal office as approved by the BOT of the corporation in the state the corporation is registered for a period consistent with the IRS requirements or any other laws and shall be available to members for inspection by appointment. Any member or his/her attorney may inspect all books and records of the corporation for any purpose at a mutually acceptable time and place. The corporation may charge for reasonable expenses incurred for such inspection(s).

9.4 Audit and Books

Audit of books and records shall be responsibilities of the Trustees.

9.5 Audit Committee

The General Body shall appoint an audit committee of three (3) members from the members present in the General body to inspect and review the books of KHNA. The members of the Audit Committee shall be individuals who have a good understanding of the Constitution and finance and shall have served a term of 4 years in BOD or BOT combined. Such auditors appointed shall not be the members of the current Board of Directors or Trustees. The audit committee shall:

- a) Conduct reviews more frequent during the last three months before the convention date so that a close observation can be ensured to the accuracy and compliance of financial matters.
- b) Review the accounts as frequent as needed and shall present their report to the Board of Trustees and Board of Directors, emphasizing any discrepancies such as variations from the budget, deviations from the policies and non-compliance to the constitution.
- c) Examine all the books and reports and submit the audited accounts to the Board of Trustees at least three weeks before the Handing over meeting. The Board of Trustees and Board of Directors shall review and approve the audited report before the Treasurer presents the biennial financial report in the handover meeting. The Board of Trustees shall note all findings of internal audit committee for improvement.

9.6 Audits by Certified Public Accountant

KHNA shall audit the books by an independent certified public accountant or equivalent appointed by the Board of Trustees and audit shall be completed within three months of the convention. Any reasonable expense for the external audit shall be paid from the BOT account. The Board of Trustees shall take the responsibility to file tax returns and comply with the IRS regulations.

9.7 Revenue over Expense

- a) Fifty (50) percent of the revenue over the expense, if any, shall be transferred to the Endowment Fund account supervised by the Board of Trustees and the transfer shall be completed within three months of the convention.
- b) The other/remaining fifty percent (50%) shall be distributed among the Institutional member(s) of the Convention hosting State, based on the ratio of the registration revenue and sponsorship revenue brought by each institutional member organization for the KHNA convention, who were active members of KHNA for four (4) consecutive years before the convention date.

9.8 Close PO Box and Bank Accounts

All Bank accounts and Post Boxes opened by the Board of Directors shall be closed as per the direction of the BOT and the evidence of closing accounts shall be handed over to the Board of Trustees.

9.9 Assets

Any movable/immovable properties procured or transacted should be done on behalf of and for the Kerala Hindus of North America. The signatories for transactions are to be President, Treasurer, Secretary and the Chairperson of the Board of Trustees of Kerala Hindus of North America.

9.10 Remuneration

An officer or Director shall receive no remuneration for his/her service and time spent for organizing the Convention but shall be entitled to reimbursement as follows:

- a) The President, Secretary and Treasurer are eligible for, airfare or rental car expense incurred by him/her for reasonable travels made within North America to organize the convention. All other expenses to attend the meetings shall be considered voluntary and shall not be reimbursed.
- b) Any other expense on individual basis incurred in carrying out special assignments with prior understanding and approval of the Board of Directors.
- c) The Treasurer shall include the reasonable expense as mentioned in 9.10.a) in the Biennial budget and must be approved by the joint body of BOD and BOT.
- d) President, Secretary and Treasurer must take extreme caution in expensing this fund and must have a pre-approval from the Executive committee before making the travel for each occurrence.

9.11 Seed Money for New Convention

During the handover meeting presided by the Board of Trustees, the BOT shall approve up to USD 10,000.00 as seed money to the New Convention Committee as follows:

- i. The maximum amount for the seed money shall be ten thousand (10,000) US dollars.
- ii. The seed money must be returned to the Board of Trustees before sixty (60) days of the Convention.
- iii. The President, Secretary and Treasurer shall be responsible for returning the seed money and they shall execute an agreement signed by all three of them promising the Board of Trustees to return the funds before sixty (60) days of the convention.

ARTICLE 10 (Election)

10.1 Election Committee

The Board of Trustees shall appoint a three people committee consisting of two members and an Election Commissioner for conducting the election. The appointment shall be announced before four months of the actual election date for conducting the biennial election of KHNA. The Election Commissioner shall function independent of the Board of Trustees and Board of Directors. The Election Commissioner in addition to the two members can nominate volunteers of their choice to help him in the election process, if secret balloting is required. The Board chair, Vice Chair and members of the Executive Committee shall not be a member of the Election committee. The election committee members must neither be biased nor contest for any position in KHNA and must hold the KHNA bylaw as the basis for all their decisions.

10.1.1 Nomination

Election commissioner shall invite nominations in the prescribed form approved by the BOT before seventy-five (75) days of the election date. The nomination must not contradict the bylaw. In the event of not having eligible nominations, the Election Commissioner shall call for nominations from the floor at the Biennial GB Meeting.

10.1.2 Nomination Submission

Any voting member of the KHNA general body shall be eligible to submit the nomination for any elected position provided he/she is registered and paid in full for the upcoming KHNA convention or has been a member of Kerala Hindus of North America for three (3) months prior to the election date and meets the Eligibility criteria as mentioned in 10.1.3.

10.1.3 Candidate Eligibility

- a) All candidates applying as a member of the Executive committee or Board of Trustees shall:
 - (i) Either be a Life Member of KHNA or a current member of an organization who is an Institutional member of KHNA
 - (ii) If not a life member, submit the nomination with the approval of the Institutional member organization as confirmed through the signature of their President and Secretary.
- b) An individual, who has no affiliation to any local organization in his/her region, must have at least served one term as a member of the KHNA Board of Directors to apply for the Executive committee
- c) Any voting member as mentioned in 10.1.2 can apply for the position of the director board member.

10.1.4 Election Schedule

The Election commissioner shall receive all completed nomination forms, forty-five (45) days prior to the election date. Nominations received after the due date shall not be considered for the election. Candidates shall withdraw their

name from the race before three (3) weeks of the election date through a written request. The final voters list must be published on the KHNA website for the benefit of the KHNA members before two (2) weeks of the proposed election.

10.2 Voters List

The Election Commissioner shall announce the list of candidates and mail a copy along with the current membership list (Voters List) of KHNA to all candidates running for election before two (2) weeks of the biennial election. The Board of Trustees shall provide the final voters list before six (6) weeks of the election to the Election Commissioner. The Election Commissioner, before the distribution of the voters list, shall verify the same by checking against the KHNA records.

10.3 Election Process

In the event of more than one candidate running for one position, the election shall be held by secret ballot. No proxy vote or postal or email vote shall be allowed or counted for the election. The election commissioner shall prepare the guidelines of the election and shall mail the guidelines to all voters, contesting candidates, Board of Directors and Board of Trustees before two weeks of the election. If there is a tie for any position, the winner shall be announced by drawing a lot.

10.4 Announcing Result

The Election Commissioner shall announce the final results of the election. The Board of Trustees Chairman shall be responsible for conducting the oath ceremony.

10.5 Election of BOT Chair, Vice Chair & Secretary

The outgoing BOT Chair shall call a meeting of the newly elected BOT members at the handing over meeting and elect a Chair, Vice Chair and Secretary through secret ballot. The newly elected Chair, Vice Chair and Secretary shall take positions immediately after the handing over meeting and work with the outgoing Chair, Vice Chair and Secretary. Board of Trustees will continue until the handing over and the new Board of Trustees will take office at that time.

10.6 Election Expense

All reasonable expenses incurred for conducting the election must be preauthorized by the BOT and shall be reimbursed to the Election Commissioner by the Treasurer from the membership fees collected from the convention registrants. The balance of the collected membership fees shall be deposited in the Restricted/Endowment Account of the Board of Trustees within two weeks of the conclusion of the biennial convention.

ARTICLE 11 (General Provisions)

11.1 Amendments to the Bylaws

11.1.1 By Members

Members in good standing shall propose amendments in writing and submit to the KHNA Secretary. Secretary shall present the proposed changes in the next Board of Directors meeting.

11.1.2 Committee

GB and/or BOT shall upon majority vote appoint a constitution amendment committee to study the constitution and propose amendments in writing. All proposed amendments shall be sent to the Secretary for proper follow up.

11.1.3 Amendment Process

These bylaws may be amended by the General Body at any meeting provided a notice of the proposed amendment has been mailed to all members no later than forty-five (45) days prior to such meeting. The amendments must first be discussed in the Board of Directors and then in the Board of Trustees before sending the notice to the General Body. No such amendment shall be contrary to the provision set forth in Section 501 (c) (3) of the Internal Revenue Service Code of 1954.

11.1.4 Two-Third Required

An affirmative vote of a two-thirds majority of the voting members present at such meeting of the members shall constitute an acceptance of the proposed amendment.

11.1.5 Effective Date

The approved amendment shall be implemented immediately unless a specified date of implementation is voted upon before the vote is taken to approve the amendment.

11.2 Regional Convention

All regional conventions have to be organized through regional institutional organizations who are current Institutional members of KHNA. All financial activities of this convention has to be conducted through a separate account opened and operated by the sponsoring organization official and KHNA Treasurer or joint treasurer and monitored by representatives from regional institutional organizations and KHNA BOD.

11.3 Rules of Order

The rules of procedure contained in 'Robert's Rules of Order Revised' shall be used in the conduct of business of the organization in all cases which are not covered by these bylaws, or other special rules adopted by the organization.

11.4 Dissolution

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the

time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 as the Board of Trustees shall determine. Any such assets not disposed of shall be disposed of by the Court of common Pleas of the County in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated for such purposes.

KHNA General Body unanimously approved the above bylaw and resolved that the new changes shall be effective as of 7th of August 2021.

Satheesh Ambadi

Dr. Satheesh Ambadi
President, KHNA
2019-2021

Sudhirdas Prayaga

Dr. Sudhirdas Prayaga
General Secretary, KHNA
2019-2021

Surendran Nair

Mr. Surendran Nair
Bylaw Committee Chair, KHNA
2019-2021

Geographical Regions

Following are the geographical regions recognized under this constitution:

1. Tristate - NJ, PA, DE
2. Southeast - FL, GA, AL, MS
3. DC Region - DC, MD, VA, WV
4. Great Lakes - OH, MI, East Canada
5. Midwest - IL, MN, IA, IN, NB, KS, MO, WI
6. Southwest - CA, AZ, UT, CO, NV, NM
7. Lone Star - TX, OK, LA
8. Empire State - NY, CT
9. Northwest - OR, WA, ID, MT, WY, AK, ND, SD, West Canada
10. Northeast - MA, NH, RI, ME, VT
11. South Central - TN, NC, SC, AR, KY
12. Other Regions - HI, Mexico, Caribbeans, other unspecified

Regions could be reorganized as and when needed by a simple majority of General Body.

Abbreviations and Terms Used

For the interpretation of this constitution, following terms mean as detailed:

- **BOD** - Board of Directors
- **BOT** - Board of Trustees
- **GB** - General Body
- **North America** - Includes all countries coming under the Geographical region of North America including Canada and Mexico.
- **Good Standing** - An individual is in good standing, if they have no financial dues of any sort with KHNA.
- **Sewa** - Charity service
- **Yuva** - A forum for providing career guidance and advising for professional advancement.

RESOLUTIONS

Resolutions approved July 1, 2017

1. *Out of the 15 (fifteen) Board of Trustee members 8 (eight) shall be elected for a period of 4 (four) years and 7 (seven) shall be elected for a period of 2 (two) years and there after according to the open vacancies.*

Resolutions approved August 7, 2021

2. *Authorized the President of KHNA to register and launch KHNA Cultural and Educational Foundation such that; 1. The corporate organization and the bylaws of KHNA Cultural and Educational Foundation be reviewed and ratified by the KHNA Board of Directors and Board of Trustees, and 2. The members of the working committee of the foundation shall be nominated by the KHNA Board of Directors.*