

# BYLAWS OF THE INDIA ASSOCIATION OF OKLAHOMA

[Post Office Box 6828, Moore, OK- 73153]

## REVISION 3.1



**EIN: 51-0161657**

Revised and Accepted: January 15<sup>th</sup>, 2016

**ARTICLE I**  
**NAME OF THE ORGANIZATION AND ITS PURPOSE**

- 1.1 The India Association of Oklahoma ("Association" or "IAOK") is established with an objective of education and preservation of Indian heritage and culture among those interested. The Association will also facilitate strong and close communication, solidarity, unity and understanding, among people of Indian origin, living in the Oklahoma. The Association will work to advance the cause of people of Indian origin with appropriate interactions with individuals and organizations.
- 1.2 The Association is a non-profit organization and its operation shall meet regulatory requirements applicable to such organizations.
- 1.3 The Association is a secular organization and may engage in charitable causes of human interest without discrimination of sex, religion or color.

**ARTICLE II**  
**ELIGIBILITY FOR MEMBERSHIP TO THIS ORGANIZATION**

- 2.1 Any person, with good legal standing who supports the purposes of the Association as set forth in Article 1.1 above and has a strong interest in Indian culture, is eligible to become a member and participate in Association activities. Membership is granted after completion and receipt of a membership application and annual fees. New Memberships shall be granted upon a majority vote of the Executive Committee.
- 2.2 Membership dues: In order to meet financial needs of the Association an annual membership fee, determined by the Executive Committee, shall be charged to members on a family unit basis. Upon payment of annual membership fee the members will become active members of the Association for the calendar year.
- 2.3 Full time independent college students will pay 50 % of the regular family membership fee to become members.
- 2.4 Annual membership fee will be due at the time of yearly Diwali Celebration.
- 2.5 For a family/individual joining the Association for the first time, the fee will be due at the time of joining the organization and then paid yearly for renewal of membership.

**ARTICLE III  
MEMBERSHIP: DUTIES AND PRIVILEGES**

- 3.1 Membership to the Association will primarily be from Oklahoma City and greater Oklahoma City area. However, membership is not limited to any geographical area.
- 3.2 All members shall receive a free copy of the Membership Directory each year, will be given free admissions in certain functions, and will enjoy other privileges such as restaurant discounts etc. that the Association has arranged.
- 3.3 Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.
- 3.4 The Executive Committee in conjunction with the By-Laws and Ethics committee shall have the authority to establish and define no-voting categories of membership.
- 3.5 Regular meetings of the members shall be held at least annually, at a time and place designated by the Executive Committee. At the annual meeting the members may receive reports on the activities of the association, and determine the direction of the association for the coming year.
- 3.6 Special meeting may be called by the Executive Committee or the By-Laws and Ethics committee by a simple majority of the Executive Committee or By-Laws and Ethics Committee.
- 3.7 Printed or electronic notice of each meeting shall be given to each voting member not less than two weeks prior to the meeting.
- 3.8 The members present at any properly announced meeting shall constitute a quorum.
- 3.9 All issued to be voted on shall be decided by a simple majority of those present at the meeting which the vote takes place.

**ARTICLE IV  
EXECUTIVE COMMITTEE AND ITS DUTIES**

- 4.1 Definition: The "Executive Committee" ("EC") shall consist of core group (having been members of the Association for five years or more) that is responsible for all activities of the Association. Except for the power to amend the Articles of

Incorporation and bylaws, the Executive Committee shall have all the powers and authority listed herein in subject to the direction of the By-laws and Ethics Committee. The executive committee shall consist of five voting members:

- i) President
- ii) Vice President
- iii) Secretary
- iv) Treasurer
- v) Joint secretary

The Executive Committee may delegate responsibility of day-to-day operations to the staff and committees. The Executive Committee ("EC") receives no compensation or expense reimbursement.

#### 4.2 The President shall:

- a) Function as head of the Executive Committee
- b) Preside over executive committee and, general body meetings of the Association
- c) Lead the Association with conviction and fairness to promote the well being of its members
- d) Serve as an ex-officio member of all committees created, or appoint another office to serve in his or her stead, for effective functioning of the Association.
- e) Serve as a liaison with the Embassy and Consulates of India in the U.S.A., working with them to keep lines of communication with India open for members of the Association
- f) Communicate with local and national leaders to keep them informed about the concerns of the community.
- g) All decisions for the Association, taken by the President, shall only be taken after consultation with the Executive Committee AND after obtaining a majority vote of the Executive Committee.

#### 4.3 Vice President shall:

- a) Work closely with the president assisting him/her in planning and execution of Association activities, functioning of various committees and step in, as and when needed, to function on behalf of the president
- b) If for any reason the President vacates his or her position, the Vice President shall function as president for the balance of that term. The "election" provisions under Article IV shall not apply in this situation. In any similar, unforeseen,

circumstance the designated chain of command will serve as President for (he remainder of that term.

4.4 Secretary shall:

- a) Keep records of the Association activities
- b) Inform the Executive Committee members about meetings
- c) Inform or provide notice to the members of dates, times and agendas of general body meetings
- d) Keep and distribute as appropriate, minutes of all meetings
- e) Prepare and submit an annual report of Association activities

4.5 Treasurer shall at all time perform his or her duties in the capacity of a fiduciary and shall:

- a) Keep records of monies received and expenditures incurred. This includes the receipts of all expenses.
- b) Present a quarterly financial report to the Executive Committee.
- c) Present an annual reconciled financial report at the annual general body meeting and make financial information available to the Executive Committee and the public..
- d) Deposit Association funds in a plan decided by the Executive Committee.
- e) Obtain two signatures on all checks in excess of \$3,000.00.

4.6 Joint Secretary shall:

- a) Assist the Secretary in various tasks as requested by the Secretary and the Committee.

4.6 The Executive Committee must publish a reconciled income statement after every major event that highlights income and expense which balances. Members have to right to the details of all expenses.

4.7 General Body Meeting:

The Executive Committee is responsible for at least one General Body Meeting per year. The purpose of this meeting is to listen to the suggestions of its members, apprising members of Associations activities, and providing financial statement of income and expense.

- 4.8 Resignation from the Executive Committee must be in writing and received by the Secretary. If an Executive Committee member misses more than 50% of the Committee Meetings, the Executive Committee has the right to eliminate him/her from the Committee with the approval of the "Ethics and Bylaws Committee" as set forth in these By-Laws. An Executive Committee member may be removed for other reasons by a three-fourths vote of the Ethics and Bylaws Committee as set forth in these By-Laws
- 4.9 The Executive Committee shall meet at least quarterly, at an agreed upon time and place. An official Executive Committee meeting requires that each committee member have written or electronic notice at least two weeks in advance of the scheduled meeting.
- 4.10 A quorum must be attended by at least fifty percent of the Executive Committee members for business transactions to take place and motions to pass.

**ARTICLE V  
TERM AND APPOINTMENT PROCEDURES**

- 5.1 Term for the Executive Committee officers shall be one year but are eligible to serve five one year terms on the Committee.. At the end of each one year the term the office of President will expire and all other officers will be upgraded. The Vice president will be the President; the Secretary will be the Vice-President; the Treasurer will be the Secretary and the Joint Secretary will become the Treasurer. The process of upgrading will leave a vacant position of Joint Secretary which shall be filled by nomination and appointment by the Executive Committee.
- 5.2 Each year a new Joint Secretary will be appointed by the Executive Committee. If more than one candidate emerges and applies for that position, the candidate will be selected via majority vote of the recent year Executive Committee.
- 5.3 Appointment of the Executive Committee for the new year will be held approximately six weeks in advance of the yearly Diwali function.
- 5.4 The new Committee will be announced at the Diwali function and via the Newsletter.
- 5.5 Special meetings of the Executive Committee shall be called upon request of one-third of the Executive Committee. Notices of special meetings shall be sent out by the Secretary to each board member at least two weeks in advance. Nothing contained

herein shall prohibit the holding of meeting with shorter notice where circumstances so dictate , provided that all Executive Committee members execute a written waiver of notice.

## ARTICLE VI

### SUB-COMMITTEE COORDINATORS AND THEIR DUIES

**The Executive Committee has adopted the following Sub-Committees with the duties listed herein. The Executive Committee may create committees as needed, such as fundraising, public relations, data collection etc. The Executive Committee appoints all sub-committee chairs by majority vote.**

#### 6.1 Program Director

The Program Director is responsible for arranging the Association events. The event coordinator shall prepare draft plans for arranging cultural programs and other events and present them to the Executive Committee for execution.

#### 6.2 Cultural Activity Coordinator

The Cultural Activity Coordinator is responsible for arranging cultural programs such as community Mela, Holi, Eid, Gurpurab, ect.

#### 6.3 Membership Director

The Membership Director will assist the Association in growing its membership base by networking amongst the community and coordinating membership drives. The membership director will be intimately involved in preparation and printing of the membership directory.

#### 6.4 Business Advertising coordinator

The Business Advertising Coordinator will be responsible for raising funds for the Association from Businesses and corporations by means of advertising, sponsorships and donations.

#### 6.5 Newsletter Editor

Newsletter Editor will assist the Association in preparation and printing of its quarterly Newsletters. Should the Association decide to send more communication mailers to the community that will be coordinated by the Newsletter Editor.

#### 6.6 Volunteer Coordinator

Volunteer Coordinator will maintain a list of active coordinators and will be responsible in coordinating tasks of the volunteers.

6.7 Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other members one appointed from the Executive Committee and one appointed from the Ethics and By-Laws Committee and one appointed from the membership at large. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Committee members. The Executive Committee must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Executive Committee and the By-Laws and Ethics Committee showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Executive Committee and the public.

## **ARTICLE VII ETHICS AND BY-LAWS COMMITTEE**

- 7.1 Definition: The Ethics and By-laws Committee (“EBLC”) will be an independent body that shall consist of five members who are responsible to resolve any issues regarding interpretation of the by-laws, constitution, complaints by any member/member of the executive committee and subcommittee. This body will act as a trustee of the India Association of Oklahoma in order to assure a fair and efficient functioning of the Association. This body will conduct a proper hearing in the presence of all the concerned parties and then decide the matter by a majority vote of its members. The decision of this body shall be binding for all the parties.
- 7.2 The Ethics and Bylaws Committee shall consist of 5 members that are appointed from the pool of the past IAOK presidents. Upon agreement within the committee determined by majority vote, one member of EBLC may be filled by any respectable member of the organization regardless of his/her status of being a past president.
- 7.3 No member of Executive Committee or their spouse or close first relative can serve on EBLC.
- 7.4 Among its members there will be a chairperson. Chairperson will be responsible for conducting, hearing and over-seeing over all functioning and performance of the Association. Chairperson will be floating position and revolve amongst the members based on the project and the respective experience of an individual.
- 7.5 A The term of the chairperson and ethics and by-laws committee members will be for three years.
- 7.6 Renewal of EBLC: This committee shall strive to bring new members into its functional group and will be responsible for its own continuation. The committee shall



be structured in a phase term format where at least one member of the committee retires each term and a new member is appointed. In the absence of an appropriate replacement EBCL can reappoint an existing EBLC member.

**ARTICLE VIII  
VALIDITY & AMENDMENTS OF BY-LAWS**

- 8.1 Upon mailing to each member by electronic means or pre-post, these by-laws shall be deemed valid and binding to all officers and members of the Association.
- 8.2 Any member of the EBLC may propose amendment or revision to these By-laws. Any proposal for Amendment to these by-laws shall clearly set out the sections and provisions to be revised or amended and the reason for such amendment. Further such proposal shall be signed by at least ½ (half) of the membership of the EBLC. The EBLC shall schedule a meeting of the members of EBLC for consideration of revisions or amendments. An affirmative vote by two-thirds of the members of the EBLC shall be necessary for the adoption of all amendments. The failure of a EBLC member to respond or attend the meeting shall be deemed a non-objection and endorsement of the amendments. The quorum requirements for voting on amendments shall be two thirds of the membership of the EBLC.
- 8.3 The EBLC will first discuss any proposed amendment to the by-laws and perform modifications, if it deems fit.
- 8.4 A summary of the bylaws shall be included in the Association directory and/or on the Association's website.

**ARTICLE IX  
FINANCIAL AND DISSOLUTION PROCEDURES**

- 9.1 Funds shall be received through membership dues, private donations and such fund raising methods that are legally authorized for non-profit organizations under the US Internal Revenue Code and State and Local laws.
- 9.2 Funds shall be held in a commercial bank or other public financial institutions in an interest bearing account. Funds shall not be invested in a speculative investment.
- 9.3 Funds up to \$10,000/year shall be spent at the direction and approval of the Executive committee. If the cash-flow expense of events is expected to exceed or exceeds the amount of \$10,000, a written authorization from EBLC must first be obtained. As an

example, such situations will arise in the event of high-expense cultural event such as an invitation to a popular Bollywood musician.

- 9.4 Funds shall be used exclusively for fulfilling the goals of the Association as defined in the Article I.
- 9.5 No member of the Executive Committee or any Association member, appointed by the Executive Committee to perform any task assigned by the committee, shall promise or cause the Association to spend any amount of money, in fulfillment of the assigned task, without approval from the Executive Committee.
- 9.6 No monies from the Association funds can be spent for donations to charities to individuals or organizations, without the majority written consent of the Executive Committee members.
- 9.7 All expenses that may be incurred for functions and activities organized by the Association, shall be made by with majority consent of the Executive Committee members.
- 9.8 In case of dissolution of the Association, all unused funds and assets must be exclusively use for exempt purposes such as in donation to a charitable, educational and/or scientific organization that works for betterment of mankind. These organizations must be registered as non-profit organizations. Examples of such organizations are the American Red Cross, American Cancer Society, Wild Life Fund, American Foundation of Disabled Children, etc.

## **ARTICLE X CONFLICT OF INTEREST POLICY**

- 10.1 The purpose of the conflict of interest policy is to protect India Association of Oklahoma's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
- 10.2 Definition of Interested Person: Any principal officer, or member of a committee with governing body, the Executive Committee, delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- 10.3 A person is considered to have financial interest if the person has, directly or indirectly, through business, investment, or family:

- i) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- ii) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or,
- iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Executive Committee decides that a conflict of interest exists.

- 10.4 IAOK is a service organization aimed where the task of its administrators is purely voluntary. EC and EBLC members are not eligible for reimbursement of mileage, accommodation, food or meal expense.
- 10.5 Duty to disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with ultimate discretion given to the governing body, the Executive Committee which is delegated powers to consider the proposed transaction or arrangement.
- 10.6 Determination of conflict: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing body, the Executive Committee or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Executive Committee or committee members shall decide if a conflict of interest exists
- 10.7 Addressing a conflict:
  - i) An interested person may make a presentation at the governing body, Executive Committee meeting or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - ii) The chairperson of the governing body, the Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - iii) After exercising due diligence, the governing body, the Executive Committee shall determine whether the Organization can obtain with

reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing body, the Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 10.8 Violations:

i) If the governing body, the Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing body, the Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action up to and including expulsion.

#### 10.9 The minutes of the Executive Committee and all committees with Executive Committee delegated powers shall contain:

i) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Committee's or committee's decision as to whether a conflict of interest in fact existed.

ii) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

10.10 The above and foregoing conflict of interest policy will be adopted and understood by all current officers of the executive committee of India Association of Oklahoma. The policy will be periodically reviewed and all elements will be monitored. In the event of a potential conflict, an outside expert may be appointed for a resolution.

**ARTICLE XI  
INDEMNIFICATION OF COMMITTEES OFFICERS**

11.1 The Association agrees to protect, indemnify, defend or cover costs of defense for, and hold harmless its Executive Committee members, officers and volunteers, against any demand or claim for damages or liability established for damages or injuries to any person or property which rise from or are connected with or are caused or claimed to be caused by the acts or omissions of the Association, its Executive Committee members, officers or volunteers, in performing the duties and responsibilities of the Association provided, however, the Association's duty to indemnify and hold harmless shall not include any claims or liability arising from the negligence or willful misconduct of the Executive Committee, its officers, or volunteers.

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