

# **CONSTITUTION AND BY-LAWS OF THE KERALA ASSOCIATION OF OHIO**

## **PREAMBLE**

Kerala Association of Ohio (KAO), founded in 1999 is a registered non-profit organization, representing the residents of Northern Ohio region in the United States of America, and having roots in the state of Kerala, India. KAO is certified per the federal regulations for non-profits as a 501(c) (3) organization. The key purpose of KAO is to bring the community together by providing a shared platform for members to promote and preserve our identity, traditions and values. We, the members of the Kerala Association of Ohio, in order to serve this purpose, define the objectives, define structure and provide guidelines for general operations of the association and promote the general Welfare of our community, do ordain and establish this Constitution.

## **ARTICLE-I: NAME AND ADDRESS**

1.1 The name of the organization shall be KERALA ASSOCIATION OF OHIO.

1.2 The address of this organization will be 20983 Fawnhaven Dr, North Royalton, OH - 44133.

The address of KAO shall be located at such a place as decided by the Executive Committee. If not otherwise decided by the Executive Committee, until such a time as a permanent location is established for KAO the above-mentioned address shall be the address of the Association.

## **ARTICLE-II: OBJECTIVES**

2.1 The purpose of the Kerala Association of Ohio (KAO) is to promote cultural, charitable, educational, and literary activities in accordance with Section 501(c)(3) of the Internal Revenue Code.

2.2 The Association shall strive to provide a common forum for all members, irrespective of religion, gender, creed, or age.

2.3 The Association shall encourage members and their children to learn the language and culture of Kerala specifically, and of India more broadly.

2.4 The Association shall support members and their children in developing their talents, appreciation for fine arts, and intellectual growth.

2.5 The Association may provide financial or other assistance—either directly or through other nonprofit organizations—to support the disadvantaged and underprivileged, subject to available funds and Executive Committee approval.

2.6 The Association shall organize seminars and other events to promote a deeper understanding of Kerala's heritage and family values.

2.7 The Association may publish newsletters, bulletins, or other communications to inform and engage members.

2.8 The Association may organize cultural programs, film screenings, and other appropriate fundraising events as needed in accordance with objectives and deemed feasible.

**2.9** The Kerala Association of Ohio (KAO) is a cultural organization that shall remain non-profit, non-political, and non-religious.

**2.10** The Association shall support initiatives that strengthen people-to-people ties between citizens of India and the United States.

**2.11** KAO shall not engage in any activity outside the scope of its stated purposes as defined in its Articles of Incorporation filed with the Office of the Secretary of State, Ohio. These Articles are henceforth referred to as the "Constitution" in this bylaws document.

**2.12** KAO shall not engage in propaganda or participate in any political campaign on behalf of, or in opposition to, any candidate for public office in the USA or elsewhere. KAO shall not endorse or support any political campaign—including through official social media platforms—by any of its members or otherwise.

**2.13** KAO shall not participate in any activity that is unlawful under the laws of the United States.

**2.14** No advisor, Executive Committee member, or subcommittee member shall receive any salary, compensation, or emolument solely for their role in KAO. However, may be compensated for bona fide professional services rendered, provided such compensation is reasonable, customary, and approved in accordance with conflict-of-interest policies.

### **ARTICLE-III: MEMBERSHIP**

There will be three membership categories:

1. Family Membership - Membership is open to families, with a maximum of two adults and their children up to 18 years of age. Both adults—either spouses or any two adults residing in the same household—are each entitled to one vote and are eligible to hold office on the Executive Committee
2. Individual Membership- Membership is open to adult individuals, each of whom is entitled to cast one vote and is eligible to hold office on the Executive Committee.
3. Student Membership - Membership is open to full-time college students between the ages of 18 and 25 who are interested in participating in KAO activities. Student members are not entitled to vote and are not eligible to hold office on the Executive Committee.

### **3.1 Member in good standing**

A person who has paid the membership dues in the above categories and has not engaged in any conduct detrimental to the interests or harmony of KAO or its objectives as outlined in above sections.

### **3.2 Eligibility**

Any individual over 18 years of age residing in the Northeast Ohio region, who accepts the Constitution and Bylaws of KAO and supports its objectives, shall be eligible for general membership.

### **3.3 Membership Fees & Dues**

1. All members must pay annual dues, the amount of which shall be determined and reviewed periodically by the Executive Committee.
2. Annual dues shall be payable on or before the first official event of the calendar year. Members may attend KAO events after January 1 by either paying the annual membership fee or an event-specific entry fee, as determined by the Executive Committee.
3. Membership dues are non-refundable and non-transferable.
4. The Executive Committee may adjust the membership fee structure in response to changes in the cost of goods and services. Such adjustments shall be evaluated and implemented as deemed necessary.
5. The Executive Committee reserves the right to accept or reject any membership application based on merit and alignment with KAO's requirements and values.
6. Membership in KAO does not confer any ownership interest in the assets or property of the organization.

### **3.4 Membership Rights**

Members in good standing shall have the following rights:

1. To attend General Body meetings and actively participate in the activities of the Association.
2. Members who have paid their annual dues by October 31<sup>st</sup> of the current calendar year shall be eligible to vote in the General Body meeting.
3. To vote in General Body meetings and elections, and to contest for positions in the Executive Committee and Board of Trustees, provided all eligibility criteria are met.
4. To attend and participate in four core events during each membership year: Onam, Christmas, Family Night, and Picnic. The Executive Committee reserves the right to cancel or modify any of these events under exceptional circumstances, such as a pandemic or other unforeseen events.
5. To participate in additional events organized by KAO throughout the calendar year, which may require an extra participation fee as determined by the Executive Committee.
6. To request the convening of a General Body meeting by submitting a written request signed by at least 20 members in good standing, clearly stating the reason for the request.

## **ARTICLE-IV: ADMINISTRATION**

The administration of the Kerala Association of Ohio (KAO) will be carried out by the Executive Committee of the Association to ensure that the objectives are met.

## 4.1 EXECUTIVE COMMITTEE

The Executive Committee of the Kerala Association of Ohio shall be nominated by its members and elected by the General Body following parliamentary principles and procedures. The election will take place during the Annual General Body Meeting, which will be held in January each year.

The Executive Committee shall comprise the following positions:

- President
- Vice President
- General Secretary
- Joint Secretary
- Treasurer
- Joint Treasurer

Decisions on administrative matters shall be made through discussions within the Executive Committee, based on consensus and with the approval of the President.

### 4.1.1 Terms of Office - Executive Committee

1. **Term Duration:** The term of office for Executive Committee (EC) members shall be one (1) calendar year, from January 1st to December 31<sup>st</sup>.
2. **Term Limits:** EC members may not serve for more than two consecutive terms and cannot hold the same position in the following year.
3. **Family Representation:** Only one member from a family may serve on the EC during a given term.
4. **Leadership Experience Requirement:** To be nominated for the position of President, a member must have prior experience serving on the Executive Committee of KAO or on the committee of another non-profit organization based in the USA.
5. **Eligibility :** To be eligible to contest in the elections, EC nominees must be KAO members in good standing for at least one year and must have paid their annual dues by October 31<sup>st</sup> of the current calendar year.

### 4.1.2 Responsibility of Executive Committee

1. **General Responsibilities**
  - The EC holds overall accountability for the organization's reputation, sustainability, financial health, and actions of KAO.
  - It operates in accordance with the KAO Constitution and By-Laws, overseeing activities that serve the interests of the community.
2. **Cultural and Social Engagement**
  - The EC is empowered to organize cultural and social events that foster community engagement.
  - These activities may include seminars, entertainment, concerts, lectures, cultural or sports competitions, and other relevant events aligned with the organization's objectives.
3. **Committee Appointments**

- The EC has the authority to establish subcommittees to support various initiatives.
  - It can also form ad-hoc committees for specific projects, events, or tasks.
  - It can fill vacancies within sub-committees, except for office bearer positions.
- 4. Membership Communication & Event Admission**
- Before the first cultural event of the year, the newly elected EC must notify all members of any updates to annual dues via email and/or official social media platforms.
  - The EC determines admission fees for additional events it organizes or sponsors and decides on complimentary admissions where applicable.
- 5. Invitations and Membership Data Management**
- The EC has the right to invite special guests to EC meetings, ensuring that office bearers are informed.
  - It is responsible for maintaining membership records, which must not be used for non-KAO purposes.
- 6. Governance**
- The EC is responsible for planning and executing programs for the Association.
  - It has the authority to take disciplinary action against members (suspension of membership or removal from an event) acting against the organization's interests. The expulsion of a member must be decided by a two third majority vote during a joint meeting of the Executive Committee and Advisory Committee.
- 7. Policy Amendments & Administration**
- The EC, in coordination with the Advisory Council (AC), may propose bylaw amendments, modifications, or new regulations for the organization, which require General Body approval.
  - It is responsible for overseeing the administration of the organization, protecting its assets, and ensuring compliance with legal and regulatory obligations.
- 8. Financial Oversight**
- The EC manages budgeting, fundraising, and financial planning while ensuring transparency and accountability in financial transactions.
  - It has the authority to approve sponsorships, grants, and other revenue-generating activities.
  - Accurate financial records, including income, expenses, and transactions, must be maintained, with internal controls in place to prevent fraud and misuse.
  - The EC must ensure timely tax filings and compliance with federal, state, and local tax requirements.
  - It should conduct internal financial reviews or external audits if necessary and prepare annual budgets and financial reports.
- 9. Public Relations & Representation**
- The EC is responsible for promoting the organization's events, activities, and initiatives via media and social platforms.
  - It represents KAO in cultural forums, networking events, and collaborations.
  - It must ensure that KAO continues to align with its charitable, educational, and cultural mission under the 501(c)(3) tax-exempt status.

- The EC must also safeguard the organization's tax-exempt status by preventing members from using official social media platforms for lobbying or political activities. Additionally, EC members must refrain from engaging in such activities.

#### **10. Governance & Legal Compliance**

- The EC is responsible for maintaining an effective governance structure, including a functioning Board of Directors and adherence to bylaws.
- It ensures that all contracts and agreements are reviewed before signing.
- The EC oversees legal and compliance matters, consulting attorneys or experts when needed.
- It is responsible for securing necessary insurance coverage, such as liability, directors & officers, and event insurance.

#### **11. Record Keeping**

- The EC must maintain and store meeting minutes and major decisions in a shared online folder or drive for transparency and reference.

#### **12. Elections and handover**

- The EC is responsible for planning the Annual General Meetings (AGMs), and informing members about the date, time, and agenda in advance.
- The EC together with AC oversees the election process to ensure it is transparent and aligns with the organization's bylaws. This involves managing nominations, facilitating voting procedures, and announcing results.
- The EC must ensure a seamless transition by providing the incoming committee with necessary documents, briefings on ongoing projects, and guidance on organizational protocols.
- The EC ensures that all procedures during the General body and elections comply with legal and regulatory standards, maintaining the organization's integrity and adherence to governance best practices.

### **4.2 ADVISORY COUNCIL**

The Advisory Council shall consist of the following members:

- Three (3) elected Trustees of KAO
- Two (2) immediate past Presidents of KAO  
If a past President declines to serve on the Advisory Council, the newly elected Executive Committee may nominate any office bearer from the previous two Executive Committees to serve in their place.
- **4.2.1 Term of Trustees & Eligibility**  
Trustees shall be elected by the General Body and shall serve a term of three (3) years. If a Trustee resigns or is unable to serve the remainder of their term for any reason, the vacant position shall be filled at the next General Body meeting.

To be eligible for election as a Trustee, a member must:

- Be in good standing, and
- Have previously served on the Executive Committee in any capacity.

#### 4.2.2 Responsibilities of the Advisory Committee

1. **Setting Long-Term Objectives & Governance:** The Advisory Committee (AC) is responsible for defining the association's long-term goals and overseeing the governance of the Executive Committee (EC). Their duties include addressing constitutional and legal matters related to KAO while supporting and collaborating with the EC on various projects.
2. **Promoting Organizational Goodwill:** AC members are expected to actively promote and uphold the reputation and goodwill of the organization.
3. **Overseeing Elections & Audits:** The AC is responsible for supervising the annual election process and ensuring proper audit activities are conducted.
4. **Removing Members for Detrimental Behavior:** The AC& EC has the authority to remove any EC member or general member if their actions are deemed harmful to the organization. Such a decision requires a two-thirds majority vote of the EC and AC members present at a specially convened meeting for this purpose.
5. **Removing EC member:** If a member of the Executive Committee is habitually absent—defined as absence from three (3) consecutive Executive Committee meetings without a reasonable cause—or is found to be consistently failing to perform their assigned duties, a joint meeting of the Executive Committee (EC) and the Advisory Council (AC) may be convened. With a two-thirds ( $\frac{2}{3}$ ) majority vote of the members present and constituting a valid quorum, the EC member in question may be removed from office. An expelled member shall be deemed ineligible to serve in the Executive Committee for the remainder of the current term. In the event of a reinstatement, the EC shall determine an appropriate role for the member, ensuring no conflict with filled positions.
6. **Appeal & Reinstatement Process:** A removed member has the right to appeal the decision. Reinstatement may be granted if approved by a two-thirds majority vote of the General Body of available quorum at a meeting specifically convened for this purpose.

#### 4.3 EXTENDED COMMITTEES

The Executive Committee of KAO may form Extended Committees, to support the various initiatives / execution of events. The purpose and number of committees, members in each committee, the duration and validity of such committees shall be decided by the Executive Committee based on consensus and approval of the President. However, the term of such committees will not exceed the term of the Executive Committee. The following are examples of such Extended Committees.

Focus	Responsibility
Venue	Identification & reservation of Venues, Decorations, Light and Sound
Performing Arts	Identification of performers, screening and organizing the program
Food & Logistics	Selection of vendors, items, serving and hygiene
Youth Leadership	Developing young leaders (High schoolers)
Community Services	Assistance to Charities, Food bank, Special causes and such

## **ARTICLE-V: GENERAL BODY**

### **5.1 Authority**

The General Body is the supreme forum of the Kerala Association of Ohio (KAO) and comprises all members in good standing.

### **5.2 Frequency of General Body**

The General Body shall convene at least once annually, either in person or through a virtual platform, as determined by the Executive Committee.

### **5.3 Notice to members**

The Secretary of the Association (or, in the Secretary's absence, the Joint Secretary) shall notify all members in writing of the meeting at least fourteen (14) days in advance. Notice may be delivered via email or other accepted forms of written communication.

### **5.4 Quorum**

One-third ( $\frac{1}{3}$ ) of the total membership shall constitute a quorum for the General Body meeting. If a quorum is not present within thirty (30) minutes of the scheduled start time, the President shall have the authority to declare the members present as a valid quorum. The General Body may then proceed to conduct the scheduled business.

### **5.5 Requesting a General Body Meeting**

1. **Eligibility to Request:** Members in good standing may request a General Body Meeting by submitting a written request signed by at least 20 members, clearly stating the purpose of the request.
2. **Submission Process:** The request must be submitted via email to the designated address.
3. **Review & Scheduling:** The Executive Committee (EC) along with the Advisory Committee (AC) will review the request and schedule the meeting accordingly.
4. **Notification:** The Secretary will send out the official notification for the General Body Meeting within 45 days from the date of request submission.
5. **Mode of meeting ;** Other than Annual General Body meetings, adhoc General Body meetings can be in person or online meetings which can be decided by the Executive Committee.

## **Article VI - Election Protocol - Executive Committee & Trustees**

### **6.1 Election Committee:**

- The Executive Committee (EC) and Advisory Council (AC) shall jointly constitute the Election Committee
- Any current Executive Committee or Advisory Council member who intends to submit a nomination—either for a position in the Executive Committee or as a Trustee—shall not serve on the Election Committee.

### **6.2 Election Timeline:**



- Elections shall be conducted during the Annual General Body Meeting at least by the end of January each year.
- The Election Committee shall oversee the election process and certify the results.

### **6.3 Nomination Process:**

- The Election Committee shall initiate the election process by sending a communication calling for nominations at least thirty (30) days prior to the end of the current Executive Committee's term. This communication shall be made via email and web notification to all members.
- The deadline for submitting nominations shall be no later than two (2) weeks prior to the election date.
- Any current trustee who intends to submit a nomination for a position in the Executive Committee shall resign as trustee, before filing the nomination for the position in Executive Committee
- The Election Committee shall confirm the participation of all nominees and shall circulate the final list of eligible candidates to all KAO members at least one (1) week before the election.
- Each member may file a nomination for only one office-bearing position.
- If no nominations are received by the deadline for any position, nominations may be accepted from the floor for uncontested roles during the Annual General Body Meeting.

### **6.4 Mode of meeting**

- Annual General Body Meetings shall be conducted in person. However, in exceptional circumstances—such as a pandemic, natural disaster, or other situations that reasonably prevent a physical gathering, the meeting may be held virtually, as determined by the Executive Committee.

### **6.5 Voting Method:**

- Elections shall be conducted either by secret ballot or open voting (by raising hands), with a simple majority determining the outcome.
- Each member attending the meeting may hold only one vote.
- If more nominations are presented for a position, secret voting is recommended for all the elections.

### **6.6 Timely Announcement of Election Outcome:**

- Communicate election results to all members as soon as possible after the results are finalized.
- Utilize multiple channels such as email, the organization's website, and official social media platforms to ensure broad accessibility.

### **6.7 Detailed Reporting:**

- Provide comprehensive details, including the names of elected individuals and the positions they will assume.

- If applicable, include vote counts or percentages to demonstrate transparency in the election process.

## **6.8 Adherence to Bylaws:**

- Ensure that the announcement process aligns with the organization's bylaws and any relevant legal requirements.

## **Article VII - Vacancies & Re-Election**

### **1. Notification of Vacancy**

- Upon the resignation of an EC member, the President must immediately notify the remaining EC members and the Advisory Committee (AC) about the vacancy within a week after receiving resignation.
- A formal notice should be sent to all members of the organization, indicating the vacant position and the process for filling it.

### **2. Filling Vacancies**

- **For President:** If the office of the President becomes vacant, the Vice-President will assume the office of President for the remainder of the term.
- **For Vice-President, Secretary, or Treasurer:** The President, in consultation with the EC & AC members, shall fill the vacancy within two months. The President may select an EC member or, if no EC members are available, may seek nominations from the members in good standing.
- **For other EC Positions:** If a vacancy arises, the EC will follow this process: The President will consult with the remaining EC & AC members or seek nominations from the general membership if necessary.

### **3. Time Frame for Filling Vacancies**

- Vacancies must be filled within two months of the resignation, provided the vacancy occurs in the first three quarters of the term.
- If the vacancy occurs in the last quarter of the term, it may remain unfilled until the next election, or the Executive Committee may decide to fill the vacancy.

### **4. Nominations Process**

- The President and EC will notify the members about the vacancy and open the floor for nominations. This can be done via email, web notification and through official social media accounts.
- Nominations should be submitted by a specified deadline, and the list of nominees should be confirmed and shared with all members in advance of the meeting or election.
- Once the vacancies are filled, the EC should update the members and announce the new appointments to the General Body through official channels.

- Meeting minutes should reflect the changes and decisions made regarding filling the vacancies.

## **ARTICLE-VIII: THE PRESIDENT**

The President shall be the chief executive officer of the Association and Presiding officer of KAO and shall perform all duties that promote the mission and objectives of the Organization. A simple majority of the Executive Committee shall bring all the administrative matters with the consent of the President for discussion and approval. The President shall preside over all committee meetings. The minutes of all the meetings shall become an authentic record only with the signature of the President.

The President shall sign checks along with the Secretary and Treasurer for opening and operating bank accounts.

The president shall focus on ensuring the following:

- Provide leadership to the team and ensure that the association and everyone in the team is working towards meeting the stated objectives of the association
- Encourage and Enhance participation from across the community
- Represent the association to the external world as the authorized spokesperson
- Provide periodic communication and ensure that the members are well informed about the initiatives and the progress being made by the association
- Assets of the association is well protected, maintained and required assets are added
- Develop and Maintain good relationships with the larger community, and associations such as FICA, FOMAA and similar organizations sharing the similar values and objectives
- Identify sponsors for KAO, develop and maintain good relationships with them
- The President shall preside over all the meetings of the EC
- The President shall designate committees, committee chairs or other members to represent KAO at other national organization meetings or events in consultation with the EC.
- The President consultation with EC shall appoint special and ad-hoc committees as may be necessary to further the Organization's objectives and monitor the progress. In consultation with the EC, the President may direct such special and ad-hoc committees to be discontinued when its purpose has been Served.

## **ARTICLE-IX: THE VICE PRESIDENT**

The Vice-President shall perform the duties of the President in the absence of the President and when so acting shall possess the responsibilities and authority established from Article V.5.c. for the President.

The Vice-President may be assigned to one or more special projects by the Executive Committee.

The Vice-President shall perform such other duties as assigned by the President.

The Vice President shall be responsible for activities during KAO events & celebrations.

## **ARTICLE-X: THE SECRETARY**

The Secretary shall do all the executive work in addition to the execution of each decision taken by the Executive Committee and Committee members.

The Secretary shall take the lead and plan the meetings and events ahead of time. It is recommended that the community is given at least 4 weeks of notice before core events, allowing enough time for the members to plan and prepare. The Secretary is responsible for ensuring an agenda is present for EC & General Body meetings, get it approved by the President and circulate to the members.

The Secretary is responsible for all correspondences, recording minutes of the committee meetings and maintaining all records and documents in a common repository shared with the Executive Committee. The Secretary shall help ensure that periodic communication is provided to the community and that the members are well informed about the initiatives and the progress being made by the association.

The Secretary shall use the channels such as e-mail group, WhatsApp group and other official social media platforms to ensure that relevant information is provided to the members and the potential members of the association and in a timely manner.

The Secretary shall maintain all pertinent records and information regarding the Organization, including any inventories of the goods owned by the Organization.

#### **ARTICLE - XI: THE JOINT SECRETARY**

The Joint Secretary shall assist the Secretary in all his/her duties. The Joint secretary shall execute all duties of the Secretary in his/her absence, inability or refusal to act as secretary.

It will be the responsibility of the Joint Secretary to work with the Extended Committees formed for specific purposes, help guide them and ensure they are getting the required support and resources from the Executive Committee, unless otherwise defined by EC.

#### **ARTICLE-XII: THE TREASURER**

The Treasurer shall be responsible for ensuring the financial health of our organization and to maintain records related to all financial transactions, in such a way that the association is able to support and clear any audits.

The Treasurer shall focus on the following:

- Ensure that the current President and Treasurer are the custodians of the bank accounts of KAO.
- Validate the account balances as per the balance sheet provided by the previous / outgoing committee. Report any differences and ensure that the differences are settled with the previous committee with the help of the current Executive Committee and if required the advisory council.
- Prepare (in conjunction with EC) an operating budget for the organization based on the events and initiatives planned. Report on the estimated deficit which shall become the basis of the membership and sponsorship drives the Executive Committee shall be executing.
- Ensure Membership dues are collected and on time from all our members, with the support of the Executive Committee.
- Keep track of all expenses, eliminate unwanted expenses and ensure that bills / supporting evidence is maintained for all transactions, receipts are given for all membership and sponsorship incomes.

- Deposit all collected cash and checks to the bank within five working days.

Any large transactions/transfers happening online or checks from KAO account needs to be informed and agreed by EC.

The treasurer shall prepare all the financial statements and present them to the Executive Committee every four months. All the financial statements should be discussed and approved by the Executive Committee before any such information is conveyed or sent to the members of the Association (KAO). Treasurer shall hold only a minimum amount in cash (if necessary) and not exceeding USD 300.00 as petty cash.

He/she will be responsible for recording all tax matters along with all the Executive Committee members.

He/she will be responsible for the book of accounts and movable and immovable properties.

### **ARTICLE - XIII: THE JOINT TREASURER**

The Joint Treasurer shall assist the Treasurer in all his/her duties. The Joint treasurer shall execute all duties of the Treasurer in his/her absence, inability or refusal to act as treasurer.

## **ARTICLE XIV : Transition to New Executive Committee (EC)**

### **14.1 Timing of Transition:**

- The transition to the newly elected Executive Committee (EC) shall occur immediately following the election, and must be completed no later than January 31st of the new calendar year.
- The outgoing EC is responsible for facilitating a smooth transition and shall provide all necessary support, documentation, and guidance to the incoming EC members.
- The Advisory Council (AC) shall be involved in the transition process to ensure continuity and to provide long-term oversight and institutional knowledge.

### **14.2 Handover of Responsibilities:**

The outgoing Executive Committee (EC) shall ensure the complete and orderly transfer of responsibilities, resources, and information to the newly elected EC. The transition must be completed within two (2) weeks of the election results being announced, and no later than January 31st of the new year.

### **14.3 Handover Meeting**

A formal transition meeting between the outgoing and incoming EC members shall be scheduled within two weeks of the election. This meeting shall include:

- A comprehensive briefing on the current state of affairs
- Ongoing initiatives and projects
- Operational framework and key timelines
- Outstanding decisions or commitments

### **14.4 Documentation and Digital Assets**

The outgoing EC must hand over the following to the incoming EC:

- All files, documents, records, meeting minutes, and project updates
- Financial records and bank account information
- Website administrative details, domain and hosting credentials, and payment methods
- Social media account details and credentials (Facebook, Instagram, WhatsApp, Yahoo Groups, Gmail, Google Drive)
- Member database in a maintained format on the official shared Drive
- KAO asset inventory, including custodian information, also stored in the official shared Drive
- Legal and compliance documents, including federal and state registration details
- FOMAA and FICA registration/affiliation and renewal documents

#### **14.5 Access and Control Transfer**

- The outgoing EC shall transfer admin rights for official KAO Facebook and WhatsApp groups to the incoming President.
- The incoming President shall update passwords and remove outgoing EC members from administrative roles.
- Any communication groups (e.g., WhatsApp) used by the EC shall be updated by the new President to remove outgoing members.
- All social media and web account passwords must be updated and access restricted to current EC members only.

#### **14.6 Financial Transition**

The outgoing Treasurer shall ensure a smooth transfer of:

- Banking access and control
- Budget documents and financial obligations
- All relevant accounting records

#### **14.7 Tax and Compliance**

- The outgoing EC is responsible for completing tax filing for the previous year, and uploading related documents to the shared drive.
- The incoming EC must confirm the tax filing has been completed by April 30th.
- All federal and state registrations, compliance documents, and legal responsibilities must be handed over to the incoming President or Secretary.

#### **14.8 External Affiliations**

- Details of KAO's affiliations with FOMAA and FICA must be transferred, and published on the KAO website.
- The outgoing President must notify FOMAA and FICA about the new President's contact details and transition status.

### **Article XV : AUDITING**

If the Federal, State and/or Local governmental agencies warrant auditing of the financial activities of the Association, an auditor will be selected by a joint (based on majority vote) decision of the

Executive Committee and the Advisory Committee. The auditor selected should be an independent person who has no direct or indirect involvement in the financial activities of the Association (KAO). The auditor should have qualifications as required by different regulatory agencies.

## **ARTICLE XVI : AMENDMENTS TO BYLAWS**

### **16.1 Approval Requirement**

Amendments to these bylaws, provided they align with the objectives of the Kerala Association of Ohio (KAO), may be adopted only by the General Body with the approval of two-thirds ( $\frac{2}{3}$ ) of the members present and voting at a duly convened General Body Meeting.

The Executive Committee is obligated to incorporate all amendments passed by the General Body into the official bylaws.

### **16.2 Proposal Submission**

Any member in good standing may propose an amendment to the bylaws. To be considered, the proposal must:

- Be submitted in writing or email to the Secretary
  - Be supported by at least 20 individual (non-family) members in good standing
  - Be submitted at least thirty (30) days prior to the Annual General Body Meeting
- Support may be provided in the form of electronic communication or physical signatures.

### **16.3 Notification to Members**

The Secretary must communicate all proposed amendments to the membership at least fourteen (14) days prior to the General Body Meeting at which the amendments will be discussed and voted upon. Notification shall be in writing and may be distributed via email or other approved means.

## **ARTICLE XVII : EXPENSE POLICY**

- The President or Treasurer may authorize expenses up to \$1000 from available funds.
- For any expenditure of \$1,000 or more, the President and Treasurer must present it to the Executive Committee and obtain its approval.
- Self-payment by the KAO office bearers from KAO funds shall not be allowed unless approved by the Executive Committee.
- All expenses should be accompanied by an Expense Report and an invoice or payment receipt.
- For any vendor invoice over \$ 1000, a minimum of two competitive quotes shall be obtained from another vendor for the same service if available.

## **ARTICLE XVIII: Affiliations and Representation in External Organizations**

### **18.1 Affiliations with Cultural or Non-Profit Organizations**

- The Kerala Association of Ohio (KAO) may affiliate with external cultural or nonprofit organizations (e.g., FOMAA) that align with its mission and objectives.
- Any new affiliation must be approved by the General Body by a simple majority vote before formal commitment.

### **18.2 Representation in Affiliated Organizations (e.g., FOMAA)**

- When requests for representation in external organizations are received (e.g., from FOMAA RVP or FOMAA General Secretary), they must be sent to the official KAO President email address.
- The KAO Executive Committee (EC) shall notify all KAO members of the available roles and solicit expressions of interest.
  - If only one member expresses interest for a position, that individual may be nominated.
  - If multiple members express interest, the EC and Advisory Council (AC) will decide the nominee in consultation with the applicants.

### **18.3 Delegation to Conventions (e.g., FOMAA Convention)**

- KAO may be eligible to send up to 7 delegates to represent the organization at external conventions.
- The EC shall announce this opportunity to all members and request nominations from members in good standing.
- Selection shall be based on:
  - First-come, first-served basis, or
  - A balanced nomination by the Executive Committee and Advisory Council, depending on interest volume and representation needs.
- Expenses for representations to external organizations must be self-basis and KAO funds must not be used by representatives attending external events (e.g., FOMAA conventions).
- No member or representative may send communications on behalf of KAO regarding external affiliations (e.g., FOMAA) without prior EC approval.

### **18.4 Replacement of KAO Representatives**

- If a representative nominated to an external organization (e.g., FOMAA) is unable to fulfill their role, a replacement may be appointed by the EC in consultation with the AC.
- The replacement process should follow the same procedures as the original nomination: notifying members, collecting expressions of interest, and ensuring eligibility and fairness.

## **ARTICLE XIX: Merger or Dissolution**

### **19.1 Merger with Another Organization**

- KAO may consider a merger with another nonprofit organization that shares a similar mission, vision, and objectives, provided the merger is in alignment with Section 501(c)(3) of the Internal Revenue Code.
- Any such proposal must:
  - Be initiated and reviewed by the Executive Committee.
  - Be communicated in writing to all members at least 30 days before a General Body Meeting convened to consider the merger.



- Receive approval by at least two-thirds ( $\frac{2}{3}$ ) of the members present and voting at the General Body Meeting.

## **19.2 Dissolution of the Association**

- The dissolution of the Kerala Association of Ohio may be proposed only under exceptional circumstances and must:
  - Be proposed in writing by at least two-thirds ( $\frac{2}{3}$ ) of the Executive Committee or supported by 30 or more members in good standing.
  - Be communicated to all members at least 30 days in advance of a specially convened General Body Meeting for this purpose.
- Be approved by at least three-fourths ( $\frac{3}{4}$ ) of the members present and voting at the meeting.

## **19.3 Distribution of Assets Upon Dissolution**

- Upon dissolution of KAO, all remaining assets (after settling liabilities) shall be donated to one or more non-profit organizations that:
  - Are exempt under Section 501(c)(3) of the Internal Revenue Code.
  - Support similar cultural, educational, or charitable objectives as KAO.
- Under no circumstances shall any assets be distributed to members, officers, or any private individual for personal gain, as required under Section 501(c)(3) of the Internal Revenue Code.

## **19.4 Compliance**

- Any merger or dissolution process shall fully comply with applicable federal and state laws, including regulations governing nonprofit organizations in the State of Ohio.

Signed based on the approval of General Body:

<b>President</b>	<b>Secretary</b>	<b>Treasurer</b>