



Malayalee Association of Maryland(MAM)-USA

(Established in 2002)

Constitution & By-Laws

Printed & Published

by

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(Chairman-Constitutional Panel)

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Constitution & By-Laws of The Malayalee Association of Maryland, Inc (MAM)

PREAMBLE:

The Malayalee Community (people hailing from or having origin in the State of Kerala, India) of the Mid-Atlantic Region of North America are forming an Association based in the State of Maryland with primary focus on promoting Malayalam Sahithyam and develop artistic & scholastic talents, to strive for unifying our community for coordinating public events, promoting cultural heritage, encouraging healthy competition in various fields, protecting our basic civil rights and helping to point out our responsibilities as mainstream Americans.

ARTICLE 1 Name, Address and Objectives of MAM

Section

- 1.000 Name, Address and Objectives of MAM
- 1.100 The name of the organization shall be Malayalee Association (organization) of Maryland, Inc., herein after referred to as MAM. It is a non-profit organization incorporated in the State of Maryland.
- 1.200 The Permanent Principal address of MAM shall be the address of the Chairman of the Board of Trustees (BOT).
- 1.300 The MAM is formed exclusively for charitable, literary, social, cultural and educational purpose with in the meaning of section 501 (C) (3) of the Internal Revenue Service Code of 1954 or the corresponding provision of any of its revised code. MAM shall try to obtain tax-exempt status under section 501 (C) (3) of the Internal Revenue Service Code of 1954
- 1.400 It shall be an association formed for promoting Literary, artistic, social, cultural, educational and other activities on behalf of the people of Indian origin especially those hailing from or having roots in the State of Kerala in India.
- 1.500 Participation in such activities shall be open to members of MAM, and, under conditions defined by MAM's BOARD OF TRUSTEES (BOT), to other interested persons & organizations, thereby enriching the multiethnic traditions of the people of the United States of America.
- 1.600 The MAM shall have the authority to exercise, to the extent necessary or desirable for the accomplishment of its Mission, any & all powers conferred upon MAM by the general laws of the State of Maryland, provided they are consistent with the objectives and purposes of the MAM.
- 1.700 No part of the MAM earnings or assets shall accrue to the benefit of or distributed, directly or indirectly, to its Board of Directors (Executive Committee-EC), Board of Trustees (BOT), officers, or any other persons, except that reasonable compensation may be paid by the MAM for the services rendered to and for the MAM.

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- 1.800 No substantial portion of the activities of the MAM shall be directed at advocating or otherwise attempting to influence legislation. The MAM shall not participate in or intervene directly or indirectly on any political campaign on behalf of any candidate for public office. .
- 1.900 The MAM shall have no capital stocks
- 1.910 Notwithstanding any other provisions of these Articles, the MAM shall carry on only those activities permitted Under Section 501 (C) (3) or any of its future revisions.
- 1.920 The MAM shall be financially self-supporting and solvent in its operations. The Executive Committee shall levy Dues or other charge on members for financing its activities and to establish reserve or other funds to protect its assets or finance specific projects.
- 1.930 No members of the MAM Executive Committee (EC) or Board of Trustees (BOT) shall be personally responsible for any damages incurred by any one as a result of their participation in authorized activities on behalf of THE MAM, except through their willful negligence or disregard to the MAM constitution and bylaws.

ARTICLE 11 Membership Category & Criterion

Section

2.000 Membership Category & Criterion

2.050 Founding Member (Leader) Membership

MAM was formed by a group of individuals paying a Life Membership of \$250. Thus FOUNDING LEADER MEMBERSHIP category is a one time item and is Limited to the individuals mentioned in Article V Section 5.111

2.100 INDIVIDUAL MEMBERSHIP

2.150 INDIVIDUAL Membership shall be open to any individuals, their spouse, children and dependents of the Malayalee Community as defined in the PREMABLE without regard to their nationality, race or religion provided that they subscribe to the purpose and objectives of the MAM, abide by the constitution & bylaws and meet the following criteria:

- Ⓞ At least 16 years of age
- Ⓞ Pays non-refundable dues or other fees as determined by the MAM Executive Committee.

2.200 Members shall have the right to vote, contest elections and hold office 30 days after their admittance to MAM.

2.300 MAM Board of Trustees shall reserve the right to deny membership to any one who is considered to have been involved in an activity detrimental to the interests of MAM.

2.400 The membership to MAM is subject to revocation if the BOT is satisfied that the individual engaged in activities detrimental to the interests of MAM. A 30 day notice to Show Cause shall be given by the BOT Chairman. A 2/3 rd majority of the BOT members present shall be required to revoke any membership.

2.500 ASSOCIATION MEMBERSHIP:

2.510 Malayalee Associations of similar nature operating in any part of the world may become Association Members by paying the Annual Dues or other dues as determined by the MAM Board

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of Trustees. The MAM BOARD on a case-by-case basis shall decide such ASSOCIATION MEMBERS' rights & responsibilities.

- 2.600 Honorary Membership
- 2.610 BOT Chairman has the power to grant Honorary Life Membership to Individuals of Distinction.
- 2.620 Amendments/additions/clarifications: Approved in June 2005.
- 2.630 MAM offers only LIFE MEMBERSHIP CATEGORY. **The Electoral College eligible to participate & vote for a new Executive Committee is limited to the PAID LIFE MEMBERS. The LIFE MEMBERSHIP INCLUDES THE FOUNDING LEADERS (as defined in ARTICLE 111-Section 3.410) and subsequent LIFE MEMBERS.** The LIFE MEMBERSHIP DUES are as determined by the Executive Committee. **All other type of membership is eliminated through this amendment except Honorary Life Membership.**
- 2.700 NON-MEMBERS may be elected/nominated by the Electoral College, but upon nomination election such NON-MEMBER shall immediately pay LIFE MEMBERSHIP in order to be eligible to hold the elected/nominated post.

ARTICLE 111 General Council, Executive Committee & OFFICERS:

Section

- 3.000 General Council, Executive Committee & OFFICERS:
- 3.100 The General council (the General Body) of the MAM shall be comprised of the due paying membership.
- 3.200 General Body (General Council) shall elect by majority vote of those present the Executive Committee of MAM (: The Chairman, President, 2 Executive Vice Presidents, 3 Vice Presidents, 2 Associate Secretaries, chief Financial Officer, Joint Treasurer, and a reasonable number of Committee Members. The chairman has the authority to appoint Managers or create other such positions to serve the interests of MAM.
- 3.300 **Amended in Nov 2008:** The Positions of President, 2 Executive Vice Presidents, 3 Vice Presidents (As defined in Section 3.200), were eliminated and new positions of Vice-Chairman, Executive Directors and a position of Director of Operations were created.
- 3.310 The First Executive Committee formed in May 2002 upon formation of MAM is known as the Founding Executive Committee (FEC).
- 3.400 Founding Executive Committee (FEC) shall be considered a duly elected Executive Committee (EC) and shall commence a 3 year term from January 1 of the year immediately following the approval of the bylaws by the general body. The General Body –for the purposes of this section -is the Founding Executive Committee (FEC) or the Founding Leaders shown below.
- 3.410 The Founding Executive Committee (FEC) consists of the Original Founding Leaders. Their name and the position they hold are shown below:

Thomas P. Antony-Chairman & CFO

Joseph Pothen-President

Sunnichen Karuvelithara-Executive Vice-president

Kuriakose Nedumpallil-Executive Vice-President

Henry P. Thomas-Vice President

Blesson Lukose-Vice-President

Antony K. Abraham-Vice President

Santhosh Kavanakudy-Joint Secretary

Prasad Abraham-Joint Secretary

Rajan Mathai-Joint Treasurer

Christie Fernandez-Special Events Manager

Peter Pereira-Board Member

Prasad Nair-Board Member

3.500 Upon competition of the 3 year term of the Founding Executive Committee elections shall be held for the next executive committee according to the provisions specified in the ARTICLE 1X.

3.600 Founding Executive Committee (FEC) shall continue as Board of Trustees (BOT) for life and shall be considered EC members and shall be invited to the executive committee meetings. Also the Regional Vice-Presidents of National Federations such as FOKANA, FOMAA and NFIA (National Federation of Indian-American Associations) may be invited to the Executive Committee meetings as observers & advisors.

3.700 Any or all members of the Executive Committee (EC) shall be subject to removal by a vote of non-confidence approved by a two by thirds majority of General Body (General Council) present at a SPECIAL GENERAL BODY MEETING called for this purpose provided a notice of 30days is given prior to the meeting.

3.800 The General Council (GENERAL Body) shall meet as deemed necessary by the Chairman or at the written request of any 5 members of the Executive Committee or 20% of the General Body (General Council). A minimum of 30% of the General Body shall constitute quorum to hold meetings of the General Body (General Council). A simple majority of that present CONSTITUTING THE QUORUM is required to approve any action by the General Body (General Council). Chairman has the Power to waive or suspend the quorum or procedural requirements.

Article 1V Board of Trustees (BOT)-Power & Responsibilities

Section

4.000 Board of Trustees (BOT)

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4.001 As mentioned in ARTICLE 111 Section 3.6000 the FOUNDING EXECUTIVE COMMITTEE (FEC) will be converted as BOARD of TRUSTEES (BOT) for life term except as provided in section 4.400 in this Article.

4.010 The Chairman of the FEC shall be the Chairman of the BOT and President of the FEC shall be the Vice-Chairman of the BOT

Note

The Office of the President was eliminated in November 2008 and in its place the new Office of Vice Chairman was created and the same individual who was holding the Office of the President (Joseph Pothen) was installed as The Vice-Chairman of BOT.

4.100 The Chairman and Vice Chairman of the newly elected Executive Committees (EC) shall be members of the BOT during their term in office.

4.110 The BOT has the Authority to add additional members to the BOT and determine their term of Office.

4.120 Exercising Powers vested in BOT by the above Section (4.110) the following Individuals were added to the BOT in November 2008 for a term of 10 years from Nov. 2008 to Nov. 2018:

- 1) Shahi Prabhakaran
- 2) Ben Paul
- 3) Boss Varghese
- 4) Jacob Verghese

4.200 The BOT may elect a Secretary for administrative convenience.

4.210 **Duties and Responsibilities of BOT**

4.300 The BOT Chairman has the authority to VETO (with Line Item Veto Power) the decisions of the EC or its Chairman if the BOT Chairman is satisfied that such decisions are detrimental to the interests of MAM. The BOT has the authority to override the veto in a duly constituted meeting with a simple majority of those present.

4.310 The BOT Chairman has the authority to waive /suspend the quorum requirements/procedures for meetings.

4.320 The BOT shall be responsible for the long term planning

4.330 The BOT shall recommend any Constitutional and Bylaw changes

4.340 The BOT shall conduct the elections in a manner decided by the BOT

4.350 The BOT has the Power & Authority to terminate and dismiss the EC or its INDIVIDUAL OFFICERS if:

- 1) EC or any Officer of EC is acting in a manner detrimental to the interests of MAM
- 2) Is inactive and not viable

And shall ACT as the Executive Committee (EC) until another ACTIVE and VIABLE EC has been installed.

4.360 Only the BOT has the authority to recommend any changes in the nature of the organization. Any such recommendation shall have the APPROVAL of the 75% of the BOT except a recommendation to dissolve MAM. A resolution recommending the dissolution of MAM shall have the unanimous approval of the BOT with at least 75% of the members present.

4.370 The Chairman and Vice-Chairman of the BOT shall be accorded the same status and treatment as the Chairman and Vice-Chairman of the EC at public functions and meetings.

4.380 The BOT shall be responsible for the safe custody of Permanent records of MAM.

4.390 The BOT shall be responsible for the maintenance & upkeep of the WEBSITE.

4.400 Removal of a BOT MEMBER:

The BOT may remove a BOT Member from office:

- 1) If the BOT Member acts in a manner detrimental to the interests of MAM
- 2) Is incapacitated
- 3) Inactive

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- 4.500 A SHOW CAUSE NOTICE shall be sent to the member before such member is removed from Office.

ARTICLE V SUB-COMMITTEES

Section

- 5.000 SUB-COMMITTEES:
- 5.100 The Executive Committee or General Body shall establish sub-committees as deemed necessary to conduct specific activities of the MAM and may delegate any defined power and responsibility.
- 5.200 There shall be an ELECTION COMMITTEE appointed by the BOT. To receive/propose nominations and conduct elections for members of the Executive Committee. No member of the ELECTION COMMITTEE shall be eligible to contest elections.
- 5.300 The Chairman of EC and BOT with the consent of EC and BOT may appoint any sub-committee and or advisor for a particular task and duration.

ARTICLE VI Meetings

Section

- 6.000 MEETINGS
- 6.100 General Body (General Council)
- 6.110 There shall be an annual meeting of the General Body (General Council) to receive a report of activities, financial accounts prepared by the Chief Financial Officer and to conduct elections to the Executive Committee if it is an election year.
- 6.120 The annual meeting shall be held before December 31 of each year,
- 6.130 A 14-day notice shall be given prior to the scheduled date of the annual meeting.
- 6.140 Other periodic General Body meetings may be called by the Chairman of EC or BOT, or upon request by 5 members of the EC, BOT or 20% of the General Body (General Council) through a written petition bearing their signatures.
- 6.150 At least a 15-day notice shall be required for any GB (GC) meeting, other than the Annual Meeting.
- 6.151 Emergency Meetings (as determined by EC or BOT Chairman) can be held with a 7 day Notice.
- 6.160 A quorum of at least 20% of the total eligible voting members shall be required at the GC (or GB) Meetings to conduct any business. However the Chairman has the authority to waive this requirement.
- 6.170 All motions and resolutions other than the approval of amendments to the Constitution and Bylaws or Disciplinary actions against the officials shall require only a simple majority of those present and voting for their adoption.
- 6.200 EC and BOT MEETINGS
- 6.210 The EC & BOT shall meet at periodic intervals to conduct the business of MAM subject to the quorum requirements out lined in Section 3.800 and 6.140
- 6.220 Meeting via Conference Call, web or video conferencing
- 6.221 Such methods of conducting meetings may be employed in case of emergency.

ARTICLE V11 ACTIVITIES

Section

7.000 ACTIVITIES:

- 7.100 The MAM may sponsor and co-ordinate events of broad interest to the Indo-American community including but not limited to Literary, musical, dance, Scholastic programs and other competitions, seminars, picnics, sports events and hosting dignitaries.
- 7.200 The MAM shall try to publish a periodic newsletter and/or use other media including but not limited to E-mail- to communicate with its members.

ARTICLE V111 Powers and Responsibilities of THE OFFICERS

Section

8.000 Powers and Responsibilities of THE OFFICERS:

- 8.100 The Chairman of EC shall be the Chief spokesperson of the MAM. The Chairman shall preside over the meetings of the EC, represent the organization to out side entities, and shall execute the policy of the MAM General Council (General Body). The Chairman of the EC shall exercise these powers and duties in co-ordination with the Chairman of the BOT.
- 8.200 The Chairman has the authority to VETO (with the Power of Line Item Veto) ANY DECISIONS MADE BY THE EC (Executive Committee). The EC has then 20 days to OVERRIDE THE VETO by a simple majority of those present at a properly constituted meeting.
- 8.300 The Chairman has the Authority and Power to suspend or waive quorum requirements for Meetings.
- 8.400 The Chairman has the authority to appoint Managers or assume responsibilities of inactive Officers. Such Appointed Positions serve at the Pleasure of the Chairman.
- 8.500 Other Officers derive their authority from the Chairman. They shall carry out duties assigned to them by the Chairman or the Vice-Chairman

ARTICLE 1X Elections

Section

9.000 ELECTIONS:

- 9.100 The Election/Nomination Commission (here in after referred to as the ENC) members shall be appointed by the Board of Trustees (the BOT) to conduct election to the Executive Committee (EC). The ENC shall conduct the elections as per the protocol approved by the BOT in compliance with the Constitution and Bylaws of MAM
- 9.200 No member of the ENC committee shall be eligible to contest election. How ever the GC (General Council or Body) may elect them to positions, if no suitable candidate is available.
- 9.300 Proxy voting shall not be permitted. Only those physically present and authorized & eligible to vote shall participate in the election. Each member shall have only one vote to cast.
- 9.400 The BOT shall inform the MEMBERS in writing of the date, place and time of election, procedure for nominations including the deadline and Nomination Forms.

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- 9.500 Various Levels of **NON-REFUNDABLE** Nomination Fee may be levied
- 9.600 A BOT CERTIFIED membership list (the eligible voters list) shall be made available to those who request it.
- 9.700 The deadline to receive nominations shall be at least 2 weeks before the election date. Nomination shall be backed-in writing- by at least 5 Eligible Voters and a declaration from the candidate consenting to serve if elected.
- 9.800 There shall be at least 1 week to withdraw a nomination before the election.
- 9.900 Floor nominations shall be permitted only for those positions for which no nomination has been received/proposed prior to the deadline. For a position already nominated a floor nomination shall be backed-in writing- by at least 10 certified members and a declaration from the candidate consenting to serve if elected.
- 9.910 The Election Committee shall conduct elections-when necessary- through a secret ballot.
- 9.920 The Chairman of the BOT has the authority to assume /delegate the responsibilities of Non Filled positions or inactive Officers.
- 9.930 Upon the election of a new Executive Committee-(EC) the previous EC shall turn over any and all documents pertaining to MAM operations including but NOT LIMITED TO minutes of the meetings and financial records to the BOT since BOT is responsible for PERMANENT RECORD KEEPING. The BOT may transfer to the new EC the records necessary to carry out the day today operations of MAM.
- 9.940 A joint session of the new EC, previous EC and BOT shall be held within 30 days of the Election of the new EC to facilitate a smooth transfer of Power, discuss modalities of Transfer and matters of urgency during the interim period. A Transition Committee may be appointed by the BOT.

ARTICLE X AMENDMENTS

Section

10.000 AMENDMENTS

- 10.100 Amendments to the CONSTITUTION and Bylaws must be proposed by the Board of Trustees or by signed petition of at least 50% of the General Body. The General Body AKA General Council is the paid membership. An amendment to the Constitution and By-Laws or the Articles of Incorporation shall require approval of the 66.6% (2/3) of the total membership present at a General Body meeting for which a notice of at least 30 days was given prior to the scheduled date.
- 10.200 The Board of Trustee (BOT) Chairman has the authority to waive or suspend any quorum requirements.
- 10.300 The official copy of the Constitution and Bylaw is the copy signed on all pages by the Chairman & BOT Chairman and Vice-Chairman.

Article X1 Bank Accounts and Collection

Section

- 11.000 Bank Accounts & Collection
- 11.100 MAM shall open bank accounts in an institution (Commercial Banks OR Savings and Loan Associations) in the USA with FDIC guarantee

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- 11.200 Payment may be made by the Chairman, Vice Chairman or a Financial Officer or jointly with any 2 when the amount is over \$500 unless a Credit Card is used for payment thereof.
- 11.300 All collections in the name of MAM shall be deposited with the “Treasury of MAM within ten working days of its receipt.

Article X11 Books of Accounts

Section

- 12.000 Books of Accounts
- 12.050 Books of Accounts shall be maintained as per the guidelines established by AICPA (American Institute of Certified Public Accountants and FASB (Financial Accounting Standards Board).
- 12.100 Chief Financial Officer is responsible for the Books of Accounts.

Article X111 Audits

Section

- 13.000 Audits
- 13.050 Internal Auditor may be appointed by the BOT
- 13.100 External Auditor shall be hired by the BOT if gross income in any year exceeds \$4,000

Article X1V Procedures

Section

- 14.000 Procedures
- 14.100 Unless otherwise herein provided, Robert’s Rule of Order on Parliamentary Procedures (www.robertsrules.com) shall be the Authority relied upon to govern procedures of meetings by the General Council, Executive Committee, Board of Trustees or any other committee established by or pursuant to this constitution.

Article XV LIQUIDATION

Section

- 15.000 Liquidation
- 15.100 In the event of liquidation or dissolution of the MAM, all of its assets, after making provision for Accounts Payable and setting up a reserve for any liability arising out of any impending litigation, shall be transferred and contributed to a tax-exempt organization(s) with similar objectives as determined by the Executive Committee (EC) and Board of Trustees (BOT).

Constitution & By-Law Time Line

- 1) MAM was formed in May 2002 in the State of Maryland-USA
- 2) Constitution & By-Laws adopted in June 2003 at the General Council Meeting Held in Towson, Maryland.-USA
- 3) Amended in December 2005 at the General Council Meeting Held in Columbia, Maryland.-USA
- 4) Amended in November 2009 at the General Council Meeting Held in Columbia, Maryland.-USA

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Thomas P. Antony
Board of Trustee Chairman
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