



BY-LAWS
OF
KERALA ASSOCIATION OF WASHINGTON

By-Law Amendments based on General Body Meeting on 12/15/2018

(AS AMENDED AT THE GENERAL BODY MEETING ON 3/4/2012 and 11/21/2010)

ARTICLE I – NAME

The name of this organization shall be KERALA ASSOCIATION OF WHASHINGTON, Seattle, Washington. The Association shall be conducted as a non-profit cultural and educational organization.

ARTICLE II – PURPOSE

The purpose of this Association shall be to maintain and promote the cultural and educational heritage of the Land of Kerala; to serve as a forum of friendship and exchange of ideas and information for the Keralites and to sponsor meetings and artistic events with distinguished visitors from India, and Kerala in particular, and to celebrate festivities that are dear to the Keralites.

ARTICLE III – MEMBERSHIP

SECTION I. Membership in the Association shall be open to all individuals [living in the United States of America and Canada](#) who subscribe to the objectives and provisions prescribed in the By Laws.

SECTION II. Application for new membership or renewal of membership shall be submitted to the Treasurer of the Association either using the official application form or through other means as (such as e-mail, or the Association's website) specified by the Executive Committee.

SECTION III. All members in good standing will be eligible to vote. Individuals above the age of eighteen, who paid the dues and be a member of a minimum three months are considered to be in good standing.

SECTION IV. A husband and wife and the children living together are eligible to be included in one membership. One membership gets one vote; only one person, 18 years of age and over, included in the membership can exercise voting right.

SECTION V. Membership for the year is valid from March 1 of the current year to the last day of February of the following year. Suggested membership donation is \$30.

SECTION VI: When a person becomes a member of KAW, he/she automatically becomes a member of KAW Charity as well.

ARTICLE IV – DUES

The annual dues for membership shall be set each year by the Executive Committee before collecting the membership dues for the current year.

ARTICLE V – OFFICERS

SECTION I. The Officers of Kerala Association of Washington shall be a President, Vice President, Secretary, Joint Secretary, Treasurer, *Joint Treasurer*, and eight Executive Committee members. *Executive Committee shall have a minimum of two youth members preferably US High School graduates of age between 18 and 30. Executive Committee shall have a minimum of two female members excluding youth members. To become eligible to serve as President, Secretary or Treasurer, a member must have served the Executive Committee (EC) at least for a period of one year.*

SECTION II. An Auditor shall be appointed by the Executive Committee to audit the books of account of the Association. The Auditor shall audit the accounts maintained every twelve months and shall certify that the accounts are accurate and fair. The Auditor is not part of Executive Committee, and therefore shall not take part in any Executive Committee meetings.

SECTION III. All Officers of the Association shall serve without salary or remuneration.

SECTION IV. No Officer shall hold the same office consecutively for more than two terms.

ARTICLE VI – EXECUTIVE COMMITTEE

SECTION I. The Executive Committee shall be comprised of the Officers and shall be presided over by the President. The outgoing President shall be the Ex-Officio member of the Executive Committee *with equal voting rights as any other EC member.*

SECTION II. The fiscal year for the Association shall be from March 1 of the current year to the last day of February of the following year. Elections to the Executive Committee shall be held on or before January 31 at a General Body meeting. Audited accounts of expenses incurred during the current Executive Committee shall be presented at a General Body meeting on or before March 1 of the following year.

SECTION III. The Executive Committee shall be directly responsible to the General Assembly of the Association.

SECTION IV. The quorum of the Executive Committee shall be 8

SECTION V. The Secretary, in consultation with the President, shall convene the Executive Committee when necessary.

SECTION VI. Should any member of the Executive Committee fail to attend three consecutive committee meetings, the Secretary shall issue a show cause notice to the member. The member's reply shall be discussed in the Executive Committee, and if the Executive Committee determines that the absence is not caused by sickness or by any other just cause, his or her office shall be declared vacant by the President, subject to the approval of the Executive Committee.

SECTION VII. The Executive Committee has collective responsibility and conducts its business by implementing decisions taken through collective discussion. The discussions can be in-person, telephonic, online, or through e-mail. The Secretary shall keep minutes for all decisions taken and publish them to all members after the minutes are approved by the Executive Committee. The Executive Committee can withhold information that it considers to be sensitive from reaching the non-members of the association.

SECTION VIII. The Executive Committee members shall spend Association's funds only after prior approval of the Executive Committee except in extraordinary circumstances. The Executive Committee members may spend up to \$100 on behalf of the Association in the event of an unforeseen circumstance that prevented obtaining prior approval from the Executive Committee. All expenses not approved by the Executive Committee can only be reimbursed after obtaining authorization from the President, Secretary, and Treasurer. In addition, the total spending without prior Executive Committee approval on any event shall not exceed \$100.

ARTICLE VII – DUTIES OF OFFICERS

SECTION I. PRESIDENT. The President shall preside over the General Assembly and the Executive Committee. The President may cast his or her vote only in case of a tie in either meeting. The President shall enter into contracts on behalf of the Association only with the approval of the Executive Committee. In the event of any office becomes vacant, the President shall appoint a member to fill the vacancy, subject to the approval of the Executive Committee.

SECTION II. VICE PRESIDENT. In the absence of the President, the Vice President shall assume the responsibilities of the President in presiding over the meeting of the General Assembly and the Executive Committee. In the absence of the President and Vice President, the General Assembly or the Executive Committee, may elect a temporary President for that meeting.

SECTION III. SECRETARY. The Secretary shall be responsible to convene the meetings of the General Assembly and the Executive Committee in consultation with the President. The Secretary shall record and keep the minutes of the General Assembly and Executive Committee meetings.

The Secretary shall be the spokesperson of the Association and shall assume ownership of all communication on behalf of the Association.

The Secretary shall arrange for the handover all records and accounts including the accounts for Association's website and other social media channels when the new Executive Committee assumes office.

SECTION IV. JOINT SECRETARY. In the absence of the Secretary, the Joint Secretary shall assume the responsibilities of the Secretary. In the absence of the Secretary and Joint Secretary, the General Assembly or the Executive Committee may elect a temporary Secretary for that meeting.

SECTION V. TREASURER. The Treasurer shall be responsible for all monetary concerns of the Association and shall keep a fair and accurate account of the income and expenditures. The Treasurer shall deposit in the bank, in the name of the Association, any and all amounts.

The Treasurer shall keep a register of the members and friends of the Association.

The Treasurer shall issue a membership card to all the members of the association.

The Treasurer shall prepare a budget and present it to the Executive Committee. With the approval of the Executive Committee, the Treasurer shall present the budget to the first General Assembly meeting after the annual elections for approval and/or recommendations.

The Treasurer shall present an itemized statement of account of all income and expenditures on behalf of the Association to the Executive Committee at the beginning of each quarter. The Treasurer shall present the statement of account after auditing, at the annual General Assembly meeting.

The President, the Treasurer and the Secretary shall have the authority to sign checks and shall have access to tools used for bookkeeping. The President and the Secretary may only exercise this authority with the prior knowledge of the Treasurer.

Withdrawals of funds from checking or savings accounts must be made with a minimum of two signatures, of which one should be that of the Treasurer. [Minimum of two signatures must be required to issue checks for any amount higher than \\$1,000.](#)

The Treasurer shall handover all records including Association's bank account details, check book, and other electronic accounts information when the new Executive Committee assumes office.

Treasurer shall comply with the government and/or governmental agency regulations with respect to 501 (c) 4 organizations including, but not limited to, updating contact address and by-law amendments and filing taxes on behalf of the Association.

In the event of the Treasurer unable to carry out the functions due to a just cause for an extended period, as determined by the Executive Committee, the Executive Committee shall appoint an Executive Committee member as the temporary Treasurer for that period.

SECTION VI. JOINT TREASURER. In the absence of the Treasurer, the Joint Treasurer shall assume the responsibilities of the Treasurer. In the absence of the Treasurer and Joint Treasurer, the General Assembly or the Executive Committee may elect a temporary Treasurer for the duration of their absence.

SECTION VII. EXECUTIVE COMMITTEE MEMBERS. The Executive Committee members individually or collectively carry out the functions of the association by executing decisions taken by the Executive Committee. Each Executive Committee member has one vote. Decisions are taken using a simple majority vote of the Executive Committee. President shall abstain from voting unless there is a tie.

SECTION VIII. DISCIPLINARY ACTION. Following guidelines may be followed regarding disciplinary actions to be taken in the event of an EC member not conforming to collective interest of EC and/or KAW. If a member has a disagreement, he or she should be given opportunity to be heard through an orderly form following standard rules on parliamentary procedures. After the discussion is heard and voiced by all parties, a vote is taken, and the decision of EC shall be final. If disagreement continues to be an issue, then it should be appealed to the General Body through EC by following section 5 of Article 9 in the By-law. If the EC member becomes disruptive and is not willing to follow procedures the EC member will be directed to leave EC meeting by the President.

ARTICLE VIII – POLICY

SECTION I. GENERAL ASSEMBLY. The General Assembly shall consist of all the members of the Association 18 years of age and over. The majority vote of the members present at the General Assembly shall empower the Executive Committee to operate the Association to meet its objectives.

SECTION II. GENERAL ASSEMBLY MEETINGS. The Secretary of the Association shall convene the General Assembly, in consultation with the President and Vice President of the Association. The General Assembly shall meet, at least once a year. The members of the Association shall be notified of a General Assembly meeting, at least fifteen (15) days prior to the day of the scheduled meeting. Decisions made by the General Assembly in a General Assembly meeting, properly convened by following the procedures set forth in this By Law, shall be valid and final by a majority vote except for amending the By Law that requires two-thirds (2/3) majority vote. Quorum for a General Body meeting shall be 20.

SECTION III. LIABILITY. No member of the Association now or hereafter becoming so, shall be personally liable to the creditors of the Association for any indebtedness or liability and all creditors shall look only to the assets of the Association for payments.

ARTICLE IX – FUNCTIONS OF THE GENERAL ASSEMBLY

SECTION I. The General Assembly shall elect Officers for the Association at a General Assembly meeting.

SECTION II. The General Assembly shall establish the general policy which shall be in the best interests of the Association and **KAW Charity**.

SECTION III. The General Assembly shall hear and review reports from the appropriate Executive Committee members and make necessary recommendations.

SECTION IV. The General Assembly, by a two-thirds (2/3) majority vote has the power to evict or deny membership of any member who they, or the Executive Committee deem, to be or will be, detrimental to the smooth-running of the Association.

SECTION V. Thirty (30) members or more with valid voting rights can request a special meeting of the General Body, either through a written and signed request or through electronic media submitted to the Secretary of the Association, who shall comply with this request within fifteen days of the receipt of the request.

SECTION VI. All elected Officers are subject to recall by a 2/3 majority vote of the General Assembly. Such voting can be in a General Body meeting especially called for this purpose. Members can vote by person only.

SECTION VII. The General Assembly KAW is the supreme governing body of KAW Charity and shall have complete control over the affairs of KAW Charity.

ARTICLE X:

ELECTION PROCESS: The following procedures shall be adopted for the election of Officers and members of the Executive committee.

SECTION I. Current year Executive Committee shall appoint an Election Office preferably by 15th of November to facilitate and oversee nomination and election processes. Election Office shall be comprised of 3 members who have served Executive Committee in the past. Current Executive members will not be eligible for serving Election Office during their term. The Election Office shall be the sole body in charge of the election process. Executive Committee shall render them every help and co-operation required for the smooth conduct of the election process.

SECTION II. The Election Office shall send out requests to members to nominate themselves/others to the next Executive Committee by December 15th. The nominations can be either self-nominations by a member or proposed by another member with the consent of the nominee. Election Office shall accept nominations directly or with the help of EC by 30th of December or earlier as required by General Body meeting schedule. The election officers cannot become nominees for the upcoming election.

SECTION III. The Election Office shall ensure that each nominee is a standing KAW member as of October 1st and meets all eligibility criteria for membership according to the by-laws of the association. The Election Office shall ensure that the nominee, proposer and the general members who are in good standing are eligible to vote if there is an election required.

SECTION IV. After scrutinizing all the nominations, if there are more than one nominee for a position, the Election Office shall contact the nominees to see if an election can be avoided. Additionally, the Election Office will work with the Executive Committee to ensure that there is at least one valid nomination for each position. The details of all positions and members who have submitted their nominations shall be published on KAW Website at least a week prior to the next General Body Meeting. If no nominations are received for a position, the Election Office will attempt to fill the position from the floor during the General Body Meeting.

SECTION V. If an election is required for a position, candidate names shall be published one week in advance to the Annual General Body meeting during Xmas/ New Year celebrations. The Election Office, with the help of Executive Committee shall prepare ballot slips and boxes for the positions if election is required. The ballot boxes shall be sealed before the commencement of voting in the presence of the contestants.

SECTION VI. The polling shall be conducted on the same day of Annual General Body Meeting and results will be announced at the Annual General Body Meeting. Each KAW member family will have one vote to cast per position. To vote members must attend in person at the General Body. Valid photo identification will be required to cast votes.

SECTION VII. If an election is not required, the Election Office shall announce the names of new Officers and Executive Committee members at the Annual General Body meeting. All decisions made by Election office pertaining to the election process will be final.

ARTICLE XI - KAW CHARITY

The WA State nonprofit corporation 'KAW Charity' that was organized on 10/22/2018 exclusively for charitable purposes shall function as the charity wing of KAW. KAW shall be the parent organization of KAW Charity which will operate under the control of KAW.

ARTICLE XII - GOVERNANCE OF KAW CHARITY

SECTION 1: Every fiscal year, the persons elected to the positions of President, Vice President, Secretary, Treasurer, Joint Treasurer, and Joint Secretary of KAW shall automatically be appointed as the directors of the Board of KAW Charity, and shall hold those same titles/ positions they hold in the KAW Executive Committee.

SECTION 2. Every fiscal year, all individuals who are elected to the KAW Executive Committee shall automatically be appointed to the Governing Council of KAW Charity, effective from their date of appointment to KAW Executive Committee.

SECTION 3: They are required to follow the bylaws of KAW Charity in order to manage its affairs, and individually and collectively perform the duties of the Governing Council members as described in Article 10 of the bylaws of KAW Charity.

SECTION 4: KAW officers who resign or are removed from the KAW Executive Committee during a fiscal year, regardless of the reason, shall be removed from KAW Charity's Governing Council effective from the date of resignation/removal.

SECTION 5: KAW Executive Committee members who wish to resign from their role at KAW Charity, must first resign from KAW Executive Committee, which will automatically remove them from the Governing Council of KAW Charity.

ARTICLE XIII – AMENDMENT

The By-Laws of Kerala Association of Washington shall be subject to amendment or change with two thirds (2/3) majority vote of the General Assembly present.

ⁱ Text in Green: Amendments made on 12/15/2018