BYLAWS
OF
MINNESOTA MALAYALEE ASSOCIATION

ARTICLE I

Section I

The membership of the Association shall be open to all persons who share the objectives of the association and have paid the membership fee for the current year. For this association, the fiscal year starts on January 1st and ends on December 31st.

a) The application for the membership should be made in the prescribed form provided by the association and approved by the Board of Directors.

Section II

The Full Membership shall have two classes: Family membership and Single membership. The membership period shall be from the first day of January to the last day of December, each year.

a) Family Membership
Annual membership fee for a family consisting of husband, wife & dependent children shall be $25.00 per fiscal year and the voting rights shall be restricted to two adults (of husband and wife).

b) Single Membership
The single membership fee shall be $15.00 per fiscal year and the voting rights shall be restricted to one adult.

c) Voting Member
A voting member is one who has paid the dues for the current fiscal year 30 days prior to the date of election notification.

d) Any change of the membership fee shall be decided by the General Body on the basis of the recommendations made by the board of directors, and the revised membership due shall become effective the next fiscal year.

e) The membership shall be considered delinquent, if not paid within 60 days of the beginning of the fiscal year.

f) Members of the Association shall be entitled to 50% discount of the admission fee for all the events undertaken by the Association.

ARTICLE II
OFFICE BEARERS

Section I

The activities of the Association shall be managed and administered by the Board of Directors.

Section II

The Board of Directors shall consist of the following seven Officers and four Directors at large.

a) President
b) Vice President
c) Secretary
d) Joint Secretary
e) Treasurer
f) Director of Membership
g) Director of Youth Activities
h) 4 Directors at large

Section III

The Board of Directors of the Association shall be responsible for discharging the following duties.

a) President
The President of the Association shall be the Chief Executive Officer and shall provide leadership within the framework of the bylaws of the Association. The President shall preside over all meetings of the Board of Directors and General Body.

b) Vice President
The Vice President of the Association shall exercise all authority and perform all duties granted to the President when the President is absent or unable to perform his/her duties.

c) Secretary
The secretary shall have custody of all records of the Association, including proceedings of all meetings and appropriate records o: membership. The Secretary shall mail all notices required and shall present the annual report to the General Body. The Secretary shall keep a record of all the active members of the Association and shall publish a list and mail it to the active members at least 3 weeks prior to the General Election.

d) Joint Secretary
The Joint Secretary shall assist the Secretary in all of the functions and responsibilities of the Secretary and shall function as the Secretary of the Association during the absence of the Secretary.

e) Treasurer
The Treasurer shall keep all records of the financial transactions of the Association, deposit all the funds in a Bank and shall make the payment of all obligations approved by the Board of Directors. The Treasurer shall sign all the checks along with the President or Secretary, prepare a financial report of the Association as per accounting procedures for the annual meeting and shall provide all the necessary documents for auditing the accounts of the Association.

f) Director of Membership
The Director of Membership is responsible for organizing and carrying out the Membership Drive of the Association.

g) Director of Youth Activities
The Director of Youth Activities shall organize all the activities for promoting the Kerala culture among the Keralite youth in the community.

h) Directors at Large
Directors at Large may assist in chairing events.

Section IV

Additional Duties

In general, the Board of Directors of the Association shall have such authorities and duties as are given by the bylaws and as the Board shall determine from time to time.

Section V

Term and Office of Directors

The term of office of the Board of Directors of the Association shall be two years. One member shall not be elected for more than one Board of Director position.

A member of the Association shall not serve more than two consecutive terms of the Board.

Section VI

Merging with other Association or Corporations

The Board of Directors shall not have any right to merge the Association with any other Association or Corporation. Written notice of such proposal of merging shall be mailed to the current members of the Association three weeks prior to the General Body meeting to consider such proposals. The decision regarding merging of this Association with any type of organization shall be exclusively made by the two third majority of the General Body.

ARTICLE III
ELECTION

Section I

a) The election of the Board of Directors shall be held at the General Body meeting, to be held between September one and November thirty of the election year for the next term.
b) All the voting members of the Association shall be given three weeks written notice, advising them of the location, date and time of the general election.
c) An election officer shall be nominated by the Board of Directors for conducting the election of the Association. The Secretary of the Association shall provide the Election officer with the latest copy of the voter list.
d) Nominations for the directors may be proposed and seconded by any member with voting rights. All nominations shall be filed with the election officer fifteen days prior to General Election.
e) Any voting member of the Association shall qualify to become a nominee for the Director position.
f) The election shall be held by acclamation if unanimous or by secret ballot if contested.
g) In case of more than one nomination to any position, the Election Officer shall conduct the election. In the absence of the Election Officer, a person from the floor shall be nominated and seconded as the acting election officer to conduct the General Election.
h) If two or more persons tie for one position the winner shall be chosen by drawing of lots, unless one of the contestants is willing to withdraw.
i) If any of the positions of the Board of Directors are not filled, the newly elected Board of Directors shall have the right to fill those positions by a two third majority vote of the newly elected Board.

Section II

a) Upon the affirmative vote of at least two third of the Board of Directors, a director shall be removed if:
    i) a director failed to attend three consecutive meetings of the Board, without providing acceptable reasons.
    ii) a director who has been found misusing the authority as prescribed in the by-laws, or Association funds, or working against the interest and objectives of the Association.
b) Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of two third of the Board by appointment, and such appointment shall be valid until the unexpired term of that Directorship.

ARTICLE IV
MEETING AND QUORUM

a) A meeting of the General Body of the Association shall be held at least once a year. The Secretary shall call for special meetings of the General Body, if approved by two third of the Board members. The time, date, place and purpose of the meeting shall be mailed to the members of the Association not less than three weeks prior to the meeting.
b) For General Body meetings at least 20% of the full members shall constitute a quorum.
c) The quorum for amending the by-laws shall be 33% of the voting members.
d) Meeting of the Board of Directors shall be held as often as necessary, but not less than four times during a fiscal year.
e) The quorum for the Board of directors shall be 50% of the Board.

ARTICLE V
BUDGET AND FINANCE

a) The Board of Directors shall plan for a budget for each fiscal year. The approval by two third majority vote of the Board of Directors shall be necessary for committing to any major financial obligations by the Association.
b) The President shall authorize expenditures less than 100 dollars for a single occasion.
c) A majority vote by the Board of Directors can authorize expenditures above 100 dollars over and above any budgeted item.
d) On Dissolution, liquidation or winding up of the Association (whether voluntary or involuntary) the net assets shall be distributed as determined by the Association, but only to one or more educational or charitable organizations exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any such future laws.

ARTICLE VI
RECORD KEEPING

a) The Records of the Associations shall consist of its Articles of Incorporation, bylaws, amendments to bylaws, minutes of all meetings, membership register, financial documents and any such documents that are designated by the Board of Directors from time to time.
b) The Secretary or any member of the Board, if thus directed by the Board of Directors shall primarily maintain the records,
c) All records shall be open to any member subject to appointment by a reasonable time and place for examination.
d) All records of the Association shall be handed over to the new office bearers within 15 days of the start of the new term.

ARTICLE VII
AMENDMENTS

Section I

The by-laws of this Association may be amended, added or modified at any regular or special meeting of the General Body with a two-thirds majority vote with a quorum present, which is at least 33% of the voting members of the Association.

Section II

No amendment shall be put to vote, unless written notice sent to all current members of the Association, at least three weeks prior to the voting date, stating the proposed amendment.

AMENDMENT OF ARTICLES OF INCORPORATION
MINNESOTA MALAYALEE ASSOCIATION

The following amendments to Article V of the Articles regulating the above corporation have been adopted and Article V is completely restated herein as adopted with all amendments thereto:

ARTICLE V

PURPOSE

A. This Association shall be a non-profitable, nonpolitical, secular and cultural organization. The Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. The Association shall try to uphold the following objectives, subject to the exclusive purpose as stated in the foregoing paragraph:

1. Preserving and transmitting Kerala cultural heritage.
2. Fostering community spirit among the Association members.
3. Celebrating major festivals of Kerala.
4. Providing occasions for socialization among its members.
5. Providing a forum for members to express and share their cultural talents.
6. Organizing and maintaining a youth wing within the Association to transmit the Kerala cultural heritage to our youth.
7. Promoting friendship and cultural exchange with other Indian and American organizations.
8. Providing Social Service to the Malaya lee Community, as well as to the community at large.

C. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clauses above. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Proposed Amendments to the Bylaws

The following amendments to Article I, Article III, Article IV and Article VII of the bylaws regulating the corporation have been adopted and those articles are restated herein as adopted with all amendments thereto:

ARTICLE I

Sections II

a) Family Membership.
Annual Membership fee for a family consisting of husband, wife & dependant children shall be **$10.00** per fiscal year and the voting rights shall be restricted to two adults (husband and wife).

b) Single Membership.
The single membership fee shall be **$5.00** per fiscal year and the voting rights shall be restricted to one adult.

f) Members of the Association shall be entitled to 50% discount on admission fee **for Picnic, Onam and Christmas programs** undertaken by the Association.

ARTICLE III
ELECTION

Sections II

c) President from the previous board will be an ex-official member to the current board, If the President is not available, Board of Directors shall appoint a board member from the previous term as an ex-official to the current board.

ARTICLE IV
MEETING AND QUORUM

a) A meeting of the general Body of Association shall he held at least once a year.
The Secretary shall call for special meetings of the General body, if approved by two third of the Board members. The time, date, place and purpose of the meeting **shall be communicated through E-Mail, Fax or US mail** to the members of the Association not less than **two weeks** prior to the meeting.

f) Absentee ballots are valid if received by previous business day of the General body meeting.

ARTICLE VII
AMENDMENTS

Section I

The by-laws of this Association may be amended, added or modified at any regular or special meeting of the General Body with a **majority** vote with a quorum present, which is at least 33% of the voting members of the Association.

Section II.

No Amendments shall be put to vote, unless written notice sent to all current members of the Association, at **least two weeks** prior to the voting date, stating the proposed amendment.

AMENDMENT OF ARTICLES OF INCORPORATION
MINNESOTA MALAYALEE ASSOCIATION

The following amendment to Article V of the Articles regulating the above corporation have been adopted and Article V is restated herein as adopted with all amendments thereto:

ARTICLE V
PURPOSE

Entry number 6 and 7 updated, and an additional entry number 9 added under Section B of previous amendment to incorporate organizing and maintaining MMA Mithra, MMA Yuva and Outreach functions:

6. Organizing and maintaining a youth wing within the Association to transmit the Kerala cultural heritage to our youth. The youth wing shall be introduced with the name “MMA-Yuva” and constitute up to 4 core committee members and additional representatives as required.
7. Promoting friendship and cultural exchanges with other like-minded organizations through focused outreach and branding initiatives.
9. Organizing and maintaining Women’s Forum within the Association as an exclusive avenue for the women empowerment initiatives. The Women's forum shall be introduced with the name “MMA-Mithra” and constitute up to 4 core committee members and additional representatives as required.

AMENDMENTS TO THE BYLAWS

The following amendments to Articles II, and IV of the bylaws regulating the corporation have been adopted, and Article VIII is newly created herein as adopted with all amendments thereto:

ARTICLE II
OFFICE BEARERS & ELECTION

Section II

The count of Board of Directors is hereby amended to include two additional positions.

i) Director of MMA-MITHRA, the Women's Forum
j) Director of Outreach

With this amendment, the Board of Directors shall consist of the nine Officers and four Directors at large.

Section III

g) Director of Youth Activities
The Director of Youth Activities shall be additionally responsible for leading MMA’s Youth forum - MMA-YUVA and shall organize and coordinate activities with the Yuva core committee for the functioning of Yuva.

h) Directors at Large
Director at Large shall be responsible for one or more functional roles including but not limited to Charity, Food, Technology, Marketing and Communication, Volunteering, and any other new roles that could come up from time to time.

i) Director of MMA-MITHRA
The Director of MMA-MITHRA leads Women's initiatives and shall organize and coordinate activities with the Mithra core committee for the functioning of Mithra.

j) Director of Outreach
The Director of Outreach leads, organizes, and coordinates outreach activities to extend MMA Brand working with other like-minded organizations.

Section IV

Additional Duties

The Board of Directors shall be responsible for nomination and approval of core committees' members of MITHRA and YUVA.

ARTICLE IV
MEETING AND QUORUM

g) General Body Meeting shall also be conducted virtually, and online voting systems are permitted.

A new article, Article VIII is added to the by-laws towards formation of an MMA Advisory Committee.

ARTICLE VIII
ADVISORY COMMITTEE

An advisory committee shall be formed from the previous Board of Directors/Officers to advise the MMA Board on legal, organizational, cultural, and other matters.

a) The Advisory Committee shall be 3 to 5 members led by a committee chair.
b) The Advisory committees shall be nominated and approved by the Board of Directors.
c) The duration of the Advisory Committee member (Advisor) shall be up to 4 years from the day of the nomination.
d) The Advisory Committee shall be constituted to overlap with two consecutive periods of the Board.
e) The newly elected MMA board shall set up an advisory committee during their term with the restriction of less than 50% of existing advisors rolling off the committee to ensure the continuity of advisors across the term of minimum two boards.
f) To enable the above requirement e), the first advisory committee shall have 3 advisors. The two advisors shall be added in the subsequent term.
g) The term of an advisor shall not exceed four continuous years. However, in the event of an unexpected situation leading to the vacancy of advisors in mid-term, MMA board shall restructure the advisory committee in the mid-term and/or extend the duration of an advisor to enable continuity across the board terms.
h) The Advisory Committee shall not interfere with the day-to-day function of the Board of Directors and shall have no executive or voting power for board decisions.
i) The Board of Directors may invite the Advisory committee members for a board meeting as required.