

DETROIT MALAYALEE ASSOCIATION
(A Non-Profit Social and Cultural Organization)

CONSTITUTION/BY-LAW OF DETROIT MALAYALEE ASSOCIATION

1. NAME OF THE ORGANIZATION

- i) The name of the Association shall be “DETROIT MALAYALEE ASSOCIATION”, hereinafter referred to as the “Association”.

2 INCORPORATION

- i) This Association was incorporated in the State of Michigan as a non-profit organization on the 3rd day of April, 1980, under the Corporation number: 881-142.

3 PREAMBLE

- i) This Association was organized for the purpose of developing a better social, educational, and cultural understanding, cooperation, and friendship between the people of the Kerala State, India, and the United States of America.
- ii) This Association is mainly intended for the benefit of the Malayalees (people of the Kerala State) living in Detroit and in suburban areas.
- iii) This Association is a Non-Profit, Social, Cultural, and Charitable Organization. These Articles/Bylaws are made based on the demographic principles, secularism, equality of rights and opportunities, and, above all, “service”.
- iv) A member shall be equally privileged with all other members in his/her voice and vote upon a proposition presented for discussion or decision at a meeting of the members, and there shall be no preference between members.

- v) All members of the Executive Committee shall also have equal rights and opportunities, and officers are elected or appointed for the purpose of carrying out the duties and responsibilities of the Association as specified in these Articles.

4 MEMBERSHIP

- i) Any person, who is a legal resident of the State of Michigan or City of Windsor, Ontario, Canada, can be a member of this Association
- ii) There are three types of membership fees:
 - a. Annual Single Membership: \$20.00 per person
 - b. Annual Family Membership: \$25.00 per person
 - c. Life Membership: \$200.00 per family (valid for ten years)
- iii) The membership fee may be re-fixed by the General Body. However, the increase in the rate shall not affect those persons who are already Life Members, unless they wish to pay the revised amount.

5 EXECUTIVE COMMITTEE

- i) Composition: The Executive Committee shall consist of a minimum of fifteen (15) and a maximum of Sixty one (61) members, elected by the General Body, in the annual General Body meeting.
- ii) Tenure: The term of the office shall be for one (1) year, from January 01 through December 31 of the year, or until the new Executive Committee assumes office.
- iii) Method of Election:
 - a. The Board of Trustees Chairperson, or his/her designates, shall be the election officer.
 - b. The Secretary of the Association shall inform all members of the date, time, and place of the General Body meeting to elect the Executive Committee. The notice shall include a letter from the election officer(s), inviting nominations from the members along with the prescribed forms.

- c. The notice should specify the number of vacancies and also a date and time for filing/withdrawal of nominations.
- d. The nomination/application forms should be signed by
 - 1. The candidate;
 - 2. The person proposing
 - 3. The person supporting the candidate.

All parties should be members of the Association in good standing.

- e. The election officer(s) shall disclose the names of the candidates to members upon request, after the date and time of filing nominations.
- f. In case of a contest, the candidates shall announce the names of the elected Executive Committee members in the General Body meeting.
- g. The election officer(s) shall announce the names of the elected Executive Committee members in the general body meeting

iv) Eligibility of Office Bearers:

- a. The President candidate should have served the Association as an Executive Committee member in the last three (3) years, and should have served the Association as an office bearer for a minimum of two (2) years.
- b. The Vice President, Secretary, and Treasurer candidates should have served the Association as an Executive Committee member in the last two (2) years and also should have served the Association as an office bearer for ONE (1) year.
- c. The Joint Secretary and Joint Treasurer candidates should have served the Association as an Executive Committee member in the last one (1) year; or served as the President or Secretary of DMA Women's Forum at least one (1) term.
- d. Executive Committee members who have served as an office bearer for the last two (2) consecutive terms shall not be eligible for any office bearer position for a third term in a row.
- e. Any Member in good standing who has served the Association as an Executive Committee member for at least 10 consecutive years is eligible to serve as the Treasurer, Secretary, or Vice President position.

6 EXECUTIVE COMMITTEE – FUNCTIONS

- i) All Executive, administrative and financial matters of the Association shall be carried out by the Executive Committee. The committee shall exercise all the powers and authorities of the Association in the management of the business and Related affairs of the Association.
- ii) The Executive Committee shall consist of a President, Vice President, Secretary, Joint Secretary, Treasurer, Joint Treasurer and Executive Committee members.
- iii) Quorum & Decisions: One-third (1/3) of the committee members shall be necessary to constitute the quorum for the transaction of the business and the decisions shall be taken by a majority of the members present. The President and the majority of the members present shall decide if the subject in question is to be decided by secret voting.
- iv) President: The President shall be the Chief Executive Officer of the Association and shall preside over all the committee meetings. In his or her absence, the Vice President shall assume the duties of the President. In the absence of the President and Vice President, the committee shall appoint a committee member to exercise this function.
- v) Vice President: In the absence of the President, shall assume all the duties of the President. (Section 6 . iv).
- vi) Secretary: The following are the main duties and responsibilities of the Secretary:
 - a. Maintain all official records of the Association.
 - b. Record minutes of committee/General Body meetings.
 - c. Issue notice of committee meetings, General Body meetings, etc., as directed by the President.
 - d. Handle all correspondence/communications for the Association.
 - e. Prepare the annual report to be presented to the General Body. Any other duties and responsibilities as assigned by the Executive Committee.
 - f. Maintain up-to-date membership list.
 - g. Prepare agenda for Committee Meetings with the approval of the President.
- vii) Joint Secretary: In the absence of the Secretary, shall assume all the duties of the Secretary. (Section 6 . vi).
 - a. Assist Secretary with the duties and functions.

- b. Prepare inventories of equipment and properties of the Association and shall be responsible for their safekeeping.

viii) Treasurer: The following are the main functions of the Treasurer:

- a. Collect membership fees, donations, other authorized income, etc.
- b. Deposit the money in the bank.
- c. Issue receipts.
- d. Obtain vouchers/receipts for all transactions authorized by the Executive Committee and issue cash/checks for expenses.
- e. Maintain appropriate account register, voucher/receipt files, etc.
- f. Present financial statements (income and expenditure) to the Executive Committee on a quarterly basis with all records (account register, voucher/receipt files, checking account records, etc.).
- g. Present audited income and expenditure statement at the end of the fiscal year (January 01 to December 31) to the Executive Committee.
- h. Prepare the budget for the new financial year.
- i. Present the income and expenditure statement and the budget to the General Body as approved by the Executive Committee.
- j. An audited account of the present fiscal year (January 01 through December 31) should be submitted for review in the first Executive Committee meeting of the year by the previous Treasurer.
 - 1. Any other duties and responsibilities as assigned by the Executive Committee.
 - 2. The Treasurer and Joint Treasurer are individually and jointly responsible for the proper management of the funds of the Association and maintaining necessary records.

ix) Joint Treasurer: In the absence of the Treasurer, shall assume all the duties of the Treasurer. (Section viii of Article 6).

- a. Joint Treasurer shall assist the Treasurer and perform such duties as assigned by the Executive Committee or the President.
- b. Joint treasurer will maintain the Life membership list of DMA including their renewal/expiry date.

- x) Sub-Committees: The Executive Committee may appoint sub-committees to carry out various duties and responsibilities. Each sub-committee shall have a Chairperson and one or more members. The sub-committee is responsible to the Executive Committee for all its actions.
- xi) Notice of Meetings: The Secretary shall notify each committee member of the date, time and place of the meeting along with the agenda with at least seven (7) days notice. However, to discuss urgent business matters, the meeting may be convened with not less than 24 hours notice. The notice should be issued with the concurrence of the President and/or Vice President.
- xii) Urgent Decisions: When it is unable to convene a committee meeting, decisions of temporary nature may be taken with the unanimous concurrence of the President and/or Vice President, Secretary and/or Joint Secretary, and the Treasurer and/or Joint Treasurer. Such decisions should be communicated to the committee at its next meeting for ratification. However, these matters should not conflict with the already arrived decisions of the committee.
- xiii) The committee members may severally and/or collectively consent in writing to any action to be taken by the Executive Committee, and such action shall be valid as though it had been authorized at the meeting of the committee.
- xiv) Agenda Items: The Executive Committee shall consider all agenda items before discussing other business matters. Any business or related matters not listed in the agenda are not to be discussed with the prior concurrence of the President.
- xv) Committee Meetings: Committee meetings should be held as follows:
 - a. At least once every three (3) months to review finances and any other business matters.
 - b. At the request of more than one-third (1/3) of the committee members.
 - c. As and when needed, the Secretary may call the meetings with the concurrence of the President.
- xvi) Resignation: A committee member may resign at his/her own accord. However, the member may continue in office until the resignation is accepted by the Executive Committee, acting as the Board of Directors.

- xvii) Resignation of Primary Membership: All benefits of future office perks (to hold any OB/Board of Trustees position) obtained will stand canceled or become null. However, they can be nominated as regular EC member, if they fulfil the eligibility criteria as per DMA by law.
- xviii) Handing/Taking Over of Duties: All outgoing/incoming officers are to sign a “handing/taking over” certificate.

7 BOARD OF DIRECTOR

- i) The Executive Committee shall act as the Board of Directors of the Association and perform the following functions:
 - a. Fill the Vacancies of the Executive Committee: In case of vacancies in the Executive Committee, the Executive Committee may fill the same and also allocate or reallocate the offices or duties as appropriate. No further ratification of the General Body is needed.
 - b. Nomination of Additional Executive Committee Members/Area Representative: Additional Executive Committee members/area representatives may be nominated or appointed as appropriate. These officers/Executive Committee members shall enjoy all rights and carry out all duties as any other Executive Committee member.
 - c. Any member interested in being inducted into the Executive Committee, should complete the induction form and submit it to the Board of Trustees. Board of Trustees will consider after checking the eligibility criteria as per Article V, Sub Section 4 and submit it to the executive committee for final consideration.
 - d. Auditor: One or more auditors may be appointed by the Board of Directors to audit the financial statements and income and expenditure records at the end of the financial year.
 - e. Resignation of Executive Committee Members: The resignations submitted by the Executive Committee members shall be reviewed for further necessary actions.
 - f. Suspension/Removal of Member of Executive Committee: The Board of Directors has the right to invoke immediate disciplinary measures for Executive Committee members who commit serious and/or offenses which directly affect the safety,

goodwill and mission of the Association. Such crimes and offenses include those outlined by the laws upheld by the State of Michigan and the Federal Government. Disciplinary measures, including but not limited to immediate suspension, can and will be taken to ensure the safety and preservation of the Association, its members and its mission. Following the execution of said disciplinary measures, each case shall be immediately referred to the Board of Trustees for review. The Board of Trustees shall advise a course of action within one week's time to the Board of Directors. In all other circumstances unrelated to serious crimes and/or offenses, the Board of Directors shall seek counsel from the Board of Trustees before taking any disciplinary actions against an Executive Committee member.

- g. If an Officer or Executive Committee Member fails to attend three (3) consecutive Executive Committee meetings without providing a valid reason (including but not limited to illness, family emergency, or other circumstances as approved by the Chairman and/or President), the member shall be removed as a member of the executive committee by the Board of Trustees by sending a notification to the member stating his/her removal. In case of any objections raised by the removed member, a two-thirds (2/3) affirmative vote of the members present at the following executive committee meeting, following the removal, is required to finalize the decision. This process ensures fairness, accountability, and consistency in maintaining active participation within the committee.
- h. Election Officer(s): The Board of Trustees will act as the election officer(s) to conduct the annual election.
 - 1. Resident Agent: May be appointed as appropriate.

8 BOARD OF TRUSTEES

- i) Purpose: The Board of Trustees shall serve as the governing body of the Detroit Malayalee Association, with emphasis on long-term policies, strategic planning, and implementation with the approval of the DMA Executive Committee.
- ii) They will also arrange and conduct the general elections annually to elect the Executive Committee and Board of Trustees.

- iii) Board of Trustees shall appoint one or more election officer(s). These officers shall make arrangements for the election.
- iv) They will also act as “grievance redress body”- on request from the Executive Committee.
- v) They will file annual income tax returns with the Internal Revenue Service every year.
 - a. Terms of Office: The Board of Trustees, consisting of three (3) elected members, current President, and immediate past President, shall be elected to the office during the annual elections based on vacancy. The office bearers shall be:
 - 1. Chairperson
 - 2. Vice Chairperson
 - 3. Secretary
 - 4. The current President of the Association
 - 5. Immediate past President of the Association shall serve as the ex-officio members of the Board of Trustees.
 - 6. If the immediate past President is not available, the next previous President shall become automatically eligible.
 - b. In order to effectuate efficiency and continuity to the Board of Trustees’ responsibilities, when first installed, the Chairperson, Vice Chairperson and Secretary shall be elected for a period of three (3) years, two (2) years, and one (1) year, respectively. In subsequent terms, the tenure of all elected trustees shall be for three (3) years.
- vi) Eligibility: To be elected or nominated as a member of the Board of Trustees, the candidate must meet the following eligibility criteria:
 - a. Should be a Member of the Association, in good standing according to the Constitution and Bylaws.
 - b. Have served in the Executive Committee at least three (3) full terms, and one term of which should be as the President of Detroit Malayalee Association.
 - c. Should be a current member of the Executive Committee.
 - d. Re-entry of EC members who once left the Executive committee and came back to EC, who intend to hold any position in Board of Trustees, should serve at least Three (3) consecutive terms as executive committee member after re-entry.

- vii) Election/Selection: In order to fill a vacant position in the Board of Trustees, proposed names of eligible candidates by the remaining Board of Trustees members, and present it to the Executive Committee for review and final recommendation prior to the annual General Body meeting for approval.
- viii) Bank Account: The Board of Trustees will maintain a separate bank account for the purpose of a “particular long-term goal only”, and the Board of Trustees Chairperson, Board of Trustees Secretary and Executive Committee Treasurer are eligible to sign the checks. Checks amounting in \$5000.00 or more shall be signed by at least two (2) signatories. The Executive Committee Treasurer shall be the custodian of this account. Disbursement of this fund shall be made only with the approval of the Executive Committee.
- ix) Other Provisions: Upon completion of the current term of a Board of Trustees member, he/she shall be reelected/nominated for a second term only after a period of one (1) year. The Board of Trustees shall not interfere with the day-to-day activities of the Executive Committee, unless extenuating circumstances exist.
- x) Removal: Any elected/nominated member of the Board of Trustees who does not enjoy the confidence of the simple majority of the Board of Trustees shall be removed by a simple majority vote at a special or annual General Body meeting of the Association.
- xi) Vacancy: In the event that a vacancy of the Chairperson exists through death or otherwise, that position shall be filled by the Vice Chairperson, and a new Vice Chairperson shall be nominated by the Board of Trustees for the unexpired term. Any vacancy created by the removal, or any other reason, shall be filled through direct appointment by the remaining trustees for the unexpired term of the position, with the concurrence of the Executive Committee.

9 GENERAL BODY MEETING

- i) The General Body meeting shall be convened at least once per year. The annual General Body meeting shall be conducted before the end of December of each year to transact the following business:

- a. To elect the Executive Committee.
 - b. To approve the annual report and audited financial statement (income and expenditure) of the current year.
 - c. To pass the budget (proposed income and expenditure) for the following calendar year.
 - d. Any other financial or appropriate business per the agenda approved by the Executive Committee.
 - e. The Executive Committee shall fix the date, time, place and agenda for the General Body meeting.
- ii) Special General Body Meeting:
- a. The Executive Committee in its own initiative shall make arrangements to convene the General Body meetings as and when needed. In such meetings, the agenda items approved by the committee shall only be discussed.
 - b. One-third (1/3) of the total members may in writing request for a General Body meeting with the agenda items to be discussed.
 - c. The Executive Committee should consider this request and issue notice for convening a General Body meeting within 30 days from the date or receipt of the request. In addition to the agenda requested to be discussed, the committee may add other items for discussion. All items to be discussed should be within the guidelines of the “Bylaws”.
- iii) Qualifications for Participating in the Proceedings:
- a. Must be a member of the Association in good standing.
 - b. Should be over 18 years of age.
 - c. Should have paid the annual membership fee or be a Life Member.
- iv) Notice, Quorum and Decisions: Notice of the time, date, place and object of the General Body meeting shall be given personally or by mail, addressed to each member entitled to vote and his/her last known address. In each instance, the notice shall be given not less than thirty (30) days or not more than sixty (60) days before the vote of the meeting. All decisions shall be taken by the affirmative vote of a majority of the members present at the meeting if due notice of the time, date, place and the object of the meeting was

issued in accordance with the “Bylaws”. In this case, no quorum is necessary. Otherwise 25% of the members entitled to vote shall constitute the quorum.

- v) Presiding Officer: The President of the Association shall be Presiding Officer. In his/her absence, the Vice President or any other member appointed by the General Body shall exercise this authority.
- vi) Minutes of the Meeting: The minutes recorded by the Secretary/Joint Secretary/Recording Secretary should be read and passed by the General Body. The approved minutes should be signed by the Secretary/Recording Secretary and counter-signed by the President.
- vii) Suspension/Expulsion of Member/Life Member of the Association: A member/Life Member of this Association may be suspended and/or expelled from their basic membership of the Association, with or without cause, by vote of the General Body, with two-thirds (2/3) majority of the members present at the General Body meeting.

10 AMENDMENT OF THE CONSTITUTION/BYLAWS

- i) At a General Body meeting of the members duly called and held, these Articles or “Bylaws” may be amended without limitation by the affirmative vote of the majority of the members present at the General Body meetings if due notice of the date, time, place and object of the General Body meeting was given by mail to each member entitled to vote at his/her last known address, at least twenty (20) days before the date of the General Body meeting. In this case, the members present at the General Body meeting shall constitute the quorum. Otherwise, 25% of the members entitled to vote shall constitute the quorum.

11 FINANCE

- i) The Association shall be financed under the following general plan:
 - a. Annual membership/Life membership fee.
 - b. Donations, subscriptions, annual or other periodical contributions, etc.
- ii) The membership fee, donations, subscriptions, etc. shall not be refundable.

- iii) A Bank account shall be opened and maintained in the name of “Detroit Malayalee Association”. The President, Secretary and Treasurer are authorized to sign the checks. Any check above \$500 requires two (2) signatures.

12 DISSOLUTION

- i) The following procedures should be followed for dissolution of the Association:
 - a. The Executive Committee shall adopt a resolution that the Association be dissolved. The notice of the time, date, place and object of the General Body meeting shall be mailed to each member entitled to vote at his/her last known address, at least twenty (20) days before the date of the meeting. The notice of the meeting should specify that the purpose of the meeting is to vote on the dissolution of the Association. At the meeting, a vote of the members shall be taken on the proposed dissolution. The dissolution shall be approved by receiving the affirmative vote of the majority of the member present at the meeting if due notice was given in accordance with these “Bylaws”.
 - b. Upon dissolution the assets remaining after the payment of all debts of the Association, including bank balances, shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future code, or shall be distributed to the Federal Government, or to the State of Michigan or local Government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

13 GENERAL

- i) The Resident Agent of the Association shall be the Secretary or any other member appointed by the Executive Committee. The Resident Agent shall maintain the documents up-to-date with the State.

- ii) In case there is any matter not specified in these Articles/Bylaws, the Association shall follow the guidelines provided in the “State of Michigan Business Corporation Act” and related statutes. All the affairs of the Association shall be conducted in the most democratic way. *Roberts Rules of Order* shall also be referred for guidelines if and when needed.
- iii) Any member of the Detroit Malayalee Association who is seeking an official position in a national umbrella organization where Detroit Malayalee Association is a member, must obtain approval from the Executive Committee of the DMA, prior to submitting a nomination.
- iv) Due to unavoidable circumstances, Detroit Malayalee Association can conduct the Annual General Body Meeting and annual election using electronic and/or any other communication platform.
- v) These are the original Articles/Constitutions/Bylaws of the DETROIT MALAYALEE ASSOCIATION.