



## **INDIA ASSOCIATION OF ST. LOUIS**

Connecting People of Indian Origin in St. Louis, MO

## **CONSTITUTION & BY-LAWS**

*Last Amended: December 4, 2022*

This is a reference document for governing of

India Association of St. Louis

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## TABLE OF CONTENTS

ARTICLE	TITLE	PAGE NUMBER
<b>CONSTITUTION</b>		
I	NAME	3
II	OFFICE	3
III	OBJECTIVES	3
IV	MEMBERSHIP	3
V	BOARD OF DIRECTORS	3
VI	BOARD COMMITTEES	3
VII	FTSCAL YEAR	4
VIII	SOURCE AND USE OF FUNDS	4
IX	GENERAL BODY MEETINGS	4
X	AMENDMENTS OF CONSTITUTION	5
XI	DISOLUTION	5
<b>BY-LAWS</b>		
I	OFFICE	6
II	MEMBERSHIP	6
III	BOARD OF DIRECTORS	6
IV	OFFICE BEARERS	8
V	BOARD MEETINGS	9
VI	ELIGIBILITY OF BOARD OF DIRECTORS	9
VII	COMMITTEES AND THEIR MEMBERSHIP	10
VIII	FINANCES	11
IX	ELECTIONS	12
X	GENERAL BODY MEETING	13
XI	RESIGNATION	14
XII	RULES OF SUCCESSION	14
XIII	NO CONFIDENCE MOTION	14

# **CONSTITUTION OF INDIA ASSOCIATION OF ST. LOUIS**

## **ARTICLE I NAME**

The name of the non-profit organization shall be "India Association of St. Louis".

## **ARTICLE II OFFICE**

The Principal office of the non-profit organization shall be in the Metropolitan St. Louis area.

## **ARTICLE III OBJECTIVES**

The said non-political, non-legislative, non-profit organization is organized exclusively for educational, scientific, cultural, charitable, and religious purposes, including the promotion of Indian culture in the greater St. Louis area helping interpret American culture and environment to people of Indian origin or extraction coming to the greater St. Louis area, assisting in the education and well-being of the people of Indian origin or extraction in the greater St. Louis area, promoting better international relations, understanding, and assisting people in times of distress. The Association is also exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code.

## **ARTICLE IV MEMBERSHIP**

The membership in the Association will be available to persons of India origin and Indian extraction and any other Nationality, who are interested in the objectives of the said association, upon payment of appropriate membership fees.

## **ARTICLE V BOARD OF DIRECTORS**

The Board of Directors of the non-profit organization shall be comprised of nine (9) members in good standing, who are resourceful, influential, and respected members of the community. The Board of Directors will function in accordance with the By-Laws of the Association. Three (3) members will be elected each year for a term of 3 years by the general body membership. The Board of Directors shall elect office bearers, President-Elect, Secretary and Treasurer from within nine (9) board members for a period of one (1) year. The transition of newly elected board shall take the office within two weeks from the General Body meeting. The operation of the Association shall be conducted by the board.

## **ARTICLE VI BOARD COMMITTEES**

The board shall appoint sub-committees as required to conduct its operation.

## **ARTICLE VII FISCAL YEAR**

The fiscal year of the Association shall be the twelve month period between elections for Office Bearers which takes place in February of the calendar year.

## **ARTICLE VIII SOURCES AND USE OF FUNDS**

The sources and funds shall consist of membership fees as stated in the By-Laws and as determined by the Board of Directors, receipts from various programs organized by the Association and donations, contributions, and grants from Institutions and individuals.

No part of the net earnings of the Association shall inure to benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article III hereof not withstanding any other provision of these articles, this organization shall not, except to an insubstantial degree engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization.

For the purposes of this Article, the Association shall not devote more than an insubstantial part of its activities in attempting to influence legislation by propaganda or otherwise nor shall it directly or indirectly participate in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

All donations must be accountable to the organization. Any activities or projects requiring funds must be approved by IAS Board.

## **ARTICLE IX GENERAL BODY MEETINGS**

General body meetings are categorized into two types.

1. Annual or Regular General Body Meeting: The general body meeting of the association shall be conducted by the President with majority of the board's approval on the Republic Day celebration or on occasions as deemed necessary.

The members present for such meetings must be at least twenty-five percent of all members in good standing and entitled to vote at the meetings, present in person, shall constitute a quorum for the transaction of business at the meeting of the members.

If the quorum is not present, 2/3<sup>rd</sup> of ten percent of the membership present may approve to transact the business that constitute the quorum, except for Special General Body Meetings.

2. **Special General Body Meeting:** The special general body meeting of the association shall be called by the President with the approval of majority of the board members or up on receipt of a petition requesting such meeting signed by at least twenty-five percent of the life membership. The members present for such meetings must be at least thirty percent of life members in good standing to vote at all the meetings in person, shall constitute a quorum for the transaction of business at the meeting.

If the quorum is not met, the life members present in such meeting must be at least twenty five percent or more of the life members in good standing and entitled to vote, present in person shall constitute the quorum.

## **ARTICLE X AMENDMENT OF CONSTITUTION**

The amendments of constitution and By-Laws shall be ratified by a 2/3 majority of the life members present at the special general body meeting. The life members present for such amendments must be at least twenty-five percent (25%) of life members, present in good standing and entitled to vote at any meeting, present in person, shall constitute a quorum for the transaction of business at any meeting of the members.

## **ARTICLE XI DISSOLUTION**

Upon the dissolution of the organization, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purpose of the organization in such manner or to such organizations organized and operated exclusively for the charitable, education, scientific, cultural, or religious purposes as shall at the time qualify as an exempt organization or organizations under existing or future United States Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate Court of the country in which the principal office of the organization is then located, exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for such purposes. Dissolution of India Association of St. Louis shall be approved by General Body.

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## **BY-LAWS OF INDIA ASSOCIATION OF ST. LOUIS**

### **ARTICLE I OFFICE**

The principal office of the association shall be in the metropolitan St. Louis area. Until such space is acquired, a post office box in the St. Louis area shall be rented for purpose of communication.

### **ARTICLE II MEMBERSHIP**

Membership in the Association is available to persons of any color, race, sex, creed of any nationality who is interested in the objectives of the association. The membership list shall be published on the association website.

1. The membership fee shall be decided by the Board of Directors and publicized through the Newsletter/website/email of the Association.
2. There shall be five types of membership.
  - a. Individual Membership
  - b. Family Membership- includes wife, husband, dependent parents, and dependent children under 18.
  - c. Student Membership
  - d. Life Membership
  - e. Five (5) Year Membership
3. Individual membership shall entitle the member to one vote, and family membership to two votes (member and the spouse) in the affairs of the Association. For counting members to determine quorum, signing petitions and other matters relating to the association, each voting individual will be counted as one member. The children under 18 will not vote. Persons above 18 will be voting members upon payment of the applicable membership fee. Dependent parents will not vote or sign petitions. If a status change should occur in the family structure, the Board will determine the status of life membership.
4. A member may be suspended or expelled from the Association for cause by approval of seven or more Board of Directors. The member thus affected can resort to Article X, item #3 of the By-Laws.

### **ARTICLE III BOARD OF DIRECTORS**

1. The Board of Directors is responsible for providing leadership in mobilizing, managing, and exploring the resources for the continued activity and growth of the Association.
2. The Board of Directors is ultimately accountable for the assets of the association and will have access to get all records, documents, assets, properties, and investments of the association from respective office bearers.

3. In case of dispute that is not resolved by the Board of Directors, general body will decide as a last resort.
4. In case of serious complaints against one or more Board members, an emergency meeting will be called by majority of the Board. In the event, if the complaint is not resolved, Election Commissioners will be called to the Board meeting. If necessary, the Election Commissioners will call a General body meeting. The final decision by 2/3 majority of the members present at such meeting is binding and final.
5. The Board of Directors shall appoint an honorary auditor for a period of two (2) calendar years, which will be responsible to review all accounts of the association and help in filing income tax return. This auditor will report directly to the board.
6. The normal duration of the board membership is three (3) years. However, the member may be re-elected for another three year term. After subsequent completion of the second term, he/she is not eligible for re-election or nomination for a period of two years.
7. The Board of Directors shall appoint and can remove an editor for the association's newsletter ("Pravasi"). The editor may choose members for the editorial board. These members can be removed by editor or Board of Directors. However, his/her co-workers shall not act as an independent body or organization. The President or President-elect will be a co- member of Pravasi editorial board without whose knowledge, the publication may not be mailed to the members. The Pravasi editor need not be a member of the Board. The newsletter(s) of another sister organization may coalesce with Pravasi at the Board's discretion and should follow the Pravasi's editorial board. Pravasi may not join into any newsletter of any other organization.
8. Board of Directors shall meet once every month.
9. Absence to the Board of Directors meetings three consecutive times in a fiscal year without proper explanation satisfactory to the board members or a total of five absences in a fiscal year shall mean that the member has resigned automatically from the Board. The President/Secretary will send appropriate notification to the member(s) to that effect, and to all members of the India Association of St. Louis.
10. The Board of Directors upon agreement of 75% of the general body membership shall sell the property owned by the India Association including the land owned at 725 Weidman Road, St. Louis, MO 63011, and the proceeds will be saved or invested. This is to be done by mail ballot only, by Election Committee. This clause doesn't apply to 715 Weidman Rd.
11. The Board of Directors shall have control over the gifts, donations, contributions, grants, or endowments received and savings, certificates, savings accounts, certificates of deposit and other investments.

12. The Board of Directors from time to time shall create autonomous bodies to raise funds, build, operate, and maintain capital projects. These bodies may have their own rules and regulations, including donor membership and may function through their own Board.
13. Open positions up to two for the Board of Directors may be appointed by the President with majority of board's approval for remaining term. A director appointed by the board may be removed without cause by the vote of two-thirds (2/3<sup>rd</sup>) of the directors then in the office; but a director elected by the members may be removed without cause by the members, but not the board.

#### **ARTICLE IV OFFICE BEARERS**

1. The Office Bearers shall be comprised of a President, President-elect, secretary, and the treasurer. The office Bearers cannot serve consecutive terms in the same role.
2. The duties of the office bearers shall be:
  - a. **PRESIDENT:** The President shall be the chief executive officer of the Association and subject to the decision and policies of the Board of Directors. He /She shall conduct the affairs of the Association in accordance with the Constitution and By-Laws of the Association. He/she shall preside over the general body meetings and the board meetings.
  - b. **PRESIDENT-ELECT:** The President-elect in the absence or in the event of disability or removal of President shall perform the duties and exercise the powers of the President. He/she shall also perform such other duties as may be assigned by the Board from time to time. He/she will become President the following year or when the President resigns, be President for that unexpired term also.
  - c. **SECRETARY:** The Secretary shall be the custodian of the records and all documents of the association. He/she will be responsible for keeping members informed about events of interest to them. He/she shall implement the meetings of the Board and General Body as set forth in these By-Laws. He/she shall perform all such duties as may be assigned to him/her by the Board. Under special circumstances President can appoint Joint Secretary with board's approval.
  - d. **TREASURER:** The treasurer shall maintain the financial record of the association and shall prepare a monthly report to be presented to the Board. The quarterly statement prepared by him/her shall be publicized for the benefit of the members. He/she shall be responsible for all financial matters, including the collection of dues, the maintenance of the bank accounts and the filing of tax returns



or other documents as authorized by the Board. He/she shall also perform such other duties as assigned by the Board. Under special circumstances President can appoint Joint Treasurer with board's approval.

3. The newly elected Board of Directors along with sitting board members will appoint Office Bearers within two weeks after elections. The appointed office bearers can be removed at any time with a cause by 2/3<sup>rd</sup> majority vote of the sitting board present in a meeting.

## **ARTICLE V BOARD MEETINGS**

The Board members shall meet at least once a month.

1. The quorum for the Board meetings shall be five members. Decisions shall be made by simple majority of members present, unless otherwise stated. The Secretary, in consultation with President, shall arrange the meetings of the Board. If at least five Board members request a meeting to discuss a specific topic, it shall be arranged within seven days from the date of such request. The requests should be in writing.
2. The Secretary shall prepare an agenda in consultation with the President for the meeting and inform the members of the Board about the agenda in advance, as far as is practicable. The members shall give notice of the topics they want to be included in the agenda. The President shall, however, at his/her discretion; allot suitable time for discussion of each item on the agenda.
3. Absence to the Board of Directors meetings three consecutive times in a fiscal year without proper explanations satisfactory to the Board members or a total of five absences in a fiscal year shall mean that the member has resigned automatically from the Board. The President/Secretary will send appropriate notification to the member(s) to that effect, and to all members of India Association of St. Louis.
4. The minutes of the Board meetings shall be recorded by the Secretary in an appropriate manner, and they should be read and ratified at the beginning of the following meeting. The minutes shall be preserved by the Secretary for future reference and should be available to any member of the Board on request. All records of the Association shall be handed over to the new officers when they assume the office.

## **ARTICLE VI ELIGIBILITY OF THE BOARD OF DIRECTORS**

1. Members running for election to the Board of Directors of the Association shall have been life members in good standing (Article IV Constitution, and resourceful and motivated members only. Also, those who were suspended or revoked their status/role are not eligible for Board of Directors position) for a period of two (2) years continuously inclusive

of the election year.

2. Members who have been elected/nominated to the Board of Directors may be re-elected for one additional term. After completion of the second term, he/she is not eligible for re-election or nomination for a period of two (2) years.
3. No more than one person from the family, as defined in the By-laws Article II, will be eligible to be a Board of Director Position for the India Association of St. Louis.
4. Members of the board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board.
  - a. When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of IAS and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.
  - b. It is every Board member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking.
  - c. Any member who is simultaneously serving in another organization should call a joint meeting with other organization board to discuss the issues of interest.
  - d. Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.

## **ARTICLE VII COMMITTEES AND THEIR MEMBERSHIP**

1. Certain committees shall be formed for:
  - a. Decentralization of the executive powers and responsibilities.
  - b. Involving more members of the Association in its activities; and
  - c. More efficient functioning of the Association.

The names, the number, the membership, and functions of the committees shall be decided by the Board of Directors for time to time. However, provision should be made for continuous educational, cultural, scientific, publications, membership, and fund raising activities. Particular attention should be paid to: Cultural affairs including planning, organizing, and conducting programs of cultural value; Community service including the initiating and conducting program that promote a community feeling among members through voluntary help-from the membership and the public; and publications including the publication of the newsletter on a regular basis to keep membership informed of activities planned organized and being conducted so that a means of communication between the membership and the Board of Directors may be available at

all times. Any committee thus formed will function under the Board of India Association and shall not become an independent organization.

## 2. Membership of Committees

- a. The President along with the Board of Directors shall appoint one or more of its members in each committee. Any board member of India Association of St. Louis who is also simultaneously serving in any other organization should call a joint meeting to discuss issues involving other organization.
- b. The President shall be an ex-officio member of all committees and shall exercise a casting vote, if necessary, in the meetings of the committees.
- c. The committees shall refer all major programs for the approval of the Board of Directors before conducting the program. Each committee will submit progress report to the Board of Directors from time to time and will operate within the budget approved by the Board of Directors for its program. Upon the conclusion of project for which a committee was formed, the committee and its members will cease to exist.
- d. The quorum for the meetings of the committee shall be two-thirds of the membership of the respective committees.

## ARTICLE VIII FINANCES

The financial affairs of the Association including bookkeeping, bank accounts, investments, and other matters shall be conducted in a strict businesslike fashion and in the highest traditions of the financial and accounting professions. The Board of Directors shall have control over the finances, assets, and investments of the Associations.

1. The bank account for operating funds including membership fees shall be jointly operated by the treasurer and president. However, the treasurer will operate the operating funds, bank account in the normal course of events. Any funds not foreseen to be necessary for the operation of the Association may be placed in a fixed deposit for a period determined by the board. However, these deposits may not be withdrawn unless seven directors agree for such withdrawal. This agreement must be written and signed by seven directors' copies of which should be available with the President and Treasurer.
2. All financial receipts shall be deposited with the local bank within ten days of receipt. Life membership earnings can be spent by the board for that year. Unused earnings will roll back to the original principle by the end of the year. Life membership money should be transferred to fixed account/s periodically.
3. All checks more than \$1000 shall be signed by both the Treasurer and the President.

4. All payments more than \$200 shall be made by check. Any cash payments must be accompanied by receipt.
5. The details about the nature of the operating funds account, the bank transactions, etc., shall be reviewed by the Board of Directors quarterly.
6. The Treasurer shall prepare monthly, quarterly, and yearly reports on the accounts of the association. The monthly reports shall be presented to the Board of Directors for review. The quarterly and yearly reports shall be made available to the general membership.
7. An honorary auditor who is not a member of incumbent Board of Directors, shall be appointed by the Board of Directors. He/she should report all financial improprieties to the notice of the Board of Directors for its judgment in action.

## **ARTICLE IX ELECTIONS**

1. An Election Commission, comprising of three respected members of the Association, shall be appointed by the incumbent Board of Directors for a period of twelve months, starting from November I, every year. One of these three shall be designated Chief Election Commissioner, and the other two as Election Commissioners.
2. The Election Commissioners will formulate a nomination form that would be published in newsletter/website. If valid nominations received by the deadline set forth by election commission, exceed the number of vacancies of the Board, an election by will be conducted on the day of Republic Day Celebration by the Election Commission. The President in consultation with his/her Board will allocate the funds required for the election.
3. The Election Commission shall discharge the following duties:
  - a. The information regarding the elections will be given to the Board of Directors in the form of a letter that may be published in the newsletter/website/email so that the information is provided to members at least fifteen days before the deadline for the receipt of nominations.
  - b. The Election Commissioners shall receive the nominations individually, sent by mail addressed to the Election Commission c/o the India Association address.
  - c. The Election Commission shall determine if the nominations were postmarked

before the deadline. They will open the sealed envelopes carrying the nominations in the presence of the Board and determine the eligibility of the nominees.

- d. In the event no nominations or fewer nominations than the vacancies are received, the Election Commissioners may contact qualified individuals in consultation with the Board. If the Board suggests more names than vacancies, the selection of the candidates equaling to the vacancies shall be made by the Election Commissioners. Their decision in this regard is final and binding.

## **ARTICLE X GENERAL BODY MEETINGS**

1. The general body meeting of the Association shall be conducted by the President, at least once a year on the Republic Day Celebration. Special general body meetings of the Association shall be called by the President with majority of board or 6 of Board of Directors, or by a petition signed by at least 20% of the membership.
2. Date and time of the general body meetings should be published at least fifteen days before the scheduled day of the meeting. The information may be given in the form of a letter that may be published in the newsletter so that the information is provided to member at least fifteen days before the meeting or by special written notification.
3. Any member may request the Board for a general body meeting, with a petition signed by at least 20% of the membership. At the time of such request, the member should submit an agenda agreed upon by the signatories of the petition.
4. The members shall have the right-to ask questions seeking some pertinent information in the general body meeting. Such information, if available, shall be furnished by the Board of Directors in the general body meeting. Otherwise, it shall be furnished in writing to the members concerned within fifteen days after the general body meeting.
5. The Presiding Officer in the general body meeting shall be the President of the Association or in his absence the President elect. In their absence the President will nominate one of the board members as the presiding officer. He/she shall maintain the decorum of the meeting as befits the dignity of the association. In case of disruption by any member, or group of members, he/she or they may be suspended for the duration of the meeting, or the meeting may also be adjourned. The Presiding officer shall, however, respect the rights of the members to ask questions and present their points of view within the constraints of time and urgency of the matter. If necessary, an appropriate time may be especially assigned to the member for the presentation.

## **ARTICLE XI RESIGNATIONS**

1. In case the President wishes to resign, he/she shall address a letter to the secretary of the

association. In case of other officers or members of the Board, such letters of resignation shall be addressed to the President, who shall present it at the next meeting of the Board of Directors for suitable action. Any board member may send resignation via email to the secretary, president, or to the board.

2. In case the entire Board wants to resign, separate letters of resignation shall be addressed to the Election Commission via mail or email, and the Election Commissioners shall act as interim Board. They will conduct the elections within two (2) months to elect nine members for the Board. The elected members of the Board will have one, two and three year terms. The terms of the newly elected board members will be decided by the Election Commissioners.

## **ARTICLE XII RULES OF SUCCESSION**

In case of vacancies due to disability, resignation, removal, or leaving the St. Louis area, the following rules of succession shall apply.

1. In case the Presidency falls vacant, the President elect will become the acting President for the duration of the outgoing President. He/she shall continue as President for the following year. The Board will elect a new President-elect for the duration of that calendar year only.
2. In case of vacancies of other offices, the President shall assume the responsibilities temporarily until at the next meeting of the board of directors. New officers are elected to fill the vacancies from among the members of the Board.
3. No more than two new members shall be nominated by the Board of directors to bring its membership again to nine members. The nominated member/s for the board should meet the eligibility for the Board of Directors position as per By-laws Article VI. If there are more than two vacancies, elections in accordance with established procedures will be held to fill the vacancies, for the term of the outgoing board members. The election officers should be specific as to whose term ends when.

## **ARTICLE XIII NO CONFIDENCE MOTION**

Notice of no-confidence motion against the member of the Board shall be given to the election commission at least fifteen days before the scheduled date of the general body meeting.

- a. In case there is no such meeting scheduled, signed petitions for calling a general body meeting specifically for the purpose of discussing the motion of no confidence may be addressed to the election commission, with a copy to the President and member(s) against whom the no confidence motion is moved.

- b. If the election commission is satisfied that there are valid signatures of at least 25% of the membership of the Association on the petition, it shall call a general body meeting within thirty days for discussing the motion of no confidence. Once such a motion is passed by two-thirds majority of the members present in the general body meeting (if quorum is present), the member(s) against whom the no-confidence motion is passed, shall resign, or be removed within seven days and handover all documents and records of the association to the remaining board.
- c. In the event of a successful vote of no-confidence against the entire Board of directors the election commissioners will follow Article XI, item #2.
- d. Any no confidence motion against another board member, either for the removal from the board or from the office bearer position may be done by 2/3rd of majority vote of the full sitting board. Prior to the vote, the board member shall be suspended for a period of 30 days for investigation of causes by an ad hoc committee at a special meeting called for the purpose.

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