

**Constitution and By-laws of
the
India Association of Greater Charleston**
(Amended September 2024)

Article I: Name

The name of the organization shall be “INDIA ASSOCIATION OF GREATER CHARLESTON”, abbreviated hereafter as the “IAGC”.

Article II: Mission

The **mission** of the IAGC shall be to:

- a) Form a non-political, not-for-profit secular organization of persons interested in India.
- b) Provide a forum to improve understanding of the culture and heritage of India in the United States of America.
- c) Achieve the above goals through educational and cultural activities open to the membership and to the public.

Article III: Organization

- a) The IAGC is incorporated under the Laws of the State of South Carolina and of the USA as an eleemosynary, **public corporation**.
- b) The IAGC will be governed by this constitution and by-laws which may be amended from time to time according to the procedure set forth herein.

Article IV: Membership

- a) Membership shall be open to all persons interested in India.
- b) Membership shall mean all life members and dues-paying members of the IAGC.
- c) The membership of the IAGC shall meet at least once a year in a General Body Meeting (GBM)
- d) The membership categories and dues shall be as defined in Article IX.
- e) Per Internal Revenue Code section 501(c)(3) IAGC’s earnings can’t benefit or be directed to any officer, member, or private individual.

Article V: Board and EC

Section 1

- a) The ultimate authority of the IAGC shall be vested in its membership also known as the General Body.

- b) The membership shall elect an Executive Committee (EC) and a Board of Trustees (Board) to conduct all activities of IAGC.
- c) **All officers and members of both bodies (Board and EC) shall serve without monetary compensation.**

Section II: Board of Trustees (Board)

A. Structure of the Board of Trustees

- a) The Board shall be responsible for the implementation of the mission of IAGC as defined in Article II of the by-laws.
- b) The Board will have five members elected by IAGC members.
- c) Each Board member will serve for four (4) years except for the first Board when two members out of five shall serve for two years.
- d) **Only IAGC life members in good standing for at least five years shall be eligible to serve on the Board.**
- e) Elections for the Board will be held every two years to replace vacancies resulting from members rotating off the Board after serving their term.
- f) No member of the Board may serve two consecutive terms.
- g) **Vacancies occurring between the elections shall be filled by the Board with candidates eligible to contest election to the Board. Such nominated Board members shall serve until the next election and will remain eligible to contest a full 4-year term.**
- h) **The Board shall elect a Chair, Vice Chair, and Secretary every two years by a majority vote of the 5 members.**
- i) The president of IAGC will be a non-voting member and attend the quarterly meetings of the Board and facilitate communication between the two bodies.

B. Duties and Responsibilities of the Board of Trustees

- a) The Board has main responsibility to promote the mission of IAGC as defined in the article of incorporation Article II
- b) **The Board will develop a plan to promote IAGC's mission and ensure the financial viability and growth. The Board shall form committees as needed to implement such plans. Any such committee appointed by the Board shall not duplicate or overlap any functions assigned to the EC.**
- c) **The Board shall appoint a Chief Finance Officer to chair an Audit and Finance Committee. The committee shall consist of at least three IAGC members chosen by the Chair, including the chair. Current IAGC EC & Board members can't serve on this committee.**
- d) **The Chief Finance Officer shall provide a written Audit report to the Board and EC and present the Audit Committee findings to the IAGC members at the Annual General Body meeting.**

- e) **The Chief Finance officer shall assist the Board in any litigation or request for an audit by State or local authorities as permitted under the statutes.**
- f) **The Board shall appoint an Election Committee (ELC) consisting of three IAGC members who are not serving on the EC or Board.**
- g) The Board will facilitate and monitor compliance with the by-laws.
- h) The Board will assist in the planning and execution of major cultural activities.
- i) The Board will provide financial oversight including fund raising and capital expenditures.
- j) The Board will oversee and provide a smooth transition from the outgoing EC team and the incoming EC.

Section III. Executive Committee (EC)

- a) **The EC of the IAGC shall consist of a President, Secretary, Treasurer and four members of the EC elected / nominated by the IAGC members.**
- b) The EC is responsible for planning and conducting all annual IAGC activities.
- c) EC is responsible for developing an annual budget.
- d) The EC shall meet at least quarterly to conduct the business of the IAGC.
- e) All office bearers and members of the EC shall be elected for a term of two years.
- f) All newly elected officers and members shall assume charge at the annual GBM.
- g) **A member may not serve two consecutive terms as President.**

Section IV

A. Responsibilities and duties:

- i) The President shall be the chief executive officer of the IAGC. The President shall with the approval of the EC:
 - a) develop and present a plan of activities at the annual general body meeting.
 - b) **appoint the chairperson of the ad hoc committees as needed but not standing committees.**
 - c) fill vacancies in the EC
 - d) preside at all formal meetings.
 - e) be responsible for executing the decisions of the EC and such other matters that are not specifically the assigned duties of another officer of the IAGC.
- ii) The Secretary shall:
 - a) schedule and prepare the agenda for meetings of the EC and the general body.
 - b) record and safe keep minutes of all formal meetings.
 - c) maintain and update the membership list.
 - d) keep the membership informed of the decisions of the EC
 - e) assume the duties and responsibilities of the President in his/her absence.

iii) The Treasurer shall

- a) receive and account for all membership dues and other income.
- b) disburse accounts payable.
- c) periodically report financial status of IAGC to the EC
- d) **submit quarterly financial reports to the EC and the Board; provide financial reports and other info to the audit committee (but will not present audited financial statements at the annual general body meeting).**
- e) assist the President in filing necessary tax returns with the Federal and State authorities.

iv) The members of the EC shall

- a) attend EC meetings.
- b) participate in the decision-making process.
- c) help carry out the decisions of the EC.
- d) When a decision must be made outside of the regular procedure, the President, Secretary, or Treasurer shall obtain telephone consent from other members of the EC. Such action shall be placed on the agenda and included in the minutes of the next regular meeting.
- e) The outgoing officers shall hand over all records and assets of the IAGC to the new officers within 30 days of the installation of the new officers.

B. Inaction and neglect of duties and removal of officers

- a) In the event of negligence of duties of conduct prejudicial to the IAGC by any member of the EC, the President shall take proper action including dismissal of the member or officer as approved by 2/3rd of the EC.
- b) In the event of the negligence of duties or prejudicial conduct by the President, he/she may be removed from office by a vote of no-confidence initiated by majority of the EC or 25% of the membership AND approved by 2/3rd majority of General Body.
- c) **In the event of the negligence of duties or prejudicial conduct by a member of the Board, he/she may be removed from office by a vote of no-confidence initiated by a majority of the Board or 25% of the IAGC membership AND approved by 2/3rd majority of General Body.**

Article VI: Election

Section I: Privileges

- a) All members of the IAGC shall be eligible to nominate candidates and vote in the elections for EC and Board. Members may self-nominate to any office for which they are eligible.

- b) Only the members who have paid their dues for the current year and were members in the previous year shall be eligible to contest in the election for EC.
- c) Life members for at least 5 years, shall be eligible to contest in the election for Board.

Section II; Nomination and Election

- a) An Election Committee (ELC), consisting of 3 dues-paying members, with one serving as Chairperson shall be appointed by the Board.
- b) Nomination will be solicited by a general notification to all members by the ELC.
- c) All nominations must be received by the ELC Chairperson by October 31 of the election year and be accompanied by the written consent of the nominees.
- d) A member may not contest for more than one position of the Executive Committee.
- e) Family members or business associates of a nominee will be recused from serving on the ELC.
- f) The ELC shall contact each valid candidate and prepare a ballot listing all valid candidates.
- g) No two immediate family members may be nominated either to the EC or to the Board or concurrently serve on the two bodies.

Section III: Voting and Results

- a) Poll of all members shall be conducted by December 1, of the year of election by the ELC.
- b) At the discretion of the ELC, the poll can be either by mail or by electronic means ensuring participation, privacy, security and verification.
- c) The EC Secretary shall provide a membership list to the ELC as and when requested.
- d) Each single or student member shall have one (1) vote and each full-family membership shall be eligible for two (2) votes.
- e) All valid ballots will be tabulated by the ELC and the winners declared elected at the time of the Annual General Body Meeting.
- f) The candidates receiving the highest number of votes among all ballots received shall be declared winners.
- g) In the event of a close election, candidates may request a review in the presence of their designated representative. The decisions of the ELC following the review will be final.
- h) There is no minimum number of ballots that must be received for choosing a winner.
- i) In the event of a tie, a special election shall be held to fill the contested position unless one or more of the candidates choose to withdraw their candidacy.

Article VII: Quorum and Proxy

- a) A simple majority of members present or represented by written proxy shall constitute a quorum to conduct the business of the IAGC in Executive Committee and the Board

- b) Decisions made at such meetings shall be considered a decision of the respective bodies.
- c) Attendance by at least 10% of the members at the Annual General Body Meeting shall constitute a quorum to approve GBM minutes. All other decisions will need the participation of at least 25% of the members in person or by proxy.
- d) **The members must designate a proxy by submitting a written appointment of a proxy to the EC.**
- e) **EC shall provide a standard template for the proxy form for each meeting.**
- f) **A filled proxy form must be submitted to the EC Secretary using the provided template by the specified deadline for each meeting.**

Article VIII: Amendments

Amendments to the Constitution and By-laws may be proposed by any one of the following:

- a) By a 2/3 majority decision of the Executive Committee or the Board
- b) By a petition signed by 25% of the membership.

All amendments shall be presented to the members by mail, by electronic means or at a general body meeting and considered adopted if approved by 2/3rd of those voting.

Amendments shall be effective when approved.

Article IX: Membership and dues

Section I

Membership dues shall be divided into the following classes and their annual dues set by the EC with the consent of the general body.

- a) Honorary members: are persons elected to this status by the Executive Committee in recognition of outstanding contributions to the goals of the IAGC, pay no dues and shall not have voting power.
- b) Full-family members are a husband, wife, and minors.
- c) A single member.
- d) A student member is a full-time student over 18 years of age.
- e) One-time payment of ten times the annual dues will provide Life Membership in a particular category of membership in IAGC except for student members and Honorary members. Life memberships are not transferrable.

Section II

- a) Annual membership dues shall be payable on or before the end of April and will determine the eligibility to contest or vote in an election.

Section III

- a) The fiscal year of the IAGC shall be the calendar year.

Article X: Dissolution

- a) In the event of dissolution of the IAGC, the cash and other assets on hand shall be distributed to such other non-profit, charitable or educational organizations as have similar goals as the IAGC. (As per SC State Statutes)
- b) **The Board shall direct distribution of the assets in accordance with statutory requirements**

Dated Sep 30, 2024

Includes 20 amendments approved by IAGC membership via electronic voting concluded on Sep 21, 2024. All approved amendments received more than 2/3rd of total votes in favor.