



**BY-LAWS OF INDIA ASSOCIATION OF MEMPHIS**  
(Revised- December 17th, 2016)



**ARTICLE 1. NAME, OFFICES AND AIMS**

**SECTION 1. NAME:**

The name of the Corporation (Hereinafter called the "CORPORATION" or "IAM") is INDIA ASSOCIATION OF MEMPHIS, INC.

**SECTION 2. OFFICES:**

The principal office of the Corporation in the State of Tennessee shall be located in the Shelby County. The Corporation shall have and continuously maintain in the State of Tennessee a registered office, and a registered agent whose office is identical with such registered office, as required by the Tennessee non-profit Corporation act. The registered office may be, but need not be identical with the principal office in the State of Tennessee. The Trustees with a 2/3<sup>rd</sup> (two-third) majority, at a formal meeting of the board of trustees, where all trustees are present may change the principle office of the Corporation, the registered agent and the address of the registered office as deemed necessary.

**SECTION 3. AIMS**

The purposes for which the Corporation is organized are exclusively cultural, religious, educational, literary, civic, social and charitable as laid out in the charter. The Corporation will provide members of the Asiatic Indian (Hereinafter called "INDIAN") community and all others, in the Shelby County and the surrounding area, with an organization dedicated to the above purposes that are consistent with the fostering of a closer association among people with similar beliefs, aims and ideals.

**ARTICLE II. CORPORATION**

**SECTION 1. BOARD:**

1. The IAM Board (Hereinafter called the "BOARD") shall consist of the Elected Trustees and Elected and or appointed members of the Executive Committee. Only one individual per family can be on the IAM Board at any given point in time. The members of the IAM board can serve, on the Board, for a maximum of 7 (seven) consecutive years as a trustee and/or member of the Executive committee. For exception see this Article, Section 2, subsection d
2. The Board of Trustees (Hereinafter called the "TRUSTEES") shall consist of the Elected Trustees. For exception see this Article, Section 2, subsection d.
3. Any member of the Board who moves, to reside, outside any part of Greater Memphis Area located in the state(s) where IAM is not registered forfeits his/her position in the Board and all its subcommittees.
4. The elected trustees of Board shall elect the Board chairperson from amongst the elected trustees of the IAM. In the case of a tie, in the election of the chairperson, the toss of coin shall be used to make a decision. The election of the chairperson must be done every year before first meeting of Board. The interim trustee is not eligible for chairperson, see Article II, Section 2, subsection d

5. The chairperson may be removed by 2/3<sup>rd</sup> (two third) majority of the remaining elected trustees. In the event of chairperson's resignation or inability or refusal to act, as per IAM Charter, IAM Bylaws, IAM Policies and Procedures or approved minutes/actions by the Trustees and /or Board. This vacancy shall be filled from among the remaining Trustees, as per this subsection A. 4.
6. The chairperson of Board is also the chairperson of the board of trustees. The chairperson is responsible for conducting all meetings of the Board and board of trustees, executing and communicating decisions made by the Board and board of trustees as recorded in the minutes of those meetings.
7. During the conduct of any and all board meetings, all members of that board have equal voting rights, unless otherwise stated in the IAM bylaws. See Article II, section 3, subsection 5. The Secretary of the IAM Executive committee shall be responsible for recording, maintaining and distributing minutes of meetings(s) to all members of the board within ten (10) days after each meeting. In the case of the board of trustees meeting, one trustee, assigned by the chairperson shall be responsible for recording, maintaining and passing a copy of the minutes over to the Secretary of Executive committee for record keeping. Minutes of all such meetings of the trustees shall be distributed to all the trustees within ten (10) days after each meeting.
8. Any qualified IAM member when appointed to the IAM BOARD, as per the IAM bylaws, or elected to be on the BOARD at any IAM Special Members Meeting, other than the Annual General Body Meeting, will become a BOARD member effective immediately.

#### A. GENERAL POWERS:

The Board shall meet from time to time to address the concerns of the membership, to appoint ad hoc committees and its officers.

#### B. REMOVAL FROM IAM:

1. Any Trustee who works against the interest and welfare of the Corporation in the judgment of 2/3<sup>rd</sup>. (two-third) of the remaining Trustees may be removed at a formal meeting of board of trustees and shall have inactive status until general body confirms removal
2. Removal of any elected or appointed Executive Committee member, appointed event organizer/director or Trustee will automatically remove him/her as IAM member and forfeiting his/her individual or family membership dues depending upon type of membership he/she holds.
3. During their term of office in IAM, Trustee(s), Executive committee member(s) (appointed and or elected), or appointed event organizer/director, who resides outside any part of Greater Memphis Area located in the state(s) where IAM is not registered shall automatically forfeits his/her position in IAM and results in a vacant position.

#### SECTION 2. TRUSTEES:

- a. Any qualified individual (see this section 2, subsection A) may serve on Board as a trustee for not more than two consecutive terms.
- b. The Trustees are elected members of the Corporation. Any member nominated for Trustee position shall sign the statement before election "I certify, that I have read and understood IAM Charter, IAM by laws and IAM policy & Procedure manual and if elected I promise to up hold and abide by IAM Charter, IAM by laws and IAM policy & Procedure manual "A Trustee shall not hold any other position in Executive Committee simultaneously except as defined in section 3,

subsection A (a). Services provided as a Trustee to IAM are on a volunteer basis Article II, Section 9, subsection A.

- c. In the event of any trustee(s) position(s), with the remaining term beyond the calendar year, become vacant before August 31th the Board of trustees shall call for general body meeting, to elect trustee(s), within thirty (30) days from the date the trustee(s) position became vacant.
- d. In the event when number of trustees become less than four and the vacant position(s) is for that calendar year, remaining trustees may appoint interim trustee(s) to fill the vacant position(s) from previous trustees, who is eligible to be elected as a trustee. Interim trustee shall have all rights and privileges as elected trustee and is required to sign the statement "I certify, that I have read and understood and if appointed I promise to up hold and abide by IAM Charter, IAM by laws and IAM Policy & Procedure manual." This position expires at the end of that calendar year. Any person shall not be eligible for more than two interim trustee. See Article II, Section 1, Subsection 4.

#### A. NUMBER, TENURE, AND QUALIFICATIONS:

At least three (3) and not more than five (5) Trustees shall be elected to a term of three (3) years or less depending on vacancy. Trustee nominee must be IAM life member in good standing, and IAM member for a minimum of two (2) consecutive years at the time of election and have served, minimum of, one full term as an elected member of the past and/ or current IAM Board. The Trustee must be residents of, and living in, Greater Memphis Area located in one of the state(s) where IAM is registered and maintain this status during his/her term in office. The trustee(s) must have legal status to reside in USA for the duration of his/her term.

#### B. GENERAL POWERS:

The Trustees shall supervise the overall functioning of the Corporation and to ensure long term well-being of the association. They shall provide advice and guidance to the Executive committee. They shall make investment decisions, address and resolve officers' and the members' concerns and defend the Corporation in lawsuits. The Trustees will make decisions concerning appointment and removal of the, members and officials. The trustees may remove any Executive committee members, any appointed officer(s) of IAM or IAM member of the Corporation by a 2/3<sup>rd</sup> (two-third) majority vote of the full Board of trustees. Such removal shall be done at a formal meeting of the Board of trustees. The Trustees shall also be custodians of the Corporation records, and certificates of deposits and all other financial instruments. The Trustees shall uphold, and enforce the Bylaws and the Policies and Procedures of IAM, in the true spirit of these documents, for the smooth operation of IAM and all its activities.

#### C. REMOVAL

1. Any Trustee who works against the interest and welfare of the Corporation in the judgment of 2/3<sup>rd</sup>. (two-third) of the remaining Trustees may be removed at a formal meeting of board of trustees and shall have inactive status until general body confirms removal
2. Removal of any elected or appointed Executive Committee member, appointed event organizer/director or Trustee will automatically remove him/her as IAM member and forfeiting his/her individual or family membership dues depending upon type of membership he/she holds.
3. During their term of office in IAM, Trustee(s), Executive committee member(s) (appointed and or elected), or appointed event organizer/director, who resides outside any part of Greater Memphis Area located in the state(s) where IAM is not registered shall automatically forfeits his/her position in IAM and results in a vacant position.

## SECTION 3. EXECUTIVE COMMITTEE:

1. Any qualified individual (see this Section 3, subsection 2) may serve on the Executive committee for not more than two consecutive terms. She/he will be eligible again only after at least two (2) years from the last term on the Executive committee.
2. QUALIFICATIONS: All Executive committee members must be IAM members, in good standing, for a minimum of 60 (Sixty) days prior to election. He/she at the time of election must be residents of Greater Memphis Area located in one of the state(s) where IAM is registered and must remain resident of Greater Memphis Area located in one of the state(s) where IAM is registered for duration of his/her term and must have legal status to reside in USA for duration of his/her term.
3. The Executive committee consists of a President, a vice President, a secretary, and a treasurer, for a term expiring at the end of fiscal year of the Corporation. Any member nominated for Executive position shall sign the statement before election "I certify, that I have read and understood IAM Charter, IAM by laws and IAM policy & Procedure manual and if elected I promise to up hold and abide by IAM Charter, IAM by laws and IAM policy & Procedure manual "Only these officials constitute the voting members of the Executive committee as well as the members of the Board per Article II, Section 1, subsection A-1. The Board of trustees may appoint additional officers e.g. assistant secretaries, assistant treasurers, co-vice presidents, and members of the editorial board. Appointed officials are not members of the Board, and may attend as nonvoting members, only at the invitation of the chairperson. State of Tennessee non-profit act law prohibits President from holding Secretary's position simultaneously.
4. Any unfilled Executive committee member's positions (President or Vice-President or Secretary or Treasurer) may be appointed by a majority of Trustees if the candidate meets the following requirements:
  - A. Must be a resident of Greater Memphis Area located in one of the state(s) where IAM is registered and must remain resident of Greater Memphis Area located in one of the state(s) where IAM is registered for duration of his/her term and has legal status to reside in USA for duration of his/her term.
  - B. Must be an IAM member in good standing and an IAM member for a minimum of 60 days prior to the time any and all Executive member is appointed.
5. Any member appointed for an Executive committee position, shall have been recommended by the IAM president and shall sign the statement before trustee's confirmation "I certify, that I have read and understood IAM Charter, IAM by laws and IAM policy & Procedure manual and if appointed I promise to up hold and abide by IAM Charter, IAM by laws and IAM policy & Procedure manual "Appointed Executive committee members are required to attend all the meetings of the Board and shall not have a voting right in the Board per Article II, Section 1, subsection A-1.
6. Any and all personal services provided by any member of Board or by any other appointed committee member or appointed events director/organizer and their family members to IAM is on volunteer basis Article II, Section 9.,subsection A.

## A.GENERAL POWERS:

## (a) PRESIDENT:

The President is the elected chief executive officer of IAM and has overall responsibility for the day-to-day operations of IAM. His/her duties include, but are not limited to, the following:

- (1) Conduct all meetings of the Executive committee, IAM subcommittees and General body and special meetings.
- (2) Coordinate the social, cultural, sports, educational and all such functions as organized under the banner of IAM, including but not limited to, India Fest.
- (3) May recommend names to the Board for the formation of ad hoc committees and an editorial board to help in the coordinating of any and all IAM functions.
- (4) Inform about all IAM activities and other relevant announcements, in a timely manner via IAM Newsletter, direct mail, IAM Web, emails and or any other acceptable mode of communication, which can be date and time stamped, to community.
- (5) Shall be responsible for the safekeeping of IAM books, records, membership lists and important papers until turnover to IAM bookkeeper for safe keeping.
- (6) Shall make sure that all legal formalities of IAM. (e.g. Federal Income Tax Return and IRS filing with a copy sent to State of Tennessee, Annual Report to Secretary of State,) and postal matters are taken care of.in a timely manner.
- (7) Shall turnover all books, records (e.g. membership list, minutes of all meeting(s)), all important papers, to the IAM chairperson of the trustees not later than January 30th.of following year.
- (8) President is the director of any and all functions performed under IAM banner and any and all appointed officials and volunteers, for all such functions, are responsible to follow his/her directives .All IAM activities are conducted by following the IAM Charter, IAM current by laws and IAM Policy and procedure manual

In the event of President's resignation or inability or refusal to act, as per the IAM Charter, the IAM bylaws and IAM policy & Procedures, (as determined by the 2/3<sup>rd</sup> (two-third)Board of trustees) the Trustees may nominate and appoint as President a member from amongst the elected Executive committee members having a voting right on IAM Board or call for new election. In the event position of the President position remains unfilled before August 31 then the Board of Trustees shall call for general body meeting to elect president within thirty (30) days from the date the President's position was unfilled. If the position of president is vacant after August 31st then the Board of Trustees shall appoint acting President from the Trustees. Acting President shall not have more than one vote in Board. Removal of the President in turn automatically dissolves the entire Executive Committee.

#### PAST PRESIDENT:

The outgoing President of the Corporation shall be Ex-officer member of the Executive Committee for the following year. He/she shall advice the Executive Committee when deemed necessary, but shall not have voting rights.

#### (b) VICE-PRESIDENT:

In the temporary absence of the President as determined by the Board of Trustees, the-Vice-President will perform the duties of the President see subsection (a). Generally, however, the vice-president will help the President in carrying out his/her duties. Vice-President duties include but not limited to, the following:

- (1) Conducting cultural and social programs.
- (2) Representing IAM at city and State levels.
- (3) To raise the funds for IAM. And India Fest
- (4) Assisting in the record keeping of IAM, particularly in regard to minutes and financial matters.

(c) SECRETARY:

The Secretary duties include, but are not limited to, the following:

- (1) Call for meetings as per normal procedures. Keep minutes of all meetings. State of Tennessee non-profit act requires to maintain these for three (3) years.
- (2) Maintain membership lists, inventories, etc. Provide regularly updated membership list to include year of membership every quarter and also final list for any and all meetings requiring members to vote to the registered agent as per State of Tennessee requirements.
- (3) Maintain copies of all Newsletters, directories and other official communications and publications of IAM
- (4) Send copies of notices and minutes of meetings of Executive Committee and Board meetings to all Board members. See Article II, Section 1, subsection A-6.
- (5) Generally assist the other members of the Executive Committee in conducting cultural and social programs.
- (6) Assist the President in legal formalities.

(d) TREASURER:

The Treasurer duties include, but are not limited to, the following:

- (1) Keep proper records of all receipts and payments and maintain books of account and report accounts to the Board at quarterly meeting.
- (2) Check the Post Office Box at least once a week, and forward the correspondence to appropriate officials.
- (3) Help the secretary in maintaining the membership list.
- (4) Issue official receipts for all cash transactions.
- (5) Generally assist the other members of the Executive Committee in conducting cultural and social programs.
- (6) File State Annual Report to the Secretary of the State, Federal Income Tax return, IRS filing copy sent to State of Tennessee and prepare balance sheet at the end of year.
- (7) Report semi audited accounts at the annual general body meeting.

SECTION 4. TRANSITIONAL MEETING:

All Executive Committee members, outgoing and incoming and all outgoing and all current Trustees shall meet after the election/general body meeting and before the first function but not later than twenty (20) calendar days after their positions, as IAM BOARD members, become effective to discuss the affairs of IAM for the entire year. They shall officially perform the transition of power and all records necessary for the smooth operation of the IAM by the new Executive committee. See this article, section 7, subsection B.

#### SECTION 5. MEETINGS:

##### A. REGULAR:

A regular quarterly or as needed (as determined by the Board) meeting of the Board shall be held without other notice than these by-laws. The Board may provide for, by resolution, the time and place, within the Shelby County, for holding additional regular meetings of the Board without other notice. See this article, section 7, subsection B.

##### B. SPECIAL:

Special meetings of the Board or Board of trustees may be called with informed agenda at the request of the President or any two (2) Trustees. The person or persons authorized to call such special meetings of the Board may fix any place within the Shelby County, for such meetings. See this article, section 7, subsection B

#### SECTION 6. NOTICE:

Notice for any meetings of any Board(s) preferably shall be given at least two (2) days prior to the meeting. Majority of Trustees and or Executive members may waive notice of any meeting. The attendance of a Board member(s) at any meeting shall constitute a waiver of notice of such meeting.

#### SECTION 7. QUORUM:

- A. A majority of the Board with minimum of 2/3<sup>rd</sup> (two-third) Trustees shall constitute a quorum for the transaction of business at any and all meetings of the Board of trustees.
- B. The State of Tennessee nonprofit corporation act mandates attendance of greater of 2/3<sup>rd</sup> (two-third) trustees or 2 trustees to consider any and all meeting(s) valid.

#### SECTION 8. MANNER OF ACTING:

The act of the IAM Board or Board of trustees members present at a meeting, at which a quorum is present, shall be considered the act of the Board, unless the act of a greater number is required by law or by these by-laws.

#### SECTION 9. SALARIES:

- A. Members of the Corporation for their volunteer services shall not receive salaries or perks for their services. All IAM officials and their family members shall be governed by the same admission rules as applicable to other IAM members.
- B. Alcoholic beverages shall not be paid for, nor served, using any IAM funds, including general and India Fest funds nor by any sponsors/patrons of any IAM function(s), gathering(s) or activities.

- C. IAM or its officers shall not be responsible or legally liable for consequences of acts of individuals at any and or all function(s), gathering(s) activities(s) under IAM Banner

#### SECTION 10. VACANCIES:

1. A vacancy, in any position of the Executive Committee because of death, resignation, disability, disqualification or otherwise may be filled by a qualified member of IAM, for the unexpired term, as per the Article II, Section 3. Such member shall be appointed by a simple majority vote of the Board of Trustees during their formal meeting.
2. A vacancy for the president is covered under Article II, Section 3, sub section A (a). A vacancy created by Trustee because of death, resignation, disability, and disqualification or otherwise may be only filled by the election, Article II, Section 2. . For exception see this Article, Section 2, subsection (c) and (d)

### ARTICLE III. MEMBERSHIP

#### SECTION 1. ELIGIBILITY:

Any person, of legal voting age, of good moral character and interested in the furtherance of the stated aims of the Corporation, is eligible for membership in this Corporation.

#### SECTION 2. APPLICATION:

All applications for the new or renewal of membership shall be made in writing and mailed to the Corporation along with necessary dues. Any membership shall be subject to Board approval.

#### SECTION 2.1 DUES

All membership dues excluding life membership are for fiscal year of the Corporation (calendar year) and due by first day of fiscal year (1st January) on a non-pro-rata and non-refundable basis.

Each member shall pay, in a timely manner, all membership dues and fees, as determined and proposed, from time to time, by the IAM Board and approved by the General Body of IAM. Approved dues and fees become effective beginning of the following fiscal year.

#### SECTION 3. PREROGATIVES:

Each member in good standing and on payment of all current dues and fees shall be entitled to all the benefits of the Corporation as laid out in these by-laws.

#### SECTION 4. TYPES OF MEMBERSHIPS:

A. There are three categories of membership to IAM:

1. Life Member
  - a. Individual
  - b. Family
2. Annual Member
  - a. Individual
  - b. Individual- Student
  - c. Family
3. Honorary member



- B. Organizations and Corporations may make donations to the IAM but shall not exercise any rights of the individual members.
- C. Voting privileges of all members in all categories in general body and/ or any special meetings as per Article IV, Section 7:
1. Individual members.... one vote
  2. Family members..... two votes (husband and wife one each).
- For voting eligibility in any and all annual/GBM and/or any and all special meeting a minimum of 60 (sixty) days of IAM membership is required.
- Other family members irrespective of age and type of membership are neither eligible to vote nor to hold any position on IAM board and appointed Executive officers
- D. STUDENT INDIVIDUAL MEMBERS: such membership shall be granted to full time students enrolled in educational institutions.
- E. Family membership is required for dependents to have membership privileges at IAM events
- F. It is the responsibility of member(s) to inform IAM board of their change in address, phone number(s), e-mail and marital status. Any changes in marital status (e.g. divorce, separation) of IAM family member shall dissolve his/her IAM family membership

#### SECTION 5. HONORARY MEMBER:

The Honorary membership shall be limited to scholars, spiritual leaders, and civic leaders, visiting dignitaries and others as deemed appropriate by the Board Only the Board at its discretion shall award this exclusive honor, by simple majority vote. Honorary members shall have no voting privilege and shall not be a member of Board.

#### SECTION 6. RESIGNATION:

Any member may resign by filing a written resignation with any member of the Board, but such resignation shall not relieve the member of any financial obligation to the Corporation.

#### SECTION 7. REMOVAL:

Any member, from any category of IAM membership, who works against the interest and welfare of the Corporation in the judgment of the Board of trustees shall be removed from the Corporation with a 2/3<sup>rd</sup> (two-third) majority vote of the Board of trustees. The expelled member shall forfeit his/her membership dues. The expelled member is automatically removed from any appointed or elected position in Corporation.

#### SECTION 8. REINSTATEMENT:

- a. Any member expelled under Article III, Section 7 may be reinstated, only after three (3) years from the removal date, by an affirmative vote of 2/3<sup>rd</sup> (two-third) majority vote of the Board of trustee upon such terms, as the Board of Trustees may deem appropriate. Any expelled member reinstated shall be ineligible for any elected or appointed position in Corporation.
- b. All expelled members and other individuals, known to have worked against IAM, shall not be allowed to participate in any activity of IAM nor be recognized by IAM, during any activity or in any IAM publication.

**SECTION 9. TRANSFER OF MEMBERSHIP:**

Membership in the Corporation is neither transferable nor assignable.

**SECTION 10. ADDITIONAL TYPES OF MEMBERSHIPS:**

The Board shall be empowered to establish additional types of membership when deemed necessary, to define their rights and privileges, and assessing such dues as, in its judgment, are equitable.

**SECTION 11.**

No member of IAM including the members of the Board shall speak or make public statements on behalf of IAM unless authorized by the majority of the Board.

**SECTION 12: DISPUTE (S)**

Before considering any legal action for a dispute(s) any person (IAM member or IAM expelled member) must submit in writing to the Board of his/her dispute(s). The Board of trustees shall appoint a grievance committee consisting of five (5) IAM members to resolve that dispute(s). The grievance committee shall include a no more than two (2) trustees and shall resolve dispute(s) within ninety (90) days from the receipt of such dispute(s).

**ARTICLE IV. MEETINGS OF MEMBERS****SECTION 1. ANNUAL MEETING:**

- a. An annual meeting of the members shall be held only in Shelby County and on Saturday in the month of December not later than 18th (eighteen) of each year, beginning with the year 2002, at 2:00 p.m. CST. This meeting is held for the purpose of electing the Board and for transaction of such other business as may come before the meeting. See Article II, section 7, subsection B
- b. If the election of the Trustees (if required to fill vacancy) and at least the President is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of trustees by majority shall cause the election to be held at a special meeting of the members as soon thereafter. The current members of the BOARD and any elected/ appointed Executive members of the outgoing team, shall continue to operate IAM until newly elected/nominated officers are sworn in.

**SECTION 2. SPECIAL MEETINGS:**

Special meetings of the members may be called by the Board or by a signed petition of not less than 1/5 (one-fifth) of the members having voting rights. Special meetings shall be held only in Shelby County and on Saturday at 2:00 pm CST. See Article II, section 7, subsection B

**SECTION 3. PLACE OF MEETINGS:**

- a. The Board may designate any place within the Shelby County in the State of Tennessee as the place of meeting for the annual or any special meeting called by the Board.
- b. If 2/3<sup>rd</sup> (two-third) of the members eligible to vote as per Article III Section 4., subsection C shall meet at any time or place, including a 2/3<sup>rd</sup> (two-third) majority of the Board of trustees, either within or outside the State of Tennessee, and consent in writing to hold the meeting, such

meeting shall be valid without call or notice, and at such a meeting any corporate action may be taken and must be submitted to the Board for implementation

#### SECTION 4. NOTICE OF MEETING:

Notice stating the place, day and hour of the annual meeting, and In the case of a special meeting, the purpose(s) for which the meeting is called for and the person(s) calling the meeting, shall be delivered either personally or by mail or by e-mail, to each member entitled to vote as per Article III, Section 4, subsection C.at that meeting. The notice (a) for annual meeting shall be delivered by November 1<sup>st</sup> (b) for special meeting requiring any by-laws amendments at least sixty (60) days but not more than ninety (90) days (c) for special meeting not requiring any by-laws amendments at least thirty (30) days but not more than fifty (50) days. Notice shall be deemed to be delivered when deposited in the United States mail postage paid or sent by e-mail addressed to the member at the postal/e-mail address in corporation records. There will be only one such notice per family member. All Notices and communications with the IAM membership, may be sent by any other mode of communication as of record with IAM, as long as it can be Date and Time stamped. Only one mode of acceptable communication will be used for each member.

#### SECTION 5. INFORMAL ACTION BY MEMBERS:

Any action that requires a meeting of the members can also be taken without such meeting provided that a 2/3rd (two-third) majority of the members eligible to vote as per Article III Section 4, Subsection C sign in favor of such action and submit it to the Board for implementation

#### SECTION 6. QUORUM:

For a general body/special meeting (one-tenth) 1/10 of the total voting membership as per Article VIII, Sections 1 & 2, & Article III, section 4, subsection C shall constitute a quorum. If the required number of voting members, to form a quorum, are not present within twenty (20) minutes of the scheduled time, then the meeting should be adjourned. Twenty (20) minutes following the adjournment, the presence of at least 60% of the above stated required quorum of voting members shall constitute a quorum. The meeting shall be called to order to conduct the business on hand.

Any member(s) residing outside 75 miles of city of Memphis shall not be included in quorum calculation requirements

#### SECTION 7. PROXIES:

No proxy voting shall be allowed.

#### SECTION 8. MANNER OF ACTING:

A majority of the vote entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption of the resolution unless a greater proportion is required by law or by these by-laws.

#### SECTION 9. ROBERTS RULE OF ORDER:

The rules, contained in the latest edition of" Roberts Rules of Order", shall govern any and all meetings of IAM, in all cases, to which they are applicable, when they are not inconsistent with these by-laws

#### SECTION 10. ELECTION PROCEDURE:

Nominations for Board member elections, shall close midnight of seventh (7<sup>th</sup>) days before the election date. (No write in vote shall be allowed). If there are no nominations, then the board of trustees may postpone the elections or accept the nominations from the floor

## **ARTICLE V. COMMITTEES**

### **SECTION 1. COMMITTEES:**

The Board or the Board of Trustees may from time to time authorize the formation of the committees defining the powers and duties of such committees as deemed necessary. Services provided as a member of such committee to IAM is on volunteer basis Article II, Section 9.

#### **a. IAM POLICY & PROCEDURE MANUAL COMMITTEE:**

1. The Board shall appoint, by 2/3<sup>rd</sup> (two-third) majority, when necessary, such a committee consisting of nine (9) members. Four (4) of the members may be appointed from the Board and remaining appointed from the past trustees of IAM. This special committee shall nominate a chairperson from amongst themselves.
2. The proposed changes shall be presented to the board of trustees for their approval and to present the final version of policy and procedure manual to the GBM or any special meeting of members.
3. This approved policy & procedure manual shall be effective next calendar year.

#### **b. IAM BYLAWS COMMITTEE**

1. The Board shall appoint, by 2/3<sup>rd</sup> (two-third) majority, when necessary, such a committee consisting of seven (7) members. Three (3) of the members may be appointed from the IAM life members and remaining from past elected officials of IAM. This special committee shall nominate a chairperson from amongst themselves.
2. The proposed changes shall be presented to the board of trustees to be presented in their entirety to the GBM or any special meeting of members, for their approval. See article XII, section 1

#### **c. IAM AUDIT COMMITTEE**

1. The board of trustees shall appoint, by 2/3<sup>rd</sup> (two-third) majority, such a committee consisting of three (3) members. These members shall be appointed from the IAM life members. This special committee shall nominate a chairperson from amongst themselves. This committee shall Audit all IAM accounts, quarterly and annually and present their findings to the Board of Trustees in time for the annual IAM GBM.

## **ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

### **SECTION 1. CONTRACTS:**

The Board of trustees by at least 2/3<sup>rd</sup> (two-third) majority of all current trustees, present at a formal meeting of the TRUSTEES may authorize any officer or officers, agent or agents or members of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument In the name of the Corporation and on its behalf. Such authority may be specific or general.

**SECTION 2. CHECKS, DRAFTS etc.:**

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, must have two signatures, one of them must be elected members that are authorized to sign as per Policy & Procedures Manual. All the checks issued from any of IAM accounts for the amount of one thousand or more ( $\geq$ \$1000.00) must have one authorized trustee's signature.

All payments shall be made only by check after receiving a receipt or signed voucher from the recipient. All receipts and/or signed vouchers shall be made available to the IAM official, auditor/Trustees when requested. In the event a check is written without obtaining a valid receipt or signed voucher or valid signatures it may lead to the removal of board members issuing such check(s) and shall make the board member ineligible for holding any position on the IAM board in the future.

**SECTION 3. DEPOSITS:**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trusts or other depositories as the Trustees may select.

**SECTION 4. GIFTS:**

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation The Board of Trustees, by at least a 2/3rd (two third) majority vote, may approve/authorize the appropriate utilization of such gifts and contribution for the benefit of IAM and or its authorized activities. .

**ARTICLE VII. CERTIFICATES OF MEMBERSHIP****SECTION 1. CERTIFICATES:**

The Board may determine the issuance of a membership certificate evidencing membership in the Corporation, which shall be in such form as determined by the Board. Such certificates shall be signed by the President or Vice-President and by the secretary. The name and address of each member and the date issuance of the certificate shall be entered in the records of the Corporation.

**ARTICLE VIII. BOOKS AND RECORDS****SECTION 1. BOOKS AND RECORDS:**

The Corporation shall keep complete records of its accounts, minutes of the meeting of its members, Board and committee and a record of the names and addresses of the members list to include year of membership every quarter and also final list for any and all meetings requiring members to vote at its registered principal office, The Corporation shall keep the books and records for three (3) years from the date of IRS and State filing. Any member can inspect the books and records but the inspection can only be done at an annual meeting. A member desirous of viewing the books and records must send written notice to the Board at least one (1) month ahead of the annual meeting specifying reasons for viewing the books and records.

**SECTION 2. CLOSING OF BOOKS AND RECORDS:**

The Corporation's membership shall be closed 60 (sixty) days prior to the annual or general meeting. The members as of record on this closing date (or in exceptional case as determined by the Trustees) are eligible members entitled to participate and vote at the annual or general meeting. The Corporation's membership reopens after general or annual meeting. The Corporation's account books shall be closed on the last day of Corporation's fiscal year.

**ARTICLE IX. FISCAL YEAR**

The Fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

**ARTICLE X. SEAL**

The Board shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name the Corporation and the words "Corporate Seal of India Association of Memphis Inc." Approval by the 2/3rd (two-third) members in general body and filing of necessary legal papers with the State is required to change the corporate seal.

**ARTICLE XI. WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the by-laws of the Corporation, a Waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

**ARTICLE XII. AMENDMENTS TO BY-LAWS****SECTION 1. AMENDMENTS:**

Amendments to these by-laws consistent with the IAM Charter and with any Governmental regulations may be made only by membership with approval of 2/3<sup>rd</sup> (two-third) of the members voted at general body and/or Special meeting, voting in favor of such amendments. Any and all amendments voting must be done by ballots only. The Chairperson of Trustees must incorporate all amendments passed by the general body and/or Special into by-laws and must register with the State of Tennessee and in any and all other States in which IAM is registered and Shelby County (Office of Registrar of Deeds) within (thirty) 30 days from the day of General body meeting. Any amendments passed becomes effective only after registration with necessary authorities.

**SECTION 2. NOTICE:**

The President must communicate notice of all proposed amendments to by-laws via e-mail to the membership as per Article IV, Section 4 at least thirty (30.) days prior to the meeting called to consider the amendments. It is members(s) responsibility to keep their updated e-mail addresses with the IAM at all times.

**SECTION 3. AMENDMENT PROPOSAL:**

Requests for amendments to by-laws made by a member and only seconded by another member must be submitted in writing in sealed postage paid envelope clearly marked outside "proposed amendment" to IAM, Post Box 382893, Germantown TN 38183-2893 at least forty five (45) days prior to the date of an special GBM/meeting or by October 15<sup>th</sup> for annual meeting each year. All such received proposed amendments shall be opened after cutoff date and initialed in presence of at least two trustees. These signed proposals shall be kept preserved for three (3) years.

**SECTION 4. OFFICIAL AMENDMENTS:**

Requests for amendments to by-laws made by a majority vote of the Board may be submitted to the General Body by any member of the Board not conflicting with any other Governmental regulations and

IAM Charter and or IAM by laws at any time provided due notice has been given of such amendments to the members of the Corporation as required under Article IV, Section 4.

### **ARTICLE XIII. MISCELLANEOUS**

#### **SECTION 1. IAM OFFICIAL PUBLICATIONS**

Upon the recommendation of the Executive Committee, the Board of trustees will appoint an editorial committee for the IAM Newsletter consisting of one or more members and young adults. The chairperson of the Editorial committee may be called the editor. (1) The goal of the Newsletter is to make a report of the past and future events of Interest to the membership of IAM and to publish other material of similar interest. (2) The editor shall submit the draft of any publication(s) to all the Trustees. At least one elected trustee shall review such publication(s) e.g. Samachar, program brochure, directory, leaflets and give his/her final approval before it is printed in any media format and/or circulated. The name(s) of such trustee(s) approving such publication shall be kept for IAM record for three years. (3) No anonymous letters shall be published In the Newsletter (Samachar). Any member wishing to address any matter through the newsletter should send a typed copy of the material along with his/her name, address, and telephone number. The Board of trustees reserve the right to edit, or not publish, any submitted material.

END OF BY-LAWS