

**Bylaws
Of
Indo-American Association Delaware**
Last Amended: 24-Feb-2015

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To Date
4-11-15

J. Melillo

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Article I

Name

The name of this corporation shall be 'Indo-American Association Delaware", referred to as IAAD hereafter.

Address

IAAD shall maintain the main office in New Castle County, Delaware, at such location as designated and approved by the "Board of Directors" referred to as Board hereafter.

Article II

Purpose

IAAD shall be a non-profit non-sectarian and non-partisan association, organized under the laws of State of Delaware and shall conduct activities within the meaning of Section 501 (c) (3) of the Delaware internal revenue code of 1986, or any successor provision.

Objectives

- a) To promote general goodwill, friendship and unity among Indo-American community.
- b) To promote Indian heritage for the benefit of younger people in the Indo-American community.
- c) To organize specific social, education and cultural activities to achieve the above objectives, and to educate the broader public & across all communities concerning the same.
- d) To promote the construction and managing of a Community Center in New Castle County, Delaware

Article III

Membership

- a) Membership shall be available without regard to race, color, creed, sex or national origin.
- b) Any person who is 18 years of age and subscribes to the objectives and policies, stated in Article II, and agrees to abide by the Bylaws of IAAD may become a member.
- c) Each member of IAAD shall pay membership dues as defined in article III, to be eligible for classification as a member in good standing.
- d) Membership is granted after completion and receipt of membership application and dues.
- e) IAAD membership categories shall consists of the following two categories:

- i. Family Membership shall be granted to any couple (2 adults, and as many dependent children under the age of 18 years of age, who shall pay the dues stipulated in Article III). The Family unit is entitled to two votes.
 - ii. Individual Membership shall be granted to any individual who is 18 years of age and over. Individual member shall pay the dues stipulated in Article III and shall be entitled to one vote.
- f) Life membership shall be granted to above Family and Individual categories of membership. No annual dues shall be required of life members.
 - g) All members who have paid membership dues shall be entitled to the same rights and privileges. All rights and privileges of a member are solely vested in the member and may not be delegated or transferred. Members who have paid membership dues shall be entitled to voting privileges or the right to election or appointment to the Board or any other committees of IAAD. Notwithstanding anything to the contrary in the Bylaws, members who have an immediate relative (spouse, sibling, parent or child) actively serving on the Board or the Advisory Council shall not be eligible for election or appointment to the Board or the Advisory Council.
 - h) The Board may create more classes of membership to further the objectives of IAAD.
 - i) The Board at its discretion may prescribe the amount of membership dues and changes in the dues and such changes may remain effective until changed or altered by a simple majority vote of the Board.

Article IV

Annual General Body Meeting

- a) The annual general body meeting (entire IAAD membership) shall take place during the fourth quarter, the specific date, time and location of which will be designated by the Executive committee. An advance notice of not less than (10) ten days nor more than sixty (60) days shall be given for the annual general body meeting.
- b) The following business or reports may be conducted or presented at the annual general body meeting:
 - i) Election of directors to serve on the Board
 - ii) Transact business
 - iii) The most recent year's activities and financial report
 - iv) Upcoming year's plans and activities
- c) Special meeting of the entire membership may be called by the resolution of the Board or by written request to the Board from at least fifty (50%) of IAAD members in good standing, to discuss any special concern. An advance notice of not less than (10) ten days nor more than sixty (60) days shall be given for the special general body meeting.

- d) No minimum number of members is required to be present at the annual general body meeting or special meeting.
- e) Voting at the annual or special meeting shall be limited to members in good standing with one vote for Individual membership and two votes for Family membership.
- f) All business except elections at the annual general body meeting may be conducted by voice vote, but collectively twenty percent (20%) of members present shall have the right to demand secret ballot for any specific issue.
- g) A majority of the votes cast in person shall be necessary for the adoption of any matter during the annual general body meeting or special meeting except as otherwise provided in these Bylaws.
- h) Any decision of the Board may be overruled by IAAD members provided a two-thirds (2/3) majority of the members in good standing vote in favor of the over-rule.

Article V

Elections

- a) Members shall elect board of directors for a full term of three (3) years starting on January 1st of the following year to succeed those whose terms expire.
- b) Only members in good standing for two (2) years, and who have volunteered for a minimum of two (2) years at IAAD events or served for a minimum of two (2) years on standing or special committees shall be eligible for election to the Board
- c) The Board elections will be held at the annual general body meeting. Hence, the “election date” is the date of the annual general body meeting.
- d) All elections shall be conducted via secret ballot.
- e) The Executive committee shall announce the number of open positions and call for the nomination of candidates for election at least thirty (30) calendar days before the election date; the deadline for filing a nomination shall be fifteen (15) calendar days before the election date.
- f) Nominees for the Board shall be presented to the voting of members by the Executive committee not less than ten (10) days prior to the date set for the annual general body meeting
- g) Nominations must be submitted in writing/email to the Executive committee and must have support in writing/email from at least two (2) board directors or from four (4) IAAD Members (excluding the nominee in either scenario). Nominee must accept the nomination in writing/email if nomination was submitted by someone other than the nominee
- h) The candidates standing for election must be present at the annual general meeting unless granted exemption by the Executive committee at their discretion. The exemption request must be made in writing/email by the candidate, to the Executive committee with a reason for request. The exemption must be granted in writing/email by the Executive Committee.

- i) Members wanting to exercise their voting right must be present at the general annual meeting. In the case of Family membership both members must be present to exercise their vote. Only members in good standing for one month with IAAD shall be eligible to vote
- j) Elections shall be decided by a simple majority of those members present at the meeting in which the vote takes place.

Article VI

Board of Directors:

- a) The number of Directors of IAAD shall be fifteen (15). All Directors shall serve for three (3) year term, but are eligible for reelections for up to three (3) consecutive terms. A Director seeking a fourth term must wait for one (1) year before seeking reelection to the Board. Each Director shall hold office until the expiration of the term and until a successor has been elected or until one's resignation or removal.
 - a. "The three (3) consecutive terms" clause for the sitting Board Directors shall be implemented beginning with the Board elections held on Jan 6, 2015.
- b) Vacancies occurring on the Board in between annual elections shall be filled by the Board by a simple majority vote of the remaining Board. Director(s) elected pursuant to this section shall be members(s) in good standing for two (2) years and must have volunteered at IAAD activities and/or served on standing/special committees for a minimum of two (2) years. Director elected to a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- c) Regular meetings of the Board shall be held once in each quarter, the time and place to be fixed by the Executive committee. Special meetings of the board of directors may be called by the Executive committee or by majority of the members of the board. Notice of regular and special meetings shall be sent to the Board not less than ten (10) days prior to the date set for such a meeting.
- d) Board may enact such bylaws and procedures as deemed necessary to implement the objectives and policies of IAAD and shall manage all assets and business of IAAD, formulate policy and control all the financial matters.
- e) A simple majority of the existing Board shall constitute a quorum.
- f) The Board shall elect/appoint the Executive, Standing, and any Special committees along with the Advisory Council as stated in Article VII.
- g) Each Director shall actively participate on one or more committees of IAAD.
- h) All Directors of the Board are serving on a voluntary basis and will be reimbursed only for authorized out of pocket expenses incurred on behalf of IAAD.
- i) Attendance at each Board meeting is mandatory except that absence may be excused due to illness, out of town situations, conflicts and emergency situations.

- j) A Director is automatically terminated from the Board for the remainder of the term after three (3) consecutive, unexcused Board meeting absences
- k) Any Director may be removed from the Board during his/her term for cause, which may include but is not limited to, misconduct, theft, misrepresentation or harm to the interest of IAAD with an affirmative vote of eighty (80) percent of the majority vote of the Board

Article VII

Committees:

1. Executive Committee

- a) The Executive committee of IAAD shall comprise of three (3) co-chairpersons elected by the Board.
- b) One co-chairperson shall retire each year. No co-chairperson shall hold the office for more than three (3) consecutive calendar years or until a successor has been duly elected or appointed.
- c) The co-chairpersons shall rotate, in the alphabetical order of last names, as chairperson of each consecutive regular or special meeting of the Board.
- d) The co-chairpersons shall be jointly and severally responsible to execute the policies and programs of the Board.
- e) Any co-chairperson may be removed from the Executive Committee by a simple majority vote of the Board.
- f) Co-chairpersons shall be responsible for all Board and annual general body meetings; and to maintain minutes and records of meetings

2. Standing Committees:

- a) The three standing committees are:
 - i. **Activities committee:** To recommend programs and activities to the Board for approval; to execute approved programs with the help of the general membership; to nominate, with the approval of the Board, sub-committees to carry out specific activities to further the objective and policies of the society.
 - ii. **Community Outreach committee:** To conduct all external issues including fundraising, public relations marketing and the annual membership drive and maintain the membership database. The chairperson of the Community Outreach committee shall maintain a current version of the Bylaws on file and such file shall be available for review by any member of IAAD.
 - iii. **Finance committee:** To have custody of all of the funds and assets of IAAD, to keep an accurate account of receipts and expenditures; to make a full financial report at annual meeting; and perform such other duties as may be required by the Board.

- b) Each standing committee shall consist of the following members duly elected by the Board.
 - i. One co-chairperson of the Board to serve as chairperson of the standing committee.
 - ii. At least one current director from the Board who is not a co-chairperson.
 - iii. Up to three members in good standing who are not on the Board may be appointed to the standing committees.

3. Special Committee:

The Board may constitute one or more special committees to carry out special assignments and shall mandate the term, duration, strength and powers of such committees.

Advisory Council:

- a) Advisory Council membership is by invitation by Board only and the maximum number of the elected members of the Advisory Council shall be limited to five (5) members
- b) Advisory Council members must have membership in IAAD and can be nominated by any current Director and is selected by two third (2/3) majority of the Board.
- c) Selected Advisory Council member must formally accept to become a member of the Advisory Council. Invitation and acceptance by email is deemed formal. The term of Advisory Council member shall be two years (2) form the date of acceptance
- d) Advisory Council members can attend the Board meetings but will not be entitled to any voting privileges at the Board meetings.
- e) Advisory Council members may not act on behalf of IAAD or bind it to any action but may make recommendations to the Board.
- f) Advisory Council members shall advise the Board regarding its fiscal welfare and operation of the IAAD.
- g) At the request of the Board, the Advisory Council members may serve as a mediator to resolve disputes among the various office holders and committees.
- h) Advisory Council members are eligible to serve on standing or special committees

Article VIII

Amendment

The Bylaws may be amended, repealed or altered and new Bylaws may be adopted by a two third (2/3) majority of the Board.