

INDIA ASSOCIATION OF BUFFALO CONSTITUTION

PREAMBLE

WE THE PEOPLE OF INDIAN ORIGIN RESIDING IN WESTERN NEW YORK AND THE NIAGARA FRONTIER REGION, WITH A VIEW TO GIVING EXPRESSION TO OUR RELIGIOUS BELIEFS, CULTURAL, PHILOSOPHICAL AND SPIRITUAL ASPIRATIONS AND TO PROMOTE UNDERSTANDING OF OUR CULTURE AMONG THE LOCAL COMMUNITIES, DO HEREBY FORM AN ASSOCIATION.

ARTICLE I – NAME

The name of the association shall be “INDIA ASSOCIATION OF BUFFALO” hereafter to be called the “ASSOCIATION” OR IAB ⁽⁵⁾.

ARTICLE II - OBJECTIVES

- 1) The Association shall be a not-for-profit organization and, non-political in nature and shall remain so for its entire life.
- 2) Conducting classes to educate, promote and develop a knowledge of languages, culture and customs of India in our children, and promote English and local customs/norms to facilitate assimilation of the community members from India in the USA ⁽⁵⁾.
- 3) The programs may take several forms such as:
 - a) Organizing cultural programs, movies, religious discourses, etc.
 - b) Conducting classes in languages of India for our American born children, as well as English classes where necessary to facilitate adjustment of new immigrants from India ⁽⁵⁾.
 - c) Providing or administering any scholarships and student loans to students arriving for the first time from India only if the budget of this organization permits.
 - d) Promoting growth progress that will benefit the membership and the community.
 - e) Sponsor joint meetings with Kindred Associations in the area to fulfill common objectives.
 - f) Arriving at establishing a center for the benefit of the community.

ARTICLE III - MEMBERSHIP

A. Membership shall be open to all who believe in the objectives of this Association and who agree to abide its constitution and by-laws.

B. Membership categories shall be defined in the by-laws of the Association. Membership in this Association is not transferable or assignable, is limited to the membership of India Association of Buffalo alone and not in any of the affiliated organizations. Voting rights of the membership is limited to India Association of Buffalo only ⁽⁵⁾.

C. Members or ex-members agree that any legal dispute or lawsuits will be limited against the association and its governing body (the Executive committee) only and within the confines of the county (Erie), state (NY) and federal regulations that govern such lawsuits ⁽⁵⁾.

ARTICLE IV - BOARD OF DIRECTORS

The Association shall have an elected governing body to be called BOARD OF DIRECTORS (BOD), consisting of 21 (twenty-one) members, of which at least 12 (twelve) shall not hold any position in the Executive committee (EC), as described in the by-laws (Article III) ⁽⁵⁾.

ARTICLE V - BY-LAWS

The Association shall enact By-laws governing all subjects outlined in the Constitution and all other matters that may be required for efficient management and continuity of the Association. Rules regarding amendment of By-laws shall be defined therein.

ARTICLE VI - AMENDMENTS

The Constitution can only be amended in the manner provided for in the By-laws.

ARTICLE VII - DISSOLUTION

If because of circumstances beyond the control of the Association, dissolution of the latter becomes imperative, all funds after meeting all liabilities will be donated to one or more non-profit tax-exempt organizations qualified under Section 501 (C) (3) of the IRS Code, by choice of the two-thirds of the entire membership. The liability of the members is limited to their current dues only.

INDIA ASSOCIATION OF BUFFALO BY – LAWS

ARTICLE I - ADDRESS OF THE ASSOCIATION

The address of the association shall be the mailing address of the Secretary. If finances permit, it will be in C/O a Post Office Box number; street address and mailing address ⁽⁵⁾.

ARTICLE II - MEMBERSHIP

THERE SHALL BE THE FOLLOWING CATEGORIES OF MEMBERSHIP. The fees for each membership shall be decided and updated periodically as necessary by India Association of Buffalo's BOD on its membership application form ⁽⁵⁾.

- A. REGULAR MEMBERS:** are defined as members who pay the full annual dues as fixed by the Board of Directors of the Association.

INDIVIDUAL - will have one vote for all business matters of the association.

FAMILY – Every adult within a family is eligible to vote; however, only one adult from a family can hold an elective office.

STUDENT – Full-time students not holding a regular salaried employment, shall pay reduced Membership Fee as fixed by the Board of Directors and will not be a voting member. ⁽⁶⁾

B. PATRONS: All Regular members who pay full Patron Membership fee as fixed by Board of Directors will be recognized as Patron Members and will enjoy the same privileges to vote. ⁽⁶⁾

- B. HONORARY:** Distinguished members of the community who are nominated by a majority vote of the Board of Directors to bring prestige or whose expertise will be an asset to the Association.

SECTION 2. ELIGIBILITY:

Any individual can apply for membership in any of the categories described below. The Board of directors reserves the discretion to accept or deny any membership application on a case to case basis⁽⁵⁾.

SECTION 3. MEMBERSHIP YEAR:

The membership year shall coincide with the fiscal year of the Association and shall be from January 1 to December 31 of the next calendar year⁽¹⁾.

SECTION 4. PRIVILEGES:

Members shall have the privilege of being notified of all Association activities by email, postal or other methods as defined by the BOD on record with the Association. Elective office will be open to any member as defined in Article II, Section 1 of these By-laws⁽⁵⁾.

SECTION 5. TERMINATION:

TERMINATION: In the event any member is charged with a civil or a criminal violation in a court of law, BOD may suspend his/her membership status with all privileges. The suspension shall be sustained till a legal outcome is clear. If found guilty, the member shall have his/her membership terminated from the date of suspension and this shall be the privilege of the BOD. If found innocent in a court of law, the membership status and all its privileges shall be restored immediately. In case of family and other group memberships, the suspension/termination shall only affect the accused/guilty member, while the status of the other members in the family/group shall revert to individual membership for the remaining duration of the membership. All decisions regarding the above said matters shall be decided by a 75% majority of the quorum of Board of Directors⁽⁵⁾.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS:

The property, affairs and business of the Association shall be managed and controlled and all of the Association's powers shall be exercised by or under the authority of its Board of Directors (BOD), as duly constituted under the terms of the By-laws of the Association by a quorum under Article IV, Section 3 and should include the president.⁽⁶⁾

SECTION 2. ELECTION:

The Directors shall be elected from any of the Association's membership categories, as defined in the By-laws (Article II), by a majority vote (51%) of the members present in person or By Absentee Ballot at the annual meeting of the Association.

The election may be conducted by ballot, and if sufficient members are not elected, then the remaining seats may be filled in as provided under Section 3.⁽⁶⁾

SECTION 3. NUMBER AND TENURE

1. The Board of Directors shall consist of 21 members duly nominated, seconded and elected by the current year membership.

The nomination committee shall make every effort to have the 21 members at all times however the IAB shall continue to function normally even if there are vacancies on the Board.

2. The term of each member shall be two years. It shall start on January 1 of one year and end on December 31 of the next year. About one-half of the Board shall be elected each year as follows. One year 10 members of the 21-member Board shall retire and be replaced by 10 new members. The other 11 will retire the following year and replaced by 11 new members.

In the event a Board member leaves the Board before completing his/her term, the rest of the Board can fill that position by nominating / electing an IAB member by 50% or more majority. The nominated person shall serve the remaining term of the outgoing member. This period will be called his/her first term. At the end of this period, he/she can be eligible for a second term.

3. Each Board member can serve up to two consecutive two-year terms (four years.) After serving the two consecutive terms, there should be a 'rest period' of minimum one year before he/she can be nominated again. However, under extreme circumstances, the Board by a 2/3rd majority, can allow a member to join the Board prior to the completion of one year rest period. Each such exception shall be evaluated individually by the Board members. ⁽⁶⁾

SECTION 4. RESIGNATION & REMOVAL OF DIRECTORS OR OFFICERS:

- A. RESIGNATION:** Any director or officer from the Executive Committee may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Association.
- B. REMOVAL:** Any director or officer may be removed by the Board of Directors by a three-fourths vote for good and sufficient cause, provided the director or officer whom it is proposed to remove shall be given an opportunity to be heard at a meeting of the Board of Directors. The Board of Directors may choose to ask for the removal of a Director who failed to attend three consecutive meetings of the Board without sufficient reason. Similarly, an officer can be removed from the office by the Board for failing to attend three consecutive meetings of the Executive Committee without sufficient reasons. A resignation or removal of a director from the Board would automatically, also, cause him to cease to be an officer if he happens to be a member of the Executive Committee.

SECTION 5. VACANCIES:

A vacancy of a Director because of death, resignation, removal or otherwise may be filled by the Board of Directors. The vacancy of an officer because of above reasons may be filled for the unexpired portion of the term of his predecessor, as appointed by the President, subject, however, to the approval of the Board of Directors at its next scheduled meeting. ⁽⁶⁾

SECTION 6. DISCIPLINARY ACTION

In the event a request for disciplinary action against any member or members of the BOD is made by any member(s) of the association in writing, grievance committee, will investigate the issue and recommend their findings to the BOD in an expeditious manner for further action at the next meeting or a special meeting called for the purpose. The member or members under investigation shall not form part of the grievance committee or the decision-making process during the investigation or the subsequent meetings of the BOD called for that purpose. The member(s) have the right to offer a defense of the accusations made at the meeting and present witnesses in his or her defense. ⁽⁶⁾

SECTION 7. OATH

All board members must take an oath individually ⁽⁵⁾.

ARTICLE IV - MEETINGS

1. ANNUAL MEETING:

There will be an Annual General meeting of all the members, latest by the end of November each year. Purpose of this meeting would be to provide the reports from all the officers of Executive Committee, hold election for the BOD for next term and / or to transact any other business of the Association. Secretary of IAB will send notice of such meeting to all the members at least 10 days in advance with the Agenda. There will not be any minimum quorum required for this meeting and all the members present will be eligible to vote. ⁽⁶⁾

2. REGULAR MEETINGS:

The first meeting of the Board of Directors shall be held preferably on the day of election, immediately after the results of the election of the Board of Directors are announced, to elect the officers to serve on the Executive Committee. However, if the prevailing circumstances forbid such a meeting, the Board shall meet within two weeks after the election to elect the officers to serve on the Executive Committee. The charge shall be handed over to the newly elected Committee no later than December 1. After the election of the new Executive Committee, the Board of Directors shall regularly meet, at the interval of two months, in the second week in the months of February, April, June, August, October and December upon such a day as may be fixed by the President, at the preceding meeting of the Board based on the convenience of the majority attending such meetings. The Executive Committee on the other hand shall meet at least once a month or more frequently as seemed necessary to conduct the day-to-day business of the Association.

3. SPECIAL MEETINGS:

Special meetings of the members, Board of Directors or Executive Committee for any purpose or purposes may be called by the President or in his absence by the Secretary. The President or in his absence the Secretary, shall, call a special meeting.

(A) At the request in writing of a majority of the Board of Directors

Or

(B) At the request in writing of not less than one-third of the members, or at the request in writing of a majority of the members of the Executive Committee. Such request shall state the purpose of purposes of the proposed meeting.

SECTION 2. NOTICE OF MEETINGS:

Written or printed notice must state purpose, place, day, and hour of the meeting and be mailed or e-mailed ⁽²⁾ to each Director, and each member in case of the membership meeting at his address as shown by the records of the Association, not less than ten or more than thirty days before the date of such meeting. The specifications apply, in addition also to the regular or special meetings of the Board of Directors; however, the meeting may be called by the President or in his absence by the Secretary by telephoning, and each Director and the time limit may be shortened to two days for an urgent special meeting of the Board of Directors.

SECTION 3. QUORUM:

(A) A quorum shall be 51% or more of the elected board of directors (BOD) irrespective of how many members actually make up the BOD in total ⁽⁵⁾.

(B) in case of Executive Committee at time of any of its meetings four members of the Executive Committee shall constitute a quorum for the transaction of business, and the act of any four (4) members present at any meeting, at which a quorum is present shall be the act of the Committee.

SECTION 4. PROXIES:

At any meeting of the Directors or that of the Executive Committee and Director or Officer may vote either in person or by proxy executed in writing, to be received no later than 24 (twenty-four) hours before the Meeting. ⁽⁶⁾

ARTICLE V – COMMITTEES

The Board of Directors shall by resolution or resolutions passed by a majority vote of the whole Board, designate from among its members the following standing committees:

1. Executive Committee
2. Nomination Committee
3. Election Committee
4. Auditing Committee
5. Youth Committee
6. Grievance Committee

These committees shall possess and exercise such authority in the management of the business of the Association between meetings of the Board, as the Board shall determine and set forth in such resolution or resolutions. The Board of Directors from time to time appoint such other standing or special committees as it may deem desirable and shall provide for their powers and their duties. The Board of Directors shall appoint a Chairperson of each committee. ⁽⁶⁾

1. EXECUTIVE COMMITTEE:

It shall be the principal Executive Branch of the Board. Its scope is outlined in detail as below.

A. HOW CONSTITUTED:

The Board of Directors by resolution or resolutions, passed by a majority of the whole Board shall designate and appoint nine directors as the Officers of the Association. The Officers shall be a President, a Vice President, a Secretary, a Cultural Secretary, a Treasurer, and four additional Officers whose offices and functions may be defined at the time of their appointment. Any two or more offices may be held by the same person, except of President and Secretary. The officers together shall constitute an Executive Committee ⁽⁵⁾.

B. POWERS:

The Executive Committee shall be subject in all respects to the authority and discretion of the Board of Directors, and between the Board meetings, the Executive Committee shall have and exercise such power and authority in the management of the Association as the Board shall determine and set forth in such resolution or resolutions.

C. ELECTION AND TERM OF OFFICE:

The Officers of the Association, except such officers as may be appointed in accordance with provisions of Section 9, shall be elected annually by the Board of Directors at its regular meeting immediately following the election of the Board of Directors. Vacancies may be filled, or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected or appointed in his stead, unless prior thereto he dies, resigns, or is removed from office.

1.1. PRESIDENT:

The President shall be the Chief Executive Officer of the Association, responsible to the Board of Directors for the administration of its business and affairs. He shall preside at all meetings of the Members, the Executive Committee, and of the Board of Directors at which he is present, and in general shall perform all duties incidental to the office of President and such other duties as may from time to time be assigned to him by the Board. He shall appoint all committees so authorized by the Board of Directors and shall name the Chairperson. He shall be given notice of, and shall have the right to attend and vote at, all Committee meetings, but, unless he is designated by the By-laws or by the Board of Directors, as a regular member of the committee, not be counted to determine the number necessary to make a quorum or to determine whether or not a quorum is present. Except as otherwise provided in these By-laws or ordered by the Board of Directors, he shall sign for the Associations' all deeds, agreements, and other formal instruments.

The president also has the added duty to perform or delegate the tasks and duties of other executive members in the event that any of them is unable to perform his/her duties to the satisfaction of the BOD⁽⁵⁾.

1.2. VICE-PRESIDENT:

In the absence or disability of the President, the Vice-President shall have all the powers and be subject to all the restrictions upon the President. The Vice-President shall, also, have general administrative duties under the direction of the President and such other duties as may be assigned to him by the Board of Directors or the Executive Committee.

1.3. SECRETARY:

The Secretary shall give notice, as provided in these By-laws, of all meetings of members of the Association, the Board of Directors and the Executive Committee, shall prepare under the direction of the President, dockets of the business to be transacted at these meetings and shall keep minutes of these meetings. He shall have custody of the Association's seal. He, also, shall perform the administrative duties under the general direction of the President. He shall keep a register of the Post Office of each members and Director.

1.4. TREASURER:

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties, as the Board of Directors shall determine. The Association shall pay the expense of such bonds. He shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for, money due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banking institutions, as the Board of Directors shall designate. The Treasurer shall keep proper books of account, which shall be at all times open to the inspection of the Members and Board of Directors. At each annual meeting of the members of the Association, he shall make a report of the accounts for the entire fiscal year. At each stated meeting of the Board of Directors, he shall present a recent balance sheet and an account showing in detail the receipts and disbursements of the Association since his last report. The Board of Directors shall audit the accounts of the Treasurer annually. He shall be responsible for filling the necessary financial returns to the concerned authorities.

1.5 SECRETARY FOR CULTURAL AND EDUCATIONAL ACTIVITIES:

The Cultural Secretary shall be responsible for arranging special congregations to celebrate special Holidays and functions, and such other events as directed by the Board of Directors. Also, he shall be responsible for all arrangements pertaining to the educational activities for children and adults. He shall be an ex-officio member of the youth committee, and a liaison between the Board of Directors and the India Student Association and other kindred Associations in the area.

1.6. ADDITIONAL OFFICERS, ETC.:

The Board of Directors may appoint such other officers, committees and agents as it may deem necessary each of who shall hold office for such period, have such authority, and perform such duties as are provided in these By-Laws or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or committee the power to appoint and to prescribe the authority and duties of any such subordinate officers, committees, or agents.

2. NOMINATING COMMITTEE:

There shall be a Nomination Committee consisting of three members of the Board of Directors who shall be elected by the Board at its stated meeting in December of each year to serve until the stated meeting in the following December. A vacancy in the Committee may be filled by the Board of Directors or by the Executive Committee, at any meeting.

The Nominating Committee without previous consultation with its nominees, shall make recommendations at the stated meeting of the Board of Directors in October regarding Officers and Directors to be elected at the next annual meeting of the members of the Association, either in regular course or to fill an existing or anticipated vacancy; and may make recommendations at any other meeting of the Members of the Association or of the Board of Directors regarding officers and Directors to be elected to fill vacancies. The Committee shall take such further action in regard to its recommendations as the Members of the Association or the Board of Directors shall direct. The Nominating Committee shall invite nominations to the Board NO LATER THAN SIX WEEKS BEFORE THE ANNUAL MEETING of the Membership for election. The nomination shall be closed THREE WEEKS BEFORE THE ELECTION DATE.

3. ELECTION COMMITTEE:

After receiving the nominations, the Board of Directors may deem it necessary to appoint an AD-HOC committee from its members to arrange and conduct election. Alternatively, the Board may choose to ask the Nomination Committee to, also, arrange and conduct the election. The Election Committee shall make a provision for Absentee Ballots, to be received no later than 24 hours before the election. The election shall be no later than in the third week of November. ⁽⁶⁾

4. AUDITING COMMITTEE:

The Auditing Committee shall be appointed by the Board of Directors. The accounts of the Treasurer shall be audited at least annually.

5. YOUTH COMMITTEE:

The Board of Directors shall appoint the Cultural Secretary or some other member of the Board as an Ex-Officio member to the Youth Committee who then shall attempt to motivate and encourage the

youths from all ages to participate and play an active role in the cultural activities of this Association. The youths in the age group of 13-19 shall be encouraged to form a Youth Committee and elect their own officers annually. The Youth Committee shall operate under the authority of the Board of Directors of this Association, with Cultural Secretary as its Ex-Officio member. The Youth Committee shall nominate one of its Officers to attend a meeting of the Board of Directors and the Executive Committee when invited to or when desired by the Youth Committee.

As specified in the constitution Article II (section 3f), India Association of Buffalo shall set up and create the necessary committees and boards as determined by the BOD towards the realization and creation of a community center and associated bodies for its financial and operational purposes ⁽⁵⁾.

6. GRIEVANCE COMMITTEE:

The Grievance Committee shall be appointed by the Board of Directors consisting of 3 members from the BOD. This committee will handle all disciplinary matters arising under Article III, Section 6. ⁽⁶⁾

ARTICLE VI - TRANSFER OF CHARGE

After the election results are announced, the charge shall be handed over to the newly elected Executive Committee no later than December 1. The records will include Membership Records, Financial and Banking Records, Auditor's Report and any cash or other property on hand, under the authority of the Board of Directors.

ARTICLE VII – FINANCES

The Association has a right to open as many accounts as necessary provided the money is kept in local banks. Any account opened should be by the approval of the Board of Directors. All funds should be deposited to maximize interest income. All transaction shall be done by Checking Accounts. Cancelled checks shall be kept for auditing purposes. The Board of Directors shall decide how to operate the accounts. All checks shall be signed by the Treasurer and the President or some other Director appointed by the Board of Directors.

APPROPRIATIONS

All withdrawals and disbursements must be approved by the Board of Directors except as specified herein. The Executive committee can approve expenses for the activities as specified in Article II over any 6-month period whose sum shall not exceed 10% of the total reserve (cash on hand) or \$2500 whichever is smaller. Any amount larger than this shall require the explicit approval of the board of directors. All such approvals must be reported and recorded at the next meeting. All expenses must be substantiated by appropriate bills or written statements

EC must present a budget to the board and get its approval. The budget can be prepared for six months at a time ⁽⁵⁾.

SPECIAL FUNDS

The Board of Directors may establish Special Funds for specific purposes from donations and contributions from Patrons and other well-wishers of the organization. The money from the Special Fund shall not be used for transacting day-to-day business of the Association. The funds shall be kept in separate accounts for each fund and the Treasurer shall be the sole custodian of all such funds. The income disbursement shall be determined by the Board of Directors. The Board of Directors may deem it necessary to appoint a separate Finance Committee and define its powers when needed.

ARTICLE VIII – AMENDMENT

The Constitution and any By-Laws adopted by the Association may be altered or amended at any duly called general meeting of the Association, a two thirds vote of the active members of the Association present at such meeting provided that written notice shall have been sent to every member of the Association at least 14 (fourteen) days in advance of the date of the meeting stating specifically the proposed amendment or amendments (5).

AMENDMENTS

- (1). These amendments to the by-laws were approved unanimously by the General Body on 28 Oct. 2006
- (2). These amendments to the by-laws were approved unanimously by the General Body on October 18, 2014.
- (4) These amendments to the by-laws were approved unanimously by the General Body on October 18, 2014
- (5) These amendments to the constitution and by-laws were approved unanimously by the General Body on April 1, 2017.
- (6) These amendments to the constitution and by-laws were approved unanimously by the General Body on Nov. 29, 2020.