

INDIA ASSOCIATION OF VIRGINIA (IAVA) AMENDED CONSTITUTION

Background: India Association of Virginia (IAVA) was established in 1961 and in 1994-95 became a non-profit charitable organization under IRS code, Section 501(c)(3). IAVA's IRS EIN is 541656311. Since its founding, the constitution of IAVA has gone through several amendments over a period of time. The IAVA constitution was amended in October 2007, to address the contemporary needs of the community; to collaborate as well as coordinate activities with other like-minded Associations, and ultimately better serve the Asian Indian community.

Article I NAME: The name of the Association is "India Association of Virginia" (This section was amended in October 2002 henceforth known as the Association). The Association will have an official business address, a website address, and an email address.

Article II OBJECTIVES: The objectives of the Association are to support the People of Indian Origin and others who are interested in learning the culture, traditions, religions, and arts of India. Specifically, the objectives are to:

- Celebrate national events of India & USA while interacting with local, national and / or international organizations
- Conduct charitable and educational activities, inter-community support activities, including sports, social and cultural programs
- Provide humanitarian and / or financial support to local national and / or international non-profit organizations for charitable endeavors
- Foster communications, interactions, and development for establishing better relationships with other communities
- Support fund raising activities of the organization, and
- Disseminate necessary knowledge, education, and information to all communities

Article III MEMBERSHIP: The membership is open to all those who agree with the objectives of the Association after having paid the current Association membership dues.

Article IV OFFICES: The Association shall have two governing bodies – the Executive Board (henceforth known as the Board) and the Executive Committee (henceforth known as the Committee). The Board is tasked to focus on strategic management while the Committee handles operational management activities. The structure and duties of each are described in the following sections:

Section 1: The Board, a self-perpetuating body, is defined by the following statement:

The Association shall have a body named the Executive Board that functions in accordance with the Association's Constitution and By-laws and is entrusted with the duties and responsibilities indicated herein.

IAVA Members have to follow membership code of conduct of the organization. Any person found not in line with the code of conduct e.g. misusing organization name, defaming organization OR its office bearers of present/past by any means or channels will be held in contempt. The course of action against such members is to be decided by the media/membership team and or President. The action can include membership suspension long or short-term individual or family IAVA membership. This may extend to IAVA social media space and or communication and or attending IAVA event(s).

The Executive Committee will inform the Board of the decision taken under such circumstances and Board can further review to extend the suspension upto cancellation of the membership and / or apply upto lifetime suspension of the membership and engagement with IAVA through social media, on premise activities etc. as seem fit in the context.

Selection of Board Members:

The Board shall be comprised of five (5) members. These members shall include the five (5) immediate past

presidents. The constitution honors and recognizes Dr. Archibald Benson, the founding member and president as an omnipresent member of the board in spirit. The members shall elect a Chairperson. Additionally, the current president shall be an ex-officio member and will attend all Board meetings. When an out-going president joins the Board, the past president from the chronologically “oldest” year, shall retire. The Board will fill any vacancy with the next immediate past president.

The out-going President shall be nominated to the Board. His/her appointment to the Board shall have to be approved by the existing Board members to become official, on the condition that, acceptable turnover of records and accounts have been completed and submitted. The Board shall select a Chairperson for the next year in its December meeting and the Chairperson shall be responsible for executing the duties and responsibilities of the Board. The Board shall be constituted with an opt-out option for the following nominated individuals – the Chairperson, Board members, and the current president serving as an ex-officio. A Secretary of the Board will be appointed by the Chairperson to call up meetings and record its proceedings.

Board Meetings:

The Board shall meet at least eight (8) times a year on a regular monthly cadence, or as often as needed. Meetings may be called by the Chairperson, Secretary, a majority of Board members, or the current president, as and when needed. The board members will need to attend at least four (4) or 50% meetings a year to be considered a board member in good standing and continue for current or next year. Board Member needs to have attended at least five (5) or 60% of the conducted meetings for current year to be considered for selection as Chairperson for the next year.

Duties and Responsibilities of the Board:

The primary duties and responsibilities of the Board include: Developing a long-term vision for the Association; initiating and conducting the election process of new President; developing community relationships; overseeing fiscal and legal obligations; ensuring that the Tax obligations have been met for the prior year, supporting the Association’s fund raising efforts; developing policies and procedures to conduct the Association’s programs; and providing the necessary support to the Committee as and when needed. Specifically, the Board has the following duties and responsibilities:

1. Develop a long-term vision for the Association.
2. Develop and promote inter-community interactions with local, regional and national Associations sharing similar interests(i.e. Indian, Asian, and Tri-cities – social, volunteer, culture and education)
3. Conduct election of the incoming President. The nomination process for the incoming president shall be initiated in a timely manner. The election, if needed, shall be conducted latest by the end of October, so that the president-elect has time to form the Committee and organize the Association’s programs for the upcoming year.
4. Ensure that the fiduciary obligations including IRS Tax returns and audits have been filed and requirements have been met for previous tax year.
5. Ensure the proper handover of the Association’s financial accounts, meeting minutes, inventory assets and all other records from the outgoing to the incoming Executive Committee.
6. Conduct the orientation of the incoming Committee members of the Association by December 31st prior to the new Committee taking office in January of following year. Attendance for the following Committee members is mandatory: President, Vice-President, Treasurer and Secretary -- current and upcoming.
7. Ensure that the Committee acts in accordance with the Constitution and the Association’s By-laws. If Board finds any transgressions, it shall take the necessary action to remedy the situation.
8. Ensure that the fiscal policies of the Association are being adhered to. Any purchases of tangible assets by the Committee exceeding \$500 must be approved by the Board. The Board shall arrange for the auditing of financial accounts and publish it annually as public information. Auditing shall be conducted at least once-a-year by a certified auditor with proper remarks.
9. Support and encourage the Association’s fund-raising programs.

Note: The Board and the Committee shall follow the Roberts Rule of Order to the fullest. A no-confidence vote

can be brought up by the Board OR by General Body , if it feels that the Committee is not functioning properly in accordance with the IAVA Constitution

Section 2: The Committee shall consist of the President, the President Elect /the Vice-President, the Secretary, the Treasurer, and other Directors appointed at the discretion of the President. The remaining offices may be filled either in functional and/or activity areas, as deemed necessary by the President to conduct business of the Association

Section 3: The President shall have the authority to appoint subcommittees as and when required without the consent of the General Body to achieve the goals of the Association. The President shall present the State of the Association to the Board in the first week of April and August. The Board can call a follow-up meeting with the President and the committee as necessary.

Section 4: The Board shall appoint an Auditor who will audit the financial statements as requested by the Board. The auditor will conduct an annual audit of the Association and submit the audit report to the Board and the Committee no later than January 10.

Article V ELECTION OF OFFICERS:

Section 1: The President shall be elected for a term determined by the members of the Association in the October General Body meeting. It may be a one-year or a two-year term as requested by the president-elect. He/She may be so elected for a maximum of two consecutive one-year terms. The President shall not be eligible to serve for more than two (2) years consecutively. The President shall appoint the remaining officers of the Committee.

Section 2: A vacancy created by an officer's resignation shall be filled by a presidential appointee. A resignation by the President or President Impeachment shall dissolve the committee. The board will take over the existing term till the board can re-elect a new president or agree with the President Elect to take over with a new committee in a General Body Meeting.

Article VI MEETINGS:

Section 1: The Association shall hold at least one General Body meeting in October of a program year.

Section 2: The Committee shall meet monthly and as often as necessary with the consent of either the majority of the Committee or the decision of the President.

Article VII FINANCE:

Section 1: Finances of the Association shall consist of membership dues, donations, sponsorships, partnerships, and the proceeds from Association activities.

Section 2: All funds of the Association shall be recorded and deposited in the Association's bank account.

Section 3: All Association's fund withdrawals shall be recorded and signed by the President or Treasurer.

Section 4: The Treasurer will maintain the Association's record of transactions regularly in an unalterable media and present the financial statements to the Committee & Board on a quarterly basis or as needed. (March, June, September and December)

Article VIII QUORUM: A Quorum is defined as a simple majority of the Board or the Committee members at any Board or Executive Committee meeting respectively.

Article IX AMENDMENTS: Any proposal to amend the constitution or its bylaws must be sent to the Secretary at least a month ahead of a scheduled General Body meeting.

1. Any amendment to the constitution or by-laws must have two-thirds affirmative vote of all members in good standing including those present at the General Body meeting and those voting in absentia.
2. A copy of the proposed amendment must be sent to all members at least one month before such a meeting.

BY-LAWS

Article I MEMBERSHIP DUES:

Section 1: Applications for any of the following membership categories must be submitted in writing to the Committee and must be accompanied by a full year's membership dues:

1. **FAMILY** membership consisting of husband, wife, and all dependent children regardless of age.
2. **SINGLE** membership consisting of an individual over the age of eighteen years.

Section 2: Annual membership dues for the calendar year (Jan - Dec) will be set by the Committee. There will be no partial year discount. The membership dues will have the following format:

1. SINGLE - \$15 per person;
2. FAMILY - \$25 for a family
3. FULL-TIME Foreign STUDENT - Free based on committed Volunteer hours

The membership dues can be changed only by consent of the Board and the Committee.

Article II DUTIES OF THE OFFICERS:

PRESIDENT: The President shall be responsible for all Association activities, income and expenses, and overall management of the Association. The President shall ensure that the IRS tax returns and tax correspondence for his/her term are filed annually no later than the IRS deadline for not-for-profit organizations.

PRESIDENT Elect: The President Elect shall be responsible for working with the President as an officer in succession planning while completing the assignments provided by the President. The President Elect shall be elected in October Annual General Body Meeting for the following term.

VICE-PRESIDENT: The Vice-president shall assume the responsibilities of the President in his/her absence. The Vice-president shall also support the assignments provided by the President. The Vice-President and the President Elect may be the same or different person.

SECRETARY: The Secretary shall send meeting announcements, take minutes of each meeting, and keep all records in an unalterable media. The Secretary shall also be responsible to inform the members about the activities of the Association. The Secretary shall maintain approved minutes that are authorized by the President. A copy of the minutes shall be submitted to the Chairperson of the Board.

TREASURER: The Treasurer shall collect all the dues, make payments for the Association expenses, and shall keep proper records of all assets and expenditures in an unalterable media. He/She shall be responsible for recording and depositing the funds in the Association bank account and IRS tax returns and tax correspondence for his/her term annually no later than the IRS deadline for not-for-profit organizations.

AUDITOR: The Auditor appointed by the Board shall audit the financial statements and shall submit the report to the Board and the Committee. The Board can request for an audit at any time. The annual audit report by the Auditor shall be presented in the Association's newsletter.

Any member non-member, board or executive committee work is volunteer & they cannot claim any charge/fees to IAVA

Additional suggested Directors can be as below or more as per need of the term agenda:

Article III ELECTION:

Members in good standing shall be eligible to complete the nomination form for election of Office of President and submit to the Board. The Board will review applications and confirm or deny eligibility to participate in election. The election will be for the President Elect Position e.g. 2016 October General Body Meeting will elect President whose term will start on Jan 1, 2018 and this President Elect will work with the President of 2017 as an officer in succession planning.

As an exception Annual General Body of October 2019 will elect President for "2020 term" and President Elect for "Term2020+1" in October 2019 general body session as an one time exception and thereafter it will only be a President Elect election on appropriate October General Body session.

1. All current members will have the right to vote. Each adult within paid permanent membership shall have one vote in electing the President of the Association.
2. The President shall not run for election for more than two consecutive one-year terms.
3. Official election will be conducted by the Board, in the month of October and the new Executive Committee will assume their duties starting January 1st of the upcoming term.

Article IV MEETINGS:

1. A General body meeting can be called by the President, the Board, the Committee or more than 25% of the members in good standing with at least the quorum of board and / or committee present.
2. General Body meetings with a stated purpose / agenda will be announced to the community at least a month in advance.
3. The meeting locations (e.g., libraries) will be selected carefully as a central and neutral place with the use of minimal IAVA funds for the Board or the Committee meetings to conduct necessary IAVA business avoiding perceptions of any impropriety.
4. Board will review the work of the President elect as Vice President in June / July (6 months before the term start as President) and validate if candidate is ready to lead the organization. If the Board is not convinced with the available data from the working quarterly updates, Board can reopen the President election in October General Body Meeting.

Article V FINANCE:

1. The Treasurer shall maintain accounts for the current year and term that contain verifiable information from budgets and transactions that were approved and/or signed by the President. The reimbursement of valid expenses must be supported by official receipts. A copy of the annual accounts shall be submitted to the Chairperson and Secretary of the Board via digital copy.
2. The money of the Association shall be spent on Association activities and fulfillment of its objectives, with the consent of the Committee.
3. Any tangible asset in excess of \$500, intended for use by the Association, must be pre-approved by the Board and recorded with the Secretary and the Treasurer.
4. Any new program or event added to the IAVA calendar that exposes IAVA to initial financial commitment greater than \$4,000, an overall financial risk greater than \$2500 or an event that has a total overlay greater than \$20,000 needs to be presented to IAVA board for approval before being announced to general body by the President and the IAVA Executive Team for the term.
5. The Committee shall prepare financial documents leading to the preparation of an annual budget that will be used to measure variances of expenses throughout the calendar year.
6. An internal audit of each fundraising/charitable event supported/conducted by IAVA shall be conducted to ensure IRS documentation requirements have been met, such that it forms part of an arm's length transaction in which the interests of IAVA are fully protected. Specifically, the support of any other organization not classified by the IRS as a 'public charity' requires that this organization by law provides necessary documentation/reports substantiating that the funds were used for the intended charitable purposes. Such documentation includes:

- A. Official document(s) showing the name, address, and tax identification number of the charitable organization
- B. Document(s) showing that the funds provided by IAVA were used for the benefit of the general masses
- C. Audited report of the grantee organization – It should be provided to the IAVA President before April month of the following year.

Article VI MISCELLANEOUS:

- 1. All funds in full and related documents of IAVA shall be handed over to the incoming Executive Committee during the Workshop conducted by the Board in the first week of January of the new term.
- 2. Necessary protocols for interaction with other communities/Associations (e.g., CCI, HCV, AASoCV, etc.) shall be established by the Board of IAVA to foster better community relationships.
- 3. Conflict of Interest: Board of Members, Executive Committee members, any elected officers and any elected members will not have conflict of interest financially, personally and professionally.
- 4. Organize, partner, support fund raiser events to provide humanitarian and / or financial support to local national and / or international non-profit organizations for charitable endeavors.

Acknowledgement: The amended IAVA Constitution that was approved on November 24, 2007 by IAVA members in the re-convened General Body Meeting following the General Body Meeting of October 27, 2007 was the work of the following: Dr. Archibald Benson, Chairman (President: 1961-63, 1967-68, 1972, 1982); Mr. Ram Gupta (President - 2000); Mr. Bhanu Evani, Secretary (President - 2001); Dr. Surya Dhakar (President - 2002); Mrs. Bina Shah (President - 2003); Dr. Rajendra Dubey (President - 2004); Mr. Probodh Chiplunkar (President - 2005); Mr. Chetan Mehta (President - 2006); Mr. Rakesh Gupta (President - 2007); Attorney Rajendra Raval, Legal Counsel.

The present amended IAVA Constitution that is approved on January 30, 2016 by IAVA members in the General Body Meeting. This amendment is the work of the following: Board Members, Mr Ram Pai Chairman 2015 (President: 2010); Mr. Goutam Gandhi (President - 2011); Mr. Vikas Kapila, Secretary (President - 2012); Mr. Govind Pande (President - 2012); Dr. Rajendra Dubey (President – 2004, 2013); Mr. Milind Pendse (President - 2015)

The present amended IAVA Constitution that is to be approved on Aug 17, 2019 by IAVA members in the General Body Meeting. This amendment is the work of the following: Board Members, Mr Vikas Kapila Chairman 2019 (President: 2012); Mr. Govind Pande (President - 2012); Dr. Rajendra Dubey, Secretary (President – 2004, 2013); Mr. Milind Pendse (President - 2015) Mr. Rakesh Bainsla (President – 2016/17)