

**India Association of St. Louis**  
**By-laws changes - Proposal to IAS General Body for approval**

**On**  
**November 17, 2018 at 4:00 PM**

The IAS board has approved the changes to By-laws on November 4, 2018 that were proposed by the By-laws subcommittee. The proposed changes will be taken to the General Body for approval on November 17<sup>th</sup>, 2018 at 4:00 PM

Agenda: IAS Board will present proposed By-laws changes to the General Body for final approval. IAS members are requested to vote “yes” or “no”.

**CONSTITUTION:**

**ARTICLE III – Objectives**

**Add at the end:** The Association is also exempt from Federal Income Tax under section 501 ( C ) (3) of the Internal Revenue Code. **(Yes, No)**

**ARTICLE V – BOARD OF DIRECTORS**

**Add at the end:** The Board of Directors shall elect its Office bearers, President-Elect, Secretary and Treasurer from within nine (9) Board members for a period of one (1) year. The transition of newly elected board shall take the office within two weeks from the General Body meeting. The operation of the Association shall be conducted by the board. **(Yes, No)**

**ARTICLE VI – EXECUTIVE COMMITTEES**

**Original:** EXECUTIVE COMMITTEES

**Changed to:** BOARD COMMITTEES **(Yes, No)**

**Original:** ~~The day to day operation of the Association shall be conducted by an Executive Committee of four (4) members from among the elected Board of Directors. The executive committee will be elected by the Board of Directors. The committee shall consist of the President, President-elect, Secretary, and Treasurer and will hold these posts for a period of one calendar year.~~

**Changed to:** The board shall appoint sub-committees as required to conduct its operation **(Yes, No)**

**ARTICLE IX – GENERAL BODY MEETINGS**

**Revised to (text in blue)**

The general body meeting of the Association shall be ~~called~~ **conducted** by the President **or the Board** at least once a year **on the Republic day Celebration**, and also on such occasions as deemed necessary. Special general body meetings of the Association shall be called by

the President or the Board of Directors, upon receipt of a petition requesting such meeting, signed by at least 20% of the general membership. **(Yes, No)**

## ARTICLE X – AMENDMENT OF CONSTITUTION

Revised to (text in blue)

The Constitution and its future amendments, and the By-Laws and its future amendments, shall be ratified by a 2/3 majority of the members present at the general body meeting. The members present for such amendments must be at least ~~10% of the membership.~~ one-tenth (1/10) of all members in good standing and entitled to vote at any meeting, present in person, shall constitute a quorum for the transaction of business at any meeting of the members. A proposal is approved if it is accepted by a simple majority. If the required quorum is not present, 2/3 of the members present may approve to transact the business and that constitutes the quorum.

**(Yes, No)**

## ARTICLE XI - DISSOLUTION

**Add at the end:** Dissolution of India Association of St. Louis shall be approved by General Body.  
**(Yes, No)**

## BY-LAWS

### ARTICLE II – MEMBERSHIP

Changes in blue:

Membership in the Association is available to persons of any color, race, sex, creed of any Nationality who are interested in the objectives of the Association. **The membership list shall be published on Association website (Yes, No).**

1. The membership fee shall be decided by the Board of Directors and publicized through the Newsletter/~~website/email~~ of the Association. ~~before the beginning of the fiscal~~ **Calendar** year.  
**(Yes, No)**
2. There shall be ~~four~~ **five** types of membership **(Yes, No)**
  - a. Individual Membership
  - b. Family Membership-~~includes wife, husband, dependent parents, and dependent children~~ **under 18**
  - c. Student Membership
  - d. Life Membership
  - e. **Five (5) year membership**

### ARTICLE III – BOARD OF DIRECTORS

**Section #6: Changes in blue:**

The normal duration of the board membership is three (3) years. However, the member may be re-elected for another three year term. Subsequent to completion of the second term he/she is not eligible for re-election or nomination for a period of ~~three~~ **Two** years

**(Yes, No)**

**Section #9: Changes in blue:**

Absence to the Board of Directors meetings three consecutive times in a fiscal year without proper explanation satisfactory to the Board members or a total of six absences in a fiscal year shall mean that the member has resigned automatically from the Board. The President will send appropriate notification to the member(s) to that effect **(Yes, No).**

**Section #10: No change. Add at the end (text blue):** Add the missing sentence from the 2014 revision to member facing document.

“This clause doesn’t apply to 715 Weidman Road.” **(Update only)**

**Section #12: (Revised) - omitted**

The Board of Directors from time to time shall create autonomous bodies to raise funds, build, operate and maintain capital projects. These bodies may have their own rules and regulations, including donor membership and may function through their own a Board of Governors. The Board of Directors will ultimately be responsible for all such capital projects

**(Yes, No)**

**ARTICLE IV**

**EXECUTIVE COMMITTEE Change to (text in blue) OFFICE BEARERS**

**(Yes, No)**

**Removed Sentence**

~~The executive committee shall be responsible for the day to day operations of the Associations.~~ **(Yes, No)**

**Changes in blue:**

1. The Executive Committee **Office Bearers** shall be comprised of a President, President-elect, secretary, and the treasurer. **The Office Bearers cannot serve consecutive terms in the same role.**

**(Yes, No)**

**ARTICLE V**

**BOARD MEETINGS**

**Revised (text in blue)**

The Board ~~with executive committee~~ members shall meet at least once a month.

**(Yes, No)**

**Section #3:** Absence to the Board of Directors meetings three consecutive times in a fiscal year without proper explanations satisfactory to the Board Members or a total of six absences in a fiscal year shall mean that the member has resigned automatically from the Board. The President will send appropriate notification to the member(s) to that effect. **(Yes, No)**

**ARTICLE VI  
ELIGIBILITY OF THE BOARD OF DIRECTORS**

**Revised (text in blue)**

1. Members running for election to the Board of Directors of the Association shall have been members in good standing (Article IV Constitution, and Resourceful and motivated members only. Also those who were suspended or revoked their status/role are not eligible for Board of Directors position) for a period of two (2) years continuously inclusive of the election year. **(Yes, No)**
  
2. Members who have been elected/nominated to the Board of Directors may be re-elected for one additional term. Subsequent to completion of the second term he/she is not eligible for re- election or nomination for a period of ~~three~~ two (2) years.  
**(Yes, No)**
  
3. No more than one person from the family, as defined in the By-laws Article II, will be eligible to be a Board of Director Position for the India Association of St. Louis.  
**(Yes, No)**
  
4. Members of the board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board.
  - a. When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of IAS and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.
  - b. It is every Board member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking.
  - c. Any member who is simultaneously serving in another organization should call a joint meeting with other organization board to discuss the issues of interest.
  - d. Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.

**(Yes, No)**

**ARTICLE VII  
COMMITTEES AND THEIR MEMBERSHIP**

**Revised (Changes in blue)**

2. Membership of Committees
  - a. The **President along with the** Board of Directors shall appoint one or more of its

members in each committee. **Any board member of IASTL who is also simultaneously serving in any other organization should call a joint meeting to discuss issues involving other organization (Yes, No)**

## **ARTICLE VIII FINANCES**

Revised (text in blue)

- 2 All financial receipts shall be deposited with the local bank within ten days of receipt. Life membership ~~dues are deposited in a separate account and only the~~ earnings can be spent by the board for that ~~calendar~~ year. Unused earnings will roll back to the original principle by the end of the year. **Life membership money should be transferred to fixed account periodically. (Yes, No)**
- 3 All checks in excess of ~~\$250~~ **\$1000** shall be signed by both the treasurer and the president. **(Yes, No)**
- 4 All payments in excess of ~~\$50~~ **\$200** shall be made by check. Any cash payments must be accompanied by receipt. **(Yes, No)**

## **ARTICLE IX ELECTIONS**

1. An Election Commission, comprising of three respected members of the Association, shall be appointed by the incumbent Board of Directors for a period of twelve months, starting from ~~October~~ **November** 1, every year. One of these three shall be designated Chief Election Commissioner, and the other two as Election Commissioners. **(Yes, No)**
2. The Election Commissioners will formulate a nomination form that would be published in newsletter/**website**. If valid nominations received by the deadline set forth by election commission, exceeding the number of vacancies of the Board, an election ~~by mail ballot~~ will be conducted **on the day of Republic Day Celebration** by the Election Commission. The President in consultation with his/her Board **will** allocate the funds required for the election. **(Yes, No)**
3. The Election Commission shall discharge the following duties:
  - b. The Election Commissioners shall receive the nomination **individually**, sent by mail addressed to the Election Commission c/o the India Association address. **(Yes, No)**

## **ARTICLE X GENERAL BODY MEETING**

1. The general body meeting of the Association shall be **conducted** ~~called~~ by the President, at least once a year **on the Republic Day celebration** Special general body meetings of the Association shall be called by the President or 6 of Board of Directors, or by a petition signed by at least 20% of the membership. **(Yes, No)**

2. Date and time of the general body meetings should be published at least fifteen days before the scheduled day of the meeting. The information may be given in the form of a letter that may be published in the newsletter so that the information is provided to member at least fifteen days before the meeting or by special written notification.

3. **Agenda:** Any member may request the Board for a general body meeting, with a petition signed by at least 20% of the membership. At the time of such request, the member should submit an agenda agreed upon by the signatories of the petition.

**(Yes, No)**

4. **Question:** The members shall have the right to ask questions seeking some pertinent information in the general body meeting. Such information, if available, shall be furnished by the Board of Directors in the general body meeting. Otherwise, it shall be furnished in writing to the members concerned within fifteen days after the general body meeting.

**(Yes, No)**

5. **Decorum:** The Presiding Officer in the general body meeting shall be the President of the Association or in his absence the President elect. In their absence, the President will nominate one of the board members as the presiding officer. He/She shall maintain the decorum of the meeting as befits the dignity of the association. In case of disruption by any member, or group of members, he/she or they may be suspended for the duration of the meeting or the meeting may also be adjourned. The Presiding officer shall, however, respect the rights of the members to ask questions and present their points of view within the constraints of time and urgency of the matter. If necessary, an appropriate time may be especially assigned to the member for the presentation

**(Yes, No)**

## **ARTICLE XII RULES OF SUCCESSION**

**No changes proposed, except that section #2 has been split into sections #2 & #3 without modifying the content for easy following. (Yes, No)**

In case of vacancies due to disability, resignation, removal, or leaving the St. Louis area, the following rules of succession shall apply.

1. In case the Presidency falls vacant, the President elect will become the acting President for the duration of the outgoing President. He/She shall continue as President for the following year. The Board will elect a new President-elect for the duration of that calendar year only.

**(Yes, No)**

2. In case of vacancies of other offices, the President shall assume the responsibilities temporarily until at the next meeting of the board of directors. New officers are elected to fill the vacancies from among the members of the Board.

3. No more than two new members shall be nominated by the Board of directors to bring its membership again to nine members. If there are more than two vacancies, elections in accordance with established procedures will be held to fill the vacancies, for the term of the outgoing board members. The election officers should be specific as to whose term ends when.

**ARTICLE XIII  
NO CONFIDENCE MOTION**

**No changes proposed, except that section #1 has been split into sub sections (a to c) without modifying the content to make it easy to follow. Board proposed item “d” below;**

**(Yes, No)**

Notice of no-confidence motion against the member of the Board shall be given to the election commission at least fifteen days before the scheduled date of the general body meeting.

- a. In case there is no such meeting scheduled, signed petitions for calling a general body meeting specifically for the purpose of discussing the motion of no confidence may be addressed to the election commission, with a copy to the President and member(s) against whom the no confidence motion is moved.
- b. If the election commission is satisfied that there are valid signatures of at least 25% of the membership of the Association on the petition, it shall call a general body meeting within thirty days for discussing the motion of no confidence. Once such a motion is passed by two-thirds majority of the members present in the general body meeting (if quorum is present), the member(s) against whom the no-confidence motion is passed, shall resign or be removed within seven days and handover all documents and records of the association to the remaining board.
- c. In the event of a successful vote of no-confidence against the entire Board of directors the election commissioners will follow Article XI, item #2.
- d. **Any no confidence motion against another board member, either for the removal from the board or from the office bearer position may be done by 2/3<sup>rd</sup> of majority vote of the full sitting board. Prior to the vote, the board member shall be suspended for a period of 30 days for investigation of causes by an ad hoc committee at a special meeting called for the purpose.**

**(Yes, No)**