

BY-LAWS OF
SUSQUEHANNA MALAYALEE ASSOCIATION (SMA)

(Amended as of December 2011, Revised July 2014)

NAME OF THE ASSOCIATION

The name of the association shall be “**Susquehanna Malayalee Association,**” also known as **SMA**.

ADDRESS

The principal place of business of the SMA is in the Commonwealth of Pennsylvania. The principal address is c/o the President of the SMA, unless otherwise specified.

PREAMBLE

SMA is the realization of long cherished desire of the people of Kerala origin/Malayalee community in and around Central Pennsylvania, to preserve and promote its moral, social, cultural, educational, literary and artistic heritage and utilize the SMA resources solely for the advancement of the objectives of SMA herein described.

OBJECTIVES OF SMA

SMA is a charitable and educational organization with a purpose to educate members, as well as the public at large, on the culture, language and heritage of Kerala and Keralites. The association will support the local communities through both charitable and educational endeavors with the following objectives:

1. To promote and share the unique artistic and cultural, history, traditions and art forms of the state of Kerala, India.
2. To transmit these unique talents and skills of Kerala heritage to future generations. To educate, promote, and encourage individuals to participate in cultural and social activities that advance this goal.
3. To provide encouragement, support and incentives for the continuation of Kerala art forms, culture, heritage, social and family life.
4. To establish a forum to maintain and perpetuate the cultural heritage of Kerala.
5. To provide education, leadership and support to the community in and around Central Pennsylvania.
6. To work with other organizations with similar goals.
7. To encourage members of SMA to serve the community without compensation.
8. To be involved in such acts as may be consistent with or incidental to the attainment of any or all of the above objectives.
9. To be involved in charitable activities that will benefit the community that we live in and beyond
10. To act in accordance with rules and regulations of ‘non-profit organization’ laws of the Commonwealth of Pennsylvania and the Internal Revenue Service (IRS).

**ARTICLE I
MEMBERSHIP**

Section I – Membership in SMA

The membership of SMA shall be open to all persons who share the objectives of SMA and have paid the membership fee for the current year.

There will be two types of members in SMA:

A. Members: Persons who reside in the Commonwealth of Pennsylvania and meet any of the following criteria are eligible to be members in SMA:

1. Keralites
2. Persons related to Keralites and their descendants

Those who meet the criteria above are eligible to vote and hold positions in SMA Board.

B. Associate Members: Those who are not eligible to be members as per Article I Section I.A can be Associate Members of SMA.

Application for membership should be made in the prescribed form provided by SMA and approved by SMA Board. SMA membership is not transferable. The memberships will have two Classes: Family membership and Single membership.

The membership period shall be the same as the fiscal year of the SMA which starts on January 1st and ends on December 31st. Membership renewal is due by January 1st of the fiscal year

Section II - Membership Fee.

- a. Annual membership fee for a family (dependent children and dependent parents living in the same household) and for a single membership will be decided by the Governing Body and then approved in the General Body meeting.

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- b. Membership is for the year, will not be pro-rated.

Section III – Voting Rights

A member must meet the following criteria in order to be called an SMA member with voting rights who is eligible to vote at an SMA meeting:

- a. A member must have paid all the dues for the current fiscal year
- b. A member must be 18 years or older to vote.
- c. One vote is granted for each member over 18 years old and listed in the SMA Membership Form.
- d. The member must be present to vote at an SMA meeting.
- e. To vote in the election for SMA board, a member must have paid all the dues for the current fiscal year, 30 days prior to the date of election.

Section IV – Rights and Responsibilities of Members

- a. Pay membership fees and dues
- b. Advance the objectives of SMA.
- c. Attend the General Body meeting of SMA.
- d. Participate in discussions for the betterment of the SMA.
- e. Participate in all the activities of SMA's such as cultural, sports, charitable or any other special activities
- f. Vote on SMA resolutions/budgets/elections, Serve on the SMA Board.

Section V – Changes in Membership

A member may terminate his/her membership by notifying the President of the SMA in writing.

The membership shall be considered discontinued if the membership dues are not paid by the end of the current fiscal year.

Section VI – Prohibitions

The members of the SMA shall not indulge in the following:

- a. Engage in any political activity during SMA events
- b. Engage in discrimination based on cast, creed, or religion.
- c. Engage in any activities that are in conflict with the objectives of the SMA.
- d. Pass any confidential and personal information of SMA members onto outside parties and use it for any personal business.

**ARTICLE II
OFFICE BEARERS**

Section I – SMA Operations

The activities of SMA shall be managed and administered by the Governing Body of SMA.

All positions in the SMA Board must be filled by SMA members who are eligible as per Article III Section I e. These positions are voluntary and come with no remuneration or compensation. Any authorized expenses incurred on behalf of SMA shall be reimbursed

Section II – Composition of SMA Board (SMA Board of Directors)

The SMA Board shall consist of the following:

- a. Governing Body
 1. President
 2. Secretary
 3. Treasurer
- b. Committees:
 1. Education and Arts Committee
 2. Web Committee
- c. Executive Board

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The Working Committee members of SMA are elected and are a subset of the SMA Board and consist of the following:

- a. Governing Body
- b. Education and Arts Committee
- c. Web Committee

Section III – Duties of SMA Board

The SMA Board members shall bear the following responsibilities.

a. President

The President of the SMA shall be the Chief Executive Officer. The President shall provide leadership within the framework of the By-Laws of the SMA. The President shall preside over all meetings of the SMA Board and the General Body meeting. The President is responsible for making sure all the necessary tax related papers and official papers with state and federal agencies are filed. The President will be the spokesperson for SMA

b. Secretary

The Secretary shall have custody of all non-financial records of SMA, including proceedings of all meetings and appropriate records of membership. In addition, the Secretary shall serve as acting President, should the SMA President be unavailable for an extended period of time (greater than two weeks) or become incapacitated. During the period the Secretary serves as the acting President, the SMA Board will assign a Board member for temporarily carrying out the additional duties of the Secretary

The Secretary shall be responsible for notifying the SMA members of all SMA related activities as needed.-The Secretary shall maintain the official record of SMA members and shall publish a current membership list and communicate it to the active members at least 3 weeks prior to the annual business meeting or General Body meeting.

c. Treasurer

The Treasurer shall keep all financial records of SMA. This shall include (but is not limited to) managing all SMA bank accounts, making payments as directed by the SMA Board, for any and all financial obligations of the SMA. The Treasurer shall also be responsible for collecting all membership dues, meeting fees and other financial receipts of the SMA.

The Treasurer shall sign all the checks along with the President or Secretary.

The Treasurer will also prepare a financial report of the SMA as per accounting procedures for the annual business meeting or General Body meeting and shall provide all the necessary documents for auditing the accounts of the SMA. The Treasurer is responsible for filing all the necessary tax related papers with state and federal agencies if required.

The Treasurer shall serve as the Acting President, should the SMA President and Secretary be unavailable for an extended period of time (greater than two weeks) or they become incapacitated. During the period the Treasurer serves as the acting President, the SMA Board will assign Board members for temporarily carrying out the additional duties of the Secretary and the Treasurer.

d. Committees

The SMA shall, from time to time establish various acting committees as needed to advance the goals of the SMA.

There shall be Two standing Committees (Education / Arts Committee and the Web Committee).

1. Education and Arts Committee – The chair of Education and Arts Committee will provide leadership to the committee. The members of this committee will co-ordinate the educational and artistic activities of the SMA. The educational and artistic programs could be conducted by SMA or conducted by other organizations and in which the SMA participates. There can be a maximum of four active members in the committee.

2. Web Committee – The chair of the Web Committee will provide leadership to the committee. The primary task of the web committee will be to maintain the SMA web site and SMA member's database. The Governing Body must

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approve the content of the SMA website. The web committee may also get requests to send group emails to SMA members and update the SMA website with Sponsor advertisements; however any such activities will require the pre-approval of the Governing Body. There can be a maximum of two active web committee members at a time. Since there will be confidential information (name, address phone number etc.) which will be handled by the Web Committee, it is important that none of the Web Committee members should pass this confidential information onto outside parties or for personal purposes.

3. Special Committees - Special committees can be started by the SMA Governing Body as required. The number of committee members, duties and the term will be decided by the SMA Board.

e. Executive Board

There will be five members in the Executive Board and it will be formed as follows:

1. The immediate past president will automatically become a member of the Executive Board for a one year term. Term limitations as per Section V. d of Article II will apply.
2. Any subsequent vacancies in the Executive Board will be filled by elections as per Article III.
3. A Chairperson will be determined with majority decision of the Executive Board.

The purpose of Executive Board is to formulate guidance for the long term performance and development of SMA and verify that the SMA Working Committee operations are running as stated in the By-Laws of SMA. There are many situations by which the Executive Board can provide advice for the smooth running of SMA.

1. If the Executive Board collectively (3 out of 5) decides that the SMA is not functioning according to the By-Laws of SMA. Executive Board will try to resolve the issue(s) with the Working Committee.
2. SMA members can collectively request the Executive Board to look into governing of SMA by the Working Committee. This can be done only if there are 20% of the total members who are raising the issue.

Once the Executive Board receives any of the above initiative then the Executive Board will meet (may or may not involve the Governing Body) and come out with a resolution.

In case the resolution is not unanimous by the Executive Board, an SMA Board meeting will be called for. In case the resolution is not agreed by Sixty percent of the SMA Board, the issue will be presented in a General Body meeting along with the recommendation from the Executive Board and the majority decision of the SMA General Body will be final.

Any dispute or initiative that has an impact on the governing or running of the SMA which extends past the fiscal year shall be presented in a General Body meeting and the majority decision of the SMA General Body will be final.

Section IV – Additional Duties

The SMA Board shall have the authorities and duties listed in these By-Laws and any other authority granted to them by a majority vote of the SMA members with voting rights.

Section V – Term and Conditions for SMA Board

- a. Only one family member can serve in the Working Committee or on the Executive Board at the same time. A member may hold only one position on the SMA Board at a time (i.e., one per term).
- b. A member of the SMA may not serve more than two consecutive terms in the SMA Working Committee or in the Executive Board.
- c. The term of the SMA Working Committee shall be one year. The term of the elected Executive Board member shall be two years. The term of the non-elected Executive Board member is defined in Article II Section III e.
- d. A member of the SMA may not serve more than four consecutive terms in SMA Board
- e. An SMA Board member shall maintain valid SMA membership during their tenure as a Board member.

Section VI – Transition Process of Board Members

The members for the new Board should be selected at least four weeks in advance of the completion of the

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existing Board. Once the new Board members are selected, there will be a transition period of four weeks, which will be the official hand over process of the responsibilities of current Board to the new Board.

1. Handover Process of current Board to new Board.

The handover process will start four weeks before the expiration of the term of the current Board members. During the four weeks, all papers and documents related to SMA must be handed over to the new Board members. A checklist document will detail all these documents, and this checklist document has to be signed by the outgoing Governing Body and the incoming Governing Body. This document will detail all tax and registration related information, responsibilities, entertainment and web related items. After the official signing of the document by all concerned parties, the official operations of SMA will be taken over by the new Board.

2. Handover process of SMA documents in case a Board member is vacating due to any reason.

The handover process is the same as mentioned above item but there will be a second section. There will be provision for signatures for vacating and newly elected board member. The vacating and incoming Board member must sign appropriate form to handover the SMA documents. All the documents related to SMA must be handed over to the new board member. The vacating board member should not keep any original SMA documents and or duplicate any records for any personal use.

Section VII – Termination of SMA Board member

A two-thirds vote of the SMA Board is required to remove any SMA Board member. The only grounds for such a removal are:

1. If the SMA Board member fails to attend three consecutive SMA Board meetings (not counting excused absences).
2. If the SMA Board member has been misusing their authority (as stated in the By-Laws), or has misappropriated SMA funds or worked against the interests and objectives of the SMA.
3. If the SMA Board member's activities are against the objectives of the SMA
4. If the SMA Board member commits a felony or a crime related to SMA.

A Board member may terminate his tenure by resigning. Resignation notification should be forwarded to the President. In the event of the President resigning, notification should be forwarded to the Chairperson of the Executive Board.

Section VIII – Dispute handling within Board members

The Governing Body of SMA will be taking the day-to-day decisions for running of SMA smoothly. In case there is any kind of dispute among the Governing Body or Committee members that cannot be resolved in the Governing Body, the following procedures will be adhered, so that a resolution for the dispute can be materialized.

- a. If the dispute is within the Governing Body, then the member(s) of the Governing Body can approach the Executive Board for assistance in resolving the matter.
- b. If the dispute is within the Committees then the member(s) of the committees can approach the Governing Body for assistance in resolving the matter, if the issue is still not resolved, then it can be brought to the attention of Executive Board by the member(s) of the Working Committee for assistance in resolving the matter.

In case the resolution is not unanimous by the Executive Board, an SMA Board meeting will be called for. In case the resolution is not agreed by Seventy Five percent of the SMA Board, the issue will be presented in a General Body meeting along with the recommendation from the Executive Board and the majority decision of the SMA General Body will be final.

Any dispute or initiative that has an impact on the governing or running of the SMA which extends past the fiscal year shall be presented in a General Body meeting and the majority decision of the SMA General Body will be final.

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Section IX – Filling up vacated positions in the SMA Board

There could be vacancy coming up in SMA Board due to a board member leaving the position due to any reason. This vacant position in SMA Board will be filled up as follows for the remaining term of the person vacating the Board:

- a. If the vacancy is in the Governing Body, the SMA Board will nominate an SMA member with voting rights to this position.
- b. If the vacancy is in any other position, the Governing Body can nominate an SMA member with voting rights to this position. This will have to get the majority approval of the SMA Board.

**ARTICLE III
ELECTION**

Section I – Elections

- a. The election of the SMA Board shall be held at the General Body meeting, which shall be conducted between September 1st and December 31st of the year prior to the next term of office.
- b. The current SMA voting Membership shall be given three weeks written notice, advising them of the location, date and time of the General Body meeting and elections.
- c. An Election Officer shall be appointed by the Governing Body from the SMA members with voting rights. The Elections Officer shall be responsible for conducting the SMA election as per SMA By-Laws.
- d. The SMA Secretary shall provide the Elections Officer with a current list of SMA members with voting rights.
- e. Any SMA member with voting rights who has been a paid member for two consecutive years (current and the immediate past year) shall be a qualified nominee for the SMA Board. The nominee shall be present during the election.
- f. Nomination for the SMA Board should be proposed and seconded by any SMA member with voting rights.
- g. In case of more than one candidate to a position, the election officer shall use the voting process to determine the outcome.
- h. If two or more persons tie for one position, the winner shall be chosen by drawing lots, unless one of the contestants is willing to withdraw.
- i. If any of the positions of the SMA Board are not filled, the newly elected SMA Board shall have the rights to fill those positions by two-third majority vote of the newly elected SMA Board.
- j. Secretary should mail the list of paid membership at least 3 weeks prior to the day of election to the SMA voting membership

**ARTICLE IV MEETINGS AND
QUORUMS**

Section I – SMA Meetings and Quorums

- a. A business meeting of the SMA shall be held at least once a year. The Secretary shall call for special business meetings or General Body meetings as needed and as authorized by a two-thirds vote of the SMA Board.
- b. The time, date, place and purpose of the meeting shall be informed to the current SMA Membership not less than three weeks prior to the meeting.
- c. For SMA business meetings or General Body meetings it is recommended that all the SMA members with voting rights must attend. A quorum for General Body meeting shall be 10% of the SMA membership.
- d. Meetings of the SMA Board shall be held as often as necessary, not less than two times during the fiscal year. The meeting can be called by the President or by a majority of the SMA Board.
- e. A quorum for the SMA Board shall be 50% of the SMA Board.
- f. SMA Board, Governing Body, Working Committee, Committees and Executive Board may convene as necessary and as required during their tenure. President or respective Chairs may call for the meetings as appropriate. Minutes of these meetings will be distributed to all members of the SMA Board by the Secretary or the Chairs. Secretary will keep a copy of the minutes in file.

**ARTICLE V BUDGET
AND FINANCE.**

Section I – Budget and Finance

- a. The Governing Body shall propose a budget at the annual business meeting or the General Body meeting before the start of the fiscal year.

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- b. A simple majority vote at the meeting is needed to approve the budget proposed by the Governing Body.
- c. A two-thirds vote of the SMA Board is required before committing the SMA to any significant (over \$500) financial obligations, which was not included in the SMA Annual Budget.
- d. The President can authorize expenditures of less than \$500 dollars (total), without the SMA Board meetings.
- e. No part of the assets or net proceeds of SMA shall be used to the personal benefit of any member of SMA or any private individual except for the purpose of reasonable compensation for services or materials rendered to SMA or charity contributions.

**ARTICLE VI
RECORD KEEPING**

Section I – Record Keeping

- a. The Official Records of the SMA shall consist of its By-laws, correspondence with IRS and Commonwealth of Pennsylvania, amendments to the By-Laws, minutes of all meetings, membership lists, financial documents (copies of checks and receipts) and any other documents that are designated by the SMA Board from time to time.
- b. The Secretary or any SMA Board member directed by the SMA Board upon absence of the Secretary shall maintain the minutes and the records.
- c. All records shall be open for inspection to any SMA member with voting rights if sufficient prior notice of request for examination is made.
- d. All records of the SMA shall be handed over to the new office bearers within 15 (Fifteen) days of the start of the new term.
- e. In case due to some reason any SMA Board member has to leave, all records of the SMA in custody of the leaving member, must be handed over by the leaving board member to the incoming board member or to the current Governing Body.

**ARTICLE VII
LIABILITIES & LIMITATIONS**

Section I – Liabilities

The SMA Board shall provide provisions for the payment of all the liabilities of SMA. In the event of SMA dissolution, all liabilities must be satisfied before any asset distribution.

Section II – Limitations on Liability of SMA Board members

SMA shall indemnify and defend the past and current SMA Board members for any subsequent judgments or government actions taken against them for the actions of the SMA, not resulting from intentional errors on the part of the SMA Board members during their tenure.

**ARTICLE VIII AMENDMENTS TO
THE BY-LAWS**

Section I – Amendments to the By – Laws

The SMA By-laws may be amended, added or modified at a General Body meeting with a two-thirds majority vote. No amendment shall be put to vote, unless the written text of the amendment or Amended By-Laws is provided in writing to the current SMA voting membership at least three weeks prior to the voting date. Any modifications proposed to the amendments or to the Amended By-Laws during the voting date can be voted on the same date.

This will be attained as follows:

1. Any SMA member with voting rights can propose amendments to the By-Laws. The Amendments can be proposed to the Governing Body or can be presented in a General Body meeting.
2. The purpose and need of the By-Law amendment should be approved by the majority decision of the Governing Body and the Executive Board.
3. SMA Board will form a By-Law Committee if necessary. This will be comprised of members from SMA Board and other SMA members willing to participate. The By-Law Committee will review the purpose and need, prepare the By-Law amendments and present to the SMA Board. The SMA Governing Body will present it at the General Body meeting. The SMA Board will implement the By-Law amendments upon its approval by the General Body with an effective date.

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**ARTICLE IX
PROHIBITIONS ON MERGERS, AUTHORIZATION OF DISSOLUTION**

Section I – Prohibitions on Mergers

The SMA Board and the SMA membership cannot vote to merge the SMA into any other organization or association.

Section II – Authorization of Dissolution

A two-thirds vote of the SMA membership is required to dissolve the SMA. During any dissolution, liquidation or winding up of the Association (whether voluntary or involuntary), the net assets shall be distributed as determined by the General Body to one or more educational or charitable organizations exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any such future laws.

**ARTICLE X
COMPENSATION OF ELECTED OFFICERS**

The services and activities of SMA are for charitable purposes and totally on volunteer basis. No officers or Directors of the SMA will be given or entitled for any compensation for their services to the organizations and the time spend by them in organizing and implementing the volunteer and social activities.

**ARTICLE XI
CONFLICT OF INTEREST**

All members, officers and directors of SMA shall not have any direct or indirect financial interest in the organization through business, investment, or family. Financial interest will include direct and indirect remuneration as well as gifts or favors. In connection with any actual or possible conflict of interest, an interested member, officer or director of SMA must disclose the existence of the financial interest and he shall be given the opportunity to disclose all material facts to the directors and members of the committees with governing board delegated powers considering the proposed transaction or arrangement. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such a belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. All information and names of the person having conflict of interest and all findings about the conflict of interest and appropriate disciplinary and corrective actions recommended shall be recorded in the minutes of the meetings of board or committees meetings.

**ARTICLE XII
EFFECTIVE DATE**

This Amended By-Laws will be effective starting January 1, 2012 until subsequently amended by the SMA General Body.

[INITIAL BY-LAWS AND AMENDMENTS as of NOVEMBER 2009](#)

[BY-LAW AUTHENTICATION PAGE, DECEMBER 2011](#)

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