

**Mangalorean Catholic Association - EC Inc.**  
(MCA-EC)

# **By-laws**

Approved on 09<sup>rd</sup> March, 2019 at the Annual General Meeting  
Iselin Public Library, NJ.

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## Article I – NAME, ADDRESS, AND LOGO

1.1 The name of the organization shall be “Mangalorean Catholic Association EC Inc.”, hereafter abbreviated as MCA-EC. The organization will be registered in the State of New Jersey. The name is chosen to represent the origin and cultural heritage of the members.

1.2 The registered address of the organization is

MCA-EC  
P.O.Box 41, Woodbridge NJ 07095

1.3 The logo of the organization is as follows. It reflects the origin of membership heritage (Mangalore, India) and establishment of MCA-EC in the United States of America.

1.4 The Common Seal of the Association shall be a device or logo containing the name of the Organization as follows:



:

The seal shall be kept in the custody of the Secretary of the Executive Board and shall be used by the officers delegated. It shall not be affixed except by the resolution of the Executive board.

1.5 The fiscal year shall be the same as the calendar year beginning January 1st and ending December 31st for bookkeeping purposes.

## Article II – PURPOSE & OBJECTIVES

MCA-EC is organized exclusively for charitable, educational and the purposes mentioned below. For such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal code.

The objectives of the Organization shall be:

- 2.1 To promote cultural, educational & social activities among Mangalorean Indians residing in USA.
- 2.2 To provide opportunity for Mangalorean Indians residing in USA to periodically assemble and participate in efforts to develop better understanding of matters of importance & concern.
- 2.3 To promote better understanding and friendship between Mangalorean Indians & other communities through periodically organized activities designed to interpret and exchange cultural values.
- 2.4 To cooperate with other similar organizations on matters of mutual interest and concern.
- 2.5 To maintain contact with the Indian homeland and to participate in mutually beneficial programs & activities.
- 2.6 To provide temporary assistance to Mangalorean Indians relocating to the US who are in need, of adjusting to the new society.
- 2.7 To organize compassionate programs for the benefit of the economically challenged and those who have suffered due to a natural disaster.
- 2.8 To address professional, and educational needs of our members and the community.
- 2.9 To address the personal and social challenges of our members and the community.

## Article III -DEFINITIONS

It is agreed for the purpose of these by-laws, unless a contrary intention appears, that the words:

- 3.1 "Organization" means The Mangalorean Catholic Association EC Inc., abbreviated as "MCA-EC"
- 3.2 "Mangalorean" shall mean any person who is of Mangalorean origin (either one parent or grandparents are Mangalorean).
- 3.3 "Executive board comprises of elected members" who are responsible for the day to day operations of the organization.
- 3.4 "Advisory council" is elected members who oversee the activities and welfare of the organization and its members.
- 3.5 "Member" is a person who is current on their membership dues and a resident (as defined by the US tax laws) of the United States of America.
- 3.6 "Family" is a unit consisting of an adult and his/her legal partner and their children living together in a single household.
- 3.7 "Voting member" shall mean a member who is 18 years or older on the prescribed date and is of sound mental capacity.
- 3.8 "Non-Voting member" shall mean a member who is a dependent of a voting member. (e.g.. Minors (Below 18) and visitors )
- 3.9 "Membership year" shall mean to be one year that begins from April 1st until March 31st of the following year.
- 3.10 "Tax and Financial year of the organization shall mean the calendar year starting on Jan 1st to December 31st of the same year.
- 3.11 "VADO" shall mean a geographical grouping of MCA-EC families (typically 6-10 families) promoting the goals and objectives of the organization.
- 3.12 "Gurkar and/or Gurkarn" shall mean MCA-EC voting member who is elected by the voting members of the respective VADO.
- 3.13 "Spiritual Director" is a religious figure who is committed to the organization in offering spiritual guidance.

## Article IV -MEMBERSHIP

- 4.1 All persons who are committed to the objectives of the Organization shall be eligible for membership as provided in the by-laws.
- 4.2 Registration can be as an individual or a family unit.
- 4.3 Application for admission to membership shall be made in writing on the approved organization form:
  - 4.3.1 The application shall be referred to the Executive board for final approval.
  - 4.3.2 Every applicant shall have reached 18 years of age, be of sound mind
  - 4.3.3 Every application received shall be accompanied by the membership fee, which shall be refunded should the application not be accepted.
- 4.4 If, for any cause whatsoever, a dues paying person ceases to be a member of the Organization, he/she shall not, nor shall any of his/her dependents have any interest or claims against the funds and property of the Organization due to or by reason of his/her previous membership in the Organization.
- 4.5 Membership dues/fees are to be set and reviewed by the Executive board of the Organization periodically.
- 4.6 Membership dues/fees, as determined by the Executive board will be levied and become payable by all members, including Officers of the Organization. Any such fees are non-refundable. Single/Couple membership fees to be at the same rate as Family based membership fees.
- 4.7 The membership year begins from April 1st and ends on March 31st of the following year.

## Article V - GOVERNANCE STRUCTURE

### 5.1 Executive Committee

- 5.1.1. Voting Members of the Executive committee: Elected by show of hands or secret ballot. The term of elected members is one year.
  - 5.1.1.1 President: Leads the organization.
  - 5.1.1.2 Vice president: In addition to the erstwhile duties of VP of Programs, assists the president in executing his/her duties.
  - 5.1.1.3 Treasurer: Responsible for the receipt and disbursement of funds for the organization, maintaining the accounts of the organization, preparing the tax returns and filing all necessary form with appropriate authorities and publicizing the accounts of the organization in a timely manner.
  - 5.1.1.4 General Secretary: Responsible for recording and publishing the minutes of all board meetings, calling for the annual general meeting, and special general meeting.
  - 5.1.1.5 Regional Coordinator: Coordinates activities between Vado/regional units.

The voting members of the Executive Committee form the Executive Board. It will carry out all its operations, events and fund raising to align and adhere to the Purpose and Objective of MCA-EC as defined in Article II.

- 5.1.2 Non-voting members of the executive committee, but voting members within their own committee. Chairs of the following Standing committees.
  - 5.1.2.1 Social Activities Chair
  - 5.1.2.2 Philanthropic Activities Chair
  - 5.1.2.3 Public Relations Chair
- 5.1.3 Legal Counsel (Non-voting advisor), if required.

### 5.2 Standing Committees

- 5.2.1. The standing committees are committees whose term does not expire.
  - 5.2.1.1 Member are appointed (not elected) by the executive board.
  - 5.2.1.2 The term of the members coincides with the executive committee that appointed them.
  - 5.2.1.3 The chair of the committee is elected by the members of that committee.
  - 5.2.1.4 There are no limits on the number of terms a member can be appointed to a committee.
  - 5.2.1.5 A member can be only part of one committee at a time.
  - 5.2.1.6 The committees will have voting rights within their own committees.
- 5.2.2 The standing committees are as follows:
  - 5.2.2.1 **Social Activities Committee:** Responsible for conducting activities throughout the year for the association. Consists of 5 members. Examples of activities to be conducted include the Monthi fest, Christmas gala, summer picnic, retreats, cultural programs, language programs, special interests program, summer programs, etc.
  - 5.2.2.2 **Philanthropy Committee:** Responsible for organizing philanthropic activities for the organization. Consists of 3 members. Social outreach would include guidance, mentoring and help in fields like education, employment, relocation, bereavement, health, prayer other needs of the members. Examples of activities to be conducted include visits to hospitals, soup kitchens etc.



- 5.2.2.3 **Public Relations Committee:** Responsible for communicating to the media, publishing information to the members, managing the website and publishing the quarterly newsletter. It consists of the following members:
- 5.2.2.3.1 Public relations officer (chair)
  - 5.2.2.3.2 Newsletter editor
  - 5.2.2.3.3 Regional newsletter editors (1 per vado)
- 5.2.2.4 **Elections Committee:** Responsible for conducting all elections for the organization. It will be independent of the executive committee in fact and appearance. The Gurkar shall nominate one person to the election committee with the explicit advice and consent of the vado members. It brings representation from all vados, and is then an activity of people choosing their leaders.
- 5.2.2.4.1 Responsible for receiving nomination of candidates for elections
  - 5.2.2.4.2 Responsible for finalizing and publicizing the ballots for each election
  - 5.2.2.4.3 Responsible for vetting and certifying candidates for each election
  - 5.2.2.4.4 Responsible for tabulating the votes cast and communicating the final tally.
  - 5.2.2.4.5 Responsible for certifying the results of each election.
  - 5.2.2.4.6 Responsible for setting up procedures for resolving conflicts arising during or related to elections.
  - 5.2.2.4.7 Responsible for facilitating the voting on any proposed amendments during the AGM or SGM in coordination with the General Secretary.
  - 5.2.2.4.8 A member of the election committee cannot stand for an election unless he or she steps down from the elections committee.
- 5.2.2.5 **Technology Council:** Responsible for maintaining and implementing technology solutions for the organization. The strength of the council is decided by the executive committee.

### 5.3 Short term Committees

5.3.1 The short term committees are committees of members appointed by the executive committee to provide assistance on a particular subject. Each committee appointed will have a chair that will report to the executive committee. The term of the committee cannot exceed one year and cannot continue beyond the term of the executive committee that appointed it. Examples include committees to propose amendments to the by-laws, to determine the role and structure of the vado etc.

5.3.2

### 5.4 Advisory Council

The Advisory Council shall be responsible to the organization to uphold the goals and objectives of the Organization.

#### 5.4.1 Eligibility:

- 5.4.1.1 Any voting member, being nominated by the vado and is willing to represent the vado on the council.
- 5.4.1.2 Each Vado can have at most one representative on the council.
- 5.4.1.3 A member who is currently part of the executive board or any other elected position is not eligible to be part of the council.

5.4.2 **Term:** The term of the Advisory Council is limited to two years.

5.4.3 **Responsibilities:** The responsibilities of the council are the following.

- 5.4.3.1 To oversee the functioning of the executive board to ensure that it complies with the by-laws of the organization and is in line with the goals and objectives of the organization.

5.4.3.2 The advisory council will at no time interfere with the operations of the executive board.

5.4.3.3 The advisory council can recommend corrective actions in writing in line with section 5.4.3.1 to the executive board and provide a reasonable timeframe to implement them.

5.4.3.4 The advisory council can call one special general body meeting per membership year and advise the organization of any corrective action required in the functioning of the executive board.

## 5.5 Vado

5.5.1. Vado is an administrative sub-division of the MCA-EC whose identity, goals and objectives are in line with the organization.

5.5.2. Vado activities have to be coordinated with the executive board.

5.5.3. Vado members must be voting members of the organization.

5.5.4. A member shall be part of only one vado.

5.5.5. The membership rolls of the vado shall be reviewed and revised periodically with a period not exceeding one year.

5.5.6. Any financial activities of the vado shall not conflict with that of the organization.

5.5.7. "Vado event" is an event that is decided jointly by the Vado Gurkar and Vado voting members at the beginning of the year. These events are coordinated by the Gurkar or his/her appointee and Vado members are invited using Vado distribution list. All other events are personal/family events and all Vado members should respect the decision of the host (without ill feeling) to invite only a limited set of people based on his/her preference.

5.5.8. Vado events are open to all at the discretion of Gurkar and Vado majority members, however, the decisions can be made only by the VADO voting members.

5.5.9. A member of MCA-EC can choose a vado during the registration. Any changes to move between Vados will need to be requested thru a process prescribed by the Executive Board. The regional coordinator will facilitate the move. All requests to change a vado will have a wait time of 45 days from the date of the request.

## 5.6 Vado Leader (Gurkar/Gurkarn)

5.6.1. The Gurkar/Gurkarn shall be elected by the voting members of the Vado and is limited to one position to a vado.

5.6.2. The term shall coincide with the term of the membership year (One year).

5.6.3. The Gurkar/Gurkarn shall have a maximum of a two year term (if re-elected, after one year) and a one year break is mandatory before elected to the next term.

5.6.4. Gurkar/Gurkarn roles and responsibilities.

- 5.6.4.1 The Gurkar shall nominate one person to the election committee with the explicit advice and consent of the vado members.
- 5.6.4.2 The Gurkar shall nominate one person to the advisory council with the explicit advice and consent of the vado.
- 5.6.4.3 The Gurkar shall revise the membership rolls in coordination with Regional Coordinator.
- 5.6.4.4 The Gurkar shall be responsible to communicate with members of the vado, the information related to the vado and any such information that the executive board has requested to be retransmitted.
- 5.6.4.5 The Gurkar shall transition within two weeks of the election all financial, electronic and physical assets to the incoming Gurkar/Gurkarn.
- 5.6.4.6 Respect the organizational hierarchy and address the needs of the members in his/her jurisdiction.

5.6.5. For any action against the Gurkar/Gurkarn, there must be fifty percent plus one vote of the voting members of that vado. Regional Coordinator should provide the list (name, phone) of Vado voting members to any Vado voting member on his/her written request stating the purpose and usage of the list.

## 5.7 Special Events Committees

The special events committees (excluding the Picnic, Monthi Festh and Christmas Gala) are committees of members appointed by the executive committee to provide assistance on a particular event. Each committee appointed will have a chair that will report to the executive committee. The term of the committee cannot exceed one year.

# Article VI - OPERATIONS

## 6.1 Duties of the Executive Board

### 6.1.1. President

- 6.1.1.1 To call meetings of the Executive board and of the Organization
- 6.1.1.2 To preside at all the Executive board meetings with other officer
- 6.1.1.3 To call and preside at all Planning committee meetings
- 6.1.1.4 To provide leadership and oversee all areas of operation of the Organization
- 6.1.1.5 To ensure the continuous well-being and ethical conduct of the organization as well as its proper governance in the best interest of the general membership and traditions of the Organization.

### 6.1.2. Vice President

- 6.1.2.1 To assume the duties of the President in the event of the President's inability or absence to perform his/her duties.
- 6.1.2.2 To assist the President and act for him/her, or preside when requested.
- 6.1.2.3 To provide leadership regarding social, cultural, educational activities of the Organization.
- 6.1.2.4 To lead and provide directions to the members appointed to the event planning committee.
- 6.1.2.5 To be physically present and oversee all organization, social and cultural events.

### 6.1.3 General Secretary

- 6.1.3.1 To represent the Organization to the public.
- 6.1.3.2 To be the liaison to other Organizations.
- 6.1.3.3 To be the one person of contact for communications within and without the organization.
- 6.1.3.4 To oversee the responsibilities and to coordinate the activities of the webmaster
- 6.1.3.5 To receive, answer, and keep records of all correspondences.
- 6.1.3.6 To recruit and on board new members to the organization.
- 6.1.3.7 To create / update membership forms and to determine the membership fees, in conjunction with the board.
- 6.1.3.8 To record Minutes of all Executive and General Body meetings.

### 6.1.4 Regional Coordinator.

- 6.1.4.1 Liaison between the Executive board and the Gurkars.
- 6.1.4.2 Foster more inter-vado activities and communication via the Gurkars.
- 6.1.4.3 Bring standards and provide high level oversight into vado/regional events.
- 6.1.4.4 Responsible for membership review and introduction of new vado, if required.

### 6.1.5 Treasurer

- 6.1.5.1 To keep all records and accounting records and to have the records open for inspection by the Executive board and the Auditors.
- 6.1.5.2 To receive and account for all funds paid to the organization and to deposit them at such banking institutions as may be designated by the Executive board.
- 6.1.5.3 To deposit funds and to issue receipts for all money received.
- 6.1.5.4 To manage postal mailbox which includes renewal of P.O Box.
- 6.1.5.5 To manage payment and renewal of all technology (Portal, Websites, PayPal).
- 6.1.5.6 To disburse payments on behalf of the Organization ensuring that all such payments are properly approved and are within the approved Budget. All payments shall require prior approval of the Executive board.
- 6.1.5.7 To maintain an inventory of all the assets of the Organization and present the same to the members when required to do so.

6.1.5.8 To submit annual financial statements as required to the Executive board, Auditors, CPA, and the Membership of the Organization.

## 6.2 Powers of the Executive board

6.2.1 Subject to the rules and regulations in force, the Executive board shall have full discretion and powers to govern the Organization in accordance with the By-Laws.

6.2.1 All documents and contracts necessary for the day to day running of the Organization shall be signed jointly by any two of the members of the Executive board, except for bank checks which will be signed by either the President or Treasurer from the Executive Board.

6.2.3 Only the Executive board shall have special powers to collect membership and event fees, sponsorship or authorize such collections, for any specific purpose in line with the by-laws.

6.2.4 The Organization may receive or accept money only for the purpose of promoting its objectives, and shall not, at any time, pay any assets nor pay any compensation to its members for personal benefit. It may use the amount collected, as directed by the Executive board of this Organization.

6.2.5 All funds belonging to the Organization shall be banked and operated in the name of "Mangalorean Catholic Association - EC Inc."

6.2.6 Banking accounts shall be operated and jointly controlled by President and Treasurer.

6.2.7 The Executive board shall take responsibilities to resolve any conflict or issues at the Executive board level first. When all avenues are exhausted, then Executive board will engage the Advisory Council.

6.2.8 Members of Executive Board are required to provide their individual social security number directly to our designated Accounting firm within 2 weeks of taking board position. Outgoing Executive Board members SSN will be replaced by the new Executive Board members SSN.

6.2.9 No remuneration shall be paid to any member of the Executive board or Advisory Council for the execution of their duties.

6.2.10 Executive board shall provide a list of current members & new members to Advisory Council and to all voluntary positions including all Gurkars/Gurkarns with clearly stated purpose and usage.

6.2.11 Executive board will share consolidated survey responses, copy of emails on specific subject/topic/issue, voting details, official documents, financial details upon written request clearly stating purpose and usage to the Advisory Council.

6.2.12. The Regional coordinator shall be the point person within the Executive Board to communicate with the Gurkar/Gurkarn for VADO related activities. He/She will review the communication prior to sending to VADOs, if prior agreement exists. Gurkar/Gurkarn will communicate with the regional coordination on a regular basis. The Regional coordinator will hold meetings as needed to discuss Vado health with the Vado Gurkrar/Gurkarns.

6.2.13 The Executive Board will carry out all its operations, events and fund raising to align and adhere to the Purpose and Objective of MCA-EC as defined in Article II.

6.2.14 MCA-EC shall have grievance email address to raise member's grievance, and the grievances shall be addressed jointly by President or nominated executive board member and Advisory council chair or nominated advisory council member. The acknowledgement is 2 days and resolution is 2 weeks.

6.2.15 Members of the Executive board shall be entitled to free admission to the three paid events (Picnic, Monti Fest and Christmas Gala), this shall not include any family members of the executive board

6.2.16 MCA-EC Members shall be entitled for reimbursement of any MCA-EC business expenses as long as it adheres to the expense policy and pre-approved by the Executive Board

## 6.3 Term

6.3.1 The term of Executive board will coincide with membership year.

6.3.2 The Executive Board will have to contest the election after the one year term for any position in the Executive Board for the following year.

## 6.4 Removal of officers and absenteeism

6.4.1 Any misconduct, maladministration or malfeasance in the MCA-EC position will be a cause for removal from the MCA-EC position with immediate effect and possible legal action.

6.4.2 Any elected officer of MCA-EC, not living to the code of conduct is subject to removal from the elected position subject to the following procedure.

6.4.2.1 An elected Executive Board Member, Advisory council member not living up to the code of conducts can be removed by calling a special general body meeting inviting voting members of MCA-EC. A 50 percent plus one vote majority is required among the voting members present to remove the elected executive.

6.4.2.2 An elected Gurkar, not living up to the code of conducts or insubordination to the executive board, can be removed by calling a Vado meeting inviting voting members of the Vado. A fifty percent plus one vote majority is required among the voting members present to remove the elected Gurkar from Gurkar position.

6.4.3 Any member of the Executive board, who fails to attend three (3) consecutive meetings or 75% of meetings convened in a calendar year, without giving justifiable reason, shall automatically cease to be a member of the Executive board.

6.4.4 Any position, when vacated in the middle of the board term for any reason, shall be filled as follows:

6.4.4.1 If more than 6 month remain in the term, then a fresh election for the post must conducted by the election committee

6.4.4.2 If less than 6 months remain in term, then executive board can nominate a candidate (subject to meeting eligibility criteria of candidate) and approved by majority of Gurkars and the advisory council members.

6.4.5 A member of the executive board and/or Gurkar, not living up to the code of conducts or exhibits insubordination, can be suspended by a 3/4<sup>th</sup> majority vote of both the Executive board and Advisory council. The members so suspended cannot execute his/her functions until the next meeting (Vado meeting for Gurkar and Special General Meeting for Executive Board member), where a decision is made. The Vado meeting and/or Special general Meeting shall be held within 30 days of the vote.

## 6.5 Meetings

### 6.5.1 Executive Board Meetings.

6.5.1.1 The President shall call the meetings giving reasonable notice to the other members of the Executive board.

6.5.1.2 An agenda shall be prepared and distributed prior to the meeting

6.5.1.3 A two-thirds majority shall constitute a quorum.

6.5.1.4 The Executive board shall meet a minimum of 4 times a year or have special meetings as required to conduct the day to day business of the Organization and plan activities to achieve the goals of the MCA-EC.

6.5.1.5 The minutes of meeting shall be recorded by the secretary and published.

6.5.1.6 Voting at the meetings shall be by voice vote.

6.5.1.7 Any two members can call for a motion to vote by hand or by secret ballot.

6.5.1.8 Meeting minutes will be published to the Executive Board, the Advisory Council and to any voting member upon request by the member.

### 6.5.2 Advisory Council Meeting.

6.5.2.1 The Advisory Council shall meet, at least once during the membership year.

6.5.2.2 The advisory Council can notify the executive board of suggested changes if two third of advisory council decides that the executive board is not upholding the vision and goals of the organization and provide a timeline to respond.

6.5.2.3 The minutes of meeting shall be recorded and published and made available to members.

6.5.2.4 A two-thirds majority shall constitute a quorum.

### 6.5.3 Annual General Body Meeting

6.5.3.1 The Annual General Body Meeting shall be held by executive board during the membership year with at least 21 days prior notice to the members with a clearly communicated agenda.

6.5.3.2 The Annual General Body Meeting shall be held at least 15 days prior to the end of the membership year.

6.5.3.3 A fifty percent of eligible voting members shall constitute a quorum.

6.5.3.4 If above stated quorum is not met on the specified date and time of AGM meeting shall be adjourned by an hour for the required quorum. If quorum is not met by the specified time, then the Executive Board shall conduct the meeting with members in attendance, which satisfies the quorum requirement.

6.5.3.5 The minutes of the meeting of the last SGM or AGM shall be read and approved.

6.5.3.6 The executive board shall present the financial report of the organization.

6.5.3.7 The executive board shall hold by-law amendment procedure as per by-law amendment procedure outlined in this document.

6.5.3.8 Any future strategies can be discussed at the meeting

6.5.3.9 The minutes of meeting shall be recorded and published by the general secretary.

6.5.3.10 Any issues that need voting, should be decided by Fifty percent plus one vote of quorum.

6.5.3.11 Those amendments, voted with fifty percent plus one majority votes in the quorum, will be effective the next day.

### 6.5.4 Special General Body Meeting (SGM)

6.5.4.1 Special General Body Meetings of the Organization may be called by the Executive board whenever deemed necessary.

6.5.4.2 Advisory Council can call for a SGM with two thirds of the majority of the council, by notifying the executive board for necessary SGM arrangements if no resolution is arrived at.

6.5.4.3 Fifty percent plus one vote of voting members can call for SGM with a signed written application submitted to executive board and the advisory council.

6.5.3.4 The Special General Body Meeting shall be held with a fifteen day prior notice with clearly communicated agenda.

6.5.3.5 A fifty percent of voting members shall constitute a quorum.

6.5.3.6 If above stated quorum is not met on the specified date and time of SGM meeting shall be postponed by an hour for the required quorum. If quorum is not met by then, the party who called the meeting has the right to conduct the meeting or cancel the meeting. The available members at this time constitute the quorum.

6.5.3.7 For any action against the executive board there must be fifty percent plus one vote of voting members present to constitute a quorum.

6.5.3.8 The executive board shall hold by-law amendment procedure as per by-law amendment procedures outlined in this document.

6.5.3.9 Any future activities can be discussed at the meeting.

6.5.3.10 The Executive board shall name the date, place and time of any Special Meeting of the General Body.

6.5.3.11 In the event the general secretary fails to call an SGM within 15 days of valid request the general secretary shall remain suspended and the office of the general secretary will be executed by the advisory council until the SGM.

6.5.3.12 Those amendments, voted with fifty percent plus one majority votes in the quorum, will be effective next day.

#### 6.5.5 Vado Meeting (VM)

6.5.5.1 Vado Meetings of Vado may be called by the Gurkar or Executive Board whenever deemed necessary.

6.5.5.2 Fifty percent plus one vote of voting members of Vado can call for VM with a signed written application submitted to executive board, advisory council and Gurkar/Gurkarn.

6.5.5.3 The Vado Meeting shall be held with a fifteen day prior notice with clearly communicated agenda.

6.5.5.4 A fifty percent plus one of vado voting members shall constitute a quorum.

6.5.5.5 If above stated quorum is not met on the specified date and time of VM meeting shall be postponed by an hour for the required quorum. If quorum is not met by then, the party who called the meeting has the right to conduct the meeting or cancel the meeting. The available members at this time constitute the quorum.

6.5.5.6 For any action against the Gurkar/Gurkarn or Vado member, there must be fifty percent of vado voting members present to constitute a quorum. From this quorum, there must be fifty percent plus one vote in favor to pass a motion

6.5.5.7 Any future activities can be discussed at the meeting.



## Article VII – ELECTION PROCESS

### 7.1 Election Committee

7.1.1 The election committee comprises of three or more MCA-EC members nominated by the Gurkar with explicit advice and consent of the voting Vado members.

7.1.2 The election committee members cannot be existing office bearers and cannot contest for any elected positions while in the election committee.

7.1.3. The Election committee members shall conduct the election process in accordance with the by-laws.

7.1.4 The term for the members of the committee is one year which coincides with the board.

### 7.2 Eligibility for open positions of Executive board

7.2.1 Any voting member of the Organization, who believes in promoting the Mangalorean Catholic culture, catholic values and traditions as well as upholds the objectives defined in these by-laws, may choose to run for elective office. Therefore, Mangalorean Catholics are considered eligible for Executive Board positions.

7.2.2 After three years of service in the executive board or advisory council the member shall take a mandatory one year break before being elected to any executive board or advisory council positions.

7.2.3 Any member who has served for three consecutive terms including current membership year shall not be eligible to contest for the executive board position.

7.2.4 Members of one family (Refer family definition 3.6) cannot serve concurrently in elected positions.

### 7.3 Soliciting nominations

7.3.1 The Executive board shall request nominations for all board positions for the upcoming membership year via email or US Mail. The request shall be sent to all voting members in writing by email or US Mail and shall be sent out no later than 31<sup>st</sup> of January each year. The notification shall include the description of roles and responsibilities of each board position.

7.3.2 Nominations shall be received in writing by the election committee via email or US mail no later than fifteen days from the day of initial notification has been sent out.

7.3.3 In the event a nomination has not been received for a given post after the closing date of nomination filing that post can be filled by the election committee with the help of executive board by requesting nominations for the unfilled post.

7.3.4 The list of nominations received shall be published by the election committee no later than 21<sup>st</sup> of February.

7.3.5 Nominees will have one week time for withdrawal of nominations after the nomination list has been published.

7.3.6 Final list of all nominations shall be published by the election committee no later than March 1<sup>st</sup> of each year.

## 7.4 Voting for the nominated position

- 7.4.1 The Election committee will orchestrate the election process at the Annual General body meeting.
- 7.4.2 The Election Committee shall present the final list of nominations.
- 7.4.4 Each voting member will have one vote for each position for which the election is being conducted.
- 7.4.5 When there is more than one nominee for a position, the voting may be by show of hands or by secret ballot, if so requested by an attending member. In case of voting by show of hands, the candidates shall be voted on in the chronological order of their last name (Ascending order of alphabets).
- 7.4.6 As soon as a nominee receives a majority vote, the election committee shall declare the winner as elected official Board member.
- 7.4.7 In the event of tie, the election committee will postpone the election by half an hour. Then a secret ballot election would be conducted. A further tie will call for selection of the candidate by lottery of chance.

## **Article VIII – MISCELLANEOUS**

### **8.1 Dissolution Clause**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **8.2 Affiliations**

The Organization will participate in events and programs that further the objectives of MCA-EC.

### **8.4 Indemnification of Officers**

Subject to the various provisions of not-for-profit organization Law of the State of New Jersey or any other applicable law governing liabilities of the Officers, the Organization may indemnify its Officers, against judgments, fines, amounts paid in settlement and reasonable expenses (including attorney's fees) if such persons acted in good faith for a purpose which he/she reasonably believed to be in the best interest of the Organization, and for which he/she had no reasonable cause to believe that his conduct was unlawful. Subject to the provisions of the Laws of the State of New Jersey or any other applicable law governing insurance for indemnification of the Officers, the Organization shall purchase and maintain insurance. The amount of indemnification is limited by the amount of insurance coverage.

### **8.5 Conflict of Interest**

8.5.1 There will be no business relationship amongst MCAEC officers other than through their position as an officer or director for MCA-EC.

8.5.2 MCA-EC's officers of the executive board will not acquire, for the organization, the services of any vendor residing within their household. This will ensure MCA-EC's executive board members will not monetarily benefit from such transactions.

8.5.3 MCA-EC's officers will not receive compensation from any other organizations that are tax exempt or taxable that is related to MCA-EC through common control.

8.5.4 MCA-EC will not compensate its officers for services rendered. In the future if a need occurs to compensate third party for services rendered to this organization- First, MCA-EC Executive Board will ensure there is no conflict of interest. Secondly MCA-EC Executive board will follow policies that approve compensation based on current market rates only. MCA-EC's Officers will not directly or indirectly benefit monetarily through these transactions.

8.5.5 The officers of MCA-EC will not be related to each other as per family definition (refer 3.6); or business relationship

8.5.6 MCA-EC as an entity will not purchase any goods, services, or assets from its officers

8.5.7 MCA-EC as an entity will not sell any goods, services, or assets from its officers

8.5.8 MCA-EC as an entity will not have any leases, contracts, loans, or other agreements with its officers

8.5.9 MCA-EC as an entity will not have any leases, contracts, loans, or other agreements with any organization in which any of its officers are also officers and directors, or in which any individual officer owns more than a 35% interest.

8.5.10 MCA-EC as an entity will solicit Sponsorship for its key events with fundraising event if necessary.

8.5.11 MCA-EC will not have written or oral contracts with any individuals or organizations to raise funds for MCA-EC

## **8.6 Code of Ethics**

All MCA-EC Officers shall:

8.6.1 Act with honesty and integrity, avoiding actual or apparent conflicts of interest.

8.6.2 Provide memberships with information that is accurate, complete, objective, relevant, timely and understandable.

8.6.3 Comply with rules and regulations of federal, state and local governments and other regulatory agencies.

8.6.4 Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.

8.6.5 Respect the confidentiality of information acquired in the course of their duty. Share knowledge and maintain skills important and relevant to community's needs.

8.6.6 Proactively promote ethical behavior as a responsible person of the community. Restraint aggression.

8.6.7 Deal with vendors, suppliers or service providers in a fair and equitable way in the best interest of MCA-EC; and shall not be influenced by any current or future personal gains.

8.6.8. An elected Executive Board Member, Advisory council member or gurkar should not take any unilateral decision on announcements to public through any media, unless it is emergency in nature.

### **8.7 Communication**

The Official Communication between Executive board members can be done by E-Mails, phone and social media. The official communication to the general membership can be via email, phone, social media or MCA-EC Newsletter.

Any member raising any grievance shall send written request to grievance email address of MCA-EC only.

## **8.8 By-law Interpretation Conflict**

If there are any conflicting provisions found in these By-Laws, such conflict shall be interpreted and resolved in the best interest of and to the maximum benefit to MCA-EC in consultation with Advisory council and Executive Board.

In case of ambiguity in the bylaws, the executive board and advisory councils shall determine the prevailing law by consensus.

## **8.9 Holding events – Do(s) and Don't(s):**

8.9.1 At least 3 general events will be hosted by MCA-EC – Summer picnic, Monthi fest (Nativity of Mother Mary) and Christmas party.

8.9.2 All revenue generated at these events in surplus will be held in the MCA-EC account and a financial statement summary (receipts, expenses, and profit/loss) will be made available to all the members of the association, after each event.

8.9.3 All left over material after each event will be held at an available storage space and an inventory will be made no later than 7 days after the event.

8.9.4 All types of beverages served at the MCA-EC events or leftover perishable material will be distributed or auctioned to the members present at the event.

8.9.5 All events will cater to the Mangalorean community, guided by our Catholic values.

8.9.6 The organization will not endorse any organizations and related activities that are not aligned with the purpose and objectives of our organization.

# Article IX – AMENDMENTS TO BY-LAWS

## 9.1 Amendment process

9.1.1 Any voting member may recommend amendments or revision to the by-laws at least 3 months prior to an annual or special general body meeting using the prescribed clause amendment form as attached here in the by-laws in order to qualify for consideration.

9.1.2 The executive board will compile the list of amendments and send it to the members at least 21 days prior the annual general body meeting.

9.1.3 Amendments should be discussed by the Executive board and may be re-worded for the purpose of enhancing clarity and removing conflicts. The executive board shall have the full discretion and power to reject any amendments which are unlawful by the law of land, giving the rationale for rejection.

9.1.4 The Executive board shall have full discretion and power to draft and/or recommend amendments to the by-laws, if deemed necessary.

- All amendments to the by-laws will only become binding effective next day, when they have been approved by at least fifty percent plus one vote of the eligible voting members (based on SGM/AGM meeting quorum) of the Organization.
- The Executive board may call Special General Body meeting (SGM) if the amendments are to be done on an emergency basis.

9.1.5 Every amendment request should be documented and filed with the relevant forms in both a physical and virtual (electronic) portfolio, maintained by the executive board. This portfolio will track the complete by-laws and amendment history for accurate record and traceability.

9.1.6 When amendments are approved with at least fifty percent plus one vote majority, the Executive board will make the document final by creating a read only version of the document (e.g. pdf) and publish the document to all the members.

## Article X - TRANSITIONS

### 10.1 Executive Board Activity Transitions

10.1 The outgoing executive board shall transition to the incoming board within three weeks of holding the elections anything material to the operations of the organization including but not limited to the following:

10.1.1 Access to all financial assets, accounts and funds operated in the name of the association.

10.1.2. Access to all electronic assets operated in the name of the organization including but not limited the following.

10.1.2.1 Access to all email / group accounts operated in the name of the organization.

10.1.2.2 Access to all portals operated in the name of the organization.

10.1.2.3 Access to any online sites, services or subscriptions (e.g. IRS sites, paypal, survey sites etc.) that are being used in the name of the organization.

10.1.2.4 Any templates used in the operation of the organization.

10.1.3 Copies of all available filings and supporting documentation filed with any government agency.

10.1.4 Details of any outstanding liabilities and receivables.

10.1.5 Details of future contractual obligations by the outgoing board or previous boards.

10.1.6 Access to any movable or immovable assets in the name of the organization.

10.2 The outgoing board shall attest all necessary and appropriate federal and state filings have been completed and submitted to appropriate authorities. The copies of any such filings shall be made available to the incoming board.

10.3 The outgoing and incoming board shall attest to the fact that the above mentioned transitions have been done in good faith.

## Article XI - FINANCES AND AUDIT

11.1 The Organization will maintain three separate accounts as follows.

11.1.1 The Capital account. All membership dues shall be held in this account.

11.1.2 The Event Management Account: Any revenue or expenditure generated out of an event shall be maintained in this account.

11.1.3 Charitable account: This account will be used for any charity received or disbursed for philanthropically purposes.

11.1.4 A percent of the event profit at the end of year shall go towards the Charity account.

11.1.5 Excess revenue arising out of an event (after all deductions) shall be transferred to the capital account at finalization of the accounts of that particular event.

11.1.6 A maximum of ten percent or \$1000 whichever is higher of the yearly membership revenue shall be withdrawn from capital if need arises for an event expense. Any amount higher than this should be approved by the SGM with fifty percent plus 1 votes.

11.1.7 Any advances can be withdrawn from the capital account for an event, provided they are filled back at the end of the event account settlement or prior.

11.2 All monies belonging to the Association shall be banked and operated in the name of " Mangalorean Catholic Association - EC Inc", also abbreviated as MCA-EC.

11.3 All funds collected by the Organization must be used for objectives and goals of the Organization in accordance with 501c (3).

11.4 The Executive board will prepare the financial statement at the end of every event and make it available for members upon request.

11.5 The Executive board will publish the financial summary (receipts, expenses, and profit/loss) to all the members through the subsequent Newsletter for the 3 main events (Monthi fest, Christmas Party, and Summer picnic).

11.6 Every event budget shall be approved by Executive board.

11.7 The Executive Board shall not have any recurring monetary service contracts with any party or vendors beyond their elected term.

11.2 Auditors

11.2.1 The accounts of the Organization shall be audited based on Statute and Description of New Jersey Administrative Code N.J.A.C. 13:48; that states a charitable organization with total annual revenue of \$500,000 or above must submit an independent audit. For those organization with gross revenue between \$25,000 and less than \$500,000, the financial statements must be certified by the organization's president or other authorized officer in this case Vice President of Finance and Treasury. For any audit process if requested by Advisory board or Executive board or for conditions stated above , an external auditor should be selected so that it shall be



independent of the Advisory board and Executive board in appearance and fact. The Auditor shall have access to all books and accounts of the Organization.

11.2.2 Any amount paid to the auditor for services rendered shall be reasonable and in line with market rates. The amount so paid shall be agreed to in writing by the Auditor and the President and secretary of the Executive Board. Any such agreement shall be subject to ratification by the whole Executive board.

11.2.3 No member who has served on the Executive board in a fiscal year shall take up a position as an Auditor in the following fiscal year.

11.2.4 In the event of the Auditor finding any discrepancies requiring the urgent attention of the Executive board, they shall require the Executive board to call a meeting. If the Executive board fails to respond to the request of the auditors, the auditors shall call a special meeting of Advisory board to present the findings.

## Article XII – CHARITY

12.1. Philanthropic committee in collaboration with the Executive Board will carry out the Charity activities which follow under following categories. These activities shall agree with the purpose clause.

12.1.1 Individual Charity : Educational Needs and Health Needs

12.1.2 Organizational Charity: Orphanage and Old Age homes

12.2 Each year, the Philanthropic committee in collaboration with the Executive Board recommends one or more beneficiaries (or entity) from the above categories and get it approved at the general body meeting.

12.3 Any charity funds collected will be solely used for the purpose for which funds were collected.

12.4 Any charity disbursements greater than or equal to \$501 will require consent from executive board, advisory council and Vado Gurkar /Gurkarn.

12.5. Unless specific cause, a maximum of \$1000 charity money can be disbursed per membership year per beneficiary. Any excess funds collected for the purpose may be provided to another beneficiary of similar purpose or disbursed during subsequent years subject to a ceiling of \$1000 per membership year. The total contributions to the beneficiary in a membership year, cannot exceed the amount collected for that beneficiary or collected during the membership year, whichever is lower.

12.6 The charity money can be disbursed to a beneficiary more than once in a membership year, subject to the ceiling of \$1000 per membership year.

12.7 Advance commitment for charity disbursement cannot be made to any beneficiary.

12.8 The charity money can be collected through checks and through MCA-EC portal with a specific purpose. If purpose is not mentioned, the money collected can be used for any charity purpose. MCA-EC should give receipt for collections received for any amount greater than or equal to \$100.

## Appendix

### 13.1 Appendix A - Traceability Matrix

MCA-EC bylaws traceability matrix(from previous to current year)						
Current Version	Previous Version	Effective Date	Current Clause	Previous Clause	Change from Previous	Comments
MCA-EC bylaws v1.3	MCA-EC bylaws v1.2	04th March, 2018	7.2.2/7.2.3		Update	Change in Content
MCA-EC bylaws v1.3	MCA-EC bylaws v1.2	04th March, 2018	4.6		Update	Change in Content