

CONSTITUTION

India Community Foundation of Louisville, Inc.

PREAMBLE

Recognizing that service to the public, to the state, and to the country is a fundamental obligation of the human beings, the India Community Foundation of Louisville does hereby dedicate itself to the promotion and protection of Indian culture, language, and religion as a social and economic influence vital to the welfare of the community and all mankind.

ARTICLE I.

Name

Section 1 The name of this organization is “India Community Foundation of Louisville, Inc.”, and hereinafter, called the Foundation.

Section 2 The Foundation is incorporated as a nonprofit organization under the laws of the State of Kentucky.

ARTICLE II.

Objectives

Section 1 The objectives of this Foundation shall be:

- a. **Promotion of cultural, religious, and educational knowledge about India and their significance to the communities in Kentucky;**
- b. **Patronization of promotional exchange programs between India and the United States of America for mutual benefits;**
- c. **Contribution to the socio-economical development of the Commonwealth of Kentucky;**

- d. Maintenance of cooperation and association among the people who are interested in the objectives of this Foundation;**
- e. Advancement of educational, cultural and religious interest of the Community;**
- f. Cultivation of public appreciation for the work of the Asian Indian National through improved public relations;**
- g. Development of a civic consciousness by members of the Indian Community.**

ARTICLE III.
Membership

Section 1 The membership shall consist of:

- a. Benefactors (Life Members)**
- b. Patrons/Family Members**
- c. Single Members**
- d. Student Members**
- e. Honorary Members**

Section 2 A Benefactor (Life Member) shall be a member of the Foundation who is no longer required to pay dues to the Foundation provided he/she meets either one of the following requirements:

1. Has reached the age of 65, has retired from active career, has been a member of foundation for 20 years prior to his/her retirement, and is a member in good standing at the time of application.
2. Has paid a sum of \$1000.00 either in one or several installments, but paid within the last four years.

Any member believing he/she to be eligible for this classification may apply in person to any of the Board Members.

Section 3 A Patron/Family Member shall be defined as a family composed of a husband and a wife including their unmarried children.

Section 4 A Single Member shall be defined as a person who is over 18 years of age and is not married.

Section 5 A Student Member shall be defined as an undergraduate or a full-time student.

Section 6 An Honorary Member shall be a person who has attained eminence in the society and has been elected to such membership by the Board. An honorary member shall not be required to pay any dues of the Foundation.

Section 7 All members other than Honorary Members shall have voting privileges and that only Benefactors, Patrons, Family & Single Members, and Student Members may hold any elected offices in the Foundation. Each active membership, other than Honorary Members, shall have one voting privilege.

Section 8 Any member(s) may be expelled or otherwise disciplined by the Foundation for cause as provided in the Bylaws 1.

ARTICLE IV.

Dues

Section 1 The dues of the Foundation shall be recommended by the Executive Committee and Board and shall be approved by the majority members of the Foundation.

Section 2 The procedure for billing and collecting all dues shall be determined by the Foundation as stated in the Bylaws.

ARTICLE V.

Administration

Section 1 The Foundation shall be administered by a Board of Trustees, hereafter referred to as the Board, and an Executive Committee, herein also

referred as Committee, as defined in Article VI. The Board shall determine all questions of policy and shall administer the affairs of the Foundation under this Constitution and the general provisions of the law under which it is incorporated. The Executive Committee shall execute the day-to-day activities of the Foundation in cooperation and approval of the Board.

Section 2 The Board shall consist of members representing each state of India.

Section 3 The majority of Board members shall be citizens of the United States of America.

Section 4 Board members shall be selected based on the following:

1. Board members must be due paying members of ICF for current and at least 10 previous years;
2. Board members must have served on an ICF Executive Committee in the one of the positions listed in Article VI Section 1 of this Constitution;
3. Should be a resident of State of Kentucky or Indiana.

Section 5 If no qualified Board member is available for the designated states, such seats in the Board shall be kept vacant until suitable representation from those states is available.

Criteria for nominating members to the Board shall be:

- a. **Any state (as defined in Article V, Section 2) must have a minimum of two dues paying members to activate their representation on the Board.**
- b. **Any member may be nominated to succeed himself/herself for one consecutive additional term only**
- c. **Any member absent for three consecutive meeting may be asked to resign and be replaced by a new nominee from the state to serve the remainder of the term.**

Section 6 Each Board member shall be elected for a two-year term. Election of members shall be staggered as determined by the Board to avoid

a complete change of the Board in any one year. In any case, in one year no more than seven members shall come for election.

Section 7 Majority (more than half) of the Board members shall constitute a quorum. An affirmative vote of a majority of the Board members present at any regular or duly called meeting shall be required to pass any motion consistent with the Constitution and Bylaws of the Foundation.

Section 8 The Board shall direct the investment and care of funds of the Foundation and shall make appropriation for specific purposes.

Section 9 No member of the Board shall receive a salary or compensation, except for expenses incurred on behalf of the Foundation as approved by the Board.

Section 10 Any disciplinary decisions against a Foundation official shall have a three-fourths majority of the Board.

Section 11 The Board shall elect a Chairman, who will conduct and preside over the Board meetings. The election shall be by a secret ballot of the Board and the Chairman shall serve the Office for one single year. The Chairman may be elected to succeed himself/herself for one consecutive additional year if approved by three-quarter majority of the Board. The Chairman votes only to break a tie. The Board shall also elect a Secretary, who will keep all records, proceedings of the meeting, etc. Secretary's term shall be similar to that of the Chairperson.

Section 12 The past President of the Foundation shall serve as ex-officio and shall attend all of the Board meetings.

Section 13 The present President and the past President of the Executive Committee shall be full voting members of the Board.

Section 14 The year that someone acts in capacity of Board Chair, shall not be included in their regular term of the Board.

ARTICLE VI.

Executive Committee Officers

Section 1 The Executive Committee Officers of the Foundation shall be the President, Vice President, Secretary, Joint Secretary, and Treasurer. Only dues-paying members in good standing shall be eligible to hold an elective office in the Foundation.

Section 2 The Board is authorized to appoint an Executive Vice President, when the financial and other conditions warrant, to fix his compensation and to define his duties. He shall be bonded at the expense of the Foundation.

Section 3 Eligibility for nomination, election or retention of a position as an elective officer of the Foundation shall be contingent upon residence in the state of Kentucky or Indiana.

Section 4 The duties of the officers shall be as defined in the Bylaws.

Section 5 The Treasurer shall be bonded, at the expense of the Foundation, for such amount as it may be determined by the Board.

Section 6 The elected officers shall take office in January following their election and shall hold office until the year end, or until their successors have been duly elected and installed but not exceeding two years.

Section 7 Should a vacancy occur in the office of President during the year, the order of precedence shall be the Vice President and then the Secretary of the Executive Committee. Other vacancies among the elected officers occurring during the year shall be filled for the unexpired term by appointment by the Board.

ARTICLE VII.

Nomination and Election of Executive Committee Officers

Section 1 Nomination for Executive Committee President shall be made by the Nominating Committee or by petition as described below.

Section 2 Only members in good standing shall be eligible to hold any elective office in the Foundation.

Section 3 Nominations for Executive Committee President shall be made by a nominating committee selected at least ninety days prior to the Annual Meeting. The Nominating Committee shall consist of the outgoing President and four other Board members whose term is not expiring at the end of that year. Nominations shall be delivered to the Secretary, around sixty days prior to the annual meeting.

Section 4 Nominations for any or all offices may also be made by a petition signed by at least fifty voting members in good standing. Nominations should clearly label every signatory name and their signature. Each member as shall be as defined in Article III (e.g. family membership shall be considered one signatory). Nominations by petition must be in the possession of the Secretary at least forty-five days prior to the Annual Meeting.

Section 5 In case of several candidates, the election of the Executive Committee President shall be by a secret ballot approved by two-thirds of the Board members.

Section 6 The incoming President will propose Executive Committee members, which has to be approved by the Board.

ARTICLE VIII.

Meetings

Section 1 The Foundation shall hold an Annual Meeting; date, time and place to be fixed by the Board. An agenda items shall be circulated to all members minimum two weeks in advance.

Section 2 The Board shall call a special Board meeting when petitioned to do so by twenty-five percent or more of the Board members or upon written petition by at least fifty voting members of the Foundation.

Section 3 Roberts Rules of Orders (revised) shall constitute the accepted parliamentary procedures at the meetings.

ARTICLE IX.

Headquarters

Section 1 The location of headquarters of this Foundation shall be determined by the Board.

ARTICLE X.

Committees

Section 1 Committees and sub-committees, as may be desirable, shall be established in accordance with the provisions set forth in the Bylaws.

Section 2 The duties of all committees shall be defined by the Board.

ARTICLE XI.

Amendments - Constitution

Section 1 This Constitution shall become effective upon its adoption by the voting members of the Foundation.

Section 2 Any amendment to this Constitution, adopted according to the procedure specified herein, shall become effective as denoted in Article XI, Section 3.

Section 3 Any amendment to this Constitution, and annual membership dues, must be first approved by three-fourths majority of the Board of Trustees, and then presented for adoption by affirmative vote of two-thirds vote of those present, eligible and voting at a regularly scheduled Annual Meeting.

Section 4 The Board shall have the final say in the interpretation of the Constitution and By-laws, as long as there is consensus by at least two-thirds (2/3) of the Board members on the interpretation.

ARTICLE XII.

Amendments – Bylaw(s)

Section 1 The Board shall prepare and adopt a series of Bylaws which shall govern all procedures under this Constitution including those of the Board and of the committees.

Section 2 The Bylaws can be amended by an affirmative vote of three fourths of all members of the Board present in a regular meeting provided that the text of proposed amendment shall be furnished to each member of the Board at least ten days before the meeting at which a vote on the amendment will be taken. Unlike Constitution, Amendment of Bylaws does not require general membership approval.

ARTICLE XIII.
Indemnification

Section 1 All members of the Board and the Executive team are expected to discharge their duties:

- a. in good faith;
- b. on an informed basis; and
- c. in a manner he/she honestly believes to be in the best interests of the organization.

Section 2 Board members and Executive Members shall not be personally liable for the acts or debts of the corporation. *To prevent organizational liabilities to fall upon its Board or Committee members, the organization agrees to indemnify, defend and save harmless the Board members and the Executive Committee President, from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon them, arising out of or related to organization's activities, whether caused by or contributed to by them.*

Fundamental Rights and Privileges of Members of the Foundation

Section 1 All duly paid members shall have the following rights and privileges:

- d. *To nominate members of the Executive Committee and Board;*

- e. *To request changes in the annual membership dues;*
- f. *To approve the Constitution and any subsequent amendments as they arise.*

**** END OF CONSTITUTION ****

Note: Articles of Constitution established in April, 1981.
Amended November 5, 1983
Amended January, 1983
Amended January, 1988
Amended December, 2012 – ****pending approval****

BYLAWS
INDIA COMMUNITY FOUNDATION OF LOUISVILLE, INC.

BYLAW 1 Membership

- A** Any person becoming a member of the Foundation shall agree to abide by the Constitution and Bylaws of the Foundation.
- B** Any member may be expelled, suspended for a stated period of time or censured for cause by a three-fourths vote of the Board members present and voting at any Board meeting. Violation of the Foundation Constitution and Bylaws or conviction of a felony shall be considered as just cause for disciplinary action.
- C** Any applicant or member who has been refused membership or suspended, censured or expelled shall have the right of appeal to the Board.
- D** In hearing appeals, the Board may admit oral or written evidence which most fairly presents facts. Prior to all hearings, the Board shall exhaust efforts at conciliation and compromise.

BYLAW 2 Fiscal and Administrative Years

- A.** The fiscal and administrative year of the Foundation shall be from January 1 through December 31.
- B.** The Board shall be empowered to invest and reinvest such funds as may be available for the creation of a reserve fund. A three-fourths vote of the Board shall be required to authorize expenditures from this fund, including any investment or reinvestment.
- C.** The Treasurer shall work closely with the Board and Executive Committees of the current and prior years to file Foundation taxes on time.

- D.** The Board Chairperson and the Secretary shall be responsible to ensure that Foundation registration with required agencies is kept current.

BYLAW 3 Dues

- A** Dues shall be payable on January 1 each year.
- B** The dues for membership in the Foundation shall be as follows:

Benefactors (Life Members)	\$1000.00
Patrons/Family Members	\$25.00
Single Members	\$15.00
Student Members	\$10.00
Honorary Members	None

- C** These annual membership dues may be revised per Article XI Section 3 of the Constitution.

BYLAW 4 Duties of Officers

- A.** The President shall be the chief executive officer of the Executive Committee and shall perform all the duties necessary for the smooth running of the Foundation.
 - A.1** The President shall recommend overall policy for the Foundation coordinating it with individuals, groups, various standing committees, or organizations as may be required. The President shall execute these after approval with the Board of Trustees.
 - A.2** The President shall prepare an annual budget in conjunction with the Executive Committee, and present to the Board for approval.

- A.3** The President shall appoint chairs of the standing committees, in coordination with the Board Chairperson.
- A.4** The President shall serve as an ex-officio member of all standing committees and will be member of the Board.
- A.5** The President and the Board Chairperson shall be responsible for all aspects of the public relations to the community and for providing information about the activities of the Foundation.
- A.6** The President shall prepare and submit an annual report to the members of the Foundation at the annual meeting.
- A.7** The President shall be responsible for keeping insurance for Foundation events current.
- A.8** The President shall be appointed for a period of one year. However, his/her tenure may be extended for an additional year if acceptable to the Board of Trustees.
- B.** In the absence of the President, the order of succession as presiding officer at meetings of the Foundation shall be the Vice President and Secretary.
- C.** Vice President: The Vice President shall be responsible for and assist the President with the supervision of membership promotion and retention, scholarships, public relations and publications. In the absence of the President, Vice President conducts the business of the Foundation and officiates for the President.
- D.** Secretary: The Secretary of the Board shall keep an accurate record of Foundation membership and proceedings of the Foundation and Board meetings. He shall inform the President and the Board from time to time, of duties to be performed at stated times or at stated intervals. He shall issue all calls and notices as instructed by the Chairman of the Board. He shall conduct the correspondence of the

Foundation and shall have custody of all books, papers, records and documents. He shall maintain a complete record of past members of the Board for the purpose of establishing information for appointment of election. The Secretary shall be responsible for the continuing review of the Constitution and Bylaws and for any revision(s) thereto.

- E.** Joint Secretary: The Joint Secretary shall assist the Secretary in arranging for and coordinating various Foundation activities. He shall also help the Secretary with any other special assignments.
- F.** Treasurer: The Treasurer shall be responsible for preparation of the annual budget and shall serve as Chairman of the Budget Committee named by the President. He shall report the current financial situation to the Board at regularly scheduled meetings and be responsible for determining ways and means of financing the Foundation's operations. The Treasurer shall maintain a set of books showing the receipts and disbursements of the Foundation and the account of each member. He shall submit a complete report of the year's business of the Foundation at each annual meeting which shall be audited as directed by the Board. He shall have custody of all funds of the Foundation and shall deposit the same, as directed by the Board. The Treasurer shall not draw more than \$500.00 per month for activities other than the scheduled ones without prior approval of the Board. The Treasurer is also responsible for filing of Foundation taxes on time.

BYLAW 5: Meetings

- A.** The Executive Committee shall meet at the call of the President at such intervals as necessary to conduct the business of the Foundation. When practicable, one meeting per month should be conducted.
- B.** The Board shall hold at least four meetings each year; one of the four shall coincide with the Annual Meeting. The other

three meetings shall be held at a time and place designated by the Chairperson.

- C. The Board shall hold special meetings at the call of the President or on the petition of twenty-five percent of the Trustees or petition by one-third of all members.
- D. A Trustee must notify the Chairman of the Board if he is unable to attend a Board meeting. In such case they may designate the Chairperson to have his or her proxy. Such proxy must be in writing and clearly state their voting preference. Only a total of four proxies may be authorized at any one meeting.
- E. Any Trustee absent for three consecutive meetings without acceptable cause shall lose their elected position and shall be replaced as stated in the Article V.

BYLAW 6: Committees

- A. The standing committees of the Foundation can include:
 - Publication
 - Awards
 - Constitution and Bylaws
 - Religion
 - Cultural Activities
 - Membership
 - Food
 - Archival
- B. The leader and members of standing committees shall be appointed by the President, in coordination with Board Chairperson, for a period as needed and shall be designated prior to the beginning of the administrative year in which they have to serve. Their tenure may be extended for additional terms by approval by Board of Trustees.
- C. Special committees as may be required shall be appointed by the President or Chairman of Board of Trustees.

- D.** No committee shall commit the Foundation without specific authorization from the Board.
- E.** No committee shall commit the Foundation without specific authorization from the Board.
- F.** It shall be the policy of the Foundation to co-operate to the fullest extent with other organized groups of the same background within the country.

BYLAW 8: Annual list of events

- A.** Executive Committee President is responsible for arranging at least three main functions namely Republic Day, Independence Day and Diwali celebration in a timely manner. Booking for hall for Diwali celebration must be done by March/April to ensure the availability of the hall. Tentative dates for Republic Day and Independence Day celebrations should be discussed and locked in as soon as possible after the Executive Committee takes over in January.
- B.** At least one major cultural event paid for by ICF funds is encouraged each year. Profits from this major event can be used to host Diwali and other smaller functions during the year.
- C.** No major cultural event would be funded by ICF in the month of October/November unless it is for Diwali in order to avoid clashes with free cultural activities such as Garba, St.James Fair etc.
- D.** No monetary contracts should be confirmed by Executive committee until the amount of money and date is approved by the Board.
- E.** Collaboration of ICF with other organizations must be approved by the Board. A proposal for collaboration with neatly outlined responsibilities for each organization must be presented to the Board by the Executive Committee.

BYLAW 9: Order of Business

- A.** The order of business at meetings of the Board shall be: roll call, seating of its members, reading of communications, reports of Officers, reports of committees, unfinished business, new business, adjournment.
- B.** The order of business at the Annual Meeting shall be: roll call, reading of minutes of previous meeting, reading of communications, reports of Officers, reports of committees, unfinished business, financial report, introduction of Officers-elect, new business, adjournment.
- C.** Roberts Rules of Order (revised) shall govern matters of parliamentary procedure of the Foundation.

BYLAW 10: Official Periodical

- A.** The Foundation may publish an official periodical to be known either as “India Community Foundation News” or any other title to be selected later.
- B.** The Board shall provide for and supervise any publication of the Foundation and its distribution and shall have the authority to appoint an editor.

**** END OF BYLAWS ****

NOTE: Articles, Constitution and Bylaws established in April 1981.

Amended November 3, 1983.

Amended January, 1985.

Amended January 1988.

Amended 1991.

Amended December, 1996.

Amended December, 2008.

Amended December, 2012 – **pending approval**