

Indian Cultural Association of Minnesota

Articles of Incorporation - By-laws

ARTICLE I

Name

Name of the organization will be "Indian Cultural Association of Minnesota."

ARTICLE II

Character

The Indian Cultural Association of Minnesota shall be a Non-Profit Organization promoting the multi-cultural heritage of the Indian diaspora of the Rochester, and its surrounding areas in Minnesota and providing services to people in the community.

ARTICLE III

Aim and Purpose

The Association is organized exclusively for cultural, recreational and educational purposes consistent with Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any federal tax code. Activities sponsored by the Association will engage in such things as support for newly arrived immigrants of Indian origin and families in distress, educating children in Indian languages, teaching of classical Indian dance and music, cultural festivals, recreational activities and yoga classes. It will be funded by donations and grants from private and governmental organizations and fees for activities. The Association will also provide opportunities for cross cultural and intergenerational interaction through dialogue and service. It will collaborate and integrate with the greater Rochester community through education and services and, also provide leadership opportunities for youth.

ARTICLE IV

Membership

Membership in the Association shall be open to any person who supports the Association's aim and purpose, is willing to foster and promote such objectives, and will pay the required membership dues. All members should be 18 years of age and above.

"Members" may be subject to removal from membership of the Association for cause or for any or no reason at the discretion of the Board of Directors.

ARTICLE V

Membership Dues or Donations

The membership dues will be decided by the Board of Directors of the Association. The membership fees once paid, will not be refunded under any circumstances. Donations once paid, will not be refunded under

any circumstances. The board may limit the kinds of donations accepted. Unless otherwise agreed in writing, donations and dues are unrestricted.

ARTICLE VI

Voting rights of Members

Only the members who are current, in terms of the payment of membership dues, in the election year prior to election of the Board of Directors will be able to exercise the voting rights.

ARTICLE VII

Election

The Board of Directors shall consist of at least five members, or more as the Board shall decide, and be selected from a regular vote by the membership, following rules the Board may adopt. If Board membership drops below three, the Board may only conduct business to recruit and admit new members to reach the minimum of five.

Board members serve for a term of two years, which may be renewed up to a maximum of ten years. Board members may be removed for any reason by a 2/3 vote of the full Board membership. A quorum of at least 2/3 of Board members shall be required to conduct business.

The initial Board of Directors shall be established without election, see names at the bottom of this document.

When vacancies occur between regularly scheduled elections, the Board shall nominate and elect replacements. If between regularly scheduled elections the Board decides to change the Board size, any vacancies shall similarly be filled through Board nomination and vote, without requiring approval by the members. Members joining between regular elections shall hold the stub term only until the next election when they must be approved by the voters if they are to continue the Board.

Resignation

Board of Directors member can resign by submitting a letter (in person, by mail or by email) to the President and the Board of Directors. To take effect, the resignation must be approved and accepted by the Board of Directors.

Notice to Members

The Board of Directors may send notifications to the Members of resignations or any other matters, by means deemed by the Board of Directors to be effective. This may include the use of newsletters, newspaper, television, radio, public bulletin boards (as well as Association's website), e-mail and/or other electronic means.

ARTICLE VIII

Officers Board of Directors and their duties.

The activities of the Association shall be conducted by the Board of Directors. The Board of Directors is charged with furthering the objectives of the Association in the best possible way as circumstances

change. The Board of Directors of the Association shall comprise of the President, Vice President, the General Secretary, the Treasurer, and elected Executive members. Board members must not have adverse interests affecting their votes and must disclose potential conflicts annually.

The President, and in his/her absence the Vice President, shall be the Chief Executive Officer of the Association and shall preside at the meetings of the Association. The duties of the President shall include, but not limited to, setting the strategy and long-term direction of the Association, ensuring the financial stability of the Association in a fiscally responsible manner, ensuring a smooth transition of records and assets to the next President, compliance with appropriate laws, representing the Association whenever deemed necessary, consult with the Board of Directors as and when needed, promote and support a Board of Directors that has trust and respect for each other.

The General Secretary shall keep records, meetings and proceedings of the Association, and shall give notice of the meetings, and send out meeting minutes. He/She shall file the records and documents of this office, subject to such regulations as may be prescribed by the Board of Directors.

The Vice President shall fulfill the responsibilities of the President, should the President be unable to attend a meeting, fulfill a responsibility, or complete their term. The officer voted, by the board, to serve as Vice President must have served in the board in the last 2 years except the year when organization was established. The Vice President is the intended successor for the President and shall assume the position of President.

The Treasurer shall manage the Association's accounts and pay all proper bills and vouchers. The Treasurer shall submit to the Board of Directors the annual balance sheet and profit-loss account/statement. The Treasurer shall also handle all the tax related activities of the Association or oversee this activity performed by a designate/tax consultant. The Treasurer's accounts and reports shall be subject to such directions and such audits the Board of Directors may prescribe. The Treasurer will safeguard the monetary and nonmonetary assets of the Association.

The elected Board Members will assist in different miscellaneous functions of the Association as needed.

The Board of Directors may appoint from time to time such agents and/or special committees or adopt additional members as it may deem necessary or desirable for carrying out specific tasks as deemed necessary for the various events planned during the year, each of whom shall hold office during the duration of the event and at the discretion of the Board of Directors, and shall have such authority and perform recommended duties. These additional members and/or special committees will have no voting rights in the Board of Directors meetings.

The Employee Identification Number (EIN) for tax and banking purposes was obtained by current President on behalf of the Association. The board of directors will not be liable/responsible for any violations by the Association (if any) or any claims brought against the Association during the lifetime of the Association.

The individuals making any Hall Bookings and obtaining necessary permits etc. for various events of the Association in the name of the Association will not be personally liable/responsible for any violations by the Association (if any) or any claims brought against the Association during the lifetime of the Association.

ARTICLE IX

Meetings

Regular Board of Directors Meetings shall be held in a calendar year via face to face meetings or remotely (e.g. conference/virtual calls). If a vote is taken during a remote meeting, Members have 14 days to deliver to the Board Secretary signed, written confirmation of their individual vote for it to be effective.

The time and place of the Annual General Meeting shall be selected by the Board of Directors with notice to all the members of the Association, no less than one week before the date set for the meeting. At least one general meeting in every year should be called by Board of Directors for the members of the Association to discuss the events, income/expenses and any other issues. The notification is to be given to the members by means of communications deemed by the Board of Directors to be effective. This may include the use of newsletters, newspapers, television, radio, public bulletin boards (as well as Association's website), e-mail and/or other electronic means. The non- receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

Special Board of Directors meetings shall be called by the President whenever he/she shall deem the same necessary or whenever he/she will be called upon to do so by two members of the Board of Directors of the Association.

Notices of all meetings shall be given in writing, mailed or emailed to each of the members of the Board of Directors no less than five days before the date set for any such meeting.

All notices of any special meeting or general meeting shall state the purpose of the meeting.

The quorum of all Board of Directors meetings shall consist of at least two-third of the Board of Directors members. If there is no quorum for a meeting, those Board members present may adjourn the meeting from time to time without further notice.

The act of majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board except where otherwise provided by law, the articles of Incorporation of these Bylaws.

For matters such as removal of a Board member or amendment of the Bylaws, approval of 2/3rds of the Board then in Office shall be required.

Resolution Meeting will be convened by the Board of Directors in response to a written request by no less than 20% of the enrolled members for a requisition to adopt or discuss some resolution on matters of urgent importance. The quorum requirement of such meeting will be at least 20% of the enrolled members.

ARTICLE X

Dissolution

Upon the dissolution of the Association, and the members vote to disband the assets of the Association, the assets shall be distributed for one or more exempt purposes adopted by the Association and within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 in accordance with the decision of the 75% of the enrolled and active members at the time of dissolution and this transfer will be made in full compliance within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI

Date of Commencement of the Association

The by-laws of the Association have been adopted and have come into effect on July 1, 2020.

ARTICLE XII

Amendments

Any amendment to these by-laws must be approved by majority of the Board of Directors and sent to all general members ten (10) calendar days prior to the meeting in which it is to be presented. No amendment shall be effective until confirmed by a quorum vote of the active general members – the quorum requirement for such special resolution meetings will be 20% of the active and enrolled general Members.

ARTICLE XIII

Finance and Fiscal Year

The Board of Directors will maintain a Bank Account within the United States. All funds of the Association shall be deposited in this bank. All transactions related to the operation of the Association will be conducted through this bank account.

The checks for disbursements from the bank account shall require two signatures. In addition to the Treasurer, the President or the Vice President of the Association will have the authority to sign the checks.

The fiscal year of the Association shall be the period from January 1st to December 31st, or as defined by Internal Revenue Service (IRS) for any given tax year. A summary of the Fiscal Year finance data will be presented by the Treasurer or a designated member of the Board of Directors in the next Annual General Meeting.

ARTICLE XIV

Board of Advisors

The Board of Directors may appoint such persons, as it reasonably deems necessary or desirable to act as the Board of Advisors of the Association. To the extent possible, the Board of Advisors should consist of individuals whose integrity, capability, experience, and knowledge of the communities and institutions served by the Association, and community standing will help the Board of Directors carry out its functions. The number of persons appointed to constitute the Board of Advisors shall be determined in the sole discretion of the Board of Directors, which shall be between three (3) and nine (9).

Purpose: It shall be the function and the purpose of the Board of Advisors to advise the Board of Directors on matters relating to the business and affairs of the Association, and to suggest or be available for consultation with regard to projects or activities which the Association may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.

ARTICLE XV

Compensation, Deposit and Funds

The Board of Directors shall serve without compensation except that they shall be allowed and paid reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Article X.

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

The Board of Directors may accept or decline on behalf of the Association any contribution, gift, bequest, or devise for the charitable or public purposes of this Association.

ARTICLE XVI

Prohibition against sharing corporate profits and assets

No director, officer, employee, or other person connected with this Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors and/or Board of Advisors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the assets on dissolution of the Association. All members, if any, of the Association shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Association, whether voluntarily or involuntarily, the assets of the Association, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Association and not otherwise.

WRITTEN CONSENT OF OFFICERS ADOPTING ARTICLES OF INCORPORATION AS BYLAWS

We, the undersigned, are the persons named as the officers of the governing body of Indian Cultural Association of Minnesota, a nonprofit corporation, and, pursuant to the authority granted to the governing body to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt this as Bylaws of this corporation, dated June 5th, 2020.

Mr/Ms President

Ajay Singh



Mr/Ms General Secretary

Alka Mehra



Mr/Ms Vice President

Suresh Kotagal



Mr/Ms Treasurer

Ver na Simon



CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the articles of corporation named in the title thereto and that such articles will be adopted as Bylaws by the Governing Body of said corporation on the date set forth below.

Founder board members:

Ajay Singh

Suresh Kotagal

Alka Mehra

Verna Simon

Savita Katarya

Santhi Subramaniam

Nisha Kurup

Shounak Majumder

Ankit Sabharwal

Dated: 6/5/2020