



**BYLAWS OF INDIA CULTURE CENTER**

**HOUSTON (ICC), TEXAS**

8888 West Bellfort, Ste 210D, Houston, TX 77031

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## **Article I. Name**

The name of the organization shall be India Culture Center, Houston, sometimes referred to as India Culture Center, ICC, or the Center in these Bylaws. The organization was incorporated in June 1973, as a non-profit corporation in the state of Texas.

## **Article II. Mission, Vision, and Objectives**

**Section 1. Mission:** To promote, educate and unite India's enriched diverse cultures and values to benefit and serve all communities in the Greater Houston Area.

**Section 2. Vision:** To be the leading Indo-American organization in the Greater Houston area promoting and showcasing India's rich and diverse cultures.

### **Section 3. Objectives:**

1. India Culture Center shall be a non-profit and secular organization, serving as a coordinating link among all major Indian organizations and individuals of Indian Ancestry residing in the Greater Houston and adjoining areas, on issues of common interest and concerns.
2. Provide a forum for discussion, debate, consensus-building, and cohesive action on all issues affecting the Houston Indo-American community, including, but not limited to, the cultural, political, social, and intellectual interaction for the people of Indian origin, regardless of color, creed, race, or religion.
3. Promote cultural, social, regional and religious activities of India as sponsored by various groups and associations functioning in this geographical area.
4. Facilitate interaction with any other group, organization or institution including India House engaged in promoting an interest in the culture of India.
5. To provide a platform for young Indian artists to showcase their talents for various important socio-political events and festivals.
6. To educate all communities in the Greater Houston Area on the arts, language and culture of India.
7. To provide services to the communities in times of emergencies.

**Section 4.** The words "Indo-American" and "Indian Ancestry" shall refer to persons of Indian origin.

## **Article III. Typical Activities/Events**

In pursuit of its major goal of promoting the Indo-American Heritage and Culture, ICC will organize a variety of events, including but not limited to the following:

### **Section 1. Annual Events**

- a) Celebrate India's Republic Day and Independence Day.
- b) Celebrate major festivals, annual sports day. Support member organizations in all their events.
- c) Any other event approved by the Board.

### **Section 2. Continuing, Periodic, or Special Events**

- a) Raise funds for charitable and/or educational purposes.
- b) Host Indian dignitaries and supporters of India.

- c) Hold Special Theme Events, festivals, and Parades, etc. to promote goodwill and understanding between India and America by actively participating in main stream events including Houston International festival and Thanksgiving Day Parade.

### **Section 3. Activities**

- a) Publish a periodic Newsletter or e-magazine to disseminate information of common interest to the community.
- b) Hold Seminars, workshops such as Job Fairs, Immigration, health fair, voter registration & education, Safety and Security Seminars for the benefit of the community.
- c) Grant awards and scholarships in various areas of achievement.

## **Article IV. Membership**

### **Section 1. Eligibility, Classes of Membership and Dues**

Any person of Indian origin shall be considered a Member at Large of India Culture Center. However, for voting purposes, certain categories of Membership have been established. The Board of Directors shall establish Membership categories and dues to be paid for those categories, from time to time. The current categories and the corresponding dues levels are as follows:

- a) **Patron Member:** Any eligible person who donates a lump sum of \$5,001.00 or more to ICC shall be considered as a patron for life upon the approval of the board. Life membership shall be extended to the patron and to the spouse. Both spouses shall be considered as voting members. \$4000.00 from this membership shall be transferred to the reserve fund within 30 days of receipt of the funds from the member. Patrons name will appear on the official Letterhead of ICC and they will be recognized at an ICC event with a plaque.
- b) **Life Member:** Any eligible person who pays at least \$250.00 in any one year to the Center shall be considered as a life member. The membership shall also be extended to the spouse of the Life Member **along with their kids under the age of 18:** both spouses shall be considered as voting members.
- c) **Senior Citizen Life Member:** Any couple (at least one spouse is aged 65 years or more) that pays membership dues of \$150.00 shall become senior citizen life member with two votes.
- d) **Student Member:** Any bonafide student under the age of 22, enrolled in a college or university who pays annual membership dues of \$10.00 shall become a student member with one vote.
- e) **Partnering Organization Member:** Any Indo-American organization is eligible to become Partnering Organization Member of ICC, upon approval by the Board and after paying Membership Dues (as in item g below).
  - 1) Is a non-profit organization with 501(c)(3) OR 501(c)(4) status AND must be in existence for three years or more and subscribe to the objectives of ICC and agrees to abide by its bylaws **OR it can be a NON-PARTISAN Political Action Committee with at least 10 years of existence, supporting political activities and awareness amongst Indian-Americans in Greater Houston Area and subscribing to the objectives of ICC and agreeing to abide by its bylaws.**
  - 2) Has at least 50 paid members. An exception, to the number of members, shall be approved by the two-thirds majority of the board.
  - 3) 90% of general membership and executive committee shall consist of Indian ancestry. Any exception to this shall be approved by two third (2/3) majority of the board.
  - 4) Shall not be an Alumni Association.

- f) A representative of a Partnering Organization shall become a voting member of the Board. However, such member shall not be eligible for any position on the Executive Committee or Chair of any Committee.
- g) Membership fee for Partnering Organizations:**
- i. Partnering Organizations shall pay
    - \$250 for 5 years and after the fifth year they may pay additional \$250 to be a life time partnering organization, **or**
    - may pay a onetime fee of \$500 for life time membership.
- h) Membership benefits:**
- i. All category of members shall receive two discounted tickets to ICC events.
  - ii. Additional Life membership benefits
    - They shall be eligible to participate in planning and execution of ICC events
    - They shall get priority for booths at ICC events
    - They shall get discounts on booth fees at ICC events
    - They shall be able to participate on radio shows organized by ICC
  - iii. Partnering organization benefits
    - They shall be eligible to participate in planning and execution of ICC events
    - They shall get priority for booths at ICC events
    - They shall get discounts on booth fees at ICC events
    - They shall get recognition on ICC website
    - They shall get support from ICC in planning their events that satisfy the mission of ICC as outlined in Article II. There shall be no financial obligation on the part of ICC for any such event.

**Section 2. Proof of Membership.** ICC shall issue Membership Cards to all paying members. These cards, canceled checks, or receipts of payments of dues shall constitute proof of membership.

**Section 3. Membership Period.** The annual membership period shall be from January 1 to December 31.

**Section 4. Transfer of Membership.** Membership in ICC shall not be transferable or assignable to other persons. Members may, however, convert the membership to a different class.

## **Article V. Board of Directors**

**Section 1.** A duly elected/appointed Board of Directors shall manage all affairs of India Culture Center. The ICC Board shall have two categories of Directors consisting a total of 31 directors.

1. **Director at large:** Board shall have 15 elected directors and one immediate past president who shall constitute the at-large board of directors.
  2. **Partnering Organizations Directors:** There shall be a total of fifteen directors. A representative of a partnering organization shall be approved by the board upon receipt of written authorization from the partnering organization.
- a) One Representative from each Partnering Organization, not to exceed a total of 15, if the number of Partnering Organization exceeds 15, their representation on the Board, for voting purposes, shall be decided based on (1) Number of Years on the Board, and (2) Number of years of its existence. Whether voting member or not, each Organization Representative shall be able to participate in all Board meetings.

- b) Only one person from the same family shall be allowed as a voting Board Member. The family shall include spouse, children, parents, in-laws, brothers and sisters.
- c) The immediate Past President shall be the ex-officio member of the Board of Directors, with full voting rights. If immediate Past President is unable to serve then, one of the former President's inline shall be invited by the board to serve as Past President.

### **Section 2. Election and Appointment of Directors**

- a) **Election of Board of Director:** Each Director elected by the general membership shall serve a maximum of three terms of two years each, except as provided in Section 8.1(b) of this Article. The term of a Director will begin on January 1 and end on December 31 of the second year.
- b) **Director of Partnering Organization:** Each paid Partnering Organization shall designate an individual as its representative to serve on the Board, as specified in Section 1(a) above.
- c) No voting in absentia or by proxy or email or voice vote shall be allowed in any election.

**Section 3. Term of Offices.** The term, except for the Executive Committee, will begin on January 1 and end on December 31 of the following year.

### **Section 4. Resignation**

Any Director may resign at any time by giving notice in writing to the President of ICC. The President, in consultation with Executive Committee, will either accept the resignation or request the resigning person to reconsider. If the resignation is accepted, it will become effective at the time specified therein or if no time is specified, immediately.

### **Section 5. Removal**

Minimum of 30% of the board of directors shall initiate the process of removal of any director that includes an executive committee member in writing to the President and/or to the Secretary. Deliberations shall be held at a Board meeting and the director in question shall be removed by a motion with an approval of at least 12 Board of Directors at-large.

- 1) Failure to attend any three consecutive meetings of the Board would result in automatic removal from the board without giving any notice as per the attendance records, maintained by the secretary, board shall remove the Director. Exceptions to the absence of a director shall be decided by the board.
- 2) Consistently working against the interests and objectives of ICC.
- 3) Disorderly conduct or behavior.
- 4) Alleged criminal activity.
- 5) Any other reason as determined by the board.
- 6) No-confidence motion on any board member including executive committee member

Removal of the Board of Director may be appealed to the trustees within a week in writing. Board of Trustees may reinstate the Director by vote of at least 5 of the 7 Board of Trustees. Tile decision of the board of trustees is final and binding.

The director against whom the disciplinary action was taken shall not be eligible to hold any position on ICC board for at least four (4) years from the date of removal.

### **Section 6. Filling of Vacancy**

Any vacancy occurring in the Board of Directors shall be filled at the next meeting of the Board following the occurrence of such vacancy. If the vacancy occurs while a Board meeting is in progress, such vacancy

may be filled at that meeting. Such vacancy shall be filled by the President recommending a candidate for the position, and the Board approving it with an affirmative vote of a majority of the remaining Directors. No person can be appointed to the Board until he/she has been a member of ICC for at least one year, this requirement may be waived by sixty-six (66) percent majority vote of the Board of Directors at large. New appointee shall serve the remaining term of the vacated director.

Vacancy for a Partnering Organization Representative shall be filled by the respective Organization.

**Section 7. Quorum.** A simple majority of the number of Directors-at-Large shall constitute a quorum for all meetings except for General Body Meeting as stated in Article VIII, Section 4 hereafter.

**Section 8. Executive Committee (EC):** The newly elected/appointed Board of Directors shall elect President, Vice President, Secretary and Treasurer for a two-year term beginning on February 1<sup>st</sup> and ending on January 31<sup>st</sup> of the second year.

**Section 8.1 Term and Eligibility for Election & Re-election**

- a) A candidate contesting election to an office of the Executive Committee shall have served on the Board of Directors in the preceding year.
- b) Directors at Large will be limited to three terms of two years each except when sixty-six (66) percent of the Board of Directors decide to grant an additional term to any Director. Such rare exceptions must be ratified in a Board Meeting prior to the General Body Meeting, preferably by mid-November.

**Section 8.2 Duties and Responsibilities**

- a) **President:** The President shall preside over all meetings of the Board and the general body. He/she shall have overall responsibility for all affairs of ICC and shall exercise all powers as deemed necessary within the framework of these bylaws, including, but not limited to, the appointment of auditors for ICC accounts, but only upon consultation with the Board. The President shall be the only spokesperson for ICC unless he/she designates someone else. The President shall represent India Culture Center on the Board of India House, Inc. President and Treasurer shall be responsible to file all necessary tax returns in a timely manner and transfer all document by end of February each year.
- b) **Vice President:** This person shall assist the President in the general working of ICC and shall perform all duties and exercise all authority granted to him/her by the President. The Vice President shall assume the duties of the President due to his/her incapacity for any reason or during his/her absence and transfer all documents by end of February each year.
- c) **Secretary:** This person shall keep a record of all proceedings, including preparing minutes of the Board meetings, and general body meeting maintain records of membership, and shall mail all notices required by these by-laws. The Secretary shall mail minutes of the Board meetings at least one week prior to the next scheduled Board meeting. The Secretary shall also collect mail from the ICC's post office box, at least once a week. All relevant documents shall be transferred to the successor by end of February. Agenda and minutes of all the board meetings shall be sent to Board of Trustees and transfer all documents by end of February each year.
- d) **Treasurer:** This person shall keep a record of all financial transactions of ICC; present the financial status to the Board at every scheduled monthly Board meeting, and general body meeting, provide all financial information to the Accountant/CPA for filing annual Tax Return to IRS, and shall assist the President in getting the accounts audited, if required. All relevant documents shall be transferred to his/her successor by end of February and transfer all document by end of February each year.
- e) **Immediate Past-President:** The immediate past president shall advise the President, as appropriate, in the conduct of the ICC Board's official business. He/she shall be a member of the ICC Board's Executive Committee and shall along with the ICC President represent, India Culture Center on the

Board of India House, Inc. He/she shall be responsible for the transfer of all the records and documents to the new executive committee by end of February.

- f) **Executive Director (ED):** A new position of Executive Director may be created. The selection, functions, responsibilities of the ED shall be decided by the Board.
- g) **Eligibility for EC:** Nominee for any position on the Executive Committee should have served as a At Large Board of Director for one year in the preceding year before being eligible/contesting for the Executive Committee.

**Section 9. Succession Plan.** The President of ICC, or in his/her absence for more than 15 days, the Vice-President, or in his/her absence, the Treasurer, or in his/her absence, a nominee of the President, shall preside at all meetings. In the absence of the regular Board Secretary, the President may appoint someone from among other members of the Boards, to act as officiating Secretary for the meeting.

**Section 10. Regular Board Meetings.** The ICC Board meeting will be held on First Sunday of every month, unless the Board decides otherwise.

**Section 11. Special Meetings.** A special meeting of the Board of Directors may be called at the request of the President of the Center or by simple majority of the Board by giving at least three (3) days' notice to all the board members.

**Section 12. Emergency/Special Meetings of Executive Committee.** The Executive Committee may meet from time to time to discuss and decide certain issues requiring immediate attention. However, any issues decided by the Executive Committee shall be notified to the full Board at its next regular meeting and recorded in the minutes of this meeting.

**Section 13: Attendance:** For all the above-mentioned meetings, members who may not be able to physically attend, may join by an audio or a video PROVIDED they have advised the Secretary at least twenty-four (24) hours prior to the meeting. This facility will also be applicable to meetings stated under Article VIII listed hereafter.

**Section 14. Transfer of Records and Assets.**

All records, assets, cash, bank accounts and all financial records including tax returns of ICC shall be transferred to new incoming officers of the Board immediately. The outgoing President shall ensure that all such documents are handed over to the incoming President and Secretary by last day of February of each year in presence of Chairman of Trustee.

**Section 15. Temporary Power.** In case the new Board of Directors is not elected in the prescribed time or is unable to conduct ICC business, for any reason, the Board of Trustees (See Article VI) shall assume the responsibility to manage the affairs of the ICC until a new Board of Directors have been installed.

**Section 16. Compensation/Reimbursement.** The ICC Board members shall receive no compensation. However, they shall be reimbursed for any out-of-pocket expenses incurred on account of ICC events, pre-approved by the Board.

**Section 17. Conflict of Interest.**

- a) An ICC Board member shall declare in advance and abstain from participating in deliberations whenever there is a conflict of interest.
- b) An ICC BOD/BOT shall not be on the Board of any other organization whose interests compete or clash with those of ICC.



- c) Conflict of interest: Nominee for any position on the Executive Committee shall not be serving on the Executive Committee of any other non-profit organization.
- d) Spouse of any member of BOD/BOT & any partnering organization of ICC shall not be eligible to hold any elected office of ICC.

## **Article VI. Board of Trustees**

**Section 1. Eligibility.** A candidate for the Board of Trustees (BOT) shall meet at least one of the following eligibility criteria:

- a) Must have been Past President of ICC.
- b) Must have had a distinguished record of past services to India Culture Center, its Partnering Organizations, or community-at-large.
- c) Must be a Patron or a life Member of ICC at least For one year.

### **Section 2. Term of Trustees:**

- a) The Board of Trustees shall consist of seven (7) Members, two positions must be filled by past presidents and five will be at large positions to be filled by other eligible candidates without debarring additional past presidents.
- b) Members shall serve three-year staggered terms in such a way that two or three new members are elected for three-year term. When three or more positions fall vacant, the other positions are filled either for two years or one year to keep the staggered term intact.
- c) The Members, among themselves, shall elect a Chairman for a period of one year before January 31<sup>st</sup> of each year.

**Section 3. Nomination Process.** See Article VII, Section 2.

**Section 4. Election of Trustees:** Using the list of Trustee candidates received by the Nomination Election Committee, the required number of Trustees will be elected by the membership at the General Body Meeting.

### **Section 5. Powers and Duties.**

- a) In case of inability of the Board of Directors to function for any reason, the Board of Trustees shall manage all the activities of ICC until a new Board of Directors has been instituted.
- b) The Board of Trustees shall deal with any matters of discipline, including acting on complaints by members against other Board members and resolve any other conflicts arising that may arise within the Board, from time to time. The decisions of the Board of Trustees, in resolving these types of conflicts, shall be final.
- c) The Board of Trustees shall actively participate in all activities, including fund raising efforts in support of various ICC programs.
- d) The Board of Trustees shall ensure the transfer of records and assets to the new Board in a timely manner, including but not limited to, membership lists in all categories, financial records, accounting reports, minutes of meetings, and any historical commitments.
- e) Board of Trustees shall meet at least once every three months.
- f) Entire Board of Trustees may attend two ICC monthly board meetings in a year.
- g) Chairman of Trustee will preside over all the meeting of the Board of trustees.

h) Manage Reserve Fund and keep accurate record for tax purposes.

### **Section 6. Resignation and Removal.**

**Resignation:** Any Trustee may resign at any time by giving notice in writing to the Chairmen of Trustees. The Chairman of Trustees, in consultation with other Trustees, will either accept the resignation or request the resigning person to reconsider. If the resignation is accepted, it will become effective at the time specified therein or if no time is specified, immediately.

**Removal:** A trustee may be removed for the under mentioned causes. A minimum of three trustees of the board of trustees shall initiate the process of removal of any trustee. A trustee shall be removed by introducing a no confidence motion approved by at least five of the seven trustees of the board of Trustees. There shall not be any appeal for the removal of trustees by the board of Trustees.

1. Consistently working against the interests and objectives of ICC.
2. Disorderly conduct or behavior
3. Alleged criminal activity
4. Any other reason as determined by the trustees

The Trustee against whom the disciplinary action was taken shall not be eligible to hold any position on ICC for at least four (4) years from the date of removal.

### **Section 7. Vacancy.**

Any vacancy occurring in the Board of Trustees shall be filled at the next meeting of the Board of Trustees following the occurrence of such vacancy. If the vacancy occurs while a Board meeting is in progress, such vacancy may be filled at that meeting. Such vacancy shall be filled by the Chairman of Trustees recommending a candidate for the position, and the Board of Trustees approving it with an affirmative vote of a majority of the remaining Trustees. No person can be appointed to the Board of Trustees until he/she meets eligibility criteria as specified in section 1.

## **Article VII. Nomination/Election of Trustees and Directors**

**Section 1. Election Committee:** By August 31st of each year, the President shall appoint an Election Committee of three members, who are not currently on the Board of Directors or trustees. This committee shall be approved by the board of directors in the September monthly meeting. This Committee shall be responsible for securing nominations for the Board of Directors and the Board of Trustees for conducting the election as detailed in Section 2 & 3 of this Article. The members of this Committee shall be long-standing ICC members who are known for their dedicated service to the community for a period of at least five years. Not more than one Family member (Wife, Husband, Brother, Sister, Parents and in-laws) will serve on the committee. The term of the election committee shall end on the July 31<sup>st</sup> of the following year. An Election Committee member shall be removed by the majority of board of directors for engaging in any activity against the bylaws.

### **Section 2. Nomination of Directors and Trustees.**

- a) The Election Committee will verify and ensure the nominees for position of Trustees are eligible in accordance with criteria given in Article VI section 1 and those for the position of Directors are eligible in accordance with criteria given below in this section.
- b) The Election Committee shall announce a request for nominations at least six (6) weeks prior to scheduled elections. The dates and times of all election-related activities, as outlined in Section 5 of this Article, shall be announced through the local Indo-American media. The Executive Committee shall be responsible to send the election notice to all the general membership on a timely manner.
- c) Any current Board of Director or Trustee of ICC may nominate candidates for Directors'/Trustee's positions. The nomination must be seconded by any other member of ICC in good standing
- d) The nominee must have been a member of ICC for one year prior to being nominated. This condition may be waived by a majority vote of the Board of Directors in circumstances mentioned in succeeding section 10. Each nominee must express his/her acceptance in writing at the time of nomination
- e) Non-refundable fee of \$25 must be paid to the ICC for processing the nomination. The newly elected At-Large Board of Director/Trustee shall become a Life Member of ICC immediately.
- f) No member may contest for two positions simultaneously. Each nomination must be proposed, seconded and accepted.
- g) No candidate shall be related to each other.
- h) Nominations shall close at least one (1) week prior to the scheduled election date.
- i) No member of ICC can nominate himself or herself. Also, he/she cannot nominate more than one person.
- j) A candidate may officially withdraw from the election by no later than 72 hours prior to the election, by presenting a written notice to the Election Committee.
- k) Nominations cannot be entertained on the day of election and/or during a general body meeting, except in situations when the Nominations are less than the vacancies and nominees proposed meet all other eligibility criteria.
- l) Nominee must not have committed or alleged of being involved in any criminal activity.

**Section 3. Duties of the Election Committee:** The Election Committee shall exercise absolute control over all matters of election. The duties of this committee shall include:

- a) Developing election guidelines as per these laws and inviting nominations from candidates for the Board of Directors and Trustees by announcing in the media and ICC publications.
- b) Specify clearly the deadlines for acceptance and withdrawals of nominations.
- c) Preparing appropriate ballots and appointing election staff if necessary.
- d) Preparing registers of eligible voters from the ICC membership list to be provided by Secretary of the Board of Directors 6 weeks prior to the date of elections.
- e) Establishing and enforcing proper election procedures and conducting elections in an impartial, democratic, and non-partisan manner. All nominations shall be kept confidential from all including the Executive Committee of ICC until the deadline is completed. Bio data of all nominees should be made available to the general body. The Election committee cannot nominate anybody.
- f) Counting ballots, declaring election results, and submitting an election report in writing to the ICC President, who shall announce the names of the elected officers, through the community media and ICC publications.
- g) Election Committee shall be responsible to send the election notice to the general membership with the help of Executive Committee on a timely manner.

**Section 4 Election Procedures.**

- a) Elections shall be held no later than the second Sunday of the month of December.
- b) Voting shall not be required if the number of eligible nominees is equal to or less than the number of vacancies on the Board of Directors/Trustees and such nominees shall be declared automatically elected;
- c) The Election Committee shall obtain a final list of eligible voters from the Secretary prior to the date of the election in all cases where voting is required, and shall prepare a ballot with the names of duly certified nominees;
- d) The Election Committee shall set up polling booths on election day and shall staff and maintain said booths for a reasonable length of time so that all voters may have an opportunity to cast their ballots obtained from the Election Committee at the booths;
- e) Vote shall be cast in person by eligible members by secret ballot. Proxy and email voting is not allowed.
- f) Counting of ballots and declaring of winners shall be carried out by the Election Committee immediately after closing of the polls. Candidates may send one observer to witness the election and counting process.
- g) In case of a tie, winner will be declared by a toss of coin only and no other procedure shall be allowed.
- h) Membership card or valid form of identification may be required for voting purpose.

**Section 5 Election Procedures for the Executive Committee.**

- a) Elections shall be held on the 1<sup>st</sup> monthly board meeting of the year with at least two (2) week notice to the Board of Directors.
- b) Runoff voting shall be required for every executive committee member election, if he/she receives less than 50% of votes from eligible votes.
- c) Members who are absent for more than 50% of the total board meetings (including regular and special) shall be barred from contesting for an executive committee position and voting for the executive committee.

**Section 6. Declaration of Winners When Voting is Required.** The candidate receiving the highest number of votes shall be declared winner of the Directorship to be filled, the candidate with the next highest number of votes shall be declared winner of the second Directorship to be filled and so on until each consecutive Directorship has been filled in this manner. If two or more persons tie and at least that many Directorships are to be filled, the winner(s) shall be chosen by toss of coin.

**Section 7. Canvassing in the Vicinity of the Polling Place.** No canvassing shall be permitted on the premises of the polling place.

**Section 8. Voting Irregularities.** Written complaints of election irregularities and violations of the election rules and procedures herein set out, along with supporting documentary evidence, which shall include names, places and appropriate signatures, shall be filed with the Election Committee within seven days after the election. The Committee shall handle the complaints within one week after the complaints has been received.

**Section 9. Power of Committee.** The decision of the Election Committee shall be final in all matters concerning nominations, withdrawals, and conduct of elections and complaints.

**Section 10. When Nominations Shall Not Equal to vacancies of Directors/Trustees to be filled.** If the requisite number of eligible nominations for the Board of Directors or Trustees is not received by the

Election Committee, the general body shall elect for the vacant positions any nominee who has been a member of the Center for at least one year prior to the election meeting. This eligibility requirement may be waived by the majority vote of the Board of Directors.

## **Article VIII. Membership Meetings**

**Section 1. Annual Meeting.** There shall be a minimum of one General Body meeting of all the members in the month of December, every year. The General Body meetings shall be called by the ICC President.

**Section 2. Special Meetings.** Additional General Body Meetings shall be called at any time by the President or by a majority of the members of the Board of Directors.

**Section 3. Meeting Notice and Agenda.** For all General Body meetings, a minimum of 10 days but no more than 60 days' notice shall be given, along with the Agenda outline, through announcements in the Local print and/or broadcast media, or any other means of written communication approved by the ICC Board.

**Section 4. Quorum.** For the purpose of transacting business at the General Body Meeting, the quorum shall consist of twenty-five (25) ICC voting members.

**Section 5. Voting.** Voting on any question, except as otherwise provided by these by laws, may be by voice vote or by show of hands unless the presiding officer shall order or any member shall demand voting be by written ballot.

**Section 6. Who Shall Preside?** The President of ICC, or in his/her absence, the Vice-President or in his/her absence, the Treasurer, or in his/her absence, a nominee of the President of the Board, shall preside at all meetings. The Secretary of the Board of Directors, or in his/her absences, an appointee by the President from among other members of the Board, shall act as Secretary of the meetings.

## **Article IX. Committees**

**Section 1. Standing Committees.** The following standing Committees shall be appointed and their respective duties and responsibilities shall be defined by the Board of Directors:

- a) Membership Committee.
- b) Public/Media Relations Committee
- c) Cultural Activities Committee
- d) Inter-organizational Committee
- e) Election Committee
- f) Awards Committee
- g) Fund Raising & Grants Committee
- h) Women Activities Committee
- i) Youth Activities Committee
- j) Charity Committee

**Section 2** In addition to the above standing committees, the Board may, appoint any other committees, as needed, to conduct special events. Committee recommendations shall be subject to the approval of the Board of Directors before the final action is taken.

**Section 3. Appointment of Committees and Chairs.** The President shall appoint all Committees and designate the respective Committee Chair with the approval of the Board. The Chair of each Committee shall be a Director at Large. The Committee chair, with the approval of the President, may supplement the appointments of the respective Committee members. The members of the Committees need not to be members of the Board, but must be members in good standing of India Culture Center or its Partnering Organizations.

**Section 4. Terms of Committee.** Normally, the term of a committee shall expire at the end of the year in which it is appointed. However, in special circumstances, where an overlap or an extension of the term of committee member(s) and/or Committee Chair is felt necessary, the outgoing and incoming president may mutually agree to continuing the Committee/Chair beyond the Calendar year in which it was appointed.

## **Article X. Financial and Budget Control**

**Section 1. Budgets.** The budget for each planned event must be authorized by the Board.

### **Section 2. Bank Accounts.**

- a) ICC shall maintain its accounts and shall deposit its funds in banks, which are insured under FDIC or FSLIC. In no banking institution shall funds in excess of the insured amount be deposited.
- b) No individual can open accounts in the name of ICC unless authorized by the Board of Directors. Usually the President and/or the Treasurer shall have the authority to open and close the account with board approval.
- c) The bank accounts for the ICC operational funds shall be operated by President and Treasurer, and checks in an amount over \$1500.00 are to be signed by both of these officers. The amount on the checks shall not be broken down, without valid reasons, just to circumvent the endorsing requirements.
- d) Signatures of two trustees shall be required to maintain Reserve Fund account. Reserve Fund account is managed by Board of trustees.

### **Section 3. Expenditures - Approvals and Payments.**

- a) The expenditures incurred shall be only for the purpose of conducting and sponsoring activities related to the aims and objectives of ICC.
- b) Approval of expenditures for ICC operations by the Board of Directors: President is authorized to approve expenditures up to \$500.00 but not more than three checks of a maximum amount of \$500 each can be issued in a calendar year for such special circumstances. Any expenditure in excess of \$500.00 must be approved by a majority of the Board of Directors.
- c) Payment of Expenditures: The President or the Treasurer on behalf of the President shall make payments out of the ICC operating funds for all authorized expenses for which invoices or receipts are provided. Treasurer shall keep accurate records of all receipts and expenditures and file relevant evidence as cancelled checks, deposit slips, invoices, receipts and reconciled bank statements in a professional manner.
- d) Budget that exceeds \$50,000 shall be approved by BODs and then by BOTs.
- e) Budget that exceeds \$100,000 shall be approved by BODs then BOTs and general body.
- f) Board shall not approve more than \$500.00 for the signature event of the other organizations, which are associated with ICC for more than three years. Such sponsorship amounts shall be restricted to

two affiliated organizations per year. No organization shall be eligible to receive monetary contribution for more than once per year.

#### **Section 4. Binding Decisions on Future Boards**

Any action or decision taken by the current Board must be approved by the General Body, when it is binding on future Boards especially in matters pertaining to the finances. The resolution shall be approved by the Board of Directors and shall be submitted to Board of Trustees for their approval before presenting at the general body.

#### **Section 5. Reserve Fund.**

- a) A Special Reserve Fund Account shall be maintained for use during emergencies and any unforeseen circumstances.
- b) At the end of every Calendar Year, any year-end balance in excess of \$10,000.00 in the Operating Fund Account (after allowing for any payables for the year just ended) shall be transferred to the Reserve Fund Account.
- c) Two Trustees shall be authorized signatories of the Reserve Fund Account. This account cannot be closed without both BOT and BOD approval.
- d) Requests for use of the Reserve Fund money, under unusual or special circumstances, must be approved by majority of the board and submitted to the Chairman of Trustees for approval by majority of the Trustees.

### **Article XI. IRS 501(c)(3) Tax-Exempt Requirements**

#### **Section 1. Limitations on Activities**

- a) No activity of this corporation shall include carrying on of propaganda, or otherwise attempting to influence the legislation; and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- b) Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of Internal Revenue Code.

#### **Section 2. Prohibition against Private Inurement**

No part of the net earnings of this corporation, shall inure to the benefit of, or be distributable to, its members, Trustees or officers, or other private persons, except that the corporation shall be authorized and empowered, with the approval of the Majority of the BODs, to reimburse any reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of this corporation.

### **Article XII. Awards and Scholarships**

India Culture Center may honor outstanding community members each year in the following categories:

- a) Outstanding Community Service Award(s)
- b) Outstanding Student Award(s)
- c) Bhalla Outstanding Student Scholarship(s)



d) **Outstanding Organization Award(s)**

The criteria for these awards/scholarships are described in Section 1 below.

In addition, a business, a family, or an individual may sponsor awards of scholarships for students of the ICC family members. The ICC Board shall specify criteria for any such sponsored awards, in consultation with the sponsor. However, the criteria shall not be discriminating in nature.

**Section 1. ICC Awards and Scholarships Criteria.**

a) **Outstanding Community Award(s)** will be divided into two categories:

1. **ICC Sponsored Community Services:** The person or persons selected must have been actively involved in community service relating to ICC activities for at least two years and must have served previously on the Board of Directors/ Board of Trustees. No member of the current Board of Directors or Board of Trustees can be nominated for this award.
2. **Partnering Organizations-Sponsored Community Service:** The person or persons selected must have been actively involved in community service activities in one or more of the ICC's Partnering organizations for at least two years. The person shall have contributed significantly toward the betterment of the entire community with his/her actions.

b) **Outstanding Student(s) Award** will be divided into two categories:

1. **College Students** -The person(s) selected for this award shall be college student with an outstanding academic record. In addition, the student must have been involved in community service activities through ICC or any of its Partnering Organizations. This award will carry with it a merit scholarship in the amount to be determined by the Board.
2. **High School Students** - The person(s) selected for this award shall be graduating senior, with an outstanding academic record and entering a college for further education. In addition, the student must have been actively involved in community service activities through ICC of any of its Partnering Organizations. This award will carry with it a merit scholarship in the amount to be determined by the Board.

c) **Bhalla Outstanding Student Scholarship**

1. The Bhalla Scholar shall be a graduating high school senior entering first year of undergraduate education during the year the scholarship is awarded. He shall be a student with an outstanding academic record. Any additional qualification(s) may be added by the Bhalla Outstanding Student Scholarship Committee. The scholarship shall carry with it a merit scholarship in the amount determined by the Bhalla Outstanding Student Scholarship Committee. The merit scholarship shall come from the Bhalla Scholarship Fund established with \$100,000.00 donation by Col. R.P.S. Bhalla and Mrs. Kanwal Bhalla in 2020 and shall be given to only one student every year.

d) **Outstanding Organization Award** will be given to an ICC Partnering organization that have demonstrated the highest level of cooperation with, and support to, ICC throughout the year, in conducting all its programs/events.

**Section 2. Bhalla Outstanding Student Scholarship Committee**

The Board shall establish a committee to oversee the scholarship fund and the awards. The five-member committee shall be composed of ICC President, ICC Chief Trustee, an ICC life-member CPA, an ICC past-president and a BOD-At-Large. The ICC life-member CPA and ICC past-president shall be nominated to the committee for 8 years. The other members shall be from the year's serving board members. The selection criterion and all other details including investment of the seed money shall be the sole responsibility of this committee.



**Section 3. Other Awards Committee.**

At least two (2) months prior to the Major Scheduled Event such as those mentioned in Section 4, below, the ICC President shall appoint an Awards Committee of three members. One (1) of the members of the Awards Committee shall be a sitting member of the Board and shall chair the Committee. This committee shall be responsible for securing nominations and selecting qualified winners in each of the awards categories. The committee shall announce a request for prospective nominations at least six (6) weeks prior to the scheduled event.

**Section 4. Selection Procedures**

- a) The Awards Committee shall seek nominations from the Indian-American community by publicizing the eligibility criteria for the various awards and scholarships. The guidelines and documents required with the nominations shall be specified and will be published in ICC Newsletter and/or local Indo-American media, at least month ahead of the submission deadline.
- b) Each nomination shall be submitted in writing to the Awards Committee with proper documentation provided in support of the nomination.
- c) Awards Committee shall evaluate the credentials of all nominations received within the scope and requirements of each award as specified in Section 2 and shall recommend to the Board of Directors the best nominee(s) for the awards.
- d) Board of Directors upon concurring with the recommendations of the Awards Committee shall arrange for the awards to be made by President, usually during a major ICC function.

**Section 5. When Awards shall be Given.** These awards shall usually be given during a major ICC Event such as Independence Day Celebration, Republic Day Celebration, Gala Night, etc.

**Section 6. Lack of Nominations.** If no nominations are received for any category, the Board may decide to defer the award to next year or give those awards to other categories.

**Section 7.** Any of the above requirements may be waived by a majority vote of the Board of Directors at large.

**Article XIII. Amendments to Bylaws**

Any proposed amendments to the Bylaws may be presented in a regular Board Meeting, provided a due notice was sent to the Board with the Agenda points at least seven (7) days prior to the Board meeting. Proposed amendments will be discussed and passed by at least sixty-six percent (66) of the Board Members.

**Article XIV. Dissolution**

In the event India Culture Center is dissolved, the organization shall, after paying or making provisions for the payment of all of its liabilities, dispose of all its assets exclusively for the purpose of the organization in such manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the ICC Board and its

Trustees shall determine. Any assets not so disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office of ICC is 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.