



MANCA (MALAYALEE ASSOCIATION OF NORTHERN CALIFORNIA)

CONSTITUTION AND BYLAWS

PREAMBLE

MANCA is a social and cultural association organized by enterprising Malayalees of Kerala (Southern India) settled in Northern California, to promote and foster inter-country relationship and good will in social and cultural areas.

ARTICLE I

NAME

The name of the organization shall be "MANCA" hereinafter referred to the ASSOCIATION or MALAYALEE ASSOCIATION OF NORTHERN CALIFORNIA.

ARTICLE II

LOCATION AND ADDRESS

Pending the establishment of a permanent office, the interim address of MANCA shall be the address of the current President or such other address determined from time to time by the Board of Directors.

ARTICLE III

JURISDICTION

The area of operation of MANCA shall extend to the whole of Northern California.

ARTICLE IV

DEFENITION OF TERMS

Family is defined as the head of the household, his or her spouse and children under eighteen years or below or unmarried children who are over eighteen years old and are dependant of the parents.

Individual is defined as a person who is over eighteen years old.



ARTICLE V

AIMS AND OBJECTIVES

MANCA shall be a non-profit, non-religious cultural association. The primary aim of the association is to promote interest in and present vividly the art and culture of Kerala, India, which have won worldwide recognition, and thus add one more piece of unique beauty and color to the mosaic of the cultural life of this country. The objectives are as follows.

Section A

To bring together the Malayalee residents of Northern California and those interested in Kerala art and culture in the region into a common association for furtherance of their social and cultural interests so that they can make a more vital contribution to the national life pertaining to these fields of activity.

Section B

To forge links with like-minded sister organizations in the country engaged in similar pursuits by providing a forum for exchange of information and mutual cooperation in all related fields of activity.

Section C

To act as an agency for collection of funds and mobilization of other forms of assistance and support for humanitarian and charitable causes and transmit such funds and assistance to the distressed and deserving areas and people.

Section D

To impart training in language, music, dance and other arts and activities that is unique to the heritage of Kerala.

Section E

To provide such other services and activities as shall be decided by the Board of Directors.

ARTICLE VI

MEMBERSHIP

Section A

The membership in the Association shall be open to everyone interested in the aims and the objectives of MANCA. In order to be a member, he or she should be at least eighteen years old.



Section B

There shall be two types of memberships: Family Life and Individual Life. For the purpose of voting, family membership is entitled to two votes limited to husband and wife.

However, one spouse shall not vote on behalf of an absent spouse. Individual membership is entitled to only one vote.

Section C

Membership of the Association shall cease:

1. On death of the member or death of both the head of the household and his or her spouse in case of a family membership.
2. Upon the conviction of a felony by the court of law, or such other conduct that is detrimental to the reputation and well-being of the Association determined by the Board of Trustees ratified by the two third majority of the General Body.
3. Upon request of the member in writing to the Board of Directors, for termination of membership.

Section D

Membership in Manca is for life of the member and shall not be transferred or surrendered for cash value. In case of Family Membership, if one spouse ceases to be to a Member , the remaining spouse shall continue as an Individual Member until he or she gets remarried.

Section

The Board of Directors shall determine membership fees from time to time with the approval of the Trustee Board.

Section F

A member who has moved out of the geographical area broadly defined as Northern California for more than two consecutive years may have the membership temporarily suspended. The membership may be reactivated once the member is back in Northern California and the Board of Directors is notified in writing. This is to ensure that membership constraints for quorum are not encountered and to lessen the financial impact on the Association.

ARTICLE VII

THE ORGANS AND OFFICE-BEARERS

Section A

The organs of the Association are: The General Body, The Board of Trustees, and The Board of Directors.



Section B

The Board of Trustees shall consist of five (5) members, four of whom shall be past presidents of the Association and the fifth shall be the current President of the Association. In case there are not enough past presidents to serve in the Trustee Board at any time, then the Trustee Board shall appoint the needed number of members from the people who has served in the MANCA Executive Committee for two or more terms.

Section C

The Executive Committee shall consist of the President, Vice President, Secretary, Joint Secretary and the Treasurer. An office-bearer of MANCA shall not function in the capacity of an office-bearer of another organization similar to MANCA with Non-Profit, Social, Cultural or Charitable status and has conflict of interest with MANCA, through the duration of their term.

Section D

The Board of Directors shall consist of five (5) Executive Committee members and fourteen (14) Directors representing various geographic regions of Northern California.

Section E

Two (2) of the fourteen Board members shall be representatives of CAMYL (California Malayalee Youth League). Members of Carny! shall elect CAMYL representatives.

Section F

The office-bearers of the Association are: The Board of Trustees and Board of Directors.

ARTICLE VIII

COMPOSITION AND POWERS OF THE GENERAL BODY

Section A

The General Body shall be the sovereign body of the Association , and shall consist of all members in good standing.

Section B

The powers of the General Body shall be to

1. Elect the President, the Vice President, the Secretary, the Joint Secretary the Treasurer and the Board of Directors of the Association.
2. ApprovetheAdministrationReportandthefinancialReportoftheexpiringterm.
3. Approve amendments to the Constitution and Bylaws of MANCA, as prescribed hereinafter.



4. Approve purchase of real property or any major financial commitment by the Association.

ARTICLE IX

COMPOSITION AND POWERS OF THE BOARD OF TRUSTEES

Section A

There shall be a governing body known as the Board of Trustees consisting of FIVE members. Of the five, four shall be past presidents of MANCA and the fifth shall be the current president. The term of the Trustee Board is four years. Starting October 2009, the first Trustee Board shall consist of four senior most past presidents who are interested to serve and the current President. The two senior most past presidents, who are in the

Trustee Board shall vacate their position in September, after serving a two-year term. Starting October, the two incoming members who are next in line according to seniority in a chronological order from the most senior to the current president shall fill in the open positions and will serve the full term of four years. The two remaining Trustee Board members will continue to serve the 3rd and 4th year of their term. If a position becomes open in the middle of a term, that position shall be filled by the Trustee Board from the members who served at least two terms in the Executive Committee for the remainder of that term. New members shall replace the positions vacated by the members who completed their four-year term every two years. Each Trustee Board member shall have only one vote in any decision-making events. No members of the Trustee Board shall serve two consecutive terms and a maximum of three terms.

If all available Past Presidents have served their term, then Past Presidents according to the seniority in chronological order from the most senior to the current President shall once again fill in the open positions on the Board of Trustees and will serve the full term of four (4) years.

Section B

The Board of Trustees shall elect one member from among them as Chairperson at the first meeting to be held within one month after their election. The term of the Chairperson is two years. The same person cannot be the chairperson for two consecutive terms. The current president cannot be the chairman of the Trustee Board. There should be a Vice Chairperson who shall be elected by the same process. If the Chairperson cannot complete his or her term for any reason, or resigns from the post, the Vice Chairperson shall assume the role of Chairperson for the remainder of the term. The Chairperson shall chair all meetings of the Board of Trustees and the General Body.

Section C

Responsibilities of the Board of Trustees include:

1. Function as a separate entity obligated to the General Body
2. Meet at least once every three months.



3. Administer and attend to the purchase, sale and handling of real properties and any other assets worth \$2000.00 or more.
4. Keep an inventory of the assets of the Association and ensure their safekeeping.
5. Act as the custodian of the Association Records including minutes of Board of Directors meetings and the annual reports and audited financial reports.
6. File taxes in a timely manner in compliance with the State and Federal Guide lines for non-profit organizations.
7. Conduct elections in a fair and objective manner to ensure that the elected positions represent the various segments of the community.
8. Appoint an auditor from the members at large.
9. Responsible for making sure that the audited Treasure's report and the Secretary's report are presented to the General Body.
10. Responsible for conducting General Body meetings at least once every two years along with the general elections. At that General Body meeting the audited Treasure's report and the secretary's report shall be presented to the General body.
11. Provide guidance to the Board of Directors when the majority of the Board of Directors requests it officially in writing.
12. The Trustee Board shall be responsible for taking the necessary action against any member of the Board of Directors for violating the constitution. To initiate such an action, it has to be requested by two third of the Board of Directors in writing to the Trustee Board or by thirty percent of the members at large, then the Trustee Board has to call a General Body meeting within sixty days from the receipt of the notification of such request. To remove a Board of Director from the office, it has to be approved by the General Body with a two third majority of the members present.
13. The Board of Trustees shall interpret the articles of the constitution and the bylaws as and when required.
14. The Board of Trustees shall frame rules and regulations or changes to the Constitution and bylaws as and when needed, subject to final approval of the General Body with a two third majority of the members present.
15. The Board of Trustees shall also collect all documentation including tax documents and Certificate of Good Standing, inventory lists and assets, from the outgoing Board of Directors and shall be responsible for handing over those documents and MANCA properties to the incoming Board of Directors. The handing over of the documents shall happen at the first joint Board Meeting once the incoming Board of Directors has been finalized. The outgoing and incoming Board of Directors as well as the Board of Trustees shall attend this joint Board meeting.

ARTICLE X

COMPOSITION AND POWERS OF THE BOARD OF DIRECTORS

Section A

The composition of the Board of Directors shall be: the President, Vice President, Secretary, Joint Secretary, Treasurer and fourteen (14) Directors.



Section B

The Fourteen Directors shall consist of:

1. One (1) Immediate Past President for continuity contacts and leadership. If the immediate Past President is not available to serve in the board, then the board can appoint anybody from the membership at large.
2. Two (2) representing the California Malayalee Youth League (CAMYL).
3. Eleven (11) members from the community representing various geographic and population centers of the membership. If possible, at least 25% of these should be women.

Section C

The members of the Board of Directors shall hold office for a period of two years co-terminus with the Executive Committee. No member shall serve more than two consecutive terms in the same position and no more than three consecutive terms on the Director Board except the outgoing President who will be automatically part of the new Board of Directors.

Section D

The Board of Directors shall be responsible for the general conduct of business pertaining to the day-to-day activities of the Association.

ARTICLE XI

RESPONSIBILITIES OF THE OFFICE-BEARERS

Section A

The Chairperson of the Board of Trustees shall preside over the meetings of the Board of Trustees and the General Body. In the absence of the Chairperson, the Vice-Chairperson shall assume the responsibilities of the Chairperson. If the President calls for a combined meeting of the Board of Trustees and Board of Directors, The Chairperson of the Trustee Board shall chair the meeting.

Section B

The Board of Trustees shall have the authority to call the General Body to dissolve the Executive Committee or the Board of Directors. Such action shall be initiated only upon written request of two-thirds of the Board of Directors and/or thirty percent of the members of the Association in good standing. In order to recall a member, the General Body has to approve with a two third majority of the members present.



Section C

The President shall be the Chief Executive Officer of the Association, and as such shall be responsible for its day-to-day administration including:

1. Preside over the meetings of the Board of Directors.
2. Appoint Advisory Committees for expert guidance on special projects and programs for the year.
3. The President shall represent MANCA in all official matters and shall be the official spoke person of MANCA.

Section D

The Vice-President shall assist the President in his/her duties. The Vice President shall carry out the duties of the President in his/her absence. The Vice President shall be responsible for organizing, supervising any CAMYL activities and elections.

Section E

The Secretary shall keep minutes of all meetings of the General Body and the Board of Directors. He or she shall maintain official files and records. The secretary shall submit all records to the Board of Trustees, upon request in writing. The secretary shall hand over all documents and records to the Board of Trustees within 15 days after his/her term expires. The Secretary shall be responsible for presenting the minutes to the General Body.

Section F

The Joint Secretary shall assist the Secretary in the execution of his/her duties and act in his/her behalf in his/her absence.

Section G

The Treasurer shall be responsible for:

1. Maintaining proper and accurate records of the funds and membership dues.
2. Collection and disbursement of all the funds
3. In consultation with the President, authorize payments up to a maximum of one thousand dollars (\$1,000). The Board of Directors must approve payment of more than one thousand dollars. For any disbursements over five hundred dollars, checks or payment vouchers should be duly signed by both the Treasurer and the President of MANCA (requirement of dual signature has been in place for some time unless it's been changed)
4. Submit a statement documenting the financial activities of the Association, at every meeting of the Board of Directors.
5. Ensure that the accounts of the Association are balanced at all times.
6. Maintain copies of all checks received in the name of the Association.



7. Provide a signed receipt for all funds received.
8. Keep all original receipts or contracts for any disbursement of funds.
9. Present the audited financial report to the General Body.
10. Submit all documents to the Board of Trustees if requested in writing.
11. Handover all books and records to the Board of Trustees within 15 days after his/ her term expires.

Section H

The fiscal year of MANCA shall be October 1 through September 30.

Section I

A Board member who fails to attend two consecutive meetings or four meetings in a MANCA fiscal year shall be deemed to have relinquished the Board membership. If a Board Member decides to resign, the resignation shall be given in writing to the President. If there is a vacancy on the Board of Directors, it shall be filled by the President with the approval of the Board of Directors.

Section J

All Office-Bearers of MANCA, including the Executive Committee and Board of Directors shall take an oath of office and sign the document (Exhibit 1) before they resume their respective roles. The Board of Trustees shall be the custodians of the signed documents through the term of the Board.

ARTICLE XII

MEETINGS OF THE GENERAL BODY, THE BOARD OF TRUSTEES AND THE BOARD OF DIRECTORS

Section A

The Chairperson of the Board of Trustees shall convene a meeting of the General Body for approval of the budget, the election of the Board of Directors for the ensuing term and such other matters as might be deemed necessary. Besides the above, that is mandatory; other meetings of the General Body should be called within sixty days, if thirty percent of the members of the Association express their desire in writing to the Chairperson. The Chairperson of the Board of Trustees may also call ADHOC meetings for expressed purposes, after notifying the Board of Directors.

Section B

The Board of Directors shall meet at least once every two months. The date of the meeting shall be decided at the previous meeting of the Board of Directors. The date, time and agenda for all Board of Directors meetings shall be notified to the Board of Directors at least two weeks in advance unless it is an emergency.



Section C

A General Body meeting shall be conducted only after a minimum of thirty-day advance notice is given with the agenda. There shall be a quorum requirement for the General Body. The quorum shall be at least fifteen percent of the membership.

Section D

The quorum for the meeting of the Board of Trustees shall be at least fifty percent.

Section E

The quorum for the meeting of the Board of Directors shall be at least fifty percent.

ARTICLE XIII

DURATION AND REMUNERATION OF THE BOARD

Section A

Members of the Board of Trustees shall be elected for period of four years. Members of the Board of Directors and the Executive Committee shall be elected for a period of two years. Election of the Board of Directors shall be conducted, per guidelines approved by the Board of Trustees, prior to the Onam function of MANCA every other year. The Board of Trustees shall conduct the Elections and shall be responsible for resolving any disputes if any.

Section B

The members of the Board of Trustees, the Board of Directors and the other office- bearers of MANCA shall work honorary and shall not draw any remuneration or honorarium whatsoever.

Section C

The Board of Trustees shall be consulted and obtained an approval before a member of the Board of Trustees, Board of Directors and/or their family members or an entity in which a member has a fiduciary interest is awarded tasks that involve monetary payments or remuneration in kind for services rendered.



ARTICLE XIV

DUES AND OTHER FUNDS

Section A

Membership dues are subject to change as decided by the Board of Directors and approved by the Board of Trustees. It should not go below the current rate of \$250.00 for family membership and \$150.00 for an individual membership.

Section B

The funds of MANCA shall consist of membership dues, donations, collections for special projects, programs and cultural performances or shows, and monetary assistance from sister or other organizations or local or Government bodies or funds raised in any other way as the Board might decide in the interest of MANCA activities.

Section C

Life membership money has to be kept in a separate account and must not be used for operational expense .

ARTICLE XV

AMENDMENTS

Any amendments to the Constitution and Bylaws may be introduced by a member of the Board of Directors and approved by the Board of Directors and the Board of Trustees, or initiated by at least thirty percent of the current membership conveyed to the Chairperson of the Board of Trustees, in writing, at least sixty days before the meeting of the General Body. All amendments before incorporation, must have the approval of two thirds of the members present in the General Body meeting.

ARTICLE XVI

ELECTIONS

Section A

Elections to the Board of Trustees and the Board of Directors shall be conducted once every two years, prior to the Onam Celebrations. An Election Committee appointed by the governing Board of Trustees, shall set up specific procedures approved by the Board of Trustees, for the conduct of the elections. No member of the Election Committee shall be a candidate for elections being conducted.



Section B

The Election Committee shall make every effort possible to ensure free and fair elections and maximum participation in the electoral process.

Section C

Only members in good standing may participate in the elections, as a candidate or to vote. A member in good standing is someone who has not been convicted of a felony by the court of law or who has been involved in activities deemed detrimental to the reputation and well being of the Association.

To be the President, Secretary or Treasurer the candidate must have served as a member of the Board of Directors for at least one full term of 2 years.

Section D

Election Procedures:

1. Trustee Board shall notify the members of the association, the place, time and date of the election at least 45 days in advance.
2. Voter's initial list should be published at least 30 days before the election.
3. Any addition or deletion should be notified to the Trustee Board in writing within seven days of publication of the initial voters list.
4. Final voters list should be published 15 days before the Election.
5. In case of an election dispute, the decision of the Trustee Board will be final.



EXHIBIT 1

MANCA (Malayalee Association of Northern California) Oath of Office

I, _____ (Name), do solemnly swear that I will faithfully discharge the duties upon which I am about to enter and during such time as I hold the position of

_____ (Title) of MANCA. I will always uphold and respect the MANCA Constitution and By-Laws.

Signature: _____

Date: _____

Person Administering Oath

Signature: _____

Name: _____

Title: _____

Date: _____