

# **New England Malayalee Association**

*A Non-Profit Cultural Organization*

## **By-Laws / Articles of Organization**

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### **Article 1 — Name**

**1.1** The name of this organization shall be the New England Malayalee Association, hereinafter referred to as "NEMA." NEMA shall be governed by an Executive Committee, which serves as the senior governing body providing strategic guidance and approval on organization-wide matters, and a Board of Directors, consisting of elected members responsible for the day-to-day operations of the Association for each fiscal year.

### **Article 2 — Objectives**

**2.1** To cultivate, promote, and foster the exchange of ideas and understanding between the peoples of Kerala and other cultures.

**2.2** To cultivate, promote, foster, and develop the advancement of knowledge in Malayalam language, literature, and arts.

**2.3** To promote fellowship and to provide, organize, and participate in cultural, literary, social, and artistic functions in New England; and to promote the intercultural and intergenerational needs of the wider Indian Community through active participation with other associations or organizations in the USA and Canada with similar or mutual interests.

**2.4** NEMA shall be a nonprofit, cultural, and secular organization.

**2.5** To do any and all things and to exercise any and all powers which may now or hereafter be lawful for the corporation under the laws of the Commonwealth of Massachusetts, for the purpose of accomplishing the organization's objectives. The corporation shall not be operated for the primary purpose of carrying on trade or business unrelated to its intended tax-exempt purposes, and no power shall be exercised inconsistently with Massachusetts General Laws, Chapter 180, or Section 501(c) of the Internal Revenue Code. The corporation is intended to qualify for exemption from federal income tax under Section 501(c) of the Internal Revenue Code.

**2.6** NEMA's objectives shall include, but are not limited to, the promotion and support of the following activities:

- Cultural programs including Onam, Christmas, and other Kerala and Indian heritage celebrations
- Performing arts programs including Drishya competition and other dance or music events
- Sporting activities including Badminton, Cricket, and other sports programs organized by NEMA
- Community social events, picnics, and family activities
- Any additional programs or activities approved by the Board of Directors from time to time

### **Article 3 — Office**

**3.1** The Board of Directors shall determine the location of NEMA's principal office.

### **Article 4 — Membership**

**4.1** Membership of NEMA shall be open to all individuals residing in New England (Maine, Vermont, New Hampshire, Massachusetts, Rhode Island, and Connecticut) who agree to abide by these Bylaws and Articles of Organization.

**4.2** Membership shall be classified as Individual or Family. A Family membership covers one or two adults in the same household and includes dependent children up to age twenty-one (21). Dependents above age 21 must obtain their own Individual membership.

**4.3** A member in good standing is one who is current on all dues at the time of participating in any NEMA activity.

**4.4** NEMA's fiscal year runs from October 1 through September 30. The NEMA Executive Committee shall determine the annual membership dues.

**4.4(a)** Members enrolling on or before June 15 will receive membership for the remainder of the fiscal year, while those enrolling after June 15 will receive membership through the end of the next fiscal year.

**4.4(b)** Participation in NEMA programs and activities — including Drishya, Badminton, Cricket, and so on — may require active NEMA membership. The Board of Directors may publish program-specific membership requirements as needed.

### **Article 5 — Officers**

**5.1** The Officers of NEMA shall be the President, Vice President, General Secretary, Arts Club Secretary, Sports Secretary, Public Relations Officer, Web Administrator, Treasurer, and any joint or supporting positions established to assist these duties. These positions are collectively referred to as the Board of Directors (BoD).

**5.2** No member of the Board of Directors shall hold a leadership or governing role in any non-profit organization whose mission or programming substantially overlaps with that of NEMA, including organizations serving the Malayalee or broader South Asian community in New England through cultural events such as Onam, Christmas, sports activities, or similar events.

**5.3** No member of the Executive Committee may serve on the Executive Committee of another non-profit organization or serve on the Board of Directors of any organization whose mission or programming substantially overlaps with that of NEMA as mentioned in 5.2. Any such conflict must be disclosed in writing within 30 days of arising, and the Executive Committee shall determine by majority vote whether to approve or disapprove.

### **Article 6 — The Board of Directors**

**6.1** The Board of Directors shall consist of all elected Officers for the relevant fiscal year. The Board of Directors may appoint additional Executive Committee members. Existing committee members may

continue serving on the new committee at their discretion.

**6.2** The President shall serve as Chair of the Board of Directors.

**6.3** A Board of Directors term ends following the Annual Onam celebration, provided a new BoD has been elected. If no election has concluded, the outgoing BoD shall continue as a caretaker committee until a new BoD is duly elected. The caretaker committee shall not organize or conduct any events.

## **Article 7 — Election and Terms of Office**

**7.1** Each adult member in good standing who has obtained membership prior to June 15 of the fiscal year shall be eligible to vote in the upcoming election. Individuals above the age of eighteen who have paid dues are considered to be in good standing.

**7.2** The current-year BoD shall appoint an Election Office by June 15 to facilitate and oversee the nomination and election processes. The Election Office shall comprise one Presiding Officer and two additional members, all of whom must be current Executive Committee members and must be a past BoD member. No sitting BoD member shall be eligible to serve on the Election Office. The Election Office shall be the sole authority over the election process. It shall maintain a dedicated, independent email address for all election correspondence. The Executive Committee shall provide all assistance and cooperation necessary for the smooth conduct of the election.

**7.3(a)** The Election Office shall solicit nominations from all members for the upcoming Board of Directors (BoD) by email, specifying the submission deadline in the communication.

**7.3(b)** Nominations may be submitted by any member in good standing, either as a self-nomination or on behalf of another member. Each member may nominate only one individual per BoD post.

**7.3(c)** Upon receipt, the Election Office shall review all nominations for eligibility and completeness in accordance with these Bylaws. A nomination shall be deemed eligible unless the nominee:

**7.3(c)(i)** has outstanding unpaid dues to NEMA at the time of nomination;

**7.3(c)(ii)** has been removed from a NEMA leadership position for cause in the past;

**7.3(c)(iii)** has been found to have violated NEMA's Code of Conduct;

**7.3(c)(iv)** is otherwise ineligible under these Bylaws.

**7.3(d)** The Election Office shall verify these criteria directly, seeking input from the Executive Committee as needed. Where a disqualifying condition is identified, the Election Office shall notify the nominee, stating the grounds.

**7.3(e)** Only after this validation process is complete shall the Election Office contact all eligible nominees to confirm acceptance and publish the final list to the membership.

**7.3(f)** Election Officers are ineligible to stand as nominees for the posts of President, Vice President, General Secretary, Joint General Secretary, Arts Club Secretary, Joint Arts Club Secretary, Sports Secretary, Joint Sports Secretary, Public Relations Officer, Joint Public Relations Officer, Web Administrator, Joint Web Administrator, Treasurer, or Joint Treasurer in the upcoming BoD. Any such nominations shall be deemed void.

**7.4** Nominees for the posts of President, Vice President, General Secretary, Arts Secretary, Sports Secretary, Treasurer, and all Joint posts must satisfy all of the following criteria:

**7.4(a)** Have been a NEMA member in good standing for at least one full year preceding October 1 of the upcoming election year;

**7.4(b)** Be of Kerala descent and able to understand Malayalam;

**7.4(c)** Have served at least once on a current or prior Executive Committee, unless their nomination is approved by a majority vote of the Executive Committee.

**7.5** The Election Office shall publish all nominees and allow them at least three (3) days to accept or withdraw their nominations. Following scrutiny of all nominations, the Election Office shall confirm each nominee's acceptance. The Election Office shall work with the Executive Committee to ensure at least one valid nominee exists for every position before the ballot is finalized.

**7.6** Where an election is required for any position, all members shall be notified by email. Candidate names for contested positions shall be published at least one week before the election. A new BoD is validly constituted only when the posts of President, General Secretary, Treasurer, Arts Club Secretary, Public Relations Officer, Web Administrator, and Sports Secretary are all filled.

**7.7** For the positions of President, Vice President, General Secretary, Joint General Secretary, Treasurer, Joint Treasurer, Arts Club Secretary, Joint Arts Club Secretary, Sports Secretary, Joint Sports Secretary, Public Relations Officer, Joint Public Relations Officer, Web Administrator, and Joint Web Administrator, if two or more nominations are accepted for any position, the Election Office shall conduct a vote to determine the selected candidate. Ballots shall be distributed by email to all eligible NEMA members in good standing. Each eligible adult member shall be entitled to one vote. Members must submit their completed ballot from their registered email address before the specified deadline. Only ballots received by the due date shall be considered valid.

**7.8** If the new BoD is confirmed before the Onam event, the Election Office shall formally announce the new BoD Officers at the Annual Onam Celebration. If results are tallied on the day of the Annual General Body Meeting, the announcement shall follow that meeting. All decisions of the Election Office regarding the election process are final.

**7.9** In the event of the resignation, retirement, or permanent incapacitation of any Officer, the Executive Committee shall elect a successor from among its members to serve the unexpired portion of that Officer's term.

**7.10 Continuation and Participation.** Returning Executive Committee members automatically retain their positions each year by re-committing their willingness to continue, unless they choose to step down. Any new Executive Committee member must be approved by the current Executive Committee.

**7.10(a)** An EC member may choose to step down by expressing their choice to the new BoD President, or if an existing EC member is not in good standing, may be removed by a three-quarters (3/4) vote of the Executive Committee.

**7.10(b)** Members of the Executive Committee are expected to volunteer at a minimum of two (2) NEMA events or activities per fiscal year. Exceptions may be considered based on personal or professional circumstances. Members who do not meet this standard shall be reviewed by the President and the Board of Directors, who shall determine by majority vote whether the member retains active EC status.

**7.10(c)** Club groups shall remain open to the broader NEMA community. Formation of any new club group requires prior approval of the Executive Committee. The Board of Directors may dissolve or

reorganize any club group that becomes inactive or non-responsive.

**7.11 Periodic Bylaw Review.** These Bylaws shall be formally reviewed no less than once every five (5) years by a committee appointed by the Board of Directors. The review committee shall assess whether the Bylaws remain consistent with NEMA's current activities, applicable law, and organizational best practices, and shall present any recommended amendments to the membership at the next Annual General Meeting following the review.

## **Article 8 — Duties of Officers**

### **8.1 President**

**8.1.1** The President shall call and preside at all meetings of NEMA and the Board of Directors.

**8.1.2** The President shall present a report of NEMA's activities at each Annual General Body Meeting.

**8.1.3** The President shall, with the approval of the Board of Directors, appoint members to all Special Committees as deemed necessary.

**8.1.4** The President shall sign all official documents and checks in the name of and on behalf of NEMA.

**8.1.5** The President shall ensure that all account books, reports, statements, minutes, and other documents pertaining to NEMA's activities are properly maintained and filed.

**8.1.6** The President shall enforce these Bylaws and perform all duties incidental to this office, as well as such other duties as may be assigned by the Board of Directors.

### **8.2 Vice President**

**8.2.1** The Vice President shall perform all duties of the President during the President's temporary absence, and any other duties assigned by the Board of Directors.

### **8.3 General Secretary**

**8.3.1** The General Secretary shall record and distribute minutes of all NEMA meetings.

**8.3.2** The General Secretary shall manage all official correspondence and present it to the Board of Directors at each meeting.

**8.3.3** The General Secretary shall serve as custodian of all NEMA records, papers, minutes, and documents not under the Treasurer's jurisdiction.

**8.3.4** The General Secretary shall give notice to all members of all meetings and events held by or on behalf of NEMA.

**8.3.5** The General Secretary shall file all certificates required under Federal or State law.

**8.3.6** The General Secretary shall perform such other duties as may be assigned by the Board of Directors.

**8.3.7** The General Secretary shall assume the role of maintaining the storage of all NEMA assets.

### **8.4 Arts Club Secretary**

**8.4.1** The Arts Club Secretary shall oversee all NEMA arts activities, subject to approval by the Board of Directors. The Arts Club Secretary shall appoint a sub-arts committee to assist in carrying out arts programming.

## **8.5 Treasurer**

**8.5.1** The Treasurer shall execute and endorse, in the name of NEMA, all checks, drafts, notes, and payment orders, under the direction of the Board of Directors.

**8.5.2** The Treasurer shall have custody of all NEMA funds and shall deposit them in NEMA's name in banks designated by the Board of Directors.

**8.5.3** The Treasurer shall maintain complete books of accounts recording all receipts, disbursements, and financial transactions of NEMA in accordance with accounting principles approved by the Board of Directors.

**8.5.4** The Treasurer shall present a current financial report to the Executive Committee after every event.

**8.5.5** The Treasurer shall present NEMA's annual financial statement to all members at the Annual General Body Meeting and shall do so within two weeks of a written request from one-third or more of the membership.

**8.5.6** The Treasurer shall establish and maintain a reserve fund from the annual surplus; this fund shall be drawn upon only with membership approval. The annual reserve contribution amount shall be decided by the Board of Directors.

**8.5.7** The Treasurer shall perform all duties incident to this office and such other duties as assigned by the Board of Directors and shall maintain a current membership list.

**8.5.8** The Treasurer shall ensure NEMA's finances are audited and all required tax returns are filed each fiscal year. Two Executive Committee members who were a prior President and/or Treasurer shall be appointed as auditors by the Board of Directors to audit the finances and spot-check receipts.

## **8.6 Joint General Secretary**

**8.6.1** The Joint General Secretary shall assist the General Secretary in all duties of that office and shall step in during the General Secretary's absence.

## **8.7 Public Relations Officer**

**8.7.1** The Public Relations Officer shall be responsible for all social media announcements and all matters relating to the publicity and promotion of NEMA and its activities. The Public Relations Officer may send communications to the community and maintain NEMA's social media presence.

## **8.8 Web (IT) Administrator**

**8.8.1** The Web Administrator shall be responsible for NEMA's website, NEMA Mobile App, domain registrations, social media accounts, and email systems. The Web Administrator is the primary point of contact for all NEMA technology needs.

## **8.9 Joint Arts Club Secretary**

**8.9.1** The Joint Arts Club Secretary shall assist the Arts Club Secretary in all arts-related duties and shall assume those responsibilities in the Arts Club Secretary's absence.

## **8.10 Sports Secretary**

**8.10.1** The Sports Secretary shall organize and oversee all NEMA sports, picnic, and outdoor sports activities.

### **8.11 Joint Sports Secretary**

**8.11.1** The Joint Sports Secretary shall assist the Sports Secretary in all duties and shall assume those responsibilities in the Sports Secretary's absence.

### **8.12 Joint Treasurer**

**8.12.1** The Joint Treasurer shall assist the Treasurer in all duties and shall assume those responsibilities in the Treasurer's absence.

### **8.13 Joint Web Administrator**

**8.13.1** The Joint Web Administrator shall assist the Web Administrator in all duties and shall assume those responsibilities in the Web Administrator's absence.

## **Article 9 — Meetings**

### **9.1 Regular Meeting**

**9.1.1** Regular meetings of NEMA shall be held on such dates as the Board of Directors may determine. At least one such meeting shall be held each year. Notice of the meeting, including the agenda, shall be provided to all members at least one week in advance.

### **9.2 Board of Directors Meeting**

**9.2.1** A BoD meeting may be convened by the President or General Secretary.

**9.2.2** Any BoD decision requires support from at least three-quarters (3/4) of voting BoD members. Decisions that fail to reach this threshold shall be referred to a majority vote of the Executive Committee.

### **9.3 Meeting of the Executive Committee**

**9.3.1** The Executive Committee shall hold at least four (4) meetings per fiscal year.

**9.3.2** The Executive Committee shall meet at the call of the President or a majority of its members.

**9.3.3** The President shall set the agenda for Executive Committee meetings; notice shall be sent to all Board of Directors members in advance.

**9.3.4** Executive Committee decisions shall be made by a simple majority of the quorum attending the meeting.

### **9.4 General Body Meeting**

**9.4.1** An Annual General Body Meeting (AGM) shall be held at the close of the NEMA fiscal year.

**9.4.2** Special General Body Meetings may be called by the President, by the Executive Committee, or upon written request of at least 20% of the total NEMA membership.

**9.4.3** Members shall be given at least 30 days' written notice of any General Body Meeting.

**9.4.4** The purpose of these meetings is to inform members of organizational matters and provide a forum for discussion.

**9.4.5** Voting on resolutions and organizational decisions shall be restricted to members of the Executive Committee.

## **Article 10 — Management of Funds**

**10.1** Official receipts shall be issued for all contributions and payments received by NEMA.

**10.2** All funds collected shall be deposited into NEMA's bank account within two weeks of receipt. Limited cash may be retained temporarily for immediate operational expenses, provided that such amounts are properly recorded and accounted for.

**10.3** The Treasurer shall report on NEMA's financial position at every Board of Directors meeting; the report shall be reviewed and acknowledged by all members in attendance.

**10.4** The annual accounts shall be presented to the Annual General Body Meeting.

**10.5** An Auditor shall be nominated by the outgoing President of the last fiscal year from the Executive Committee membership. The elected Auditor shall review NEMA's financial accounts, assist with state filings, and present a written summary to the membership. The Board of Directors may additionally engage an external certified public accountant as needed.

**10.6** Before any event, the Treasurer shall prepare a budget analysis and establish a budget cap for that event.

**10.7** Following each event, the Treasurer shall present a financial summary of that event to the Executive Committee.

**10.8** Withdrawals from NEMA checking or savings accounts require a minimum of two authorizing signatures, one of which must be the Treasurer's.

**10.9** Expenditures for any single NEMA expense exceeding \$10,000 (ten thousand dollars) require prior approval by a majority vote of the Executive Committee. This threshold applies per event and does not constitute a ceiling on total annual expenditures.

## **Article 11 — Amendments**

**11.1** Any proposed amendment to these Bylaws must be submitted to the Board of Directors in writing.

**11.2** Amendments shall be adopted upon a two-thirds (2/3) affirmative vote of the quorum of members present at the meeting at which the amendment is considered.

## **Article 12 — Dissolution**

**12.1** NEMA may be dissolved only upon: (a) unanimous approval of the Board of Directors; and (b) a three-quarters (3/4) majority vote of the Executive Committee. Upon dissolution, all assets of NEMA shall be donated to one or more eligible charitable organizations as determined at the special meeting. Until dissolution is complete, the Board of Directors shall serve as NEMA's caretaker governing authority.

## **Article 13 — Subcommittees and Club Groups**

**13.1** A Sports Committee, Arts Committee, and any other committee focused on NEMA activities shall be formed each year from Executive Committee members who volunteer to participate actively. These committees shall assist in conducting NEMA activities respectively. No separate binding vote shall be conducted among subcommittee members.

**13.2** A Sports Club and an Arts Club may be formed each year from the general NEMA membership to support sports and arts programming. No separate binding vote shall be conducted among club members.

**13.3** Club groups shall remain open to all NEMA members. The formation of any new club group requires prior approval of the Executive Committee. The Board of Directors may dissolve or reorganize any club group that becomes inactive or non-responsive.

#### **Article 14 — Charitable Activities**

**14.1** NEMA may, at the discretion of the Board of Directors, make charitable contributions from its general operating funds. All recipient organizations must be registered as tax-exempt under applicable federal or state law, and their status must be independently verifiable.

**14.2** The outgoing BoD may resolve to contribute up to 10%–20% of annual net income to charitable causes. Contributions shall be divided, where practicable, between US-based and India-based organizations. Giving to individuals is discouraged. Contributions to political or religious institutions are prohibited.

**14.3** The Board of Directors shall select the recipient organization(s). NEMA shall not commit to repeat contributions to the same organization in consecutive years without a fresh affirmative BoD vote.

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