**CONSTITUTION**

**and**

**BY-LAWS**

**of**

**KERALA ENGINEERING GRADUATES**

**ASSOCIATION OF NORTHEAST AMERICA**

**(KEAN)**

**A non-profit corporation in the State of New Jersey**

**(Established in 2008)**

# CONSTITUTION

**ARTICLE I: NAME AND ADDRESS**

**Section 1. Name**

The Association shall be known as the Kerala Engineering Graduates Association of Northeast America. The association shall also be known as KEAN.

**Section 2. Address**

The address of the registered office of KEAN shall always remain in the State of New Jersey.

**ARTICLE II: OBJECTIVES**

**Section 1.**

The objective of the association shall be:

1. To conjoin graduate engineers of Kerala origin, residing in Northeast America.
2. To provide opportunity for its members to periodically assemble and participate in an organized effort to develop a better understanding of matters of importance and concern for Graduate Engineers of Kerala origin residing in the United States.
3. To promote professional, cultural and social activities among Kerala Engineering Graduates residing in Northeast America (which includes Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Delaware, Maryland and

Washington DC)

1. To cooperate with other similar professional associations in the United States, Canada and India on matters of mutual interest and concern.
2. To maintain contact with the Indian homeland and to participate in mutually beneficial programs and activities.
3. To provide temporary assistance to members or other Kerala Engineering Graduates who are deemed to be in such a need, in adjusting to the American society.
4. To provide mentoring to its members and prospective members.
5. To organize Charity and compassionate programs for the benefit of economically challenged and disaster hit communities.
6. To serve in advisory role to government/non-government associations in the US and India.

**ARTICLE III: MEMBERSHIP**

**Section 1.**

An individual of Kerala origin, with an undergraduate degree in Engineering from India or abroad, interested in the objectives of the association shall be eligible for membership according to the conditions set forth in Article 1 of the by-laws.

**Section 2.**

The application for membership shall be reviewed for eligibility and good moral and ethical standards by the Executive Committee and approved by a simple majority.

**Section 3.**

The General Body of the Association shall consist of all the members of the association who have paid their dues and hold a membership for at least three months in accordance with the provisions in Article 1 of the by-laws.

**Section 4.**

Membership may be revoked for violation of the constitution and/or bylaws of KEAN by the twothirds majority of the Executive Committee. Such action shall take place thirty (30) days after sending out a show-cause notice by registered mail and electronic mail to the concerned party. The response of the recipient shall be considered by the Executive Committee for taking any action.

Any member may be re-installed by the two-third majority of the Executive Committee in a meeting constituted for that purpose.

**ARTICLE IV: THE EXECUTIVE COMMITTEE**

**Section 1:**

The Executive Committee shall be the governing body of the association.

1. The Executive Committee shall be responsible for the conduct of the association’s affairs and activities in accordance with the provisions in the constitution and by-laws.
2. The Executive Committee shall have the power to fill temporary vacancies in the committee membership until the election of a new Executive Committee at the next General Body meeting. (c) The Executive Committee shall carry out such other specific functions as may be necessary for achieving the objectives of the association, as stated in the constitution and by-laws.

**Section 2:**

The Executive Committee shall consist of the following SIX office bearers and SEVEN Executive Sub-Committee Chairpersons of the association who shall be elected every termfrom the general body of members:

1. The President of the Association
2. A Vice President
3. A General Secretary
4. A Joint-Secretary
5. A Treasurer 6. A Joint Treasurer

and

Seven other Executive Sub-Committee Chairpersons.

REVISED BY THE GENERAL BODY ON DECEMBER 08, 2018 TO:

## Section 2:

The Executive Committee shall consist of the following SIXTEEN (16) office bearers of the association who shall be elected every term from the general body of members:

1. The President of the Association
2. A Vice President
3. A Secretary
4. A Joint Secretary
5. A Treasurer
6. A Joint Treasurer

and

Seven (7) Executive Sub-Committee Chairpersons, and

Three (3) Regional Vice Presidents.

**Section 3.**

The Seven Executive Sub-Committees of the association shall be:

1. Professional Affairs Committee
2. News-Letter and Publication Committee
3. Social and Cultural Committee
4. General Affairs Committee
5. Charity Program Committee
6. Public Relations Committee
7. Student Outreach Committee

REVISED BY THE GENERAL BODY ON DECEMBER 08, 2018 TO:

## Section 3.

The seven (7) Executive Sub-Committees of the association shall be:

1. Professional Affairs Committee
2. News-Letter and Publication Committee
3. Social and Cultural Affairs Committee
4. General Affairs Committee
5. Scholarship and Charity program Committee
6. Public Relations Committee
7. Student Outreach Committee

For the three (3) Regional Vice Presidents, 3 Regions are:

1. Rockland and Westchester
2. New York City and Long Island and
3. New Jersey

**Section 4.**

The Executive Committee may establish, during its term of office such other ad-hoc sub-committee as may be necessary for the conduct of the affairs of the association.

**Section 5.**

The term of an Executive Committee is **one calendar year** starting from January 1st to December 31st. No individual member shall hold the same position in the Executive Committee of the association continuouslyfor more than **two** terms. No individual member shall remain in the Executive Committee for more than **four** consecutive terms.

REVISED BY THE GENERAL BODY ON DECEMBER 08, 2018 TO:

**Section 5.**

The term of the Executive Committee is **one year** beginning January 1st and ending December 31s**t.** No individual shall hold the same position in the Executive Committee of the association continuously for more than two (2) terms. No individual member shall remain in the Executive Committee for more than four (4) consecutive terms. Exceptions can be made by the approval of the General Body, if there are no nominations for the position.

**ARTICLE V: BOARD OF TRUSTEES**

**Section 1.**

The Board of Trustees of the KEAN shall consist of seven members.

The function of the Board of Trustees shall be:

1. to act as guardians of the constitution of the association and accumulated assets.
2. to act as an advisory body in facilitating the functioning of the Executive Committee.

**Section 2.**

The Board of Trustees members shall be elected by the General Body, selecting its members from KEAN members who, in their judgment, may facilitate the advancement of the goals of the association.

**Section 3.**

The term of the office of the members of the Board of Trustees shall not exceed more than five consecutive years.

**Section 4.**

The Board of Trustees shall select its own Chairperson every term from among its members. The Chairperson shall be responsible for the conduct of the affairs of the Board of Trustees.

**Section 5.**

The members of the first Board of Trustees shall be replaced by new members through procedures mentioned in the following sections 6-9

**Section 6.**

By the end of the 3rd year of functioning of the FIRST Board of Trustees, three members shall be relieved from the Board of Trustees, preferably through voluntary resignation or by secret ballot, and the same number of members shall be selected by the general body to replace them. The new members chosen shall not be an immediate family member of the outgoing member or other current members of the Board.

**Section 7.**

By the end of the 4th year of functioning of the first Board of Trustees, two of the original members shall be replaced by new members as indicated in section 6.

**Section 8.**

By the end of the 5th year, the remaining members of the original Board of Trustees shall be replaced with new members as indicated in section 6.

**Section 9.**

Thereafter, every year, members of the Board who complete three years of service shall be replaced by new members.

**Section 10.**

The Board of Trustees shall meet formally, with at least 5 out of 7 members attending the meetings, one or more times a year.

REVISED BY THE GENERAL BODY ON DECEMBER 08, 2018 TO:

## Section 10.

The Board of Trustees shall meet formally, with at least Four (4) out of 7 members attending the meetings, one or more times a year.

 **Section 11.**

The President of the Association shall keep the Board of Trustees informed of all the major decisions of the Executive Committee.

REVISED BY THE GENERAL BODY ON DECEMBER 08, 2018 TO:

**Section 11.**

The President of the Association shall keep the Board of Trustees informed of all the major decisions of the Executive Committee and shall send the minutes of Executive Committee Meetings to the Board of Trustee’s Chairperson before the next Executive Committee Meeting.

**Section 12.**

The President of the Association or his nominee from the Executive Committee shall attend all the formal meetings of the Board of Trustees and shall have **no** voting rights in the decisions of the Board.

**Section 13.**

The Board of Trustees shall maintain in its possession a current list of all the legal documents of KEAN. A copy of such documents shall be held by the Board of Trustees.

**Section 14.**

It shall be the responsibility of the Executive Committee to provide all legal documents of KEAN to the Board of Trustees.

**Section 15.**

A list of legal documents of the association shall include such things as:

a) The Constitution of the Association, b) The minutes of the previous years, Annual General Body Meetings and Executive Committee meetings, c) A current list of membership of the association, d) Legal papers or proof of ownership of any material possessions of the Association, e) The Treasurer’s report together with audited financial statements for the previous years f) Copy of past newsletters and other publications of the association.

**Section 16.**

Every year, prior to the General Body meeting of the association, such a list shall be up-dated and countersigned by the President, Secretary and Treasurer of the association and by the Chairperson of the Board of Trustees.

**Section 17.**

The Board of Trustees shall be the legal guardian of all the material possessions and money in the Savings and/or Certificate of Deposit (CD) account. However, the Board of Trustees shall have no power to dispose off such possessions independently of the Executive Committee.

**Section 18.**

It shall be the responsibility of the Chairperson of the Board of Trustees to facilitate the smooth transfer of authority and possessions between the out-going and in-coming Executive Committees.

**Section 19.**

The President of the association shall keep the Board of Trustees informed in writing, about all proposed projects of the association involving financial expenditures over $1,000.00 on the part of the association. Such documents presented to the Board of Trustees shall contain, preferably in a standardized format, the objectives, estimated expenses, expected benefits and proposed methods of evaluation of the project.

**Section 20.**

The Board of Trustees shall act as a mediating group in cases of serious differences of opinion among members of the Executive Committee on association matters.

**Section 21.**

In the event of at least six months of inactivity, as may be evidenced from the absence of official Executive Committee meetings or Executive Committee conference call meetings or in the event of demonstrably gross infractions of the constitution and principles of the association on the part of the Executive Committee, the Board of Trustees shall have the power to call an extraordinary meeting of the General Body of the association. Such meeting shall be called only after conducting a joint meeting with the Executive Committee and the Board of Trustees for an amicable solution. The notice of the joint meeting shall be sent out to the Executive Committee members and the Board of Trustees either by regular or electronic mail atleast 15 days before the scheduled meeting.

**Section 22.**

In the event that the Board of Trustees calls an extraordinary meeting of the General Body, the burden of proof to show that the Executive Committee has violated the trust placed upon it shall lie with the Board of Trustees.

**ARTICE VI: ELECTION FOR THE OFFICE-BEARERS AND THE GENERAL BODY**

**MEETINGS**

**Section 1.**

The election of the Executive Committee members of the association shall be conducted by the Board of Trustees or by a committee of three persons designated by the Board of Trustees in every term.

The Office Bearers of the association shall be elected by the General Body as per Article III, Section 3 in a meeting held on or before 31st of December, every term.

**Section 2.**

The General Body meetings shall be presided over by the President of the association, or if called in accordance with Article V, Section 21, by the Chairperson of the Board of Trustees.

**Section 3.**

All meetings of the association shall be conducted according to the conventional rules of Parliamentary procedures.

**Section 4.**

Ten percent of the paid members of the association or 100 members whichever is minimum shall form the quorum for the general body meeting.

**Section 5.**

In a regularly called General Body meeting, if there is no quorum, the President shall dismiss the meeting after announcing a future meeting place and time. Such a second meeting shall not be earlier than one week or later than two weeks. In a second meeting so called, those members assembled at the announced place and time shall constitute a quorum and decisions made in such a meeting shall be considered the decisions of the association.

**Section 6.**

The Election Committee shall consist of members not be running for any position in the Executive Committee.

**Section 7.**

Individuals who have been members at least for three months prior to the date of the election shall be eligible to seek any position in the Executive Committee, except the presidential position. Only a member with at least one year experience in the KEAN Executive Committee or the Board of Trustees shall be eligible to seek the Presidential position.

**Section 8.**

Every candidate who seeks a position in the Executive Committee shall be nominated and seconded by one other member of the association.

**Section 9.**

For each position, a written, standardized, application form including the names, addresses and signatures of the candidate and the nominating member shall be obtained by the Election Committee either by fax, email or regular mail.

**Section 10.**

The nomination shall be closed 7 days before the announced time for the beginning of the General Body meeting at which election is conducted, for all positions for which at least a single candidate has been nominated through formal application.

**Section 11.**

No individual shall be a candidate for more than one position of the President, Vice President, Treasurer, General Secretary or Joint-Secretary of the association.

**Section 12.**

Any candidate may withdraw his/her name from the contest 3 days prior to the election through a written statement to that effect.

**Section 13.**

The names of candidates running for positions may be made public as and when applications are received and accepted by the Election Committee.

**Section 14.**

The election shall be conducted by secret ballot.

**Section 15.**

At each annual general body meeting, an **auditor** shall be elected by the general body for the following year’s audit of income and expenses of the association*.*

**Section 16.**

The notice of the General Body meeting shall be published and sent to the members either by regular or electronic mail, thirty (30) days before the scheduled date.

**Section 17.**

A candidate who obtains a simple majority of the ballots cast shall be declared the winner.

**Section 18.**

Except as provided by the by-laws, on procedural questions, the decision of the Election Committee Chairperson shall be final.

**ARTICLE VII: FINANCIAL MATTERS**

**Section 1.**

The association shall meet its regular financial obligations through

1. Registration and membership fees,
2. Fund raisings from professional, cultural and entertainment programs and (c) Voluntary contributions.

**Section 2.**

Special funds may be solicited as specified in article VIII, section 1 of the constitution, and in accordance with the provisions of article II, clause 2 of the by-laws.

**Section 3.**

The treasurer shall deposit all cash in excess of $250.00 received by him in the name of the association, within five (5) working days following the collection of such amounts.

**Section 4.**

As far as possible all payments shall be made through checks.

**Section 5.**

Receipts for all expenditures shall be maintained.

**Section 6.**

Withdrawals shall be countersigned as mentioned in Section 10c.

**Section 7.**

A resolution authorizing withdrawal in excess of $500.00 must be passed in a prior Executive Committee meeting. In time of urgency and/or expediency, an approval for withdrawal shall be obtained through an Executive Committee conference call meeting.

**Section 8.**

An account of all income and expenditures of each calendar month shall be submitted by treasurer at the following Executive Committee meeting

**Section 9.**

At the end of each fiscal year, the accounts of the association shall be reviewed by the Executive Committee and shall be audited by the auditor.

**Section 10.**

1. **Checking Account:** KEAN shall operate joint checking accounts for the day-to-day administration and operation, which shall be operated by the President, General Secretary and the Treasurer of the Association. All funds received shall be deposited in the checking account and all disbursements shall be made from the checking account.
2. **Savings or Certificate of Deposit account (CD):** KEAN shall operate a savings and/or CD account for depositing excess funds, which shall be maintained by the President, the Treasurer and the Board of Trustee Chairperson. KEAN shall maintain a Certificate of Deposit (CD) account to hold life membership dues for long-term investments.
3. **Withdrawal:** Any withdrawal shall be signed by the Treasurer and any one of the assigned operators of the account. The Treasure’s signature is required for all checking account transactions. Any withdrawal over $500 shall follow section 7 of this article.

REVISED BY THE GENERAL BODY ON DECEMBER 08, 2018 TO:

## Withdrawal:

Any withdrawal over two hundred dollars ($200) shall be signed by the Treasurer and the President. The Treasure’s signature is required on all checking account transactions.

1. **Money Transfer:** At the end of the fiscal year, during the annual general body meeting, the bank balance over the sum of $1,000.00 shall be transferred to a CD account in the name of the association and held in trusteeship by the Board of Trustees. Withdrawal of money from the CD account shall be undertaken only after prior written approval by the Board of Trustees.
2. **Accounts and Financial Statements:** Accounts and financial statements of KEAN shall comply with the “Generally Accepted Accounting Procedures” (GAAP).

**Section 11.**

**Fiscal year:** The fiscal year for KEAN shall be the calendar year. The calendar year of KEAN shall be from January 1st to December 31st.

**Section 12.**

**Distribution of net earnings:** No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. Notwithstanding any other provision of this document, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under 501 (c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an association, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE VIII: LEGAL MATTERS**

**Section 1. Signing Contracts.**

All contracts for service, purchase of materials and supplies, rent or lease of equipment/facilities, sale and purchase of real estate or other assets and all deeds, leases, loans, mortgages, releases to be executed on behalf of KEAN, shall be signed by both the President and the Treasurer, on approval by the Executive Committee, in accordance with article II, clause 2 of the by-laws.

**Section 2. Insurance and Tax matters**

The Executive Committee of the KEAN should purchase and maintain liability insurance, and is responsible for reporting tax, annual report or related matters to IRS or to any agency on behalf of KEAN.

 **Section 3. Renewal and Transfer of Documents**

The Executive Committee shall be responsible for renewing all the necessary documents of the association on a timely manner. The committee shall be responsible for transferring all the records of the association to the incoming Executive Committee within thirty (30) days after the election.

**ARTICLE IX: AMENDMENT OF CONSTITUTION AND BYLAWS - NOTICE & QUORUM**

**REQUIREMENT**

**Section 1. Amendment of Constitution and Bylaws**

The Constitution and Bylaws of KEAN can be altered, amended or repealed by any regular or special meeting of the General Body, with the approval by two third majority of the quorum present.

**Section 2. Notice and Quorum Requirement**

The notice of the meeting in which the Constitution and Bylaws are altered, amended or repealed should contain the proposal for such changes and should be published and sent to the members either by regular or electronic mail atleast 30 days before the scheduled meeting. There shall be at least twenty five (25) percent of the paid members ofthe General Body present in the meeting in which such action is taken. If quorum is not met, another meeting shallbe called for in two weeks but not earlier than one week and members present then will constitute the quorum.

**ARTICLE X: DISSOLUTION OF THE ASSOCIATION**

**Section 1.**

The activities of the Corporation shall be totally closed and or wound up and the Corporation shall be dissolved on a simple majority resolution of the Board of Trustees of the Corporation. Such action shall be taken after two-third majority approval of the existing General Body, in a meeting constituted for that purpose in accordance with Article V, Section 21 and Article VI, Section 16 of the constitution. The quorum for such meeting shall be at least twenty five (25) percent of the existing General Body.

**Section 2.**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose.

# BY-LAWS

**Of**

**The Kerala Engineering Graduates Association of Northeast America**

## Article I: Membership and Dues

**Clause 1.**

Membership is open to all Kerala Graduate Engineers and Associate Member of Institution of Engineers those who agree to abide by the constitution and by-laws of the association. Kerala Graduate Engineer is defined as an individual with Kerala origin, having an undergraduate degree in engineering from India or abroad.

**Clause 2.**

The Membership shall consist of the following classes: a. Annual Membership

1. Life Membership
2. Honorary Membership
3. Student Membership

**Clause 3.**

‘KEAN Honorary Membership’ is the highest honor bestowed by the association. An Honorary Member has the rights and privileges of a regular life member except voting rights. Honorary membership is reserved for individual of Kerala origin, with an undergraduate degree in Engineering from India or abroad whose support of, and/or contributions to the advancement in Engineering are specially recognized nationally or internationally. Honorary member should not hold any official positions of KEAN.

The nomination of an individual for Honorary Member may be made by any member of the association in writing. Honorary membership carries a special plaque and pin which will be presented during the annual general body meeting of the association with full consent from the executive committee and the board of trustees.

A person elected to honorary membership will be notified promptly thereof by the General Secretary. The election will be cancelled if an acceptance is not received within sixty (60) days after the mailing of such notice.

**Clause 4.**

Student Membership is an annual membership reserved for full-time students.

**Clause 5.**

Membership fees may be determined by the Executive Committee every term.

**Clause 6.**

The membership year shall be calendar year, which starts from January 1st to December 31st. The membership fee for each year shall become due on the 1st of January. On failure to pay annual fees, the privileges of membership in the association, including the right to vote and to participate in the activities of the association shall be suspended.

**Clause 7.**

Annual membership fee collected during calendar year is applicable to the year of enrollment.

**Clause 8.**

At the time of request for enrollment as a member, the individual may be required to fill out an application form with certain specific information. The Executive Committee shall be the final authority to accept or reject any application for membership.

## Article II: Objectives

**Clause 1.**

The Association shall seek to achieve all the objectives stated in article II section 1 of the constitution

**Clause 2.**

Projects involving an estimated expense of more than $5,000.00 should be approved by the Board of Trustees.

**Clause 3.**

The association may raise money for a specified project made public through newsletter or electronic mail or news media or announcement at the general body meeting.

**Clause 4.**

The association shall not be part of any other associations except similar professional associations in the North America

**Clause 5.**

This corporation is organized exclusively for charitable, educational and/or for other purposes to reduce the burden on the government by promoting charitable community programs for the uplift of the underprivileged, for combating problems of new immigrants due to cultural alienation, for the elimination of prejudice and discrimination, for the defense of human and civil rights secured by law, for promoting inter faith and inter ethnic understanding, family values, professional values, cultural understanding, nonviolent activism for social justice etc under section 501 (c ) 3 of the Internal Revenue Code.

## Article III: The Structure and Function of the Executive Committee

**Clause 1. The President**

The President of the association shall be the Chief Executive Officer (CEO) of the association and shall perform all duties incidental to the office of the President and such other duties as may be designated by the Executive Committee. He/She shall preside over the Executive Committee and General Body meetings. He/She shall also be the Chairperson of the Executive Committee. The President shall, in consultation with the other members of the Executive Committee fill any vacancy that occurs in the Committee for the remainder of the unexpired term. He/She shall perform other duties as may be assigned to him/her through Executive Committee action. He/She shall be responsible for coordinating all the activities of the association. In time of urgency and/or expediency, the President may be vested with the authority to make decisions by consultations with the Executive Committee members. The decision shall be conveyed to the board of trustees and ratified at the next board meeting.

He/She shall be responsible for renewing all the necessary documents on a timely basis and transferring all the records of the association to the incoming Executive Committee within thirty days after the election.

**Clause 2. The Vice President**

In the absence of the President, caused by resignation or other emergencies, the vice President shall act as the Chairperson and conduct the affairs of the association.

**Clause 3. The General Secretary**

The General Secretary shall be an advisory and recording officer of the association. The General Secretary shall maintain a record of the minutes of all official meetings of the association and of the Executive Committee. He/She shall, in consultation with the President make an annual report and gets approval from the Executive Committee and submit at its annual general body meeting. He/She shall be responsible for maintaining copies of all official correspondence and other records of the association including the minutes of all meetings, updated list of all members of the association, attendance record of all meetings, newsletters, program brochures, activities of the association and reports submitted by the Executive Sub-Committee chairpersons. The General Secretary shall be responsible for issuing an agenda of all regular and special meetings, notifying committee members of their appointments and duties, as they are to perform. He/She shall be the custodian of the constitution, bylaws and its amendments of the Association.

He/She shall be responsible for transferring all the records of the association to the incoming General Secretary within thirty days after the election.

**Clause 4. Joint Secretary**

In the absence of the General Secretary, caused by resignation or other emergencies, the Joint Secretary shall act as the General Secretary of the association, until a new General Secretary is appointed. The Joint Secretary shall act as the coordinator of the activities of the program committee as stated in clause 7 through organizing and conducting the necessary meetings of various subcommittees of the association.

**Clause 5. The Treasurer**

The Treasurer shall be in charge of all the monetary transactions of the association, in accordance with the provisions set forth in Article VII, Section 1-12 of the Constitution. The Treasurer shall be responsible for the official possessions of the association. He/She shall maintain a list of all such possessions. He/She shall

1. be responsible for issuing notice and collection of annual dues, and deposit the same in banks as per Article VII, Section 3 of the constitution.
2. be the custodian of all receipts and disbursements, which shall be open at all reasonable times for inspection by the Executive Committee.
3. submit a financial report to the general body at its annual meeting and regularly held Executive Committee meetings.
4. perform such other duties and exercise such other powers incident to the office of the Treasurer and as may be assigned by the Executive Committee as required by law.
5. be responsible for transferring all the financial records of the association to the incoming Treasurer within thirty days after the election.

REVISED BY THE GENERAL BODY ON DECEMBER 08, 2018 TO:

1. Annual budget shall be prepared and get it approved in the Executive Committee and general Body Meeting. If the income / expense for any specific event is not approved in the annual budget, a separate budget shall be presented and get it approved.

**Clause 6. Joint Treasurer**

In the absence of the Treasurer, caused by resignation or other emergencies, the Joint Treasurer shall act as the Treasurer of the association and carry out all function of treasurer as stated in Clause 5, until a new treasurer is elected by General Body or appointed by the Executive Committee.

**Clause 7. The Program Committee**

The Program Committee shall consist of the Joint-Secretary who shall act as the coordinator, President, General Secretary, Treasurer and the chairperson of the respective Executive Subcommittee created in accordance with Article IV, Section 2 & 3 of the Constitution. The Program Committee shall be responsible for creating programs and activities designed to achieve the major goals of the association. The program committee shall be responsible for organizing professional, social and cultural activities, public gatherings of members, publication of the News-Letters, student outreach programs and other special programs. The program committee’s decisions are subject to approval by the Executive Committee.

**Clause 8.** The Seven major **Executive Sub-Committees** mentioned in the Constitution Article IV section 2 & 3 shall be formulated as follows:

1. The Executive Sub-Committees shall be organized, and their members selected and announced after the election of the Executive Committee, if possible during the latter part of the meeting of the general election, or within two weeks of the general election
2. If the Executive Sub-Committees are not formed during the general election of the association, within one week after the election of the Executive Sub-Committee Chairpersons, they shall submit to the

President a list of names of members who have expressed their willingness to work as SubCommittee members.

1. If the Executive Sub-Committees are not formed during the general election of the association, at a special exclusive meeting within two weeks, the Executive Committee shall, by secret ballot, approve, or select up to a maximum of 4 additional members for each of the sub-committees, so as to create 3-5 person subcommittees.
2. In choosing the members of the sub-committees the Executive Committee shall, as far as possible, try to achieve, sexual, regional, religious, professional and other relevant representation of the membership of the association.
3. In carrying out the tasks of the program committee as per Clause 7 of this article, it may, in consultation with the Executive Committee, organize other additional special committees as deemed necessary.
4. The names of all sub-committee and special committee members shall be publicized.

**Clause 9. Executive Committee meetings** The Executive Committee shall meet officially at least once in six months, at a time and place decided upon, according to the convenience of the majority of the members. Telephone or Video conference-call meetings shall be constituted as official meetings of the association. If an Executive Committee member is absent for more than three consecutive committee meetings, he/she shall seek special permission from the majority of the Executive Committee to continue as such, subject to Constitution Article IV, Section I(b) and By-Law Article III, Clause 1.

REVISED BY THE GENERAL BODY ON DECEMBER 08, 2018 TO:

**Clause 9. Executive Committee meetings**

The Executive Committee shall meet officially at least once in six months, at a time and place decided upon, according to the convenience of the majority of the members.

Board of trustee chairperson shall be invited to all Executive Committee Meetings.

**Clause 10. Executive Committee meeting quorum**

Seven members of the Executive Committee shall constitute a quorum for the regular Executive Committee meetings. In the event a meeting is postponed to a future pre-announced date not earlier than one week, five members shall constitute a quorum at the second meeting.

REVISED BY THE GENERAL BODY ON DECEMBER 08, 2018 TO:

**Clause 10. Executive Committee meeting quorum**

Nine members of the Executive Committee shall constitute a quorum for the regular Executive Committee meetings. In the event a meeting is postponed to a future pre-announced date not earlier than one week, five members shall constitute a quorum at the second meeting.

**Clause 11. Executive Committee voting**

In arriving at the Executive Committee decisions each of the thirteen members of the committee shall have one vote.

REVISED BY THE GENERAL BODY ON DECEMBER 08, 2018 TO:

**Clause 11. Executive Committee voting**

In arriving at the Executive Committee decisions each of the sixteen members of the committee shall have one vote.

**Clause 12. Sub-Committee Voting**

The members of the Executive sub-committees or other members of the association may request and be allowed to attend or be invited to attend, Executive Committee meetings, as observers. However, they shall not have the power to vote at the Executive Committee meetings. The chairpersons of the Executive sub-committee are Executive Committee members as per Article IV, Section 2 of the constitution.

**Clause 13. Ex-officio member**

The outgoing President of the association shall remain an Ex-officio member of the Executive Committee of the association during the following term.

**Clause 14. Record of expense**

The Executive Committee members and other voluntary workers are encouraged to maintain a record of expenses incurred for running the affairs of the association. Such a record submitted to the Executive Committee shall be retained at least for one year, and may be destroyed after computing a summary of the expenses of time, money and other resources in running the affairs of the association.

**Clause 15. Remuneration**

The officers and voluntary workers of the association are not entitled to receive any financial remuneration for their services to the association.

## Article IV: The Function and Operation of the Executive Sub-Committees

**Clause1. Professional Affairs Committee**

The Sub-Committee on Professional Affairs shall be responsible for organizing and conducting the professional activities such as seminars and other related activities, and shall seek to encourage professional development of interest in the utilization of available expertise and talents among its members.

**Clause 2. Newsletter and Publication Committee**

The Newsletter and Publication sub-committee shall be responsible for the production and circulation of the Newsletter and other official publications of the association, including web services, in accordance with the goals and objectives of the association. Every year there shall be at least one newsletter published. The Association shall not be held responsible for the contents and truthfulness of commercial advertisements paid for by private individuals and groups.

**Clause 3. Social and Cultural Affairs Committee** shall be responsible for organizing the annual convention of the association, for organizing and conducting cultural activities and other discussions groups on topics of concern and interest to the members, public figures in the United States and India in mutually beneficial contact.

**Clause 4. General Affairs Committee** shall be responsible for organizing and conducting other affairs of the association as may arise in its functioning. The Sub-Committee may share in the activities of other Executive Subcommittees or deal with different matters through specially created ad hoc committees. Example of such short-term ad-hoc committees are: Food Committee for social gatherings, Committee for preparing a statistical profile of Asian Indian professionals, Committee for establishing and maintaining a contact chain of association members.

**Clause 5.** **Charity Program Sub-Committee** shall be responsible for organizing Volunteer programs, Charity Fund raising programs etc for raising public fund for charity activities such as ‘Disaster relief’, ‘Education for economically challenged children’, ‘Rehabilitation of unemployed and economically weak women and youth’ etc.

**Clause 6.** **Public Relations Committee** shall work with the News Letter and Publication committee to meet public relations goals, creating awareness of the KEAN activities among its members, media and general public, enhancing projects and activities to make them more appealing to the media, helping to create a public image conducive to membership development. The Sub-Committee is responsible for membership drive, announcing the activities in the media and establishing liaison with other professional organizations.

**Clause 7.** **Student Outreach Committee** shall be responsible for bridging the gap between the KEAN members and engineering graduate students. The sub-committee should reach out to engineering colleges and universities to outline student-related programs and work with executive committee to organize such programs.

**Clause 8. The Chairpersons of each Executive Sub-committee** shall, at the beginning of each elective year, submit the composition of the membership of the sub-committee, including that of the volunteer work groups, as well as the Sub-Committee’s plans for associational action for the year, to the Executive Committee.

**Clause 9. Executive Sub-Committee Meetings**

The Executive Sub-Committee shall meet as often as necessary, for the conduct of its affairs. The sub-Committee meetings shall be open for other members of the Executive Committee, as observers, if such request is made at least a day in advance.

**Clause 10 Report**

The Chairpersons of each Sub-Committee shall maintain a summary report of each meeting of the Sub-Committee for presentation at the next meeting of the Executive Committee.

**Article V: Conflict of Interest Policy**

 **Clause 1. Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt association’s (KEAN’s) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association (KEAN) or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable associations.

**Clause 2. Definitions**

1. **Interested Person**

 Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

1. **Financial Interest**

 A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Association (KEAN) has a transaction or arrangement,
2. **A** compensation arrangement with the Association (KEAN) or with any entity or individual with which the Association (KEAN) has a transaction or arrangement, or
3. **A** potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which KEAN is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Clause 3, Section 2 of this Article, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Clause 3. Procedures**

* 1. **Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors/Trustees and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

* 1. **Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board/Advisory Board/Board of Trustees or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**Clause 4. Records of Proceedings**

The minutes of the governing board/ Board of Trustees and all committees with board delegated powers shall contain:

* + 1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial

interest, any action taken to determine whether a conflict of interest was present, and the governing board’s or committee’s decision as to whether a conflict of interest in fact existed.

* + 1. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Clause 5. Compensation**

* + 1. A voting member of the governing board/ Board of Trustees who receives compensation, directly or indirectly, from the Association (KEAN) for services is precluded from voting on matters pertaining to that member’s compensation.
		2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association (KEAN) for services is precluded from voting on matters pertaining to that member’s compensation.
		3. No voting member of the governing board/ Board of Trustees or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association (KEAN), either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Clause 6. Annual Statements**

Each director/Trustee, principal officer and member of a committee with governing board-delegated Powers shall annually sign a statement, which affirms such person:

* + 1. Has received a copy of the conflicts of interest policy,
		2. Has read and understands the policy,
		3. Has agreed to comply with the policy, and
		4. Understands the Association (KEAN) is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

**Clause 7. Periodic Reviews**

To ensure the Association (KEAN) operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. Theperiodic reviews shall, at a minimum, include the following subjects:

* + 1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm’s length bargaining.
		2. Whether partnerships, joint ventures, and arrangements with management associations conform to the Association’s (KEAN’s) written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurnment, impermissible private benefit or in an excess benefit transaction.

**Clause 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Clause 7 of this Article, the Association (KEAN) may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

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