

Bylaws  
Of  
Indo-American Association Delaware

Last Amended: May 29, 2025

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## **Article I**

### **Name**

The name of this corporation shall be 'Indo-American Association Delaware', referred to as IAAD hereafter.

### **Address**

IAAD shall maintain the main office in New Castle County, Delaware, at such location as designated and approved by the "Board of Directors" referred to as Board hereafter.

## **Article II**

### **Purpose**

IAAD shall be a non-profit, non-sectarian, and non-partisan association, organized under the laws of the State of Delaware. It shall conduct activities within the meaning of Section 501 (c) (3) of the Delaware Internal Revenue Code of 1986, or any successor provision.

### **Objectives**

- a) To promote general goodwill, friendship, and unity among the Indo-American community.
- b) To promote Indian heritage for the benefit of younger people in the Indo-American community.
- c) To organize specific social, educational, and cultural activities to achieve the above objectives, and to educate the broader public & across all communities concerning the same.
- d) To promote the construction and management of a Community Center in New Castle County, Delaware

## **Article III**

### **Membership**

- a) Membership shall be available without regard to race, color, creed, sex, or national origin.
- b) Any person who is 18 years of age and subscribes to the objectives and policies stated in Article II and agrees to abide by the Bylaws of IAAD may become a member.
- c) Each member of IAAD shall pay membership dues as defined in Article III to be eligible for classification as a member in good standing.
- d) Membership is granted after completion and receipt of the membership application and dues.
- e) IAAD Life membership shall be granted to any couple (2 adults, and as many dependent children under the age of 18 years, who shall pay the dues stipulated in Article III). The membership unit is entitled to one vote for the Annual General Meeting (AGM) or other special meetings.

- f) Notwithstanding anything to the contrary in the Bylaws, members who have an immediate relative (spouse, sibling, parent, or child) actively serving on the Board or the Advisory Council shall not be eligible for election or appointment to the Board or the Advisory Council.
- g) The Board may create more classes of membership to further the objectives of IAAD.
- h) The Board, at its discretion, may prescribe the amount of membership dues and changes in the dues, and such changes may remain effective until changed or altered by a simple majority vote of the Board.

## **Article IV**

### **Annual General Body Meeting**

- a) The annual general body meeting (entire IAAD membership) shall take place during the fourth quarter, the specific date, time, and location of which will be designated by the Executive Committee. An advance notice of not less than ten (10) days or more than sixty (60) days shall be given for the annual general body meeting.
- b) The following business or reports may be conducted or presented at the annual general body meeting:
  - i) Election of directors to serve on the Board
  - ii) Transact business
  - iii) The most recent year's activities and financial report
  - iv) Upcoming year's plans and activities
- c) Special meeting of the entire membership may be called by the resolution of the Board or by written request to the Board from at least fifty (50%) of IAAD members in good standing, to discuss any special concern. An advance notice of not less than ten (10) days nor more than sixty (60) days shall be given for the special general body meeting.
- d) No minimum number of members is required to be present at the annual general body meeting or special meeting.
- e) Voting at the annual or special meeting shall be limited to members in good standing (good standing shall signify those who have been members for 60 days).
- f) All business except elections at the annual general body meeting may be conducted by voice vote, but collectively, twenty percent (20%) of members present shall have the right to demand a secret ballot for any specific issue.
- g) A majority of the votes cast in person shall be necessary for the adoption of any matter during the annual general body meeting or special meetings, except as otherwise provided in these Bylaws.
- h) Any decision of the Board may be overruled by IAAD members provided a two-thirds (2/3) majority of the present members in good standing vote in favor of the overrule.

## **Article V**

## **Elections**

- a) Members shall elect the board of directors for a full term of three (3) years starting on January 1st of the following year to succeed those whose terms expire.
- b) Only life members in good standing and who have volunteered for a minimum of two IAAD events within the last 12 months or served for a minimum of two (2) years on standing or special committees shall be eligible for election to the Board
- c) The Board elections will be held at the annual general body meeting. Hence, the “election date” is the date of the annual general body meeting.
- d) All elections shall be conducted via secret ballot.
- e) The Executive committee shall announce the number of open positions and call for the nomination of candidates for election at least thirty (30) calendar days before the election date; the deadline for filing a nomination shall be fifteen (15) calendar days before the election date.
- f) Nominees for the Board shall be presented to the voting of members by the Executive committee not less than ten (10) days before the date set for the annual general body meeting
- g) Nominations must be submitted in writing/email to the Executive Committee and must have support in writing/email from at least two (2) board directors or four (4) IAAD Members (excluding the nominees in either scenario). The nominee must accept the nomination in writing/email if the nomination was submitted by someone other than the nominee
- h) The candidates standing for election must be present at the annual general meeting unless granted exemption by the Executive Committee at their discretion. The exemption request must be made in writing/email by the candidate to the Executive Committee with a reason for the request. Exemption must be granted by writing/email by the Executive Committee.
- i) Members wanting to exercise their voting rights must be present at the general annual meeting.
- j) Elections shall be decided by a simple majority of those members present at the meeting in which the vote takes place.

## **Article VI**

### **Board of Directors:**

- a) The number of Directors of IAAD shall be fifteen (15). All Directors shall serve for three (3) year terms, but are eligible for re-election for up to three (3) consecutive terms. A Director seeking a fourth term must wait for one (1) year before seeking reelection to the Board. Each Director shall hold office until the expiration of the term and until a successor has been elected or until one’s resignation or removal.
- b) Vacancies occurring on the Board in between annual elections shall be filled by the Board by a simple majority vote of the remaining Board.

- c) Regular meetings of the Board shall be held in person once in each quarter, the time and place to be fixed by the Executive Committee. Special meetings of the board of directors may be called by the Executive Committee or by a majority of the members of the board. Notice of regular and special meetings shall be sent to the Board not less than ten (10) days before the date set for such a meeting.
- d) The Board may enact such bylaws and procedures as deemed necessary to implement the objectives and policies of IAAD and shall manage all assets and business of IAAD, formulate policy, and control all the financial matters.
- e) A simple majority of the existing Board shall constitute a quorum.
- f) The Board shall elect/appoint the Executive, Standing, and any Special committee, along with the Advisory Council, as stated in Article VII.
- g) Each Director shall actively participate in one or more committees of IAAD.
- h) All Directors of the Board are serving on a voluntary basis and will be reimbursed only for authorized out-of-pocket expenses incurred on behalf of IAAD.
- i) Attendance at each Board meeting is mandatory except that absence may be excused due to illness, out-of-town situations, conflicts, and emergencies.
- j) A Director is automatically terminated from the Board for the remainder of the term after three (3) consecutive, unexcused Board meeting absences
- k) Any Director may be removed from the Board during his/her term for cause, which may include but is not limited to, misconduct, theft, misrepresentation or harm to the interest of IAAD with an affirmative vote of eighty (80) percent of the majority vote of the Board

## **Article VII**

### **Committees:**

#### **1. Executive Committee**

- a) The Executive Committee of IAAD shall comprise three (3) co-chairpersons elected by the Board.
- b) One co-chairperson shall retire each year. No co-chairperson shall hold the office for more than three (3) consecutive calendar years or until a successor has been duly elected or appointed.
- c) The co-chairpersons shall rotate, in alphabetical order of last names, as chairperson of each consecutive regular or special meeting of the Board.
- d) The co-chairpersons shall be jointly and severally responsible for executing the policies and programs of the Board.
- e) Any co-chairperson may be removed from the Executive Committee by a simple majority vote of the Board.
- f) Co-chairpersons shall be responsible for all Board and annual general body meetings, and for maintaining minutes and records of meetings

#### **2. Standing Committees:**

- a) The three standing committees are:
  - i. Activities/Event Committee:** To recommend programs and activities to the Board for approval; to execute approved programs with the help of the general

membership; to nominate, with the approval of the Board, sub-committees to carry out specific activities to further the objective and policies of the society.

**ii. Community Outreach/Membership Committee:** To conduct all external issues, including fundraising, public relations, marketing, and the annual membership drive, and maintain the membership database. The chairperson of the Community of the outreach committee shall maintain a current version of the Bylaws on file, and such file shall be available for review by any member of IAAD.

**iii. Finance/Administration Committee:** To have custody of all the funds and assets of IAAD, to keep an accurate account of receipts and expenditures; to make a full financial report at the annual meeting; and to perform such other duties as may be required by the Board.

- b) Each standing committee shall consist of the following members, duly elected by the Board.
  - i. One co-chairperson of the Board to serve as chairperson of the standing committee.
  - ii. At least one current director from the Board who is not a co-chairperson.
  - iii. Up to three members in good standing who are not on the Board may be appointed to the standing committees.

### **3. Special Committee:**

The Board may constitute one or more special committees to carry out special assignments and shall mandate the term, duration, strength, and powers of such committees.

### **Advisory Council:**

- a) Advisory Council membership is by invitation by Board only and the maximum number of the elected members of the Advisory Council shall be limited to five (5) members
- b) Advisory Council members must have membership in IAAD and can be nominated by any current Director and is selected by two thirds (2/3) majority of the Board.
- c) Selected Advisory Council member must formally accept to become a member of the Advisory Council. Invitation and acceptance by email are deemed formal. The term of an Advisory Council member shall be two years (2) from the date of acceptance
- d) Advisory Council members can attend the Board meetings but will not be entitled to any voting privileges at the Board meetings.
- e) Advisory Council members may not act on behalf of IAAD or bind it to any action but may make recommendations to the Board.
- f) Advisory Council members shall advise the Board regarding its fiscal welfare and operation of the IAAD.

- g) At the request of the Board, the Advisory Council members may serve as a mediator to resolve disputes among the various office holders and committees.
- h) Advisory Council members are eligible to serve on standing or special committees

## **Article VIII**

### **Amendment**

The Bylaws may be amended, repealed, or altered, and new Bylaws may be adopted by a two-thirds (2/3) majority of the current Board.