

**By-LAWS of**  
**Sacramento Regional Association of Malayalees (SARGAM)**

**ARTICLE I**  
**NAME AND ADDRESS**

The name of the organization shall be Sacramento Regional Association of Malayalees (SARGAM).  
The registered address for the organization is: 2305 Ferndale court, Roseville, CA 95661.

**ARTICLE II**  
**SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of SARGAM shall be to:

1. Provide a forum for people originally from the state of Kerala, India (commonly called "Malayalees" by virtue of the language spoken, Malayalam), currently living in the Sacramento region to get together for social and cultural activities.
2. Provide an avenue for the next generation children of Malayalees to be in touch with their native language, state, country, history, culture and traditions.
3. Organize and celebrate major Kerala festivals such as Onam, Christmas and other events such as Indian Independence day etc
4. Develop working relationships with other (Asian) Indian Associations with similar objectives and other socio political groups in the community to enable voicing and communicating any common concerns that this organization may encounter.
5. Provide a common voice for Malayalees in this region to express their opinions and provide inputs into other organizations when and if the need arises.
6. Support charitable non-profit organizations and their programs both in the Sacramento region and in India, whose goals are to help the poor and needy people, thereby provide an avenue to the Malayalee people to share their culture of love and caring and reach out to the community with their support.

**ARTICLE III**  
**NONPROFIT TAX EXEMPT PURPOSES**

I- SARGAM is a private non-profit organization for public benefit as defined in Section 527 of the Internal Revenue Code (IRC) and section 501 (C). (3). of the income tax regulations and is organized exclusively for one or more of the purposes as specified in Section 501 (C ) (3). At inception, the organization does not have a tax exempt status, however, the organization will strive to achieve this status going forward.

**ARTICLE IV**  
**MEMBERSHIP**

Membership in SARGAM shall be open to any person over the age of eighteen (18), residing in one of the following California counties - Butte, Yuba, Sutter, Colusa, Yolo, Solano, San Joaquin, Stanislaus, Amador, Sacramento, El Doarado, Placer or Nevada County and who supports the policies, objectives, and interests of SARGAM. Non-voting membership may be made available to persons under the age of eighteen (18).

Any one interested in becoming a member of SARGAM should submit a completed Membership form (available upon request or from the SARGAM web site: <http://www.sargam.us> ) to any of the Board members. Requests for new membership will be reviewed by the BOARD OF DIRECTORS, and if approved, new member will be notified.

Annual membership fee is \$25, accounted as a calendar year: Jan 1 – Dec 31. No pro-rating of membership fee will be made for people joining at different times in the year.

Subscription paying members shall have the right to participate in all SARGAM activities, administration and organization, vote on any and all issues submitted to the membership, are eligible to hold elected offices if they meet other required criteria as indicated in article V.

Members may speak on issues at public forums on behalf of the SARGAM only with formal approval by the BOARD at one of their regularly scheduled meetings.

Membership in SARGAM may be terminated for failure or refusal to support the policies and interests of SARGAM, or for cause, upon a resolution of the Executive Committee by a two-thirds majority vote, communicated to the Board of Directors in writing, and by a two-thirds majority of the Board.

Causes for termination include but is not limited to misconduct, disruption of regularly scheduled meetings of the general body or any of it's committees, and unprofessional or unethical behavior as determined by the Executive Committee and adopted by the Board of Directors.

**ARTICLE V**  
**GOVERNING BOARD OF SARGAM**

SARGAM shall have 12 members collectively known as the BOARD of DIRECTORS (hereinafter, "BOARD"). The number of directors may be changed by a majority vote of the membership at a regularly scheduled meeting, amending these Bylaws.

The Board of Directors will include the President, Chairman, Vice-President, Treasurer, Secretary, Joint-Secretary. The remaining six (6) members of the Board are Area representatives. These members shall be elected every year following the election process described in Article XII

All members of the BOARD are elected to serve a term of two (2) years. Board members can continue to serve for subsequent years if they are elected again. Maximum consecutive term as a board member in the same capacity shall be two (2) terms (4 years).

Interim vacancies on the BOARD will be filled by appointment by the majority vote of the BOARD for the remainder of the term.

No Board member/s of SARGAM shall be paid any salary or any other type of compensation or remuneration for his/her services. No Board member shall be personally liable for the debts, liabilities, or other obligations of SARGAM.

## **ARTICLE VI**

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

The activities and business affairs of SARGAM shall be conducted and all powers created hereunder shall be exercised by or under the direction of the Board.

It shall be the duty of the Board of Directors to:

1. Perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
2. Accept on behalf of SARGAM directly or indirectly, contributions from any individual or organization and/or incur expenditures or both, for an exempt function as that term is defined in IRC Section 501(c)(3);
3. Appoint and remove, employ and discharge, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation if any of all agents and contractors of SARGAM;
4. Appoint a member in good standing to any interim vacancy or vacancies on the Board;
5. Remove any member of the BOARD for cause, malfeasance or failure to attend to assigned duties on three consecutive assignments including failure to attend at least three duly convened meetings of the executive committee, or for any other reason as prescribed by law;
6. Supervise all officers, agents, and employees of SARGAM to assure that they perform their duties and responsibilities in compliance with and due consideration of the Articles of Incorporation and the Bylaws , of SARGAM;
7. Formulate and disseminate policies and procedures for SARGAM;
8. Meet at such times and places as required by the Bylaws ;
9. Appoint an Election Committee consisting of at least three members in good standing, with the responsibility for conducting elections of suitable candidates for all elected offices of SARGAM

The BOARD shall hold quarterly meetings on a regular basis and at other times as deemed necessary. All proceedings and regular business of the BOARD shall be conducted according to Roberts Rules of order and by a simple majority vote of the members present except for the amendments to the Bylaws as stated in Article XV.

## **ARTICLE VII**

### **EXECUTIVE COMMITTEE OF SARGAM**

A sub-set of the BOARD shall constitute the Executive Committee of SARGAM. The Executive Committee shall consist of the SARGAM President, the Vice-president, the Secretary, the Treasurer, the Joint-secretary and the Chairman of the Board. The Executive Committee is the primary body responsible for overseeing operations and activities of SARGAM including membership drives, fund-raising, co-ordinating events, Elections etc. The Executive Committee is authorized to make day to day decisions for the normal operations of SARGAM without having to convene a general body meeting of all members. However, any policy changes or major decisions such as subscription fee changes, membership criteria, etc has to be first ratified at a Board of directors meeting and then formally presented to the general body.

### **ARTICLE VIII** **DUTIES OF THE PRESIDENT**

The President shall be the Chief Executive Officer of SARGAM and shall supervise and control the affairs of SARGAM and the activities of the Officers of the Executive Committee. The president shall be an ex officio member of all committees of SARGAM. The president shall appoint an alternate usually the Vice President to represent him/her to conduct business of the organization in his/her absence, if needed.

### **ARTICLE IX** **DUTIES OF THE SECRETARY**

The Secretary shall:

- Certify and keep the original, and a copy of these Bylaws at the principal office of SARGAM or at a place designated by the President, and as adopted by the general body of the membership, and make it available to any member who may request to see a copy of it;
- Keep a book of minutes of all meetings of the President as well as minutes of the meetings of the general membership, including names of attendees at each of these meetings, at the principal office or at a place designated by the President. The minutes shall reflect the time and place of each meeting, whether regular or special, how called, how notice thereof was given, the names of those present, and the proceedings thereof;
- Ensure that all notices required hereunder are duly given in accordance with these Bylaws or as required by law;
- Maintain at the principal office or at a place designated by the President, a membership book containing the name and current address of each and every member of SARGAM, and in the case where any membership has been terminated for any reason, such fact in the membership book together with the date on which such membership ceased;
- Be responsible for the maintenance of all records of SARGAM, except the financial records which shall be the responsibility of the treasurer;
- Prepare and distribute minutes of all meetings of SARGAM to members of the BOARD;

- Be responsible for maintaining all official correspondence from or to SARGAM ;
- Upon reasonable request by any director, officer, or member of SARGAM or attorney, make available for inspection the Bylaws, the membership book. minutes of the proceedings of SARGAM and such other documents requested, subject to restrictions pursuant to laws of privacy and confidentiality
- The Secretary shall delegate, upon his/her discretion, some of his/her responsibilities to the joint-Secretary as needed to effectively perform all the duties and obligations listed above.

## **ARTICLE X**

### **DUTIES OF THE TREASURER**

The treasurer shall:

- Have custody and charge of, and be responsible for all SARGAM funds, contributions and accounts, regardless of how they are generated;
- Deposit all such funds in the name of SARGAM in such banks, trust companies, or other depositories as determined by the BOARD;
- Have the authority to receive or cause to be received from any source whatsoever on behalf of SARGAM for authorized purposes;
- Have the authority to disburse or cause to be disbursed the funds of SARGAM as may be directed by the BOARD, or the Executive Committee, obtaining proper vouchers for such disbursements; (expense claims without receipts will need authorization by the Executive committee)
- Maintain adequate, correct auditable records and accounts of all funds and other types of transactions by SARGAM ;
- In general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned by the BOARD.

## **ARTICLE XI**

### **CORPORATE RECORDS AND REPORTS**

SARGAM shall keep at its principal offices or at such other place as the BOARD may designate:

- Minutes of all meetings of the BOARD , committees of the BOARD , Executive Committee, General body, whether regularly or specially convened, indicating the time and place of holding such meetings, how called, how notices were given in accordance with these Bylaws, the names of those present, and the proceedings thereof;
- Adequate and correct books and records of account, accounts of assets, liabilities, accounts payable and receivables, receipts, disbursements and other corporate transactions;
- A record of its members, indicating their names, current addresses and the class of membership held by each member and the termination date of membership, if any;
- A copy of the Articles of Incorporation as filed with the Secretary of State of California and

- current Bylaws as amended, which shall be open to inspection by the members, and officers;
- Reports generated, if any, upon the request of the President, BOARD Executive Committee or as required by law.

## **ARTICLE XII** **ELECTIONS**

Elections shall be held every year 2 years to elect the Board of Directors and office bearers. The Election process should be held during the Nov/Dec timeframe completed and the final list of office bearers and Board of directors announced before the end of the calender year (Dec 31). Newly elected office bearers will take office effective Jan 1 of the year.

The Election process shall be as follows:

1. The current Board with the advice and consent of the Executive Committee shall appoint an Election Committee for the year comprising of no less than 3 general members in good standing. These members could also be existing office bearers.
2. The Election Committee will solicit nominations from the general membership for all available positions including area representatives and all office bearers. This solicitation of nominations must be done via postal mail to all members and email to the sargam mailing list. At least 2 weeks time should be provided to members to submit their nominations. Nominations can be self nominations or recommendation for others.
3. All positions except that of the President and Chairman are open unrestricted to all current subscribing members. There is additional criteria for these two positions. The President nominee must have served on the Board of directors in at least one of the preceding three (3) terms. The Chairman of the board must also have served on the Board in at least one of the preceeding three (3) terms. This restriction must be communicated by the Election Committee while soliciting nominations.
4. The Election Committee will collect all the nominations, screen them for eligibility and finalize the list of candidates for each position and submit the same to the Board of directors prior to Election day. If any candidate is found ineligilbe for any reason by the Election Committee, the candidate shall be notified.
5. The Election Committee will set a date for a General body Meeting to hold the elections and request Secretary to annouce the same to the sargam members giving at least 2 weeks notice for the same.
6. On Election day:
  - a. All Potential candidates for any position must be present on election day, otherwise they are disqualified. Exceptions to this must be approved by the Election Committee.
  - b. For any poistion that does not have any nominations, the Boad of Directors has authority to find / nominate a suitable candiate.
  - c. For any position that has only 1 qualified nomination, no voting is required for this postion. The person nominated is declared the winner.
  - d. If there is more than one candidate nominated for a given position, a voting by secret ballot will be held to determine the winner. Simple majority vote wins. Tie

break will be broken by a coin toss.

- e. Only members present during the meeting are eligible to vote.
7. The Elections will be held in the following order – first for the Position of the President, followed by Secretary, Treasurer, Vice-President, Joint-Secretary and finally area representatives.
8. The newly elected Board will pick the Chairman of the Board who meets the eligibility criteria of chairman outlined in ARTICLE XII.
9. The list of Elected office bearers must be announced to the SARGAM members via email and/or postal mail within 2 weeks of the election day.

### **ARTICLE XIII** **MEETINGS AND QUORUM**

The Executive Committee of SARGAM shall meet at least once every three months at SARGAM's principal place of business or any other time and place decided by the Executive Committee. Other meetings may be called by the President on his/her own initiative or at the request of any other member of the committee when deemed necessary.

A general body meeting shall be convened at least once a year but not more than once in three months. The secretary shall schedule general body meetings and shall send out notices to all members at least two weeks prior to any scheduled meeting. Notices may be sent either by regular mail or e-mail or by telephone.

Twenty five (25) percent of the voting members shall constitute a quorum for general body meeting, and a simple majority for the BOARD and Executive Committee, except a meeting convened for the amendment of the Bylaws. Without a quorum being present, no official business of SARGAM may be conducted or considered, except a motion to adjourn.

Roberts Rules of Order as revised shall govern all meetings of SARGAM.

### **ARTICLE XIV** **FUND RAISERS**

In addition to the collection of regular membership dues, SARGAM is authorized to conduct and sponsor fund-raising events as deemed appropriate for furthering the primary goals and objectives of SARGAM .

The Executive Committee, in consultation with the BOARD shall be responsible for arranging and scheduling such fundraisers.

The treasurer will be responsible for maintaining auditable books and records of all monies received and /or disbursed.

**ARTICLE XV**  
**AMENDMENT OF BYLAWS**

The Bylaws of SARGAM may be amended only by a vote of the general membership. A General Body meeting has to be convened after providing the required written notification and any amendments to the by-laws has to be approved by a **vote of two thirds of the voting members present in the meeting**. In certain cases, as deemed necessary by the Board, such vote may be sought by mail.

**ARTICLE XVI**  
**ADOPTION OF THE BYLAWS**

We, the initial Executive Committee members of SARGAM, hereby do adopt the foregoing Bylaws, consisting of 8 pages, as the official Bylaws of SARGAM on this **19th** day of **July, 2003**.

<b><u>Name</u></b>	<b><u>Designation</u></b>	<b><u>Signature</u></b>
1. CYRIL KUNNASSERY	Chairman	_____
2. VARGHESE GEORGE	President	_____
3. RUGMINI SHAH	Vice-President	_____
4. DAYALU JOSEPH	Secretary	_____
5. RASHMI NANDAKUMAR	Joint-Secretary	_____
6. SHIBU SREEDHARAN	Treasurer	_____

***The above By-laws were approved and adopted in the SARGAM General Body Meeting held on September 6th , 2003 with the following amendments:***

**1.**

**2.**