



TRICIA CONSTITUTION DATED SEPTEMBER 15, 2016

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CONSTITUTION

TRI-CITY INDIA ASSOCIATION, INC.

“TRI-CITY INDIA ASSOCIATION, INC.” (TRICIA) is dedicated to fostering and encouraging social, cultural, sports, educational, and community outreach activities of its members and community in general. In order to execute this in the best possible manner, we, the members of the Association, give to us this Constitution, which shall become effective on September 15, 2016, contingent upon a majority approval vote by the general membership of TRICIA.

ARTICLE 1: NAME

The name of this Association shall be “TRI-CITY INDIA ASSOCIATION, INC.” (hereinafter referred to as “TRICIA.”) Its principal activities shall be in the Albany Capital District.

ARTICLE 2: MISSION AND OBJECTIVE

2.1. The mission and objective of TRICIA is to foster and celebrate the rich heritage of people of Indian origin through cultural, social, sports, educational, and community outreach activities.

2.1.1. TRICIA further seeks to share the Indian culture with the community at large and exhorts the coming generations of young Indians to promote a better understanding of traditions and cultural diversity of the Indian subcontinent.

2.1.2. The programs conducted by TRICIA are held through the dedicated efforts of its volunteers.

2.1.3. TRICIA in and of itself shall not initiate or promote religious or political activity, or contribute financially to any such function.

2.1.4. TRICIA shall encourage, support and promote various existing affiliates of TRICIA that further its mission and objective by focusing on specific groups, which to date include TRICIA Support Group and TRICIA Sixty-Plus (60+) group, as

well as any additional affiliates that may be approved by the Board of Directors in the future. Each of these existing affiliates shall be allowed to have its own democratic organizational structure and operational procedures under the TRICIA banner, and shall be financially self-sufficient. The financial statements of each affiliate, upon approval by its members, shall be provided to TRICIA at year-end for filing and record-keeping purposes. One member from each affiliate shall serve as liaison to the Executive Committee of TRICIA.

2.2. The mission and objective of TRICIA, contained under the “Certificate of Incorporation” submitted pursuant to Section 401 of the Not-for-Profit Corporation Law of the State of New York, are construed to be consistent with the above broad mission and objective.

ARTICLE 3: ORGANIZATION

TRICIA shall be organized in the following manner:

3.1. BOARD OF DIRECTORS

3.1.1. The Board of Directors shall be comprised of a maximum of twelve (12) members, and shall be elected in accordance with the procedures in Article 7. The current President of TRICIA shall also be a member of the Board of Directors. This shall make the maximum number of Board members to be thirteen (13).

3.1.2. In order to be eligible to contest for one of the twelve (12) elected Board seats, the individual must be 21 years of age or older and have been a life member of TRICIA in good standing for at least three (3) years as of the date of assumption of office. Such elected Board seats shall be for a three-year term, with four seats elected each year to replace the outgoing seats.

3.1.3. After the election of Board members, in the 4th Quarter meeting to be held in December, the Board members shall meet and elect a Chair and Vice Chair of the Board. The Vice Chair shall also serve the role of Secretary of the Board. The current

(outgoing) Chair of the Board shall be responsible for facilitating these elections.

3.1.4. If any position on the Board becomes vacant during the year, due to death, resignation or removal, the vacant position shall be temporarily filled through an appointment by the Chair of the Board, with the approval of the Board with simple majority, for the remainder of its term.

3.1.5 Only one spouse from a household can either be a member of the Board of Directors or the Executive Committee concurrently at any given time.

3.1.6. The Board shall be responsible for conducting the general elections, forming and supervising the nominations committee, and for coordinating and supervising the elections for all positions, in accordance with the procedures in Article 7.

3.1.7 In the event that the Executive Committee is not in place at the beginning of any given year, following the preceding elections, for whatever reason, the elected Board of Directors shall assume all the powers and duties of the Executive Committee until such time as the Executive Committee is in place.

3.1.8. Any and all disputes shall be addressed and decided by the Board of Directors.

3.1.9. The Board shall meet at least once every quarter, and also as needed. The Minutes of all Board meetings shall be kept as a record, and shall be shared with the Executive Committee.

3.1.10. All members of the Board of Directors shall be kept informed of the scheduled monthly meetings of the Executive Committee, and may attend these meetings as non-voting members.

3.1.11. Any decision made by the Board of Directors shall be by a two-thirds (2/3) vote, with satisfaction of quorum, which shall be two-thirds (2/3) of the Board members.

3.2 EXECUTIVE COMMITTEE

3.2.1. The Executive Committee shall be comprised of Eleven (11) positions, including President, Vice President, Treasurer, Secretary, the immediate past president, as well as Six (6) at-large positions whose incumbents shall perform duties toward benefiting and helping the organization in its mission and functions.

3.2.2. All positions on the Executive Committee shall be for a one-year term. Election of the Executive Committee members shall be conducted in accordance with the procedures in Article 7.

3.2.3. Any member of TRICIA who is 21 years of age or older and has been a member in good standing for at least two (2) years, as determined in accordance with the criteria for membership contained in 4.4, on the date of assumption of office shall be eligible to contest for a position on the Executive Committee.

3.2.4. No member of the Executive Committee may run for re-election to the same position for more than two consecutive one-year terms. However, the President may not run for re-election after two consecutive one-year terms as President. No member of the Executive Committee may run for re-election to any position on the Executive Committee for more than three (3) consecutive one-year terms without at least a one-year break.

3.2.5. Members of the Executive Committee shall be required to be regularly present at its scheduled monthly meetings. If an Executive Committee member is absent for three or more consecutive monthly meetings in a calendar year, the Executive Committee shall be authorized to move to dismiss the member from the Executive Committee.

3.2.6. If any position on the Executive Committee becomes vacant during the year, due to death, resignation or relocation,

the vacant position shall be temporarily filled through an appointment by the President, with the approval of the Executive Committee with simple majority, for the remainder of the term.

3.2.7. Any decision made by the Executive Committee shall be by a two-thirds (2/3) vote, with satisfaction of quorum, which shall be two-thirds (2/3) of Executive Committee members.

ARTICLE 4: MEMBERSHIP

4.1. Membership in TRICIA shall be available to anyone who shares and promotes the mission and objective of TRICIA. Membership shall be either an individual membership or a family membership. Family membership shall mean spouse and any or all children under the age of twenty-one.

4.2. Membership shall be initiated by a membership form on payment of the prescribed fees, as contained in the TRICIA By-Laws. A receipt shall be issued on payment.

4.3. Except for Life Membership, dues shall be for one calendar year and membership shall be renewable from year to year.

4.4 Any individual or Family membership may be renewed at any time during the year to be applicable for that entire year. However, in order to be eligible to vote in the elections in a given year, the membership must be renewed by no later than August 31st of that year. For the purposes of qualifying for the two-year membership eligibility to be a candidate for the Executive Committee, as specified in 3.2.3, membership must be renewed by March 31st of year in which the position is to be contested through elections.

4.5. The Secretary, or a person designated by the Executive Committee, under the direction and supervision of the Executive Committee, shall maintain the data base of TRICIA memberships. The TRICIA membership data base, including member names, addresses and email addresses, shall be kept secure by the Secretary, or a person designated by the Executive Committee, in accordance with the TRICIA Privacy Policy, as contained in the TRICIA By-

Laws, and such information shall be used strictly for official TRICIA business only. Any single violation of this practice, or any single violation of privacy or commercial use of the data base, shall require the immediate dismissal of the Secretary, or a person designated by the Executive Committee, and confiscation of the data base.

4.6. An individual shall be considered a member of TRICIA in good standing if: (1) he or she is a Life member or is up to date in payment of dues for the current year; and (2) he or she promotes the mission of TRICIA.

ARTICLE 5: DUTIES OF EXECUTIVE COMMITTEE MEMBERS

5.1 President.

5.1.1. The President is the Chief Executive Officer and shall preside at Executive Committee meetings.

5.1.2. It is the responsibility of the President to manage and conduct the affairs of TRICIA in accordance with the mission and objective of TRICIA and the TRICIA Constitution.

5.2. Vice President.

5.2.1. The Vice President shall become President in the event of resignation, death, relocation, or removal of the President, and shall carry out the duties of the President for the remainder of the calendar year.

5.3 Treasurer.

5.3.1. The Treasurer is the Chief Financial Officer of TRICIA.

5.3.2. The Treasurer shall at all times maintain an up-to-date accounting system of the revenues and expenditures. The Treasurer shall issue receipts for all funds received, and invoices shall be kept for all expenses incurred, as per the TRICIA By-Laws. The Treasurer shall also keep an inventory of the capital items of TRICIA, along with their costs.

5.3.3. The Treasurer shall prepare quarterly and year-end financial statements and present such statements to the Board of Directors and the Executive Committee. These reports shall be presented according to the following schedule: First Quarter presented at the April Monthly Meeting; Second Quarter and Six-Month presented at the July meeting; and Third Quarter presented at the October meeting. The Year-End financial statement shall be prepared and presented for approval at the January meeting following the year ending, and its results presented to the membership at the Republic Day celebrations of the new year.

5.3.4. The Treasurer, along with the President, shall have the annual tax filing responsibility and for handling all issues arising from such filing.

5.3.5. Upon the transitioning of the Treasurer's position to a successive Treasurer, the outgoing Treasurer shall deliver to the incoming Treasurer all receipt books, all invoices of expenses, all receipts of funds collected, all bank statements, and a list of all inventory items and their values.

5.4. Secretary.

5.4.1. The Secretary shall assist the President to conduct the day-to-day work of TRICIA in accordance with the TRICIA Constitution.

5.4.2. The Secretary shall keep Minutes and a Record of Motions of the Executive Committee meetings in a binder, and make them available in all Committee meetings.

5.4.3. The Secretary, or a person designated by the Executive Committee, shall maintain the TRICIA membership data base in accordance with the policies and limitations specified in 4.5, and in the TRICIA By-Laws.

5.4.4. The Secretary shall be responsible and act to maintain TRICIA's records, in both on-line (soft copies) format and hard copy format, and pass them to the successive Executive

Committee. Such records to be passed shall include, but not be limited to, the membership data base, membership forms, binder(s) of meeting minutes, any documents related to TRICIA's incorporation, insurance documents, etc.

5.4.5. The Secretary shall be responsible for providing an updated list of the members of TRICIA to the Board of Directors for the purposes of holding elections and conducting elections.

ARTICLE 6: BUDGETARY AND FINANCIAL RESPONSIBILITY

6.1. The Board of Directors shall guide TRICIA for long range growth, and shall work to increase the capital assets of TRICIA. The Executive Committee shall have the authority to undertake any expenditure that has a value of no more than \$5,000. The Board shall have the authority to authorize any additional expenditure that has a value of no more than \$10,000. Any capital expenditure shall be first discussed among the Executive Committee and, if approved, referred to the Board which shall be required to obtain the approval of the TRICIA membership for such capital expenditure.

6.2. The duties of the Executive Committee office bearers listed below are in addition to, or an extension of, the duties mentioned in Article 5.

6.3. The Treasurer shall maintain the following separate funds, and the following check signing procedures shall be followed. The TRICIA financial year shall be from January to December.

6.3.1. Capital Fund: This fund, comprising of items such as bank CD's or investments, shall be maintained under the supervision of the Board of Directors. This Fund shall be usable only for long-term purposes, with approval of the General Body.

6.3.2. Operating Fund: This fund shall be maintained by the Executive Committee, which shall be responsible for generating the necessary funds for use during the year.

6.3.3. Petty Cash Fund: A maximum of \$200.00 shall be kept for petty cash use by the Treasurer.

6.3.4. Check Signing Authority: The current President and the current Treasurer shall have the privilege of signing all checks. The Treasurer alone shall be authorized to sign the check if the amount of the check is below \$500.00. If the amount of the check is \$500.00 or more, both the Treasurer and the President shall be required to sign the check.

6.4. The Chair of the Board and the President acting jointly, shall be authorized to transfer any amount in excess of \$50,000 out of the Operating Fund, accumulated by TRICIA during that year, into the Capital Fund.

6.5. The President and Treasurer shall jointly prepare an advance budget for the Operating Fund for the coming year, and shall present such budget for approval in the first Executive Committee meeting of the year. It shall be the responsibility of the Executive Committee to propose a balanced budget and to end up the year without a deficit.

6.6. The Treasurer shall have custody of the Operating Fund and the Petty Cash Fund. The Treasurer shall report to the Executive Committee and the Board of Directors on the financial status of TRICIA on a quarterly and year-end basis, in accordance with the schedule specified in Article 5.3.3.

ARTICLE 7: ELECTION OF OFFICERS

7.1. TRICIA shall operate on a calendar year basis, with one-year terms for all Committee positions starting on January 1 and ending on December 31.

7.2. The election of the Board of Directors and the Executive Committee shall take place annually by the second Sunday of November.

7.3. In September of each year, the Board of Directors shall appoint a three-person Nominations and Election Committee (NEC),

comprising of one member of the Board of Directors and two life members selected by the Board of Directors from TRICIA's membership, for the purpose of receiving nominations, preparing ballots and conducting the election. Persons named to the NEC, and their spouses, shall not themselves be eligible to be candidates for any of the positions in the election.

7.4. In the event of any dispute and decision-making amongst the NEC members, such dispute shall be referred to the Board of Directors for resolution.

7.5. The Board of Directors shall have the authority to decide on the format of the election, for example whether electronic or otherwise.

7.6. By the second Sunday of October, the NEC shall move to invite nominations in writing for all elected positions. The Nominations Committee shall then prepare ballots listing the names of all persons duly nominated.

7.7. In case of family membership, both husband and wife shall each have one vote.

ARTICLE 8: REMOVAL FROM OFFICE

8.1. The following procedure shall be used for the removal of any member of the Board of Directors or the Executive Committee.

8.2. Any TRICIA member in good standing, if he or she desires to remove a member of the Board of Directors or the Executive Committee, shall first collect written signatures from at least 10% of the members of TRICIA who were eligible to vote in the last election, and submit a petition with these signatures to the Chair of the Board of Directors, who shall then inform the Board of Directors and the Executive Committee of such submission. Upon satisfaction of the authenticity of these signatures, the Board of Directors and the Executive Committee shall jointly arrange for the TRICIA member seeking the removal to appear in person or submit written rationale for this petition. The member against whom the petition has been submitted shall also be given an opportunity to respond within thirty (30) days.

8.3. After hearing from the petitioner, the Board of Directors and the Executive Committee shall jointly prepare a summary of the discussion, and arrange for action by the Joint Board of Directors and the Executive Committee, unless the situation can be resolved amicably without such action.

8.4. The Joint Board of Directors and the Executive Committee shall have the authority for removal by a two-thirds (2/3) majority vote after satisfaction of quorum, which shall be two-thirds (2/3) of Board and Executive Committee members.

ARTICLE 9: AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

9.1. The following procedure shall be used for enacting amendments to the constitution/by-laws.

9.1.1 Any TRICIA member in good standing who desires to propose an amendment shall submit such proposed amendment, and a written description and rationale for the proposal, to the Board of Directors.

9.1.2. The Board of Directors may also itself initiate a process of proposing an amendment, through a majority Board of Directors vote.

9.1.3. The Chair of the Board of Directors shall make arrangements for discussion within the joint Executive Committee and the Board of the proposed area of the amendment, and the development of amendment language, and for formal action on any proposed amendment(s).

9.1.4. Any proposed amendment necessitating action shall be acted on only in the following election. A minimum of 50% of the TRICIA membership must participate in the election, and a minimum approval of two-thirds (2/3) of the votes cast at the election, shall be necessary for the adoption of such amendment(s). Upon such approval, the amendment(s) shall become effective immediately.

ARTICLE 10: DISSOLUTION

10.1. Upon dissolution of the organization, and after all necessary expenditure has been paid off, any residual assets shall be distributed to one or more organizations listed in Article 501(c) (3) of the IRS Publication 557 entitled “Tax Exempt Status for Your Organization,” which promote similar goals. The decision to distribute the residual assets shall lie with the joint Board of Directors and the Executive Committee in place at that time who shall seek consent of the TRICIA membership before making final decision.

