

**AMENDMENTS  
TO  
THE CONSTITUTION OF THE  
FEDERATION OF ASIAN INDIAN ASSOCIATIONS (FIA)  
OF CENTRAL OHIO**

**ARTICLE 1**

**NAME AND LOCATION**

- 1.1 The name of this organization shall be the Federation of Asian Indian Associations of Central Ohio, hereinafter called the FIA.
- 1.2 It shall be a not-for-profit organization to provide a common platform to the various member organizations and coordinate cultural, educational, social, economic and community affairs of the people of Asian Indian origin in Central Ohio.
- 1.3 It shall be headquartered in Columbus, Ohio. Its address shall be as decided by its Board of Directors and as registered with the Secretary of State of the State of Ohio and the U. S. Internal Revenue Service.
- 1.4 The Central Ohio area is defined as the area contained within Franklin, Fairfield, Hocking, Athens, Licking, Pickaway, Ross, Madison, Union, Clark, Delaware, Marion, and Logan counties of the State of Ohio.
- 1.5 This amended constitution replaces the previous constitution dated 1998 in its entirety.

**ARTICLE 2**

**AIMS, OBJECTIVES AND PURPOSES**

- 2.1 To represent the interests of the Asian Indian community throughout the Central Ohio area.
- 2.2 To conduct, coordinate and promote all activities of common interest of the Asian Indian community in Central Ohio and throughout the U.S.A.
- 2.3 To preserve and popularize Asian Indian culture and heritage.
- 2.4 To coordinate and present programs devoted to the advancement of cultural, educational, social, economic, and community interests of Asian Indians.
- 2.5 To organize conventions of Asian Indians and others with a view to accomplish the above objectives.
- 2.6 To raise, solicit, receive, and manage funds, charities and donations to carry out the above objectives and promote other worthy and humanitarian causes either directly or in cooperation with other organizations.
- 2.7 To foster friendship and cultural understanding between Asian Indians and other communities.
- 2.8 To preserve and protect the best interest of Asian Indians in U.S.A.

**ARTICLE 3**

**CLASSES OF MEMBERSHIP**

- 3.1 Membership in the FIA shall be of four classes:
  - 3.1.1 Regular Members
  - 3.1.2 Associate Members
  - 3.1.3 Donor Members
  - 3.1.4 Honorary Members

- 3.2 The above four classes of memberships are defined as follows:
- 3.2.1 **Regular Member** shall be an Asian Indian organization which is eligible for membership as per Article 4, Section 4.1A. Regular members shall have a right to vote at the meetings of the Board of Directors (**Board**). The body of the representatives of all regular members taken together shall be known as the **Council of Delegates**.
- 3.2.2 **Associate Member** shall be a not-for-profit Asian Indian religious, political or business organization which is eligible for membership as per Article 4.1B. Associate members shall have no voting rights nor can they hold any office in the Board
- 3.2.3 **Donor Member:** Individuals or organizations who contribute a minimum of \$2,500 towards achieving the aims, objectives and purposes of FIA may be conferred the status of Donor Members by a majority vote of the Board and they shall be exempt from all membership dues for life. Such members shall not have the right to hold office and/or vote. An organization which is qualified for Regular Membership shall not be eligible for Donor Membership.
- 3.2.4 **Honorary Member:** Individuals or organizations who have rendered conspicuous and outstanding service to the Asian Indian community may be conferred Honorary Membership by a majority vote of the Board and they shall be exempt from all dues, but shall be entitled to all privileges of membership except the right to hold office and/or vote. An organization which is qualified for Regular Membership shall not be eligible for Honorary Membership.

## ARTICLE 4

### MEMBERSHIP

- 4.1 **Application:** The Board of Directors shall receive and, if found acceptable, approve a membership application from any individual or entity in accordance with the requirements of the various classes of membership in Article 3 hereof.
- 4.2 **Regular Members:** Any Asian Indian organization in Central Ohio may apply for Regular Membership of FIA provided that the organizations has the following qualifications:
- 4.2.1 Is a not-for-profit, non-religious and non-political organization
- 4.2.2 Holds duly-constituted meetings and elects its members and officers to its governing body in open election.
- 4.2.3 Subscribes to the aims, objectives and purposes of the FIA and agrees to abide by its constitution and By-Laws.
- 4.3 **Associate Members:** Any Asian Indian organization in Central Ohio may apply for Associate Membership of FIA provided that the organizations has the following qualifications:
- 4.3.1 Is a not-for-profit, and non-political organization
- 4.3.2 Holds duly-constituted meetings and elects its members and officers to its governing body in open election.
- 4.3.3 Subscribes to the aims, objectives and purposes of the FIA and agrees to abide by its constitution and By-Laws.
- 4.4 **Admission:** An organization seeking membership in FIA shall submit an application in the prescribed format along with the following documents to the Secretary of the Executive Committee:
- 4.4.1 A copy of its Certificate of Incorporation (if incorporated).
- 4.4.2 A copy of its constitution and by-laws (if adopted).
- 4.4.3 A current list of its members, elected officers, their titles and duties, addresses and telephone numbers
- 4.4.4 A check for membership dues which will be refunded if the application is not approved.
- 4.5 The Executive Committee shall review the application and present it to the Board with its recommendation. The Board, with a majority vote while voting in person or by ballot, may approve or reject the application.

- 4.6 Within thirty (30) days of approval of its application for membership, the applicant organization shall submit, to the secretary of the Executive Committee, names, addresses and telephone numbers of the representative of the organization who will serve on the Board of Directors of FIA.
- 4.7 A member organization shall be responsible for notifying the Secretary of the FIA Executive Committee any and all changes relating to the member organization's constitution, membership and representative to the FIA's Board of Directors.
- 4.8 If a duly authorized representative of a member organization fails to attend two consecutive meetings of FIA's Board, the remaining members of the Board shall have the right to remove such organization from FIA's membership if a resolution to that effect is passed by two-thirds of the Board's members voting in person in a meeting called for the purpose or by ballot.
- 4.9 The Board may revoke the membership of any organization if the organization is proved to be guilty of violating the constitution and by-laws of the FIA by passing a resolution to that effect by two-thirds of the Board's members voting in person in a meeting called for the purpose or by ballot.
- 4.10 A written notice of at least thirty calendar days specifying the alleged charges shall be given to the member organization before commencing the action contemplated under Sections 4.8 and 4.9 above.

## **ARTICLE 5**

### **MEMBERSHIP DUES**

- 5.1 A schedule of membership dues for each class of membership shall be prescribed by the Board of Directors. Any changes to the membership dues shall be with the approval of the Board.
- 5.2 Dues are payable upon the first day of the official year of FIA.
- 5.3 If any member fails to pay its membership dues within thirty (30) days from the due date, all rights and privileges of membership shall be automatically suspended. If the dues remain unpaid for sixty (60) days, the Board may revoke the membership of the organization. The restoration of rights and privileges of membership will be contingent upon payment of outstanding dues along with a penalty of fifty percent (50%) of the outstanding dues.

## **ARTICLE 6**

### **BOARD OF DIRECTORS (BOARD)**

- 6.1 The Board is the supreme policy-making body and forum of FIA with all the rights and responsibilities of the organization and shall be composed of the following representatives drawn from the regular and associate members:
  - 6.1.1 The presidents of all constituent member organizations.
  - 6.1.2 The immediate past Chairperson of the Board.
  - 6.1.3 The president of the current executive committee.
  - 6.1.4 The secretary of the current executive committee who shall also be the secretary of the Board.
  - 6.1.5 The treasurer of the current executive committee who shall also be the treasurer of the Board.
  - 6.1.6 All Board members, except the representatives of the associate members, shall have the right to vote.
- 6.2 Any individual member/s of the member organizations may be invited by the Board to attend the Board meetings as observer/s.
- 6.3 The complete authority and responsibility for handling the finances and administration of the FIA vests solely in the Board. The Board may delegate some of this authority to the Executive Committee as it sees fit from time to time.

- 6.4 Decisions of the Board shall be final and binding on the FIA unless revoked later by a two-thirds majority vote of the Board.
- 6.5 Each Board member, qualified to vote, shall have one vote.
- 6.6 **Officeholders:** The officeholders of the Board shall be Chairperson, Vice Chairperson, Secretary and Treasurer. The Board shall appoint the Chairperson who shall then select the other officeholders from the board members. Their duties shall be as follows:
- 6.6.1 **Chairperson** shall be the Chief Executive Officer of FIA, preside over all Board meetings and implement all directives of the Board. The president of the executive committee shall report to the Board of Directors through the Chairperson.
- 6.6.2 **Vice Chairperson** shall, in the absence or inability of the chairperson, act in place of the chairperson. He shall perform such duties as may be assigned to him by the chairperson.
- 6.6.3 **Secretary**, at the direction of the Chairperson, shall be responsible for giving notices of all Board meetings. He shall keep the minutes of all meetings, including a record of all votes cast, and keep them in a Minute Book for ready reference by the Board.
- 6.6.4 **Treasurer** shall have general supervision over all FIA funds, maintain full and accurate accounts of receipts and disbursements, deposit all funds and valuable effects belonging to FIA in such depositories as may be designated by the Board and shall render, whenever required, an accurate account of the financial condition of FIA. The treasurer shall be a member of both the Board and executive Committee and shall report to the Board Chairperson.
- 6.6.5 **Removal of Officeholders:** Any officeholder may be removed from his office by the Board by a two-thirds majority vote of the Board at a meeting where 51% or more Board members are present.
- 6.6.6 **Terms of Office of Officeholders:** The term of office of each officeholder shall be two (2) years which may be further extended by the Board for one more term of two (2) years. No person shall hold the same office for more than two consecutive two-year terms.
- 6.6.7 **Resignation:** If an officeholder resigns before his term expires, the Board shall appoint a replacement for the unexpired portion of the term on the advice of the chairperson. If the chairperson resigns before his term expires, the Board shall appoint the Vice-chairperson to the position of the chairperson for the unexpired portion of the term.
- 6.7 **Disbursement of Funds:** No funds shall be expended by the Chairperson for board-related expenses that are not included in a budget approved by the Board. If an unbudgeted expense is necessary, a request for approval of such expense with detailed reasons thereof shall be submitted by the Chairperson to the Board and the Board approval obtained. The budget shall then be amended to include the new approved expense item. All FIA funds shall be disbursed by check only, unless directed otherwise and approved by the Board for amounts less than \$50. All checks shall be jointly signed by two from the Board Chairperson, Treasurer or the President of the Executive Committee.
- 6.8 **Meetings:** All meetings shall follow the **Robert's Rules of Order**. If the position of Board Chairperson is vacant, the first meeting of the year shall be convened by the immediate past chairperson of the Board. Thereafter, the Board meetings shall be convened by the (duly-elected) current Board Chairperson. A minimum of three (3) meetings, in addition to any teleconference meetings, of the Board shall be held every year, to transact one or more of the following business items:
- 6.8.1 Elect the Board Chairperson, if necessary, from the nominations received from the nominating committee, at the first meeting of the year.
- 6.8.2 Elect the Executive Committee president, if necessary, from the nominations received from the nominating committee.
- 6.8.3 Approve the minutes of the last Board meeting.
- 6.8.4 Review the FIA's activities since the last meeting and provide guidance to the Executive Committee.
- 6.8.5 Review and approve the budget and financial reports since the last meeting. The financial reports shall be submitted at least quarterly by the President of the Executive Committee to the Board.

- 6.8.6 Review and approve a report of the President of the Executive Committee containing a description of the transactions of the Executive Committee meetings that were held between two Board meetings.
- 6.8.7 Transact policy matters.
- 6.8.8 Receive and adopt amendments to the constitution and by-laws of FIA, whenever presented by Board members.
- 6.8.9 Discuss other matters duly included in the agenda.
- 6.8.10 Discuss any matters submitted from the floor subject to the approval of the Board Chairperson.
- 6.9 **Special Meeting:** If, for any reason, a meeting of the Board is deemed necessary by a member of the Board and, if the majority of the members of the Board requests such meeting, the Chairperson of the Board shall convene a special Board meeting within seven days of receiving confirmation of such a majority vote.
- 6.10 **Place of Meetings:** The Chairperson of the Board, in consultation with other members of the Board, shall specify the place, date and time for all Board meetings.
- 6.11 **Notice of Meetings:** Any meeting or meetings called shall be upon fifteen calendar days' notice in writing sent by mail or by e-mail to each of the members at such mailing and e-mail address as appears on the records of FIA. If the notice of meeting is mailed, it shall be deemed delivered when deposited in postal mail addressed to the member with adequate postage affixed on the mail.
- 6.12 **Quorum:** Quorum is deemed to exist for meetings, except for adopting constitutional amendments, when thirty-three percent (33%) of the board members are present. The quorum for meetings for discussing or adopting constitutional amendments shall be fifty-one percent (51%) of the board members.  
If quorum is not present at any meeting, no business shall be transacted and the meeting shall be adjourned to a later date with notice of the new meeting date being given to all Board members in accordance with Section 6.11.
- 6.13 No officer or member of the Board shall receive any salary, fee, or stipend from the FIA by virtue of such position.
- 6.14 No officer or member of the Board shall receive any gift or gratuity from any person/s or organization/s by virtue of such position.
- 6.15 The Board shall not take any decision against this constitution and the law of the land. All such issues requiring clarification shall be referred to the constitution committee. .

## ARTICLE 7

### EXECUTIVE COMMITTEE

- 7.1 The Board of Directors shall establish an executive committee to run the day-to-day programs and activities of FIA. The Executive Committee shall consist of nine members including a President, Vice President, Secretary, Treasurer and five (5) members-at-large. The Board shall select the President from the names presented by the Nominating Committee. The President shall then select the remaining members of the executive committee from individual members of the constituent organizations of FIA and present the slate of officers to the Board for approval within fifteen (15) days of his selection by the Board.
- 7.2 The executive committee shall carry out all programs and activities assigned to it by the Board of Directors
- 7.3 Duties of officeholders:
  - 7.3.1 **President:** The President shall be an ex-officio member of the board and be responsible for carrying out the orders and resolutions of the Board. He shall report to the Board of Directors through the Chairperson of the board. He shall preside over all meetings of the executive committee and be an ex-officio member of all committees appointed by the executive committee. At the beginning of the year, with the assistance of the treasurer, he

- shall prepare a budget of anticipated income and expenses and present it to the Board for its approval within thirty (30) days of approval of the executive committee by the Board.
- 7.3.2 **Vice President** shall, in the absence or inability of the president, act in place of the president. He shall perform such duties as may be assigned to him by the president.
- 7.3.3 **Secretary**, at the direction of the President, shall be responsible for giving notices of all Executive Committee meetings. He shall keep the minutes of all meetings, including a record of all votes cast, and keep them in a Minute Book for ready reference by the Executive Committee and the Board. The secretary also is responsible for maintaining the non-profit status of FIA. The secretary shall be a member of both the Board and Executive Committee and shall report to the Board Chairperson.
- 7.3.4 **Treasurer** shall have general supervision over all FIA funds, maintain full and accurate accounts of receipts and disbursements, deposit all funds and valuable effects belonging to FIA in such depositories as may be designated by the Board and shall render, whenever required, an accurate account of the financial condition of FIA. The treasurer shall be a member of both the Board and Executive Committee and shall report to the Board Chairperson. Treasurer shall prepare and present to the Board Chairperson and President monthly financial reports and also the annual tax filings.
- 7.3.5 **Other Officers:** The president may appoint such other officers as he deems necessary from the remaining members of the executive committee. They shall hold their offices for such term and exercise such powers and perform such duties as shall be determined from time to time by the President.
- 7.3.6 **Removal of Officeholders:** Any officeholder, except the treasurer, may be removed from his office by the Executive Committee by a two-thirds majority vote of the Executive Committee at a meeting where 51% or more Executive Committee members are present.
- 7.3.7 **Terms of Office of Officeholders:** The term of office of the President shall be two (2) years which may be further extended by the Board for one more term of two (2) years. No person shall hold the office of President for more than two consecutive two-year terms. The term of office of the remaining officeholders shall be one (1) year which may be further extended by the President for one more term of one (1) year.
- 7.3.8 **Resignation:** If an officeholder resigns before his term expires, the President shall appoint a replacement for the unexpired portion of the term. If the president resigns before his term expires, the Board shall appoint the Vice-President, or some other person if the Vice President does not accept the position, to the position of the president for the unexpired portion of the term.
- 7.4 **Disbursement of Funds:** No funds shall be expended that are not included in a budget approved by the Board. If an unbudgeted expense is necessary, a request for approval of such expense with detailed reasons thereof shall be submitted to the Board and the Board approval obtained. The budget shall then be amended to include the new approved expense item. All FIA funds shall be disbursed by check only, unless directed otherwise and approved by the Board for amounts less than \$50. All checks shall be jointly signed by two from the Board Chairperson, Treasurer or the President of the Executive Committee.
- 7.5 **Meetings:** All meetings shall follow the **Robert's Rules of Order**. The meetings shall be convened by the President. A minimum of six (6) meetings, in addition to any teleconference meetings, of the Executive Committee shall be held every year, to transact one or more of the following business items:
- 7.5.1 Approve the minutes of the last meeting.
- 7.5.2 Review the FIA's activities since the last meeting and plan for anticipated new activities and programs..
- 7.5.3 Review the financial reports since the last meeting.
- 7.5.4 Review and approve reports from the chairs of the various sub-committees.
- 7.5.5 Discuss other matters duly included in the agenda.
- 7.5.6 Discuss any matters submitted from the floor subject to the approval of the President.
- 7.6 **Special Meeting:** If, for any reason, a meeting of the Executive Committee is deemed necessary by a member of the Board or the Executive Committee and, if the majority of the members of the Board or Executive Committee requests such meeting, the President shall convene a special

Executive Committee meeting within seven days of receiving confirmation of such a majority vote.

- 7.7 **Place of Meetings:** The President, in consultation with other members of the Executive Committee, shall specify the place, date and time for all Executive Committee meetings.
- 7.8 **Notice of Meetings:** Any meeting or meetings called shall be upon fifteen calendar days' notice in writing sent by mail or by e-mail to each of the members at such mailing and e-mail address as appears on the records of FIA. If the notice of meeting is mailed, it shall be deemed delivered when deposited in postal mail addressed to the member with adequate postage affixed on the mail.
- 7.9 **Quorum:** Quorum is deemed to exist for meetings when thirty-three percent (33%) of the board members are present. If quorum is not present at any meeting, no business shall be transacted and the meeting shall be adjourned to a later date with notice of the new meeting date being given to all Executive Committee members in accordance with Section 7.8.
- 7.10 No officer or member of the Executive Committee shall receive any salary, fee, or stipend from the FIA by virtue of such position.
- 7.11 No officer or member of the Executive Committee shall receive any gift or gratuity from any person/s or organization/s by virtue of such position.
- 7.12 The executive committee shall not take any decision against this constitution and the law of the land. All such issues requiring clarification shall be referred to the constitution committee through the Board of Directors.

## **ARTICLE 8**

### **NOMINATING COMMITTEE**

- 8.1 If it is necessary to select a new Board Chairperson or a new President of the Executive Committee, the Board shall appoint a nominating committee composed of three (3) members, one of whom shall be the current board chairperson, or, in his absence, the outgoing board chairperson. The nominating committee shall invite nominations from the members of the Board for the vacant position supplemented by inquiries from the Asian Indian community of Central Ohio.
- 8.2 After due deliberations and within thirty (30) calendar days of its appointment by the Board, the Board shall submit a slate of not more than three (3) candidates for the position to the Board.
- 8.3 Within seven (7) days after receiving the nomination/s from the nominating committee, the outgoing Board Chairperson shall convene a meeting of the current Board of Directors which shall make the selection for the vacant position in that meeting.

## **ARTICLE 9**

### **CONSTITUTION COMMITTEE**

- 9.1 The board shall appoint a standing committee called "Constitution Committee" consisting of three members.
- 9.2 The members of the constitution committee shall:
  - 9.2.1 Be experienced in the working of large organizations,
  - 9.2.2 Have knowledge of legal contracts, their language and ramifications, and
  - 9.2.3 Be knowledgeable about the laws affecting not-for-profit corporations including Section 501 (c) (3) of the Internal Revenue Code.

- 9.3 The constitution committee shall decide all constitutional matters including any constitutional amendments referred to it by the Board and shall render its decision within thirty (30) days of receiving the matter from the Board.

## **ARTICLE 10**

### **SUBCOMMITTEES**

- 10.1 The Executive Committee shall form subcommittees, as required in its judgment, to efficiently carry out the activities and programs to be executed by it.
- 10.2 The President and/or Secretary or, in their absence, the Vice President and/or Secretary shall be the ex-officio member/s of each subcommittee as decided by the executive committee.
- 10.3 Each subcommittee shall be directly responsible to the Executive Committee for all its actions.
- 10.4 The chairperson of each subcommittee shall convene and conduct its meetings as and when needed.

## **ARTICLE 11**

### **WAIVER OF NOTICE**

- 11.1 If any notice is required to be given under the provisions of this constitution, or any other statutes and if the person or persons entitled to such a notice sign a waiver before the time stated in the notice, the waiver shall be equivalent to giving such notice.

## **ARTICLE 12**

### **AMENDMENTS**

- 12.1 This constitution may be amended by the Board of Directors at any Board meeting provided that the written notice of the proposed amendment along with the amendments and the recommendations of the constitution committee is mailed or e-mailed to all regular members of FIA not less than thirty days prior to such a meeting. No such amendment/s shall be contrary to the provisions set forth in Section 501 (c) (3) of the Internal Revenue Code of 1954. Two-thirds vote of the Board meeting attended by at least 51% of the current regular members of the Board is required to pass any amendment.

## **ARTICLE 13**

### **OFFICIAL YEAR**

- 13.1 The official year of the FIA shall be from January 1 to December 31.
- 13.2 The word “day” wherever it is used in this constitution shall mean “calendar day.”



**ARTICLE 14**

**DISSOLUTION**

- 14.1 In the event of the dissolution of the FIA, the Board of Directors shall after paying or providing for payment of all liabilities and deposits of all member organizations and dispose of all the assets in accordance with the provisions of applicable laws of the State of Ohio.

These amendments were approved by the existing Council of Delegates of the Federation of Asian Indian Associations of Central Ohio voting \_\_\_\_\_ “for” and \_\_\_\_\_ “against”, on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, to be effective immediately.

## ARTICLE 6 (b) BOARD

### OF TRUSTEES

- 6.1 The Board Of Trustees is the advisory body of FIA Board. There will be a total of three Trustees and it shall be comprised of the ex- chairpersons or ex-presidents of FIA.
- 6.2 Board Of Trustees will work with the Chairman Of the Board.
- 6.3 Their duties shall be as follows:
- 6.3.1 Attend all meetings of the FIA Board and advise the board on issues.
- 6.3.2 Assist the Chairman in any area designated by Chairman.
- 6.3.3 Head the Election Committee and Constitution Committee and act as Ombudsman.
- 6.3.4 Chairman will consult with the trustees for all new FIA initiatives and programs
- 6.3.5 **Terms of Trustees:** The term of office of each Trustee shall be three (3) years. No trustee shall hold any other office within FIA. The term can be extended by one more three (3) year term. In order to provide continuity to FIA, the term will be staggered. To allow for a staggered term, as soon as the most recent Chairman is ready to join as a trustee, the trustee that has served as FIA Chairman on the oldest date will step aside to make way for the new trustee.
- 6.3.6 **Resignation:** If a trustee resigns before his/her term expires, the remaining two trustees shall appoint a replacement for the unexpired portion of the term on the advice of the Chairperson.
- 6.3.6 **Vacant Position:** In case of vacant position either due to resignation of a trustee or otherwise, remaining trustees shall appoint a replacement for the unexpired portion of the term on the advice of the Chairperson.
- 6.4 No trustee shall receive any salary, fee, or stipend from the FIA by virtue of such position.
- 6.5 No trustee shall receive any gift or gratuity from any person/s or organization/s by virtue of such position. Trustees shall conduct themselves in the highest code of conduct without conflict of interest.
- 6.6 A position of Trustee Emeritus will be created starting year 2018. Current Board of Trustees Members will select a candidate for position of Trustee Emeritus for a fixed term (as determined by Board of Trustees). Trustee Emeritus will fulfill all roles entrusted as a trustee. Trustee Emeritus will not have voting rights.