

THE GREATER ATLANTA MALAYALEE ASSOCIATION, INC.
CONSTITUTION AND BYE-LAWS

NAME OF THE CORPORATION:

THE NAME OF THE CORPORATION SHALL BE DESIGNATED " THE GREATER ATLANTA MALAYALEE ASSOCIATION, INC.", ALSO KNOWN AS GAMA.

ADDRESS

THE PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION SHALL BE IN THE STATE OF GEORGIA, AND THE PRINCIPAL ADDRESS SHALL BE C/O ADDRESS OF THE PRESIDENT OF THE ASSOCIATION.

PREAMBLE

THE GREATER ATLANTA MALAYALEE ASSOCIATION INC. IS A REALIZATION OF LONG CHERISHED DESIRE OF THE KERALA COMMUNITY HERE IN GEORGIA, TO PRESERVE AND PROMOTE OUR MORAL, SOCIAL, CULTURAL, EDUCATIONAL, LITERARY AND ARTISTIC HERITAGE.

GOALS OF THE CORPORATION:

- a. TO ACT IN ACCORDANCE WITH THE RULES AND REGULATIONS OF THE NON PROFIT CORPORATION LAW OF THE STATE OF GEORGIA.
- b. TO TRANSMIT OUR UNIQUE HERITAGE TO THE COMING GENERATIONS. TO PROMOTE, PRACTICE AND ENCOURAGE CHILDREN IN PARTICIPATING OUR CULTURAL AND SOCIAL ACTIVITIES.
- c. TO PROVIDE ENCOURAGEMENT, SUPPORT AND INCENTIVE FOR THE CONTINUED PRACTICES OF THE KERALA CULTURE, HERITAGE AND TRADITIONAL SOCIAL AND FAMILY LIFE.
- d. TO ESTABLISH A FORUM FOR THE YOUTH TO MAINTAIN AND INVIGORATE THE CULTURAL HERITAGE HANDED DOWN BY THE FOREFATHERS.
- e. TO PROVIDE LEADERSHIP AND SUPPORT TO THE INDIAN COMMUNITY AROUND ATLANTA AND GEORGIA.
- f. TO AFFILIATE OR WORK TOGETHER WITH ANY OTHER ORGANIZATIONS HAVING THE SAME OR SIMILAR GOALS.

g. TO DO ALL SUCH ACTS AND THINGS AS MAY BE CONSISTENT WITH OR INCIDENTAL TO THE ATTAINMENT OF ANY OR ALL OF THE ABOVE OBJECTIVES.

h. TO MAKE ANY MODIFICATION, AMENDMENT, DELETION OR ADDITION TO THE RULES FOR THE SMOOTH AND SUCCESSFUL RUNNING OF THE ASSOCIATION.

I. THE ASSOCIATION IS NOT INTENDED FOR MAKING ANY PROFIT AND AS SUCH THE INCOME OF THE CORPORATION SHALL BE UTILIZED SOLELY FOR THE ADVANCEMENT OF THE OBJECTIVES OF THE CORPORATION HEREIN DESCRIBED.

SECTION 1

DEFINITIONS:

- 1.1. Corporation: Means the Greater Atlanta Malayalee Association Inc.
- 1.2. Member: Means a member of the corporation.
- 1.3. General Meeting: Means a general body meeting of the Corporation.
- 1.4. General Body: Means all the Members of the Corporation except the Associate members.
- 1.5 a). Executive Committee: Means the body of persons elected by the general body for carrying on the day to day administration of the corporation.
- 1.6 Regular members: Are those members who are 18 years of age and older and who enroll themselves as members by paying a membership fee approved by the General Body.
- 1.7. Associate Members: All those who are below the age of 18 are eligible to become Associate members.
- 1.8. President: Means the President of the Corporation for a specified term and shall also include the Vice President for such matters as are delegated to him by the President.
- 1.9. Vice President: Means the Vice President of the Corporation.
- 1.10. Secretary: Means the secretary of the Corporation and includes any person acting as such or appointed to perform the duties of the secretary temporarily.
- 1.11. Treasurer: Means the chief financial officer of the corporation, who shall be in charge of the corporation's books and accounts.

SECTION 2

MEMBERSHIP:

2.1 Admission to Membership:

- a. Only people of Indian origin and their spouses shall be eligible for membership in the association.
- b. All those who are eligible for membership shall apply in the prescribed form to the executive committee from January 1st to December 31st, together with the admission fee in effect. Regular membership shall be renewed every year starting from January 1st.
- c. Such application for membership shall be disposed of by the Executive Committee at its next meeting and the result shall be communicated to the applicants by the Secretary within a month after the meeting.
- d. The applications denied by the Committee shall be submitted to the next General Body meeting for review and final decision.
- e. The applicants may also present their case to the immediate General meeting for consideration.
- f. If an application is rejected, the amount, if any, paid by the applicant will be refunded.

2.2. Rights and Duties of Members:

- a. Regular Members have the right to attend, participate, discuss and vote in the general body meetings, and hold any office of the corporation.
- b. Associate Members are entitled to participate and discuss in the meetings of general body and other functions of the he corporation. They have no voting rights and shall not hold any elective office in the corporation.

2.3. Register of Members:

A register of members shall be maintained in which shall set forth:

- a. The name and address and occupation, if any, of each member;
- b. The date on which each member was entered in the register and;
- c. The date on which each member ceased to be a member.

2.4. Cessation of Membership:

- a. Membership shall cease by death, resignation, expulsion or dissolution of the corporation.
- b. Any member who intends to discontinue his/her membership temporarily or to resign from the corporation shall communicate his/her intention in writing to the secretary.
- c. Defaulters shall not be eligible to participate in any meetings of the corporation unless they clear up all arrears up to date.

SECTION 3

MANAGEMENT:

3.1 The management of the corporation shall be vested in the Executive Committee which shall have full power to carry on and execute the goals of the corporation and to raise and spend money thereon subject to the limits imposed by the general body.

3.2 The Executive Committee shall consist of 13 (thirteen) members elected by the General Body. All members of the executive committee shall retire at the end of each calendar year. The retiring members however shall continue in office if reelected by the general body.

3.3. The executive committee or the general body can elect an advisory board or advisors to provide advice to the committee on general or specific matters.

SECTION 4

OFFICE BEARERS:

4.1. Executive Committee:

a. The Executive Committee shall consist of the President, Vice President, Secretary, Joint Secretary, Treasurer and 8 (eight) members elected directly by the general body.

4.2. The President: The President shall be the Chief Executive Officer of the Corporation. He/she shall preside over the meetings of the executive committee. He/she shall be responsible for the supervision and control of the activities of the corporation. He/she shall direct the Secretary to call the meetings of the corporation.

4.3. The Vice President: The Vice President shall help the president in the discharge of his/her duties and during the absence of the president shall perform his/her duties.

4.4. The Secretary: The Secretary is the recording and corresponding officer of the corporation. He/she shall conduct himself/herself under the guidance of the President. He/she shall maintain and update the Membership Register, the Constitution and Bye-Laws and other documents of the corporation. He/she shall keep the minutes of all meetings. He/she shall convene the meetings of the corporation from time to time as decided by the executive committee.

4.4. The Joint Secretary: The Joint Secretary shall assist the secretary in the performance of his/her duties. In the absence of the Secretary, the Joint Secretary shall carry on his/her duties.

4.5. The Treasurer: The treasurer shall collect dues and contributions and issue receipts for the same. He/she shall disburse funds on behalf of the corporation when authorized by the president and the secretary. Cash in excess of \$100.00 shall be deposited in the bank

selected by the treasurer and approved by the executive committee. The bank account shall be jointly operated by the Treasurer and the President. The consent of the majority of the Executive Committee shall be obtained for the withdrawal of more than \$5000.00. The approval of the two third majority of the Executive Committee shall be necessary to make any cash withdrawal exceeding \$2000.00. The financial status of the corporation shall be available for inspection by the Executive Committee, or the Auditors with at least one week's notice. The treasurer shall present a financial statement at the Annual General Body Meetings of the Corporation.

SECTION 5

Rights and Duties of the Executive Committee:

5.1. The Executive Committee shall have the power to set up such sub committees for the realization of the goals of the corporation if and when necessary. The conveners of these committees shall have the right to participate in the meetings of the executive committee.

5.2. The executive Committee shall be the governing body of the corporation. It shall make decisions and act on behalf of the corporation in the absence of any directives from the general body.

5.3. The executive committee shall take action on membership applications within 60 days of receiving them.

5.4. In the event that the office of the President or Secretary becomes vacant, the Vice President and the Joint Secretary shall respectively assume their offices.

5.5. The executive committee shall have the power to fill casual vacancies in the committee except for the office bearers. In the event that the post of the Treasurer becomes vacant, the President shall take over until the next general body meeting.

5.6. The executive committee shall have the authority to take disciplinary action on members whose actions are detrimental to the interests of the corporation. Such actions shall be presented to the next general body meeting for its approval before it takes effect.

5.7. The Executive Committee shall have the right to fix the rates of admission to performances conducted or sponsored by the corporation and to decide questions of free admission to such performances.

5.8. To place before the general body meeting, a report of the working of the corporation during the year together with an audited and certified balance sheet for the general body's consideration shall be the duty of the executive committee.

5.9. The Executive Committee shall have the right and responsibility to arrange cultural and social activities to promote and encourage its members and their family. These activities include seminars, entertainment, concerts, lectures, cultural or sports competitions and demonstrations or any such items that are not inconsistent with the objectives of the corporation and to do all acts which would implement the goals of the corporation.

5.10. The Executive Committee shall suggest amendments, alterations or cancellations of any of the rules and regulations of the corporation and also frame new rules and regulations for consideration by the general body.

5.11. The executive committee shall have the right to perform all other acts connected with the administration of the corporation and for the transaction of its business and protection of its properties.

5.12. If the Treasurer is not able to attend in the executive committee meeting, the financial statements of the corporation, for the period, shall be made available at the meeting.

SECTION 6

TERM OF OFFICE OF THE EXECUTIVE COMMITTEE:

6.1. The Executive Committee shall be elected for a term of one year, from January 1st to December 31st, in the election conducted at the Annual General Body Meeting.

6.2. The executive committee within one month shall meet and elect the office bearers of the corporation.

SECTION 7

RESIGNATION AND REMOVAL OF THE EXECUTIVE COMMITTEE:

7.1. Any member of the executive committee may resign at any time. Any or all members of the executive committee may be removed at any time with justifiable cause by a majority vote of the general body.

7.2. Any official appointed by the executive committee or any other committee may be removed by the appointing body at any time.

7.3. Any vacant position in the executive committee shall be filled in by a by election if so desired by the general body.

SECTION 8

BOARD OF TRUSTEES:

8.1. If desired so by the General Body, a Board of Trustees consisting of five members shall be established for preserving and protecting the Constitution of the Greater Atlanta Malayalee Association, Inc., and its assets.

SECTION 9

ZONAL UNITS OF

9.1. If necessary, the Association shall establish zonal units to insure better participation from all areas.

SECTION 10

GENERAL BODY MEETING:

10.1a. The General Body is the final authority of the Corporation. There shall be an annual meeting of the General Body in the month of November or December of every year wherein elections shall be conducted. At least two weeks notice shall be given for this meeting.

b. Special meetings of the members may be called either by resolution of the Executive Committee or by twenty five percent (25%) of the members, who may in writing demand the call of the special meeting, stating the date and month of the meeting, which shall be not less than two or more than three months from the date thereof. If the secretary does not give notice of the meeting within fifteen business days of receipt of the demand, any member having signed the demand may sign the notice to call the meeting.

c. Special meetings of the members may be called either by resolution of the executive Committee or by (25%) twenty five percent of the members, who may in writing demand the call of the special meeting, stating the date and month of the meeting, which shall be not less than two or more than three months from the date thereof. If the secretary does not give notice of the meeting within five business days of receipt of the demand, any member having signed the demand may sign the notice. Only business related to the purposes set forth in the notice of the meeting may be transacted at a special meeting.

d. Every notice of the meeting shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted.

e. Notice of every meeting of the Corporation shall be given to every member of the corporation.

f. The accidental omission to give notice or the non-receipt of the notice by any member or other person to whom it should be given, shall not invalidate the proceedings of the meeting.

g. No remuneration or allowance of any kind shall be paid to any member for attending any meeting of the corporation.

10.2. QUORUM

a. The Quorum of the General Body meeting shall be one third of its members. In the absence of a quorum, the president or any other officer entitled to preside the meeting may with the consent of those present, adjourn the meeting from time to time until a quorum is present. In the reconvened meeting, any action may be taken which might have been at the meeting originally called.

b. A majority of the Executive committee shall be the quorum of the Executive Committee meeting. In the absence of a quorum, a majority of the committee members present may adjourn the meeting from time to time until a quorum is present.

10.3. Meeting of the Executive Committee.

The Executive Committee shall meet at least once in every two months. A seven days notice, at least, shall be given for such meeting,

10.4. Special Meetings.

Special meetings of the executive committee may be called by the President or by any two of the members of the executive committee. Notice of a special meeting need not state the purpose for which the meeting is called. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which the adjournment is taken.

SECTION 11

VOTE OF MEMBERS:

11.1 a. Eligibility to vote in the general body meeting shall be restricted to members who applied for a new membership or renewal on or before the 30th of September and whose membership applications have been approved by the Executive Committee.

b. Eligibility to vote in the Special meetings shall be restricted to members whose applications for a new membership or renewal have been approved by the Executive Committee as of the day of the resolution of the executive committee or the day the call of the special meeting was demanded by the members.

c. At any meeting of the Corporation, every eligible member present shall be entitled to One vote and in the event of a tie, the President shall have the casting vote.

11.2. No person other than a member shall be entitled to vote at the meeting of the corporation and no member shall nominate any other person to vote. A family is considered as one member and entitled to one vote only. The head of the family can delegate any other family member who is above 18 years of age to vote on behalf.

11.3. Voting for the election of the Executive Committee shall be by secret ballot or may be by show of hands, or any other proper ways as desired by the general body.

11.4. A copy of the register of membership certified by the auditors shall be kept at the entrance of the meeting hall.

11.5. The general body may elect an auditor to audit the accounts of the corporation.

SECTION 12

Documentation, Accounts and Finances:

12.1. Minutes of the proceedings of the meetings of the corporation and of the executive committee shall be maintained and shall be signed by the person presiding over the next meeting.

12.2. At all annual general body meeting, the executive committee shall lay before the members a balance sheet and income and expenditure statement made up to date.

12.3. The auditors report shall be attached to the balance sheet and income and expenditure statement or there shall be inserted at the foot thereof a reference to the report and the report shall be read before the members in the general body meetings and shall be open to inspection by any member.

12.4. Every account of the corporation which was audited and approved by the general body meeting shall be conclusive except for any error discovered therein within one month after approval thereof.

12.5. All the funds of the corporation shall be deposited in high yielding investments of no risk.

12.6. At the end of each year, any amount in the checking account or savings account in excess of \$2,000.00 shall be transferred to a separate deposit account.

12.7. If necessary a special account can be opened for charitable contributions received from members exclusively for charitable causes. Disbursements of these funds can be done only with the approval of the executive committee.

SECTION 13

Miscellaneous:

13.1. Amendments:

Any amendments or alterations to this constitution shall be made only at a general body meeting. The proposed amendments shall be circulated at least 30 days before the meeting. At least a majority of two thirds of the total votes polled of those present in person shall be required to ratify any alteration or amendments.

13.2. Seal

The executive committee shall adopt a Corporate Seal which shall bear the Corporation's Name and the Year and the State in which it was incorporated.

13.3. Fiscal Year:

The executive committee may determine the corporation's fiscal year; If not, a calendar year will be considered as the fiscal year of the corporation.

13.4. Dissolution:

The Corporation can be dissolved, if so decided by the General Body specially convened to discuss the question and by a resolution passed with two thirds of the votes of the total number of members then existing. In the event of dissolution, the assets of the corporation shall be distributed equally among its members or passed over to a charitable organization as decided by the two third majority of the general body or in the event of an unresolved dispute about the distribution, the assets will be transferred to the State of Georgia.

The annual general body meeting held on Saturday, December 4, 2010 4.30 pm at Berkmar High School has adopted the following Resolutions and general guidelines for the smooth running of GAMA. These rules are effective immediately and will be added as a supplement to the GAMA bylaw.

Resolved that:

1. GMA regular membership is limited to people of Kerala origin living in the United States with permanent residence status. Individuals holding temporary visas are not eligible for regular membership. These individuals are eligible for Associate membership as defined in GAMA bylaw. 2.2.b.
2. A member must be a Good standing citizen in order to run for GAMA office. If a member of GAMA is facing criminal cases, charged for a crime and arrested and if the case is pending, such member is not eligible to run for GAMA office until the charges are cleared. If a GAMA member is convicted, plead guilty or probated for a crime such member is not eligible to run for GAMA office for a minimum period of 6 years from the date of such conviction or probation.

Resolution dated: December 4, 2010.

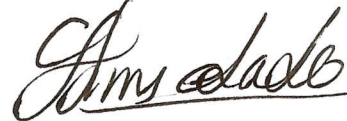
Resolution introduced by: Thomas Chacko, President

No objections noted. Resolution unanimously accepted and passed by the general body and recorded in the minutes.

Signed by:

President

THOMAS CHACKO



Secretary

TOM MAKKANAL



dt: 6 Dec. 2010