

**BY-LAWS
OF
THE INDIA ASSOCIATION OF MINNESOTA.**

PREAMBLE

Where as a number of people and families of Asian origin and heritage from India and around the world have become resident of Minnesota, USA,

Be it resolved that a secular organization be formed to preserve the culture and heritage of India, to foster friendship and unity among community members and organizations, to advance the educational, cultural and charitable interests of the community and to represent the community to the people of Minnesota, USA. This shall be a Not-for-Profit, Non-Religious, and Non-Political Organization.

ARTICLE I-NAME AND OFFICE

- 1.1 The name of this organization shall be the India Association of Minnesota, Inc. hereinafter referred to as "IAM".**
- 1.2 IAM has been registered as a Not-for Profit Corporation in the State of Minnesota, USA.**
- 1.3 IAM's principal office address is as follows:**

**IAM Inc.
147, 14th Avenue S.W.
St. Paul, Minnesota 55112-3455**
- 1.4 IAM's principal office may be changed by 2/3 majority of the IAM Board and/or as may be required by law.**

ARTICLE II – PURPOSE/OBJECTIVES

- 2.1 IAM shall be operated exclusively for educational, cultural and charitable purposes to provide but not be limited to the following:**
 - 2.1.1 To preserve, stimulate and advance cultural and heritage values of people of Asian Indian origin.**
 - 2.1.2 To promote and organize cultural, educational and charitable activities beneficial to the members of IAM and the community at large.**

- 2.1.3 **To educate the community at large about India’s diversity, heritage and cultural values for better understanding and appreciation of diversity and multi-culturism.**
- 2.1.4 **To encourage, sponsor and/or support community service and charitable activities in Minnesota, India and elsewhere.**
- 2.1.5 **To work with other Asian Indian community organizations, Asian Pacific and other ethnic and community organizations on issues of common interest.**
- 2.1.6 **To maintain liaison with other organizations of similar interests in other parts of USA.**
- 2.1.7 **To raise the awareness of the IAM and contributions of the Asian Indian community in the news media, in academic institutions, in business, and in matters of public policies.**
- 2.1.8 **To work towards establishing an India Center for facilitating community resource center, media resources, museum, library and activity hub for youth, adults, etc.**
- 2.1.9 **To encourage and support special programs and activities for youth, women, and senior citizens.**

ARTICLE III – ORGANIZATION

- 3.1 **IAM shall be governed by its Constitution and these Bylaws. If a conflict arises in the interpretation of these, the ambiguity shall be resolved by the Trustee Advisory Council.**
- 3.2 **To carry out the purposes described in Article II, IAM shall have the right to enter into contracts, including leases, to receive, hold, use, disburse and dispose of all money and property of every name and nature donated, bequeathed, devised, conveyed or transferred to it, and to do and perform any and all acts necessary or incidental to the carrying out of such purposes.**
- 3.3 **IAM shall not be operated for profit nor shall any of its funds be distributed in the form of dividends or other distribution to any member nor be donated to a corporation or an association organized for pecuniary profits.**

ARTICLE IV – MEMBERSHIP

- 4.1 Membership in **IAM** shall be granted to any individual who subscribes to the objectives of **IAM** and **wishes** to further its cause, upon approval of the Board of Directors and upon payment of annual dues.
- 4.2 Membership Classification:
- 4.2.1 **Individual** Membership shall be granted to any individual who has attained the age of 18 years and over, and as such is entitled to one vote.
- 4.2.2 **Family membership shall be granted to any family (husband, wife, and unmarried children under 25 years of age). The family unit will have one individual vote for the husband and one vote for the wife, similar to individual membership. This unit shall consider as single entity for purposes of payment of dues and mailing of notices, newsletters, etc.**
- 4.2.3 **Life Membership shall be granted to above individual and family membership classifications on paying lump sum amount at one time as prescribed by the board. No annual dues shall be required of life members.**
- 4.3 Election of Members: Application for membership, accompanied by **the membership** dues in advance, shall be made to the **IAM Secretary/Treasurer who will make** appropriate recommendations to the Board of Directors. The Board of Directors shall be vested with the sole authority to accept or reject an application for membership. In the event an application is rejected, the Board shall promptly notify the applicant of its decision and return the dues, if paid, to the applicant.
- 4.4 Rights and Privileges: All members **in good standing shall** be entitled to the same rights and privileges. Members who have paid **IAM membership** dues or other fees shall be entitled to voting privileges or the right to election or appointment as an officer or to the Board of Directors **or any other committees of IAM or right to attend Board Meetings**. All rights and privileges of a member are vested solely in the member and may not be delegated or transferred.
- 4.5 Suspension: In the event that a member does not pay the membership dues within sixty (60) days of their due date, all rights and privileges of membership in the **IAM** shall be suspended.
- 4.6 Termination: Membership in IAM shall terminate upon the death of the member or by the member's submission of a written resignation.

- 4.7 Expulsion: A member may be expelled from the **IAM** membership only upon action taken by the Board for violations of any bylaws or **harm** to the interests of **IAM** by the member. Such action may be initiated by any **IAM** officer by filing of written charges and supporting evidence with the Board.
- 4.8 Membership Dues: The Board **at its discretion** may prescribe the amount of **membership** dues, changes in the dues, and levy any additional charges to the membership, and such changes shall remain effective until changed or altered by simple majority vote of the voting members present or subsequent resolution of the Board.

ARTICLE V-GENERAL BODY MEETING

- 5.1 Annual Meeting: The annual **General Body (entire Membership)** meeting of the IAM members shall be held in the **last quarter of each year**. The actual date, time and place shall be **determined** by the Board.
- 5.2 **Special Meetings:** Special meeting of the **General Body** may be called by the President at his/**her** discretion, or by the resolution of the Board or by the written request to the Secretary from twenty-five percent (25%) or more of IAM members **in good standing**.
- 5.3 Notice of Meetings: **At least 14 days advance** notice of all meetings **by letter, E-mail, IAM newsletter or web site** shall be **given** by the Secretary setting forth the place, date and time of the meeting and, in the case of a special meeting, the purpose thereof.
- 5.4 Quorum: No minimum number of members is required to be present at the annual or special meeting of the **General Body**.
- 5.5 Majority Vote: A majority of the number of votes cast in person shall be necessary for the adoption of any matter during annual or special meetings of the members except as otherwise provided in the Constitution or these Bylaws.
- 5.6 **The members shall fix their own rules of procedure, but until they do, Robert's Rules of Order shall govern proceedings.**
- 5.7 **At each annual meeting, IAM members shall elect nominees to serve on the Board, on the Trustee Advisory Council, and Nominating Committee and shall take up any other business properly coming at the meeting.**

ARTICLE VI - BOARD OF DIRECTORS

- 6.1 The Board of Directors (**Board**) shall consist of those individuals elected by the membership at the annual meeting. The maximum number of the elected Board of Directors shall be limited to twenty-one (21), and the minimum shall be five (5).
- 6.2 Honorary: The Board, from time to time, may appoint Honorary Board Members from the community based on their participation in community affairs, their experience, knowledge, and expertise to further the cause of IAM. **Honorary board members may attend all the board meetings but have no right to vote.**
- 6.3 Term: Any IAM member in good standing is eligible to be a candidate for the **annual** election to the Board. No member shall be eligible for more than three (3) consecutive annual terms without an interval of at least one year off the Board, except that the Officers (**President, Vice-president, Secretary and Treasurer**) of IAM may be eligible to be on the Board for a maximum of five (5) consecutive terms.
- 6.4 Responsibilities:
- 6.4.1 The property and affairs of IAM shall be managed by the Board.
- 6.4.2 The Board may execute all business of IAM that does not require action by the full membership of IAM or by the **Trustee Advisory Council**.
- 6.4.3 In general, the Board shall establish policies of IAM, directives to officers and committee chairpersons and **implement programs to fulfill its objectives**.
- 6.4.4 **The Board shall act on the guidelines developed by the Trustee Advisory Council on long range planning, fund raising, India Center Development, permanent record keeping, etc.**
- 6.4.5 **The Board and Officers shall cooperate, assist and work together with the Trustee Advisory Council.**
- 6.4.6 **Each Board Member shall act in good faith, make an informed business decision and exhibit the exercise of discretion in impartial disinterested manner. Each Board member shall sign a No-Conflict of Interest Statement for dealing with IAM matters.**
- 6.4.7 **Each Board member shall join one or more committees of IAM.**
- 6.4.8 **Meeting Attendance: See Article 6.10.**

- 6.5 All members of the Board are honorary serving on a voluntary basis and will be reimbursed only for authorized out-of-pocket expenses incurred on behalf of **IAM and on submitting actual expense receipts to the Treasurer.**
- 6.6 The Board shall have the power to fill vacancies which may occur between the annual meetings, both in the Board of Directors and in the Nominating Committee, for a term expiring at the next annual meeting of the members. **Eligibility requirements shall be met as described under Article 9.9 and Article X.**
- 6.7 Meetings: The time and place of regular meetings of the Board shall be at the discretion of the Board. Special meetings of the Board may be called by the President, at his/**her** discretion, or at the written request of seven (7) Board members to the Secretary.
- 6.8 Notice Of Meetings: **Minimum five (5) days advance notice** of all meetings shall be **given** by the Secretary to all Board members setting forth the place, date and time of meeting and, in the case of a special meeting, the purpose thereof **by letter, e-mail or facsimile.**
- 6.9 Quorum and Majority Vote: A minimum of one third of the members of the Board of Directors shall constitute a quorum for the transaction of business. The majority vote of the Board members present in person shall be necessary for the adoption of any matter, except as otherwise provided in the Constitution or these Bylaws. If the transaction of business at the meeting is postponed due to lack of a quorum, the President, at his/**her** discretion, may call a special meeting after **five (5) days** in which quorum will not be considered to transact the business. However, a timely written notice of such special meetings, starting time, day, place and its specific business purpose shall be **given** at least **five (5) days** before such meeting time to **the** Board members by the Secretary **by letter, e-mail or facsimile.**
- 6.10 Meeting Attendance:
- 6.10.1 **Attendance at each Board meeting by each Board member is mandatory** except that absence may be excused due to out-of-town situations, illness, conflicts and emergency situations. Board member shall **call the President in advance of each meeting** if he or she cannot attend the meeting and reason thereof **followed by letter, e-Mail, or facsimile. The President** shall forward the roster of meeting attendance and excused absence details **to the Secretary.**
- 6.10.2 **The Board member is automatically terminated from the Board for the remaining term, after three (3) consecutive, unexcused Board meeting absences.**

- 6.10.3 The Secretary shall inform the Board of such termination with records of unexcused absences. The terminated member may appeal in writing to the Board whose decision will be final. The Board may consult the Trustee Advisory Council prior to its decision.**
- 6.11 Election of Officers: **During** the annual **General Body Meeting** the Board shall elect the IAM officers (President, Vice President, Secretary and Treasurer) for the new term. Refer to Article 10.5 for Officers Election. In case of vacancy for the offices of Vice President, Secretary or Treasurer, the Board may fill or keep vacant the post during the term.
- 6.12 Removal of Officers: Any officer may be removed from the office during his/her term only upon action taken by the Board, for the harm caused to the interest of IAM by the officer. Such removal action may be initiated by Board Members on filing of written charges and supporting evidence with IAM Secretary who will call the special Board Meeting within seven (7) days for the purpose. Removal shall occur with an affirmative vote of fourteen (14) Board Members.**

ARTICLE VII – OFFICERS

- 7.1 The officers of **IAM** shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall be elected Board members and shall be elected by the Board. With the exception of the office of President, any number of offices may be held by the **same** member.
- 7.2 The President: The President shall be the chief executive officer of **IAM** and shall have general direction of the affairs of **IAM** and general supervision over its several officers and committees, subject however, to the control of the Board. He/she shall, from time to time, report to the members, to the Board, and **to the Trustee Advisory Council** any matter of IAM interest; shall preside at all meetings of the members and at all meetings of the Board; shall sign and execute in the name of **IAM** all contracts, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated or permitted by the Board or by these Bylaws to some other officer or agent of **IAM**. **The immediate past President shall continue as a member of the Board automatically for one year after serving his/her term.**
- 7.3 The Vice President: The Vice President shall exercise the powers and perform all the duties of the President's office in the absence of the President. **It is expected that the Vice President will be a candidate to the office of President on the expiration of the term of the current President.**

- 7.4 The Secretary: The Secretary shall **give** notices of meetings to the members and to the Board, as prescribed in these Bylaws, and to Committee Chairpersons as requested by the President. The Secretary shall keep the minutes of meetings of **IAM**. The Secretary shall maintain, a roll call of attendance, and such books, papers, and records as the Board may direct, which shall be open to inspection by any member of the Board or Trustee Advisory Council.
- 7.5 The Treasurer: The Treasurer shall receive all funds, including dues, fees, charges, and other assessments and shall deposit such funds in the name of **IAM** in banks or other depositories. He/she shall disburse funds only as authorized by IAM Board, keep appropriate records of receipts and expenses and exhibit such records at reasonable times to any member of the Board and Trustee Advisory Council. The Treasurer shall make a full financial report at the annual meeting of **IAM**. In addition, the Treasurer shall complete, execute and file any statements or returns incidental to federal or local taxation. In addition, the Treasurer shall prepare and present a quarterly, or more frequent if so directed by the Board, financial statement, to the Board. The Treasurer shall be authorized to sign checks on behalf of **IAM**. The Treasurer will maintain a Membership Roster.

ARTICLE VIII – TRUSTEE ADVISORY COUNCIL

- 8.1 There shall be a Trustee Advisory Council consisting of seven (7) members elected by the members at the General Body Annual Meeting as follows:**
- 8.1.1 The Trustee Advisory Council shall consist of: Chair, Vice Chair, and five (5) members at large. Immediate Past Chair shall become one of the members at large when applicable.**
- 8.2 Duties: The Council shall be responsible for a long term plan of IAM growth and effective operation. It includes, but is not limited to:**
- 8.2.1 Acting as long term planning body to prepare guidelines and plan for growth of IAM’s activities, membership, revenues, and effective operation.**
- 8.2.2 Developing guidelines and plan to preserve IAM’s records and property.**
- 8.2.3 Facilitating transition of IAM Board after annual election.**
- 8.2.4 Acting as an Audit Committee.**
- 8.2.5 Providing interpretation of IAM By-Laws.**
- 8.2.6 Acting as a By-Law Review Committee.**
- 8.2.7 Working with IAM Board in advisory role on any issues when requested by the Board.**

- 8.3 Term: Any IAM past officers (President, Vice president, Secretary, Treasurer) or any IAM past committee chair-person is eligible to be a candidate for election to the Trustee Advisory Council for one (1) three (3) year term, not to exceed two (2) consecutive terms. Candidates may be eligible again after one year has elapsed from the expiration of the second term. Each Council candidate shall be a life member of IAM.**
- 8.4 Trustee Advisory Council Operation:**
- 8.4.1 The Advisory Council Chair-Person shall coordinate all the Council activities including, periodic meetings, planning activities and keeping records, etc. per established goals by the Council.**
- **Shall appoint Audit Committee (as per Article IX) from the Council members each year.**
 - **Shall appoint By-Law Review Committee.**
 - **Shall coordinate with IAM Board and officers for an unified cohesive plan of action on various activities.**
 - **Shall attend Board meetings when needed or requested by the IAM President.**
 - **Shall submit the Council budget requirements to the Board.**
 - **Shall submit Council guidelines to the Board on various activities for effective operation and long term growth.**
- 8.4.2 Council Vice Chair Person shall perform all the duties of the Council Chair in the absence of the Chair.**
- 8.4.3 Members at Large of the Trustee Advisory Council shall participate in all matters of the Council as established and be responsible for the work assigned by the Council Chair. Each member may attend IAM Board meetings when requested but cannot vote on any Board matter.**
- 8.4.4 The Council shall operate on meeting protocol, attendance at meetings, quorum, majority vote, and filling vacancy in Council etc. similar to the prescribed for the Board.**
- 8.4.5 Each Council Member shall act in good faith, make an informed business decision and exhibit the exercise of discretion in impartial disinterested manner. Each Council member shall sign a No-Conflict of Interest statement dealing with IAM matters.**

ARTICLE IX – COMMITTEES

- 9.1 The Board establish as many committees as deemed necessary except the Nomination Committee, to carry out **IAM** business. The Board may alter, revamp or discontinue any committee, except the Nomination Committee **or otherwise indicated in By-Laws.**
- 9.2 Each committee membership shall be reviewed and approved by the Board as required. Each committee chairperson shall be an **IAM** member in good standing.
- 9.3 Vacancies: Whenever any member refuses an appointment to a committee or whenever there is a vacancy on any committee by resignation or otherwise, the President shall, with advice of the Committee Chairperson and approval of the Board, appoint another member to such committee.
- 9.4 Removal: Any committee member appointed or elected may be removed by the person, or persons authorized to appoint or elect such member, whenever, in their judgment, the best interest of **IAM** will be served thereby, except that the President can remove a committee member only with the advice and approval of the Board.
- 9.5 Attendance at Board Meetings: Committee chairpersons shall attend the meetings of the Board **when requested**, but are not entitled to vote at such meetings.
- 9.6 All committee chairpersons shall report to the President and coordinate their committee activities. At least one member of the Board shall serve on each committee.
- 9.7 Each committee chairperson shall carry out his/her committee duties/activities as per established and approved goals, keep the records of the committee activities and shall turn over the documents to the succeeding chairperson or to the Secretary.
- 9.8 Standing Committees:
- 9.8.1 Program Committee: The Program Committee shall establish policies and guidelines for approval of all programs which will be sponsored or co-sponsored by IAM. It shall be responsible to **accept, renew, or reject** requests from other local organizations for co-sponsorship, co-operation, and participation in activities and programs being organized by them **and shall send its recommendations to the Board. IAM may participate in sponsorship if it meets IAM objectives and on approval of the Board.**

- 9.8.2 Membership Committee: The Membership Committee shall organize and execute membership drives to attract qualified new members who will take active roles in the activities of **IAM**. It shall broaden the type of membership so as to include all eligible members from all segments of the community to further **IAM** mission and objectives. The Committee shall provide proper recognition to the new elected members at the meetings and in its publication.
- 9.8.3 Public Relations Committee: Shall **furnish information** to the local press, radio, and TV stations, and elsewhere, on activities of **IAM**, and see that important activities and programs are publicized in the **IAM** newsletter **and web site**. It shall coordinate with the Program Committee and Publication Committee on future events, its prominent guests and their biographical sketches as a basis for preparing **information material**.
- 9.8.4 Publication Committee: Shall edit, publish and distribute all **IAM** publications, including newsletter and **web-site**. **They** may combine the meeting announcements and other activities and upcoming events in order to create more interest among the members, increase membership, and stimulate attendance at the meetings.
- 9.8.5 Audit Committee: **The Trustee Advisory Council shall act as an Audit Committee consisting of three (3) members. The committee shall meet in sufficient time to audit the annual report of the Treasurer. The following shall be furnished by the treasurer to the committee before January 31 of each year:**
- Cash book, ledger, and other books of account.
 - Checkbook and bank statements.
 - Receipted bills for all expenditures and authorization for the same.
 - All inventory of **IAM** property.
- The Committee shall **report its findings to the Board by February 28 of each year**.
- 9.8.6 Long Range Planning Committee: The **Trustee Advisory Council** may appoint **or act as a** Long Range Planning Committee from time to time, to review **IAM** current activities and to develop future direction for **its growth**.
- 9.8.7 By-Laws Review Committee: The **Trustee Advisory Council** may appoint a By-Laws Review Committee every three years to review the current Bylaws of **IAM for any amendments**.

- 9.9 **Nomination** Committee: The **Nomination** Committee consisting of five (5) members shall be elected by the members at the annual **General Body** meeting. The out-going **Nomination** Committee shall submit the candidate names for the next **Nomination** Committee along with the nominations for the Board of Directors and the **Trustee Advisory Council** to the Secretary for announcement to the membership. At the annual meeting, additional nominations for the **Nomination** Committee may be made from the floor by the members. The **Nomination** Committee shall elect its own chairperson. **The Nomination Committee nominees shall be IAM life members in good standing. None of the nominees shall be part of the incoming Board of Directors or the Trustee Advisory Council. Current and incoming Presidents may act as advisors when requested by the Nomination Committee.**

ARTICLE X - NOMINATIONS AND ELECTIONS

- 10.1 Duties of **Nomination** Committee:
- 10.1.1 The Nomination Committee shall prepare a list of candidates which shall include at least one (1) candidate for each vacancy for the Board of Directors **and the Trustee Advisory Council**, to be filled by election at the annual **General Body** meeting.
- 10.1.2 **The Secretary shall furnish the following information to the Nomination Committee by August 31 of each year:**
- **List of current membership as of July 31.**
 - **List of current Board of Directors with their meeting attendance records.**
 - **List of the Board of Directors for past 5 years.**
 - **List of current Life Members.**
 - **List of past officers and committee chair persons.**
- 10.1.3 The Nomination Committee shall **make announcements for nominations and** obtain a written **application and** consent of each candidate to serve, if elected.
- 10.1.4 The Nomination Committee shall **seek advice from the current officers and the Board for IAM future needs and suggestions for new Board and Council members.**
- 10.1.5 The Nomination Committee shall analyze and consider the needs of **IAM** and nominate such candidates whose talents and experience will strengthen **IAM**.
- 10.1.6 The Nomination Committee shall select the candidates for the Board of Directors such that two thirds (2/3) of the candidates are from the existing Board to keep the continuity of the organization operations and activities as well as bringing in new talent to the Board.

- 10.1.7 The Nomination Committee shall nominate three (3) new candidates for the Trustee Advisory Council after every 3 year term for the continuity of the Council operation and bringing in the new members. In 2006, 3 existing Council Member shall be re-nominated for next 3 years term with new Council Chair and 3 new Council members shall be nominated. Outgoing Council Chair shall become the 7th Council Member as an immediate Past-Chair.**
- 10.1.8 The Nomination Committee shall submit the names of the candidates for the Board of Directors **and the Trustee Advisory Council** to the Secretary at least thirty (30) days prior to the annual General Body Meeting.
- 10.2 Duties of Secretary: Upon receipt of these names from the Nomination Committee, the Secretary shall publish the list of these candidates along with the annual meeting notice at least fifteen (15) days prior to such meeting schedule **by letter, e-mail, IAM newsletter or IAM web-site.**
- 10.3 **Additional Nominations:**
- 10.3.1 The Board of Directors and the Trustee Advisory Council shall be elected from the nominees submitted by the Nomination Committee and published by the Secretary. However, additional nominees willing and able to serve may be presented by petition signed by at least ten (10) IAM members in good standing (as of July 31 of the year) with all necessary application forms filled and submitted to the Nomination Committee Chair not less than seven (7) days prior to the date of annual meeting. If Nominee's application meets the eligibility requirements, the Nomination Committee shall also include the applicant nominee for the election. The applicant will be informed by the Nomination Committee of its decision and explanation in case of rejection before the annual meeting.**
- 10.4 **Board and Trustee Advisory Council Elections:**
- 10.4.1 The Nomination Committee/Chair shall conduct the election for the Board of Directors and the Trustee Advisory Council at the annual General Body meeting.**
- 10.4.2 If more candidates than the maximum permitted by these By-laws are nominated, the Nomination Committee shall furnish the ballots with candidate names, conduct the election, tally the votes and declare the results.**
- 10.5 **Officers Elections:**
- 10.5.1 After the election of the new Board, the Nomination Committee Chair shall conduct the election of officers for next year from the new Board.**

- 10.5.2 Terms: Any Board member after serving one (1) year on the IAM Board and having life membership may be eligible for any one officer position.**
- 10.5.3 The Nomination Committee may present all officers slate to the Board. Individual Board member may contest and ask for his/her nomination for any one officer's position.**
- 10.5.4 If more than one candidate for any one position is nominated, the Nomination Committee shall conduct ballot election for that position.**

ARTICLE XI - FINANCE

- 11.1 The fiscal year of IAM shall be the calendar year ending on December 31.**
- 11.2 IAM shall have no capital stock, either authorized or issued.**
- 11.3 IAM shall have the right to enter into contracts, including leases, to receive, hold, use, disburse and dispose of all money and property of every name/nature donated, bequeathed, devised, conveyed or transferred to it, and to do and perform any/all acts necessary or incidental in order to carry out its purpose as described in Article II.**
- 11.4 All members of IAM Board, Trustee Advisory Council and Committees are honorary, serving on a voluntary basis without any compensation, except that IAM will reimburse only for approved out of pocket expenses incurred on behalf of IAM for its activities, on submitting actual expense receipts to the Treasurer.**
- 11.5 No funds shall be disbursed nor liability incurred on behalf of IAM by any member, committee, officer, or Board of Director unless and until such disbursement or liability has been previously authorized by the Board.**
- 11.6 IAM Members, the IAM Board, the Trustee Advisory Council and Officers of the IAM Board shall not be personally liable to any extent whatsoever for the obligations of IAM.**
- 11.7 The Board may raise additional funds from members or from other sources as may be deemed appropriate to meet the objectives of IAM.**
- 11.8 The Board or its officers shall not at any time authorize an expenditure that exceeds the available net assets of IAM.**
- 11.9 Donations received for a specific purpose, including any income from the investment of the funds received, shall be used for the same specific purpose.**

- 11.10 Any endowment fund received by IAM shall remain inviolate and in perpetuity until the dissolution of IAM. The income from the investment of such fund may be used for the activities of IAM. Furthermore, if the fund has been endowed for a specific purpose, its income shall be used only for that specific purpose.**
- 11.11 All the disbursements above \$500 must be approved by the Board. Disbursements below \$500 may be approved by the President.**
- 11.12 Disbursement from various funds shall be made by a check signed by the Treasurer, or any other authorized officer of IAM as approved by the Board. Any check for an amount greater than \$1000 shall have two (2) authorized signatures.**

ARTICLE XII – GRANT MAKING

- 12.1 The making of grants/contributions and otherwise rendering financial assistance to meet IAM objectives defined under Article II shall be within the exclusive power of the IAM Board.**
- 12.2 In furtherance of IAM objectives, the Board shall have power to make grants to any organizations organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(C)(3) of the code.**
- 12.3 IAM Board shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the Board approves the request, shall authorize payment of such funds to the approved grantee.**
- 12.4 The Board shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board.**
- 12.5 The Board may, in its absolute discretion, refuse to make any grants or contribution or otherwise render financial assistance to or for any or all purposes for which funds are requested.**
- 12.6 The Board of Directors shall at all times have the right to withdraw approval of the grant and use the funds for other purposes.**
- 12.7 IAM may refuse to accept contributions so earmarked that they MUST in any event go to a foreign organization which is not acceptable or approved by US Government to maintain 501 (C)(3) status or which does not further the spirit, mission and objectives of IAM.**

ARTICLE XIII - AMENDMENTS

- 13.1** Amendments to these By-Laws may be initiated by the By-Laws Review Committee/Trustee Advisory Council or the Board with majority vote resolution.
- 13.2** The Amendments shall be adopted by an affirmative vote of two-thirds (2/3) or more of the Board and the Trustee Advisory Council. The Secretary shall send an advance written/e-mail material of the proposed amendments accompanying the notice of the meeting with date, time and location where these amendments will be considered.

ARTICLE XIV - TAX EXEMPTION

- 14.1** IAM is organized exclusively for charitable, educational, and cultural purposes, within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States.
- 14.2** No substantial part of the activities of IAM shall be the carrying on of propaganda or otherwise attempting to influence legislation, and IAM shall not participate in nor intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office.
- 14.3** Notwithstanding any other provision of these Articles, IAM shall not carry on any other activities not permitted to be carried on: (a) by an Organization exempt from the Federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States tax laws or (b) by an Organization, the contributions of which are deductible under Section 170(C)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States tax laws.

ARTICLE XV – DISSOLUTION

- 15.1** The notice to consider dissolution of IAM shall be submitted to all voting eligible members of IAM at least six (6) weeks in advance of the date of a meeting of the General Body called for the purpose.
- 15.2** Dissolution shall require a 3/4 majority vote of the voting eligible members.
- 15.3** Upon dissolution of IAM, the Board shall, after paying or making provision for the payment of all the liabilities of IAM, dispose of all the assets of IAM to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.