



BYLAWS OF KNANAYA CATHOLIC CONGRESS OF NORTHERN CALIFORNIA

PREAMBLE

We - the members of the Knanaya catholic Congress of Northern California - are grateful to Almighty God for the civil and religious liberty which He has permitted us to enjoy and seeking His blessings upon our endeavors in order to uphold and promote all the traditions of the Knanaya Catholic Congress of the Diocese of Kottayam in India, and secure the blessings of freedom and liberty to ourselves and our posterity, do ordain and establish this constitution for the Knanaya Catholic Congress of Northern California.

ARTICLE I

1.01 NAME The name of the organization shall be the Knanaya catholic Congress of Northern California herein after referred to the corporation, Congress or KCCNC.

1.02 PRINCIPAL OFFICE The principal office of the Corporation for its transaction of business shall be the residence of the current secretary of the corporation until such time that a permanent office is established.

1.03 CHANGE OF ADDRESS The Board of Directors is granted full power and authority to change the principal office of the corporation from one location to another in Northern California. Any change of address will be noted by the Secretary in these Bylaws, but will not be considered an amendment of these Bylaws.

1.04 OBJECTIVE

(a) To provide a forum for the Knanaya Catholics residing in Northern California to preserve and foster their religious, moral, social, cultural, educational, literary and artistic heritage and to preserve the endogamous nature of the Knanaya Community.

(b) To establish a forum for the youth to maintain and invigorate, cultural heritage handed down by their fore-fathers.

(c) To provide encouragement, support and incentive for the continued practices of the Knanaya Catholic family life in India characterized by traditional liturgical services and family prayer.

(d) To provide lay leadership so vital to the spiritual and temporal growth of the community.

(e) To raise, solicit, and receive funds, charities and donations to carry out worthy humanitarian causes.

(f) To organize debates, lectures, exhibitions, research work, outdoor entertainment, public meetings, conventions, classes, and refresher courses.

(g) To award scholarships, medals, stipends, educational aids and loans to deserving candidates.

(h) To do all such acts and activities as may be consistent with or incidental and conducive to the attainment of all or any of the above objectives.

1.05 INCORPORATION

(a) This Corporation is non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-profit Public Benefit Corporation Law for public and charitable purposes.

(b) Said organization is organized exclusively for charitable, religious, educational and/or scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt

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organizations under section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code.

(c) The property of the corporation is irrevocably dedicated to charitable, religious, social, educational and/or scientific purposes and no part of net income or assets of the corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person.

(d) Upon dissolution or winding up of the corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation shall be distributed to non-profit funds, foundation, or corporation which is organized and operated exclusively for charitable, religious and/or scientific purposes and which has established its tax-exempt status under IRC section 501(c)(3).

ARTICLE II

MEMBERS

2.01 CLASSIFICATION

The Corporation will have two classes of members.

(a) **MEMBERS:** Members of the corporation are those natural persons who meet the eligibility requirements one (1) through five (5) of section 2.02 of these bylaws.

(b) **REGISTERED MEMBERS:** Registered members are those natural persons who meet all the eligibility requirements one (1) through five (5) of section 2.02 of these bylaws and have paid the non-refundable annual or life membership fee. Each qualifying person is entitled to one registered membership as long as he or she continues to meet all the qualifications.

There shall be two kinds of registered memberships:

- i. **Single Registered Member:** Single natural person who meets all the eligibility requirements of Section 2.02.
- ii. **Family Registered member:** A family is defined as husband and wife and their unmarried children. However, unmarried children 18 years of age or older (from now on referred to as "dependant adult children") shall file a separate application form to become a registered member and to be eligible to vote in the elections of the Corporation. Parents who live with their adult child (from now on referred to us "dependent parents") shall file a separate application to become a registered member and to vote in the elections of the Corporation.

2.02 QUALIFICATION OF MEMBERS IN THE CORPORATION

To be an eligible member, he or she should be:

- (1) 18 years of age OR older;
- (2) Catholics,
- (3) Born of parents who are both knanites
- (4) If married, their spouse born of parents who are both knanites
- (5) Resident of Northern California and
- (6) Have paid the non-refundable annual (life) membership fee.

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2.03 ADMISSION TO MEMBERSHIP.

Any person, eligible for membership under Section 2.01 and 2.02 of these Bylaws, will be admitted to membership only on approval of the Executive Board duly authorized, by resolution. To admit a person as member an application should be submitted by that person in the form (Attachment 1) and manner as prescribed by the Board of Directors and on the payment of the first annual/life dues as specified in Section 2.05 of these Bylaws. Once application received the application has to be processed, confirmed and conveyed to the applicant within 30 days of the receipt of the application.

2.04 APPLICATION FEE. There is no fee for membership in the Corporation.

2.05 MEMBERSHIP DUES

(a) The annual dues payable to the Corporation by members will be in the amounts determined by the resolution of the Board of Directors, but in no event may the annual dues exceed the amount of \$300.00 (Three hundred U.S. dollars). Dues are payable for the first year on admission to membership and annually thereafter at the time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from the membership, except if the member is, by contract or otherwise, liable for the dues.

(b) Annual Registered Membership dues will be determined by the board with a minimum of \$25.00 (Twenty five U S dollars) and a maximum of \$ 300.00 (Three hundred U.S. dollars). Annual membership shall be renewed on or after November 1 of each year. Annual membership period is from November 1 to October 31 irrespective of the date of registration.

(c) Registered Life Membership dues will be a minimum of \$ 200.00 (Two hundred U S dollars) and maximum to be determined by the Board of Directors from time-to-time with approval of the general body.

2.06 ASSESSMENTS Memberships are non-assessable, non-refundable and non-transferable.

2.07 NUMBER OF MEMBERS There is no limit on the number of members that the Corporation may admit.

2.08 MEMBERSHIP BOOK The Corporation shall keep a membership book containing the name, address, and class of each member in written form or in any form capable of being converted into written form. The book must also note if a membership has terminated and the date on which the membership ceased. The book will be kept at the principal office of the Corporation and is subject to the rights of inspection required by law and as set forth in Section 2.09 of these Bylaws.

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2.09 INSPECTION RIGHTS OF REGISTERED MEMBERS

(a) Subject to the Corporation's right to set aside a demand for inspection pursuant to Corporations Code Section 8331 and the authority of the court to limit inspection rights pursuant to Corporations Code Section 8332, and unless the Corporation provides a reasonable alternative as permitted by Section 2.09(c) of these Bylaws, a registered member satisfying the qualifications set forth may do either or both of the following:

(i) Inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, on with a 30 day written request on the Corporation, which must state the purpose for which the inspection rights are requested; or

(ii) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of those members entitled to vote for election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand must state the purpose for which the list is requested. The membership list will be available on or before the later of 45 days after the demand is received, or after the date specified in the demand as the date of which the list is to be compiled.

(b) **Members Permitted to Exercise Rights of Inspection:** The rights of inspection set forth in Section 2.09(a) of these Bylaws may be exercised by the following:

(i) Any registered member or his/her authorized agent for a purpose reasonably related to that person's interest as a registered member;

(ii) Twenty (20) or more registered members or their authorized agent for a purpose reasonably related to the common cause registered members' interest or the Corporation.

(c) **Alternative Method of Achieving Purpose** The Corporation, within 30 days after receiving a demand pursuant to Section 2.09 (a) of these Bylaws, may deliver to the person or persons making the demand a written offer of a alternative method of achieving the purpose identified in the demand without providing access to or a copy of the registered membership list. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.09(a) of these Bylaws will be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to affect the alternative method. Any rejection of the offer must be in writing and indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.09(a) of these Bylaws.

2.10 CERTIFICATES OF MEMBERSHIP The Corporation will not issue membership certificates. However, the Corporation reserves the right to issue identity cards or similar devices to members to serve to identify members qualifying to use the facilities or services of the Corporation.

2.11 NONLIABILITY OF MEMBERS A member of the Corporation is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the Corporation.

2.12 TRANSFERABILITY OF MEMBERSHIP

(a) Neither membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

(b) Membership dues are not refundable.

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2.13 TERMINATION OF MEMBERSHIP – CAUSES.

(a) The membership and all rights of membership automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member, with notice as prescribed by Section 2.13(b) of these Bylaws;
- (2) When a membership is issued for a period of time, the expiration of that period;
- (3) The death of a member;
- (4) The dissolution of corporate members; and
- (5) The nonpayment of dues or assessments, subject to the limitations set forth in Section 2.13(c) of these Bylaws.
- (6) Failure to meet the qualifications set forth in 2.01 and 2.02 at all times

(b) **Resignation by Giving Notice** The membership of any registered member of the Corporation shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the Corporation personally or deposited in United States first-class mail, postage prepaid.

(c) **Effect of Termination** Any and all rights of a registered member in the Corporation and in its property cease on the termination of membership. However, termination does not relieve in the registered member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. The Corporation retains the right to enforce any obligation or obtain damages for its breach.

ARTICLE III

MEETINGS OF MEMBERS

3.01 PLACE Meetings of members will be held at any location within the Northern California, state of California that may be designated from time-to-time by resolution of the Board of Directors.

3.02 GENERAL BODY MEETINGS The registered members will meet annually on or before October 31st for the purpose of transacting proper business as may come before meeting, including the election of Directors for the terms as are fixed in Section 3.11 and applicable sections of Article IV of these Bylaws.

3.03 SPECIAL GENERAL BODY MEETINGS Special general body meetings of the registered members will be called by the Chairperson of the Board or the President of the Corporation and held within Northern California, the State of California as is fixed in Section 3.01 of these Bylaws or at times and places within Northern California the State of California as may be ordered by resolution of the Board of Directors. To call a general body meeting, 30 % or more of the registered members of the corporation should deliver in writing a notice duly signed by the registered members to the Chairperson or the President stating the purpose of the general body meeting.

3.04 NOTICE OF MEETINGS Written notice of the general body meeting of registered members must be either personally delivered or mailed by first-class United States mail, postage prepaid, or E-mailed not less than thirty (30) days before the date of the meeting to each member who is entitled to vote at the meeting as of the record date for notice of the meeting. All other meetings require minimum of ten (10) days notice.

If notice is given by mail or other means of written communication, the notice must be addressed to the member at the address appearing on the books of the Corporation or at the address given by the member.

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to the Corporation for the purpose of notice. If no address appears or was given by the member, notice will be given at the principal office of the Corporation. The Secretary or Joint Secretary of the Corporation, or any transfer agent specially designated by the Secretary or Joint Secretary of the Corporation for this purpose, will execute an affidavit of the giving of the notice of the meeting of members. In case of special general body meeting, the Chairperson or in his/her absence, the president in consultation with the Board of Directors shall convene the general body meeting within 90 days of the receipt of the written notice.

3.05 CONTENTS OF NOTICE The notice will state the place, date, time and the agenda of the general body meeting.

3.06 QUORUM A quorum at any meeting of members consists of 15% of the registered membership, represented in person.

3.07 LOSS OF QUORUM The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

3.08 ADJOURNMENT FOR LACK OF QUORUM In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person.

3.09 VOTING RIGHTS OF MEMBERS: Each registered member is entitled to one vote on each matter submitted to a vote of the members.

3.10 CONDUCT OF GENERAL BODY MEETINGS

(a) The chairperson or in his/her absence President of the Corporation shall preside over the meetings of the General body.

(b) **Secretary of Meetings.** The Secretary of the Corporation will act as the secretary of all meetings of members. However, in his or her absence, the joint secretary will act secretary of the meetings.

(c) **Rules of Order.** The Robert's Rule of Order, as amended from time to time, governs the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the rules governing agenda, motions, and related matters.

3.11 ELECTION

(a) The elections to the Corporation shall be held as per the procedures below:

The election commission consisting of three (3) immediate past Presidents shall conduct the election. The term of the election commission is for 2 years. If past Presidents are not available, current President can be nominated. If there is any vacancy(s), the vacancy(s) can be filled by the board from any of the past executive members. The most senior (past) President will be nominated as Election committee chairperson.

Election commissioners shall be registered members of KCCNC. The election commissioners are not eligible to contest for any positions and they may not solicit vote on behalf of any candidate.

Nominations for elections shall be submitted on the official nomination form ((Attachment 2), proposed by a registered member and seconded by another registered member. A member can contest in only one position. The election commission office should receive nomination forms on or before the stipulated

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date, which will be at least 21 days prior to the election. The election commission has the right to reject any nomination form that is incomplete, illegible or ineligible. A rejection letter will be mailed at least 15 days before the election date. The candidate withdrawing from candidacy should do it in writing to the Chairperson of the election commission at least 10 days before the election date. If there is more than one candidate for one position, an election will be held by secret ballot.

Election commissioners are entitled to receive any or all reasonable documents required for the proper conduct of the election.

Eligible members should be present to vote in the election with an approved ID. No proxy vote will be allowed. If there is no nomination for any position, then the election commission can call for nominations from the floor for the positions that are open. Such nominations can be approved by the general body by open vote.

The election commission will declare the election date and publish a voter's list of all registered members; 18 years of age or older, at least 90 days prior to the election date. If there are any objections to the voters list, that should be notified in writing to the election commission at least 70 days before the election. The election commission shall respond to such objections in writing within 30 days of the receipt of the complaint. If there are any changes, the final list shall be published 30 days prior to election date and no change will be allowed after that.

(b) Duties The election commissioners must perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. The election commission must perform the following duties:

- (1) Determine the number of outstanding voting memberships
- (2) Receive nominations, votes, and ballots.
- (3) Hear and determine all challenges and questions in any way arising in connection with the right to vote.
- (4) Count and tabulate all votes.
- (5) Determine when the polls shall close
- (6) Determine the result
- (7) Do any other acts that may be proper to conduct the election or vote with fairness to all members

(c) Vote of Election Commission The decision, act, or certificate of a majority of election commissioners is effective in all respects as the decision, act or certificate of all.

(d) Report and Certificate

(i) On request of the Chairperson or President, the election commissioners must make a written report concerning the conduct of the election process and the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the commissioners is prima facie evidence of the facts stated.

(ii) The report and/or certificate of election results made by the election commission should be made available in writing to the outgoing chairperson and the incoming president within 2 hours after the close of election

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ARTICLE IV BOARD OF DIRECTORS

4.01 The Board of Directors shall consist of:

- (a) Five (5) Executive Board members
- (b) Sixteen (16) Legislative Board members
- (c) National Council members as authorized by KCCNA
- (d) Kananaya Catholic Youth League president.
- (e) Kids Club Principal
- (f) Any representatives referred to in Article X
- (g) Chairperson.

4.02 DUTIES: The Board of Directors shall have the following duties:

- (1) Approval of the Corporation budget
- (2) Attendance at the meetings of the Board of Directors,
- (3) Call emergency general meetings of the Corporation, for good cause,
- (4) Shall execute the decisions of the Board of Directors, and
- (5) Shall provide all reasonable documents and assistance requested by the election commissioners.

4.03 QUALIFICATIONS

(a) The Directors of the Corporation must be Registered Members of the Corporation.

(b) The Chairperson of the Board of Directors

(i) The Chairperson of the Board will be the immediate past president of the corporation.

(ii) The Board of Directors shall appoint a Chairperson in the event that the immediate past president is incapable, unavailable or unwilling to perform the duties of the Chairperson. The Chairperson shall have at least served one full term in the executive or two whole terms as a member of the Board of Directors.

(c) The First meeting of the Board of Directors after the election of a new executive Board shall be joint meeting with the new Board of Directors and the outgoing Executive Board.

(d) All documents, tangible, intangible assets of the Corporation shall be handed over to the new corresponding Executive Board officers and acknowledged prior to the first meeting.

(e) The outgoing Secretary should have a detailed inventory including, but not limited to, books, records, membership forms, minutes, copies of original constitution, copies of all correspondence, copies of resolutions, files, govt. and other public or private agency agreements, correspondence etc.

(f) The treasurer shall hand over all financial documents, bank accounts, bank statements, check books tangible assets etc. An inventory of all items handed over shall be signed and maintained in the files of the Corporation.

(g). The chair person shall have the right to cast the deciding vote to break a tie.

4.04 TERMS OF OFFICE: Each Director holds office for a term of 2 years except KCCNA National Council members as per sec.9.02; from the date of the Director's election, and until the Director's successor is

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elected and qualifies under Section 2.02 of these Bylaws. A vacancy to the Board of directors shall be filled by the Board of directors for the remainder of the term.

4.05 NOMINATION: Any person qualified to be a Director under Section 2.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

4.06 ELECTION: The Directors will be elected at each annual meeting as prescribed by Section 3.02 of these Bylaws or by with ballot as authorized by Section 3.11 of these Bylaws.

4.07 COMPENSATION The Directors serve without compensation.

4.08 MEETINGS – CALL OF MEETINGS

(a) Meetings of the Board may be called by the Chairperson of the Board or the President

(b) **Place of Meetings.** All meetings of the Board will be held at office of the Corporation or as determined by the chairperson or the President

(c) **Regular Meetings.** Regular meetings of the Board will be held, without call or notice, immediately following each annual meeting of the members of the Corporation as set forth in section 3.02 of these Bylaws.

(d) **Special Meetings.** Special Meetings of the Board may be called by the Chairperson of the Board or the President. Special meetings may be held on four days' notice by first-class mail, postage prepaid, or on 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means.

Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, approvals must be filed with the corporate records or made a part of the minutes of meetings.

(e) **Quorum.** A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

(f) **Transactions of Board** Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board provided, however, that any meeting at which quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

(g) **Conduct of Meetings** The Chairperson of the Board or, in his or her absence, the president will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, the Joint secretary or in his/her absence any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, as long as all members participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

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(h) **Adjournment** A majority of the Directors present at the meeting, whether or not quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjournment

4.09 ACTION WITHOUT MEETING Any action required or permitted to be taken by the Board may be taken without a meeting, if all the members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors.

4.10 REMOVAL OF DIRECTORS - REMOVAL FOR CAUSE

(a) The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been convicted of a felony.
- (2) The Director has been declared of unsound mind by a final order of court.
- (3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Corporations Code Section 7230 et seq. on directors who perform functions with respect to assets held in charitable trust.
- (4) The Director has failed to attend three consecutive meetings of the Board.
- (5) Maintain eligibility under sec. 2.02 at all times.

(b) **Removal without Cause** Any or all of the Directors may be removed without cause if, while the Corporation has fewer than 50 members, removal is approved by a majority of all members pursuant to Corporations Code Section 5033; or while the Corporation has more than 50 members, removal is approved by the members within the meaning of Corporations Code Section 5034.

4.11 RESIGNATION OF DIRECTOR Any Director may resign effective on written notice to the Chairperson of the Board of Directors or the President or The Secretary, of the Corporation. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

4.12 VACANCIES IN THE BOARD – CAUSES

(a) Vacancies on the Board of Directors occur

- (i) On the death, resignation, or removal of any Director;
- (ii) Whenever the number of authorized Directors is increased; and
- (iii) On the failure of the members in any election to elect the full number of authorized Directors.

(b) **Filling Vacancies by Directors** Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 4.10 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in the office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 4.08 (d) of these Bylaws

(c) **Filling Vacancies by Registered Members** Vacancies created by removal of Directors may only be filled by the approval of the members within the meaning of Corporations Code Section 5034. The members may elect a Director at any time to fill any vacancy not filled by the Directors as per Article 5.06.



ARTICLE V LEGISLATIVE BOARD

5.01 The legislative Board consists of two (2) elected representatives from each ward. To be a ward member, he/she should be a resident of the ward. A ward consists of a geographical area as defined by the Board of Directors. There can be a maximum of eight (8) wards. Demographic changes, immigration, emigration of new members may warrant redistricting as deem fit by the Board of Directors.

5.02 DUTIES The Legislative Board is part of the Board of Directors. The legislative board members are responsible for effectively representing their respective ward members and disseminating information to the ward members.

5.03 QUALIFICATIONS The members of the Legislative Board must be registered members as per section Sect 2.01 and 2.02 of these Bylaws.

5.04 TERMS OF OFFICE There shall be two (2) members on the Legislative Board from each ward. Each year one person shall be elected to represent their ward. Each Legislative Board Member holds office for a term of 2 years from the date of the Legislative Board Member's election. The elected or nominated Legislative Board member may continue to represent that ward irrespective of the person's residency until the completion of the term.

5.05 NOMINATION Any person qualified to be a Legislative Board Member under Section 5.03 of these Bylaws may be nominated by a registered member of the respective ward.

5.06 ELECTION

(a) The Legislative Board Members will be elected at each annual meeting as prescribed by Section 3.02 of these Bylaws by registered members of the respective wards.

(b) The candidates receiving the highest number of votes are elected to represent the respective ward.

ARTICLE VI EXECUTIVE BOARD

6.01 NUMBER AND TITLES: The executive board of the Corporation shall consist of a President, a Vice President, a Secretary, a Joint Secretary and a Treasurer. The President is the general manager and chief executive officer of the Corporation.

6.02 DUTIES The executive board is responsible for the day-to-day operation and administration of the corporation including but not limited to record keepings and filing all required documents with federal, state, local governments and other agencies in a timely manner.

(a) The President shall (a) direct the Secretary to call the meetings of the Corporation, (b) preside over the meetings of the Executive Board (c) have the right to cast the deciding vote as required to break a tie in the executive board meetings.

(b) The Vice President shall perform the duties of the President in the President's absence.

(c) The Secretary is the recording and correspondence officer of the Corporation. All correspondence shall be approved by the President. The Secretary shall not make any correspondence that is not approved either by the President or the Executive Board. The Secretary shall (a) maintain the Corporation records,

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(b) Conduct all correspondence including but not limited to routine and legal correspondence (c) present the official records at the annual meetings of the Corporation, (d) maintain an accurate membership role and keep the Corporation's seal.

(d) The Joint Secretary shall assist the Secretary in performance of the Secretary's duties.

(e) The treasurer shall (i.) maintain the Corporation's bank accounts, (ii.) make disbursements of money with the President's approval and signature, (iii) present the financial report of the Corporation at the annual Corporation meeting, (iv) make financial reports available to the Corporation Auditor and Board of Directors as requested, (v) any disbursement of \$500.00 or more should bear two signatures on the check.

(f) All life membership fees should be set aside as a special fund in a separate account.

(g) The current building fund should be set aside as a special fund in a separate account.

(h) All or any special funds raised for a special purpose shall be deposited to the respective special purpose account.

(i) A working capital account shall be established for the day to day activities of the corporation.

(j) All bank accounts should be held in the name of the corporation with the President and the Treasurer of the corporation as signatories.

(k) Any disbursement of the special funds, for a purpose other than the stated purpose, requires a 2/3rd majority approval of the contributors to that special fund.

6.03 QUALIFICATIONS OF OFFICERS The President and Vice-President shall meet all eligibility requirements set forth in Article II, section 2.01 and 2.02 and be at least thirty (30) years of age and shall have served a whole two-year term as a member of the board of directors except the first batch of Board of Directors whose term was less than two-years at the time they are nominated for office. The Secretary, Joint Secretary and Treasurer shall have been registered members for at least two (2) years and served as a member of the Board of Directors for at least one whole two-year term except for the first batch of legislative Board members whose term was less than two (2) years at the time they are nominated for office.

6.04 APPOINTMENT AND RESIGNATION

(a) Any Executive Board member may resign effective or written notice to the Chairperson of the Corporation. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

(b) The Executive Board may declare vacant the office of the Executive Board member on the occurrence of any of the following events:

- (1) The Executive Board member has been declared of unsound mind by a final order of court.
- (2) The Executive Board member has been convicted of a felony
- (3) The Executive Board has been found by a final order or judgment of any court to have breached duties imposed by Corporations Code Section 7230 et seq. on directors who perform functions with respect to assets held in charitable trust

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- (4) The Executive Board member has failed to attend three consecutive meetings of the Executive or Legislative Board.
- (5) Maintain membership eligibility under Sec.2.02 t all times

ARTICLE VII

KNANAYA CATHOLIC YOUTH LEAGUE (KCYL)

7.01 KCYL is the youth wing of the corporation

- (a) The President of KCYL shall be a member of the Board of Directors.
- (b) KCYL shall nominate a registered member of the corporation as the director of KCYL which shall be confirmed by the Board of Directors of the corporation.

ARTICLE VIII

KIDS CLUB

8.01 Kids Club is a subsidiary organization of the corporation for children until they are eligible to be members of KCYL

- (a) The Principal of Kids Club should be a registered member of the corporation appointed by the Board of Directors of the Corporation.
- (b) The Principal of Kids Club shall be a member of the Board of Directors.
- (c) The treasurer of the corporation shall maintain a separate bank account for Kids Club funds. The Principal is responsible for maintaining the budget and disbursement of the funds for the purposes of the Kids Club.

ARTICLE IX

KNANAYA CATHOLIC CONGRESS OF NORTH AMERICA (KCCNA) - NATIONAL COUNCIL

9.01 The President and Secretary of the Corporation are automatically members of the KCCNA national council representing the Corporation. The rest of the positions are to be filled through election as per KCCNA constitution. In the event of vacancy, the Board of Directors of the Corporation shall appoint a qualified (sec.9.03) registered member to fill the vacancy for the rest of the term.

9.02 TERM: The national council members of the Corporation shall hold office for the same number of years as that of KCCNA national council.

9.03 ELIGIBILITY

- (a) A registered member of the Corporation
- (b) 25 years of age; and
- (c) Served as a member of the Corporation (KCCNC) for at least one whole two-year term except the first batch of Board of Directors whose term was less than two (2) years at the time they are nominated for office.

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11/13/09



**ARTICLE X
AFFILIATE ORGANIZATIONS**

10.01 Any future subsidiary or affiliate organization of the corporation may have one representative confirmed by corporation as a member of the Board of Directors.

**ARTICLE XI
AUDITOR**

11.01 DUTIES

(a) At each annual meeting of the Corporation, a Registered Member shall be appointed to audit the Corporation's accounts for the preceding year and present a report at the annual meeting of the Corporation.

(b) The report shall be made available to the Board of Directors thirty (30) days prior to the annual general body meeting of the corporation.

(c) Copies of the Auditor's report shall be made available to all members. The Auditor shall not be a member of the Board of Directors.

**ARTICLE XII
SPIRITUAL DIRECTOR**

12.01 DUTIES A Knanaya priest, authorized by the Bishop of the Catholic Diocese of Kottayam, India may serve as the spiritual director of the Corporation, provided that he is acceptable to a majority of the Board of the Directors. The Spiritual Director may attend all meetings of the Corporation and shall be given the opportunity to address the corporation. The Spiritual Director is an advisor to the Board without any voting right.

**ARTICLE XIII
INSTALLATION OF OFFICE HOLDERS**

13.01 OATH OF OFFICE

(a) Immediately after the election of an individual to an office has been announced, all newly elected office holders shall be officially installed at the administration of the oath of office.

(b) The oath of office shall be administered by the outgoing Chairperson. In his/her absence, the Oath of Office shall be administered by the outgoing president or any of the past presidents.

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10/25/09



(c) The form of the oath administered shall be:

"I (Name in full).....do hereby solemnly swear that I will carry out the responsibilities and duties of my office..... (Name of office).....to the best of my ability and uphold the articles and bylaws of the Knanaya Catholic Congress of Northern California. So help me God, my Lord Jesus Christ."

ARTICLES XIV LIMITATIONS

14.01 LEGISLATIVE AND POLITICAL ACTIVITIES. No part of the activities of the Corporation shall support the carrying on of political propaganda or otherwise attempt to influence legislation. The Corporation shall not participate in or intervene, in any manner, in any political campaign on behalf of any candidate for public office.

14.02 MINISTRY The Corporation shall not participate in creating any religious ministry. The Corporation shall not support or sponsor any priest, religious or ecclesial organization without a two-thirds majority vote by the Registered Members at a general corporate meeting called for the purpose of considering such support or sponsorship.

ARTICLE XV CORPORATE RECORDS, REPORTS AND SEAL

15.01 KEEPING RECORDS The Corporation must keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation must also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes will be kept in written form or in any other form capable of being converted into written form.

15.02 CORPORATE SEAL. The Board of Directors will adopt a corporate seal in the following form and design: a circular motif bearing the name of the corporation and its date of incorporation. The Secretary of the Corporation will maintain custody of the seal and affix it in all appropriate cases to all corporate documents. However, the failure to affix the seal does not affect the validity of any instrument.

ARTICLE XVI

16.01 Amendment to this Constitution

(a) A petition for any amendments to this constitution and by-laws must be filed with the Chairperson of the Board of Directors with a minimum of 30% of the registered members as signatories or majority of the Board of Directors.

(b) The Chairperson should present the above petition to the Board of Directors within two (2) weeks.

(c) When appropriate, the Board of Directors shall forward the petition with their recommendations to the general body meeting with a 30-day notice and shall become effective upon the affirmative vote of two thirds (2/3) of the registered members present.

(d) The general body meeting should be conducted as per Article 3 of this constitution.

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11/13/09



16.02

(a) The Articles of Incorporation, declaring this corporation with non-profit status # 45-0478865 is filed with the Secretary of State, State of California. This constitution and bylaws only state how this organization conducts its affairs.

(b) This document supersedes all prior documents regarding this organization (KCCNC) in the conduct of its affairs. The non-profit status stated above will continue without interruption.

John Paul
11/13/09



Attachment 1

**KNANAYA CATHOLIC CONGRESS OF NORTHERN CALIFORNIA (KCCNC)
MEMBERSHIP FORM**

Membership Type: Life (Fee \$200.00) ☐ Annual (Fee \$25.00) ☐

NAME: First..... Last.....

PARISH IN INDIA:

SPOUSE NAME: First..... Last

PARISH IN INDIA:

ADDRESS: Street..... City..... Zip Code

CHILDREN

#	NAME	Date of Birth	Sex (F/M)

Phone (.....)..... Email:

I do hereby solemnly swear that the information given is true and correct to the best of my knowledge and request for the registered membership in Knanaya Catholic Congress of Northern California (KCCNC)

Place..... Date..... Signature.....

For Office Use ONLY: Approved by the Legislative Board Committee on

Treasurer:PresidentSecretary

[Handwritten signature]
10/31/09



Attachment 2

KNANAYA CATHOLIC CONGRESS OF NORTHERN CALIFORNIA (KCCNC)

NOMINATION FORM

(All incomplete nomination forms will be rejected)

I..... (Name of member), do hereby nominate
..... (Name of candidate) for the position of
.....

My Address City..... Zip.....

Phone ().....

Signature

Date

I..... (Name of candidate), do hereby consent to be
nominated and intend to run for the position of.....

My Address City..... Zip.....

Phone

Signature

Date

I (Name of person seconding), am witness to and
second the nomination of (Name of candidate) for the
position of

My Address..... City..... Zip.....

Phone.....

Signature

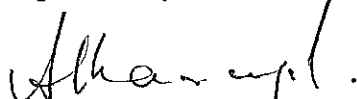
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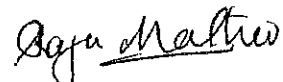
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11/13/09

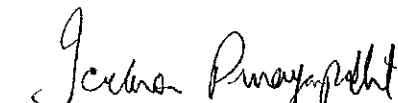


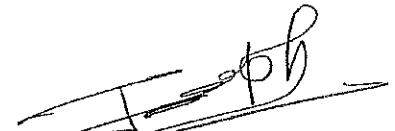
This new constitution is proposed to the general body of the KCCNC on October 25, 2009 by the constitution committee appointed by the general body dated October 12, 2008


Jojo Vattadikunnel


Alex Tharayil


Raju Chemmacheril

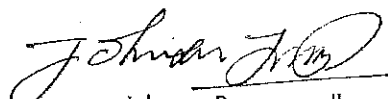

Jackson Purayampallil


Jose Pulickal

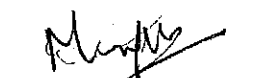
Proposed by

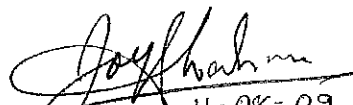

Tomy Chirapurayidathil

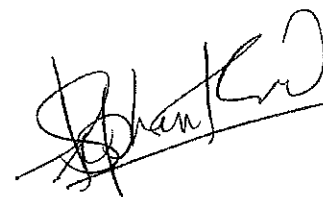
Seconded by

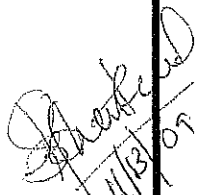

Johnson Purayampally

This constitution is approved unanimously by the KCCNC General Body dated October 25th, 2009.


Marykutty Vattadikunnel
Chairperson, KCCNC


Joy Mattathil
President, KCCNC


Stephen Mavelil
Secretary, KCCNC





AMENDMENT 1

The general body of the KCCNC on October 9, 2011 unanimously approved an amendment to the constitution to add the following provisions of Mediation and Arbitration to resolve disputes and conflicts within KCCNC:

MEDIATION AND ARBITRATION

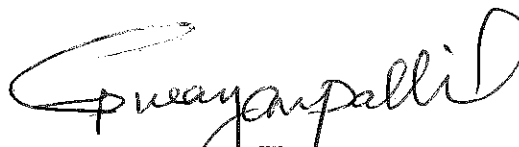
All disputes and conflict regarding KCCNC matters shall be resolved through the following process and in order to prevent potential wastage of KCCNC funds due to disputes or legal challenges rather than using it to pursue the goals and objectives of the organization:

- 1) Members should notify KCCNC Executive Committee of any dispute or conflicts in writing within one month from the time of the occurrence of the dispute or conflict.
- 2) The Executive Committee shall attempt to resolve the dispute within 30 days and shall provide a written response to the complaint within the stipulated time. If the Executive Committee is unable to resolve the dispute, it shall appoint a Mediation Committee selected from three recent past available secretaries of KCCNC, KCCNC Chairman and the Spiritual Director.
- 3) If the Mediation Committee is unable to resolve the dispute in a timely manner, to the satisfaction of all parties, it shall request KCCNC Legislative Board to refer the dispute to an Arbitration Process. Unless the parties mutually agree otherwise, arbitration shall be in accordance with the Arbitration Rules of the American Arbitration Association ("AAA") currently in effect.
- 4) Arbitration decision shall be accepted by KCCNC members on all KCCNC related matters referred for arbitration.

Any KCCNC member who does not follow these procedures will be automatically expelled from KCCNC membership and will forfeit the right to be a KCCNC member in the future.

The above addendum to the constitution was unanimously approved by the KCCNC General body dated October 9th, 2011.


Philip Tharayil
President, KCCNC


Gipson Purayampallil
Vice President, KCCNC


Tommy Pazhempallil
General Secretary, KCCNC



Constitution Amendment II

Addition to Article III

ARTICLE III

SECTION 3: 12 PROPERTY OWNERSHIP

- (a) Any real property under the ownership of KCCNC shall not be transferred, sold or otherwise conducted without the approval of at least 75% of the registered members of the association present in the general body convened for that purpose.
- (b) Any contractual interest of KCCNC in any real property shall not be transferred, amended, sold or otherwise conducted without the approval of 75 % of the registered members of the association present in the general body convened for that purpose.
- (c) Any proposal for the transaction of real property or the contractual agreements stated above should be approved through a written resolution by 2/3 majority of the Board Of Directors before it is presented to the general body.
- (d) The approved resolution shall be noticed to the registered members of the KCCNC in writing by certified mail at least 30 days prior to the general body meeting convened for this special purpose.
- (e) Any voting for this purpose shall be done by secret ballot.

Exclusion to Article III Section 3:12

Normal maintenance and improvement up to \$10,000 to the real property per occurrence does not require the approval of the general body, as stated above.

The above constitution amendment was unanimously approved by the KCCNC general body held on Oct 07, 2012.

Philip Tharayil
KCCNC Chairman

Gipson Purayampallil
KCCNC President

Shiby Puthusseril
KCCNC General Secretary