

Constitution
Of
Fokana Inc,
(dba) Federation of Kerala Associations
In North America, Inc. (FOKANA)

(ESTABLISHED IN 1983)

Constitution Committee:

Philipose Philip – Chairman

Mammen C. Jacob

Ben Paul

Paul karukappallil

Mariamamma Pillai

John P. John

Georgy Varughese

Sajimon Antony

Saji M. Pothen

(Inclusive of all amendments till April 17, 2021)

TABLE OF CONTENTS

ARTICLES & SECTIONS	PAGE NO.
ARTICLE - 1 NAME & OBJECTIVES	
Section 1 Name of the Organization	1
Section 2 Objectives of the Federation	1
ARTICLE – II CATEGORY OF MEMBERSHIP	
Section 1 Categories of Membership	2
Section 2 Regular Member	2
Section 2 Member – at-large	2
” Associate Member	2
” Honorary Member	2
” International Member	2
ARTICLE – III MEMBERSHIP	
Section 1 Eligibility	3
Section 2 Admission	3
Section 3 Applying for Membership	4
Section 4 Membership Criterion	5
Section 4 Revoking Membership	5
ARTICLE - IV MEMBERSHIP DUES	
Section 1 Membership Fees	6
Section 2 Dues payable	6
Section 3 Action for Non-payment	6
ARTICLE - V GENERAL COUNCIL	
Section 1 Council – Composition	6
Section 2 Representative from Members	6
Section 4 Rights of Member-at-large	6
Section 9 Council’s meetings & Business	7
Section 10 Special Meeting	7
Section 14 Quorum	8
Section 15 Voting	8
ARTICLE –VI EXECUTIVE COMMITTEE	
Section 1 Who elects Executive Committee	9
Section 2 Executive Committee Office-bearers	9
Section 3 Election – Regional Vice-presidents	10

Section 4	Term of office	10
Section 6	Succession of Officers	10
Section 7(I)	Duties of Elected Officers	11
Section 7(xi)	Removal of National Committee Members	12

ARTICLE VII (A) BOARD OF DIRECTORS

Section 1	Composition of Board of Directors	12
Section 2	Term of Directors	12
Section 3	Power of Board of Directors	12
Section 4	Board of Directors' Meetings	12
Section 6	Notices – Board Meetings	12
Section 7	Quorum – Board Meeting	13
Section 8	Voting by Board of Directors	12
Section 9	Action Without Board Meeting	14
Section 10	Conference Calls – Board Meeting	14

ARTICLE VII (B) BOARD OF TRUSTEES

Section 1	Composition – Board of Trustees	14
Section 2	Eligibility – Board of Trustees	14
Section 3	Term of Office – Trustees	14
Section 4	Term Office- Immediate Past President and Secretary	14
Section 5	Removal of Trustees	14
Section 6	Automatic Removal of Trustees and Appointing	14
Section 7	Board of Trustees Chairman – who elects	14

ARTICLE VII (C) FOKANA FOUNDATION 14

ARTICLE VII (D) FOKANA WOMEN'S FORUM 15

ARTICLE VII (E) FOKANA ADVISORY BOARD 15

ARTICLE VIII (A) NATIONAL COMMITTEE

Section 1	Powers of the National Committee	15
Section 2	When to meet	15
Section 3	Notices of the Committee Meetings	15
Section 4	Quorum for Executive Committee Meetings	16
Section 5	Voting – Executive Committee Members	16

ARTICLE VIII(B) POWER OF BOARD OF TRUSTEES

Section 1	Why a Trustee Board	16
Section 2	Custodians of all Permanent Assets	16

Section 4	General Election –Board of Trustees	16
Section 5	Non-interference with Executive Committee functions	16
Section 8	Quorum – Trustee Board Meetings	17
ARTICLE – IX	SUB COMMITTEES	
Section 1	Forming sub-committees	17
Section 2	Chairperson of sub-committees	17
Section 5	Functions of chairpersons	17
ARTICLE - X (A)	ELECTION COMMITTEE	
Section 1	Election Committee appointment by BOT	18
Section 2	Inviting Nominations for Executive Committee	18
Section 3	Time-limit of Nominations	18
Section 4	Who can be a Nominee	18
Section 5	Announcement of names of nominees	18
Section 6	Supervision of Election	18
Section 7	Additional nomination	18
ARTICLE – X(B)	ELECTION PROCEDURES	19
ARTICLE – XI	GEOGRAPHICAL REGIONS	
Section 1	Sixteen Regions in USA & Canada	19
ARTICLE – XII	AFFILIATED ASSOCIATIONS	20
Section 1	Formal Affiliations	20
Section 2	Majority Vote decision	20
ARTICLE – XIII	OFFICIAL YEAR	20
ARTICLE -XIV	CONSTITUTIONAL AMENDMENTS	
Section 1	Notice of the proposed amendments	21
ARTICLE -XV	DISSOLUTION	21
ARTICLE -XVI	BANK ACCOUNTS AND COLLECTION	
Section 1	Accounts with Commercial Banks in US	21
Section 1a	Modes of Operandi of Accounts	21
Section 2	Designated Signatures	22.
Section 3	Bank Deposits	22

ARTICLE - XVII	AUDITING	22
ARTICLE - XVIII	PROCEDURE – ROBERTS RULE OF ORDERS	22
ARTICLE - XIX	DISCIPLINARY ACTION	22
ARTICLE – XX	GRIEVIENCE PROCEDURE	23
Resolutions 1 & 2		24
Amendments No. 1, No. 2, and No. 3		25
Amendment No. 4		25
Amendment No. 5		26
Amendment No. 6		26
Resolutions 1& 2 dated July1, 2012		26
Amendments No. 7 dated December 9, 2017		27
Amendments No. 8 dated April 17, 2021		27

CONSTITUTION & BY – LAWS OF THE FEDERATION OF KERALA ASSOCIATIONS IN NORTH AMERICA, INC. (FOKANA)/ FOKANA Inc.

**An IRC NON-PROFIT 501 C (3) ORGNIZATION AND INCORPORATED
IN THE STATE OF MARYLAND**

ARTICLE I: NAME AND OBJECTIVES

- Section 1.** i) The name of this organization shall be the Federation of Kerala Associations in North America (FOKANA)/ FOKANA Inc. hereinafter referred to as the Federation / FOKANA.
- ii) It shall be a non-political, non-profit, secular organization to provide a common platform to the various member organizations and interested individuals and to coordinate cultural, educational, social, economic and community affairs of the people of Kerala Origin residing in North America.
- iii) The term ‘secular is defined as the institution or organization that is not sectarian based on religion, sex, or political affiliations.
- iv) The location of the principal office of this organization shall be decided by the Board of Directors.
- 2.** The ‘objectives of the Federation’ shall be:
- i) to represent the interests of Kerala community in North America.
- ii) to preserve and popularize Kerala culture and heritage.
- iii) to promote the cultural, educational, and social life of Keralites and their descendants in North America.
- iv) to foster friendship and understanding between the Keralites and others;
- v) to organize and co-ordinate activities for the purpose of contributing to Kerala’s development.

vi) to raise, solicit and receive funds, charities, and donations to carry out the above and other worthy humanitarian causes including helping the needy in North America.

ARTICLE II: CATEGORY OF MEMBERSHIP

Section 1. There shall be five categories of members in the ‘Federation’: -

- i) Regular Members
- ii) Members-at-large
- iii) Associate Members
- iv) Honorary Members
- v) International Members.

2. The above five categories of memberships are defined as follows.

- i) **Regular member.** A regular member shall be a Kerala Organization in North America which is eligible for membership as per Article III, Section 1.
- ii) **Member-at-Large.** A member-at-large is a Keralite or descendant of Keralites who does not have a Kerala organization or an active Kerala organization in FOKANA within 50 (fifty) miles radius and has permanent residence in North America.
- iii) **Associate Member.** An Associate Member shall be a Kerala Organization in North American which is eligible for membership as per Article III, Section 1, subsection vi.
- iv) **Honorary Member.** Any person, who has rendered a conspicuous and outstanding service to the Kerala community, may be nominated to Honorary Membership on recommendation of Board of Trustees. Honorary Membership shall be exempt from all dues but be entitled to all privileges except the right to vote in general election.
- v) **International Members.** International Members shall be those foreign Kerala Organizations or other fraternal organizations determined by the Board of Directors who subscribe the aims and objectives of the ‘Federation’. International Members shall be exempt from all dues at the

discretion of the Board of Directors but shall be entitled to all privileges of membership except the right to hold office and to vote.

ARTICLE – III. MEMBERSHIP

Section 1. Eligibility.

Any socio-cultural non-political and secular organization of Keralites located in North America is eligible to apply for Regular / Associate membership of the Federation provided that the organization meets with the following qualifications:

- i. Is not for profit organization.
- ii. Has adopted and function under duly written constitution and/or by-laws.
- iii. Hold duly constituted meeting and elects its officers and other members to the Governing Body.
- iv. Subscribe to the aims, objectives and purpose of the Federation and agrees to abide by the constitution and/or by-laws of 'Federation'.
- v. Agrees to pay the prescribed membership dues upon admission to the Federation'.
- vi. Has completed one year of its' incorporation/registration in their respective States.
- vii. If association do not exist in any State, any newly formed association in that State shall be given regular membership after 6 months of state registration.
- viii. Any new membership application submitted after December 31st shall not be considered for the Fokana Election of the same year but can participate in all other activities.

Section 2. Admission.

An organization seeking membership to the 'Federation' shall apply in the prescribed form along with the following documents to the Secretary of the 'Federation'.

- i. Copy of the Certificate of Incorporation

- ii. Copy of the Constitution and / or by-laws.
 - iii. A current list of elected officers, their titles. Address, email, and telephone numbers, name, address and telephone #'s of active members of the association.
 - iv. Any cross-membership with other existing FOKANA member associations will be disqualified for the number of members for the newly applying organization.
 - v. The number of Associations/organizations from each County should be restricted to a maximum of three Associations.
 - vi. If any special circumstances arise to give membership to more than three Associations in the same County, then a no objection letter from the existing Member Associations in that County, and a recommendation letter from the Regional Vice President is required. The Board of Trustees after careful evaluation of the special circumstances may admit the new member.
3. An organization seeking the membership of the 'Federation' should submit the application in the prescribed form with a non-refundable fee of US \$ 100.00 per year (equivalent Canadian Dollars for organization based in Canada) paid with respective organization's check payable to FOKANA.
4. The application for membership received from an organization shall be reviewed, date stamped by the FOKANA General Secretary and recommendation should be forwarded within 30 days to the Board of Trustees. Upon receiving the reviewed application from the national committee, the Board of Trustees should inquire and notify the 'membership statuses to the newly applied association.

Upon approval of the application for membership, the applicant shall: -

- i. Pay Annual dues to the 'Federation' as per Article 1.
- ii. Submit to the secretary of the 'Federation' the names addresses and the telephone numbers of its representatives who will serve on the board of Directors and the General Council of the 'Federation'.
- iii. An organization except as mentioned in Article 3 section vii, who has completed six months of its' incorporation is eligible to be admitted as an Associate Member of the 'Federation', but not eligible to vote in the 'General Council' Meetings until the Associate Member is conferred with

the Regular Membership of the ‘Federation’ as per section 7 of this Article.

- iv. upon completion of one year from the date of incorporation/ registration of an Associated Member, the Board of Trustees may confirm their Regular Membership.
- v. A member organization shall be responsible to notify the Secretary of the ‘Federation’ all changes relating to article III, section 2 (ii), 2 (iii), and 5 (ii) within a period of 30 days after such changes have taken place.
- vi. Individuals seeking membership as ‘Member-at-Large shall have to apply on the prescribed form and submit their application together with a non-refundable fee of US \$ 25.00 (or equivalent Canadian Dollars) to the Secretary of the ‘Federation’. They shall pay the membership dues on receipt of the approval letter from the ‘Federation’.
- vii. If a member organization / representative of Member-at-large fails to attend three consecutive meetings, the ‘Federation’ shall have the right to remove such organization/representative from membership by a majority vote of the General Council’ of the Representatives.
- viii. Membership of all categories can be revoked if an organization/individual has been proved to be guilty of violating the Constitution and / or by-laws of the ‘Federation’ and a resolution to that effect is passed by two-thirds of the members present voting in the ‘General Council’ of Representatives.
- ix. A written notice of at least twenty-one (21) days specifying the alleged charges be given to the member/ organization prior to the commencement of action contemplated under Section 10 and 11 of this Article.
- x. An organization/ individual whose membership has been cancelled as per section 10 and 11 of this Article is not entitled to receive any unexpired portion of annual dues.

ARTICLE-IV. MEMBERSHIP DUES

- Section 1. Membership dues shall be US \$100.00 (one hundred) (equivalent Canadian Dollars) a year for regular members and US \$50.00(fifty) for Member-at Large (Single Membership) per year.
2. All Dues are payable 60 days prior to the biannual General Council/ Fokana General Election.
3. A member association that has not renewed their membership for more than 2 years will be placed on inactive status. They will need to submit the completed application and pay a fine of \$100, in addition to the fee for two years period to reinstate their membership.

ARTICLE- V. ‘GENERAL COUNCIL’ OF REPRESENTATIVES.

Section 1. The ‘General Council’ of Representatives, hereinafter referred to as the ‘**General Council**’ or ‘**Council**’, is the supreme forum of the ‘Federation’ and shall be composed of the following representatives drawn from the constituent member of organization/individuals:

- i) Board of Trustees.
- ii) All the Members of the ‘Board of Directors’
- iii) Representatives of member organization based on proportional representation as per section 2 of this Article.
- iv) Representatives elected from among the ‘members-at-large’.
- v) All past Presidents and BOT Chairpersons of FOKANA, who maintain their loyalty with the organization and have not joined any other similar umbrella organization shall be given membership in the General Council and included in the voters’ list.

Section 2. **Regular/Associate Members. Regular and Associate Members shall have proportional representation in the ‘Council’ based on the following table: -**

Up to 99 dues paying members	1 representative.
100 to 199 dues paying members	2 representatives.
200 to 299 dues paying members	4 representatives.
300 to 399 dues paying members	6 representatives.
400 and above dues paying members	7 representatives.
1000 and above dues paying members	10 representatives.

Section 3 **Member-at-large.** Member-at- large shall elect their own representatives to the general council, based on one delegate for every 10 paid members at-large or its

fractions thereof to the general council. (Up to 10 (ten) members-at large = 1 delegate, 11 to 20 = 2 delegates and so on. The number of such representatives shall not exceed one tenth of the eligible delegates who can represent the general council from regular member associations.

Section 4 Representatives of the Members-at-Large shall have equal rights and privileges in the 'General Council' except the following:

- i) That they cannot hold the position of the President of the 'Federation'
- ii) That they can hold any elected position only after completing two (2) years in the category of Member-at-large.

Section 5 An Honorary Member may be invited to attend the 'General Council of representatives as an observer.

- 6 Representatives attending the 'General Council' is required to carry appropriate. credential issued by the 'Federation' and/or by the head of their organizations.
- 7 Decisions of the 'General Council' of Representatives shall be final and binding on the organization/ individual members unless otherwise decided by the subsequent meeting of the 'Council'.
- 8 Each representative qualified to vote shall have one vote.
- 9 A meeting of the 'General Council' of Representatives shall be held at least once every two years within six months of the closing of the second official year to transact the following business: -
 - i) Review the activities of the past two years.
 - ii) Received the audited financial reports.
 - iii) Elect officers of the 'Federation'.
 - iv) Adopt Amendments to the Constitution and/ or By-laws.
 - v) Transact other business duly included in the agenda.
- 10 **Special Meeting.** If for any reason a special meeting of the General Council deemed necessary is requested by the 35% (thirty-five) of the eligible member association in writing (approved by the member organization's managing

committee and signed by Association President/Secretary) or the majority of National Committee or Board of Trustees of FOKANA, such special meeting or meetings shall be convened by FOKANA General Secretary in consultation with the President.

- 11 **Requisitioned meeting.** If for any reason, a special meeting of the council is deemed necessary by a majority of the members and representation to that effect is received by Board of Directors or the Executive Committee, such a meeting shall be called by the Secretary in consultation with the President within **30 (thirty) days of post mark notice of** such representation.
- 12 **Place of meetings.** The **Board of Trustees or the National Committee** shall specify the place, date, and time of annual, special, and requisitioned meetings of the ‘General Council’.
- 13 **Notice of Meetings.** **Any meeting or meetings called shall upon 30 (thirty) days of notice in writing, or sent** by email to each of the members at such address as appears in the records of the ‘Federation’. In the case of a Special Meeting or when required by the statue or by this constitution, notice of meeting shall be deemed delivered when deposited in the postal mail addressed to the member at the address as it appears on the official record of the ‘Federation’ with adequate postage prepaid *or the date when the email was sent.*
- 13.a Notices sent via email, or any other formal electronic media is considered valid as proper notice for all official meetings, conducted by FOKANA. Meetings conducted via conference calls, video/skype meetings or any other forms form of electronic media shall be considered legal. General Council meeting shall be conducted in person or through any electronic media if circumstances prevent the meeting from being held physically due to acts of God or government restrictions or a pandemic or similar Public Health Catastrophe.”
- 14 **Quorum.** **A quorum shall consist of 35% (Thirty-five) of the eligible members of the General Council.** If a quorum is not present at any meeting, the members present shall have the power to adjourn the meeting. An adjourned meeting due to lack of quorum can be held as a carry-over meeting after notice is given as per Section 13. Such carry-over meeting need not have a quorum.
- 15 **Voting.** **Voting at any meeting of the ‘General Council’ shall be one vote for each member, cast in person.** When there is a quorum, a majority vote of the

members present, and voting shall constitute a decision unless the vote of greater number is required by the constitution and/ or By-laws.

ARTICLE – VI.

EXECUTIVE COMMITTEE and NATIONAL COMMITTEE

Section 1. The General Council of Representatives shall elect a “**National Committee**” to manage the activities of the ‘Federation’.

Section 2. i) **The elected officers of the National Committee shall be:**

President

Executive Vice President

Vice President

General Secretary

Associate Secretary

Additional Associate Secretary

Treasurer

Associate Treasurer

Women’s forum Chair

Additional Associate Secretary

Ten Regional Vice Presidents

15 (Fifteen) Committee members

2 (Two) Committee member Canada

Youth Members ages between 18 – 30

Youth Members (5 from USA and 2 from Canada)

Total members 40.

BOT Chair, BOT secretary, Foundation Chair, Foundation Secretary, and Auditors shall be invitees to the national committee without voting rights. President has the option to invite any subject expert/ senior members to the national committee or Executive meeting.

ii) **The Executive Committee shall be**

President

Executive Vice President

Vice President

General Secretary

Treasurer

Associate Secretary
Additional Associate Secretary
Associate Treasurer
Additional Associate Treasurer
Women's Forum Chair

BOT Chair and Foundation Chair shall be invitees to all Executive committee meetings without voting rights.

3. Election of Regional Vice Presidents. The Regional Vice Presidents, one from each geographical region as per Article XI, shall be elected at the meeting of the General Council. The Board of Trustees, the National Committee members, and members' at large representatives have no voting rights in the election of the Regional Vice Presidents.

Term of office of elected officers. All officers shall hold office for approximately two (2) years, with their term of office ending on the next day following the last day of the convention provided the newly elected officers take charge simultaneously. If the Convention cannot take place due to any acts of God or government restrictions or a pandemic or similar Public Health Catastrophe during the two-year term, a maximum of five months (till November 30) can be extended to conduct the convention. Irrespective of the convention, if such a situation arises the General Election shall be done electronically before July 31st and the newly elected officers may take oath of office immediately after the election. The current Committee shall remain in power until the newly elected Committee officially take charge and is approved by the Board of Trustees.

4a **Tenure for key positions:** Tenure of all key positions such as President, General Secretary, Board of Trustee Chairman, Foundation Chairman, and Women's Forum Chairperson shall be limited to a maximum of 1 term (2 years) in the same position.

5. Succession of officers. In the event of death, resignation, removal from office, or otherwise, the orders of succession shall be as follows:

- i. The Executive Vice President shall succeed to the office of President.
- ii. In absence of Executive Vice President, Vice President shall succeed.
- iii. The above clause/succession shall be applicable to General Secretary and Treasurer (Secretary, Associate Secretary or Addl.

Associate Secretary and Treasurer, Associate Treasurer or Addl.
Associate Treasurer in that order)

6. In the event of death, resignation, removal from office, or otherwise, of a Regional Vice President, a successor to that position be elected at a meeting of the respective Regional Representatives.

7. Duties of Elected officers

- i) **The President** shall be the chief executive officer. He/ she shall be ex-officio of all committees, shall see that orders and resolution of the National Committee are carried out, and shall have all the powers and duties usually vested in the office of the president.
- ii) **The Executive Vice President** shall act in the place of the President in the absence or inability of the President. He/she shall perform such duties as may be assigned to him/ her by the President, the Board of Directors, or the National Committee. The President shall be responsible for assuring that the Executive Vice-president is kept informed of all matters and is actively involved therein to the extent that, if necessary, the person can act instead of the President.
- iii) **The Vice President** shall act in the place of the Executive Vice President in the absence or inability of the Executive Vice President. He/ She shall perform such duties as may be assigned to him/her by the President, the Board of Directors, or the National Committee.
- iv) **General Secretary-** shall attend all meetings of the Board and the National Committee and record all votes. He/she shall record or supervise the recording of the minutes of all proceedings in a book/electronic file to be kept for that purpose. He/she shall give, or cause to be given, notice of all meetings of the Board of Directors, the National Committee and 'General Council'. The Secretary shall perform such other duties as may be required for the efficient and effective functioning of the 'Federation'.
- v) **Associate Secretary-** shall act in the place of the Secretary in the absence or inability of the Secretary. He/she shall also assume such other duties as may be assigned by the Board of Directors and/or the National Committee.
- vi) **Additional Associate Secretary-** shall act in the place of the Associate Secretary in the absence or inability of the Associate Secretary. He/she shall also assume such other duties as may be assigned by the Board of Directors and/or the National Committee.

- vii) **Treasurer**- shall have general supervision over funds of the ‘Federation’ and see that full and accurate accounts of receipts and disbursements are maintained that all funds and valuable assets belonging to the ‘Federation’ shall be deposited in such depositories as may be designated by the National Committee and shall render whenever required, an accurate account of the financial condition of the ‘Federation’.
- viii) **Associate Treasurer**- shall assist the Treasurer and perform such other duties as assigned by the Board of Directors and/or the National Committee.
- ix) **Additional Associate Treasurer**- shall assist the Treasurer and perform such other duties as assigned by the Board of Directors and/or the National Committee.
- x) **Regional Vice-president(s) /Committee Members**- shall assist the President and Executive Committee in coordinating Regional and National activities and perform such other duties as assigned by the Board of Directors and/ or the Executive Committee.
- xi) **Removal of National Committee Member(s)** – Any National Committee Member who is absent for three consecutive Committee Meetings shall automatically be removed from the office. Such vacancy shall be filled by the National Committee with a majority vote of the members present at the meeting. A letter to that effect may be sent to the member after his removal.

Article – VII (A) BOARD OF DIRECTORS.

Section 1. Composition and Number. There shall be a ‘**Board of Directors**’ composed of the members of the ‘**Board of Trustees**’, ‘**National Committee, Presidents, and Immediate Past-Presidents**’ of all Member Associations’.

- 2. **Term of Directors.** Directors shall hold office for a period of approximately two (2) years and shall continue until their successors are elected. The Presidents of Associations shall automatically be replaced by the next elected President.
- 3. **Power of Board of Directors.** The Board of Directors shall have the power to make such rules and regulations and take such action not inconsistent with the constitution and/ or by-laws, as may be necessary for the general management of the affairs and activities of the ‘Federation’. Whenever the Board is not in session, the National Committee shall have all the powers of the Board, except as to matters of general policy.

4. **Meetings of Board of Directors. Regular and Special.** The meeting of the Board may be held prior to the meetings of the ‘General Council’ to brief the meeting agenda and activities of the National Committee during the current term.
5. **Special Meetings of the Board of Directors** - shall be called by the General Secretary at the written request of Majority of Board of Directors or most of the National committee and or a majority of the Board of Trustees.

Notices: The notice of any annual or regular meetings of the board shall be sent to each director by email at least 30 (thirty) days in advance of such meeting. The notice for any special meeting of the Board shall be send to each director by email at least 10 (ten) days in advance. Emergency meeting by mail or email or telephone at least ten 10 days of advance notice

7. **Quorum.** At all meeting of the board of directors 51% (fifty one percent) of the directors shall constitute a quorum to transact business.
8. **Voting.** Voting at any meeting of the Board of Directors shall be by one vote for each Director present not-with-standing the fact that a Director may be present in more than one capacity.
9. **Action of Directors without a meeting. By written consent.** Any action required or permitted to be taken at any meeting of the Board of Directors or any Committee may be taken without a meeting of all members of the Board or any Committee consent thereto in writing and the writings are filed with the minutes of proceedings of the Board or Committee as the case may be.
10. **Telephone Conference Meeting:** Members of the Board or Committee may participate in a meeting of such Board or Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute a presence in person at such meeting. Election or filling of any vacancies shall be held in person or through electronic media.

ARTICLE – VII (B) BOARD OF TRUSTEES

Section

1. There shall be a body of 9 (nine) trustees herein after referred to as the “Board of Trustees” formed from the “past and immediate past presidents and secretaries of the Federation”, four individuals and a youth member elected from the General Council.

The youth member should be between the ages of 20 – 35. The current president and secretary shall serve as ex-officio member to the Board of Trustees.

2. Eligibility – The Board of Trustees members including the youth member must have served the National Committee of FOKANA at least one term in the past.
3. The term of office for the Board of trustees shall be for four (4) years. The vacant position of the Board of Trustees shall be filled by direct election conducted at the ‘General Council’ Meetings.
4. The Immediate past President and Secretary of the ‘Federation’ will automatically become the Board of Trustee Members for a period of four years.
5. A member of the Board of Trustee Member can be removed by the ‘General Council’ by a two-third (2/3) majority vote present at the ‘Council’.
6. A Board of Trustee Member who is absent for three (3) consecutive Trustee Board meetings shall automatically be removed from office. Such vacancy for the remaining period of the removed member shall be filled by a majority vote of the Board of Trustees.
7. The Chairman, Vice-Chairman and the Secretary of the Board of Trustees shall be elected from the Trustee Board members by a majority vote of the Trustees present at the meeting for a period of two (2) years.
8. Elected Board of Trustees member can serve in the capacity as B of T for one term (4 years). The position must be vacated at least for two years before they are re-elected.

ARTICLE – VII (C) FOKANA FOUNDATION

FOKANA Foundation is the wing of FOKANA that deals with long term charity projects. Foundation chairman has the responsibility to coordinate long term charity projects with approval from FOKANA Executive Committee. Foundation chairperson is appointed by the Executive committee and shall be invited to the national committee without voting rights.

BOT Chairperson and 3 members nominated by the Trustee Board, and 3 members nominated by the Executive Committee shall constitute the Foundation. The Current FOKANA President, Secretary will be ex-officio members of the Foundation.

There shall be a Chairperson, Vice Chair, and Secretary for the Foundation. The Vice chair and the Secretary shall be nominated by the Board of Trustees.

There shall be no separate Bank account for FOKANA Foundation.

ARTICLE- VII (D) WOMEN’S FORUM

Women's Forum chairperson: The Chairperson of Women's Form is responsible for coordinating the activities of women and organizing units in the local areas. The Chairperson of Women's forum is elected directly during the general election of FOKANA. The Chairperson of Women's Forum will be a member of the Executive Committee with full voting rights.

There shall be a Chairperson, Vice Chair, Secretary and a 12-member Executive Committee representing at least one member from each region. The Committee shall be nominated by FOKANA Executive Committee in consultation with Women’s forum Chairperson.

There shall be no separate Bank account for Women’s forum.

V11 E ADVISORY BOARD

The Board of Trustees and National Committee shall nominate an Advisory Board consisting of senior members/past Presidents/ past Secretaries/ past Treasurer/past Board of Trustee members of FOKANA. Their role would be to provide advice and support when needed or deemed necessary. The total number of Advisory Board Members nominated shall be 5 (Five). 3 (Three) members will be nominated by the Board of Trustees and 2 members by Executive Committee. The term of the Board will be 4 years. and Officers shall be 2 years. Board of Trustees shall nominate the Advisory Board Chairperson and Secretary and, the Vice Chair shall be nominated by the Executive Committee. The Advisory Board Members would not be able to serve in any other elected positions in FOKANA unless they resign from the Advisory Board. If needed, Advisory Board Chairperson can be invited to attend National Committee meetings without any voting rights and can be present in the General Council Meeting with full voting rights.

ARTICLE – VIII (A). Powers of the National Committee:

Section 1 National Committee shall be vested with and exercise all the powers of the Board of Directors when such Board is not in session and report its actions to the Board at each session of the Board. The term of office of the National Committee shall be 2 years.

2. **Meetings of the National Committee.** National committee shall meet as often as required at the call of the president or most of the members of the national Committee.
3. **Notices.** The National Committee may be called into session with at least seven (7) days mail notice or three (3) days telegraphic/ telephone notice.
4. **Quorum.** At any meeting of the National Committee, a majority of its members shall constitute a quorum to transact business.
5. **Voting.** Voting at any meeting of the national committee shall be one vote for each member present notwithstanding the fact that such member may be present in more than one capacity.

ARTICLE – VIII (B) POWER OF BOARD OF TRUSTEES.

Section 1. The Board of Trustees will serve as a long-range planning and implementing body and will advise other bodies of governance regarding policies and projects for the benefits of the North American Kerala Community, as per the guidelines of the General Council.

2. The Board of Trustees shall be the custodians of all permanent assets of the 'Federation'.
3. The Board of Trustees shall submit, **biannually**, a report of recommendation with the financial status of the 'Federation' to the 'General Council' for review.
4. The Board of Trustees shall arrange and conduct General Election at the biennial General Council Meetings.
5. The Board of Trustee (s) shall not hold any other position of governance of the 'Federation' elected by the 'Federation'.
6. The Board of Trustees shall not interfere in the day-today activities of the Executive Committee of the 'Federation'.
7. The annually internally audited convention account and accounts of FOKANA should be presented and transferred to B of Trustees within 150 (one hundred fifty) days from the last date of the convention. The B O T will take necessary action including appointing individuals, consultants, legal counsel and

management personnel for the proper external audit. All reasonable expenses will be paid by FOKANA.

If fail to meet the deadline, president, secretary and treasurer from the term that the accounts are in default will be barred for at least six months from the FOKANA Board of Trustees, FOKANA Foundation or any elected or convention committee position. If those officials continue further noncompliance with the bylaws in presenting the accounts, they will be permanently barred from holding any official or elected position of FOKANA, including a Convention Committee position.

In this situation, the respective member association (s) that the defaulted president, secretary, and treasurer hail from will forfeit their right to send this individual, who defaulted to future General Council meetings.

8. **Quorum.** At any meeting of the Board of Trustees, a majority of its members shall constitute a quorum to transact business.
9. Chairman and the Secretary of the Board of Trustees shall be non-voting members of the National Committee.
10. The funds generated from new membership, membership renewal and the nomination fee of the election will be deposited in the account of the Trustee Board. The Trustee Board account will not be utilized for general spending of FOKANA, whereas this fund will become a trust fund for FOKANA, after spending for the election expenses. Proper auditing is required for all FOKANA accounts.

ARTICLE – IX. SUB-COMMITTEES

- i. Executive Committee shall form as many sub-committees as is required in its judgment to efficiently carry out the functions of the Federation.
- ii. The President shall appoint sub committees for the convention and other special needs in consultation with the Secretary, Treasurer and Executive Committee. Only, National Committee members can be coordinators of Sub- committees. However, Convener/Chairperson can be from outside the national committee.
- iii. The Board of Trustees shall form sub committees as needed to maintain discipline and update Fokana constitution. The sub- committee shall have at least one

member from amongst past Fokana Presidents/ or past Board of Trustee Chairpersons.

- iv. The chairperson/convenor of the sub-committee shall convene and conduct its meetings as and when needed.
- v. The sub-committee may co-opt members not exceeding the elected members from the community based on their social standing, community service or expertise in given field of activity.

ARTICLE – X. (A) ELECTION COMMITTEE.

- Section 1. The Board of Trustees shall appoint a three-member Election Committee with a designated chairperson at least three (3) months prior to the meeting of the General Council of Representatives. At least one member of the election committee shall be from Board of Trustees.
- 2. The election committee shall invite nominations for the National Committee, Board of Trustees, two internal auditors and name of delegates (association representatives) at least 75 (seventy-five) days prior to the election.
 - 3. Nominations in the prescribed form, duly signed by any two of three persons: president, secretary, or treasurer of the nominating organization and accepted by the nominee must be filed at least 45 (Forty-five) days prior to the annual election.
 - 4. The person nominated by an Association shall be one of the ‘official representatives/ delegates’ eligible to participate and vote at the ‘General Council’.
 - 5. The Election Committee shall announce the name of the nominees and the office at least twenty (20) days prior to the ‘General Council’. A member association can only nominate 2 (two) positions for the election of the National Committee and the Board of Trustees.
 - 6. The Chairperson of the Election Committee shall submit the names of the nominees to the meeting of the ‘General Council’ and supervise the election process.
 - 7. The ‘General Council’ at its discretion may call for additional nominations from the representatives at the time of the election of officers if no nominations for a particular position are received by the Election Committee.

8. A member association cannot forward more than one nomination for the same position to be elected at the general election.
9. The Election Committee must receive all dues and fees in arrears, along with the delegates list at least 60 (sixty) days prior to the General Council which election is held.
10. Any bounced check which is not cleared before the election will void the association's voting right for at least the following one term (2 years).
11. The election committee shall announce the final list of the nominees and the respective offices and the delegates at least 15 (fifteen) days prior to the election and no changes thereafter.
12. Election of the new office bearers can be conducted at the convention site or remotely through electronic media. Election shall be done at the convention site except if circumstances prevent the meeting from being held physically due to acts of God or government restrictions or a pandemic or similar Public Health Catastrophe. If the election is conducted at the convention, the place to conduct the election shall be provided by the President.

ARTICLE – X (B) ELECTION PROCEDURE

The candidates contesting for the various positions of FOKANA general election must solemnly pledge that once they are elected to the respective position, they uphold the Constitution and by – laws of FOKANA. The candidates once elected 'individually and collectively' as members of FOKANA National Committee indemnify FOKANA and its trustees against any financial losses or expenses incurred during their term in the office.

ARTICLE XI. GEOGRAPHICAL REGIONS.

Section 1. Until otherwise decided by the Board of Directors, for our purpose, North America shall be divided into ten (16) geographical regions as:

Region 1. Maine, Vermont, New Hampshire, Massachusetts, Rhode Island, and Connecticut.

Region 2. Metro New York: Manhattan, Queens, Bronx, Brooklyn, Staten Island and Long Island

- Region 3. Upstate New York: Westchester, Rockland, and all counties north of Westchester
- Region 4. New Jersey
- Region 5. Pennsylvania and Delaware
- Region 6. Maryland, the District of Columbia, Virginia, West Virginia,
- Region 7. Alabama, Georgia, Tennessee. North Carolina, and South Carolina.
- Region 8. Florida
- Region 9. Illinois, Missouri, Kentucky, Ohio, Indiana, Iowa, Wisconsin, Minnesota, and Michigan
- Region 10. Texas
- Region 11. Oklahoma, Kansas, Nebraska, South Dakota, and North Dakota.
- Region 12. California, New Mexico
- Region 13. Nevada, Utah, Arizona, Colorado, Hawaii, Idaho, Montana, Oregon, Washington, and Wyoming.
- Region 14. Ontario
- Region 15. Quebec, Nova Scotia, Brunswick, Prince Edward Island and Newfoundland.
- Region 16. British Columbia, Alberta, Manitoba, Northwest Territories, Saskatchewan, and Yukon

ARTICLE – XII AFFILIATED ASSOCIATIONS.

- Section 1. The Board of Trustees together with the National Committee may provide for a forum of related autonomous associations with similar aims, objectives, and purposes as that of the ‘Federation’ for common cause.
- Section 2. An affirmative vote of majority of the Directors present shall constitute a decision.

ARTICLE – XIII. OFFICIAL YEAR

The Official year of the Federation shall begin on July 1st and end on June 30th. The newly elected officers shall take the oath of office and take charge immediately following the election. The outgoing committee shall hand over all the documents including FOKANA website details, FOKANA seal, Minutes of the National Committee and General Council meetings, Bank Account Information, and any other relevant

information to the newly elected officials within 30 days of the election. The Board of Trustees shall be the custodian of all records.

ARTICLE – XIV. AMENDMENTS.

Section

1. The constitution may be amended by the General Council at any meeting thereof provided notice of the proposed amendment has been sent to all member associations no later than 45 (forty-five) days prior to such meeting.
2. 1a) No constitutional amendments shall be passed in any adjourned General Council meeting. An affirmative vote of majority of the members present and voting at such a meeting shall constitute and acceptance of the proposed amendments.
3. Eligibility. A candidate running for the elected office shall be a person of good standing and be recommended by their respective association.
 - i) The candidates contesting for the positions of President, General Secretary and Board of Trustee must have served at least one term in the FOKANA National Committee or Board of Trustees.
 - ii) Any officials of FOKANA including members of BOT, Executive committee or anyone holding official positions in FOKANA shall not hold any position in a similar umbrella organization or any other socio cultural-pravasi organizations. Candidates contesting for any position in FOKANA shall not hold any office at another organization of similar scope.

Removal from Office: Any elected official, who has violated the ethical code of FOKANA Constitution and / or misappropriation of funds, shall be removed from the office by the ‘Board of Trustees’.

Code of ethics; Acts constituting ethic violations: consistent usage of unparliamentary words, abusive behavior among FOKANA members or with their family members, moral integrity, unprofessional conduct, constant disruptions in meetings and any behavior affecting the reputation of Fokana.

ARTICLE – XV DISSOLUTION.

In the event of the dissolution of the ‘Federation’ shall, after paying or providing for payment of all liabilities and deposits of member organizations dispose of all the assets in accordance with the provisions of applicable law.

ARTICLE – XVI. BANK ACCOUNTS AND COLLECTION.

1. The Federation shall open and operate bank accounts in any commercial banks or savings and loan associations in the United States. The accounts shall be jointly opened and operated by the Treasurer, President and Secretary of the ‘Federation’.

1a The Board of Trustees shall open a permanent FOKANA account in Kerala to collect sponsorships for the purpose of conducting Kerala Convention and other charitable activities. This will be a general account which can be operated by the respective term’s BOT Chairperson/ President/Secretary or Treasurer.

2. Payments shall be made by the Treasurer, however, a check in the amount of more than \$1000.00 (One thousand only) shall be signed by any two of the Treasurer, President or Secretary of ‘Federation’.
3. All collection in the name of the ‘Federation’ shall be deposited with the Treasury of the ‘Federation’ within ten working days of the receipt.

ARTICLE – XVII. AUDITING AND TAX FILLING

1. The General Council shall elect 2 (two) internal auditors for internal auditing.
2. The internal auditors are non-voting members of National committee.
3. The internal auditors must audit the FOKANA accounts semi -annually.
4. The annual corporate tax filing is mandated.
5. FOKANA president must present the accounts, and board of trustees must coordinate the annual federal and state income tax filing.
6. The internal auditors must audit and return the biennial account within 20 (twenty) days of receiving the accounts.

ARTICLE- XVIII. PROCEDURE.

Unless otherwise herein provided, Robert’s Rule of Order on Parliamentary Procedure shall be the authority relied upon to govern procedures of meetings held by the ‘General Council’ of

Representatives, Board of Trustees. Board of Directors, National Committee, Executive Committee, or any other Committee established by or pursuant to this Constitution.

1. ARTICLE XIX DISCIPLINARY ACTION

2. If biennial internally audited convention account and other FOKANA accounts have not been presented and transferred to Board of Trustees within 150 (one hundred fifty) days from the last date of the convention, President, Secretary and Treasurer from the term that the accounts are in default will be barred for at least six months from the FOKANA Board of Trustees, FOKANA Foundation or any elected or convention committee position. If those officials continue further noncompliance with the bylaws in presenting the accounts, they will be permanently barred from holding any official or elected position of FOKANA, including a Convention Committee position.
3. In this situation, the respective member association (s) that the defaulted president, secretary, and treasurer hail from will forfeit their right to send this individual(official) to future General Council meetings.
4. Removal from Office:
Any elected official who has violated the ethical code of the FOKANA constitution and / or misappropriation of funds can be suspended from the office by the majority vote of the Board of Trustees. Any unethical, immoral, or financial misconduct by any elected present or past official of FOKANA will be permanently suspended from FOKANA and all its activities. A permanent removal from the office requires the majority of the General Council.

ARTICLE XX: GRIEVIENCE PROCEDURE

DISPUTE RESOLUTION:

Except as provided in Article XX of FOKANA's Constitution, as amended, all members of FOKANA agree that any claim, dispute, complaint, suit, action, controversy, or proceeding of any type whatsoever including any claim for equitable relief and/or where either party is acting as a "private attorney general" suing pursuant to a statutory claim or otherwise challenge FOKANA's election results or involving "FOKANA's officers'/trustees' authority to act, based on whatever theory and/or facts, whether or not arising out of FOKANA Constitution, (each "Claim") will be processed in the following manner:

- A) Claim shall be brought to the attention of FOKANA by giving a written notice to the Secretary of FOKANA, who will place the claim in the agenda of the Executive Committee within seven (7) working days of the date the claim is received. If the matter is not resolved within ten (10) working days by the Executive Committee, upon Executive Committee's recommendation, The Trustees Board shall notify the Claimant

of FOKANA's final decision within ten (10) working days of the Trustee Board receiving the claim from the Executive Committee.

- B) FOKANA and Claimant expressly waives all rights to any court proceedings, except FOKANA's rights to seek injunctive relief before the United States District Court of Maryland.
- C) Except for FOKANA's action for injunctive relief as per (B) above, all claims shall be submitted to and resolved by binding arbitration that will take place before three member arbitrators in Greenbelt, Maryland, pursuant to Maryland Law, in accordance with arbitration rules of the American Arbitration Association Commercial Mediation/Dispute Resolution. Judgment upon the award rendered by the arbitrator shall be entered in any court having jurisdiction thereof.
- D) The arbitration shall be deemed to be self-executing, and in the event either party fails to appear at any properly noticed arbitration proceeding as per the AAA rules, an award may be entered against such party notwithstanding said failure to appear.
- E) In no event, FOKANA shall be liable to the Claimant or any party, for punitive damages in any action.
- F) If legal action or arbitration is necessary to enforce the terms and conditions of the Constitution, and this arbitration clause, the prevailing party shall be entitled to recover reasonable compensation for preparation, investigation, courts, arbitration fee, and attorney's fees from the non-prevailing party as fixed by the arbitrator or court of competent jurisdiction.
- G) No cause of action arising out of or under FOKANA Constitution may be maintained, beyond the Maryland Statute of Limitation.
- H) No individual member shall file any claim, dispute, complaint, suit, action, controversy, or proceeding of any type whatsoever including any claim for equitable relief as mentioned without the approval of the respective Association General Body, where he or she is a bona fide paid member.
- I) If any individual member/ member Association goes to the court without following the above procedures, such member/member Association shall be immediately removed from Fokana by the Board of Trustees.

THE ORIGINAL CONSTITUTION AND BYE-LAWS WERE PRESENTED FOR DISCUSSION AND ADOPTED BY THE GENERAL BODY ON ITS 1st CONVENTION OF KERALITES IN NORTH AMERICA HELD IN NEW YORK. (New York, NY July 4, 1983)

RESOLUTION I. (Applicable for the 1998 Election)

It is resolved that in the seven (7) vacancies of the members of the ‘Board of Trustees’ whose term of office will be completed in 1998, new election is conducted only for five positions, two from the past Presidents or Secretaries, two from the General Council and one from the youth’. (Article VII (B) – Section 1.)

RESOLUTION 2 (Applicable for 1998 Election)

It is also resolved that for 1998, the first two members of the Board of Trustees shall be elected for a term of two years.

AMENDMENTS

AMENDMENT NO.1

Amendments in Article – III, Section (1) and Article – XI Section (1) were unanimously passed and ratified by the ‘General Council’ held on July 12, 1992 at Washington D.C.

AMENDMENT NO.2

Amended the Constitution to include Article- VII (B) and Article- VIII (B) was unanimously passed and ratified by the ‘General Council’ at its meeting held on July 3, 1994 at Toronto, Canada.

AMENDMENT NO.3

Amendments in Article- III Section (4); Article V [Section (1), Section (2), Section (9)], Article VII (A) Section (1); Article VII (B) [Section (1), Section (6), and Section (7)]; Article VIII(A) [Section (3) and Section (6); Article VIII(B) [Section (1), Section (7) and Section (9); Article IX [Section (2), Section (3)]; Article X [Section(1) [Section (2), Section (5), and Section(7)]; Article XIV [Section (3), Section (4)]; Article XVI [Section(4) Article XVII Section (1), and Resolution (2) were unanimously passed and ratified by the ‘General council held on November 8, 1997 at New York.

AMENDMENT NO.4 The following articles were amended by the General Council held on 16th March 2002 at New York.

Article VI [Section (2), Section (3)]; Article VII (B)[Section (1), Section (2) and added Section (8)], and, Article -XI [Section (1), Section (2)][Connecticut is removed from Region(2) and added to Region (1)]

AMENDMENT NO. 5

The following articles were amended by the General Council held on July 4 2008 at Valley Forge Convention Center PA.

Article II Section 2 ii& iv;

Article III Section 1, vi,& vii, Section 2, iv & v, Section 3, Section 4.

Article IV Section 1, Section 2.

Article V Section 2, Section 3, Section 4, 10, 11, 12, 13, 14, 15.

Article VI Section 2, Section 3, Section 4.

Article VII (A) Section 5, Section 6, Section 7, Section 10.

Article VII (B) Section 1,Section 2, Section 8.

Article VIII (A)

Article VIII (B) Section 7

Article X (A) Section 2, Section 3, Section 5, Section 8 Section 9, Section 10, Section 11, Section 12.

Article X (B)

Article XIV Section 1, Section 2, Section 3.

Article XVII Section 1, Section 2, 3, 4, 5 & 6.

Article XIX Section 1, Section 2, Section 3.

AMENDMENT NO. 6

The following articles were amended by the General Council held on July 2, 2010 at Albany, New York.

Article VI

Section 2 i,ii

Section 5 i

Section 7 ii, iii, vi, ix

PRESENTED FOR DISCUSSION AND ADOPTED BY THE GENERAL COUNCIL ON JULY 1, 2012 AT HOUSTON, TEXAS.

RESOLUTION #1

Dr. Madhavan Anirudhan as Founding President of FOKANA has been granted to attend National Committee meetings, Board of Directors, any other subsequent committees of FOKANA. He would also be a member of the General Council meetings of FOKANA. He can cast one vote at Board of Director's meeting & one vote as a delegate for the General Council Meeting.

RESOLUTION#2 - Advisory Board Members:

Four members were nominated to serve in the Advisory Board. Their role would be to Advise FOKANA and to give support when needed or deemed necessary. General Council can nominate others who have served FOKANA into the Advisory Board. Those members would not be able to serve in any other capacity of FOKANA unless they resign from the Advisory Board. They can be invited to attend meetings and be present for the General council meetings.

AMENDMENT NO. 7 on December 9, 2017 at the General Council Meeting held at Orangeburg, New York.

Article III Section 1 Sub Section vi, Article IV Section 1 Sub section 5 (added), Article V Section 1 Sub section 5 (added), Article V Sub Section 13a (added), Article VI Subsection 4a (added), Article VII C (added), Article VII D (added), Article XIV Section 3 Subsection 3(ii) added, Article XX (added).

Amendments passed at the General Council Meeting held on April 17, 2021.

Added "FOKANA INC." to the title. Changed Federal Non-Profit Organization to "An IRC NON- PROFIT 501 C (3) ORGANIZATION AND INCORPORATED IN THE STATE OF MARYLAND

Article I- Section 1, Section 5 (vi): Article II- Sec. 2. 2(4): Article III- Section.1(viii):

Section 2: Deleted clause v and added new clauses v, vi and vii : Section 4: Section 4(iv)

Article IV: Section 2: Article V-Section 1(v), Section 2, Section 10, 11, Section 13.a.

Section 14: Article VI -Section 1: Section 4: Section 5, Section 7: Article VII (A)

Section 4: Article VII (B)- Section 8: Article VII (C), Added Article VII (D)- Advisory Board. ARTICLE – VIII (A). Section 1: Article VIII (B): Section 7: Section 10:

Article IX- Sub Committees: Section 1, section 2, Deleted section 3 and 4: Article X(A)

Section 1, Section 10: Section 12: ARTICLE XI. Increased regions to 16 ARTICLE – XIII:

Article XIV-Added Section 1(a): Article XVI- Section 1: Section 3: ARTICLE XIX-

Section 2: Article XX
