

CONSTITUTION & BY-LAWS OF
THE KACHCHHI OSWAL JAIN ASSOCIATION
OF NORTH AMERICA, INC

CONSTITUTION

ARTICLE I – NAME AND OFFICE

- 1.1 The name of the Association shall be the Kachchhi Oswal Jain Association of North America (KOJAIN), **Inc** hereinafter referred to as “KOJAIN”. North America is defined as being composed of the United States of America ,Canada **and Mexico**.
- 1.2 **KOJAIN has been registered as Non-Profit Corporation in the State of Maryland, USA and KOJAIN’s principal office address is as follows:**
- KOJAIN, Inc.
727 Thornwood Drive
Odenton, MD 21113, USA**
- 1.3 **KOJAIN’s principal office address may be changed by 2/3 majority of the KOJAIN Board of Directors and/or as may be required by law.**
- 1.4 **Other Offices: KOJAIN may also have other offices at such other place or places within or outside the State of Maryland as may be lawful and as may be necessary and convenient to conduct its business and as KOJAIN Board of Directors may, from time to time, designate.**

ARTICLE II - OBJECTIVES

- 2.1 KOJAIN shall exclusively operate as a cultural, charitable, educational and religious non-profit organization:
- a. To maintain, enhance and advance the culture of Kachchhi Oswal Jain Community in North America, India and elsewhere.
 - b. To promote and organize cultural, charitable, educational, and religious activities in North America, India and elsewhere.
 - c. To facilitate members and organizations in making contributions to medical, educational and charitable projects in North America, India and elsewhere.
 - d. To help in publishing, distributing and promoting any material devoted wholly or partly to Kachchhi **culture**, arts and **education** and/or Jain religion.
 - e. To provide assistance and support to its members at the time of their need.

ARTICLE III - MEMBERSHIP

- 3.1 Membership in KOJAIN shall be granted to any person of Kachchhi Oswal origin, to their family members, or to anyone who subscribes to the objectives of KOJAIN and wishes to further its cause.
- 3.2 Individual membership shall be granted to any individual who has attained the age of 18 years and over. Such an individual is entitled to one vote.
- 3.3 Family Membership shall be granted to any family (husband, wife, and unmarried children under 25 years of age). The family unit will have one individual vote for the husband and one vote for the wife, similar to individual membership. This unit shall be considered as a single entity for purposes of payment of dues and mailing of notices, newsletters, etc.

- 3.4 All members shall be entitled to the same rights and privileges. Members who have not paid KOJAIN dues within prescribed time limit shall not be entitled to voting privileges, or the right to election or appointment as a member of the Board of Directors or any other committee of KOJAIN.
- 3.5 The Board of Directors, at its discretion, may determine from time to time the amount of dues for membership classes as are reasonable and necessary to meet the expenses of KOJAIN. Such dues shall remain effective until changed or altered by a resolution approved by the Board of Directors.

ARTICLE IV – GENERAL BODY MEETING

- 4.1 A General Body Meeting of the members **may** be held at the **JAINA or KOJAIN conventions as appropriate**. Venue and time of the meeting shall be decided by the Board of Directors in cooperation with the convention host(s).
- 4.2 A special General Body Meeting of members may be called by the President at his/her discretion, or by the resolution of the Board of Directors, or by a written request to the Secretary from **20 %** or more of the members with good standing.
- 4.3 At least 40 days advance notice of such meetings **by letter, E-Mail, KOJAIN newsletter or website** shall be given by the Secretary to all members, setting forth the place, date, and hour of the meeting, and in case of a special meeting, the purpose thereof.
- 4.4 A quorum of **20 %** of the voting members is required at the membership meetings, **to conduct any official business of the KOJAIN**.
- 4.5 Robert’s Rules of Order for parliamentary procedures shall apply in the conduct of all meetings.

ARTICLE V - BOARD OF DIRECTORS

- 5.1 The Board of Directors (Board) shall consist of a maximum of seventeen (17) members as follows:
- a. Four (4) elected officers by and from the general membership of all regions: President, Vice President, Secretary and Treasurer.
 - b. A maximum of eleven (11) elected Regional Directors: one (1) from each region of North America as defined under Article 5.6. Each Regional Director shall be elected by the **members of the region represented by the Regional Director**.
 - c. Immediate Past President (**Non-Voting Ex-Officio member**).
 - d. Youth Director as described under Article VI (**Non-voting member**).

The Immediate Past President and the Youth Director shall be non-voting members of the Board. All other members listed above will be voting members of the Board.

- 5.2 The term of the elected officers - President, Vice President, Secretary and Treasurer, as well as the Regional Directors and the Youth Director, shall be two (2) calendar years. The officers shall not hold the same position for more than two (2) consecutive terms.
- 5.3 All the executive powers of the association shall be vested in the Board of Directors. The Board shall:
- a. Execute all business of KOJAIN that does not require action by the full membership of the association.

- b. Establish policies of the organization, directives to officers and committee chairs, and guidelines for generating revenues.
- c. Have the power to fill any vacancies, which may occur between the elections, for the unexpired portion of the term.

5.4 DUTIES OF THE OFFICERS:

5.4.1 The President:

- a. Shall be the chief executive officer of KOJAIN.
- b. Shall, from time to time, report to the members and to the Board all matters within his/her knowledge, which the interests of KOJAIN may require to be brought to the Board's and Membership's attention.
- c. Shall preside over all Board meetings and the General Body meetings.
- d. Shall sign and execute, in the name of KOJAIN, all contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated or permitted by the Board or by this Constitution and its By-Laws to some other officer or agent of KOJAIN.

5.4.2 The Vice President:

- a. Shall exercise the powers and perform all the duties of the President in the absence of the President.
- b. Shall automatically succeed to the office of President if a vacancy occurs in that office before the next election to complete the remaining period.

5.4.3 The Secretary:

- a. Shall send notices of meetings to all concerned, as prescribed herein.
- b. Shall keep **the records of** the minutes of meetings.
- c. Shall maintain books, papers, and records of KOJAIN as the Board of Directors may direct, which shall be made available to inspection by any member of the Board of Directors.
- d. Shall furnish a current membership roster to the Election Committee during the election year

5.4.4 The Treasurer:

- a. Shall receive all funds, including dues, fees, charges, and other assessments and shall deposit such funds in the name of KOJAIN in banks or other depositories.
- b. Shall disburse funds only as authorized by KOJAIN's Board of Directors, shall keep appropriate records of receipts and expenses, and shall exhibit such records at all reasonable times to any member of the Board of Directors.
- c. Shall receive dues, and maintain a membership roster.
- d. Shall complete, execute, and file any statements or returns incidental to federal or local taxation.
- e. Shall prepare and present financial statements at the Board of Directors' and General Membership Meetings, or as directed by the Board.
- f. Shall facilitate an audit of accounts by independent auditors or by the audit committee, as prescribed in Article VIII.

5.5 BOARD OF DIRECTORS' MEETINGS

- 5.5.1 A **periodic** meeting of the Board of Directors shall be called by the President at least three (3) times per year for the transaction of the general business of KOJAIN. Meetings may be held in person or on the

telephone, at the discretion of the President. In addition, voting on some business transactions may be conducted by mail or by electronic media or by facsimile.

- 5.5.2 The President shall call a special meeting of the Board within six weeks of the receipt of a written request signed by at least **five (5)** KOJAIN Board Members.
- 5.5.3 The Secretary shall send notice of any meeting by letter, facsimile, E-mail or by telephone, at least 15 days in advance for a phone meeting and at least 30 days in advance for a meeting at a specific site.
- 5.5.4 The quorum for a meeting of the Board shall be constituted by the attendance of 1/3 (one-third) of the **voting** members of the Board in person or on tele-conference.
- 5.6 Eleven (11) regions of North America are defined as follows:

Region 1: Arizona, Colorado, Hawaii, New Mexico, Southern California (35°N or lower Latitude), Utah., **Mexico.**

Region 2: Alaska, Idaho, Montana, Nevada, Northern California (Higher than 35°N Latitude), Oregon, Washington, Wyoming.

Region 3: Arkansas, Kansas, Louisiana, Missouri, Oklahoma, Texas.

Region 4: Illinois, Indiana, Iowa, Minnesota, Nebraska, N. Dakota, S. Dakota, Wisconsin.

Region 5: Alabama, Florida, Georgia, Mississippi, Tennessee.

Region 6: Kentucky, Michigan, Ohio, Western Pennsylvania (77°W longitude or greater), West Virginia.

Region 7: Maryland, N. Carolina, S. Carolina, Virginia, Washington DC.

Region 8: Delaware, Eastern Pennsylvania (less than 77°W longitude), New Jersey.

Region 9: New York.

Region 10: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont.

Region 11: Canada.

ARTICLE VI - YOUTH COMMITTEE

- 6.1 The Youth Committee shall represent the youths of KOJAIN. The Youth Committee shall conduct youth activities consistent with KOJAIN objectives, provide support in various KOJAIN activities, and interface with other youth organizations, all with the approval of the KOJAIN Board of Directors.
- 6.2 The Youth Committee shall consist of a maximum of eleven (11) members, one from each Region as defined in Article 5.6. Members of the first Youth Committee will be appointed by the Board of Directors. One (1) member of the KOJAIN Board of Directors shall serve on the Youth Committee in an advisory capacity.
- 6.3 Any youth between the ages of 15 and **30** years and qualified by KOJAIN individual or family membership in good standing is considered to be a youth member of the KOJAIN and is eligible to vote to

elect Youth Committee members. The age requirement shall be satisfied on the first day of the calendar year during which the elected Youth Committee will take office.

- 6.4 Youth Committee Members shall elect from among themselves a Youth Director, who will become a member of the KOJAIN Board of Directors for the two-year term.
- 6.5 The Youth Committee Members shall develop its own By Laws under KOJAIN and be elected every two (2) years, similar to the election process described under Section VIII, in the absence of any other procedure developed by the Youth Committee.
- 6.6 Only one (1) person from a member family shall be elected to the Youth Committee. The same person cannot seek election to both the Youth Committee and the Board of Directors.

ARTICLE VII - COMMITTEES

- 7.1 The Board of Directors may establish as many committees as deemed necessary to carry out KOJAIN business. The Board may alter, revamp or discontinue any committee, except for the Youth Committee, Election Committee, and Audit Committee, referred to in Articles VI, VIII, and IX respectively.
 - 7.1.1 One or more of the following or any other standing committees may be appointed by the Board of Directors on a need basis as determined by the Board:
 - a. Fund raising/Membership
 - b. Publications
 - c. Convention
 - d. Education (research, religion, cultural, arts, etc.)
 - e. Long Range Planning
 - f. Constitution and By-Laws
 - g. Scholarship**
- 7.2 Any committee appointed by the outgoing Board shall be subject to review by the incoming Board, which may extend that committee's continuance, reconstitute it, or discontinue it. Each committee member and chairperson shall be a member of KOJAIN in good standing. One member of the Board may serve on each committee as an advisor.
- 7.3 All committee chairpersons shall report and coordinate their committee activities with the President and other officers as directed by the President. President shall be a member of all the committees except the election committee. Each committee chairperson shall carry out his/her committee duties/activities as per established and approved goals, shall keep records of the committee activities, and shall turn over the documents to the succeeding chairperson or to the Secretary.
- 7.4 Whenever there is a vacancy on any committee, the President shall, with the advice of the Committee Chairperson, appoint another member to such committee. In the event the position of the Committee Chairperson becomes vacant, the President, in consultation with the Vice President, shall appoint another member to such position.
- 7.5 Any committee member may be removed by the person(s) authorized to appoint such member whenever, in appointers' judgment, the best interest of KOJAIN will be served thereby.

ARTICLE VIII - ELECTION COMMITTEE

- 8.1 The purpose and the role of the Election Committee is to conduct the election process by mail ballot for electing the next Board of Directors for a two (2) year term, which begins in January and ends in December of the following year.
- 8.2 The Board of Directors shall appoint the Election Committee, comprised of **five (5)** members including one chairperson from general membership by no later than July 10 in the Election year. None of these members shall be members of the current Board of Directors. **No more than two members shall be from any one region**
- 8.3 None of the members of the Election Committee shall be members of the current Board of Directors.
- 8.4 Members of the Election Committee shall neither be eligible for contesting election to the Board of Directors nor canvass for any nominee seeking election.
- 8.5 ELECTION PROCESS
- 8.5.1 Election of the Board of Directors shall be done by mail ballot **open to all members of the KOJAIN in good standing on 1 July of the Election Year.**
- 8.5.2 The Secretary shall furnish the list of current Board of Directors, their election date, and the list of members in good standing of KOJAIN to the Election Committee no later than July 15 of the Election Year.
- 8.5.3 The Election Committee shall invite nominations from the current membership for electing Board of Directors (Officers and Regional Directors) no later than August 15 of the Election Year. **The Committee shall make any necessary announcements through letter, E-Mail, KOJAIN newsletter or KOJAIN web-site.**
- 8.5.4 A valid nomination shall satisfy the following:
- a. The nominee shall be a member of the KOJAIN in good standing on 1 July of the Election Year.
 - b. The nominee shall contest for only one position.
 - c. The nominee for any officer's position shall be proposed by at least two (2) members of the KOJAIN.
 - d. The Regional Director nominee shall be a resident of the region from which he/she is contesting the election. The Regional Director nominee shall be proposed by at least two (2) members of the same region from which he/she is contesting the election.
 - e. Each nominee shall submit, in writing, his/her acceptance as nominee to contest the election and to serve, if elected. Each nominee may also furnish a short biographical sketch including the record of his/her service to non-profit organizations, professional associations, etc.
 - f. The nominee for the position of President must have served as a KOJAIN Director for a minimum of two (2) years.**
- 8.5.5 Nominations shall close in no less than 30 days from the date of Invitation/Announcements, but no later than September 15 of the election year.
- 8.5.6 If an election is required for any position, the Election Committee shall prepare and mail out election ballots and election rules to voting members in good standing as soon as practical after the date of nomination closing, but no later than October 15 of the election year.

- 8.5.7 Election ballot closing period shall be no less than 30 days from the date of mailing, but the closing date shall be no later than November 15 of the election year. Any signed and properly voted ballot by each member in good standing, received by the Election Committee and postmarked on or before the election closing date, shall be considered valid for counting.
- 8.5.8 The Election Committee shall announce ballot opening and counting time and location to the candidates contesting the election. These candidates may attend the ballot opening and counting in person or through their representatives.
- 8.5.9 The Election Committee shall tabulate and submit the results of the election to the Board of Directors within 15 days of the election ballot closing, but no later than December 1 of the election year. The newly-elected Board of Directors shall take over on January 1 of the year following the election year.
- 8.5.10 In case of tie votes for the position of the President, the Election Committee Chair shall have the tie breaking vote. In case of a tie for any other position, the elected President shall have the tie breaking vote.

ARTICLE IX - FINANCE

- 9.1 The fiscal year of KOJAIN shall be the calendar year ending on December 31.
- 9.2 KOJAIN shall have no capital stock, either authorized or issued.
- 9.3 KOJAIN shall have the right to enter into contracts, including leases, to receive, hold, use, disburse and dispose of all money and property of every name/nature donated, bequeathed, devised, conveyed or transferred to it, and to do and perform any/all acts necessary or incidental in order to carry out its purpose as described in Article II.
- 9.4 All members of **KOJAIN Board and Committees** are honorary, serving on a voluntary basis without any **compensation, except KOJAIN will reimburse only for the approved out of pocket expenses incurred on behalf of KOJAIN for its activities, on submitting actual expense receipts to the treasurer.**
- 9.5 Members, Board of Directors, and Officers of this association shall not be personally liable to any extent whatsoever for the obligations of this Association.
- 9.6 The Board of Directors may raise additional funds from members as well as other sources they consider appropriate to meet the objectives of KOJAIN.
- 9.7 The Board of Directors or its officers shall not at any time authorize an expenditure that exceeds the available net assets of KOJAIN.
- 9.8 Donations received for a specific purpose, including any income from the investment of the funds received, shall be used for the same specific purpose.
- 9.9 Any endowment fund received by KOJAIN shall remain inviolate and in perpetuity until the dissolution of KOJAIN. The income from the investment of such fund may be used for the activities of KOJAIN. Furthermore, if the fund has been endowed for a specific purpose, its income shall be used only for that specific purpose.

- 9.10 No funds of this Association shall be disbursed nor liability incurred on behalf of KOJAIN by any member, committee, officer, or board director unless and until such disbursement or liability has been previously authorized by the Board of Directors.
- 9.11 All the disbursements above \$1000 must be approved by the Board of Directors. Disbursements below \$1000 shall be approved by the president.
- 9.12 Disbursement from various funds shall be made by a check signed by the Treasurer, or any other authorized officer of KOJAIN as approved by the Board of Directors. Any check for an amount greater than \$1000 shall have two (2) authorized signatures.
- 9.14 - AUDIT COMMITTEE:
- 9.14.1 The Audit Committee shall be appointed by the Board of Directors and shall consist of three (3) members, none of whom shall be an officer of KOJAIN. The committee shall meet in sufficient time to audit the annual report of the Treasurer. The following shall be examined: (a) Cash book, ledger, and other book of account; (b) Checkbook and bank statements; (c) Receipted bills for all expenditures and authorization for the same; and (d) All inventory of KOJAIN property.
- 9.14.2 The Audit Committee role may be substituted by independent auditors every two (2) years.
- 9.14.3 Audit Committee and/or independent auditors' report shall be published in KOJAIN newsletter.
- 9.15 – GRANT MAKING
- 9.15.1 The making of grants/contributions and otherwise rendering financial assistance to meet KOJAIN objectives defined under article II shall be within the exclusive power of the KOJAIN Board of Directors.**
- 9.15.2 In furtherance of the KOJAIN objectives, the board of directors shall have power to make grants, in furtherance of the KOJAIN objectives, to any organizations organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(C)(3) of the code.**
- 9.15.3 The KOJAIN board of directors shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the board of directors approves the request, shall authorize payment of such funds to the approved grantee.**
- 9.15.4 The board of directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes, which were approved by the board of directors.**
- 9.15.5 The board of directors may, in its absolute discretion, refuse to make any grants or contribution or otherwise render financial assistance to or for any or all purposes for which funds are requested.**
- 9.15.6 The board of directors shall at all times have the right to withdraw approval of the grant and use the funds for other purposes.**
- 9.15.7 The KOJAIN may refuse to accept contributions so earmarked that they MUST in any event go to a foreign organization.**

ARTICLE X - AMENDMENTS

- 10.1 Proposed amendments to the Constitution may be initiated by one of the following methods:
- a. By recommendation of the Constitution & By-Law Committee and upon receiving a majority vote of the Board of Directors.
 - b. Upon written petition by 1/3 (one-third) of Board of Directors and upon receiving a majority vote of the Board of Directors.
 - c. By majority vote of the voting members at a general body meeting specified under Article IV of this Constitution.
- 10.2 Proposed amendments to the Constitution shall be submitted to all eligible voting members by the Secretary at least 30 days prior to any letter ballot closing date, with any recommendations of the Board of Directors.
- 10.3 Amendments to the Constitution shall be adopted by an affirmative vote of two-thirds (2/3) or more of the voting power of those eligible members voting therein by regularly issued letter ballot; provided that the total numbers of votes cast shall be **30 %** or more of the total voting members of KOJAIN.

ARTICLE XI - TAX EXEMPTION

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

ARTICLE XII - DISSOLUTION

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

KOJAIN BY-LAWS

1. MEMBERSHIP DUES

1.1	Individual Membership (Biennial):	US \$30
1.2	Family Membership (Biennial):	US \$40
1.3	Individual Lifetime Membership:	US 200
1.4	Family Lifetime Membership:	US \$250

The Membership Dues will be determined by the Board of Directors as noted in Article 3.5 of this Constitution.

History of KOJAIN Constitution & Bylaws

1. On 03 July,1994, fifteen(15) members ad hock constitution committee was formed from the members gathered at the Toronto, Canada, to come up with a framework of the constitution for The Kachchhi Oswal Jain Association Of North America.

2. First Constitution & Bylaws of The Kachchhi Oswal Jain Association of North America (KOJAIN) were approved by the membership in October, 1995.

3. On 30 September,2003, first amendments to the KOJAIN Constitution & Bylaws were adopted on completion of the amendment process as per Article 9 of the Constitution.