

# THE CONSTITUTION AND BYLAWS OF THE Saint Joseph's College Trichy Alumni USA Chapter (SJCTAUSAC)

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## PREAMBLE:

We the Saint Joseph's College Trichy Alumni USA Chapter, in order to form an organization, establish a bond with the Saint Joseph's college Alumni's, complement the general social cultural needs, foster reunions, traditions and values in ourselves, and impart them to our posterity, do hereby ordain and establish this Constitution for the Saint Joseph's College Alumni USA Chapter.

## ARTICLE I

### Section 1 - Name:

- a. The name of the organization shall be the Saint Joseph's College Trichy Alumni USA Chapter here in after referred to as acronym 'SJCTAUSAC'.

### Section 2 - Organization:

- a. The Association shall cover all Josephites who reside in the United States of America.

### Section 3 - Domain:

- a. The domain of the Association shall be Maryland, here in after called the " SJCTAUSAC".

### Section 4 - Office:

- a. The Board of Directors shall decide the location of the association and offices. It will most likely be the President's residence address.
- b. The SJCTAUSAC is organized exclusively for charitable, educational, and/or cultural exchange purposes pursuant to the guidelines of United States Internal Revenue Code, Title 26 of the U.S. Code, § 501 (c)(3). (Here in after "IRC § 501 (c) (3)".)

## ARTICLE II

### Section 1 - OBJECTIVES:

- a. The SJCTAUSAC is a charitable, non-profit, and secular organization.
- b. Promote more understanding between the Saint Joseph's College, Trichy and other cultural groups and organizations.
- c. SJCTAUSAC is committed in all areas of its operation in providing an environment that is free from harassment and discrimination. Harassment and discrimination based upon an individual's gender, race, ethnicity, caste, national origin, age, religion or any other legally protected characteristics will not be tolerated. All members, including board members and volunteers, are expected and required to abide by this policy. SJCTAUSAC admits Saint Joseph's College Trichy Alumni of any gender, race, ethnicity, caste, national origin, age, religion, and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to the students. It does not discriminate on the basis of gender, race, ethnicity, caste, national origin, age, religion, and ethnic origin in administration of its operations.

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- d. It is decided that SJCTAUSAC is to be formed under the laws of Maryland as a separate legal entity. It is also decided that SJCTAUSAC shall be operated as a non-profit entity as prescribed by IRC §501(c) (3) and properly maintain that status as required by federal and state law.
- e. No part of the net funds of the Saint Joseph's College Alumni USA Chapter of United States of America shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause thereof. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under IRC § 501 (c) (3), or corresponding section of any future federal code, or (b) by an organization, contributions to which are deductible under IRC § 170 (c) (2), or corresponding section of any future federal tax code.

## ARTICLE III

### Section 1 - FUNCTIONS:

The functions of SJCTAUSAC are chosen to realize the objectives specified in section 1 of Article I. The role of SJCTAUSAC is subdivided into the following tasks:

- a) Sponsor educational and cultural projects promoting Saint Joseph's College Alumni's, current underprivileged Students of Saint Joseph's College and bridge Universities between United States of America and in India. SJCTAUSAC shall identify, plan, oversee and maintain such projects.
- b) Stimulate Volunteerism among citizens in United States of America.
- c) Promote people participation in democratic processes in the United States without any political party affiliation.
- d) Hold reunions, educational, cultural, fund-raising and charitable events in the United States to support these activities.
- e) Establish mutually beneficial relations among the Saint Joseph's College, its alumni, friends, and the Josephite Community through improved collaborations.
- f) To promote the presence of Saint Joseph's College as a viable alternative to acquiring a quality university education to other competing institutions.
- g) To act as a vigilant protector of Saint Joseph's College long and rich heritage.

## ARTICLE IV

### MEMBERSHIP AND EXECUTIVE STRUCTURE

#### Section: 1. Membership

Membership in the SJCTAUSAC is valid for one year and shall be based upon the fiscal year that conforms to 1st January through 31st December. It is also in accordance with ARTICLE VI of the Constitution and the following procedures:

#### A. Regular Membership

1. Any individual living in USA who has been awarded a degree, diploma, or certificate by Saint Joseph's College, Tiruchirappalli, or Staff may become a Regular Member of this SJCTAUSAC by paying the appropriate annual membership fees. Members who have paid their annual membership for the current fiscal year before the end of June are considered active members. Other members are considered dormant members without voting rights.

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2. Active members shall be accorded full voting rights and the privilege to hold office. The Board of Directors is herein empowered to establish such membership fees, as it deems necessary and to issue appropriate certificates of membership to such persons entitled thereto.

## B. Honorary Membership

1. Honorary Membership is extended to persons because of their outstanding contribution to Saint Joseph's College, Tiruchirappalli and Studied or Worked at Saint Joseph's College, Tiruchirappalli.
2. Honorary Members shall have the privilege of participating in all National Alumni SJCTAUSAC activities, but they do not have voting rights in the SJCTAUSAC and are not eligible to hold office.
3. The Board of Directors by a 2/3 majority vote may elect a person to Honorary Membership.

## Section 2 - ORGANIZATION STRUCTURE:

- a) The SJCTAUSAC operations are governed by an elected Board of Directors.
- b) The Board of Directors consists of eleven members - five officers (Executive Committee), namely President, Vice-President, Secretary, Joint Secretary and Treasurer and six Regional Representatives from different parts of the country. Based on the growth of the Association, the number of Regional Representatives can be increased up to a maximum of 12.
- c) There will be five Board of Advisors including one immediate Past President. The Board of Advisors will oversee, help and guide the Board of Directors with smooth running of the Association. One of the Board of Advisors (the longest serving member) will move out voluntarily when the next Ex-President joins the Board of Advisors.
- d) Board of Directors may appoint ad-hoc sub-committees to execute specific tasks such as Reunion, Conferences, Training, Technology, Finance, Arts and Youth programs, to assist and extend the activities of the Association.
- e) Board of Directors are responsible for carrying out all the tasks to meet the objectives of SJCTAUSAC.
- f) The Board (Board of Directors and Board of Advisors) shall develop "SJCTAUSAC Operational Document" with procedures and guidelines for the operations of SJCTAUSAC with the help of sub committees.
- g) The duration of a term constituted Board of Directors shall be three years except for the first term after the adoption of the Bylaws. Any vacancy that might arise during the term of the Board of Directors must be filled within ninety days by the SJCTAUSAC Board.
- h) More than one family member from the same alumni family will not be allowed to serve either in Board of Directors or in Board of Advisors.
- i) All Committees shall work in close association with the Board of Directors to achieve their specific goals. Programs and activities of the committees shall be carried out under the direction of the Board of Directors.

## Section 3 - ELECTION AND TERMS OF OFFICE OF THE BOARD OF DIRECTORS

1. All enrolled and active SJCTAUSAC members shall have the voting right.
2. The term of office of the Board of Directors shall be for a period of three years.
3. The election of the incoming Board of Directors shall be conducted in December. The term of office shall begin in January of the following year.

4. The Election shall be conducted by an Election Committee of three members. SJCTAUSAC Board of Advisors shall appoint the Election Committee for each election. One of them will be appointed as the Chairperson. Election Committee is an independent body. The Election Committee is responsible for receiving nominations, verifying eligibility of nominees and conduct of the elections. Nominations shall be in writing, which shall include a statement of the nominee's willingness to serve with the signature of the proposer. Members of the Election Committee shall not contest in the election. A member of the SJCTAUSAC shall file nomination for a specific position within the Board of Directors and shall not contest for more than one position on the Board of Directors in a given term. Nomination for all five officers cannot be from the same class of Alumni.
5. To be eligible to contest for the President of SJCTAUSAC, the candidate must have served as a Board of Director for a minimum of three years. A member can serve as the same Officer in Board of Directors for two consecutive terms only.
6. SJCTAUSAC Board of Advisors shall propose to fill-in any interim vacant position in Board of Directors in case it arises before the subsequent election and shall be confirmed by the Board of Directors.
7. The Regional Representatives of the Board of Directors shall be elected by the members of those corresponding regions.

### Section 4 - RESPONSIBILITIES OF THE BOARD OF THE SJCTAUSAC

- a) The Board members are responsible for the activities of SJCTAUSAC, and hence the Board Members are entrusted with the obligation to oversee the proper execution of SJCTAUSAC 's bylaws.
- b) All the Board members are expected to attend the SJCTAUSAC Board meetings and participate effectively in running the SJCTAUSAC. All Board meetings shall be kept open and the meeting minutes will be made available to the members upon request. If a board member is habitually absent, i.e. absent for three consecutive Board meetings, without a valued reasonable cause for such absence, the Board shall, by 2/3rds majority vote to remove that member from the Board. After removal, that member shall be ineligible to serve as a member of the Board for the remainder of his/her term.
- c) In transacting SJCTAUSAC business, a decision made by a majority vote is binding; however, board is expected to operate under the constraints of Bylaws, prevailing law, and generally accepted principles of conduct.
- d) The Board shall develop, publicize, maintain, and enforce a code of conduct defining ethical standards for all directors/volunteers and shall also ensure their acknowledgement of such policies with their signed records.

#### A. *PRESIDENT*

- a) Shall in general, manage all activities and business of the SJCTAUSAC. The President shall call for and preside at the meetings of the SJCTAUSAC and the committees.
- b) Shall, with the approval of the Board of Directors, appoint members of all standing and other committees.
- c) Shall sign all documents in the name and on behalf of the SJCTAUSAC.
- d) Shall see that all activities of the SJCTAUSAC are properly documented.
- e) During the temporary absence of any lead of the Committee, the President shall assign the lead's responsibilities to other members of the committee.
- f) Shall serve as Chairperson of the Legislative Affairs Committee.
- g) Shall direct special activities of the SJCTAUSAC and shall serve as Chairperson of the Annual General Body Committee.

## B. Vice-President

- a) Shall preside over the meetings of the SJCTAUSAC in the absence of, or at the direction of the President and serve as Chairman of the Development Committee.
- b) Shall be responsible for implementing the SJCTAUSAC's philanthropic efforts through grants, fundraising events, and individual/chapter contributions which benefit the SJCTAUSAC and Saint Joseph's College, Tiruchirappalli.
- c) Shall be responsible for increasing the membership of the SJCTAUSAC and shall serve as Chairman of the Membership Committee.
- d) Shall be responsible for increasing alumni membership through the growth of alumni chapters and actively engaging students and young alumni.
- e) Shall perform such other duties as may be assigned by the President.

## C. *SECRETARY*

- a) Shall be responsible for coordinating, recording and presenting the minutes of all the meetings. Shall be responsible for securing all important documents and correspondence either electronically or manually.
- b) Shall be responsible for presenting the minutes of the meetings to the registered members upon request.
- c) Shall sign and attend to all correspondence of the SJCTAUSAC. The Secretary shall send notices of all meetings and functions held on behalf of the SJCTAUSAC to members.
- d) Shall be the custodian of all records, documents and physical assets of the SJCTAUSAC other than those under the jurisdiction of the Treasurer. The Secretary shall maintain an updated list of members and an updated list of physical assets of the SJCTAUSAC.
- e) Shall perform such other duties as may be assigned to the Secretary by the President.
- f) Shall present a consolidated report of all the activities of the SJCTAUSAC at the Annual General Body Meeting.

## D. *JOINT SECRETARY*

- a) Shall coordinate, record and present in the absence of, or at the direction of the Secretary.
- b) Shall work very closely with and help Secretary and Treasurer.
- c) Shall perform such other duties as may be assigned to the Joint Secretary by the Secretary and the President.

## C. *TREASURER*

- a) Shall have charge and custody of and be responsible for all funds of the SJCTAUSAC.
- b) Shall establish and maintain a bank account in the name of SJCTAUSAC.
- c) Shall make, countersign and endorse in the name of the SJCTAUSAC all checks, drafts, notes and other orders for the payment of money, under the direction of the Officers. Checks above \$500 (Five hundred dollars) shall be signed by both the Treasurer and the President of the SJCTAUSAC.
- d) Shall maintain records of all financial transactions made by or on behalf of the SJCTAUSAC in accordance with approved accounting principles. Shall be responsible for securing all important financial documents either electronically or manually.
- e) Shall present and publish an up-to date, audited financial report at the annual General Body Meeting of the SJCTAUSAC.
- f) Shall file any certificates/reports/tax returns required by any statute, Federal or State.
- g) Shall perform such other duties as may be assigned to him/her by the President.



## *D. BOARD OF ADVISORS*

- a) Shall govern the long-term policies and the legal aspects of the Association.
- b) Shall advise the Board of Directors for proper decision-making process.
- c) Shall bring collective feedback and concerns of other Alumni members to the attention of the officers of the Board.
- d) Shall perform any Ad-hoc task requested by the Board of Directors.
- e) Shall appoint the Election Committee.
- f) Shall have full access to the Association members data.

## *E. REGIONAL REPRESENTATIVES*

- a) Shall develop relationship with state/local Alumni's for SJCTAUSAC.
- b) Shall facilitate regional reunions or volunteer appreciation events.
- c) Shall bring collective feedback and concerns of other members to the attention of the Board of Directors.
- d) Shall appoint an alternate representative to attend and represent him/her in a Board of Directors meeting in case of a planned absence. However the alternative representative shall not have the voting rights for any resolution.
- e) Shall create and manage local regional committees.

## Section 5 - Terms of Office

The term of office for the five officers (Executive Committee), shall be three (3) years. Any person shall be eligible to succeed him or herself only once in any given office, limiting them to 2 consecutive terms.

## ARTICLE V

### MEETINGS

#### *A. BOARD OF DIRECTORS MEETINGS*

- a) The Board of Directors shall meet or convene a conference call at least once in a month.
- b) The Board of Directors shall meet at the call of the President or Majority of its members.

#### *B. GENERAL BODY MEETINGS*

- a) The General Body shall meet at least once in a year.
- b) The President may convene a General Body meeting anytime during the year.
- c) The President should convene a General Body Meeting if a majority of the members of the SJCTAUSAC demand one.
- d) Notice including the agenda of the General Body Meetings shall be given to all members of the SJCTAUSAC at least one week in advance.

#### *C. QUORUM*

- a) One third of the members of the SJCTAUSAC shall constitute a Quorum for a General Body Meeting.
- b) A simple majority shall constitute a Quorum for the Board of Directors Meetings.

#### *D. PASSAGE OF RESOLUTIONS*

A simple majority of members present is required for the passage of any resolution in the Board Directors Meetings or General Body Meetings.

## ARTICLE VI

### Section 2 - CONFLICT RESOLUTION

- A. Any member or officer of the SJCTAUSAC may be removed on the grounds of inability to perform the duties of the position, corruption, conflict-of-interest, misuse of information, favoritism, or gross misconduct, at a meeting of the General Body called for that purpose.
- B. The process set in motion for recall or removal of any member or officer of SJCTAUSAC involves the following steps:
  - a) Recall of any SJCTAUSAC member or officer: Any general body member may initiate removal proceedings in a meeting of the general body called specifically for this purpose by presenting such a written request to the President, or Board of Directors, with the written consent and support (with signatures) of at least 10% of the General Body members in good standing.
  - b) General Body of Meeting: President or Board shall send a notice of such a meeting with date, time, location and agenda for the meeting at least 15 days prior to the date of such meeting. All details relating to the investigative report and Board resolutions/decisions to remove the member/officer shall be presented to the General Body. The member/officer being sought to be removed shall be given every opportunity to explain his/her position in front of the General Body meeting, before a vote is taken for removal. A majority of 2/3rd (two-thirds) of the members so assembled for this purpose is required to remove a member/officer.
  - c) Disbarment from SJCTAUSAC: A member/officer once removed or suspended by the General Body will forfeit his/her membership in SJCTAUSAC for a finite number of years as determined by the General Body.

### C. DISSOLUTION

The SJCTAUSAC can be dissolved by a four-fifths vote of the Members present at a General Body Meeting.

### D. DISPOSITION OF FUNDS UPON DISSOLUTION

Upon the dissolution of the SJCTAUSAC, assets shall be distributed for one or more exempt purposes within the meaning of IRC § 501(c) (3), or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose.

## ARTICLE VII

### RULES OF GOVERNANCE

In all matters concerned with procedure in the conductance of meetings of the SJCTAUSAC and its Chapters, *Robert's Rules of Order*, current edition; shall govern except as provided herein.

## A. AMENDMENTS

- a) The Bylaws may be amended at any General Body Meeting of the SJCTAUSAC by two-thirds vote provided that the amendment has been sent to the members at least a week prior to the General Body Meeting.
- b) A member proposing an amendment shall submit in writing to the Board at least eight weeks prior to a General Body Meeting. The Board shall determine the worthiness of the amendment and inform the purpose of its evaluation within four weeks of receipt. Upon findings, if the proposed amendment is found to be of worth, the Board shall include the proposed amendment for consideration in the next scheduled General Body Meeting, subject to the prior notice requirement of Article VII. A. (a).
- c) In the event that the Board rejects the member's proposed amendment, the member may send a petition in writing, signed by one-third members, to the Board, at least four weeks prior to a General Body Meeting. Proposed amendments, in its entirety, shall be sent to the membership by the Board for consideration in the next scheduled General Body Meeting. In the case when the Board proposes an amendment, only the prior notice requirement of VIII. A. (a) need to be satisfied.

## ARTICLE VIII

### INDEBTEDNESS

The President shall be authorized to make expenditures or obligations not to exceed Two Hundred Dollars (\$200.00), without prior approval of the Board of Directors. Such expenditures must be sanctioned at the next Board of Directors meeting by its two-third (2/3) majority vote. All other expenditures shall be approved budget items and/or expenditures authorized by the Board of Directors, in session.

#### A. PARLIMENTARY AUTHORITY

- a) The rules contained in the current edition of Robert's Rules of order Newly Revised shall govern the SJCTAUSAC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the SJCTAUSAC may adopt.

## ARTICLE IX - LIMITATIONS OF LIABILITY

No Officer or member of this SJCTAUSAC shall have the authority or power to impose or incur financial liability on the part of the SJCTAUSAC without express authorization of the Board of Directors, in writing and obtained in advance, except as provided for herein.

## ARTICLE X - ADOPTION OF THE BYLAWS

The Bylaws of the Saint Joseph's College Tiruchirappalli, Alumni Association, US Chapter, were adopted by a two-thirds (2/3) majority of the Board of Directors of the SJCTAUSAC on 3<sup>rd</sup> October 2020.

### RATIFICATION OF THE ORIGINAL BYLAWS

- a) The original bylaws were ratified and became effective upon ratification by majority of the members on the date of 31<sup>st</sup> October 2020.