

*Constitution & Bylaws of  
The Orissa Society of the Americas*

The Orissa Society of the Americas is, and shall continue to be, a not-for-profit organization dedicated to the pursuit of excellence by fostering and propagating Odia culture in North America. By means of promoting socio-cultural events, educational activities, and developmental endeavors, The Orissa Society of the Americas shall serve as the primary resource for the engagement and education of Odia-Americans, and shall strive to enrich North American society with Odia-American contribution. In pursuing its underlying goals, The Orissa Society of the Americas shall at all times adhere to the fundamental values of integrity, ethical conduct, dedication to excellence, service, and respect for the dignity of all individuals and cultures.

Article I

Name & Definition

The name of this organization shall be The Orissa Society of the Americas, hereafter referred to as “OSA”.

Article II

Purpose

In the spirit of socio-cultural growth, education, friendship, fellowship, and overall well-being, OSA shall seek to:

- 1) form and nurture a non-political, not-for-profit, and mutually supportive environment for interaction of Odia immigrants and their families residing in the United States and Canada, as well as non-Odia individuals residing in the United States and Canada interested in Odisha and Odia culture;
- 2) serve the Odia community across the United States and Canada;
- 3) enhance the awareness of Odisha and Odia traditions, and broaden the visibility of Odia culture, in the United States and Canada;
- 4) enrich the broader society of the United States and Canada through the exchange and integration of Odia culture;
- 5) foster constructive citizenship on the part of Odia-Americans residing in the United States and Canada;
- 6) facilitate the exchange of information and knowledge between Odisha, on the one hand, and the United States and Canada, on the other hand; and
- 7) participate in, facilitate, and promote humanitarian activities.

Article III

Articles of Organization

OSA is a 501(c)(3) non-profit organization. The Articles of Organization of OSA comprise of this Constitution, as well as the Bylaws set forth below, as amended from time to time. OSA shall maintain a permanent address and an operating address. The operating address shall be the address of the Treasurer of OSA.

Article IV

Membership

Membership in OSA is subject to approval, as set forth in the Bylaws. All persons, eighteen (18) years of age or over, interested in Odisha and Odia culture shall be eligible for membership in OSA, as described in the Bylaws and in the written terms and conditions of membership in OSA, hereafter referred to as “Membership Agreement”. Only those members residing in the United States and/or Canada, and having paid membership fees, shall be deemed “Active Members”. Members residing outside the United States or Canada, or those having been granted “Honorary Membership” without paying membership fees, shall be deemed “Inactive Members”. Only Active Members shall have voting rights and authority to participate in matters of business submitted to the general membership, including, but not limited to, elections, resolutions, and amendments to this Constitution.

Any and all existing members and applicants for membership must be willing to abide by the Constitution and Bylaws, as well as the Membership Agreement, and must maintain an interest in OSA and its ongoing activities. Among other socio-cultural events and educational activities, OSA shall endeavor to organize an annual three-day convention for its general membership, hereafter referred to as the “Annual Convention”. Attendance at, and participation in, the Annual Convention by all members of OSA is encouraged, but not required.

OSA does not discriminate against, nor will it restrict membership, on the basis of, age, citizenship, color, disability, gender, race, religion, national origin, political affiliation, or sexual orientation. Notwithstanding these requirements, OSA may restrict membership based on an inability or unwillingness to perform activities related to OSA’s purpose and vision, or a failure to abide by the Constitution, Bylaws, and/or Membership Agreement.

## Article V

### Elected Officers & the Executive Committee

#### Section 1

Ultimate authority shall be vested in the members of OSA.

#### Section 2

OSA shall have the following “Elected Officers”: President, Vice President, Secretary, and Treasurer. Any candidate nominated for the role of an Elected Officer must be an OSA Life Member, Patron, or Benefactor, as defined in the Membership Agreement, in good standing for at least one year prior to the date of nomination, and twenty-one (21) years of age or older. Elections for these offices shall be held once every two years, for a two-year term to begin at the conclusion of the next Annual Convention following the election, as provided in the Bylaws. The Elected Officers must be residents of the United States or Canada at the time of nomination, and must remain residents of the United States or Canada throughout the two-year term for which they have been elected. Candidates for the offices of OSA President and Vice President shall campaign on a joint platform as running mates, such that a vote for a Presidential candidate shall automatically mean a vote for his or her running mate. The candidates for the offices of Secretary and Treasurer shall be elected separately. All Elected Officers shall work with each other to ensure smooth operation of OSA.

#### Section 3

The Executive Committee of OSA shall consist of the Elected Officers, as well as the following additional officers: Editor of the OSA Newsletter (hereafter referred to as “Editor”), Joint

Secretary, Joint Treasurer, Public Relations Officer, General Counsel and/or Legal Advisor, and the Immediate Past President, hereafter collectively referred to as “Additional Officers”. The current President shall serve as the Chairperson of the Executive Committee, and shall appoint the Additional Officers, with the exception of the Immediate Past President, at the time of assuming office at the Annual Convention. Such appointment shall be subject to the approval of Active Members, during a meeting of the general membership to be held at the Annual Convention, hereafter referred to as the “General Body Meeting”.

Only the Elected Officers and the Immediate Past President shall have the authority to vote on decisions of the Executive Committee. Approval by the Executive Committee must carry at least a simple majority of votes, unless otherwise stated in this Constitution and Bylaws. No two members of the Executive Committee may, at any time, be from the same immediate family.

## Article VI Governing Board

### Section 1

OSA shall have a Board of Governors, hereafter referred to as “Governing Board” or “BOG”. The Governing Board shall be responsible for enacting policy decisions to be implemented by the Executive Committee. In the event that the Executive Committee is dissolved, the Governing Board shall be responsible for execution of this Constitution and the OSA Bylaws.

### Section 2

The Governing Board shall consist of the Elected Officers, the Immediate Past President, as well as the president or other elected representative of each individual OSA Local Chapter, as defined and described in Article IX below, and the president or other elected representative of each individual OSA Affiliated Organization, as defined and described in Article X below. The current President, Secretary, and Treasurer of OSA shall serve as the Chairperson, Secretary, and Treasurer of the Governing Board, respectively. All members of the Governing Board must be OSA Life Members, Patrons, or Benefactors, as defined in the Membership Agreement, in good standing, and twenty-one (21) years of age or older. No two members of the Executive Committee and/or Governing Board may, at any time, be from the same immediate family.

### Section 3

Members of the Governing Board shall be announced by the President at the time of assuming office at the Annual Convention. Appointment to the Governing Board shall be for a period of two years. The tenure of continuous membership on the Governing Board shall be limited to two consecutive two-year terms, to be waived only in the event that a current Governing Board member is running for the position of an Elected Officer. In the event of resignation, inaction, or negligence by any member of the Governing Board, the President shall call for reelection or renomination for such position within a period of one (1) month.

### Section 4

The Governing Board shall meet at least twice every fiscal year, to be defined as the year beginning on July 1<sup>st</sup> and finishing on June 30<sup>th</sup>. Each member of the Governing Board must participate in at least one BOG meeting per fiscal year. Attendance via teleconference is acceptable for purposes of this Section. Fifty (50) percent of the Governing Board shall

constitute a quorum for a BOG meeting. Approval by the Governing Board must carry at least a simple majority of votes of those BOG members present, unless otherwise stated in this Constitution and Bylaws. At least a two-thirds majority will be required to override an action of the Executive Committee.

## Article VII Elections

As set forth above, elections for the offices of President, Vice President, Secretary, and Treasurer shall be held once every two years for a two-year term to begin at the conclusion of the next Annual Convention following the election, per the procedures set forth in the Bylaws.

## Article VIII Meetings

### Section 1

As set forth above, there shall be at least one General Body Meeting each calendar year, to be held at the Annual Convention. The President shall be responsible for organizing and conducting the General Body Meeting with the help of the Governing Board and the OSA Local Chapter, as defined below, responsible for organizing the Annual Convention. In the absence of the President, the Vice President shall preside over the General Body Meeting. In the absence of both the President and the Vice President, a member of the Governing Board appointed by the President shall conduct the General Body Meeting.

### Section 2

The President shall appoint a Parliamentarian for the General Body Meeting, for purposes of interpreting this Constitution and Bylaws. Any interpretation reached by the Parliamentarian during the General Body Meeting shall be binding for any resolutions to which the interpretations relate.

### Section 3

Fifty Active Members, as defined in the Bylaws and Membership Agreement, in good standing will constitute a quorum for the General Body Meeting. It will be the responsibility of the Secretary to maintain proper records of any resolutions passed during the General Body Meeting. Within thirty (30) days of the General Body Meeting, such resolutions shall be circulated for approval to any Active Members not personally present at the General Body Meeting. A lack of response by the date specified in this distribution shall be interpreted as acceptance of the resolution(s). Should the Secretary receive objections to a resolution from a majority of all Active Members, such resolution shall be declared invalid.

## Article IX Local Chapters

Regional local chapters of OSA (hereafter referred to as “Local Chapters”) may be established throughout the United States and Canada, and shall operate under the supreme authority of OSA.

### Section 1

To form a new Local Chapter, at least twenty (20) families in a particular geographical location, with each such family having at least one (1) OSA Life Member, Patron, or Benefactor, as defined in the Membership Agreement, in good standing, must submit a written request to the Secretary for approval by the Governing Board. Such written request must be submitted at least two (2) months prior to the intended date of formation of the Local Chapter. The written request must accurately define the geographical territory to be represented by the Local Chapter. A proposed Local Chapter's territory may not overlap with that of an existing Local Chapter. The Governing Board's decision on such written request shall be conveyed in writing no later than thirty (30) days from the date of receipt. Should a member of a Local Chapter permanently relocate to an address outside of that Local Chapter's defined geographical territory for any reason, such member will cease to be a member of that Local Chapter for purposes of meeting the requirements of this Section. If, at any time, a Local Chapter falls short of twenty (20) families having at least one (1) OSA Life Member, Patron, or Benefactor in good standing, the Local Chapter shall be placed under probation by the Governing Board.

### Section 2

Upon formation, a Local Chapter shall have jurisdiction over all of its members. Each Local Chapter may have its own constitution. However, the Local Chapter's constitution shall in no way conflict with, or receive priority over, this Constitution and Bylaws.

As described in Article VI, Section 2 above, the President or other elected representative of each Local Chapter shall serve on the OSA Governing Board for a term of two years. It is the responsibility of the Local Chapter President to notify the OSA Secretary of the identity of the Governing Board representative from that Local Chapter on or before June 30th of the election year. As further set forth in Article VI, Section 2 above, the Local Chapter President is eligible to continue serving on the Governing Board for a second two-year term if reelected by the Local Chapter, but may serve no more than two consecutive two-year terms on the Governing Board. In the event of reelection, it is the responsibility of the Local Chapter President to notify the OSA Secretary of such on or before the June 30th of the election year. Should a Local Chapter be placed under probation by the Governing Board, that Local Chapter's President or other elected representative shall lose his or her seat on the Governing Board.

A single individual may not serve in the position of Local Chapter President for a total of more than four (4) years in a span of ten (10) years.

### Section 3

All Local Chapter officers, including the elected representative on the Governing Board, are subject to the same eligibility requirements as members of the OSA Executive Committee.

### Section 4

The Local Chapter President shall provide that Local Chapter's current membership list to the Secretary of OSA by June 15th of each year.

### Section 5

Any donation in the name of OSA and/or any OSA membership dues collected by a Local Chapter shall be forwarded to the Treasurer of OSA. A Local Chapter may solicit its own membership fees and other contributions for its activities and events.

## Section 6

All financial accounts owned by Local Chapters must reflect the OSA Employer Identification Number (EIN), and all funds raised by Local Chapters shall follow OSA's rules as set forth in this Constitution and Bylaws, and IRS regulations. Each Local Chapter located in the United States shall submit a copy of its annual financial statement to the Treasurer of OSA by March 31st of each year. Failure to report such transactions in a timely manner may subject the Local Chapter to immediate probation.

## Section 7

Should a Local Chapter be placed under probation for any reason, the Governing Board shall provide in writing any terms and conditions necessary and appropriate to correct the deficiency and/or failures of the Local Chapter. Upon cure of such deficiency and/or failures, the Local Chapter shall be reinstated and the Local Chapter President, or other elected representative on the BOG, shall regain his or her seat on the Governing Board. For purposes of probation due to a member deficiency, the Local Chapter may be reinstated upon submission of a new written request meeting the requirements of Article IX, Section 1 above.

## Article X Affiliated Organizations

To the extent there exists in Canada organizations separate from OSA whose purpose, mission, and values are consistent with those of OSA, such organizations may be deemed "Affiliated Organizations".

## Section 1

To gain the status of a new Affiliated Organization, a group or association must comprise at least twenty (20) families, with each such family having at least one (1) OSA Life Member, Patron, or Benefactor, as defined in the Membership Agreement, in good standing, and must submit a written request to the Secretary for approval by the Governing Board. Such written request must be submitted at least two (2) months prior to the intended date of association of the Affiliated Organization. The Governing Board's decision on such written request shall be conveyed in writing no later than thirty (30) days from the date of receipt. Should a member of an Affiliated Organization who is an OSA Life Member, Patron, or Benefactor permanently withdraw his/her membership in that Affiliated Organization, such member will cease to be considered for purposes of meeting the requirements of this Section. If, at any time, an Affiliated Organization falls short of twenty (20) families having at least one (1) OSA Life Member, Patron, or Benefactor in good standing, the Affiliated Organization shall be placed under probation by the Governing Board.

## Section 2

An Affiliated Organization shall have jurisdiction over all of its members, and will have its own constitution. However, the Affiliated Organization's constitution shall in no way conflict with, or receive priority over, this Constitution and Bylaws.

As described in Article VI, Section 2 above, the President or other elected representative of each Affiliated Organization shall serve on the OSA Governing Board for a term of two years,

provided that individual is an OSA Life Member, Patron, or Benefactor, as defined in the Membership Agreement, in good standing, and twenty-one (21) years of age or older. It is the responsibility of the President (or other equivalent officer) of the Affiliated Organization to notify the OSA Secretary of the identity of the Governing Board representative from that Affiliated Organization on or before June 30th of the election year. In the event of reelection, it is the responsibility of the Affiliated Organization President to notify the OSA Secretary of such on or before the June 30th of the election year. Should an Affiliated Organization be placed under probation by the Governing Board, that Affiliated Organization's President or other elected representative shall lose his or her seat on the Governing Board.

### Section 3

An Affiliated Organization's President (or other equivalent officer) shall provide that Affiliated Organization's current membership list to the Secretary of OSA by June 15th of each year.

### Section 4

Should an Affiliated Organization be placed under probation for any reason, the Governing Board shall provide in writing any terms and conditions necessary and appropriate to correct the deficiency and/or failures of the Affiliated Organization. Upon cure of such deficiency and/or failures, the Affiliated Organization shall be reinstated and the Affiliated Organization President, or other elected representative on the BOG, shall regain his or her seat on the Governing Board. For purposes of probation due to a member deficiency, the Affiliated Organization may be reinstated upon submission of a new written request meeting the requirements of Article IX, Section 1 above.

## Article XI Amendments

### Section 1

Any proposed amendments to this Constitution and Bylaws may be voted upon by Active Members, as defined in the Membership Agreement, at the annual General Body Meeting or via written ballot. Any such proposed amendments shall be brought by a petition signed by at least ten (10) percent of all Active Members, or by the Governing Board. Such petition must be circulated to all Active Members at least thirty (30) days prior to the annual General Body Meeting at which the proposed amendment will be voted upon, or in the case of a written ballot, sixty (60) days prior to the projected effective date of the proposed amendment.

### Section 2

Any proposed amendment shall become part of this Constitution and Bylaws only if approved by a two-thirds majority of those Active Members present in the General Body Meeting if such proposed amendment is voted upon at the General Body Meeting, or a two-thirds majority of all Active Members if such proposed amendment is voted upon via ballot. Should a proposed amendment be voted upon via ballot, Active Members shall be required to respond within thirty (30) days from the date of mailing in the event of a postal mail ballot, and within fifteen (15) days from the date of mailing in the event of an electronic mail ballot. A lack of response before the date specified in the ballot shall be considered a vote in favor of the amendment(s).

## Article XII

## Rules of Business

The business of OSA shall be conducted in accordance with the rules contained in the latest edition of 'Robert's Rules of Order', provided that these rules do not contradict this Constitution and Bylaws, and/or the Membership Agreement. Interpretation of any of the foregoing shall be conducted by the current General Counsel and/or Legal Advisor of OSA or, in the context of a General Body meeting, by the appointed Parliamentarian. In the event of a dispute involving this Constitution and Bylaws, and/or the Membership Agreement, the decision of the Governing Board shall be final and binding.

### Bylaws

#### Bylaw I Membership

##### Section 1 – Membership Agreement

The OSA Membership Agreement, setting forth the terms and conditions of OSA membership, including, but not limited to, member rights and obligations, shall be posted on OSA's world wide website, hereafter referred to as "OSA Website", and included with the written application for OSA membership, hereafter referred to as "Membership Application". Any and all OSA members, as well as applicants for OSA membership, must agree to the terms and conditions contained in the Membership Agreement. The Governing Board has discretion to alter the Membership Agreement. Should the Membership Agreement be revised in any way, the President shall notify the general membership of such revisions in writing via electronic mail, with a copy of the revised Membership Agreement attached, within two (2) weeks of implementation of such modifications. Continued membership in OSA following any such revisions shall be deemed acceptance of the most recent Membership Agreement.

##### Section 2 – Residence Requirements

All persons, eighteen (18) years of age or over, interested in Odisha and Odia culture shall be eligible for membership in OSA. All prospective members must submit a Membership Application and pertinent fees, as set forth in the body of the Membership Application. Membership shall be subject to the approval of the Governing Board, as set forth below. OSA reserves the right to request verification of any information contained in a Membership Application.

As set forth above, and as described in the Membership Agreement, to be deemed an Active Member, that member must maintain permanent residence in the United States and/or Canada. Members whose permanent residence is outside the United States and/or Canada shall be deemed Inactive Members. To the extent an Active Member's permanent place of residence changes to a location outside the United States or Canada, that individual shall be deemed an Inactive Member until such time he or she permanently returns to the United States or Canada. Similarly, should an applicant for membership reside outside the United States or Canada, he or she shall be eligible for Inactive Membership only, until such time he or she permanently moves to the United States or Canada.

##### Section 3 – Membership Categories and Fees



OSA's membership categories and fees shall be set forth in the OSA Membership Agreement and Membership Application. Fees for any given category of membership shall be identical regardless of Active or Inactive status. As set forth above, only Active Members, as delineated in the Membership Agreement, shall have voting rights and authority to participate in matters of business submitted to the general membership, including, but not limited to, elections, resolutions, and amendments to this Constitution. Any changes to OSA's membership categories and fees shall be subject to the approval of the Governing Board, and shall further be subject to the approval of Active Members at the General Body Meeting by at least a simple majority of votes.

#### Section 4 – Membership Verification

Within fifteen (15) days of the end of each calendar month, the Secretary and/or Treasurer shall review all Membership Applications, as well as any related fees, received during that month. The Secretary and/or Treasurer shall determine whether each application meets all requirements for membership eligibility as set forth in the Bylaws and Membership Agreement. The Secretary and/or Treasurer may request additional information and/or documentation for purposes of determining membership eligibility, including, but not limited to: photo identification, proof of age, and address verification. Any such request shall be submitted to the applicant in writing within seven (7) days after reviewing an application. Upon receiving a request for additional information, the applicant shall have seven (7) days to submit pertinent documentation, or the Membership Application shall be rejected.

The Secretary and/or Treasurer shall have the right to reject a Membership Application for any reason including, but not limited to, failure to meet the requirements for eligibility as set forth in the Bylaws and Membership Agreement. Any and all applications deemed acceptable by the Secretary and/or Treasurer shall be submitted to the Governing Board, who shall then have the opportunity to reject the Membership Application for any reason. Membership shall commence only upon acceptance of the Membership Application by the Governing Board. Should a Membership Application be rejected, the Treasurer shall refund any related fees.

#### Section 5 – Membership Revocation

Membership in OSA may be revoked on the basis of violation of the Membership Agreement or this Constitution and Bylaws, or if a member no longer meets the membership eligibility requirements as set forth in the Membership Agreement.

Proceedings relating to revocation of OSA membership may be brought by written petition by any member of the Governing Board, or by at least twenty-five (25) Active Members in good standing. Such petition must outline in detail the basis for potential revocation, and must be submitted to the OSA President by registered/certified mail with return receipt requested, or by electronic mail addressed to the President and the Secretary. Upon review and investigation, the Governing Board shall schedule a meeting so that the member in question may have an opportunity to oppose the petition before the Governing Board, hereafter referred to as "Revocation Hearing". The Revocation Hearing shall be scheduled no sooner than twenty (20) days and no later than sixty (60) days after submission of the written petition. Written notice of the Revocation Hearing, including the date, time, and location, shall be provided via U.S. and electronic mail. In order for a Revocation Hearing to be valid, at least a quorum of the Governing Board must be present. Upon hearing the member's response to the petition, the Governing Board, in its sole discretion, shall determine whether revocation of OSA membership is warranted by at least a two-thirds vote of those members of the Governing Board present at the Revocation

Hearing. The Governing Board shall notify the President of its decision within two (2) business days. The President shall then notify the member of the Governing Board's decision in writing via U.S. and electronic mail by no later than two (2) weeks after the Revocation Hearing. The decision of the Governing Board shall be final and binding.

## Bylaw II Annual Convention

### Section 1 – Host Chapter

The President, or equivalent elected representative, of any Local Chapter wishing to host an Annual Convention must submit a request in writing to the President of OSA at least one year prior to the proposed date of the Annual Convention. Any such request must have approval of at least a simple majority of members of the Local Chapter.

Upon receipt, the Executive Committee shall review and present any and all requests to host the next Annual Convention to the Governing Board. Upon consideration, the Governing Board shall select the site for the Annual Convention by no later than the conclusion of the prior year's Annual Convention. The Local Chapter and/or Affiliated Organization existing in the geographical territory of the Annual Convention site shall be considered the "Host Chapter", and shall be responsible for all aspects of the Annual Convention. At its discretion, the Host Chapter may appoint a Convention Committee for purposes of organizing the Annual Convention.

### Section 2 – Convention Conveners

The Host Chapter shall select a Convener for the Annual Convention. Among other responsibilities, the Convener shall be required to print and distribute a written brochure (hereafter referred to as "OSA Souvenir") and directory of OSA members (hereafter referred to as "OSA Directory") to all attendees. Additionally, the Convener shall provide electronic copies of the OSA Souvenir and OSA Directory to all Active Members. Active Members not in attendance may request that a paper copy of the OSA Souvenir and OSA Directory be sent to them via U.S. mail. Any such request shall be submitted to the Convener in writing by no later than May 31<sup>st</sup> of the year of the Annual Convention, and shall be accompanied with payment for printing and shipping expenses.

The Vice President of OSA shall function as Co-convenor of the Annual Convention, and shall coordinate all activities including, but not limited to, planning and preparations, the opening ceremony, the invitation of guests, and the distribution of OSA awards, as set forth below in Bylaw III. Any activities of the Vice President relating to the Annual Convention shall be in consultation with the OSA President and Convention Convener.

The first day of the Annual Convention shall be devoted to development-oriented symposia, including, but not limited to, Odisha Development, Higher Education in Odisha, Invest Odisha, and Odisha Culture and Heritage. The Annual Convention shall include at least one cultural segment dedicated entirely to Odia classical music and dance, including, but not limited to, Odissi, Chhanda, and Champu, for purposes of increasing interest in Odia culture.

### Section 3 – Convention Finances

The Annual Convention shall not be viewed as a means of raising funds for the Host Chapter. The Treasurer of OSA shall supervise any fundraising efforts, collections, and expenses for the

Annual Convention. Before or during the Annual Convention, the Executive Committee shall appoint a three (3) member Convention Audit Committee for purposes of auditing any collections and expenses relating to the Annual Convention. It is the responsibility of the Host Chapter President to summarize any collections and expenses relating to the Annual Convention, and prepare a written list of any new members to have joined OSA during registration for the Annual Convention, and submit the same to the Treasurer and the Convention Audit Committee within six (6) months after conclusion of the Annual Convention. This written report shall be accompanied with a check for the amount due. Upon review of this written report, the Convention Audit Committee shall prepare a summary of its findings for the Treasurer, who shall then distribute this report to the general membership via electronic mail within thirty (30) days of receipt.

Should the Host Chapter fail to meet its obligations under this Bylaw II, it shall not be permitted to host another Annual Convention for a period of ten (10) years.

Any additional guidelines relating to the Annual Convention, or any alteration to the guidelines set forth in this Bylaw II are subject to the approval of the Governing Board.

### Bylaw III OSA Awards

It is the responsibility of the Vice President to form an Awards Committee to present certain OSA Awards at the Annual Convention. The determination of which OSA Awards are to be presented is within the discretion of the Vice President and the Awards Committee. The process for choosing awardees shall be documented in writing, and shall be subject to approval of the Executive Committee and Governing Board.

### Bylaw IV Election Procedure

Upon taking office, the Executive Committee shall appoint a three (3) member Election Committee, one of whom shall be designated as the Chairperson. All members of the Election Committee must be OSA Life Members, Patrons, or Benefactors, in good standing. Appointment of the Election Committee, including the Chairperson, shall occur during the next Annual Convention following the election of the Executive Committee, and shall be subject to the approval of the Governing Board. No existing member of the Governing Board shall be eligible to serve on the Election Committee. Appointment of the Election Committee, including the Chairperson, shall further be subject to the approval of Active Members at the General Body Meeting by at least a simple majority of votes. Appointment to the Election Committee shall be for a period of two years, *i.e.*, for the duration of the Elected Officers' term in office. Any alterations to Election Committee appointments during this two-year period shall require approval of the Governing Board by at least a two-thirds majority of votes.

It is the joint responsibility of the Secretary and Treasurer to prepare a list of Active Members, as described in these Bylaws and the Membership Agreement, by December 31<sup>st</sup> of the year preceding an election year for submission to the Chairperson of the Election Committee. Upon submission, this list shall serve as the exclusive record of individuals eligible to participate in the next election.

It is the responsibility of the Election Committee Chairperson to request nominations for the roles of the Elected Officers. He or she shall do so in writing via electronic mail and in the OSA

Newsletter published during the September-December quarter of the year proceeding an election year. The format of the request for nominations shall be at the discretion of the Election Committee.

Should there be multiple nominations for the role of an Elected Officer, it is the responsibility of the Election Committee Chairperson to prepare in writing a summary of the names and position statements of each candidate for a contested office, hereafter referred to as “Nominee Statements”.

The Election Committee shall prepare paper voting ballots. Ballots shall be sequentially numbered and/or coded such that each ballot number and/or code corresponds to an individual on the list of Active Members. Ballots shall be distributed to all Active Members via U.S. mail by no later than the fourth weekend of March of the election year. Paper copies of any Nominee Statements shall be included with the ballots. The Election Committee shall open a Post Office box address to which ballots shall be returned by Active Members. Address information for such Post Office box shall be included on the face of the ballot. It is the responsibility of the Active Member to return his or her respective ballot via U.S. mail or Canada Post to the correct Post Office box, postmarked on or before the fourth Monday of April of the election year. Any ballots not postmarked on or before this date shall be deemed invalid.

The Election Committee shall adopt reasonable measures to ensure the secrecy of the ballots. Ballots shall be counted by the Election Committee on the second Saturday of May of the election year. Prior to counting the ballots, the Election Committee will notify the candidates of the location and time the counting will occur. Candidates and/or their representatives may attend the counting. Upon completion of the counting, results of the election will be announced to all those present.

Election results shall be sent in writing to the President via electronic mail within one (1) calendar day. The President shall subsequently submit the results to the Governing Board within two (2) calendar days. Election results shall be published in a special newsletter by no later than May 30th of the election year.

All election materials shall be sealed and signed by each member of the Election Committee. It is the responsibility of the Election Committee Chairperson to maintain and preserve these materials for no less than a period of six months following the completion of the counting of ballots.

The Election Committee shall prepare a detailed expense report relating to the election process. This expense report shall be submitted to the Treasurer by no later than thirty (30) days after submission of the election results to the President. It is the responsibility of the Treasurer to reimburse all valid expenses by no later than thirty (30) days after receipt of the expense report. To the extent the Treasurer deems an item on the expense report to be invalid and/or ineligible for reimbursement, it is the responsibility of the Treasurer to set forth his or her determination in writing by no later than thirty (30) days after receipt of the expense report. Should the Election Committee wish to dispute the Treasurer’s decision, it may appeal to the Governing Board in writing within thirty (30) days. Any such appeal shall clearly set forth the Election Committee’s basis for seeking further review. Upon reviewing the appeal, the Governing Board shall either confirm or overrule the Treasurer’s determination. The decision of the Governing Board shall be final and binding.

Should a current Elected Officer opt to run for a different elected position, that Elected Officer shall relinquish any election-related responsibilities set forth in these Bylaws. Such responsibilities shall then be handled by an appointee of the Governing Board.

Any alteration to the procedures set forth in this Bylaw IV shall be subject to the approval of the Governing Board, and shall be disseminated to all Active Members in writing by no later than January 1<sup>st</sup> of the election year.

Any allegation of election irregularity and/or fraud, including, but not limited to, violation of the procedures set forth in this Bylaw IV, shall be submitted in writing to the President and the Governing Board. The Governing Board shall investigate the allegation and provide a written report of its findings within thirty (30) days of receipt of the written allegations. The decision of the Governing Board shall be final and binding.

### Bylaw V

#### Duties & Responsibilities of the Executive Committee

##### Section 1 – Powers, Functions, & Removal of the President

The President shall be the chief executive officer of OSA, the Chairperson of the Executive Committee, and the Chairperson of the Governing Board. The President, in consultation with the Governing Board, shall present a yearly plan of activities at the Annual Convention.

The President, with the assistance of other members of the Executive Committee, shall appoint members to at least the following OSA committees to conduct various functions: Advisory/Planning, Election, Finance, Odisha Development, Education, Cultural, and Convention Audit Committees. The Odisha Development Committee shall coordinate symposia in collaboration with Odisha based stake-holders on Odisha-oriented development, including, but not limited to, higher education, investment in Odisha (entrepreneurship and business exchanges), socio-economic development, and the promotion of culture between North America and Odisha.

Should the President fail to perform his or her duties to the satisfaction of the general membership, he or she may be removed by a vote of no confidence. A no confidence motion may be brought by a petition signed by at least 20% of all Active Members, based on the annual membership list of that calendar year. Any such petition shall be submitted to the OSA Secretary, who shall circulate the same among the members of the Governing Board within ten (10) days, and among the general membership within thirty (30) days from the date of receipt. The Secretary shall collect votes on the motion from Active Members via mail ballot by no later than thirty (30) days from the date of circulation of the petition, and shall announce the outcome of the vote in writing to the Vice President and Governing Board within seven (7) days of the deadline to receive votes. A no confidence vote of at least two-thirds of all Active Members is required to remove the President from office.

In the event of resignation, removal, or death of the President, the Vice President shall assume the office of the President for the rest of the term and shall appoint a Vice President subject to confirmation by the Governing Board.

##### Section 2 – Powers, Functions, and Removal of the Vice President

The Vice President shall derive his or her duties from the President, and shall succeed the President in the event of his or her incapacity, removal, resignation, or death. The Vice President

shall serve as the Co-Convener and official representative of the Governing Board at the Annual Convention. The Vice President shall further manage the nomination and distribution of OSA awards and appoint the respective judges. The Vice President may also act in any additional capacity as delegated by the President.

Should the Vice President fail to perform his or her duties to the satisfaction of the general membership, he or she may be removed from office in the same manner as the President, as set forth in Bylaw V, Section 1 above. In the event of resignation, removal, or death of the Vice President, the President shall nominate a successor for the remainder of the term whose appointment shall be approved by the Governing Board.

### Section 3 – Powers, Functions, & Removal of the Secretary

The Secretary shall serve as the Secretary of the Governing Board. The Secretary shall record the minutes of Executive Committee, Governing Board, and General Body Meetings, and remain the custodian of such meeting notes throughout his or her term, such that any such notes are maintained in reasonable order and can be transferred to the next Secretary upon conclusion of the term. The Secretary, in conjunction with the Treasurer, shall be responsible for fundraising, membership drives, compilation of membership lists, and review and approval, if applicable, of membership applications. A list of new members shall be published in the first issue of the OSA Newsletter, as described below, in each fiscal year. Additionally, the Secretary shall coordinate development activities in Odisha by OSA members, provide administrative assistance for such activities through public and privately established non-profit organizations including, but not limited to, the NRO Cell/Center, established by the Government of Odisha.

Should the Secretary fail to perform his or her duties to the satisfaction of the general membership, he or she may be removed from office in the same manner as the President, as set forth in Bylaw V, Section 1 above, with the exception that a no confidence motion relating to the performance of the Secretary shall be presented to the President for further action. In the event of resignation, removal, or death of the Secretary, the President shall nominate a successor for the remainder of the term whose appointment shall be approved by the Governing Board.

### Section 4 – Powers, Functions, & Removal of the Treasurer

The Treasurer shall serve as Treasurer of the Governing Board, and shall have primary responsibility for preparing an annual budget in consultation with the President. In addition, the Treasurer shall serve as Chairman of the OSA Finance Committee, which is responsible for all OSA investment decisions. Further, the Treasurer shall present the complete financial report of the past year at the Annual Convention in the General Body Meeting, including, but not limited to, any and all records of collections and expenses from the prior Annual Convention.

The Treasurer, along with the Secretary, shall be responsible for fundraising, membership drives, compilation of membership lists, and review and approval, if applicable, of membership applications. A list of new members shall be published in the first issue of the OSA Newsletter, as described below, in each fiscal year.

Should the Treasurer fail to perform his or her duties to the satisfaction of the general membership, he or she may be removed from office in the same manner as the President, as set forth in Bylaw V, Section 1 above, with the exception that a no confidence motion relating to the performance of the Treasurer shall be presented to the President for further action. In the event of

resignation, removal, or death of the Treasurer, the President shall nominate a successor for the remainder of the term whose appointment shall be approved by the Governing Board.

#### Section 5 – Powers, Functions, & of the OSA Newsletter Editor

The OSA Newsletter Editor (hereafter referred to as “Editor”) shall be appointed by the President, subject to the approval of Active Members at the General Body Meeting by at least a simple majority of votes. The Editor shall have primary responsibility for the content and publication of the OSA Newsletter at the conclusion of each quarter in the fiscal year. Each Newsletter shall include, among other items, notes from the President and Secretary, a summary of Local Chapter activities, non-political news from Odisha, and a digest of Odia-American youth activities. The Newsletter shall be distributed to the general membership in electronic form. The Editor may be removed by a majority vote of the Governing Board. In the event of resignation, removal, or death of the Editor, the President shall nominate a successor for the remainder of the term whose appointment must be approved by the Governing Board.

#### Section 6: Powers, Functions, & Removal of the Joint Secretary

The Joint Secretary shall be appointed by the President, subject to the approval of Active Members at the General Body Meeting by at least a simple majority of votes. The Joint Secretary shall derive duties from the Secretary, and assist in member recruitment, preparation of meeting minutes, maintenance of records, and any other activities deemed appropriate by the Secretary. The Joint Secretary may be removed by a majority vote of the Governing Board. In the event of resignation, removal, or death of the Joint Secretary, the President shall nominate a successor for the remainder of the term whose appointment must be approved by the Governing Board.

#### Section 7: Powers, Functions, & Removal of the Joint Treasurer

The Joint Treasurer shall be appointed by the President, subject to the approval of Active Members at the General Body Meeting by at least a simple majority of votes. The Joint Treasurer shall derive duties from the Treasurer and assist in member recruitment, preparation of the OSA budget, financial reports, maintenance of member records, and any other activities deemed appropriate by the Treasurer. The Joint Treasurer may be removed by a majority vote of the Governing Board. In the event of resignation, removal, or death of the Joint Treasurer, the President shall nominate a successor for the remainder of the term whose appointment must be approved by the Governing Board.

#### Section 8 – Powers, Functions, & Removal of the Public Relations Officer

The Public Relations Officer shall be appointed by the President, subject to the approval of Active Members at the General Body Meeting by at least a simple majority of votes. The Public Relations Officer shall derive duties from the Vice President including, but not limited to, leading/assisting in member communication, web page maintenance, preparation of public relations material, making public communications, and other activities to promote OSA. The Public Relations Officer may be removed by a majority vote of the Governing Board. In the event of resignation, removal, or death of the Public Relations Officer, the President shall nominate a successor for the remainder of the term whose appointment must be approved by the Governing Board.

#### Section 9 – Powers, Functions, & Removal of the General Counsel and/or Legal Advisor

The General Counsel and/or Legal Advisor shall be appointed by the President, subject to the approval of Active Members at the General Body Meeting by at least a simple majority of votes. The General Counsel and/or Legal Advisor shall serve in an advisory capacity to the Elected Officers and the Governing Board. The General Counsel and/or Legal Advisor shall keep apprised of pertinent laws, regulations, and provisions, and advise upon what action may be necessary. In addition, the General Counsel and/or Legal Advisor shall be responsible for the drafting of all written documents on behalf of OSA and serve as a liaison with any outside legal counsel retained to handle specific legal matters. The General Counsel and/or Legal Advisor may be removed by a majority vote of the Governing Board. In the event of resignation, removal, or death of the General Counsel and/or Legal Advisor, the President shall nominate a successor for the remainder of the term whose appointment must be approved by the Governing Board.

## Bylaw VI Finances & Accounting

### Section 1 – OSA Financial Information

It is the responsibility of the Treasurer to maintain any and all OSA financial information, including, but not limited to, monetary funds, accounts, investments, expenses, and charitable collections and expenditures (hereafter referred to as “Financial Information”). The Treasurer may seek the assistance and/or cooperation of the Executive Committee and/or Governing Board for purposes of obtaining and maintaining records of OSA Financial Information.

As stated in Article IX, each Local Chapter located in the United States shall submit a copy of its annual financial statement to the Treasurer by March 31<sup>st</sup> of each year. As further stated in Articles IX and X, each Local Chapter and Affiliated Organization located in Canada shall submit a copy of its annual financial statement upon request from the Treasurer of OSA. The Treasurer shall prepare OSA’s annual financial report by the start of the next fiscal year. The Treasurer shall also prepare a separate expense report for publication in the OSA Souvenir and on the OSA Website, and for distribution to the general membership via electronic mail.

Upon election of a new Treasurer, it is the responsibility of the prior Treasurer to transfer all Financial Information by no later than August 31<sup>st</sup> of the election year.

OSA Financial Information may be audited at the end of an Executive Committee’s term. Such audit shall be initiated by the new Executive Committee, upon taking office. Should a new Executive Committee opt to initiate an audit, the new President shall either appoint two (2) individuals from the general membership, or two non-members, to serve as auditors for this purpose, subject to the approval of Active Members by at least a simple majority of votes.

### Section 2 – Finance Committee

Upon taking office, the Executive Committee shall appoint a three (3) member Finance Committee consisting of the Treasurer and two (2) other OSA Life Members, Patrons, or Benefactors, as defined in the Membership Agreement, in good standing and not members of the current Governing Board. Appointment of the Finance Committee shall occur during the next Annual Convention following the election of the Executive Committee, and shall be subject to the approval of Active Members at the General Body Meeting by at least a simple majority of votes. Appointment to the Finance Committee shall be for a period of two years, i.e., for the duration of the Elected Officers’ term in office. Any alterations to Finance Committee appointments during



this two-year period shall require approval of the Governing Board by at least a two-thirds majority of votes.

### Section 3 - OSA Assets

OSA assets, both monetary and intellectual property, including, but not limited to, its name(s); Constitution and Bylaws; Articles of Organization; trademarks, trade names, and trade dress; domain names; discussion group names; and historical information (hereafter referred to as “OSA Assets”), are the property of OSA, and do not belong to any member of OSA, member of the Executive Committee, member of the Governing Board, outside organizations, volunteers, or private individuals.

No portion of OSA’s earnings shall, at any time, go toward the personal benefit of any member of OSA, member of the Executive Committee, member of the Governing Board, outside organization, volunteer, or private individual. Should OSA cease to exist, any and all assets shall first be applied toward any existing liabilities. Any remaining assets shall be donated to charitable organizations having objectives similar to those of OSA, subject to the approval of Active Members by at least a simple majority of votes.

### Section 4 – OSA Operating Budget

OSA’s annual operating budget shall be limited to available revenue, including, but not limited to, its annual membership fees; fees collected at the Annual Convention; fees collected from conversion of OSA members to Patrons and/or Benefactors; funds raised by other means; and no more than twenty-five percent (25%) of any fees collected from new Life Members and 5-year Members, as defined in the Membership Application and Membership Agreement. To the extent fees from new Life Memberships and 5-year Memberships are included in the operating budget, they must be allocated to “OSA Development”, to be defined as events and/or activities promoting OSA’s core mission, including, but not limited to the Regional Drama Festival, Odia speech, Odissi, Champu Chaanda music, and Odia folk and Odissi classical dance.

Fifty percent (50%) of all Life Membership and 5-year Membership fees shall be invested for long-term growth, including, but not limited to, fixed deposit accounts. All such investments shall be at the discretion of the Finance Committee and shall be held in the name of OSA, to be controlled by the signatures of any two (2) of the three (3) members of the Finance Committee. Any earnings from such long-term investments may be included in the annual operating budget. Notwithstanding the foregoing, under special circumstances, a portion of Life Membership fees may be included in the annual operating budget, subject to the approval of the Governing Board.

The remaining twenty-five percent (25%) of all Life Membership and 5-year Membership fees shall be shared with the Local Chapter and/or Affiliated Organization to which the member belongs, for purposes of chapter development. Any and all such fees are to be spent at the Local Chapter and/or Affiliated Organization level, not the National level.

### Section 5 – Expense Approval

In the event any one item of expenditure by OSA or by an Elected Officer exceeds \$300, such expense must be approved by the President prior to reimbursement. In the event any one such item exceeds \$500 and not part of the annual budget, such expense must be approved by the Governing Board prior to reimbursement. Approval shall be requested via electronic mail. In the

event a member of the Governing Board does not respond to a reimbursement request within two (2) weeks, it shall be assumed that the individual has approved the request.

To the extent an OSA operational expenditure exceeds \$10,000, such expense shall require pre-approval from Active Members. Notwithstanding the foregoing, in the event of unforeseen circumstances, an expenditure exceeding \$10,000 may be approved by the Governing Board.

#### Bylaw VII OSA Communications

Unless otherwise stated in this Constitution and Bylaws, all communications related to OSA business shall be electronic. However, any Active Member may submit to the Secretary a written request for paper communications. Should the Governing Board opt to deviate from this policy for purposes of a specific instance, it must provide written notice on the OSA world wide website and written notification to the general membership at least thirty (30) days prior to such deviation.

#### Bylaw VIII Voting Rules

Approval from the Governing Board shall be sought via electronic mail. In the event a member of the Governing Board does not respond within two (2) weeks after a request for approval has been circulated to the Governing Board, it will be assumed that the Governing Board member has approved the request.

Approval from Active Members may be sought via electronic mail or paper mail. Any such request for approval shall set forth a designated time and manner for response to the request. The designated time for response shall be no less than fifteen (15) days. In the event an Active Member does not respond within the designated time set forth in the request, it will be assumed that the Active Member has approved the request.

#### Bylaw IX Grievance Hearing Process

Upon taking office, the Executive Committee shall appoint a three (3) member Grievance Handling Committee (GHC). All members of the GHC must be OSA Life Members, Patrons, or Benefactors, as defined in the Membership Agreement, in good standing. Appointment of the GHC shall occur during the next Annual Convention following the election of the Executive Committee, and shall be subject to the approval of Active Members at the General Body Meeting by at least a simple majority of votes. Appointment to the GHC shall be for a period of two years, *i.e.*, for the duration of the Elected Officers' term in office. Any alterations to GHC appointments during this two-year period shall require approval of the Governing Board by at least a two-thirds majority of votes.

Only Active Members, as defined above and in the Membership Agreement, have standing to submit a grievance to the GHC. Any and all grievances shall be submitted in writing, and shall outline in detail the nature of the complaint. The GHC will investigate the grievance and provide a written report of its investigation and proposed solution within sixty (60) days of receipt of the grievance. Should the grieving party remain dissatisfied, it may appeal to the Governing Board in writing within thirty (30) days. Any such appeal shall clearly set forth the underlying grievance, as well as the grieving party's basis for seeking further review. Upon reviewing the appeal, the Governing Board shall either confirm the GHC's determination or request a new hearing before

the GHC, within thirty (30) days of receipt of the appeal. The decision of the Governing Board shall be final and binding.

Any member who initiates a legal proceeding without first following the procedures set forth above in this Bylaw IX shall be subject to disciplinary action, including, but not limited to, termination of OSA membership and/or monetary fine in an amount to be determined by the Governing Board.

Bylaw X  
Unforeseen Circumstances

In the event of unforeseen circumstances, including, but not limited to, acts of nature; events preventing an Elected Official, member of the Executive Committee, or member of the Governing Board from performing his or her duties in a timely manner; and/or circumstances under which no guidance is available in this Constitution and Bylaws, but time sensitive challenges require immediate attention, the decisions of the Governing Board shall be final.

Bylaw XI  
OSA Standards, Policy, & Rules of Business

Any documents pertaining to OSA standards, policy, and rules of business shall require approval by the Governing Board, and upon receiving such approval, shall be final and binding. Additionally, any interpretation by the Governing Board of OSA standards, policy, and rules of business in organizational affairs shall further be final and binding.

Any standards documents, including, but not limited to, those pertaining to member ethics, forms and procedural documents, and organizational position statements on issues, shall be prepared by the Governing Board in consultation with, and upon guidance from, the OSA General Counsel and/or Legal Advisor.

Bylaw XII  
Jurisdiction

Any legal matters involving OSA, including, but not limited to, those arising from this Constitution and Bylaws, shall be governed by and interpreted in accordance with the laws of the state of residence of OSA's General Counsel or Legal Advisor. Such individual(s) shall be announced at the General Body Meeting. In the absence of a General Counsel or Legal Advisor, any legal matters shall be governed by and interpreted in accordance with the laws of the state of residence of OSA's President.

Date Ratified: July 6, 2013