

CONSTITUTION & BYLAWS OF
THE KERALA ASSOCIATION OF LAS VEGAS, INC.

ARTICLE I.
NAME AND ADDRESS OF THE ASSOCIATION

SECTION 1.1

The name of this organization of Keralites, people who originate from the state of Kerala in India and their descendants, shall be **"The Kerala Association of Las Vegas, Inc (KALAS VEGAS),"** hereinafter referred to as **"The Association."**

SECTION 1.2

The postal address of the President shall be the principal office of "The Association" unless otherwise decided by the Board of Directors, hereinafter referred to as "The Executive Committee" from term to term.

ARTICLE II NATURE Section 2.1

"The Association" is organized and operated exclusively for one or more of the purposes within the meaning of Section 501 (C) 3 of the Internal Revenue Code.

Section 2.2

"The Association" shall not directly or indirectly engage in any political activities and shall not take part in any propaganda or otherwise influence legislation.

Section 2.3

The property of "The Association" is irrevocably dedicated to charitable purposes and no part of the net income or asset shall ever inure to the benefit of any member thereof or any private person.

Section 2.4

Upon dissolution of "The Association," its remaining assets, after payment or provision of payment of the debt and liabilities, shall be disbursed to one or more non-profit foundations or corporations organized and operated exclusively for charitable purposes and established under tax-exempt status under Section 501 (C) 3 of the Internal Revenue Code.

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**ARTICLE III AIMS AND
OBJECTIVES**

Section 3.1

The objectives of "The Association" shall be:

- a) To promote the cultural, economic, educational, social and community welfare of the Keralites of Southern Nevada. b) To represent the interests of the Kerala (Malayalee) community wherever and whenever required, c) To preserve and perpetuate Kerala culture and heritage, d) To foster friendship and understanding, and to establish communal harmony between the Keralites and other ethnic groups, and e) To render all possible help and assistance for the needy Keralites as determined by the Executive Committee.

**ARTICLE IV
MEMBERSHIP**

Section 4.1

"The Association" shall have two classes of membership, Individual and Family. No member shall hold more than one membership. All memberships shall have the same rights, privileges, conditions and restrictions except as provided in or authorized by the articles of incorporation.

Section 4.2

Any Keralite or a descendant or spouse of a Keralite who upholds the objectives and purposes of the Association and abides by its Articles of Incorporation and Bylaws is eligible to apply for membership if he/she is:

- a) Age 18 or older b) A legal resident of Clark County of the state of Nevada, c) Not a member of any other association with similar interest or purpose operating in Clark County, Nevada serving Keralites.

Section 4.3

Application for membership shall be submitted to the Executive Committee. There shall be an annual membership fee (which shall be determined by the Executive Committee) payable to "The Association." The Executive Committee's decision to increase the annual membership fee, if any, must be notified to the members of the Association at least 30 days prior to implementation. The General Body will have the power to revoke the increase of dues with a two-thirds majority of the members present and voting.

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The annual family membership fee shall be fifty U.S. dollars (\$50.00) and the individual membership fee shall be forty U.S. dollars (\$40.00). Membership fees for the following year (January 1 to December 31) are due as of October 1 and considered delinquent after January 1. Membership shall be renewed every year.

Section 4.5

Members who had been admitted once and who failed to renew the membership during any calendar year shall pay all the fees in arrears before full membership rights and privileges can be reinstated. Maximum fees collected in this regard will be equal to membership fees for 3 years.

Section 4.6

In addition to the membership fee or annual dues, each member is expected to donate reasonable amounts to meet the expenses for the day-to-day activities.

Section 4.7

There shall be no limit on the number of members "The Association" may admit.

Section 4.8


It shall be the responsibility of the members to notify the Secretary of Kerala Association of any changes to their addresses and phone numbers.

Section 4.9

A member may not be expelled, and a membership may not be terminated, except pursuant to a procedure that is fair and reasonable and is carried out in good faith. A procedure is considered fair and reasonable when relevant facts and circumstances are taken into consideration.

Executive Committee, with a three-fourths majority, may terminate a membership upon the occurrence of the following events:

- a) Receipt of his/her letter of resignation delivered in person or by mail to the President or Secretary of "The Association".
- b) A failure to renew his/her membership by paying dues on or before the due date.
- c) A determination by the Executive Committee that the member has engaged in activities against the interests of "The Association".

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Before the Executive Committee terminates a member, the member will be given a written notice of termination, 15 days prior to the date of effective termination. The member will be given an opportunity to be heard, orally or in writing, not less than 5 days before the effective date of termination. The Executive Committee will make a final decision after the member is given an opportunity to be heard.

Section 4.11

Any person expelled from "The Association" shall receive a refund of the dues already paid for the current fiscal year. All rights of a member shall cease on termination of membership as herein provided and shall not be eligible to apply for membership for the following 3 years. After 3 years, the expelled member may apply for membership to the Executive Committee and the Executive Committee of the Association shall decide with a simple majority vote on the application if the individual meets the requirements mentioned in Article IV, Section 4.2

Section 4.12

The Executive Committee's decision to terminate a member may be revoked by the General Body with a simple majority.

Section 4.13

An expelled member shall be eligible to run for any Executive Committee position provided he/she has one year of continuous membership after his/her membership is reinstated to the Association.

ARTICLE V THE ORGANS OF "THE ASSOCIATION"

Section 5.1


The Organs of "The Association" shall be:

- a) The General Body b) The Board of Directors / Executive Committee

Section 5.2

GENERAL BODY

The General Body consists of all the members of "The Association" including the members of the Executive Committee.

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The General Body shall be the supreme forum of "The Association".

Section 5.4 -MEETINGS

Regular Meetings: A regular meeting of the General Body shall be held at least once a year to transact the following:

a) Review the activities of "The Association", b) Adopt amendments to the constitution and the bylaws if there are any for which proper notice was given, c) Elect officers of "The Association" if election is due, d) Review and approve minutes and annual audited accounts of "The Association", e) Address and decide on member concerns regarding the Association if the item is properly included in the agenda, f) Transact all other business properly placed in the agenda of the meeting, and g) Any other items as deemed appropriate by the President of the Association.

Section 5.5

Only the General Body shall have the power, by majority vote of the members present and voting,

a) To amend the Bylaws b) To adopt a plan of merger or consolidation c) To authorize any financial transaction involving all or most of the assets of "The Association" and d) To authorize voluntary dissolution.


General Body shall have the power to repeal any resolution or decision of the Executive Committee with a simple majority.

Section 5.6

SPECIAL MEETINGS:

Special meeting of the General Body may be convened if:

a) the Executive Committee deems it necessary; b) a written request is received with at least twenty-five percent of the total number of members' signatures.

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EXECUTIVE COMMITTEE

The activities of "The Association" shall be managed and administered by the Executive Committee, elected by the General Body. There shall be four (4) members in the Executive Committee.

Section 5.8

The Executive Committee, consists of

- a) President, b)
- Vice-President, c)
- Secretary, and d)
- Treasurer.

The Executive Committee shall be elected by the General Body. The term of the Executive Committee shall be for two (2) years and/or until their successors are elected or appointed and take office. An Executive Committee member may not serve "The Association" for more than two consecutive terms in the same position.

Section 5.9

If The Executive Committee deems it necessary it may appoint volunteers from the members of "The Association" to help them in the Executive Committee (e.g. Joint Secretary, Cultural Secretary, Public Relations, Sports, Games and Outdoor activities).

Section 5.10


Vacancy:

In the event of death, resignation, or removal from office for any reason, the orders of the succession shall be as follows:

- a) The Vice President shall succeed to the office of President b) All other vacancies shall be filled by appointment by the remaining members of the Executive Committee till that vacancy is filled by election during the next General Body Meeting.
- c) In the event of the nullification of an entire election, the most recent Executive Committee shall exercise holdover powers until a General Body meeting is held within 120 days and a new executive committee is elected in accordance with these bylaws.

Section 5.11

The Executive Committee cannot alter these Bylaws, adopt a plan of merger or consolidation, authorize any financial transaction involving all or most of the assets, or authorize voluntary dissolution or repeal any resolution of the General Body.

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PRESIDENT: Shall be the Chief Executive Officer of "The Association". He/she shall be an ex-officio member of all committees and shall have all powers & duties usually vested in the office of the President.

VICE-PRESIDENT: Shall act in the place of the President in the absence or inability of the President. He/she performs such duties as may be assigned to him/her by the President and the Executive Committee. The President shall be responsible for assuring that the Vice-President is kept informed of all matters and is actively involved therein to the extent that, if necessary, the person can act instead of the President.

SECRETARY: Shall attend meetings of the Executive Committee, and the General Body. He/she shall have the custody of all records & minutes of all proceedings. He/she shall give notice of all meetings, of the Executive Committee, and the General Body. The Secretary shall perform such other duties as may be required for the efficient functioning of "The Association".

TREASURER: Shall have general supervision over funds and see that full and accurate accounts of receipts and disbursements are maintained. He/she shall, keep a record of all funds of "The Association", deposit the funds of "The Association" in a bank designated by the Executive Committee, be a permanent signatory to all the checks along with the President or Secretary as may be decided by the Executive Committee. He/she shall be responsible for all financial reports to the Executive Committee and the audited annual financial report to be submitted to the General Body.

ARTICLE VI SUBCOMMITTEES

Section 6.1


The Executive Committee may form as many subcommittees as required to carry out the functions of "The Association" effectively.

Section 6.2

The President, Vice-President, Secretary or Treasurer of the Executive Committee shall be the chairperson of a subcommittee.

Section 6.3

The President, or in his/her absence the Vice-President, shall be ex-officio member of each subcommittee.

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The subcommittee shall be directly responsible to the Executive Committee for all its actions.

Section 6.5

The chairperson of the subcommittee shall convene and conduct its meetings as and when required.

**ARTICLE VII. FINIANCIAL
ADMINISTRATION**

Sections 7.1

The fiscal year of "The Association" shall be, the same as the calendar year, from January 1 to December 31.

Section 7.2

"The Association" shall have the right to use any and every lawful means befitting its nonprofit status in raising funds.

Section 7.3

No one shall solicit funds for the association unless authorized by the Executive Committee

Section 7.4

The Treasurer or his/her designee shall deposit all funds received by "The Association" into the accounts within 30 working days.

Section 7.5

Any money collected by authorized persons on behalf of "The Association" shall be forwarded to the Treasurer within 30 days

Section 7.6

All expenses more than two hundred fifty U.S. dollars (US \$250.00) must have prior approval by the Executive Committee.

Section 7.7

The Executive Committee shall appoint an auditor or auditors (maximum of two) from the members, to be concurrent with the executive committee's term. The auditor/ auditors, preferably with accounting experience, shall audit the association accounts periodically. The audited account must be presented to the General Body meeting each year. The auditor/auditors may not be a member of the executive committee.

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Any official of "The Association" who incurs authorized expenses for "The Association" shall submit a request for reimbursement along with proper receipts/documents. Proper vouchers or receipts must be signed by the recipient and filled by the Treasurer.

**ARTICLE VIII.
AMENDMENT**

Section 8.1

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the General Body at any meeting thereof provided that written notice of the proposed amendment has been mailed to all members no later than thirty days prior to such meeting.

Section 8.2

An affirmative vote of at least two-thirds of the members, present and voting at the General Body meeting that has a quorum, shall constitute an acceptance of the proposed amendment.

Section 8.3

The presence of at least twenty-five percent of the members will constitute a quorum for the General Body.

ARTICLE IX. ELECTIONS, REMOVAL & APPOINTMENT Section 9.1


The Executive Committee shall appoint an Election Commissioner or an Election Committee to conduct the election. The decision of the Election Commissioner or the Election Committee shall be final and binding to all members in all matters concerning nominations, withdrawals, conduct of election and grievances.

Section 9.2

Every individual member will have one (1) vote and every family member will have 2 votes provided two adult members are present to vote.

Section 9.3

a) Election shall be held once every two years and must be held at least one month prior to the date of expiration of the tenure of the existing Executive Committee. b) A call for nominations shall be mailed out to all members at least 30 days prior to the election date, giving at least two weeks to send in the nominations. c) Signed nominations must be made in writing along with the signatures of two (2) paid members of "The Association".

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Section 9.4

Any paid member may nominate candidates for the Executive Committee and another paid member may second the nomination.

Section 9.5

In order to be qualified to be a nominee of the Executive Committee, one must have been a member of "The Association" at least one year prior to the election. The person who nominates or seconds the nomination should have been a member of "The Association" for a year.

Section 9.6

The election shall be held by acclamation (if unanimous) or by secret ballot (if contested) at the General Body Meeting.

Section 9.7

In case the election is held by ballot:

a) The candidate receiving the highest number of votes in each position shall be declared elected to the vacant Executive Committee position. b) If two or more persons tie, then the winner shall be chosen by a drawing of lots.


Section 9.8

If nominations are not received by the Election Commissioner, nominations may be accepted on the floor on the day of the election provided a motion to that effect has been passed by a two-thirds majority of the members present and voting in the meeting. If any position is still left vacant, the newly elected members of the Executive Committee shall fill the vacancy through appointment.

Section 9.9

A member of the Executive Committee shall be removed from office by a unanimous vote of the other members of the Executive Committee, if:

- a) He/she fails to attend three or more consecutive meetings despite notifications of such meetings, without providing valid reasons.
- b) He/she has been found misusing his/her authority by commingling of association fund or working against the interest of "The Association".
- c) Fails to do the duties as mention in Section 5.12.

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Section 9.10

Such removals shall be notified to all members within two weeks from the date of removal. The majority of the remaining Executive Committee members shall fill any vacancy resulting from removals by appointment. Such appointments shall be effective till the next General Body meeting.

**ARTICLE X. MEETINGS
QUORUM**

Section 10.1

The General Body of "The Association" shall meet at least once a year. The Executive Committee may call special meetings of the General Body any time. Notice of the General Body meetings shall be mailed out no less than 30 days prior to the meeting.

Section 10.2

Meeting of the Executive Committee shall be held whenever necessary. At least four meetings must be held each year. The Secretary, in consultation with the President, may schedule the date, time, place and agenda of the meetings of the Executive Committee and notify all the Executive Committee members, in person, or by telephone, fax, or e-mail, at least one week prior to the meeting.

Section 10.3

Except as otherwise provided under the Articles of Incorporation, these bylaws, or provisions of law of the State, no business shall be considered by any organ of "The Association" at any meeting which do not have the required quorum. The only motion which the chair shall entertain at such meetings is a motion to adjourn. The quorum for the General Body and Executive Committee shall be twenty-five percent and seventy-five percent respectively.

Section 10.4

Every resolution passed by the majority of the members present at a meeting duly held at which a quorum is present, shall be the act of "The Association," unless the Article of Incorporation, these Bylaws or provisions of the law of the State require a greater percentage or different voting rules for approval.

**ARTICLE XI. BOOKS, RECORDS AND
AUDITING**

Section 11.1

The records of "The Association" shall consist of its Article of Incorporation, Bylaws & amendments thereto, minutes of all meetings, register of membership, financial documents, inventories and such other records as shall be designated by the Executive Committee.

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The records shall be maintained in English and shall remain in the custody of the Secretary. All records shall be open to any member for examination subject to an appointment with the Secretary of "The Association". (NRS 82.181, 183 & 186 applies).

Section 11.3

No member shall be entitled to any personal information of any member without their notarized written consent.

Section 11.4

"The Executive Committee" may impose a charge of two U.S. dollars (US \$2.00) per page for appropriate documents of the association, given to a member per his/her request.

Section 11.5

All records, assets, liabilities (if any), and bank accounts of "The Association" shall be handed over to the new Executive Committee by the outgoing Executive Committee within fifteen business days of taking over.

Section 11.6

The outgoing Executive Committee shall hand over the audited financial statements, balance of funds, assets, minutes of the meetings, accounting and tax documents, and all other documents of "The Association" to the incoming office Executive Committee at the time of turnover.

ARTICLE XII AFFILIATED ASSOCIATIONS

Section 12.1

The Executive Committee may provide for formal affiliation of related, autonomous associations with similar aims, objectives and purposes as that of "The Association".

Section 12.2

An affirmative vote of the majority of the Executive Committee shall constitute a decision.

ARTICLE XIII. CONSTRUCTION AND TERMS Section 13.1

Unless otherwise herein provided, Robert's Rules or Order of Parliamentary Procedures shall be the authority relied upon to govern the procedures of meetings held by the General Body, Executive Committee and/or any other committees established by or pursuant to these Bylaws.

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If there is any conflict between the provision of Bylaws and Articles of Incorporation of "The Association," the provisions of the Articles of Incorporation shall govern.

Section 13.3

If any of the provisions or portions of these Bylaws are held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such hold.

Section 13.4

All the references to the Articles of Incorporation in these Bylaws shall be to the Articles of Incorporation filed with the Office of the Secretary of States, Nevada

Section 13.5

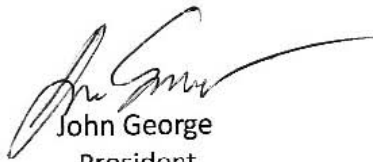
All these references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to the corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned consent to, and hereby adopt the foregoing Bylaws, consisting of 13 pages, as the Bylaws of the Kerala Association of Las Vegas, Inc.



Dr. Cyriac Chemplavil
Chair Person,
Bylaw Committee



John George
President
Kerala Association of Las Vegas




Raphi Thekkoodan
Secretary
Kerala Association of Las Vegas



Lisa Alex
Vice-President
Kerala Association of Las Vegas



Ansy P John
Treasurer
Kerala Association of Las Vegas



Las Vegas, NV
December 20, 2009