

A person's silhouette is visible in the lower right corner, looking towards a series of glowing, overlapping rectangular frames that recede into the distance. The frames are illuminated from within, creating a sense of depth and perspective. The overall atmosphere is dark and mysterious.

BYLAWS

*KAW CHARITY*

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## **ARTICLE 1 – NAME**

The name of the organization shall be 'KAW Charity'.

## **ARTICLE 2 – PURPOSE**

KAW Charity is a Washington State nonprofit corporation organized exclusively for charitable and educational purposes defined under section 501 (c) (3) of the Internal Revenue Code. Its purpose is to work with communities within the country and across the world for relief of the poor, distressed, or underprivileged; and help people who are in need irrespective of race, religion, gender, nationality or ideology.

## **ARTICLE 3 – PARENT ORGANIZATION**

SECTION 1: The WA state nonprofit corporation 'Kerala Association of Washington', hereinafter may also be referred to as 'KAW', shall be the parent organization of KAW Charity.

SECTION 2: The affiliation of KAW Charity to KAW is such that, KAW Charity is the charity wing of KAW, which is organized exclusively for charitable purposes. As such, the general body and executive committee of KAW shall have complete control over the affairs of KAW Charity.

## **ARTICLE 4 – FISCAL YEAR**

The fiscal year of KAW Charity shall be from March 1 of the current year to the last day of February of the following year. This reflects the fiscal year of KAW, which is the parent organization of KAW Charity. If the definition of fiscal year of KAW changes for any reason, it shall be reflected on KAW Charity as well.

## **ARTICLE 5 – OFFICES**

The principal office of the corporation shall be located within the state of Washington as its Governing Council may designate. The corporation may have such other offices as the Governing Council may designate or as the business of the corporation may require from time to time.

## **ARTICLE 6 – GENERAL BODY**

SECTION 1: The general body comprising of members of KAW who are eligible to vote, is the supreme governing body KAW Charity. All major decisions that affect the articles of incorporation, structure, purpose, charter, or existence of KAW Charity shall be made only by a 3/4<sup>th</sup> majority of the KAW General Body Meeting (GBM).

SECTION 2: Thirty (30) or more members of KAW with valid voting rights can request a special meeting of KAW general body to discuss the affairs of KAW Charity, by submitting a written request to the Secretary, who shall comply with it within fifteen days of receipt.

## **ARTICLE 7 – BOARD OF DIRECTORS**

SECTION 1: The Board of Directors, hereinafter may also be referred to as “the Board”, shall consist of five Directors.

SECTION 2: Every fiscal year, the persons elected to the positions of President, Vice President, Secretary, Treasurer, Joint Treasurer, and Joint Secretary of KAW in its annual GBM, shall *automatically be appointed* as the directors of the Board, and shall hold those same titles/positions they hold in the KAW Executive Committee.

## **ARTICLE 8 – GOVERNING COUNCIL**

SECTION 1: Every fiscal year, the persons elected to the KAW Executive Committee shall *automatically be appointed* to the Governing Council of KAW Charity. The Governing Council is the main decision making body of KAW Charity. The affairs of KAW Charity shall be managed by the Governing Council.

SECTION 2: Any individual who is not a KAW Executive Committee member may not be appointed to the Governing Council.

SECTION 3: The term of office of the Governing Council shall be the same as the fiscal year.

SECTION 4: The Governing Council members shall receive no compensation for their service, but may receive reimbursement for expenditures incurred for KAW Charity.

SECTION 5: Any Governing Council member who resigns from his or her role at KAW Charity must also resign from his/her corresponding role at KAW. Any Governing Council member of KAW Charity who resigns or is removed from the KAW Executive Committee, regardless of the reason, shall automatically be removed from the Governing Council.

## **ARTICLE 9 – MEETINGS**

SECTION 1: Annual Meeting - The annual meeting of the Governing Council shall be held during the month of March to establish and document the general fundraising goals and policy w.r.t. investing the funds for that fiscal year. After this meeting, the Secretary shall communicate the goals and policy to all KAW members and the community in general.

SECTION 2: Regular Meetings - The Governing Council may specify the date, time and place for holding regular meetings, which the Secretary shall convey to all the Council Members.

SECTION 3: Special Meetings - Special meetings of the Governing Council may be requested by any member of the Governing Council to the President or the Secretary. Within 7 days of receiving such request, the secretary may fix a convenient place, date (not greater than 21 days from the request date) and time for holding a special meeting, and communicate the details.

SECTION 4: Mode of Meetings - The meetings may be in person or by telephone or via any online meeting place. Meetings may be combined with KAW Executive Committee meetings.

SECTION 5: Quorum - A *majority* of the Governing Council shall constitute a quorum. Decisions that are made without a quorum are invalid.

SECTION 6: Mode of Notice - Any notice to the Governing Council or any member of the Governing Council shall be considered sufficient if sent via email.

SECTION 7: Financial Decisions - Any financial decisions that may result in spending any funds of KAW Charity *for any cause* are subject to a 2/3<sup>rd</sup> majority of the whole Governing Council (not just 2/3<sup>rd</sup> of the quorum in any given meeting). If the required quorum cannot be achieved in a meeting, then approval by the abstaining members obtained via email shall be sufficient.

SECTION 8: Conflict Resolution - Any unresolved conflict in the Governing Council may be resolved by calling a general body meeting of KAW in a reasonable timeframe.

## **ARTICLE 10 – DUTIES OF THE GOVERNING COUNCIL AND AUDITOR**

SECTION 1: President - The President shall:

- a. subject to the Governing Council's control, supervise and control all of the assets and affairs of KAW Charity;
- b. preside over meetings of the Board and the Governing Council;
- c. ensure that the decisions of the Governing Council and the KAW general body on matters regarding KAW Charity are carried out in a timely manner;
- d. update the progress of all charitable work taken up by KAW Charity to the Governing Council and KAW general body in a timely manner;
- e. may sign deeds, contracts, or other instruments on behalf of KAW Charity subject to approval by the Governing Council;
- f. be the registered agent of the corporation;
- g. in general, perform all duties incident to the office of President and such other duties as are assigned to him or her by the Governing Council from time to time.

SECTION 2: Vice President - In the absence of the President, the Vice President shall assume the responsibilities of the President.

SECTION 3: Secretary - The Secretary shall:

- a. convene meetings of the board and the Governing Council in consultation with the President, and keep the minutes of meetings;
- b. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c. be the custodian of the records of KAW Charity, file an annual report with the State, and pay the annual license fee each year before the anniversary of the filing date;
- d. maintain a Registered Agent and registered office in WA state. The Secretary shall notify the Corporations Division of SOS if there are any changes in the registered agent, agent's address, or registered office address;
- e. comply with the government and/or governmental agency regulations with respect to nonprofit organizations including, but not limited to, updating contact address and amendments to bylaws or articles of incorporation;
- f. in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Governing Council;
- g. handover all records and accounts (email, social media, vendors, etc.) to the new Secretary when a new Secretary assumes office.

SECTION 4: Joint Secretary - In the absence of the Secretary, the Joint Secretary shall assume the responsibilities of the Secretary.

SECTION 5: Treasurer - The Treasurer shall:

- a. be responsible for conducting the financial affairs of KAW Charity, and have custody of and be responsible for all funds and books of accounts of KAW Charity;
- b. receive and give receipts for all monies paid or received by KAW Charity, and deposit all such monies in the name of KAW Charity in banks;
- c. present an annual budget to the Governing Council at the onset of every fiscal year;
- d. present the actual accounts and financial status of KAW Charity (such as itemized statement of revenue and expenses, statement of financial position) with comparison to the budgeted and previous year's figures where possible, to the Governing Council at the end of every quarter;
- e. present the finalized and audited annual accounts, in a form that meets the regulatory requirements for a WA State nonprofit, to the annual GB meeting of KAW;
- f. comply with the IRS regulations with respect to 501 (C) 3 organizations including, but not limited to, filing taxes on behalf of KAW Charity, responding to notices, etc.;
- g. in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Governing Council;
- h. handover all records and financial accounts (KAW Charity's bank accounts, checkbooks, and information pertaining to all other electronic accounts) to the new Treasurer when a new Treasurer assumes office.

SECTION 6: Joint Treasurer - In the absence of the Treasurer, the Joint Treasurer shall assume the responsibilities of the Treasurer.

SECTION 7: Governing Council Members: The Governing Council Members of KAW Charity shall be directly and collectively responsible for conducting its business by implementing decisions taken through collective discussion.

SECTION 8: Auditor - the KAW Executive Committee shall appoint an auditor to audit the books of accounts of KAW Charity. The Auditor shall:

- a. audit all of KAW Charity's accounts every twelve months;
- b. certify that the books of accounts are accurate or point out the discrepancies to the Governing Council;
- c. ensure that all other financial records are accurate and taxes are paid on time;
- d. provide constructive and proactive opinions on all financial matters of KAW Charity.
- e. submit a report to the KAW general body in its annual meeting on the state and financial health of KAW Charity by thoroughly inspecting all of its books and records including bank accounts.
- f. not be part of the Governing Council.

#### **ARTICLE 11 – CONFLICT OF INTEREST**

The Governing Council members shall disclose to the Governing Council, any financial or personal interest which they directly or indirectly have in any person or entity which is a party to a transaction under consideration by KAW Charity.

## **ARTICLE 12 – FINANCIAL PROVISIONS**

SECTION 1: In general, funds should be spent on charitable causes undertaken directly by KAW Charity or in partnership with other organizations. Donating lump sums to NGOs or other charitable organizations not specifically for a cause or purpose requires approval by the KAW General Body.

SECTION 2: Withdrawals/wire transfers for amounts greater than \$3,000 from the bank accounts of KAW Charity must be made with two signatures/authorizations, one of which shall be that of the Treasurer's.

SECTION 3: The President, the Treasurer, and the Secretary shall have the authority to sign checks or authorize wire transfers, and have access to all tools used for bookkeeping. The President and the Secretary may only exercise this authority with the prior knowledge of the Treasurer.

SECTION 4: No loans shall be contracted on behalf of KAW Charity and no evidences of indebtedness shall be issued in its name for any reason. No credit shall be extended by KAW Charity to anyone for any reason.

SECTION 5: Liability - No Governing Council member of KAW Charity or member of KAW shall be personally liable to the creditors of KAW Charity for any indebtedness or liability, and all creditors shall look only to the assets of KAW Charity for payments.

SECTION 6: Indemnification - any Governing Council member of KAW Charity who is involved in litigation by reason of his/her position in the Governing Council of KAW Charity, shall be indemnified and held harmless by KAW Charity to the fullest extent allowed by law.

## **ARTICLE 13 – ADMINISTRATIVE PROVISIONS**

SECTION 1: The organization is organized exclusively for charitable, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

SECTION 2: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, Governing Council members, or other private persons, except that the organization shall be empowered to pay reasonable compensation for services rendered and to make payments further the purposes set forth in the purpose clause hereof.

SECTION 3: No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (incl. publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SECTION 4: 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 section 501 (c)(3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE 14 – DISSOLUTION**

SECTION 1: KAW Charity shall not be dissolved without explicit approval by 3/4<sup>th</sup> majority of the KAW general body. This decision must be taken in a KAW GB meeting where at least 1/8th of its members who are eligible to vote are present.

SECTION 2: Upon dissolution of KAW Charity, any assets lawfully available for distribution shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE 15 – AMALGAMATION**

KAW Charity shall not be amalgamated without explicit documented approval by 3/4<sup>th</sup> majority of the KAW general body. This decision must be taken in a KAW GBM where at least 1/8th of its members who are eligible to vote are present. Even with a 3/4<sup>th</sup> majority, it shall not be amalgamated with an organization that is not a WA State nonprofit corporation within the meaning of 501 (c) (3) of the Internal Revenue Code.

## **ARTICLE 16 – AMENDMENTS**

SECTION 1: Article 2 of these Bylaws may only be amended to stay within the exempt purposes defined under section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

SECTION 2: Article 3 of these Bylaws shall not be amended under any circumstances.

SECTION 3: Other articles of these Bylaws which contain provisions that require a 3/4<sup>th</sup> majority of the KAW general body, may only be amended by a 3/4<sup>th</sup> majority approval by the KAW GBM.

SECTION 4: Other articles of these Bylaws, except as specified above in Sections 1, 2 and 3, may be amended by a 2/3<sup>rd</sup> majority approval by the KAW GBM.

## **ARTICLE 17 – CERTIFICATION**

Thomas Varghese, President of KAW Charity, and Sonimon James, Secretary of KAW Charity certify on December 15<sup>th</sup> 2018, that the foregoing is a true and correct copy of the Bylaws of KAW Charity, duly adopted by the Board of Directors on December 6<sup>th</sup> 2018, and by the KAW GBM on December 15<sup>th</sup> 2018.



Thomas Varghese  
President



Sonimon James  
Secretary

## **ARTICLE 18 – HISTORY OF AMENDMENTS**

Any amendments to these Bylaws shall be recorded below with a description of changes or additions or deletions, and date of adoption.