

**THE CONSTITUTION OF
U. P. ASSOCIATION OF GREATER PHILADELPHIA (UPAGP)
Amended Jan 2019**

ARTICLE 1. NAME:

The name of this organization is **U. P. Association of Greater Philadelphia (UPAGP)**.

ARTICLE 2. OBJECTIVES:

1. To provide a forum for interaction among people from U.P. (Uttar Pradesh – a state located in the northern part of India).
2. To promote better communication and cooperation among the people from U.P.
3. To organize programs for promotion and propagation of the cultural and literary heritage of UP.
4. To support educational and socio-economic development of the needy, and support the charitable causes.
5. To organize activities for the promotion of social welfare of people from India.

ARTICLE 3. MEMBERSHIP AND GENERAL BODY:

1. Membership is open to all those interested in the activities and functions of UPAGP.
2. To be a member of good standing, each member would be required to pay life membership dues, and also abide by the constitution and bylaws of the UPAGP. Membership will include the individual, one spouse and dependent children. All such members constitute the General Body of UPAGP, however, only two votes from each family and one vote from single membership will be counted.
3. There shall be a formation of the Board of Trustees (BOT) as outlined in Article 12. The BOT shall review and establish annual dues or life membership dues.

ARTICLE 4. GOVERNING BODY:

1. Executive Committee (EC):

The governing powers of UPAGP shall be vested in an Executive Committee (EC), consisting of four office bearers (President, Vice President, Secretary and Treasurer) and six members at large. These four officers will be elected by the General Body of the membership, and then after the election they will select the members at large. These members at large will be the Coordinators of the Food & Venue committee, Cultural committee, Communications committee, Sponsorship committee, Youth committee and Membership & Internet/Web committee.
2. The services to the EC shall be voluntary and there shall be no remuneration or compensation to any members of the EC and BOT.
3. Eligibility for holding office: Only the members in good standing will be eligible to hold any office.

ARTICLE 5. TERM OF OFFICE:

The term of the Executive Committee shall be for a period of two years. The President, Vice-President, Secretary and Treasurer shall not serve more than two terms consecutively in the same position. Members at large shall not serve more than 2 terms consecutively.

ARTICLE 6. INSTALLATION OF EXECUTIVE COMMITTEE:

1. The Executive Committee shall be elected by the General Body once in two years during the annual General Body meeting.

2. The General Body meeting shall be held annually between November 1st and January 31st.
3. After the elections the newly elected Executive Committee shall assume office on February 1 of the election year.

ARTICLE 7. VACANCIES:

The order of succession to the presidency within the stipulated period until the next election shall be as follows: Vice President, Secretary and the Treasurer. In the event of a vacancy in the EC, an eligible member shall be appointed by the remaining members of the EC. Such person shall serve until the next election.

ARTICLE 8. FINANCES:

All funds shall be deposited in an insured financial institution. To operate any account, signatures of both President and Treasurer shall be required.

ARTICLE 9. BY-LAWS:

UPAGP operations shall be carried out as per the By-laws.

ARTICLE 10. OFFICE:

The President will be the representative of the UPAGP and as needed basis his/her residence will be the registered office of the UPAGP at no cost to the association.

ARTICLE 11. REVISIONS AND AMENDMENTS TO THE BY-LAWS AND THE CONSTITUTION:

Revisions to the By-laws and amendments to the Constitution may be submitted by any eligible member with signature of Ten (10) eligible members and submitted to Chair of the BOT. BOT will study, evaluate alternatives and make their recommendations to the General Body for approval. Notice of amendment to the Constitution and revision to the By-laws should be given to the General Body 15 days prior to the meeting. Revisions and amendments shall be approved by 2/3 of the General Body members present at the meeting.

ARTICLE 12. BOARD OF TRUSTEES:

BOT shall consist of six members in good standing, nominated by the General Body. The Trustees shall elect their own chairperson each year and adopt rules to conduct their business. The President of the EC shall serve as liaison officer with voting rights (except for the chair).

TERMS OF TRUSTEES:

Initially, the General Body shall nominate four members as follows: two members for two years and two members for three years. Each member of the BOT shall be for a three years term. Every year, the General Body will nominate two members for a three years term to replace the retiring members. In case of a vacancy, the BOT will nominate an eligible member of UPAGP. Such person shall serve for the un-expired term of the outgoing member.

RESPONSIBILITIES OF TRUSTEES:

The BOT will be responsible for developing future long-term (5-10 years) plans, short term (1-4 years) plans, current year detailed plan & objectives and work in an advisory capacity to the EC. In the event the

EC fails to function according to the provisions of the constitution, the BOT shall take over the management of the association and call for the election of a new President within ninety (90) days.

ARTICLE 13. DISTRIBUTION OF UPAGP ASSETS:

In case of dissolution of UPAGP, all assets shall be distributed to such organizations that subscribe to the ideals of UPAGP and are qualified as Tax Exempt under section 501 (C) (3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Laws.

ARTICLE 14. REMOVAL:

Any EC or BOT member who does not abide by the By-laws and Constitution of UPAGP, or fails to deliver their assigned duties, may be removed by 2/3 majority of the combined EC and BOT members, OR by 2/3 majority of the General Body present at the meeting.

Request for removal should be submitted to the chair of the BOT. BOT will study, evaluate alternatives and make their recommendations to the EC and BOT members or General Body for a 2/3 majority vote. In case the request of removal is for the BOT Chair, the request should be submitted to the president or their successor as per the article 7.

If the President is recalled, the entire Executive Committee will be dissolved till a new President is elected. BOT will be responsible for calling for the election.

In case, all BOT members resign simultaneously or if it becomes non-functional for any reason, the EC can nominate and appoint temporary BOT members until the next election by the General body.

ARTICLE 15. RESOLUTION OF DIFFERENCES:

In case of severe differences of opinion between the members of the EC or between the members of General Body and the EC or between the BOT and the EC, Chair of the BOT would intervene and try to resolve differences between concerned parties in a peaceful manner. If no solution results, then the matter would be discussed in a joint meeting of the EC and the BOT. In the event of an impasse, the matter would be presented to the General Body.

ARTICLE 16. LIABILITY:

Office-bearers are not responsible for any liability associated with organizing activities for the Association.

UPAGP BY-LAWS

By-law I. DUTIES OF EXECUTIVE COMMITTEE (EC):

1. The President shall call and preside over all meetings of the EC and general body. She/He is the chief executive officer of the organization. She/He shall direct the activities of the organization. All members of the EC shall work as per the direction of the President. President is responsible for the actions of the EC members.
2. The Vice-President shall be responsible for the membership enrollment, development and organization of programs and assume any other responsibility assigned by the President.
3. The Secretary shall serve as the coordinator of all activities of the EC and the General Body. He/she shall assume the responsibilities of maintaining records, minutes of the meeting and all other documents of the association.
4. The Treasurer shall be the official bookkeeper of UPAGP's finances related to operating funds and life membership dues, and shall be responsible for all collections and annual dues from the members. The Treasurer will provide a written report of all assets and liabilities and annual cash flow of the UPAGP to the General Body at the last function of the year.
5. The Members at large shall assist in the operation of the Executive Committee's functions and assume responsibilities assigned by the President.

By-law II. QUORUM:

At any General Body meeting, the quorum shall consist of 20% (Twenty Percent) of the membership. In case there is no quorum, the meeting shall be adjourned. In the immediate next meeting no quorum is required. The next meeting shall be convened within thirty days.

By-law III. CONFLICT OF INTEREST:

No person in the EC and BOT shall serve in two positions at the same time preferably for more than three months.

By-law IV. INSTALLATION OF UPAGP OFFICE BEARERS:

The EC shall be installed by February 1.

By-law V. NOMINATION PROCEDURE:

1. The BOT, through a 2/3rd consensus, will form a 3-member Election Committee 30 days prior to the election day. This committee will elect a Chairman. Nominations for the next EC shall be made in writing on the Nomination Form obtainable from the Secretary of the EC. Nomination Form, completed in all respects, should be sent to the Chairman of the Election Committee and must be received by him/her 5 days prior to the election day. Only members in good standing are allowed to participate (nominate, and/or be nominated) in the nomination process. Also, a valid nominee needs to be willing to accept the nomination at AGM in-person.
2. If no nomination is received for any position, the BOT shall nominate the next President and other members of the EC prior to the General Body meeting. A simple majority at the next General Body meeting shall approve the candidate recommended by the BOT.

By-law VI. ELECTION PROCEDURES:

1. Election shall be announced and notice of election emailed to all members in good standing 15 days prior to the Election Day.
2. Ballots shall be counted by the Election Committee. Candidates may, if they want, send their representative to the counting. Elections shall be completed and results announced by January 31.

By-law VII. RECORD KEEPING:

The Secretary shall maintain all records, past and present, in good order and prepare the minutes of the meetings of EC and Program meetings. Minutes of meeting of the Board of Trustees shall be maintained and shared by one of the Trustees.

The minutes of meetings shall be maintained in a shared folder accessible to office bearers (EC, Trustees).

By-law VIII. AUDIT COMMITTEE:

The Executive Committee shall appoint an Audit Committee (minimum of two members) preferably within sixty days of assuming the office. The Audit Committee shall conduct an internal audit.

By-law IX. ANNUAL FILING OF STATEMENTS:

The President shall be responsible for complying with all the Local, State and Federal regulations.

By-law X. MEMBERSHIP FEE:

Family/Individual Life membership: \$150.00 (One time)

Revisions to the membership fees may be proposed by the EC and approved by a simple majority at the General Body meeting.

By-law XI. MEETINGS:

The EC shall meet minimum three times in a calendar year to conduct the business of the association. A General Body meeting will be held once a year.

By-law XII. PAST PRESIDENT:

The past President and members of the previous EC are valuable resources and are obligated to help the new EC with orderly transfer of records and bank accounts. The immediate past President shall attend the first meeting and may attend routine meetings, if specifically requested by the current EC. The past President will however not be a voting member of the EC.