

OSA Constitution and By-Laws Revised Draft

Dear OSA Members

The revised constitution document of OSA is ready and is available from OSA web page at

http://www.orissasociety.org/osaftp01/constitution_revised_june10_2011.htm

Links to previous versions and member comments are available from OSA web page.

The new amendments and the rationale behind these new amendments are available from OSA webpage at

http://www.orissasociety.org/osaftp01/constitution_amendments_rationale_april8_2011.htm

This revised draft is created after getting member input and through many deliberations in BOG. This draft will be sent to the attorney for his review and the final recommendations will be sent to members again. For the time being the name of the society shall continue as "The Orissa Society of the Americas". However, we would like to get the approval in the GBM whether to change the name to "The Odisha Society of the Americas" and once we get the approval, the process of registering the society will begin. This will involve a new application, new EIN number and a major change. Please read the notes on organizational registration procedure at the end.

Bigyani Das, President, OSA

<u>ITEM</u>	<u>Yes</u>	<u>No</u>	<u>Status</u>
PREAMBLE			<u>New</u>
VISION, MISSION and CORE VALUES			<u>New</u>
<u>ARTICLES</u>			
ARTICLE I: NAME			Modified
ARTICLE II: OBJECTIVES			Modified
ARTICLE III: ARTICLES OF ORGANIZATION			
ARTICLE IV: MEMBERSHIP			
ARTICLE V: OFFICERS AND BOARD OF GOVERNORS			Modified
ARTICLE VI: ELECTION			Modified
ARTICLE VII: MEETINGS			Modified
ARTICLE VIII: LOCAL CHAPTERS			Modified
ARTICLE IX: AMENDMENTS AND RULES OF BUSINESS			Modified
<u>BY-LAWS</u>			
BY - LAW I - MEMBERSHIP			Modified
BY - LAW II: ANNUAL CONVENTION			Modified
BY - LAW III: ELECTION PROCEDURE			Modified
BY - LAW IV: DISCIPLINARY ACTION			Modified
BY-LAW V: GRIEVANCE HEARING PROCESS			Modified
BY-LAW VI: OSA AWARD			New
BY-LAW VII: OSA COMMUNICATION			New
BY-LAW VIII: UNFORESEEN CIRCUMSTANCES			New

BY-LAW IX: OSA STANDARDS, POLICY AND RULES OF BUSINESS			New
BY_LAW X: VOTING RULES			New
BY-LAW XI: OSA JURISDICTION			New
BY-LAW XII: FINANCE AND ACCOUNTING			New
I have read the constitution new draft and have judged to cast my votes accordingly.			
Name:	Signature:	Date:	
Member Status:			

**OSA Constitution and By-Laws Document
June 10, 2011**

PREAMBLE:

VISION, MISSION and CORE VALUES:

ARTICLES

ARTICLE I: NAME

ARTICLE II: OBJECTIVES

ARTICLE III: ARTICLES OF ORGANIZATION

ARTICLE IV: MEMBERSHIP

ARTICLE V: OFFICERS AND BOARD OF GOVERNORS

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ARTICLE VIII: LOCAL CHAPTERS

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BY-LAWS

BY - LAW I - MEMBERSHIP

BY - LAW II: ANNUAL CONVENTION

BY - LAW III: ELECTION PROCEDURE

BY - LAW IV: DISCIPLINARY ACTION

BY-LAW V: GRIEVANCE HEARING PROCESS

BY-LAW VI: OSA AWARD

BY-LAW VII: OSA COMMUNICATION

BY-LAW VIII: UNFORESEEN CIRCUMSTANCES

BY-LAW IX: OSA STANDARDS, POLICY AND RULES OF BUSINESS

BY_LAW X: VOTING RULES

BY-LAW XI: OSA JURISDICTION

BY-LAW XII: FINANCE AND ACCOUNTING

PREAMBLE:

The Orissa Society of the Americas (OSA) is dedicated to the pursuit of excellence in the promotion and propagation of Odia culture in Americas by bringing together all the people interested in Odisha (Orissa) through socio-cultural events, and developmental activities.

VISION, MISSION and CORE VALUES

Vision: OSA will be the essential resource for the Odia Americans in the United States and Canada for social and cultural engagement, education and exploration that promote their overall well being and enrich the American society with Odia American contribution.

Mission:

1. To provide a mutually supportive environment for the better interaction of Odia immigrants of United States of America and Canada and their families through generations, and all the people interested in Odia culture through socio-cultural growth, friendship and fellowship;
2. To enhance the awareness of Odisha and Odia traditions in North America through promotion of socio-cultural events, and educational activities;
3. To enrich the American society through exchange and integration of Odia culture;
4. To foster constructive citizenship on the part of Odia Americans in the nation;
5. To facilitate the exchange of information between Odisha and the United States/Canada;
6. To improve the overall well being of Odia Americans in United States of America and Canada;
7. To facilitate/collaborate in humanitarian activities;

Core Values:

In performing its mission, OSA adheres to these core values:

1. Integrity and Ethical Conduct
2. Dedication to excellence
3. Service to the member
4. Respect for the individual
5. Respect the dignity and culture of all people

ARTICLES

ARTICLE I: NAME

The name of the organization shall be The Orissa Society of the Americas, Inc., here after abbreviated as OSA.

ARTICLE II: OBJECTIVES

The objectives of the society shall be:

1. To form a non-political and non-profit organization of all persons interested in Odisha.
2. To serve Odia community across Americas and broaden the visibility of Odia culture in diverse communities throughout the world.
3. To promote interest and activities in the understanding of the Odia culture and enrich Odia heritage through cultural, social, educational and developmental activities.
4. To facilitate the exchange of information between Odisha and the United States/Canada.
5. To facilitate/collaborate in humanitarian activities

ARTICLE III: ARTICLES OF ORGANIZATION

Section 1

OSA is incorporated under the laws of the United States and is a non-profit organization.

Section 2

The article of organization of OSA comprises of the Article of Incorporation and the By-Laws as amended from time to time.

Section 3

The organization will have a permanent address and an operating address as determined by the National Executives.

ARTICLE IV: MEMBERSHIP

Section 1

Membership in the OSA shall be open to all persons interested in Odisha. The membership dues and categories shall be described in the By-Laws.

Section 2

Annual membership dues shall be payable by July 30th of each year.

ARTICLE V: OFFICERS AND BOARD OF GOVERNORS

Section 1

The ultimate authority of OSA shall be vested in the membership. The members from USA and Canada shall choose the elected officers by mail ballot.

Section 2

(a) The Office bearers of OSA shall be an elected President, a Vice President, a Secretary and a Treasurer. The executive committee of OSA shall consist of the following:

1. President (Chairperson of the committee)
2. Vice President
3. Secretary
4. Treasurer
5. Editor of OSA Newsletter (Non-Voting)
6. Joint Secretary (Non-Voting)
7. Joint Treasurer (Non-Voting)
8. Public Relations Officer (Non-Voting)
9. Immediate Past President

OSA will have a Board of Governors (hereafter referred to as Board or BOG) to serve as the custodian of the Society. The Board will be responsible for making policy decisions to be implemented by the Executive Committee (as defined below). The membership of the Board will consist of:

1. President
2. Vice President
3. Secretary
4. Treasurer.
5. Presidents/Coordinators of the various chapters that are formed with the approval of the Board.
6. Immediate Past President

(b) The President of OSA shall serve as the chairperson of the Board and the Secretary as the Secretary of the Board.

(c) The Board shall meet at least twice every fiscal year. Each member of the Board must participate in at least one of the meetings. The meetings can be held through a conference call.

(d) Fifty percent of the membership of the Board shall constitute a quorum for the purpose of its meetings.

(e) Approval by the board must carry at least a simple majority of votes of its membership, but at least a two-thirds majority will be required to override the action of the Executive Committee or dissolve the committee.

(f) The Board will be responsible for the implementation of the policies in case of dissolution of the Executive Committee.

(g) The tenure of continuous membership on the Board will be limited to a maximum of two consecutive two-year terms. **In case of special circumstances when a current officer or a Board member runs for the position of the President, waiver to this rule will be accepted.**

Section 3

The President, Vice President, Secretary and Treasurer shall be elected for a term of two years. These four executive officials must be life members or patrons or benefactors (**i.e., permanent members**) of OSA in good standing **for at least one year before the nomination date** and must be 21 years of age or over. **These officials must be residents of USA or Canada.** The Vice President shall be a running mate of the President. A vote for the President shall mean a vote for his/her running mate. The Secretary and Treasurer will be separately elected, but will work as a team with the President for smooth operation of the OSA. The President shall appoint the Editor of the OSA Newsletter, **Public Relations Officer and other joint officials.**

Section 4: Powers and functions of the President;

1. The President shall be the chief executive officer of the OSA. He/she shall announce the **names of the** members of the Board of Governors at the time of assuming office in the annual convention. The Board of Governors shall assume office for a term of two years. The other elected office bearers also shall take office at the annual convention following the election for a term of two years.

2. The President, in consultation with the Board of Governors, shall present a plan of activities along with a proposed budget at the annual convention. In the event of resignation, inaction or negligence of duties by any member of the Board of Governors, the President shall call for re-election or re-nomination for such position within a period of one month.

3. The President shall appoint members to the following standing committees: Advisory/Planning, Odisha Development, Education, Cultural, **Convention** and others to conduct various functions.

4. If the President fails to perform his/her duties to the satisfaction of the members of the OSA, he/she shall be removed by a vote of no-confidence. A no-confidence motion may be moved by a petition signed by at least 20% of the total membership as per the annual membership list published in July-September Newsletter of the Calendar year or from the current roster. This petition shall be submitted to the Secretary who shall circulate the same among the members of the Board of Governors within 10 days and among the membership within 30 days from the date of receipt of the petition. The Secretary will collect the votes from the membership within 30 days from the date of receipt of the petition. The Secretary will collect the votes from the membership by mail ballot, within 21 days from the date of remittal, and will announce the outcome, in writing, to the Vice President and to the Board of Governors within 7 days of the deadline date of the receipt of the votes. The President will be removed from office by a 2/3 majority of votes of no-confidence. In case of the removal of the President by a vote of no-confidence, 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 Board of Governors.

Section 5: Powers and Functions of Vice President

The Vice President shall derive his/her duties from the President and succeed him/her in case of his/her incapacity, resignation, or death. He/she will function in the following capacities.

1. He/she will serve as the Co-Convener of the Annual OSA conventions and work with the host chapter President/Convener for making detailed arrangements. He/she will act as the official representative of the OSA President/Governing Board to the annual conventions.

2. He/she will manage the nomination of OSA awards; appoint judges, and distribution of awards in consultation with the OSA President.

3. He/she may act in any other capacity, as delegated by the OSA President.

4. In case of his/her resignation or death, the President shall nominate a successor to the Vice President whose appointment will be approved by the Executive Board with a simple majority vote, for the remainder of the term.

Section 6: Powers and Functions of the Secretary

a. The Secretary shall assume office along with the President and Vice President, and shall serve as the Secretary of the OSA Board of Governors.

b. The Secretary shall record the minutes and be the custodian of the minutes of the Executive Board and the General Body. He/She shall maintain permanent records of these meetings in good order and will hand over them to the next Secretary after his/her term expires.

c. The Secretary together with the Treasurer shall be responsible for fund raising, membership drive, and for compilation of a list of paid members. This list of new members shall be published in the first issue (July-September) of the Newsletter for every fiscal year.

d. He/she will coordinate various development activities in Odisha by the OSA members, provide administrative help through public and privately established non-profit organizations such as, but not limited to, the NRO Cell/Center, established by the Government of Odisha.

e. The Secretary shall be removed by the same way as the President. However, a no confidence motion in this case shall be presented to the President for further action.

f. In case of the removal of the Secretary by a no confidence motion or in his/her resignation or death, the President shall nominate a successor whose appointment will be approved by the Executive Board with a simple majority vote, for the remainder of the term.

Section 7: Powers and functions of the Treasurer

1. The Treasurer shall assume office along with the President and Vice President, and shall serve as the Treasurer of the OSA Board of Governors.

2. The operating budget of OSA shall be within limits of available revenue during the year, and must be prepared in consultation with the President. The revenue will include annual membership fees, OSA fees collected at the convention, fees collected from converting life members to patrons and benefactors, and funds raised by other means. The life membership cannot be included in the annual budget. This money must be invested for long-term benefit of OSA (such as fixed deposit), as decided by the finance committee, explained below. **Under special circumstances, a part of the life membership can be included in the annual budget after the approval from the BOG.**

3. The Treasurer will serve as the Chairman of the OSA Finance committee, which will plan and operate all the OSA investments. The committee will consist of the Treasurer and two other life members/patrons/benefactors, appointed by the President. These two committee members must not be members of the current OSA Board of Governors. Any long-term investment or fixed deposit will be held in the name of OSA and can be operated with signatures from any two of the three members of the finance committee. Any earning from investment/fixed deposit can be included in the operating budget of OSA.

4. The Treasurer shall supervise annual OSA convention and/or symposium fund collections and expenses, and report them to the General Body in the following year.

5. The Treasurer will present the complete financial report of the past year in the Annual General Body meeting of the OSA during the convention. The financial records shall be audited at the end of every two financial years ending in an election year. **The auditors can be chosen from the membership and be approved in the GBM or external to the community.**

6. The Treasurer along with the Secretary shall be responsible for fund-raising, membership recruitment, and for compilation of a list of new paid members. This list shall be published in the first issue (July-September) of the Newsletter for every fiscal year.

7. The office bearer's travel expenses. Any one item of expenditure beyond \$300 must be approved by the President. Any amount **over \$500** on a single non-budgeted item must be approved by a majority of the Governing Board. The approval from the Governing Board will be sought through e-mail. In case of no response within two weeks from a Board member, it will be assumed that the particular member has approved the request. The same rule will apply for donations by various OSA members to charitable/educational/developmental organizations in Odisha. Such collections and expenditures must be reflected as regular income/expenditure items in OSA account. Any OSA operational expenditure over \$10,000 shall require an approval from the General Body. **Under unforeseen circumstances, any OSA expenditure over \$10,000 shall require an approval from the BOG.**

8. The Treasurer shall be removed by the same way as the President. However, a no-confidence motion in this case shall be presented to the President for further action.

9. In case of the removal of the Treasurer by the no-confidence motion, or his/her resignation or death, the President shall nominate a successor whose appointment will be approved by the Board of Governors with a simple majority vote, for the remainder of the term.

Section 8: Powers and Functions of the Editor/Editors

The Editor is responsible to publish the OSA Newsletter at the end of each quarter. He/she is also responsible for the contents of the newsletter. Each Newsletter shall include, among other items, the President and Secretary's notes, local chapter activities, non-political Odisha news, and a section on the youth and women.

Section 9: Powers and functions of the Joint Secretary

The joint secretary will be appointed by the President and be voted in the GBM. The joint secretary will derive duties from the secretary and assist in member recruitment, preparation of meeting minutes, maintenance of records and any other OSA related activities.

Section 10: Powers and functions of the Joint Treasurer

The joint treasurer will be appointed by the President and be voted in the GBM. The joint treasurer will derive duties from the Treasurer and assist in member recruitment, preparation of budget, financial reports, maintenance of member records and any other OSA related activities.

Section 11: Powers and functions of the Public Relations Officer

The Public Relations Officer (PRO) will be appointed by the President and be voted in the GBM. The PRO will derive duties from the Vice President. The duty will also include leading/assisting in member communication, web page maintenance, preparation of public relation material, making public communications and other activities to promote the interests and activities of the society.

ARTICLE VI: ELECTION

Section 1

All dues paying members of OSA residing in USA and Canada have the right to vote and participate in the election.

Section 2

All elections are to be conducted by a secret ballot. The election procedures shall be described in the By-Laws.

Section 3

No two members of the Executive Committee and/or Board of Governors at any time shall be from the same immediate family (e.g. Husband & wife, parents & children, siblings).

Section 4

In case, a current office bearer such as, President, Vice President, Secretary or Treasurer, decides to run for re-election or for another position, he/she shall give up all his/her election related responsibilities as defined in the By-Laws.

ARTICLE VII: MEETINGS

Section 1

There shall be at least one general body meeting within one calendar year. The President of OSA shall be responsible for organizing such meetings with the help of the Board of Governors and the organizing chapter.

Section 2

The Board of Governors shall meet at least twice a year to discuss the past activities, future plans, and the budget. The meetings can be held through conference calls.

Section 3

(a) Fifty members in good standing will constitute a quorum for the General Body meeting. The resolutions passed in the General Body meeting will be mailed electronically to members not present personally at the meeting for their approval within 30 days. A lack of response by the date specified in this circular will be taken as a vote in favor of the resolution(s).

(b) It will be the responsibility of the Secretary to maintain proper records of the resolutions obtained.

(c) The President will appoint a Parliamentarian for the General Body meeting. The interpretation of the OSA Constitution and by-laws by the Parliamentarian will be binding for the resolutions.

Section 4

The President shall conduct the meetings. In the absence of the President, the Vice President shall preside over the meetings. In the absence of both the President and the Vice President, a member of the Board of Governors appointed by the President shall conduct the meetings.

ARTICLE VIII: LOCAL CHAPTERS

Section 1

(a) To form a new chapter, a minimum of 15 families, with signatures of at least 20 local OSA members residing in the local community, must submit a written request to the Board of Governors through the Executive Committee. The decision of the Board shall be conveyed in writing.

(b) All members of the chapter should have a contact address within the defined geographical territory.

© Every Chapter should have a geographical territory as defined during its formation as approved by OSA BOG. That definition cannot overlap another existing chapter's territory.

Section 2

A petition to form a chapter must be made to the Secretary of OSA for approval by the Board of Governors at least two months prior to the targeted date of its establishment.

Section 3

(a) The President of a chapter or an elected representative shall become a member of the OSA Board for a term of two years. A notification to that effect shall be submitted to the Secretary of OSA by the respective Board Members on or before the June 30th of the OSA election year. The chapter President or his representative to OSA Board must be a life member or patron or benefactor member (i.e., permanent member) of OSA in good standing.

(b) The President/Coordinator of a Chapter is eligible to continue on the Board for a second two-year term if reelected by the chapter, but no more than two consecutive two-year terms. A notification to that effect shall be submitted to the Secretary of OSA on or before the June 30th of the OSA election year.

Section 4

(a) The President of a chapter shall provide a membership list of the chapter to the Secretary of OSA by June 15th of each year.

(b) When members move to a different local address by virtue of their job-relocation or other reasons, permanently, they should cease to be the member of the chapter.

Section 5

Any donation and membership dues collected by a chapter in the name of OSA shall be deposited with the Treasurer of the OSA. A chapter shall, however, be free to raise its own membership fees and other donations for local activities.

Section 6

All financial accounts owned by Chapters must reflect OSA EIN and all funds raised by Chapters shall follow OSA rules and IRS regulations. Chapter shall submit a copy of its annual financial statement to the Treasurer at the end of each fiscal year. Failure to report such transactions in time is subjected to expulsion from Chapter status. CanOSA will be exempted from this rule, however, CanOSA must report annual chapter financial report upon Treasurer's request.

Section 7

At anytime if the chapter falls short of 15 local families of OSA National in the vicinity of the chapter's operating area, the chapter will stay under probation and the so called chapter president will lose the seat in the BOG until the member requirement is satisfied. The chapter can be reinstated with a fresh application with the signatures of 20 individual members and consent of 15 OSA member families.

Section 8

A single person must not serve in the position of chapter president for more than 4 years in total in a span of 10 years.

Section 9

All Chapter officials must be OSA permanent members with good standing and are subjected to the same standards as National executives.

Section 10

A chapter must maintain the minimum requirement to remain as a chapter in good standing. The minimum requirements will be described in the chapter's standard document.

ARTICLE IX: AMENDMENTS AND RULES OF BUSINESS

Section 1

Any proposed amendments to the OSA constitution or By-Laws shall be proposed by a petition signed by at least 10 percent of the total membership or by the Board of Governors. The petition must be circulated to the general membership at least 30 days prior to the annual general body meeting or the proposed effective date for implementation.

Section 2

Any amendment to the OSA constitution and By-Laws shall need the approval of two-thirds majority present in the General Body meeting, or two-thirds majority of members through mail ballot. A lack of response within the date specified in the mail ballot will be considered as a vote in favor of the amendment(s). A minimum of 30 days from the date of mailing must be given for the response for postal mail voting and a minimum of 15 days from the date of mailing must be given for the response through electronic voting. The mail ballot can be initiated only by approval from the majority of the BOG.

Section 3

The business of the OSA shall be conducted in accordance with the rules contained in the latest edition of 'Robert's Rules of Order' provided these do not contradict the By-Laws and the Rules of Business of the OSA.

Section 4

On any question involving the constitution the By-Laws, or the Rules of Business, the decision of the Board of Governors will be final.

BY-LAWS

BY - LAW I - MEMBERSHIP

Section 1

Any person eighteen years of age or over interested in the stated objectives of the OSA shall be eligible for membership. Membership in OSA involves submission of an application for formal approval by the Executive Committee. OSA reserves the right to verify the information provided and the qualifications for membership of any applicant. Such verification may include requesting additional supporting documentation from some or all of the applicants for membership by going through the Membership Verification Committee.

Section 2

Membership in the OSA shall be of the following types:

1. SINGLE PERSON of eighteen years of age or more by paying annual dues of \$20.00.
2. FAMILY (husband, wife, and children below 18) by paying annual dues of \$40.00.
3. LIFE MEMBER: A single person or a family paying \$300.00. In case of marriage of the single member the spouse shall be granted life membership. In case of divorce, both spouses shall be accorded individual life memberships.
4. FIVE-YEAR MEMBER: A person or family who contributes \$100 or more to OSA
5. PATRON: A single person or a family who contributes \$600 or more to OSA
6. BENEFACTOR: A person or a family contributing a lump sum of \$1,000 or more to OSA.
7. HONORARY MEMBER: Persons selected to this status by the Board of Governors.
8. SUPPORTING MEMBER: Persons, families or organizations by contributing at least \$100 a year

Section 3

Honorary or supporting members are not eligible to vote or seek office of the OSA.

Section 4

Membership dues in any category may be changed by the Board of Governors with approval of the general body by a majority vote. However, to encourage membership drive, the Executive Committee may temporarily reduce the amount for any category of membership through written notification to the general membership. The period over which this reduction will be valid must be specified in the notification and the reduction cannot be repeated within the normal tenure of a particular Executive Committee. The membership fees cannot be reduced to less than 65% of the prevailing schedule.

Section 5

The fiscal year of the OSA shall be July 1 to June 30th.

Section 6

Resignation from membership will be accepted from any member at any time by submitting an application to BOG through the Secretary of OSA and through regular mail with signature or through

electronic mail from a valid ID registered with OSA. The format of the application shall be available by the BOG.

Section 7. Membership Verification Committee

a) **Composition.** There shall be a Membership Verification Committee (“MVC”) comprised of the Secretary, a member of the Board of Governors and two other general members, nominated by the President with the advice and consent of the Executive Committee. The nomination of these two additional members shall be completed within thirty (30) days of taking office.

b) **Verification Procedure.** i) The Treasurer shall forward copies of all membership applications and payments received within the preceding calendar month to the MVC no later than the last day of each calendar month.

ii) The MVC shall review each application to determine: 1. Completion of Application; 2. Eligibility in accordance with the Articles & By-laws; 3. Whether the applicable membership fee has been paid.

iii) The MVC shall complete the application review process within fifteen (15) days of the receipt of the application from the Treasurer.

The MVC shall have the right to request for additional documentation pertaining to the information provided in Application in order to verify the applicant’s eligibility. Such documentation may include, but shall not be limited to: a) photo identification, b) proof of age, c) a current utility bill for address verification. If the MVC requests such additional documentation from the applicant, the time limit set forth in sub-paragraph (iii) above shall be extended by an additional fifteen (15) days, if necessary. If the applicant fails to provide the requested documentation within the additional fifteen (15) days, the MVC shall have the right to reject the application.

iv) MVC shall have the right to reject any application without giving suitable reasons to the applicant. In case of rejection, all applicable fees paid by the applicant will be refunded excluding the administrative charges, if any.

Section 8. Revocation

a) **Substantial Violation.** Membership of any member may be revoked for substantial violation of the Articles of Incorporation or Bylaws of OSA. Without limiting the generality of the foregoing, it shall be a violation of the Bylaws of OSA for any member to knowingly or intentionally engage in conduct which is intended to compete with or cause harm to OSA or which, in the opinion of the Executive Committee in its sole discretion, is likely to substantially injure the reputation of OSA. Any member of the Board of Governors or a minimum of 25 members in good standing of OSA may submit a petition outlining the charges to the Chairperson of the OSA Board of Governors by registered/certified mail, return receipt requested or by electronic mail addressed to the President and Secretary. The Board of Governors shall investigate the charges and if, in the opinion of a majority of the Board of Governors, there is probable cause to believe that a basis for revocation of membership may exist, the Board of Governors shall place the petition for removal of that person on the agenda for hearing at a BOG meeting specially called for such purpose and shall provide the affected member with written and electronic notice of the petition and the hearing date so that such member may have an opportunity to be heard in opposition to the petition. If no quorum is present, the hearing on the petition shall be continued to the next regular meeting of the Board of Governors or a special meeting called for such purpose at which a quorum is present for voting. The Secretary shall notify the affected member about the date, time and place of the continued hearing. After the hearing at which a quorum is present, the Board of Governors shall decide by two-thirds affirmative vote of those present and voting whether to revoke the membership under question. The President shall notify the affected member of the action of the Board of Governors both electronically and in writing. The decision of the Board of Governors shall be final and binding.

BY - LAW II: ANNUAL CONVENTION

Section 1

The site of the annual convention shall be selected by the Executive Committee and Board of Governors a year in advance for smooth planning. The host chapter **or the host community** shall be responsible for all aspects of the convention. The President or coordinator (in the absence of a president) of the chapter **or the community leader** must send a written request to the President of the OSA at least one year before the proposed date of the convention with the written approval of the majority of the members of the host chapter, to hold the convention.

Section 2

(a)The convention shall not be viewed as a fund raising method on the part of the local chapter. The Treasurer shall supervise annual OSA convention and/or symposium fund collections and expenses, and report them to the General Body in the following year. The accounts of the convention shall be prepared by the President or his/her representative of the host chapter and will be handed over to the OSA Treasurer for reporting to the General Body. If the host chapter for a Convention does not meet its obligations to provide financial statements, a list of new members and all monies due to the national organization within six months of the end of the Convention, said chapter shall not be permitted to host another Convention for a period of 10 years from such date that the host chapter meets the foregoing obligations.

(b)A convention audit committee consisting of 3 members shall be formed by the executive committee to carefully audit the convention incomes and expenses.

Section 3:

The OSA Vice President shall function as Co-convenor of the convention and shall coordinate all the OSA activities including planning, convention opening ceremony, invitation of the OSA guests, and OSA award distributions in consultation with the OSA President and the convention organizers.

Section 4:

The Convener will ensure the printing and distribution of copies of the OSA souvenir and directory to all the attending OSA members. **The Convener shall provide electronic copies of souvenir and directories to all members. Members may request for a printed copy of the souvenir and directory to the Convener by paying for the printing & shipping expenses in advance by May 31st.**

Section 5:

OSA makes it a mandate for the convention organizing committee to organize a cultural segment completely dedicated to Odia classical music style such as Odissi, Chhanda, and Champu to increase interest among the new generation Odia children in their cultural heritage during the convention.

Section 6:

Convention guidelines approved by the BOG will be used for convention planning and programming.

BY - LAW III: ELECTION PROCEDURE

Section 1

A three member election committee with one as chairman shall be appointed by the Executive Committee or BOG and will be announced to the general body for approval by majority at the annual convention preceding the election year.

Section 2

No member of the Board of Governors shall be eligible to be a member of the election committee.

Section 3

The Secretary of the OSA shall prepare a list of members who have paid their dues by Dec. 31 of the year preceding the election year. This list along with the list of life members and patrons shall be submitted to

the chairman of the election committee by Jan. 15 of the election year. Only the members in this list can be able to participate in the election.

Section 4

Nominations for the various offices shall be invited by the election committee chairman through the OSA newsletter of September-December quarter, preceding the election year. In case of contests, the names of the candidates shall be announced in a special letter to be sent by the election committee along with the position statement of each contesting candidate accompanied with the ballots. **All communications from the election committee regarding the nomination will be electronic. The format of invitation for nomination will be determined by the Election Committee.**

Section 5

The Election Committee of OSA shall print and supply the ballots. All ballots must be sequentially numbered or coded.

Section 6

The ballots shall be mailed in the fourth weekend of March of the election year. The ballot number or code must be noted against the master membership list held by the election committee. For a returned ballot to be valid, it must be postmarked by the date on or before the 4th Monday of April of the election year.

Section 7

The election committee shall open a post office box address to which the ballots shall be mailed to by the voters. The ballots shall be counted in the presence of the election committee members and the candidates or their representatives on the second Saturday of May of the election year. The results of the election shall be announced then and there with a written statement of the results sent to the President of the OSA. All the election materials must be sealed and signed by the election committee members and the candidates or their representatives, and will be preserved by the election committee chairman for a period of six months after the election. **The election committee may adopt electronic voting procedure with the approval of the BOG members. In that case, the voting and counting methods/rules must be approved by the BOG and disseminated to the members electronically by January 1st of the election year.**

Section 8

The President of OSA shall submit the results to the Board of Governors for approval and for a publication in a special Newsletter by May 30th of the election year.

Section 9

The election committee shall adopt prudent ways to insure the secrecy of the voting system.

Section 10

All expenses for the election shall be reimbursed by the Treasurer of OSA upon the submission of the expense report. The committee shall caution to keep expense within the budget.

Section 11

Any charge of election irregularity or fraud shall be reported to the President and the members of the Board of Governors for resolution.

Section 12

The ruling of BOG shall be binding on all issues outside the scope of Election Committee.

BY - LAW IV: DISCIPLINARY ACTION

Section 1

Disciplinary action shall be taken by 2/3 majority vote of the Board of Governors against any member for gross misconduct.

Section 2

The policy document for the disciplinary action shall be approved by the OSA Board of Governors and will be binding.

BY-LAW V: Grievance Hearing Process

Section 1

The new executive committee (EC) will form a 3-member Grievance Handling Committee (GHC) and get the approval from GBM when they take the oath of the office. The appointed GHC will have a life span of two years. Any subsequent changes to the committee should be duly approved by BOG with a 2/3 majority.

Section 2

All grievances must be filed with GHC outlining in detail the nature of the complaint. GHC will investigate and provide a report of its investigation & recommendation within 60 days of receipt of the grievance. If the party/parties involved is/are not satisfied with the report of GHC, he/she may request BOG to review.

Section 3

A member of the grievance committee must be a member of OSA at least for last 10 years

Section 4

If the party/parties involved is/are not satisfied with the findings/decision of the GHC, the case may bring it to the BOG. The BOG will be the final authority to either accept GHC decision or request for new hearing by a majority vote.

Section 5

Any member that files a legal case without following the grievance hearing process will be subjected to disciplinary action which may include termination of his or her membership.

Section 6

GHC shall recommend disciplinary actions against individual member(s), officer(s) or a chapter to BOG. BOG shall accept or reject the recommended action on individual member(s) and officer(s) with a 2/3rd majority vote. All disciplinary actions against a chapter are subjected to GBM approval.

BY-LAW VI: OSA Award

OSA award will be coordinated by the Vice President of the Society in consultation with the award committee formed by the Vice President for the purpose. The award procedure must be documented and approved by the Executive Committee and the BOG.

BY-LAW VII: OSA Communication

Unless otherwise mentioned all communications in OSA related to OSA business including the amendments will be electronic. In special cases with electronic disability for any member, paper communication may be made with requests from the respective member to the Secretary of OSA. OSA communication medium for discussion and other purposes must be determined by the BOG at any time and can change by putting a notice on the OSA web 30 days before such changes.

BY-LAW VIII: Unforeseen Circumstances

In unforeseen circumstances the decision of the BOG will be final. The unforeseen circumstances include but not limited to natural events, tragic events in families for which a responsible official may not be able to perform his/her duties on time, the events for which no guidance is available in the constitution and immediate time sensitive challenges which would require immediate attention.

BY-LAW IX: OSA Standards, Policy and Rules of Business

At any time, interpretation by the BOG regarding OSA standards, policy and rules of business in organizational affairs will be final. The standard documents for member ethics, convention programming, forms and procedural documents, organizational position statements on issues must be prepared by the BOG through respective committees or a standard committee, i.e., the committee to write down procedural documents and standard templates.

BY_LAW X: Voting Rules

Section 1: BOG Voting Rule

The approval from the Governing Board and the members will be sought through e-mail. In case of no response within two weeks from a Board member, it will be assumed that the particular member has approved the request.

Section 2: For General Membership

The approval from the General Membership may be needed from time to time through e-mail or paper mail. In case of no response within the designated time, it will be assumed that the particular non-responder member has approved the request. The minimum designated time will be 15 days.

BY-LAW XI: OSA JURISDICTION

By default OSA Jurisdiction will be the state of its General Counsel or the legal advisor that would be announced by the BOG. In absence of a General Counsel or a legal advisor, the Jurisdiction will be declared by the BOG.

BY-LAW XII: FINANCE AND ACCOUNTING

Finances, Accounting, Banking, Investments, Audits and Annual Expense Reports - The Treasurer in consultation with the OSA Executive Committee (EC), and its Chapters and the respective officers of the society will be responsible for maintaining the information related to the finance, accounting, banking, investments, fund raising, day-to-day expenses and annual expense reporting of the organization. The individual Chapters need to provide a precise yearly expense report (1/2-1 page only) to the OSA Treasurer, by May 30 of each year. Similarly, the OSA accounting should be maintained by the treasurer during the year and to be finalized by May 30 of each year. The OSA's annual expense report in the form of a Balance Sheet (1 page only) will be finalized during May 30 of each year and be published in the OSA Journal (July of each year), OSA website, and OSA Communication medium for the members' review. At the end of the term of 2 years of the EC, the financial information of OSA should be transferred to the next elected treasurer by August 15. Similar processes should be followed by the respective chapters.

BY-LAW XIII: OSA ASSETS

No part of the earnings of the OSA shall go to the personal benefit of any member, office bearer or private individual. Should the OSA disband, after paying or making provisions for payments of all the liabilities of the OSA, the remaining funds and assets of the OSA shall go to such charitable organizations as having objectives similar to this society, chosen by the majority votes of the general body at a special meeting called for that purpose. OSA assets (such as: the name(s), constitution, organization documents, symbol/logo/trademarks, domain names www.Odishasociety.org and www.odishasociety.org, discussion group name OSAnet@yahoogroups.com, annual convention legacy, funds (OSA and its chapters) and related organizational values and information do not belong to any members, organizations, office bearers, coordinators, volunteers or private individuals, rather the OSA assets are owned by the OSA organization.

Notes

1. The items marked in red are suggested items either by members, BOG or the constitution review committee
2. The name change of the society to "The Odisha Society of the Americas" will be effective after July 2011. Currently it will be used as "The Orissa Society of the Americas"

Nomenclature:

OSA: "The Orissa Society of the Americas" or "The Odisha Society of the Americas"
BOG: Board of Governors (Executive Board, Board all the definitions are used for BOG)
GBM: General Body Meeting
GHC: Grievance Hearing Committee
MVC: Member Verification Committee
EC: Executive Committee

Acknowledgements: Surya Misra, Amiya Nayak, Laxmi Narayan Bhuyan, Lata Mishra, Purna Mishra, Bigyani Das, Pradeep Mohapatra, Hara Narayan Padhi, Bijoy Mishra, Priyadarsan Patra, Sandip Dasverma, Lalatendu Mohanty, Pratap Das, Gyana Patnaik, Amiya Mohanty, Debashis Panda, Surendra Ray, Arata Rout, Nishikant Sahoo, Chitta Baral, Sradhananda Misra, Gagan Panigrahi, Akhileswar Patel, Annapurna Pandey, Manoj Sahu, Nick Patnaik, Devjani Mishra, Sunanda Holmes, Sujit Mohanty, Linda Dorney, Richard Rossenblatt

OSA Officials:

Dr Bigyani Das, President
Pradeep Mohapatra, Vice President
Pitamabar Sarangi, Secretary
Dr Annapurna Pandey, Secretary until February 12, 2011
Dr Akhileswar Patel, Treasurer

Notes:

Organizational Registration Process and OSA

Dear All

After contacting several legal professionals, I have the following information about organizational registration.

1. Every organization must be registered in a state to start with by defining its goals, operating/service region, activity etc.
2. When the organization wants to change its name or status or service area, it has to register fresh as a new organization referring to the old organization.
3. When the organization gets its new status, it will close the old organization and merge its assets with the new organization with its new status/objectives etc.

In OSA's Case

1. As I have collected information from veteran OSA members (Manoranjan Patnaik and Duryodhan Mangaraj) that OSA was registered as a 501©(7) organization with the name "Orissa Society of Americas" before 1981.
2. In 1981, Mr Satya Shaw registered the organization in TN as "The Orissa Society of the Americas". Ladukesh Pattnaik was the president.

3. However, neither IRS nor OSA officials closed the 501©(7) organization. Nobody used that organization, i.e., it was in coma state.
 4. The way IRS operates is very difficult to understand. If any chapter president or secretary requests IRS for a determination letter, IRS issues that letter in the requester's name.
 5. I believe it is because of that rule, there was a letter issued to Mrs Jayashree Samal when she was the secretary/treasurer of OSA DC chapter. Since Mrs Jayashree Samal was never elected as an OSA National official, she registering an organization is unfounded.
 6. OSA was never re-registered anywhere else. TN is the last place of registration.
 7. Currently OSA has only one EIN. The 501©(7) is closed forever in 2008.
 8. If we want to change the name of "The Orissa Society of the Americas" and use "Odisha", we have to register this as a new organization wherever we want. It will need a fresh application for the current status. Only after we get the new organization approved, we have to close the old organization and merge its assets with the new organization. Changing the name is not that direct as it seems.
- OSA EIN info is available at
http://www.orissasociety.org/osaftp01/osa_503c_details.htm
It has links to
[Original 501C\(3\) 1981 IRS Letter](#)
Status [Reverified in 1997](#)
Status [Reverified in 2007](#)