



KCS CHICAGO
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PRO GENTE SUBDITICA

Constitution and By-Laws of the

KNANAYA CATHOLIC SOCIETY OF CHICAGO



1800 E Oakton Street, Des Plaines, IL 60018

Constitution and By-Laws of the Knanaya Catholic Society of Chicago

PREAMBLE

We, the members of the Knanaya Catholic Society of Chicago, are grateful to Almighty God for the civil and religious liberties which He has provided and permit us to enjoy. We seek His blessings upon our endeavors to uphold and promote the cultural values, principles, and traditions of the Knanaya Catholic Community, head-quartered in the Diocese of Kottayam in Kerala, India; and to secure the blessings of freedom and liberty for ourselves and our prosperity, we do ordain and establish this Constitution for the Knanaya Catholic Society of Chicago.

ARTICLE I GENERAL PROVISIONS

SECTION 1. NAME

The name of the organization (corporation) shall be KNANAYA CATHOLIC SOCIETY of Chicago (hereinafter also referred to within this document as “Society,” “KCS,” “Organization,” or “Corporation”). The period of the organization is perpetual.

SECTION 2. PURPOSE

The Organization’s purpose shall be for the enrichment of the spiritual, the social, and the cultural lives of its membership, who uphold and promote all the traditions of the Knanaya Catholic Community headquartered in the Diocese of Kottayam in Kerala, India, by engaging in religious, cultural, social and charitable activities and by creating and maintaining an environment conducive and consistent with those traditions.

The KCS organization is wholly intended to work exclusively within the meaning of § 501(C)(3) of the Internal Revenue Code or the corresponding section of any future federal tax provision.

SECTION 3. INCORPORATION

The Society is incorporated as a not-for-profit corporation within the State of Illinois, under all applicable state and federal laws. The legal agents shall be the President and the Secretary of the corporation sharing joint responsibility. The formal legal address of this corporation and its Executive Board shall be the same address officially filed with the Illinois Office of the Secretary of State within its annual report. The languages of the society shall be both Malayalam and English. Official written communications shall be in English or provide an accurate, English translation.

1. ``Knanaya'' people, also known as Knananites, are the descendants of the original 72 Jewish Christian families that arrived in Kodungalloor, Kerala in A.D. 345 under the leadership of Thomas of Cana, accompanied by Mar Joseph, the Bishop of Edessa (also known as Uraha), with priests and deacons sent by the Syrian Patriarch. Through the practice of endogamy, they have remained an identifiable ethnic group.

2. The membership of the Diocese of Kottayam are Catholics, believe in the same truths, profess the same faith, receive the same sacraments, have the same Lord, pray to the same heavenly Father, and are in communion with the Pope, the Bishop of Rome, the successor of St. Peter. On August 29th, 1911 Pope Saint Plus X, by a special decree, established the Diocese of Kottayam for Knanaya Catholics. The members of the Diocese of Kottayam hence continued to be an identifiable ethnic group as the Knanaya Catholic Community. As such, the Catholic Bishop of Kottayam has been and still remains the leader of the Knanaya Catholic Community throughout the world.

SECTION 4. CORPORATE SEAL

The society shall have a corporate seal.

SECTION 5. MEMBERSHIP

There shall be two categories of Membership:

(1) a general member; and (2) a social member.

A. GENERAL MEMBER

1. To be eligible for General membership in the society, the applicant must be:
 - (a.) at least 18 years or older;
 - (b.) a practicing Catholic;
 - (c.) conceived and born of both Knanaya parents;
 - (d.) if married, the applicant's spouse must also be conceived and born of both Knanaya parents; and
 - (e.) A bona fide permanent resident or citizen of the United States in one of the following states: Illinois, Indiana, Iowa, Missouri, or Wisconsin.
2. Application for general membership, with two names of individuals, other than relatives, for references shall be filed with the Secretary of the Organization on the designated form, which shall be forwarded to the Chairperson of the organization's Liaison Board within fifteen (15) calendar days.
3. The Liaison Board shall scrutinize the application to determine whether the applicant meets the requirements set forth for General Membership above, and reach its decision within thirty (30) calendar days. The Liaison Board by majority has sufficient authorization to request sufficient proofs from the applicant to make their determination. Failure by any applicant to timely and reasonably provide proofs, or to request an extension to any deadlines may at the discretion of Liaison Board void the application. Thereafter, the application is returned to the Secretary of the organization for entry into membership lists, if application is satisfactory, and the Liaison Board will keep a copy of it for the record.
4. Any general member who does not maintain the eligibility status

set forth under conditions under §5, (A), (1), (b), (d), and (e) shall automatically lose and make void their membership without further action needed by the Liaison committee. Such persons will also sua sponte lose any elected or appointed position/positions with the Society. If individual's status at a later date change back to satisfy §5, (A), (1), (b), (d), and (e), e.g., return to domicile in jurisdictional states, the applicant's reinstatement to general member is not automatic, but would require an eligibility review under §5, (A)(1)(a)-(e) by the Liaison Board prior to reinstatement.

B. SOCIAL MEMBER

1. All social members enjoy the rights and privileges of general members.
2. In addition, to be eligible for social membership in the Society, the person must contribute a minimum of \$500.00, equivalent to on (1) unit Share to the society's building fund, and meet all the criteria described under General Member §5 (A) (1) and shall follow the procedures set forth under §5(A)(2) and (3).
3. Any social member who fails to meet the requirements set forth in §5(A)(1)-(3) above at any time, will automatically lose membership, lose any and all rights and privileges, and lose any monetary contributions. Such persons will also automatically forfeit any and all elected or appointed position (s) with the Society.
4. No member (s) shall have any proprietary rights whatsoever in the real properties, other tangible or intangible assets, pecuniary amounts, or any good will the organization has accumulated.

C. NON-MEMBER

Non-members are welcome to attend the cultural, charitable and religious functions of the society as guests but do not maintain any rights, privileges, or participatory rights.

SECTION 6. MEETINGS

GENERAL BODY MEETINGS

1. A General Body meeting is a formal gathering of general members. There shall be a minimum of two (2) General Body meetings conducted in each calendar year.
2. A General Body meeting of the Society shall be held in the month of May and another General Body meeting shall convene in the month of December with at least 30 days' notice.
3. If there is a state-declared emergency, the executive board may opt to conduct the General Body meeting through online electronic platforms. However, constitutional amendments may only be passed at an in-person General Body meeting.
4. The Executive Board may call emergency General Body meetings with 7 days' notice.

B. SOCIAL BODY MEETING

1. A social body meeting is the formal gathering of the social members of KCS, convened by the KCS Secretary with a notice mailed out or adequate notice by written publication provided at least 15 days in advance. It shall be chaired by the President of KCS.
2. Any notice concerns must be raised by a member at the onset of the meeting and determination made prior to proceeding.
3. Major decisions regarding real property, including but not exclusive to the sale, purchase, lease, use, renovations, additions, modifications of property owned, leased, or operated by KCS, shall be taken only at the social body meeting convened for that purpose and approved by two-thirds majority of social members present.
4. At least one Social Body meeting will occur annually on a date within 45 days from when the new Executive Board has taken office, with the purpose of which is to elect two (2) representatives from the social membership group to the Building Board.

SECTION 7. RIGHT TO VOTE, APPLICATION, AND OTHER PROCEDURES

GENERAL MEMBER VOTING

1. All General Members of the Society will only be allowed to vote in person at General Body meetings.
2. For purposes of voting, new applications for general membership shall be submitted to KCS secretary on or before June 15th of each year to allow for timely addition to the election roll call. The application shall be forwarded to the Chairperson of the organization's Liaison Board no later than fifteen (15) calendar days, and a decision reached by the liaison Board within thirty (30) calendar days.
3. The names of all applicants who are accepted for membership will be added to the voters' list.
4. A list of all the eligible voters shall be published by the Liaison Board on or before July 31st.

SOCIAL MEMBER VOTING

5. All social members of the Society will only be allowed to vote in person at all social body meetings. One vote can be cast for each unit of contribution (share). KCS shall issue certificates of contribution to its social members. The certificates of contribution can be inherited by a legal and surviving spouse and thereafter by their children authorized by the social member provided that both spouse and children meet all requirements under section §5 (A) (1). The certificates of contribution have no monetary value and as such cannot be sold, traded, mortgaged, pledged, etc.

SECTION 8. AMENDMENTS

Whenever a constitutional amendment is proposed:

1. The KCS Legislative board shall be responsible for reviewing the constitution and making proposals for amendment(s). Any proposed amendments to this constitution and by-laws must be approved with a two thirds ($\frac{2}{3}$) majority of the KCS Legislative Board.
2. After the Legislative Board has approved these proposals, they shall forward them to the Executive Board for review and approval. Any proposed amendments to this constitution and by-laws must be reviewed and approved unanimously by the Executive Board before they are presented to the Board of Directors for review. Any proposal that is not approved unanimously by the Executive Board shall be returned to the Legislative Board for further review.
3. Proposals passed by the Executive Board must be shared with the Board of Directors for review, at least seven (7) days prior to a vote of the Board of Directors on the proposed amendments. Any proposed amendments to this constitution and by-laws must be reviewed and approved by a two thirds ($\frac{2}{3}$) majority of the entire KCS Board of Directors. Any proposal that is not approved by a two thirds ($\frac{2}{3}$) majority shall be returned to the Legislative Board for further review.
4. After the Board of Directors have reviewed and approved these proposals with a two thirds ($\frac{2}{3}$) majority, these proposals must be added as a referendum for a vote in the following general election for the next Executive Board. All such proposals must be communicated to KCS members at least one month prior to the general election for the Executive Board.
5. If a constitution amendment is required in a non-election year or if an election is not held or an election is averted due to an undue hardship or act of God or any other reason;
 - (a). A special general body may be convened for the purpose of amendments

- (b). Proposals must be shared with members of the society via email and or regular mail at least 30 days before the special general body meeting.
- (c) The quorum required to pass a constitutional amendment is a minimum of three hundred (300) members present. A two thirds (2/3) majority of the vote is required for the proposed amendment(s) to pass.
- (d). If the quorum is not met at the first meeting for constitution amendment(s), then another General Body meeting shall be called with a minimum of 15 days' notice with the same agenda. To pass amendment(s) vote of three fourth (3/4) majority of the members present required.

SECTION 9. OPERATIONAL LIMITATIONS

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under § 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under §170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 10. POWER TO ACQUIRE AND HOLD ASSETS AND PROPERTY

A. GENERAL

For the purpose stated in the constitution and for any other charitable purpose or to obtain funds or income for charitable purposes, the corporation may contract for purchase, receive, manage, hold and dispose of real, personal and mixed properties, wherever situated by gift, grant, devise, bequest or purchase, and may operate said property or any part thereof, or any business it may acquire, in the name of the corporation or any other manner and for its benefit and in its behalf through such person or agents as it may designate as provided in this constitution. Such persons or agents accepting such responsibilities maintain a fiduciary duty to the organization and its purposes outlined in this constitution.

B. TRANSFER OF ASSETS

In the event of need for transfer (not the sale of), to the extent possible any tangible and intangible assets owned by KCS or the proceeds from any assets of KCS shall be transferred only to the charitable wing of the Diocese of Kottayam. In the alternative, such transfer shall be made to an endogamous Knanaya cultural or religious organization consistent with the principles set forth in this constitution's preamble and membership criterion and which is qualified at the time as an exempt organization under 501(c) of the internal Revenue Code of 1954 or any successor statute, after obtaining written affirmative approval from two third majority of the social body members.

The organization demands that any and all court or legal authority reject the application of the cy pres doctrine to this provision, any other provision in this document, or any provision that may be incorporated by reference. The organization intends for this to be strictly construed and be transferred to above mentioned Diocese of Kottayam or endogamous Knanaya cultural or religious organization.

C. INUREMENT OF INCOME

1. NON-PRIVATE GAIN

KCS is organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual unless otherwise specified in this document. The corporation may, however, pay reasonable compensation for services necessary for its operation and religious purposes, and make other payments and distributions consistent with these Articles.

2. NET EARNINGS

No part of the net earnings of the corporation shall become beneficial to, or be distributable to its officers, directors, authorized agent, member of this organization, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

3. PERSONAL LIABILITY

No officers, director, authorized agent, or member of this organization shall be personally liable for the debts or obligations of KCS, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation, unless said debt or obligation is directly resulting from the individual's private gains in violation of §10(C) (1-2) above.

4. CONTRIBUTORY UNITS FROM KCS

The building fund raised by KCS (excluding the contributory units), shall be converted into certificates of contribution and be held in the name of KCS for the benefits of its general members. All the votes acquired thereby for KCS, shall be openly cast by the Legislative Board Chairman at the social body meeting, as per the majority decision of the KCS Board of Directors.

SECTION 11. CLAUSE OF DISSOLUTION

Upon dissolution of the corporation, the Board of Trustees or officials shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation, exclusively in such manner as to fulfill the purpose for which the corporation has been established originally, and in accordance with the provisions of IRS code or codes governing not-for-profit organizations. To the maximum extent allowed, all assets and/or the proceeds from any asset of KCS shall be donated to the charitable wing of the Knanaya Catholic Diocese of Kottayam, Kerala, India. Any such assets, not so disposed of shall be donated, after obtaining written affirmative permission from the majority of social body members, to such qualified, charitable nonprofit endogamous Knanaya Catholic organization consistent with the organization's principles set forth in this constitution's preamble.

In no circumstance shall a court or legal body construe this document to allow the application of cy pres or similar legal principle to circumvent the organization's clear and unambiguous purposes outlined in this document, or to apply to any pending or future donations made to the organization.

ARTICLE II THE ADMINISTRATION

SECTION 1. BOARD OF DIRECTORS

A. BRANCHES

There shall be five different branches of the Board of Directors, also known as the Board of Trustees: (1) The Executive Board, (2) the Legislative Board, (3) the Liaison Board, (4) the Building Board, and (5) the National council members articulated in Section C.

In addition, the following representatives from each satellite unit or subunit articulated in Article IX shall be a ***non-voting*** member of the Board of Directors: President of KCYL, President of KCWF, President of Yuvajanavedhi, Coordinator of the Senior Citizen Forum, Coordinator of Goldies, Coordinator of KCJL, and Coordinator of KCCL. Only one nominee from each satellite unit shall serve as part of the Board. If there is more than one person in the above-mentioned roles, the satellite unit or subunit shall select one of them to serve on the Board of Directors. Service time as a satellite unit representative on the Board of Directors qualifies as time on the Board of Directors that is needed for eligibility to assume future positions on the KCS Executive Board and National Council.

The immediate Past President and Secretary shall serve in the subsequent Board of Directors in an ex-officio capacity as past executives, without voting rights. If the President and or Secretary of an outgoing Executive Board are unable to continue in the Board of Directors for the following term, the Vice President or Joint Secretary or Treasurer will be eligible for replacement in the given order.

The term length for all Board of Directors members, except for the Legislative Board, shall be two years or until their current position in the satellite unit is replaced, whichever comes first.

No branch shall exercise power properly belonging to any other branch. The General Body formed by the general members of the society shall have the overall power over all the branches, except the Building Board.

B. MINIMUM QUALIFICATION FOR BOARD OF DIRECTORS

All members of the Board of directors must be social members of the Society. They must also be citizens of the United States of America or lawful permanent residents.

C. INTERRELATION WITH KCCNA

The five (5) members of the KCS Executive Board, along with seven (7) elected members shall be the designated KCS representatives to the KCCNA National Council. This arrangement shall remain effective as long as KCCNA remains consistent with KCS 'purpose.

D. DIRECTOR BOARD MEETINGS

The Executive Board shall call a meeting of the KCS Board of Directors before every General Body meeting, with *at least seven (7) days' notice* unless it is an emergency General Body meeting. Board of Director meetings can be conducted using live video conference technology. However, two in-person Board of Directors meetings must be conducted within a year.

E. DISCIPLINARY ACTIONS AND REMOVALS

Any member of the Board of Directors that has not taken their oath of office within sixty (60) days of the start of their term will be automatically terminated from the KCS Board of Directors and their respective positions in any branch of the KCS Board. Exceptions can be made only if prior arrangements are made in writing with KCS President or Secretary.

Any member of the Board of Directors that has missed three consecutive board meetings will be automatically terminated from the KCS Director Board and their respective positions in any branch of the KCS Board of Directors. Exceptions can be made only if prior arrangements are made in writing with the KCS President or Secretary.

Once terminated from the Board of Directors position the same member will not be eligible to run for KCS Executive Board or National Council positions until serving another full term.

SECTION 2. ELECTIONS AND GUIDELINES

The Liaison Board shall publish an official voters' list by July 31st of the calendar year.

1. All nominations in the prescribed form with 2 sponsors from KCS members shall be submitted to the Liaison Board chairman (or a chair-approved member) on or before August 31st 10:00PM CST of the election year.
2. A nomination fee of \$250 as a donation to the KCS is required with each application for nomination.
3. The decision regarding the nominations shall be announced by the Liaison Board on or before the 15th day of September. If any nomination is rejected, nomination fee shall be refunded.
4. A candidate can withdraw the nomination on or before September 30th in the prescribed form, but \$250 donation will be considered forfeited.
5. The KCS general elections shall be conducted on the last Saturday of October from 9:00 A.M. to 9:00 P.M CST.
6. A legal picture ID such as driving license, state ID or Passport, etc. with proof of residency will be required for verifying the residency and the identity of the voters on the Election Day.
7. Complaints regarding any election results shall be filed in writing to the Liaison Board Chairman within 48 hours after the election results are announced. Such complaint shall be forwarded to the Legislative Board Chairperson within 24 hours.
8. Such election complaints shall be reviewed by a combined Liaison, Legislative and Executive Board special meeting within 21 calendar days upon the receipt of the complaint. The two third majority decision of such meeting shall be final and binding.
9. The decision shall be given to the Liaison Board for validation, and the Liaison Board shall declare the official results within 7 business days.
10. The Liaison Board shall take control of the election documents and then shall hand over those documents to the KCS Executive Board within 30 calendar days after the election.

SECTION 3. AUDITOR

Each annual General Body meeting shall appoint an Auditor who shall audit the accounts for each year and present an audit report at the next annual General Body meeting with copies made available to the members.

The Auditor should be a member of the society, preferably with qualifications in Finance and/or Accounting. Moreover, the auditor to the best of their ability should assure the accounts comply with any and all requirements under § 501(C)(3) of the Internal Revenue Code or the corresponding section of any future federal tax provision. The Auditor in his or her discretion and pursuant to approval by the Boards may seek assistance on specific inquiries with a reputable third-party accountant, CPA, or tax attorney to ensure compliance with applicable tax codes.

SECTION 4. SPIRITUAL DIRECTOR

A Knanaya Catholic priest designated by the Bishop of the Knanaya Catholic Diocese of Kottayam will serve as the spiritual director of the society for a term of two years at a time, and to run concurrently with the term of the Executive Board. The existing Executive Board shall make a formal request to Knanaya Catholic Bishop of Kottayam to appoint a new spiritual director two months prior to the new executive board taking the oath of office.

ARTICLE III

THE EXECUTIVE BOARD

The Executive Board shall consist of a President, Vice President, Secretary, Joint Secretary, and Treasurer. All the executive powers shall be vested in the Executive Board. One of the nominated members of the Executive board shall be a youth under the age of thirty-four (34).

SECTION 1. TERMS

The officers of the Executive Board shall hold office for two years. The oath of office shall occur on the second Saturday of December following the election-on-election years and their two-year term commencing on the same date.

The office of the President shall be limited to two, two-year terms. No individual can consecutively or collectively hold the position of President for more than four years total.

SECTION 2. ELIGIBILITY

Each Presidential and Vice-Presidential candidate should be at least 30 years of age and a member in good standing of the society for at least three consecutive years. Moreover, they must have a minimum of two years prior experience as a member of any Board of Directors of KCS.

The candidates for the positions of the Secretary, Joint Secretary and Treasurer should be at least 21 years of age and members in good standing of the society for at least three consecutive years. Moreover, they, with the exception of a youth member, mentioned above, in the executive board, must have a minimum of two years prior experience as a member of any Board of Directors of KCS (any branch).

No individual convicted of any felony, or convicted of a misdemeanor offense involving any breach of trust, misfeasance, or misappropriation shall be eligible for candidacy for a Board position.

SECTION 3. ELECTIONS

Presidential and Vice-Presidential candidates shall run for their office as a team in the general election following democratic process of election, using secret balloting, if needed. At the time of nomination, Presidential and Vice-Presidential candidates must declare their nominees to the positions of Secretary, Joint Secretary and Treasurer also must submit nominations along with the required fees.

The newly elected President and Vice President along with their nominees for the positions of Secretary, Joint Secretary and Treasurer shall be sworn into their respective offices at a General Body meeting in the month of December, following the biannual election process.

The election of the Executive Board shall be conducted in alternate years in such a way that it shall not coincide with the election of the Liaison Board.

SECTION 4. DUTIES

Powers, duties and responsibilities of the Executive Board are:

- a. Conduct all the activities stated in Article X
- b. Official communication link between the society and others
- c. Maintain custody and control of all the official records of all activities of the society.
- d. Safe-keep and maintain the society's accounts and assets
- e. Convene the General Body and the social body meetings
- f. Call any emergency general and social body meetings in consultation with Liaison Board and Legislative Board chairpersons when warranted
- g. Maintain all fiduciary obligations to the corporation's purpose and collective members

The President

- a. Presides over the Executive Board, Board of directors, General Body, Social Body and all general meetings of the society.
- b. Conduct appropriate and necessary communications with organizations, agencies, and other people outside KCS.
- c. Maintain effective communication among all members of the Board of Directors
- d. Lead and guide the members of Executive Board
- e. Follow the constitution and execute the laws

Vice President

In the absence of the President, shall perform all the duties of the President as set forth in § 4(2) of Article III.

The Secretary

- a. Keep a record of minutes of the meetings and proceedings
- b. Do all the correspondence as directed by President
- c. Maintain records
- d. Present reports of activities, events and proceedings at the Executive Board meetings, General Body meetings and the social body meetings.

- e. Custodian of the society's corporate seal
- f. Maintain up- to- date registry of membership
- g. Convene the General Body and Social Body meetings

Joint Secretary

- a. In the absence of the Secretary, shall assume all the duties of the Secretary as set forth in § (4) of Article III.
- b. Assist the Secretary with duties and functions
- c. Prepare inventories of the equipment and properties of the Society and shall be responsible for their safekeeping

The Treasurer

- a. Maintain the Society's bank accounts
- b. Make disbursements of funds with President's approval c. Present financial reports in the semi-annual and annual General Body meetings for approval
- d. Provide auditors with all relevant financial reports for the purpose of auditing

SECTION 5. SUCCESSION

- a. If the President is unable to serve because of resignation, disability causing an inability to perform the essential functions of the roles and responsibilities of the President, or death, the same shall devolve on the Vice President who shall then be the President of the society for the remainder of the term. The new President shall nominate a Vice President for the remainder of the term, from the members present at the next General Body, convened within 60 calendar days, provided that nominee is approved by majority at that General Body. Formal written or public notice of the special meeting must be given at least 10 days prior to the meeting.
- b. If the Vice President is unable to serve because of resignation, disability causing an inability to perform the essential functions of the roles and responsibilities of Vice President, or death, the President shall nominate a candidate for the Vice President's position from members present in the next general body meeting under the same process outlined under § (5)(a) above.

- c. If the Secretary, Joint Secretary, or Treasurer are unable to serve because of resignation, or disability causing an inability to perform the essential functions of their respective positions, or death, the President shall fill the position by appointment in consultation with vice president, provided the appointee shall not be declared as the office holder until such appointment is approved by the majority of Board of directors within 30 calendar days.

SECTION 6. DISCIPLINARY ACTIONS AND REMOVALS

The President, Vice President, Secretary, Joint Secretary and Treasurer are subject to disciplinary actions and removals from their positions with clear and convincing evidence that:

1. The individual no longer qualifies as a member under Article I. 2. Conduct unbecoming of an Executive Officer, breach of their sworn duties, or disgrace to their positions.
3. Abuse of power, including the use of print or electronic media either directly or indirectly authorizing another to defame community members.
4. Significant dereliction of duties, including failure to attend three consecutive Board meetings without excusable reasons.
5. Convicted of felony or convicted of a misdemeanor offense involving any breach of trust, misfeasance, or misappropriation.
6. Violation of their fiduciary duty, a conflict of interest, or commission of acts inconsistent with the organization's Constitution, by-laws, seminal purposes, or religious standards of the society.

For disciplinary procedures, the majority of the Executive Board shall request the Chairpersons of the Liaison Board and Legislative Board to call a combined Legislative and Liaison Board meeting for that purpose within 15 calendar days. The combined board meeting has the power of taking any proper action regarding the issue.

However, if the board's decision is to remove either the President or the Vice President it shall be presented to the General Body for approval by majority votes within 30 calendar days.

The President or Vice President, if they choose, shall be afforded a minimum of three minutes time (but will not be guaranteed any more time) to defend themselves against any allegation (s) for removal and provide sufficient proofs or reasonable excuses before the General Body. The Chairpersons of the Legislative and Liaison Boards will be charged with conducting the meeting, in a timely and appropriate fashion consistent with the organization’s respectful social and religious purposes.

ARTICLE IV

THE LEGISLATIVE BOARD SECTION 1 – GENERAL

- (a) The Legislative Board shall consist of 24 representatives.
- (b) The community shall be apportioned into 8 wards by a special committee appointed by the current Executive Board based on geographical location and population of the members.
- (c) From each of the 8 wards, one Legislative member shall be elected through democratic process each year.
- (d) The elected representatives of the Legislative Board shall hold office for 3 years beginning the day of their oath of office which will be at the General Body meeting in December each year. If a Board Member takes oath of office on a later date, still the beginning of their term shall be the day of December general body meeting.
- (e) The 8 newly elected members will replace the 8 members who completed their three-year term of office as per the current constitution. (f) Every calendar year, each ward's legislative board members meet and select a lead Legislative chair from each ward. The lead will be responsible to report activities in their ward to the Board of Directors, at least twice a year.
- (g) All the legislative powers shall be vested in the Legislative Board.
- (h) A census shall be taken after each ten years and wards shall be redrawn, if necessary.

SECTION 2 – ELIGIBILITY

Each representative of the Legislative Board must be a resident of the ward he/she is to represent. Representative should be at least 21 years of age and also has been a member of the Society for at least one year in good standing.

SECTION 3 – ELECTIONS

The representatives of the Legislative Board shall be elected through a democratic process of election, using secret balloting, if needed, from all wards to be drawn.

In the event no representative has been available to represent certain ward or wards, the Legislative chairman for the current term will be allowed to fill the seat or seats by nomination from the ward or wards where the position or positions have opened. Such appointment shall be approved by Legislative Board within thirty calendar days by majority vote.

A Chairperson and an Assistant Chairperson shall be elected from among the members of the Legislative Board at their first board meeting to be held after the general election every year.

The Chairperson shall convene and preside over the Legislative Board meetings. The presiding official shall have no vote, except for tie breaking.

SECTION 4 – DUTIES

Powers, duties and responsibilities of the Legislative Board.

- a. Approve KCS activities for the year in advance.
- b. Budget approval.
- c. Attend board meetings.
- d. Impeachment of office holders, if warranted.
- e. Serve as interim Executive Board for a maximum of 90 days, in the event both the President and Vice-President are either incapacitated or are no longer available to perform their duties, unless an emergency general body meeting, convened by the Legislative Board within 15 days, has decided otherwise.
- f. Assist the Liaison Board to update the members' list from their respective wards.
- g. Assist the Executive Board in coordinating activities.
- h. Actively participate in all the activities of KCS throughout the year, including serving in special committees formed by the Executive Board.
- i. Organize bimonthly town hall meetings, when appropriate.

SECTION 5 – SUCCESSION

If any representative of the Legislative Board, other than the chairperson, is unable to serve because of resignation, or disability causing an inability to perform the essential functions of the representative, or death, the Legislative Board Chairperson shall fill the position by appointment, from the same ward where the vacancy has opened, for the remainder of that outgoing member's term. Such appointment shall be approved by the Legislative Board within 30 calendar days by majority vote. If the chairperson is the one to be replaced, the assistant chairperson shall assume the duties of the chairperson and follow the procedure above.

SECTION 6 – DISCIPLINARY ACTIONS AND REMOVALS

The representatives of the Legislative Board are subject to disciplinary measures and/or removal from the position for all causes including, but not limited to:

1. The individual no longer qualifies as a member under Article I.
2. Breach of their sworn duties and disgracing their offices.
3. Abuse of power, including the use of print or electronic media either directly or indirectly authorizing another to defame community members.
4. Significant dereliction of duties, including failure to attend three consecutive Legislative Board meetings without excusable reasons for such absence,
5. Convicted of felony, or convicted of a misdemeanor offense involving any breach of trust, misfeasance, or misappropriation.
6. Violation of any fiduciary duty and/or commission of acts inconsistent with the organization's Constitution, by-laws, seminal purposes, or religious standards of the society.

For disciplinary procedures against any Legislative Board member, the Chairperson of the Legislative Board in consultation with the Chairperson of the Liaison Board shall call a combined Legislative, Liaison and Executive Board meeting for that purpose within 15 calendar days, debate the issues for a final vote and their majority decision will be final except for removal. If the decision is for removal, it has to be confirmed by the next general body convened within 30 calendar days on a majority vote.

ARTICLE V
KCCNA NATIONAL COUNCIL MEMBERS
SECTION 1 – GENERAL

1. The National Council members are representatives of the KCS for and within the Knanaya Catholic Congress of North America (KCCNA).
2. The five (5) Executive Board Members plus seven (7) additional council members, as articulated in Article II § (1)(C), shall be members of the National Council during their terms of office. The seven additional National Council members (5 in the general category and 2 with specific designation) shall be elected through a democratic process for a term of two years to run concurrent to the term of the Executive Board.
3. The five (5) candidates in the general category with the highest votes will be appointed as delegates/members to the KCCNA National Council.
4. The two remaining seats will have specific designations: one seat shall go to a youth representative between the ages of 21-34 to represent the community of youth and the second one shall go to a female representative to represent the community of women. The youth and women representatives shall be elected through democratic process of election. This provision shall not be construed as a limitation to the number of female or youth candidates, only a minimum.
5. In the event all or some of the required number of candidates for National Council are not available, the Executive Board shall nominate eligible social body members to fill the vacant seats either temporarily or permanently.
6. All National Council members except for youth and women representatives, must have been members in good standing of the society for at least three consecutive years and moreover, they must have a minimum of two years' experience prior to the nomination as a member of any Board of Directors of KCS (any branch).
7. A Regional Vice President (RVP) to represent the region within the jurisdictional boundary of KCS shall be selected from among the 12 current National Council members at their first meeting following

their oath of office.

8. All members designated on behalf of KCS to the National Council members shall maintain the best interest of KCS Chicago and its membership constituency.

9. DUTIES AND RESPONSIBILITIES

- A. The National Council Members, currently 12 individuals, represent KCS and its members in all respects, in the National Council of KCCNA for a term of 2 years.
- B. Attend all official National Council meetings, participate in discussions, and debates to help the National Council reach its decisions at local and national levels.
- C. To serve in any special committee formed by KCCNA for specific purposes.
- D) KCCNA RVP for the region and local National council members must meet with the Board of Directors before and after the KCCNA National Council meeting promptly to discuss the National Council meeting agenda and the outcomes.

10. SUCCESSION

If any of the seven additional National Council member is unable to perform the duties because of (1) death, (2) resignation, (3) disability inhibiting their ability to do the functions, or (4) by removal, the President of KCS, in consultation with the members of the Executive Board and RVP, can fill the position by nominating an eligible member for the remainder of that outgoing member's term, and that nomination shall be presented to and approved by the Board of Directors within 30 calendar days by majority vote.

11. DISCIPLINARY ACTIONS AND REMOVALS

The National Council members are subject to disciplinary actions and removals from their positions for all causes including, but not limited to:

- A. The individual no longer qualifies as a member under Article I.

- B. Breach of their sworn duties and disgracing their offices.
- C. Abuse of power, including the use of print or electronic media either directly or indirectly authorizing another to defame community members.
- D. Significant dereliction of duties, including failure to attend three consecutive National council meetings without excusable reasons for such absence.
- E. Convicted of felony, or convicted of a misdemeanor offense involving any breach of trust, misfeasance, or misappropriation.
- F. Violation of any fiduciary duty and/or commission of acts inconsistent with the organization's Constitution, by-laws, seminal purposes, or religious standards of the society.

For disciplinary actions against any of the seven additional National Council member, the President shall call a meeting of the Board of Directors for that purpose within 15 calendar days, debate the issues for a final vote and their majority decision shall be final, except if the decision is for removal, such decision shall be presented to and approved by the general body, by a majority vote, within 30 days. If the removal is approved, he or she will lose the position as a national council representative of KCS.

ARTICLE VI THE LIAISON BOARD

The Liaison Board shall consist of the Chairperson, Assistant Chairperson and three other members.

SECTION 1 – TERMS

The elected officers of the Liaison Board shall hold office for a term of 2 years, following oath of office on the second Saturday of December at the General Body meeting following the election-on-election years and their two-year term commencing on the same date.

SECTION 2 – ELIGIBILITY

Each candidate for the Liaison Board should be an experienced individual, at least 35 years of age and has been a member of the society for at least 5 years in good standing and also with a minimum of two

years prior experience in any of the branches of the board of directors of KCS.

SECTION 3 – ELECTIONS

The chairperson, assistant chairperson and three other members of the Liaison Board shall be elected through a democratic process of election from general body meeting. The outgoing Liaison Board Chairperson will administer the Oath of Office to the newly elected Liaison Board members.

SECTION 4 – DUTIES

Powers, duties, and responsibilities of the Liaison Board are:

- a. Membership issues and decisions on related matters.
- b. Scrutiny of candidates for all offices, elections, and related matters c. Constitutional issues and amendments.
- d. Arbitration of disputes within and among the Boards, sub committees, and satellite groups of KCS.
- e. The decision of the Liaison Board shall be reported to the next General Body meeting immediately following the decision. f. The Chairperson of the Liaison Board shall preside over the election part of the General Body meeting.

SECTION 5 – SUCCESSION

If any member of the Liaison Board, other than the chairperson, is unable to serve because of resignation, physical or mental disability to perform the functions of a Liaison Board member, or death, the Chairperson of the Liaison board, shall fill the position by appointment of an eligible social body member for the remainder of that outgoing member's term. The appointee shall be presented to and confirmed by the majority of the Legislative board within 30 calendar days.

If the Chairperson of the Liaison Board is unable to perform the functions, the Assistant Chairperson shall assume the duties of the Chairperson for the remainder of the outgoing Chairperson's term. Then the Liaison Board shall add another eligible social member to the Liaison board, following the procedure above, then select from among themselves an Assistant Chairperson for the remainder of the term.

SECTION 6. DISCIPLINARY ACTIONS AND REMOVALS The members of the Liaison Board are subject to disciplinary actions and/or removals from their positions when:

1. The individual no longer qualifies as a member under Article I.
2. Conduct unbecoming of an Executive Officer, breach of their sworn duties, or disgrace to their positions.
3. Abuse of power, including the use of print or electronic media either directly or indirectly authorizing another to defame community members.
4. Significant dereliction of duties, including failure to attend three consecutive Liaison Board meetings without excusable reasons,
5. Convicted of felony or convicted of a misdemeanor offense involving any breach of trust, misfeasance, or misappropriation.
6. Violation of their fiduciary duty, a conflict of interest, or commission of acts inconsistent with the organization's Constitution, by-laws, seminal purposes, or religious standards of the society.

For disciplinary procedures against any Liaison Board member the majority of the Liaison Board shall request the Chairperson of the Legislative Board and KCS Executive Board for the same and the Executive Board shall call a meeting of the Board of Directors for that purpose within 30 days, debate the issues for a final vote and their majority decision shall be final except for removal in which case, the decision to remove shall be presented to and approved by the General Body within 30 days by majority vote.

ARTICLE VII BUILDING BOARD

This board shall consist of 7 permanent members and 2 social representatives

SECTION 1. PERMANENT MEMBERS

- a. The 5 members of the current Executive Board
- b. The Chairperson of the current Finance Committee
- c. The Chairperson of the current Legislative Board

The President of KCS will serve as the Chairperson of the Building Board

SECTION 2. SOCIAL REPRESENTATIVES

The additional 2 members of the building board shall be called social representatives, and they shall be elected by the social members at the social body meeting.

SECTION 3. TERM OF OFFICE

The term of office of the Building Board shall be for two years to run concurrent to the term of the current Executive Board. However, the two social representatives elected from the social body meeting shall continue in the new Building Board until the first social body meeting is held, and two new social representatives are elected to the Building Board.

SECTION 4. FUNCTIONS

1. Maintain an accurate record of all contributions to the Building Fund.
2. Update the shareholders' list as needed.
3. Open and maintain separate interest-bearing bank account for monetary contributions to the Building Fund.
4. Plan and set the financial goal for the Building Fund and draft an annual budget for the building and present such report at the social body meeting for approval.
5. Day-to-day and proper maintenance and management of the properties owned by KCS.

SECTION 5. SUCCESSION

If any member of the Building Board elected by the Social Body becomes unable to perform the duties stated in Section 4, the Chairperson of the Building Board shall appoint a social member to the position for the remaining term of the outgoing member and the appointment shall be presented to and approved by the social body meeting within 30 calendar days by majority vote.

SECTION 6. DISCIPLINARY ACTIONS AND REMOVALS

A member of the Building Board, who has been elected from the social body is subject to disciplinary actions and/or removal if the majority of the Building Board so decides.

For disciplinary procedure against a Social Representative from the Building Board, the majority of the Building Board members shall request the Chairpersons of the Liaison Board and Legislative Board and KCS Executive Board for such proceedings. The Executive Board shall call a meeting of the Board of Directors for that purpose within 30 days, to debate the issues for a final vote and their majority decision shall be final except for removal in which case, the decision for removal shall be presented to and approved by a majority vote at the social body meeting, to be convened within 30 days.

ARTICLE VIII INSTALLATION OF OFFICE HOLDER

SECTION 1. IN GENERAL

After the election results are announced by the Liaison Board, all the newly elected office holders are officially installed by administering the oath of office during the next General Body meeting on the second Saturday in December. Oath of the office shall be administered by the Chairperson of the Liaison Board, or by the vice chairperson, if the chairperson is not available. If both chairperson and vice-chairperson are unavailable, the oath shall be administered by any other available member of the Liaison Board.

SECTION 2. THE OATH OF OFFICE

“I, (name in full), do hereby solemnly swear that I will carry out the responsibilities and duties of my office (name of office) to the best of my ability and uphold the constitution of the Knanaya Catholic Society of Chicago. So, help me God, my Lord, Jesus Christ.”

ARTICLE IX SATELLITE UNITS OR SUBUNITS

To cater to all members' needs and interests within the society and promote their involvement, participation, and their overall development, the society shall form satellite units whenever necessary. All satellite units must satisfy the criteria set forth under Article I. The satellite units include, but are not limited to below:

1. Knanaya Catholic Children's League (KCCL)

KCCL is also known as 'Kids Club'. Members must be children between the ages of 4 through 9. Members must be properly supervised and protected by coordinators. The Executive Board shall appoint eligible coordinators, to the extent possible covering evenly all geographical areas of the society.

2. KCJL (Knanaya Catholic Junior League)

Members must be children between the ages of 10 through 14. Members must be properly supervised, guided and protected by coordinators appointed by the Executive Board, preferably one coordinator for every 15 children, and to the extent possible covering evenly all geographical areas of the society.

3. KCYL (Knanaya Catholic Youth League)

Members must be Knanaya Catholics between the ages of 15 through 25. The selection of the Executive Committee for KCYL with President, Vice-President, Secretary, Joint Secretary, and Treasurer shall be conducted through democratic procedures. KCYL shall be supervised by two Directors, appointed by the Executive Board. All activities of KCYL including fundraising shall be conducted with knowledge and prior approval of KCS Executive Board.

4. Yuvajanavedhi

Members must be Knanaya Catholics between the ages of 18 through 30. The selection of the Executive Committee for the youth with President, Vice-President, Secretary, Joint Secretary, and Treasurer shall be

conducted through democratic procedures. Yuvajanavedhi shall be supervised by two Directors, appointed by the Executive Board. All activities of Yuvajanavedhi including fundraising shall be conducted with knowledge and prior approval of KCS Executive Board. Yuvajanavedhi of KCS will also be a part of Knanaya Catholic Yuvajanavedhi of North America, as per their Constitution.

5. Knanaya Catholic Women's Forum (KCWF)

All married female members of KCS and all eligible single women over the age of 25 are members of Women's Forum. It is the women's wing of KCS. All activities of Women's Forum including fundraising shall be conducted with the knowledge and prior approval of KCS Executive Board. The Women's forum of KCS will also be a part of Knanaya Catholic Women's Forum of North America (KCWFNA), as per KCWFNA Constitution.

The office of Women's Forum shall be run by an Executive Committee with a President, Vice President, Secretary, Joint Secretary, and Treasurer. The selection of the Executive Members shall follow the directives of KCWFNA constitution to avoid elections. The KCWFNA Constitutional election processes shall be incorporated by reference into this section.

6. Goldies

Eligible KCS members that are fifty years of age and above, can be members of Goldies, which shall be a sub-unit of KCS designed for its members.

7. Senior Citizens' Forum

Eligible KCS members that are sixty years of age and above, can be members of the Senior Citizens' Forum, which shall be a sub-unit of KCS designed for its members.

All activities of these groups shall be coordinated by one or more coordinators for each, as decided by the respective groups, and selected by their members. The coordinators are selected for a term of two years. Any issues regarding coordinators shall be brought to the attention of

KCS Executive Board, and the Board's decision will be final. The objectives of this group shall not contradict with what KCS stands and strives for. The groups shall work with KCS to achieve its objectives and goals best suited for similarly situated senior members of the community.

Terms and conditions

The term of all Directors, Coordinators, and the Executive Members of youth and women's wing of KCS, who are appointed to coordinate and assist with the activities of the satellite units shall be for a term of 2 years and shall run concurrently with the term of the Executive Board.

All major activities of all the satellite units of KCS shall be conducted with the full knowledge and prior approval of KCS Executive Board which in turn shall pass such information to other members of the board of directors. The Executive Board shall invite the Directors, Coordinators, or the Executive Committees of any satellite unit to the meeting of the Board of Directors on an as-needed basis.

ARTICLE X ACTIVITIES

SECTION 1. RELIGIOUS ACTIVITIES

The Knanaya Catholic Society of Chicago shall keep its allegiance to the global Knanaya Catholic Community and the Catholic Diocese of Kottayam and its Bishop/Bishops in such a manner that both the diocese and KCS mutually benefit from each other. The religious activities of the society shall be designed to achieve the goals and objectives in its Preamble and Article I and also strive to follow the following principles:

- A. The society shall strive hard to uphold and promote the cultural values, heritage, ethnicity and traditions of the Knanaya Catholic Community and pass it on to our future generations.
- B. The society shall uphold the sanctity of the Catholic family, and promote the need for a sound and functional family system rooted in spiritual values and practices of the Knanaya Catholic Community and in communion with the Pope.
- C. It shall try to promote strong family ties and integrity everywhere.

- D. Provide assistance, if and when needed, for Holy mass celebrations and facilitate celebration of religious festivals as long as it is consistent with the organization's purpose.
- E. Encourage and promote family prayers.
- F. Promote and encourage the members to participate in the spiritual renewal programs, and other spiritual activities of the Knanaya Church.
- G. Provide assistance, if and when needed, for Holy Mass celebrations in the Syro Malabar and Syro Malankara rites.

SECTION 2. OTHER ACTIVITIES

Plan and fund social, educational, cultural, and recreational activities for the members for purposes described in these documents.

SECTION 3. ACTIVITIES WITH OTHER ORGANIZATIONS

Involvement in co-operative endeavors with similar organizations that work for the purpose defined in Article I, so as to enhance it on a large scale, to promote unity and brotherhood.

SECTION 4. FUNDRAISING ACTIVITIES

The society may engage in appropriate fundraising activities whenever it becomes necessary, as permitted by a nonprofit charitable corporation, exempt from Federal Income Tax under § 501 C 3 of internal Revenue code of 1954 or the corresponding provisions.

Any such fund-raising efforts initiated by a satellite unit or subunit of the corporation such as Women's Forum, Senior Groups, KCYL, Yuvajanavedi, KCJL, or Kid's Club or any other future subunits shall be approved by the Executive Board and Board of Directors well in advance. Transparency in the handling of the funds raised shall be of utmost importance. The subunits are allowed to keep a maximum of \$1000.00 petty cash for their day-to-day operation. The distribution of any funds shall be done with full knowledge and approval of both the Executive Board and Finance Committee. The accounts shall be approved by the Executive Board and Finance Committee and must be presented by the Treasurer in the annual and semiannual general body

meetings for approval. All financial reports by the subunits shall be submitted to the treasurer at least 30 calendar days prior to the annual general body meeting on the second Saturday of December.

SECTION 6. RULES AND GUIDELINES

All the affairs of the society shall be conducted in the most democratic way possible. "Robert's Rules of Order" shall be followed for guidelines when needed. If not specifically specified in this documents' provision or subsection, the default will be majority vote.

TIMELINE OF CONSTITUTIONAL AMENDMENTS

On November 27, 1983 at the first General Body meeting of Knanaya Catholic Society of Chicago, Mr. Chacko Poovathumkal read the new constitution prepared in consultation with attorneys. The General Body approved the constitution unanimously. Mr. Rajan Kalladanthiyil and Mr. James Mukalel were members of the constitution committee.

ARTICLE XI

The first set of amendments incorporated in this Constitution and By Laws was unanimously passed at the semi-annual general body meeting held on Sunday, the twenty fifth day of November in the year of Our Lord one thousand nine hundred ninety, when the constitutional amendments were appropriately included in the agenda after which they came into effect.

In witness whereof we have hereunto subscribed our names.

KCS Executive Board; President: Chacko Poovathumkal (SD), Vice President: Simon Ellankiyil (SD), Secretary: Jose Naduparambil (SD), Asst. Secretary: Philip Chootuvelil (SD) and Treasurer: Peter Kulangara (SD)

ARTICLE XII

The second set of amendments incorporated in this Constitution and By-Laws was unanimously passed at the special KCS General body meeting held on April 16, 2001.

In witness whereof we have hereunto subscribed our names: KCS Executive Board; President: Joy Chemmachel (SD), VicePresident: Sabu Naduveetil (SD), Secretary: George Thottapuram (SD), Asst. Secretary: Biju Thuruthumalil (SD) and Treasurer: Francis Kizhakkekutt (SD)

ARTICLE XIII

The third set of amendments incorporated in this Constitution and By Laws was passed at the special KCS General body meeting held on October 18, 2014, as per the Article 1, section 8 of the original Constitution passed on November, 25, 1990.

In witness thereof we have hereunto subscribed our names;

KCS Executive Board: President: George Thottapuram (SD), Vice President: Jessmon Puramadathil (SD), Secretary: George Vennalasseril (SD), Joint. Secretary: Babu Thaiparambil (SD), Treasurer: Justin Thenganatt (SD)

Constitution Committee: Meyamma Peter Vettikattu (Chairperson), Mathew Padinjarel, and John Elackatt. Assisted by Attorney Jobil Chorath Cyriac.

ARTICLE XIV

The fourth set of amendments incorporated in this Constitution and By Laws was passed at the special KCS General body meeting held on November 06, 20022, as per the Article 1, section 8 of the original Constitution passed on November 25, 1990.

In witness thereof we have hereunto subscribed our names. KCS Executive Board: President: Thomas Poothakary (SD), Vice President: Jose Anamala (SD), Secretary: Linson Kaithamala (SD), Joint. Secretary: Albin Aikaroth (SD), Treasurer: Shibu Mulayanikunnel (SD)

Constitution Committee: Shiju Cheriyaathil (Chairman), Joy Vachachira, and George Thottappuram. Assisted by Attorney Teena Thomas Neduvampuzha.

