

CONSTITUTION AND BY-LAWS OF THE HOUSTON KNANAYA CATHOLIC SOCIETY, INC.

(CHARTER NO. 01166415)

Preamble

We, the members of the Houston Knanaya Catholic Society, Inc., are grateful to Almighty God for the civil and religious liberty which He has permitted us to enjoy and seeking his endeavors in order to uphold and promote all the traditions of the Knanaya Catholic Community¹ of the Diocese of Kottayam² in India and secure the blessings of freedom and liberty to ourselves and our prosperity, do ordain and establish this constitution and by-laws of for the Houston Knanaya Catholic Society, Inc.

-
1. The members of the Knanaya Catholic Community known as Knananites are the descendants of the original 72 Jewish Christian families that arrived in Malabar (India) in 345 A.D; under the leadership of Thomas of Kinayi, a relative of Jesus Christ, 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 are an identifiable ethnic group, known as Knananites.
 2. They, as Catholics, believe 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, Bishop of Rome, and successor of St. Peter. On August 29, 1911, Pius X, by a special decree, established the Diocese of Kottayam for the Knanaya Catholics. The members of the Diocese of Kottayam hence continued to be an identifiable Knanaya Catholic Community. As such, the Catholic Bishop of Kottayam is the undisputed leader of the Knanaya Catholic Community all over the world.

Article I General Provisions

Section 1. Name

The name of the organization (corporation) shall be the Houston Knanaya Catholic Society, Inc. hereinafter referred to as the Society.

Section 2. Purpose

The enrichment of the lives of its members by engaging in cultural, charitable, educational, and social activities while upholding and promoting all the traditions of the Knanaya Catholic Community from the Catholic Diocese of Kottayam in India, by helping to maintain the necessary environment for the consistent and regular practice of them.

Section 3. Incorporation

The society is incorporated as a not-for-profit corporation in Texas under the applicable state and federal laws. The legal agent shall be the President and the Secretary of the corporation with joint responsibility.

The address of the society shall be the address of the Secretary until the Society has a permanent office. The official language of the Society shall be Malayalam or English.

Section 4. Corporate Seal

The society shall have a corporate seal.

Section 5. Membership

1. To be eligible to file an application for membership in the society, the applicant must be:
 - (a) at least 18 years of age
 - (b) a syro-malabar / malankara knanaya catholic
 - (c) born of parents who are both Knananites
 - (d) if married, the spouse be of parents who are both Knananites
 - (e) eligible to legally work in the United States of America and a resident within the Galveston-Houston Metropolitan area, for at least 2 months prior to the date of application
2. An application for membership in the Society shall be filed with the Secretary on the prescribed form, which shall be forwarded to the Chairperson of the liaison board within 15 days. The Liaison Board shall scrutinize the application to determine whether the applicant meets the standards set forth in (1) above and declare its decision within 30 days. Thereafter, the application is sent back to the Secretary for entry while keeping a copy for their records. The decision of the Liaison Board shall be final on all matters relating to membership.
3. Any member, who does not meet the standards set forth in (1) above, at any time, shall automatically lose the membership. All members are required to follow the membership policies and procedures, if any, to keep the membership current.

Section 6. General Body Meeting

General body meeting is a formal gathering of the members of the Society. To call for a general body meeting, the Secretary should inform all the current members in writing at least 20 days before the date of the meeting.

The annual general body meeting of the Society shall be held in November.

Section 7. Right to Vote

All current members of the Society are eligible to vote in the general body meeting, but only in person. The decision of the Liaison Board shall be final on all matters relating to the eligibility to vote.

Section 8. Amendments

A petition for any amendment of this constitution and by-laws may be filed with the Chairperson of the liaison board with a minimum of one third of the members as signatories. The petition for the amendments has to be deliberated by the Liaison Board within 30 days. The recommendation thereby made shall be communicated to the President, and the President shall request the Secretary to present the petition to the general body meeting within three months. The amendments shall become effective upon the affirmative vote of two thirds of the members present.

Section 9. Operational Policies and Procedures

The society shall have written operational policies and procedures. All such policies and procedures must be approved by the general body of the Society by a simple majority.

Section 10. Operational Limitations

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on

- (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)
- (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law)

Section 11. Inurnment of Income

No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 12. Clause of Dissolution

Upon the dissolution of the corporation, the board of the 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 for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in

which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

Article II The Administration

Section 1. Board of Directors

The Executive Board and Liaison Board are two different branches of the Board of Directors, also known as the Board of Trustees. No branch shall exercise powers properly belonging to others. The general body of the Society shall have overall power over all the branches of Board of Directors and other elected officials within the limits of the constitution and by-laws.

Section 2. Father Director

The Priest Director of the Knanaya Catholic Mission - Houston, officially appointed to this position by the Bishop of the Catholic Diocese of Kottayam, shall serve as the Father Director of the Society. He shall attend meetings of the Society and extend his advice and help when needed. He is an ex officio member of the Society, and as such, he has no voting privilege.

Article III The Executive Board

The Executive Board shall include a President, Vice President, Secretary, Assistant Secretary and Treasurer. All the executive power shall be vested in the executive board.

Section 1. Terms

The elected officers of the Executive Board shall hold office for one year.

Section 2. Eligibility

Each members of the Executive Board should be at least 25 years old and a current member of the Society. The members of the executive board shall not serve for more than two terms consecutively.

Section 3. Elections

The President and Vice President have to be elected as a team during the annual general body meeting, through a democratic process of election, using secret balloting, if needed. The candidates for these positions shall submit their nominations as a team in writing with signature of three more current members of the Society to the Chairperson of the liaison board at least 14 days prior to the date of election. The Liaison Board shall scrutinize the nominations and inform the candidates the approval or rejection with reasons in writing at least 7 days prior to the date of election. Election shall be conducted by secret ballot, casting one vote for one pair, if there are more than one pair, and the pair receiving the simple majority shall win the election. If there is no valid nomination for the positions, the General Body shall select the President and Vice President as a pair unanimously.

The newly elected President in consultation with the Vice President shall nominate members from the general body for the positions of Secretary, Assistant Secretary and Treasurer, after which the General Body should ratify them before they are declared as office holders.

The Liaison Board shall follow the applicable policies and procedures regarding election matters.

Section 4. Duties

1. Powers, duties and responsibilities of the executive board are:
 - (a) conducting all the activities stated in article VI
 - (b) officially functioning as the communicating link between the Society and others
 - (c) maintaining the official records of all activities of the Society
 - (d) safekeeping and maintaining the Society's accounts and assets
 - (e) convening the general body meetings
2. The President
 - (a) presides over the executive board, board of directors, general body and all general meetings of the Society
 - (b) communicates with organizations, agencies and people other than members
 - (c) maintains effective communication among all the members of the board of directors
 - (d) gives directives to the members of the executive board
3. The Vice President
 - (a) In the absence of the President, shall perform all the duties of the President (section 4(2) of article III).
4. The Secretary
 - (a) keeps minutes of meetings and proceeding
 - (b) does all the correspondence as directed by the President
 - (c) maintains records
 - (d) presents reports at the executive board meetings and general body meetings
 - (e) keeps the Society's corporate seal
 - (f) maintains up-to-date registry of membership
 - (g) convenes the general body meetings
5. The Assistant Secretary
 - (a) in the absence of the Secretary, shall assume all the duties of Secretary, (section 4(4) of article III)
 - (b) assists the Secretary with the duties and functions
 - (c) prepares inventories of the equipment and properties of the Society and shall be responsible for their safekeeping
6. The Treasurer
 - (a) maintains the Society's bank accounts
 - (b) makes disbursements of money with the President's approval
 - (c) presents the financial reports in the annual general body meetings for approval
 - (d) makes available the financial reports to all appropriate Auditors, when needed

Section 5. Succession

- (a) If the President is unable to serve because of death, resignation, removal or disability to do the functions of President, 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

new Vice President, for the remainder of the term, from the members present in the next general body meeting within 60 days, provided that nominee should be ratified by the general body.

- (b) If the Vice President is unable to serve because of death, resignation or disability to do the functions of the Vice President, the President shall nominate a candidate for Vice President from the members present in the next general body meeting within 60 days, provided that the nominee should be ratified by the general body.
- (c) If the Secretary or Assistant Secretary or Treasurer is unable to serve because of death, resignation or disability to do the functions of their respective positions, the President shall fill the position by appointment for the remainder of that outgoing members term provided his/her appointment is approved by the Liaison Board within 30 days.

Section 6. Removals

The President, Vice President, Secretary, Assistant Secretary, and Treasurer shall be removed from their position, when they no longer qualify as a member, their inability to function in their position, not present in the executive board meeting for three consecutive times unless there are adequate reasons for such absence, convicted of crimes, an act against the constitution and by-laws, policies and procedures of the Society. To remove an official from the position, the majority of the executive board shall request to the Chairperson of the liaison board and the Chairperson of the liaison board shall call a Liaison Board meeting for that purpose within 15 days. The Liaison Board shall have the power of taking any proper action to remove either the President or the Vice President and the general body should ratify it within 30 days on a majority vote.

Article IV The Liaison Board

The Liaison Board shall consist of chairperson, and two members elected from the annual general body meeting.

Section 1. Terms

The elected officers of the Liaison Board shall hold office for two consecutive years.

Section 2. Eligibility

Each liaison board member should be at least 30 years old and a current member of the Society.

Section 3. Elections

The Chairperson and two other members of the Liaison Board have to be elected during the annual general body meeting, through a democratic process of election, using secret balloting, if needed. The candidates for these positions shall submit their nominations in writing with signature of three more current members of the Society to the Chairperson of the liaison board at least 14 days prior to the date of election. The Liaison Board shall scrutinize the nominations and inform the candidates the approval or rejection with reasons in writing at least 7 days prior to the date of election. Election shall be conducted by secret ballot for the position of the Chairperson of liaison board, if there are more than one candidate, and the one receiving the simple majority shall win the election. Election shall be conducted by secret ballot for the positions of the Liaison

Board members, if there are more than two candidates and the two receiving the most votes shall be declared winners.

If there is no valid nomination for the position of the Chairperson, the General Body shall select the Chairperson unanimously from those who present in the annual general body.

The General Body shall select required number of Liaison Board members unanimously from those who present in the general body, if there are not enough valid nominations for the positions.

The Liaison Board shall follow the applicable policies and procedures regarding election matters.

Section 4. Duties

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

- (a) membership and decisions on related matters
- (b) scrutiny of candidates for all offices, elections and related matters; the Chairperson of the liaison board shall preside over the election part of the general body meeting; constitutional issues and amendments
- (c) interpretation of the constitution and by-laws, policies and procedures

Section 5. Succession

- (a) If the Chairperson of the liaison board is unable to serve because of death, resignation, removal or disability to do the functions of Chairperson, the General Body shall nominate one of the members of the Liaison Board as the Chairperson for the remainder of the term within 60 days. The new Chairperson shall nominate a new Member of the liaison board, for the remainder of the term, from the members present in the same general body meeting, provided that nominee should be ratified by the general body.
- (b) If anyone of the two members of the Liaison Board is unable to serve because of death, resignation, removal or disability to do the functions of a Liaison Board member, the Chairperson of the liaison board shall fill the position by appointment for the remainder of the term within 60 days. The appointee shall not be declared as the office holder until the general body ratifies this appointment.

Section 6. Removals

The members of the Liaison Board shall be removed from their position, when they no longer qualify as a member, their inability to function in their position, not present in the Liaison Board meeting for three consecutive times unless there are adequate reasons for such absence, convicted of crimes, an act against the constitution and by-laws, policies and procedures of the Society. To remove any Liaison Board member from the position, the majority of the Liaison Board shall request to the Executive Board and the Executive Board shall call a general body meeting for that purpose within 30 days.

Section 7. Installation of Office Holders

All the newly elected office holders shall be officially installed by administering the Oath of Office on or before January 15th of the following year preferably during the annual Christmas celebration. The Chairperson of the liaison board shall administer the Oath of Office. Father Director shall offer prayer and blessing during this time.

Section 8. 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 and by-laws of the Houston Knanaya Catholic Society, Inc., so help me God.”

Article V The Auditor

The Auditor is elected from the annual general body meeting.

Section 1. Terms

The elected Auditor shall hold office for one year.

Section 2. Eligibility

The Auditor should be at least 25 years old and a current member of the Society.

Section 3. Elections

The Auditor has to be elected during the annual general body meeting, through a democratic process of election, using secret balloting, if needed. The candidates for the position shall submit nominations in writing with signature of three more current members of the Society to the Chairperson of the liaison board at least 14 days prior to the date of election. The Liaison Board shall scrutinize the nominations and inform the candidates the approval or rejection with reasons in writing at least 7 days prior to the date of election. Election shall be conducted by secret ballot for the position of Auditor, if there are more than one candidate, and the one receiving the simple majority shall win the election.

If there is no valid nomination for the position of the Auditor, the General Body shall select the Auditor unanimously from those who present in the annual general body.

The Liaison Board shall follow the applicable policies and procedures regarding election matters.

Section 4. Duties

Powers, duties and responsibilities of the Auditor are:

- (a) audit the accounts of the Society for the year
- (b) present the audit report at the annual general body meeting and copies of the report should be made available to the members while doing it

Section 5. Succession

If the Auditor is unable to serve because of death, resignation, removal or disability to do the functions of Auditor, the General Body shall nominate a new Auditor for the remainder of the term within 60 days.

Section 6. Removals

The Auditor shall be removed from the position, when no longer qualify as a member, inability to function in his/her position, convicted of crimes, an act against the constitution and by-laws, policies and procedures of the Society. To remove the Auditor, the Executive Board shall call a general body meeting for that purpose within 60 days.

Article VI Activities

Section 1. Activities

The activities of the Society shall be designed to achieve the goals and objectives suggested in section 2 of article I.

Section 2. Activities with Other Organizations

Involve in cooperative endeavors with similar organizations that work for the purpose defined in section 2 of article I, so as to enhance it at the national and international level. The scope, extent of participation, and financial commitment of such endeavors should be discussed at and approved by the General Body of the Society beforehand and applicable policies and procedures must be followed.

Section 2.1. Knanaya Catholic Congress of North America (KCCNA)

The representatives to KCCNA shall be elected during the annual general body meeting, through a democratic process of election, using secret balloting, if needed. The directives of KCCNA shall determine the number and term of representatives.

Any current member of the Society can be a candidate for the position of Representative to KCCNA and shall submit nomination in writing with signature of three more current members of the Society to the Chairperson of the liaison board at least 14 days prior to the date of election. The Liaison Board shall scrutinize the nominations and inform the candidates the approval or rejection with reasons in writing at least 7 days prior to the date of election. Election shall be conducted by secret ballot for the position of Representative to KCCNA, if there are more candidates than the required number of positions, and the ones receiving the most votes shall be declared winners.

If there are not enough valid nominations for the positions, the General Body shall select the required number of Representatives to KCCNA unanimously from those who present in the annual general body.

The Liaison Board shall follow the applicable policies and procedures regarding election matters, succession and removals.

Section 3. Fund Raising Activities

The Society shall engage in appropriate activities for raising the necessary funds for its expenses.

Section 4. Legislative or Political Activities

No part of the activities of the corporation shall support the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article VII

Section 5. Rules and Guidelines

All the affairs of the Society shall be conducted in the most democratic way possible. "Roberts Rules of Order" shall be used for guidelines when needed. Matters concerning the community shall be discussed with fraternal spirit. Any grievances or problems concerning the society shall be addressed to the Board of Directors.

Section 5. Duration

The Corporation shall be perpetual.

Article VIII

The ratification and establishment of this constitution and by-laws is done with immediate effect by the members present at the General Body Meeting on the fourteenth day of March in the year of our Lord, one thousand nine hundred and ninety nine. In witness whereof we have hereunto subscribed our names.

Joseph Ellankil, Chairperson, HKCS Liaison Board

Cyril Ambalathunkal, Member, HKCS Liaison Board

Jacob Chirayil, Member, HKCS Liaison Board

Thomas Thayil, President, HKCS

Jacob Neicheril, Secretary, HKCS