

BY-LAWS

For



Nationalities Council of Indiana, Inc.

ARTICLE I

The name of the corporation shall be, “Nationalities Council of Indiana,” hereinafter referred to as (NCI)

ARTICLE II

Mission

The Nationalities Council of Indiana’s **Mission** is to:

Welcome and **Embrace** people from all nations and ethnic cultures

Provide a structure for organizing and promoting cultural and activities of a non-political and non-religious nature

Promote and **Increase** communication and cultural exchange across ethnic and racial lines among people of all nationalities, races, and ethnic cultures

Support the ethnic cultural and activities of our member groups and other ethnic cultural and organizations

No part of the net earnings of the NCI shall inure to the benefit of, or, be distributable to its Members, Board of Directors, Officers, or other private persons, except that they shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Mission set forth above.

No substantial part of activities by NCI shall be carried on with any form of propaganda, or, otherwise attempting to influence legislation. The NCI shall not participate in, or intervene in any political campaign, including the publishing or distribution of statements on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, NCI shall not participate in any other activities not permitted to be carried on by (1.) a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or by (2.) a corporation to which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code, or, corresponding section of any future Federal tax code.

ARTICLE III

Board of Directors hereinafter referred to as the Directors

- A.** The number of Directors of the corporation shall be a minimum of fifteen (15) and a maximum of twenty (20).
 - 1.** At least twelve (12) Directors shall be elected from the NCI annually so that there's an overlap. These shall include the President, 1st Vice President, 2nd Vice President, Secretary, Treasurer and Directors-at Large.
 - 2.** At least three (3) of the Directors shall come from the community at large. They should not serve on the Nominating Committee.

- B.** Directors shall serve a two (2) year term, which expires at the calendar year end, with one-half (1/2) of the Directors elected by the NCI each year at the November General meeting of the NCI.

- C.** All Directors shall be selected and recommended for election by the Nominating Committee; and, presented to the Board of Directors and Officers for a unanimous vote. The limit for consecutive terms for all Directors is three (3) two (2) year terms.

- D.** At any meeting of the Directors, official business may be transacted upon the majority vote of the Board of Directors present. A quorum of the Board consists of not less than one-half (1/2) of the current Directors and must include at least three (3) Officers of the Corporation. The duties of the NCI Board shall include but not be confined to:
 - 1.** Defining and determining worthwhile policies and long-range goals for the NCI; acting upon the wishes and expediting the decisions of the NCI Members; coordinating and stimulating the work of the various NCI Committees; reviewing and advising on issues and decisions involving the NCI; and promoting communication between itself and the NCI Members.
 - 2.** Helping to improve the image of ethnic groups in the community, maintaining communication between itself and other ethnic organizations, and promoting the goals and policies of the NCI within the community.

ARTICLE IV

Membership

The classes of membership of the Nationalities Council of Indiana shall be voting, associate, reciprocal and individual.

- A. Voting members** are organized by nationality or language groups, dedicated to the preservation and celebration of a unique cultural heritage, not commercial enterprises, which meet and maintain the definitions stated on Page 3:

1. The group is an organization with officers elected by the membership
2. The membership meets on a regular basis
3. The organization derives its primary funds from dues and fundraising efforts of its membership

B. Individual Members are those people who are willing to take an active part in NCI activities. They may be non-delegate members of a member ethnic organization, representatives of an ethnic society too small to organize, or interested citizens from the community. Individual members may have the following privileges:

1. Serve on any Committee
2. Be elected for any of the five major offices and to the Board of Director positions
3. Vote at the Board of Directors meetings if elected to the Board, but may not vote at regular NCI meetings
4. Receive all NCI mailings, including meeting minutes

C. Associate Members can be organizations not meeting requirements for voting membership but wishing to be informed of NCI activities

1. Associate Members may attend meetings or serve on any NCI Operating Committee except for the Nominating Committee
2. Associate Members may not vote or run for any office or Board of Directors position
3. Receive all NCI mailings, including meeting minutes via email and/or by mailed to a home address if an email address is not available.

D. Reciprocal Members can be organizations, which are collections of ethnic or international groups who wish to participate in NCI activities, but which are not otherwise eligible for voting membership or community or civic organizations. Reciprocal membership for an organization must be approved by majority vote on the NCI Board of Directors. Reciprocal Members may appoint delegates to attend meetings or serve on any committee. NCI Reciprocal members do not have voting rights. Any organization or individual may make application for membership in the NCI by submitting the appropriate application. The application for all proposed new members must be approved by the Membership Committee. Member applications must then be recommended by the Board of Directors for approval by the NCI, where a majority vote of the voting members present, at a regular meeting, is required to vote the applicant's membership unanimously.

ARTICLE V

Officers

A. The **President** shall preside over all Officers and NCI General Meetings and attend and chair the Board of Directors Meetings. The President shall also appoint chairs for all standing and ad hoc committees of the NCI. The President shall also serve on all standing and ad hoc committees of the NCI except for the Nominating Committee.

- B.** The **1st Vice President** shall stand in for the President if he/she is absent, and/or in the event the President resigns, or is removed from office. As a volunteer, the 1st Vice President will be responsible for NCI's participation with the Indianapolis 500 Festival Parade and will be asked to help with other projects from time to time.
- C.** The **2nd Vice President** shall stand in for the President and/or the 1st Vice President only if both parties are absent; and/or, removed from office. As a volunteer, the 2nd Vice president is responsible for NCI's Membership Program and will be asked to help with other projects from time to time.
- D.** The **Secretary** shall send meeting notices and agendas of upcoming meetings; keep the minutes of the NCI and Board of Directors' meetings; email minutes and agenda to all members prior to the upcoming meetings; keep attendance of Board of Directors, Officers; collect all official documents for the record; retain all official lists of all Officers, Board of Directors, Committee Members and General Members; bring to each meeting a copy of NCI's By-Laws; monitor meetings to assure that all official business both old and new is conducted and bring to each meeting a current edition of Robert's Rules Order. The Secretary will serve as the NCI website administrator and upload, on the website, the President's monthly message, approved minutes and maintain announcements and events on the calendar.
- E.** The **Treasurer** shall be bonded; will be responsible to prepare and present the Annual Budget and Financial reports at the February meeting; keep and disburse funds for the NCI and supervise funds for the International Festival. The Treasurer should use an electronic system connected with the bank with whom the NCI has its accounts, which will be channeled through the system for transparency to the IRS. The Treasurer will also maintain financial records electronically; report at each regularly scheduled meeting of the Board of Directors of NCI and will attend all Financial Committee meetings; file the year-end federal tax report to the IRS as indicated in the tax exemption authorization letter; file the local entity reports to the state; upload year-end financial reports on the NCI website for public record; and, maintain a paid member list and submit to the Officers on a monthly basis. In addition, the Treasurer shall assume responsibility for all physical properties relating to NCI. The Event Manager and Officers shall have access to the storage.

ARTICLE VI

Standing Committees

Festival Committee: The purpose of the Festival Committee shall be to plan, supervise, and conduct all negotiations, business transactions, and arrangements for any new Festival programs and activities; shall work closely with the Finance Committee in formulating a budget; shall present regular reports to the Board and NCI membership on the progress of each of their plans. This Committee will be chaired by the 1st Vice President.

1. The Festival Chair shall serve as a voting member of the Board of Directors for a period of one (1) year, from the first month after the previous Festival until the first month after the pertinent Festival.
2. The Festival Chair shall be authorized to sign all legal contracts for the Festival after obtaining the Festival Committee approval for those contracts.

Annual International Festival shall be an Independent Contractor (a non-member of the NCI) and will be known as the Event Manager. The Independent Contractor will be selected and approved by the Officers, and the Board of Directors, and presented to the NCI members for a final vote of approval. The Independent Contractor shall present a written contract to be approved by the President. The Event Manager shall submit a complete report of the International Festival to the NCI Officers and Board of Directors, who will then turn it over to their successors at a scheduled meeting on the second Monday in December.

Long-Range Planning Committee: The purpose of the Long-Range Planning Committee shall be to originate and devise and/or plan of activities for the NCI; to derive ideas that are in keeping with the purposes of the NCI; to ensure that the direction of the NCI's and programs remains consonant with its stated goals and Mission. This Committee will be chaired by the President.

Membership Committee: The purpose of the Membership Committee is to review requests for membership to the NCI and make recommendations at the Board meeting; to provide an up-to-date membership list with addresses and telephone numbers of all voting, individual and associate members, and delegates of the Treasurer; to conduct an annual review of the qualifications of each club for voting status and organizations or individuals regarding membership with NCI; to work with the Treasurer by providing her with the necessary information to prepare and process dues notices to NCI Members; to attend all NCI meetings; and, to verify voting status if necessary. This Committee will be chaired by the 2nd Vice President.

The membership list will always be organized and maintained by the Treasurer; and, sent to all officers each month and the Membership Committee can use that list as indicated in the Treasurer's responsibilities.

Outreach Committee: The purpose of the Outreach Committee shall be to work with the school systems to increase participation of school-age children, senior citizens and other groups in the International Festival, and to coordinate NCI's participation in outside programs such as mini-festivals, fairs, and ethnic events.

Nominating Committee: The Nominating Committee Chair shall be appointed annually by the President.

Other NCI Committees may be formed by the President as needed to continue on with the purpose and objectives of the NCI. These Committees might include, but should not be limited to the following: **Development, Budget, Executive (made of Officers only), Finance, Policy, and Program Committees**. The President shall serve as a member on all of these Committees.

ARTICLE VII

Dues

- A. Membership dues per calendar year shall be assessed of all voting members; this shall be forfeit if the club does not maintain voting status. Membership dues per calendar year shall be assessed of all individual and associate members.

ARTICLE VIII

Meetings

- A. The NCI shall meet not less than ten (10) times per year at the call of the President. The Board of Directors shall meet at least five (5) times per year, at a time convenient for the majority of the Board of Directors.
- B. Special NCI meetings may be called by any member of the Board or by any five (5) voting NCI members.

Written notice must be sent to all NCI members via email to those with email addresses, and mailed to those who do not have email addresses no few than five (5) working days prior to the special meeting date. Only such issues addressed in the notification may be discussed and acted upon at a special meeting.

- C. All meetings shall require a quorum of not less than one-third (1/3) of the voting members in order to conduct business. A meeting cannot be opened, business transacted, nor voting become effective without a quorum.
- D. Action on all motions submitted shall be by a vote of the majority of those voting members present, with the exception of a motion to change the By-Laws, which shall require written notification of the membership thirty (30) days prior to the vote, and shall require two-thirds (2/3) majority of those voting members present.
- E. All votes shall be cast by the designated representative (delegate), or alternate, of member clubs in good standing, one vote per club. Good standing may be interpreted to mean that, in the judgment of the Membership Committee, the member clubs will do as follows:
 - 1. Pays its dues promptly;
 - 2. Ensures that its delegate or alternate attends at least half of the regularly scheduled meetings annually;

3. Acts in the best interest of the NCI and the international community; enhances the spirit, purpose, and public image of the NCI.
 4. All meetings shall be conducted under the guidelines of Robert's Rules of Order.
 5. The Chairman of the Board of Director will preside over all Board of Directors' Meetings.
- F. The President will prepare the agenda for each meeting in the following order:
1. Approval of the Minutes – Secretary
 2. The Treasurer's Report
 3. Reports of other Committees
 4. Reports of Community Events and Involvements
 5. Other pertinent information regarding or relating to the operations of NCI.

ARTICLE IX

Amendments

- A. These By-Laws may be altered, amended or repealed and new By-Laws adopted by a two-thirds (2/3) vote of the voting members present and upon thirty (30) day prior written notice of By-Laws changes and revisions.

ARTICLE X

Dissolution

- A. If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed to one or more institutions selected by the Board, to be used for cultural, educational or charitable purposes.
- B. Such distribution shall be limited to the exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall take the form of a donation to the Federal Government, or the State or local government, for a public purpose.
- C. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of Marion County, exclusively for such purposes or to such organization(s) as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XI

Conflict of Interest

- A. The Nationalities Council of Indiana affirms that its Officers, Board of Directors and members have an obligation to exercise their authority and to carry out their duties for the sole benefit of the Nationalities Council of Indiana.

They should avoid placing themselves in positions in which their personal interest are, or may be, in conflict with the interests of the organization.

- B.** Where a potential conflict of interest exists, it shall be the responsibility of the person involved or any other person with knowledge of such to notify the President of the circumstances resulting in the potential conflict so that the Officers and Board of Directors can provide such guidance and take such action as it shall deem appropriate.

Distributed July 19, 1995
Approved October 9, 1995
Amended: August 13, 2001, August 8, 2005, July 11, 2016

Carson C. Smith, President
(Signature)

Date