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FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 9, 2016

ANTONY SABU
10408 CHORLTON CIRCLE
ORLANDO, FL 32832 US

SUBJECT: ORLANDO REGIONAL MALAYALEE ASSOCIATION, INC.
Ref. Number: N00000006480

We have received your document for ORLANDO REGIONAL MALAYALEE ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You can not file revised articles of incorporation and bylaws. You can file amended and restated articles of incorporation. But, we do not file the bylaws at all. You keep them for your records. You can file changes to the corporation either as an amendment or as amended and restated articles. Please correct your document accordingly.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 216A00019109



ORLANDO REGIONAL MALAYALEE ASSOCIATION (ORMA)

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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ORLANDO REGIONAL MALAYALEE ASSOCIATION, INC.

ARTICLE I

Name: The official name of this organization shall be "ORLANDO REGIONAL MALAYALEE ASSOCIATION, INC."; herein after called "ORMA," a corporation not for profit. ORMA shall also be referred to as "The Association" in this document.

ARTICLE II

1. Mailing address: Registered Office and Registered Agent - The registered Office of the Association shall be located in the State of Florida at such place as may be fixed from time to time by the Executive Committee upon filing of such notices as may be required by the law, and the Registered Agent shall have a business office identical with such Registered Office.

The current mailing address of "ORMA" is:
10408 Chorlton Circle,
Orlando, FL 32832.

2. Other Offices: The Association may have other offices within or outside the State of Florida at such place or places as the Board of Council may determine from time to time.

ARTICLE III

- a) Purpose & objectives: The Association will have the purpose or powers as may be stated in its Articles of Incorporation and such powers as are now or may be hereinafter granted by the law.
- b) The Association shall have perpetual existence.

ARTICLE IV

Membership & Voting:

Section 1: Qualification of Voting Members: Members of the Association shall be those who are of Kerala heritage and are interested in preserving and nurturing the language, culture and arts of Kerala, who are 18 years or older, who have paid the membership dues as prescribed, and are permanent residents of Greater Orlando, Florida.

Section 2: The Association shall offer the following types of Memberships:

- a) Family Membership: Husband and wife and children under 18 years of age, and pay family membership dues. A family in which one spouse is a descendant from Kerala shall be eligible for nonrefundable family membership dues of \$35.00 per year.
- b) Single Membership: 18 years or older and pay nonrefundable single membership dues of \$20.00 per year.
- c) Life Time Membership: Family or Single who pays one time nonrefundable Life Membership dues of \$300.00.
- d) Associate Membership: Those who are interested in the language, culture and arts of Kerala



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and are not descendants from Kerala and pay associate membership dues of nonrefundable \$20.00 per year. Associate Members are not eligible to be elected to the Executive Committee or any other official capacity; however, whenever a vote is being taken, each Associate Member shall be eligible for one vote.

Section 3: Non Transferable Membership: Membership in the Association is non-transferable and non-assignable.

Section 4: Membership Dues: All membership dues, with the exception of Life Membership, shall become due on 1st June of each year, and a member shall be considered as defaulted if dues are not paid latest by the day of ONAM celebration of ORMA of that year.

Section 5: Term of Membership: Except for the Life Time Members, the term of membership shall be one year. Life time membership in the Association will continue until the death of the Member or the dissolution of the Association.

Section 6: All current membership of ORMA, regardless of the type of membership, shall be reaffirmed, as prescribed by the Board of Council.

ARTICLE V

Meetings of the General Body:

Section 1: Annual General Body Meeting: There shall be an annual meeting of General Body on or before December 31st of each year. The business of this meeting shall be to receive reports of the Executive Committee, to elect officers for the next Executive Committee and for the transaction of such other business as may properly come before the meeting. The President, assisted by Secretary shall preside over this meeting, except during the time elections are being held. The Chair of the Board of Council shall be the Election Officer and will preside during the election proceedings of the meeting.

Section 2: Special Meetings: Special Meetings of the general body may be called to discuss and vote on specific issues. These meetings may be called by an Executive Committee resolution, by a decision by the Board of Council or by a petition signed by one third of the voting membership of ORMA. The Secretary shall call a special meeting within 30 days upon the receipt of a signed petition or advice from the Board of Council. Notice of this meeting shall be posted on the ORMA web-site, and mailed by regular post or emailed at least 15 days prior to the scheduled meeting date. In case the Secretary fails to take timely and appropriate actions as prescribed herein, the Chair of the Board of Council shall, on its own action, call for a General Body meeting and preside over such a meeting.

Section 3: Place of Meetings: All meetings of the Members shall be at the registered office of the Association or at such places in Greater Orlando as shall be determined from time to time by the Executive Committee.

Section 4: Notices: Notice of the annual or special meeting shall be posted on ORMA web site and mailed or emailed to each member 15 days prior to meeting, by the Secretary. Such notice(s) shall state the date, time, place and agenda for the meeting. It is the responsibility of every member to provide the Secretary with his/her correct mailing address. The Secretary of the Association shall maintain a membership book in which entries shall be made and kept current, to reflect each member's mailing address and other contact particulars.



ORLANDO REGIONAL MALAYALEE ASSOCIATION (ORMA)

Section 5: Adjourned Meetings: A majority of the Members present, whether or not a quorum exists, may adjourn any meeting of the Members to another time and place. Notice of such adjourned meeting(s) shall be given to all Members.

Section 6: Voting Rights of the Members: Whenever a vote is to be taken among the Members of the Association, each member in good standing, who is 18 years or older, shall be entitled for one vote. However, new members or existing members who have defaulted in paying membership dues shall not be eligible to vote in the current year general body meeting. They shall be eligible to vote the next year if the membership dues are paid and are current. (For the purpose of this document, "a member of good standing" is defined as members whose membership payments are current and have no arrears in their membership dues)

Section 7: Members Proxy Voting: A member may vote either in person or by proxy, executed in writing by the member or by his duly authorized attorney-in-fact. No proxy will be recognized as valid after 11 months from the date of its execution unless expressly provided otherwise in the proxy. Valid proxy shall include the following wording: *"I,, a member of good standing do hereby appoint, to vote on my behalf on any specific issue(s) on the agenda at the ORMA annual/special General Body meeting."* A Life-Member who has been physically away from Central Florida or has not been participating in any of ORMA's functions or events for 3 consecutive years, shall not be eligible to vote proxy, but shall be eligible to vote in person.

Section 8: Quorum of Members: Thirty (30) percent of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the Members.

Section 9: A simple majority of the Members present or represented by proxy at which a quorum is present, is necessary for the adoption of any matter voted on by the Members.

Section 10: All business which may come properly before any General Body meeting, except those regarding suspension of elected office bearers, shall be decided by a simple majority of the members present, including valid proxies. For suspension or removal of office bearers, one third of the membership in good standing will constitute a quorum and two third majority of members present and voting including valid proxies, is necessary.

ARTICLE VI

OFFICERS OF THE EXECUTIVE COMMITTEE

1. Designations:

The Association shall be managed by an Executive Committee which shall consist of a President, a Secretary, a Treasurer, a Vice President and a Joint Secretary, each of whom shall be elected by a meeting of the Members of this Association (the General Body), and shall serve until their successors are qualified and chosen. The same person may hold no more than two offices. Failure to elect any or all of the Executive Committee officers shall not affect the existence of this Association.

2. Qualifications:

All Candidates for Executive Committee shall be residents of Greater Orlando area and Life Members of ORMA. They shall also have maintained their membership of ORMA at least for past 3 years and have served in any ORMA committees for minimum of one year.



ORLANDO REGIONAL MALAYALEE ASSOCIATION (ORMA)

3. Duties:

The Officers of this Association have the roles and responsibilities as outlined in the Appendices. All Officers shall perform any and all other duties as prescribed by the Executive Committee or the Board of Council.

a) **PRESIDENT:** The President shall have the responsibility of general and active management of the business and affairs of the Association, subject to the direction and supervision of the Board of Council. The President shall preside over all meetings of the Members and The Executive committee, with the exception of election proceedings during the General Body meeting.

b) **SECRETARY:** The Secretary shall have custody of, and maintain, all the records of the Association, except for the documents maintained by the Treasurer, and shall record the minutes of all meetings of the Members and that of the Executive Committee; distribute all notices, invitations and minutes of meetings.

c) **TREASURER:** The Treasurer shall have custody of and maintain full and accurate accounts, receipts and disbursements and render accounts thereof to the annual meetings of the members, to The Board of Council and whenever else requested by the President, the Executive Committee or the Board of Council.

d) **VICE PRESIDENT / JOINT SECRETARY:** The Vice President / Joint Secretary shall assist both the President and/or the Secretary in coordinating their functions. The Vice President / Joint Secretary shall also perform such other duties as may be prescribed by the Executive Committee from time to time.

4. Term:

e) The term of all Officers of the Executive Committee shall be two years and they shall not be eligible for re-election to the same office.

f) Exception to ARTICLE VI 4 (e): Years 2016, 2017 and 2018 shall be considered as "Transition Years" which require stability and consistency in the management of ORMA. To this end, the current (year 2016) Executive Committee team shall continue their term though 31st December 2018. The next election of Executive Committee shall be for year 2019 and elections shall be held in December 2018.

5. Removal of Officers:

a) Any Officer or Agent appointed by the Executive Committee may be removed from any Committee(s), with the approval of the Board of Council, whenever in its judgement; the best interest of the Association will be served.

b) Any Officer or Agent elected by the members may be removed only by a vote of the Members, unless the Members have authorized the Officers to remove such an Officer or Agent.



ORLANDO REGIONAL MALAYALEE ASSOCIATION (ORMA)

- c) Any vacancy, however occurring, in any office of the Executive Committee, may be filled by an Officer of the Executive Committee, subject to the approval of the Board of Council.
- d) Removal of any officer shall be without prejudice to the contract rights, if any, of the person so removed. However, election or appointment of an officer or agent shall not itself create contract rights.

6. Executive Committee Meetings:

- a) Annual Meeting: Annual meeting of the Executive Committee shall be held without notice, immediately after the adjournment of the annual General Body meeting.
- b) Special Meeting: Special meeting of the Executive Committee may be called at any time by the President, the Chair of the Board of Council or a majority of the Officers of the Association.
- c) The Executive Committee shall formally meet with the Board of Council minimum of twice a calendar year. The main objective of these meetings is for the President to present ORMA's proposed annual budget, interim accounts and report on the "state" of ORMA, as prescribed in the Appendices.
- d) Place of Meeting: All meetings of the Executive Committee shall be held at the registered office of the Association or at such places, within the Greater Orlando, as the Officers may designate from time to time.
- e) Notice: Notices, either by first class mail, email or any form of communication such as telephone call personally by the President or Secretary, shall be delivered not less than 48 hours, nor more than 30 days before the meeting. If mailed, such notice shall be deemed to be delivered if deposited 7 days in advance in US mail addressed to the Member at his or her address as it appears in the records of the Association with appropriate postage thereon prepaid.

ARTICLE VII

BOARD OF COUNCIL

The Board of Council shall be the governing and policy making body of ORMA, responsible for the governance, long term planning and management of the Association.

- a) Objective: The Board of Council serves as the representatives of the General Body and provides council, advice and governance to the Executive Committee and other committees. The primary duty of the Board of Council is to adopt policies and means to advance the objectives of ORMA, and to provide for proper conduct of the business of the Association.
- b) The Board of Council shall also function as a dispute resolution body and shall provide council and render decisions on matters of dispute to maintain consistency and continuity. On such matters the decision of the Board of Council shall be final.
- c) Composition of the Board of Council: The Board shall consist of seven members; a Chair Person, a Vice Chair Person, and four other Board members, as prescribed. The current President of ORMA Executive Committee shall be the seventh member of the Board of Council.



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- d) The positions of the Chair and the Vice Chair shall be elected amongst the Councilors by the Board of Council. The President of the Executive Committee shall not hold the position of the Chair or Vice Chair of the Board of Council.
- e) For the purpose of eligibility to the Board of Council, a person shall be either a Founding Life Member or a Patron. A Patron is defined as a person who has worked for the betterment of the community or has supported ORMA's efforts in a substantial way and has consistently maintained an impeccable reputation within the society at large, but currently not serving ORMA in any official capacity. The determination of a person's qualifications to be a Patron is done by the Board of Council and its decision shall be final.
- f) Formation and Confirmation of Board of Council: In order to form the first Board of Council, representatives of the Founding Life Members of the Association shall deliberate and prepare a shortlist of 6 eligible, suitable and willing candidates. A joint meeting of the Executive Committee and shortlisted candidates for the Board of Council shall be held within 30 days of the adaption of these amendments to the Articles of Incorporation. During this meeting, the shortlisted candidates shall be installed as Councilors and the Board of Council shall come to effect. Immediately thereafter, the Councilors shall elect a Chairperson and a Vice Chairperson for the Board of Council.
- g) When sufficient eligible, suitable and willing member(s) are not available to form a full Board, Board of Council may appoint other member(s) as Council members. The number of such other members appointed shall not be greater than three.
- h) Further, if the need arises at any time, the Board of Council may appoint no more than two members of good standing to the Board of Council, by a 2/3 majority vote of the Board of Council.
- i) Terms: Members of the Board of Council may serve for a period of three years, which is renewable to a maximum of one additional term; with the exception of the President, whose term shall be limited to the currency of his/her presidency. The President shall not be eligible for renewal of his/her membership to the Board of Council, unless his/her presidency is renewed too.
- j) Every year, after the first year, one member of the Council, as decided amongst the Councilors, shall vacate his/her Councillorship and this position shall be filled by an eligible member or a Patron.
- k) Exception to ARTICLE VII (j): Years 2016, 2017 and 2018 shall be considered as "Transition Years" which require stability and consistency in the management of ORMA. To this end, the members of the Board Council appointed in 2016, shall continue and complete their term, and ARTICLE VII (j) shall apply only after the completion of their 3 year term.
- l) Any Councilor appointed to the Board of Councilors may be removed from the Board, by a 2/3 majority vote of the Board of Council, whenever in its judgement, the best interest of the Association will be served.



ORLANDO REGIONAL MALAYALEE ASSOCIATION (ORMA)

- m) The Board of Council shall advise ORMA Committees regarding its fiscal welfare and operation of funds. The Executive Committee shall provide an annual report of ORMA's assets and financials to the Board of Council.
- n) The Board of Council may exercise its delegated authority through the President or any of ORMA's Committees, including the Executive Committee.
- o) The Board of Council shall be the Trustees of endowment fund(s) created by ORMA and will also function as the Internal Auditors for ORMA. The Chairperson of the Board of Council shall be the counter-signatory for any and all withdrawal(s) in the amount of \$1500.00 or higher or any other amount as the Board of Council may so decide.
- p) A Councilor shall not run for any Executive Committee position without first relinquishing his/her position on the Board of Councilors.
- q) The Chair of the Board of Council will be the ex-officio member, in meetings of the Executive Committee and any other Committee meetings. The President shall ensure, sufficiently in advance, of the invitation and the convenience the Chairperson of the Board of Council or his/her delegate to attend all formal meetings of the Committees including that of the Executive Committee.
- r) The Board of Council shall meet no less than thrice a year, including two meetings with the Executive Committee. A quorum is considered met if 2/3 Council members are present and are voting. It requires a 2/3 majority of voting Councilors for approval of resolutions.
- s) The Board of Council shall meet formally with the Executive Committee minimum twice a calendar year. The main objective of these meetings is for the President to present ORMA's proposed annual budget, interim accounts and report on the "state" of ORMA, as prescribed in the Appendices.

ARTICLE VIII

PROCEDURES FOR ELECTIONS OF EXECUTIVE COMMITTEE

- a) The Vice Chair of the Board of Council shall form a Nomination Committee consisting of himself/herself and 2 other Councilors, no later than 60 days prior to the General Body meeting. This Nomination Committee shall prepare a list of eligible Life Members suitable as candidates for the Executive Committee. The Secretary shall provide a current list of all ORMA members to the Vice Chair.
- b) The Secretary, upon instruction from the Nomination Committee, shall post notice of election on ORMA website and mail such a notice to all members at least 45 days prior to the proposed election date.
- c) The last date of filing nomination shall be 30 days prior to and last date for withdrawal shall be 15 days prior to, the proposed election date.
- d) All nominations shall be duly proposed, seconded by members of good standing and accepted by proposer, seconding person and the candidate.
- e) The Chair of the Board of Council shall be the election Officer and shall conduct elections for the Executive committee. The Election Officer shall not invite any nomination from the



ORLANDO REGIONAL MALAYALEE ASSOCIATION (ORMA)

floor of the General Body. The Election Officer shall validate proxies and make sure there is sufficient quorum, including valid proxies.

- f) In case any of positions to the Executive Committee is not filled by the election, such position(s) may be filled in by Officer(s) of the Executive Committee, with the approval of the Board of Council.

ARTICLE IX

BOOKS AND RECORDS

- a) The Association shall keep and maintain correct and complete books and records of accounts, minutes of the proceedings of meetings of its Members, the Executive committee and the Board of Council. Such accounts and minutes shall be read and approved by the respective forum.
- b) The Association shall keep, at its registered office or at principal place of business or at the office of its transfer agent/registrar, a record of its Members, giving the names and addresses and other contact particulars of all Members.
- c) Any books, records and minutes shall be in written form or in any other form capable of being converted into written form with reasonable effort and time.
- d) The President and Secretary shall jointly and separately be responsible to provide to the Chair of the Board of Council, an updated list of all ORMA members complete with all their contact particulars, access and passwords to ORMA website/emails/social media sites and any and all other media and records, within 48 hours of such a request.
- e) Changes to ORMA website, social media sites, publicity materials, contact particulars, corporate seal or any similar products/media open to the members and public view, shall be made only with the approval of the Board of Council. The Executive Committee shall cooperate fully with the Board of Council in these matters.
- f) Any member, upon a written demand stating the purpose thereof, shall have the right to examine in person or by an agent or attorney, at any reasonable time or times, for any purpose or purposes, ORMA's relevant books, records of accounts and minutes, with the exception of any other Member's personal particulars.

ARTICLE X

CORPORATE SEAL

The Executive Committee shall provide a corporate seal which shall be circular in form and shall have inscribed thereon, the name of the Association, the state of incorporation and the year of Incorporation.

ARTICLE XI

AMENDMENTS

These Articles, as written herein, may be amended by actions prescribed below:



ORLANDO REGIONAL MALAYALEE ASSOCIATION (ORMA)

- a) ORMA Members, by an affirmative vote of a majority of the Members, shall have the power to adopt additional Articles, alter, amend, and repeal any Article(s). Any Article(s) so adopted, altered or amended may specifically shall be altered, amended and/or repealed only by the Members and shall be consistent with the Articles of Incorporation.
- b) The Board of Council, by an affirmative vote of 2/3 majority of the Councilors, shall have the power to adopt additional Articles, alter, amend, and repeal any Article(s), except where such Article(s) were previously adopted by the Members. Any Article(s) previously adopted, altered or amended may specifically shall only be altered, amended and/or repealed by the Members.

EFFECTIVE DATE AND VALIDITY OF AMENDMENTS

These are restatement and amendments to the Articles of Incorporation of ORLANDO REGIONAL MALAYALEE ASSOCIATION, INC., a Not For Profit Corporation registered in the State of Florida on 09/27/2000, as Document number N00000006480. These restatement and amendments will come to effect, in its entirety, immediately up on its approval by the General Body and it will supersede any and all previous Articles of Incorporation and/or amendments or restatements thereof, of ORLANDO REGIONAL MALAYALEE ASSOCIATION, INC.

These Articles, as restated and amended in July 2016, were approved by the General Body meeting held on 23rd July, 2016 at Orlando, Florida, with the following (2) two amendments:

- 1. The term of the Executive committees shall be (2) two years, after the completion of three years by the current 2016 Executive Committee team.**
- 2. Additions to the Board of Council after the initial term of (3) three years shall be subject to General Body approval.**

Witnessed by:

President Anthony Sabu Signature [Signature] Date 09/30/16

Secretary Tijo Chirayil Signature [Signature] Date 09/30/16

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NORTH DAKOTA



ORLANDO REGIONAL MALAYALEE ASSOCIATION (ORMA)

APPENDIX I OF AMENDMENTS AND RESTATMENT OF ARTICLES OF INCORPORATION OF ORLANDO REGIONAL MALAYALEE ASSOCIATION, INC. (ORMA)

a) Roles and Responsibilities of ORMA General Body

1. Ultimate decision making authority of the Association.
2. Elect ORMA Executive Committee
3. Meet annually.

b) Roles and Responsibilities of the Executive committee

1. Function as the representatives of ORMA in executing the business of ORMA.
2. Conduct quarterly meetings and report the proceedings to the Board of Council.
3. Plan, organize and conduct functions and events. The Executive committee may invite, as necessary, the assistance of other members of good standing, to help with the planning and execution of functions and events.
4. Present annual accounts to the Board of Council for their audit/approval.
5. Present audited annual report to General Body.
6. Present interim accounts and reports to the Board of Council, a minimum of twice a year.
7. Present and discuss with the Board of Council the proposed annual budget, by March 1st of each year.
8. Document, maintain and distribute minutes of the General Body meetings.
9. Read out and seek approval of minutes of previous General Body meeting.
10. Attend specific Board of Council meetings a minimum of twice a year and present a written statement on the "state" of ORMA. This document shall include, but not limited to, updated interim accounts of ORMA, a narrative of previous meetings and their minutes, plans for upcoming functions/events with proposed budget for such plans and other matters of interest. The President, Secretary and Treasurer shall attend such meetings when called upon by Board of Council.
11. File and update yearly, all required documentation including amendments to the Articles (if any) and Annual Reports with Florida Department of State, Division of Corporations.

c) Roles and Responsibilities of Board of Council

1. Function as the representatives of the Association and of the General Body.
2. Trustees of ORMA Endowment Fund(s).
3. Prepare policies, advice, guide, provide consultation and supervise ORMA Committees on fiscal and long term welfare issues.
4. Functions as Internal Auditors of ORMA accounts, as presented by the Treasurer.
5. Prepare policies, advice, guide, supervise and decide on actions of ORMA's long term interests.
6. Supervise the election process and chair the election portion of the General Body meeting(s).
7. Form a Committee to review and revise as required, the current Articles of Incorporation, Bylaws and conventions of ORMA. It is expected that a major revision shall be prepared and presented for approval by the year 2018.
8. Review and prescribe a procedure to "reaffirm" the current membership of ORMA.
9. Review with the President, Secretary and Treasurer the performance and conduct of all committees of ORMA, a minimum of twice a year, preferably within 30 days, following a major ORMA event.
10. Document and maintain minutes of Board of Council meetings.