

## EXHIBIT A

# Amended and Restated By-Laws of MANOFA (Malayalee Association of North Florida, Inc.)

Effective October 20, 2023

### Article 1 – Definitions

(a) The name of the body shall be Malayalee Association of North Florida, Inc. (herein called as MANOFA), duly incorporated as a non-profit socio-cultural organization under appropriate Federal and State laws.

### Article 2 - Office

(a) The office of the MANOFA shall be at 6395, Forest Stump Ln, Jacksonville FL 32258, or at such other places as may be established by resolution of the Board of Directors of the Association from time to time.

### Article 3 - Purpose

(a) Promote cultural, educational and social activities, encourage and re-vitalize the traditional arts and crafts of Kerala.

(b) Foster friendship between Keralites of North America, other Indian and American Organizations. (c) Raise, solicit and receive funds, charities and donations to provide financial and/or voluntary help at the time of any Natural calamity or other emergencies that may occur.

(d) Award scholarships, prizes, medals and educational aids to deserving candidates as decided by the Board of Directors.

### Article 4 - Members

(a) Any resident (primary member should be 18 years or older) of North America, who can speak, read, write or has an ethnic background related to the language of Malayalam, or interested in the culture of Kerala shall be eligible to become a member of this organization.

(b) Any eligible resident paying the appropriate membership dues and complies with the organization's rules and regulations, shall become a member.

(c) All enrolled members will have the right to vote and eligible to become a board member. A Family shall have maximum of two votes one for each spouse. Individual members are eligible for one vote. An individual is limited to cast one vote regardless of the membership status.

(d) The governing board may expel any member violating the code of conduct of this organization, as described in Article 8.

(e) The membership dues can be changed by a general body resolution but will always have at least two annual rate plans – one for Family members and one for singles.

(f) January 1st to December 31st of each year shall be considered as a calendar year.

### Article 5- Board of Directors

(a) The governing body shall consist of President, Vice-President, Secretary, Joint Secretary, Treasurer, Joint Treasurer and may include a seventh member. A seventh member would have to be nominated and unanimously elected by Board of Directors. The Convener(s) of the

various sub committees shall be non-voting members of the Governing Body. The Governing Body will be called as the Board of Directors. General Election to the voting members of the Board of Directors for the following year will be held in the last quarter of each year.

(b) Voting Requirement/ Process:

- Each Manofa Member can nominate only one eligible member for President, Secretary, and Treasurer. Multiple nominations by a member to a single post will make the entire nomination for that post invalid.
- After the nominations are closed, and if there is only one nomination for a post, the nominee will be considered as elected if he/she accepts the post. If there are valid multiple nominations to a post, it will result in an election by voting if the nominees agree to contest.
- Voting will be conducted as decided by the Board of Directors & Election Commission.
- Only members who have taken membership by Sept 30th of that year will be eligible to vote.
- The President, Secretary, and Treasurer shall unanimously select a Vice-President, Joint Secretary, and Joint Treasurer.

(c) Eligibility of a nominee to an elected post:

- He / She must have been a Manofa member for at least two years including the year the election is being held and must renew membership for the following year.
- For the post of President, Secretary and Treasurer - He /She must have served at least two years in any committee in prior years.
- For the Post of Vice-President, Joint Secretary and Joint Treasurer, which are not elected but instead are unanimously selected by the President, Secretary, and Treasurer - He /She must have served at least one year in any committee in prior years.
- Spouses of Election commission member cannot be nominated to any position.
- Non-voting members of the Governing Body (sub-committee) must be a Manofa member for at least one year prior to the year he/she is planning to serve and must renew membership for the following year.

(d) Elected officials shall serve in their position for duration of one year from January to December of the calendar year and can be re-elected for an additional term. The absolute voting majority in a general body meeting may expel any governing official violating the code of conduct of this organization

(e) The Board shall present a budget to the general body for its approval annually.

(f) All Board members are expected to be present at every meeting. Any member who is absent for three consecutive meetings without any valid reasons or proper notification will lose his/her eligibility to continue as a board member.

(g) If a board member is to be displaced, an approval by absolute majority of the board of directors is required.

## 6 – General Body

(a) The General body is the supreme forum of the corporation and shall consists of all active, eligible members present.

(b) The general body of MANOFA shall meet at least once a year in Jacksonville. The admission to such a meeting shall be free.

(c) A quorum of 50% of all enrolled members (excluding proxies) needs to be present to displace the Board of Directors.

(d) All eligible members can authorize other members or general counsel to vote on their behalf

on simple resolutions. Notice for such proxy voting should be given to the President or a designated member of the Board, 48 hours before the meeting. However proxy voting will not be allowed in elections, disciplinary actions and extraordinary general body meetings.

(e) All resolutions to be passed in a general body meeting have to be presented to the Board of Directors for consideration and prior approval before presenting to the General Body.

#### Article 7- Activities

(a) The members shall engage in all types of Malayalam related cultural and educational activities (both popular and classical).

(b) MANOFA shall not endorse any religion or religious promotional activities.

(c) MANOFA shall not align with or lend support to any political parties, domestic or abroad.

(d) MANOFA shall not engage in caste based activities.

(e) MANOFA is committed to ensure a substance free environment in all its events and therefore strictly prohibits the illicit use, possession, sale, distribution, or manufacture of illegal drugs, alcohol, intoxicants, or controlled substances in any amount or in any manner. Any violation of this policy will result in adverse action up to and including dismissal, banning the member from any other activities of the organization and if needed, referral for criminal prosecution. MANOFA will not be held liable for any damages caused due to violation of this policy by any member, including any injuries caused to or by the member.

(f) MANOFA will provide adequate security to ensure the safety of members and guest attending the activities.

#### Article 8 – Code of Conduct

(a) An outgoing President and Secretary shall serve in the Executive Committee in the following year as an Ex officio without any voting rights.

(b) The President shall be the presiding officer of all the meetings. In the absence of the President, the Vice President shall assume responsibilities of the President. In the event the President and Vice President are not available, the Executive committee has the power to nominate one person to preside over the meetings.

(c) A minimum of 7 days will be provided to convene a Governing body meeting. In case of an emergency situation, the Secretary with the approval of President may convene a governing body meeting with a minimum of 1 day.

(d) The Board of Directors can expel any member from the membership of MANOFA that violates any of the sub clauses of Article 7 or this Article 8, after due process, which shall include a hearing by the Board of Directors, at which time the member may present his or her defense to expulsion, including witnesses and exculpatory evidence. The Board of Directors shall weigh the evidence and determine whether the member shall be expelled, in its sole discretion.

(e) Any member causing disruptions of MANOFA's activities including the General Body Meeting, shall be barred from attending such activities in the future for a definite period of time as determined by the Board of Directors, in its sole discretion. The decision of the Board of Directors shall be final. The length of time that the member is barred from activities shall be based on the seriousness of the offense and determined by the Board of Directors, in its sole discretion. The time period of the disciplinary action will be effective irrespective of the calendar year. For purpose of this Article 8 subsection (e) "Disruptions" shall be defined to include the following:

- Any violations of Article 7, subsection (e);
- Any physical act or disruption that causes harm to any other member or nonmember, any excessive use of profanity or verbal threats against any other member or nonmember, any violence or threat of violence;
- Any verbal threats against any other member / nonmember and any physical act that causes harm to any other member / non-member.
- Program Interruption or Interference
- Harassing others, including unwelcome conduct of a sexual nature that is persistent or offensive and interferes with a member's enjoyment of the meeting or activity, or that creates an intimidating, hostile or offensive environment for any member or members. Any unwelcome sexual advances will be considered a disruption. An aggregation of incidents can constitute sexual harassment even if one of the incidents considered on its own would not be harassing.
- Any verbal threat, physical threat, physical harm or sexual misconduct to minor will be considered a disruption.
- MANOFA does not undertake responsibility for reporting any such conduct to any law enforcement agency for any of the above disruptions and has no liability related to it.
- MANOFA will not be held liable for any damages caused to individuals or group of individuals due to any misconduct or aggressive behavior by its members to another individual during any MANOFA activities

(f) In an event that an elected member resigns and/or removed from the Executive committee the Executive committee may nominate a replacement.

(g) The Secretary shall maintain the minutes of the meetings and all other records which shall be handed over to the new secretary in the following year.

(h) The meeting minutes register shall be kept in safe custody for at least 3 years.

(i) President, Secretary and Treasurer may sign checks for payment.

(j) The treasurer is authorized to spend up to \$199.00 as petty cash. Any amount over \$199.00 should be approved by the President and the Secretary, up to \$1000.00. Any amount over \$1000.00 and up to \$5000.00 should be approved by the Board of Directors. Any amount over \$5000.00 should be approved by General Body.

(k) Executive Committee members should not represent or engage in activities on behalf of MANOFA without prior approval from Executive Committee. Potential violations will be reviewed by Executive Committee and possible action can include, but not limited to

- Suspension from the responsibilities in the Committee for a defined period or
- Dismissal from the Committee

The meeting to review the violation should be attended by a quorum of at least two-thirds of majority Executive Committee members.

- The President will chair the meeting, and after the committee has reviewed the said violation, poll the meeting participants for a decision
- In case the violation includes the President, the Vice-President will chair the meeting and exercise the responsibilities of the President for the purposes of this meeting.
- In case of a deadlock, the President (in case of point 2 above, the Vice President) will exercise the deciding vote

#### Article 9 – Membership Id

(a) A unique membership Id will be generated for each member. Each Family membership will get two Ids and a Single membership will get one Id.

#### Article 10 – Election Commission

- (a) Each year an Election commission consisting of three Manofa members who are not in the Board of Directors in the current year or planning to in the next year, will be nominated by the Governing body to verify the nominations and voting results and to communicate with the nominated/elected candidates regarding the Election process.
- (b) No member can serve in the Election commission for two consecutive years.
- (c) After the cut of date of Sept 30, the Election commission will send out emails to members for submitting nomination using a separate email id with exclusive access rights for election commission only; and the whole process until declaring result will be handled by Election commission.

#### Article 11 – Dissolution

- (a) In the event of dissolution, the Board of Directors will donate all of the money to the American Red Cross. Any assets will be donated to Salvation Army.

#### Article 12 – The “Life Happens Fund”

- (a) The members of the Board, plus any 3 past Presidents to be selected by majority vote of the Board, shall constitute a “Life Happens Committee.” The Life Happens Committee shall manage a “Life Happens Fund” that is composed of money donated or raised by members or sub-committees of Manofa.
- (b) The Life Happens Committee shall aim to make all decisions by unanimous vote, through emails or an in-person meeting, but the affirmative vote of 5 committee members shall suffice.
- (c) In extremely time sensitive scenarios, in which the recipient needs the money prior to the Life Happens Committee meeting or discussing by email, then 3 members of the Life Happens Committee can cause up to \$500 to be sent to a qualifying member or non-member in need, so long as that funding is later ratified by the Life Happens Committee. If such decision is not ratified, then the recipient and/or the 3 members of the Life Happens Committee must reimburse the Life Happens Fund.
- (d) The Life Happens Fund is to provide emergency monetary relief to members (aggregate \$500-\$2,500 maximum per family within each calendar year), as well as to non-members so long as the non-members are Malayalee from Kerala (aggregate \$500-\$1,000 maximum per family within each calendar year). In addition, such funds can be provided to the family of a member, upon the death of a member. The foregoing sums can be increased in a calendar year upon unanimous vote of the Life Happens Committee.
- (e) Recipients of money from the Life Happens Fund are encouraged to repay the Life Happens Fund when practicable, but a perceived inability to repay shall not prevent anyone from receiving the money.