



**BY-LAWS OF
TELUGU FINE ARTS SOCIETY, INC.
Amendments proposed by By-Laws Committee and Approved by Board of Trustees
October 11, 2016**

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Preamble (Not Part of By Laws)

Telugu Fine Arts Society, Inc. was incorporated in the year 1984. Given the time lapse of approximately 30-years, it was deemed necessary to reexamine the role of the corporation as it relates to the current community needs. The membership increased significantly and newer generation of trustees may need guidance in understanding the corporation's goals and objectives. In addition, the corporation's funds including endowments grew and they must be protected in the best interest of the corporation. Trustees typically focus on the events of the corporation and may not have time to focus on the long term goals. Considering these factors, the board of trustees decided to revisit the bylaws of the corporation in consultation with founding and senior members of the organization.

The concept of creating a second level of oversight was deemed necessary to protect the organization. This second level oversight will be provided by senior members of the corporation in order for the next generation trustees to seek advice and obtain the guidance on a regular and on-going basis rather than only during 'crisis' situations. These second level leaders to be referred to as advisory board, who shall not conduct the day to day business which will be the responsibility of the board of trustees. The advisory board shall mostly focus on the finances, trustee elections, long-range planning, and legal and dispute resolution to help maintain the overall integrity of the corporation.

ARTICLE 1: GOALS AND OBJECTIVES

The corporation has the following goals and objectives:

1. Foster, promote and encourage Telugu language, literature and culture in US.
2. Promote and encourage fine arts, folk art, classical music and dance, and conduct group cultural activities for Telugu people. Conduct and sponsor conferences for Telugu people, celebrate Telugu festivals aiming to pass on the cultural heritage to the children.
3. Preserve and propagate Telugu cultural heritage amongst future generations by exchange of cultural ambassadors between North America and other countries including India.
4. Promote Indian morals and social values among members to establish a stronger Telugu community. Protect the civic and communal rights for corporation members in US.
5. Conduct classes, lectures, workshops, and demonstrations on literature, language, spirituality, and fine arts and performing arts to establish and enhance Telugu culture in US and India.
6. Publish and distribute articles in Telugu literature; honor the Telugu scholars in India and US.
7. The corporation shall not participate in any political campaign on behalf of any candidate for public office or otherwise attempt or lobby to influence legislation.
8. Receive, administer and disburse gifts and grants of money and property of every kind exclusively to not-for-profit charitable, philanthropic, scientific, literary, and educational entities as set forth under section 501 (c) (3) of the Internal Revenue Code of 1954 as amended in US or similar entities in other countries.

ARTICLE 2: MEMBERSHIP

1. **General Members:** All those who are twenty one (21) years of age or over and subscribe to the aims and objectives of the corporation and pay the membership dues shall qualify to be general members. "Active" general members are those general members who updated changes in their contact information (mailing address at the minimum) in the corporation records. It is the responsibility of the general members to update their contact information as needed to be able to receive the corporation communications including event schedules and election ballots.
2. **Youth members:** All those who are between eleven and twenty (11-20) years of age shall qualify for membership in the youth activities. No youth member shall have a right to become a trustee or member of the election committee, or vote in the election of trustees and other business of the corporation. **Family** shall be defined as husband, wife and unmarried children below the age of 21 years.
3. **The dues** for the Life membership and Patron Membership shall be decided by the trustees, from time to time.
4. **The General Body:** the board of trustees, the advisory board and all the general members 21 years of age or over with an independent vote, will constitute the General Body.
5. The membership is not transferable.
6. **Removal of a member:** If a member has been found to be guilty of fraud, felony, assault, or any other crime as defined by the court of law, such member shall automatically lose the membership privileges in the corporation.

ARTICLE 3: FINANCES

All financial transactions shall abide by the IRS 501 (C) ruling.

1. Funds: Separate accounts shall be maintained for membership fund, operations account, and endowment account. Such funds shall be maintained, operated, and disbursed as checks. Cash disbursements should be minimized. Expenses can be reimbursed only for the receipts or vouchers submitted to the Treasurer.
2. Checks that are in excess of \$500 that get disbursed for any expenses or other causes should have signatures from TWO authorized officers. In the case of membership fund, two signature are required; one by the current Treasurer and the other by the chairperson of the advisory board.
3. **Membership Fund:** Revenue collected from all Life and Patron Membership dues shall be held separately under the Membership Fund. Membership fund shall be managed by the advisory board. The Treasurer shall maintain the records and sign the checks for disbursements. The Chairperson of the advisory board shall have the second signatory authority. Membership fund can be used for: Elections, insurance, and non-refundable deposits for the venue cancelled due to natural disasters as approved by the board of advisors.

Viewing privileges and access to an investment account (membership fund and endowments) should be given to the President, Treasurer, and Chairperson of the advisory board.

- a. If the organization is unable to sustain the annual budget, at the request of the board of trustees the advisory board may authorize up to a maximum of 50% of the income generated from the membership fund during the previous year, to be transferred as a loan to operational fund to meet the annual budget of the corporation in the given year. This loan has to be paid in full before the board of trustees term ends. The principal amount held in the membership fund shall not be used for operational expenses of the corporation.
 - b. The principal amount in the membership fund can be distributed, only with the consent from a 2/3 majority of the general body. In the event the corporation is dissolved and liquidated, the board of trustees in consultation with the advisory board, after paying or making provisions for the payment of all of the known liabilities of the corporation, shall distribute the corporation's property and assets to such organizations as may be selected by them at that time, provided that such entities are tax exempt organizations, located or domiciled in United States of America; if located outside the United States of America, they shall be non-profit public charities and institutions, dedicated to the objectives similar to the corporation and such distribution for tax exempt is allowed by the State Stature for non-profit organizations and section 501(c) (3) of the IRS code.
 - c. Any assets not so disposed off shall be disposed of by a court of competent jurisdiction exclusively for such exempt purposes or to such organizations as the court may determine, which are organized and operated exclusively for such purposes. No private individuals may share in the distribution of any corporate assets upon dissolution of the corporation.
4. **Operational account and budget:** Income generated from Telugu Jyothi, website and souvenir advertisements, program revenues including vendors, and donations collected exclusively for programs shall be used as the operating account.
 - a. Budget shall be prepared by the Treasurer and approved by the board of trustees for all programs in advance of such events. Revenues (cash, credit card and checks) collected at any of the Corporation's events must be tallied immediately at the conclusion of the event-day by at least two trustees and signed by both and certified by the President.
 - b. It is the responsibility of the board of trustees to meet the annual budget each year. Detailed audited accounts (income, expenses, and net profit or loss) shall be prepared after each event and published in Telugu Jyothi. Treasurer shall prepare an Annual Report each year for the operational account, membership and endowment funds and publish in Telugu Jyothi during April every year and presented to the general membership at the annual meeting.

- c. When the corporation makes a net profit in a two-year term, a minimum of 25% of the net profit from the operating fund during that term shall be added to the membership fund by no later than March 1st as a compulsory savings for the longevity of the corporation which shall be included in the Annual Report.

ARTICLE 4: GENERAL BODY MEETINGS

Unless otherwise specified in the By Laws anywhere, the Roberts Rules of Order will govern the meetings.

1. Annual Meeting:

A meeting of the general body shall be held annually during the Ugadi function or separately at a convenient time and for the transaction of important business of the corporation.

- a. The Annual report, including the financials, from the President, Treasurer, and Secretary shall be presented to the general body during Annual meeting.
- b. The notice of the annual meeting including the agenda and requirement of the vote shall be sent to the general body at least 30-days in advance.
- c. With the approval from two-thirds majority from the trustees, a meeting can be called within 10-days during emergencies and time sensitive situations. (See below for Special Meetings)

2. Special Meetings:

Special meetings of the members, for any purpose may be called by the President or the board of trustees with a 30 day written notice. The notice for such meetings shall state the purpose of the meeting being called for; whether a vote will be taken and the quorum requirement.

3. **Meetings called by General Members:** A general body meeting shall be called by the President at the request of at least 20% of the general members requesting a meeting in writing. The notice for such meetings shall state the purpose of the meeting being called for; whether a vote will be taken and quorum requirement. The meeting shall be held within 45 days from the date of the notice of such request from the general members of the corporation.

ARTICLE 5: TRUSTEE MEETINGS

a. Quarterly Board Meetings:

The board of trustees shall meet in-person not less than four times in any year. The meeting agenda shall be distributed at least one week prior to the meeting to the board of trustees and the advisory board.

Advisory board will review the agenda and may add agenda items that require trustee attention. Members of the advisory board shall also attend the in-person meetings and discuss financials and long term planning but will not be counted for the quorum. All committee members shall attend the quarterly meetings and present their quarterly reports. Quarterly reports from the President, Treasurer and Membership Chairperson shall be presented during the in-person meetings.

b. Monthly Meetings :

The Trustee board shall have regular meetings at least once a month to discuss various issues related to programs and the business of the corporation. The meeting agenda shall be distributed at least 24 hours prior to the meeting.

c. Special Trustee Meetings:

At the request of majority of the trustees, a special trustee meeting can be called by the secretary to discuss a specific topic and/or business of the corporation. Agenda of such meeting shall be sent to all the trustees and the advisory board, along with purpose of the meeting. Advisory board members may attend such meeting.

- d. **Minutes** with roll call vote, attendance, and quorum will be maintained for all discussions and decisions taken at the Annual, Quarterly and Monthly meetings; objections raised will be documented.

- e. **Telephone Meetings** other than quarterly meetings may be held using the teleconference technology. Minutes with roll call vote, attendance, and quorum will be maintained for all discussions and decisions taken at teleconference meetings. The minutes are considered valid to conduct the business of the corporation.

- f. When the President is unavailable, a trustee board meeting can be conducted with at least one officer participating to discuss the time sensitive matters of the corporation. A member from the advisory board shall be present at such meeting.
- g. All meeting minutes shall be distributed to the trustees and advisory board no later than one week of any meeting held. A hard copy of the minutes of all meetings held during the year should be included in the President and Secretary files for documentation purposes for future. The minutes shall be provided if demanded by a court of law.
- h. At the end of each fiscal year, the Secretary shall create an electronic copy of the corporation activities, including the minutes of all meetings and communications and archive it for future reference.
- i. The quorum requirement for all trustee board meetings shall be a majority of the trustees with the exception of an 'event' related meetings.
- j. No trustee should vote on a question in which he has a direct personal or pecuniary interest not common to other members of organization including the President, who shall disqualify himself in such instances vacating the seat to the VP.
- k. The Electronic and Teleconference Meetings shall provide conditions of opportunity for simultaneous aural communication among all the participating members just like *face to face* meetings. Notice shall be given along with the agenda and a telephone number to call for the teleconference. Quorum is required. Vote shall be taken for actions proposed by the board.
- l. Voting by Electronic Mail: Approval of a proposed action obtained by telephone, in writing or by electronic mail (email vote) is not considered as the final approval by the board, since the members lacked the opportunity to mutually debate and decide the matter. If an action is taken on such a basis, it must be ratified at a regular properly called board of trustees meeting in order to become an official act of the board.
- m. The minutes of the meetings are accessible only to the board of trustees and advisory board, unless the board of trustees grants the permission to a member of the corporation to inspect them.

ARTICLE 6: BOARD OF TRUSTEES

1. The board of trustees is the executive body for the corporation. Except as otherwise required by law or provided by these bylaws, the entire corporation's affairs, business and events shall be vested in its board of trustees.
2. The board of trustees of the corporation shall consist of nine (9) trustees elected by the general members of the corporation either in person, or by proxy or by mail.
3. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, who shall be elected from and by the members of the board of trustees. President and Treasurer shall be a permanent resident or citizen of the United States. It is advisable for Vice President and Secretary also to be a permanent resident or citizen of the United States. A trustee must have served at least one prior term to become eligible to be elected as President, Vice President, Secretary, and Treasurer. If there are no eligible trustees or if eligible trustees decline to be elected as the officers, the trustees-elect in consultation with the advisory board shall elect members among the trustees with service experience in other nonprofit entities and the best available trustees for the officer positions.
4. The board of trustees shall at its first meeting or soon after, designate and appoint the remaining trustees as chairpersons of committees to oversee various projects, activities and events undertaken or organized by the corporation such as Annual events, Community Affairs, Membership Services, IT Services and Youth Affairs.
5. Five ad hoc committees shall be formed by the trustee chairs as described in Article 20.
6. The term of the trustees and the officers shall be for a period of two years or until their successors have been chosen. The term of the board of trustees and the officers shall begin from May 1st following the elections and end on April 30th after the two year term. A period exceeding 365 days shall be considered as one full term. No member shall serve as a trustee for more than two continuous terms.

7. No officer or director shall receive any salary or compensation from the corporation.
8. The trustees cannot write the Bylaws amendments or conduct elections independently.
9. If any vacancy arises in any office board of trustees for any reason, nominations will be requested from general membership and the board of trustees, in consultation from the advisory board, shall select a member of the board of trustees as an officer, and a member of the corporation nominated as a trustee.
10. Trustees are expected to maintain ethical and professional conduct during their service at all times. Professional discipline and honesty are absolute requirements. The meeting discussions and decisions are considered confidential. The internal emails among the trustees should never be circulated among the public. Personal differences should not influence corporate matters. Any grievances due to misunderstandings or personal differences among the trustees can be forwarded to the advisory board in writing with evidence if any, for further action.
11. The corporation data shall not be used for non-corporation purpose without the approval of the board of trustees.
12. If the trustees are unable to take a decision or definitive action on any organizational issue, after conducting detailed discussions in two sittings, they shall forward the matter to the advisory board for further consideration and guidance. The advisory board shall make a final decision and respond to the trustees in a timely manner.
13. When a trustee engages in activities that have potential 'conflict of interest', he/she shall inform the advisory board for guidance.
14. Upon the formation of the election committee, the trustees should neither interfere with the election process nor should they nominate, second or support any candidate.
15. Resignation of a trustee must be submitted in writing to the Secretary/President during a regularly conducted meeting. Board of trustees may wait until next meeting to fill the vacancy and give the trustee an opportunity to reconsider his resignation under some circumstances.
16. As the corporation is formed by its members, no action of the board of trustees can alter or conflict with any decision or tradition made by the members. In an effort to protect the best interests of the corporation, the members when the quorum is met, can rescind or amend any action of the board. The trustees are elected by the members and are responsible to protect the interests, objectives, reputation, and finances of the corporation during their term. All the board members have equal responsibility while conducting the business of the corporation.

ARTICLE 7: REMOVAL OF A TRUSTEE

1. Misconduct:

The board of trustees may suspend a trustee/officer for a cause and remove him/her after the final determination that cause exists for removal, by a 2/3-majority vote by trustees and forward the decision to the advisory board. Documentation of the improper act and board of trustees decision shall be discussed in detail by the advisory board in the presence of the defendant trustee. The defendant trustee shall be allowed to defend his/her act with valid documentation. The trustee shall be removed with a majority vote from advisory board and such decision shall be considered as the final closure for this issue. ('Cause' is defined as any acts of fraud, deceit, misuse of any corporation data, stealing, misappropriation or commission of any act which is felony, irrespective of whether the corporation itself is the victim or not of such acts or activities that are in direct conflict with the interests of the corporation; violation of By Laws of the corporation; lack of ethics; poor professional conduct).

2. Absence from Corporation Activities:

- a) In the absence of valid family or health reasons, a trustee shall automatically lose his/her position if he/she does not attend consecutively two monthly meetings or programs conducted by the board of trustees.
- b) When a Trustee was unable to participate in 50 % of the meetings & programs conducted by the corporation, he/she shall be notified in writing that he/she may lose the trustee position. Should

there be no improvement in the attendance, such issue shall be discussed in a properly scheduled in-person meeting by the trustees and vote shall be recorded for any actions taken. Participation via teleconference shall be considered as active participation.

- c) When a trustee spends less than 50% of the time in a meeting, his/her presence shall lose the attendance credit and this practice should be condemned.
- d) When a trustee was unable to participate in 50 % of the meetings and programs conducted by the corporation during the term, he/she will not qualify to contest for the second term in the elections.

ARTICLE 8: QUALIFICATIONS TO BECOME A TRUSTEE

1. Any person who is a general member of the corporation for not less than two years on the 1st day of November in the year of election shall qualify for the position of a trustee.
2. Trustees shall be able to speak and communicate in Telugu.
3. No member shall serve as a trustee for more than two continuous terms. After a minimum break of one term following two continuous terms of service, a member from that trustee family will be eligible to serve for up to three more terms again as trustee or advisor.
4. The husband and wife cannot serve simultaneously as trustee and/or advisor at any given time.
5. The lifetime maximum for any family to serve on the board of trustees individually or husband and wife together is 10 years.
6. Trustees during their tenure shall not hold any official position in another community based non-profit organizations.

ARTICLE 9: NOMINATIONS AND ELECTIONS

1. Nominations/Elections (N/E) Committee shall conduct the process of seeking nominations, conducting elections and setting guidelines. Applicable Federal and state laws shall be abided by the corporation in addition to these Bylaws for matters relating to elections and finances of the corporation.
2. In the year of incorporation, the boards of trustees are elected by the general body at a scheduled and convenient meeting of the general body.
3. In the subsequent years nominations shall be accepted by petition by mail and the elections shall be conducted by mail or electronic ballots.
4. The detailed election procedures and dates shall be described in an election manual, approved by the board of trustees and advisory board and posted on the corporation website. The election manual shall be updated by the N/E Committee prior to calling for the nomination petitions.
5. The Secretary shall mail a list of all eligible members to the N/E Committee chair no later than November 1st in the year of election.
6. The N/E Committee calls for nominations from the general members for the board of trustee positions by November 10th of the election year. The nominations duly proposed and seconded by the general members of good standing shall be received by December 1st of the election year.
7. Members of the same family (husband and wife, and children as independent general members) shall not serve as a trustee or a member of the advisory board during the same period.
8. Only one general member from the same family (husband and wife, and children as independent general members) is eligible to nominate or second a trustee candidate. Such a general member shall be a Life member of the organization in good standing for two full years.
9. The nominations shall include a payment by check payable to Telugu Fine Arts Society, Inc. to cover part of the cost of conducting elections. The fee shall be noted in the election manual. The fee shall be refunded if a candidate is disqualified to contest in the election.
10. The dates to withdraw a nomination, ballot mailing and return dates, date of ballot counting and announcing the election results shall be included in the election manual and may be updated if necessary for each election year. Elections shall be completed by no later than March 15.

11. The N/E Committee shall call for a meeting with the existing and newly elected board of trustees following the election and conduct officer elections to facilitate the formation of the new board. Election of the officers shall be by ballot. The N/E Committee ceases to exist after the formation of the full new board of trustees. The new board of trustees / advisory board may be introduced during the Ugadi program or announced by May 1 in case the Ugadi function is not held.
12. Election disputes shall be resolved by the N/E Committee with guidance from the advisory board when required.

ARTICLE 10: QUORUM

Quorum of Trustees

Majority of the board of trustees shall constitute a quorum for all trustee meetings and for the transaction of any business. The vote of a majority of the board of trustees present in a meeting at the time of a vote, if a quorum is present at such time, shall be the act of the board of trustees. The quorum has to be maintained at all times for Trustee meetings.

Quorum of Members

20% of the “active” general members of the corporation present in person shall constitute a quorum for all purposes to hold a meeting. The vote of a majority of the general members present at the time of a vote, if quorum is present at such time, shall be the act of the members of the corporation to pass a vote.

ARTICLE 11: VOTING BY MEMBERS

1. Every “active” general member in good standing for one full year by November 1st of the election year, shall be entitled to one vote on each matter – submitted for a vote by members.
2. Husband and wife of a family membership shall be entitled to receive two ballots. An unmarried child below 21 years of age living with the parents does not have a vote unless such unmarried child has taken individual membership.
3. Voting by Ballot :
 - a. It shall be the member’s responsibility to inform the corporation any change in the family membership status that requires only one ballot to be mailed.
 - b. A member may request the corporation to mail separate ballots to the husband and wife in case of separation.
 - c. Voting on behalf of a deceased member will be fraudulent and invalid. The voting privilege of the person, who used fraudulent vote, will be withdrawn for 4 years and the vote will be invalid.
4. Voting in person:
 - a. All the general members are urged to attend the general body meetings held annually or otherwise on a demand for a specific cause. Membership validity and address will be verified.
 - b. Members that are eligible to vote and did not receive the ballot may request a duplicate ballot in writing. Election committee shall be responsible for sending the duplicate ballot if needed.

ARTICLE 12: MAGAZINE

1. A magazine of the corporation shall be published to encourage Telugu literature, to provide communication of the corporation business and community and youth affairs.
2. The magazine shall be maintained by an Editor with the help a magazine committee including one or more Associate Editors. The members of the committee are selected by the Editor in cooperation with the board of trustees.
3. The publication frequency and size shall be determined by the board of trustees with due consideration of the funds available. Advertisement revenues shall be used to meet part of the publication and mailing costs of the magazine. The board of trustees shall determine the annual budget for the magazine.

4. The magazine committee shall meet at least four times a year to review the contents of the magazine. Minutes of the meetings shall be maintained.
5. There shall be one trustee designated for administration of the magazine including publishing, printing, mailing and advertisement.
6. The board of trustees in consultation with advisory board as needed shall reconfirm the editor or appoint a new editor every two years during the non-election year.

ARTICLE 13: WEB SITE

1. A website of the corporation shall be maintained to provide information and services to members. IT/Web committee with guidance from the Secretary and/or the President is responsible to prepare all communication on the web or distribute by bulk electronic mail.
2. The access privileges to the database should be given to the IT Chair and President of the corporation and one member of the advisory board.
3. The IT committee shall meet at least four times a year to review the contents of the web site, to manage and to administer the budget and advertisements.

ARTICLE 14: TRUSTS AND ENDOWMENTS (LONG TERM)

1. General members may contribute funds not less than \$5,000 ear-marked for a specific project to initiate a *long term* Trust/Endowment (a) to support a registered not for profit organization annually or (b) to initiate and promote a cause periodically in USA or India through the corporation with objectives that are similar to the corporation. The request shall be submitted in writing. The request shall include objectives and restrictions; financial controls and distributions to be used and the names of three members who will manage the Trust/Endowment for a specified period.
2. The trust shall be approved by the board of trustees with due diligence and ratified by the advisory board based on its objectives, financial commitments and controls provided.
3. The corporation shall account for these funds and any interest collected. Each Trust/Endowment will be kept separate in separate accounts. Quarterly and annual statement of each Trust/ Endowment will be sent to the committee in charge of the Trust.
4. The corporation (board of trustees and advisors) shall appoint a three-person committee to manage the Trust funds for meeting the objectives of the project. The committee members include one officer of the corporation, one member nominated by the Trust sponsor, and one member of advisory board or optional general members who may be nominated by the advisors. One member nominated by the Trust sponsor will get the signatory authority along with the officer of the corporation.
5. The corporation shall assign a project coordinator from the membership to oversee the project and report to the trustees and advisors every quarter.
6. When the Trust funds are supporting another registered entity, the project sponsor shall reveal any conflicts related to the project with personal interests or to his immediate family members and sign the 'disclosure'.

ARTICLE 15: PHILANTHROPIC ACTIVITIES (SHORT TERM)

1. General members including board of trustees may initiate, support or sponsor a charitable or philanthropic short term project/cause to be undertaken under the aegis of the corporation.
2. The project shall be approved by the board of trustees based on its objectives, financial commitments and the controls provided in the application and ratified by the advisory board. Due diligence is required before approval.
3. The project sponsors shall be responsible for publicity of the project; follow and report on its progress periodically to the board of trustees. The sponsor shall sign the disclosure for any 'conflict of interest' reflected.

4. The corporation shall accept the donations, collect the funds and disburse the contributions to the project after deducting handling charges. The funds shall be distributed to entities that are eligible to receive such funds.
5. The project shall be closed after a maximum of 120-150 days of existence; but can be reactivated annually. Treasurer shall prepare a detailed report on the project up on closure and present to the board of trustees at the quarterly meetings.
6. General members may donate funds to the organization towards a designated charitable or philanthropic project/cause that is conducted by another registered entity, annually or frequently as needed.
7. Such donations will be disbursed after deducting the appropriate handling charges determined by the board of trustees.
8. The corporation may initiate a short term project or raise funds from general members for a cause. Corporation may also donate money from reserve funds to match a percentage portion of the funds collected. Handling charges may be waived. Ratification by the advisory board is required to donate reserve funds.

ARTICLE 16: ADVISORY BOARD

Qualification for Advisory Board: The members of the advisory board should be unbiased and maintain neutrality.

- i. Shall be a Life member of the corporation for at least 10 years; Should have been exposed and involved in the corporation events in the past;
 - ii. Two members of the advisory board shall be from the past trustee pool;
 - iii. Shall have in depth knowledge about the history of the corporation and the bylaws; and
 - iv. Shall have proven dexterity with exposure and experience from other local/national nonprofit associations.
1. (a) Initially, a five (5) member advisory board shall be selected by the board of trustees; (b) After two years, to facilitate staggered term, two members of the advisory board shall step down voluntarily and replaced by new members selected by board of trustees; (c) After the formation of the advisory board in step b, every two (2) years, two or three members (alternately) of the advisory board shall step down after 4 year terms and replaced by new members selected by board of trustees; (d) If a member steps down prior to the 4 year term a new member may be selected by the board of trustees.
 2. The members of the advisory board shall serve for a four year term and no more than one term. No more than three members of the advisory board shall retire in the same year. . There shall be a gap of at least 4 years for a retiring trustee to become a member of advisory board.
 3. The chairman of the advisory board shall be elected by the members of the advisory board. The chairman of the advisory board will be ex-officio trustee on board of trustees. The chairman will attend the board of trustee quarterly meetings regularly, but will not be counted for the Quorum. In the event he cannot attend a meeting, he/she will designate another member from advisory board to attend a trustee meeting. This process will build a liaison between the board of trustees and advisory board. Other members of the advisory board may attend trustee meetings periodically. All the members of the advisory board shall receive the copy of the board of trustees meetings minutes.
 4. The advisory board will be responsible for maintaining the membership fund and all Endowments. The advisory board plays a pivotal role in the formation and maintenance of other designated trusts and endowments held under the corporation's name. The advisory board is responsible to oversee the philanthropic projects undertaken.
 5. The advisory board, in consultation with the trustees and financial experts, shall establish an investment policy for all corporate funds every quarter. The asset allocation shall be rebalanced semiannually or more frequently if necessary.

6. The members of the advisory board shall have at least six meetings in a year. Minutes of such meetings and decisions taken will be maintained for records and a copy will be sent to the officers with any actions suggested. The president and treasurer of the corporation shall be included in the advisory board meetings as needed. When certain differences or misunderstandings exist between trustees, the advisory board shall consider both sides of explanations. The advisory board's decision shall be considered as final.
7. The Secretary and Treasurer shall provide the advisory board all the material information requested in a timely manner.
8. **The advisory board has the ultimate responsibility to safeguard the integrity and ethics, finances, and reputation of the corporation at all times.** At times, other general members may be consulted to address difficult issues, with prior notification of the board of trustees.
9. In addition to the long range planning, other responsibilities of the advisory board include:
 - Resolve disputes among the trustees and general members related to the business of the corporation. The advisory board in consultation with the Trustees may form the Appeals Review and Disciplinary Committee to address complex issues (See Article 24).
 - Oversee the corporation elections and ratify the By Laws changes.
 - Aid the board of trustees to fill the vacancy when a trustee leaves during the term.
 - Suggest members to serve on Nominations and Elections Committee and Bylaws Committee.
 - Suggest Editorial Committee members for Telugu Jyothi.
 - Guide the board of trustees for programs of overseas artists and dignitaries.
 - Budget verification and discussion for programs that exceed \$20,000 expenses.
 - Guide the board of trustees with the legal, Internal Revenue Service, and financial issues as needed.

ARTICLE 17: AMENDMENT TO THE BYLAWS

1. Members of the By Laws Committee shall recommend Bylaw amendments as needed for approval by board of trustees. Upon the approval, the *approved version* shall be ratified by the advisory board and mailed to general members for review and suggestions if any, within 30 days. By Laws Committee shall consider the suggestions from the members and may make feasible changes in the amendments and inform the changes to the board of trustees and the advisory board. The *final version* shall be posted to the members with an effective date.
2. The board of trustees, with the help of By Laws committee and advisory board, shall have the power to make, alter and repeal Bylaws by 2/3-vote. The Bylaws made by the board may be altered or repealed by an affirmative majority of the general members of the corporation. Any bylaws made by the majority of the general members of the corporation shall not be altered or repealed by the board of trustees.
3. General members may propose amendments for consideration by the By Law Committee. The amendment may be implemented depending on its merit or rejected. A bylaw amendment proposed by at least 20% of the general members in writing shall be sent for vote by the general members.

ARTICLE 18: DUTIES OF THE OFFICERS OF THE CORPORATION

President:

- The President shall be well versed in parliament law and be familiar with the bylaws and traditions of the corporation.
- The President is in charge of all activities and business of the corporation. He/She shall respond to inquiries from members promptly and expedite business protecting the membership rights. He/She shall preside over meetings of the trustees and general body.
- Will appoint working committees and members to those committees, in consultation with the board of trustees.
- Represent the corporation before the public.

- Shall sign all necessary documents on behalf of the organization.
- During the temporary absence of any officer or chairperson the President shall assign his or her responsibilities to other trustees.
- It is responsibility of the President to improve the quality, reputation, public image and finances of the organization.
- Attend the advisory board meetings as needed and respond to their requests in a timely manner.

Vice President:

- The Vice President shall perform all the duties of the President during his/her absence and perform any other duties assigned from time to time. He shall become the President for the unexpired term if the President leaves the corporation.
- Vice President shall act as a public relations officer and take charge of fund raising and help the Treasurer as needed.
- When the President is unavailable, a board of trustees meeting can be conducted having with the Vice President as the presiding officer to discuss the time sensitive matters of the corporation.

Secretary:

- Responsible for arranging the meetings and to prepare and distribute minutes of all meetings (including conference calls) to the board of trustees and the advisory board.
- The minutes shall include the attendance, quorum, and the vote on decisions made by the board of trustees.
- Secretary is responsible for all official correspondence, reminders, signatures and coordination of electronic flyers.
- Shall maintain an official file and custody of all records including the electronic documents (other than those under the custody of the Treasure/President). At the end of each fiscal year, the Secretary is responsible for creating an electronic copy of the corporation activities, including the minutes of all meetings and communications and archive it for future use.
- Shall attend meetings on behalf of and representing the organization.
- Shall file for any certificates required by statue of Federal or State.
- Help the President advisory board in legal transactions and paper work as needed.
- Shall perform such other duties assigned to him by the President.

Treasurer:

- The Treasurer shall maintain all corporation funds separately (membership, endowments, and operating accounts)
- Maintain all bank accounts and monitor the growth on special funds.
- Shall perform and maintain records of all financial transactions.
- Shall make disbursements that are approved by the board of trustees.
- Keep accurate account of the receipts and expenditures.
- Provide financial reports at the Trustee/advisory board quarterly meetings.
- Prepare annual financial statement, get it audited, and inform the general members in April and publishing in Telugu Jyothi, March/ April edition; prepare and submit the corporate tax returns on time.
- Send bills and collect money from the advertisers.
- Shall sign, countersign, make and endorse all the checks/drafts in the name of the corporation.
- Shall prepare the budget and maintain the accounts for each program.
- In the event of undue loss of \$2,000 or more from an event or a total loss of \$5,000 during the year, shall alert the board of trustees and the advisory board.

ARTICLE 19: CORPORATION EVENTS AND ACTIVITIES

1. Ugadi, Trimurty Day and Deepavali celebrations shall be conducted annually to encourage local talent among youth and adults. Sankranthi and summer picnic shall be conducted, weather permitting.

Cultural programs shall be performed with a mixture of classical, semi-classical and folk art forms. Each annual event shall be budgeted to be self-sufficient with some profit. Admission fee shall be decided by trustees.

2. Literary programs shall be held periodically to encourage Telugu language and literature among the local Telugu community, with minimum expenses. Scholars from other states and India may be invited and honored during such programs as feasible. The corporation shall encourage formation of Telugu schools locally and sponsor their annual programs.
3. Commercial programs can be conducted by professional artists established in US or from India. Such programs shall be designed to make profit for the organization.
4. The events should be self-supportive financially. Any event that has a budget of \$20,000 or more and a payment of \$5,000 or more to the performers/ group shall be ratified by the advisory board. The trustees must demonstrate to the advisory board that such amounts are recoverable through the program budget.
5. At least one General body meetings shall be conducted during Annual events with prior notification and agenda.
6. Programs to encourage rare and disappearing special art forms like Harikatha and other folk art forms shall be conducted to retain the heritage even if a loss of \$1000 is expected and agreeable to board of trustees
7. The corporation may undertake a joint venture or sponsor cultural and literary events conducted by other nonprofit organizations in the region. Item 4 of this Article shall apply for the budget.
8. The corporation shall not entertain fund raising activities or dinners to support politicians or other celebrities from film industry. Board of trustees with help from advisory board may plan official events for dignitaries or cosponsor the official events organized by other organizations.
9. The corporation shall not promote religious leaders promoting caste or cult. Spiritual lectures promoting self-realization, scriptures, dharma, human values for awareness and spiritual enlightenment may be encouraged.
10. The corporation may indulge in fund raising events for community support and humanitarian causes during emergencies from calamities and natural disasters in US, India, and other countries.
11. The corporation may promote health fairs, health education, senior citizen forum, college fair, youth counseling and seminars for women and children, job fair and such other community projects that nourish Indian community.

ARTICLE 20: AD HOC COMMITTEES

Five ad hoc committees are formed following the formation of the new board of trustees every two years by the trustees who chair Annual Events, Community Affairs, Membership Services, IT Services, and Youth Affairs as the chairs of the ad hoc committees. The President and each chair shall select 2-4 persons from the membership at large to help the committees operations. The members of the ad hoc committee shall be ratified by the board of trustees at a regularly convened meeting. Each committees meets as a team as needed to conduct the business of corporation. The committee members may attend the board of trustee meeting at invitation by board of trustees with no voting rights. Committee members may be replaced and additional members may be added to the ad hoc committee by the chair with the approval of the board of trustees.

The President shall be ex officio member of all ad hoc committees and may attend the committee meetings and participate in the activities.

ARTICLE 21: BY LAWS COMMITTEE

1. Bylaws Committee is a standing committee with 5 members selected by the board of trustees and ratified by the advisory board. Upon the formation of the new board of trustees, the Bylaws Committee is formed with three (3) Life members with at least 10 years experience with constitution and bylaws of

not-for-profit organizations, one member from advisory board, and one member from board of trustees. The committee shall protect the interests of the corporation and work independently.

2. The committee chair may replace a member in the committee if necessary for effective operations of the committee.
3. The President shall be an ex officio member of the committee and may attend the committee meetings with no vote and will not be counted in the quorum requirement.
4. The function of the committee is to clarify and respond to the questions on the corporation By Laws forwarded by the members, advisory board, and board of trustees in a timely manner.
5. Bylaws Committee shall recommend bylaw amendments periodically as needed for approval by board of trustees.

ARTICLE 22: FINANCE COMMITTEE

1. Finance Committee is a standing committee with 5 members selected by the board of trustees and ratified by the advisory board and the board of trustees. It is formed with three (3) Life/Patron members who are well versed with the investments, trusts, finances of not-for-profit organizations, and financial planning, the Treasurer, and a member of advisory board. The committee shall protect the interests of the corporation and work independently.
2. The committee chair may replace a member in the committee if necessary for effective operations of the committee.
3. The Finance Committee will meet 3-4 times in a year to oversee the accounts, address the deficiencies, and suggest any improvements as needed. Semiannual reports will be submitted to board of trustees and advisory board.
4. The President shall be an ex officio member of the committee and may attend the committee meetings with no vote and will not be counted in the quorum requirement.

ARTICLE 23: NOMINATIONS AND ELECTIONS (N/E) COMMITTEE

1. This is a special committee that is formed for the purpose of nominations and elections every two years and it ceases to exist after the formation of the full new board of trustees.
2. The board of trustees by resolution adopted by a majority of the board during a regular meeting and ratified by the advisory board shall appoint a chair and two to four members as N/E Committee from the Life members of the corporation. N/E Committee members shall be Life members of the corporation for at least the past 10 years and have in depth knowledge of By Laws and some experience in conducting elections. N/E Committee shall be formed before November 1st of the election year.
3. The N/E Committee shall safe guard the interests of the organization and function independently. The current members of the board of trustees or the advisory board shall not be a member of the N/E committee. The members of N/E committee shall not contest in elections while serving on the N/E committee. In case of vacancy in the N/E Committee during the election, the N/E Committee chair shall appoint another Life member and inform the board of trustees.
4. The N/E Committee shall convene as needed to prepare the Election Manual and plan the nominations and election process.
5. N/E Committee shall screen the nominations received, contact each candidate to obtain his/her acceptance of the nomination and get assurance that he/she will serve in the specified office in full capacity if elected.
6. N/E Committee may disqualify a candidate based on attendance of meetings for an existing trustee who wishes to serve a second term, fraudulent information in the nomination, and conflict of interest.
7. N/E Committee shall submit a detailed written report to board of trustees following the completion of elections. The report shall be stored as a permanent record in the corporation files.

ARTICLE 24: APPEALS REVIEW AND DISCIPLINARY (ARD) COMMITTEE

When a dispute or complaint is received by board of trustees or advisory board, an Appeals Review and Disciplinary Committee shall be formed with 5 to 7 members selected by the board of trustees and ratified by the advisory board. Two members of the committee can be from the community at large and non-members of the corporation. ARD Committee members shall be Life/Patron members for at least 10 years with detailed knowledge of the corporation activities, not-for-profit organization operations, and general practices in a corporate structure. ARD Committee shall act independently to uphold the ethics and integrity of the corporation and not be influenced by the board of trustees or advisory board. The ARD Committee can conduct independent investigation and interview any other committees or accused candidate when necessary, request for any documents and data available, and obtain legal opinion as needed.

Members of the board of trustees or the advisory board shall not serve on the ARD committee.

ARD Committee is a special committee formed for a specific purpose and it ceases to exist after the task is completed and a final report is submitted to the board of trustees.

The ARD Committee shall review the issues brought to their attention in writing, by board of trustees or advisory board regarding the conduct, discipline, and ethics by other board members while conducting the corporation business. The committee shall also resolve the disputes among the members of the board of trustees.

Any information obtained through such investigation cannot be made public by the committee or the member. When a member of board of trustees is removed from the office, the organization shall disclose to the public just that fact and none of the details connected with the case shall be revealed to the public. To make any of the facts public may constitute libel. The accused has the right for a due process, to appear before the ARD Committee and defend himself/herself and he/she shall be fairly treated. He/she may wish to submit a resignation. When the investigation is concluded ARD Committee shall submit a detailed written report with suggestion for any remedial measures. This report shall be kept as a permanent record in corporation files.