



**BY-LAWS OF  
TELUGU FINE ARTS SOCIETY, INC.**  
**తెలుగు కళా సమితి**

**By Laws Effective XXXX**  
**(Approved by Board of Trustees and Ratified by Advisors)**

**CONTENTS**

ARTICLE 1: GOALS AND OBJECTIVES .....	1
ARTICLE 2: MEMBERSHIP .....	1
ARTICLE 3: FINANCES .....	2
ARTICLE 4: GENERAL BODY MEETINGS.....	4
ARTICLE 5: TRUSTEE MEETINGS.....	5
ARTICLE 6: QUORUM .....	6
ARTICLE 7: BOARD OF TRUSTEES .....	6
ARTICLE 8: QUALIFICATIONS TO BECOME A TRUSTEE.....	8
ARTICLE 9: REMOVAL OF A TRUSTEE .....	8
ARTICLE 10: NOMINATIONS AND ELECTIONS .....	9
ARTICLE 11: VOTING BY MEMBERS.....	11
ARTICLE 12: ADVISORY BOARD .....	11
ARTICLE 13: COMMITTEES.....	13
ARTICLE 14: BY LAWS COMMITTEE .....	14
ARTICLE 15: FINANCE COMMITTEE .....	14
ARTICLE 16: NOMINATIONS AND ELECTIONS (N/E) COMMITTEE.....	15
ARTICLE 17: APPEALS REVIEW AND DISCIPLINARY (ARD) COMMITTEE.....	16
ARTICLE 18: CORPORATION EVENTS AND ACTIVITIES.....	16
ARTICLE 19: IT COMMITTEE/WEB .....	17
ARTICLE 20: MAGAZINE.....	18
ARTICLE 21: PHILANTHROPIC ACTIVITIES (SHORT-TERM) .....	18
ARTICLE 22: DUTIES OF THE OFFICERS OF THE CORPORATION.....	19
ARTICLE 23: AMENDMENT TO THE BY LAWS.....	20

## ARTICLE 1: GOALS AND OBJECTIVES

Telugu Fine Arts Society, Inc (“**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 individuals who are twenty-one (21) years of age or over, who are willing to subscribe to the goals and objectives of the Corporation shall complete and sign the Life membership application (in paper or online) and pay the Life membership dues, become general members. Companies are not eligible to become general members. To remain active, general members must maintain updated contact information (postal address and email address) in the Corporation records. New member applications are reviewed by the board of trustees at their monthly meetings and approved membership shall be documented in the minutes for permanent records. The board of trustees, with consultation of the Advisory board, may temporarily freeze the membership anytime to prevent control of the Corporation by a group with vested interests or any other legitimate purpose whenever necessary.
2. The dues for the Life membership and Patron Membership shall be reviewed every year and changed if necessary, by the trustees. Membership promotions may be conducted once a year during one event with prior approval from the Advisory board. Dues cannot be reduced below the price fixed at the inception. The membership dues may be paid by cash, individual check or credit card. Company check or third-party payment shall not be accepted for membership dues.
3. **The General Body:** All the general members will constitute the General Body.
4. It is the responsibility of the general members to update their contact information with address change, email contact, marital status, etc. as needed to be able to receive the Corporation communications including event schedules and election ballots.
5. Being a community-based organization, membership in the Corporation includes families. Family shall be defined as husband, wife and unmarried children below the age of 21 years. When a single person general member gets married, the spouse will automatically become a general member. It is the responsibility of the member to provide the spouse's details for membership.
6. The membership is not transferable. All members/families shall abide by the By Laws and objectives.
7. **Removal of a member:** When a member has been found to be guilty of fraud, felony, assault, or any other crime as defined by the court of law or any misconduct including, but not limited to the violation of any

ordinance, law or regulation, such member shall automatically lose the membership privileges in the Corporation. The board of trustees and Advisory board retain the discretion to revoke the membership privileges of any member who does not act in the best interest of the Corporation, such as disorderly behavior, instigating litigations and frivolous law suits, and physical/ verbal abuse.

### **ARTICLE 3: FINANCES**

1. All financial transactions shall abide by the IRS 501 (C) ruling. Corporation funds shall be invested as per the institutional guidelines under UPIA (Uniform Prudent Investors Act). Committee members shall not receive any salary. Finance committee, in consultation with the Advisory board, shall create the long-term investment policy to protect the principal amount against the inflation. The investment performance shall be better or meet available rates in the market for comparable investments by comparable institutions and grow with inflation.
2. Separate accounts shall be maintained for membership fund, endowment fund, and reserve fund. These funds are restricted funds for long term use and managed by the Finance committee with guidance from Advisory board. Trustees shall not withdraw/use these funds without prior approval of the Advisory board and Finance committee. Advisory board shall monitor the restricted funds performance and disbursements.
3. Corporation accounts shall be maintained and operated by the Treasurer. Treasurer shall keep track of the accounts and statements, prepare an annual report each year for the operational account, membership and endowment funds and present to the Advisory board and Finance committee as well as general membership at the annual meeting. Funds must be disbursed as checks. Cash disbursements should be minimized. Expenses can be reimbursed only for the receipts or vouchers submitted to the Treasurer. All financial transactions shall abide by the IRS 501 (C) ruling.
4. Viewing privileges and access to all Corporation accounts should be given to the President, Treasurer, and Chairperson of the Advisory board.
5. Annual tax returns must be submitted by May 10 by the Treasurer under the guidance of the Finance committee. It is mandated to retain 7 years of Corporation tax returns in hard/soft copy.

#### **Membership fund**

1. Revenue collected from all Life and Patron membership dues shall be held separately under the Membership fund. The Membership fund shall be managed by the Finance committee and monitored 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.
2. When the Membership dues are paid by credit card, it should be reflected in a single separate transaction, not combined with any other payments. A copy of the transaction receipt with the date, amount and person payable shall be retained in permanent records.
3. Membership money collected has to be transferred into the Membership fund, when the new membership applications get approved by the board of trustees.
4. In the event the Corporation is dissolved and liquidated, the board of trustees in consultation with the Advisory board and the Finance committee, notify the general body. After paying or making provisions for the payment of all of the known liabilities of the Corporation, the Treasurer 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.
5. When the membership fund gets distributed, two signatures are required; one by the current Treasurer and the other by the chairperson of the Advisory board.

6. Any assets not so disposed of 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.

### **Operational fund**

1. The President/Treasurer manage an operating account to meet day to day operations of the Corporation.
2. 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. When such money is collected by credit card payments, a printed copy of the transaction receipt with the date, amount and person payable shall be retained in permanent records and auditing. Receipts shall be issued for all donations/vendors/advertisements and printed copies of receipts retained for permanent records. Trustees need to submit vouchers along with expense receipts/related event for reimbursement. Treasurer shall authorize the expenses on the voucher prior to issuing the check. Invoices shall be produced for third party payments, authorized by Treasurer and another officer. All the physical checks for \$500 or more shall have two signatures, Treasurer and President. Electronic checks may be issued, a copy of the transaction receipt signed by Treasurer and President shall be retained for records for 7 years.
3. Budget shall be prepared by the Treasurer and approved by the board of trustees and the Advisory board for all programs in advance of such events. Collections (cash, credit card and checks) at any of the Corporation 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.
4. 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 presented to Advisory board. Advisory board shall initiate a review of Corporation finances once every year with the Treasurer and the President.
5. 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 Reserve fund by no later than May 15 as a compulsory savings for the longevity of the Corporation. This shall be included in the annual report. A minimum of \$25,000 has to be available in the operating account to conduct the Corporation business during transition. Outgoing President and Treasurer shall be available until September 1st to resolve any financial queries in the annual statements, collect donations pledged and complete the Ugadi balance sheet.
6. At the end of the term, the President and Treasurer shall provide a signed document for Operational Fund statement including the following details
  - a. Amount received at the beginning of the term
  - b. Loans requested from Reserve Fund
  - c. Loans replenished to Reserve Fund
  - d. Membership collections and transfers to Membership fund, and
  - e. Amount available at the end of the 2 year term.

### **Endowment fund**

1. The large sum of money donated by one Life member towards the building fund, and donations of over \$10,000 each from some other members along with smaller donations collected for the building fund from some members with the accumulated interest and dividends constitutes the core money of the Endowment fund. This money in the Endowment Fund shall be used for long term projects and approved endowments. The corpus funds shall not be disturbed and donations shall not be refunded to the donors anytime. Advisory board and Finance committee approval is required for all transactions related to Endowments/ Long term funds.

2. The Corporation may create several endowments and allocate funds from the current endowment account. Donations shall be accepted annually from general members to support the various Corporate endowments approved by the Finance committee.
3. Sequester Donations of \$50,000 or more will be accepted from a member/ family towards a designated Endowment. The member can add more funds annually.
4. Each sequester fund endowment approved by the Finance committee and the Advisory board shall be accounted for separately. Quarterly and annual statement of each endowment shall be monitored by the Finance committee.
5. Advisory board shall oversee the endowments and disburse the money for endowment distributions as needed.

### **Reserve Fund**

The excess money accumulated over years in the Corporation from smaller donations and commercial program profits shall be held under Reserve fund. Finance committee shall monitor the transactions and disbursements of the Reserve fund with prior approval from the Advisory board. Reserve Fund may be used for matching Corporation donations towards a humanitarian cause once a year. 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 \$25,000 from the reserve fund to be transferred as a loan to the operating account, 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 2-year term ends.

## **ARTICLE 4: GENERAL BODY MEETINGS**

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

### **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. The annual reports, including the financials, from the President, Treasurer, and Secretary shall be presented to the general body during Annual meeting. 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. 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)

### **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.

### **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**

Quorum shall be required for all meetings. Minutes shall include the attendance, all discussions, and decisions taken during the meeting with roll call vote. Any questions related to By Laws will be forwarded to the By Law committee for clarification.

### **Quarterly Board Meetings**

1. 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.
2. 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.

### **Monthly Meetings**

The board of trustees 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 48 hours prior to the meeting.

### **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 distributed to the trustees and the Advisory board at least 48 hours before the meeting, along with purpose of the meeting. Advisory board members may attend such meeting.

### **Emergency meetings**

The President can call for an emergency meeting to discuss a specific time sensitive topic and/or business of the Corporation that cannot wait. Agenda of such meeting shall be distributed to the trustees and the Advisory board at least 48 hours before the meeting, along with purpose of the meeting. Advisory board members may attend such meeting.

### **Meeting Guidelines**

1. 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.
2. Telephone Meetings: 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.
3. 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.
4. 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.

5. When the President is unavailable, a board of trustees 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.
6. All meeting minutes shall be distributed to the trustees and Advisory board no later than one week of any meeting held. A 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.
7. 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.
8. The quorum requirement for all board of trustee meetings shall be a majority of the trustees with the exception of an ‘event’ related meetings.
9. 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 Vice President.
10. 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: 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**

Twenty (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 7: BOARD OF TRUSTEES**

1. The board of trustees is the executive body for the Corporation. Except as otherwise required By the Law or provided by these By Laws, the Corporation’s operations, business and events shall be vested in the board of trustees. The trustees shall be held responsible for higher standards of accountability.
2. The board of trustees of the Corporation shall consist of nine (9) trustees including the officers: President, Vice President, Secretary, and Treasurer.
3. The term of the trustees shall be for a period of 2 years or until their successors are elected. Trustees cannot serve more than two consecutive terms or 4 years. Members can contest to serve an additional 2 years term after a gap of minimum 2 years. A member may contest for the President position following two consecutive terms of service. The life time maximum for any family to serve on the board of trustees is 6 years individually or 8 years husband and wife together.
4. The term of the board of trustees and the officers shall begin from June 1 following the elections and end on May 31 after the two-year term. A period exceeding 365 days shall be considered as one full term.
5. Every 2 years, the President and 8 trustees are elected by the general members of the Corporation.

6. President candidate shall be a permanent resident or citizen of the United States and must have served as a trustee for 4 years. Qualified candidates shall contest for the President position directly and independently.
7. The eight (8) trustee candidates shall have valid legal residency status in the United States. Four (4) senior trustees who previously served as trustees shall be elected to serve as Officers and Annual Event Chair. The officers shall be Permanent residents of USA. The remaining four (4) trustees shall serve as trustee committee chairs.
8. The board of trustees shall at its first meeting or soon after the elections, designate and appoint the elected trustees as officers Vice President, Treasurer, and Secretary and chairpersons of the 5 trustee committees: Annual Events, Community Services, Membership Services, IT Services, and Youth Services.
9. The new board of trustees / Advisory board may be introduced during the Ugadi program or announced by June 1<sup>st</sup> in case the Ugadi function is not held.
10. No trustee shall receive any salary or compensation from the Corporation. Trustees shall not entertain any type of personal gains or promote personal business through their association with the Corporation
11. The trustees cannot write the By Law amendments or conduct elections independently. The board of trustees shall neither interfere with the election process nor nominate, second or support any candidate.
12. Resignation of a trustee must be submitted in writing to the board of trustees during a regularly conducted meeting. The trustee may be given an opportunity to reconsider the resignation and board of trustees may wait until next meeting to fill the vacancy.
13. The vacancy in any officer position shall be notified to the Advisory board immediately. When the President position becomes vacant during a 2-year term, any suitable candidate meeting the criteria or an officer in the current board, selected by the Nominations/Elections committee and Advisory board, shall fill the position. When an officer position other than the President becomes vacant, the board of trustees in consultation with Advisory board promotes an existing member of the board of trustees as an officer. The Nominations/Elections committee in consultation with the Advisory board may select a qualified Life member of the Corporation meeting the Trustee criteria as a temporary replacement trustee until the next election.
14. When a trustee engages in activities that have potential 'conflict of interest' with Corporation events, he/she shall inform the Advisory board for guidance and follow their advice.
15. Since 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.
16. 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.
17. The trustees are elected by the members of the organization 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. 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 Corporation 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.
18. Trustee performance shall be evaluated by the Advisory board based on the input from the President, once every year. Any trustee with a poor attendance, inadequate performance, lack of participation, disorderly conduct, and trustee misconduct with disciplinary action or negative remarks from members shall not qualify to continue as a trustee and shall resign.



19. A minimum of six positions – including the President – shall be filled during the election to form the new trustee board. The vacant positions shall be selected with suitable candidates by the N/E committee, and the Advisory board. When less than 6 out of 9 positions get filled, general elections shall be conducted to fill the vacant positions.
20. When a trustee’s misconduct, mismanagement, negligence or internal disputes result in litigations, the corporation reserves the right to pursue a breach of fiduciary duty claim against the trustee for damages, including but not limited to attorney’s fees.

## **ARTICLE 8: QUALIFICATIONS TO BECOME A TRUSTEE**

1. Any person who is a general member of the Corporation for not less than three (3) full years by November 1 prior to the election, with a valid legal residency status and served as volunteer in the trustee committees for at least 2 years, shall qualify to contest for the position of a trustee. All the three requirements should be satisfied. Candidates who previously served as trustees for at least one term and who are permanent residents of the United States shall qualify to contest for the position of a trustee and will be eligible to become officers.
2. President candidate shall be a permanent resident or citizen of the United States and must have served as a trustee for 4 years. Qualified candidates shall contest for the President position directly and independently.
3. Trustees should be able to speak fluently and read, in Telugu. Trustees should have interest in fine arts and Telugu literature.
4. Members of the same family (husband and wife, and children as independent general members) shall not serve as a trustee and/or a member of the Advisory board during the same period.
5. Trustees or their spouses at the time of nomination and during their tenure shall not hold any important position or participate in any capacity in another community-based organization which is promoting activities that conflict with the interests of the Corporation. Trustees shall devote required time to perform Corporation activities which shall be their sole and main commitment.
6. Any candidate who has active affiliation with a political party in the United States or other countries shall not qualify to serve as a trustee. Office bearers of any sectarian organizations are ineligible to become Trustees.
7. Trustee candidates shall be familiar with the objectives, structure and events of the Corporation, and legal issues related to non-profit organizations.
8. A member who served as an advisor is not eligible to become a trustee.
9. Candidate with proven misconduct at work or other organizations resulting-in disciplinary action, shall be disqualified to become a trustee.

## **ARTICLE 9: REMOVAL OF A TRUSTEE**

### **Misconduct**

1. 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 trustee 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** includes, but is not limited to any acts of fraud, deceit, stealing, misappropriation of funds, or commission of any act which is felony, irrespective of whether the Corporation itself is the victim or not of such acts; violation of By Laws of the Corporation; lack of ethics; Trustee Misconduct).

2. Trustee Misconduct is inclusive but not limited to the following: Misuse of any Corporation data like Membership list, email data base, passwords, web site, LOGO, SQUARE and other Corporate software, templates, certificates, awards, other vital knowledge and information data, promoting or participating in activities that are in direct conflict with the interests of the Corporation; misappropriation of funds; breach of contract or confidentiality, and conflict of interest.

### **Absence from Corporation Activities**

1. In the absence of valid family or health reasons, a trustee shall automatically lose his/her position if a trustee is absent and has not communicated or participated in the Corporation activities for a period of 3 months, or if he/she does not attend consecutively two monthly meetings or programs conducted by the board of trustees.
2. When a trustee is unable to participate in 50% of the meetings and programs conducted by the Corporation in a 12-month rolling period, 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.
3. 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.
4. When a trustee is unable to participate in a minimum of 50% of the meetings and programs conducted by the Corporation during one year and overall 2 yrs term, he/she will not qualify to contest for the second term in the election.

## **ARTICLE 10: NOMINATIONS AND ELECTIONS**

1. Nominations/Elections (N/E) committee shall set guidelines, call for nominations and conduct elections. Applicable federal and state laws shall be applicable for issues not addressed by the Election Manual.
2. In the year of incorporation, the trustees were elected by the general body at a scheduled meeting. In subsequent years nominations shall be accepted by petition by mail and the elections shall be conducted by mail or electronic ballots.
3. The Membership committee chair shall mail a list of all eligible members. The Secretary shall compile number of years served by each trustee, prior attendance record and performance as a trustee with any feedback from outgoing President, Advisory Board, and members, and the names of candidates who resigned before completing the term and submit them to the N/E committee no later than November 1 prior to the election.
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. The dates to withdraw a nomination, duplicate ballot procedure, 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 as necessary for each election year. Elections shall be completed by no later than April 1.
5. Only one general member from the same family (husband or wife, adult children that are 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 at least two full years.
6. The nominations shall include a payment by check payable to Telugu Fine Arts Society, Inc. to cover part of the election expenses. The fee shall be noted in the election manual. The fee shall be refunded if a candidate is disqualified or withdraws to contest in the election.
7. The N/E committee and the Advisory board shall verify each candidate's background through a vetting process, conduct an in-person meeting with the candidate to finalize the eligibility of the candidate as per

articles on 'Removal of a Trustee' and 'Qualifications to become a Trustee' and consider any other relevant factors deemed necessary including ethical conduct. The N/E committee and the Advisory board may conduct a meeting open to members of the Corporation, where all eligible candidates shall present their background, expertise, vision and goals if they are elected to serve as a trustee. Candidates may be requested to show their driver's license.

8. After the elections, the Nomination/Election committee and the Advisory board with the input from the newly elected President shall select qualified candidates from general members to fill any shortfall in the trustee positions in each group. Preference shall be given to volunteers/ members with active participation in corporation events and served on committees.
9. The N/E Committee shall call for a meeting with the newly elected board of trustees following the election and complete the election process to facilitate the formation of the new board. Election of the officers shall be by ballot. The committee shall obtain Non-Disclosure Agreement (NDA) from the applicants pertaining to the intellectual property of the Corporation. The existing board of trustees shall meet with the new board members at that meeting and initiate the transition process. Membership data, IT credentials and bank accounts should be transferred to new committee no later than June 1.
10. N/E committee with guidance from Advisory board, shall be responsible to fill up any vacancy during the term when requested by the board of trustees. A trustee appointed to fill the vacancy shall be temporary, meets the eligibility criteria and may contest in the next election if he/she wishes to be a full-term trustee.
11. Trustee candidates or their spouses at the time of nomination and during their tenure shall not hold any position in another community-based organizations. Any such positions held or commitments made for other organizations shall be disclosed in the nomination form. The N/E committee with guidance from Advisory board shall use discretion to disqualify such candidates with conflicts of interest, during elections and during their term as trustees.
12. Trustees shall be residents of New Jersey state and shall be present in New Jersey for a minimum of 75 % time during their tenure and available to attend to Corporation matters promptly as needed.
13. During the elections, if a candidate does not withdraw the nomination within the given time limit, he/she will have to complete the entire election process. Following the elections, the elected trustees shall have the obligation to complete the term, irrespective of the assigned position. If they decide to resign following elections before the end of their term (for reasons other than that are not avoidable such as family catastrophe or change of job), they will lose a 2 years term of service to serve the Corporation in the future. Such actions shall be discouraged because this disrupts the operations.
14. Election disputes shall be resolved by the N/E committee with guidance from the Advisory board when required.
15. Since members are distributed all over New Jersey, equal opportunity shall be given to all members to become trustees. N/E committee shall design election process to elect trustees balancing the geographical spread and concentration of members in New Jersey.
16. Trustee candidates shall contest and campaign as individuals. Forming of groups/panels and canvassing to vote for groups in social media like Facebook/ Twitter shall be prohibited and may result in disqualification. N/E committee has authority to disqualify such candidates.
17. Membership list, email data, and such intellectual property of the Corporation shall not be used by the candidate during the election. When a candidate misuses membership addresses, e-mail database, telephone numbers or when election committee receives complaints from general members for excessive calling and/or emailing with marketing materials, such candidates may be disqualified.

## ARTICLE 11: VOTING BY MEMBERS

1. Every “active” general member in good standing shall be entitled to one vote on each Corporation matter submitted for a vote by members. Children below 21 years of age living with the parents do not have a vote.
2. For trustee election, husband and wife of a family membership shall be entitled to receive two ballots provided they are general members for **two (2) full years** by November 1 prior to the election.
3. **Voting by Ballot**
  - a. It shall be the member’s responsibility to inform the Corporation any change in the mailing address, email address, and 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.
4. 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.
5. Members who are eligible to vote and did not receive the ballot may request the N/E committee for a duplicate ballot address change in writing. The N/E committee shall assess the request and make the final decision to accept or reject the request as described in the Election Manual.
6. **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 verification (e.g. verify driver license) is required during such general body meetings.

## ARTICLE 12: ADVISORY BOARD

1. Advisory Board monitors the activities of the Corporation and is the final authority for all Corporation matters. In general, the Advisory board oversees the corporation wellness – shall not hinder or interfere with trustee functions and day to day work progress. The Advisory board has the ultimate responsibility to safeguard the integrity and ethics, finances, long range planning and stability/reputation of the Corporation at all times.
2. The Advisory board shall have 5 life members of the Corporation each serving a five-year term. They shall not receive any remuneration from the Corporation. The term for the advisors starts on January 1 and ends on December 31.
3. An Advisory board member
  - a. 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.
  - b. Shall have in depth knowledge about the Corporation history, By Laws, non-profit organization operations, and knowledge of current New Jersey Telugu community.
  - c. Shall have proven dexterity with exposure to Corporation infrastructure and experience from other local / national non-profit associations. Available as needed to act on Corporation matters.
  - d. May serve for up to 3 years for a second term or fill a vacancy when a needy situation arises after at least 2 years break following the first term.
  - e. Shall be unbiased and maintain neutrality while serving the Corporation. Advisors shall not be influenced by their personal relationships while acting on a Corporate issue.
  - f. Two members of the Advisory board shall be from the past officer pool and monitor the trustee performance.

### **Formation of the Advisory Board**

1. Initially, a five (5) member Advisory board shall be selected by the board of trustees.
2. Two members of the Advisory board shall step down voluntarily – after two years to facilitate staggered term and shall be replaced by new members selected by board of trustees.
3. After the formation of the Advisory board as in step 2, two or three members (alternately) of the Advisory board shall step down every two/three (2 -3) years, and replaced by new members selected by the existing Advisory board and recommended by the board of trustees. Standing committees may be consulted.
4. If a member steps down prior to completing the 5-year term, a new member shall be selected by the existing Advisory board in consultation with the board of trustees.
5. No more than three members of the Advisory board shall retire in the same year.
6. There shall be a gap of at least 4 years for a retiring trustee to become a member of Advisory board.
7. The chairman of the Advisory board shall be elected by the members of the Advisory board. The Advisory board chair shall change every 2 years in rotation.

### **Meetings of the Advisory Board**

1. 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, 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 trustee meetings minutes.
2. The members of the Advisory board shall have at least 4 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.
3. The Secretary and Treasurer shall provide the Advisory board all the meeting minutes, finance statements and other material, information requested in a timely manner.
4. Advisory board shall meet and review suggestions from the board of trustees, Finance committee, By Laws committee, N/E committee as frequently as needed to focus on the membership feedback, Corporate performance vs. goals, finances, By Law changes needed, and future elections, etc.

### **Functional Responsibilities**

Functional responsibilities of Advisory board include but not limited to the following:

1. **By Laws:** Advisory board in consultation with the board of trustees shall select the By Laws committee members, suggest the By Law changes, clarification and implementation of the By Laws as needed.
2. **Finances:** Advisory board is responsible to select the members of Finance committee with recommendation from the board of trustees. Advisory board shall monitor the Membership fund, Endowments and Reserve fund. Advisory board shall oversee the timely filing of Corporate taxes and IRS matters. Advisory board shall approve annual budget and large event (more than \$20,000) budgets. Disburse the endowments, following the guidelines.
3. **Elections:** Advisory board with recommendation from board of trustees shall select members of the N/E committee and help to bring periodic changes to the Election Manual. Advisory board shall aid election committee to interview the candidates during trustee elections; disqualify a candidate with conflicts of interest and fill the interim vacancy that arises in the board of trustees with a suitable candidate.
4. Advisory board shall monitor board of trustee performance and attendance periodically. When a trustee is found guilty of misconduct, the Advisory board shall terminate the trustee position as per the Article on Removal of a Trustee.

5. Advisory board shall resolve disputes among the trustees and general members related to the business of the Corporation. The President has the responsibility to notify the Advisory board when certain differences or misunderstandings exist between trustees. Advisory board conduct internal hearing and consider both sides of explanations. The Advisory board's decision shall be considered as final.
6. The Advisory board in consultation with the trustees may form the Appeals Review and Disciplinary Committee to address complex issues. At times, other general members and past presidents of Corporation may be consulted to address difficult issues. Board of trustees will be notified of the final decision/outcome.
7. Advisory board shall arrange legal representation for the organization in exceptional and critical situations and protect the Corporation from legal issues.
8. Advisory board shall protect membership privileges and act accordingly in a timely manner.
9. Advisory board may suggest Editorial Committee members for Telugu Jyothi as needed.
10. Guide the board of trustees for the programs conducted for dignitaries or legendary artists from India, programs conducted along with other associations as a joint venture; set the criteria for stage appearance for politicians, donors and invitees and for any other issue with ambiguity.
11. Advisory Board shall oversee and facilitate the smooth transition of powers from the existing board of trustees to the newly elected board of trustees.

## **ARTICLE 13: COMMITTEES**

1. There are **5 committees under the board of trustees** which shall be directly operated by the trustees as the chairpersons. Committee chairs will be decided every 2 years at the formation of the new board of trustees following the elections. Annual (Cultural) Events, Community Services, Membership Services, IT Services/Web, and Youth Committee. They plan, conduct, and organize the Corporation events regularly ongoing basis. Trustees may create a task force to address a specific issue as needed.
2. Within 3 months of the new board of trustee formation, the President and chairperson of each committee shall select 2-4 persons from the membership at large to help the committee's operations. Members with a potential for future trustee position and interested in the corporation activities who are willing to volunteer/participate actively, and some retired trustees shall be encouraged to join the committees. The members of the ad hoc committee shall be identified and ratified by the board of trustees at a regularly convened meeting. Each committee/ team meets as needed to conduct the business of Corporation. The committee members may attend the board of trustee meetings when invited by board of trustees with no voting rights. Committee members may be replaced and additional members may be added to the committee by the chair with the approval of the board of trustees as needed. The President shall be ex officio member of all ad hoc committees and may attend the committee meetings and participate in the operations.
3. There shall be **4 standing committees** under the guidance of the Advisory board. By Laws committee, Finance committee, Nomination/Election Committee, Appeals Review and Disciplinary committee.
4. All 4 standing committees are formed initially by selection process by the board of trustees following the elections and continue to function throughout the year, independent of Corporation elections and board of trustee changes, to facilitate the continuity of the backbone work. Standing committees function independently but will consult the Advisory board as needed. Each committee shall have 5 members selected from the general membership, who have significant experience and knowledge conducting the nonprofit organization business. Some committees have a liaison member from board of trustees.
5. Standing committees play a vital role and aid the Advisory board in the management of the Corporation with integrity, and protect the structure and stability. There are no term limits – but the standing committee members shall be reinstated by the Advisory board every 4 years based on the member performance. When the members of standing committees step down due to retirement, age, health or relocation – Advisory

board in consultation with the committee chair shall select new committee members to fill the vacancy as needed. The committee chair may replace a member in the committee if necessary, for effective operations of the committee. When the committee chair position gets vacant, the vacancy can be filled up by the senior lead members of the committee or by an equal or better qualified general member selected by the Advisory board.

6. Appeals Review and Disciplinary (ARD) Committee: Since there is no ongoing work process the ARD committee is a special committee which shall be dormant for most part and activated in the presence of a dispute or difficult situation as needed. Standing committees and Advisory board may consult the ARD committee as needed when a situation arises.

#### **ARTICLE 14: BY LAWS COMMITTEE**

1. By Laws committee is a standing committee with 5 members selected by the Advisory board in consultation with the board of trustees and other standing committees. Initially upon the formation of the new board of trustees, the By Laws committee is formed with three (3) members with at least 10 years of experience with constitution and bylaws of not-for-profit organizations, one member from Advisory board, and one member from board of trustees as a liaison. The committee shall protect the interests of the Corporation membership as well as leadership and work independently.
2. The function of the committee is to clarify and respond to the questions pertaining to the Corporation By Laws forwarded by the members, Advisory board, and board of trustees in a timely ongoing manner.
3. Committee members continue to function throughout the year under the guidance of Advisory board, independent of Corporation elections and board of trustee changes.
4. By Laws committee shall recommend certain amendments to the By Laws as needed, based on the situations encountered during their service and requests/ suggestions received from the Advisory board, board of trustees, and other standing committees. By Laws amendments shall require approval from the Advisory board and verification by board of trustees for authenticity prior to distribution among the Corporation membership.

#### **ARTICLE 15: FINANCE COMMITTEE**

1. Finance Committee is a standing committee with 5 members selected by the Advisory board in consultation with the board of trustees. It is formed with three members from (3) members who are well versed with the investments, trusts, finances of not-for-profit organizations, financial planning and IRS regulations. The Corporation Treasurer, and a member of Advisory board shall be included in the Finance committee. The committee shall protect the interests of the Corporation and work independently under the guidance of Advisory board.
2. Finance committee shall be responsible to safeguard the Membership, Endowment and Reserve funds. Committee shall invest, monitor and make changes to the Corporation investments periodically.
3. Finance committee shall create the long-term investment policy to protect the Principal amount against the inflation. The investment performance shall be better or meet the market rate and grow with inflation. Committee members shall not receive any salary. Corporation Funds shall be invested as per the Institutional guidelines under UPIA (Uniform Prudent Investors Act). Trustees shall not withdraw or use these funds without prior approval of the Advisory board and Finance committee.
4. The committee shall train the President/ Treasurer to get familiarized with the IRS requirements and legal implications. All financial transactions shall abide the IRS 501 (C) ruling. Finance committee shall set up standards for finance operations, proper documentation and auditing guidelines relating to the Operating fund /finance transactions.

5. 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 regularly. Committee members continue to function throughout the year under the guidance of Advisory board, independent of Corporation elections and board of trustee changes.
6. The Advisory board shall monitor the performance of the Finance committee periodically and suggest changes when needed. Semi Annual financial statements shall be mailed to the Advisory Board.
7. 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.
8. Finance committee shall be responsible for internal auditing every 2 years and oversee the filing of taxes by on time, by May 1 every year and appoint a qualified accountant as needed.
9. The committee shall release the funds as needed for the Endowment distributions yearly with approval from the Advisory board.
10. If the operational funds are inadequate/very low, the Finance committee upon receiving a written request from the board of trustees with ratification from Advisory board, may release limited funds as a short-term loan from the Reserve fund to cover the Corporation operations. The loan money has to be replenished by the board of trustee before the end of the two-year election term. When the board of trustee are unable to replenish the loans in 4 years, Finance committee shall call for a meeting with Advisory board and board of trustee to address the issue with a remedial solution.

#### **ARTICLE 16: NOMINATIONS AND ELECTIONS (N/E) COMMITTEE**

1. Nominations/ Elections committee is a standing committee starting in 2020. 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 exposure/ experience in conducting elections. In general N/E committee shall be formed before November 1 prior to the election to initiate and conduct the election process.
2. The N/E Committee shall safeguard the interests of the organization and function independently. The current members of the board of trustees or the Advisory board and their family members 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. The N/E Committee shall convene as needed to prepare the Election Manual, and plan the nominations and election process. N/E committee may seek help from By Laws committee for By Laws clarifications. N/E committee may seek help from Advisory board when a conflicting situation arises.
3. N/E Committee shall screen the nominations received through a vetting process, 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 with adequate effort and time when he/she gets elected.
4. N/E Committee may disqualify an existing trustee based on meeting/ program attendance, conduct, and performance record.
5. N/E committee in consultation with Advisory board shall interview the trustee candidates informally. The committee shall obtain non-disclosure agreement (NDA) from the candidates pertaining to the intellectual property of the Corporation.
6. After a detailed deliberation with Advisory board and By Laws committee, N/E committee, may disqualify a candidate who presents a potential to harm the organization and candidates with conflict of interests.
7. The N/E committee shall post the final list of candidates for trustee positions on the Corporation website for 1 week while ballots are being prepared. When the N/E committee receives a complaint with significant sensitive information and proof about a trustee candidate's misconduct, the N/E committee in consultation with Advisory board may consider to disqualify such candidate based on his/her questionable background.
8. The N/E committee is responsible to prepare guidelines for each election, prepare, mail and count the ballots, communicate with board of trustees regularly and safely keep the election records for 2 years in custody.



9. N/E committee may suggest By Laws changes after completion of each election.
10. If a vacancy arises due to shortfall of nominations during trustee elections or during the 2-year term for board of trustee position, N/E committee in consultation with the Advisory board shall fill the position with a suitable candidate meeting the criteria selected from the membership pool.

#### **ARTICLE 17: APPEALS REVIEW AND DISCIPLINARY (ARD) COMMITTEE**

1. The Advisory board in consultation with the trustees may form the Appeals Review and Disciplinary Committee to address complex issues. At times, other general members and past presidents of Corporation may be consulted to address difficult issues. Board of trustees will be notified of the final decision/outcome.
2. 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 Advisory board in consultation with the board of Trustees. 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.
3. Members of the board of trustees or the Advisory board shall not serve on the ARD committee.
4. 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/ advisors and By Laws Committee for potential By Law changes.
5. 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.
6. 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.

#### **ARTICLE 18: CORPORATION EVENTS AND ACTIVITIES**

1. Ugadi, Trimurthy 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 with free admission shall be held periodically to encourage Telugu language and literature among the local Telugu community. Scholars from other states and India may be invited and honored during such programs whenever possible. 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, after the artist payment and program expense.
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 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.
8. 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.
9. 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
10. 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.
11. The Corporation may undertake a joint venture or sponsor a special cultural / commercial event and literary events conducted by other nonprofit organizations in the region. Item 4 of this Article shall apply for the budget. The trustees must present a business plan and program budget for the special program to the Advisory board and Finance committee, covering the following details:
  - a. Identify what additional benefits the other organization will bring to the Corporation members and their children within the objectives and charter of the organization (culture, music, literary, etc.)
  - b. Marketing details, emails, and contacting members for donations, boarding, meals and transportation to the artists shall be clearly decided.
  - c. Flyer preparation, LOGO, Header, proof reading, TFAS responsibilities / stage representation, names to be included in the flyer, people to be felicitated on the stage, MC, announcements – every event management detail has to be discussed before the program approval by Advisors.
  - d. Down payment must be made by both organizations to cover the expenses. All proceeds from ticket sales, vendors and sponsors shall be used to pay expenses. Each organization shall be reimbursed with their share of the down payment.
  - e. The program accounting should be managed by the Corporation treasurer. Advisory board and the sister organization shall receive a detailed program income/expense statement.
  - f. Money from ticket sales, vendors and sponsors by both organizations shall be collected by checks/ credit cards and should be payable to the TFAS Corporation. Donations received from the Corporation members shall be supplemented for the TFAS portion of the expenses and excess donations shall be retained by the Corporation.

## **ARTICLE 19: IT COMMITTEE/WEB**

IT/Web committee shall be formed with a trustee as the chair and two other general members / Trustees as members.

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 and bulk electronic mail distribution to the community. IT chair is responsible for all electronic infrastructure such as emails and communications.

2. The access privileges to the database and electronic infrastructure should be given to the IT Chair and President of the Corporation and one member of the Advisory board. When the IT chair is unavailable, temporary privileges will be given to the Secretary.
3. The IT committee shall meet at least four times a year to review the contents of the web site, manage, and make periodic improvements and to administer the budget.
4. Web material shall be approved by the President and the Secretary prior to distribution including Corporation event flyers, announcements and flyers belonging to other associations.
5. The Corporation secure/ sensitive data such as membership list, email data base, password, web site, LOGO and other intellectual property and shall not be used for purposes other than the Corporation use without the consent by the member and approval of the board of trustees and Advisory board. Such an action amounts to misconduct, breach of contract and poor ethics requiring disciplinary action including removal of the trustee.

## **ARTICLE 20: MAGAZINE**

1. A magazine of the Corporation shall be published to encourage Telugu literature and writers in USA, to provide communication of the Corporation business to the community. General members may donate towards the magazine production.
2. The magazine/ web magazine shall be maintained by an Editor with the help a magazine committee including 4 or more Associate Editors. The members of the committee are selected by the Editor in cooperation with the board of trustees. The committee shall solicit for articles, receive, read and select the articles for publication, type and edit the article to publish in the web periodically or souvenir.
3. The publication frequency and size shall be determined by the board of trustees with due consideration of the budget. 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 and possible improvements. The committee may collect donations for Telugu Jyothi to cover the publishing/ printing costs. The collected funds shall be used exclusively for Telugu Jyothi expenses.
5. One trustee shall be designated for administration of the magazine including publishing, printing, mailing and collect advertisements to cover magazine expenses.
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 21: PHILANTHROPIC ACTIVITIES (SHORT-TERM)**

1. General members may request the board of trustees to initiate a charitable short-term project to be undertaken under the aegis of the Corporation to support a humanitarian cause like natural disaster. The project shall be approved by the board of trustees based on its objectives/values and financial consequences.
2. General members/non-members may donate funds to the Corporation towards the approved charitable project or cause. The Corporation shall accept the donations, collect the funds and disburse the contributions to the selected project after deducting handling charges. The funds shall be disbursed to nonprofit entities that are eligible to receive such funds.
3. The Corporation/ Trustees may also 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. Ratification by the Advisory board is required to donate reserve funds.

4. A short-term project shall be closed after a maximum of 120 days of existence, but can be reactivated at later date. Treasurer shall prepare a detailed project report after closure and present to the board of trustees, Finance committee and Advisory board at the quarterly meetings.
5. The Corporation shall not participate, sponsor or collect funds for political and religious causes and other not-for-profit organizations based in USA/India.

## **ARTICLE 22: DUTIES OF THE OFFICERS OF THE CORPORATION**

### **President**

1. The President shall be well versed in parliament law and be familiar with the bylaws and traditions of the Corporation.
2. 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.
3. Will appoint working committees and members to those committees, in consultation with the board of trustees.
4. Shall sign all necessary documents on behalf of the organization and represent the Corporation before the public.
5. During the temporary absence of any officer or chairperson, the President shall assign his or her responsibilities to other trustees.
6. It is responsibility of the President to improve the quality, reputation, public image and finances of the organization.
7. Will attend the Advisory board meetings as needed and respond to their requests in a timely manner.

### **Vice President**

1. 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.
2. Vice President shall act as a public relations officer and take charge of fund raising and help the Treasurer as needed.
3. 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.
4. Vice President is responsible for managing the physical assets of the Corporation.
5. Vice President shall plan and execute a smooth transition of the board of trustees following the formation of new board of trustees.

### **Secretary**

1. The Secretary is 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.
2. The minutes shall include the attendance, quorum, and the vote on decisions made by the board of trustees.
3. Secretary is responsible for all official correspondence, reminders, signatures and coordination of electronic flyers.
4. 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.
5. Shall attend meetings on behalf of and representing the organization.
6. Shall file for any certificates required by statue of Federal or State.

7. Helps the President and Advisory board in legal transactions and paper work as needed.
8. Shall perform such other duties assigned to him by the President. Implement and coordinate the decisions taken by the board of trustees. Monitor the procedures followed in conducting the Corporation business for compliance with the governing laws.

### **Treasurer**

1. The Treasurer shall maintain all Corporation funds separately (membership, endowments, and operating accounts)
2. Maintain all bank accounts and monitor the growth on special funds.
3. Shall perform and maintain records of all financial transactions.
4. Shall make disbursements that are approved by the board of trustees.
5. Keep accurate account of the receipts and expenditures.
6. Provide financial reports at the Trustee/Advisory board quarterly meetings.
7. 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.
8. Send bills and collect money from the advertisers.
9. Shall sign, countersign, make and endorse all the checks/drafts in the name of the Corporation.
10. Shall prepare the budget and maintain the accounts for each program.
11. 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 23: AMENDMENT TO THE BY LAWS**

1. Members of the By Laws Committee shall recommend By Law amendments as needed for approval by the Advisory board. Upon the approval, the approved version shall be presented to the board of trustees to authorize and distribute to general members. Members may send written suggestions within 20 days of mailing. 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. Board of trustees, with the help of By Laws committee and Advisory board, shall have the power to make, alter and repeal By Laws by 2/3-vote. The By Laws made by the board may be altered or repealed by an affirmative majority of the general members of the Corporation. Any By Laws 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 By Law amendment proposed by at least 20% of the general members in writing shall be sent for vote by the general members.
4. ~~To safeguard the stability and integrity of the corporation, major revisions/changes in By Laws related to Articles 7, 8,10,12 shall not be made for a minimum of five years.~~ By Laws shall not be changed in the election year.