

BY-LAWS OF TELUGU ASSOCIATION OF MEMPHIS

Revised and Adopted 08/16/2015

ARTICLE I. NAME AND OFFICES

SECTION 1. NAME:

This registered, not-for-profit organization, in the state of Tennessee, USA, shall be known as Telugu Association of Memphis, hereinafter “TAM” or “Association”.

SECTION 2. OFFICES:

The principle office of the Association in the State of Tennessee shall be located in the Greater Memphis Area. Such office shall be continuously maintained in the Greater Memphis Area for the life of this association. The board may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement in writing to the Internal Revenue Service, Office of the Secretary of State – State of Tennessee, TAM account holding Financial Institution, and also other agencies with which TAM has business dealings.

SECTION 3. AIMS:

The Association is organized and shall be operated as a non-profit organization exclusively for Cultural, Civic, Literary, Social, Charitable, Economic, Health and Educational as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. The Association shall not carry on any activity prohibited by an organization exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1986 or its progeny (hereinafter “Code”). The Association will provide members of the "TELUGU Speaking" community and all others, in the Greater Memphis Area, with an organization dedicated to the above purposes that are consistent with the fostering of a closer association among people with similar beliefs, aims and ideals.

ARTICLE II. ASSOCIATION

SECTION 1. BOARD:

The Board shall consist of the Elected Trustees and Elected members of the Executive Committee. The Executive committee member holding more than one position shall have one vote on Board. No more than one person from a single family shall be on TAM Board.

A.GENERAL POWERS: The Board shall meet from time to time to address the concerns of the membership, to appoint ad hoc committees and its officers. The Board may remove

any elected or appointed Executive committee members or any appointed officers of the Association by a 2/3rd (two-third) majority vote of the full Board. Such removal shall be done at a formal meeting of the Board at which at least a 2/3rd (two-third) majority of the Board is present.

SECTION 2: CHAIRMAN OF THE BOARD:

TAM Board of Trustees shall elect a chairman of the board hereinafter called as Chairman for a term of one (1) year, among the Trustees. Chairman shall be elected before 20th calendar day of the fiscal year. Closed ballot shall be used to elect Chairman in case of contest. Chairman shall have right to exercise an additional vote only in case of tie in Board meetings.

QUALIFICATION:

A Trustee should have served a minimum of one year as Trustee before contesting for the Chairman. A trustee may serve as Chairman for no more than two terms.

DUTIES

1. Responsible for financial and regulatory compliance.
2. Conduct all meetings of the TAM Board, Board of Trustees and General Body.
3. Execute and Communicate decisions made by the TAM Board and Board of Trustees.
4. Assign duties to other trustees as mentioned in ARTICLE II SECTION II.

REMOVAL

A Chairman of the Board working against the interests and welfare of the Association shall be removed with a 2/3rd (two-third) majority vote of the Board of Trustees. Such removal shall be done at a formal meeting of the Board of Trustees at which all the trustees are present.

SECTION 3. TRUSTEES:

The Trustees are elected members of the Association. The Trustees must be residents of Greater Memphis Area and must have legal status to reside in USA for duration of his/her term. A Trustee shall not hold any other position in Executive Committee simultaneously. Services provided as a Trustee to TAM is on a volunteer basis as per Article II, Section 10.

A. NUMBER, TENURE, AND QUALIFICATIONS:

Board of Trustees consists of 5 positions. Trustees shall be elected in GBM for a term of three (3) years. Trustee nominee shall be a TAM member in good standing and served in TAM Board or Extended Executive committee for a full term. Elected Trustee shall continue as TAM member for the duration of their term. A member may be elected as Trustee for a maximum of two terms.

In the event if any Trustee(s) position become vacant before May 31th, the Board of Trustees shall call for a general body meeting within 30 days of the Trustee(s) position become vacant.

Each Trustee shall have designated role as assigned by Chairman each year.

Trustee Roles:

Trustee roles can be, but not limited to

- Provide advice and guidance to the Executive Committee.
- Make investment decisions.
- Maintain Association records including membership details, Certificate of deposits and all other financial instruments.
- Coordinate Charity activities with Executive Committee.
- Procurement and Asset Management
- Operations and Event management
- Technology (Website and Social media)
- Manage Communications and Maintain and Promote liaison with other regional and national organizations.

B. GENERAL POWERS:

The Trustees shall supervise the overall functioning of the Association and to ensure long term well being of the association. They shall provide advice and guidance to the Executive Committee. One designated Trustee shall review TAM newsletter and give his/her final approval before it is circulated. They shall make investment decisions, address and resolve officers' and the members' concerns and defend the Association in lawsuits. As a part of the Board the Trustees will make decisions concerning appointment and removal of the, members and officials. The Trustees will also be custodians of the Association records, and certificates of deposits. Any elected member of Executive committee working against the interests and welfare of the Association shall be removed with a 2/3rd (two-third) majority vote of the Board of Trustees.

C. REMOVAL:

Any Trustee who works against the interest and welfare of the Association in the judgment of 2/3rd of the remaining Trustees may be removed with confirmation of general body.

SECTION 4. EXECUTIVE COMMITTEE:

The Executive committee consists of a President, Vice President, Secretary, Treasurer and Cultural Secretary for a term expiring at the end of fiscal year of Association. These officials constitute the voting members of the Executive committee as well as the Board per Article II, Section 1. The Board may appoint additional officers such as Assistant Secretary, Assistant Treasurer, co-vice president, and members of the Editorial Board, but these appointed officials would not have voting powers. All elected Executive members at

the General Body meeting must be residents of Greater Memphis Area and must have legal status to reside in USA for duration of his/her term. All elected Executive committee members must be TAM members in good standing for at least 30 days prior to election. State law prohibits President from holding Secretary's position simultaneously. Any unfilled Executive committee member's positions may be appointed by a majority of Trustees if the candidate meets the following requirements:

- a) Must be a resident of Greater Memphis Area and has legal status to reside in USA for duration of his/her term.
- b) Must be a TAM member in good standing for at least 30 days prior to appointment.

Appointed Executive committee members are required to attend all the meetings of the Board and shall not have a voting right in the Board per Article II, Section 1.

Services provided as a member of Executive committee to TAM is on a volunteer basis as per Article II, Section 9.

A.GENERAL POWERS:

(a) PRESIDENT:

The President is the elected chief executive officer of TAM and has overall responsibility for the day-to-day operations of TAM. His/her duties include but not limited to following:

1. Conduct all meetings of the Executive committee.
2. Coordinate the social and cultural functions of the TAM.
3. May recommend names to the Executive committee for the formation of ad hoc committees and an editorial Board to help in the coordinating of TAM functions.
4. Inform TAM activities to community via TAM newsletter by electronic or printed media.
5. Will be responsible for the safekeeping of TAM books, records, and important papers.

In the event of President's resignation or inability or refusal to act (as determined by the Board) the Trustees may nominate and appoint President from the elected Executive committee members having a voting right on Board or call for new election.

PAST PRESIDENT:

The outgoing President of the Association shall be Ex-officio member of the Executive Committee for the following year. He/she shall advise the Executive Committee when deemed necessary, but shall not have voting rights.

(b) VICE-PRESIDENT:

In the temporary absence of the President as determined by the Trustees, the-Vice-President will perform the duties of the President. Generally, however, the vice-president will help the President in carrying out his/her duties. Vice President duties include but not limited to following:

1. Lead Charity activities.
2. Raise the funds for TAM.
3. Assist in conducting cultural and social programs.
4. Represent TAM at city and State levels.
5. Assist in the record keeping of TAM, particularly in regard to minutes and financial matters.
6. Establish and promote liaison with regional and national Telugu Associations
7. Responsible for the safekeeping of the assets of TAM and transfer them to the newly elected Executive Committee at the meeting of transition.

(c) SECRETARY:

The Secretary duties include but not limited to following:

1. Call for meetings as per normal procedures.
2. Inform TAM activities to community via TAM newsletter by electronic or printed media.
3. Maintain minutes of all meetings, membership lists and inventory.
4. Maintain copies of all Newsletters, directories and other official publications of TAM
5. Send copies of notices and minutes of Executive Committee and Board meetings to all Board members.
6. Generally assist the other members of the Executive Committee in conducting cultural and social programs.
7. Assist the President in legal formalities.
8. Renew state and federal memberships/licenses

(d) TREASURER:

The Treasurer duties include but not limited to following:

1. Keep proper records of all receipts and payments and maintain books of account and report accounts to the Board at quarterly meeting.
2. Help the secretary in maintaining the membership list.
3. Issue official receipts for all cash transactions.
4. Generally assist the other members of the Executive Committee in conducting cultural and social programs.
5. Report financial accounts at the annual general body meeting.

6. Hand over all financial accounts to the Trustees & the newly elected Executive Committee at the end of the fiscal year in the transition meeting.

(e) CULTURAL SECRETARY:

The Cultural Secretary duties include but not limited to following:

1. Conducting cultural and social programs.
2. Promote Telugu culture in the community at large.
3. Assist the Secretary in carrying out the functions of Secretary

(f) EXTENDED EXECUTIVE COMMITTEE:

Extended Executive Committee is the committee appointed by Board during Annual General Body Meeting to a term of one (1) year. This committee includes but not limited to Sports Secretary, Joint Sports Secretary, Joint Secretary, Joint Treasurer, Joint Cultural Secretary, co-vice president, and members of the Editorial Board. These members may attend board meetings but shall have no voting rights to exercise in Board meetings.

(g) ACTIVITIES OF COMMITTEE MEMBER:

The Activities of Committee members include but not limited to the following:

- a. Welcome Telugu speaking people moving into Greater Memphis Area.
- b. Introduce the newcomers to activities of TAM and sister organizations in the Area.
- c. Introduce the newcomers to the amenities available in the Area.
- d. Assist the Cultural Secretary and Secretary in organizing events and functions.
- e. Represent TAM in public during their tenure.

SECTION 5. TRANSITIONAL MEETING:

All Executive Committee members and Trustees shall meet after the election/general body meeting and before the first function (but not later than 20th January). The Trustees will give the Policy and Procedures Manual and discuss the affairs of TAM for the entire year.

SECTION 6. MEETINGS:

- a) **REGULAR:** A regular quarterly or as needed (as determined by the Board) meeting of the Board shall be held without other notice than these by-laws. The Board may provide for, by resolution, the time and place within the Greater Memphis Area, for holding additional regular meetings of the Board without other

notice than these by-laws. Any two consecutive unexcused absence of the board member at the board meetings shall constitute grounds for termination

- b) **SPECIAL:** Special meetings of the TAM Board may be called with informed agenda at the request of the President or Chairman. The person or persons authorized to call special meetings of the Board may fix any place within the Greater Memphis Area for such meetings.

SECTION 7. NOTICE:

Notice for any meetings of the Board preferably shall be given at least two (2) days prior to the meeting. Majority of Trustees may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting.

SECTION 8. QUORUM:

Where the board may take no binding action, no quorum is required.

A majority of the Board with minimum of 2/3rd (two-third) of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 9. MANNER OF ACTING:

The act of the Board members present at a meeting, at which a quorum is present, shall be considered the act of the Board, unless the act of a greater number is required by law or by these by-laws.

SECTION 10. SALARIES:

Members of the Association will not receive salaries or perks for their services. All TAM officials and their family will be governed by the same admission rules as applicable to other TAM members.

SECTION 11. VACANCIES:

A vacancy in any office of Executive Committee except President because of death, resignation, disability, disqualification or otherwise may be filled by the majority of Trustees for the unexpired portion of the term as per Article II, Section 3. A vacancy for the president is covered under Article II, Section 3, sub section A (a). A vacancy created by Trustee because of death, resignation, disability, and disqualification or otherwise may be only filled by the election.

ARTICLE III. MEMBERSHIP

SECTION 1. ELIGIBILITY:

Application for membership shall be open to all. All memberships shall be granted upon a majority vote of the Board. All such members constitute the General Body of TAM.

Any person becoming a member of TAM shall:

- A.** Apply for membership by filling out the membership application form.
- B.** Pay the membership dues as specified in ARTICLE III SECTION II.

- C. Abide by the Bylaws of TAM as defined in this document.
- D. Be at least 18 years of age.

SECTION 2. MEMBERSHIP DUES:

- A. All membership dues excluding life membership are for fiscal year and due at the time of applying for membership on a non-pro-rata and non-refundable basis.
- B. Funds received from Corporations, Charitable Trust Funds, Associations or any entities shall not be considered as payment towards membership dues unless approved by the president. Funds received from any individuals on behalf of a third party, shall not be considered as payment towards membership dues.
- C. Any member may upgrade his/her membership status to Life member at any time during same calendar year by paying the difference in membership dues in one installment. Membership status shall be effective from the date of the receipt of the payment.

SECTION 3. PREROGATIVES:

Each member in good standing and on payment of all current dues and fees shall be entitled to all the benefits of the Association as laid out in these by-laws.

SECTION 4. TYPES OF MEMBERSHIPS:

- A. There are three categories of membership to TAM:
 - 1. Life Member, Same for both Individual and Family
 - 2. Annual Member
 - a) Individual
 - b) Individual Student: This membership shall be granted to full time students who are enrolled in educational institutions.
 - c) Family: Husband, Wife, and their children under the age of 21
 - 3. Honorary member: The Honorary membership shall be limited to scholars, spiritual leaders, civic leaders, visiting dignitaries and others as deemed appropriate by the Board. Only the Board at its discretion shall award this exclusive honor, by simple majority vote.
- B. Voting privileges of members in general body meetings as per Article IV, Section 7:
 - 1. Individual members: one vote
 - 2. Family members: two votes (one for each spouse).
 - Other dependent family members irrespective of age and type of membership are not eligible to vote.

SECTION 5. WITHDRAWALS OF MEMBERSHIP:

Any member may request withdrawal of membership in writing at any time to the board. Upon approval of such request by the board the Secretary shall strike his or her name from the membership rolls. Any member requesting withdrawal will not have any claim to any

dues contributed to the Association. Such withdrawal shall not relieve the member of any financial obligation to the Association.

SECTION 6. TERMINATION OF MEMBERSHIP:

Any member who works against the interest and welfare of the Association in the judgment of the Board will be removed from the Association with a 2/3rd-majority vote of the Board. The expelled member shall forfeit his/her membership dues.

SECTION 7. REINSTATEMENT:

Any member expelled under Article III, Section 7 may be reinstated by an affirmative vote of 2/3rd of the Board upon such terms, as the Board may deem appropriate.

SECTION 8. TRANSFER OF MEMBERSHIP:

Membership in the Association is neither transferable nor assignable.

SECTION 9. ADDITIONAL TYPES OF MEMBERSHIPS:

The Board shall be empowered to establish additional types of membership when deemed necessary, to define their rights and privileges, and assessing such dues as, in its judgment, are equitable with an affirmative vote of 2/3rd of the board. Newly approved membership types are valid only for the calendar year.

SECTION 10. PUBLIC STATEMENTS BY MEMBERS:

No member of TAM including the members of the Board shall speak or make public statements on behalf of TAM unless authorized by the 2/3rd majority of the Board.

ARTICLE IV. MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING:

An annual meeting of the members shall be held on any Saturday or Sunday in the months of October or November. This meeting is held for the purpose of electing the Board and for transaction of such other business as may come before the meeting.

If the election of the Trustees (if required to fill vacancy) and at least the President & Secretary is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board by majority shall cause the election to be held at a special meeting of the members as soon thereafter. The Board and appointed Executive members shall continue until new election.

SECTION 2. SPECIAL MEETINGS:

Special meetings of the members may be called by the Board or by a signed petition of not less than 1/5th of the members having voting rights.

SECTION 3. PLACE OF MEETINGS:

The Board may designate any place within the Greater Memphis as the place of meeting for the annual or any special meeting called by the Board.

SECTION 4. NOTICE OF MEETING:

Written, printed or e-mail notice stating the place, day and hour of the meeting, and in the

case of a special meeting, the purpose or purposes for which the meeting is called for and the person or persons calling the meeting, shall be delivered either personally or by mail or by e-mail, to each member entitled to vote at the meeting. If mailed, such a notice shall be delivered not less than ten (10) days and not more than fifty (50) days before the date of the meeting and shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the registered address, with postage prepaid. If delivered personally or e-mail, such a notice shall be delivered not less than five (5) days or more than fifty (50) days before the date of the meeting and shall be deemed delivered when actually received by the member.

SECTION 5. INFORMAL ACTION BY MEMBERS:

Any action that requires a meeting of the members can also be taken without such meeting provided that a 2/3rd (two-third) majority of the members eligible to vote as per Article VIII, Section 2, sign in favor of such action and submit it to the Board for implementation.

SECTION 6. QUORUM:

For a general body meeting twenty-five voting members or one-fourth (1/4) of the total voting membership as per Article VIII, Sections 1 & 2 shall constitute a quorum.

SECTION 7. PROXIES:

No proxy voting shall be allowed.

SECTION 8. MANNER OF ACTING:

A majority of the vote entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption of the resolution unless a greater proportion is required by law or by these by-laws.

SECTION 9. ROBERTS RULE OF ORDER:

The rules contained in the latest edition of Roberts Rules of Order shall govern in all cases to which they are applicable when they are not inconsistent with these by-laws.

ARTICLE V. COMMITTEES

SECTION 1. COMMITTEES:

A majority of the Board OR 2/3rd (two-third) of Trustees may from time to time authorize the formation of the committees defining the powers and duties of such committees as deemed necessary.

AUDIT COMMITTEE:

The board of trustees shall appoint an Audit committee with a maximum of three members for conducting internal audit of Association accounts annually. This committee shall present their findings to Board of Trustees. Members of audit committee should not have served in board for the year being audited.

Services provided as a member of such committee to TAM is on volunteer basis as per Article II, Section 9.

ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS:

The Board by majority may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of the Association and on its behalf. Such authority may be specific or general.

SECTION 2. CHECKS, DRAFTS etc.:

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, must be signed by two members of the Board (one of them must be elected members) who are authorized to sign as per Policy & procedures Manual.

SECTION 3. DEPOSITS:

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trusts or other depositories as the Trustees may select.

SECTION 4. GIFTS:

The Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Association.

ARTICLE VII. CERTIFICATES OF MEMBERSHIP

SECTION 1. CERTIFICATES:

The Board may determine the issuance of a membership certificate evidencing membership in the Association, which shall be in such form as determined by the Board. Such certificates shall be signed by the President or Vice-President and by the Secretary. The name and address of each member and the date issuance of the certificate shall be entered in the records of the Association.

ARTICLE VIII. BOOKS AND RECORDS

SECTION 1. BOOKS AND RECORDS:

The Association shall keep complete records of its accounts, minutes of the meeting of its members, Board and committee and a record of the names and addresses of the members entitled to vote at its registered principal office, or by a Trustee or by a person designated by the Board. The Association shall keep the books and records for three (3) years time OR period required by state and federal regulations. Any member can inspect the books and records but the inspection can only be done at an annual meeting. A member desirous of viewing the books and records must send written notice to the Board at least one (1) month ahead of the annual meeting specifying reasons for viewing the books and records.

SECTION 2. CLOSING OF BOOKS AND RECORDS:

The Association's membership shall be closed thirty (30) days prior to the annual or general meeting. The members as of record on this closing date (or in exceptional case as

determined by the Trustees) are eligible members entitled to participate and vote at the annual or general meeting. The Association's membership reopens after general or annual meeting. The Association's account books shall be closed on the last day of Association's fiscal year.

ARTICLE IX. FISCAL YEAR

The Fiscal year of the Association shall begin on the first day of January and end on the last day of December each year.

ARTICLE X. AMENDMENTS TO BY-LAWS

SECTION 1. AMENDMENTS:

Amendments to these by-laws consistent with the TAM may be made only by membership with approval of 2/3rd (two-third) of the members present at general body meeting, voting in favor of such amendments. The Trustees must incorporate all amendments passed by the general body into by-laws.

SECTION 2. NOTICE:

The President must communicate notice of all proposed amendments to by-laws via written, printed or e-mail to the members at least ten days (10) prior to the meeting called to consider the amendments.

SECTION 3. AMENDMENT PROPOSAL:

Requests for amendments to by-laws made by a member and only seconded by another member must be submitted via written, printed or e-mail to the President at least thirty (30) days prior to the date of an annual meeting each year.

SECTION 4. OFFICIAL AMENDMENTS:

Requests for amendments to by-laws made by a majority vote of the Board may be submitted to the General Body by the President at any time provided due notice has been given of such amendments to the members of the Association as required under Article IV, Section 4.

ARTICLE XI. MISCELLANEOUS

SECTION 1. NEWSLETTER:

Upon the recommendation of the Executive Committee, the Board may appoint an editorial committee for the TAM Newsletter consisting of one or more members and young adults. The chairman of the Editorial committee may be called the Editor.

- 1) The goal of the Newsletter is to make a report of the past and future events of interest to the membership of TAM and to publish other material of similar interest.
- 2) The Editor will submit the draft of each Newsletter to one member of Executive Committee and at least one Trustee for their final approval before it is circulated.

- 3) No anonymous letters will be published In the Newsletter. Any member wishing to address any matter through the newsletter should send a typed copy of the material along with his/her name, address, and telephone number. The Editorial committee and the Board reserve the right to edit, or not publish, any submitted material.

ARTICLE XII. DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed shall be disposed of by a court of common pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

- END OF BYLAWS -