



TELUGU BHARATI

www.telugubharati.org

CONSTITUTION AND BYLAWS

Dated: January 9, 2015

These bylaws were reviewed and approved by the Board of Directors at their meeting
on January 9th, 2015

Signed By

Ashok Kadavakollu

Secretary, Board of Directors

Date: 1/9/2015

Siva Chandramouli

Treasurer, Board of Directors

Date: 1/9/2015

Manohar Vanteru

President, Board of Directors

Date: 1/9/2015

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PREAMBLE

TELUGU BHARATI is a not-for-profit organization formed to preserve and propagate Telugu literary and cultural heritage in the State of Washington, USA, and other locations outside of India, to provide and maintain the identity of said group of people. It provides a forum for the Telugu language, literary, cultural, educational, social, and charitable interaction among Telugu-speaking people and those interested in the Telugu heritage and culture.

ARTICLE I: NAME, MISSION AND PURPOSE

SECTION 1: NAME and ADDRESS

The name of the organization shall be “TELUGU BHARATI”.

It shall be a not-for-profit organization registered under the laws of the State of Washington and shall exist in perpetuity.

SECTION 2: MISSION

The mission of TELUGU BHARATI is to promote proliferation of the language, literary, and cultural traditions of the Telugu-speaking people, primarily amongst children and youth.

SECTION 3: PURPOSE

In partnership with Telugu-speaking families and community volunteers, TELUGU BHARATI shall serve to provide for:

- § 3.1 A positive, non-regional, non-political, non-commercial, and safe environment for comprehensive and high-quality learning and sharing opportunities for the Telugu language, literary, and cultural traditions of Telugu-speaking people in Washington State and other states of the United States of America, as appropriate, for the Telugu community at large.
- § 3.2 Promotion of the principles, ideals, and traditional values of the Telugu culture by dissemination and sharing of information.
- § 3.3 Preservation, propagation, and perpetuation of the cultural aspects of Telugu traditions such as language, music, fine arts, dance, drama, etc.

- § 3.4 Educational programs (e.g., linguistic and cultural education), human services, and other services (as approved by the Board of Directors) to benefit the Telugu community and, as appropriate, the community at large.
- § 3.5 Promotion and fostering amongst all people, a spirit of goodwill, understanding, and respect for the values and traditions of the Telugu community and other members of the community at large.

ARTICLE II: GOALS, OBJECTIVES AND PRINCIPLES

Identified goals are the organizational outcomes that define what an organization is aiming to accomplish both programmatically and organizationally. Objectives define how an organization operates to achieve the goals. The following list identifies the goals and objectives of TELUGU BHARATI:

SECTION 1: GOALS AND OBJECTIVES

- §1.1 Identify and establish Telugu literacy, learning, and cultural training centers in the regions of North America and across the world.
- § 1.2 Identify, define, and develop programs to support youth and adults from the local communities interested in learning the Telugu language and cultural traditions.
- § 1.3 Provide consistent and equitable opportunities for all students across TELUGU BHARATI learning centers, and for all levels of learning.
- § 1.4 Identify and organize periodic conferences, workshops, and seminars or trainings for sharing Telugu literature, cultural traditions, and love for the language.
- § 1.5 Identify and create opportunities for cultural exchange and foster friendship and understanding between the people of the United States of America and Telugu-speaking people of India or any other part of the world where Telugu-speaking people may reside.
- § 1.6 Build positive relationships and collaborate with similar organizations and communities striving to maintain, preserve, and proliferate the Telugu language and culture.
- § 1.7 Identify and provide opportunities for TELUGU BHARATI language and fine arts students to participate in Telugu literary, educational and cultural conferences and humanitarian activities.

- § 1.8 Identify and create training programs and workshops that would benefit the youth of Telugu speaking people and community at large where Telugu Bharati presence exists.

SECTION 2: PRINCIPLES

- § 2.1 TELUGU BHARATI's elected representatives shall not associate with any activities of a political party in the United States or in India or in any other country if those activities conflict with performance of their duties in accordance with the purpose, mission, goals, and objectives of TELUGU BHARATI.
- § 2.2 TELUGU BHARATI Board Members shall not have any conflict of interest with any for-profit businesses with the intent of leveraging TELUGU BHARATI as a platform for promoting self or business purposes.
- § 2.3 TELUGU BHARATI cultural events, activities, or workshops shall consist primarily of wholesome, nourishing and aboriginal art forms of Telugu or Indian origin.
- § 2.4 TELUGU BHARATI cultural events, activities or workshops shall not consist of modern day interpretations that mimic Bollywood/Tollywood/film styles of art forms. They should provide a platform for encouraging and supporting primarily classical and aboriginal traditional art forms of Telugu and/or Indian origin.
- § 2.5 Native art forms of Telugu origin will be prominent in TELUGU BHARATI events and workshops, including art forms that shall aspire to exude deep meaning, a message to uplift humanity, and bring out the best aspects of the Telugu culture.
- § 2.6 Activities and policies of TELUGU BHARATI shall not be biased based on geographical origin of individuals or differences in the dialect of the spoken language.

ARTICLE III: RULES AND REGULATIONS

SECTION 1: BINDING EFFECT

The following rules and regulations shall conclusively bind TELUGU BHARATI and all persons acting for or on its behalf.

- § 1.1 No part of the net earnings of TELUGU BHARATI shall inure to the benefit of, or be distributed to its members, trustees, Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the objectives set forth herein.
- § 1.2 No substantial part of the activities of TELUGU BHARATI shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate, or intervene, in any political campaign including the publication or distribution of statements on behalf of any candidate for public office.
- § 1.3 Notwithstanding any other provisions of the Articles of Incorporation and Bylaws, TELUGU BHARATI shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law, or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

SECTION 2: RESTRICTIONS

In all events and under all circumstances and not withstanding merger, consolidations, reorganization, dissolution or winding up of the TELUGU BHARATI, voluntarily or involuntarily, or by the operation of law, the following provisions shall apply:

- § 2.1 TELUGU BHARATI shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent TELUGU BHARATI from qualifying and continuing to qualify as a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954.
- § 2.2 All these Bylaws shall apply in conjunction with the Articles of Incorporation of TELUGU BHARATI, as filed with the Secretary of State, Washington, in 2013, and must be consistent with said Articles.
- § 2.3 These Bylaws provide written instructions for the operations of the General Body, Board of Directors, Functional Committees, and the Advisory Committee so that TELUGU BHARATI will continue to qualify as a Corporation under IRC 501(c)(3). No member of any of these Committees shall engage in activities or exercise authority or power other than those specifically stated in these Bylaws. Should any need arise for actions or activities not stated in the Bylaws, approval of the Board of Directors and,

when appropriate, approval of the General Body, shall be sought and any required change to the Bylaws shall be processed diligently.

§ 2.4 TELUGU BHARATI shall not have any affiliation with any political parties or organizations (located or based in the US or India or elsewhere) nor engage in any political or for-profit activities. TELUGU BHARATI facilities shall not be used for conducting such activities.

ARTICLE IV: ORGANIZATION STRUCTURE, COMMITTEES, AND OFFICE BEARERS

SECTION 1: ORGANIZATIONAL STRUCTURE AND METHOD OF OPERATION

§ 1.1 IN GENERAL

TELUGU BHARATI is a membership-based organization. A “member” is defined as an individual 18 years of age or older and:

- An *active volunteer member currently in service for at least one year and has registered at least 100 volunteer hours in the log books with the Secretary of Telugu Bharati board of Directors and serves in the capacity of at least one of these positions:
 - An active member of the Board of Directors
 - An active advisor to the Board of Directors
 - An active member of a Functional Committee
 - An active volunteer coordinators of regional learning centers
 - An active volunteer teaching instructors
 - An active volunteer teaching assistants
 - An active volunteer helping with Telugu Bharati activities/workshops/events in any capacity

*Members who are not actively serving for three consecutive calendar months are considered inactive members.

A Board of Directors (BOD) elected by the General Body (which consists of all the members) has the ultimate responsibility for operating the organization in accordance with its purpose, mission, objectives, and goals as well as governing laws and regulations. Board Members are elected for staggered terms.

The BOD establishes Bylaws which describe the policies under which TELUGU BHARATI operates. The Board will consist of, at a minimum, a President, a Secretary, and a Treasurer. The General Body also appoints two non-voting advisors from its membership, who are not part of the BOD, but work closely with it to provide advice and counsel on the Bylaws and governance and also serve as an independent oversight. The BOD shall establish procedures and practices, as necessary, to implement the Bylaws, but cannot operate in violation of the Bylaws. The advisors periodically monitor operational

compliance with Bylaws and procedures and provide feedback to the BOD and General Body. While the BOD is not obligated to follow each recommendation made by the advisors, the BOD shall give due consideration to the input from advisors and be able to justify disposition of those recommendations.

The BOD shall establish several Functional Committees (FCs) to assist in its operations. Each Committee is chaired by a BOD member or a member appointed by the BOD. Minimally, three committees are established, Finance Committee (chaired by the Treasurer), Web Services Committee (chaired by Secretary) and Education Committee (chaired by the President). The BOD may establish other FCs in future, as needed.

Details of qualifications of the individuals for filling the above positions and their responsibilities are described below. In general, it is the expectation of the General Body that the BOD members, while discharging their assigned responsibilities, work in mutual collaboration among themselves and with the advisors.

§ 1.2 BOARD OF DIRECTORS

The BOD shall consist of at least three members (President, Secretary and Treasurer) each of whom shall be duly elected to the office by the General Body. The BOD is ultimately responsible for the functioning of TELUGU BHARATI in conformance with the Bylaws and governing laws and regulations.

As of the date of approval of these Bylaws, the BOD consist of three members, who will continue in their positions until the next election cycle, when the full Board of 3 persons will be elected by the General Body. The incumbents can compete in the elections; provided they meet the qualifications (see Article V). The General Body may make *ad hoc* appointment of two additional Board members on an interim basis until the next election cycle. The titles of the current Board Members are: President, Secretary, and Treasurer.

§ 1.2.1 ADVISORS TO THE BOD

§ 1.2.1.1 The two advisors must be either founding members of TELUGU BHARATI who are in active service or have served TELUGU BHARATI in the capacity of active volunteer for at least two consecutive years preceding the election year and have logged at least 100 active volunteer hours in the log books of the Secretary. They shall be elected to their positions by the General Body.

As of the date of the approval of these Bylaws, there are no advisors named to the BOD. The General Body may make *ad hoc* appointments of advisors on an interim basis until the next election cycle.

§ 1.3 FUNCTIONAL COMMITTEES (FCs)

Members of FCs, except the Chair who is a BOD member, shall be members of the General Body who are not serving in the BOD.

§ 1.4 AUDITORS

§ 1.4.1 INTERNAL AUDITOR

In order to keep TELUGU BHARATI's books (financial details) current and in compliance with all applicable laws, provide advice and ongoing vigilance on all TELUGU BHARATI processes or procedures or policies or transactions that affect TELUGU BHARATI's finances, a qualified Internal Auditor shall be appointed by the BOD.

§ 1.4.2 EXTERNAL AUDITOR

In order to review TELUGU BHARATI's financial operations to ensure compliance with its legal status, prepare annual tax returns, and provide advice on updating or modifying processes or procedures to keep up with existing, changes, or new laws, a qualified External Auditor shall be appointed by the BOD.

§ 1.4.3 The individuals or entities for the above two functions shall be recommended by the President and the Treasurer, and approved by the BOD. Their work is coordinated by the Treasurer.

§ 1.4.4 The same individual or entity shall not be used as both internal and external auditors.

§ 1.5 MEMBER

As used in the Bylaws, "member" shall refer to a General Body member, as defined in Sec. IV.1.1

SECTION 2: QUALIFICATIONS AND TERMS

§ 2.1 QUALIFICATIONS

§ 2.1.1 BOARD OF DIRECTORS

§ 2.1.1.1 BOD members shall be elected to the office by the General Body, or be appointed by the BOD on an interim basis until confirmed by election at the next General Body meeting. Such appointed members shall serve only the duration of the current term, until the next election cycle. Appointed members of the BOD shall not be reappointed to any of the elected positions

for three election cycles following completion of their appointed term. However, they are eligible to contest in the elections upon completion of their full term as an appointed member.

§ 2.1.1.2 The existing BOD members as of the date of approval of these Bylaws are considered interim BOD members and will remain in their positions until the next election cycle.

§ 2.1.1.3 In order to be a member of the BOD, an individual shall:

§ 2.1.1.3.1 Be an active member of the General Body for at least 24 consecutive months;

§ 2.1.1.3.2 Have registered at least 100 volunteer hours in the log books of Secretary.

§ 2.1.1.3.3 Have actively participated in or successfully supervised/managed Telugu Bharati activities as a coordinator, Functional Committee Chair or at a supervisory capacity as appointed by the BOD.

§ 2.1.1.3.4 Be elected by the General Body; and

§ 2.1.1.3.5 Not be a member of current BOD, and not be a salaried or contracted employee or service provider of TELUGU BHARATI.

§ 2.1.1.3.6 Not have served as an elected member on the BOD for a period of 24 calendar months and two election cycles, during these 24 calendar months, immediately preceding an election term;

§ 2.1.1.3.7 Not have an immediate member of the family (spouse, children, siblings and parents) serving concurrently in the BOD or as an advisor; and

§ 2.1.1.3.8 Not own/manage/involved in a for profit business that may cause conflict of interest with Telugu Bharati activities or policies.

§ 2.1.1.3.9 Execute the legal papers that are necessary to assume the financial and legal responsibilities as an office bearer;

§ 2.1.2 FUNCTIONAL COMMITTEES

In order to be a member of any Functional Committee, an individual shall:

§ 2.1.2.1 Be appointed by the BOD; and

§ 2.1.2.2 Be an active volunteer in service in the TELUGU BHARATI community

§ 2.1.3 ADVISORS to BOD

In order to be an advisor to the BOD, an individual shall:

§ 2.1.3.1 Be an active member of the General Body for at least 24 consecutive months;

§ 2.1.3.2 Be elected by the General Body; and

§ 2.1.3.3 Not be a member of current BOD, and not be a salaried or contracted employee or service provider of TELUGU BHARATI.

§ 2.1.3.4 Have registered at least 100 volunteer hours in the log books of Secretary.

§ 2.1.4 BOD reserves the right to reject the nominations for BOD positions from the otherwise eligible members with a record of mis-conduct or non-conformance with Telugu Bharati Bylaws and policies during the time member served as volunteer. Such rejections must be properly documented by the Secretary of the BOD with proper evidence for the reasons for rejection and shall be communicated to the General body at the time of elections as to why a member nomination was rejected for contesting in the elections.

§ 2.2 TERMS OF OFFICE

§ 2.2.1 Effective the 2015 election cycle, BOD members are elected for staggered terms, as below:

President:	3 years
Secretary:	2 years
Treasurer:	2 years

§ 2.2.2 Effective the 2015 election cycle, both advisors to the BOD are elected for one-year terms.

§ 2.2.3 An election cycle starts on the day that the transfer of responsibilities occurs to the incoming BOD and ends the next year on the day the BOD hands over responsibilities. An individual cannot be a BOD member or an advisor to the BOD for more than two consecutive election cycles.

SECTION 3: VACANCY DEFINED

§ 3.1 The position of any member of the BOD shall be deemed vacant, if:

§ 3.1.1 The BOD member resigns in writing. The resignation shall be effective as the date requested, subject to approval by the BOD;

§ 3.1.2 The BOD member has been absent with or without excuse for a maximum of four BOD meetings in each twelve-month period of his/her term of office;

§ 3.1.3 The BOD member is removed by the General Body per Section § II 4; or

§ 3.1.4 A vacancy may be declared by the BOD when an individual is unable to discharge his/her functions because of death, health reasons, suspension or geographical relocation.

§ 3.2 Notice of a vacancy caused by any of the above factors shall be served to the member concerned within ten business days by the Secretary, by Certified Mail and registered email of the member concerned (except in case of death).

SECTION 4: SUSPENSION, REMOVAL, AND REINSTATEMENT

§ 4.1 If, in the opinion of two-thirds of the membership of the BOD, any member of the BOD is unable to serve or is unsuitable for serving TELUGU BHARATI (per Section § IV.3 above), said member may be suspended from further participation in the BOD, pending a decision by the General Body to remove or reinstate the member. The notice of suspension shall be sent to him/her by both certified mail and registered e-mail of the member concerned within one calendar-month of such decision. If the said member wishes to appeal the decision of the BOD, he/she may do so by a written appeal to the General Body to be sent by certified mail or e-mail within one calendar month of the receipt of the notice of suspension to the corporate address of TELUGU BHARATI. The status of said member shall be voted on by the membership of the General Body after he/she has explained the appeal. Two-thirds majority of the General Body is required for removal or reinstatement of the member, and the decision of the General Body is final.

§ 4.2 Advisors to the BOD are not subject to the removal process. Vacancies may be filled by the General Body when they occur, or at the next election cycle.

SECTION 5: POWERS AND RESPONSIBILITIES

§ 5.1 GENERAL BODY

§ 5.1.1 Be ultimately responsible for the functioning of TELUGU BHARATI

§ 5.1.2 Elect members of BOD for specified terms and delegate the day-to-day operational responsibility to the BOD

§ 5.1.3 Elect 2 advisors to the BOD for annual terms to provide advice and oversight of the BOD and also take the lead in concerns resolution process.

§ 5.1.4 Make decisions on removal or reinstatement of identified BOD members who are suspended by the BOD for cause.

§ 5.1.5 Meet at least annually, or more frequently if warranted.

§ 5.1.6 Review and monitor the smooth functioning of the organization and take appropriate action when required.

§ 5.2 BOARD OF DIRECTORS

§ 5.2.1 Assure that the actions taken by the BOD and the activities of TELUGU BHARATI are consistent with the Bylaws and with the Articles of Incorporation so that TELUGU BHARATI continues to qualify as a corporation under IRC 501 (c) (3). Once every two years an audit of various activities of TELUGU BHARATI shall be conducted to identify areas of non-conformance to the Bylaws and initiate corrective actions.

§ 5.2.2 Be responsible for the enforcement and interpretation of the Bylaws and Articles of Incorporation.

§ 5.2.3 Approve increases to annual budgets of various committees up to a maximum of 10 (ten) percent.

§ 5.2.4 Approve individual invoices up to the limit provided in appropriate procedures for payment of expenses incurred by various committees.

§ 5.2.5 Approve proposed expenditures towards any single item or program by any committee as delineated in appropriate procedures. Categories of routine expenditures may be pre-approved (*e.g.*, mortgage or rental payments, salaries to employees, or service fees to service vendors, utility bills, newsletters, advertising program invoices, etc.) but shall be clearly noted in the records for the direction of the Treasurer.

§ 5.2.6 Obtain General Body approvals of annual budgets, changes to annual budgets in excess of 10 (ten) percent, and major changes to policies, goals, and objectives. Refer to appropriate procedures for the annual budget variance process. A simple majority of the BOD may decide if a change is major or not.

§ 5.2.7 Review all recommendations of the FCs and the advisors in light of the fiscal and legal restraints within which TELUGU BHARATI has to function.

§ 5.2.8 Develop policies, strategic plans and priorities for major capital projects and seek approval of General Body.

§ 5.3 PRESIDENT

In addition to the responsibilities under Sec.V.5.2, the President shall:

§ 5.3.1 Ensure that the operations are conducted in accordance with these Bylaws, procedures, laws, and regulations.

§ 5.3.2 Work closely with the advisors, ensure that the advisors' recommendations are carefully considered, and document justification where a recommendation cannot be implemented.

§ 5.3.3 Establish the functions, powers, and responsibilities of the FCs.

§ 5.3.4 Have annual budgets prepared and obtain the approval of the BOD for the same.

§ 5.3.5 Establish appropriate procedures delineating approval authority for various levels of expenditures.

§ 5.3.6 Preside over meetings of the BOD.

§ 5.3.7 Attend any of the FC meetings as a non-voting observer.

§ 5.3.8 Appoint, in consultation with the Treasurer, qualified CPAs as internal and external auditors.

§ 5.3.9 Monitor expenditures against approved budgets and initiate corrective actions including submittal of budget variances to BOD.

§ 5.3.10 Coordinate Telugu Bharati volunteers and supervise academic planning activities with the help of FC and Chair for Academic activities.

5.3.11 Keep the community informed annually of the state of TELUGU BHARATI through its newsletter and/or other appropriate media.

5.3.12 Be the official representative of TELUGU BHARATI in all matters where such official representation is necessary and is the sole communicator to the external community and media.

5.4 SECRETARY

In addition to the responsibilities under Sec.V.5.2, the Secretary shall:

§ 5.4.1 Be responsible to initiate calling of the meetings of the BOD with required notices, maintain minutes of meetings, and to send copies of same to all members of the BOD and the advisors. Minutes must be in English unless it is practicable to record certain minutes in Telugu. Advisors to the BOD shall be invited to all BOD meetings; however, their presence is optional.

§ 5.4.2 Maintain and preserve records of all the activities of the BOD.

§ 5.4.3 Maintain the official roster of the current membership and contact information of the General Body.

§ 5.4.4 Identify and issue proper notices in case of lapsed membership of the BOD.

§ 5.4.5 Establish election procedure(s) subject to BOD approval and set the annual election process in motion as provided in these Bylaws in a timely and efficient manner.

§ 5.4.6 Serve under the direction of the President and perform additional duties as assigned by the President.

§ 5.4.7 Work with the BOD in streamlining the operations of TELUGU BHARATI.

§ 5.4.8 Keep up-to-date information on all the members of the FCs.

§ 5.4.9 Maintain policies, Bylaws, procedures, and similar information generated by the BOD.

§ 5.4.10 Be responsible to keep all records that are approved by the BOD and establish detailed records of management procedure(s).

§ 5.4.11 Collect, and be in a position to provide, information and statistics as they relate to the supporters of TELUGU BHARATI.

§ 5.4.12 Secure property and casualty insurance that will cover TELUGU BHARATI buildings and contents in addition to the following coverages: general liability, directors and officers liability, workers' compensation, fidelity and employee dishonesty, and any security bonds. Liability coverage shall be for all elected and appointed BOD members, advisors, FC members, and employees in discharge of their duties for TELUGU BHARATI.

§ 5.5 TREASURER

In addition to the responsibilities under Sec.V.5.2, the Treasurer shall:

§ 5.5.1 Chair the Finance Committee and be responsible for the FC Chair responsibilities in Sec. § 5.8.

§ 5.5.2 Prepare monthly financial reports.

§ 5.5.3 File the required reports with governmental agencies in a timely manner.

§ 5.5.4 Working with the President, appoint qualified CPAs as internal and external auditors in order to provide ongoing vigilance of the financial policies, practice, and transactions of TELUGU BHARATI. The external auditor shall also file the required tax returns on time.

§ 5.5.5 Present the proposed annual budget to the BOD.

§ 5.5.6 Ensure depositing of all receipts by authorized personnel, and issue checks for approved expenditures.

§ 5.5.7 Record all deposits and checks written in the cash receipts and cash disbursements journal.

§ 5.5.8 Establish, obtain BOD approval and maintain financial policies and procedures.

§ 5.5.9 Monitor expenditures against approved budget monthly and initiate corrective actions through the President.

§ 5.5.10 Establish inventory control procedures, subject to approval by the BOD and implement the controls.

§ 5.8 CHAIR PERSONS OF FUNCTIONAL COMMITTEES

The FC Chairs shall:

§ 5.8.1 Prepare budgets and obtain required approvals.

§ 5.8.2 Ensure conformance with assigned annual budgets.

§ 5.8.3 Report progress to the BOD on a monthly basis.

§ 5.8.4 Establish goals, milestones, programs, and detailed plans and schedules as required.

§ 5.8.5 Hold periodic meetings of the FCs.

§ 5.8.6 Approve expenditures up to the limit provided in appropriate procedures in consultation with the President.

§ 5.8.7: Work with the President and the assigned Director in resolving significant FC issues.

§ 5.9 ADVISORS to the BOD

The BOD advisors shall:

§ 5.9.1 Provide advice, guidance, and counsel to the BOD.

§ 5.9.2 Attend BOD meetings to the maximum extent possible, or at least review the minutes of each BOD meeting.

§ 5.9.3 Provide recommendations to the BOD for improving operations, governance, and compliance with laws and regulations.

§ 5.9.4 Report recommendations to the General Body.

§ 5.9.5 Be the mediation panel in Concerns Resolution Process and shall obtain outside expertise as required.

§ 5.9.6 Establish and implement procedures for concerns resolution, and obtain concurrence of the BOD.

§ 5.9.7 Report to the General Body annually on the performance of the BOD.

SECTION 6: TRANSFER OF RESPONSIBILITIES

At the first meeting of the BOD following each annual election, all responsibilities of the BOD and all records, assets, cash, and bank accounts, web properties of TELUGU BHARATI shall be transferred to the newly constituted BOD.

ARTICLE V: MEETINGS AND ELECTIONS

SECTION 1: MEETINGS

§ 1.1 ANNUAL MEETINGS: The Annual Meeting of the General Body shall be called by the Secretary of the BOD and shall be held in January of each calendar year. The results of the annual elections are declared in January.

SECTION 2: FREQUENCY OF MEETINGS

The minimum frequency of the various meetings shall be:

§ 2.1 General Body: Every year, unless the BOD Secretary or advisors request a meeting to address a specific issue.

§ 2.2 Board of Directors: Every two months.

§ 2.3 Functional Committee: As decided by the Committee Chair Person.

SECTION 3: QUORUM

§ 3.1 MEETINGS

Attendance at General Body and BOD meetings shall normally mean the physical presence of members; exceptions can be approved on a case-by-case basis by the Secretary.

§ 3.2 GENERAL BODY MEETINGS

§ 3.2.1 ANNUAL: The required quorum for the annual General Body meeting shall be not less than 1/4 (one-fourth) of the members. In the absence of quorum, no business may be transacted and the meeting may be adjourned half an hour after it is called to order.

§ 3.3 BOARD OF DIRECTORS MEETINGS

Not less than two-thirds of the number of BOD members. In the event that the minimum quorum requirement is not satisfied, the Secretary may obtain telephone or e-mail concurrence on emergency issues and enter the same in the records. Advisors do not count towards quorum.

SECTION 4: CONDUCT OF A BOD MEETING

§ 4.1 The President of BOD, or in his/her absence, the Secretary, or in his/her absence, a meeting Chairman chosen by the majority of the members present, shall preside at meetings. The Secretary shall act as Secretary of the meeting, and in the absence of the Secretary, the meeting Chairman may appoint any member to act as Secretary of the meeting.

§ 4.2 Parliamentary procedures shall be followed during TELUGU BHARATI meetings as practical. Any improper conduct or language by a member shall be cause of suspension of the rights of the member during the meeting. The meeting Chairman may also extend non-members the courtesy of the floor for a limited time. All TELUGU BHARATI meetings will be conducted in Telugu or English language.

SECTION 5: NOTICE

§ 5.1 The following minimum advance notification shall be given:

General Body Meeting: 4 weeks recommended (2 weeks minimum).

Board of Directors: One week.

Functional Committees: As per the discretion of the Chair of that particular FC.

§ 5.2 In the event of emergencies, a reasonable notice shall be given for convening the meetings for the members of the General Body and BOD.

§ 5.3 Notification shall be in the written or e-mail form and the notice period shall be evidenced by the date of the postmark or sent time of e-mail.

SECTION 6: ELECTIONS

§ 6.1 The only elected positions shall be those of the members of the BOD and advisors to the BOD. The Secretary of the BOD is responsible for establishing detailed election procedures, which will be approved by the BOD.

§ 6.2 Every member of the General Body is eligible for one vote.

§ 6.3 Effective 2015 election cycle, positions for which elections will be conducted shall be per Sec. IV.2.2.1.

ARTICLE VI: MISCELLANEOUS

SECTION 1: BOOKS AND RECORDS

The records of TELUGU BHARATI shall consist of its Articles of Incorporation, Bylaws and amendments thereof, minutes of all meetings of the BOD, FCs, names, telephone numbers and other appropriate and relevant information of the General Body members, financial records, legal correspondence, historical records, pictures, employee personnel files, and such other records as shall be designated from time to time by the BOD. The records of TELUGU BHARATI shall be maintained in English. The BOD shall establish detailed procedures for providing suitable, safe, and secure place for the custody of these papers and records as well as access controls.

SECTION 2: INVENTORIES

Any inventory of all the items and properties belong to TELUGU BHARATI valued each at more than \$100 shall be maintained. These items shall be kept in a safe and secure place when they are not in use. They shall not be loaned to any member for any purpose. The Treasurer of the BOD is responsible for establishing detailed inventory control procedures, subject to approval by the BOD.

SECTION 3: PAMPHLETS AND RECORDED MEDIA

Books, pamphlets, and recorded media collected by TELUGU BHARATI may be made accessible to the TELUGU BHARATI community under the policies and procedures set up by the BOD.

SECTION 4: AMENDMENTS TO BYLAWS AND THEIR SUSPENSION

§ 4.1 The Bylaws or portions thereof may be amended or repealed or new Bylaws adopted by a 2/3 (two-thirds) majority of the BOD members (not just those present at the meeting), at a BOD meeting duly convened.

§ 4.2 Upon approval of changes by the BOD, the Secretary of the BOD shall revise the Bylaws to incorporate the approved changes, remove any conflicts with the existing Articles/Sections, make any consequential changes and ensure proper numbering, pagination, cross references, etc., and file the revised Bylaws with the Washington Secretary of State with the approval of the BOD.

§ 4.3 For every revision to the Bylaws document a change summary shall be appended to Appendix A, to facilitate version control and tracking.

§ 4.4 If any parts of the Bylaws are to be suspended for a specified length of time, the proposal to suspend said part(s) by the BOD shall require a 2/3 (two-thirds) majority of the members (not just those present at the meeting).

§ 4.5 The Secretary shall keep the General Body informed of the amendments and suspensions to the Bylaws.

SECTION 5: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Nonprofit Corporation Act of Washington or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice. If for any reason, a meeting notice is mailed to more than 5% of the General Body members, said members constituting at least 5% of the general membership shall have the rights to render invalid any proceedings of such a meeting by a notice to the General Body and BOD, within 10 business days after the meeting.

SECTION 7: FISCAL YEAR

TELUGU BHARATI fiscal year will be from January to December every year.

ARTICLE VII: PARLIAMENTARY AUTHORITY

Should any questions of parliamentary authority arise, Robert's Rules of Order will be followed.

ARTICLE VIII: IMPLEMENTATION

The Bylaws or changes therein shall become effective from the date they are approved by the BOD.

ARTICLE IX: CONCERNS RESOLUTION

When an individual General Body member or an employee has a serious concern or issue regarding any aspect of the functioning of TELUGU BHARATI that cannot be satisfactorily resolved by the BOD, a confidential, independent concerns resolution process will be available to resolve those concerns. Advisors to the BOD will take the lead in establishing and conducting the concerns resolution process. Detailed procedures for concerns resolution shall be established by the advisors with the concurrence of the BOD.

APPENDIX A: SUMMARY OF CHANGES

The following should note any summary of changes, to the January, 2015 Bylaws document, made with the approval of BOD at their meeting dated 9th January, 2015.

APPENDIX B – PLEDGES

PLEDGE BY MEMBERS OF THE BOARD OF DIRECTORS AND BOD ADVISORS (TO BE SIGNED AT ASSUMPTION OF OFFICE)

As a member of BOD/Advisor to the BOD, I agree to:

- (a) Abide by the articles of incorporation and the latest Bylaws.
- (b) Speak to and about others, as I would want them to speak to or about me.
- (c) Assume the best (rather than the worst) about other's intention until I have all the facts.
- (d) Listen as an ally (rather than as an adversary) to understand the point of view of others, whether or not I agree with them.
- (e) Speak my own opinion in a way that does not demean others, even if I disagree.
- (f) Speak kindly to others, and avoid aggressive nonverbal behavior and sarcasm when I do not agree with someone.
- (g) Keep confidential what is said in our meetings, particularly when it could be hurtful to any individual.
- (h) Speak with one voice as a team after decisions are made, regardless of my personal opinion.
- (i) Never represent or speak on behalf of BOD outside of our meeting unless authorized to do so.
- (j) I will serve TELUGU BHARATI and fulfill my responsibilities to the best of my abilities. If I am unable to devote sufficient time to meet the requirements of position, I will resign and let others serve in my place.

SIGNED: _____ DATE: _____

ADDITIONAL PLEDGE BY CONTESTANTS FOR ELECTED POSITIONS
(MAY BE SUPPLEMENTED AS NEEDED)

I am contesting for the position of _____ in the elections being conducted for the year _____. I hereby make the following declarations:

- (a) I have duly completed the nomination form provided by TELUGU BHARATI.
- (b) I have reviewed and am familiar with the Articles of Incorporation and the current Bylaws and agree to abide by them if elected.
- (c) I will comply with the directives and decisions of the General Body and the BOD
- (d) I shall not engage in personal attacks or religious bigotry
- (e) I have satisfied the eligibility requirements for the position I am contesting.
- (f) None of the members of the BOD for this year are my spouse, siblings, parents or children.
- (g) If I am elected, I will accept any responsibility assigned to me by the BOD or the President (for General Body).
- (h) I agree to abide by the decision of the Election Committee if there are any concerns or issues regarding the election process.

SIGNED: _____ DATE: _____

APPENDIX C – LIST of PROCEDURES

Additional procedures that are considered necessary for the smooth operation of TELUGU BHARATI shall be established at the discretion of the BOD and notified to the General body.