

By-Laws

Name

The name and the title of the organization shall be "Piedmont Area Telugu Association", henceforth referred to as PATA. It shall be a not-for-profit organization registered under the laws of the State of North Carolina.

Objectives and Purpose

The purposes for which Telugu Association of Greater Charlotte Association is organized are:

- To preserve, maintain, perpetuate and promote the heritage of people interested in Telugu culture.
- To foster friendship and understanding among people interested in Telugu culture.
- To promote and encourage Arts and Cultural activities of Telugu language.
- To assist and propagate cultural, educational, social and community affairs of the members.
- To preserve and propagate Telugu cultural heritage amongst future.
- To raise, solicit, collect and disburse funds, charities, and donations for cultural, educational, and charitable purposes either directly or in cooperation with other not-for-profit organizations in the U.S. and abroad.

Membership

Any person who subscribes to the objectives and purposes of PATA is eligible for membership. Membership is for one year, beginning on April 1st and ending on March 1st of the following year. The categories of membership shall be 1) Single, 2) Family, 3) Youth and 4) Honorary. Applicants for the membership shall be at least 18 years of age and should submit an application in the format approved by the Board of Directors of PATA along with required dues. Membership application needs to be approved by at least one Director of the PATA.

Single Member: Single membership shall be open to any person who fulfills the requirements as defined in Section 3.0 of the By-Laws.

Family Member: A family membership shall be open to any family which fulfills the requirements as defined in Section 3.0 of the By-Laws. A family is defined as husband, wife, dependent children and dependent parents.

Youth Member: Telugu speaking youth between ages 18 and 25 years fulfilling the requirements defined in section 3 of the By-Laws is eligible for a youth membership.

Honorary Member: Any person who served the Telugu community with honor and distinction may be elected as an honorary member upon the unanimous vote of the Board or by a two thirds vote of the members present during voting at any general body meeting of PATA.

The annual membership dues shall be determined by the Board of Directors. There shall be no part year dues and dues are non-refundable except when the application for membership has been rejected.

Eligible voting members who are in good standing at least sixty days prior to the voting shall have the voting privileges on all matters presented to the general body. Single and Youth members shall have one vote; family member shall have two votes (one for each spouse). Honorary members shall not have any voting privileges.

Any member of PATA who has demonstrated an activity against the objectives and purposes of PATA shall be served with a maximum of two notices. A failure to respond to such notices or provide a suitable explanation to Board of Directors may result in suspension or revocation of his/her membership. The action of the Board of Directors may be over ruled by a vote of two-thirds of the voting members present and voting at a general body meeting.

Organization

General Body

The general body shall be composed of all the voting members and shall determine the basic philosophy of PATA and set all policies. The general body shall have the right to amend the Articles of Incorporation and the by-laws and to elect and recall Directors.

Board of Directors

The Board of Directors of PATA shall consist of Nine Directors, Five of which hold Executive positions described below and Four are members at large. The executive positions shall be President, Vice-President, Secretary, Joint-Secretary and Treasurer. The term for the office of the Board of Directors shall be 2 years or until their successors have been chosen. The term shall begin on April 1st of the election year. The Board of Directors shall have the general supervision of the affairs of the PATA. It shall have the control of all properties and funds belonging to PATA.

President

The president shall preside at all the meetings of PATA and shall perform such duties as custom parliamentary usage requires. The President shall be the chairperson of the Board of Directors and an ex-officio member of all the committees of PATA and subsequent Board of Directors.

Vice-President

Vice-President shall assist the President in all matters pertaining to PATA and shall assume the duties of President in his/her absence.

Secretary:

The Secretary shall be the custodian of the seal of PATA and all records and papers belonging to PATA except those that properly belong to the Treasurer, keep minutes of all meetings, maintain a correct list of all members with the help of the Treasurer and give a proper notice of all general body meetings to the members of general body.

Joint-Secretary:

The Joint-Secretary shall assist the secretary and assume the duties of the Secretary in his/her absence.

Treasurer:

The Treasurer shall receive all monies for PATA and shall be the official bookkeeper of all PATA finances. He/She shall submit the accounts to such examinations as the Board of Directors may direct. The Treasurer shall prepare any financial reports, prepare tax returns and submit as needed.

Founding Members

Following members of PATA are recognized as the founding members and shall have executive authority equivalent to a Director for a period of one year from the date of incorporation. After such period all granted authority shall be revoked.

Activities

PATA shall organize its year round activities to best fulfill the objectives and purposes of the organization.

Meeting

Board of Directors shall meet at least 6 times between April 1st and March 31st of the following year. The quorum for such a meeting shall be six attendees. A Director who is absent for two consecutive meetings without a valid or approved reason ceases to be a member of the Board of Directors. There shall be one annual general body and this shall coincide with Budget presentation.

Special meetings of the general body for any purpose or purposes may be called by the President or the Board of Directors and shall be called at the request of 1/3rd of members and shall require as quorum of 2/3rd of members. The notice for such a meeting shall state the purpose or purposes of the meetings called for. The meeting shall be held within 4 weeks from the date of the notice of such request from the members of the association.

Elections

In the year of incorporation the Board of Directors is elected by founding members at a scheduled meeting. For subsequent election years, the following shall be the process.

Election process

The Board of Directors shall appoint an election committee consisting of 3 members. No current Director can be a member of the election committee.

The secretary shall provide a list of eligible members to the election committee at least by February 5th. The election committee shall call for nominations by February 15th of the election year. Anyone who wishes to serve can fill out the nomination form and shall be nominated and seconded by two eligible voting members and give it to the election committee.

Elections shall be held on a day determined by the election committee such that new Board of Directors shall be decided and take office by April 1st.

The election committee shall call for a transition meeting with the existing and newly elected Board of Directors shortly after the elections. The out-going Board of Directors is legally bound to transfer all assets, including documents, financial statements that belong to PATA to the in-coming Board of Directors.

The election committee dissolves after the formation of the new Board of Directors.

PATA Board of Trustees:

1.0 DEFINITION AND COMPOSITION:

- A. The Board of Trustees (BOT) shall consist minimum of three (3) and up to five (5) members.
- B. Out of these five members, without involving any general election procedure, one (1) trustee shall be appointed by the current executive committee. For the long term benefit of the organization, this position is filled from among all founding members, patrons or life members that have been members for at least two years and retained good standing, priority shall be given to life Members of PATA based on their volunteer contributions to the PATA events and organizations growth in general.
- C. The immediate past President will be an official member of the BOT. If the immediate past president is not interested in becoming a member of BOT, Executive Committee (EC) will fill that position with another past president, founding member, patron or life member. A majority vote within the Executive Committee is required for this purpose.
- D. The President of the current term Executive Committee shall automatically be part of the board of trustees for the elected term.
- E. The remaining two (2) positions are filled by regular election process occurring once every two years.

- F. All BOT members shall be founding, life or patron members of PATA and current residents of the Piedmont Area.

2.0 Election for Board of Trustees (2 positions):

The election of two BOT members in shall be done as follows: Every two years the election shall be called for two positions. If for any reason, the Executive Committee chooses not to appoint trustee; election shall be conducted for such position, following the same procedures as in the other category. The election for BOT should be conducted at the same the time as EC elections and should be completed before April 1st once every two years as stated in bylaws of PATA.

3.0: BOARD OF TRUSTEES ROLE:

The board of trustees shall follow to the best of their ability in upholding the constitution and bylaws of the PATA. BOT shall have oversight on Executive Committee to ensure that PATA remains highly respectable in the community, scandal free and financially viable organization. Promptly resolve or help to resolve any major issues or conflict as they become evident. Each BOT member may have a specifically identified or defined long-range area of focus objective, such as:

- Financial Audit
- Membership Audit
- Social Promotions
- Cultural Promotions
- Sponsorships and covenants
- Fund-Raising
- Community Outreach
- Conflict Resolution.

4.0: TERM OF A BOT MEMBER:

- A. Every BOT member is elected for a 2-year term.
- B. The Immediate past President shall serve in the BOT for only one EC term as a Chairman, if elected by majority BOT vote.
- C. No BOT member can serve a third consecutive term.
- D. There shall be a gap of at least one year after two consecutive terms on BOT.

5.0: MEETINGS & ATTENDANCE:

- A. BOT shall have a minimum of 4 meetings in a year. One every quarter and at any additional time as deemed necessary to review status of the key activities of the organization.
- B. Every member of BOT is expected to participate in all the meetings called. Any possible absence may be conveyed in advance to rest of members or attempt should be made to be available via telephone or conference call.
- C. Non-participation in two (2) consecutive meetings or 50% of the total meetings without proper cause and excuse by the BOT is a reason for review and replacement with a suitable candidate as recommended by Executive Committee operating during that year.

6.0: FORMATION:

- A. All board of trustees equally responsible in performing the duties in organizing and conducting meetings as needed.
- B. The trustees will elect a Chairman by a majority vote every two years among themselves, and such positions shall have a term of two (2) years.
- C. The Immediate Past President is automatically eligible to hold Chairman position of BOT as long as the majority vote from trustees is in favor.
- D. Board trustees shall assign responsibilities among themselves to the specific roles to fulfill the role of BOT as defined in section 3.0
- E. No BOT Chairman can serve more than two consecutive years (one term).
- F. For the first term in 2016 the BOT shall start with total of three (5) trustees because of the missing election time period prior to April 1st.
- G. In future if there are not enough nominations received for BOT positions, EC has right to appoint the positions or decide to go with minimum formation of the BOT, whichever is decided by the majority of vote in EC meeting.

7.0: DUTIES and RESPONSIBILITIES OF TRUSTEES and BOT:

A. Responsibilities:

- 1. The BOT's main responsibility is fiduciary in nature. BOT will periodically review the financial status, assets, budget, membership lists etc. along with President, Secretary and Treasurer of PATA.
- 2. The BOT shall oversee the function of the organization, ensuring that the core values and purposes of the organization are reflected in the operational process.
- 3. The BOT shall perform the task of developing public policy that adequately promotes the values of the organization and also ensures that all interaction with the wider community is conducted in a manner that is in keeping with Articles of Organization & Bylaws.
- 4. The BOT will oversee the mission; provide a vision; a long-range planning; financial viability including fundraising, and conflict resolution of PATA affairs, but not daily and routine operations of PATA.
- 5. The BOT is responsible for ensuring smooth transition when a new EC takes office, sale of PATA capital assets when needed, and guiding the EC as mentors to ensure that PATA is governed as per the PATA Articles of Organization and Bylaws.
- 6. BOT members may also represent PATA to enhance the image of PATA in other organizations when such requests are made.
- 7. BOT is responsible to form the following three committees to ensure proper checks and balances are in place running the PATA organization:
 - i. Election Committee to conduct BOT election once every two years
 - ii. Election Committee to conduct EC election once every two years
 - iii. Audit Committee to Review Financial Records once every year
 - iv. Membership Verification Committee to review the memberships
- 8. BOT is responsible to preserve the existence of the PATA and shall work actively with EC in maintaining the harmony with the community and is also responsible in addressing any activities taking place in the community that might damage the image of PATA.

B. Voting Privileges:

BOT shall have voting privileges along with the EC members on matters relating to:

- 1. Articles of Organization and Bylaws and Amendments.
- 2. Election policies and procedures.

3. Long term purpose, mission and objectives of PATA as outlined in the Articles of Organization and Bylaws.
4. Removal and suspension of any member including committees.
5. Financial decisions where expenses for PATA exceeding \$15,000.00
6. Honoring the individuals who are serving the Telugu community and community at large in the Piedmont Area.

Budgets, Finances, and Auditing

The Board of Directors shall prepare the annual budget and publish it by end of June.

The Treasurer shall open a Savings and Checking account for PATA at any federally insured financial institution. Checks for disbursement of funds up to \$500 shall require only one signature that of the treasurer. Checks for amounts exceeding this require two signatures, one of Treasurer and one the President.

Any budgeted item exceeding \$1000 or unbudgeted expenditure exceeding \$500 shall require approval of the Board of Directors.

There shall be an interim financial report presented to Board of Directors at scheduled meetings and an annual financial report to the General Body. There shall be an annual audit of PATA accounts.

Amendment of By-Laws

The Board of Directors shall have the power to make, adopt, alter, amend and repeal, from time to time, by-laws of PATA by two-thirds vote of the full Board of Directors in a duly convened meeting, except by-laws dealing with number, composition and election of Board of Directors. Any amendments made by Board of Directors can be overruled by a special meeting.

Any amendments to exceptions noted above shall require approval of general body.

Amendment of Articles of Incorporation

Articles of Incorporation may be altered, amended or repealed pursuant to the procedure stated below:

The Board of Directors may propose an amendment to the Articles of Incorporation by two-thirds vote of the full Board of Directors without the use of proxy voting in a duly convened meeting of the Board of Directors.

Any member of the PATA who is entitled to vote may propose an amendment to the Articles of Incorporation provided the proposal is supported by at least 15% of the eligible members.

Any proposed amendment shall remain on file with the Secretary for at least sixty days before it may be acted upon.

During the sixty day period, the matter shall be brought to the attention of the voting members of PATA at least thirty days prior to the meeting during which the proposal will be acted upon.

All proposed amendments will be submitted to the committee designated by by-laws to review the amendments to the Articles of Incorporation before they are submitted to the members.

Such proposed amendments may be passed by a written ballot only at a regular or special meeting at which at least two-thirds of eligible members are present. Such proposal shall be deemed approved if approved by at least two-thirds of the majority.

No amendments shall change the purpose and objectives of PATA nor authorize the Board of Directors to conduct affairs of PATA in any manner inconsistent with North Carolina law or IRS.

Liability

Directors of PATA shall not be personally liable, either directly or indirectly, to either the association or its members for monetary damages for breach of fiduciary duties unless the breach involves 1) a Director's duty of loyalty to PATA; 2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; 3) a transaction from which the Director derived an improper personal benefit. Any repeal or modification of this article shall be prospective only and shall not diminish the rights or expand the personal liability of the Director with respect to any act or omission occurring prior to the time of such repeal or modification.

Powers

Except as otherwise limited by the articles of incorporation or the Bylaws, the corporation shall have all the powers of a not-for-profit organization registered under the laws of North Carolina.

Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable and religious purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.