



TELUGU ALLIANCES OF CANADA (TACA)

A Not for Profit Organization

GENERAL CONSTITUTION

Prepared By
TACA Founders Committee
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TELUGU ALLIANCES OF CANADA (TACA)

General Constitution

Mission Statement:

Whereas the need exists for cohesive action on the part of the people of Telugu origin residing in Canada , it is hereby resolved that a not-for-profit organization be formed to establish Telugu literacy and cultural activism, to build and maintain and promote understanding and cooperation between Telugu and all peoples, to provide financial aid to philanthropic educational and scientific institutions, and to perform any other charitable activities related to the scope of these activities. To promote better communication among the TACA members, and to organize other functions as required, this will involve the participation of the TACA members and to fit into the Canadian Society.

These Bylaws govern the affairs of the **TELUGU ALLIANCES OF CANADA.**, a non-profit organization (**TACA**) organized under Ontario corporation laws and all other applicable province or federal laws, as they may be from time to time amended (the Law).

Article I. ORGANIZATION

Section 1.01 **Name and Incorporation:**

TACA registered under Ontario Corporation act with registration number 1832244 in 2010. It is incorporated as non-profit organization in the province of Ontario, Canada, shall known as the Telugu Alliances of Canada. It owns the patent to operate under TACA trade name.

Section 1.02 **TACA Area (Geographical Area of TACA):**

The area represented by the TACA shall be the Toronto and all other parts of Toronto and neighboring cities of Ontario (TACA Area).

Section 1.03 **Principal Office:**

The principal office of TACA shall be located within the Commonwealth of Toronto and neighboring cities in Ontario. The current TACA Board of Trustees (**BOT**) shall determine the physical location and mailing address of the office. TACA shall not have other offices anywhere else.

Section 1.04 **Registered Office:**

TACA shall comply with the requirements of the Law and maintain a registered office.

Section 1.05 **Official Corporate Seal and Logo:** EC

shall maintain corporate seal.



Section 1.06 **Affiliation:**

TACA shall not be affiliated with, or a member of, any other national or international Telugu associations/organizations unless such membership has been deemed appropriate by either the Governing Board or General Body and is approved by the majority vote of such affiliation or membership.

Section 1.07 Meeting/Event Venues:

The location of TACA meeting and event venues shall be determined by the President of TACA upon the advice and consent of the EC.

Section 1.08 Fiscal Year:

The fiscal year of TACA shall begin on November 16th, and end on November 15th of each year.

Article II. OBJECTIVES

Section 2.01 **General:**

The objective of TACA is to establish Telugu literacy and cultural activities, to build and maintain a Telugu library, to create and promote understanding and cooperation between Telugu and all peoples, to provide financial aid to philanthropic educational and scientific institutions, and to perform any other charitable activities related to the scope of these activities, including but not limited to:

- 1) To preserve, maintain, and promote social and cultural heritage of the Telugu speaking people living in Canada.
- 2) To assist, advance, organize, and promote cultural, literary, educational, socio-economic, health, and community affairs of the Telugu speaking people.
- 3) To serve the local communities, encourage Telugu youth to become involved in local humanitarian service acts, and to foster friendship between Telugu people and other non-Telugu speaking people.
- 4) To promote and address women, youth and senior citizen issues in the context of cultural, literary, educational, socio-economic, health and community affairs of the Telugu-speaking people in the community.
- 5) To create opportunities for the cultural exchange between people living in the Canada, India and rest of the world wherever people of Telugu origin resides.
- 6) To encourage awareness of and promote Telugu culture among Telugu youth.
- 7) To serve as a central resource for all social, cultural, and humanitarian issues related to the Telugu community in Canada.

Section 2.02 **Collaboration:**

TACA Governing Board shall collaborate with other non-profit organizations on Telugu literary, social, cultural and educational activities so long as their objectives are in line with those of TACA as written in these Bylaws. Any proposed collaborative work where TACA funds, members and/or manpower will be involved requires that a well-defined plan accompanied by a contract be proposed to and approved by the Governing Board, prior to the signing of TACA as a party.

Section 2.03 **Financials:**

TACA Governing Board shall raise, solicit, collect and disburse funds, charities and donations for social, cultural, educational and humanitarian purposes either directly or in cooperation with other registered non-profit organizations in Canada,. Exceptions to this may be made with a majority vote of the Governing Board.

Section 2.04 **Non-Profit Organization:**

TACA Governing Board shall carry out all, and only, such lawful activities which a non-profit organization organized for non-political, non-religious, non-sectarian, social, literary, cultural, humanitarian and educational purposes within the meaning of the Internal Revenue Code (or the corresponding provision of any future Canadian revenue Law) is required to do. The EC shall maintain an updated and complete list of all the financial records and assets of TACA within the meaning Of the Internal Revenue Code. The BOT will ensure that all the activities of TACA fall within the definition of a non-profit organization (non-political, non-religious, social, literary, cultural, humanitarian and educational purposes).

Section 2.05 **Non-Discrimination Policy:**

The organization and its members shall not discriminate against any individuals on the basis of race, color, creed, religion, national origin, gender, education, occupation, sexual orientation, and age.

Article III. AMENDMENT OF ARTICLES OF ORGANIZATION OR BYLAWS

Section 3.01 Submission of Proposals to Amend:

- 1) Any TACA Life or Patron member may, at least two months prior to the General Body meeting, submit by registered/certified mail, proposals to amend the Articles of Organization and Bylaws to the Secretary along with an explanation of such need for the amendment.
- 2) Such proposal for a change to the Articles of Organization may be brought before the General Body upon a majority vote of the Governing Board or by a petition to the Chairperson of the BOT, signed at least by 50% Life Members of TACA.
- 3) Any member of the Governing Board (BOT or the EC) may also submit before the General body proposals to amend the Articles of Organization and Bylaws as long as such proposals are approved by the Governing Board upon considering a satisfying explanation of such need for the amendment.
- 4) Secretary shall provide members with notice of the proposed amendments via e-mail or mail and additionally post such notice on the TACA website at least four weeks prior to the General Body meeting.
- 5) Prior to any vote of the Governing Board, proposed amendments may be referred, for further review, to the Articles of Organization and Bylaws Committee appointed by the Governing Board, as deemed appropriate.

Section 3.02 Vote by General Body and Approval:

- 1) The Articles of Organization can be amended only by the General Body with a simple majority of quorum, as tallied by the President or his/her appointee, at a properly called General Body meeting approving the amendments.
- 2) The approved Amendments shall be communicated via e-mail or postal mail, and additionally via the TACA website, within four weeks of such approval.
- 3) After adoption, the amendment or change shall become effective immediately, unless otherwise specified in the measure adopted.
- 4) Any such adopted amendment is considered final upon its adoption.

Article IV.MEMBERSHIP

Section 4.01 Definition and Privileges:

There are three different types of membership in TACA, as defined below:

- 1) **Annual Memberships:** are applicants who have paid the prescribed annual membership dues, and enjoy all privileges of TACA membership. The following are sub-types:
 - a) **Family Membership:** Is defined as an individual, his or her spouse, and their children of 17 years or less. The annual dues need to be renewed every year to maintain membership status. Family Memberships are encouraged to become either student or individual Members as they turn 18 years of age.
 - b) **Single Membership:** Is defined as membership by an individual. The annual dues need to be renewed every year to maintain membership status.

- 2) **Life Membership:** are applicants who have been approved by majority vote of the Governing Board and have paid the prescribed Life Membership dues. Life members enjoy all privileges of TACA membership, including voting privileges and the ability to run for any organizational position.
 - a) The life membership dues shall be a onetime payment. Annual Membership may be converted into a Life Membership by paying an additional fee (the difference between the Annual Membership and Life Membership).
 - b) The Governing Board shall approve or disapprove of a Life Membership application within 30 days of receiving the application.
 - c) Life Members can hold their membership in TACA, as long as TACA exists as an organization.

- 3) **Patron Membership:** is an individual or family applicants, aged 18 or older, who have donated to TACA an amount equaling or exceeding \$1,116 to the Life Membership Fund. In addition to enjoying all of the rights and privileges of Life Membership, such members also obtain the distinction of being Patron Members.

Section 4.02 **General Notes and Life Membership Funds:**

- 1) Life members may be entitled to special privileges as determined by the Governing Board.
- 2) Governing Board is authorized to change membership dues for new members as appropriate as conditions demand from time to time.
- 3) No business entities, institutions or organizations are or will be accepted as any kind of members.
- 4) Money received from Life Membership dues and Patron contributions are to be kept in a trust fund (**Life Membership Fund**) that is approved by the BOT.
- 5) The Life Membership Fund will be kept in accounts under the control of the BOT.
- 6) Only the chairperson of BOT has the signing authority for these funds.
- 7) If a loan or payment from these funds is ever necessary, the Chairperson shall take the approval from the majority of the Trustees in a BOT meeting.
- 8) Only the interest accrued from these funds can be used for operating expenses of TACA with the approval of the Governing Board. The chairperson of the BOT shall transfer the interest upon a formal request from the EC.
- 9) If no request is made for such funds transfer, the interest shall be added to the principal and shall not be carried over to the next year.

Section 4.03 **Eligibility:**

Any Telugu speaking or Telugu origin person, aged 18 years or older, is eligible to apply for membership in TACA, provided that he/she:

- 1) Subscribes to the objectives of TACA and agrees to abide by the Articles of Organization and Bylaws of TACA.
- 2) Pays the dues, fees, and assessments established for their class of membership by the Governing Board as they may be amended from time to time.
- 3) Submits a complete TACA membership application form.
- 4) Resides in the TACA Area.

Section 4.04 **Membership Dues & Cut-Off Dates:**

Annual membership dues are payable in March-April (during the UGADI function) but accepted throughout the year. Annual, Life and Patron Membership dues or donations must be paid no later than June 30th (**Cut-Off Date**) to become eligible to vote in the elections conducted in that year.

Section 4.05 **Limitations, Dues, Fees and Assessments:**

All members shall pay the dues, fees, and assessments established for their class of membership by the Governing Board as they may be amended from time to time. The Governing Board will publish the current schedule of dues, fees and assessments on TACA'S web site at www.TeluguAssociation.Ca. Whenever the Governing Board votes to change the dues, fees and assessments for membership in TACA, the Secretary shall also notify all of the members.

Any annual member may renew membership by paying the prescribed dues, fees, and assessments prescribed from time to time by the Governing Board and submitting an application for renewal of membership. TACA Membership is not transferable, and membership dues are not refundable for any class of membership.

Section 4.06 **Membership Verification:**

The Governing Board reserves the right to verify any or all new membership applications. If the Board determines that additional information is required for any or all applicants, then it may seek a copy of government issued valid ID, such as a Driver's License or Passport of that particular applicant. The applicant shall provide his/her valid ID upon the request of the Governing Board. If the applicant refuses to provide a proof of Identification, then his/her application shall be rejected and the application fee will not be refunded. Such fee will instead be applied towards processing. A disclaimer shall be printed on the membership application form.

Section 4.07 **Membership Forms and Processing:**

- 1) The Governing Board shall approve a proper application form for membership. Any changes to the form shall be approved by the Governing Board.
- 2) Membership forms will be available on TACA website (www.TeluguAssociation.Ca) in PDF format and also be available at various TACA events registration desk on a printed format.
- 3) All the membership applications along with payments are submitted to the Secretary.
- 4) Secretary shall submit all the membership fees to the treasurer along with the details for deposit and accounting purpose.
- 5) The Secretary shall submit a list of new applicants to the Governing Board and to the Membership Verification Committee on a monthly basis.
- 6) No approvals or denials are notified to the applicant prior to the verification of their applications by the Governing Board.
- 7) All membership forms will be evaluated by the Membership Verification Committee (one of the sub-committees established by the BOT) processed and duly informed to the potential members of their decision within 30-days of receipt of such form.

Section 4.08 **Member's Responsibility:**

- 1) It is member's responsibility to provide a valid mailing address, primary and/or secondary email address, and a Home Telephone or Cell Phone number along with the submitted membership application.
- 2) Any membership application without the above data (detailed above in paragraph (A) of this Article) will be rejected, and any accompanying fees will be classified as an event admission price paid, should such funds be received during a TACA event, with any and all remainder, or the whole of the funds in the case of a regular application, deemed an anonymous donation.
- 3) It is member's responsibility to keep the Secretary of the TACA informed if there is any change of his/her (member's) address, email and telephone contacts.
- 4) Any member that fails to provide/update his or her valid postal and/or email address waives his or her right to receive any official or unofficial notifications of TACA.

Section 4.09 **Disciplinary Action:**

- 1) Activities against the purposes and objectives of the organization as defined in the Articles of Organization and Bylaws, shall constitute grounds for suspension and/or revocation of membership. These allegations shall be communicated to the member by the EC by email and/or by a certified mail. The accused member shall then be entitled to a hearing by the Governing Board on such charges. To secure a hearing, the accused member shall send a request in writing by certified mail to the secretary. The Governing Board shall call a hearing within thirty (30) days from the receipt of the request for hearing. Failure by the accused member to participate in the hearing shall result in automatic suspension or revocation of membership. The Governing Board or a committee designated by the Governing Board to handle a matter involving sanctioning, suspension, or expulsion may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice shall be in writing and delivered at least 15 days prior to the hearing. However, shorter notice may be deemed adequate if the Governing Board or a committee designated by the Governing Board to handle a matter involving sanctioning, suspension, or expulsion determines that the need for a timely hearing outweighs the prejudice caused to the member and if a statement of the need for a timely hearing is included in the notice. If mailed, the notice shall be sent by email and/or certified mail.

- 2) The Governing Board may impose reasonable sanctions on a member, or suspend or expel a member from TACA, for good cause after a hearing.
- 3) Good cause includes the default of an obligation to TACA to pay fees or dues, any actions directly or indirectly against TACA or a material and serious violation of the TACA's Articles of Incorporation, Bylaws, policies, or of province or federal law.
- 4) Crimes Involving Moral Turpitude: Conviction of a member for any criminal offense involving moral turpitude shall constitute reason for automatic revocation of membership. In such a case, a notification letter of revocation to the affected member shall be required, and no hearing shall be required.
- 5) The Governing Board may delegate powers to a standing or ad hoc committee to conduct a hearing, make recommendations to the Governing Board, or take action on behalf of the Governing Board.
- 6) The Governing Board, or any committee designated by the Governing Board to handle a matter involving sanctioning, suspension, or expulsion, may impose sanctions, suspend a member, or expel a member by vote of a majority of the Governing Board, or such authorized committee, who is present and voting.

Section 4.10 Resignation of Membership:

Any member may resign from TACA by submitting a written resignation to the Secretary. The resignation will be processed by the Governing Board, and the member will be informed of the decision within 30 days of the receipt of such letter. A member's resignation shall not relieve the member of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid prior to the effective date of the resignation. The decision of the Governing Board is final in all such situations.

Section 4.11 Reinstatement of Membership:

A former member may submit a written request for reinstatement of membership. The Governing Board or up on the request of the Governing Board, the Election Committee designated by the Governing Board to handle the matter may reinstate membership on any reasonable terms that the Governing Board or the Election Committee deems appropriate.

Section 4.12 **Transfer of Membership:**

Membership in TACA is not transferable or assignable. Membership automatically terminates upon the dissolution of TACA or the death of a member. In case of separation/divorce, the family membership is automatically converted to two individual memberships for the original family members (individual and spouse). Thus, either of them has a right to resign only their individual membership but not both.

Section 4.13 **Voting Privileges:**

- 1) Each Life Member and Patron Member, as a member in good standing (and who paid their membership dues by cutoff date), shall have vote.
- 2) Each member who has continuous annual membership in TACA for three years including election year. For example, If a member need to vote in 2011 elections, that member should have valid and good standing (and who paid their membership dues by cutoff date), membership in 2009, 2010, and 2011. These memberships should be joined by June 30th (cut off dates) of those years.
- 3) In case of divorced or legally separated families, the voting rights shall remain with the original partners unless advised otherwise by them in writing after the date of separation or divorce with mutual consent.
- 4) Student Member or anyone (comes under family membership) under age 18 shall not have any voting privileges.

Section 4.14 **Waiver of Interest in TACA's Property:**

All real, personal, and intangible property, including all documents, data, literature, books, decorations, banners, presentations and improvements located on the property, acquired or developed by TACA shall be owned by TACA. A member shall have no interest in any property of TACA. Each member hereby expressly waives the right to require partition of all or part of the TACA's property.

Article V. FINANCES AND ASSET MANAGEMENT

Section 5.01 **Financial Responsibility:**

TACA's income shall be derived from the membership dues, donations, sponsorships, and grants from members, corporations, vendors, foundations/friends of TACA, and from varieties of other revenue generating events, functions and fund raisers.

The EC shall demonstrate utmost responsibility in managing and maintaining TACA's funds and assets.

This information will be passed on to the successive EC when new election terms begin, with full details and necessary supporting documents.

The EC shall present/submit a written annual financial report to the General Body during the Annual General Body meeting. All funds of the TACA shall be deposited to the credit of TACA in banks, trust companies, or other depositories that the Governing Board approves/selects.

Section 5.02 **Categories of Funds:**

TACA funds shall be categorized and maintained as follows:

- 1) **General Funds:** These funds are generated from annual membership dues, TACA functions, gifts, or donations when such functions, gifts and donations generate revenues to be used expressly for general or unrestricted purposes. These funds may be utilized to fund TACA's day-to-day activities or any purposes necessary for fulfilling the goals and objectives of TACA.
- 2) **Restricted Funds:** These funds are generated and received expressly for specific purposes or given by donors for specific causes.
 - a) These funds may be used only for the purposes for which they are collected and/or as stipulated by the donors.
 - b) Life Membership dues and Patron Membership donations are treated as restricted funds, and only the interest income from these funds may be accessed for the support of TACA's day-to-day activities.
- 3) **Endowment Funds:** These funds may be created to provide a long-term financial strength to TACA.
 - a) Endowment funds may be restricted depending upon the nature of the fund and the wishes of the donor.
 - b) Endowment funds shall be maintained in a separate investment account. Only the interest income of the restricted endowment funds may be accessed for the purposes specified by the endowment donors.
 - c) The interest income of the endowment funds may be accessed for the general support of TACA's activities.

- d) Only under extenuating circumstances like legal, following the recommendation of the EC, the BOT, by a majority vote may authorize the use of a portion or the whole endowment fund for supporting TACA.

Section 5.03 Operational Management of Funds and Assets:

The EC shall be accountable to the BOT for all funds collected on behalf of TACA.

- 1) Any such funds shall remain under the control of the EC and shall be dispersed in consultation with and recommendations of, the chairperson of any TACA subcommittee following normal business practices of TACA in meeting its entire financial obligation for any day to day activities necessary to keep the organization functional.
- 2) All invoices received in the name of TACA or expenses incurred on behalf of TACA shall have to be claimed within 6 weeks from the date of incurring any such expense. Payment of any such invoices received above shall have to be accompanied with a detailed statement that includes purpose for which such expense was incurred.
- 3) All the payables over \$100 per incident or per single vendor or individual must be approved by the EC.
- 4) The President or the Treasurer is authorized to issue checks on behalf of TACA. However, no check can be issued without proper receipts and written documentation with statement of purpose.
- 5) Members of the Governing Board and the Audit Committee have the right to audit all financial transactions.
- 6) The final annual report, reviewed by the CPA shall be prepared by the Treasurer and be fully voted upon by the EC members.
- 7) Any check over \$500 value shall be signed by both President and Treasurer.

Article VI. TACA —ORGANIZATIONAL COMMITTEES

Telugu alliances of Canada (TACA) organizational structure basically consists of Founders committee (**FC**), Executive Committee (**EC**), Board of Trustees Committee (**BOT**), standing committees and election committee. Executive Committee and Board of Trustee committee will be elected where as standing committee and election committees are nominated. "Founders committee" is the committee who founded TACA, and exists along as TACA exists.

Section 6.01 Founders Committee (FC):

Few likely minded members from Telugu community formed an association called Telugu alliances of Canada (TACA) and registered as nonprofit organization. These members deposited faith deposit of \$15,000 to show their faith on the organization, to show their commitment to the objectives of the organization, and strengthen TACA financially. These are considered as permanent Foundation members of this Organization. Foundation members pledged to protect TACA from any unforeseen difficult circumstances in future, otherwise all hard work they put in these years to form the association will go waste. Please refer Annex 2.0 for the Founders committee.

1) RESPONSIBILITIES

- a) Founding members are permanent as long as the organization exists.
- b) Founding committee help the process and makes viable decision if there is any conflict occurs between the EC and BOT or memberships or elections and its decision is final.
- c) Founding members take the decision for any items related to TACA like outside involvement /ownership/ etc., keeping in view of its dignity. This is purely on the organization external affairs related interference only.
- d) Founding members shall oversee the function of the organization, ensuring that the core values are fulfilled and be good supportive and encouragement given to EC/BOT for their operations.
- e) Founders committee maintains the assets owned by TACA.
- l) Founders committee if guarantee is given for the assets bought for TACA can maintain those assets.
- g) In the case of resignation or deceased or left the country permanently by any founding committee member, new permanent member will be chosen by the majority of the existing foundation committee. Preference will be given to the outgoing member family.
- h) If any member in the Foundation Committee acts against the objectives of TACA and its constitution, he or she can be removed based on the majority among the existing founding committee and the removal procedure will be dictated by the same members.
- i) Foundation committee Chair will be elected once a year with the simple majority on the committee.

Section 6.02 Governing Board:

The Governing Board consists solely of the BOT and EC. For all matters regarding TACA, Governing Board is and shall act as and be the TACA Board of Directors. The following constraints apply to Governing Board:

- 1) Members of the Governing Board are prohibited from receiving any financial compensation from TACA and are forbidden to gain financial benefits by virtue of their elective offices within TACA.
- 2) Tangible services offered, such as food provided at TACA events and programs, are exempted from (a) above if vendors are approved by a majority of the Governing Board or the EC, in accord with section 8.05 of these Bylaws.
- 3) Violation of this policy will result in an immediate suspension followed by an inquiry by a committee appointed by the Governing Board.
- 4) This special committee, appointed by the majority of the Governing Board shall remove the member(s) under investigation if the evidence justifies such removal.

Section 6.03 Board of Trustees (BOT):

1) DEFINITION AND COMPOSITION

- a) The BOT shall consist of minimum three (3) members to maximum five (5) members.
- b) All BOT members shall be Life or Patron Members of TACA and residents of the TACA Area.

2) ROLE

- a) Each BOT member may have a specifically identified or defined long-range area of focus objective, such as Social, Cultural, Disciplinary and Conflict Resolution, Finance, Membership Drive, Fundraisings, Community Outreach. Periodical reports will be submitted to rest of BOT members.

3) TERM OF A BOT MEMBER

- a) Every BOT member is elected for a two (2) year term.
- b) There shall be a gap of at least one year after two consecutive terms.

4) MEETINGS and ATTENDANCE

- a) BOT shall have a minimum of 4 meetings in a 12-month period.
- b) Every member of BOT is expected to participate in all the meetings called. Any possible absence may be conveyed in advance to the rest of members or attempt should be made to be available via telephone.
- c) Non-participation in THREE consecutive meetings or 50% of the total meetings without proper cause and excuse by the BOT is reason for review and replacement with a suitable candidate as recommended by Election Committee operating during that year.

5) FORMATION

- a) The Trustees will elect a Chair by a majority vote each time among themselves.
- b) Chair must be filled within two weeks after the election results are announced.
- c) Chair or his/her designee will attend TACA EC meetings.
- d) The Immediate Past President is ineligible to hold Chair of BOT.

6) DUTIES & RESPONSIBILITIES

- a) The BOT's main responsibility is fiduciary in nature. BOT Chair will periodically review the financial status, budget, assets, membership lists etc. along with President, Secretary and Treasurer of TACA and share the information with rest of BOT members.
- b) 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.
- c) 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.
- d) The BOT develops a long range vision and strategy for TACA that fills the needs of the community in the context of an ever changing dynamic environment. This will be presented to the Governing Board as part of "State-of-the-Association" report.
- e) The BOT will oversee the mission; provide a vision; a long-range planning; financial viability including fundraising, and conflict resolution of TACA affairs, but not daily and routine operations of TACA.
- f) The BOT is responsible for ensuring smooth transition when a new EC takes office, sale of TACA capital assets when needed, and guiding the EC as mentors to ensure that TACA is governed as per the TACA Articles of Organization and Bylaws.

- g) At the beginning of the current term, the EC will present a schedule of planned events to BOT.
- h) The EC and BOT will work in harmony to review issues and any activities that are not on the original schedule, and which has not been presented to the BOT. The interests of TACA as an organization will be held high by both EC and BOT in performing their respective roles.
- i) In addition, under special circumstances, the EC should present all information requested by the BOT should the BOT feel it is necessary to obtain such information within reasonable bounds.
- j) The EC should present a brief "State-of-the-Association" report to the Governing Board twice during their one-year term.
- k) BOT members may also represent TACA to enhance the image of TACA in other organizations when such requests are made.
- l) BOT ensures that TACA as an organization does not involve, engage, or actively participate in any local, national, or Indian political party activities, such as support, fund raising, canvassing, etc., on behalf of TACA.
- m) BOT envisages maintaining a liaison with local, province and national government agencies to facilitate such activities that will be beneficial to the Telugu community here and abroad.

7) VOTING PRIVILEGES

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

- a) Articles of Organization and Bylaws and Amendments.
- b) Election policies and procedures.
- c) Long term purpose, mission and objectives of TACA as outlined in the Articles of Organization and Bylaws and Articles of Incorporation.
- d) Removal and suspension of any member.

Section 6.04 Executive Committee (EC)

1) DEFINITION - EC

The EC will consist of a maximum of ten (10) members. They are elected directly by the eligible members in the Election process conducted by the Election Committee.

2) COMPOSITION AND OFFICERS

The EC consists solely of the following 10 TACA office-holders:

1. President
2. Vice President
3. Secretary
4. Cultural Secretary
5. Treasurer
6. Director - 1
7. Director - 2
8. Director — 3
- 9- Youth Director - 1
10. Youth Director -2

All the members of EC and Chairperson of BOT shall be the only officers of TACA. President shall be ex-officio for the following term in Executive Committee with no voting rights. The youth directors will have no voting rights in the EC.

3) MEETINGS AND ATTENDANCE

- a) The EC shall have a minimum of six (6) meetings in a 12-month period.
- b) Every member of EC is expected to participate in all the meetings called.
- c) Any possible absence may be conveyed in advance to rest of the members or attempt should be made to be available via telephone.
- d) Non-participation in THREE consecutive meetings or 50% of the total meetings without proper cause and excuse by the EC is reason for review and replacement with suitable candidate.
- e) Election Committee operating during that year will make an appropriate recommendation to the Governing Board, which will implement such recommendation.

4) TERM OF AN EC MEMBER

- a) An EC member is elected for a 2 year term.
- b) No EC member can serve two consecutive terms in the same position.

5) CONTRACT SERVICES/GOODS

1. No Governing Board member or committee shall authorize, pay, or reimburse any party for any contract for services or goods involving expenditures in excess of \$5,000.00 (five thousand dollars) unless such services or goods are first approved in advance by a majority of the EC.
2. Any Governing Board member or committee seeking approval for a good or service involving expenditure in excess of \$500.00 shall put such requests out for a competitive bid that is open to the public. Upon receipt of all bids within a reasonable time, the EC will consider at least two bids before selecting any vendor for the provision of such goods or services. The EC reserves the right to select a bid other than the lowest bids for consideration and selection, provided there is a valid and reasonable justification. Anytime bids other than the lowest bids are selected by the EC for final approval, the Secretary shall disclose to the other members of Governing Board such choice and the reasons therefore immediately.
3. Any contract or event costing more than \$7,000.00 must be approved by the Governing Board in advance.

6) DUTIES AND RESPONSIBILITIES OF EC MEMBERS AND EC

a) EC Duties and Responsibilities

- i. Within 30 days of taking office, the Executive Committee shall present a schedule of planned events along with preliminary budget figures to the Governing Board.
- ii. The EC shall not engage in any activity that is not on the schedule, and which has not been presented to the Governing Board.
- iii. The EC should present a brief "State-of-the-Association" report to the Governing Board twice during their one-year term.
- iv. In addition, under special circumstances, the EC should present all information requested by the BOT should the BOT feel it is necessary to obtain such information.
- v. Under special circumstances, items not on the schedule can be approved by majority vote of the Governing Board.
- vi. The EC shall strive towards a balanced budget and exercise fiscal restraint.
- vii. The EC shall pass at least the minimum opening balance (carried over from the previous term) to the succeeding team.
- viii. The EC shall not commit to any long term liabilities or financial obligations upon the TACA.

- ix. The EC is responsible for setting all procedures relating to TACA day to day operations and managing events in compliance with the Articles of Organization and Bylaws of TACA.
- x. EC shall communicate any significant changes in operating procedures within 30 days of the EC decision to all members by posting on the TACA website, by e-mail or mail.
- xi. The EC may refer issues that could not be resolved by the EC to the BOT or the General Body for consideration and resolution.

b) President

- i. The President is the head of TACA and bears the overall responsibility for its image, viability, vitality, financial well-being and actions of TACA.
- ii. The President shall maintain due oversight on all activities of TACA.
- iii. Though the President is the head of TACA, he/she shall not take any unilateral decisions.
- iv. If there is any conflict that arises surrounding any decision of the President, resolution of such conflict shall be determined by the EC in a majority vote. Any vote of the EC is appealable by an EC member to the Governing Board, and the determination of the Governing Board is final.
- v. The President shall report activities of the organization at EC and General Body meetings.
- vi. The President shall:
 - a. Preside over all EC and General Body meetings;
 - b. Appoint volunteers as necessary to carry out logistical tasks for TACA events.
 - c. Represent TACA before public, act as an executive officer of TACA and perform all other functions attributed to this office.
 - d. The President will implement all the decisions made by the Governing Board and abide by the Articles of Organization and Bylaws of TACA.

c) Vice President

- i. The Vice President shall assist the President in the performance of the day-to-day activities of
- ii. TACA and will assume the duties of the President in the absence of the President.

d) General Secretary

- i. The Secretary shall keep accurate minutes of all meetings and publish them in accordance with the requirements set by the EC.
- ii. The Secretary shall keep in his/her custody the Corporate Seal, all official correspondences, documents, files, contracts, a register of the mailing address, email addresses, telephone numbers of each member, EC, BOT, vendor, donor, sponsor and employee of TACA. This information shall not be disclosed to any other entity or individual without an approval of the EC.
- iii. The Secretary is responsible for all official correspondence of TACA.
- iv. The Secretary shall set the agenda in consultation with the president and other members of the EC/Governing Board and sends official notification of the meetings.
- v. The Secretary shall perform duties as assigned by the President or by the EC.
- vi. Within three business days after ending his/her term, the Secretary shall deliver all items listed in (i) and (ii) above to the incoming General Secretary.
- vii. Within one week from the membership Cut-Off Date, the Secretary shall submit a certified and EC approved membership list to the Election Committee, Membership Verification Committee, and BOT. The EC shall meet in timely fashion to finalize this list.

e) Cultural Secretary

- i. The Cultural Secretary is responsible in organizing, coordinating and scheduling the cultural performances.
- ii. She/he shall work closely with the President and the Cultural Committee in selecting the programs and performances. She/he makes recommendation of programs or performances by the local or external talent to the EC.
- iii. The EC has final authority in approving or rejecting any proposal made by the Cultural Committee or Cultural Secretary. However, the EC is required to have reasonable cause in cases of its denial of any program or event.
- iv. If there is any conflict that arises regarding the planning or cancelling of a program or event, resolution of such conflict shall be determined by the EC in a majority vote. Any vote of the EC is appealable to the BOT, and the determination of the BOT is final.

t) Treasurer

- i. The Treasurer is the custodian of TACA's funds and assets. She/he shall manage the finances and assets according to the policies set forth by the Governing Board.
- ii. She/he will keep accurate journal entries of receipts and expenditures, and present financial reports at EC and General Body meetings.
- iii. She/he shall keep the Governing Board informed of the financial status of TACA throughout the year as necessary.
- iv. The Treasurer will submit an annual budget to the Governing Board within four weeks of the start of his/her term.
- v. The Treasurer is also responsible to have the TACA accounts reviewed by an outside auditor and filing appropriate tax returns to government agencies in timely fashion.
- vi. The Treasurer acknowledges all donations made to TACA through a Thank You Note and promptly issues official receipts to all those who donate funds so that the donors can take advantage of any tax benefits to the extent allowed by law.
- vii. The Treasurer presents a financial report to the General Body at the annual General Body meeting.
- viii. BOT the President and the Treasurer will sign checks for amounts larger than five hundred dollars up to a maximum of five thousand dollars (\$5,000) per incident/individual/entity.

Section 6.05 Election Committee:

1) ROLE

In order to conduct efficient, fair and transparent elections for various positions in the Governing Board, an Election Committee shall be created by Founders committee Chairman who will be heading the election committee as chairman. All members of this committee shall be Life members of the TACA.

The role of the Election Committee is to provide necessary support in conducting annual elections to the BOT and EC in a non-partisan, fair, equitable and economic way. This Committee's decision is final. She/he will coordinate the workings of the Committee and will provide a unified voice of the Committee to the Governing Board and General Body of TACA. Elections shall be announced by August 1st and shall be completed by September end of the third week.

2) RESPONSIBILITIES

The responsibilities include:

- a) Developing the Election schedule and keeping track of it, and updating the Governing Board about potential vacancies in advance.
- b) Accepting the nominations for open position when the elections are called.
- c) Verifying the candidates' nominations and their eligibilities.
- d) Conducting annual elections either in person or by mail as decided by the Governing Board.
- e) Declaring the winners and finally ensuring that they are duly installed in office.
- f) Keeping the election records safe and available up to six months after the election date for any dispute resolution.
- g) If no candidate or candidates apply or run for elections to fill any vacant positions for which elections are scheduled, then the Election Committee will review the necessity for such positions with the incoming Governing Board. Based on the consensus, the positions are filled by Patron Members or Life Members, or left vacant.

3) COMPOSITION

- a) The Election Committee shall consist of two life members and Founders Committee Chairman as Election Committee Chairman.
- b) Eligibility:
 - i. Must be a Life Member of the TACA.
 - ii. Must be firm believer in TACA organization and its goals.
 - iii. Must have the ability to feel the pulse of community and do the right thing to the community.
 - iv. Must have high moral integrity, character and should not be biased to any particular group or party in the community.
 - v. Must maintain confidentiality during the election process.
 - vi. Must not be either a serving member or a contestant for any elected position during that year.
 - vii. Must be impartial.
 - viii. Must not campaign or support any contestant of the election.

4) VERIFICATION OF MEMBERSHIP ROLLS

The Election Committee will review all the membership rolls certified by TACA Secretary and decide on the final list of eligible members to cast their ballot.

5) ELIGIBILITY OF CONTESTANTS

For the best interest of the organization and to achieve its objectives without any disputes, the following restrictions shall be adopted:

- a) To run for any Governing Board (EC or BOT) position, a contestant must be a Life or Patron Member of TACA
- b) President/Secretary/Treasurer/BOT position needs at least one year served as director in TACA Executive Committee shall be eligible for election to such posts.
- c) Life member must not be associated with any local Telugu association directly or indirectly to prevent any conflict of interest.
- d) Able to attend phone calls/ emails within 24hrs to the outsiders and within an hour to the committee.
- e) Should be able to agree to work ideally one hr per week on average, not just on the event days but also to involve in the remaining period on other future goals of the organization.
- f) Should be able to follow the decision process in the committees, usually majority decision decides and hence forth to follow the same unconditionally to maintain the unity and integrity of the committees and hence the organization.

6) ELECTION VACANCIES

- a) Upon the end of his or her term, the sitting President shall succeed to the post of immediate Past President for the following term.
- b) Upon the end of his or her term, the sitting President Elect shall succeed to the post of President for the following term.
- c) For all other EC positions, elections shall be held prior to the end of the officeholders' terms to determine the holders of such offices in the following term.
- d) Any vacancies in the EC or BOT arising due to resignation, an uncontested position, suspension, or removal shall be filled by the Governing Board upon a majority vote. The Governing Board, in its discretion, may also choose to keep such vacancy unfilled until the next election.

7) ELECTION PROCEDURE

- a) The Election Committee shall plan the election logistics and inform members of the entire list of candidates, the election method (in-person or by mail), the election place (in case of in-person election), the date and time for casting ballots.
- b) The announcement of new elections, including a detailed schedule and the election process, should be communicated to eligible voters by email to such member's electronic mail address on file with the Secretary shall be deemed to be good and sufficient notice for all purposes under these Bylaws.
- c) A detailed pamphlet, along with a detailed list of contestants with their bios (each bio not more than a half page), shall be mailed along with the ballots. This information package will be sent by first class Mail to the members' regular mailing address on record.
- d) All other election information, excluding the postal ballot, may be sent to members' email address on file, and such notice is also deemed to be good and sufficient notice for all purposes under these Bylaws.
- e) All ballot information needs to be sent to all members at least two weeks prior to the ballot casting deadline.
- f) The Election Committee shall conduct the election as planned, count the ballots, and announce the results after the counting process is completed and verified by the representatives of all the contesting candidates. This election process may be subject to a verification process, should the existing BOT decide such is necessary.
- g) To ensure balanced and fair elections, the Election Committee shall conduct elections using printed, numbered and signed ballots for all positions declared for elections.
- h) Upon the calling of new elections, the current Election Committee shall promptly set the standards for soliciting votes from TACA members, and any candidates, or their agents, and those that refuse to abide by such shall be subject to disciplinary action, up to and including, without limitation, disqualification and debarment.
- i) There shall be a minimum of \$51.00 non-refundable nomination fee (for governing board) collected from each candidate along with his/her nomination for a director position. This nomination Fee shall only be increased from time to time by the Governing Board. For the President & Secretary fees shall be \$ 151.00 dollars for the nomination fee. For all other positions including BOT shall be \$101.00.

- j) Each nomination shall be proposed and seconded by an eligible member of TACA.
- k) For the best interests of the organization, the Election Committee may accept withdrawals of any nomination after the deadline, but before printing the ballots.
- l) The Election Committee will announce all the names of the winners for EC and BOT positions. The top candidates that receive a majority of the votes cast for the positions sought shall be deemed to have been elected to such positions.
- m) Results of the election shall be posted on the TACA website within twenty four (24) hours after the election results are announced.
- n) The decision of the Election Committee is final in all matters relating to the elections including the final results of the election.
- o) If the election results are ever challenged, the BOT shall appoint a third party verification committee consisting of three people who each have not run for election in question.
- p) The Election Committee shall cooperate with the third party verification committee and such verification committee's decision is final and binding upon all the parties.
- q) Nominations, withdrawals, and ballots shall only be valid if received on or before the deadline set for each by the Election Committee, regardless of when such nomination, withdrawal, or ballot is postmarked.

8) VACANCIES DUE TO UNFORESEEN SITUATION

Any vacancy due to termination, resignation, death, incapacitation, or any other reason resulting in the non-availability of a Governing Board member, shall be filled by a Life Member with a majority vote of the Governing Board in a scheduled meeting. The term of such position shall remain as the original term.

9) TRANSFERING DUTIES TO NEW OFFICE BEARERS

Possession of any physical properties that TACA owns shall be handed over to the new officers within three business days after the new term starts, and the newly elected officers shall work together with the outgoing committee to achieve a smooth transition. All outgoing or transitioning members of the prior term's Governing Board must turn over to the new office holders all documents and items proper to the position within two weeks of the new term.

The outgoing President, Treasurer and Secretary SHALL transfer all the bank accounts to the incoming President, Treasurer and Secretary within two weeks of the new term.

Article VII. GENERAL BODY

Section 7.01 Roles and Responsibilities:

- 1) The General Body consists of all Life and Patron Members.
- 2) The General Body is the supreme authority of TACA in all matters, as provided in the Articles of Organization and these Bylaws.
- 3) The President should refer major disputes to the BOT for resolution if the EC cannot resolve them first.
- 4) If, in turn, the BOT cannot resolve such matters to the satisfaction of all parties involved, the BOT may recommend resolution by the General Body and call for an emergency General Body meeting.
- 5) Only the Chairperson of the BOT is allowed to call for an emergency General Body Meeting.
- 6) A minimum of a three-week notice is required for any emergency meeting of General Body.
- 7) All members with valid contact information must be notified of any such emergency General Body meeting by either email or regular mail.
- 8) The decision of the General Body is final and binding on all parties to the dispute.
- 9) No more than two General Body Meetings shall be called per any one TACA fiscal year.

Article VIII. MEETINGS

Section 8.01 Proxies:

No proxies are allowed for any EC, BOT, Governing Board, or General Body meetings or elections.

Section 8.02 General Body Meetings:

A General Body meeting shall be held at least once a year, but no later than September of any current year. All eligible members shall be notified of all General Body meetings by e-mail or mail, and such notice shall also be published on the TACA web site, at least two (2) weeks before each General Body meeting.

The purpose of the General Body meeting is to consider the following regular agenda:

1. President's Report.
2. Approval of previous General Body meeting minutes.
3. Secretary's Report.
4. Treasurer's Report.
5. Any other matters deemed necessary by the Governing Board.
6. New items.
7. Elections may be conducted, if necessary.

No new items may be added to a finalized agenda. If any Life Member desires to add an item to a future agenda, it shall be supported by minimum of five Life Members and sent to the Secretary at least two weeks before the meeting date, so that the agenda can be published for such General Body Meeting.

Section 8.03 Special General Body Meeting:

The Chairperson of the BOT shall convene a special General Body meeting within thirty days if twenty-five percent of the voting members of TACA request such a meeting in writing and if such a request is supported by a signed petition indicating purpose of such a meeting. The chairperson of BOT, upon a majority vote of the Governing Board, may call for a special General Body Meeting to resolve any major dispute.

Section 8.04 **Quorum for General Body Meeting:**

- 1) The quorum for General Body meetings shall be not less than 25 members eligible to vote in TACA elections, as per Section 4.13 of these Bylaws.
- 2) If quorum cannot reasonably be met as above in (A), then the Chairperson of the BOT shall implement protocols from the latest edition of Robert's Rules of Order.

Section 8.05 **Quorum and Vote – EC/BOT/Governing Board Meetings:**

- 1) The quorum for the EC, BOT, or Governing Board meetings shall be a simple majority of those same respective bodies.
- 2) If quorum cannot reasonably be met as above in (A), then the chair of such meeting shall implement protocols from the latest edition of Robert's Rules of Order.
- 3) Each EC member has one vote when any proposal is put forth at EC meetings.
- 4) In Governing Board meetings, each member has one vote when any proposal is put forth for vote.
- 5) All decisions should be based on the majority vote, subject to quorum requirements.

Section 8.06 **Minutes:**

- 1) The minutes of each General Body, Governing Board, EC meeting shall be recorded by the Secretary, and shall be submitted to the corresponding body, within five business days after the meeting is held, for approval at the next corresponding Body's meeting. Irrespective of the approval, passed resolutions are effective immediately unless otherwise specified in the resolutions that were adopted.
- 2) The minutes of each BOT meeting shall be recorded by one of the members of BOT, designated by the Chair of BOT, and submitted within five business days after the meeting is held for approval at the next meeting of the BOT. Irrespective of the approval, passed resolutions are effective immediately unless otherwise specified in the resolutions that were adopted.

Article IX. TACA RULES AND PROCEDURES

- 1) The Governing Board shall set the rules and procedures for administering and managing the affairs of TACA in accordance with the Articles of Organization and Bylaws.
- 2) The rules and procedures set by TACA and any changes to them shall be communicated to the members as needed by email and posting on the TACA web site within 30 days from the date of changes were made.
- 3) The Secretary shall ensure that a copy of such Rules of Order are always available during any official meeting of the TACA EC, Governing Board and General Body, for easy reference.

Article X. REMOVAL OF A GOVERNING BOARD MEMBER

Section 10.01 Members of the Governing Board:

- 1) If any member of the Governing Board (Officers, EC members or BOT) does not fulfill his/her fiduciary duties as required or acts contrary to the objectives and rules of the Articles of Organization and Bylaws or disrupts the functioning of the organization consistently with an ulterior motive; upon receiving sufficient information and after notice of hearing, such member may be suspended until further notice by the Governing Board.
- 2) No member shall conduct himself or herself in boisterous, disrespectful, unruly, and unparliamentarily manner in any TACA meeting. Such behavior can be cause for a disciplinary action as decided by the Governing Board.
- 3) The Governing Board shall reserve the right to reinstate any member's position one time upon satisfying assurances or clarifications. However, where needed, such member may eventually be voted out of office by a two-thirds majority of members present at a regular or special General Body meeting.

Section 10.02 Tardiness:

- 1) EC members who are absent for three consecutive EC meetings without prior notification to the rest of EC members and approval of the President may be removed from EC with a two-thirds majority vote of the Governing Board. Exceptions may be made in special extenuating circumstances. It is the EC member's responsibility to seek an excuse for his/her absence at any scheduled meeting.
- 2) BOT members who are absent for three consecutive BOT meetings without prior notification to the rest of BOT members and approval of the BOT Chairperson may be removed from BOT with a two-thirds majority vote of the Governing Board. Exceptions may be made in special extenuating circumstances. It is the Trustee's responsibility to seek an excuse for his/her absence at any scheduled meeting.
- 3) Governing Board members who are absent for three consecutive Governing Board meetings without prior notification to the rest of Governing Board members and approval of the Governing Board may be removed from the Governing Board with a two-thirds majority vote of the Governing Board. Exceptions may be made in special extenuating circumstances. It is the Governing Board member's responsibility to seek an excuse for his/her absence at any scheduled meeting.

Section 10.03 **Deliberate Violation:**

Membership of any member may be revoked for deliberate violation of the Articles of Organization and Bylaws of TACA. Without limiting the generality of the foregoing, it shall be a violation of the Bylaws of TACA for any member to knowingly or intentionally engage in conduct which is intended to compete with or cause harm to TACA or which, in the opinion of the Governing Board in its sole discretion, is likely to injure the reputation of TACA. Any member of the Board of Directors or a minimum of 20 Life Members of TACA may submit a petition outlining the charges to the Secretary of TACA by registered/certified mail, return receipt requested or by electronic mail addressed to the Secretary. The EC shall investigate the charges and if, in the opinion of a majority of the EC, there is probable cause to believe that a basis for revocation of membership may exist, the EC shall place the petition for removal on the agenda for hearing at a meeting specially called for such purpose and shall provide the affected member with written and/or electronic notice of the petition and the hearing date so that such member may have an opportunity to be heard in opposition to the petition. If no quorum is present, the hearing on the petition shall be continued to the next regular meeting of the EC or a special meeting called for such purpose at which a quorum is present and voting. The president shall notify the affected member of the date, time and place of the continued hearing. After the hearing at which a quorum is present, the EC shall decide by two-thirds affirmative vote of those present and voting whether to revoke the membership under question. The President shall notify the affected member of the action of the EC electronically and/or in hardcopy, when reasonably possible. The decision of the EC shall be final and binding.

Section 10.04 **Crimes Involving Moral Turpitude:**

Conviction of a Governing Board member for any criminal offense involving moral turpitude shall constitute reason for automatic revocation of his/her position. No further notice or hearing is required in such cases.

Article XI. COMMITTEE CREATION PROCESS

Section 11.01 General Rules:

1. The President with the consent of EC shall appoint all Standing Committees, other than in the cases of 1) the Election Committee, 2) the Audit Committee, and 3) the Membership Verification Committee, and select a Chairperson to carry out the variety of tasks, functions and initiatives of TACA.
2. The EC shall also have the power to dissolve or reconstitute committees that were created by the EC, partially or entirely with a majority approval of the EC.
3. The Election Committee, Audit Committee and the Membership Verification committees are appointed by the Chairperson of the BOT, upon the consent and approval of the BOT.
4. At least one person from the BOT shall be a member of the Membership Verification Committee.
5. Both the President and the Chairperson of the BOT may appoint Sub-Committees and Ad-Hoc Committees based upon the need from time to time.

Section 11.02 Standing Committees:

1. The President shall appoint the Chair, Vice-Chair and members of the following suggested Standing Committees, except Cultural Committee, upon the consent and approval of the EC:
 - a) Audio/Video Committee.
 - b) Budget and Finance Committee.
 - c) Community Services Committee.
 - d) Cultural Committee.
 - e) Food Committee.
 - f) Literary Committee.
 - g) Marketing and Volunteers Committee.
 - h) Media and Public Relations Committee.
 - i) Membership Drive Committee.
 - j) Registration Committee.
 - k) Senior Citizens Committee.
 - l) Special Events Committee.
 - m) Spiritual Committee.
 - n) Web and Internet Committee.
 - o) Women's Committee.
 - p) Youth Committee.

2. The Cultural Secretary shall be the Chairperson of the Cultural Committee. The President shall appoint the Vice-Chair and other members in Cultural Committee with the consent and approval of EC.
3. Each standing committee shall have no fewer than three members.
4. The incoming President shall have the responsibility of appointing committee members to fill positions where terms have expired, along with filling any vacancies.
5. No individual should serve on more than two standing committees.
6. A member of a committee who is absent, without notice, from two consecutive meetings during a calendar year may be subject to removal from the committee by the majority vote of the remaining members.
7. A committee member may be removed by a two-thirds vote of that committee when in its judgment the best interest of the TACA would be served by removal.

Article XII. BOOKS, RECORDS AND ARCHIVAL

Section 12.01 Required Books and Records:

The Secretary of EC shall keep correct and complete books and records of account. The treasurer shall submit all financial records including the bank statements timely to the Secretary for filing.

The TACA's books and records shall include:

1. A file-endorsed copy of all documents filed with the Toronto, Ontario Secretary of State relating to the TACA, including, but not limited to, the articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
2. A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
3. Minutes of the proceedings of the EC, BOT, Governing Board, General Body, and any committees.
4. A list of the names and addresses of the members, ECs, officers and any committee members of the TACA.
5. A balance sheet showing the assets, liabilities, and net worth of the TACA assets at the end of the year
6. A financial statement showing the income and expenses of the TACA for the previous and current year.
7. All rulings, letters, and other documents relating to the TACA's federal, province, and local tax status.
8. The TACA's federal, province, and local information or income tax returns for each of the TACA's most recent years.
9. All books and records shall be archived with proper filing procedures in electronic and paper form (as appropriate). External archival resources such as data storage companies may be engaged as the situation demands. The intent is to provide easily achievable, retrievable yet safe storage mechanisms for years to come.

Section 12.02 **Inspection of Records:**

Any Life Member of TACA may request of the Governing Board, in writing with statement of purpose, to personally inspect any of the books and records detailed in Article 15.01 above. Within 30 days receipt of such request, the Governing Board will make a determination regarding whether the stated purpose is valid and reasonable. If such request is determined by the Governing Board to be found valid and reasonable, the request will be conditionally approved.

The Governing Board shall have the right to provide or deny such requests whenever the stated purpose is deemed invalid or unreasonable, or if the intent of inspection is not clearly established by the requesting party. The Governing Board shall have the right to define the venue and conditions for such activities. Once approved, the EC will work to accommodate the request within 30 days. The Life Member shall abide within the scope of the conditions and venue set forth in the approval.

If the approval requires that TACA create copies for the requesting Life Member, the EC may require payment from such Life Member to reimburse TACA for the reasonable costs accrued accommodating the request, and Life Member's receipt of such copies may be contingent up receipt of payment first.

Section 12.03 **Audits:**

- 1) The BOT shall appoint a three member Audit Committee to function as an internal audit team. If no such committee is appointed, the BOT shall act as internal audit committee.
- 2) The EC, upon request of the BOT or Audit Committee, shall submit all the records for audit and verification within 30 days from the requested date.
- 3) Any voting member shall have the right to verify an internally audited financial record at the general body meeting or obtain a copy by request.
- 4) If any Life Member requests an audited financials (by a CPA), then the requesting Life Member shall bear all the expense of the audit unless the rest of the voting members vote to authorize payment of audit expenses in any scheduled General Body Meeting.
- 5) A voting member shall not exercise these rights to compel audits so as to subject the TACA to an audit more than once in any fiscal year.

Article XIII. WEBSITE

Section 13.01 Domain Controller:

The www.TeluguAssociation.Ca domain shall be administered by the EC. The President shall be the Domain Controller. When his/her term ends, he/she shall transfer the administrator rights to the incoming President. The president shall provide full FTP/upload access to the Web and Internet Committee Chair. If any dispute arises, the Governing Board shall make an appropriate and final decision to resolve such dispute.

Section 13.02 Webmaster and Website:

The Web and Internet Committee's chairperson shall also act as the TAC A Webmaster. Maintenance, modification, or updating of the www.TeluguAssociation.ca website shall be performed solely by the Webmaster and only on an as needed basis, by the written request of the EC, BOT, or Governing Board, or upon a formal request made by the President, Secretary, or the BOT Chair. The Webmaster shall not update or modify the website without prior such approval. If any such request is disputed by at least three other members of the EC, BOT, or Governing Board, the Governing Board shall determine whether such modification is necessary by a simple majority. When a proposed change is in dispute, the Webmaster shall not affect any changes with regard to the disputed issue until such issue is conclusively resolved by the Governing Board.

Article XIV. DISSOLUTION

Section 14.01 Dissolution Process:

TACA may be dissolved by members of TACA in accordance with the Toronto, Ontario Non-Profit Corporation Act or subsequent applicable law. In the event of dissolution, BOT shall, after paying or providing for the payment of all liabilities, dispose of all the assets in accordance with the law governing dissolution of tax-exempt organizations. The net assets of TACA shall be transferred or contributed to an organization which shall have in effect tax-exempt status under Section of the Internal Revenue Code, with purpose similar to that of TACA as determined by the BOT.

Article XV. INDEMNIFICATION

Section 15.01 Indemnification of Governing Board Members:

- 1) To the extent permitted and in the manner prescribed by applicable province and federal law, TACA hereby waives and disclaims any and all duty to indemnify and advance expenses for any person who was or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitative, or investigative, including all appeals, because that person is or was a director, trustee, officer, employee, or agent of TACA.
- 2) Further, should any person who is or was a director, trustee, officer, employee, or agent of TACA be found liable to another party due to actions or inactions during his or her term as director, trustee, officer, employee, or agent of TACA, wherein such actions involve:
 - a) The improper receipt of a personal benefit,
 - b) The willful or intentional misconduct in the performance of the person's duty to the enterprise, or
 - c) The breach of the person's duty of loyalty owed to the organization; or an act or omission not committed in good faith that constitutes a breach of a duty owed by the person to the organization,

and wherein TACA also is or was made a party to such action, TACA hereby reserves the right to bring such director, trustee, officer, employee, or agent of TACA to court to seek out indemnification for TACA's costs in such matter. Such costs may include, but are not limited to, any costs for attorneys' fees, discovery, judgments, or any other court-related costs that pertain to such malfeasance by the director, trustee, officer, employee, or agent of TACA. This paragraph illustrates what remedies TACA may seek out in such cases but is by no means to be interpreted as exhaustive or restrictive of TACA's legal or contractual rights or remedies. TACA here by reserves all rights and remedies in such matters.

Article XVI. AMENDMENTS

Section 16.01 The following amendments are made in the Annual General Body(AGM) meeting held on 22-September-2012 at 511 The West Mall, Etobicoke, ON. The following amendments are submitted to AGM and are approved unanimously by the members in AGM.

Current article: Section 4.02, 6) Only the Chairperson of BOT has the signing authority for these funds.

Amendment to Section 4.02, 6): FC Chairperson and BOT Chairperson have signing authority and must have their signatures for the release of any BOT fund.

Current article section 6.04 c) EC shall invite BOT chairman in every meeting and his attendance is optional.

Amendment to section 6.04 c): EC shall invite BOT chairman and FC chair person in every meeting and their attendance is optional.

New Amendment: Section 6.03 Board of Trustees (BOT):

4) b). BOT Chairman shall invite President and FC Chairman in BOT meetings as optional attendees.

ANNEXURE - 1

TACA OFFICIAL LOGO AND CORPORATE SEAL

The Secretary shall maintain a corporate seal, use only for official business purpose. She/he shall transfer the seal to the incoming Secretary within three business days after his/her term ends. The official logo consist of " in Telugu script and the English words "Telugu Alliances of Canada" in the lower hemisphere of the outer circle.

The official logo shall not be altered or modified without the approval of the General Body.

ANNEXURE — 2

TACA Founders Committee:

- 1) Chari Samanthapudi
- 2) Ravi Varanasi
- 3) Ramesh Munukuntla
- 4) Sreenath Kunduri
- 5) Ramchandrarao Duggina
- 6) Arunkumar Layam
- 7) Munaf Abdul
- 8) Gangadhar Sukhavasi
- 9) Lokesh Chilukuru
- 10) Rakesh Garikapati.