

Amended Bylaws of Telugu Association of Minnesota

Article I – Name and Corporate Seal

Section 1. Name. The name of the nonprofit corporation shall be Telugu Association of Minnesota (hereinafter “Corporation”).

Section 2. Corporate Seal. Corporation may, but need not, have a corporate seal, and the use or nonuse of a corporate seal shall not affect the validity, recordability, or enforceability of a document or act. If Corporation’s Board of Directors adopts a corporate seal, the use of the seal is not required. The seal need only include the word “Seal,” but it may also include, at the discretion of the Board, such additional wording as is permitted by Chapter 317A. The seal shall be intellectual property owned by Corporation.

Article II – Location

Section 1. Registered Office. The registered office of Corporation is the place designated in the Articles of Incorporation as the registered office. Corporation may change its registered office in accordance with Chapter 317A, Minnesota Statutes, as amended from time to time (hereinafter, “Chapter 317A”). As of the date these Amended Bylaws were adopted, the registered address of Corporation is 960 Trillium Ct., Eagan, MN 55123. A copy of the corporate records shall be stored at Corporation’s registered office.

Section 2. Mailing Address. Corporation’s mailing address is P.O. Box 240655, Apple Valley, MN 55124.

Section 3. Other Offices. Corporation may maintain other offices and places of business, within or outside the State of Minnesota, as the Board may from time to time designate or the business of the Corporation may require.

Article III – Purpose

Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation shall not be operated for profit, but rather shall be operated exclusively for charitable purposes.

The specific purpose of Corporation is educational and charitable:

- Educational: To instruct the public about diverse cultures, specifically the cultural heritage of the Telugu-speaking people. This includes, but is not limited to: teaching the community at large about the Telugu-speaking people; increasing awareness about, preserving, and perpetuating the Telugu-speaking culture; and developing a deep cultural appreciation within Greater Minnesota’s Telugu community.
- Charitable: To eliminate prejudice and discrimination by promoting better communication among different societies and greater tolerance of cultural differences; fostering harmony within and outside the Telugu community.

Article IV – Membership

Section 1. Types of Membership. The Board shall have the authority to establish and define multiple categories of membership, if desired.

Section 2. Eligibility for Membership. Application for non-voting membership shall be open to any person, aged eighteen (18) years of age and older, with an interest in Telugu cultural heritage that supports the mission and purpose of Corporation. Non-voting membership shall be granted after completion and approval of a membership application as well as payment of annual dues/fees/assessments.

Section 3. Annual Dues/Fees/Assessments. The Board of Directors shall determine the annual dues and all other fees and/or assessments owed by members, and these dues/fees/assessments may be changed from time to time. The Board of Directors shall publish the costs of the dues/fees/assessments on an annual basis to all members and prospective members. “Good standing” and continued voting membership is contingent upon being current on payment of dues/fees/assessments. Failure to pay dues/fees/assessments shall subject members to removal unless special arrangements are made with the Board.

Section 4. Rights of Members. Non-voting members shall receive all member benefits and are welcome to attend Corporation meetings but shall have no voting rights. Additional benefits of membership shall include:

- A. Recognition in Corporation publications;
- B. Members-only announcements and Corporation-funded events. This includes, but is not limited to:
 - a. Cultural programs (i.e., festival celebrations, artist programs, cultural competitions, etc.)
 - b. Social events (i.e., summer picnic, sports events/competitions, etc.)
 - c. Charitable events (i.e., volunteering to help the needy within the community, collecting donations/goods, etc.)
 - d. Community events (i.e., events in collaboration with other entities/organizations)
 - e. Educational events (i.e., seminars, classes, workshops, etc.)
 - f. NOTE: Non-members may participate in Corporation-funded events through payment of an entry fee.
- C. Other such benefits as the Board of Directors may determine from time to time.

No member shall be responsible for any financial obligation of the Corporation.

Section 5. Membership Duration. Once registered as a Corporation Member, Membership shall continue (so long as he/she is in “good standing”) from January 1 of one year until December 31 of the same year, or as determined by resolution of the Board.

Membership in Corporation shall not be assigned nor transferred in any manner.

Section 6. Resignation and Suspension, Expulsion, and Sanctions. All rights, privileges, and benefits of membership shall cease for a member upon any of the following:

- A. Voluntary resignation by the member with the Corporation (thirty (30) days’ notice is required);
- B. Death of the member;
- C. Expiration of the membership duration;
- D. Failure of the member to pay dues/fees/assessments in a timely manner;
- E. Expulsion, suspension, and/or sanctions may be imposed upon a member for “good cause shown” by a two-thirds (2/3) vote of the Board of Directors. Any member being terminated must be given reasonable notice and the opportunity for a hearing, if requested by the member in writing.

“Good cause shown” may include acts detrimental to the Board and its work on behalf of the organization and/or acts detrimental to the Corporation and its mission. This could include violation of Corporation’s Articles, Bylaws, Code of Conduct, Policies &

Procedures, other rules, state/federal laws, misappropriation of Corporation assets, or actions/omissions in contravention to the mission and values of Corporation.

F. Dissolution of the Corporation.

The expulsion, suspension, or termination of a member does not relieve the member from obligations the member may have to Corporation for dues/fees/assessments, or for charges for goods or services.

Section 7. Reinstatement of Membership. Former members of Corporation whose termination occurred, and who, during such absence, have maintained positive and active support of Corporation's purposes, shall be permitted to seek reinstated membership. The terminated member must submit an application to the Board of Directors. Corporation may reinstate the terminated membership by approval of a majority of the Board of Directors.

Article V – Board of Directors (Governing Board)

Section 1. Number and Qualifications. Corporation's Board of Directors shall be composed of not less than three (3) nor more than twenty-one (21) persons who are broadly representative of the community interests, possess applicable professional experience, or who have an expressed concern for the educational and charitable purposes of Corporation.

Section 2. Governing Powers. Pursuant to the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes, The Board of Directors shall have all the duties and powers necessary and appropriate for the overall direction of Corporation, including but not limited to:

- A. To perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, the Bylaws, and/or the Handbook;
- B. To appoint and remove, employ and discharge, and, except otherwise provided in these Bylaws, prescribe the duties and fix compensation, if any, of all Officers, agents, employees, independent contractors, and/or committees of Corporation; to prescribe powers and duties for them; and to fix their compensation;
- C. To manage and oversee the affairs and activities of Corporation, and to make policies and procedures;
- D. To enter into contracts, leases, and other agreements which are, in the judgment of the Board of Directors, necessary or desirable in obtaining the purposes of promoting the interests of Corporation;

- E. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;
- F. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
- G. To indemnify and maintain insurance on behalf of any of its Directors, Officers, agents, employees, or independent contractors for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of Minn. Stat. Chapter 317A or other law/equity.
- H. To follow these Bylaws, including meeting regularly; and
- I. To register their addresses with the General Secretary of the Corporation, and have Corporation notices sent to them at such addresses. Corporation notices shall be valid so long as they are sent within the proper legal timeframe.

The Board of Directors may engage in such acts that are in the best interests of Corporation and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, 501B, and federal law. No Director shall have any right, title, or interest in or to any property of Corporation. There shall be no cumulative voting among Directors.

Section 3. Terms. All Directors shall serve a two (2)-year term beginning on January 1 and ending on December 31. Directors may serve only two (2) consecutive terms. In order to create staggered terms of office, half of the 2016 Board of Directors must serve a one (1)-year term, and the other half must serve a two (2)-year term.

Section 4. Election Procedures. Any person interested in becoming a Director of Corporation shall submit a written and signed notice of interest to the General Secretary. An existing Director can also nominate a candidate by submitting his/her interest to the General Secretary. Each submitted notice shall be considered by the Board of Directors and vetted within a reasonable time. Existing Directors shall vote to approve or disapprove potential candidates at the annual meeting (or at a regular or special meeting if the number of existing Directors falls below 3 or an existing Director resigns). A majority vote of existing Directors is needed for a candidate to become a Director of Corporation.

Section 5. Resignation, Termination, Leaves, and Absences.

- A. A Director may resign or request a leave of absence at any time by giving written notice to the General Secretary of Corporation. The resignation or request for leave of absence is effective immediately without acceptance, unless a later effective time is specified in

the notice. If a resignation is effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor shall not take office until the effective date.

- B. A Director on leave shall be considered an inactive member of the Board of Directors.
- C. Any Director may be removed for just cause, including excess unexcused absences, by an affirmative vote of a two-thirds (2/3) of the remaining Directors.
- D. The matter of removal may be acted upon at any meeting of the Board or any membership meeting, provided that notice of the intention to consider a Director's removal has been given to each Director and to the Director affected at least fifteen (15) days in advance of the meeting. A successive Director may then be elected to fill the vacancy thus created. Any Director whose removal will be proposed shall be given at least fifteen (15) days' notice of the intent to take such action and an opportunity to be heard at this meeting.

Section 6. Vacancies. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Directors. Each person so elected shall be an interim-Director until that person or a successor is elected at the next annual meeting. When a vacancy on the Board exists mid-term, the General Secretary must receive nominations for new candidates from present Directors at least ten (10) days in advance of the Board meeting. These nominations shall be sent out to Directors with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 7. Compensation. No compensation shall be paid to Directors of Corporation for their services, time, and efforts. Directors, however, may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 8. Annual Meetings. An annual meeting shall take place in the month of **October**, the specific date, time, and location of which will be designated by the President of the Board. If the President fails to select a place for the annual meeting, it shall be held at Corporation's registered office. The annual meeting shall be held for the purpose of electing the Board of Directors and the Officers of Corporation, as well as the consideration of any other business that may be properly brought before the Board. This shall include, but not be limited to, Board reports regarding Corporation activities and financial position; authorization of the annual information return for submission to the IRS; approval of policy/procedures, Articles, and Bylaws changes; and input toward the direction of the Corporation for the coming year. Annual meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired.

Section 9. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. If the Board fails to select a place for a regular Board meeting, it shall be held at Corporation's registered office. The Board of Directors shall meet at least quarterly, or (4) times each year. Regular meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired. The agenda shall be:

- Call to Order
- Roll Call
- Reading and Approval of Minutes of the preceding meeting
- Approval of Agenda of current meeting
- Reports of Officers
- Reports of Committees
- Old and Unfinished Business
- New Business
- Adjournment

Section 10. Special Meetings. The General Secretary of Corporation shall call a special meeting upon the written request of either the President or one-third (1/3) of the Board. If the Board fails to select a place for the special Board meeting, it shall be held at Corporation's registered office. Special meetings may occur through remote communication pursuant to Section 317A.231 of the Minnesota Statutes, if desired.

Section 11. Notice. Written notice, including the date, time, and place of the meeting, shall be provided to each Director at least five (5) calendar days in advance of the meeting. Notice shall not be provided more than sixty (60) calendar days in advance of the meeting. This notice shall be given personally, by mail, e-mail, telephone, or facsimile.

Section 12. Quorum. At all meetings of the Board of Directors, fifty-one percent (51%) or greater of active Directors shall constitute a quorum for the transaction of all authorized business. If fifty-one percent (51%) or greater of active Directors are not present, no voting may commence. The acts of the majority of the Directors present at a meeting at which quorum exists shall be the acts of the Board of Directors of Corporation.

Section 13. Voting. During Board meetings, all matters, with the exception of amendments to the Articles of Incorporation and Bylaws, shall be decided by a majority vote of the Directors.

Section 14. Proxies. Voting by proxy shall NOT be permitted in meetings of Corporation's Board of Directors.

Section 15. Private Entity. While Corporation is a private entity not subject to open meetings law and government data practices pursuant to Minn. Stat. Chapters 13 and 13D, any person who

expresses concern for the educational and charitable purposes of Corporation and/or wishes to support the Telugu cultural heritage may attend Corporation's Board of Directors' meetings.

Section 16. Meeting Procedures. All questions of order with respect to any meeting or action of Corporation, its Board of Directors, or any committee appointed hereunder shall be resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in such another orderly manner that is deemed appropriate by the President.

Section 17. Meeting Decorum. Corporation shall follow best and lawful practices for conducting business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President/Chair has the sole responsibility to require order in a meeting. To that end, the President/Chair has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary to maintain an orderly meeting, the President/Chair has the authority to remove a participant from the meeting.

Section 18. Written Action. Pursuant to Minn. Stat. Chapter 317A, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

Article VI – Advisory Board (Non-Governing Board)

Section 1. Number and Qualifications. Corporation may have an Advisory Board. The Advisory Board shall be selected by the Board of Directors, and shall be composed of not less than three (3) nor more than eleven (11) persons. The Board of Directors shall seek Advisory Board members who have an expressed concern for the educational and charitable purposes of Corporation, and who have demonstrated expertise in areas including, but not limited to: Telugu culture, medicine, psychology, arts/film, fundraising, grant writing, business, social work, program evaluation, marketing, technology, and finance/accounting.

Section 2. No Governing Powers. The Advisory Board shall not have any powers to govern Corporation or vote on Corporation matters. Instead, the Advisory Board shall be a body that provides non-binding strategic advice to Corporation's Board of Directors.

Section 3. Terms. Once appointed, Advisory Board members shall serve a three (3)-year term beginning on January 1 and ending on December 31. Advisory Board members will be invited to serve one (1) three (3)-year term, and may be invited to serve a second consecutive

three (3)-year term. After serving six (6) consecutive years, Advisory Board members must take at least one (1) year off from Advisory Board membership before being considered for another term. In order to create staggered terms of office, one-third (1/3) of the Advisory Board members initially appointed must serve a one (1)-year term, one-third (1/3) must serve a two (2)-year term, and one-third (1/3) must serve a three (3)-year term.

Section 4. Meetings. The Advisory Board shall meet at least bi-annually, or (2) times each year. Advisory Board members may appear by phone or in-person.

Article VIII – Officers

Section 1. Designation. Officers of Corporation shall be: President, Vice President, Treasurer, General Secretary, Front Desk/Membership Secretary, Cultural Secretary, Event Secretary, Marketing Secretary, Volunteer Secretary, Language/Media Secretary, Food Secretary, and Web Secretary. At the discretion of the Board of Directors, other officers may be elected with duties that the Board shall prescribe.

Section 2. Election of Officers. Officers shall also be Directors of Corporation and must be elected at the annual meeting. Officers shall be elected by the Board of Directors. Unless sooner removed by the Board, officers shall serve for a term of one (1) year, or until their successors are elected. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint temporary acting officers as may be necessary during the temporary absence or disability of the regular officers. When a vacancy on the Board exists mid-term, the General Secretary must receive nominations for new candidates from existing Directors at least ten (10) days in advance of the Board meeting. These nominations shall be sent out to Directors with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 3. Terms. All officers shall serve a one (1)-year term that coincides with their term as Director. Terms of office shall begin on January 1 and end on December 31. An officer may serve only two (2) consecutive terms in one officer position. After serving two (2) consecutive years, officers must take at least one (1) year off from the specific officer position before being considered for another term in that specific officer position.

Section 4. Resignation. An officer may resign by giving written notice to Corporation. The resignation is effective without acceptance when the notice is given to the Board, unless a later effective date is named in the notice.

Section 5. Removal. Any officer may be removed from his/her position for just cause by a two-thirds (2/3) vote of the remaining Directors. The matter of removal may be acted upon at

any meeting of the Board or at any meeting of the Voting Membership, provided that notice of the intention to consider an Officer's removal has been given to each Director and to the officer affected at least fifteen (15) days' in advance of the meeting.

Section 6. Compensation. Officers of Corporation may, but need not, receive reasonable compensation for their services, time, and efforts. The amount and frequency of payments shall be reasonable, determined from time to time by the Board in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws. In addition, Officers may be reimbursed for necessary and reasonable actual expenses incurred in the performance of their duties.

Section 7. President.

- In order to qualify to be President of Corporation, a candidate must have served at least one (1) year as a Director of Corporation.
- The President shall be the Principal Officer of Corporation.
- Subject to the direction and control of the Board, the President shall have general active management of the business of Corporation. When present, the President shall preside at meetings of the Board and of Committees.
- The President shall see that the orders and resolutions of the Board are carried into effect, and, along with one other Officer of Corporation, shall sign and deliver in the name of Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or by the Board to another Officer or the Executive Director(s).
- After the Board of Directors authorizes said committee, the President may appoint members. The President shall be a voting ex-officio member of all committees.
- The President shall certify the proceedings of the Board, and shall cast the deciding vote when the Board of Directors is equally divided.
- In general, the President shall discharge all duties incident to the Office of President and prescribed by the Board, and shall have such powers as may be reasonably construed as belonging to the Chief Executive of any organization.

Section 8. Vice President.

- In order to qualify to be Vice President of Corporation, a candidate must have served at least one (1) year as a Director of Corporation.
- The Vice President shall act in the absence or disability of the President.
- The Vice President shall assist the President as requested.
- The Vice President shall compile and maintain a book of policies and procedures in collaboration with the organization's legal counsel.

- The Vice President shall perform other duties as prescribed by the Board or by the President.

Section 9. General Secretary.

- In order to qualify to be General Secretary of Corporation, a candidate must have served at least one (1) year as a Director of Corporation.
- The General Secretary shall keep, or cause to be kept, the membership list and minutes of all meetings of the Board of Directors and of the Executive Committee. Said minutes shall be posted to the Corporation's website.
- The General Secretary shall be responsible for maintaining all books, correspondence, committee minutes, paraphernalia, and papers relating to the business of Corporation, except those of the Treasurer. Moreover, the General Secretary shall maintain a list of Board Members, members, and other volunteers that have been disciplined or otherwise sanctioned by Corporation. Copies of all documents shall be maintained at Corporation's registered office.
- The General Secretary shall give, or cause to be given, all notices of Board of Directors meetings and other notices required by law or these Bylaws.
- The General Secretary shall file any document required by any statute, federal or state, in collaboration with the organization's legal counsel.
- The General Secretary shall maintain the office and purchase office supplies.
- The General Secretary shall perform other duties as prescribed by the Board or by the President.

Section 10. Treasurer.

- In order to qualify to be Treasurer of Corporation, a candidate must have served at least one (1) year as a Director of Corporation.
- The Treasurer shall have care and custody of monies belonging to Corporation and shall be responsible for such monies or securities of the organization.
- The Treasurer shall keep, or cause to be kept, all financial records belonging to Corporation. All financial records shall be accurate and reliable. Copies of all documents shall be maintained at Corporation's registered office.
- The Treasurer shall deposit (or cause to deposit) money, drafts, and checks in the name of and to the credit of Corporation in the banks and depositories designated by the Board; endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board; make proper vouchers for deposit; and disburse (or cause to disburse) Corporation's funds and issue checks and drafts in the name of Corporation, as ordered by the Board.
- In collaboration with Corporation's CPA/Accountant: The Treasurer shall prepare a proposed annual budget as well as present the budget and a report of the financial condition of the Corporation to the Board of Directors at the annual meeting, and will,

from time to time, make such other financial reports to the Board of Directors as it may require. The Treasurer shall also prepare (or cause to prepare) the annual Form 990, annual audit, and other annual financial reports.

- The Treasurer shall serve as the Finance Committee Chair and serve on the Marketing/Fundraising Committee.
- The Treasurer shall perform other duties as prescribed by the Board or by the President.

Section 11. Front Desk/Membership Secretary.

- The Front Desk/Membership Secretary shall be responsible for maintaining a current membership list at all times, enrolling new members, and verifying existing memberships at events.
- The Front Desk/Membership Secretary shall organize membership drives, as necessary, and engage new members for Corporation.
- The Front Desk/Membership Secretary shall serve as the Membership Committee Chair.
- The Front Desk/Membership Secretary shall perform other duties as prescribed by the Board or by the President.

Section 12. Cultural Secretary.

- The Cultural Secretary shall be responsible for efficiently executing and promoting cultural events as decided by the Board of Directors.
- The Cultural Secretary will play a primary role in projecting, promoting, and showcasing Telugu culture in Minnesota in selecting the cultural event items.
- Cultural secretary will be responsible for communicating with cultural participants, and establishing relationships with local organizations (Indian and non-Indian, profit and nonprofit) in order to bring services/benefits to the Telugu community.
- The Cultural Secretary shall develop and maintain the cultural portion of the Handbook, in conjunction with the organization's legal counsel, which comports with best practices. This includes exercising equal opportunity to all participants and bring quality cultural programs.
- The Cultural Secretary shall serve as the Cultural Committee Chair.
- The Cultural Secretary shall perform other duties as prescribed by the Board or by the President.

Section 13. Event Secretary.

- The Event Secretary shall be responsible for organizing Corporation's events/meetings/picnics as those events are decided by the Board of Directors. This includes determining and identifying the activities required for an event, as well as event planning by discussing, facilitating, and arranging for technical specifications (e.g., sound, light, stage & sets).

- The Event Secretary shall serve as the Event Committee Chair.
- The Event Secretary shall perform other duties as prescribed by the Board or by the President.

Section 14. Marketing Secretary.

- The Marketing Secretary shall be responsible for researching potential sponsors, individual donors, and grant opportunities. The Marketing Secretary must then compile an initial list of these viable contacts.
- The Marketing Secretary shall distribute marketing materials to all potential sponsors after they are identified. These marketing materials should be followed up with a phone call and a personal relationship must be created.
- The Marketing Secretary shall maintain the donor communication database.
- The Marketing Secretary shall develop and maintain the fundraising portion of the Handbook, in conjunction with the organization's legal counsel, which comports with best practices.
- The Marketing Secretary shall serve as the Marketing/Fundraising Committee Chair. The Marketing Secretary will also assist in the creation and refinement of Corporation's strategic approach to fundraising and donor outreach.
- The Marketing Secretary shall perform other duties as prescribed by the Board or by the President.

Section 15. Volunteer Secretary.

- The Volunteer Secretary shall recruit and train volunteers, as needed.
- The Volunteer Secretary shall develop and maintain the volunteer portion of the Handbook, Adult Volunteer Waiver, Youth Volunteer Waiver, and other educational materials for organizational volunteers in conjunction with the organization's legal counsel.
- The Volunteer Secretary shall provide volunteers sensitivity training and other necessary education in conjunction with the organization's legal counsel.
- The Volunteer Secretary shall assure that all Corporation events are staffed. To this end, the Volunteer Secretary will coordinate the volunteers based on the volunteers' interests as well as develop a weekly volunteer schedule assigning specific duties for the Corporation's various events.
- The Volunteer Secretary shall perform other duties as prescribed by the Board or by the President.

Section 16. Language/Media Secretary.

- The Language/Media Secretary shall be responsible for conducting literary meetings, inviting distinguished scholars and artists, as well as editing Corporation's press notes and newsletters.
- The Language/Media Secretary shall be responsible for video recording and photographing Corporation's events as those events are decided by the Board of Directors.
- The Language/Media Secretary shall perform other duties as prescribed by the Board or by the President.

Section 17. Food Secretary.

- The Food Secretary shall ensure the smooth and efficient operation of Corporation's food service; keep the food area clean and tidy; work with cost-efficient and culturally-relevant food vendors to create a food menu for events as those events are decided by the Board of Directors; secure food licenses/permits are secured; and ensure quality food is served.
- The Food Secretary shall perform other duties as prescribed by the Board or by the President.

Section 18. Web Secretary.

- The Web Secretary shall create, develop, and maintain Corporation's website and social media sites.
- The Web Secretary shall research and propose all technology (hardware and software) as necessary.
- The Web Secretary shall manage technology resources up to and including:
 - Data storage;
 - Data security and data privacy, in conjunction with the organization's legal counsel;
 - Effective communication through the use of IT resources.
- The Web Secretary shall develop and maintain the IT portion of the Handbook, in conjunction with the organization's legal counsel, which comports with best practices.
- The Web Secretary shall facilitate all technological education and training for Corporation.
- The Web Secretary shall report any IT vulnerability to the Board and suggest remedies.
- The Web Secretary shall perform other duties as prescribed by the Board or by the President.

Section 19. Any Officer of Corporation, in addition to the duties and powers conferred upon him or her by these Bylaws, shall have such additional duties and powers as may be prescribed from time to time by the Board of Directors.

Articles VIII – Committees

Section 1. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the Board of Directors. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than the Committee Chair, need not be Directors or Officers of Corporation (i.e., they can be non-voting volunteers of Corporation). Examples of committees that may be formed by the Board are:

- Marketing/Fundraising Committee
- Event Committee
- Cultural Committee
- Membership Committee
- Public Relations Committee
- Legal and Governance Committee

Section 2. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish an Executive Committee to consist of at least the Officers. The President of the Board will be the Chair of the Executive Committee. The designation of the Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it, as it is subject to the direction and control of the full Board. However, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, except for the power to amend the Articles of Incorporation and Bylaws. No individual shall continue to be a member of the Executive Committee after he or she ceases to be a Director of Corporation.

Section 3. Finance Committee. The Board of Directors, by resolution adopted by a majority of the Board, may establish a Finance Committee. The Treasurer is the Chair of the Finance Committee, which includes three other Directors. The Finance Committee is responsible for developing and reviewing the fiscal procedures, fundraising plans, and the annual budget with staff and other Board Members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board and reviewed at the annual meeting. The

financial records of the organization shall be made available to the Directors, Officers, members, and all other persons in any way affiliated with Corporation.

Section 4. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Board President, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) business days and no more than sixty business (60) days' notice in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

Article IX – Executive Director(s), Employees, & Independent Contractors

Section 1. Designation. The Board of Directors may select and employ an Executive Director. The Executive Director may also serve as a Director and/or Officer if permitted by the Board of Directors; however, strict adherence to the Conflicts of Interest policy shall be necessary, the Executive Director shall only be compensated in his or her capacity as an employee, and the Executive Director shall not also serve as the Treasurer of Corporation.

Section 2. Compensation. Corporation may pay compensation to the Executive Director, employees, and other independent contractors for services rendered. The amount and frequency of payments shall be reasonable, determined from time to time by the Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

Section 3. Checks, Drafts, Petty Cash Fund. The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Corporation. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

Article X – Volunteers

Section 1. Designation. The Board of Directors shall establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission.

Section 2. Insurance Coverage for Volunteers. Corporation may maintain a special accident policy to cover those individuals serving the organization in a volunteer capacity.

Article XI – Management & Miscellaneous Provisions

Section 1. Financial Year. The accounting year of Corporation shall be the calendar year. The accounting year shall begin on the first day of January of each year and end on the last day of December of each year.

Section 2. Books and Accounts.

- A. Corporation shall maintain appropriate checking, savings, and other accounts at a reputable bank or financial institution under the name “Telugu Association of Minnesota.”
- B. The President and Treasurer are authorized to act as signatories on all Corporation financial accounts. In the event the Presidency is temporarily vacant or the President is incapacitated in some manner, the Vice President is authorized to temporarily act as a signatory in the President’s place. In the event the Treasurer’s position is temporarily vacant or the Treasurer is incapacitated in some manner, the General Secretary is authorized to temporarily act as a signatory in the Treasurer’s place.
- C. Corporation’s books and accounts (or an exact copy thereof) shall be kept at the registered office.
- D. All money fundraised in Corporation’s name shall be deposited in Corporation’s account and used for Corporation’s charitable purposes according to Minnesota and Federal fundraising laws and rules.

Section 3. Examination by Directors and Members. Every Director, Officer, and Member of Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time, and at the registered office, all books and records of Corporation and make extracts or copies therefrom.

Section 4. Legal Instruments. All contracts, agreements, and other legal instruments executed by Corporation shall be issued in the name of Corporation, not the individual name of a Director or Officer. Legal instruments shall be signed by no less than two (2) Officers of Corporation – the President (if able), and one other Officer. While Directors and Officers have authority to sign official documents on behalf of Corporation, they may do so ONLY after proper consideration and approval by the Board of Directors. In the absence of approval by the Board of Directors, the individual Director or Officer is personally liable on the legal instrument.

Section 5. Loans. No loans shall be contracted on behalf of Corporation nor shall evidences of indebtedness be issued in its name unless in conformance with Section 317A.501 of the Minnesota Statutes and specifically authorized by resolution of the Board of Directors. Such authority shall be confined to specific instances.

Section 6. Periodic Reviews. To ensure Corporation operates in a manner consistent with charitable purposes, files all required paperwork, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction;
- C. Whether Corporation is properly filing annual paperwork with the Minnesota Attorney General's Office, Minnesota Secretary of State, Internal Revenue Service, and other government entities. Corporation shall file the Form 990 with the IRS annually. In addition, Corporation shall file all required employer reports to agencies such as the Minnesota Unemployment Insurance Fund, the Minnesota Dept. of Revenue, the Minnesota Attorney General's Office, the Minnesota Secretary of State, the Social Security Administration, and provide employee tax documents by the required deadlines.
- D. Whether Corporation is properly engaging in Minnesota and Federal fundraising laws and rules.

Section 7. Publication and Media.

- A. **WEBSITE:** Corporation's official website shall be maintained monthly or as often as deemed necessary by the Board of Directors. The webmaster shall coordinate with the Board of Directors with regard to website content. Corporation will be responsible for paying all costs associated with the domain name, hosting, SEO, and other related expenses related to maintaining Corporation's official URL.
- B. **NEWSPAPERS AND PRESS:** Corporation shall always portray the organization and its Directors, Officers, members, employees, independent contractors, and other agents in the most positive nature possible. When internal and/or external crises arise, public relations matters may require rapid advice from an attorney or PR professional.

Section 8. Affiliations. Corporation may maintain professional affiliations that benefit and strengthen the organization in its capacity to fulfill its mission.

Section 9. Policies and Procedures. The Board of Directors shall establish policies and procedures:

- To codify decisions made by the Board at regular meetings in one central location;
- Regarding internal financial controls;
- Regarding gifts and grants to other individuals/organizations;
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

Section 10. Amending the Articles of Incorporation and Bylaws. Corporation shall have the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by Section 317A.133 of the Minnesota Statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of a majority of all Directors at a properly called meeting of the Board of Directors.

Certification

These Bylaws were approved at a meeting of the Board of Directors of Telugu Association of Minnesota by a two-thirds (2/3) majority vote on this _____ day of February, 2015.

General Secretary

Date