

CONSTITUTION AND BY-LAWS OF TRIANGLE AREA TELUGU ASSOCIATION of NORTH CAROLINA

ARTICLE I NAME

1.01 Name

The name of the non-profit corporation shall be "Triangle Area Telugu Association of North Carolina", a.k.a "TATANC". The business of the corporation may be conducted as "TATANC". It is also referred to as the Association or Organization or Corporation in this document. The Research Triangle, commonly referred to as simply "The Triangle", is a region in the Piedmont of North Carolina in the United States.

ARTICLE II PURPOSES AND POWERS

2.01 Purpose

TATANC is a non-profit corporation and shall be operated exclusively for cultural, literary, educational, charitable, social, religious and scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The association is formed to promote literary, cultural, educational, religious, social, economic, health and community activities of Telugu-speaking people around Triangle area of North Carolina. The association assists and perpetuates, preserves and maintains the heritage of Telugu people by inviting the distinguished Telugu scholars, artists, artisans and statesmen to Triangle Area of NC for close interaction with Telugu-speaking community. The association's objective is to solicit, raise and disburse funds for charitable, cultural and educational purposes here in Triangle Area and back in India, either directly or in cooperation with other non-profit organizations.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or in cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable and cultural promotion purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. TATANC is a North Carolina non-profit public benefit corporation, recognized as tax exempt under Section 501(c) (3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, member, or representative of this corporation shall take any action or carry out any activity by or on behalf of the corporation not permitted to be taken or carried out by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the TATANC, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the TATANC hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the TATANC ., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of North Carolina.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the TATANC, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of North Carolina to be added to the general fund.

ARTICLE III

MEMBERSHIP

3.01 Membership

The person must be 18 years of age to become member of the association. The association shall have at least three (3) types of membership levels who have right to vote to elect Board of Directors. All levels of members have equal and one vote per registered member or family. Platinum Membership, Family Membership and Individual Membership (A.K.A Student / Single) are the 3 defined levels. Every prospective, renewed member shall apply for membership by filling out the membership application form for proper record keeping purpose. Membership application can be either printed form or electronic format by paying the appropriate membership dues. All membership dues are valid for the calendar year of the qualified year, membership valid from January 1st to December 31st. Funds received from Corporations, Charitable Trust Funds, Associations or any entities shall not be considered as payment towards membership dues. Funds received from any individuals on behalf of a third party, shall not be considered as payment towards membership dues. Funds received from Corporations, Charitable Trust Funds, Associations or any entities shall go towards sponsorships but not towards to membership. Donations received for any other causes other than for specific membership dues shall not be considered towards membership dues. Any member may upgrade his/her membership status to higher level of his/her choice at any time by paying the difference in membership dues in one installment. Membership status shall be effective from the date of the receipt of the payment to the end of calendar year (December 31st). There is no membership or sponsorship withdrawal for the registered year as the funds raised by membership fees goes towards to events planning and execution. Documented activities against the purposes of the organization shall constitute grounds for disqualification from membership. The Board of Directors through registered mail or email shall communicate these allegations to the member. The accused member shall be entitled to a hearing before the Board of Directors on such charges and shall be entitled to a full opportunity to be heard. In order to be eligible for a hearing before the Board of Directors, the accused member must request such a hearing in writing by certified mail or email within thirty (30) days of receipt of the certified letter or email and such hearing shall take place within sixty (60) days from the receipt of the above notification. Any member may be disqualified on the grounds of anti-organization activity, defamation of the office bearers of the organization, incompetence, corruption, favoritism, extortion, or oppression in office or gross misconduct in an event or in a Board meeting called for such purpose. Approval of two-third of the full Board shall be required for such disqualification of membership rights after the due process.

3.02 Voting Rights of Members

Each member shall be entitled to vote to elect Board of Directors submitted to voting provided he/she has been a member in good standing as of 12am September 1st of the current year. In case of Family and Platinum Membership one vote per family shall be allowed. Any changes in contact information shall be provided in writing to the board by the member by the above date.

3.03 General Body Meeting of Members

Annual General Body Meeting shall be scheduled by Secretary of the association, with a written or printed or electronic notice stating the place, date, and time sent to all current year members. And in the case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered either personally or by electronic media or by mail, to each member entitled to vote at such meeting, not less than seven (7) and not more than twenty one (21) days prior to the date of such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Postal Services mail, addressed to the member at his or her address as it appears on the membership register. General Body Meeting of members is restricted to the valid members of that calendar year and the board shall make every effort to conduct General Body meeting before its final event of the year. The quorum for any General Body Meeting shall be at least ten (10) percent of members in person with valid current year membership and entitled to vote at any meeting. If no quorum be present within fifteen (15) minutes of the advertised time of any General Body Meeting, it shall be postponed for fifteen minutes the same day, and, at such adjournment meeting, the members shall constitute a quorum. No proxy shall be permissible. A Special General Body Meeting called by requisition of members, at which no quorum, is present shall be dissolved.

ARTICLE IV BOARD OF DIRECTORS

4.01 Number of Directors

TATANC shall have a Board of Directors (BODs) consisting of five (5) executive BODs and six (6) non-executive BODs.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the TATANC shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Terms

- (a) To ensure smooth operations of corporation, on every calendar year the board recommends having five to six (or) six to five ratio between newly elected BODs and BODs continued from previous calendar year with one year remaining in their term.
- (b) To maintain five to six (or) six to five ratio, new BOD(s) shall be elected to serve either one-year or two-year term. Current board with 2/3 majority can extend the one year term directors who are willing, elected or filing the vacant positions, by an additional year to maintain the ratio balance up to a maximum total of 6 directors to continue for the next year.
- (c) Directors shall not serve terms in succession immediately after their two-year elected term is over, no two members of the same family (spouse, children and parents) can serve on the BOD in the same term or consecutive terms.
- (d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualification, Election of Directors and Officer Roles

In the month of September, the secretary of the board shall determine number of BOD vacancies by looking into existing board of director's term ending in that calendar year and shall present a list to the board to initiate a process to fill vacant positions.

- a) **BOD Eligibility:** To eligible to serve as board of director, the individual member must be eighteen (18) years of age and must have a valid membership for two consecutive years including current year's membership renewed on or before June 30th. The candidate shall not be serving as an officer on the board of any other non-profit organization that has similar objectives and programs as TATANC. Registered volunteer service in at least past two association events is suggested. The candidate shall disqualify if he or she was convicted, pled guilty in any criminal or unlawful activities.
- b) **Election Commission:** The secretary shall send special electronic newsletter to all members by requesting nominations to form a three (3) member Election Commission (EC) to conduct fair election process and fill vacant BOD positions for next calendar year. The eligibility criteria to submit nomination for EC shall be either the person must previously served for association as board of directors (or) a senior member of the association who have a valid membership for current year and at least three (3) years membership in the past. The TATANC board shall review all received nominations before specified deadline and shall nominate a three-member EC with two-third (2/3) majority of the board. The EC shall conduct board of directors' election with unbiased manner.
- c) **Election Process:** The Election Commission shall seek nominations from qualifying members before third week of October. The EC has authority to determine the eligibility of nominations for the open positions and can disqualify the candidate(s) in case anyone not

meet the eligibility criteria. In the event of impasse of selecting qualified candidates for the open positions, election commission then presents to executive board with a proposal to take it to general body members meeting for board of director's election. The Election Commission shall submit the final candidates list to association President and Secretary on or before October 31st. The Secretary of the board shall send an electronic newsletter introducing candidates with their brief profile along with their passport size photograph at least two weeks before the election date. The election process shall complete by third week of November. Only members that attend physically with voting authority shall elect required number of board of directors. The election shall be supervised by appointed election commission and no existing board of director shall have any influence on election commission decision. In case of a proven influence of existing board of director's involvement in election, election commission shall propose to the executive board to nullify entire process and start from the nominations process. Sitting executive committee decision shall prevail based on the facts presented by election commission.

d) **Electing Board Officer Roles:** The continuing and newly elected board of directors shall meet before January of every year to decide officer roles, including electing executive board and other director roles. The election process for choosing board officer roles shall remain between the elected eleven (11) directors of the board. A fair and unbiased election shall be conducted using open verbal nomination and verbal casting of votes by each BOD starting with president role. Anyone seeking to be President must have a mandatory one year prior TATA BOD experience during the last 5 years. The election shall start from executive board president and then continue until all remaining officers' roles are identified. A simple majority of votes, 6 BODs out of 11 is sufficient to elect a BOD for the role.

e) **Delay in Election Process:** Due to some unavoidable conditions, if the board is not able to fill open board positions, the current board will continue until new board is formed.

4.05 Unexpected Vacancies

The board shall fill unexpected vacancies in the board due to resignation, sick, death, or removal for the balance of the term until December 31st of that calendar year subject to the maximum number of directors under these Bylaws. The secretary shall send special electronic newsletter to all members by requesting nominations to fill vacant board position(s). The requirement to submit nomination is same as BOD eligibility criteria mentioned in Section 4.04a. The board shall review all received nominations before specified deadline and shall fill open position(s) with two-third (2/3) majority of the board.

4.06 Removal of Board of Directors

A Board of Director may be removed by two-thirds vote of the board of directors then in office, if:

- (a) The director is absent and unexcused from three or more mandatory meetings of the board of directors in a twelve-month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse himself/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:
- (b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.
- (c) When determined the director's actions are not compliance with conflict of interest mention in Article VIII section: 8.03.

4.07 Board of Directors Meetings.

- (a) Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail or twenty-four (24) hours' notice delivered personally or by telephone. If sent by mail, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.
- (b) Mandatory Meetings. Special / mandatory meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.
- (c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with North Carolina law.

4.08 Meeting Rules

The rules contained in the Modern Edition of the Robert's Rules of Order shall govern the manner in which all meetings are conducted.

4.09 Manner of Acting.

- (a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present. (b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- (c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or secretary in the order of presence shall have the power to swing the vote based on his/her discretion.
- (d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any

means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.10 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as food and travel expenses to attend board meetings.

4.11 Compensation for Professional Services by Directors

Directors are restricted from being remunerated for professional services provided to the corporation.

ARTICLE V

COMMITTEES & ORGANIZATIONS

5.01 Ad-hoc Committees

Board of Directors can appoint standing and ad-hoc committees depending on the need for carrying out the activities of the Association. Each committee, thus formulated, should have one board member serving on the committee. The Board member of the committee serves as chairperson of the standing or ad-hoc committee. The appointed ad-hoc committee member should be an active paid member of the association. The charge to each standing committee or ad-hoc committee is assigned by the Board.

5.02 Telugu Badi

To promote the spread of Telugu language and culture to future generations, the association shall run Telugu Badi (Telugu school) teaching Telugu language to children of members. To run the administrative operations of Telugu Badi, the board shall appoint a Principal, Vice Principal, and a Director for Telugu Badi. The Director for Telugu Badi shall be one of the existing board members. The board may appoint a Coordinator for Telugu Badi from the general TATANC members for smooth administrative operations. The appointed Principal and the Coordinator (in case from general membership) shall be active members of the association for at least two (2) consecutive years. Once appointed, the Principal's and Coordinator's tenure is for three (3) years and it must follow school academic year which starts in September and ends in month of June. Under any circumstances if the association decides to change the tenure or change the Principal or Coordinator for any reasons, the Board shall serve a show-cause notice which should be supported by three-fourth (3/4) majority when full Board is present and shall be entitled to a hearing before the Board and can make final decision supported by three-fourth's (3/4) majority of the board. After completion of first term of three (3) years, Principal's or Coordinator's term can be extended on a yearly basis by mutual consent with three-fourth (3/4) support of full board. The Principal shall supervise the teachers,

syllabus preparation and the curriculum of Telugu Badi, while the Director or Coordinator shall run the administrative activities, budget and other logistics. The Principal shall work closely with the Director and/or Coordinator responsible for managing the TATANC Telugu Badi.

5.03 YUVA

YUVA is the youth program run by association in order to provide volunteer opportunities, help build interpersonal and leadership skills, become active leaders, citizens and serves as an important tool for engagement in society. The families of the youth enrolled in YUVA program must have valid association membership for that calendar year. YUVA leadership team shall be elected from registered YUVA members for day to day operations of YUVA activities. To lead, coach and identify volunteer opportunities, the board shall elect one board member as YUVA Director and appoint one Coordinator from general membership for two years term. The appointed Coordinator shall be an active paid member of the association for at least two (2) consecutive years. Any current board members completing their term shall have to wait at least one calendar year in order to be eligible for YUVA Coordinator position. The YUVA coordinator term is one year until end of the calendar year. The Coordinator shall work closely with YUVA Director shall meet executive board on periodic basis to seek feedback on planning various YUVA programs and review volunteer hours. At end of the calendar year, YUVA director shall send detail volunteer hours of each YUVA member to association's executive board for approval and to applying for President's Volunteer Service Awards (PVSA).

5.04 Leadership Academy

The association shall run Leadership Academy offering programs to develop and strengthen life skills, foster technical skills, enhance communication skills to help students and adults flourish in all of their endeavors. To run the operations of Leadership Academy, the Board shall appoint a Chair, Vice-Chair, and a Director for Leadership Academy. The Director for Leadership Academy shall be one of the existing board members.

Once appointed, the Chair and Vice Chair's tenure is for three (3) calendar years. Under any circumstances, if the association decides to change the mandate or change the Chair and Vice-Chair for any reason, the Board shall serve a show-cause notice which should be supported by three-fourth (3/4) majority when full Board is present and shall be entitled to a hearing before the Board and can make final decision supported by three-fourths (3/4) majority of the Board. After completion of the first term of three (3) years, Chair and Vice Chair's duration can be extended every year by mutual consent with three-fourth (3/4) support of full Board. The Chair and the Vice-Chair of the leadership academy will be serving on a voluntary basis and are not paid for their services.

The Chair shall design the annual leadership program, develop a team, event plan and coordinate external speakers with assistance from Vice Chair, while the Director shall run the administrative activities, actively promote the academy programs, coordinate budgeting and other logistics. The

Chair, Vice Chair shall work closely with the Director for managing the TATANC Leadership Academy.

5.05 Advisory Board

A standing advisory board comprising of president, vice president, and secretary from the previous five years (15-member team) is available to support the current TATA team. This advisory board will have no specific powers and can only provide advice and inputs. The term of the advisory board members is automatic on a rolling 5-year period of the past five calendar years. At the beginning of each year, the current TATA president shall create/update the Advisory Board members by adding new and removing the lapsed members. The current president shall remove members of this advisory board, who has since then been part of another competing organization or with competing interests or moved out of this area with a majority vote approval of the current advisory board members. Current TATA president shall chair this advisory board, publish the names of the advisory committee to the TATA membership community, and call for the assembly of the board as needed to discuss and seek inputs. The primary charter of this advisory board is to provide information to the TATA board to enhance the organization's name, visibility, reach, new programs, and community involvement.

ARTICLE VI

OFFICERS

6.01 Board Officers

The officers of the corporation shall be a board president, vice-president, secretary, treasurer and joint secretary, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. These five board officers shall also be called as Executive Committee or Executive Board. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required. The Executive Committee shall prepare the programs and activities calendar, and the annual budget. The budget shall be presented to the Board for review and approval. The executive committee should seek the approval of the Board of Directors for any expenditure exceeding USD \$500.00 (Five Hundred US Dollars).

6.02 Term of Office

Each officer shall serve a one-year term of office and may not serve more than two (2) consecutive terms of same office role.

6.03 Removal and Resignation

The board of directors may remove an officer at any time, with a cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing their duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors. In case of open positions during the calendar year by any reason, President of the association can appoint board of directors or *Ad hoc* committee chairperson from the general members of the association.

6.05 Vice President

In the absence or disability of the board president, in the same precedence, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

6.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary. The Secretary shall provide information concerning the programs and activities of the Association to its members through a newsletter. The newsletter shall also serve as a forum for members to express their views and suggestions.

6.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial

condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The Treasurer shall be responsible for all tax-related matters. Treasurer shall present balance sheet at general body meeting of members on yearly basis.

6.08 Joint Secretary

The Joint Secretary shall assist Secretary in efficiently conducting the meetings, sending communication, document and record keeping of association matters. In case Secretary is absent or unavailable for any reasons, the Joint Secretary shall perform duties of the Secretary.

6.09 Non-Director Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

7.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select. All payments towards membership dues shall be deposited on weekly basis to avoid delay in activating the individual's membership.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

7.05 Payments

Association dues and payments such as, association operating expenses (Mailbox, Website, membership forms, key tags, etc....), professional services expenses, artists appreciations, felicitations, and contractors payments (Restaurants, grocery stores, and event purchases) shall be approved by executive board of directors for Treasurer to pay with valid proof of receipts.

ARTICLE VIII MISCELLANEOUS

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.
The executive committee must appoint an auditor to audit association's financial records.

8.03 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board delegated powers. The Board of Director should not be serving as an officer or a member on the board of any other registered or not registered organization or entity that has similar objectives and programs as TATANC during his/her tenure as the Board of Director of the Association. The board of director shall not have any vested business interest of joining the association for any or all business opportunities and should not do any business directly with the association.

8.04 Nondiscrimination Policy

The officers, directors, members, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age

(except in sections where age was referred in this document), sex, race, religion, and sexual orientation.

8.05 Bylaw Amendment

The Members or any board of director shall propose changes to bylaws in writing to the board. The board shall review proposed changes and shall approve with two-third (2/3) majority of full board to propose those amendments in next General Body Meeting or in any other meeting called such purpose. The quorum for such meeting shall be twenty (20) percent of the total voting power of current memberships. These Bylaws may be amended, altered, repealed, or restated by two-third (2/3) approval of quorum, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) That all amendments be consistent with the Articles of Incorporation.

8.06 Responsibilities

The Association assumes no responsibility to members or their guests for the property of the members or their guests, which may be brought into or left in any area of the Association's properties or organizing venues/locations. The Association assumes no responsibility, and no member or guests can have any claims against the Association for any accident or injury to any person or their property suffered on the properties/venues of the Association.

8.07 Photographs, Videos, Social Media

The Photo and video graphs at association events shall be property of the association. No professional photo or video graph is allowed without prior permission from the board. However, members can take limited photo or video graphs for their personal use but shall not use commercially or publish in any social media for promoting their business without written permission from the board. At association events, no one is allowed to distribute brochures, pamphlets or any other propaganda material without prior written permission from the board.

8.08 Disqualification of Member, Board Director, Choreographer and Vendor

In case any member, board director, choreographer or vendor (who does business with organization), does any anti-organization activity, defamation of the office bearers of the organization, incompetence, corruption, favoritism, extortion, or oppression in office or gross misconduct in an event or in a Board meeting called for such purpose, then the board shall collect documented evidences and can disqualified them from all organization activities up to maximum of two (2) years with two-third (2/3) approval of the full Board.

ARTICLE IX

COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, TATANC shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, TATANC. willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

TATANC shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE X

DOCUMENT RETENTION POLICY

10.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of TATANC records.

10.02 Policy

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, TATANC may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2 Exception for Litigation Relevant Documents, TATANC expects all officers, directors, and employees to comply fully with any published records retention or destruction

policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the TATANC . informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

ARTICLE XI

Transparency and Accountability Disclosure of Financial Information with Members

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, TATANC practices and encourages transparency and accountability to the members of the association.

The details of this policy are as follow:

11.02 Financial and IRS documents (The form 1023 and the form 990)

TATANC shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

11.03 Means and Conditions of Disclosure

TATANC shall make "Widely Available" the aforementioned documents on its internet website: www.TriangleTelugu.org to be viewed and inspected by the members.

(a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

(b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.

(c) TATANC shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

(d) TATANC shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in person requests and within 7 days for mailed requests.

ARTICLE XII

CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose

TATANC requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of TATANC to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

12.02 Reporting Violations

If any director or member reasonably believes that some policy, practice, or activity of TATANC is in violation of law, a written complaint must be filed by that person with the secretary or the board president.

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

12.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of TATANC and provides the TATANC with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

TATANC shall not retaliate against any director or member who is in good faith has made a protest or raised a complaint against some practice of TATANC or of another individual or

entity with whom TATANC has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

TATANC shall not retaliate against any director or member who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of TATANC that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

12.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complaint or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Speculation of violations on social media, email or other means is strictly prohibited and serves as the grounds for legal action.

12.06 Handling of Reported Confidentiality

The board President or Secretary shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIII INDEMNIFICATION

Any person who at any time serves or has served as a director, officer, or employee of the corporation, or in such capacity at the request of the corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the corporation to the fullest extent permitted by the law against, a) reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with any threatened, pending, or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and b) reasonable payments made by him or her in satisfaction of any judgement, money decree, fine, penalty, or settlement for which he or she may have become liable in any such action, suit, or proceeding.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this By-Law, including without limitation, to the extent needed, making a good faith evaluation of the

manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due to him or her and giving notice to, and obtaining approval by, the members of the corporation. Any person who at any time after the adoption of this By-Law serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall insure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this By-Law. The indemnification shall be construed under the new North Carolina Business Corporation Act, effective July 1990, and shall provide or permit both statutory and extra-statutory indemnification to the fullest extent permitted by law. The corporation is expressly authorized to advance defense expenses to directors, officers, and employees, and to procure directors and officers liability insurance which may cover liability not covered by statutory indemnification.

ARTICLE XIV

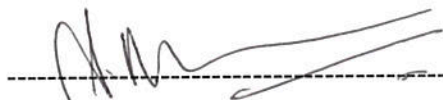
AMENDMENT OF Articles of Incorporation

14.01 Amendment

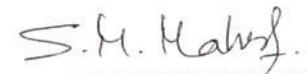
Any amendment to the Articles of Incorporation may be adopted by approval of three-fourth (3/4) of the board of directors.

CERTIFICATE OF ADOPTION OF BYLAWS


IN WITNESS WHEREOF, the undersigned hereby acknowledge and certify that the above stated bylaws of TATANC were approved and adopted by the TATANC's Board of Directors and the members as dated below. This amended document shall fully replace any prior versions of the By-Laws and constitute as a complete copy of the By-Laws of the corporation.




Akkina Murthy, President 2019



Madhu Sunku, Secretary 2019



Srinivas Vadlamudi, President 2020



Ravikiran Dukkupati, Secretary 2020

Acknowledgment by Individual

State of North Carolina County of Wake

On this 27th day of January, 2020, before me, Alexander Centeno Colon
Name of Notary Public

the undersigned Notary Public, personally appeared

Akkina Murthy, Srinivas Vallamudi, Madhu Sunku & Pavikiran Duttipati

Name of Signer(s)

- ☐ Proved to me on the oath of _____
- ☐ Personally known to me
- ☒ Proved to me on the basis of satisfactory evidence North Carolina's Driver's License(s)
(Description of ID)

to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged that he/she/they executed it.

WITNESS my hand and official seal.

Alexander Centeno Colon
NOTARY PUBLIC
Wake County, NC
My Commission Expires September 23, 2023

Notary Seal

(Signature of Notary Public)

My commission expires September 23rd, 2023

Optional: A thumbprint is
only needed if state statutes
require a thumbprint.

Right Thumbprint
of Signer

Top of thumb here

For Bank Purposes Only

Description of Attached Document

Type or Title of Document

Constitution and By-Laws of Triangle Area Telugu Association of NC

Document Date

1/26/2020

Number of Pages

20

Signer(s) Other Than Named Above

N/A



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