

TAMIL NADU FOUNDATION, Inc. USA

BYLAWS

Article I

Name

This corporation shall be known as "Tamil Nadu Foundation, Inc.," hereinafter called the Foundation.

Article II

Purpose

The purpose of this organization shall be:

- To establish scholarships for the promotion of education in Tamil Nadu, India.
- To encourage and recognize those who dedicate their efforts to the improvement and welfare of Tamil Nadu.
- To help talented young people to achieve distinction in their chosen field in Tamil Nadu.
- To help provide technical journals, textbooks, and equipment to institutions of learning and institutions of health care. These institutions shall be in existence in Tamil Nadu, India and shall be serving the state of Tamil Nadu.
- To provide assistance at times of emergency when people's lives are threatened by floods, droughts, famines, etc.
- To act upon any other worthy cause directly concerning the welfare of Tamil Nadu, India.

Article III

Membership

SECTION 1: Category and Classes

Membership shall be grouped into two categories namely voting and non-voting and further classified as follows.

Category I - Voting membership

(a) Life Member - Individual (b) Life Member – Family

Category II - Non-Voting membership

(a) Honorary Member (b) Corporate Member (c) Patron (d) Grand Patron

SECTION 2: Membership

- Persons who are interested in supporting the objectives of the foundation shall be eligible for any category of memberships, except the honorary membership in the organization

- Persons who have criminal records are not eligible for any membership.
- An applicant for membership must be sponsored by a member in good standing.
- To be admitted as a member the applicant must have approval of two-thirds of the Board of Directors herein after referred to as the “Board”. (Defined in Article IV of these Bylaws).
- All eligible voting members shall have voting rights.
- Individual members shall have only one vote and the family-voting members shall have two independent votes.
- All voting members of good standing with three years of voting membership shall have the right to be nominated for election to the Board

SECTION 3: Honorary Membership

- Honorary membership shall be limited to persons who have made outstanding contributions to the development of this Foundation. Honorary membership requires nomination by the Board of Directors and approval by two-thirds majority of the General Body.
- Honorary members shall enjoy all the rights and privileges of regular membership except the right to vote and the right to be elected to the Board.

SECTION 4: Corporate Membership

- Any legitimate Corporation that desires to promote the ideals of the Foundation is eligible to apply for Corporate Membership.
- The Corporate Membership shall enjoy all the rights and privileges of the membership except the rights to vote and to be elected to the Board.
- The Corporation shall nominate one representative each year to represent the Corporation in the Foundation activities.

SECTION 5: Application Form

- Application for membership shall be made on a prescribed form obtainable from the Vice-President of Membership or from the Foundation website.
- The applicant must be sponsored by a member in good standing.

SECTION 6: Review and Approval of Applications for Membership

- The Board of Directors shall receive and review all applications for membership.
- Membership shall be approved by a motion passed by two-thirds of the Board of Directors.
- The Board of Directors shall notify the applicant of its action.

SECTION 7: Membership Fee

Board of Directors reserves the right to determine the Life Individual and Life Family membership fees and other dues and make changes to it at its discretion. Membership fees shall be paid as a one-time payment. Membership fees are Non-Refundable.

SECTION 8: Arrears

- A member shall be deemed to be in arrears if he/she has not paid the appropriate Foundation dues on time.

SECTION 9: Good Standing in Membership

Members shall be deemed to be in good standing if they are not in arrears to the Foundation and are not under suspension.

SECTION 10: Suspension or Revocation of Membership

- (a) The Board of Directors may suspend or revoke a membership by two-thirds majority vote when it determines that a member's conduct is detrimental to the objectives or interests of the Foundation.
- (b) When a member is considered for suspension or revocation of membership, he/she shall be notified in writing at least thirty days prior to the meeting of the Board of Directors at which such action will be considered. The member shall also receive written notice of the specific reasons for which such action may be taken. The member shall have the right to appeal or to present argument in writing at least two weeks prior to the day of the meeting. A member may not be suspended for a period in excess of one year.
- (c) A member whose membership is suspended or revoked shall have the right to appeal against the action before the general body at the next annual meeting of the Foundation. The action of the Board of Directors may be expunged by a two-thirds majority vote of the voting members present at the meeting. To exercise the right of appeal, the president must be notified in writing about the intent to appeal within thirty days of the action of the Board of Directors. Revocation confirmed by the General Body shall be permanent.

SECTION 11: Resignation

Members may resign at any time by giving written notification. Such a resigning member shall fulfill all the obligations towards the Foundation including clearing up of arrears in the payment of dues prior to the resignation.

Article IV

Management

SECTION 1: Board of Directors

The affairs of the Foundation shall be managed by a “Board of Directors”. The number of members in the Board of Directors shall always be an odd number but shall not exceed fifteen. The Board of Directors shall consist of (a) the Officers, (b) the immediate Past President, and (c) six General Directors.

SECTION 2: Officers

The **Officers** of the Foundation shall be:

- (1) The President
- (2) The First Vice-President (State and International Chapters)
- (3) The Second Vice-President (Membership)
- (4) The Third Vice-President (Projects)
- (5) The Secretary
- (6) The Joint-Secretary
- (7) The Treasurer
- (8) The Joint-Treasurer

SECTION 3: Term of Office

Officers shall be elected for a term of two years and General Directors shall be elected for a term of three years, by the General Body, and they shall hold office until the induction of new officers. The Officers and General Directors shall not be eligible to serve two consecutive terms for the same category of office. All Vice-Presidencies shall constitute one category of office.

SECTION 4: Vacancies

In the event of a vacancy in the Office of the President, the Vice-president in charge of state and International Chapters shall automatically succeed to that office. In the event of any other vacancy among the officers and/or directors, the Board of Directors shall, within thirty days, appoint a successor from the General Body to that Office and he/she shall serve for the remainder of the term.

SECTION 5: Board Membership

Any Board member who fails to attend three consecutive board meetings may be replaced at the discretion of the Board of Directors.

Article V

Meetings

SECTION 1: Annual General Body Meeting

An annual General Body meeting shall be held between the fifteenth of May and the fifteenth of September of each year.

SECTION 2: Notification of Meetings

- Each member shall be notified in writing of the date, time, place and purpose of the meeting.
- Notification of the meetings shall be mailed not less than thirty days and not more than sixty days prior to the date of the meeting.
- Notice mailed to the address of record on file with the secretary shall constitute notification.

SECTION 3: Quorum

At any General Body meeting of the Foundation thirty voting members in good standing shall constitute a quorum.

SECTION 4: Special Meetings

- Special meetings may be held for any purpose concerning the Foundation.
- The President shall call a special meeting of the Foundation at such times as he/she may deem appropriate and upon receipt of a petition to the President for a meeting signed by not less than two-thirds of the voting members in good standing.
- Members of the Foundation shall be notified of each special meeting as specified in section 2 of the Article.

Article VI

Duties of the Officers

SECTION 1: President

The **President** shall

- Preside at the meetings of the Foundation and of the Board of Directors.
- Enforce the provisions of the Articles of Incorporation, the Bylaws, and the rules and regulations of the Foundation.
- Call for special meetings of the Foundation as per Article V, Section 4 of these Bylaws.
- Call for special meetings of the Board of Directors.

- Appoint special committees to assist him in the execution of his duties.
- Exercise all other functions as the Chief Executive of the Foundation.

SECTION 2: Vice-President

- (a) The First Vice President shall preside as President pro-tem in the absence of the President at the meeting of the Foundation or of the Board of Directors. He/She shall, in consultation with the President, promote the establishment of various Chapters in the USA and in other countries. He/She shall be in charge of the activities of the chapters so that they may function in conformity with the purpose of the Foundation.
- (b) The Second Vice-President in consultation with the President shall devise activities to increase the membership of the Foundation and shall be a liaison officer with other Tamil Organizations in the USA to promote the membership of the Foundation. It is his/her responsibility to
- Maintain an accurate roll of members in each class of membership.
 - Maintain a current record of each member's mailing address as provided by the members.
 - Be prepared at each meeting of the Foundation or the Board of Directors to report, in collaboration with the Treasurer, on the good standing and membership class of each member.
- (c) The Third Vice-President in charge of projects shall maintain a list of all the past, present and the proposed projects. He/She shall interact with the coordinators of the projects to implement them successfully. He/She shall in consultation with the Secretary and Treasurer expedite disbursement of project funds. He/She shall supervise all projects so that they are not contradictory to the purpose of the Foundation.

SECTION 3: Secretary

The **Secretary** shall:

- Keep minutes of each meeting of the Foundation and of the Board of Directors.
- Maintain the records of the Foundation.
- Provide for the safekeeping of the corporate seal, if any.
- Notify each member of the meeting of the Foundation as required by the Constitution and the Bylaws.
- Notify each member of the Board of Directors of regular and special meetings as required by the Constitution and Bylaws
- Carry on the general correspondence and activities of the Foundation.

SECTION 4: Joint-Secretary

The Joint-Secretary shall assist the Secretary in the discharge of the latter's duties.

SECTION 5: Treasurer

The **Treasurer**, in collaboration with the Secretary, shall:

- Collect all moneys due the Foundation.
- Deposit all moneys received in a bank or a trust company approved by the Board of Directors;

- Pay all taxes, interest, and amortization on debt owed by the Foundation in the order mentioned.
- Pay all bills contracted by the Foundation or its authorized representative, except that disbursements in excess of the limit for contingent expenses require ratification by the Board of Directors.
- Make other disbursements as directed and approved by the Board of Directors.
- Keep accurate record of all receipts and disbursements.
- Submit a report of all receipts, disbursements, accounts receivable, accounts payable, and a balance sheet for the Foundation, duly audited by a Certified Public Accountant, at the Annual Meeting.
- Submit a report in writing of all receipts, disbursements, accounts receivable, accounts payable, and a balance sheet for the Foundation, duly audited by a Certified Public Accountant, at the Annual meeting.
- Submit in writing a budget for the next year and a review of the budget for the past year at the Annual Meeting.
- Follow the Foundation investments and provide periodic reports about their performance.

SECTION 6: Joint-Treasurer

The Joint-treasurer shall assist the Treasurer in the discharge of the latter's duties.

Article VII

Duties and Powers of the Board of Directors

SECTION 1: General

The Board of Directors shall have authority to manage and control the affairs, funds, and property of the Foundation. It shall be the duty of the Board of Directors to carry out the purposes of the Foundation in keeping with the Articles of Incorporation and Bylaws and to make and enforce such rules and regulations as may be necessary and appropriate.

SECTION 2: Membership in the Foundation

The Board of Directors shall have full power to approve memberships to the Foundation and to suspend or revoke membership in accordance with the provisions of the Articles of Incorporation and Bylaws.

SECTION 3: Regular Meetings

The Board of Directors shall hold at least a minimum of two meetings in a year and more if and as it becomes necessary. At least one meeting shall be held immediately before the Annual General Body meeting. The meeting of the Board of Directors may be held either in person or by a teleconference.

SECTION 4: Quorum:

Eight members of the Board of Directors shall constitute a quorum at any meeting of the Board. In case of a tie in voting, the President or the Presiding Officer shall cast his/her vote to break the tie.

SECTION 5: Notification of Meetings

The President shall direct the Secretary to send written notice or by electronic mail to each member of the Board of Directors of the date, time, and place of each meeting of the Board of Directors. Such notification shall be mailed not less than three weeks prior to the meeting.

ARTICLE VIII

Finances

SECTION 1: Sources

The sources of income for the Foundation shall be:

- Membership Fees
- Donations
- Fund Raising Campaigns

SECTION 2: Responsibilities

The Treasurer, in collaboration with the Secretary, is accountable for maintaining the records of income and expenses of the Foundation.

SECTION 3: Distributions

The Board shall have the authority to make decisions regarding the expenses and distribution of funds towards the projects as well as other activities of the Foundation.

Article IX

Election of the Board of Directors

SECTION 1: Nominations

- The Secretary shall appoint an Election Officer with the approval of the Board, 120 days prior to the General Body meeting. Such an Election Officer must be a member in good standing. He/She shall not be an existing member of the Board nor be a candidate for election to the Board.
- Not less than ninety days prior to the Annual Meeting, the Election Officer shall call for nominations to fill the vacancies from all voting members of good standing by written notice.
- The nominee shall be a voting member of good standing for at least three years.

- A nominee shall not have any criminal record.
- Any qualified member shall be nominated for only one position in the Board in any given election.
- The nominee for the presidency should have served in some position in the Board of Directors within six years preceding the nomination.
- The nominee for the position of the First Vice-President (state and international chapters) should have served in some position in the Board of Directors within ten years preceding the nomination.
- The call for nominations shall be sent by mail to the addresses as they appear in the records of current membership.
- The nominations shall be proposed and seconded by voting members in good standing.
- The notice of nomination bearing the signed consent of the nominee shall reach the Election Officer within fifteen days of the date of the notice calling for nominations.

SECTION 2: Withdrawal of Nomination

Nominees who wish to withdraw their nomination should do so by a written notification to the Election Officer within two weeks from the last date set for the receipt of nominations.

SECTION 3: Election

- The Election Officer in consultation with the Secretary shall finalize the list of all eligible nominees.
- The Election Officer shall hold the election by secret ballot not less than thirty days prior to the General Body Meeting.
- The voting shall be by mail.
- The minimum time for the complete mailing process including the receipt of the ballots shall be fifteen working days.

Article X

Amendments

SECTION 1: Limitation

No amendment in any manner whatsoever shall affect any or all of these clauses defining the purpose of the Foundation. This section protecting the purpose of the Foundation shall not be amended, altered or repealed.

SECTION 2: Proposal for Amendments

- Any member in good standing seconded by any other member in good standing may propose an amendment or alteration to the Bylaws with due regard to the limitation stated in Section 1 of this Article.
- The Board of Directors must receive a notice stating the nature of the proposed amendment or alteration together with a copy of the proposed alteration or amendment.

SECTION 3: Passage of Amendments

- The proposal for amendment of the Bylaws if approved by the Board of Directors by a simple majority shall be circulated to the general body.
- The passage of the motion for alteration or amendment shall require the affirmative vote of two-thirds of the members in good standing.
- The members shall register their vote by mail within thirty days. The procedure for proposing an amendment and voting on a motion for amendment of these Bylaws shall be the same for the amendment of the Articles of Incorporation.
- If any member does not exercise his vote within thirty days after receiving the amendments, the Board shall presume the vote in the affirmative.

SECTION 4: Effective Date of Amendment

An amendment or alteration of the Bylaws, if passed, shall become effective immediately

Article XI

Indemnification of Officers

Any person made party to any legal action, lawsuit, or legal proceeding by reason of the fact that he/she is or was a Director or Officer of this Foundation shall be indemnified by the Foundation against the reasonable expenses, including attorney's fees actually and necessarily incurred in connection with the defense of such action, suit or proceeding. Any person party to such suit, action, or proceeding shall further be indemnified by the Foundation for any judgments or liabilities resulting there from. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under the provisions of the Corporation Law of the State to which the Director or Office belongs.

Article XII

Chapters of the Foundation

SECTION 1: Formation

- One or more Chapters of the Foundation may be formed in any state of the United States of America to promote the purpose of the Foundation.
- Such Chapters may engage in cultural and charitable activities to promote membership, to run youth camps, to raise funds for projects of the Foundation, and to conduct classes to teach Tamil language and culture.

SECTION 2: Term

- The Chapters shall be governed by a local committee, elected by the local members. The committee shall consist of at least five persons and should have a Chairperson, a Secretary, and a Treasurer.

- The term of the officers shall be two years and they may be re-elected for an additional two-year term.

SECTION 3: Election

- The Chapter shall follow the same election procedures as outlined in Article IX of the Bylaws of the Foundation.
- In case of any dispute or procedural conflict in the election, the decision of the President of the Foundation shall be final. The President shall communicate such a decision to the local chapters in writing.

SECTION 4: Finance

- Upon written request of a local chapter and with the approval of the Board of Directors, the treasurer will open a joint electronic bank account, with one of the local Chapter officer as an authorized agent to operate the account.
- This account is to be used only for expenses of day to day operations and other incidental expenses pertaining to the Chapter. This account also can be used to temporarily park the funds raised through the fund raising events.
- The Chapters are required to request the bank to send duplicate copies of the monthly statement to the Treasurer. In the event where the bank does not cooperate to send out the duplicate statements, the local chapter is required to send a copy of the monthly statement to the treasurer every month. After three breaches of this clause, without a satisfactory explanation to the Board, the Board will direct the treasurer to close this account.
- Except during the fund raising events, any amount over \$ 5000 should be transferred to the bank of the main TNF account.
- The local Chapter Chairperson shall ensure that complete details of all financial transactions of the local Chapter for the preceding year including all the income and expenses are submitted to the TNF Treasurer no later than April 15 of each year.
- The Board of Directors shall have the authority to cancel the bank accounts at any time if any impropriety occurs.

SECTION 5: Termination

If in the opinion of the Board of Directors, a Chapter does not function for a period of more than two years, the Board can appoint caretaker-officers to discharge the responsibilities or the chapter may be dissolved by a resolution passed by the Board to that effect.

Article XIII

International Chapters

SECTION 1: Formation

- Chapters may be formed in countries other than the U.S.A. Such chapters shall function in conformity with the purpose of the Foundation in the USA set forth in Article II of the Bylaws of the Foundation.

- Such international chapters shall be governed by a Trust Document duly approved by the Board of Directors in the USA and registered in that country where the chapter is formed.
- Such Trust Document shall contain provisions for term of office, for election procedures, and for providing periodic financial and activity reports.

SECTION 2: Dissolution

International chapters may be dissolved, if, in the opinion of the Board of Directors in the USA, they contravene the purpose of the Foundation.

Article XIV

Dissolution

SECTION 1: Motion to consider Dissolution

- A motion to consider dissolution of the Foundation may be petitioned, if it has the support of not less than two-thirds of the members in good standing. The petition must be submitted to the President.
- The President shall circulate the petition to the general body within thirty days of the receipt of the petition.
- The notice for dissolution that shall accompany the circulated petition shall require, for passing, the affirmative vote of three quarters of the members in good standing.

SECTION 2: Dissolution

- Upon passage of the motion to dissolve, the existing Officers and Directors shall remain in office until the dissolution is completed.
 - The Board of Directors shall cause all debts of the Foundation to be discharged to ensure compliance with all requirements of the laws.
 - Any remaining assets of the Foundation shall be liquidated and donated to the ongoing TNF sponsored projects.
 - Upon dissolution of the Foundation the State Chapters and International Chapters shall be automatically dissolved.
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