

BY-LAWS
KUVEMPU KANNADA SANGHA OF SAN ANTONIO
A TEXAS NONPROFIT ORGANIZATION

These by-laws constitute the code of rules adopted by the Kuvempu Kannada Sangha of San Antonio for the regulation and management of its affairs.

ARTICLE I.

Principal Office

The principal office of Kuvempu Kannada Sangha (KKS) in the State of Texas, hereafter called the “**Organization**”, shall be located in the Metropolitan area of San Antonio, or its surrounding suburbs situated in the Bexar County.

The Organization shall have and continuously maintain in the State of Texas, a registered office and a registered agent. The registered agent's office can be identical with such registered office, but need not be identical with the principal office of the Organization in the State of Texas. Also, the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II.

Purpose

The Organization is organized exclusively for charitable, literary and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. The purposes of the Organization are:

1. To educate, and to promote public awareness and interest in, the performing Arts, Folk Arts, Kannada literature, Kannada language, and the cultural identity of the Kannada speaking and Kannada loving persons,
2. To help, guide, and assist Kannada loving new immigrants to the region, and families in distress and adversity,
3. To provide information on Kannada culture and its values to the community members at large,
4. To promote cooperation with similar organizations in other regions of the country,
5. To accept donations to defray the expenses towards charitable, educational, cultural, and humanitarian causes.

The Organization is established as a permanent organization in the Metropolitan San Antonio area of Texas (that is, Bexar County and suburbs in surrounding counties) seeking to enlighten the local community through activities promoting Karnataka's cultural values, with emphasis on education, the arts, and community work. The Organization would also provide opportunities for the members of the community to participate in the Texas community work and to serve as a resource for the diversity representation in the State of Texas. The Organization may also engage in activities, which further its purposes.

No part of the net earnings of the Organization shall inure to the benefit of any Director of the Organization, officer of the Organization, or any private individual. Also, no Director or officer of the Organization, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Organization. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation,

and the Organization shall not participate in, or intervene in, (including the publication or distribution of statements) any political campaigning on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Organization shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended.

Upon dissolution of the Organization or the winding up of its affairs, the assets of the Organization shall be distributed exclusively to Charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. Furthermore, the Organization can only be dissolved by the Board and a simple majority of the general membership approving such dissolution.

ARTICLE III.

Membership

- a.** The membership of the Organization shall be open to all those who support and subscribe to the purposes listed in Article II. Such members shall constitute the General Body of the Organization.
- b.** Membership shall be granted after receipt of annual dues. Continued membership is contingent upon being up-to-date on membership dues.
- c.** The Organization shall have such classes of members as may be determined by the Board, e.g. Life member, Patron member, Family member, Individual member, etc
- d.** The Organization shall have voting members constituting the General Body. These voting members shall be members in good standing and must have paid the yearly membership dues. Each member shall be eligible to cast one (1) vote in the Organization elections. In case of Family membership, the spouses will have one vote each.

ARTICLE IV.

Meetings of Members

- a. General Meeting:** There will be at least one (1) General Body Meeting per year of all the members. The Meeting shall be held between the months of August-October, the specific date, time and location of which will be designated by the President of the Executive Committee (Executive Committee) and Chairman of the Board of Directors. The General Body meeting may be held in conjunction with the Organization program.
- b. Special Meetings:** Special Meetings may be called by a simple majority of the Board of Directors.
- c. Notice of Meetings:** Notice of each meeting shall be given to each member, via mail, emails, or by telephone, not less than two (2) weeks prior to the meeting.
- d. Voting:** All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE V.

Board of Directors

The Chairman of the Board shall act as a liaison between the Organization, the Executive Committee and all the other non-profit organizations. The Board of Directors (BoD) shall be responsible for all charitable and community involvement. The Board of Directors or their nominees will represent the Organization in any national and regional associations (such as Navika, AKKA etc.) as such opportunities arise. BOD may also appoint committees such as Advisory Committee on as needed basis to assist them in the Organization activities.

a. The initial Board: The Board shall be comprised of minimum of three (3) directors. Initial Board of Directors shall consist of the persons listed in the Certificate of Formation as constituting the initial Board.

b. Board role, size and compensation: The Board shall be responsible for overall policy and direction of the Organization, and shall delegate responsibility of day-to-day operations to the Executive Committee. The Board shall ensure a smooth transition of the Executive Committee from one term to the next. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three Directors. The Board members receive no compensation. The Chairman and Board members will act as advisors and are not required to be involved in the activities of the Executive Committee.

c. Quorum: A quorum must be attended by all three (3) Board Members for business transactions to take place and for motions to pass. However, if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

d. Terms: Each BOD member term is 5 years. Term limit is staggered such that a senior most director or chairman retires every year which will be filled by outgoing President.

e. Board Eligibility: To be eligible to be on the Board of Directors, each Board member should have been a past president of the Organization. Vacant director position will be filled by immediate retiring director. In case such candidate not available to serve Chairman of the Board can nominate Board member as long as other qualifications as noted in Article V (j) are met.

f. Chairman of the Board: The senior past President of the Organization shall serve as the Chairman of the Board. The Chairman of the Board has the right to dissolve or remove any members of the Executive Committee if evidence of gross negligence or misconduct is reported and such action must be approved by the majority of Board of Directors and the simple majority of the attending General Body.

g. Meetings and Notice: The Board shall meet at least once a year at an agreed upon time and place. An official Board meeting requires that each Board member have written notice at least one (1) week in advance.

h. Fiscal Policies: The fiscal year of the Organization shall be from January to December.

i. Resignation and termination of Board: Resignation from the Board must be in writing and received by the Chairman of the Board. A Board member may be removed for other reasons by a majority vote of the remaining Directors. In the event of a vacancy the Chairman of the Board can invite one of the past presidents to fill the position of the vacant Board of Director.

j. Qualification to serve as a Director: More than one member of the same family cannot serve on either the Board of Directors or the Executive Committee or both during a given term of office. If such a situation arises due to any reason, then one or more of the family members must voluntarily resign; the vacated position will be filled according to the by-laws mentioned in this document.

General requirement guidance for nominated to be a Director should be as following:

1. Have been a member in good standing for 5 years or more and
2. Served as an executive committee member for at least 2 years.
 - a. The above requirements for this position can be ignored at the discretion of the BOD.

ARTICLE VI.

Executive Committee (EC)

a. Executive Committee Role, Officers and Duties:

There shall be five (5) Officers of the Executive Committee: *President, Vice-President, Secretary, Treasurer and Member-at-large*. These Officers shall serve as the members of the Executive Committee.

- 1) The Executive Committee shall have no right to amend the by-laws.
- 2) The Executive Committee shall be required to keep the Board informed of all its activities. The Board of Directors has the right to call upon the Executive Committee at any time to give a full report of all its activities.
- 3) The Executive Committee may appoint additional standing and ad hoc committees as needed.

b. Terms:

All Officers shall serve for a period of one year, but shall be eligible to serve for up to two (2) consecutive terms, if not contested. Same person shall not continue in one position for more than two terms in a row.

c. Executive Committee Nominations:

Incumbent Vice-president will automatically assume the role of President for the following term. If the Vice-president is unable to serve, BoD shall invite one of the Executive Committee members to assume the role of the President by a majority vote of the remaining EC and BoD.

Members shall self-nominate, to fill the positions of the Vice-President, Secretary, Treasurer and Member-at-large to form the Executive Committee for the following term. If more than one nomination is received for a position, an election will be held to fill that position.

Nominations shall be received at the end of every term, between August-October. The Vice-President shall announce his or her new team (EC members) for the following term during Rajyotsava celebration to facilitate a smooth transitioning of the responsibilities of the Organization.

d. Executive Committee Eligibility:

To be eligible to serve as an Officer on the Executive Committee, each member shall be in good standing, demonstrated commitment and ability to work as part of the team, and a dues paying member of the Organization for at least three (3) years continuously.

e. Duties of the Officers:

There shall be five (5) Officers of the Executive Committee: *President, Vice-President, Secretary, Treasurer and Member-at-large*. Their duties are as follows:

1. **The President** shall convene regularly scheduled committee meetings, shall preside at all Executive Committee meetings, appoint committee members and perform other duties as associated with the office.
2. **The Vice-President** shall be responsible to perform the duties of the President in the event of his or her absence or in the event of his or her inability or refusal to act. And when so acting shall have all the powers of and be subject to all the restrictions upon the President.
3. **The Secretary** shall be responsible for the minutes of the Executive Committee, keep all approved minutes in a minute book, and send out copies of minutes to all and perform associated secretarial functions of the Organization.
4. **The Treasurer** shall keep record of the organization's budget and prepare financial reports as needed; receive all monies and deposit the currency in a bank or banks the Organization has account with; have custody of and maintain general records of the Organization receipts and disbursements.

The Treasurer shall help develop fundraising plans and make financial information available to the Officers and the Organization members. Annual reports are required to be submitted to the Board of Directors showing income and expenditures. The financial records of the Organization are public records and shall be made available to the General Body members, the Executive Committee Officers and to the Board of Directors. The Treasurer shall obtain approval of the budget and expenditures, and any major change in the budget, from the Executive Committee.

All checks and vouchers shall be signed by the treasurer, and any amounts over \$500.00 shall be countersigned by one other Officer, determined by the BoD. The Treasurer will promptly deliver in a timely manner, at the end of his/her term, the financial accounts, funds and records of the Organization to his/her successor.

5. **The Member-at-large** shall serve the duties as assigned by the President and will have voting privileges in the executive committee decisions.

f. Meetings and Notice:

The Executive committee can meet as often as needed. Secretary will make necessary arrangements and notify the specific date, time and location to rest of the members. Meetings can be by means of conference telephone or similar communication equipment. All persons participating in such a meeting shall constitute presence-in-person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created. The Executive Committee requires that each Officer have a minimum of one week advance written notice of such meetings. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE VII.

Indemnification

To the fullest extent allowed by applicable Texas laws, the Organization shall indemnify every Director, Officer and the Executive Committee member against any and all expenses, including, without limitation, attorney's fees, imposed upon or reasonably incurred by any Director, Officer or Executive Committee member in connection with any action, suit or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which such Director, Officer or Executive Committee member may be a party by reason of being or having been a Director, Officer or Executive Committee member and:

- 1) The Directors, Officers and Executive Committee members shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct or bad faith.
- 2) The Directors, Officers and Executive Committee members shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Organization and the Organization shall indemnify and forever hold each such Director, Officer and Executive Committee member free and harmless against any and all liability to others on account of any such contract or commitment.
- 3) Any right to indemnification provided for herein shall not be exclusive of any other rights to which any Director, Officer or Executive Committee member may be entitled.
- 4) The Organization shall maintain adequate general liability and Directors' and Officers' liability insurance to fund this obligation, if such coverage is reasonably available.

ARTICLE VIII.

Amendments

The Board shall have the power and authority to call for a General Body meeting to amend the by-laws. The by-laws may be amended by a simple majority vote of General Body members present at the meeting, provided a copy of the proposed amendment(s) is provided to each General Body member at least one (1) week prior to said meeting by the Chairman of the Board.