

FEDERATION OF TAMIL SANGAMS OF NORTH AMERICA, INC.

Bylaws

ARTICLE 1 – NAME

1.1 The name of this organization shall be Federation of Tamil Sangams of North America, Inc. (hereinafter referred to as the “Federation”).

1.2 The Federation is a non-profit, literary, educational, cultural, charitable, secular, and nonpartisan organization.

ARTICLE 2 – OBJECTIVES

2.1 To establish a centralized organization comprised of elected representatives of Tamil associations in North America and of individuals living in North America who have contributed to the objectives of the Federation and who join as Life Members.

2.2 To cultivate, promote, foster, and develop the advancement of knowledge in Tamil language, literature and culture.

2.3 To cultivate, promote, and foster the exchange of ideas and understanding between the Tamil people and other cultures.

2.4 To promote better understanding and foster friendship among various Tamil associations in North America and to encourage the formation of new Tamil Sangams.

2.5 To act upon charitable causes directly concerning the welfare of Tamil community living throughout the world.

ARTICLE 3 - OFFICE

3.1 The Board of Directors (hereinafter referred to as the “Board”) shall decide the location of the office.

ARTICLE 4 - MEMBERSHIP AND REPRESENTATION

4.1 Membership in the Federation is open a) to all duly registered Tamil Associations in North America with compatible objectives and b) to all eligible persons subject to the requirements that the person has contributed to the Federation, joins as Life Member of the Federation and fulfills other criteria shown in Article 4.3.

4.2 Any duly registered Tamil Association in North America which is interested in becoming a member of the Federation must initiate a written request to the Board in the prescribed application form obtainable from the Secretary of the Federation. A simple majority of the Federation's Board must approve any Tamil Association to be admitted as a member.

4.3 The individual applicant for Life Membership must be sponsored by a Life Member of the Federation in the prescribed application form obtainable from the Secretary of the Federation. To be eligible for Life Membership, the applicant must be the present or the past President of the Federation, the present or the past President of a current member Tamil Sangam of the Federation, or a current member Tamil Sangam's member in good standing who has contributed significantly to the Federation in the past as determined by the Board of Directors of the Federation. However, those who have acted directly or indirectly in a way or manner detrimental to the objectives and/or interests of the Federation, as determined by the Board of Directors, are not eligible to become Life Members. To be admitted as a Life Member, the applicant must have the approval of a simple majority of the Federation's Board. If the Board denies the applicant's membership request, the concerned applicant has the right to appeal in writing to the Federation's President who shall submit the applicant's grievance at the next general body meeting of the Federation which has the authority to overrule the decision of its Board.

Initial Life Members will be admitted by an Interim Life Membership Committee comprised of three members until the new Board of Directors of the Federation is elected for the two-year term which commences from July 2006. This Interim Life Membership Committee will be appointed by the current Delegates of the Federation.

4.4 Each member Tamil Association of the Federation is entitled to be represented by its Delegates to the Federation. The number of Delegates to the Federation shall depend on the size of the member Tamil Association determined as of the previous calendar year. The number of Delegates from each member Tamil Association shall be as per the table given below:

Number of Adult Members in Association	Number of Delegates to the Federation
Below 50 members	1
50 to 149 members	2
150 to 299 members	3
300 to 500 members	4
Above 500 members	5

In the interest of fairness to all member Tamil Associations in determining the number of Delegates, the Board of Directors of the Federation shall establish and enforce strict procedures for verifying the number of adult members in each Tamil Association.

4.5 Each Delegate from member Tamil Associations shall have one vote.

4.6 Each Life Member of the Federation shall have one vote.

4.7 Members of the Federation: Members of the Federation is comprised of the Delegates representing the member Tamil Associations and the Life Members of the Federation.

4.8 The annual non-refundable membership dues for the member Tamil Associations shall be based on their size and shall be determined by the Federation's Board of Directors. The one-time, non-refundable membership dues for Life Membership of individuals shall be one thousand U.S. dollars (\$1,000.00 US).

4.9 Each member Tamil Association shall renew its annual membership for the current calendar year (from January 1 to December 31) by paying its dues to the Federation on or before March 31 of the current year. In addition, at the time of paying its membership dues for the current year, the member Tamil Association shall submit a) a report summarizing its activities performed in the previous calendar year and b) its Secretary's report presented at its annual meeting of the previous calendar year. However, if the general body meeting of the Federation is held before March 31, the status of the member Tamil Association in the previous calendar year shall prevail.

Any member Tamil Association whose membership dues and the reports mentioned above in this Article have not been received on or before March 31-st of a given year by the Federation, will not be allowed to vote in the elections for the Federation's Board during that year. If the member Tamil Association's membership dues are received after March 31-st, its Delegates can vote at the Federation's meetings but not at the Federation's Board elections in that year.

4.10 All member Tamil Associations shall notify before March 31 of each year in writing or by email the name, address, phone number and email address of each of their Delegates to the Secretary of the Federation. Any time a change occurs in the status of a member Association's Delegate or Delegates, the concerned Association shall immediately notify in writing or by email the Secretary of the Federation with the changes in name, address, phone number and email address of Delegate or Delegates.

4.11 Suspension or Revocation of Membership in the Federation:

4.11.1 The Board may suspend the membership of a Tamil Association or a Life Member of the Federation by two-thirds majority vote when the Board determines that the Tamil Association's or Life Member's conduct is detrimental to the objectives or interests of the Federation.

4.11.2 When a Tamil Association or a Life Member of the Federation is considered for suspension or revocation of membership, the concerned Association or the concerned Life Member shall be notified in writing at least thirty days prior to the meeting of the Board at which such action will be considered. The Association or the Life Member shall also receive written notice of the general nature of the reasons for which such action may be taken. The Association or the Life Member shall have the right to appeal or to present argument in writing at least two weeks prior to the day of the meeting. An Association or a Life Member may not be suspended for a period in excess of one year.

4.11.3 A Tamil Association or a Life 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 Federation. The action of the Board may be expunged by two-thirds vote of the members present and voting at the meeting of the Federation. To exercise the right of appeal, the President must be notified by the affected party in writing the intent of appeal within thirty days of the action of the Board. Revocation confirmed by the general body of the Federation shall be permanent.

ARTICLE 5: OFFICERS

The Officers of the Foundation shall be a President, a Vice President, a Secretary, a Joint Secretary, and a Treasurer

ARTICLE 6: BOARD OF DIRECTORS

6.1 The Board of Directors ("Board") of the Federation shall be comprised of the five Officers as per Article 5 and four Board Members, thus there shall be nine Directors on the Board.

6.2 The President shall act as the Chairperson of the Board of Directors.

6.3 The Board shall have and exercise authority in the management and control of the affairs, funds and property of the Federation. . It shall have full power and it shall be the duty of the Board to carry out the objectives of the Federation according to the Articles of Incorporation and Bylaws and to make and enforce such rules and regulations as required.

ARTICLE 7: TERM OF OFFICE

7.1 The Board shall be elected for a term of two years. The new Board shall take office immediately after the annual general body meeting which will be held subsequent to the election. No Officer or Board Member who continued in that office for a full two-year term shall be eligible for election to the same category of office for the immediately following two-year term.

7.2 The Delegates from a member Tamil Association shall have a term of one year, but

can be renewed at the discretion of the concerned member Tamil Association. Any such renewal shall be notified to the Secretary of the Federation.

7.3 In case of retirement or permanent absence of any Officer or Board Member, the Board of Directors shall, by a majority vote, elect a successor from its Directors or from the Membership of the Federation in good standing for the remaining portion of the term. Permanent absence is defined as absence from three consecutive meetings of the Board. The meeting of the Board is defined as meeting in person or meeting by phone conference.

ARTICLE 8: ELECTION OF THE BOARD OF DIRECTORS

8.1 Nominations

- The Board shall appoint an election officer 120 days prior to the Annual General Body meeting of the Federation. Not less than ninety days prior to the Annual General Body Meeting, the Election Officer shall call for nominations to elect the new Board from all members of the Federation in good standing by written notice. The nominee shall be a member of the Federation in good standing for at least one year.
- The call for nominations shall be sent by mail to the addresses as they appear in current membership records.
- The nominations shall be proposed and seconded by members of the Federation 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.

8.2 Withdrawal of Nomination

Nominees desirous of withdrawing should do so by written intimation to the Election Officer within two weeks from the last date set for the receipt of nominations.

8.3 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. Such Election Officer shall not be a candidate for any position in the Board at the time of that election. The Election Officer must be a member in good standing. 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 9 – DUTIES OF THE OFFICERS

9.1 **PRESIDENT:** The President shall a) call and preside at the meetings of the Federation and of the Board of Directors, b) appoint, with the approval of the Board, members of all special committees as and when he/she deems necessary, c) sign all documents in the name and on behalf of the Federation, d) ensure that all activities of the Federation are properly documented and filed, e) assign the responsibilities of any Officer, in his or her temporary absence, to other members of the Board as necessary, f) perform the duties which may be assigned to him or her from time to time by the Board of Directors, g) enforce the Bylaws, and h) perform all other usual functions as the Chief Executive of the Federation.

9.2 **VICE PRESIDENT:** The Vice President shall a) perform the duties of the President during his/her temporary absence, and b) perform any other duties which may be assigned to him/her by the Board of Directors.

9.3 **SECRETARY:** The Secretary shall a) operate under the general direction of the President, b) record and present the minutes of all meetings, c) sign and attend to all correspondences and present the same to the Board at its meetings, d) be the custodian of the records, papers, minutes, and documents of the Federation other than those under the jurisdiction of the Treasurer, e) maintain an up-to-date list of all member Associations of the Federation in detail in collaboration with the Treasurer, f) maintain an up-to-date list of all Delegates to the Federation from all member Associations, g) maintain an up-to-date list of all Life Members of the Federation, h) notify all Members of the Federation all meetings of the Federation, i) notify each Director of the Board of all meetings of the Board, j) file any certificates required by any statute, Federal or State, k) provide for the safekeeping of the corporate seal, if any, and l) perform any other duties that may be assigned to him/her by the Board of Directors.

9.4 **JOINT SECRETARY:** The Joint Secretary shall a) assist the Secretary in the discharge of his/her duties, b) perform all the duties of the Secretary in his/her absence, and c) perform any other duties which may be assigned to him/her by the Board of Directors.

9.5 **TREASURER:** The Treasurer, in collaboration with the Secretary, shall a) collect all monies due the Federation, b) deposit all monies in a bank or trust company approved by the Board of Directors, c) pay all taxes, interest, and amortization on debt owed by the Federation in the order mentioned, d) pay all bills contracted by the Federation or its authorized representatives, except that disbursements in excess of the limit for contingent expenses require approval by the Board of Directors, e) make other disbursements as directed and approved by the Board of Directors, f) keep accurate records of all receipts and disbursements, g) present an up-to-date financial report at the Board meetings, h) 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 General Body Meeting, and i) perform such other duties as may be assigned to him/her by the Board of Directors.

ARTICLE 10: MEETINGS

10.1 Annual General Body Meeting: An Annual General body Meeting of the Members of the Federation shall be held between the fifteenth of May and the fifteenth of September of each year.

10.2 Notification of Annual General body Meeting: Each Member of the Federation shall be notified by the Secretary in writing of the date, time, place and purpose of the meeting. Notification of the meetings shall be mailed by US Postal Service or email 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

10.3 Special Meeting of the Federation: Special meetings shall be held for any purpose concerning the Federation. The President shall call a special meeting of the Federation at such times as he/she may deem appropriate, upon a resolution of the Board of Directors, or upon receipt of a petition to the Secretary for a meeting signed by not less than one-third of the Members of the Federation.

10.4 Notification of the Special Meeting of the Federation: A written notice of the meeting shall be sent by the Secretary via US Postal Service or email to all the Members of the Federation at least 15 days in advance of the meeting. The notice must contain the date, time, place and purpose of the meeting. .

10.5 Meetings of the Board of Directors: The Board of Directors shall hold at least three meetings in a year and more if necessary. At least one meeting shall be held before the Annual General Body Meeting. The Board of Directors shall meet at the call of the President or of majority of the Directors. The meeting of the Board of Directors may be held in person, through correspondence, or by a conference phone call.

10.6 Notification of the Board of Directors Meeting: Agenda for the Board of Directors meeting shall be prepared by the President and notice thereof shall be sent by the Secretary to all Directors of the Board via US Postal Service or email at least 7 days in advance.

10.7 Quorum at the meetings of the Federation: Twenty-five members in good standing shall constitute a quorum at any general body meeting or special meeting of the Federation.

10.8 Quorum at the Board Meeting: A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. .

10.9 Resolutions:

10.9.1 A simple majority of the members who are present and voting at the Federation's meetings shall be necessary to adopt any resolution. The President or the Presiding Officer shall not vote unless there is a tie in which case he/she shall vote to break the tie.

10.9.2 A simple majority of the Directors who are participating and voting at the Board meetings shall be necessary to adopt any resolution. The President or the Presiding Officer shall not vote unless there is a tie in which case he/she shall vote to break the tie.

ARTICLE 11: MANAGEMENT OF FUNDS

11.1 The Board is vested with the authority in managing the funds as in Article 6.3 and the Board, in the discharge of its duties, shall exercise its authority in managing the funds and operating the bank account.

11.2 Any account by or on behalf of the Federation shall be opened only upon the written approval of the Board of Directors by a majority vote of the Board. The bank or the trust company in which the Federation's account is opened and maintained must be an insured one by FDIC. All the collections or receipts shall be deposited into the Federation's account within ten working days.

11.3 The Treasurer is accountable for the income and expenses of the Federation. The Treasurer shall submit the financial statement of the Federation to the Federation's Board by April 30 of each year.

11.4 Any instrument used to draw funds or to make payments from the Federation's account must contain two signatures authorized by the Board of Directors. One of these two signatures shall be that of the Treasurer and the second signature shall be that of another Director of the Board other than the President.

11.5 Distribution of finances and allotment of funds for the various programs and activities of the Federation shall be decided by the Board of Directors.

11.6 The fiscal year of the Federation shall be from January 1 to December 31 of each calendar year.

11.7 All proceeds from Life Membership dues of individuals shall be deposited into a Trust which shall be used only for long-term projects of the Federation, such as Tamil chairs, Tamil maiyam and Tamil literary projects. The designation of the funds shall be decided by the general body of the Federation.

ARTICLE 12 - AMENDMENTS

12.1 Proposal for Amendments: a) Any member of the Federation in good standing seconded by another member of the Federation in good standing may propose any amendments to the Articles of Incorporation or to the Bylaws; b) A notice stating the nature of the proposed amendments together with a copy of the proposed amendments must be received by the President.

12.2 Passage of Amendments: a) The proposal for amendment of the Articles of Incorporation or Bylaws, if approved by the Board of Directors by a simple majority, shall be circulated to the Federation's general body.

- The passage of the motion for 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.
- If any member does not exercise his/her vote within thirty days after receiving the amendments, the Board shall presume the vote in the affirmative.

12.3 Effective Date of Amendment: The amendments that are passed shall become effective immediately.

ARTICLE 13 – INDEMNIFICATION

Any person made party to any action, suit, or proceeding by any reason of the fact that he or she, his or her testator or intestate, is or was an Officer or Board Member of the Federation shall be indemnified by the Federation against the reasonable expenses, including attorney's fees actually and necessarily incurred in connection with the defense of such action, suit, or proceeding shall further be indemnified by the Federation for any judgments or liabilities resulting therefrom. Such right of indemnification shall not be deemed exclusive of any other rights to which such Officer or Board Member may be entitled under the provisions of the Corporation Law of the State to which the Officer or Board Member belongs.

ARTICLE 14 - DISSOLUTION

14.1 A motion to consider dissolution of the Federation must be petitioned in writing to the President by not less than two-thirds of the members of the Federation in good standing. The Secretary shall circulate the petition to all members within thirty days of the receipt of the petition.

14.2 The notice for dissolution that shall accompany the circulated petition shall require, for passing, the affirmative vote of three quarters of the members of the Federation in good standing. The members shall register their vote by mail within thirty days. .

14.3 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for

religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.