

TCA BY-LAWS

BY-LAWS

Tamil Cultural Association of North Carolina (TCA NC)

ARTICLE 1 NAME

1.01 Name:

The name of the Non-Profit Corporation shall be "Tamil Cultural Association of North Carolina". This is a Non-Profit Corporation under and by virtue of Chapter 55A of the General Statutes of the State of North Carolina.

ARTICLE 2 DEFINITIONS

2.01 In this By-law and all other By-laws of Tamil Cultural Association Of North Carolina, unless the context otherwise specifies or requires:

- (a) "Corporation" or "Organization" or "Association" means the Tamil Cultural Association Of North Carolina;
- (b) "By-laws" means any By-law of the Corporation from time to time in force and effect;
- (c) "Board of Directors" or "Directors" means the persons elected as directors of the corporation from time to time;
- (d) "Act" means the Corporation Act, Section 55-A-1-40(4) of the General Statutes of North Carolina, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any references in the By-laws of the Corporation shall be read as referring to the amended or substituted provisions therefore;
- (e) All terms contained in the By-laws which are defined in the Act shall have the meanings given to such terms in the Act;
- (f) Words importing the singular number only shall include the plural and vice versa; words importing masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, partnerships and aggregate of persons;
- (g) The Board of Directors shall be the final arbiter in the interpretation of any clause of this Constitution and of any By-laws thereunder. In doing so, the advice of the legal and procedural committees may be obtained;
- (h) "Family" - For the purpose of membership dues, a family is defined as husband, wife, dependent children and dependent parents.
- (i) "Property" or "Premises" or "Building" means any property, premises, ground, space owned, leased or rented by the Corporation.

ARTICLE 3 OFFICE

3.01 Principal Office:

The Corporation shall maintain the registered office and a registered agent at such office in the State of North Carolina and may have other offices within or out of the state. The street address, mailing address and county of the initial registered office of the corporation in the State of North Carolina are 5501 Yates Garden Lane, Raleigh, Wake County, NC 27606.

3.02 Change of Address:

The Board of Directors may change the address of the principal office from one location to another within the State of North Carolina by resolution. Such a change shall not be deemed an amendment of these Bylaws.

ARTICLE 4 PURPOSE AND OBJECTIVES

This section is repeated from the Constitution (Articles of Incorporation) of this Organization for completeness and for information. Any changes to this ARTICLE 4 have to be in accordance with the rules defined in the Constitution.

4.01 Purpose:

This corporation is organized exclusively for cultural, literary, educational, charitable, and social purposes.

4.02 Objectives:

The objectives of Tamil Cultural Association Of North Carolina are:

- (a) To provide a stimulus for promoting Tamil culture.
- (b) To help the people of Indian Origin to identify themselves with the Indian culture by celebrating Indian festivals.
- (c) To create awareness about the rich Indian heritage with special emphasis on Tamil culture among the local community.
- (d) To actively participate in the local community activities as a distinct group with civic sense.
- (e) To promote Tamil language and Indian culture among youth.
- (f) The Organization shall not have any political agenda and shall not be involved in any political campaign on behalf of any candidate for public office.
- (g) To abide by the Federal, State and Local laws and the Constitution of the United States of America. In addition to the powers granted Corporations under the laws of the State of North Carolina, the Corporation shall have full power and authority to make donation for public welfare, or for religious, charitable, scientific or educational purposes.

The Corporation is a charitable Corporation within the meaning of Section 55A-1-40(4) of the General Statutes of North Carolina. Notwithstanding any other provision of these articles, the purposes for which the Corporation is organized are exclusively charitable, and educational within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 5 MEMBERSHIP

Anyone interested in the objectives described above is welcome to become a member of this Corporation.

5.01 Terms of Membership:

1. Membership of the organization shall be on Tamil calendar basis starting on April 14th of each year. Any person(s) wishing to become a member shall do so by completing the membership form and paying the annual membership dues. Regardless of when a person becomes a member, the membership dues will not be pro-rated to the remaining duration in a given Tamil calendar year.
2. The Board of Directors shall decide and determine all applications for membership and shall not be obliged to assign any reason for refusing the application. If the application for membership is rejected for any reason, the dues paid will be refunded in full within a reasonable period as determined by the Board of Directors.
3. Membership is available to individuals and families, a "Family" being defined as in ARTICLE 2 above. The Corporation will have specific designations, qualifications, rights and obligations for each category of members.
4. In case of family membership, rights and privileges other than the right to vote shall be extended to all family members residing in the same household.
5. The annual membership dues (individual and family) for the forthcoming year shall be decided by the general body in the Annual general body meeting of the corporation in the month of March of the current year.

5.02 Voting rights:

Each individual membership shall have one vote and each family membership shall have at the most two votes on all issues, where votes of general body are taken. In order to be eligible to vote, a member must be at least 18 years old on April 14th of the membership year and whose dues have been received prior to January 14th of the membership year.

5.03 Termination of Membership:

The membership shall terminate under any of the following circumstances:

1. On failing to pay the annual membership dues within 3 months of the beginning of the membership year of the Organization.
2. Upon the death of a Member, if there is no spouse or dependents at least 18 years of age;
3. Upon the conviction of any Member of a criminal offense which the Board of Directors may consider to render him unfit to continue as a Member by a 2/3 majority vote;
4. Upon the resignation, in writing, duly accepted by the Board of Directors, of any Member who has discharged all indebtedness to the Organization or
5. The Board of Directors, in a joint meeting, may expel a member for cause, after an appropriate hearing, by affirmative vote of two-thirds of all of the members of the Board and may, by a majority vote of those voting members present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership;

6. Membership shall automatically terminate and all rights of membership shall cease, upon a member's written notice of election to terminate, delivered to any member of the executive committee;
7. If a receiving order is made against him/her or if he makes an assignment under the bankruptcy Act;
8. If a legal order is made declaring him/her to be mentally incompetent and incapable of managing his/her affairs;
9. If he/she is convicted of a criminal offense;
10. If any legal action is initiated by the member against the Tamil Cultural Association of North Carolina;
11. If the member is known to participate in or has affiliation to any Organization that propagates hatred against any religion, culture, country or race.

5.04 Resignation:

The resignation by any member shall not relieve him/her of the obligation to pay any commitments (financial or otherwise) or other charges thereto accrued and unpaid. On voluntary resignation, the membership dues will not be refunded to the member.

5.05 Reinstatement of Terminated/ Resigned/ Expelled member:

Upon written request signed by a former member and filed with the President, the Board of Directors may by the affirmative vote of two-thirds of the members of the Board reinstate such former member to membership upon such terms as the Board may deem appropriate. For the purposes of membership, this reinstatement will be governed by all the rules for new membership including the requirement to pay the membership dues.

5.06 Transfer of membership:

The Membership of the Corporation is neither transferable nor assignable to anyone other than the spouse of a member.

5.07 Membership Book:

The Corporation shall maintain a membership book/database containing the names and addresses of each member. It shall also record the termination of memberships and dates of termination. It shall be kept in the Corporation's principal office.

5.08 Liability of Members:

No member shall be personally liable for the debts, liabilities or obligations of the Corporation, unless due to any damages which may have been lawfully imposed or assessed by Board of Directors upon or against him/her.

ARTICLE 6 DIRECTORS

6.01 Initial Board of Directors

The Board of Directors shall be the policy making body of the Corporation and is vested with the administration of the Corporation. Keeping in view the critical nature of the starting of the

Organization, there shall initially be 9 Directors in the Board of Directors that are nominated by the Incorporator. In this initial Board, 5 Directors will have a one-year term (until April 2003) while the remaining 4 will have a two-year term (until April 2004). This Board will elect an executive committee consisting of (1) President (2) Vice-President (3) Secretary and (4) Treasurer.

6.02 Elections for the Board of Directors

In the first election to the Board of Directors to be held in the year 2003, three (3) new Directors will be elected by the members of the Corporation. The 4 Directors from the initial board along with the 3 newly elected Directors will form the new board consisting of 7 Directors. Of these 7 Directors, the four (4) from the initial Board will have a one-year term and three (3) newly elected Directors will have a two-year term. In 2004, there will be an election for 4 Directors whose positions become vacant after their two-year term. After the year 2004, there will be an election each year to fill the position of 3 or 4 Directors alternately that become vacant with the above-described alternate two year term of the Directors. After the Election, the Directors of the Board shall form an Executive committee consisting of a President, Vice-President, Treasurer and a Secretary. No Board member shall hold more than two consecutive terms in the Board of Directors.

6.03 Eligibility for contesting for the Board of Directors

To be eligible to serve as a member of the board,

1. a person shall have no criminal record;
2. a person should have been a member of the Corporation in good standing for 1 complete year immediately prior to the start of the person's term, with the exception of the year 2003;
3. a person should not have been expelled from the Corporation within the 3 year period preceding the election
4. a person should have no past or current record of involvement in any organization banned by the government of U.S.A or of advocating views or political agenda against the territorial integrity of any Sovereign state;
5. a person should have demonstrated desire and willingness to contribute the time and energy to carry out the activities of the organization. In case of candidates excelling in these qualities, the election committee and board of directors may reduce the membership duration requirement in item (b) above.
6. a person should not be holding any office in any other organization whose objectives are similar to that of the Corporation, to avoid conflict of interest.
7. a person should not have any vested interest in any of the activities of the Corporation and should conduct himself / herself in a professional manner to serve the association. This implies that he/she should be non-partisan and should work to uphold and protect the Constitution and the stated objectives of the Corporation.

6.04 Election Process

The Board of Directors shall decide the need for, and the composition of, an election committee. The Board of Directors shall, at its discretion, decide to include observers from

outside the Corporation to oversee the fair conduct of the elections. The election for vacancies on the Board shall be conducted prior to the annual general body meeting, to be organized on or prior to April 1 of each year, starting from the year 2003. The elected persons shall assume office around the Tamil new year's day, but no later than April 25, immediately following the election. The details of the election process are outlined under ARTICLE 14 of this By-laws document.

6.05 Resignation

Any Director may resign upon giving written notice to the Board. The rest of the Board of Directors will decide on the resignation.

6.06 Removal of Directors

The Board of Directors may, by passing a resolution by at least two third of the Directors in a meeting of which notice specifying the intention to pass such resolution has been given, remove any Director for cause before the expiration of his term of office. The above mentioned removal shall only take place in case of any of the following events:

1. a serious misconduct or abuse of the power of Office;
2. Cessation of membership ;
(c) if a receiving order is made against him/her or if he/she makes an assignment under the bankruptcy Act;
(d) if a legal order is made declaring him/her to be mentally incompetent and incapable of managing his/her affairs;
 1. if he/she is convicted of a criminal offense;
 2. if he/she was/is known to have involved in the activities of any organization banned by the government of U.S.A
 3. if he/she was/is known to be advocating views or political agenda against the territorial integrity of any Sovereign state;
 4. if he/she is currently known to be holding any office in any other organization whose objectives are similar to that of the Corporation.
 5. if three consecutive meetings are missed without prior notice and reasonable and compelling reasons acceptable to the Board of Directors;
 6. if he/she has taken any legal action against the Corporation.

6.07 Vacancies

Vacancies among the Directors may be filled by an election held with a majority vote of the remaining members of the Board from the membership of the Corporation and each person so elected shall serve for the balance of the term of the vacant directorship.

6.08 General Responsibilities of the Directors

The Board of Directors shall, in exercise of its powers for the management of the Corporation in the best interest of the Corporation, upholding it's purposes, objectives and requirements of it's tax-exempt status per IRS Section 501(C)(3), be further entitled, but not restricted to:

1. Grant to persons, who are not members of the Corporation, the right to use or to enter its Property and the use of services for a limited duration as it deems appropriate. The Board

of Directors will impose, as a minimum, the general guidelines applicable to the Members of the Corporation to all such Non-Members.

2. Impose upon the Members or Non-Members such charges for the use of or entrance to Organization's Property on such special occasions or to set aside any defined portion of the Organization's property for such limited time and for such special use by a designated number of Members and upon such terms as it may think fit
3. Form any Committee or Committees and to assign members to such committees and to delegate all or any authorities of the Board of Directors. The Committee(s) shall have such powers as may be conferred upon it by the Board of Directors and be subject to all such rules, regulations, By-laws and instructions as may be imposed upon it from time to time by the Board of Directors. The Committees shall report in writing to the Board of Directors their findings and decisions on any matter referred to them, within fourteen (14) days of receiving instructions or within such time as the Board of Directors deem appropriate. Any report or decision made by the Committees shall not be binding on the Board of Directors.
4. Co-opt any active Member of the Corporation, based on a majority vote of the board of directors, who has been a Member of the Society for a minimum of two (2) calendar years, for a vacancy resulting from the resignation or departure of a Director. The Board of Directors may co-opt any Member for a period up to one (1) year to anyone of their Committees.

6.09 Remuneration of Directors

The Directors shall receive no remuneration for acting as such; provided however, that a director may be paid reimbursed reasonable expenses incurred by him/her in the performance of his/her duties upon authorization and approval by the Board of Directors.

ARTICLE 7 EXECUTIVE COMMITTEE

7.01 Executive Committee (Office Bearers)

All office bearers shall be elected Directors in a meeting of the members with the exception of the initial team of Office Bearers which is nominated by the Incorporator. There shall be a President, a Vice-President, Secretary and a Treasurer and such other office bearers as the Board of Directors may establish from time to time. No person may hold more than one office simultaneously.

7.02 Responsibilities of the Executive Committee members

All the members of the executive committee have the responsibility to look out for opportunities for projecting the Corporation as a positive force willing to collaborate with other sections of the society in carrying out charitable acts.

7.02.1 President

1. The President shall be the Principal Executive Officer of the Board of Directors and is in charge of the business and affairs of the Corporation.

2. The President should ensure that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which the Board of directors assigns such responsibility to someone else.
3. The president shall have the additional tie breaking vote, in the event of tie in the voting of the Board of Directors meetings or the Committee meeting of which he is ex-officio member or of the Advisory Committee.
4. The President shall counter-sign all the checks issued by the Treasurer on behalf of the Corporation, without which the checks are not valid.
5. He/she may delegate specific authority to any other specified Director in the absence of the Vice-President or in the event of his disability. Such delegation shall be specific as to the delegated authority and be in writing.

7.02.2 Vice-President

1. The Vice-President shall assist the President in the discharge of his duties as the President may direct and shall perform such other duties from time to time as may be assigned by the President or by the Board.
2. He/she shall perform the duties of the President in the absence of the President or in the event of the inability or refusal to act on the part of the President; and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
3. The Vice-President shall be the head of communications, internal and external and shall represent the Corporation and coordinate activities of mutual interest with other similar organizations.
4. He/she may delegate specific authority to any other specified Director on his absence or in the event of his/her disability. Such delegation shall be specific as to the delegated authority and be in writing.

In the absence of the Vice-President, the President or another member of the Board of Directors as determined by the President shall perform the duties of the Vice-President.

7.02.3 Secretary

The Secretary shall be the ex-officio clerk of the Board of Directors and official custodian of the records, correspondence, contracts and other documents belonging to the Corporation.

1. He/she shall setup and schedule the meetings and prepare the agenda for the meetings.
2. He/she shall be present on all meetings of the Board of Directors and the General body meeting and record all the facts and minutes of all proceedings and maintain and disseminate such information as directed by the board of directors.
3. The Secretary shall be responsible for giving all notices required to be given to the Directors and members.
4. He/she shall perform such other duties as may be determined by the Board of Directors from time to time.
5. He/she may delegate specific authority to any other specified Director on his absence or in the event of his/her disability. Such delegation shall be specific as to the delegated authority and be in writing.

In the absence of the Secretary, the duties of the Secretary shall be performed by another member of the Board of Directors other than the President.

7.02.4 Treasurer

1. The Treasurer shall have the custody of and be responsible for the maintenance of adequate books of accounts for the Executive Committee.
2. He / She shall have charge and custody of all funds and securities allocated for operation of the Executive Committee, and be responsible for the receipt and disbursement thereof . All disbursements shall be made only after the Board has sanctioned the same.
3. The Treasurer is a co-signer to the President on all the checks issued on behalf of the corporation. He/she shall obtain the counter-signature of the President on all the checks issued on behalf of the corporation, without which the checks will not be valid.
4. The Treasurer shall perform all the duties incident to the office of treasurer and such other duties as may be assigned from time to time by the President or by the Board of Directors.
5. He / She shall prepare event wise reports and statements of the financial activities and report to the Board.
6. The Secretary shall participate in financial negotiations and transactions pertaining to the
7. Corporation as assigned by the Board.
8. He / She shall co-ordinate with the Accounting/Finance committee and such other committees as may be determined by the Board of Directors from time to time and shall be responsible for ensuring proper recording of the accounts of the Corporation.
9. He/she may delegate specific authority to any other specified Director on his absence or in the event of his/her disability. Such delegation shall be specific as to the delegated authority and be in writing.

In the absence of the Treasurer, the duties of the Treasurer shall be performed by another member of the Board of Directors other than the President.

ARTICLE 8 LIABILITY OF DIRECTORS

8.01 Liability

The Director(s) of the Corporation shall not be personally liable to either the Corporation or its members for monetary damages for breach of fiduciary duties unless the breach involves: (1) a Director's duty of loyalty to the Corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law or (3) a transaction from which the Director derived an improper personal benefit. Any repeal or modification of this article shall be prospective only and shall not diminish the rights or expand the personal liability of a Director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

8.02 Indemnification of Directors

Every director or officer of the Tamil Cultural Association of North Carolina or other persons who has undertaken or is about to undertake any liability on behalf of the Corporation shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation and against:

1. All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced

or prosecuted against him / her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him / her in or about the execution of the duties of his / her office or in respect of any such liability; and

2. All other costs, charges and expenses which he / she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his / her own willful neglect or default.

ARTICLE 9 COMMITTEES AND SPECIAL COMMITTEES

The Board shall meet during the month of April and initiate the procedure for appointing chairpersons for one or more of the following committees to aid the activities of the organization.

(a) Communications Committee - within and outside the organization.

(b) Cultural Committee

1. Hospitality/Food Committee
2. Accounting & Audit Committee
3. Youth Committee
4. Membership Committee
5. Legal Advisory Committee and
6. any other committee as the Board of Directors may deem necessary

ARTICLE 10 MEETINGS

10.01 Meetings of Members

Attendance and participation for the General Body Meetings and Special Meetings are intended for the members of the Corporation. Non-members cannot participate in the meetings unless requested by the President of the Board of Directors.

10.01.1 Annual General Body Meeting

The annual general meeting of the patrons shall be held at the registered office of the Corporation or elsewhere in the Triangle area, as the Board of Directors may determine and on such day and time as the Board appoints, but no later than April 25th of each year. The agenda for the annual general body meeting shall be decided by the Board of Directors. The President, at the direction of the Board of Directors, shall provide not less than fourteen(14) days notice to the members. The notice shall state the date, time, place and agenda for the meeting.

10.01.2 Special Meeting

The President shall call special meetings of the general body as and when necessary. A general body meeting shall also be called by the written request by 1/3 of the members of the organization to the President. Attendance and participation in the Special meetings will be restricted to only those invited by the President to attend the meeting.

10.01.3 Purposes of the Annual Meeting

The purpose of the Annual General Body Meeting shall be:

1. To confirm the minutes of the previous General Body Meeting;
2. To receive and consider the President's report. President's report shall include the current status and also the future plans of the corporation;
3. To receive and consider the report of the Board of Directors, financial statement and report of the Auditors;
4. To present the list of elected Members of the Board of Directors for the coming year;
5. To consider and transact any other business brought forward by the Board of Directors;
6. To consider any "Notice of any Motion" to be proposed at a General Body Meeting duly signed by the proposer and seconded by at least 1/3 of the Members. This "Notice of Motion" shall be lodged with the secretary at least thirty (30) days prior to the date fixed for that General Body Meeting, and such motion shall be placed on the agenda for consideration at that General Body Meeting. The Board of Directors may reword such Notice of Motion, if it is essential to do so for the purpose of publishing notices, but in so doing, it shall not alter the meaning and the intention of such "Notice of Motion".

10.01.4 Notice

No public notice or advertisement of the meetings, annual or special, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by e-mail fourteen (14) days prior to the time fixed for holding of such meeting. The written certification of the President that a notice has been given pursuant to the By-law shall be sufficient and conclusive evidence of the giving of such notice.

10.01.5 Error or Omission

No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or special, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken there and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had there.

10.01.6 Quorum

The quorum for all General Body Meetings shall be twenty-five (25) percent of all enrolled "voting" Members in good standing. No proxy shall be permitted. A majority of the existing Board shall constitute a quorum for the transaction of business at any other meeting of the Board.

10.01.7 Modified and No Quorum

If quorum is not present within fifteen (15) minutes of the advertised time of any General Body Meeting, it shall be postponed by fifteen (15) minutes the same day, and, at such adjourned meeting, the members present 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.

10.01.8 Manner or Acting

The act of a majority of the members present at a meeting at which quorum had been present shall be the act of the General Body of the members, unless the act of a greater number is required by statute, this By-laws or the Articles of Incorporation of the Corporation.

10.02 Meetings of Board Of Directors

Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places and time as it may from time to time determine.

10.02.1 Organizational Meeting

Within two weeks following the annual meeting of the members, the Board shall hold a regular meeting for the purposes of organization, election of officers, election of Chairperson of the Committees and for the transaction of other business. The outgoing President shall call such a meeting and conduct it till the new president is duly elected. The President of the Board of directors shall ensure that the key minutes of these meetings are sent to the members by e-mail or any other medium as the Board may decide from time to time.

10.02.2 Regular Meetings

Any member can attend these meetings. However, they cannot participate/engage in the activities of the meetings, unless requested by the President of the Board. The President of the Board of directors shall ensure that the key minutes of these meetings are sent to the members by e-mail or any other medium as the Board may decide from time to time.

10.02.3 Special Meetings

Special meetings of the Board, for any purpose or purposes, may be called at any time by the President, or on a written request from not less than by two-thirds (2/3) of the Board of Directors. The President of the Board of directors shall ensure that the key minutes of these meetings are sent to the members by e-mail or any other medium as the Board may decide from time to time.

10.02.4 Notice of Meetings

Directors' meetings shall be called only by the President or Vice President/Secretary on the direction of the President or Vice President/Secretary or direction in writing of majority of Directors. Notice of such meetings shall be sent to each of the Directors by e-mail to the address available in the records of the Corporation or through oral information over the telephone, not less than five (5) days prior to the meeting.

The written certification of the President or Vice-President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such a notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and such regular meeting. No notice need be sent. The Directors may consider or transact any business either special or general at any meeting of the Board of Directors.

The Secretary, on instructions from the President or on a written request from not less than the simple majority of the members of the Board of Directors, shall convene a meeting of the Board

of Directors. The dates and times set for the Board of Directors meetings shall be sent to the members by e-mail for information to the members. It would be highly desirable, if the Board sends at least a quarterly schedule of the Board meeting. Any member can attend these meetings. They cannot participate/engage in the activities of the meetings, unless requested by the President of the Board.

However, if any member or members would like to discuss any issue(s) they shall provide a written request to the President with the issues for discussion at least ten (10) days ahead of a scheduled meeting. The Board shall invite such individuals to attend that particular meeting for the duration required for discussing the issue(s) presented by them. Committee chairpersons or any member of the committees may be invited to the meeting of the Board of Directors, at the discretion of the Board. Any such members who are not Directors shall have no authority to vote at such Board meetings.

If a Board meeting has not been conducted for two consecutive months, the President shall be required to call the Board meeting upon receipt of a written notice by at least 25 percent (25%) of the Board of Directors.

10.02.5 Waiver of Notice

Notice of a meeting need not be given to any Director

1. who had signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or
2. who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such a Director.

All such waivers, consents and approvals shall be filed with the Corporation's records or made part of the minutes of the meetings.

10.02.6 Quorum

The presence of two-thirds of the Board of Directors, of which at least Two (2) are Office bearers, shall form the quorum.

10.02.7 Adjournment

Any meeting of the Board Of Directors may be adjourned by the simple majority voting of the Board of Directors present at such a meeting, even if quorum is not present.

10.02.8 Voting

Except when required otherwise in the By-laws, matters arising at any meeting of the Board of Directors shall be decided by a majority of votes. No proxy shall be permissible. In case of any equality of votes the President shall have a second or casting vote. A declaration by the President or the presiding officer of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

10.02.9 Recording of Minutes of Meetings

The Secretary shall record the minutes of all the Board of Directors Meetings and provide the information as may be required by the Board of Directors in conducting its business. If the Secretary is absent at anyone of the business meetings, then the Vice -President or any other Director designated by the Board shall assume the Secretary's role in recording the minutes of the meeting and providing the required information.

10.02.10 Disqualification for failure to Attend Meetings

Any Director who fails to attend three consecutive meetings of the Board of Directors without prior intimation or leave of absence, except in extenuating circumstances, shall, ipso facto, cease to be a member of the Board of Directors.

ARTICLE 11 ACCOUNTING, RECORDS, MONEYS AND EXECUTION OF DOCUMENTS

11.1 Bankers

The President or Vice President and the Treasurer may authorize the opening of accounts, signing authorities and transacting of business with banks or trust companies. Also the same persons may endorse notes and drafts for collection on account of the Corporation, through its bankers and endorse notes and checks for deposit with the Corporation's bankers for, the credit of the Corporation, or the same may be endorsed "For Collection" or "For Deposit" with the bankers of the Corporation. The same persons may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid checks and vouchers and sign all banks' forms or settlement of balances and release or verifications slips.

11.2 Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31, both days inclusive. Any changes to this definition of the fiscal year shall be amended at the meeting of the Members.

11.3 Auditors

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual meeting.

11.4 Books and Records

The Directors shall ensure that all the necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly maintained.

All books and records shall be kept at the registered office of the Corporation or at such other place as the Board of Directors approves by resolution. All books and records shall at all times be open to inspection by the Directors.

ARTICLE 12 GENERAL PROVISIONS

12.01 Fiscal Year

The fiscal year of the Corporation shall be fixed by the Board of Directors, but shall initially be the calendar year.

12.02 Dispute Resolution

Should any dispute arise with regard to any matter from the activities and affairs of the Corporation that cannot be resolved by the Board of Directors, the dispute shall be settled by binding arbitration.

12.03 Binding Arbitration

The President shall initiate binding Arbitration. The parties to the dispute shall be under obligation to extend full cooperation to the President in this matter.

- (a) The President shall present to both parties a list of persons considered qualified to act as arbitrators and appoint from the list three arbitrators acceptable to both parties. The parties to the dispute may mutually agree to accept Arbitrators other than those presented by the President.
- (b) The arbitrators shall appoint a coordinator from amongst themselves.
- (c) The President shall have both parties sign an agreement whereby both parties agree to be bound by the decision of the majority of the Arbitrators.
- (d) The arbitrators shall consult the President or other person(s) who may have the knowledge of the dispute and offer assistance. The arbitrators may hear the parties to the dispute individually or jointly before rendering their decision.
- (e) The arbitrators shall render their judgment in writing within thirty (30) days and forward copies to their decision to the President.
- (f) The decision of the Arbitrators shall be binding on both parties who shall hold their peace and pursue no further action.

ARTICLE 13 DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose off all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) or the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed off by the Superior Court of Wake County exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 14 ELECTION PROCESS

14.1 Formation of Nominating Committee

The Nominating Committee shall consist of 3. The Nominating Committee shall elect a Chairman from among its 3 Members at its first official meeting. The Board of Directors shall announce the formation of the Nominating Committee and names of its Members to the Members of the Corporation.

14.2 Nomination of the Directors

The Nominating Committee shall seek nominations for the vacant Directors' positions from the Corporation's Members by January 1.

14.3 Election Process

- (a) The Nominating Committee shall review the list of nominated Members and propose a list of candidates for the vacant Directors' positions on or before January 14.
- (b) The list of candidates proposed by the Nominating Committee shall be posted on the Corporation's office notice Board by January 14 and communicated to the Members.
- (c) Any Member, whose name had been proposed and had met the minimum qualifications for the position of a Director and who was not nominated by the Nominating Committee for anyone of the elective offices, may wish to offer himself or herself as a petition candidate to the Nominating Committee with a petition signed by Fifteen (15) percent of the membership at large, by January 1, or no later than a date set in advance by the Nominating Committee. If a petition is not lodged with the Chairman of the Nominating Committee, the Nominating Committee shall consider the Nomination as withdrawn by such a candidate.
- (d) If there are petition candidates, then the Nominating Committee will assume the role of an Election Committee. The Election Committee shall verify that Members indeed signed the petition.
- (e) If the Nominating Committee, acting as the Election Committee, is satisfied that the petitions are genuine, then the Election Committee shall plan the election logistics and inform the Members of the entire list of candidates, the place of election, preferably the Corporation's premises and the date and time for casting the ballots. These announcements should be sent to the members at least twenty-one (21) days prior to the Election Day.
- (f) In-absentia vote: If a member will not be able to be physically present at the place and time where the election is being held, for reasons including being out of town, he/she may send in an 'in-absentia' vote in the format specified by the Election Committee. The In-absentia votes may be sent by either email or through regular mail to the Election committee chairman and must reach the Election committee on or before the time specified for the casting of ballots on the election day. Such 'inabsentia' vote(s) will be held confidential by the Election Committee until the day of the election and pooled with the votes exercised in person on the day of the election. An In-absentia vote will be treated as equal to a vote exercised in person.
- (g) The Election Committee shall conduct the election as planned, count the ballots and announce the election results immediately after the counting is completed and verified by the representatives of all the contesting candidates. The specified number of candidates, equal to the number of vacancies, with the highest number of votes shall be deemed elected to the Board of Directors. The results of the election shall be communicated in

writing to the Board of Directors and the President. The election process shall be completed prior to the date announced for the Annual General Body Meeting.

ARTICLE 15 APPROVAL OF AMENDMENTS OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be altered, amended or repealed pursuant to the procedure stated below:

1. The Articles of Incorporation of the organization may be amended as necessary by two-thirds majority of the Board of Directors present and voting in a special meeting of the board of directors convened for that purpose.
2. The Existing objectives of the corporation are irrevocable.
3. No amendments shall change the Corporation's name, objectives and purposes nor shall they authorize the Directors to conduct the affairs of this Corporation in any manner or for any purpose contrary to the purpose of IRS Section 501(C)(3) as now in force or afterwards amended.

ARTICLE 16 APPROVAL OF AMENDMENTS OF BY-LAWS

1. The Board of Directors shall have power to adopt or amend, from time to time, the By-laws of the Corporation, through a resolution voted by two-thirds majority of the Board of Directors.
2. No amendments shall change the Corporation's name, objectives and purposes nor shall they authorize the Directors to conduct the affairs of this Corporation in any manner or for any purpose contrary to the purpose of IRS Section 501(C)(3) as now in force or afterwards amended.
3. The Existing objectives of the corporation are irrevocable.

SIGNATURES OF APPROVAL:

The Founding Board of Directors of Tamil Cultural Association Of North Carolina hereby signify approval of the By-Laws of the Corporation through their signatures affixed below:

- * Jayanthi Rao
- * Mala Kasthurirangan
- * Narasimhan Doraiswamy
- * Ravichandar Raghavan
- * Ganesh Subramanian
- * Lakshmi Mukundan
- * Chitra Balachandran
- * Parthasarathy Venkatram
- * Ramesh Seshadri