

**BYLAWS OF
TELUGU ASSOCIATION OF THE
JACKSONVILLE AREA, INC.**

(A nonprofit corporation)

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TELUGU ASSOCIATION OF
THE JACKSONVILLE AREA, INC.**

A NONPROFIT CORPORATION

**ARTICLE ONE
INTRODUCTION**

Definition of Bylaws

1.01. These Bylaws constitute the code of rules adopted by Telugu Association of the Jacksonville Area, Inc. for the regulation and management of its affairs.

Purposes and Powers

1.02. The Corporation is organized and shall be operated as a non-profit corporation exclusively for charitable, religious, educational and scientific purposes and shall not carry on any activity prohibited by an organization exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1986 or its progeny (hereinafter "Code"). The primary purpose of this Corporation is as follows:

- To preserve and maintain the heritage of Telugu culture.
- To promote Telugu literary and cultural activities.
- To create, promote and increase awareness of Telugu and Indian culture among local communities by participating in social activities.
- To support humanitarian causes either directly or in cooperation with other non-profit organizations throughout the United States of America and abroad.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall be empowered to make the election authorized under Section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purpose.

No part of the earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 of this Constitution.

ARTICLE TWO OFFICES AND AGENCY

Principal and Branch Offices

2.01. The initial principal place of business of this Corporation in Florida will be located at 2429 Winchester Lane, St. Augustine, Florida 32092 or such other office as may be established from time to time. In addition, the Corporation may maintain other offices within or without the State of Florida, as its business requires.

Location of Registered Office

2.02. The location of the initial registered office of this Corporation is 3733 University Blvd. West, Suite 210-B, Jacksonville, FL 32217. Such office will be continuously maintained in the State of Florida for the life of this Corporation. The Executive Committee may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the Secretary of State.

ARTICLE THREE MEMBERSHIP

Definition of Membership

3.01. The Members of this Corporation are those persons having membership rights in accordance with the provisions of the Constitution and as authorized by these Bylaws.

Classes of Members

3.02. This Corporation will have at least two (2) classes of Members that are designated as *family* and *individual*.

Qualifications of Members

3.03. The Members' qualifications and rights, by classification, are as follows:

- (1) Family membership is defined as a husband, wife and their children of 21 years old or less
- (2) Individual members must be at least 18 years old or older

Members' Dues

3.04. The annual dues payable to the Corporation by Members of each class will be in such amount(s) as may be determined from time to time by resolution of the Executive Committee. The first annual dues will be payable and submitted in full with the application for membership. Future annual dues will be payable in advance on or before the first day of each fiscal year.

Place of Members' Meetings

3.05. Meetings of Members will be held at such places as determined by the Executive Committee from time to time within or outside of the state as provided.

Annual Members' Meetings

3.06. The annual meeting of the Members will be held each year prior to the expiration of the fiscal year at a time and place to be determined by the Executive Committee. Notice of at least two (2) weeks shall be given to Members once the date and time of the annual meeting has been determined. The most current edition of Robert's Rules of Order shall be the binding authority on all procedural questions.

Special Members' Meetings

3.07. Special meetings of the Members may be called by any of the following:

- (1) Two-thirds (2/3) vote of the Executive Committee;
- (2) One-third (1/3) vote of the general membership;

The most current edition of Robert's Rules of Order shall be the binding authority on all procedural questions.

Notice of Members' Meetings

3.08. Written or printed notice, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than five (5) nor more than thirty (30) calendar days before the date of the members' meeting, either personally, by first class mail, or by email (by or at the direction of the President, the Secretary, or the officers or other persons or Members calling the meeting), to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage prepaid.

Voting Rights of Members

3.9. Each Individual Member will be entitled to one vote on each matter submitted to a vote of Members. Each family membership is entitled to two votes, one each for husband and wife.

Members' Proxy Voting

3.10. A Member may vote either in person or by proxy as authorized by the Constitution and executed in writing by the Member or by his or her duly authorized attorney-in-fact. No proxy will be recognized as valid after eleven (11) months from the date of its execution unless expressly provided otherwise in the proxy.

Quorum of Members

3.11. A vote of the Members may occur provided the number present, or by proxy, is in excess of ten percent (10%) of the total Members in good standing. The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by law, the Constitution or any provision of these Bylaws.

Transferability of Membership

3.12. Membership in this Corporation is nontransferable and nonassignable.

Termination of Membership

3.13. Membership in this Corporation will terminate on any of the following events, and for no other reason:

- (1) Receipt by the Executive Committee of the written resignation of a Member, executed by such Member or his or her duly authorized attorney-in-fact.
- (2) The death of a Member.
- (3) The failure of a Member to pay dues, fines, or assessments on or before their due date.
- (4) For cause, inconsistent with membership, and only after due notice and a hearing on the issues.
- (5) A Member is charged with or convicted of a felony or any act of moral turpitude

Before a Member terminates for any reason other than the resignation or death of the Member, the Member will be given an opportunity to be heard and present evidence before the Executive Committee, unless he or she is absent from the country in which the Corporation is located. A Member terminating membership status for reasons other than death may be completely and automatically reinstated if the cause of termination is corrected before formal adoption by the Executive Committee of a resolution acknowledging such termination.

ARTICLE FOUR EXECUTIVE COMMITTEE

Definition of Executive Committee

4.01. The Executive Committee is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Constitution and these Bylaws.

Structure of Executive Committee

4.02. The Executive Committee of this Corporation will constitute a single class.

Qualifications of the Executive Committee

4.03. The qualifications for becoming and remaining a Member of the Executive Committee of this Corporation are as follows:

- (1) Officers must be residents of the State of Florida; and
- (2) Must be Members in good standing of this Corporation.

Number of Committee Members

4.04. The number of Executive Committee of this Corporation will not be less than four (4) at any time. Until further amendment of these Bylaws and the Constitution, the number of Officers presently will be six (6); the number of Executive Committee may vary from time to time between a minimum of four and a maximum of seven (7) with the amount to be determined by the vote of two-thirds (2/3rds) of the incumbent Executive Committee.

Terms of Committee Members

- 4.05. (1) The members of the Executive Committee constituting the first Executive Committee as named in the Constitution will hold office until the first annual election of the Executive Committee. Thereafter, Executive Committee members will be elected for a term of one year. Each member of the Executive Committee will hold office for the term for which elected and until a successor has been selected and qualified.
- (2) A member of the Executive Committee may be removed from office when such action will serve the best interests of this Corporation pursuant to any procedure provided therefor in the Constitution or these Bylaws. Such removal will be without prejudice to any contract rights of the Executive Committee member so removed.
- (3) No member of the Executive Committee may serve in the Executive Committee in the same capacity for more than two (2) consecutive terms.

Vacancies on the Executive Committee

4.06. Resignation of a member of the Executive Committee will become effective immediately or on the date specified therein, and vacancies will be deemed to exist as of such effective date. Any vacancy occurring on the Executive Committee, and any committee leader to be filled by reason of an increase in the number of members to the Executive Committee, will be filled by appointment by a majority of the remaining Executive Committee and Advisory Board. The new member of the Executive Committee appointed or elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

Regular Executive Committee Meetings

4.07. Regular meetings of the Executive Committee will be held no less than once every quarter at a place and time and on such date as determined by the Executive Committee.

Call of Special Board Meetings

4.08. A special meeting of the Executive Committee may be called by either:

- (1) The President.
- (2) A number constituting a quorum of the Executive Committee.

The most current edition of Robert's Rules of Order shall be the binding authority on all procedural questions.

Waiver of Notice

4.09. Attendance of a member of the Executive Committee at any meeting of the Executive Committee will constitute a waiver of notice of such meeting, except where such Committee member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Quorum of Executive Committee

4.10. A majority of the whole Executive Committee will constitute a quorum; provided that in no event shall a quorum consist of less than one third of the whole Committee. The act of a majority of the Committee members present at a meeting at which a quorum is present will be the act of the Executive Committee, unless a greater number is required under the provisions of the Constitution, or any provision of these Bylaws.

ARTICLE FIVE FINANCIAL INFORMATION

Financial Statements

5.01. The Treasurer shall prepare and maintain monthly financial records, which accurately demonstrate the financial position of the Corporation. These records shall consist of a balance sheet and income and expense report or such other documents as may be determined by the Advisory Board.

Audit

5.01. The finances shall be audited once each fiscal year. The Advisory Board shall be responsible for overseeing the annual audit.

Large Financial Commitments

5.03. The Executive Committee will seek the advice and approval of the Advisory Board prior to making large monetary commitments or payments as set forth in the Constitution.

**ARTICLE SIX
HUMANITARIAN ACTIVITIES**

Objectives

6.01 TAJA shall coordinate/participate in at least one Humanitarian cause in a fiscal year, preferably at local level as determined by the Executive Committee, Advisory Board, or by majority vote of the Members at a meeting called for that purpose.

6.02. The Executive Committee shall allocate a budget of at least 5% of membership dues to help community members in need, distress or bereavement. Any unused funds allocated for this purpose should be rolled over to next fiscal year and used for humanitarian purposes in accordance with these Bylaws.

**ARTICLE SEVEN
SPONSORSHIP**

Sponsorship Guidelines

7.01. (1) The Executive Committee may accept or refuse any sponsorship offered for any specific TAJA event.

(2) All efforts shall be made by the Executive Committee to ensure that the focus of the sponsorship is designed to support and promote the TAJA event and not solely to promote the sponsor.

(3) All events organized by TAJA shall be under authority of TAJA. Unless otherwise provided by written resolution of the Executive Committee and approved by the Advisory Board, TAJA will not allow title sponsorship for any event.

**ARTICLE EIGHT
FOSTERING MEMBERSHIP**

Member Feedback

8.01. The Executive Committee shall make every effort to solicit feedback from Members regarding the benefits of membership, events, sponsorships, and all other topics, which foster and promote membership in TAJA. Each Executive Committee must record the Members' feedback and those items not acted upon during the tenure of the Executive Committee shall be forwarded to the successor Executive Committee during the transition from the former Executive Committee to the new Executive Committee at the end of each term.

**ARTICLE NINE
COMMITTEES**

Sub-Committees

9.01. The Executive Committee may appoint additional committees for events, sports, public relations, youth, publications, Telugu Badi as it determines necessary. The tenure of these sub-committees shall coincide with the term of the then current Executive Committee as set forth in these Bylaws. The President may, in his/her sole discretion appoint the members who will serve on these committees.

**ARTICLE TEN
ADVISORY BOARD**

Role

10.01. The Advisory Board will serve in the capacity of ex-officio advisers to the Executive Committee. The Advisory Board will serve to advise the Executive Committee in all matters related to Constitution & these Bylaws. Additionally the Advisory Board will assist the Executive Committee and Members in resolving conflicts arising within the Executive Committee, to assist in smooth operations of the association and to resolve conflicts that arise between the Executive Committee and the Member.

Members

10.02. Members of the Advisory Board shall adhere to the following:

1. The total number of members on the Advisory Board is nine (9) with a 3-year term per member. The terms are stacked such that one-third of the Advisory Board gets newly elected each year.
2. The first advisory board shall consist of three (3) members serving a 1-year term, three (3) members serving a 2-year term, three (3) members serving a 3-year term to facilitate the structure of the Advisory Board.
3. Three (3) members of the Advisory board will be elected every year after second year of the establishment of the Advisory Board.
4. A member of the Advisory Board may be removed from office when such action will serve the best interests of this Corporation pursuant to any procedure provided therefor in the Constitution or these Bylaws. Such removal will be without prejudice to any contract rights of the Advisory Board member so removed.

Responsibilities

10.03. The Advisory Board is responsible for the formation of the Financial Audit, Nominations, and Constitution & Bylaws Committees each year and shall carry out the duties as set forth in the Constitution.

**ARTICLE ELEVEN
DISSOLUTION**

In the event of dissolution, the Executive Committee shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute the residual assets of the organization to one or more organization which qualifies for exemption pursuant to Section 501(c)(3) of the Code as now exists or as may be amended hereafter.

**ARTICLE TWELVE
BYLAWS AMENDMENT**

Amendments to these Bylaws shall be approved by 3/4th majority of the members attending the meeting called for that purpose. The voting on the amendment can be made in person while in attendance at the meeting or by proxy approved by the Constitution and Bylaws Committee. No Article as set forth in the Constitution may conflict with these Bylaws. In that event, the terms as set forth in the Bylaws shall prevail.

The proposed changes to TAJA By-Laws were adopted by the members of the Constitution and By-Laws committee as appointed by the 2007-08 Executive Committee on this 10th day of January 2008.

SARATH KURAVI
Chair

LAXMAN CHILIVERU

UMA EARANKY

BABU GATTUPALLI

SREEDHAR NUNNA

SRINIVAS RAO YADLAPALLI
Vice-President 2007-08

ADOPTION AND RATIFICATION OF CONSTITUTION AND BY-LAWS

The foregoing ByLaws are adopted and ratified by the TAJA membership on the latest Date indicated below

Dated: _____

Mallikarjuna Jerripothula,
President 2007-08

Attest:

Aditya Varma, Secretary 2007-08