

**The Constitution**  
**of**  
**TELUGU ASSOCIATION OF**  
**THE JACKSONVILLE AREA, INC.**

## **Preamble**

**Telugu speaking people located in the community of Jacksonville hereby come together to form a non-profit association with an aim to promote cultural, literary, and humanitarian activities and enhance Intercultural understanding between the Telugu speaking people and people of other local communities.**

### **Article 1: Name of the Association**

The name of the association shall be "Telugu Association of the Jacksonville Area, Inc." hereinafter referred to as "TAJA".

### **Article 2: Effective Date and Duration**

The effective date of this Constitution shall be March 1, 2008. The duration of this non-profit corporation shall be perpetual.

### **Article 3: Objectives**

The objectives of the Corporation are:

- 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.

### **Article 4: Membership**

Section A:

The membership (individual or family) in the association shall be open to any person who is of eighteen years or older and subscribes to the objectives as set forth in Article 3 herein. The applicant shall be approved by the majority vote of the Executive Committee after reviewing the application and upon payment and receipt of the appropriate dues as determined by the Executive Committee from time to time. Any member who has not paid the dues as required and/or who is delinquent by the terms of any membership agreement shall lose his/her membership rights and privileges.

Such members shall constitute the general membership of the association and will have voting rights as set forth in the bylaws.

Section B:

Membership shall be classified into two (2) categories as set forth in the By-laws:

- a. Individual membership
- b. Family membership

The Executive Committee may, working with the Advisory Board, consider offering a Life Membership in TAJA. This category notwithstanding, shall be in addition to the two (2) categories as set forth herein. TAJA shall always maintain no less than these two categories.

## Section C

Memberships will be subject to assessment of special dues on the following bases:

- a) A Shortfall in revenues to cover operating expenses.
- b) To cover extraordinary expenses/purchases as approved by the membership.

The Executive Committee may, from time to time, determine the type of occasions for which dues may be assessed against Members, as well as the amounts thereof. The Executive Committee will have full authority to assess such fines on the occasions specified.

The amount of dues fixed by the Executive Committee shall become, on and after notice, an indebtedness to the Corporation collectible by due course of law. The failure to pay any dues or fines assessed shall render the Member liable to expulsion.

## **Article 5: Organization**

### Section A:

The activities of the association shall be organized by an Executive Committee, hereinafter referred to as "EC", consisting of the President, the Vice President, the Secretary, the Treasurer, the President Elect, and the immediate Past President. The EC shall be elected by majority vote from the members attending the annual meeting. The EC shall serve for a term of one (1) year and an EC member shall not serve on the Executive Committee in the same capacity for more than two (2) consecutive terms.

### Section B:

Pursuant to the Bylaws, an Advisory Board consisting of nine (9) members will aid in the operation of the organization.

### Role of Advisory Board

The Advisory Board will serve in the capacity of ex-officio advisers to the Executive committee. The board will serve to advise the EC on all matters related to Constitution & Bylaws. Additionally the board will serve as the mediator in resolving conflicts that arise within the Executive Committee and to insure the smooth operations of the association.

### Section C:

The Executive Committee, upon the approval of the President, shall recommend the appointment or dissolution of any ad hoc committee as it deems appropriate.

## **Article 6: Annual Meeting**

### Section A:

The annual meeting of the Corporation shall be held each year on or before the expiration of the fiscal year as set forth herein.

### Section B:

A special meeting may be called at any time by a two-third ( $2/3^{\text{rd}}$ ) vote of the EC or in the alternative, the members may, by one-third ( $1/3^{\text{rd}}$ ) vote, may call a meeting of the general membership. A meeting called by the membership must be demonstrated by a signature vote and presented to the EC for action. Once the vote has been certified, the meeting shall be held within ten (10) days from certification and the members shall be notified of the meeting in writing by any means necessary to put the members on notice of the day, time and place of the meeting.

**Section C:**

Unless otherwise prohibited by Florida law, a quorum shall be deemed present if there exists a number of Members present who are Members in good standing which exceed ten percent (10%) of the total available membership.

**Section D:**

The order of business during the Annual Meeting of the membership will be as follows:

- a. Call to Order
- b. Welcome New Members
- c. Report of the Executive Committee from President
- d. Financial Report from the Treasurer
- e. Adopt Budget
- f. Election of Officers (Executive Committee and Advisory Board)
- g. New Business
- h. Adjourn

**Article 7: Executive Committee**

The Executive Committee shall not bind the corporation in any amount exceeding \$3,000 in a single category and \$7,000 for an event without the prior approval of the Advisory Board. The Executive Committee of this Corporation will constitute a single class, the names and functions of which are designated as follows:

- (1) The President shall preside over all Executive Committee (EC) meetings. He/She shall serve as the official spokesperson of TAJA. Acting with one other member of the Executive Committee, the two (2) shall negotiate all contracts, written and oral, with third party entities. The President shall sign and bind the Corporation to any agreements upon the approval by EC.
- (2) The Vice President shall shoulder the executive responsibilities in the absence of the President. In the absence of both President and Vice President, President will nominate a person from EC to fulfill the executive responsibilities.
- (3) The Secretary shall prepare a written record of the proceedings of meetings of Executive Committee, and record and distribute minutes of the meetings as directed by the Executive Committee, the Constitution or Florida law. In absence of Secretary, President shall nominate any other EC member to fulfill this responsibility.
- (4) The Treasurer shall act as official bookkeeper of TAJA finances. He/She shall present financial status of TAJA as of date in the annual General Body Meeting. Treasurer shall prepare Annual Budget.

- (5) President-Elect is a member of the Executive Committee serving to advise the Executive Committee based on his experiences and shall perform such duties as assigned by the President.
- (6) Immediate Past-President is a member of the Executive Committee serving to advise the Executive Committee based on his experiences and shall perform such duties as assigned by the President.

Meetings of the Executive Committee, regular or special, will be held at any place or places within or outside the state as the Executive Committee may designate by resolution duly adopted.

The Executive Committee may meet by teleconference so long as a majority of the members of the Executive Committee can attend the conference call. Any decision made by the majority of the members of the Executive Committee while on a teleconference is a decision of the Executive Committee. Such decisions shall be properly documented and where necessary codified by the entire Executive Committee meeting at its regularly scheduled meeting.

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

The Executive Committee and one-third members of Advisory Board will be elected every year. The process for nomination and elections is provided in Article Ten of the Bylaws.

In an election for contested positions, the Members are entitled to one vote as set forth in Article Three of the Bylaws. The Executive Committee and Advisory Board members shall be elected by majority vote of the General Body membership the ballots to be cast at the annual meeting in person or by proxy.

## **Article 8: Finances**

### **Section A:**

The fiscal year of the organization shall be from the 1<sup>st</sup> of May through and including the 30<sup>th</sup> of April of the following year.

### **Section B:**

The Executive committee shall be responsible for overseeing the finances of the organization.

### **Section C:**

All bank and financial accounts shall be maintained in a federally insured account in the name of the organization and shall be maintained under the supervision of the Treasurer. The signers on the bank account are limited to the President and Treasurer.

### **Section D:**

The Treasurer is responsible for developing and maintaining financial statements which shall be presented to the EC on a regular basis and as required by the EC. The EC shall certify the financial statements and present same to the members at the annual meeting, or other such meeting as is called by the EC or membership in accordance with this

Constitution. The financial statements should properly demonstrate to the members the current fiscal position of the Corporation.

Section E:

Any amount paid by check and which payment exceed \$1,000 shall be signed by two persons – Treasurer and President. In the event the President is unable to sign, he/she shall appoint another authorized individual to sign in his/her stead.

**Article 9: Advisory Board**

To serve on the Advisory Board a member must serve in any position in a previous Executive Committee, including the sub-committees, or the Member in good standing for at least two years prior to serving on the Advisory Board.

No Member may serve on the Advisory Board for two (2) consecutive 3-year terms. A Member may serve for a second term on the Advisory Board so long as the Member had a 1-year gap between the two tenures.

One position will be reserved for a member of the past Executive Committee.

The other two open positions shall be filled by the general membership or the past EC members.

The Advisory Board shall elect a Chair and Vice-chair every year to conduct the proceedings of the Advisory Board and record the minutes of the meetings

If a member of the Advisory Board resigns or leaves, the Executive Committee can nominate another person to fill the position with the consent of remaining Advisory Board members.

In addition, the Advisory Board shall observe the following:

(1) Financial Audit

- a) Advisory board is responsible for the financial audit of the organization. The Advisory Board shall appoint a three (3) member Internal Audit Committee on an annual basis to undertake the financial audit of the immediate past fiscal year.
- b) The Internal Audit Committee will be Chaired by a Member from Advisory board along with two additional Members all of whom are Members in good standing and one member each from the Past Executive Committees and general Members of TAJA.
- c) The Internal Audit Committee shall be formed by April 15<sup>th</sup> of each year and will have one month (May 1<sup>st</sup> to May 31<sup>st</sup>) to complete the audit of the books. Any exceptions arising out of the audit will be referred to the Immediate Past President/Executive Committee within two (2) weeks. Upon receiving satisfactory response from the Immediate Past President Executive Committee, the Internal Audit Committee will certify the completion of audit in two weeks from the Executive Committee's response. The Internal Audit Committee of the Advisory Board shall make every attempt to complete the audit on or before June 30<sup>th</sup>.

(2). Nomination Process

- a) The Advisory Board is responsible for the nominations and the process to elect the new Executive Committee and the Advisory Board Members each fiscal year. The Advisory Board will appoint a three (3) Member Nomination Committee to receive nominations and conduct the elections.
  - b) President-Elect from the current Executive Committee will automatically be a member of the Nomination Committee and will also Chair the Nomination Committee. Board will appoint two (2) additional members, one each from the Advisory Board and the general membership.
  - c) The Nomination Committee shall be formed by February 1<sup>st</sup> each year.
  - d) The expected date of elections shall be the 2nd Sunday of March.
  - e) The nominations process shall be closed 10 days prior to the election day
  - f) If there are contested positions, general members will be notified by email about the contest at least one week prior to the election.
  - g) No nominations will be allowed from the floor.
  - h) To contest in elections the Member must be a member in good standing for at least 6 months (180 days) preceding the Annual Meeting.
  - i) A candidate for the office of President-Elect will have served at least one year on any committee prior to be nominated. However, if no suitable candidate is available with the above restriction, the Nomination Committee can nominate the best available active member in good standing for the office. If the above qualification is not met for President-Elect or any other office, committee or board, the candidate(s) from the active membership expressing interest in the said position will be nominated.
  - j) Nomination Committee will solicit nominations for all available positions on Executive Committee and Advisory Board
  - k) If no nomination comes in for a specific office, committee or Board, the Nomination Committee can nominate a person (member in good standing) with the President-Elect's consent
  - l) All nominations should be received in writing (email or handwritten/typed) with the person nominated consenting the nomination. Oral/verbal consents cannot be considered.
  - m) For contested positions, all voting is taken from the floor on the day of election, which will typically coincide with the Annual Meeting.
  - n) Proxy voting is permitted provided the Nomination Committee can verify and validate the submitted ballots.
  - o) If a position needs to be filled in mid-term due to an officer's resignation, the Advisory Board can nominate a person (member in good standing) with the President's consent
- (3) Constitution & Bylaws Committee
- a) The Advisory board is responsible for nominating a three (3) member minimum Constitution & Bylaws Committee each year. No less than two (2) members from the Advisory Board shall serve on this Committee.

(4) Additional Duties

- a) The Advisory Board shall provide guidance to the Executive Committee in major events entailing large monetary commitments. This typically includes Special Event with a visiting artist and Ugadi function.
- b) The Advisory Board must approve each large purchase/expense requested by the Executive Committee, which involves a sum in excess of \$3000. A single expense category for an event cannot be subdivided to circumvent this rule.
- c) Any event exceeding a total expense of \$7000 must also be approved by the Advisory Board along with a description of the whole program for the event including funding and expenses.
- d) The Executive Committee will not sign any exclusive agreement with any person or organization without the prior approval of Advisory Board.
- e) Each member of the Advisory Board shall be entitled to one vote in all matters involving a vote and a simple majority shall approve each resolution.
- f) The Advisory board shall meet at least two times in a year. The President must be included in the meeting and present updates from Executive Committee to the Advisory Board.
- g) President is eligible to cast a vote in the Advisory Board resolutions only in the case of a tie.
- h) The Advisory Board may hold emergency meetings in addition to the stipulated two (2) as the need arises.
- i) The Advisory Board will assist in the decision making process of any activity undertaken by the Executive Committee that is not clearly defined by the Constitution or Bylaws.

**Article 10. Amendments to Constitution**

Amendments to the constitution shall be approved by 2/3<sup>rd</sup> of the members attending the meeting called for that purpose. The voting on the amendment can be by written proxy as approved by the Constitution and Bylaws Committee or in person by their attendance of the meeting so called.

**Article 11: Indemnity**

The Executive Committee members may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him/her and reasonable expenses by this Corporation against liabilities imposed upon him/her and reasonable expenses incurred him/her in connection with any claim against him/her or any action, suit or proceeding to which he/she may be a party by reason of his/her being, or having been, such Executive Committee member and against such sum as independent counsel selected by the EC shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Executive Committee member shall be indemnified: (a) with respect to matters as to which he/she shall be adjudged in such action, suit or preceding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the

payment of claims which independent counsel selected by the EC shall not deem reasonable payment made primarily with the view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which the Executive Committee member may be entitled under any bylaw, agreement, corporate resolution, vote of the EC or otherwise. The Corporation shall have the power to purchase and maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

### **Article 12: Bylaws**

The association may adopt bylaws for the operation of TAJA. No Bylaw may conflict with this Constitution. In that event, the terms as set forth in the Bylaws shall prevail.

### **Article 13: Telugu Badi**

#### Objectives

The Objective of Telugu Badi is to promote Telugu literacy (Read, Write and Speak in Telugu) and promote the Telugu culture to the younger generation to meet the TAJA objectives and preamble as set forth in this Constitution. By virtue of good standing in TAJA membership, Members can enroll their kid(s) to the Telugu Badi.

The Executive Committee will appoint a Telugu Badi Coordinator annually to assist it in overseeing the operation of Telugu Badi. The Executive Committee and the Coordinator will appoint volunteer teachers for Telugu Badi.

Prior to the beginning of each academic year, Telugu Badi academic curriculum, policies and procedures will be prepared by the Coordinator, teachers and the Executive Committee in conjunction with parents of the students who are or will attend Telugu Badi. The class enrollment procedure, location and times will be announced prior to the beginning of each academic year and is at the discretion of the Executive Committee after consulting with teachers, Coordinator and parents.

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

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SARATH KURAVI  
Chair

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LAXMAN CHILIVERU

\_\_\_\_\_  
UMA EARANKY

\_\_\_\_\_  
BABU GATTUPALLI

\_\_\_\_\_  
SREEDHAR NUNNA

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SRINIVAS RAO YADLAPALLI  
Vice-President 2007-08

**ADOPTION AND RATIFICATION OF CONSTITUTION AND BY-LAWS**

The foregoing Constitution is adopted and ratified by the TAJA membership on the latest Date indicated below

Dated: \_\_\_\_\_

Attest:

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Mallikarjuna Jerripothula  
President 2007-08

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Aditya Varma  
Secretary 2007-08