

The Telugu Literary and Cultural Association of Metropolitan New York

(New York, New Jersey, Connecticut)

CONSTITUTION AND BY-LAWS

(Approved on April 13, 2019)

CONSTITUTION OF TLCA

ARTICLE I: NAME

The name of the organization shall be “The Telugu Literary and Cultural Association of Metropolitan New York (New York, New Jersey, Connecticut)”, hereafter called TLCA.

ARTICLE II: AIMS AND OBJECTIVES

- a. To promote Telugu Literary and Cultural Activities,
- b. To create and promote understanding and cooperation between Telugu speaking people and others,
- c. To encourage and to develop creative technical literature in Telugu,
- d. To provide financial aid to needy students,
- e. To provide financial aid to Philanthropic, educational and scientific institutions, hospitals, and any or all Charitable Activities; the Association shall have power to raise funds for the above purposes,
- f. To protect all funds collected, (endowments or charities or donations of any kind) and use them only for the specific purpose for which they are given, unless otherwise stated explicitly, and
- g. To effect and carry out the purposes of this association and the doing of any and all things necessary or incidental thereto, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but, not for the pecuniary profit or financial gains of its members, directors, or officers.

ARTICLE III: GOVERNANCE

The organization shall be governed by two elected bodies, namely the Executive Committee (EC) and the Board of Trustees (BOT). These shall be the permanent standing committees of the organization. Affiliation or dealings with Political organizations is explicitly prohibited.

ARTICLE IV: RULES OF ORDER

The rules of order would follow the Constitution and Bylaws of the organization. Where the bylaws of the organization are not present or not clear in their interpretation, the rules provided in ROBERT'S RULES OF ORDER shall prevail. Robert's rules shall govern the parliamentary procedures of all meetings of the Association and the EC and BOT.

ARTICLE V: CHANGES IN CONSTITUTION

a. No article shall be added to this Constitution and no part shall be amended or annulled except by formal proposal by the BOT and the EC of TLCA, followed by a written notice, four weeks in advance, to all 'eligible TLCA Life members', who have voting rights; and an opportunity for discussion at a business session of the Annual General body meeting of the Association and by secret mail ballot. The adoption of the proposed change shall require the affirmative votes of no fewer than two-thirds of the Life members of TLCA, who have voting rights; all abstentions and non-voting ballots shall be considered as invalid votes.

b. Such a proposal may also be made through a petition to the President of EC/Chairman of BOT and signed by at least two thirds of Life Members of the Association. Upon approval of this petition by the EC and BOT, it shall follow the same procedure outlined above.

ARTICLE VI: CHANGES IN BYLAWS

a. Bylaws may be adopted, annulled, or amended in the manner set forth in ARTICLE V for changes in the Constitution. Proposals may be made by any member of EC or BOT. The changes are circulated among members of EC and BOT and discussed at a formal meeting.

b. Such a proposal may also be by a petition to the President of EC/Chairman of BOT and signed by at least two thirds of the Life Members of the Association. Upon approval of this petition by the EC and BOT, it shall follow the same procedure outlined above.

c. The adoption of proposed changes in By-Laws shall require the affirmative votes of both the EC and BOT in a combined meeting, by two thirds majority of the total membership of EC and BOT. At least three weeks notice shall be given to the EC and BOT members before voting.

d. After the approval of the new bylaws, they shall be intimated to the Life Members.

ARTICLE VII: MEMBERSHIP

a. The membership of the Association shall consist of all those who subscribe to the Aims and Objectives of the Association and pay the dues. By personal check, or Postal Money Order or by a Certified Check by a Bank.

b. There shall be Life Members.

c. All Life Members, shall have the rights and privileges in voting and serving on the standing committees of the Association. Eligibility for running for office in EC and BOT are detailed in Articles IX and X respectively.

ARTICLE VIII: ORGANIZATIONAL STRUCTURE

The organization shall have an (a) Executive committee (EC) and a (b) Board of Trustees (BOT). These committees may commission such other committees that are necessary for the functioning of the organization.

ARTICLE IX: EXECUTIVE COMMITTEE (EC)

a. The EC shall consist of the following officers: President, Vice-President, Secretary, Joint Secretary, Treasurer and Joint-Treasurer and Six Committee members. In addition, the immediate past President shall serve as an Ex-Officio member of the EC.

b. Any such vacancies, including resignations in the middle of the term in the Executive Committee shall be filled with the approval of the Nominations Vetting

Committee (as defined in the Article XII Section m). The newly elected member shall serve for the rest of the term of the vacant position.

c. The top six members of this committee (President through Joint Treasurer shall be known as the “EC Office Bearers” and the others would be known as “EC Committee Members”.

d. The term of office for all Executive Committee members shall be for the calendar year (January thru December) in accordance with the announcement of results by the NEC at the Annual General Body meeting.

d (i) Efforts should be made to recruit at least one Youth member into the EC, in any given year, within the age group of 18 to 26 years.

e. No member of the ‘EC Office Bearers’ or ‘EC Committee Members’ may be elected for more than ‘three’ consecutive terms for the same office.

e (i). During the five election years, from 2018 through 2022, ‘EC Committee Members’ may be elected for ‘five’ consecutive terms for the same office.

f. The EC, with the consent of the BOT shall manage the affairs of the Association and shall call meetings, establish policies, invest and administer the funds of the EC. Also, the EC takes the responsibility of protecting the assets (including valuable documents pertaining to the operations of that fiscal year) of the organization.

g. The EC shall collect donations (cash or kind) to supplement the funds needed to conduct functions primarily to promote Telugu Literary and Cultural activities.

h. The secretary shall maintain the records of the EC and keep the minutes of the meetings and perform such other duties pertaining to the office. The Joint Secretary shall assist the Secretary.

i. The EC Treasurer shall be responsible for maintaining the accurate accounts of the EC. The Treasurer, Joint-Treasurer and the President shall have signatory power over the accounts. All checks shall have at least two signatures of the EC account signatories. All transactions should be on TLCA checks only.

j. The EC shall strive to be prudent in their expenditures to safeguard the organization's assets and be aware and cognizant of the future wellbeing of the organization.

k. The EC, under the guidance of the President, shall be responsible for the Publication (through the print or electronic media) of the monthly news Journal - "Telugu Velugu"- to publicize information of interest to the TLCA membership and promote the aims and objectives of the Association. EC may entrust the responsibility of the editorship to a qualified and responsible TLCA member (in good standing) with all the attendant privileges needed for efficient and proper running of the Journal. The journal would include news about the organization, upcoming events, new life members, details of the income and expenses of the functions and the President's message.

l. Additional committees: The President, with the consent of the EC, may appoint the following standing committees within the membership of the EC: (a) Membership Committee (b) Literary and Cultural Activities Committee, (c) Public Relations Committee, (d) Women's Committee and (e) Youth Committee (f) Web committee etc. The president, with the approval of the EC may appoint such other committees as may be necessary or appropriate to the conduct of the Association affairs. The standing committees or any other committees appointed by the President shall conduct their business in accordance with such standing rules as the EC may adopt for their guidance.

m. Eligibility to run for 'EC Office Bearer': Should have served as an 'EC Committee Member' for at least two years.

n. Eligibility to run for the President: One should have served at least one year as 'EC office bearer'.

o. All records, bank accounts and other important items shall be transferred to the newly elected office bearers within one month of taking charge of the office.

p. Information on income, expenditures, bank accounts and the like, for each of the functions, shall be disseminated to all the EC members in a timely fashion.

q. 10% of the total funds collected for each function, needs to be set aside and transferred to BOT within a month.

r. The duties and responsibilities of the EC committee members are briefly described below. It is understood that all EC members will work for the betterment of the organization and will refrain from internal squabbles and accusations.

President: will be the chief presiding officer of EC and will coordinate all the decisions of the different aspects of the EC operations. The President has the discretionary powers to make an express decision in any matter in the best interest of the organization. President will be the representative of the EC committee, in the BOT meetings.

Vice President: will assist the President in all respects as specified above and will assume all presidential responsibilities when the President is absent or disabled or unable to attend a scheduled meeting.

Secretary: holds an important position and is the custodian for the all the records and properties of the organization. The secretary calls for all meetings at the request of the President and records the minutes of all the minutes of the meetings of EC or any other proceedings of the EC and timely distribution of the same to the members.

The Secretary shall maintain a list of life members of the organization and will circulate a copy of the same to all members of the organization for the purpose of voting and share it with the Nomination and Election committee and the Nominations Vetting Committee at the time of election. The secretary has the responsibility to certify the signatures of the of the office bearers of the organization in general and for all bank records. The secretary will assist the President in the smooth operation of the EC activities at all functions.

Joint secretary: will help the secretary in all the functions and duties described above and will take over the responsibilities when the secretary is absent of or is unable to perform such duties as are assigned.

Treasurer: is the officer entrusted with the funds of the Executive Committee of the organization and will maintain the funds in a checking or fixed deposit account; and will be responsible to collect, deposit all funds received by the EC and pay the bills of EC as requested by the President and secretary of EC. The treasurer will submit all the necessary accounts to the BOT treasurer who is responsible to submit the accounts for the fiscal year to the IRS and the State in a timely fashion.

Joint Treasurer: will help the Treasurer in discharging his/her duties in general and conducting the business of the ECD EC, fill in when the treasurer is absent or unable to discharge the duties assigned.

All other EC committee members: The members of the EC will take apart in the discussions of the EC and will cooperate with the President and all the other members in fulfilling the functions of the organization. They will serve in committees that can use their talent or expertise for the proper functioning of the organization.

ARTICLE X: BOARD OF TRUSTEES (BOT)

a. Membership and terms of office

- i. All members of the BOT shall be life members of the organization.
- ii. Elected Trustee: The terms of elected Trustee of the BOT shall be two years from the date of election.

No member of the BOT may be elected for more than one term.

There shall be a total of 2 elected trustees to the Board, including the President.

- iii. Life Trustee: Contribution of \$25,000 or more to TLCA is required. A minimum of \$5000 initial payment is required and the balance to be paid in a period of 3 years from the date of approval as Life Trustee. There are a total number of 15 Life Trustees on the Board.
- iv. Donor Trustee: Any donor who is willing to donate more than \$25,000 with an initial payment of \$10,000 and the balance to be paid in a period of 3 years, shall be considered as a Donor Trustee. A Donor Trustee shall be a Non-voting Member with all the attending privileges of the Board Member. A Donor Trustee can be a Member of all Standing Committees of the Board, such as Building Committee etc. In case of any vacancy arising in the Board due to resignation, retirement, death or for any medical or legal grounds by any Life Trustee, that vacancy shall be filled by the senior most Donor Trustee. The process of election of New Donor Trustee shall remain the same and conform to Article XII.
- v. Honorary Trustee: Shall be a Person who has contributed immensely to TLCA by way of Literary, Cultural or related social activities or a Person who is immensely popular in the community and is a recipient of various recognitions and awards. Honorary Trustee shall be a Non-voting member. The process of nomination shall remain same as explained in Article XII.

vi. The current president of TLCA will be Ex-officio of BOT with all the privileges of any BOT member.

b. Nomination and election to BOT

i. Any vacancy in BOT during the middle of the term shall be filled through the regular election process at the end of the year. The elected member shall complete the rest of the term of office of that position.

ii. Any life member of TLCA with 10 years of standing, or past experience in running organizations similar to TLCA may be eligible to run for a BOT position.

iii. Officers of BOT: The Officers of the BOT shall be Chairperson, Vice Chairperson, Secretary and Treasurer.

iv. All the officers shall have one-year term of office coinciding with that of the Executive Committee.

v. The Secretary shall maintain the records, keep the articles of the Board and shall carry out such other duties that pertain to this office.

vi. The Treasurer shall maintain funds of the organization in term deposits as deemed necessary. In addition, the Treasurer shall prepare the budget for the Board and carry out such other duties that pertain to this office.

vii. All records, bank accounts and other important items shall be transferred to the newly elected office bearers within one month of taking charge of the office.

c. The objectives and charges for BOT shall be

i. To look after the long-term welfare, growth and goals of TLCA Executive Committee on matters of long term interest, without any interference in the day to-day activities.

ii. To study and advise on the long-term financial aspects of TLCA.

iii. To advise on the development of facilities for Literary and Cultural activities such as a building or an auditorium or a Place of worship.

iv. To be responsible for the proper conduct of all TLCA elections under the guidelines set forth in Article XII.

v. To meet a minimum of two times during a calendar year to discuss and conduct business.

vi. To meet with Executive Committee at least once a year to discuss the welfare of TLCA; the President of EC or the Chairperson of the BOT may call for additional meetings between the BOT and the EC.

vii. To present an annual report on the activities of the BOT at the Annual General body meeting of TLCA.

viii. The BOT shall be the custodians of the major funds of the organization, such as the building fund, the principal amount collected as Life Membership, BOT life membership fund, and other major assets of TLCA. The interest accrued on the life membership money shall be transferred to the EC, on a yearly basis, for the purpose of running the programs of TLCA.

ix. The accounts maintained by BOT shall have two signatories, namely that of the treasurer of BOT and the Chairman of BOT. All checks over \$500 shall have at least two signatures of the BOT account signatories.

x. Since it is the responsibility of BOT to file taxes every financial year, it is incumbent upon BOT to have a proper oversight and audit of all the accounts pertaining to both BOT and EC.

ARTICLE XI: SHARED RESPONSIBILITIES AND DUTIES OF EC AND BOT

a. BOT treasurer and the EC treasurer shall be jointly responsible for preparing an audited balance sheet of the organization on an annual basis. Such a balance sheet shall be presented to the Membership of TLCA at the Annual General Body meeting held once a year. This information may also be published in the Telugu Velugu Magazine or the TLCA web site.

b. The BOT treasurer and the EC treasurer shall be jointly responsible for preparing the proper documents for submission to the IRS in a timely fashion each year; the filing of such a document shall be the responsibility of the BOT treasurer. Since, it is a joint filing, all the EC accounts need to be submitted to BOT by end of 31st of January, every year.

c. EC and BOT jointly shall be responsible for maintaining the Not-for-profit status of TLCA and also promote and cultivate the Telugu literary and cultural activities among the TLCA children and youth. The preservation of the 501 (C) status for TLCA is important and the responsibility for making sure of its status rests with the Chairman of BOT, President of EC, and the Treasurers and Secretaries of the BOT and EC. Any act, on the part of any member of the entire team of BOT and EC to disrupt this situation is serious. Action has to be taken by the BOT to avoid or alleviate the situation; BOT's decision, in consultation with EC, on this will be final.

d. The BOT Secretary shall be responsible to file a copy of the articles (constitution and bylaws) of the organization with the appropriate authorities of the state in a timely fashion whenever there is a change that has been approved by the general body.

e. Conflict of Interest: It is explicitly understood by all EC and BOT members that there should be no 'conflict of interest' between the position occupied in TLCA and any parallel organization operating in the same or nearby areas. 'Conflict of Interest' is defined as having any type of personal gains through association with TLCA or having substantial interest in other organizations catering to the same cultural and literary interests as TLCA. All office bearers belonging to any sectarian organizations from any part of the world are disqualified from being elected or admitted to EC or BOT positions. Such conflicts of interest are considered detrimental to the wellbeing of TLCA and would disqualify a person from continuing in the office and also bar the person from running for office in the future.

f. All materials generated for TLCA activities by any of the elected office bearers of EC and BOT and all other additional committees appointed by EC or BOT, during their term of office shall become the property of TLCA; these may include such items as computer programs, templates and other proprietary items (including those of electronic origin). All items belonging to TLCA shall be itemized and listed by EC Secretary and submit the Inventory List beginning of every year in a first Joint Meeting.

g. BOT Chairman will be a part of the Executive Committee with all the attendant privileges and will attend the EC meetings to help monitor and appraise the Board members in a timely fashion of any need. The BOT chair may designate a BOT member as a liaison in his/her behalf to the EC meetings.

h. Any individual to be honored by TLCA, needs approval by the BOT and EC in a joint session with a majority decision, after duly discussing the credentials of such an individual to be honored by TLCA.

ARTICLE XII: NOMINATION AND ELECTION COMMITTEE (NEC)
PROCEDURES: ELECTION OF OFFICERS AND MEMBERS OF THE EC
AND THE BOT.

Nomination and Election Committee (NEC)

a. The Chairperson of the BOT in conjunction with the President of EC shall appoint a Nomination and Election Committee (NEC) consisting of a Chairperson and two additional members who do not seek elective office in TLCA for the upcoming year.

b. The NEC shall be responsible for the proper conduct of elections. All concerned members shall strictly follow the rules of election.

c. Eligibility to vote and stand for office is limited to Life Members in 'good standing' for a period of at least six months prior to the date of the election. Election process should start at least 60 days in advance of the election date (by November first week of the given year) to accommodate the contestants to canvas before election.

d. The NEC shall announce the timetable for the election and the procedures to be adopted for the election and shall publicize this information through 'Telugu Velugu' or the TLCA web site, as well as send out information by mail to all the life members. The types of positions available in the BOT should be clearly stated when the election is called for (e.g. past President's or elected from other nominations).

e. At least six weeks before the Annual General body meeting, the EC Secretary shall send a copy of the list of names of all ‘eligible life members’ (see ‘c’ above), to all the life members along with the notice of the election.

f. The NEC shall receive a certified list of ‘eligible life members’ of TLCA from the EC secretary before the elections are announced.

g. Any discrepancies in the Life membership list shall be resolved by the NEC committee after requesting and reviewing the documents submitted by the EC treasurer and EC secretary.

h. There shall be one vote each for the husband and wife of a membership family for all voting purposes. Honorary Life members have no voting rights.

i. The election to EC and BOT shall be conducted by mail ballot, unless there is no contest for any position.

j. All abstentions and non-voting ballots shall be considered as invalid votes.

k. Qualifications for contesting for the President of EC are detailed in Article IX.

l. Nominations Vetting Committee: All the nominations received by NEC shall be vetted by the Nominations Vetting Committee comprising of the following members: Chairman, BOT, Secretary BOT, President, EC Immediate Past President, EC and Immediate Past Chairman, BOT, besides two senior Life Trustees as Advisors. Immediate Past Chairman, BOT will be officiating as Chairperson of the NVC. The NVC is authorized to verify the eligibility of a nominee and its decision to approve or disapprove a nomination is Final. All the approved Nominations are thus forwarded to NEC, for further action as elucidated in Article XII.

m. The NEC shall maintain confidentiality of their proceedings, before, during and after the elections.

n. The NEC shall announce the results of the election at the time of the Annual General Body meeting.

o. Resolution of disputes: Any dispute regarding the nomination and election process shall be decided by the NEC and Board of Trustees, and the combined decision shall be final.

p. All persons elected to TLCA, EC and BOT shall take an oath of office to abide by the constitution and bylaws of the organization at all times.

ARTICLE XIII: MEETINGS

a. There shall be an Annual General Body meeting of the Association to be held at least once in twelve months, which invariably is the Deepavali function.

b. At the Annual General Body meeting, there shall be a business session for reports of the Secretary, BOT and the Chairperson of the NEC, on the election of the members of the new EC/BOT and for consideration of changes in the constitution and other items of business.

c. Meetings of the EC shall be called by the President or Secretary. A majority of the EC shall constitute a quorum for an EC meeting. A minimum of three EC meetings per year (in person – face to face) are required.

d. Meetings of BOT may be called by the Chairman of BOT or Secretary, BOT. Majority of the BOT shall constitute a quorum for a BOT meeting.

e. Teleconference meetings of EC or BOT shall follow the same procedures and rules as regular meetings.

f. Failure to Attend Meeting: Any member of EC or elected trustee of BOT, fails to attend three consecutive meetings of which due notice has been given, the positions held by that member shall become vacant within seven (7) days of the close of the third meeting missed. Such situations have to be discussed and approved by the entire BOT or EC at the next meeting and decided on.

g. Disciplinary Committee: A Disciplinary Committee is formed with the following members: Chairman, BOT, Vice-Chairman, BOT, Secretary, BOT President, EC, Immediate Past Chairman, BOT. Chairman, BOT shall be officiating as Chairperson of this Committee. Any disciplinary issues arising out of EC or BOT will be dealt with firmly and any decision taken by the Committee, in any disciplinary matter, will be final and no further enquires will be entertained.

h. Any member of BOT or EC threatening the very existence of our organization will not be allowed to attend any meetings and his Membership from TLCA shall be revoked by BOT in any of its official Meetings, with a two thirds majority after establishing the quorum.

BYLAWS OF TLCA

ARTICLE XIV: MEMBERSHIP AND DUES

a. Membership is open to families (husband and wife with unmarried children below 26), individuals, students and organizations that accept and agree to foster the aims and objectives of TLCA. Membership is subject to review by the Executive Committee before it is accepted.

b. The Executive Committee and the BOT may bestow Honorary Life Membership to deserving dignitaries or individuals; such honorary life membership shall have all the rights and privileges of a regular life membership except the voting rights.

c. The membership dues structure may be reviewed from time to time and changed as necessary after due consultation between the BOT and EC.

Life Membership (Individual or family) \$200.00

All Membership Fees paid towards Life Membership Fee, Life Trusteeship Fee, Organizational Membership Fee, or Donor Trusteeship Fee is totally Non-refundable.

Organizational Membership: National Organizations \$10,000 per year and Local Organizations \$5000 per year with no voting rights.

d. Affiliations: The Association may affiliate with other organizations whose aims and objectives are consistent with ARTICLE II of the Constitution of TLCA. The Association may cooperate with other organizations as may be consistent with the Constitution, By-Laws, and Rules of the Association. Such cooperation may include reciprocal reduction in dues; share in the proceeds of the common activity, concession or discounts to members, etc. Such activities or decisions have to be approved by the BOT as well as the Executive Committee at a joint meeting.