

BYLAWS OF **THE TELUGU ASSOCIATION OF ST. LOUIS**

(a Missouri nonprofit corporation, charter number N00023653)

Article 1: Name and Abbreviations

The name of the organization shall be “Telugu Association of St. Louis,” hereafter referred to as “TAS”. TAS is incorporated in the State of Missouri as a nonprofit corporation. (RSMo § 355.)

The following abbreviations apply to these bylaws.

TERM	ABBREVIATION
General Assembly	GA
Board of Directors	BOD
Chairman Board of Directors	CBOD
Executive Committee	EC
Executive Committee President	ECP
Executive Committee Vice President	ECVP
Executive Committee Secretary	ECS
Executive Committee Treasurer	ECT
Executive Committee Cultural Secretary	ECCS
Telugu Association Election Committee	TEC

Article 2: Goals

The goals of TAS are:

1. To preserve, promote and propagate values of Telugu culture;
2. To coordinate the activities of the regional Telugu community;
3. To establish rapport and coordinate our activity with national Telugu organizations, the India Association of St. Louis, and any other regional associations representing the Indian community;
4. To organize and participate in national and regional meetings which promote Telugu culture;
5. To represent, protect and promote the interests of people of Telugu origin; and
6. To promote charitable activities for social, cultural, economic and humanitarian causes.

Article 3: Powers and Limitations

TAS shall have and may exercise all powers allowed under chapters 352 and 355 of the Missouri Revised Statutes, subject to the following limitations:

Article 3.1 - Public Purpose:

TAS is organized to serve public and community interests. It shall not be operated for the monetary benefit of private interests, such as contributors or members of TAS, or persons vested directly or indirectly by such private interests.

Article 3.2 - Accumulation of Income:

TAS shall not unreasonably accumulate income.

Article 3.3 - Trade or Business:

a) TAS will not operate, carry out or endorse any activities related to the promotion of any trade or business for profit.

b) Private entities may sponsor TAS activities without any endorsements from TAS.

Article 3.4 - Distribution of Earnings:

No part of the earnings or other property received by TAS from any source shall be used for the benefit of or be distributed to any of its members, officers, or other persons, except that TAS may decide to pay reasonable compensation for services rendered or products provided.

TAS shall not use its funds for any partisan political purposes.

Article 3.5 - Distribution of Assets on Dissolution:

Upon dissolution of TAS and as determined by the BOD with the advice of the EC, its remaining assets, if any, shall be distributed to one or more organizations chartered and operated exclusively for religious, charitable, educational or scientific purposes within the meaning of 26 U.S.C. §501(c)(3) as now in force or afterwards amended. Any such assets not so distributed, shall be distributed by the County Court of the County in which the registered office is then located, to another organization that in the judgment of the court shall best accomplish the purposes that are consistent with the purposes for which TAS was formed.

Article 4: Principal Location

The principal office of TAS shall be the residence address of the ECP.

TAS shall maintain a registered agent in the State of Missouri.

Article 5: Fiscal Year

The fiscal year of TAS shall be January 1 to December 31.

Article 6: Membership

Article 6.1 - Eligibility:

a) Any person who is at least 18 years of age and shares the same goals as those listed in Article 2 is eligible to become a member of TAS. Membership to TAS is open to all irrespective of religion, race, color, creed, nationality, political affiliations, disability and veteran status, gender and sexual orientation without restrictions as per state and federal laws.

b) Membership shall remain in effect as long as the member remains in good standing and abides by these bylaws. Membership can be revoked for activities not in accordance to the goals defined in Article 2, at the discretion of greater than 65% of the combined vote of the BOD and EC.

c) Any member who pays his/her membership dues on or before March 31 of each calendar year shall be a “qualifying member.” Each qualifying member is eligible to vote and/or to run for office from the date of paying such membership dues up to and including December 31 of such calendar year.

Article 6.2 – Membership Categories:

Life Membership: Life Membership is open to any individual who pays the dues set by the EC in coordination with the BOD. Upon receipt, 90% of life membership dues shall be deposited in long term investments. Family Membership privileges are extended to the household of a life member. Life Members are eligible to vote and run for office.

Family Membership: Family membership is available for up to two primary adults in the same household and their dependent children, who pay the dues set by the EC in coordination with the BOD. Only the two primary adults of each family and children 18 years of age or older with a family membership are eligible to vote and run for office.

Individual Membership: Individual membership is granted to an individual who pays the dues set by the EC in coordination with the BOD. Individual Members are eligible to vote and run for office.

Extended Family Memberships: Extended Family membership is available for dependent adults living with the primary member’s family, who pay the dues set by the EC in coordination with the BOD. Extended Family Members are not eligible to vote or run for office.

Student Membership: Full-time students are eligible for a student membership upon providing appropriate documentation and paying the dues set by the EC in coordination with the BOD. Student members are not eligible to vote or run for office.

Article 7: Governance

Collectively all members of TAS constitute the GA.

The BOD will provide oversight and guidance to the EC.

The EC will be responsible for the day-to-day and near-term policies of TAS.

Article 8: Officers

Members of both the BOD and the EC shall constitute the officers of TAS.

Article 8.1 – General Rules:

- A. Except as otherwise provided or restricted in these bylaws, the BOD and the EC may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of TAS, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind TAS by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purposes or in any statement.

- B. No loans shall be contracted on behalf of TAS and no negotiable paper shall be issued in its name, unless authorized by combined 65% majority of the BOD and the EC in accordance with the provisions of these bylaws. To the extent so authorized, any officer or agent of TAS may effect loans and advances at any time for TAS from any bank, trust company, or other institution, or from any firm, TAS or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of TAS, and when authorized as aforesaid, may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by TAS as security for the payment of any and all loans, advances indebtedness and liabilities of TAS, and to that end may endorse, assign and deliver the same.

- C. All operating funds of TAS shall be deposited, to the credit of TAS, with such banks, bankers, trust companies or other depositories as the EC may select or as may be selected by any officer or officers, agent or agents of TAS to whom such power may be delegated from time to time by the EC.

- D. All checks, drafts or other order for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of TAS, shall be signed by such officer or officers, agent or agents of TAS, and in such manner as shall be determined from time to time by resolution of the BOD and the EC in accordance with the provisions of these bylaws. Endorsement for deposit to the credit of TAS in any of its duly authorized depositories may be made without countersignature by ECP, ECVP or ECT by any other officer or agent of TAS to whom the BOD, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the BOD.

- E. The BOD and the EC, by a combined 65% majority, may authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories in a manner consistent with the bylaws.

- F. The financial books and transactions of TAS shall be made available for review within three months following the close of each budget reporting period.

- G. The BOD will have audit rights to review any expense or income statements or activities sponsored by TAS.
- H. Transactions shall normally be by means of checks. All checks above the limit of \$2,000, or the limit set by the EC, must be signed by both the ECP and ECT.
- I. Reimbursement checks to the committee members for routine purchases required for TAS, utility bills, corporate commission fees, mailbox dues, insurance premiums and other such dues to be paid on periodic basis for services obtained by TAS may be signed by the ECT. In the absence of the ECT, the ECP may issue checks.
- J. In the event cash is accepted for any transaction, then a TAS cash receipt shall be provided, including for anonymous donations. At any event where cash donations are received, an immediate accounting of such amounts shall be made by any two members of the BOD or the EC.
- K. All checks and cash received on behalf of TAS by any person shall be given to the ECT or the ECP for appropriate follow-up action. All donations exceeding \$250 will be followed up by an acknowledgement letter.
- L. The EC shall provide accounting of all financial transactions bi-annually to the BOD. In addition, the EC shall provide annual financial reports to the BOD and to the GA.

Article 8.2 – Board of Directors:

The BOD shall consist of four (4) officers elected to serve on the BOD plus the ECP of the outgoing EC, upon completion of his or her term as ECP (“Outgoing ECP”). The outgoing ECP shall serve as an officer of the BOD for a term of two (2) years.

For elections in calendar year 2024, the position on the BOD that is held by the Outgoing ECP shall be filled by an election of a fifth BOD officer.

Three (3) officers of the BOD who are elected in calendar year 2024 (one of which is filling the Outgoing ECP position on the BOD) will serve a term of two (2) years. Two officers of the BOD, elected in 2024 and thereafter, shall serve a term of four (4) years.

Article 8.3 – Duties and Responsibilities of the Board of Directors:

The BOD is the long-term policymaking body for TAS and shall accordingly provide philosophical and strategic direction to TAS.

All residual money above \$8,000 operating expenses, at the end of each fiscal year, will be transferred to a crisis fund. The crisis fund can only be utilized by a combined 65% majority of the BOD and the EC.

All the rights, powers, duties, and responsibilities relative to the management and control of TAS property and affairs are vested in the BOD. These powers exist in the BOD as a group. The BOD has the duty to exercise reasonable care and prudence in managing the affairs of TAS.

Any funds deposited in long-term investments and certificates of deposit will be overseen exclusively by the BOD. Utilization of such funds can only be made by a combined 65% majority of the BOD and the EC. No more than 10% of long term investment funds can be used annually for TAS day to day and near term operational management.

The BOD shall promote community, charitable services and youth development programs by a simple majority vote within BOD with an annual expenditure not exceeding \$1000.

Article 8.4 –Executive Committee Structure:

The day-to-day and near-term operational management of TAS shall be vested in the EC. The EC shall be comprised of the: ECP, ECVP, ECS, ECT and ECCS.

The EC shall:

- A. Maintain an up-to-date list of all members, current voting members, and their addresses on file at the office of TAS. Such list shall be updated at least annually and shall be available for inspection by any member in a timely manner;
- B. Make a report to the GA, at its annual meeting, about the financial and operational status of TAS; and
- C. Organize three festivals and one picnic per year. Any additional activities, exceeding \$2000 in cost, must be approved by a 65% combined majority of the BOD and the EC.

Article 8.5 – Officers of Executive Committee:

- A. All EC officers must reside in Greater Saint Louis Area.
- B. ECP: The ECP shall be the principal executive officer of TAS and shall supervise and manage the operational affairs of TAS. The ECP, along with the ECS, may sign any deeds, contracts or other instruments. The ECP shall preside over all the regular and special meetings of the EC and shall perform all duties expected of the ECP.
- C. ECVP: In the absence of the ECP, the ECVP shall preside over all the regular and special meetings of the EC, and shall perform all duties expected of the ECVP.
- D. ECS: The ECS shall record and keep the minutes of all EC meetings and the GA in digital format. All notices and minutes shall be open for review by any member upon written request. The ECS shall communicate the BOD and EC decisions to all members in a timely manner, as requested by BOD and EC, respectively. ECS is responsible for maintaining confidentiality of sensitive information, such as, member email addresses or any additional details defined by BOD and/or EC.

- E. ECT: The ECT shall have custody and keep account of all money, funds, and property of TAS. The ECT shall provide the details of the account to the EC and the GA as required.

The ECT shall deposit all funds of TAS received by him/her in bank account(s) held by TAS. The ECT shall provide the details of accounts to any member upon written request to the ECS. The ECT shall make payments as needed after taking proper vouchers. The ECT can delegate his duties to any member of the EC with the permission of the ECP.

- F. ECCS: The ECCS shall organize and conduct all the cultural activities of TAS.

Article 9: Elections

Article 9.1 – General Procedures:

Election for open positions on EC and BOD shall be conducted in calendar year 2024 and thereafter every two (2) years at the TAS second event of the calendar year (Ugadi festival). At least two members of the BOD and all members of the EC will be elected every two years.

- A. Three to five non-interested members (who neither hold nor are contesting for an elected office during the election under consideration) will be chosen by a simple majority of the BOD to form the TEC and conduct elections for the Officers of the BOD and the EC. The TEC has the responsibility to resolve any unforeseen issues during the election process.
- B. All qualifying members of TAS, in accordance with Article 6, who (1) have attained the age of eighteen (18) years at the time of voting, and (2) present one form of government issued photo identification at the time of voting, shall be eligible to vote.
- C. Members who have previously been removed from office by a 65% vote of the GA are ineligible to run for office for one following term of 2 years, and may not serve on the TEC.
- D. Election will be held for ECP, ECVP, ECS, ECT and ECCS and at least two officers of the BOD every two (2) years. Candidates for these positions must have been a full member of TAS (as defined by Article 6.1 of the Constitution). Nominations for these positions must be submitted with a non-refundable Nomination Fee of \$100. Each candidate must be nominated by a member of TAS and seconded by another member of TAS. Members can only be nominated for one position at any given time during that election. The TEC members and their family members are eligible to vote but not eligible to run for office.
- E. In the event of a tie, for any of the above-listed positions, there will be a run-off election between the candidates that tied. The run-off election will be conducted on the same day.
- F. A complete TAS membership list, identifying the names of the members and their eligibility to vote, shall be provided within 5 days to any TAS member upon a request to ECS.

Article 9.2 – Timelines:

The BOD shall, at least forty-five (45) days prior to an event at which an election for open

positions on the EC and BOD will be conducted (“Election Event”), form the TEC in consultation with the EC (if there is an EC). The TEC will conduct the election according to the latest edition of Roberts Rules of Order.

The TEC shall send a list of positions open for election to all members and solicit nominations at least 30 days prior to the Election Event. The candidates need to be nominated by a member of TAS and seconded by another member of TAS.

- A. TEC shall present a slate of candidates to the BOD and EC at least 14 days prior to the Election Event.
- B. In absence of nomination for a given position, the floor will be open for additional nominations at the Election Event, just prior to the election. Such a last minute nomination will be written-in on all the ballots by the voter. All such candidates must meet the requirements for the position pursuant to these Bylaws. This process of additional nominations at the Election Event will be conducted by TEC.

Article 9.3 – Officers of the Executive Committee and the Board of Directors:

The terms of the five EC Officers shall be two years.

Any elected member can serve for a total period of two consecutive terms either in the EC or the BOD or both combined, after which he/she will not be eligible to serve in any position for two years either in the EC or the BOD. Any officer who has served any portion of his/her term is deemed to have served that entire term for purpose of this section.

The only exception for the above rule is that the outgoing ECP can serve a third consecutive term as an automatic member of the BOD for 2 years.

The newly elected BOD and EC officers will take the oath of office immediately following the elections at the Election Event. They shall assume office on June 1 of the calendar year in which the Election Event is held. All TAS assets should be handed over by the outgoing officers to the newly elected officers prior to day the newly elected BOD and EC officers assume office, if possible, otherwise no later than two (2) weeks after the newly elected BOD and EC officers assume office.

The term of each EC officer will be from the time of assuming office until May 31 of the calendar year in which the officer’s term ends.

The term of each BOD officer will be from the time of assuming office until May 31 of the calendar year in which the officer’s term ends.

Article 10: Resignations, Removal and Vacancies

Article 10.1 – Resignation:

An Officer may resign by submitting a written resignation letter to CBOD. The resignation will come into effect 30 days after submission of the written resignation letter.

Article 10.2 – Removal:

Any officer of the EC or the BOD may be removed from office by greater than 65% vote of the GA. An elected Officer who shall have three consecutive unexcused absences for the official meetings shall be referred to the GA for removal.

Article 10.3 - Vacancies:

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by a combined majority vote of the EC and BOD for the unexpired period of the term; such a meeting shall be called by the CBOD. If a vacancy cannot be filled by the combined majority vote of the EC and the BOD within 3 months of such vacancy, the position shall be filled at a special GA meeting within the following 3 months.

Article 11: General Assembly and Other Meetings

Article 11.1 - Organization:

The ECP or the ECP's designee shall call and preside over meetings of the GA.

Article 11.2 - Annual Meeting of GA:

The meeting of the GA shall be held at least once a year in December. The meeting shall be open to all members.

Article 11.3 - Notification of GA Meeting:

Electronic or printed notice shall be sent to all TAS members at least 10 days and not more than 30 days before the date of the meeting. The notice must include the place, date, and time of the meeting, and in case of a special meeting, the purpose(s) for which the meeting is being called. If sent by US mail, such notice shall be considered delivered when deposited in the mailbox at a US post office and addressed to members at their addresses as they appear in the records of TAS, with postage thereon paid. If sent by electronic means, such notice shall be considered delivered when sent to members at their last known email address as it appears on the records of TAS. This notification process shall apply to all GA meetings of TAS.

Article 11.4 – Quorum Requirements for GA Meetings:

Presence of 75% of the total voting members shall constitute a quorum.

However, if the 75% quorum is not met, then the presiding Officer will seek a vote for overriding the quorum requirement; and if greater than 65% of the voting members present vote in the affirmative then the meeting will take place.

Article 11.5 – Voting at GA Meetings:

Each TAS voting member is entitled to one vote per issue submitted for voting. A voice-vote shall be the general rule, unless a majority of the voting members present wish to vote through a written ballot.

Article 11.6– Other Meetings and Quorum:

A) The BOD shall meet at least once a year, or more often as determined by the general consensus of the BOD officers. CBOD shall call for regular meetings of the BOD. Special meetings of the BOD may be called by the CBOD when a written request for such a meeting is made by two BOD officers. A simple majority of BOD officers shall constitute a quorum. The CBOD shall promptly disseminate minutes to the officers of the BOD and the EC.

B) The EC shall meet as deemed necessary or as determined by the general consensus of the EC officers. The ECP shall call for regular meetings of the EC. Special meetings of the EC may be called by the ECP when a written request for such a meeting is made by two EC officers. A simple majority of EC officers shall constitute a quorum. The ECS shall disseminate minutes for EC meetings to the officers of the BOD and the EC.

C) The BOD and EC officers shall meet jointly at least once in a year. The joint meetings shall be called by the CBOD and the ECP. 65% of the combined officers of the BOD and the EC will constitute a quorum for these joint meetings.

Article 12: Contracts with Officers of TAS

No officer shall financially benefit from TAS. The exception to this rule is if a vote was taken when this individual was not present and this individual's potential benefit was fully disclosed to the officers before the vote.

Article 13: Grievance and Conflict Resolution

Efforts shall be made to resolve conflicts related to TAS affairs at the level of the conflicts first origin in a democratic and professional manner. The guiding principle for conflict resolution shall be the best interests of TAS.

In general a grievance filed with the EC shall be investigated by an ad-hoc committee formed by the EC. The EC will then deliberate on the finding and try to reach an appropriate resolution. If that fails to satisfy either or both of the parties, the case will be forwarded, with EC's recommendations, to the BOD for further action.

The BOD, by majority vote, will have the ultimate authority to decide on issues that are not resolved by the EC.

Article 14: Indemnification

If a member of the EC, BOD or TEC is threatened or involved in a lawsuit arising from discharging the official duties of TAS, then TAS shall compensate such officer or member, as the case may be, for expenses incurred in defending such lawsuit (whether threatened or initiated) with such compensation determined by a majority vote of the group consisting of all members of the EC (if there is an EC) and all members of the BOD (one vote per individual).

Article 15: Amendments

The bylaws may be amended or repealed, and new bylaws may be adopted by a 65% majority vote of the GA at any regular or special meeting called by the BOD subject to article 11.4. A summary of such proposed changes shall be informed to the members of the GA for their input at least 10 days prior to the GA. Their input shall be considered by the BOD prior to the submission of the final proposal to the GA. Upon adoption, appropriate changes shall be made in the bylaws document with the following statement, “It is hereby certified that these amended bylaws were adopted by the Telugu Association of St. Louis General Assembly, held in St. Louis, Missouri, on ‘**mm dd yyyy**’” and duly signed by the BOD and the EC.

Article 16: Dissolution

Dissolution of TAS shall occur only for due cause, and can be initiated only for reasons of financial exigency, financial viability, or state-initiated proceedings. Dissolution shall be initiated by a motion supported in writing by a simple majority of the GA, and with the subsequent agreement of at least 75% of the voting members of the GA. Such dissolution and distribution of assets, if it so occurs, shall be in accordance with Article 3.5.

TELUGU ASSOCIATION OF ST. LOUIS BYLAWS ADOPTION CERTIFICATE

It is hereby certified that this Amendment to the Bylaws was adopted by the Telugu Association of St. Louis General Assembly, in St. Louis, Missouri, on March 15, 2024.

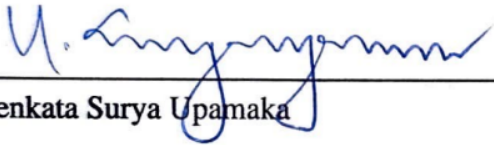
Board of Directors

Executive Committee



Ramamohan Reddy Paduru

There are no Executive Committee members.



Venkata Surya Upamaka



Babu R. Dandamudi