

BYLAWS

North Carolina Telugu Brahmin Association A North Carolina Nonprofit Corporation

October 8, 2022

(Version 1.0)



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ARTICLE 1

1. NAME

Section 1.1 Name. The name of the non-profit corporation shall be “**North Carolina Telugu Brahmin Association**”.

ARTICLE 2

2. DEFINITIONS

Section 2.1 Definitions. The following definitions shall apply in these Bylaws:

1. “Organization”, “Corporation”, “NCTBA”, or “**Agraharam**” means **North Carolina Telugu Brahmin Association**
2. “Bylaws” means the Bylaws of the corporation with all amendments currently in force and effect;
3. “BOT” means the Board of Trustees;
4. “BOD” means the Board of Directors;
5. “Boards” means the BOT and the BOD;
6. “Members” mean persons who have become member donors as defined in these Bylaws;
7. “Hindu” means a person who professes and practices the Hindu faith;
8. Brahmin or Brahmanudu, Brahmanulu means a person(s) who is born into a brahmin family with at least the father or husband being a born brahmin due to Gothra requirements, and who follows, practices and promotes Brahminism.

ARTICLE 3

3. OFFICE

Section 3.1. Registered and principal office. The Corporation shall maintain a registered office and a registered agent at 2121 Crigan Bluff Drive, Cary NC 27513, which is also the mailing address of the Corporation, and the Corporation may maintain other offices within or outside North Carolina.

Section 3.2 Change of address. The Board of Trustees (“BOT”) by resolution may fix and change the address of the registered and principal office from one location to another within North Carolina.

ARTICLE 4

4. MISSION & OBJECTIVES

Sections 4.1 and 4.2 are also in the Articles of Incorporation ("Articles") and are provided here for information. Amendment of these provisions must be adopted in accordance with the procedure provided in the Articles.

Section 4.1 Mission

The mission of NCTBA is to provide a common platform for the Telugu Brahmins living in North Carolina, which enables protecting and preserving the Sanatana Dharma and promoting Brahmin way of living within and outside of North Carolina aligning with the Objectives of the NCTBA as listed in Section 2.2.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in any political campaign on behalf of any candidate for public office;

In addition to the powers granted corporations under the laws of the State of North Carolina, the corporation shall have full power and authority to make a donation for public welfare, or for religious, charitable, scientific or educational purposes;

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

Section 4.2 Objectives

The objectives of NCTBA shall include, but shall not be limited to, the following:

1. Provide a platform and bring Telugu Brahmins together for harmony, bonding and collaboration
2. Communicate and protect the distinct religion, philosophy, and culture of the Telugu Brahminism
3. To organize, preserve and advance, literary, philosophical, linguistic and artistic aspects of Hindu religion;
4. Inspire the Telugu Brahmin younger generation to adopt the Brahmin way of living, acquire the knowledge and advancement of Telugu culture and their roots.
5. Enrich Brahmin way of living, Hindu religious and cultural understanding, celebration of festivals, and religious ceremonies
6. Build harmony, co- operation and co-existing with other religions and cultures.
7. Impart the knowledge of Yoga and Meditation for the development of the body, mind and soul;
8. Conduct events to promote and educate cultural, religious, spiritual aspects of Brahminism and provide opportunities for intellectual development to the members.

9. Raise funds, for the carrying out of these objectives, by member subscriptions, donations, mortgage of assets of the corporation, or in any appropriate way, which the BOT deems advisable.
10. Promotion of humanitarian and compassionate services to the people
11. Carry out acts and all other functions which are consistent with the aims and objectives and objectives of the NCTBA
12. Foster, promote and encourage goodwill and understanding through cross-cultural activities.
13. Ensure ethical behavior and goodwill with other Hindu religious and/or cultural organizations;
14. Comply with the requirements of local, State and Federal laws of the land including Federal tax law for religious organizations

To do any other act incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary benefit of its members, Trustees, 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 purpose set forth in this article.

Section 4.3 Reservation of rights. While the NCTBA, and its Members, welcome those individuals who wish to learn more about the Brahmanism and Hindu religion and culture, and therefore the NCTBA mission, the NCTBA does reserve the right to discipline and expel, if such individual acts or conducts themselves in a manner that is disruptive to the NCTBA proceedings or its Members, or who acts in any manner which is deemed disruptive to the NCTBA and its Members achieving the mission of the NCTBA.

Section 4.4 Prohibited activities.

1. The Organization may not carry-on any activity for the profit of its Officers, Directors, Trustees or other persons or distribute any gains, profits or dividends to its Officers, Directors, Trustees or other persons as such. Furthermore, nothing shall be construed as allowing the Organization to engage in any activity unless it is permitted (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by the Organization, contributions to which are deductible under section 170(c)(2) of the Code.
2. Serving and consumption of anything other than Hindu vegetarian (lacto-vegetarian) food, for ex: non-vegetarian food and alcohol, is strictly prohibited in all NCTBA events, activities and meetings

ARTICLE 5

5. MEMBERSHIP

Section 5.1 Voting memberships.

1. **Individual voting membership** An individual member, either a Founder or a Life Member, gets one vote
2. Either spouse in the family who is a Founder member, may be elected and serve as an officer, trustee or a director but both spouses may not do so at the same time. For purposes of the term limitations described in these bylaws, the combined service of both spouses in office shall be attributed to both spouses.
3. Families with two or more voting members. Members' children who are over 18 may become individual voting members of NCTBA if they so choose, by separately paying the requisite membership fee in one of the member categories. If the children's membership is in different categories, then they are allowed to contest and serve in their respective categories and are not allowed to switch the membership categories.

Section 5.2 Categories of membership and fees. The five (2) categories of voting membership with the respective fees are:

1. **Founder Member.** Members who donates a minimum of \$ 2,500 to NCTBA on or before December 31st, 2024. Donation amount shall be \$5,000 from January 01st 2025.
2. **Life Member.** member who donates a minimum of \$1,000 on or before December 31st, 2024. Donation amount shall be \$2,000 from January 01st 2025.
3. **Annual Member (Non-Voting) member** who donates Minimum of \$100 annually.

The BOT may add or modify categories of membership and their respective fees by the affirmative vote of two-thirds (2/3) of all serving Trustees at a meeting called with due notice to the BOT that this issue will be considered at the meeting.

Section 5.3 Becoming an individual voting member; automatic advancement to the next membership category.

1. **Membership fee.** The fee for a category of membership may be paid in a single payment or by the accumulation of donations and payments to NCTBA in a timeframe stipulated by the NCTBA BoT.
2. **Membership Information Form.** When an aspiring North Carolina Brahmin first becomes a member, he/she shall fill out a Membership Information Form and give it to the BOD Secretary or via channels established by NCTBA. A current version of the Membership Information Form shall be included in the NCTBA Manual.
3. **Automatic advancement to the next category of membership.** As provided in these Bylaws, the BOD Treasurer shall:
 - a. record all donations towards member donation and payments to NCTBA by the name of the individual donor or payor, within a stipulated timeframe.
 - b. notify each such individual of their accumulated total annually.
 - c. determine when the accumulated donations or payments of such individuals are sufficient for advancement to the next membership category, and so inform the

individual and the BOD Secretary who shall record the new member category in the Membership Roster.

Section 5.4 Rights of voting members (Founder member and Life member). The rights of voting members in good standing are described in these Bylaws and the Articles of Incorporation. Those rights shall include but not be limited to the following:

1. A lifetime non-delegable right to cast no more than a total of one vote in NCTBA meetings and in other NCTBA business.
2. Eligibility for election to, and continuing service on, the BOT and BOD in accordance with these Bylaws;
3. Eligibility for election or appointment to an NCTBA office in accordance with these Bylaws;
4. Automatic transfer of the voting membership, upon the death of a member, to the member's spouse for his/her lifetime.

Section 5.5 Membership Roster. The assigned BOD shall maintain a Membership Roster, physical or electronic, with alphabetical lists of voting members, including their full names, *gothram* (lineage), the contact email addresses, regular mail addresses, and telephone numbers provided by the members. Each voting member shall be responsible for the accuracy of his/her data in the Membership Roster.

The Membership Roster will also record alphabetically the voting memberships that have terminated, for any reason, and the dates of such termination. The BOD Secretary will update the Membership Roster as of June 30 and December 31 each year. The Membership Roster contains proprietary and confidential NCTBA information. The NCTBA Manual shall provide rules and procedures for the safeguarding of the Membership Roster and the information it contains.

Section 5.6 Good standing. To maintain a voting membership in good standing, and continuing eligibility for such membership, a member must comply with all membership requirements set forth in these Bylaws, the Articles of Incorporation, and the NCTBA Manual. Disagreements or disputes regarding the compliance of any member with the membership requirements, and his/her status as a member of NCTBA in good standing at any time, shall be resolved, after an appropriate hearing, by the affirmative vote of two-thirds of the BOT and BOD in a joint meeting where a quorum of both Boards is present, with due notice having been given to each Board that this matter will be considered at the meeting, and their decision shall be final.

Section 5.7 Termination of memberships. The BOT and the BOD in a joint meeting, where a quorum of both Boards is present, called with due notice that this specific termination matter will be considered, after an appropriate hearing of the matter and upon the affirmative vote of two-thirds (2/3) of the serving members of both Boards, may terminate the membership of any member who has:

1. Condemned or renounced Hinduism;
2. Condemned or renounced Brahminism or Brahmin way of living;
3. Been convicted of a criminal felony;

4. Failed to comply with the requirements of membership described in these Bylaws, the Articles of Incorporation and the NCTBA Manual;
5. Engaged in or caused any of the prohibited activities set forth in these Bylaws;
6. Failed, in a reasonable period of time, to pay financial obligations owed to NCTBA when they become due, including but not limited to membership fees, assessments, other fees, unpaid donations, or other obligations; or
7. Engaged in activities that are detrimental to the interests of NCTBA, including but not limited to treating any other member or a member's family in an uncivil manner.

The aforesaid affirmative vote of the BOT and the BOD acting jointly shall be final. Upon the termination of a membership under this Section, the terminated member shall have no right or claim to a refund of any donations, contributions, fees, dues, or other payments made to NCTBA, nor shall such termination relieve the member of any obligations or commitment to NCTBA, including but not limited to any financial obligations, committed but unpaid donations for any purpose, assessments, fees, or charges of any kind, owed, pledged, or promised to NCTBA.

Section 5.8 Resignation. Any member may resign by filing a written resignation with the BOD President or Secretary. The resignation will be forwarded to the BOD, and the resignation will be final when approved by the BOD. The resigned member shall have no right or claim to a refund of any donations, contributions, fees, dues, or other payments made to NCTBA, nor shall such resignation relieve the member of any obligations or commitment to NCTBA, including but not limited to any financial obligations, committed but unpaid donations for any purpose, assessments, fees, or charges of any kind, owed, pledged, or promised to NCTBA.

Section 5.9 Liability of Members. No member shall be personally liable for the debts, liabilities or obligations of the NCTBA.

ARTICLE 6

6. MEETINGS OF NCTBA VOTING MEMBERS

Section 6.1 General Body membership meetings. The Voting Members of NCTBA will meet annually and semiannually, on dates designated by the BOT, at the registered office of the Organization or elsewhere in the Research Triangle area. The provisions in this Article may be supplemented in the NCTBA Manual.

Section 6.2 Annual General Body membership meeting.

1. **Date.** The annual General Body meeting of voting members shall be held in the 4th quarter before December 25 on a date to be determined by the BOT.

- 2. Attendees and voting.** Non-voting members may attend but cannot participate in the meetings unless requested by the Chairman of the BOT or the President of the BOD.
- 3. Purposes of annual meeting.** The purposes of the annual meeting shall be:
 - a. To confirm the minutes of the previous General Body Meeting and review any fulfillment of the items in the minutes.
 - b. To receive and consider the President's report, which shall include the current status and also the future plans of the corporation.
 - c. To receive and consider the annual report of the BOD which shall include but not be limited to the financial statement and the report of the Auditors.
 - d. To present the list of elected BOT and BOD members for the coming year.
 - e. To consider and transact any other business brought forward by the BOT or by the BOD.
 - f. To consider any "Notice of Motion" as defined in this subsection. A Notice of Motion places a matter on the agenda of a General Body Meeting if it has been signed by the proposer and seconded by at least twenty-five (25) voting members. Such Notice of Motion shall be presented, in writing, to the BOD Secretary at least thirty (30) days before the date fixed for that General Body Meeting, and such motion shall be placed on the agenda for consideration at that General Body Meeting. The BOD may reword such Notice of Motion if it is essential to do so for the purpose of publishing notices, but in so doing it shall not alter the meaning and the intention of such Notice of Motion.

Section 6.4 Special General Body meetings. Special meetings of the voting members may be called by the Chairman of the BOT, or by two-thirds (2/3) of the Trustees, or by not less than one-fourth of the voting members. No other person except by invitation of the Chairman shall be entitled to attend the special meetings.

Section 6.5 Notice of membership meetings. NCTBA will give members notice of all membership meetings as required by NC General Statutes Section 55A-7-05. The notice shall contain the place, date and time of each annual, semi-annual and special meeting of members. The notice of the meeting shall include a description of the matter or matters for which the meeting is called. The notice may be sent by email or first-class mail at least fourteen (14) days before the meeting. The written certification of the Chairman or Vice Chairman or President that notice has been given pursuant to these Bylaws shall be sufficient and conclusive evidence of the giving of such notice.

Section 6.6 Waiver of notice. Any member may waive notice of any meeting. The attendance by a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.7 Quorum. The quorum for all member meetings shall be one (1) percent of all voting members.

Section 6.8 Manner of acting. The action taken by the majority of the members present at a membership meeting where a quorum is present shall be the act of the membership, unless the act of a greater number of members is required by statute, these Bylaws or the Articles of Incorporation.

Section 6.9 Parliamentary authority. Parliamentary procedure as set forth in the most current edition of "Robert's Rules of Order", to the extent it is not inconsistent with these Bylaws or the Articles of Incorporation, shall govern membership meetings.

Section 6.10 Presiding officer. The Chairman shall preside at all membership meetings, unless he/she is a candidate for office to be voted on at that meeting, in which case another member of the BOT shall be named by the BOT to preside at the meeting.

Section 6.11 Voting.

1. Each member shall be entitled to one vote at membership meetings.
2. Unless provided otherwise in these Bylaws or the Articles of Incorporation, at all meetings of members, every question shall be decided by a majority of votes of the members present in person and proxy voting shall not be permitted.
3. The presiding officer shall not vote at membership meetings, except that, in the event an equal number of votes are cast for and against a question by the members present, the presiding officer shall be entitled to cast the deciding vote.

ARTICLE 7

7. ORGANIZATION

Section 7.1 Board of Trustees. The Board of Trustees (BOT) has authority over and is responsible for all NCTBA operations and is the main planning and governing board for NCTBA.

Section 7.2 Board of Directors. The Board of Directors (BOD) is authorized by the BOT to administer and manage the daily operations of NCTBA.

Section 7.3 Joint meeting. At least once every six months during a calendar year, the BOT and BOD shall meet jointly on a date to be selected and announced by the Chairman of the BOT. The purpose of these meetings shall be to foster and strengthen team spirit and share the information, updates, activities and other related items from both boards.

Section 7.4 Committees. As provided in these Bylaws, both the BOT and the BOD will establish committees to assist them in their work. All such committees are advisory, and none shall be permitted to act with the authority of the Corporation or the BOT except as may be specifically authorized in these Bylaws or by resolution of the BOT.

Section 7.5 Emergency assumption of BOD powers and responsibilities. Notwithstanding any other provision in these Bylaws, the Board of Trustees has authority over the Board of Directors and the Board of Directors is accountable to the Board of Trustees. Should the entire Board of Directors resign from office for any reason whatsoever, the Trustees shall assume the

powers and responsibilities of the Board of Directors under these Bylaws until a new Board of Directors can be elected in the next regularly scheduled election, or sooner in a special election if the BOT determines, in its sole discretion that such special election can be held without disrupting the orderly management of NCTBA.

ARTICLE 8

8. BOARD of TRUSTEES (“BOT”)

Section 8.1 Authority and responsibilities. The Board of Trustees is the policy making and governing body of NCTBA, and the main planning body, and it shall have the final authority in the affairs of NCTBA except where these Bylaws or the Articles of Incorporation may provide for joint action by the BOT and BOD. The Chairman and/or the Vice-Chairman of BOT may attend any BOD meeting. The BOT:

1. Shall provide short-term and long-term planning and direction to the BOD for the management of NCTBA operations, ongoing activities and expansion.
2. Shall supervise the work of the BOD.
3. Has authority over the BOD which is accountable to the BOT.
4. Shall be the final arbiter in the interpretation of the Bylaws and the NCTBA Manual.
5. Shall be responsible for and ensure the solvency and the financial soundness of NCTBA by raising funds;
6. Shall be the Trustees and custodians of all deeds, documents of title, money, title for money, other properties of money, real estate, assets and all other properties of NCTBA.
7. May take such steps as it considers requisite to enable NCTBA to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of NCTBA. However, no gift, bequest or devise of any such property shall be received and accepted if it is conditioned and limited in such a manner as to require the disposition of the income or its principal to any person or any organization other than a "charitable and/or religious organization" or for other than "charitable purposes" within the meaning of such terms as defined by the Internal Revenue Service, or as in the opinion of the Board of Trustees shall jeopardize the Federal Income Tax Exemption of this Corporation pursuant to Section 501(C) (3) of the Internal Revenue Code as now in force or afterwards amended.
8. Shall approve in advance any project, contract or single expense that exceeds one thousand dollars (\$1000.00) undertaken by the BOD;
9. Shall have the authority to sell or mortgage or lease or alienate any property if two third (2/3) of the elected Trustees agree to do so by passing a resolution in their meeting, or if required to do by a final legal order of a court of competent jurisdiction;
10. Shall invest and reinvest the principal and income of the Corporation in such property, real, personal, or mixed, and in such manner as it shall deem proper, subject to prudent man investment standard and from time to time to change investments as it shall be advisable to invest in or retain any stocks, bonds, notes,

obligations, or personal or real property. No principal or income, however shall be loaned, directly or indirectly, to any Trustee, or to anyone else who has at any time made a contribution to NCTBA;

11. Shall sell, lease, or exchange any personal, mixed, or real property, for such consideration and on such terms as to credit or otherwise, and to make such contracts and enter into such undertakings relating to the Corporation property, as it considers prudent and advisable;
12. Shall borrow money for such periods, at such rates of interest, and upon such terms as it shall consider prudent and advisable, and as security for such loans to mortgage or pledge any real or personal property with or without power of sale, to acquire or hold any real or personal property, subject to any mortgage or pledge on or of the property acquired or held by NCTBA;
13. Shall execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases, and other instruments, sealed or unsealed, incident to any transaction in which the corporation engages;
14. Shall vote, give proxies, participate in the reorganization, merger or consolidation of any concern, or in the sale, lease, disposition, or distribution of its assets to join with the other security holders in acting through a Committee, depository, voting Trustees, or otherwise, and in this connection to delegate authority to such Committee, depository, or Trustees and to deposit securities with them or transfer securities to them; to pay assessments levied on securities or to exercise subscription rights in respect of securities;
15. Will be vested with a line-item veto to control the expenditure of the BOD;
16. Shall have the authority to institute and defend any action on behalf of NCTBA, and all such actions will be instituted or defended with the full knowledge of the BOD;
17. May employ a bank or trust company as custodian of any funds or securities and to delegate to it such powers as they deem appropriate;
18. May employ accountants, investment counsel, investment agents, and any other special services, and pay the reasonable compensation and expenses of all such services;
19. Shall deposit, or cause to be deposited, the principal and the income of all funds received and accepted by NCTBA in depositories that have been approved by the BOT;
20. May make payments of distribution from income or principal, or both, to or for the use of such charitable and religious organizations as the BOT shall from time to time select and determine;
21. The BOT and/or any individual Trustee's powers are exercisable solely in the fiduciary capacity consistent with and in furtherance of the purposes of NCTBA as specified in the Articles of Incorporation and these Bylaws.
22. May delegate some of the financial responsibilities required for management of the day-to-day operations of the organization to the BOD.

Section 8.2 Composition. Pursuant to the Articles of Incorporation:

1. The number of Trustees shall be no less than three (3) nor more than nine (9), and the actual number at any time shall be established by the Bylaws. As of March 15, 2022, the authorized number of Trustees is Three (3).

2. All the Trustees shall be Founder members

Section 8.3 Eligibility, qualifications, responsibilities. Members of the BOT, and candidates for election to the BOT, must:

1. Be a Hindu;
2. Be a Telugu Brahmin;
3. Be over the age of 18;
4. Be a Founder Parton in good standing.
5. Have a sincere interest in the work of the organization, a commitment to its goals, a willingness to ask questions, the ability to offer constructive criticism, and an understanding of the difference between making suggestions to staff and taking over their management prerogatives.
6. Have enough expertise, experience, and good judgment to help keep the organization's mission and strategic decisions consistent with its charitable purpose, so it can achieve its goals;
7. Have the time, dependability, and energy required to attend meetings and otherwise serve the organization well;
8. Have no criminal conviction other than minor traffic incidents such as speeding tickets and parking tickets;
9. Be legally solvent;
10. To avoid conflict of interest, not be the spouse, parent or child of a candidate for Trustee or Director for any similar local or national organizations

Section 8.4 Election. Except for the first two (2) years of NCTBA, approximately half (1/2) of the Trustees shall be elected by the Founder members every two (2) years to serve terms of Four (4) years as described more specifically in Section 8.5 of these Bylaws. Voting members from Founder members category shall elect the Board of Trustees. The procedures and forms for the election of Trustees and any fees that may be required for contesting candidates shall be adopted and set forth in the Article 16 of these Bylaws.

Section 8.5 Term and term limits.

1. Trustees will serve terms of Four (4) years from January 1 following their election (or if elected after January 1 the term will begin on the day election results are declared) to December 31 in the third year thereafter unless he/she shall sooner resign, cease to be a member, or otherwise become unable to serve. Each Trustee shall hold office for the term for which he/she is elected and thereafter until his/her successor is duly elected and takes office or until his/her earlier death, resignation, disqualification or removal.
2. Trustee terms are staggered so that approximately half (1/2) of the terms end on December 31 each year. The BOT General Secretary will maintain a roster of the beginning and ending dates of the terms for all serving Trustees. Each election year, before the Election Process begins as described in these Bylaws and the NCTBA Manual, the General Secretary will notify the Election Committee, in writing, regarding the Trustee terms that will end that year and that must be filled by election.
3. Founder members can serve a maximum of ten (10) years as a Trustee/ BOD

4. For purposes of term limits, where there is only one (1) membership in the family or multiple Individual members, both spouses' years of service shall be combined, and the term limits shall apply to both spouses.
5. When a member has served a total of Six (6) years as BOT Chairman and/or BOD President, the member is not eligible for further service in either of those positions.
6. For the purpose of term limits, if a Trustee's term ends for any reason on or after January 1 of any year, the Trustee is deemed to have served the whole year.
7. If a Trustee begins a term on or after July 1 of any year, the remainder of that year will not count toward term limits.

Section 8.6 Resignation. Any Trustee may resign upon giving a signed hand-written notice to the Chairman and Secretary of the Board. The Board will review and notify the individual regarding either the acceptance or rejection of the resignation within seven (7) days. Should there be no action from the Board during the review period, the resignation will be considered as accepted. The resignation will be effective from the day of acceptance.

Section 8.7 Vacancy. If a Trustee position becomes vacant during the year for any reason, a special committee will recommend a candidate to fill the vacancy for the remainder of the year. That special committee shall be named at a Joint BOT/BOD meeting and shall be comprised of one Trustee appointed by the BOT, one Director appointed by the BOD, and a third committee member elected by the other two who shall be a voting member of NCTBA and who shall serve as Chairman of the special committee. The BOT with a simple majority vote can accept the recommendation or request additional candidate(s) for consideration. If the vacated term extends beyond the end of that year, the Election Committee will conduct an election by the voting members during the regular election process that year to elect a successor Trustee to serve the remainder of the vacated term. Vacancies in positions that were occupied by Founders shall be filled by members in those same categories, and vacancies in positions that were occupied by members from the other three membership categories shall be filled by members from one of those three membership categories. Vacancies and filling of new Trustee positions will be at the discretion of the Chairman during the first two (2) years of the formation of NCTBA due to the process overhead of a newly forming organization.

Section 8.8 Remuneration. Trustees are not entitled to compensation from NCTBA for their services as Trustees. A Trustee may serve the corporation as an Officer, or in any other capacity, and receive compensation therefore, if a majority of the remaining Trustees agree that, in their judgment, such service for that Trustee is unlikely to create a conflict of interest prejudicial to NCTBA.

ARTICLE 9

9. OFFICERS OF THE BOARD OF TRUSTEES

Section 9.1 Officers. The officers of the BOT shall be a Chairman, one or more Vice-Chairmen as determined by the BOT, and a General Secretary . The Chairman and Vice-Chairmen and General Secretary must be Founder members . Only members who have

served at least one year as a Trustee over their lifetime can contest for the positions of Chairman and Vice Chairman (exception for first two years).

Section 9.2 Election and term. The BOT, at a meeting held every year after the annual membership meeting but before December 25th, shall elect the officers of the Corporation to serve a term during the following calendar year. If the election of officers cannot be held at such a meeting because of unavoidable circumstances, such election shall be held soon thereafter as convenient. These officers shall serve a term beginning on January 1 following their election, or on the date of their election if elected after January 1 and ending the following December 31. Each officer shall hold office for the term for which he/she is elected and thereafter until his/her successor is duly elected and takes office or until his/her earlier death, resignation, disqualification or removal.

Section 9.3 Chairman. The Chairman:

1. Shall be the principal executive officer of NCTBA.
2. Shall be in charge of the business and affairs of NCTBA.
3. Shall see that the resolution and directives of the BOT are carried into effect except in those instances in which that responsibility is assigned to some other BOT member by BOT.
4. Shall discharge all duties incident to the office of Chairman and such other duties as may be prescribed by the BOT.
5. May execute for the organization any contract, deeds, mortgages, bonds, or other instruments, which the BOT has authorized to be executed.
6. May vote all securities which NCTBA is entitled to vote except and to the extent such authority shall be vested in a different officer or agent of NCTBA by the Board.
7. Shall preside at all meetings of the general membership, the BOT, and joint meetings of the BOT and BOD.

Section 9.4 Vice-Chairman or Vice-Chairmen. The Vice-Chairman or Vice Chairmen:

1. Shall assist the Chairman in the discharge of his/ her duties as the Chairman may direct and shall perform such other duties from time to time as may be assigned to him/her by the Chairman or by the BOT.
2. Shall, in the absence of the Chairman or in the event of his/ her inability or refusal to act, perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman.
3. Shall, except in those instances in which the authority to execute is expressly delegated to another officer or agent of NCTBA or a different mode of execution is expressly prescribed by the BOT or by these Bylaws, execute for NCTBA any contracts, deeds, mortgages, bonds, or other instruments which the BOT has authorized to be executed.

Section 9.5 General Secretary. The General Secretary:

1. Shall record the minutes of the General Body Membership Meetings, and of the BOT meetings, in one or more books provided for that purpose.
2. Shall see that all notices for membership meetings and BOT meetings are duly given in accordance with the provisions of these Bylaws or as required by law;
3. Shall be custodian of the corporate records and of the seal of the Corporation.
4. Shall perform all other duties incident to the office of the General Secretary and such other duties as from time to time may be assigned by the Chairman of the BOT.

Section 9.6 Removal. An officer elected by the BOT may be removed by the BOT, whenever the BOT concludes, in its sole discretion, that the best interests of the corporation will be served, by the affirmative vote of two-thirds (2/3) of the serving members of the BOT in a meeting called with due notice that specifies the intention to vote on such termination.

Section 9.7 Resignation. An officer may resign at any time by giving written notice to the Chairman. A resignation is effective on the date of receipt of the notice or any later time specified therein and, unless otherwise specified therein, no formal acceptance of the resignation is necessary (this process can be excused during the first two years of NCTBA formation).

Section 9.8 Vacancies. The BOT may elect a member to fill the unexpired term of an officer at any time, and the eligibility characteristics of the Officer who vacated the position shall apply to the member elected to fill the vacancy.

ARTICLE 10

10. MEETINGS OF THE BOARD OF TRUSTEES

Section 10.1 General. During each calendar the BOT shall hold regular meetings at least once every two months, one of which shall be the annual organizational meeting, and it may convene special meetings as needed pursuant to these Bylaws.

Section 10.2 Annual organizational meeting; other regular meetings.

- 1. Annual organizational meeting.** The annual organizational meeting of the BOT shall be held within two (2) weeks after the annual General Body meeting and before December 25, for the purpose of the organization, election of officers, appointment of committee chairs and members, establishing the date, time and location for regular meetings in the coming calendar year, and for the transaction of other business that is consistent with these Bylaws and the Articles of Incorporation.
- 2. Other regular Meetings:** The BOT shall schedule other regular meetings at least every two (2) months during the calendar year, and more often as necessary.

Section 10.3 Special meetings. A special meeting of the BOT may be called at any time by the Chairman or by any three (3) Trustees. The Trustees may conduct any business at special meetings that is consistent with these Bylaws and the Articles of Incorporation.

Section 10.4 Notice of meetings.

- 1. General.** Except as provided otherwise in these bylaws, the date, time and location of all regular and special meetings of the BOT may be communicated by email, and all such notices shall be sent by the General Secretary, or by the Chairman if the General Secretary is unavailable. The written communication of the Chairman or Vice-Chairman or General Secretary acting at the behest of the Chairman that notice

has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

2. **Notice of regular meetings.** Within thirty (30) days after an annual organizational meeting, notice of the date, time and location of regular meetings for the coming year, including the next annual organizational meeting, shall be communicated to the BOT. Reminder notices for regular meetings should be sent to the BOT five (5) days before the meetings. The date, time or location of a regular meeting may be changed by the Chairman with five (5) days' notice of the change, unless the Chairman determines that less notice is essential in the best interest of the corporation.
3. **Notice of special meetings.** Notice of special meetings shall be communicated to the BOT at least five (5) days before the meeting unless the Chairman determines that less notice is essential in the best interest of the corporation. Reminder notices for special meetings should be sent to the BOT five (5) days before the meetings.

Section 10.5 Waiver of notice. Any Trustee may waive notice of any meeting. The attendance by a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10.6 Quorum. A simple majority of the Trustees holding office at any time shall constitute a quorum for the transaction of business at any meeting of the BOT, unless specified otherwise in these Bylaws or the articles of incorporation.

Section 10.7 Manner of acting. With a quorum having been established, the affirmative vote of a majority of the serving Trustees present at a meeting called with due notice, with proxy voting not permitted, shall be the act of the BOT, except that approval of bylaw amendments pursuant to Article XII of the Articles of Incorporation requires the affirmative vote of two-thirds (2/3) of the full BOT with proxy voting permitted on such amendments except for amendments dealing with the number, composition and election of the BOT.

Section 10.8 Presumption of assent. A Trustee who is present at a meeting of the BOT at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his or her contrary vote is recorded or his or her dissent is otherwise entered in the minutes of the meeting before the adjournment thereof or such dissent is forwarded by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to Directors who voted in favor of such action.

Section 10.9 Informal action by consent. Action may be taken by the BOT without a meeting if written consent to the action in question is provided unanimously by all the Trustees then serving and filed with the minutes of the BOT whether done before or after the action so taken. A Trustee may communicate such written consent by email or by a written document.

Section 10.10 Participation by conference telephone or similar means. The BOT may conduct a meeting, or allow any Trustee to participate in a meeting, through the use of any means of communication by which all Trustees participating may simultaneously hear and speak to each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 10.11 Minutes of meetings. The BOT shall keep minutes of all meetings reflecting the issues considered by the BOT and the actions of the BOT. All approved minutes shall be retained in the records of the corporation and published on the NCTBA website by the BOT General Secretary within seven (7) days after the meeting.

ARTICLE 11

11. BOARD OF DIRECTORS (“BOD”)

Section 11.1 Authority and responsibilities. As provided in the Articles of Incorporation, the BOD is the administration body of the Corporation, to manage the day-to-day activities of the Corporation. The BOD may perform other duties described in these Bylaws or determined by resolution of the BOT. The BOD shall:

1. Administer the day-to-day activities of NCTBA.
2. Arrange and organize all the activities of the Organization in line with the mission and objectives
3. Handle all insurance needs, mortgage payments, employment and salaries, and capital projects.
4. Establish rules and procedures regarding the duties assigned to the BOD, subject to the approval of the BOT, and not inconsistent with the NCTBA Articles of Incorporation or Bylaws, which rules and procedures shall be set forth in the NCTBA Manual.
5. Restrict any defined portion of NCTBA property, grounds or premises for limited times and special uses by a designated number of members upon such terms as it may think fit.
6. Make donations with the concurrence of the BOT as the BOD shall consider desirable in accordance with the NCTBA Articles of Incorporation, Bylaws, and applicable laws and regulations. The BOD may recommend to the BOT any one or more of the following actions as is appropriate: to sell, alienate, or lease for more than a year the immovable property of NCTBA.
7. Facilitate communication within NCTBA upwards, downwards and sideways.
8. Keep the Trustees informed of any key or major actions it may take.

Section 11.2 Composition. Pursuant to the Articles of Incorporation, the number of Directors shall be no less than three (3) nor more than eleven (11) and the actual number at any time shall be established by the Bylaws.

Section 11.3 Eligibility, qualifications, responsibilities. Members of the BOD, and candidates for election to the BOD, must:

1. Be a Hindu;
2. Be a Telugu Brahmin;
3. Be over the age of 18;
4. Be a Founder or Life Parton in good standing.

5. Have a sincere interest in the work of the organization, a commitment to its goals, a willingness to ask questions, the ability to offer constructive criticism, and an understanding of the difference between making suggestions to staff and taking over their management prerogatives.
6. Have enough expertise, experience, and good judgment to help keep the organization's mission and strategic decisions consistent with its charitable purpose, so it can achieve its goals;
7. Have the time, dependability, and energy required to attend meetings and otherwise serve the organization well;
8. Have no criminal conviction other than minor traffic incidents such as speeding tickets and parking tickets;
9. Be legally solvent;
10. To avoid conflict of interest, not be the spouse, parent or child of a candidate for Trustee or Director;

Section 11.4 Election. Except for the first two (2) years of NCTBA formation, BOD shall be elected by the Founder/Life members every two (2) years to serve terms of Two (2) years as described more specifically in Section 11.5 of these Bylaws. Voting members from the Founder/Life members category shall elect the Board of Directors. The procedures and forms for the election of Directors and any fees that may be required for contesting candidates shall be adopted and set forth in the Article 16 of these Bylaws.

Section 11.5 Term and term limits.

1. Directors serve a term of two (2) years from January 1 following their election (or if elected after January 1 the term will begin on the day election results are declared) to December 31 two (2) years thereafter unless he/she shall sooner resign, cease to be a member, or otherwise become unable to serve. Each Director shall hold office for the term for which he/she is elected and thereafter until his/her successor is duly elected and takes office or until his/her earlier death, resignation, disqualification or removal.
2. The BOD General Secretary will maintain a roster of the beginning and ending dates of the terms for all serving Directors. Each election year, before the Election Process begins as described in these Bylaws and the NCTBA Manual, the General Secretary will notify the Election Committee, in writing, regarding the Trustee terms that will end that year and that must be filled by election.
3. Founder members can serve a maximum of ten (10) years as a Trustee/ BOD
4. Life Members can serve a minimum of six (6) years, three (3) 2-year terms as a BOD
5. For purposes of term limits, where there is only one (1) membership in the family or multiple Individual members, both spouses' years of service shall be combined, and the term limits shall apply to both spouses.
6. When a member has served a total of Six (6) years as BOT Chairman and/or BOD President, the member is not eligible for further service in either of those positions except for Founder members who has a term limit of maximum ten (10) years.
7. For the purpose of term limits, if a Director's term ends for any reason on or after January 1 of any year, the Director is deemed to have served the whole year.

8. If the Director begins a term on or after July 1 of any year, the remainder of that year will not count toward term limits.

Section 11.6 Resignation. Except in the first two (2) years of NCTBA formation, Any director may resign upon giving signed hand-written notice to the President and Secretary of the BOD. The BOD will review and notify the individual regarding either the acceptance or rejection of the resignation within seven (7) days. Should there be no action from the Board during the review period, the resignation will be considered as accepted. The resignation will be effective from the day of acceptance.

Section 11.7 Vacancy. If a Director position becomes vacant during the year for any reason, a special committee will recommend a candidate(s) to fill the vacancy for the remainder of the year. That special committee shall be named at a Joint BOT/BOD meeting and shall be comprised of one Trustee appointed by the BOT, one Director appointed by the BOD, and a third committee member elected by the other two who shall be a voting member of NCTBA and who shall serve as Chairman of the special committee. BOD, with a simple majority can accept the recommendation or request for additional candidate(s) for consideration. If the vacated term extends beyond the end of that year, the Election Committee will conduct an election by the voting members during the regular election process that year to elect a successor Director to serve the remainder of the vacated term.

Section 11.8 Remuneration. Directors are not entitled to compensation from the Corporation for their services as Directors. A Director may serve the corporation as an Officer, or in any other capacity, and receive compensation therefore, if a majority of the remaining Directors agree that, in their judgment, such service for that Director is unlikely to create a conflict of interest prejudicial to the Corporation.

ARTICLE 12

12. OFFICERS OF THE BOARD OF DIRECTORS

Section 12.1 Officers. The officers of the BOD shall be a President, Vice President, Secretary and Treasurer.

Section 12.2 Election and term. The BOD, at a meeting held each year after the annual membership meeting but before December 25, shall elect the officers of the BOD to serve during the following calendar year. If the election of officers cannot be held at such a meeting because of unavoidable circumstances, such election shall be held soon thereafter as convenient. These officers shall serve a term beginning on January 1 following their election, or on the date of their election if elected after January 1, and ending the following December 31. Each officer shall hold office for the term for which he/she is elected and thereafter until his/her successor is duly elected and takes office or until his/her earlier death, resignation, disqualification or removal.

Section 12.3 President.

The President shall:

1. Be the principal operating officer of NCTBA;
2. Be in-charge of the day to day operations of the organization.
3. See that the resolutions and directives of Board of Directors and the Board of Trustees are carried into effect except in those instances in which that responsibility is otherwise assigned by the Boards;
4. Discharge duties incident to the office of the President and such other duties as may be prescribed by Boards; ;
5. Attend the meetings of the BOT and serve as a liaison officer between the BOT and the BOD.
6. Check signing authority up to an amount of \$500

Only members who have served at least one year as a Director or Trustee over their lifetime can contest for the position of President.

Section 12.4 Vice President. The Vice-President shall:

1. Assist the President in the discharge of his duties as the President may direct and shall perform such other duties from time to time may be assigned to him by the President or by the Boards.
2. Perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President, in the absence of the President or in the event of his inability or refusal to act;
3. Shall perform such other duties as may from time to time be determined by the Board of Directors.
4. Check signing authority upto an amount of \$500

Section 12.5 Secretary. The Secretary shall:

1. Attend all meetings of the BOD and prepare and record the minutes of all proceedings in the minute books kept for that purpose;
2. Provide copies of the meeting minutes to the Boards within two weeks after the meetings;
3. Give all notices required to be given to Directors;
4. Maintain a current version of the Bylaws, the Articles of Incorporation, and the NCTBA Manual on the NCTBA website.
5. Be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the BOD and allow inspection of same only as directed by a resolution of the BOD and BOT.
6. Oversee a current Membership Roster
7. Perform such other duties as may be required by the BOD or these Bylaws;

Section 12.6 Treasurer. The Treasurer shall:

1. Have charge, custody of and be responsible for the maintenance of adequate books of accounts for NCTBA.
2. Have charge and custody of all NCTBA funds and securities and be responsible for the receipt and disbursement thereof consistent with the resolutions of the Boards, and the approved budget of NCTBA.

3. Perform all the duties incident to the office of Treasurer and such other duties from time to time as may be assigned to him by the President or by the Boards,
4. Prepare event wise reports and periodic statements of the financial activities and report to the BOD and BOT.
5. Shall participate in financial negotiations and transactions pertaining to the Organization as assigned by the Boards:
6. Maintain records of all individual donations and payments to the Organization by the name of the individual donor or payor, and inform all such donors and payers of their cumulative total twice annually.
7. Inform donors, and the BOD Secretary, when their cumulative total of donations and other payments to NCTBA is sufficient for the first or higher level of voting member membership, if such cumulative totals happen within the stipulated time-frame set by the officer of BoT.
8. If required by the Board, give a bond for the faithful discharge of his duties in such sum and with such surety or sureties, as the Boards shall determine. Upon expiration of the term of the office, the Organization shall reimburse the Treasurer the cost incurred for obtaining such bond if the Boards and the independent auditor find and approve the Organization funds, finances and records to be in order.
9. Compile the list of eligible new members and validate their application. The list of validated new members should be approved by a joint meeting of the Board of Directors and Trustees once quarterly.
10. Review and supplement, as necessary, recommendations from the Finance Team.
11. In the absence of the Treasurer, the duties of the Treasurer shall be performed by another member of the BOD other than the President
12. All checks should be signed by both the Treasurer and the President or the Chairman, or by obtaining a written or email approval specific for the expense from the Chairman.

Section 12.7 Removal. An officer elected by the BOD may be removed by the BOD, whenever the BOD concludes, in its sole discretion, that the best interests of the corporation will be served, by the affirmative vote of two-thirds of the serving members of the BOD in a meeting called with due notice that specifies the intention to vote on such termination.

Section 12.8 Resignation. An officer may resign at any time by giving written notice to the BOD. A resignation is effective on the date the notice is received or any later time specified therein. and, unless otherwise specified therein, no formal acceptance of the resignation is necessary.

Section 12.9 Vacancy. The BOD may elect a serving Director to fill the unexpired term of an officer at any time.

ARTICLE 13**13. MEETINGS OF THE BOARD OF DIRECTORS**

Section 13.1 General. During each calendar year, the BOD shall hold regular meetings at least once per month, one of which shall be the annual organizational meeting, and it may convene special meetings as needed pursuant to these Bylaws.

Section 13.2 Annual organizational meeting; other regular meetings.

- 1. Annual organizational meeting.** The annual organizational meeting of the BOD shall be held within two (2) weeks after the annual General Body meeting and before December 25, for the purposes organization, election of officers, appointment of committee chairs and members, establishing the date, time and location for regular meetings in the coming calendar year, and for the transaction of other business that is consistent with these Bylaws and the Articles of Incorporation.
- 2. Other regular Meetings:** The BOD shall schedule other regular meetings at least every two (2) months during the calendar year, and more often as necessary.

Section 13.3 Special meetings. A special meeting of the BOD may be called at any time by the President or by any five (5) Directors. The Directors may conduct any business at special meetings that is consistent with these Bylaws and the Articles of Incorporation.

Section 13.4 Notice of meetings.

- 1. General.** Except as provided otherwise in these bylaws, the date, time and location of all regular and special meetings of the BOD may be communicated by email, and all such notices shall be sent by the Secretary, or by the President if the Secretary is unavailable. The written communication of the President or Vice President or Secretary acting at the behest of the President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- 2. Notice of regular meetings.** Within thirty (30) days after an annual organizational meeting, notice of the date, time and location of regular meetings for the coming year, including the next annual organizational meeting, shall be communicated to the BOD. Reminder notices for regular meetings should be sent to the BOD five (5) days before the meetings. The date, time or location of a regular meeting may be changed by the President with five (5) days' notice of the change, unless the President determines that less notice is essential in the best interest of the corporation.
- 3. Notice of special meetings.** Notice of special meetings shall be communicated to the BOD at least five (5) days before the meeting unless the President determines that less notice is essential in the best interest of the corporation. Reminder notices for special meetings should be sent to the BOD five (5) days before the meetings.

Section 13.5 Waiver of notice. Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except

where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 13.6 Quorum. A majority of the Directors holding office at any time shall constitute a quorum for the transaction of business at any meeting of the BOD, unless specified otherwise in these Bylaws or the articles of incorporation.

Section 13.7 Manner of acting; no proxy voting. Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting where quorum is present shall be the act of the BOD. No proxy voting is permissible at BOD meetings. Only those Directors present at any meeting of the BOD may vote and a director may not designate a non-director to participate on their behalf in BOD meetings.

Section 13.8 Presumption of assent. A director who is present at a meeting of the BOD at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his or her contrary vote is recorded or his or her dissent is otherwise entered in the minutes of the meeting before the adjournment thereof or such dissent is forwarded by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to Directors who voted in favor of such action.

Section 13.9 Informal action by consent. Action may be taken by the BOD without a meeting if written consent to the action in question is provided unanimously by all the Directors then serving and documented with the minutes of the BOD whether done before or after the action so taken. A director may communicate such written consent by email or by a written document.

Section 13.10 Participation by conference telephone or similar means. The BOD may conduct a meeting, or allow any director to participate in a meeting, through the use of any means of communication by which all Directors participating may simultaneously hear and speak to each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 13.11 Minutes. The BOD shall keep minutes of all meetings reflecting the issues considered by the BOD and the actions of the BOD. All approved minutes shall be retained in the records of the corporation and/or published on the NCTBA website by the Secretary within seven (7) days after the meeting.

Section 13.12 Disqualification for failure to Attend Meetings. Any director who fails to attend three consecutive meetings of the BOD without leave of absence shall cease to be a member of the BOD.

ARTICLE 14

14. BOARD COMMITTEES

To assist with NCTBA operations, the BOT, or the BOD as authorized by the BOT, may establish board committees, including strategic, operational and special committees. The board establishing each committee will name the officers and members of such committees. For all committees, the composition (chairs and members), responsibilities, authority, and all other pertinent information about the committees shall be set forth in the NCTBA Manual. All such committees are advisory to the board that established the committee, and no NCTBA committee may act for NCTBA with the authority of the BOT or BOD unless specifically authorized to do so by a resolution of the BOT or by the Articles of Incorporation or these Bylaws, or by a duly-approved provision in the NCTBA Manual. In general, the strategic committees will assist the BOT, and the operational committees will assist the BOD, though in some cases a committee may work directly with both boards. Pursuant to N.C.G.S. 55A-8-25(e), no committee of the Board shall: (1) Authorize distributions; (2) recommend to members or approve dissolution, merger or the sale, pledge, or transfer of all or substantial portion of the corporation's assets; (3) elect, appoint or remove Trustees or Directors, or fill vacancies on the BOT or BOD or on any of its committees; or (4) adopt, amend, or repeal the articles of incorporation or bylaws.

Committees' constitution, composition guidelines shall be set forth in the NCTBA **Manual**.

The authorized Strategic Committees as of March 15, 2022 are the following:

1. Strategy, Legal and Compliance Committee
2. Public Relations and Communications Committee
3. Elections Committee

The authorized Operational Committees are the following each headed by a BoD:

1. Treasury Committee
2. Membership Committee
3. Religious Committee
4. Cultural Committee
5. IT and Communications Committee
6. Matrimonial (Kalyanam) Committee
7. Mentoring-Counseling Committee
8. Community Services Committee
9. Charity Committee
10. Events Committee
11. President's Office

ARTICLE 15

15. ELECTIONS

Section 15.1 Election Committee. The elections described in these bylaws, except for the filling of BOD and BOT vacancies as described in these Bylaws, shall be conducted by the Elections Committee in accordance with the procedures and using the prescribed forms duly adopted and set forth in the NCTBA Manual as required by this Article and Article 16 of these bylaws. The Elections Committee shall consist of seven (7) members appointed jointly by the BOT and the BOD, ideally by September 1 but no later than September 14 of each year. The Committee shall elect one of the members to serve as Chair.

Section 15.2 Confirmation of voting member list. The BOD President will confirm that the list of voting members is current in the NCTBA Membership Roster as of June 30 each year, and that a copy has been provided to the Election Committee no later than October 1. Each voting member is responsible for the accuracy of their contact information in the Membership Roster which shall be kept in the NCTBA office. The Membership Roster contains confidential information and copying of all or part of the Membership Roster shall not be permitted.

Section 15.3 Election forms. Current versions of all election forms, which may be revised from time to time and adopted as required by Articles 15 and 16 of these Bylaws, shall be set forth in the NCTBA Manual and posted on the NCTBA Website.

Section 15.4 Election announcement to voting members. On or before September 15 of each year, the Election Committee:

1. Shall confirm that all information and documents for the upcoming election are current and available on the NCTBA website, including but not limited to the Trustee and Director positions that will be elected, the nominating rules and procedures, the voting process, and all necessary forms; and
2. Shall send an announcement to all voting members by email, reminding them of the upcoming election and summarizing the information they can find on the website about the procedures for nominations, election and voting, and telling them when they can expect to receive a ballot in the mail, and other information.

The procedures, rules and forms for all NCTBA elections that are not specified in these Bylaws shall be set forth in the NCTBA **Manual**.

ARTICLE 16

16. OPERATING POLICIES AND PROCEDURES

("NCTBA Manual")

Section 16.1 NCTBA Manual. To provide operational guidance to the members and leaders of NCTBA, the policies & procedures of NCTBA, including but not limited to procedures and forms for all elections, proxy forms, oaths of office, committee descriptions, the description of committee responsibilities, and other NCTBA business forms shall be

adopted and set forth in the NCTBA **Policies and Procedures Manual (the “NCTBA Manual”)** in the manner described in this Article and in other sections of these bylaws.

Section 16.2 Initial draft; subsequent revisions; approval by BOT. Initial draft of the NCTBA Manual will be prepared as needed by the BOD and sent to BOT for its review and approval. Subsequent revisions of the NCTBA Manual will be submitted by the BOD to the BOT for its review, possible revision, and final approval. The initial adoption and all subsequent revisions of the NCTBA Manual shall be recorded in the minutes of the BOT.

Section 16.3 Final authority. If any provision in the NCTBA policies and procedures conflicts with the Bylaws or the Articles of Incorporation, the Bylaws and the Articles shall take precedence, and the BOT shall be the final authority regarding the interpretation of all provisions. During the formation years of NCTBA organization and in the absence of NCTBA manual or while it is still being prepared, the bylaws or the decision or direction of the Chairman should be adhered to.

ARTICLE 17

17. ADMINISTRATION

The qualifications, duties and responsibilities of the Manager, administrators and other employees shall be set forth by the BOT in consultation with the BOD.

ARTICLE 18

18. INDEMNIFICATION

Section 18.1 Right to Indemnification. Subject to the limitations and requirements set forth in Chapter 55A of the North Carolina General Statutes, any person who at any time serves or has served as a trustee, director, officer, or employee of the Corporation shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by him or her in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitative action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the Corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan),

penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

Section 18.2 Payment of Indemnification. The Board of Trustees of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her. The Board of Trustees may appoint a committee or special counsel to make such determination and evaluation.

Section 18.3 Applicable law and procedure. In considering, approving and paying indemnification under this Article, the BOT and BOD will follow the procedures and requirements set forth in Chapter 55A of the North Carolina General Statutes.

ARTICLE 19

19. INSURANCE

The Corporation shall procure and maintain in force policies of insurance for the benefit of the Corporation and its Officers and Directors and for the purposes of indemnification of the Corporation's Officers and Directors from liability and related legal costs as authorized by the North Carolina Nonprofit Corporation Act and to the extent such insurance is deemed necessary or desirable. The BOT shall have sole discretion to decide what amount of coverage is adequate and to obtain such insurance on behalf of the Corporation. The other types of insurance coverage that the BOT may obtain are general liability, automobile liability, worker's compensation, fire and extended coverage, Trustees, Directors and Officers liability, fiduciary liability, non-ownership auto coverage, contractual liability, personal injury, host liability, umbrella and excess liability, crime and employee disability insurance and any other appropriate insurance coverage. The BOT will keep the BOD informed regarding all insurance coverages.

ARTICLE 20

20. DISSOLUTION

The dissolution of the Corporation must be approved by the voting members of the Corporation in accordance with the requirements of the North Carolina General Statutes and the Articles of Incorporation.

A resolution to propose dissolution to the NCTBA voting members must be approved by the affirmative vote of at least two-thirds (2/3) of all serving Trustees. The resolution will

set forth the Plan of Dissolution following the requirements of these Bylaws, the Articles of Incorporation, the General Statutes of North Carolina, and the rules and procedures of the Internal Revenue Service to dissolve the Corporation and distribute its assets after the satisfaction of NCTBA obligations.

Upon approval of that resolution by the BOT, a special meeting of the voting members will be called to consider approval of the Plan of Dissolution. Pursuant to NCGS 55A-7-05, the members shall receive at least ten (10) days' written notice of that meeting by first class mail. The notice shall include the place, date and time of the meeting and a copy of the BOT resolution and the proposed Plan of Dissolution. The quorum for this meeting shall be one (1) % of the voting members of NCTBA, proxy voting shall not be allowed, and approval of the Plan shall require the affirmative vote of two-thirds (2/3) of the members present or voting by proxy.

Other provisions regarding dissolution of the Corporation may be adopted and set forth in the NCTBA **Manual**.

ARTICLE 21

21. FINANCIAL RULES AND PROCEDURES (CONTRACTS, LOANS, CHECKS, DEPOSITS, OTHERS)

Section 21.1 Contracts. No contractual agreement shall be entered into between the corporation and other parties without authorization by resolution of the BOT, and the BOT may authorize any officer or officers to execute and deliver any approved contractual instrument in the name of and on behalf of the corporation. As of March 25, 2022, contracts and other documents related to the day-to-day operations up to \$500 in aggregate value of NCTBA shall be signed by any two of the President or Vice President and Treasurer or General Secretary. All other documents including but not limited to Checks, contracts related to the managing NCTBA activities and responsibilities of the BOT shall be signed by any two of the Chairman or Vice-Chairman and any other authorized Trustee or Director.

Section 21.2 Loans. No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the BOT.

Section 21.3 Checks and Drafts. All checks, drafts or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers, agent

or agents of the corporation and in such manner as shall from time to time shall be determined by resolution of the BOT. all checks, bills of exchange, negotiable instruments or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of NCTBA, and checks up to \$500, shall be signed by the President (or Chairman) and the Treasurer, with the co-signature of the Chairman or Vice-Chairman for checks of more than \$500.

Section 21.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in depositories selected by resolution of the BOT.

Section 21.5 Fidelity Bond. The BOT may require that one or more Officers or Trustees shall secure from a guarantee company a bond of fidelity of an amount approved by the BOT and the cost of securing such a bond shall be paid by the individual or body decided by BOT.

Section 21.6 Other financial rules and procedures. Other financial rules and procedures, not otherwise provided in these Bylaws, may be duly adopted and set forth in the NCTBA Manual.

ARTICLE 22

22. GENERAL PROVISIONS

Section 22.1 Amendments of Bylaws.

1. Pursuant to Article XII of the Articles of Incorporation:
 - a. The BOT shall have power to make, adopt, alter, amend and repeal these Bylaws by a two-thirds (2/3) vote of the full BOT in a duly convened meeting of the BOT subject to the requirements and limitations set forth in the Articles;
 - b. Duly executed written proxy voting shall be permitted when amending bylaws, except that proxy voting shall not be permitted for proposed amendments dealing with the number, composition and election of Trustees; and
 - c. No amendments shall change the corporation's name, objectives and purposes nor shall they authorize the Trustees to conduct the affairs of the corporation in any manner or for any purpose contrary to the purpose of IRS Section 501(c)(3) as now in force or afterwards amended.
2. Amendments to these Bylaws shall be initiated only by one-third (1/3) of the or one-third (1/3) of the Founder member voting members.
3. Pursuant to NCGS 55A-10-20, at least five (5) days' written notice shall be provided to all Trustees for a meeting where an amendment to the Bylaws is to be voted upon, and such notice shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and shall contain or be accompanied by a copy or summary of the amendment or a description of the general nature of the amendment. The notice can be provided by any reasonable means of communication, including email.

Amendments to the bylaws shall be briefed to the next General Body Membership meeting.

Section 22.2 Resolution of disputes and conflicts. NCTBA procedures for the resolution of disputes and conflicts shall be adopted and set forth in the NCTBA **Manual**.

Section 22.4 Waiver of Notice. Whenever any notice is required to be given by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 22.5 Fiscal Year. The fiscal year of the corporation shall be fixed by the BOT. As of March 25th 2022, the fiscal year is the calendar year.

Section 22.6 Parliamentary Authority. Unless otherwise provided herein, the provisions of Robert's Rules of Order, Newly Revised, shall apply to all NCTBA meetings, except that the BOT and BOD may prescribe other rules for meetings as they deem expedient and proper.

Section 22.7 Nondiscrimination. The corporation, and all Trustees, Directors, committees, and staff shall comply with all federal, state and local laws and regulations prohibiting discrimination within the scope of NCTBA membership eligibility.

Section 22.8 Gratuities. No member of NCTBA shall give to any servant or employee of NCTBA, and no servant or employee of NCTBA shall accept, from any person other than the BOD, any tip or gratuity. Dakshina (fees) offered to the Priests for priestly services or for professional services authorized by BoT / BoD, shall not constitute a tip or gratuity.

ARTICLE 23

23. CONFLICT OF INTEREST

See Appendix A for a detailed NCTBA Conflict of Interest Policy

ARTICLE 24

24. OMBUDSMAN

BoT with a majority vote may appoint an Organizational Ombudsman by selecting a NCTBA Founder or Life member with good standing. There is no term limit for such an Ombudsman and the role terminates by the direction of the Chairman or the BoT with a 2/3rd majority vote during a special meeting or scheduled periodic meeting.

The primary duties of the organizational ombuds are (1) to work with individuals and groups in NCTBA is to explore and assist them in determining options to help resolve conflicts, problematic issues or concerns, and (2) to bring systemic concerns to the attention of the organization for resolution.

The ombuds operates in a manner to preserve the confidentiality of those seeking services, maintains a neutral/impartial position with respect to the concerns raised, works at an informal level of the organizational system, and is independent of formal organizational structures.

The activities and objectives of the ombuds are:

- Listens and understands issues while remaining neutral with respect to the facts. The ombudsman does not listen to judging or to decide who is right or wrong. The ombuds listens to understand the issue from the perspective of the individual. This is a critical step in developing options for resolution.
- Assists in reframing issues and developing and helping individuals evaluate options. This helps individuals identify the interests of various parties to the issues and helps focus efforts on potential options to meet those interests.
- Guides or coaches individuals to deal directly with other parties, including the use of formal resolution resources of the organization. An ombuds often seeks to help individuals improve their skill and their confidence in giving voice to their concerns directly.
- Refers individuals to appropriate resolution resources. An ombuds may refer individuals to one or more formal organizational resources that can potentially resolve the issue.
- Assists in surfacing issues to formal resolution channels. When an individual is unable or unwilling to surface a concern directly, the ombuds can assist by helping give voice to the concern and /or creating an awareness of the issue among appropriate decision-makers in the organization.
- Facilitates informal resolution processes. An ombuds may help to resolve issues between parties through various types of informal mediation.
- Identifies new issues and opportunities for systemic change for the organization. The unique positioning of the ombuds serves to provide unfiltered information that can produce insight to issues and resolutions. The ombuds is a source of detection and early warning of new issues and a source of suggestions of systemic change to improve existing processes.

- END OF BYLAWS -