

TAMIL SANGAM OF VIRGINIA, INC.
(A Registered, Non-Profit, Educational and Cultural Organization)

BYLAWS

ARTICLE I -- NAME

1.1 The name of this organization is TAMIL SANGAM OF VIRGINIA, INC.
(Hereinafter referred to as “Tamil Sangam”)

This is a Virginia nonstock Corporation pursuant to Chapter 10 of Title 13.1 of the Code of the State of Virginia.

ARTICLE II – PURPOSES AND OBJECTIVES

Purposes:

This corporation is organized exclusively for educational, cultural, literary, charitable, and social purposes that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Objectives:

The objectives of Tamil Sangam of Virginia, Inc. are:

- 2.1 To cultivate, promote, foster, and develop the advancement of knowledge in Tamil language, heritage, literature, and culture.
- 2.2 To cultivate, promote and foster the exchange of ideas and understanding between the Tamil people and other cultures.
- 2.3 To promote fellowship and provide, organize, and participate in cultural and social functions.
- 2.4 To create awareness among the local community about the rich Tamil heritage with special emphasis on Tamil culture.
- 2.5 To work closely with other Tamil Sangams/Associations to further the common interests.
- 2.6 To protect the life, liberty, freedom, welfare, and identity of the Tamils all over the world.
- 2.7 To act upon charitable causes directly concerning the welfare of the Tamil community in the Tamil Nations and other parts of the world as well as the local community in the United States of America.
- 2.8 To abide by the Federal, State and Local laws, rules and regulations and the Constitution of the United States of America.
- 2.9 Tamil Sangam of Virginia, Inc. shall be a secular and non-profit organization.

ARTICLE III -- DEFINITIONS

3.1 In this Bylaw and all other Bylaws of Tamil Sangam of Virginia, Inc., unless otherwise specified or required:

- (a) “Tamil Sangam” or “Corporation” means Tamil Sangam of Virginia, Inc.
- (b) "Bylaws" means any Bylaw of the Corporation from time to time in force and effect.

- (c) "Member" means adult member of the Tamil Sangam without arrears of membership dues.
- (d) "Director" means the member elected as director of the Corporation's Board.
- (e) "Board" means the Board of Directors.
- (f) Words importing the singular number only shall include the plural and vice versa; words importing masculine gender shall include the feminine and neuter genders.
- (g) The Board of Directors shall be the final arbiter in the interpretation of any clause of this Constitution and of any Bylaws thereunder. In doing so, the advice of the legal and procedural committees may be obtained.
- (h) "Property" or "Premises" or "Building" means any property, premises, ground, space owned, leased or rented by the Corporation.

ARTICLE IV – OFFICE

4.1 Principal Office: As shown in the Articles of Incorporation, the address of the corporation's initial registered office, which is identical to the business office of the initial registered agent, is 4300 Poplar Branch Drive, Chantilly, Virginia 20151.

4.2 Change of Address: The Board of Directors (hereinafter referred to as the "Board") may change the address of the principal office from one location to another within the State of Virginia. Such a change shall not be deemed an amendment of these Bylaws.

ARTICLE V -- MEMBERSHIP

5.1 Anyone who subscribes to the purposes and objectives described in Article II is welcome to become a member of the Tamil Sangam.

5.2 Any person interested in becoming a member of the Tamil Sangam shall do so by completing the membership application form obtainable from the Secretary of the Tamil Sangam and paying the annual membership dues.

5.3 The Board of Directors may disapprove the membership of any individual whose objectives and activities are opposed to or not in harmony with the purposes or objectives of the Tamil Sangam. The Board of Directors shall not be obligated to disclose the reason(s) for refusing the application. If the application for membership is rejected for any reason, the dues paid will be refunded in full within a reasonable period as determined by the Board of Directors.

5.4 Any member whose activities are not considered to be in the best interests and welfare of the Tamil Sangam may be expelled by a two-thirds majority of members present and voting in a general body meeting.

5.5 A member in "good standing" shall be an adult member of the Tamil Sangam without arrears at the time of participation in any activities of the Tamil Sangam and abide by 5.4.

5.6 The annual membership dues of Tamil Sangam shall be determined by the Board of Directors and payable on admission or by January 31 or by any other date as extended by the Board of Directors.

5.7 The fiscal year of the Tamil Sangam will be January 1 – December 31 of each calendar year.

5.8 Regardless of when a person becomes a member, the membership dues will not be pro-rated to the remaining duration in a calendar year.

ARTICLE VI – OFFICERS

6.1 The Officers of the Tamil Sangam shall be a President, a Vice President, a Secretary, and a Treasurer.

ARTICLE VII -- BOARD OF DIRECTORS

7.1 The Board of Directors ("Board") of the Tamil Sangam shall be comprised of the four Officers as per Article 6.1 and five Board Members, thus there shall be nine Directors on the Board. The immediate past President shall serve as one of the five Board Members as ex-officio, with all the privileges and responsibilities of a Board Member.

7.2 The President shall act as the Chairperson of the Board of Directors.

7.3 The Board shall have and exercise authority in the management and control of the affairs, funds and property of the Corporation. It shall be the duty of the Board to carry out the purposes and objectives of the Corporation, which includes but not limited to the purposes and objectives listed in **ARTICLE II of this document, and** according to the Articles of Incorporation and Bylaws and to make and enforce such rules and regulations as required.

ARTICLE VIII -- TERM OF OFFICE

8.1 The Board shall be elected for a term of two years. The new Board shall take office on January 1-st following the election held in the previous year.

8.2 In case of resignation or permanent absence of any Officer or Board Member, the Board of Directors shall, by a simple majority vote, elect a successor from its Directors or from the General Body for the remaining portion of the term. Permanent absence is defined as unexcused absence from three consecutive meetings of the Board. In an unfortunate event of a conflict in the definition of the term unexcused, the decision of the board with two third majority is final and binding. The meeting of the Board is defined as a meeting in person or by video conferencing. The changes of deletions from or additions to the Board shall be notified to the general body for information using generally accepted electronic media such as email.

ARTICLE IX -- ELECTION OF THE BOARD OF DIRECTORS

9.1 Each adult member who has been a member of the Tamil Sangam for at least thirty (30) days at the time of calling for elections and is in good standing (as per the definition in Article 5.5) is eligible to vote and eligible to contest for any position on the Board, with the exception of the Officer positions (President, Vice President, Secretary and Treasurer) described in Article 6.1.

9.2 A member wanting to contest for any Officer position (President, Vice President, Secretary and Treasurer) shown in Article 6.1 must have served on the Board of Tamil Sangam for at least one complete term in any of the previous terms or must be a director of the current Board since its commencement.

9.3 The current Board shall appoint an Election Officer on or before September 1-st of the year the elections are conducted for the successor Board, which shall take office on January 1-st of the next year. The Election Officer shall not be part of the current Board. The Election Officer shall not be a candidate at the time of the election for any position in the Board for which the election is held. The Election Officer must be a member in good standing.

9.4 Nominations

9.4.1 The Election Officer shall call for nominations on or before September 7-th to elect the new Board by the eligible voting members of the Tamil Sangam. The Election Officer will devise plans and procedures for conducting the election. In case of any dispute due to any unanticipated events, the Elections Officer's decision is final and binding.

9.4.2 The call for the nominations shall be sent by written notice via generally accepted electronic media such as email to the addresses as they appear in the current membership records. It is the responsibility of the members to make sure any change in the electronic media address is promptly updated in the Corporation records.

9.4.3 The nomination shall be proposed by any adult member and seconded by another adult member, both members must be in good standing. The nominee must accept the nomination.

9.4.4 A person can be a candidate for one position only.

9.4.5 The notice of nomination bearing the signed consent of the nominee shall reach the Election Officer within fifteen days from the date of the notice calling for nominations.

9.4.6 Signed and scanned copy can be sent by e-mail which shall be specified by the Election Officer. E-mail is the only form of communication for nominee application.

9.4.7 No Officer who continued in that office for a full two-year term shall be eligible for election to the same category of office for the immediately following two-year term. If an Officer resigns from the Board before the end of the term or is forced to vacate his/her position for the reason explained in article 8.2 of this document, he/she is not allowed to contest in the next immediate election. However, he/she can contest in future elections.

9.5 Withdrawal of Nomination

9.5.1 The Election Officer, in consultation with the Secretary, shall finalize the list of all eligible nominees and share that list with all the nominees within one week from the last date set for the receipt of nominations. Nominees desirous of withdrawing should do so by written communication to the Election Officer within two weeks from the last date set for the receipt of nominations. Signed and scanned copy can be sent by email. E-mail is the only form of communication for nomination withdrawal.

9.6 Voting

9.6.1 Every adult member needs to cast his/her ballot using his/her registered email address. No proxy voting is allowed.

9.6.2 The Election Officer shall conduct the election by secret ballot on or before October 31-st. and declare the results within a day.

ARTICLE X – RESPONSIBILITIES OF THE OFFICERS

10.1 PRESIDENT: The President shall a) call and preside at the meetings of the Tamil Sangam and of the Board, b) appoint, with the approval of the Board, members of all special committees as and when he/she deems necessary, c) sign all documents in the name and on behalf of Tamil Sangam, d) ensure that all activities of the Tamil Sangam are properly documented and filed, e) assign the responsibilities of any Officer, in his/her temporary absence, to other members of the Board as necessary, f) perform the duties which may be assigned to him/her from time to time by the Board, g) enforce the Constitution/Bylaws, and h) exercise all other usual functions as the Chief Executive Officer of the Corporation.

10.2 VICE-PRESIDENT: The Vice President shall a) assist the President in the discharge of his/her duties, b) perform all the duties of the President when the latter is absent, c) work towards increasing the membership, and d) perform any other duties that may be assigned to him/her by the Board.

10.3 SECRETARY: The Secretary shall a) operate under the general direction of the President, b) be responsible for recording and presenting the minutes of all the meetings, c) sign and attend to all correspondences and present the same to the Board at its meetings, d) be the custodian of the records, papers, minutes, and documents of the Tamil Sangam other than those under the jurisdiction of the Treasurer, e) maintain an up-to-date list of all members in detail in collaboration with the Treasurer, f) notify all the members each of the meetings of the Tamil Sangam, g) notify each Director of the Board of regular and special meetings, h) file any certificates and documents required by the Government in USA, i) provide for the safekeeping of the corporate seal, if any, and j) perform any other duties that may be assigned to him/her by the Board.

10.4 TREASURER: The Treasurer shall a) collect all monies due the Tamil Sangam, b) deposit all monies in a bank or trust company approved by the Board, c) pay all taxes, interest, and amortization on debt owed by the Tamil Sangam in the order mentioned, d) pay all bills contracted by the Tamil Sangam or its authorized representative(s), except that disbursements in excess of the limit for contingent expenses require ratification by the Board, e) make other disbursements as directed and approved by the Board, f) keep accurate records of all receipts and disbursements, g) submit the Income Statement and the Balance Sheet at all meetings of the Board and at all General Body

meetings, in accordance with the accounting principles established by the Board, and h) perform such other duties as may be assigned to him/her by the Board.

ARTICLE XI – MEETINGS

11.1 a) All meetings will be held in person or via electronic video conference; b) All official communications will be done by email.

11.2 Annual General Body Meeting: a) Annual General Body Meeting shall be held on a suitable day toward the end of each calendar year; b) Every member shall be notified by the Secretary in writing of the date, time and purpose of the meeting at the advice of the President or majority of the Board; c) Notification of the meeting shall be sent with complete details to all the members not less than thirty days and not more than sixty days prior to the date of the meeting; d) Notice emailed to the email addresses on record on file with the Secretary shall constitute notification.

11.3 Special Meetings of the General Body: a) Special meetings shall be held for any purpose(s) concerning the Tamil Sangam; b) The Secretary shall call a special meeting upon a resolution of the Board or upon receipt of a petition to the Secretary for a meeting signed by not less than one-third of the members; c) All members of the Tamil Sangam shall be notified of each special meeting explaining the reason(s) for the meeting; d) Notice must be sent to all members not less than fifteen days prior to the date of the special meeting; e) The notice must contain full details including the date and time.

11.4 Meetings of the Board of Directors: a) The Board shall hold at least three meetings in a year and more as it becomes necessary; b) At least one meeting of the Board shall be held before the Annual General Body meeting; c) The Board shall meet at the call of the President or by a majority of its Directors; d) The agenda shall be prepared by the President and the Secretary shall send the details including the date and time at least one week before the meeting.

11.5 Tamil Sangam of Virginia, Inc. recognizes that Tamil calendar is based on Thiruvalluvar Aandu which commences on the first day of the Tamil month of Thai, coinciding with Pongal. Pongal and Tamil New Year Day shall be celebrated every year.

11.6 Being a secular organization, the Tamil Sangam shall refrain from celebrating any religious functions. No meeting of the Tamil Sangam shall be held in any religious site; instead, the meetings shall be held via video conference or in public venues such as community halls, schools, and parks.

11.7 Quorum

11.7.1 One-third of the members or ten (10) members, whichever is smaller, shall constitute a quorum at all general body meetings of the Tamil Sangam.

11.7.2 A majority of the Board shall constitute a quorum at any meeting of the Board.

11.8 Resolutions:

11.8.1 A simple majority of the members present and voting at the Tamil Sangam’s meetings shall be necessary to adopt any resolution. A vote shall be taken on any questions or issues. There shall be no votes taken by proxy. The President or the Presiding Officer shall not vote unless there is a tie, in which case he/she shall vote to break the tie.

11.8.2 A simple majority of the Directors present and voting at the Board meetings shall be necessary to adopt any resolution. A vote shall be taken on any questions or issues. There shall be no votes taken by proxy. The President or the Presiding Officer shall not vote unless there is a tie, in which case he/she shall vote to break the tie.

ARTICLE XII – MANAGEMENT OF FUNDS

12.1 The Board is vested with the authority in managing the funds, as per Article 7.3, and the Board, in the discharge of its responsibilities, shall exercise its authority in managing the funds and operating the bank account.

12.2 Any account by and on behalf of the Tamil Sangam shall be opened only upon the approval of the Board of Directors by a majority vote of the Board. The bank or trust company in which the Tamil Sangam’s account is opened and maintained must be an insured one by the Federal Deposit Insurance Corporation (FDIC).

12.3 All the collections or receipts shall be deposited into the Tamil Sangam’s bank account within ten (10) business days of the receipt.

12.4 Any expenses or grant to a project involving more than \$ 7,000 USD must be approved by the General Body in a simple majority.

12.5 As stated in Article 5.7, the fiscal year shall be from January 1 to December 31 of each calendar year.

12.6 The Treasurer is accountable for the income and expenses.

12.7 The current Treasurer is responsible for filing the taxes for the previous year.

12.8 Any instrument used to draw funds or to make payments from the Corporation’s accounts must be signed by the Treasurer.

12.9 At every Board meeting, the Treasurer shall submit the status of the Corporation’s financial statement which shall be reviewed and certified by the Board.

12.10 The Treasurer shall present the complete annual financial statement at the Annual General Body meeting which is held toward the end of each calendar year.

ARTICLE XIII – AMENDMENTS

13.1 Proposal: a) Any member of the Tamil Sangam, seconded by at least ten (10) members may propose any amendments to the Articles of Incorporation or Bylaws; b) a notice stating the proposed amendments together with the proposed amendments must be received by the Secretary.

13.2 Passage: The proposal to amend, if approved by the Board by a two-thirds majority, shall be circulated to all the members. After this announcement, a period of not less than sixty days shall be allowed prior to the voting. The members shall register their vote within thirty days after the voting begins. Any vote not received by the due date shall be presumed to be invalid and not counted. The passage of the motion for amendment shall require the affirmative vote of two-thirds of the valid votes received by the due date. The amendment(s), if passed, shall become effective immediately.

ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Any person made party to any action, suit or proceeding by reason of the fact that he/she, his/her testator or intestate, is or was an Officer or Director of the Corporation shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees actually and necessarily incurred in connection with the defense of such action, suit, or proceeding. Any person party to such suit, action, or proceeding shall further be indemnified by the Corporation for any judgments or liabilities resulting therefrom. Such right of indemnification shall not be deemed exclusive of any other rights to which such Officer or Director may be entitled under the provisions of the Corporation Law of the State to which the Officer or Director belongs.

ARTICLE XV – DISSOLUTION

15.1 A Motion to consider the dissolution of the Corporation must be petitioned in writing to the President by not less than two-thirds of the members. The Secretary shall circulate the petition to all members within fifteen days of receipt of the petition.

15.2 The members shall register their votes within thirty days of receipt of the petition from the Secretary. The votes that are not received by the due date will be considered null and void and hence not counted. The petition for dissolution shall require, for passing, an affirmative vote of four-fifths (80 percent) of the valid votes that are received by the due date.

15.3 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the

principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.