

Tamil Sangam of Greater Washington, Inc.

வாசிங்டன் வட்டாரத் தமிழ்ச்சங்கம்
Registered Non-profit, Tax-exempt, Cultural and Secular Organization
(Incorporated in the State of Maryland)

BYLAWS

Article 1 - NAME

1.1.1 The name of this organization shall be "Tamil Sangam of Greater Washington Incorporated" (hereinafter called Tamil Sangam or TSGW).

1.1.2 The term 'the Board' used in this document invariably refers to 'the Board of Directors' of Tamil Sangam.

1.1.3 The jurisdiction of Tamil Sangam is Washington metropolitan area which consists of Washington D.C., State of Maryland and Commonwealth of Virginia.

Article 2 –DURATION

2.1 The period of duration of Tamil Sangam is perpetual unless otherwise dissolved by the two-thirds majority of members of Tamil Sangam in a special General Body meeting.

Article 3 - OBJECTIVES

3.1 To cultivate, promote, and foster the exchange of ideas and understanding between the people of Tamil and other cultures.

3.2 To cultivate, promote, foster and develop the advancement of knowledge in Tamil language and literature and Tamil heritage.

3.3 To promote fellowship and to provide, organize and participate in Tamil cultural and social functions.

3.4 The Tamil Sangam is organized exclusively for charitable, educational, or scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future Federal tax code. It shall be a secular organization.

3.5 To achieve the objectives, the Tamil Sangam shall be a registered non-profit, tax exempted organization in the State of Maryland and also a non-profit and tax exempt organization under Sec. 501 (c) (3) of the Internal Revenue Code.

Article 4 - OFFICE

4.1 The location of the office shall be decided by the Board of Directors.

Article 5 - MEMBERSHIP

5.1 The membership of the Tamil Sangam shall be open to all nationals who subscribe to the objectives of Tamil Sangam.

5.2 The Board of Directors may disapprove the membership of any individual whose objectives and activities are opposed to or are not in harmony with the purpose of the Tamil Sangam.

5.2.1 The membership shall be classified as single, family, student, life member and affiliate. Anybody aged eighteen or above is eligible for single membership. The family membership applies to couples and individuals /couples with children under age eighteen. One must be a full time student and working towards a degree/diploma to qualify for student membership. Persons who are not residing in the Greater Washington metropolitan area but are interested in supporting the activities of the Tamil Sangam may be considered for affiliate membership, which shall be non-voting. The Board shall have the authority to accept life members on the basis of applicant long standing service to Tamil Sangam and Tamil Community.

5.2.2 A member in good standing shall be the one without membership due/fee arrears at the time of participating in any activity of the Tamil Sangam.

5.2.3 Any member, whose activities are not considered to be in the best interest and welfare of the Tamil Sangam, may be expelled by a two-thirds majority of members present and voting in a General Body Meeting on the basis of the recommendations of The Board.

5.2.4 The annual membership due and life member fee to Tamil Sangam shall be determined by the Board of Directors as and when required by two-thirds of majority and payable on admission or by January 31 or by any other date as determined by the Board of Directors. The fiscal year of the Tamil Sangam shall be January 1 - December 31 of each calendar year.

Article 6 - OFFICERS

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

Article 7 - THE BOARD OF DIRECTORS

7.1 The Board of Directors of the Tamil Sangam for any fiscal year shall consist of the Officers and eight members.

7.1.1 No compensation or benefits in any form to the Board of Directors including the Officers. President or Board's pre-approved ordinary and necessary expenses related to the operation of Tamil Sangam may be reimbursed to them.

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

7.3 The Board of Directors shall have and exercise authority in the management and functioning of the Tamil Sangam under the leadership of the president.

7.4.1 The Board of Directors does not have the authority to remove any member elected to the Board. Such a removal requires a two third majority vote of the General Body.

Article 8 – ELECTION AND TERMS OF OFFICE

8.1 Each adult member (above 18) who has been a member as of November 30th of the preceding year and is in good standing is eligible to vote and to contest for any Office/Board member except for the offices of President, Vice President and Secretary. Candidates/nominees for the office of President, Vice President and Secretary shall be the members of Tamil Sangam for at least two years preceding the date of election.

8.2. The Returning Officer shall be nominated by the Board of Directors. The Returning Officer shall not contest for any office including the Board membership during the annual election. He/She shall work out the detailed procedure of the election and conduct the election with the approval of the Board.

8.3 The term of officers and members of the Board shall be for a period of one year.

8.4 No officer shall be eligible for filing nomination to the same office after serving two full consecutive terms in that office.

8.5 The President, Vice-President, Secretary, Joint Secretary, Treasurer and the seven Board of Directors shall be elected by the members of the Tamil Sangam in good standing.

8.6 In case of retirement or permanent absence of any officer or director, the Board shall elect a successor for the unexpired portion of the term. Permanent absence is defined as absence from three consecutive meetings of the Board and Tamil Sangam functions combined. Any vacancy in the Board must be filled within two weeks from the time it becomes open and during this period if any deadlock, such as no majority

opinion, occurs in taking a decision on an issue, the President will be given an additional vote to resolve the deadlock.

8.7 Nominations for all officers and board members shall be received by the Returning Officer on or before a date specified by the Returning Officer prior to the election. No nomination can be made on the floor of the election. After the election, if any unfilled/vacant positions that will be filled by the Board within two weeks from the time it becomes open.

8.8.1 Each eligible member shall vote for each of the office bearers and members of the Board through a single ballot paper.

8.8.2 Immediate past President shall be an ex-officio Director who will be one of the thirteen members of the Board.

8.9 The election of officers and directors shall be declared by the Returning Officer in the General Body meeting.

Article 9 - DUTIES OF OFFICERS

9.1 President:

1. The President shall call and preside all meetings of the Tamil Sangam and the Board of Directors.
2. He/She shall present at each annual meeting of the Tamil Sangam a written report of the Tamil Sangam's activities during the year.
3. He/She shall, with the approval of the Board, appoint members of all Special Committees/Sub Committees/ Delegates/Representatives as and when required. An updated Operations Manual or guidelines may be prepared by the Board for the smooth functioning of the respective committees if required.
4. He/She shall sign all documents in the name and on behalf of the Tamil Sangam. He/She can also sign checks on behalf of the Tamil Sangam if necessary. The President is the custodian of all Tamil Sangam properties.
5. He/She shall ensure that all account books, reports, statements, minutes and other papers pertaining to the activities of the Tamil Sangam are properly kept and filed in accordance with the requirements.
6. He/She shall assume charge of the duties of Secretary, and/or Treasurer during their temporary absence.

7. He/She shall enforce the Bylaw; perform all the duties incidental to his/her office and such other activities which may be assigned to him/her from time to time by the Board.

8. For the smooth transition of Tamil Sangam from one period to another, the President and the Secretary should personally hand over a transfer document to the successor president. He/She shall hand over all the documents, records, certificates, checks, properties, Technology assets & their passwords and any other official papers pertaining to the Tamil Sangam.

9.2 Vice President

1. The Vice President shall perform all of the duties of the President during his/her absence, and any other duties assigned to him/her from time to time by the Board.

9.3 Secretary

1. The Secretary shall operate under the general direction of the President/Board.

2. He/She shall be responsible for recording and presenting the minutes of all meetings.

3. He/She shall sign all correspondences and present them to the Board at its meetings if required.

4. He/She shall be the custodian of the records, official papers, minutes, and documents of the Tamil Sangam other than those under the jurisdiction of the Treasurer. He/She shall maintain an up-to-date list of all members of the Tamil Sangam.

5. He/She shall send to all members, notices of all meetings and functions held in the name of, or on behalf of the Tamil Sangam.

6. He/She shall file any certificates/forms required by any statute, Federal or State such as annual property tax, income tax returns by a licensed practitioner.

7. He/She shall perform such other duties as may be assigned to him/her by the Board or president.

9.4 Joint Secretary

1. He/She shall assist the Secretary in sending to all members, notices of all meetings and functions held in the name of, or on behalf of the Tamil Sangam. He/She shall arrange for meeting places, and reserve auditorium for Tamil Sangam functions. He/She shall be responsible for distributing / mailing the Thenral Mullai .

2. He/She shall perform all the duties of the Secretary in his absence and other duties assigned to him/her by the Board.

9.5 Treasurer

1. The Treasurer shall make, countersign, and endorse in the name of Tamil Sangam all checks, drafts, notes, and other orders for the payment of money, under the direction of the Board.
2. He/She shall have charge and custody of, and be responsible for, all funds, which the Sangam may receive and shall deposit such funds in the name of the Tamil Sangam in such banks as designated by the Board.
3. He/She shall maintain books of accounts and records of receipts, disburse transactions made by or on behalf of the Tamil Sangam in accordance with the generally accepted accounting principles.
4. He/She shall present an up-to-date financial report at the Board meetings.
5. He/She shall prepare and present the complete written financial statement of the year at the annual General Body meeting. He/She shall prepare and present the financial statement within two weeks whenever a written request is made by a group of one - thirds of the members in good standing.
6. Under the direction of the Board, he/she may establish and maintain a reserve fund from the Tamil Sangam fund for specific purposes. The amount to be set aside in the reserve fund shall be decided by the Board as and when required. The reserve fund shall be used only with the approval of the members of the Tamil Sangam by simple majority.
7. He/She shall assume the charge of duties of the Vice President and Joint Secretary during their absence.
8. He/She shall perform all duties incidental to the Office of the Treasurer and such other duties as may be assigned to him/her by the Board.

9.6 Directors

1. Besides appointing the required committees at its first meeting, the Board shall distribute the following responsibilities to each of the Directors except the immediate past President.

Director of Marketing: Publicity & Event Promotion for the Tamil Sangam events

Director of Logistics: Booking and decorating the venue

Director of Technology: Manage the website, Facebook, newsletter application, etc.

Director of Fundraising: Stalls and vendors for the events, advertisements and fundraising

Director of Membership: Bring in new memberships every year and renew the existing memberships

Director of Tamil Schools Coordination: Facilitate with the area Tamil Schools to have effective coordination

Director of Audio & video: Provide audio service for the events, video record the programs and photos to be uploaded to our sites

Article 10 - MEETINGS

10.1 General Body Meeting:

General Body meetings of the Tamil Sangam shall be held on any date decided by the Board. There shall be at least one such meeting every year i.e. Annual General Body meeting. Notice including the agenda of the meeting shall be given to all Tamil Sangam members in at least two weeks in advance for any General Body meeting.

1. Annual General Body meeting:

1.1. The Annual General Body meeting shall be held no later than thirty days after the end of the Tamil Sangam's fiscal year that is the calendar year.

1.2. Each adult member above 18 who has been a member as of November 30th of the preceding year and is in good standing is eligible to vote in the Annual General Body meeting.

2. Special General Body meeting:

2.1. The Board shall call for and conduct a Special General Body meeting at the written request of 20% of the total members of the Tamil Sangam as of November 30th of the preceding year and is in good standing.

2.2. Each adult member above 18 who has been a member as of November 30th of the preceding year and is in good standing is eligible to vote in the special General Body meeting.

10.2 Meeting of the Board of Directors:

1. At least four meetings of the Board of Directors shall be held in a year. Meeting may be face to face or teleconference as decided by the Board.

2. The Board shall meet at the call of the President or a majority of its members.

3. Agenda for Board meetings shall be prepared by the President and notice thereof shall be sent to all members of the Board of Directors.

10.3 Quorum:

1. 20% of the total memberships in good standing shall constitute a quorum in all General Body meetings of the Tamil Sangam. Any one family member present, not necessarily both, shall be counted towards one membership while determining the quorum. A majority of the Board of Directors shall constitute a quorum for the Board meeting.

10.4 Resolutions:

1. A simple majority of the members present at the meeting shall be necessary to adopt any resolution with the option of voting unless otherwise specified in the Bylaw.

10.5 Voting

1. Each member in good standing is entitled to one vote. The Single and Student memberships shall have one vote each where as the Family and Life Membership shall have maximum of two votes each; one for each parent.

2. The members may vote only in person. No proxy voting of any kind is allowed.

Article 11 - MANAGEMENT OF FUNDS

11.1 If requested, signed receipts shall be given to all contributions/payments received.

11.2 All the collections shall be deposited in the bank within two weeks.

11.3 Any instrument used to draw funds from the bank or to make payments for more than \$1,000 must contain at least two signatures of which one must be that of the Treasurer and the other signatory shall be authorized by the Board.

11.6 Amount collected from the Life Members should be kept in a separate bank account and may be used at the rate of 10% every year for expenses related to the operations of Tamil Sangam with the approval of the Board.

Article 12 – AMENDMENTS/REVISION/REPLACEMENT OF THE BYLAW

12.1 Any amendment(s)/ revision/replacement to the Bylaw must be submitted in writing to the Board at least 30 days prior to the annual/special General Body meeting.

12.2 The Board shall communicate in writing the proposed draft amendment(s)/ revision/replacement to the Bylaw to all Tamil Sangam members at least two weeks prior to the annual /special General Body meeting.

12.3 Amendments/revision/replacement to the Bylaw shall be made by only at the annual/special General Body meeting by a two-thirds affirmative vote of the members present.

Article 13 - PUBLICATIONS

13.1.1 The publications of the Sangam include "*THENRAL-MULLAI*", which is the property and official organ of the Tamil Sangam, and any other literature sanctioned by the Board.

13.2 To run "*THENRAL-MULLAI*" efficiently, an editorial committee shall be appointed by the Board. The editorial committee shall consist of an Editor, a Joint Editor and five sub editors. The President and a member from the Board shall be included in the Editorial Committee.

Article 14 – EFFECTIVE DATE

14.1 If this Bylaw is approved by the General Body meeting as a replacement to the existing Bylaw, it shall become effective immediately.

Article 15- DISSOLUTION

15.1 A special General Body Meeting shall be called for this purpose on the basis of a petition submitted by two-third members of Tamil Sangam in good standing and the dissolution proposal shall be approved by a minimum of two-third members in good standing of Tamil Sangam.

15.2 Upon the dissolution of the Tamil Sangam, 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.

Article 16 – CONFLICT OF INTEREST

Regarding the provisions of Conflict of Interest, Appendix - A is attached which shall be used when a question of Conflict of Interest arises.

Appendix-A Conflict of Interest Policy of the Tamil Sangam of Greater Washington

1. Purpose

1. The purpose of the conflict of interest policy is to protect the tax-exempt Tamil Sangam's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Tamil Sangam or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definitions

1. Interested Person

Any director, officer, or member of a committee with the board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Tamil Sangam has a transaction or arrangement,

b. A compensation arrangement with the Tamil Sangam or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Tamil Sangam is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under paragraph 3, Section 2, a person who has a financial interest may have a conflict of interest only if the Tamil Sangam board or committee decides that a conflict of interest exists.

3. Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Tamil Sangam board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict

of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the board or committee shall determine whether the Tamil Sangam can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Tamil Sangam's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the Tamil Sangam Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Proceedings

The minutes of the board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Annual Statements

Each director, officer and member of a committee with board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,*
- b. Has read and understands the policy,*
- c. Has agreed to comply with the policy, and*
- d. Understands the Tamil Sangam is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.*

6. Periodic Reviews

To ensure the Tamil Sangam operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether partnerships, joint ventures, and arrangements with management Tamil Sangams conform to the Tamil Sangam's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction.*

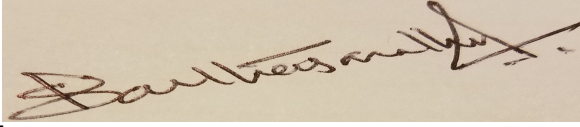
7. Use of Outside Experts

When conducting the periodic reviews as provided for in paragraph 7, the Tamil Sangam may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility

Certified that the revised TSGW Bylaws was adopted in the General Body Meeting held on January 28th 2017 at Herndon High School, 700 Bennett Street, Herndon, VA 20170.

TSGW Executive Board:

1. Thiru. Parthasarathy Sambandam, President, TSGW

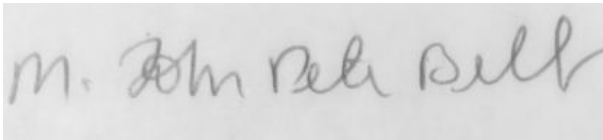


Date 01/28/2017

Thiru. Kolanthavel Ramasamy – Vice president
Dr. Jayanthi Sankar – Secretary
Thiru. Senthil Kumar, Joint secretary
Dr. Vijaykumar Muthusamy – Treasurer
Thiru. Babu Vinayagam – Director
Thiru. Rajaraman Srinivasan – Director
Tmt. Vanathi Sundaresan – Director
Tmt. Indrani Radhakrishnan – Director
Thiru. Sundar Kuppuswamy – Director
Thiru. Nithilaselvan Muthusamy - Director

Bylaws Review Committee:

2. Thiru. John Benedict , Chairman, TSGW Bylaw Review Committee



Date 01/28/2017

Dr. V. Natarajan – Member
Tmt. Hema Ponnuvel - Member