

**Tamil Sangam of Missouri, Inc.**  
**(A Registered Non-Profit, Tax Exempt, 501 (c) (3) Organization)**  
**(Incorporated in the State of Missouri)**

**Bylaws**

**ARTICLE 1**

NAME

- 1.1** The name of this organization shall be "Tamil Sangam of Missouri" (hereinafter called Tamil Sangam or TSM).

**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 General Body meeting.

**ARTICLE 3**

MISSION

- 3.1** The mission of the Tamil Sangam is to cultivate, promote and foster the exchange of ideas and understanding between Tamil ethnicities and other cultures. It seeks excellence in its endeavors for the advancement of knowledge in Tamil language, literature and the arts through its programs. It strives to promote fellowship and to provide, organize and participate in cultural and social functions. The Tamil Sangam has a clear mandate to be a non-profit, non-partisan, cultural, service-based and secular organization.

In support of its mission, the Tamil Sangam shall:

1. Make all efforts to promote innovative scholarship and excellence in the teaching of the arts and language.
2. Assemble the best of the folk artistry of Tamil origin, allowing enthusiastic professional as well as amateur folk art performers to train in and perform a variety of art genres that will not only showcase their talents but also keep alive traditional art forms.
3. Actively engage in working to foster arts, language, service, and charitable programs that would provide genuine opportunities for TSM to make connections with other local, national and international communities to share knowledge and resources.
4. Promote a sense of active engagement in community affairs without endorsing any specific political group.

5. Strive continuously to improve and build upon its existing infrastructure for the greater good of the community in an ethical fashion.
6. Nurture a sense of sharing, service and socially responsible behavior in the young by supporting the service-based activities of TSM's youth organization, TSYVO (Tamil Sangam Youth Volunteer Organization).

## **ARTICLE 4**

### OFFICE

- 4.1.** The location of the office of TSM shall be decided by the current Executive Committee (EC) members that are in office.

## **ARTICLE 5**

### MEMBERSHIP

- 5.1.** Membership in Tamil Sangam shall be granted to any individual who subscribes to the stated mission of the Tamil Sangam.
- 5.2.** TSM members should abide by the bylaws, rules and regulations, pay the prescribed fees and dues, and submit a membership application in the prescribed form.
- 5.3.** Membership shall be classified as single, family, or student. The membership fees for different categories will be decided by the current EC and Board of Directors (BoD) either by consensus or by simple majority. Anyone eighteen or above is eligible for single membership and as such is entitled to one vote. The family membership consists of a couple and includes children until they are 25 if dependent on parents. The family unit will have one individual vote for the adult individual and his/her spouse/partner, similar to individual membership. One must be a full time student and working towards a degree/diploma to qualify for student membership and is entitled to one vote. Persons who are not residing in the state of Missouri but are interested in supporting the activities of the Tamil Sangam may be considered for membership.
- 5.4.** Life Membership: TSM members are eligible to become life members if they meet the following criteria. The application for life membership should be endorsed by two current life members and submitted to the current EC.
  - 5.4.1. Should have been a member of TSM for at least three years.
  - 5.4.2. Should have actively participated in the activities of TSM in fulfilling its mission.
  - 5.4.3. Should be willing to make continuing contributions towards the mission of TSM.
  - 5.4.4. Should abide by the bylaws, rules and regulations of TSM.

- 5.5.** The applications for life membership will be reviewed by the EC and BoD. If there is a disagreement within the EC and BoD in approving the application for life membership, a voting of EC and BoD will be taken. A simple majority is needed in order to approve the life membership application. The individual applying for life membership, if approved, should pay the fees (10 times the current annual fees for family membership).
- 5.6.** Life membership fees collected must be held in a separate bank account or CD. The principal amount from Life membership fees cannot be used for any other purpose. Only the interest from this deposit can be used for operational expenses each year. Life membership will confer two votes for the couple.
- 5.7.** Term of membership shall be subjected to the following rules:
- 5.7.1 Term of annual membership shall be for the calendar year (January 1 to December 31) and becomes effective from the date of becoming a member or renewing the membership until December 31. Renewing members should pay their membership dues by January 31 or by the first TSM event of the year. If not paid by January 31 or the first TSM event, membership benefits will cease on the latter date and will resume when fees are paid.
- 5.7.2 Term of life membership shall be for lifetime of the single members or longest living spouse.
- 5.7.3 Membership is not transferable.
- 5.7.4 A member in good standing shall be one without arrears at the time of participating in any activity of the Tamil Sangam.
- 5.7.5 Members can forfeit their membership at any time. They need to convey their preference to the EC in writing. Membership fees shall not be refunded under any circumstances.
- 5.7.6 Members who paid their membership due at least three months before the election date shall be eligible to vote or participate in the immediate election.
- 5.8.** 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 EC and BoD.

## **ARTICLE 6**

### **DUTIES OF OFFICERS**

#### **6.1 President**

- 6.1.1. The President shall call and preside over the meetings of the Tamil Sangam EC and also of the joint meeting between the EC and BoD.
- 6.1.2. The President shall call the BoD at least twice a year for a joint meeting with the EC.

- 6.1.3. The President shall inform the BoD on any individual expense over \$5000 (e.g., food for a function or inviting an artist from India is considered an individual expense).
- 6.1.4. Any expenses/investment by TSM above \$50,000 should be approved by a majority of the General body meeting.
- 6.1.5. He/She shall, with the approval of the committee, appoint members for any special committees for specific purposes. These special committees are accountable to the EC.
- 6.1.6. He/She shall be the person who will sign all documents for and on behalf of the Tamil Sangam. When entering into any contractual relationship with any external organization, these documents must be signed by both the President and the Vice-President. He/She is also authorized to sign checks on behalf of the Tamil Sangam in addition to the Treasurer.
- 6.1.7. He/She shall assume the duties of Vice-President and/or Treasurer during their temporary absence.
- 6.1.8. He/She shall enforce the Bylaws, perform all duties incident to his/her office and such other activities which may be assigned to him/her from time to time by the EC. He/She will be responsible for planning the various functions of the Tamil Sangam and making the necessary arrangements.
- 6.1.9. When the EC changes, the outgoing President along with the Secretary and Treasurer should schedule a meeting with the incoming EC and hand over all documents, checks, property papers, articles of Incorporation and any other documents pertaining to Tamil Sangam activities, the latest by December 31. The documents include (but are not limited to) the list of Tamil Sangam properties, soft copy of the membership list, their email addresses, website admin login information, newsletter email login information, etc. He/she is encouraged to use TSM's email address for official communications and required to archive all official communications.
- 6.1.10. He/She shall make sure that the annual expenses in any calendar year shall not exceed the annual income for the same calendar year. In the event of projected expenses likely to exceed the annual income for that year, prior approval must be obtained from the EC and BoD.
- 6.1.11. He/She shall consult the EC in all key decisions such as major expenses, celebrity invitees particularly if inviting from India. He/She shall make all relevant information transparent to the EC and the BoD.
- 6.1.12. He/She shall get the majority approval of the EC and the BoD before becoming a paying member to any external organization or committing Tamil Sangam to recurring expenses related to that external organization. This approval must be ratified every calendar year.
- 6.1.13. The President is a voting member of the EC and in the event of a tie in the EC voting, the President shall have the tie-breaking vote.
- 6.1.14. The President or the EC shall not enter into a memorandum of Understanding (MoU) or any other Agreement with any other organization for the period extending beyond their tenure.

6.1.15. He/she will abide by the MoU signed with the Tamil School of Missouri.

## **6.2 Vice-President**

6.2.1. The Vice-President shall perform all the duties of the President during his/her absence, and any other duties assigned to him/her from time to time by the President, except the following:

6.2.1.1. The Vice-President shall not contractually bind the organization in any documents without the knowledge and co-signature of the President.

6.2.1.2. The Vice-President will not have the authority to sign checks on behalf of the organization.

6.2.2. The Vice-President will take over the presidentship if the President is no longer in office, and perform all the duties of the President until the end of the term.

6.2.3. The Vice President is a voting member of the EC.

## **6.3 Secretary**

6.3.1. The Secretary shall operate under the general direction of the President.

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

6.3.3. He/She shall attend to all correspondences, questions, and communications from either current members of the Tamil Sangam or any prospective future members and keep the EC informed of such communication from time to time.

6.3.4. He/She shall be the custodian of all records, 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. He/she shall archive all documents and transition to the new team.

6.3.5. He/She shall send notice of upcoming committee meetings to all EC members and in the case of a joint meeting with the BoD, both members of the Board as well as the EC.

6.3.6. He/She shall arrange for meeting places and will reserve auditoriums for Tamil Sangam functions.

6.3.7. The Secretary is a voting member of the EC.

## **6.4 Joint Secretary**

6.4.1. He/She shall assist the Secretary in all of the Secretary's activities as requested by the Secretary.

6.4.2. He/She shall perform all the duties of the Secretary in his/her absence and will help with any requests from the President.

6.4.3. The Joint Secretary is a voting member of the EC.

## **6.5 Treasurer**

6.5.1. The Treasurer shall make, countersign, and endorse in the name of Tamil Sangam all checks, drafts, notes, and other invoices for the payment of money, under the direction of the President.

6.5.2. He/She shall have charge and custody of, and be responsible for, all funds which the Tamil Sangam may receive and shall deposit such funds in the name of Tamil Sangam in such banks as are designated by the EC.

6.5.3. 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 generally accepted accounting principles.

6.5.4. He/She shall present an up-to-date financial report at the EC meetings on request.

6.5.5. He/She shall send a copy of the monthly statement from the bank to all the EC members and BoD on demand, limiting to one report per month.

6.5.6. He/She shall send a copy of YTD Income and expense statement and Balance Sheet at the end of June and December to the members of the EC and to the BoD.

6.5.7. He/She shall perform all duties incident to the Office of the Treasurer and such other duties as may be assigned to him/her by the President.

6.5.8. He/She shall file any state, Federal or any other regulatory returns within the appropriate deadline and provide a copy of such returns to the EC.

6.5.9. He/She shall get TSM's accounts audited by a qualified professional at the end of the first year of their tenure period.

6.5.10. During the annual meeting, the Treasurer shall submit an Income and Expense statement for the year that just ended along with the same for the previous year and similarly a balance sheet for the year just ended along with the same for the previous year. If any member wants a copy of financial report, he/she can request the information from the EC and the EC will send a copy of the financial report presented at the annual meeting in a timely manner.

6.5.11. The Treasurer should provide signed receipts (or with electronic signature) for any contributions/payments received, if requested.

- 6.5.12. All collections received in the form of cash should be deposited in the bank within two weeks and no more than \$250 shall be kept as petty cash.
- 6.5.13. Information relating to any payment of over \$500 should be shared with the rest of the EC. An invoice or documentation for any expense over \$50 whether paid in cash or by Check/Credit Card should be kept for that calendar year and 30 days after the income and expense statement is presented to the General Body in the following year.
- 6.5.14. He/She shall immediately bring to the attention of the EC if Tamil Sangam's expenses are likely to exceed the income for that calendar year.
- 6.5.15. As a good practice, the Treasurer should promote using a copy of TSM's tax exempt status when making purchases on behalf of TSM to avail the sales tax exemption in Missouri.
- 6.5.16. The Treasurer shall be responsible for the creation/maintenance of a separate account for charitable purposes. The funds from this account can only be used for charitable purposes and not for operating purposes.
- 6.5.17. The Treasurer is a voting member of the EC.

## **ARTICLE 7**

### **THE EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS**

- 7.1.** The EC of the Tamil Sangam for any fiscal year shall consist of the elected officers and officers appointed by the President.
- 7.2.** The elected office-bearer positions are: President, Vice President, Secretary, Joint Secretary and Treasurer.
- 7.3.** The President shall expand his/her committee by appointing up to six new members at his/her discretion. These appointed members do not carry the right to vote while the EC is fulfilling its duties in a democratic manner.
- 7.4.** The term of any elected EC shall be two years. In the case of any other interim committee occupying the office in unforeseen circumstances, the term would be only for the remainder of that outgoing committee's defined term. If the interim committee serves only less than a year, the reelection restriction clauses defined in this document are not applicable.
- 7.5.** The BoD for any fiscal year shall consist of five members.
- 7.6.** The members of the EC and the BoD shall be exclusive to each other. The President of the EC shall act as Chairperson only in joint sessions.
- 7.7.** The EC members shall exercise authority in the management and functioning of the Tamil Sangam.

- 7.8.** The EC members and the BoD cannot use/distribute Tamil Sangam properties and members' contact information including email addresses for religious, political, commercial or any other purposes. All communications pertaining to allied organizations (e.g., Tamil School of Missouri) shall be disseminated through TSM only to its members.
- 7.9.** The EC and/or the BoD does not have authority to remove any elected member. Such a removal requires a two-third majority vote of the general body.
- 7.10.** In extraordinary circumstances, if the current EC ceases to exist, the BoD shall form an interim EC in line with the sentiments of the members of the Tamil Sangam for the remainder of the term. The EC shall appoint an interim BoD for the remainder of the term should the current BoD cease to exist in extraordinary circumstances.

## **ARTICLE 8**

### ELECTION AND TERMS OF OFFICE

#### **8.1. Eligibility**

##### **8.1.1. Eligibility for President**

8.1.1.1. He/She should have been an active member of TSM for a minimum of five years prior to the election and in good standing. This person shall serve no more than two terms and the two terms cannot be consecutive. This rule shall be disregarded only in the event when no nominations are submitted for the post of President. The candidate for President is expected to disclose his/her primary occupation and any conflict of interest. This conflict could be in the form of assuming positions in other cultural organizations. If any non-disclosure is found after the elections, the EC and BoD will evaluate the nature of the conflict and decide if the President can be allowed to continue in office or not. While serving the term, the President shall accept any such conflicting roles only with the approval of the EC and the BoD.

8.1.1.2. He/She should have contributed to the Tamil community through other means (e.g. elected or nominated member in previous EC of TSM or Office bearer of any other major community project sponsored by TSM).

##### **8.1.2. Eligibility for Vice President and other elected positions**

8.1.2.1. Candidates for Vice President should have been active members of TSM for a minimum of five years prior to the election and in good standing. Candidates for other elected positions (Secretary, Joint Secretary, and Treasurer) should have been active members of TSM for a minimum of three years prior to the election and in good standing. This requirement for Secretary, Joint Secretary, and Treasurer can be disregarded if no eligible candidates are available.

### 8.1.3. Eligibility for Board of Directors

8.1.3.1. The President of the outgoing EC will automatically become a Director in the incoming BoD. The remaining four are elected members.

8.1.3.2. He/She should have been an active member of TSM for a minimum five years prior to the election and have served the community either in a direct or indirect capacity.

## 8.2. Election Process

8.2.1. The outgoing EC shall be responsible for conducting the election about three months prior to the end of their term in office. A three member Election Committee shall be selected by the EC and BoD about 45 days prior to the election. The election committee members should not be from the EC or BoD and should be acceptable to a majority of the members of the EC and BoD and capable of maintaining harmony among the members throughout the election process.

8.2.2. The Election Committee shall be responsible for planning the timeline for the entire election process. The Election Committee's decisions shall be treated as final during the entire election process.

8.2.3. If the Election Committee members are eligible to cast their vote, they can fulfil their rights while performing their election duties.

8.2.4. The Election Committee shall determine the number of volunteers required to conduct the election. The EC (Executive Committee) shall be responsible to aid the election process with necessary materials, volunteers, and communications.

8.2.5. The Election Committee shall be responsible for communicating the rules and regulations defined in the bylaws to the general body members through an exclusive email while announcing the election about 30 days prior to the election date.

8.2.6. A minimum of a two week time period shall be given for the TSM members to send in their nominations. Each member shall nominate for only one position. No nominations shall be accepted after the announced due date. The candidates are required to send in their nominations in the prescribed mode and format provided by the Election Committee. If there is no nomination filed for the President position within the due date for the nomination, the Election Committee should communicate the same to the EC (Executive Committee) within about 48 hours after the due date. The Executive Committee and Board of Directors should discuss as a group and find a suitable candidate for the position of the President considering the eligibility requirements listed in the bylaws for this position. If necessary, the Executive Committee and Board of Directors can jointly relax the eligibility requirements for the President position by consensus or majority vote. The Executive Committee and Board of Directors or their representative(s) should speak with the individual selected for the President position and get his/her concurrence to serve as the President of TSM and then appoint that individual as the President. In case there is no consensus among the group consisting of Executive Committee and Board of Directors on the candidate being considered for the President position, a simple majority vote among the group consisting of Executive

Committee and Board of Directors should be used to select the President. The Executive committee will then communicate the name of the selected individual to the Election Committee. The selection of the President by the Executive Committee and Board of Directors should be completed in a timely manner, preferably before the election date, but no later than December 15<sup>th</sup>, unless the circumstances are beyond their control. The Election Committee shall announce the name of the President along with other elected officers as applicable.

- 8.2.7. The provisional eligibility of the candidates shall be confirmed and communicated to the candidates within about 48 hours after the due date. In exceptional cases, the Election Committee can revoke/revise the candidacy of the candidates any time prior to the election date if any discrepancies were found during the candidates' qualification review process. The Election Committee is expected to make every effort to validate the eligibility of the candidates to avoid any last minute confusion.
- 8.2.8. If more than one candidate filed nominations for a given position, the Election Committee is responsible for conducting the election for that position.
- 8.2.9. All TSM members in good standing who are members for a minimum of three months prior to the election date are eligible to vote.
- 8.2.10. Each eligible member shall vote for the EC and BoD on a single ballot paper. Proxy and remote voting are not allowed. Only in-person voting is allowed.
- 8.2.11. The Election shall follow the closed ballot process.
- 8.2.12. The Election Committee shall announce the provisional results on the same day of the election.
- 8.2.13. Any disputes/challenges to the election results should be submitted in the prescribed mode within about 24 hours from the announcement of results to the Election Committee. The Election Committee is responsible for resolving all disputes appropriately within about seven days from the election date.
- 8.2.14. The Election Committee shall be responsible to preserve the election artifacts for a period of six months. The election artifacts shall be destroyed after this time period.
- 8.2.15. Any unfilled/vacant position with the exception of the President position shall be filled by the elected members of the incoming EC based on the eligibility requirements for the position.
- 8.2.16. The Election Committee members shall refrain from campaigning in favor or against any candidate.
- 8.2.17. In case of a tie for any position the winner shall be decided by a coin toss.
- 8.2.18. No EC shall be empowered to extend its own tenure to serve office.

## **ARTICLE 9**

### **MEETINGS**

#### **9.1. Regular Meetings**

9.1.1. Regular meetings of the Tamil Sangam EC shall be held on any date as decided by the President and the EC.

9.1.2. There shall be at least four such meetings every year.

9.1.3. The EC members and the nominated/appointed officers are highly encouraged to attend a minimum of 75% of the meetings.

9.1.4. If any of the EC members (elected or nominated) doesn't attend three consecutive meetings without any notification, the EC will send a warning communication to the member about this issue and request a response within a week. If the response is not acceptable, the EC and the BoD can make a decision to terminate membership in the EC. In this situation, there is no approval of the general body required.

#### **9.2. Meetings of the Board of Directors**

9.2.1. At least two meetings of the BoD shall be held in a year.

9.2.2. The BoD shall meet at the call of the President or a majority of its members.

9.2.3. The agenda for BoD meetings shall be prepared by the President and notice there of shall be sent to all members of the BoD and the EC.

9.2.4 A notice of at least seven days shall be given for the attendees whenever possible.

#### **9.3. Annual General Body Meeting**

9.3.1. The annual general body meeting shall be held on any day as determined by the EC and BoD.

9.3.2. The agenda for the General Body meeting shall be prepared by the President and notice there of shall be sent to all members of TSM.

9.3.3. A notice of seven days shall be given to the members whenever possible.

#### **9.4. Special General Body meeting**

- 9.4.1. All General Body Meetings other than Annual General Meetings shall be called Special General Body Meetings.
- 9.4.2. If needed, the EC may convene a Special General Body meeting any time of the year. The EC should also convene a Special General Body meeting if at least one third of Tamil Sangam members request for it. These members may obtain from the EC the precise count of current members.
- 9.4.3. A notice of seven days shall be given for the attendees whenever possible.
- 9.4.4. No business shall be transacted at the meeting unless a quorum (at least 50% of TSM members) is present.
- 9.4.5. If a quorum is not present within half an hour from the scheduled start time of the General Body meeting, the meeting shall be dismissed and rescheduled for a future date.
- 9.4.6. A majority vote of all members present at the meeting shall be necessary to adopt any resolution. On all questions a vote shall be taken. There shall be no votes by proxy for any reason whatsoever.

## **ARTICLE 10**

### TAMIL SANGAM YOUTH VOLUNTEER ORGANIZATION (TSYVO)

- 10.1.** TSYVO is the youth wing of TSM. Students who are in 6<sup>th</sup> grade to 12<sup>th</sup> grade are eligible to become members of TSYVO.
- 10.2.** Students are eligible to become TSYVO members only if their families have TSM membership. TSM will provide support to TSYVO to verify membership eligibility.
- 10.3.** TSYVO will manage its own funds, members, constitution and its operations.
- 10.4.** TSM allows TSYVO to hold any fund raising activities such as games, sale booths and receive any donations at its program premises. TSYVO may also hold its own fund raising events elsewhere.
- 10.5.** TSM disseminates information about TSYVO's projects and activities through TSM's proprietary items including its website and email.
- 10.6.** TSM may request TSYVO members to help coordinate and conduct its events.
- 10.7.** TSM may send its office bearers to TSYVO's monthly meetings periodically.
- 10.8.** TSM may send its office bearers to TSYVO's general body meetings and yearly election meetings. The intent is to support and coordinate the logistics efficiently.
- 10.9.** TSM is responsible to collect TSYVO's annual financial report for its tax filing purpose.

- 10.10.** TSM may encourage TSYVO members and support TSYVO activities as appropriate. TSM may also recognize the TSYVO group as appropriate at its events.
- 10.11.** Certificates documenting TSYVO members' volunteer hours are issued to TSYVO members as an official document signed by the Presidents of TSM and TSYVO at the end of each school year.
- 10.12.** TSYVO will not hold any cultural event on its own.
- 10.13.** TSM may support TSYVO activities by lending its 501 (C) (3) certificate for the purchase of materials and supplies for TSYVO projects.
- 10.14.** TSM will encourage TSYVO office bearers and members to do presentations at TSM events about TSYVO's volunteer activities and service projects. TSYVO may include its annual financial summary in this presentation.
- 10.15.** TSM may invite TSYVO's executive committee for a meeting with its EC annually to discuss the status of activities and new initiatives in both organizations.

## **ARTICLE 11**

### TAMIL SCHOOL OF MISSOURI

- 11.1.** TSM and Tamil School of Missouri have been working together closely and synergistically for a number of years for the benefit of the Tamil speaking community in the state of Missouri. Please refer to the attached Memorandum of Understanding document (Appendix 1) signed by TSM and Tamil School of Missouri for details.

## **ARTICLE 12**

### DISSOLUTION

- 12.1.** A petition with signatures from not less than 50% of TSM members in good standing should be submitted to the EC for consideration for the dissolution of TSM.
- 12.2.** The EC and the BoD will circulate the proposal to dissolution to all members in good standing within about 30 days of the receipt of the petition.
- 12.3.** A general body meeting will be held within about 30 days for voting.
- 12.4.** A two thirds of the general body voting for dissolution of TSM is required. Upon dissolution of the Tamil Sangam of Missouri, the BoD shall, after paying or making provision for the payment of all the liabilities of TSM, dispose all the remaining assets in the following order: Tamil School of Missouri and/or one or more organizations operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as a tax exempt organization or organizations under

Section 501c (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

- 12.5.** The General body will vote and the EC and the BoD shall dispose all remaining assets to the selected organization(s).

## **ARTICLE 13**

### **AMENDMENTS/REVISION/REPLACEMENT OF BYLAWS**

- 13.1.** Amendments to the bylaws can be proposed by the EC or at least one third of the members of the TSM.
- 13.2.** The EC by a simple majority vote shall propose any amendment to the bylaws.
- 13.3.** Any member of the TSM in good standing shall propose any amendment to the bylaws with the support of at least one third of the membership of the TSM. Such requests must be submitted in writing to the EC with the proof of signatures or approval emails at least 30 days prior to the annual/special general body meeting.
- 13.4.** The EC shall communicate in writing the proposed amendments(s)/ revision/replacement to the bylaws to all TSM members at least two weeks prior to the annual/special general body meeting.
- 13.5.** The EC shall provide an option for the members to provide their approval (e.g., via email) prior to the General Body meeting in case they are unable to attend the general body meeting due to unavoidable reasons.
- 13.6.** Amendments/ revision/replacement to the bylaws shall be made only at the annual/special general body meeting by a two-third affirmative vote of the members present and the members who sent their approval prior to the meeting.
- 13.7.** The current bylaws should be uploaded onto the TSM website and kept in the Secretary's records and all old versions of the bylaws should be archived both in the TSM web site and the Secretary's records.

## **ARTICLE 14**

### **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 Missouri

- 14.1.** Purpose

14.1.1. The purpose of the conflict of interest policy is to protect the tax-exempt Tamil Sangam's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests 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.

## **14.2. Definitions**

### **14.2.1. 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.

### **14.2.2. 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.

## **14.3. Procedures**

14.3.1. 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.

14.3.2. 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.

### **14.3.3. 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 interests, 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.

#### 14.3.4. 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.

#### 14.4. 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.

#### 14.5. 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 a charitable organization and in order to maintain its federal tax exemption status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **14.6. Periodic Reviews**

To ensure that 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 of Tamil Sangam 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.

#### **14.7. Use of Outside Experts**

When conducting the periodic reviews as provided for in paragraph 6, 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.

### **ARTICLE 15**

#### **FUNDRAISING FOR CHARITY COMMITTEE**

- 15.1** The Fundraising for Charity Committee is an adhoc group called together by the President or EC for specific charity purposes. This Fundraising for Charity Committee will support TSM's overall mission through strategic plans designed to promote and acquire financial support for specified direct donations.
- 15.2** All effort needs to be made to use the funds raised for a specific cause to be used for the named cause only. Any remaining amount after fulfilling the specific cause shall be deposited into the charitable account and these funds can be used for other charity work. The spending on all charity projects needs to be discussed and approved by the EC and BoD.
- 15.3** The Fundraising for Charity Committee reports to the President and EC.
- 15.4** The annual report of the Treasurer of TSM shall also report on the activities of the Fundraising for Charity Committee.
- 15.5** TSM shall refrain from selecting any non-secular or partisan-identified organization for its charity effort.
- 15.6** TSM is responsible for the monitoring of the project: the disbursement of funds, making sure that the funds are appropriately spent for the defined purpose and making all efforts to prevent the mishandling of funds.
- 15.7** TSM shall be responsible for providing a detailed financial report to the general body for each fundraising event that includes details of the beneficiaries with proper evidence.
- 15.8** TSM's EC is the only authorized entity to open and/or manage any form of financial accounts.

## **ARTICLE 16**

### **PUBLICATIONS**

- 16.1.** The publications of the Tamil Sangam include “Poonjolai,” which is the property and official organ of the Tamil Sangam, and any other literature sanctioned by the EC and BoD.
- 16.2.** An editorial committee shall be appointed by the EC to prepare and publish “Poonjolai.” The editorial committee shall consist of an Editor and sub editors. The President and a member from the EC and/or the BoD may be included in the Editorial Committee if necessary.

## **ARTICLE 17**

### **EFFECTIVE DATE**

- 17.1.** If this bylaw is approved by the general body meeting as a replacement to the existing bylaw, it shall become effective immediately.

## **APPENDIX-1**

Memorandum of Understanding (MoU) document signed by TSM and Tamil School of Missouri (See attached MoU document).