

**BY-LAWS**  
**OF**  
**NRUPATHUNGA KANNADA KOOTA OF ATLANTA, GEORGIA**

**ARTICLE I.**

**Name and Principal Office**

The name of the Association shall be NRUPATHUNGA KANNADA KOOTA OF ATLANTA, GEORGIA (hereinafter, "the Association"). The principal offices are located at 660 Crescent Ridge Trail, SE, Mableton, Cobb County, Georgia.

**ARTICLE II.**

**The Purpose**

The purpose of the Association is:

- a. To preserve and promote the cultural and linguistic traditions of Karnataka State (India) and its people.
- b. To foster understanding and friendship between Kannada speaking people and other members of the community.
- c. To participate in, conduct and promote cultural, educational and humanitarian activities either in the name of the Association and/or with other non-profit organizations.

**ARTICLE III.**

**Duration**

The Association will be of perpetual duration and will not be for profit or for business.

**ARTICLE IV.**

**Membership**

- a. The membership of the Association shall be open to all those who support and subscribe to the purposes listed in Article II. Such members shall constitute the general body of the Association.

- b. Membership shall be granted after receipt of annual dues. The amount required for annual dues shall be \$30 per year for individuals and \$50 per year for families, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.
- c. Each member shall be eligible to cast one (1) vote in the Association elections. Family membership includes Husband and Wife (2 votes).

## **ARTICLE V.**

### **Meetings of Members**

- a. General Meeting: There will be at least one (1) General Body Meeting per year of all the members. The Meeting shall be held between the months of January and March, the specific date, time and location of which will be designated by the President of the Executive Committee and the Chairman of the Board of Directors. The General Body meeting may be held in conjunction with the Association program.
- b. Special Meetings: Special Meetings may be called by a simple majority of the Board of Directors.
- c. Notice of Meetings: Notice of each meeting shall be given to each member, via mail, emails, or by telephone, not less than two (2) weeks prior to the meeting.
- d. Quorum: Fifty one percent (51%) of the General Body shall constitute a quorum.
- e. Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## **ARTICLE VI.**

### **Board of Directors**

The Chairman of the Board shall act as a liaison between the Association, the Executive Committee and all the other non-profit organizations. BOD shall be responsible for all charitable, community involvement and the chairman of BOD will represent NKK in any national, regional associations such as IACA, AKKA etc.

- a. Initial Board of Directors: The initial Board of Directors will have seven (7) members. The newly elected President of the Executive Committee shall serve as one of the Board members for the first year. The remaining 6 (six) members shall be selected as per paragraph (f) below.

- b. Board role, size and compensation: The Board shall be responsible for overall policy and direction of the Association, and shall delegate responsibility of day-to-day operations to the Executive Committee. The Board shall ensure a smooth transition from one year to the next of the Executive Committee. The Board shall have no more than seven (7) members. The Board members receive no compensation. The outgoing President of the Executive Committee shall serve as one of the Board members. The remaining six (6) members shall be elected as per Paragraph (f) below.
- c. Terms: All *elected* Board members shall serve for a period of five (5) years, but shall be eligible for re-elections for up to three (3) consecutive terms. The immediate outgoing President of the Executive Committee who serves as a Board member shall serve only for a period of one (1) year unless the entire executive committee gets re-elected and in which case the Executive committee Board member continues for another term.
- d. Board Nominations: Request for nominations for the Board shall be sent by Chairman of the Board. Any paid member of the Association may submit up to five names to the Chairman (when vacancies become available upon the expiration of their tenure).
- e. Board Eligibility: To be eligible to be on the Board of Directors, each Board member should have been a paid member of the Association for three (3) consecutive years prior to the election year.
- f. Chairman of the Board: The members of the Board will elect a Chairman for the duration of five (5) years by simple majority vote. The immediate outgoing President of the Executive Committee who is serving as one of the Board members shall not be elected to serve as the Chairman of the Board. The Chairman of the Board has the right to dissolve the Executive Committee if evidence of gross negligence or misconduct is reported and such action must be approved by the General Body. The Chairman or Board members will act as advisors and are not obliged to be involved in the activities of the Executive Committee.
- g. Board Elections: Board elections shall be held every five (5) years. New Directors and current Directors shall be elected or re-elected, as the case may be, by the voting members at the General Meeting between the months of January-March. Directors will be elected by a simple majority of members present at the General Meeting. If any vacancies occur in between the election period, the Board shall appoint a member in good standing from the General Body of members for the duration of the period left by the leaving Board member. Eligibility requirements remain the same as mentioned in Paragraphs (d and e).

- h. Meetings and Notice: The Board shall meet at least once a year at an agreed upon time and place. An official Board meeting requires that each Board member have written notice at least one (1) week in advance.
- i. Quorum: A quorum must be attended by at least five (5) of the Board Members for business transactions to take place and for motions to pass.
- j. Fiscal Policies: The fiscal year of the Board shall be from January to December.
- k. Resignation and termination of Board: Resignation from the Board must be in writing and received by the Chairman of the Board. A Board member may be removed for other reasons by a majority vote of the remaining Directors.
- l. More than a single family number cannot serve on either the Board of Directors or the Executive Committee or both during a given term of office. If such a situation arises due to any reason, then one or more of the family members must voluntarily resign, the vacated position (s) will be filled according to the by-laws mentioned elsewhere in this document.

## **ARTICLE VII.**

### **Executive Committee**

- a. Executive Committee Role, Officers and Duties: The Executive Committee may appoint additional standing and ad hoc committees as needed. The Executive Committee shall be elected by a majority vote of the General Body of the membership. There shall be five (5) Officers of the Executive Committee: *President, Secretary, Treasurer and two (2) Members-at-large*. These Officers shall serve as the members of the Executive Committee. The Executive Committee shall have no right to amend the by-laws. The Executive Committee shall be required to keep the Board informed of all its activities. The Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and authorization of the full Board. The Board of Directors has the right to call upon the Executive Committee at any time to give a full report of all its activities.
- b. Terms: All Officers shall serve for a period of one (1) year, but shall be eligible for re-elections for up to two (2) consecutive terms. The outgoing President of the Executive Committee shall serve on the Board of Directors for the following year and as such shall not be eligible for re-elections.
- c. Executive Committee Nominations: Request for nominations for the Executive Committee shall be sent by the Chairman of the BOD. Any paid member of the Association may submit no more than five (5) nominations to the Chairman of the BOD. The nomination must include the name and optionally the capacity or

- position in which such person wishes to serve on the Executive Committee. One person cannot be nominated for multiple positions.
- d. Executive Committee Eligibility: To be eligible to serve as an Officer on the Executive Committee, each Officer shall be a member in good standing having paid the Association dues for at least one (1) year prior to the elections.
  - e. Elections of the Executive Committee: The Executive Committee members shall be elected between the months of January-March every year by the General Body members. If any vacancies occur in between the election period, the Executive Committee shall appoint a member in good standing from the General Body of members for the duration of the period left by the leaving Executive Committee member.
  - f. Duties of the Officers: There shall be five (5) Officers of the Executive Committee: *President, Secretary, Treasurer and two (2) Members-at-large*. Their duties are as follows:
    - 1. *The President* shall convene regularly scheduled committee meetings, shall preside at all Executive Committee meetings, appoint committee members and perform other duties as associated with the office.
    - 2. *The Secretary* shall be responsible for the minutes of the Executive Committee, keep all approved minutes in a minute book, and send out copies of minutes to all.
    - 3. *The Treasurer* shall keep record of the organization's budget and prepare financial reports as needed. *The Treasurer* shall help develop fundraising plans and make financial information available to the Officers and the Association members. The Executive Committee must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the Executive Committee. Annual reports are required to be submitted to the Board of Directors showing income and expenditures. The financial records of the Association are public records and shall be made available to the General Body members, the Executive Committee Officers and to the Board of Directors.
    - 4. The 2 *members-at-large* serve the duties as assigned by the President and will have voting privileges in the executive committee decisions.
  - g. Meetings and Notice: The Executive committee can meet as often as needed. The Executive committee requires that each Officer have written notice at least one (1) week in advance.

## **ARTICLE VIII.**

### **Indemnification**

To the fullest extent allowed by applicable Georgia laws, the Association shall indemnify every Director, Officer and Committee member against any and all expenses, including, without limitation, attorney's fees, imposed upon or reasonably incurred by any Director, Officer or Committee member in connection with any action, suit or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which such Director, Officer or Committee member may be a party by reason of being or having been a Director, Officer or Committee member. The Directors, Officers and Committee members shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct or bad faith. The Directors, Officers and Committee members shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association and the Association shall indemnify and forever hold each such Director, Officer and Committee member free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any Director, Officer or Committee member may be entitled. The Association shall maintain adequate general liability and Directors' and Officers' liability insurance to fund this obligation, if such coverage is reasonably available.

## **ARTICLE IX.**

### **Amendments**

The Board shall have all the powers and authority to call for a General Body meeting to amend the by-laws. These by-laws may be amended by a two-thirds vote of General Body members present at any meeting, provided a quorum is present and provide a copy of the proposed amendment(s) are provided to each General Body member at least one (1) week prior to said meeting by the Chairman of the Board.

I, H.N. Ramaswamy, President of NRUPATHUNGA KANNADA KOOTA OF ATLANTA, GEORGIA, do hereby certify that the foregoing is a true and complete copy of the by-laws of this Association as posted on the Association website for thirty (30) consecutive days. No objections were raised during this time. As such, I do hereby certify that the foregoing is a true and complete copy of the by-laws of this Association as submitted to and adopted as the by-laws of this Association by its General Body members as of 20<sup>th</sup> day of November 2008.