

**CONSTITUTION & BYLAWS
OF
NRUPATHUNGA KANNADA KOOTA OF ATLANTA (NKK),
GEORGIA**

ARTICLE I: NAME AND REGISTERED OFFICE

Section 1: Name

The name of the Association shall be NRUPATHUNGA KANNADA KOOTA OF ATLANTA (NKK), GEORGIA (hereinafter, “the Association”).

Section 2: Registered Office

The Corporations shall at all times maintain a registered office and a registered agent. The registered office need not be the same as the Corporation’s principal office. For all communication purposes the registered office shall be that of the current President’s address or an assigned agent like Registrar, assigned Attorney, assigned CPA or other similar services that is legally allowed to accept all communication on behalf of the organization.

ARTICLE II: PURPOSE & OBJECTIVES

The Corporation is organized exclusively for cultural, charitable, humanitarian, literary, and educational purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax Code.

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 (Kannadigas) 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.
- d. To support and nurture Kannada language, culture, art forms and traditions from Karnataka, India.
- e. To promote closer professional and social interaction among its members and colleagues through social or cultural activities and educational events.
- f. To empower and facilitate the development of Kannadigas to progress in leadership, education and research within the profession
- g. To remain politically and religiously neutral
- h. To help fellow Kannadigas in need in whatever way possible allowed under current legal framework.

ARTICLE III: DURATION

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

ARTICLE IV: MEMBERSHIP

Section 1: Eligibility and Maintenance Requirements

- a. The membership of the Association shall be open to all those who support and subscribe to the purposes listed in Article II.
- b. Members should be able to prove some connection to Karnataka or Kannada as needed.
- c. Member shall be current with membership dues to maintain their membership
- d. Each member family shall have Two (2) votes and adult individual member shall get one (1) vote in association elections.
- e. Member must abide by the Association's Code of Conduct (including those pertaining to digital media).
- f. The Executive Council consisting of the Executive Committee and the Board of Directors shall develop a membership form or collect relevant information from all members at the time of registration and store the information securely. The Executive Council shall be responsible for safety of the data and the same data shall not be used for any other purposes without consent from the members.
- g. At the time of registration, a member shall acknowledge that he/she/family is/are eligible to be a member and that they have fulfilled all the requirements.
- h. The Executive Council consisting of the Executive Committee and Board of Directors must approve all new members.

Section 2: Member Categories, Rights and Privileges

Family Life Membership:

- a. Any family meeting the Eligibility and Maintenance Requirements will be eligible to be a Life member of the Association.
- b. One person from each Life member family is eligible to hold a leadership position on the Board of Directors, Executive Committee or special committees subject to being a member consistently for prior two (2) years
- c. Each Life member family is entitled to Two (2) votes in elections for officers for the Executive Committee or Board of Directors as well as other decisions that are put to the members to vote upon.

Family Yearly and Half Yearly Membership:

- a. Any family meeting the Eligibility and Maintenance Requirements will be eligible to be an Active Family Yearly or Active Family Half-Yearly member of this Association. Half Yearly membership is offered only between July 1 and December 31 of the year.
- b. One person from each Active member family is eligible to hold a leadership position on the Board of Directors, Executive Committee or special committees subject to being a member consistently for prior two (2) consecutive years

- c. Each Active member family is entitled to Two (2) votes in elections for officers for the Executive Committee or Board of Directors as well as other decisions that are put to the members to vote upon.

Individual Yearly and Half Yearly Membership:

- a. Any adult member meeting the Eligibility and Maintenance Requirements will be eligible to be an Active Individual Yearly or Active Individual Half-Yearly member of this Association. Half Yearly membership is offered only between July 1 and December 31 of the year.
- b. Each Active Individual member is eligible to hold a leadership position on the Board of Directors, Executive Committee or special committees subject to being a member consistently for prior two (2) consecutive years
- c. Each Active Individual member is entitled to one (1) vote in elections for officers for the Executive Committee or Board of Directors as well as other decisions that are put to the members to vote upon.

Student Individual Yearly and Half Yearly Membership:

- a. Any adult student meeting the Eligibility and Maintenance Requirements will be eligible to be an Active Student Individual Yearly or Active Student Individual Half-Yearly member of this Association. Half Yearly membership is offered only between July 1 and December 31 of the year.
- b. Active students are required to present unexpired student identity card or a recent letter from respective educational institution at membership and every meeting or event for admittance.
- c. Active Student Individual members are **not** eligible to hold a leadership position on the Board of Directors or Executive Committee.
- d. Active Student Individual members are **not** entitled to vote in elections for officers for the Executive Committee or Board of Directors as well as other decisions that are put to the members to vote upon.

Section 3: Membership Dues

Dues shall be determined and/or modified by a two-thirds majority vote of the combined Executive Committee and Board of Directors; and ratified by the general membership appropriately.

- a. The Family Life Membership dues are set at \$750.00 as of 2018. Family Life Membership will be valid for the life time of the principal member and his/her spouse and dependent children. Family Life Membership will not carry over to independent children or any other family member. Independent children need to take their own membership. Family Life Membership will not inherit to children or any other family member.
- b. The Family Yearly Membership dues are set at \$75.00 per annum as of 2018. Family Yearly Membership will be valid for the principal member, his/her spouse and dependent children. Family Yearly Membership will not carry over to independent children or any other family member. Independent children need to

- take their own membership.
- c. The Family Half-Yearly Membership dues are set at \$45.00 per annum as of 2020. Family Half-Yearly Membership will be valid for the principal member, his/her spouse and dependent children. Family Half-Yearly Membership will not carry over to independent children or any other family member. Independent children need to take their own membership.
 - d. The Individual Yearly Membership dues are set at \$50.00 per annum as of 2018.
 - e. The Individual Half-Yearly Membership dues are set at \$25.00 per annum as of 2020.
 - f. The Student Individual Yearly Membership dues are set at \$50.00 per annum as of 2018. Student membership expires at the expiration of student status or the calendar year whichever is earlier.
 - g. The Student Individual Half-Yearly Membership dues are set at \$25.00 per annum as of 2020. Student membership expires at the expiration of student status or the calendar year whichever is earlier.
 - h. All Yearly membership dues shall become payable on the 1st of January each year.
 - i. The term for all Yearly memberships shall be from the 1st of January to 31st of December each calendar year.
 - j. The term for all Half-Yearly memberships shall be from the 1st of July to 31st of December each calendar year.
 - k. All payments will be final and no refunds/adjustments will be offered.

Section 4: Loss of Membership Privileges

Any member who shall fail to pay any dues after they become payable shall be deprived automatically of all rights and privileges of the membership, such deprivation shall continue as long as such dues remain unpaid.

Any member who shall violate the Constitution or Bylaws of the Association may be suspended by two-thirds majority vote of the combined Executive Committee and Board of Directors. Falsification of any information at registration will automatically nullify membership.

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 at a suitable time, 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 Executive Committee and Board of Directors. A special meeting of may be requested by 50% of all active members if there are any outstanding and urgent issues that need immediate attention.

- c. **Notice of Meetings:** Notice of each meeting shall be given to each member, via mail, emails, or by telephone or other electronic methods, not less than two (2) weeks prior to the meeting.
- d. **Quorum:** Fifty-one percent (51%) of the General Body shall constitute a quorum. In case there is no quorum in a meeting to take a decision, a second meeting will have to be called giving adequate time and notice to all members. In case the second meeting does not have quorum, the Chairman of the Board of Directors in consultation with the full Board of Directors and Executive Committee shall initiate electronic voting to finalize resolutions.
- e. **Voting:**
 - a. General matters shall be decided by a simple majority of those present at the meeting subject to quorum in which the vote takes place.
 - b. Voting on constitutional matters will require two-thirds majority vote from members subject to quorum and shall follow the same guidelines for constitution and bylaw amendment.
 - c. Voting for Board of Directors or Executive Committee shall be conducted by an independent Three (3) member election committee headed by a Chief Election Officer. The Election officers are to report their findings, nominations, deadlines and procedures from time to time and shall communicate with the current Executive committee and Board of Directors to ensure that the entire process is transparent, democratic and follows the association's constitution and bylaws.
 - d. The Board of Directors headed by the Chairman will be responsible for setting up an independent three (3) member election committee by 15th of November. The three (3) members will elect a Chairman of the election committee amongst themselves and this Chairman will be the Chief Election Officer. The Board of Directors and Executive Committee shall facilitate smooth and impartial elections in a democratic set up without interfering in any way. The entire election process shall be transparent and open to all members subject to the various articles & requirements of the constitution and bylaws of the association.
 - e. The election committee may conduct elections in the form of paper ballot or any acceptable form of electronic voting.
 - f. The election committee headed by the chief election officer will be fully responsible for the complete election process including developing a nomination form, taking nominations, verifying membership, making sure the constitution & bylaws are followed, conduct of elections as needed and declaration of results in a timely manner.
 - g. To contest for any position in the Executive Committee or the Board of Directors, a member's name shall be proposed by another member in good standing and the same name shall be seconded by Two (2) other members in good standing. All nominations shall have a total of Four (4) separate signatures of members in good standing.
 - h. Any member in good standing shall not propose the name(s) or second the name(s) of more than Three (3) individual members for any election or nominating process.
 - i. Any member seeking any position in the Executive Committee or the Board of Directors shall acknowledge that they fulfil all requirements for the position as stated in the constitution and bylaws.

ARTICLE VI: BOARD OF TRUSTEE(S)

The head board of trustees along with other Trustees or simply Trustees will be a long term group of life members of Nrupathunga Kannada Koota (NKK) ultimately protecting the long term interest of NKK and its members. The Trustees play a non-executive, advisory and voluntary role basically providing guidance and long term vision for the organization. Trustees will be responsible for promoting and facilitating a harmonious functioning within NKK and other related organizations and also act as arbitrators in case of any conflicts. Board of Trustees will supersede both the Executive Committee and the Board of Directors if need be. By becoming a member of NKK, the member basically agrees to arbitration of any conflict with the Board of Trustees as arbitrators rather than any kind of litigation in the court of law thereby settling the matter internally and amicably.

1. Initial Board of Trustees:

- a. The board of Trustees may consist of a minimum of One (1) member to a maximum of eighteen (18) members
- b. The head of the board of Trustees will be elected internally for a period of one (1) year and this term may be extended by reelection every year as needed.
- c. The head of the board of Trustees shall not have voting rights in case of any internal vote similar to the President in the Executive committee or the Chairman in the Board of Directors

2. Role, size and compensation for Trustees:

- a. **Role:** Trustees have advisory role providing guidance & long term vision for the organization; arbitrate in case of conflicts; promote harmonious functioning and supersede both the Executive Committee and the Board of Directors in case of any internal conflicts. In case of any unresolved conflict that cannot be settled within, the Board of Trustees shall advise the general body of members to vote and decide on the matter.
- b. **Size:** Minimum of One (1) to a maximum of Eighteen (18) members in all.
- c. **Compensation:** Trustees receive no compensation whatsoever

3. Term of a Trustee:

- a. All Trustees shall have indefinite term till the size of Board of Trustees reaches a maximum of Eighteen (18) members.
- b. Once the Board of Trustees reaches the maximum number of members (18), the term shall be Three (3) years
- c. All elected Trustees shall be eligible for re-election for up to One (1) more term of Three (3) years subject to cooling off period similar to the Executive Committee or the Board of Directors.

4. Nomination for Trustee:

- a. The Board of Directors and members of the Executive Committee shall review list of members every year, verify eligibility per bylaws, obtain a written consent or obtain an application from the respective member and then induct the member into the Board of Trustees.
- b. In case the maximum number of members for the Board of Trustees is reached, nomination and election similar to Board of Directors shall be followed.
- c. A life member who meets all the eligibility criteria has a right to approach the President or Chairman requesting to be considered as a Trustee

5. Eligibility for Trustees:

All the following conditions to be met

- a. To be eligible to become a Trustee the member of NKK shall be a life member
- b. The life member or the spouse or both of them together shall have served either in the executive committee or the board of directors for at least five (5) years
- c. The life member or the spouse or both of them together should have contributed a total of ten thousand dollars (\$10,000) or Two percent (2%) of NKK's net worth whichever is higher as life time contributions to Nrupathunga Kannada Koota (NKK) excluding their membership dues. The total life time contribution amount of \$10,000 or 2% of NKK's net worth shall be calculated & verified by the Executive Committee and Board of Directors at the time of induction into the Board of Trustees.
- d. The life member and or the spouse shall be a legal resident of Georgia and or actively participate in the activities of NKK every year
- e. The life member shall commit to continue to participate actively in the activities of NKK
- f. The member shall be clear of all blemishes, criminal records or negative history.
- g. The member should sign the confidentiality agreement and code of ethics before they take office

6. Head Board of Trustees:

- a. The board of Trustees shall elect a head for internal operational purposes by a simple majority
- b. The term of head Board of Trustees shall be one (1) year and may be extended by reelection

7. Attendance Requirements for Trustees:

- a. Trustees shall make every effort to participate in all NKK events for general membership
- b. Trustees shall make every effort to attend all but will not be required to attend meetings of the Executive Committee and the Board of Directors
- c. Trustees shall be available for any comments, guidance or arbitration from time to time as required by the organization

8. Exit or removal from the Board of Trustees:

- A member of the Board of Trustees may leave the Board of Trustees
- a. Voluntarily for any reason or no reason or
 - b. If the member does not meet any of the eligibility criteria any more or
 - c. If there are any incompatibilities with the Board of Directors and members of Executive Committee by a two-third (2/3) majority of the Board of Directors and Executive Committee; and then have it ratified by a simple majority of general membership

ARTICLE VII: BOARD OF DIRECTORS

The Chairman of the Board shall act as a liaison between the Board of Directors and the Executive Committee and will be ultimately responsible for the Association. The Chairman along with the Board of Directors (BOD) is responsible for upholding the bylaws and constitution of the association and any decisions related to policy making. The Board of Directors (BOD) shall be responsible for all charitable activities and community involvement; and for deciding the appropriateness of such activities or events for the association. The Chairman of BOD with the entire Board in consultation with the President and Executive Committee will nominate the most suitable person in the Executive Council to represent NKK in any national, regional associations such as IACA, AKKA etc by a simple majority. The Board of Directors including the Chairman and the Vice-Chairman shall not interfere in the day to day functioning of the association.

1) Initial Board of Directors:

- a. The initial Board of Directors will have Nine (9) members including the Current President and Immediate Past President.
- b. The newly elected President of the Executive Committee shall serve as a President of the Executive Committee as well as one (1) of the nine (9) members of the Board for their One (1) year term.
- c. The outgoing President also called the Immediate Past President of the Executive Committee shall serve as one (1) of the nine (9) members of the Board for One (1) year.
- d. Remaining Seven (7) members for the Board of Directors shall be elected democratically.

2) Board role, size and compensation:

- a. The Board shall be responsible for upholding the constitution & bylaws, overall policy and direction of the Association, and shall not interfere in the day-to-day operations handled by the Executive Committee.
- b. The Board and remaining Executive Committee shall ensure a smooth transition from one year to the next of the Executive Committee or any office bearers as applicable.
- c. The Board shall have at least one (1) woman member.
- d. The Board members receive no compensation.

3) Terms:

- a. All elected Board members shall serve for a period of Three (3) years.
- b. All elected Board members shall be eligible for re-election for up to One (1) more term of Three (3) years subject to cooling off period.

4) Board Nominations:

- a. Request for nominations for the Board shall be sent by Chairman of the Board at least 30 days prior to expiration of term.
- b. Board of Directors headed by the Chairman shall be responsible for setting up a neutral and non-controversial election committee as necessary and hold timely nominations and/or elections as needed. The elections have to be fair and be conducted in a democratic, neutral, non-biased fashion.
- c. Any active member of the Association may submit up to Three (3) names – both propose or second combined to the Head of the Nominating Committee (when vacancies become available upon the expiration of their tenure).
- d. To contest for any position in the Executive Committee or the Board of Directors, a member's name shall be proposed by another member in good standing and the same name shall be seconded by Two (2) other members in good standing. All nominations shall have a total of Four (4) separate signatures of members in good standing.

5) Board Eligibility:

- a. To be eligible for the Board of Directors, each Board member should have been a paid member of the Association for Two (2) consecutive years prior to the election year.
- b. The member shall be clear of all blemishes, criminal records or negative history.
- c. The member should sign the confidentiality agreement and code of ethics before they take office

6) Chairman of the Board and Vice Chairman of the Board:

- a. The members of the Board will elect a Chairman and a Vice Chairman for the duration of one (1) year by simple majority vote.
- b. At the year end, the members of the Board must elect the Chairman and Vice Chairman for the next year.
- c. Chairman and Vice Chairman may run for re-election subject to cooling off period.
- d. The Chairman of the Board of Directors shall not have any vote in the Board matters until and unless there is a tie.
- e. The immediate outgoing President of the Executive Committee who is serving as one of the Board members shall serve as the Chairman of the Board during their One (1) year term.
- f. The Chairman and the Vice Chairman of the Board with a two-thirds majority vote of the Board of Directors may initiate dissolution of the Executive Committee if evidence of gross negligence or misconduct is proved.

7) Board Elections:

- a. Board elections for Board of Directors shall be held every three (3) years.
- b. New Directors and current Directors shall be elected or re-elected and transitioned into their roles, as the case may be, by the voting members at the General Meeting by January 1st of each year.
- c. If any vacancies occur in between the election period, the Board of Directors shall publish the vacancy to the general membership within 30 days of such vacancy becoming available, hold special elections and then elect 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 any member for the Board of Directors.

8) Meetings and Notice:

- a. The Board shall meet at least once every Two (2) months, more frequently if required at an agreed upon time and place
- b. An official Board meeting requires that each Board member have a notice at least one (1) week in advance.
- c. The Board of Directors meeting may be combined with the meeting of the Executive Committee members.
- d. Members may participate in a meeting through electronic communications, videoconferencing, teleconferencing, or other available technology which allows the participants to communicate simultaneously or sequentially

9) 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 within the Board of Directors.

10) Term: The term of the Board shall be from January to December.

11) Resignation and termination of Board:

- a. Resignation from the Board must be in writing and received by the Chairman of the Board.
- b. A Board member's membership may be terminated for various reasons including lack of participation, lack of attendance to more than Two (2) consecutive meetings without prior approval of the full board by a majority vote of the remaining Directors.

12) More than One (1) family member 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 constitution and bylaws.

13) The Board of Directors including the Chairman and Vice Chairman shall chair one or more sub-committees.

14) Cooling off Period:

- a. Any member who has served as a member of the Board of Directors for a cumulative of Six (6) years or
- b. a member of the Executive Committee for a cumulative of Four (4) years or
- c. a member of the Executive Committee and a member of the Board of Directors for a cumulative of Seven (7) years

shall stay outside the Executive Committee and Board of Directors for at least Two (2) years before seeking re-election to the Executive Committee or the Board of Directors.

ARTICLE VIII: EXECUTIVE COMMITTEE

1) Executive Committee Role and Officers:

- i) There shall be Eight (8) Officers of the Executive Committee: President, Secretary, Treasurer, Vice President – Public Relations, Vice President - Administration, Joint Secretary – Public Relations, Joint Secretary - Communications, and Joint Treasurer. These Officers shall serve as the members of the Executive Committee.
- ii) The Executive Committee shall have at least one (1) woman member.
- iii) The President in consultation with 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.
- iv) The Executive Committee will be responsible for the day to day operations of the Association.
- v) The Executive Committee shall take the Board of Directors into confidence in any policy matters and keep all the members of the Board of Directors and Executive Committee updated while taking any major decisions.

2) Terms:

- i) All Officers shall serve for a period of Two (2) years, but shall be eligible for re-election for up to One (1) more term of Two (2) years
- ii) In the first year of their term, new members of the Executive committee may take up any of the following roles - *Vice President - Administration, Joint Secretary – Public Relations, Joint Secretary - Communications, or Joint – Treasurer*
- iii) In the second year of their term, members of the Executive committee may take up any of the following roles - *President, Secretary, Treasurer, Vice President – Public Relations, Vice President - Administration, Joint Secretary – Public Relations, Joint*

- Secretary - Communications, and Joint Treasurer* based on below conditions.
Executive Members interested in continuing with their current role of first year (*Vice President - Administration, Joint Secretary – Public Relations, Joint Secretary - Communications, Joint Treasurer*) can do so only if there are no new members joining the Executive Committee. If there are new members joining the Executive Committee, then existing members cannot continue in the same role for *Vice President - Administration, Joint Secretary – Public Relations, Joint Secretary - Communications, Joint Treasurer* positions and need to make way for new members.
- iv) In case of re-election, first year of re-election is considered equivalent to the first year of the new member of the Executive Committee and they may take any of the following positions - *Vice President - Administration, Joint Secretary – Public Relations, Joint Secretary - Communications, or Joint Treasurer*
 - v) 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-election into the Executive Committee.

3) Executive Committee Nominations:

- a. Request for nominations for the Executive Committee shall be sent by Chairman of the Board at least 30 days prior to expiration of term.
- b. Board of Directors headed by the Chairman shall be responsible for setting up a neutral and non-controversial Election committee as necessary and hold timely nominations and/or elections as needed. The elections have to be fair and have to be conducted in a democratic, neutral, non-biased fashion.
- c. Any active member of the Association may submit up to Three (3) names – both propose & second to the Head of the Nominating Committee (when vacancies become available upon the expiration of their tenure).
- d. The election committee will receive nominations for Four (4) positions in the *Executive Committee every year - Vice President - Administration, Joint Secretary – Public Relations, Joint Secretary - Communications, and Joint Treasurer*. Existing members in the Executive Committee on their 2nd year of term may assume any of the following positions in the *Executive Committee - President, Secretary, Treasurer or Vice President - Public Relations, Vice President - Administration, Joint Secretary – Public Relations, Joint Secretary - Communications, and Joint Treasurer* based on general consensus or elections if need be. The nominations committee, elections committee, bylaw committee and the Board of Directors may work together if any situation arises that are not mentioned already.
- e. The *President, Secretary, Treasurer or Vice-President – Public Relations should have served for One (1) year as Vice President – Administration or Joint Secretary – Public Relations or Joint Secretary – Communications or Joint Treasurer* in Nrupathunga Kannada Koota (NKK) before assuming current role as *President or Secretary or Treasurer or Vice-President – Public Relations*.
- f. To contest for any position in the Executive Committee or the Board of Directors, a member's name shall be proposed by another member in good standing and the same name shall be seconded by Two (2) other members in good standing. All nominations shall have a total of Four (4) separate signatures of members in good

standing.

4) Executive Committee Eligibility:

- a. To be eligible for the Executive Committee, each Executive Committee member should have been a paid member of the Association for Two (2) years prior to the election year.
- b. The member shall be clear of all blemishes, criminal records or negative history.
- c. The member should sign the confidentiality agreement and code of ethics before they take office

5) Executive Committee Elections:

- a. Elections for members of the Executive Committee shall be held every Two (2) years.
- b. New members and current members of the Executive Committee shall be elected or reelected and transitioned into their roles, as the case may be, by the voting members at the General Meeting latest by January 1st of each year.
- c. Election for the Members of the Executive Committee may be held if a simple majority of general members are present at the General Meeting. In case more than half of the general members are not present for the meeting, then an electronic ballot is acceptable.
- d. If any vacancies occur in between the election period, the Board of Directors headed by the Chairman shall publish the vacancy to the general membership and then elect a member in good standing from the General Body of members for the duration of the period left by the leaving member of the Executive Committee. Eligibility requirements remain the same as any member for the Executive Committee.

6) Duties of the Officers:

a. President:

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.

The President shall be the principal executive officer of the Corporation and shall have in his or her charge the general direction and advancement of its affairs with authority to do such acts and to make such contracts as are necessary or proper to carry on the activities of the Corporation. He or she shall preside over all regular and special meetings of the Executive Committee and shall also perform those duties which usually devolve upon a president of a nonprofit corporation under the laws of the State of Georgia. The President may, during the absence of any officer, delegate said officer's duties to any other officer of the Executive Committee. He or she will serve as an official representative of this Association in its contact with government, civic groups, businesses and professional organizations for the purpose of advancing the objectives and policies of the Association. The president shall be tasked to perform such other duties as may be provided in these Bylaws and be an ex-officio member of all committees and have all the powers and duties vested in the office of the President.

b. Secretary:

The Secretary shall be responsible for the minutes of the Executive Committee, keep all approved minutes in a minute book or electronic record, and send out copies of minutes to all.

The Secretary shall issue notices of all meetings, shall keep the minutes of all meetings of the Executive Committee in a secure location, shall have charge of the seal of the Corporation (if any), shall serve as custodian for all library effects of the Association. He or she shall authenticate corporate records, and shall make such reports and perform such other duties as are incident to the office or which may be delegated to him or her by the President or Board of Directors. The Secretary shall also perform any other duties as may be assigned by the President or the members of the Executive Committee.

c. Treasurer:

The Treasurer shall be the chief financial officer of the corporation and is responsible to 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 Treasurer shall have access to all finances related to the Association including but not limited to all bank accounts like checking account, money market account, savings account, shares, bonds, brokerage accounts or any form of financial investment. The Executive Committee with the Board of Directors must approve the budget and all expenditures must be within the budget. The Treasurer shall perform such other duties as are incident to the office or as may be delegated to that office by the President or by the Board of Directors such as make disbursements to members to reimburse them for Association-related expenses, to affix signatures on checks and make withdrawals of funds, and keep full and accurate accounts of receipts and disbursements.

Any major change in the budget must be approved by the Executive Committee and the Board of Directors. Annual reports are required to be submitted to the Full Executive Committee and 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. The Treasurer shall sign all checks either by themselves or with the Chairman of the Board of Directors per association policy published in the constitution & bylaws. The Treasurer is responsible for timely filing of a tax return to the IRS on or before Dec 31.

d. Vice President - Public Relations:

The Vice President - Public Relations shall be responsible for all public relation encounters of the association, maintain the website and all social media pages pertaining to the organization. It is the Vice President - Public Relation's responsibility to make sure that the information on the website, social media or news

media appear as current as possible and co-ordinate with the secretary to synchronize the information with the information sent out officially. Vice-President Public Relations shall be spokesperson as needed in addition to the Chairman of the Board of Directors and the President of the Executive Committee

e. Vice President - Administration:

The Vice-President - Administration shall work closely with the President, Secretary and the Treasurer in all matters related with the administration related to the Association.

f. Joint Secretary – Public Relations:

The Joint Secretary - Public Relations shall work closely with the President, Secretary and Treasurer in all matters related with the Public Relations, maintaining website, social media sites related to the Association and also work with the Secretary in syncing all the information.

g. Joint Secretary - Communication:

The Joint-Secretary shall work closely with the Secretary in all matters like minutes of the Executive Committee meetings, keep all approved minutes in a minute book or electronic record, send out copies of minutes to all or any other form of communication.

h. Joint Treasurer:

The Joint-Treasurer shall work with the Treasurer in keeping record of the organization's budget and prepare financial reports as needed in addition to assisting the registration and general membership process.

7) Meetings and Notice:

- a. The Executive Committee shall meet at least once every Two (2) months, more frequently if required at an agreed upon time and place.
- b. An official Executive Committee meeting requires that each member have a notice at least one (1) week in advance.
- c. The Executive Committee meeting may be combined with the meeting of the Board of Directors
- d. Members may participate in a meeting through electronic communications, videoconferencing, teleconferencing, or other available technology which allows the participants to communicate simultaneously or sequentially

- 8) **Quorum:** A quorum must be attended by at least five (5) of the Members for business transactions to take place and for motions to pass within the Executive Committee.
- 9) **Term:** The term of the Executive Committee shall be from January to December.
- 10) More than One (1) family member 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) shall be filled according to the constitution and bylaws.
- 11) **Cooling off Period:**
- a. Any member who has served as a member of the Board of Directors for a cumulative of Six (6) years or
 - b. a member of the Executive Committee for a cumulative of Four (4) years or
 - c. a member of the Executive Committee and a member of the Board of Directors for a cumulative of Seven (7) years
- shall stay outside the Executive Committee and Board of Directors for at least Two (2) years before seeking re-election to the Executive Committee or the Board of Directors.

ARTICLE IX: SUB-COMMITTEES

The Association shall maintain the following Sub-committees. In addition to the listed Sub-committees, the President shall have the power to form ad-hoc committees of members as needed. The President will be required to take the Executive Committee to confidence and shall inform the Board of Directors whenever such a decision is taken. All general sub-committees will be headed by the Two (2) Co-Chairs – one from the Board of Directors and the second co-chair from the Executive Committee.

Section 1: Nominating Committee:

The Nominating committee shall consist of all current and past Chairmen or Chairpersons, Vice-Chairmen or Vice-Chairpersons, Presidents, Secretaries and Treasurers. Every year the nominating committee will elect a Head and the Head of the nominating committee is responsible for all duties of the committee. The number of members in this committee will keep growing, as more members that are new become office bearers and then retire from their active roles. The main objective of this nominating committee will be to identify talented members, recruit those members into various roles in sub-committees and then nominate promising individuals into the Board of Directors and Executive Committee to lead the association in accordance with the association's constitution and

bylaws. The nominating committee is required to present at least one eligible member for each position at the time of voting or as positions open up in the Board of Directors or Executive Committee. The committee develops a pipeline of leaders from within the membership to nurture and develop current and future leaders of the Association.

Section 2: Election Committee:

Election committee shall consist of Three (3) independent members who are not part of Executive Committee, Board of Directors or any other sub-committee. The Three (3) members will elect a Chief Election Officer. The election committee shall be responsible for the entire election process.

Section 3: Constitution and Bylaws Committee:

The Constitution and Bylaw committee shall consist of Three (3) members including Chairman of the Board of Directors, One member from the Board of Directors and One member from the Executive Committee. Any updates or amendments, interpretation of the language or execution of the constitution and bylaws shall be handled by the committee.

Section 4: General Sub-Committees:

All general sub-committees may have as many members as reasonably needed, but each sub-committee will be head by Two (2) Co-Chairs – one from the Board of Directors and another co-chair from the Executive Committee. All decisions shall be made in the best interest of the association and in case there is no consensus among members, the committee shall involve the entire Board of Directors and the Executive Committee to reach a decision. The below descriptions are mere recommendations and may be adopted or modified to suit interest of most members

1. Registration and Reception Committee:

Committee will be responsible for maintaining registration guidelines for membership, keep the membership dues updated, maintain a list of all active members and co-ordinate with the cultural committee in cross verifying membership of all participants. Members of the committee will also help the association in receiving guests of honor, dignitaries, artists or special invitees and take care of their needs. The committee members will work together with or without volunteers to check people in at events and help in hospitality.

2. Fund Raising Committee:

Committee will work closely with the President, Treasurer and Chairman of the Board of Directors in raising adequate finances for smooth functioning of all the programs and events planned for the year. Finalizing guidelines for fund raising, honoring all the promises made to sponsors, advertisers or donors; and acknowledging contributions will be among other responsibilities. The committee will be required to identify non- registration, non-membership sources of revenue for

- functioning of the association and collect the monies as needed.
- 3. Social and Cultural Committee:**
Identify suitable cultural programs for the various events, plan variety of programs to suit interest of most members; co-ordinate with event registrants and come up with specific timelines and schedules for programs. Responsible for reserving venues, ensure it has privacy and adequate capacity and ability to increase / decrease capacity as the attendee count becomes clearer.
 - 4. Stage and Audio Visual Committee:**
Responsible for taking care of stage set up, decoration, and tear down of the set up at the end of the program. Work with all performers to plan individual audiovisual requirements and make realistically possible accommodations. Work with association owned or outside equipment to make every event successful
 - 5. Food Committee:**
Committee will be responsible to come up with a suitable menu for every event that will serve food to members or invitees, arrange for catering the food and work out logistics to serve food on the day of the event. Team can involve volunteers as needed and will also be responsible for cleanup after the event wherever necessary.
 - 6. Social Media and Website:**
Responsibilities include maintaining social media presence and the website, updating material in a timely fashion and dissemination to general members through the secretary and take approval of the entire Board of Directors and the Executive Committee as appropriate.
 - 7. Women's Forum:**
Create a form for women members to socialize, network, enrich their knowledge, skill sets and form a support structure as needed.
 - 8. Youth Forum:**
Committee will identify talent in youth, bring it to the forefront and create a platform for each other to share their experiences, knowledge or form a support system.
 - 9. Publications:**
The committee shall promote literary activities like short stories, essays, poems in Kannada and publish them periodically. The publication committee may involve members of all ages, regions, skills and promote Kannada culture, traditions and identity.

ARTICLE X: FINANCES

Section 1: Fiscal Year:

The fiscal year of the Association shall begin on December 1st and end on November 30th of next year.

Section 2: General Operating Fund:

General operating fund to consist of all monies received.

This fund shall be used for paying all expenses incurred by the Association. Membership dues from Life members will be placed in a separate account for long term Association initiatives and reserves.

No Director, officer, employee, representative, or agent of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or any future federal tax code, or by an organization to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code or any future federal tax Code.

Section 3: Auditors:

The Executive Committee and Board of Directors with a 2/3 majority may elect to engage a certified public accountant to examine the financial statements of the Association and reports therein every year.

The summary of audited financial report shall be published to general membership and full report filed with Internal Revenue Service (IRS) on a timely manner as required by law.

ARTICLE XI: CONFLICT OF INTEREST

Section 1: Purpose:

The purpose of this conflicts of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Board Member of the Association 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 conflicts of interest applicable to nonprofit and charitable organizations. In no event, however, shall the Association, the Board of Directors, or any disqualified person approve of, or engage in, any act of self-dealing as defined in subsection (d) of section 4941 of the Internal Revenue Code or the corresponding provision of any future federal tax Code.

Section 2: Definitions:

The following definitions shall apply to this conflict of interest policy:

A. Interested Person. Any Board of Director, Officer, or member of a committee who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family;

- (1) an ownership or investment interest in any entity with which the Association has a transaction or arrangement;
- (2) a compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association 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 section 3 of this conflict of interest policy, a person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

Section 3: Procedures:

The following procedures shall apply to this conflict of interest policy:

A. 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 Board of Directors and members of Executive Committee considering the proposed transaction or arrangement.

B. 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 or she shall leave the Board of Directors and members of Executive Committee while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors and members of Executive Committee shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the Board of Directors & Executive Committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chair of the Board & Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board & Executive

Committee shall determine whether the Association 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. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board & Executive Committee shall determine by a majority vote of the disinterested persons whether the transaction or arrangement is in the Association'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.

D. Violations of the Conflicts of Interest Policy. If the Board of Directors or Executive 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. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board & Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceedings:

The minutes of the Board and all Executive Committee with delegated powers shall contain:

- (1) 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; and,
- (2) 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.

Section 5: Compensation:

A voting member of the Board of Directors or Executive Committee who receives compensation, directly or indirectly, from a Corporation for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from a Corporation for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the Board or Executive Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from a Corporation, either individually or collectively, are prohibited from providing information to any committee regarding compensation.

Section 6: Annual Statements:

Each Director, officer, and member of the Executive Committee and Board of Directors shall annually sign a statement which affirms such person:

- (1) has received a copy of the conflicts of interest policy;
- (2) has read and understands the policy;
- (3) has agreed to comply with the policy; and
- (4) understands the Association 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.

Section 7: Periodic Reviews and use of Outside Experts:

To ensure the Association 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 by independent outside experts. The periodic reviews shall, at a minimum, include the following subjects:

- (1) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
- (2) whether partnerships, joint ventures, and arrangements with other organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8: Prohibition of Self-Dealing:

Notwithstanding any other section of this conflicts of interest policy or these Bylaws or the Association's Articles of Incorporation, the Association, the Board of Directors, an officer, a substantial contributor, or other disqualified person, shall not approve of, or engage in, any act of self-dealing as defined in subsection (d) of section 4941 of the Internal Revenue Code or the corresponding provision of any future federal tax Code.

ARTICLE XII: COMPENSATION AND LOANS

Section 1: Compensation:

The Board of Directors and Executive Committee members of the Association shall receive no compensation for their services but shall be entitled to reimbursement for reasonable expenses incurred in connection with such service. In addition, the Board may make payments for such clerical assistance and for such professional services as

they deem necessary for the conduct of the affairs of the Association.

Section 2: Loans:

Under no circumstances shall the Association make loans to members, Board of Director members or Executive Committee members or any other persons.

ARTICLE XIII: COMPLIANCE WITH PRIVATE FOUNDATION REQUIREMENTS

Notwithstanding any other provisions of these Bylaws or the Articles of Incorporation, so long as this Association is deemed to be a “private foundation” as defined in Section 509 of the Internal Revenue Code, or any future federal tax Code, this Association:

- (1) shall distribute its income for each taxable year (and principal, if necessary) at such time and in such manner as not to subject this Association to tax under section 4942 of the Internal Revenue Code or the corresponding provision of any future federal tax Code;
- (2) shall not approve of, or engage in, any act of self-dealing as defined in subsection (d) of Section 4941 of the Code or the corresponding provision of any future federal tax Code;
- (3) shall not retain any excess business holdings as defined in subsection (c) of Section 4943 of the Internal Revenue Code or the corresponding provision of any future federal tax Code;
- (4) shall not make any investments in such a manner as to subject this Association to tax under Section 4944 of the Internal Revenue Code or the corresponding provision of any future federal tax Code; and
- (5) shall not make any taxable expenditure as defined in subsection (d) of Section 4945 of the Internal Revenue Code or the corresponding provision of any future federal tax Code.

ARTICLE XIV: GENERAL PROVISIONS

Section 1: Seal

The Association may adopt and use a seal. The seal shall consist of the word “SEAL” and the name of the Association within one or more circles.

Section 2: Fiscal Year

The fiscal year of the Association shall begin on December 1st and end on November 30th of next year.

Section 3: Parliamentary Procedure

To the extent not inconsistent with these Bylaws; the Association’s Articles of Incorporation; or any official act of the Association, the Association shall follow and be governed by the rules contained in the most recent edition of *Robert’s Rules of Order Newly Revised* in all cases in which such rules are applicable. However, to the extent that the

Association's Articles of Incorporation; these Bylaws; or an official act of the Association (including, but not limited to, corporate resolutions and all policies and procedures adopted by the Association), prescribe a different rule, then the Association's Articles of Incorporation; these Bylaws; or such official act of the Association, as applicable, shall govern.

Section 4: Bank and Brokerage Accounts

The Association shall establish one (1) or more bank accounts at such institution or institutions as the Board of Directors and Executive Committee may select. The Treasurer (or such other person as may be designated or authorized by the Board) shall, from time to time, deposit all Association funds into the Association's account. In addition, the Association may, at the discretion of the Board of Directors and Executive Committee, establish one (1) or more brokerage accounts with such broker or brokers.

Section 5: Checks and Drafts

All checks, drafts, or other orders for payment of funds issued in the Association's name that are already allocated in the budget shall be issued by or at the direction of the President or the Treasurer and shall be signed by the Treasurer or the Treasurer and the Chairman of the Board of Directors as per the following

- 1) Checks, drafts or other financial orders up to \$500 shall be approved by the President and the Treasurer
- 2) Checks, drafts or other financial orders more than \$500 and up to \$1,000 shall be approved by the President, Secretary and the Treasurer
- 3) Checks, drafts or other financial orders more \$1,000 shall be approved by the President, Secretary, Treasurer and the Chairman of the Board of Directors.
- 4) The Treasurer shall sign all checks or payments up to \$1,000 (One thousand dollars).
- 5) The Treasurer and the Chairman of Board of Directors shall sign all checks over \$1,000 (over One Thousand dollars)
- 6) All Expenses paid for the Association must be presented to the full Executive Committee and the Board of Directors for approval before the Treasurer reimburses them.

Section 6: Movement of Money between accounts

Any movement of money between any accounts like Checking to Savings or Checking to Money Market; or Savings to Checking, Money Market to Checking; PayPal to Bank account shall be authorized by the full Executive Committee and Board of Directors and shall be signed by the Treasurer, President and Chairman.

Section 7: Captions

The captions contained in these Bylaws are solely for the convenience of the reader and shall not have any legal effect and shall not be deemed as a restriction or an enlargement of

the meaning of any portion of these Bylaws.

Section 8: Budgeting

The Financial committee that includes the President, Treasurer, Joint-Treasurer and the Chairman of the Board of Directors shall work together and prepare a comprehensive budget for all operational expenses. The Budget for the year shall be presented to the complete Board of Directors and Executive Committee for approval by March 31st every year for approval and adopted once approved. The financial committee shall be responsible for keeping all expenses within budget and find sources of income to fund the expenses. In case any expense(s) arise other than the ones already budgeted for the year, the financial committee shall present all the information to the Board of Directors and Executive Committee for approval before carrying out such expenses

Section 9: Accounting

The treasurer and the financial team shall present all the accounts of the association to the full Executive Council consisting of the Executive Committee and the Board of Directors at the end of every quarter.

ARTICLE XV: ASSET MANAGEMENT

All assets belonging to Nrupathunga Kannada Koota (NKK) including movable, immovable, consumable, and non-consumable or any other forms of assets and material shall remain the property of the association. The above-mentioned material and assets shall be used exclusively for the association and shall not be used for any personal or someone else's use. The entire Executive Committee and Board of Directors shall be responsible for purchase, use, storage and safeguard of such property. The Executive council consisting of the Executive Committee and Board of Directors may decide on the modalities for storage as need be from time to time and assign responsibility to office bearer(s) for each item, but all office bearers will be collectively responsible for all the property owned or operated by the organization. Dissolution clause mentioned in this constitution and bylaws will apply to all such material & property in case dissolution clause is applicable.

ARTICLE XVI: 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 XVII: AMENDMENTS

The Chairman of the Board in consultation with the Executive Committee & Board of Directors shall have all the powers and authority to call for a General Body meeting to amend the Constitution and Bylaws.

The Board of Directors and Executive Committee shall form an independent committee that includes members of the Executive Committee, members from the Board of Directors and members of general membership to amend the bylaws. The bylaw amendment committee shall not include the President of Executive Committee, nor the Chairman of the Board of Directors. It shall also not include immediate Past President of Executive Committee nor immediate Past Chairman of Board of Directors. The bylaw amendment committee shall consist of Seven (7) members: 2 members from Board of Directors, 2 members from Executive Committee and 3 members from general membership.

These bylaws may be amended by a two-thirds vote of General Body members present at any meeting, provided a quorum is present and a copy of the proposed amendment(s) is provided to each General Body member at least one (1) week prior to the said meeting called by the Chairman of the Board, Board of Directors and the Executive Committee.

ARTICLE XVIII: DISSOLUTIONS

If the Association ceases to function, the Executive Committee and Board of Directors feel that the Association no longer fulfills the original ideas and objectives, the procedure to dissolve the Association shall be as follows:

The Executive Committee and the Board of Directors shall circulate a notice of intent of dissolution to all members and call a general body meeting and a motion to dissolve the Association will be placed before membership. If the two-thirds majority vote is in favor of dissolution, then the Association will be dissolved upon paying all its liabilities and donating all its assets to any charitable organization(s) that the membership decides to donate to.

CERTIFICATION

I, SARPABHUSHAN MALLIKARJUNAPPA, do hereby certify that I am the duly elected and qualified Secretary of the NRUPATHUNGA KANNADA KOOOTA OF ATLANTA (NKK), GEORGIA, a nonprofit corporation organized under the laws of the State of Georgia, and that the foregoing is a true and correct copy of the Constitution and Bylaws adopted by the Corporation's Board in accordance with law and the Articles of Incorporation of said Corporation. IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereunto affixed as of the 5th day of January, 2021.

Secretary

Incorporators of the Constitution and Bylaws

1. Dr.N S Prasad
2. Santosh Krishnamurthy
3. Dr.Aruna Gadekar
4. Dr.Anu Bhat
5. Vinay Venkatesh
6. Bharath Tejasvi
7. Jayanth Palakshiah
8. Madhu Iyer
9. Diwakar Dyamanna
10. Sudeep Hebbar
11. Srinivas Prasad
12. Sridhar Venkat
13. Shailaja Prashanth
14. Vasanth Halemani
15. Jagannath Joshi
16. Krishnanda Achar
17. Bharatish Shirahatti
18. Rohith T.S.

CONFIDENTIALITY AGREEMENT

This agreement applies to all office bearers associated with and/or involved in the activities or affairs of **Nrupathunga Kannada Koota ® (NKK), Atlanta, GA**. This includes all activity associated with NKK be it in person or over email or any social media.

All data, materials, knowledge and information generated through, originating from, or having to do with NKK or persons associated with our activities, including office bearers, members, volunteers, vendors or any other relevant person is to be considered privileged and confidential and is not to be disclosed to any third party including the family members who are not office bearers. All pages, forms, information, designs, documents, printed matter, policies and procedures, conversations, messages (received or transmitted), resources, contacts, e-mail lists, e-mail messages, phone numbers, social media information is confidential and the sole property of NKK.

This also includes, but is not limited to, any information of, or relating to, our NKK members. This privilege extends to all forms and formats in which the information is maintained and stored, including, but not limited to hardcopy, photocopy, microform, automated and/or electronic form.

Organization information, including all documents are not to be disclosed to any third party, under any circumstances, without the consent of the NKK Office Bearers that should be discussed in a meeting and agreed upon by the quorum along with a resolution passed. Any disclosure, misuse, copying or transmitting of any material, data or information, whether intentional or unintentional, will subject you to trial and / or disciplinary action as applicable, according to the procedures set by NKK and any applicable laws.

My signature signifies I agree to these terms and will abide by, adhere to and honor all of the above.

Sl. No.	Signature	Name	Designation	Date
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NKK CODE OF ETHICS

NKK Core Values

We act with honesty, integrity, and in the best interests of the NKK, the cultural organization we serve. This is essential for preserving and promoting NKK. We act with integrity that promotes the trust of our stakeholders, mainly volunteers, donors, sponsors and members. We maintain the highest standards of excellence and accountability, including prudent use of finances, accurate and honest disclosures of information. We value new ideas, innovation and use of technologies in bringing community together to effect positive change.

Code of Ethics

1. Personal and Professional Integrity

- Communicate honestly and openly and avoid misrepresentation.
- Promote a working environment where honesty, open communication and all opinions are valued.
- Exhibit respect and fairness toward all those with whom we come into contact.

2. Accountability

- Promote good stewardship of NKK resources, including membership fees, Donations and other contributions.
- Refrain from using organizational resources for non-NKK purposes.
- Observe and comply with all applicable laws and regulations

3. Solicitations and Voluntary Giving

- Promote voluntary giving in dealing with NKK members, donors and vendors.
- Refrain from any use of unethical practices and misrepresentations in fundraising activities.

4. Fairness

- Promote fairness in all dealings.
- Refuse to engage in or tolerate in any other form of discrimination or harassment.

5. Conflicts of Interest

- Avoid any conflict of interest or the appearance of a conflict of interest which could tarnish the reputation of NKK as well as undermine the stakeholder's trust in NKK.
- Avoid any activity or outside interest which conflicts or appears to conflict with the best interest of NKK, NKK stakeholders, Guests and Contributors.
- Ensure that expenses that are incurred are consistent with the mission of NKK and not for personal gain or interests.
- Always ensure appearance of impartiality in all dealings.
- Avoid acceptance of any gift, gratuity or favor in the performance of NKK work.
- Avoid appearances of impropriety. Ensure expenses and payments are in accordance with NKK policies.
- Should not knowingly take any action, or make any statement, intended to influence

the conduct of NKK in such a way to confer any financial benefit on themselves, their immediate family members or any organization in which they or their immediate family members have a significant interest as stakeholders, directors or officers.

- Disclose all known conflicts or potential conflicts of interest in any matter before the BOD & EC or any committee upon which they serve, and withdraw from any discussion, review and also voting in connection with such matter.

6. Confidentiality and Privacy

- Ensure that no information - confidential, privileged or nonpublic, is shared or disclosed inappropriately.
- Refrain from use of information acquired in the course of work for personal gain.
- Respect the privacy rights of all individuals in the performance of their NKK duties.
- In case of any doubts consider the information as confidential, privileged or nonpublic and Seek clarifications and approvals from BOD & EC.

7. Political and Religious Activities

- Refrain from engaging in political activities in a manner that may create the appearance that such activities are by or on behalf of NKK.
- Refrain from engaging in any kind of religious activities in a manner that may create the appearance that such activities are by or on behalf of NKK.

8. Attendance, Volunteering and Participation

- All BOD & EC Office Holders are expected to attend all BOD & EC meetings and NKK events as applicable. All are expected to participate actively and handle their fair share of the responsibilities in organizational activities.
- In case of inability to attend the meetings or events, it is the expectation that they will properly notify the BOD & EC and respective teams as early as possible and make arrangements so that event programs are not adversely affected. BOD & EC will be more than willing to accommodate such requests.

9. Guidance and Disclosure

- Seek guidance from BOD and/or EC concerning the interpretation or application of this code of ethics.

The below acceptance is mandatory for all NKK BOD, EC Office Holders and Volunteers. Acceptance

I acknowledge that I have received and read my personal copy of the NKK Code of Ethics. I understand that all NKK BOD & EC Office Holders and Volunteers, are responsible for adhering to the principles and standards of the code, and I confirm that I will conduct myself in accord with the principles and standards of the code.

Sl. No.	Signature	Name	Designation	Date
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