

Valluvan Tamil Academy

BYLAWS

3/9/2013
Version: 1.6

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REVISION HISTORY:

DATE	REVISED BY	COMMENTS
11/20/2011	VOLUNTEERS	UPDATED BASKAR'S COMMENTS IN 2.6
11/21/2011	VOLUNTEERS	UPDATED KUMAR, VEL AND BASKAR'S COMMENTS.
11/22/2011	VOLUNTEERS	UPDATED KUMAR'S CORRECTIONS.
11/30/2011	VOLUNTEERS	UPDATED WITH ARASU'S COMMENTS AND SUGGESTIONS. ADDED ETHIC GUIDELINE RULE. ADDED EXCEPTION SECTION.
12/04/2011	VOLUNTEERS	UPDATED WITH ELIL AND SURESH COMMENTS
12/06/2011	VOLUNTEERS	UPDATED WITH ELIL'S SUGGESTIONS
01/07/2012	VOLUNTEERS	ADDED CONFLICT OF INTEREST POLICY
02/11/2013	VOLUNTEERS	FIXED 2.3.2 BASED ON EC FEEDBACK
03/09/2013	VOLUNTEERS	MODIFIED 2.3.5
05/25/2015	VOLUNTEERS	MODIFIED 2.3.6

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1 NAME, OBJECTIVE AND FUNCTIONS

1.1 NAME:

1.1.1 The name of this non-profit organization shall be “Valluvan Tamil Academy”. In this document Valluvan Tamil Academy is henceforth referred to by its acronym ‘VTA’.

1.1.2 The VTA is organized exclusively for charitable, educational, and/or cultural exchange purposes pursuant to the guidelines of United States Internal Revenue Code, Title 26 of the U.S. Code, § 501 (c)(3). (Hereinafter “IRC § 501 (c)(3)”.)

1.2 OBJECTIVES:

1.2.1 The VTA is a charitable, non-profit, and secular organization. The initiative commences in the Northern Virginia vicinity area, primarily to teach the Tamil language to children ranging from age four and above. VTA hopes to encourage an interest in Tamil language, literature, and culture while living in the United States through the initiative of teaching and learning Tamil language. Pursuant to this objective, VTA may also organize educational programs, cultural events and social activities to provide the students with an opportunity to apply the language skills obtained through their coursework.

1.2.2 Promote more understanding between Tamilians and other cultural groups and organizations with compatible objectives.

1.2.3 VTA is committed in all areas to providing an environment that is free from harassment and discrimination. Harassment and discrimination based upon an individual's sex, race, ethnicity, caste, national origin, age, religion or any other legally protected characteristics will not be tolerated. All members, including board members and volunteers, are expected and required to abide by this policy. VTA admits students of any race, color, national origin, and ethnic origin to all the rights, privileges, programs, and activities

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generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national origin, and ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school-administered programs.

- 1.2.4 It is the intent of the VTA to be formed under the laws of Virginia as a separate legal entity. It is also the intent of the VTA to operate as a non-profit entity as prescribed by IRC §501(c)(3) and properly maintain that status as required by federal and state law.
- 1.2.5 No part of the net funds of the Valluvan Tamil Academy of North America shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause thereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under IRC § 501 (c) (3), or corresponding section of any future federal code, or (b) by an organization, contributions to which are deductible under IRC § 170 (c)(2), or corresponding section of any future federal tax code.
- 1.2.6 Any changes in the core objectives (specifically articles 1.2.1 and 1.2.2) will result in the dissolution of this organization.

1.3 FUNCTIONS:

- 1.3.1 The functions of VTA are chosen to realize the objectives specified in section 1.2. The role of VTA is subdivided into the following tasks:

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- 1.3.1.1 Sponsor educational and cultural projects promoting Tamil language, literature and culture in the United States of America. VTA shall identify, plan, oversee and maintain such projects.
- 1.3.1.2 Stimulate Volunteerism among citizens in United States of America.
- 1.3.1.3 Promote people participation in democratic processes in the United States without any political party affiliation.
- 1.3.1.4 Hold educational, cultural, fund-raising and charitable events in the United States to support these activities.
- 1.3.1.5 VTA will expand its operations through-out the nation based upon the citizens' interest and response.

2 MEMBERSHIP AND EXECUTIVE STRUCTURE

2.1 MEMBERSHIP:

- 2.1.1 The membership is open to all who participate in the school activities and subscribe to VTA's objectives. The member eligibility is available to the parents of students, the teachers, and the volunteers.
- 2.1.2 The membership categories shall be classified as VTA student's parent/family and volunteers. The family shall consist of husband, wife (or either) in the same household.
- 2.1.3 A nominal educational fee shall be determined for each year by the Board of Directors.

2.2 ORGANIZATION STRUCTURE:

- 2.2.1 The VTA operations are governed by an elected Board of Directors.

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- 2.2.2 There will be 7 members in the Board of directors. The Board shall consist of five officers, namely: President, Vice- President, Secretary, Treasurer and a joint-secretary. The others are the two representatives, each representing the teachers and the parents.
- 2.2.3 Based on organizational growth and need, new roles shall be introduced through amendment process.
- 2.2.4 Board of Directors may appoint ad hoc committees to execute specific tasks such as Education, Technology, Finance, Arts and Youth programs, to assist and extend the capabilities of the Board.
- 2.2.5 These are together responsible for carrying out all the tasks and for meeting the objectives of the organization.
- 2.2.6 Each subcommittee will have a lead and members.
- 2.2.7 Board shall develop “School Operations Document” with procedures and guidelines for running the school with the help of various committees.
- 2.2.8 The lifetime of a duly constituted Board will be two years except the initial term. Any vacancy that might arise during the term of a the Board must be filled within 90 days of such eventuality in keeping with the process outlined for the election of the Board of Directors.
- 2.2.9 At no time shall more than one family member from the same family serve in the Board of Directors.
- 2.2.10 Members of the same family shall not hold the signature authority on finances of the VTA in the same term or for two consecutive terms.
- 2.2.11 All Committees shall work in close association with the Board of Directors to realize their specific goals. Programs and activities of the committees shall be carried out under the direction of the Board of Directors.

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2.3 ELECTION AND TERMS OF OFFICE OF THE BOARD OF DIRECTORS

- 2.3.1 Every enrolled VTA student's parents (a maximum of two votes per family) shall have the voting rights to elect the Board of Directors.
- 2.3.2 All parents of VTA students, who served in a VTA committee, for a minimum of twelvemonths in the past 2 years from the current election date [24 Months prior to the election date], are eligible to contest for the office of the Board of Directors.
- 2.3.3 The voting privilege of other volunteer members is at the discretion of the Board of Directors.
- 2.3.4 The term of office of the Board of Directors shall be for a period of two years or until their successors assuming their respective offices.
- 2.3.5 The election of the incoming Board of Directors shall be conducted between January and June of the election year.. The term of office shall begin from the firstday of the following school year.
- 2.3.6 Election is to be conducted by an Election Committee of three members. The Election Committee shall not have any member of the Board of Directors. One of them will be the Chairperson. The Election Committee is responsible for receiving nominations, verifying eligibility of nominees and conduct of the elections. Nominations shall be in writing, which shall include a statement of the nominee's willingness to serve and the signature of the proposer. Members of the Election Committee shall not contest in the election. A member of the VTA shall not contest for more than one position on the Board of Directors in a given year. The deadline for closure of nomination shall be one week prior to the Election Day and the deadline for withdrawal of nomination shall be three days prior to the scheduled election. The election committee may choose to add additional time for nomination and withdrawal if deemed necessary.

2.3.7

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2.3.8 To be eligible to run for President of VTA, the candidate must have prior service as a board member. If no eligible VTA members are contesting for the position of the President, the election committee under its discretion shall not enforce this requirement.

2.3.9 The President or the President appoint member of the Board, will assume the responsibility of the vacant role, until it is duly filled by the Election Committee process. The Election Committee shall start an election / selection process for the vacant role within 60 days..

2.3.10 VTA board members cannot run for the same position that he/she has held for 2 terms (not to exceed 4 years)

2.3.11 Adjust the election 2015/2016 cycles so that terms of the board members overlap

a. board shall be split into two groups –

- Group 1 – President, Teachers Representative, Parents Representative, Secretary
- Group 2 – Vice-President, Joint Secretary, Treasurer

b. For the 2015 elections – Group 1 will have 2 year term and Group 2 will have 1 year term

c. For the 2016 elections – Group 2 will have two year term.

d. Starting 2017 elections, there will be elections every year Group 1 and Group 2 will alternate.

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2.4 RESPONSIBILITIES OF THE OFFICERS OF THE VTA

2.4.1 The Board of Directors

- a) The Board of Directors is legally responsible for the activities of VTA, and hence the Board of Directors is entrusted with the responsibility to oversee proper execution of VTA's bylaws, and discharge of duties by the other committees as outlined in the bylaws.
- b) The Board of Directors will be responsible for democratic elections and convene a joint session of Incoming and Outgoing elected members within three weeks of the election.
- c) All the Board of Directors members are expected to attend the Board meetings and participate effectively in running the VTA. If a member is habitually absent, i.e. absent for three consecutive the Board meetings, without a reasonable cause for such absence, the Board may, by 2/3rds majority, vote to remove that member from the Board. Once the removal is approved by a 2/3rds majority vote of the Board, that member will be ineligible to serve as a member of the Board for the remainder of his/her term.
- d) The Board shall serve as an advisory body to all committees in the conduct of any business over \$200 as deemed necessary and desirable in the interest of the VTA. All transactions over \$25 require the approval of the Board before execution. All transactions or disbursements related to charitable activities, irrespective of amount, require the approval of the Board before execution. The Board shall convey its approval or decision within 1 week of committee's request.
- e) The Board of VTA shall have the right to appoint an auditing committee consisting of one or more members, to audit accounts and financial statements on an annual basis and present such committee's findings to the general body.
- f) The Board of Directors has the power to establish task-based committees to accomplish specific tasks. The mandate, term, composition, reporting shall be decided by the Board. The term of all such task-based committees established by

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the Board of Directors shall cease when the task is completed or when the term for which it was formed expires, or when the Board of Directors votes to close that committee, whichever is applicable in terms of the duration and the mandate.

- g) In transacting business, a decision made by a majority vote is binding; however, board is expected to operate under the constraints of Bylaws, prevailing law, and generally accepted principles of conduct.
- h) The Board shall develop, publicize, maintain, and enforce a code of conduct defining ethical standards for all volunteers and shall also ensure the volunteers' acknowledgement of such policies with signed records.

2.4.2 PRESIDENT

- a) Shall in general manage all activities and business of the VTA. The President shall call for and preside at the meetings of the VTA and the committees.
- b) Shall, with the approval of the Committees, appoint members of all standing and other committees.
- c) Shall sign all documents in the name and on behalf of the VTA.
- d) Shall see that all activities of the VTA are properly documented.
- e) During the temporary absence of any lead of the Committee, the President shall assign the lead's responsibilities to other members of the committee.

2.4.3 VICE-PRESIDENT

- a) Shall perform all duties of the President during the latter's temporary absence and any other duties which may be assigned by the President.
- b) Shall be responsible for community relations, bulletins, publicity and new students' addition and leverage technology for education. .

2.4.4 SECRETARY

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- a) Shall be responsible for recording and presenting the minutes of all meetings.
- b) Shall sign and attend to all correspondence of the VTA. The Secretary shall send all to members, notices of all meetings and functions held on behalf of the VTA.
- c) Shall be the custodian of records, documents and physical assets of the VTA other than those under the jurisdiction of the Treasurer. The Secretary shall maintain an updated list of members and an updated list of physical assets of the VTA.
- d) Shall file any certificates required by any statute, Federal or State.
- e) Shall perform such other duties as may be assigned to the Secretary by the President.
- f) Shall present a consolidated report of the activities of the VTA at the Annual General Body Meeting.

2.4.5 JOINT SECRETARY

- a) Shall assist the Secretary in the discharge of the duties.
- b) Shall perform all the duties of the Secretary in the case of Secretary's absence.
- c) Shall perform any other duties which may be assigned by the Board of Directors.
- d) Shall be responsible for weekly Tamil class facilities arrangement, events and cultural management.

2.4.6 TREASURER

- a) Shall have charge and custody of and be responsible for all funds of the VTA.
- b) Shall establish and maintain a bank account in the name of VTA.
- c) Shall make, countersign and endorse in the name of the VTA all checks, drafts, notes and other orders for the payment of money, under the direction of the Board.

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Checks above \$200 (Two hundred dollars) shall be signed by the Treasurer and the President of the VTA.

- d) Shall maintain records of all financial transactions made by or on behalf of the VTA in accordance with approved accounting principles.
- e) Shall present an up-to-date, audited financial report at the annual General Body Meeting of the VTA.
- f) Shall perform such other duties as may be assigned to him/her by the President.

2.4.7 Teachers' Representative

- a) Shall lead course curriculum design.
- b) Shall bring collective feedback and concerns of other teachers to the attention of the officers of the Board.
- c) Shall appoint an alternate representative of teachers to attend and represent him/her in a Board meeting in case of a planned absence.

2.4.8 Parents' Representative

- a) Shall develop partnership with state/local schools to earn credits for VTA Students' participation in the school.
- b) Shall facilitate volunteer/teacher appreciation events.
- c) Shall bring collective feedback and concerns of other parents to the attention of the Board.
- d) Shall appoint an alternate representative of parents to attend and represent him/her in a Board meeting in case of a planned absence.

2.5 MEETINGS

2.5.1 BOARD MEETINGS

- a) The Board shall meet or convene a conference call at least once in a month.

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b) The Board shall meet at the call of the President or Majority of its members.

2.5.2 GENERAL BODY MEETINGS

- a) The General Body shall meet at least twice in a year.
- b) The President may convene a General Body meeting anytime during the year.
- c) The President should convene a General Body Meeting if a majority of the members of the VTA demand one.
- d) Notice including the agenda of the General Body Meetings shall be given to all members of the VTA at least one week in advance.

2.5.3 QUORUM

- a) One third of the members of the VTA shall constitute a Quorum for a General Body Meeting.
- b) A majority shall constitute a Quorum for the Board Meetings.

2.5.4 PASSAGE OF RESOLUTIONS

A simple majority of members present is required for the passage of any resolution in the Board or General Body Meetings.

2.5.5 Committee Meetings

The Committee shall hold as many meetings among their members as they need to conduct their tasks that meet the objectives of VTA. If necessary, the Board can request committee lead to convene meetings to provide members to express their opinions, feedback and complaints that require further action. If it is so required, additional meetings may be held.

2.5.6 The General Body Meeting shall have the following format

- Determine if a Quorum has been achieved

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- Reading of Minutes from previous General Body Meeting
- Board of Directors Reports
- Financial Summary
- New Business
- Old Business
- Closing Remarks and review action items.

2.5.7 The meeting facilitator if deemed necessary can enforce time limits for items in 2.5.6.

2.6 TRANSITION AND OTHER IMPORTANT ITEMS

2.6.1 Any member of the VTA may be removed or impeached, on the grounds of inability to perform the duties of the position, corruption, favoritism, or gross misconduct, at a meeting of the members of General Body Meeting for that purpose.

2.6.2 The Email and address lists are proprietary property of VTA. No individual member owns any personal rights/ownership to these items. The VTA members listing (mailing address, e-mail address, and phone number) shall be used for distribution of VTA related information and activities only.

2.6.3 Board members shall not be held personally liable for any actions and decisions taken on behalf of VTA to the extent provided under federal and state law.

2.6.4 All the protected information of past and current members including the members listing (mailing address, e-mail address and phone number), and equipment, individual software, web pages developed during the year; photographs taken during the programs (performed by the professional artists), etc. are the VTA's property. No one should sell, trade, exchange, or utilize in any other manner for personal or third party gains.

2.6.5 Office holders of VTA shall avoid conflicts of interest in carrying out their responsibilities. VTA shall adopt a conflict of interest policy.

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2.7 CONFLICT RESOLUTION

2.7.1 Any member of the VTA may be removed or impeached, on the grounds of inability to perform the duties of the position, corruption, favoritism, or gross misconduct, at a meeting of the members of General Body Meeting for that purpose.

2.7.2 The process set in motion for recall or removal of any member of VTA involves the following steps:

- a) Recall of any VTA member: Any general member may initiate removal or impeachment proceedings in a meeting of the general body called specifically for this purpose by presenting such a written request to the President, or Board of Directors, with the written consent and support (with signatures) of at least 10% of the General Body.
- b) General Body of Meeting: President or Board shall send a notice of such a meeting with date, time, location and agenda for the meeting at least 15 days prior to the date of such meeting. All details relating to the investigative report and Board resolutions/decisions to remove the member from Board shall be presented to the general body. The member being sought to be removed shall be given every opportunity to explain his/her position in front of the General Body, before a vote is taken to remove or impeach. A super-majority of 2/3rd (two-thirds) of the members so assembled for this purpose is required to remove or impeach a member from the Board.
- c) Disbarment from VTA: A member once removed or suspended by the general body will forfeit his/her membership in VTA for a finite number of years as determined by the General Body.

2.8 DISSOLUTION

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2.8.1 The VTA can be dissolved by a four-fifths vote of the Members present at a General Body Meeting.

2.9 DISPOSITION OF FUNDS UPON DISSOLUTION

2.9.1 Upon the dissolution of the VTA, assets shall be distributed for one or exempt purposes within the meaning of IRC § 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

2.10 AMENDMENTS

2.10.1 These bylaws may be amended at any General Body Meeting of the VTA by two-thirds vote provided that the amendment has been sent to the members at least two days prior to the General Body Meeting.

2.10.2 A member proposing an amendment shall submit in writing to the Board at least twelve weeks prior to a General Body Meeting. The Board shall determine the worthiness of the amendment and inform the purpose of its evaluation within six weeks of receipt. Upon finding the proposed amendment worth, the Board shall include the proposed amendment for consideration in the next scheduled General Body Meeting, subject to the prior notice requirement of **2.10.1**.

2.10.3 In the event that the Board rejects the member's proposed amendment, the member may petition in writing, signed by thirty members, to the Board, at least four weeks prior to a General Body Meeting. Proposed amendments, in its entirety, shall be sent to the membership by the Board for consideration in the next scheduled General Body Meeting.

2.10.4 In the case when the Board proposes an amendment, only the prior notice requirement of **2.10.1** need to be satisfied.

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2.11 PARLIMENTARY AUTHORITY

2.11.1 The rules contained in the current edition of Robert’s Rules of order Newly Revised shall govern the VTA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the VTA may adopt.

2.12 EXCEPTIONS FOR INITIAL LAUNCH OF THE ORGANIZATION

2.12.1 Exceptions shall be allowed in the following areas only during the launch of the organization as certain conditions cannot be met for the obvious reasons:

- The article 2.3.2 – No members would have served six months during the launch of the organization (i.e.: prior to the 2011 election.)
- The article 2.3.5 – 2011 election will be conducted in the month of November for the launch of the organization.
- The article 2.3.7 – No members would have served as Board Member during the launch of the organization (i.e.: prior to the 2011 election.)

2.13 RATIFICATION OF THE ORIGINAL BYLAWS

2.13.1 The original bylaws were ratified and became effective upon ratification by majority of the members on the date of _____