

TAGS Bylaws – July 2021

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This TAGS bylaws document replaces and restates the original and all previous amendments / addendums in its entirety. Any ambiguity in bylaws will be addressed by TAGS Board of Trustees and TAGS Foundation Board.

ARTICLE I – NAME OF THE ORGANIZATION

The name of this organization shall be TELUGU ASSOCIATION OF GREATER SACRAMENTO (herein after called "the Association" or "TAGS").

ARTICLE II –PURPOSE, OBJECTIVES AND NON-DISCRIMINATION POLICY

Section 1 – Purpose

The Telugu Association of Greater Sacramento (TAGS) is a nonprofit public benefit corporation which is organized exclusively for charitable, cultural, educational, and humanitarian activities of Telugu speaking people, and to create opportunities for the cultural exchange between people of Greater Sacramento and people of State of Andhra Pradesh, State of Telangana, and people of any other part of the world where Telugu speaking people may reside in general.

Section 2 – Specific Objectives

1. The specific objectives are:
 - a. To represent Telugu Culture & Literature in Sacramento California and in the United States of America.
 - b. To develop cooperation and harmony within the Telugu community in Sacramento and in the United States.
 - c. To expose Telugu culture and heritage to the youth of Telugu origin.
 - d. To build mutual goodwill, understanding, and respect between the general people of North America and Telugu speaking regions in India, and to contribute to social peace, harmony, and economic growth.
 - e. To represent, protect, and promote the interests of persons of Telugu origin.
 - f. To act as an organization to collect and transfer donations, Charities etc. at local, national, and international level for social, cultural, educational, economic, and humanitarian causes.
 - g. To organize and participate in the regional and national events which promote Telugu culture.
 - h. To promote friendship and cultural exchange with other similar organizations.

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Section 3 – Non-Discrimination Policy

The organization and its members shall not discriminate against any individuals for reasons of race, color, creed, religion, national origin, gender, education, occupation, sexual orientation and age.

The Association shall also accept donations from all members and any person, group, businesses or any other voluntary resources in favor of the Association's objectives.

ARTICLE III – FINANCES AND FISCAL YEAR

1. The Executive Board, as defined in Article V of these bylaws, shall maintain active bank account/accounts in the USA. All monetary income shall be deposited into the bank account/accounts. Checks issued from the bank account/accounts shall bear the signature of Treasurer or Secretary or President or Chairman.
2. The Treasurer, as defined in Article X of these bylaws, shall maintain a complete record of all monetary transactions and present a semi-annual financial summary report to the Executive Board and the Board of Trustees. The Treasurer shall also present such financial summary to Treasurer-elect when a new Board is installed.
3. The fiscal year of the organization shall be January 1st to December 31st of each year.

ARTICLE IV – DEFINITIONS, ASSOCIATION STRUCTURE AND TENURES

1. Membership in the Association shall be open to any individual who supports the Association's Purpose and promotes the Objectives, as defined in Article II of these bylaws, and pays required membership dues (if any). All members shall have the right to vote to elect advertised Executive Board Member positions during the biennial election process.
2. There are currently no membership dues for the Association.

Section 1 - Definitions

Member

A Telugu speaking individual over 18 years of age or any individual, who is interested in Telugu culture, accepts the bylaws of the association stands shall be eligible to be a general member of the Association. A member, who on their own will, signs up and chooses to leave the Association at any time.

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Executive Board Member

An elected member who is part of the Executive Board. An Executive Board Member shall serve a maximum of two (2) years per tenure.

Foundation Board Member

A member of the Foundation Board. A Foundation Board member shall have lifetime tenure.

Executive Committee Member

An elected Executive Board Member who serves as the President or Vice President or Secretary or Joint Secretary or Treasurer or Public Information Officer of the Association. An Executive Committee Member shall serve a maximum of two (2) years per tenure.

Special Committee Member

A nominated member of any ad hoc committee formed specifically for a specific task or event. The tenure for a Special Committee Member will be the same as their specific Committee's tenure.

Special Committee Chairman

An Executive Board Member or Trustee or Advisor serving as a lead, in an additional role, for any Special Committee. The tenure for a Special Committee Chairman will be the same as their specific Committee's tenure.

Trustee

A member of the Board of Trustees. A Trustee shall serve a maximum of five (5) years on the Board of Trustees per tenure.

Advisor

A member of the Advisory Board. Advisor is a nominated member with skills or interests to promote the Association's purpose and objectives. Advisor shall serve two (2) years per tenure.

Advisor (Youth)

A nominated member who is part of the Advisory Board. An Advisory Board Member (Youth) shall serve a maximum of two (2) years per tenure.

Volunteer

Any individual over 13 years of age who willingly participates in event planning and execution for no fee. A Volunteer, on their own will, signs up for an event or task. A Volunteer is expected to serve until the task or event is completed.

Section 2 - Association Structure

Executive Board

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A board of eleven (11) elected officers, who are active members, and responsible for day-to-day operations as well as planning and execution of events in support of the Association.

Executive Committee

A six member team, from the Executive Board, comprising the President, Vice President, Secretary, Joint Secretary, Treasurer, and Public Information Officer, elected by the Executive Board and the Board of Trustees.

Special Committees

Any ad hoc committee formed by a group of Executive Board Members and Advisory Board, exclusively for the purposes of an event or a task.

Member Communication Committee

The purpose of this committee is to define the approach and oversee the implementation of information publication or distribution to the TAGS members by TAGS. The term of the Member Communication Committee is the same as the term of the executive board. Member Communication Committee shall consist of members from TAGS Foundation Board, Board of Trustees, Advisory Board, and Executive Board.

Board of Trustees

A board of fourteen (14) appointed members who advise the Executive Board and oversee the Executive Board activities with respect to Association's purpose and objectives.

Foundation Board

The purpose of this board is to raise funds for TAGS long term goals and provide guidance to the Board of Trustees and Executive Board. It consists of a group of individuals who are senior Board of Trustees, Executive Board members, and Advisory Board members as detailed in the **Article VII** of the Bylaws.

Advisory Board

A group of nineteen (19) members, with skills or interests to promote the Association's purpose and objectives, nominated by the Executive Board and Board of Trustees.

TAGS Board

TAGS Board includes all members from the Executive Board, Advisory Board, Trustee Board, and Foundation Board.

TAGS Board Member

TAGS Board Member is a member in any of TAGS Board including Executive Board, Advisory Board, Trustee Board, and Foundation Board. TAGS Board Member can only retain membership in only one Board at a time.

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ARTICLE V – TAGS EXECUTIVE BOARD

1. TAGS Executive Board consists of eleven (11) Executive Board members. Each Executive Board member's tenure is 2 years.
2. General Members of the Association vote in secret ballot to elect seven (7) members to the Executive Board.
3. The TAGS Chairman, upon simple majority within Board of Trustees, will nominate four (4) Executive Board members who contribute special services to the general members OR are exemplary in Telugu culture, local or regional political affairs.
4. The 14 Trustees and 11 Executive Board members will elect the President, Vice President, Secretary, Joint Secretary, and Treasurer, from the 11 Executive Board members, to form the TAGS Executive Committee (EC) with simple majority. The term of President, Vice President, Secretary, Joint Secretary, and Treasurer is two (2) years per tenure.
5. The 14 Trustees and 11 Executive Board members will elect the Public Information Officer with simple majority. The term of Public Information Officer is two (2) years per tenure.
6. All vacant Executive Board positions are filled using an open ballot process or nominations consistent with Article V number 3 of these bylaws, with simple majority in both the Executive Board and Board of Trustees. These newly elected Executive Board members serve the remainder of the term of the vacant position so filled.
7. The Secretary or designee person shall maintain and distribute meeting minutes including attendance log within 3 calendar days.
8. Executive Board Members may be identified for removal when one of the following conditions is met:
 - a. The Executive Board Member misses four (4) consecutive Executive Board Meetings. Executive Board Meeting shall be scheduled and informed to all Executive Board Members at least seven (7) calendar days before the actual meeting date.
 - b. The Executive Board Member does not participate in event planning and execution for two (2) consecutive events.
9. Any Executive Board Member, identified through Article V number 8 of these bylaws, is subject to a removal process as follows:

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- a. Any Executive Board Member or Trustee files a motion to remove an officer from the Executive Board citing valid reasons, as established in Article V number 8 of these bylaws.
- b. A notice is served to the identified Executive Board Member to provide a written response in not more than two weeks.
- c. The Executive Board and Trustees conduct a special meeting and vote on a decision based on a simple majority of both the Executive Board and Board of Trustees. The identified Executive Board Member may attend the special meeting to present their case. They may also waive such rights.
- d. Decision is provided in written form to the identified Executive Board Member.
- e. If a decision is made in favor of removal of the identified Executive Board Member, then TAGS Chairman will invoke one of following actions:
 - e.1) The Election Commission will conduct an open ballot to elect replacement Executive Board Member
(OR)
 - e.2) The Board of Trustees shall nominate a replacement Executive Board Member, with a simple majority in Board of Trustees, consistent with Article V number 3 of these bylaws.
(OR)
 - e.3) Position can be left Vacant

10. Any removed person from the executive board shall not be eligible to contest for any elected position in TAGS Board for fifteen (15) years from the date of removal. Any exception or relaxation to the 15 year wait time for removed member must be reviewed and approved by TAGS Board of Trustees with 2/3rd majority.
11. No Executive Board member shall hold a position in any local organization(s) to avoid conflict of interest. Any exception to this rule or any position acceptance in any of local organization(s), shall be approved by both Board of Trustees and Executive Board with a simple majority. TAGS Chairman will facilitate this approval process.

ARTICLE VI – TAGS BOARD OF TRUSTEES

1. TAGS Board of Trustees consists of 14 (Fourteen) general members of Telugu Association of Greater Sacramento. The tenure of Trustees is five (5) years.
2. Trustee must meet at least one of the following qualification criteria.
 - a. General members with reputed knowledge and service in promoting Telugu culture.
 - b. Past presidents of the organization

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- c. A general member of TAGS who is:
 - i. Influential member of the organization and community, or
 - ii. Able to strengthen the organization because of the expertise they bring from their background, or
 - iii. Is an expert specific to the organization's field, donor committed to the cause, or community leader able to attract support, or
 - iv. Willing to attend TAGS meetings and represent the organization or its interests at community events and donor circles; willing to help bring in necessary resources, or
 - v. Developing the organization and monitoring its health as they are in promoting its programs, or
 - vi. Any member who completed a 4 year term as TAGS Executive Board Member or TAGS Advisory Board Member or together in both boards.
- 3. The 14 Trustees members and 11 Executive Board members will elect the Chairman and Vice-Chairman of the Board of Trustees, with a simple majority. The term of Chairman and Vice-Chairman is two (2) years.
- 4. The Board of Trustees will make all the policy decisions. The TAGS Chairman will work with the Executive Committee for the implementation of policies.
- 5. TAGS Chairman and Vice-Chairman will work with the Board of Trustees, Executive Board, and Advisory Board to accomplish TAGS objectives.
- 6. The Board of Trustees and Executive Board together may remove the TAGS Chairman or Vice-Chairman or any Trustee with simple majority.
- 7. No Trustee Board member shall hold a position in any local organization(s) to avoid conflict of interest. Any exception to this rule or any position acceptance in any of local organization(s), shall be approved by both Board of Trustees and Executive Board with a simple majority. TAGS Chairman will facilitate this approval process.
- 8. If there is a vacant position in the TAGS Trustee Board, then TAGS Trustee Board and Executive Board shall meet and elect any general member meeting the qualifications stated in "Article VI number 2", as a TAGS Trustee member by simple majority voting. TAGS Chairman or TAGS President shall facilitate vacant position recruitment in the TAGS Trustee Board. TAGS Trustee can be removed by simple majority voting by TAGS Trustee Board and Executive Board.

ARTICLE VII – TAGS FOUNDATION BOARD

- 1. TAGS Foundation Board consists of individuals who are senior members from the Board of Trustees, Executive Board, and Advisory Board.

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2. All ten (10) Trustee Board Members who are retiring at the end of August 2020 will be members of TAGS Foundation Board by default.
3. Every two years, during TAGS General Elections, new members may be nominated to the TAGS Foundation Board who meets the following eligibility criteria.
4. Eligibility criteria:
 - a. Served in TAGS Trustee Board or Executive Board or Advisory Board for at least 6 Years (individually or together), with a minimum of 2 years as the member of Board of Trustees. OR
 - b. Highly influential member of the community who helps raise funds to accomplish TAGS long term goals. OR
 - c. Members who completed full term as TAGS Chairman or TAGS President with minimum 4 years served in TAGS Trustee Board or Executive Board or Advisory Board (individually or together), including a minimum of 2 years as the member of Board of Trustees.
5. Voting Rights: TAGS Foundation Board members do not have voting rights in general with following exceptions:
 - a. If there is a tie during any election in TAGS office and the Election Commissioner calls upon this TAGS Foundation Board to vote to break the tie in elections
 - b. Will receive automatic voting rights, if association is at risk due to mergers, acquisitions or any other unforeseen situations.
6. TAGS Foundation Board provides guidance to TAGS Board of Trustees and Executive Board when needed.
7. Organize exclusive events to raise funds for TAGS charitable causes by working directly with TAGS Executive Board.
8. Sets goals and objectives consistent with the TAGS bylaws, policies and long range plans.
9. TAGS Foundation Board directly works with the Treasurer to form and maintain a sub account for managing funds for TAGS Foundation Board. A Foundation Board member and Treasurer have to sign to withdraw funds from the Foundation Board Bank Account.
10. A new TAGS Foundation Board member is elected by simple majority voting by TAGS Foundation Board, Board of Trustees and Executive Board. TAGS

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Chairman shall facilitate the nomination process and the election of the new member(s) to TAGS Foundation Board.

11. Although a Foundation Board Member shall have lifetime tenure, any Foundation Board Member can be removed from TAGS Foundation Board by 2/3rd majority by TAGS Foundation Board, Board of Trustees and Executive Board. TAGS Chairman will facilitate this process.

ARTICLE VIII – TAGS ADVISORY BOARD

1. TAGS Advisory Board consists of 19 (Nineteen) including 13 general members of TAGS and 6 youth members of TAGS. TAGS Vice Chairman and TAGS Vice President will lead TAGS Advisory Board, these two members are not counted towards TAGS Advisory Board Member count of 19. In the event, TAGS Executive and Trustee Board cannot fill all 13 general member positions, additional youth members can be considered for the vacant positions in the Advisory Board .
2. Advisory Board Members are elected by both Board of Trustees and Executive Board with simple majority. TAGS Chairman will facilitate the Advisory Board members' election process by consulting with Vice -Chairman and President.
3. A candidate seeking Advisory Board Member position must meet at least one of the following qualification criteria:
 - a. General members with reputed knowledge and service in promoting Telugu culture.
 - b. Past Board Members of TAGS.
 - c. A general member of TAGS meets at least one of below criteria:
 - i. Influential member of the organization and community.
 - ii. Able to strengthen the organization because of the expertise they bring from their background.
 - iii. Is an expert specific to the organization's field, funding donor committed to the cause, or community leader able to attract support.
 - iv. Developing the organization and monitoring its health as they are in promoting its programs.
 - v. Attend TAGS meetings and represent the organization and its interests at community events and donor circles; willing to help bring in necessary resources.
 - d. Youth member who is a high school student and at least 14 years of age, has experience in volunteering, willing to promote Telugu culture, and actively participate in planning, conducting or promoting Telugu cultural events.
4. Advisory Board provides non-binding strategic advice to the TAGS Chairman and Executive Committee of TAGS. The function of an Advisory Board is to help the organization with anything from membership drive, variety of events, Telugu

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language and culture promotion, college education, youth activities and to influence the direction of Executive Board and Board of Trustees.

5. Meeting at least biannually, Advisory Board will provide strategic direction, assess program effectiveness, and guide quality improvements in everything TAGS does.
6. The Advisory Board does neither have authority to vote in any election in the Executive Board and Board of Trustees nor bears any legal or fiduciary responsibility. The Executive Board and Board of Trustees together may remove an Advisory Board Member with simple majority.

Article IX – ROLES AND RESPONSIBILITIES

1. **TAGS Chairman:** The TAGS Chairman is a trustee who acts as a liaison between the Board of Trustees and Executive Committee and helps them in organizing the events and TAGS projects. The Chairman shall also acts as the liaison officer between the Foundation Board and the Trustee Board. The Board of Trustees and Executive Board will elect the TAGS Chairman. The term of the TAGS Chairman is two years. The TAGS Chairman takes the responsibility of transition of the Executive Committee each term. TAGS Chairman may attend Executive Board Meetings periodically as needed and provide strategic advice from time to time.
2. **Vice-Chairman:** The Vice-Chairman is a trustee, working closely with TAGS Chairman and acts as a liaison between Board of Trustees and Executive Board and helps them in organizing the events and TAGS projects. The Board of Trustees and Executive Board will elect the TAGS Vice-Chairman by simple majority. The term of the Vice-Chairman is two years. Vice-Chairman to work with TAGS Chairman and TAGS board and acts as TAGS Chairman whenever TAGS Chairman is temporarily absent for the duties. The Vice-Chairman or President facilitates Advisory Board Election Process. The Vice-Chairman or President conducts the Advisory Board Meetings at least once every year.

While supporting Executive Board, both TAGS Chairman and Vice-Chairman help in the following activities:

- a. Effective event planning and management
 - b. Strategic planning
 - c. External relations
 - d. Fundraising
 - e. VIP Facilitation
3. **Executive Committee:** The Executive Committee (EC) of the Association shall consist of the following and the elected member can hold a particular office for a term of 1 year and their services are non-paid. At the end of the first year the

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EC performance shall be reviewed by the Board of Trustees and Executive Board and based on the review the current/new EC team will be elected for 2nd year of the term.

- a. The President of the Association,
- b. The Vice President of the Association
- c. The Secretary of the Association,
- d. The Joint Secretary of the Association
- e. The Treasurer of the Association, and
- f. The Public Information Officer of the Association.

The Board of Trustees will make all the policy decisions, and the Executive Board will make all the special event day-to-day decisions. The TAGS Chairman will work with the Executive Committee for the implementation of policies.

ARTICLE X - FUNCTIONS AND QUALIFICATIONS OF THE OFFICERS

Section 1 - President

1. Qualifications

Any elected Executive board member who has been a member of the Board at least one year shall be eligible to this office. In the event no member is qualified nor shows interest to represent, any Executive Board member or Trustee may serve as President.

2. Duties

- a. The President shall be the presiding officer of the Executive Committee and responsible for overall activities of the Association.
- b. The President shall represent the Association in correspondence or through personal contacts with individuals and groups outside the membership of the organization.
- c. The President shall prepare an annual general report on the activities of the Association for presentation to all members prior to the annual meeting of the members.

Section 2 – Vice President

1. Qualifications

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Any elected Executive board member who has been a member of the Board at least one year shall be eligible to this office. In the event no member is qualified nor shows interest to represent, any Executive Board member or Trustee may serve as Vice-President.

2. Duties

- a. The Vice-President shall be the backup presiding officer of the Executive Committee and responsible for overall activities of the Association in the event President is out of office or away from the duties.
- b. As President's backup the Vice-President shall represent the Association in correspondence or through personal contacts with individuals and groups outside the membership of the organization.
- c. Vice-President engages businesses and members to support the mission of the organization. Creates fundraising ideas, implements fundraising events and involves directly with the fundraising activities.
- d. Vice-President ensures that all finances are being maintained according to state and federal regulations. Part of this financial duty is oversight of each department's budget. The vice-president also assists in allocating department budgets and redistributing funds to departments that are running over or under budget.
- e. The Vice-President shall help President in preparing annual report on the activities such as the finances, operational successes or failures of the projects and events, and suggestions to improve the Organization's performance.
- f. The Vice-President and Vice-Chairman oversees the Advisory Board including facilitating meetings, and coordinating Advisory Board Members for required help in conducting TAGS Events and or in fulfilling TAGS objectives.

Section 3 - Secretary

1. Qualifications

Any elected Executive board member who has been a member of the Board at least one year shall be eligible to this office. In the event no member is qualified nor shows interest to represent, any Executive Board member or Trustee may serve as Secretary.

2. Duties

- a. The Secretary shall be responsible for general correspondence, records, and the property of the Association.

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- b. The Secretary shall implement the policies and activities adopted by the Board and sign the checks and balance sheets with the Treasurer.
- c. The Secretary shall call meetings of the Board and the Executive Committee and also call meetings with the business sponsors and perform fund raising activities.

Section 4 – Joint Secretary

1. Qualifications

Any elected Executive board member who has been a member of the Board at least one year shall be eligible to this office. In the event no member is qualified nor shows interest to represent, any Executive Board member or Trustee may serve as Joint Secretary.

2. Duties

- a. The Joint Secretary supports the Secretary's responsibilities and organizes and ensures minutes are distributed to the Executive Board members shortly after each meeting.
- b. The Joint Secretary takes the actual minutes and supports the Secretary during meeting discussions.
- c. The Joint Secretary replaces the Secretary during his/her absence and supports the Executive Committee.
- d. The Joint Secretary shall be familiar enough with legal documents, such as the organization's articles, by-laws and tax filings, Internal revenue Service (IRS) correspondence and make them available during meetings.

Section 5 - Treasurer

1. Qualifications

Any elected Executive board member who has been a member of the Board at least one year shall be eligible to this office. In the event no member is qualified or shows interest to represent, any Executive Board member or Trustee may serve as Treasurer.

2. Duties

- a. The Treasurer will have the power to disburse money in the name of the Association as long as the expenses do not exceed a reasonable amount as determined by the Executive Committee. The checks for disbursement will be signed by both the Secretary and Treasurer if the amount exceeds more than

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\$1000. The Treasurer shall stop disbursing checks when the amount spent by the Executive Committee exceeds the amount collected by that Executive Committee for that year. In such a situation, the Treasurer may disburse payments only after the Executive Committee has sought special permission from the Board before committing to that activity.

- b. The Executive Committee will appoint an Auditor, if needed to Audit the Bank Account and prepare the statements for tax filing.

Section 6 - Public Information Officer

1. Qualifications

Any elected Executive board member who has been a member of the Board at least one year shall be eligible to this office. In the event no member is qualified nor shows interest to represent, any Executive Board member or Trustee may serve as Public Information Officer (PIO).

2. Duties

- a. The PIO is responsible for all external communications including overseeing website updates, announcing events, and providing event reports and media (e.g., photos, videos) on TAGS' official website and social media.
- b. The PIO is also responsible for preparing reports and presentations to elected officials in order to promote specific events or TAGS in general.
- c. Routine day to day activities are completed by the PIO. Day to day activities that require additional review are decided between the President and PIO. For public relations activities related to TAGS long term goals, PIO shall consult with the Chairman and President for the decision.

ARTICLE XI - SPECIAL COMMITTEES

Section 1 - Definition

1. The President, in consultation with the Executive Committee, shall form a Special Committee(s) if it is deemed necessary to successfully accomplish special event(s) such as the Annual Day Celebrations or task(s) such as website update.
2. Any General Member shall be eligible to be a member of the Special Committee.

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Section 2 - Terms and Powers

1. The Special Committee shall be dissolved after the event is over and all records relating to the organization and conduct of the event have been handed over to the President.
2. The Special Committee shall report to the Executive Committee about the progress of the event.
3. The Special Committee shall make decisions related to that particular event but the decisions must be approved by the Executive Committee before they are implemented.
4. In the event the executive committee resigns or changes by new elections, the special committees cease to exist.

ARTICLE XII – MEMBER COMMUNICATIONS GUIDELINES

1. PIO and the President shall review and identify the communication vehicles such as email, website, and social media platforms (such as Mailchimp, Facebook, Whatsapp groups, etc.).
2. Only approved communication methods shall be used to publish the information. All information distribution or publication requests, both internal and external, shall be directed to PIO.
3. PIO shall review and approve or deny any and all distribution requests to be communicated to the members following these guidelines. If a distribution request is not approved for distribution, the decision shall be conveyed back to the requester along with the basis for denial as soon as possible as a courtesy notice.
4. If PIO has concerns about a specific distribution request, PIO shall consult the President.
5. Information shall be distributed to the members on a regular interval (such as a weekly, monthly, etc.).
6. PIO shall determine which information to be published on what platform as appropriate unless otherwise guided by the Member Communication Committee.
7. All TAGS event announcements, TAGS flyers, TAGS Newsletter, and Telugu Velugu Patrika will be distributed to give as much publicity as possible.

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8. All business flyers will be directed to the TAGS Executive Committee for their review. They will be distributed as per the publishing package that they have purchased.
9. The NON-TAGS event flyers distribution requests shall be reviewed by PIO. The following points will be considered during the review:
 - a. Conflict of Interest with TAGS Events
 - b. Other organization's cooperation in distributing TAGS flyers
 - c. Is it a commercial or business or advertisement or a for-profit event flyer
 - d. PIO shall determine the number of distributions and the time of distributions.

ARTICLE XIII - VACANCIES

Section 1 – Hierarchy for temporary roles

1. In case of vacancy in the office of the President, the Vice President shall hold the office of the President until a board member is elected for the office of the President.
2. In case of vacancy in the office of the Secretary, the Joint Secretary shall hold the office of the Secretary until a board member is elected for the office of the Secretary.
3. In case of vacancy in the office of the Treasurer, the Secretary holds the office of the Treasurer until a board member is elected for the office of the Treasurer.
4. Vacancy in the office of the Executive Committee (President, Vice President, Secretary, Joint Secretary, Treasurer, and Public Information Officer) shall be filled by any Executive or Trustee Board member of the Association so designated with the consent of the Executive Board and Trustee Board with a simple majority.
5. In case of vacancy in the Board, all 14 Trustees and Executive Board members may nominate from general member(s) of the Association as a Board member and elect one with a simple majority.

Section 2 - Terms of Office

1. The term shall be from July 1st to June 30th of the calendar year for two (2) years.
2. Resignations by a member of the Executive Board or Board of Trustees or Advisory Board shall provide two (2) months written notice.

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3. Trustee Board has the right to extend the term of any TAGS Board (Executive/Trustee/Advisory) in the event general elections cannot be conducted due to unforeseen circumstances. TAGS Chairman shall pass a resolution in the Trustee Board and get approval for such extension with 2/3rd majority.

ARTICLE XIV – ELECTIONS

Section 1 - Election Commission

1. The TAGS Chairman will appoint the Election commission in consultation with TAGS Board of Trustees and Executive Board. The roles and responsibilities of Election Commission is to issue the election notification, corresponding with general members, screening, declaring the results of the elected Board members and Officer Positions, and documenting the summary of the entire process for records.
2. The role of the Election Commission will cease once the election process completes.

Section 2 - Time and Method of Election for the Vacant Position in the Board

1. In order to replace outgoing Executive Board Members, elections shall be held by the Assembly at a meeting during the third quarter of the 2nd year of the two-year term.
2. The election shall be conducted by secret ballot.
3. A simple majority of the members present during election and voting will determine election to the Executive Board or any vacant position in the Office.
4. Any General Member can nominate himself/herself for a Board member position or any vacant position in the office.
5. The nomination(s) shall be valid only if the nominee(s) agrees to run for that office.
6. A member must pay his/her dues, if any, before filing the Nomination.

Section 3 - Supervision

1. TAGS Chairman consults with the Board of Trustees and appoints an Election Officer to supervise the election.

2. The Election Officer can appoint 2 (two) other members to form a committee to assist her/him.
3. Nominations, self or otherwise, shall be submitted to the Election Officer at least 48 hours before the Election.
4. If an Election Committee member seeks to run for any office, then he/she can exclude himself/herself from the election committee just for conducting election for that particular position.

Section 4 – Meetings

1. The Board of Trustees will meet at least twice a year to discuss TAGS activities, plans, and policy decisions and communicate to the Executive Board and Executive committee for implementation.
2. The Executive Committee shall meet once a month to discuss TAGS activities and implementation strategies.
3. The Executive Committee shall hold four quarterly meetings in a year at minimum.
4. The Executive Committee may meet more often than monthly if meetings are deemed necessary, in order to plan and prepare for an event.

Section 5 - Quorum and Voting

1. A 2/3rd majority, unless otherwise specified, of Board of Trustees or Executive Board or both together shall constitute a quorum.
2. Each Trustee and Executive Board member shall have one vote. Decisions shall be reached by attending and voting members.
3. In case of a tie, the issue shall be discussed further until a majority of the members vote in favor or against the issue.

ARTICLE XV - ASSEMBLY

Section 1 - Composition

1. The Assembly shall consist of all general members of the Association.

2. Each member shall have one vote, and decisions of the Assembly shall be reached by a majority of members present and voting.
3. Members unable to attend meetings may vote electronically or in writing. The votes, however, must be submitted to the President by the end of the day (5 p.m. PST) immediately preceding the meeting date.

Section 2 - Meetings

1. The Assembly shall meet at least once a year to discuss the activities of the Association.
2. The Assembly shall also meet for Executive Board Election or for electing any vacant position in the TAGS Board.
3. The Assembly may also meet occasionally to conduct any business deemed necessary such as special meetings called to discuss issues that need immediate attention of the Association (e.g., offering financial assistance to flood victims in India).
4. TAGS Chairman and President will arrange for the Assembly meetings to happen.

Section 3 - Notice

1. The President or TAGS Chairman shall call for any such meeting.
2. All members shall be notified by mail or e-mail about the meeting at least two weeks in advance.
3. The materials for discussion in special meetings shall be mailed or e-mailed to all members at least two weeks in advance of the meeting.

ARTICLE XVI - TRANSFER OF OFFICE

Method

1. The office shall be handed over to the new officers on or before July 15th, and the newly elected officers shall work together with the outgoing committee to achieve a smooth transition to the office.
2. The outgoing committee shall hand over the audited balance of account and other documents of the Association by August 1st.

ARTICLE XVII - DISPUTE RESOLUTION

1. Any dispute among the members of the Association and the Executive Committee shall be resolved through discussion between the Executive Committee and the concerned member(s).
2. In case of a deadlock and if the Executive Committee feels necessary, the President shall call the TAGS Chairman to resolve the issue(s). If further escalation is needed then TAGS Chairman or TAGS President shall call for TAGS Board Meeting to resolve the issue. If a dispute is not resolved yet, then the TAGS Chairman or President can call the Assembly to discuss and resolve the issue(s).

ARTICLE XVIII – OTHER GOVERNING REGULATIONS

Section 1 - Use of Funds

No part of the net earnings of the Association shall incur to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Association 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 hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)

Section 2 - Dissolution clause

Upon the dissolution of the corporation, the Executive Committee shall after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or

to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 3 - Private Foundation Requirements and Restrictions

In any taxable year in which the corporation becomes a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation

- (a) Shall distribute its income for said period at such time and manner as not to subject to tax under Section 4942 of the Internal Revenue Code;
- (b) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- (c) Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- (d) Shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code;
- (e) Shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XIX – CONFLICT OF INTEREST POLICY

Section 1 - Purpose

The purpose of this conflict of interest policy is to protect this tax-exempt corporation'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 corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2- Definitions

(a) Interested Person.

Any Board member, principal officer, member of a committee with Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, 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:

- (i) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- (ii) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation 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, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

Section 3 – Procedures

(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 members and members of committees with Board delegated powers 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/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

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

The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board or committee shall determine whether the corporation 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 or committee shall determine by a majority vote of the disinterested Board members whether the transaction or arrangement is in the corporation'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 or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

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

Section 4 - Records of Proceedings

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

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 – Compensation

A voting member of the Board who receives compensation, directly or indirectly, from the 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 the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for Board members, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

- (a) The terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation.
- (b) All members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 - 1. Is not the person who is the subject of compensation arrangement, or a family member of such person;
 - 2. Is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
 - 3. Does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
 - 4. Has no material financial interest affected by the compensation arrangement; and
 - 5. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- (c) The Board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 - 1. Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated"

organizations are those of a similar size and purpose and with similar resources

2. The availability of similar services in the geographic area of this organization
3. Current compensation surveys compiled by independent firms
4. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- (d) The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:
1. The terms of the compensation arrangement and the date it was approved
 2. The members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member
 3. The comparability data obtained and relied upon and how the data was obtained.
 4. If the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee shall record in the minutes of the meeting the basis for its determination.
 5. If the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or committee meeting.
 6. Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
 7. The minutes of the Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board or committee meeting or 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the Board or committee.

Section 6 - Annual Statements

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

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the corporation 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

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

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation'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 - Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XX - BYLAWS RULES

The latest edition of Robert's Rules and Order shall be the authority on all questions of procedure not specifically stated in this Constitution and Bylaws.

ARTICLE XXI – BYLAWS COMMITTEE FORMATION, BYLAWS APPROVAL AND EFFECTIVE DATE

1. TAGS Chairman will consult TAGS President and forms the Bylaws Committee as needed. The Bylaws committee includes 9 members including 2 members from the Executive Board, 3 from the Trustee Board, 1 member from the Advisory Board and 3 from the Foundation Board. Foundation Board Member will be the Chair of the Bylaws Committee. The Bylaws Committee

Chair will request TAGS Board Members for all suggestions for the changes in the bylaws verbiage. The Bylaws Committee Chair will then consolidate the feedback and present it to Bylaws Committee for their feedback. If needed, Bylaws Committee Chair will take voting and with simple majority Bylaws Committee can make a change in the bylaws. Bylaws Committee Chair will present updated bylaws to the TAGS Executive and Trustee Board for their review and approval. 2/3rd majority is considered approval. The approved bylaws can be distributed to the TAGS Members and can be hosted on TAGS website for public review.

2. Upon execution of these rewritten Bylaws of Telugu Association of Greater Sacramento (TAGS), dated December 31st, 2020, (hereinafter "New Bylaws"), these New Bylaws shall become effective as of December 31st, 2020, and shall supersede any other bylaws which shall immediately become null and void.

2. We, the undersigned, are all part of the existing voting Board The Telugu Association of Greater Sacramento (TAGS), and pursuant to the authority granted to the Board by the prior Bylaws and these Bylaws to take action by unanimous written consent, without a meeting, consent to, and hereby do, adopt the foregoing New Bylaws, consisting of 31 pages, as the Bylaws of this corporation.

Chairman & Trustee	<u>Anil Mandava</u>	<u> </u> Date
Vice Chairman & Trustee	<u>Mallik Sajjanagandla</u>	<u> </u> Date
Trustee	<u>Bhasker Dacheppalli</u>	<u> </u> Date
Trustee	<u>Vasu Kudupudi</u>	<u> </u> Date
Trustee	<u>Aswin Tirunahari</u>	<u> </u> Date
Trustee	<u>Prasad Ketireddy</u>	<u> </u> Date
Trustee	<u>Dr. Rambabu Bavirisetty</u>	<u> </u> Date
Trustee	<u>Dr. Sanjay Yadlapalli</u>	<u> </u> Date
Trustee	<u>Dr. Sridhar Reddy Jakkidi</u>	<u> </u> Date

Trustee	<u>Sudhakar Vatti</u>	<u>Date</u>
Trustee	<u>Swarna Kambhampati</u>	<u>Date</u>
Trustee	<u>Venkat Nagam</u>	<u>Date</u>
Trustee	<u>Manohar Mandadi</u>	<u>Date</u>
Trustee	<u>Sridevi Maganti</u>	<u>Date</u>
President - Executive Board Member	<u>Nageshwar Rao Dondapati</u>	<u>Date</u>
Secretary - Executive Board Member	<u>Durga Chintala</u>	<u>Date</u>
Treasurer - Executive Board Member	<u>Mohan Katragadda</u>	<u>Date</u>
Public Information Officer - Executive Board Member	<u>Raghav Chivukula</u>	<u>Date</u>
Executive Board Member	<u>Premchand Jonnala</u>	<u>Date</u>
Executive Board Member	<u>Krishna Bachina</u>	<u>Date</u>
Executive Board Member	<u>Bhaskar Rudrakshala</u>	<u>Date</u>
Executive Board Member	<u>Yagnaraja Jilakara</u>	<u>Date</u>
Executive Board Member	<u>Rajesh Yakkali</u>	<u>Date</u>
Executive Board Member	<u>Kiranmayi Rachamallu</u>	<u>Date</u>

Executive Board Member Shankari Cheedhalla

Date

FIRST AMENDMENT TO BYLAWS OF TELUGU ASSOCIATION OF GREATER SACRAMENTO (TAGS)

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This TAGS bylaws amendment has been presented, reviewed, and approved in the TAGS General Body Meeting in person, on Sunday, September 17, 2023, from 2:00 pm - 6:00 pm PST at Amos P. Catlin Park 825 Russi Rd, Folsom, CA 95630, USA. This TAGS bylaws amendment is also approved by TAGS Executive and Trustee Board Members presented in the TAGS General Body Meeting by 2/3rd majority. Any ambiguity in bylaws or amendment will be addressed by TAGS Board of Trustees and TAGS Foundation Board by simple majority voting. The Bylaws of TAGS, referred as title "TAGS Bylaws – July 2021"- a 31-page document, are hereby amended as follows:

ARTICLE XXII – Addendum to the “ARTICLE IV – DEFINITIONS, ASSOCIATION STRUCTURE AND TENURES” - Page 6 of 31 in the TAGS Bylaws 2021 document

Advisory Board

A group of Twenty-Five (25) members, with skills or interests to promote the Association's purpose and objectives, nominated by the Executive Board and Board of Trustees.

Advisor (Adult)

An adult member of the Advisory Board. Advisor is a nominated member with skills or interests to promote the Association's purpose and objectives. An Adult Advisory Board Member shall serve One (1) year per tenure.

Advisor (Youth)

A nominated youth member who is part of the Advisory Board. A Youth Advisory Board Member shall serve One (1) year per tenure.

ARTICLE XXIII – Addendum to the “ARTICLE VIII – TAGS ADVISORY BOARD” - Page 11 of 31 in the TAGS Bylaws 2021 document

1. TAGS Advisory Board consists of 25 (Twenty-five) including 15 general members of TAGS and 10 youth members of TAGS. TAGS Vice Chairman and TAGS Vice President will lead TAGS Advisory Board, these two members are not counted towards TAGS Advisory Board Member count of 25. In the event, TAGS Executive and Trustee Board cannot fill all 15 general member positions, additional youth members can be considered for the vacant positions in the Advisory Board. An Adult Advisor shall serve One (1) year per tenure. A Youth Advisory Board Member shall serve One (1) year per tenure.

====END OF FIRST AMENDMENT TO BYLAWS OF TAGS====