



## Atlanta Tamil Mandram (ATM) Bylaws



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## **By-law I: Nature of the organization**

**Section 1.** Atlanta Tamil Mandram, hereinafter referred to as Mandram or ATM, is a member-based, non-profit, cultural, Educational, and charitable organization with a vision on establishing Community Center for ATM, incorporated under the laws of the State of Georgia, USA, and focused on preserving and promoting Tamil language and culture across all the Tamil-speaking population in Georgia. One of the primary goals of the Mandram is to establish a Community Center for the Mandram where in Members of the Mandram will be able to meet and greet and socialize with the true spirit of friendship and fraternity. The Center shall serve as a place to organize events that will promote healthy living and social empowerment to the community. All members of the Mandram shall work towards this goal of establishing the community center through Mandram approved events and activities.

**Section 2.** Mandram shall provide opportunities to learn and participate events related to the rich Tamil Culture and Arts and promote Friendship, Good Will, healthy living and social empowerment across all Tamil speaking population in Georgia in a Positive environment.

**Section 3.** Mandram does not contemplate any financial gain or profit for its members. Members of Mandram shall acquire no interest in the property or assets of Mandram by virtue of their membership therein.

**Section 4.** Mandram does not authorize engaging in any other activity or activities, except in furtherance of the purposes as mentioned or written under Article VI of the Constitution/Articles of Incorporation of Mandram, and henceforth will be referred to as the Constitution in this bylaws document.

**Article VI:** The corporation is organized exclusively for cultural, charitable, educational, and scientific purposes, and for such other purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or hereafter amended (the "Internal Revenue Code"), or the corresponding provisions of any future federal tax code. In particular, the corporation shall preserve a place to gather Tamil community people across Georgia, promote Tamil culture and language among the Tamil-speaking population of Georgia, and to promote friendship, goodwill, and appreciation between Tamil-speaking people and various cross-sections of the people of Georgia.

**Section 5.** Mandram shall have no political affiliation or orientation. It shall never engage in propaganda or participate in any political campaign for and on behalf of any candidate for public office in USA or elsewhere. Mandram shall not support anyone,



including any member of Mandram, for any political campaign whatsoever in USA or elsewhere.

**Section 6.** No part of the property or assets of Mandram shall be devoted to any purpose other than the purposes mentioned under Article VI of the Articles of Incorporation of Mandram.

**Section 7.** Members and officers of Mandram shall not be held personally responsible or liable in any lawsuit against Mandram and for any debt incurred by Mandram while strictly adhering to Mandram bylaws. Members and officers of Mandram shall not be held personally liable or responsible while involved in organizing cultural, charitable and educational activities for the Mandram and a waiver of any responsibility will be obtained from participants while conducting events.

**Section 8.** For all official functions, Mandram shall use “Tamil Thai Vazthu” - “Neerarumkadaludutha” composed by Thiru Manonmanium P. Sundaram Pillai as the invocation song.

## **Section 9.**

### **9.1 Types of membership, fees and basic rights**

**9.1.1 Individual membership:** Individual members shall pay an annual membership fee of \$25. The individual member can cast a single vote in Mandram’s meetings and is eligible to run for office, as outlined in the election procedure.

**9.1.2 Family membership:** Family members shall pay an annual membership fee of \$50. A maximum of two adult members of a family living in the same household are eligible to cast one vote each in Mandram’s meetings and to run for office, as outlined in the election procedure.

**9.1.3 Life membership:** Life members shall pay a life membership fee of \$500. A maximum of two adult members of a family living in the same household are eligible to cast one vote each in Mandram’s meetings and to run for office, as outlined in the election procedure. Life membership dues should be deposited in the Life Members bank Account (either savings or money market).

**9.1.4 Honorary membership:** Honorary members shall pay an honorary membership fee \$1000 per year up to \$5000. A maximum of two adult members of a family living in the same household are eligible to cast one vote each in Mandram’s meetings and to run for office, as outlined in the election procedure. Honorary membership dues should be deposited in the Honorary Members bank Account (either savings or money market).



**9.1.5 Student membership:** Student members shall pay an annual membership fee of \$15. This category of membership is restricted to full-time students between the ages of 18 and 25 who are currently enrolled in a University or College. The student member can cast a single vote in Mandram's meetings and is eligible to run for office, as outlined in the election procedure.

**9.1.6 Program Fees:** Only members are permitted to attend and participate in Mandram programs. Non-members who want to perform or attend Mandram programs shall pay a fee of at least \$10.00 per person per event. The EC shall have the authority to alter this amount, per event. Non-members who pay such fees for participation in Mandram programs are not eligible to attend Mandram General Body meetings, vote, or run for any elected office (EC or EBOD).

**9.2 Member in good standing:** A member in good standing is defined as an eligible voting member whose membership has been paid.

**9.3 Refund:** Membership fees are non-refundable.

**9.4 Increase of membership fees:** The Executive Committee (EC) can propose an increase in the membership fees for each category of membership by a simple majority vote and submit it to the Executive Board of Directors (EBOD). After a majority vote by EBOD, the proposal shall take effect immediately.

**Section 10. Compensation:** No Director, Officer, or member serving in the Executive Committee or any subcommittee of Mandram shall receive, directly or indirectly, any salary, compensation, or emoluments thereof, due solely to his or her position as Director, Officer, or member of Executive Committee. Notwithstanding this provision, a Director, Officer or member of the Executive Committee may be compensated for providing business or other professional services for which compensation is customarily paid. Refer Bylaw XIII: Conflicts of Interest Policy.

**Section 11. Rules and Laws:** The latest edition of Robert's Rules of Order shall be authority on all questions of procedures that are not specifically stated in Mandram's bylaws. Mandram is subject to all applicable local, state, and federal laws of USA, which shall govern in the case of any conflict between them and Mandram's bylaws.

**Section 12. Governance:** Mandram is governed by two elected Bodies (the Executive Board of Directors and Executive Committee) and Founders. Subcommittees with defined tasks such as Charity, Education, Information Technology, Newsletter/Magazine, Youth, Immigration, Sports, Cultural, etc. – assist and extend the capabilities of the Executive Committee. In addition, the Founders, Executive Board of Directors, and Executive Committee may appoint ad hoc committees to execute specific tasks.



## **By-law II: Administration by Executive Committee (EC) of Mandram**

### **Section 1. Composition of Executive Committee**

- 1.1** The total number of members of the EC shall not exceed 15. Of these, five shall be Officer Bearers with the titles of President, Vice President, Secretary, Treasurer, and Joint Secretary while ten shall be general members of the Executive Committee without titles.
- 1.2** Elected Body: All members of the EC shall be elected by the general Body, except where vacancies are filled, as outlined in the Mandram's bylaws.
- 1.3** **Term:** All EC members are elected for a term of one calendar year and are eligible to be re- elected.

The President shall not serve more than two consecutive terms in that position. In case the President is changed in the middle of the year, then a term of 6 months or more will be considered as full term for the interim President.

The Treasurer or anyone in their immediate family cannot be re-elected in the same capacity as Treasurer for consecutive years.

- 1.4** The strength of this committee could be enlarged only by a unanimous vote of the Executive Board of Directors.

### **Section 2. Meeting of the Executive Committee**

- 2.1** The Secretary shall be responsible for deciding the date, time, place and agenda for the meetings in consultation with all members of the EC. A minimum of 3 days shall be given as advance notice to allow all EC members to participate and in case of emergency situations to meet at least 24 hours' notice shall be given.
- 2.2** **Quorum:** The presence of a majority of members of the Executive Committee, including a minimum of 3 Officers and 5 EC committee members, shall be necessary to constitute Quorum for EC meetings. This quorum is necessary to transact Mandram's business, except to adjourn as hereinafter provided. A majority vote of those present may transact all businesses, except as otherwise provided.
- 2.3** Participation by electronic means in meetings: Members may participate and vote in meetings of executive committee by electronic means such as telephone, audio/video conference, and other means where their identity can be verified by others present at the meeting. A Text vote in this regard will be considered as valid.



### **Section 3. Responsibility of EC member to attend meetings and participate.**

All EC members are expected to attend EC meetings and participate effectively in running the Mandram. If a member is habitually absent, i.e., absent for three consecutive EC meetings, without a reasonable cause for such absence, Executive Committee may, by 2/3rds majority, vote to remove that member from the Executive Committee, and immediately inform the Executive Board Of Directors of such action.

### **Section 4.**

If any EC member is required to relinquish his/her membership from the EC, the individual must transfer all documents and assets and share details regarding his/her duties to the President or the newly appointed officer or EC member within 2 weeks or a time specified by the EBOD, whichever is later.

### **Section 5. Vacant positions in the Executive Committee**

There could be vacant positions in the Executive Committee because of various reasons – insufficient number of nominations for all the positions during the election process, resignations, disqualifications, removals, and other.

If vacancies exist during the year after the elections or Mandram failed to fill the positions during floor nominations, the EC and/or EBOD shall identify members in good standing, and nominate them for approval by EC. If the vacant position being filled is either the President or Treasurer position, EBOD approval is required in addition to EC approval.

Required minimum number of members in Executive Committee: A minimum of 8 EC members (at least 3 of whom shall be Officers) is the required quorum to carry out the business of Mandram in the calendar year they are elected.

If the total number of members in EC falls below 8 (at least 3 of whom shall be Officers), the Executive Board of Directors (EBOD) shall assume the responsibility of running the day-to-day affairs of Mandram, until such time a quorum is restored in the EC within that calendar year. Failing so, the EBOD will be in additional operational charge of Mandram and will discharge the duties of EC until the new EC team is duly elected by the general Body during the annual elections as specified in this document.

### **Section 7. The EC shall convene at least two general Body meetings during the year.**

One is to elect new members of Mandram (EC Officers, EC members and EBOD members) every year. This GBM could be held in conjunction with a regular ATM program/function (e.g. Deepavali), but the EC should announce that the meeting is a General Body Meeting,



the specific time slot to conduct the business of the meeting, the specific purpose (example: Election) through email/e-Letter and website update.

The other GBM is to present the financial status of Mandram. This GBM is usually held in conjunction with Tamil New Year / Chithirai Thiruvizha Day function in April or May.

**Section 8. Member's Email address protection:** Past and current members' email addresses in ATM membership databases shall not be provided to any businesses or individuals and should be maintained confidentially by officers of Mandram. After leaving office, the officers are prohibited from providing any confidential member records to public or businesses or use it for their own personal, business, or other interests.

**Section 9. Advertisement policy:** To generate income for Mandram, ATM publications including electronic communications, e-Newsletter/e-Magazine, emails, social media, website etc.), program souvenirs and membership directory can carry paid advertisements, charges for which are collected from businesses and individuals. The charges for such advertisement shall be decided by the Executive Committee at the beginning of the year before first event and shall be applied accordingly and consistently for all advertisement requests. Each publication should carry a disclaimer stating that all paid advertisements and the wordings in the advertisements shall not indicate that the products/services are promoted or endorsed by Mandram in any manner.

**Section 10. Partnership and collaboration policy:** The Executive Committee is free to explore avenues to promote the cultural and charitable goals of Mandram by collaborating with other non-profit, tax- exempt charitable organizations or for-profit associations or individuals. However, each such proposal shall be discussed and approved by the majority of the EC, shall be documented, and signed, and the decision communicated to EBOD with all relevant documentation for their approval. These collaborative ventures should conform to the rules and regulations set forth by the IRS for a non-profit, tax-exempt (501 3c) organization such as Mandram.

**Section 11. Email and Website communication:**

Mandram's website shall, at a minimum, contain the following information with historical information:

- Constitution & Articles of Incorporation
- Mission & Vision Statements
- Bylaws
- Founders
- Executive Board of Directors
- Executive Committee





- Subcommittees
- Contact details (phone number and email id of Chairman and President)
- An email id and a phone number to communicate with Executive Committee
- Membership information
- Financial statements filed with IRS.

### **By-law III: Duties of the EC and Officers**

**Section 1.** To rent or lease properties for conducting events, solicit funds and donations for activities that will support the purpose and mission of the Mandram.

**Section 2.** To receive memberships, voluntary contributions, gifts, and bequests to be devoted to such purposes to the full extent to which they may be authorized.

**Section 3.** The President shall preside over the meeting of the EC and shall perform all the duties of a presiding officer.

President ensures that EC carryout their responsibilities in accordance with the bylaws of the Mandram.

In addition, the President, by virtue of the office he/she holds in Mandram, serves as a Director in the Executive Board of Directors (EBOD).

The President shall address the EBOD about the State of the Mandram in every EBOD meeting.

**Section 4.** The Vice-President shall perform all the duties of the President whenever the President is absent. If the President or any officers is present, the Vice-President shall assist the President or any officers in their duties. The Vice-President shall perform and take the duties of the any subcommittee tasks on top of assisting the officers.

If, for any reason, the office of President falls vacant mid-term during a calendar year, the Vice- President shall take-over the role and title of President for the remainder of the year.

**Section 5.** The Secretary of Mandram shall convene, call, and send notices for all meetings. The Secretary shall

- Record the proceedings & maintain minutes of all the meetings of the EC and General Body Meeting as per Robert's Rules of Order.
  - All minutes of the meeting has to be approved by 2/3rd of the EC members who attended the meeting and approved minutes of the meeting shall be communicated to all the EC members within 15 days.



- Any resolution passed in EC meetings must be sent to the EBOD as well as published in the Mandram website with member access within 30 days from the date of approval of meeting minutes.
- keep a record of the Mandram's official correspondence for the year.
- regularly check ATM mailbox and keep EC/EBOD informed of relevant mail.
- maintain current membership database, including email addresses and other contact information of Mandram's members.
- renew business license for Mandram and any other statutory renewals with local, state and federal authorities every year.
- secure insurance for activities and property (hall/theater) rentals
- hold and preserve all office records, registers, books, and papers of the current year.

**Section 6.** The Treasurer shall

- collect all dues, contributions, donations and receive all monies belonging to Mandram giving a receipt thereof.
- deposit the amount in the name of Mandram in a bank designated by the EC.
- pay all bills after due review and upon the instructions of the EC.
- keep and maintain accurate record of all financial transactions and properties as well as all assets and liabilities, receipts and disbursement vouchers and all other financial records and accounts that are required by the EC
- present the audited ATM finances/accounts to the general Body within 90 days of the following year.
- be responsible for filing Tax returns with Internal Revenue Service on behalf of ATM as stipulated by the Internal Revenue Service guidelines. For example, for the financial year 2023 ending December 31st, the person who served as the Treasurer in the year 2023 shall file the tax returns per IRS guidelines in 2024 on or before May 15th, the date for tax filing for non-profits.
- furnish financial reports at EC meetings after every ATM program/function.
- submit quarterly financial statements to the EBOD within one month of the end of the quarter. The report must be submitted and must get EBOD approval by Apr 30, Jul 31, Oct 31 and Jan 31.
- submit the financial statement of the event via email within 4 weeks after the completion of any special event.

To assist the Treasurer, the EC shall appoint one or two persons who are knowledgeable in using accounting software for bookkeeping.



The Treasurer shall present the final report for the calendar year in which he/she served as Treasurer at the General Body meeting of the subsequent year (usually the Tamil New Year's celebration around April or May).

The Treasurer, holding office during a particular year, is responsible for filing and signing the tax returns for that year although the actual tax returns are actually filed only in the subsequent year.

The treasurer may create an ad-hoc committee that will assist in financial and accounting activities. Such a committee can have a maximum of 3 members, and all members of such a committee shall be members of the current year EC.

In addition, the Treasurer, by virtue of the office he/she holds in Mandram, serves as a Non-Voting Director in the Executive Board of Directors. The Treasurer is expected to attend all meetings of the Executive Board of Directors, submit quarterly financial & membership reports to the EBOD via email or at an EBOD meeting. Such reports shall include budgets, actual expenses, program expenses, tax filing, charity-related income, expenses & disbursements.

**Section 7:** The Joint Secretary is in-charge of ATM communication activities. These include newsletter, annual membership directory, maintaining web sites, email distribution and maintaining Email databases of the members of Mandram. He/she is, upon request of the EBOD, EC, and other subcommittees, responsible for communicating ATM activities to the general Body and ATM subcommittees, and vice versa.

Apart from the Joint Secretary, Chairman of Executive Board of Directors, Founders and President should have full access to all the communication facilities and must be able to communicate with the General Body at any time.

The mailing system should be designed in such a way that the email messages or request reaches all the office bearers, EC, EBOD, or respective subgroups automatically, if the message is meant for them. The content on the website shall reflect only factual information pertaining to the values and objectives of ATM. ATM public member communications have to be moderated and validated by the EC or EBOD or Founders. On approval by the respective bodies, contents will be communicated via mail & web postings. Similarly, all feedback, issues, clarifications from the public will be routed to the Joint Secretary, who will internally route it to the appropriate EC or EBOD or a subcommittee.

The Joint Secretary is responsible for archiving the contents of the website and submitting it as part of the 'transition process' at the end of the year.

No member of the EC, the EBOD or a member who gets access to ATM communication medium shall use ATM Email list, address list or web site for: (a) personal glory, (b) airing



grievances and internal conflicts, (c) accusations, badmouthing, profanity, insults, derogatory/demeaning remarks, etc., (d) unproven allegations or (e) any other purposes that are detrimental to ATM image, reputation and governing principles.

**Section 8.** Every office bearer and Executive Committee Member is elected individually by the General Body. In transacting business, a decision made by a majority vote is binding; however, EC members are expected to operate under the constraints of Mandram's Articles of Association, Bylaws, prevailing law, and generally accepted principles of conduct.

**Section 9. Ad-hoc committees:** The Executive Committee has the power to establish task-based committees to accomplish specific tasks or to handle specific events.

The term of all such task-based committees established by the Executive Committee shall cease when the task is completed, or the term expires or at the end of the calendar year in which it was formed, whichever is earlier.

## **By-law IV: Executive Board of Directors (EBOD)**

### **Duties and Responsibilities of the EBOD**

**Section 1.** The Executive Board of Directors (EBOD) is entrusted with the responsibility to oversee proper execution of Mandram's Constitution, bylaws, and discharge of duties by the Executive Committee as outlined in the bylaws.

**Section 2. Transition Issues:** EBOD shall oversee that the proper and prompt transfer of documents and other matters related to assets and liabilities of this Mandram to newly elected EC and newly elected EBOD. The existing EBOD will oversee the yearly transitions between ECs and EBOD.

**Section 3.** EBOD shall serve as an advisory Body to EC in the conduct of any business transactions over \$5000 as deemed necessary and desirable in the interest of this Mandram. All single transactions over \$5000 require the approval of EBOD before execution. All transactions or disbursements related to Charitable activities, irrespective of amount, require the approval of EBOD before execution. EBOD shall convey its approval or decision within 1 week of EC's request.

**Section 4. Election:** At no time shall more than 1 family member from the same family serve in the EBOD. The EBOD shall have at least 6 elected members and these 6 members shall not be members of the Executive Committee (non-EC members). In addition, the President, and Non-Voting Treasurer of Executive Committee, shall, by virtue of the office they hold, be members of EBOD for one year until the EC's term ends on December 31<sup>st</sup> of



the calendar year. The Executive Board of Directors will, therefore, have a total of 8 members -6 elected non-EC members and 2 elected EC members but only one vote from EC to represent in EBOD. All 7 eligible voting EBOD members will elect their chairman and Vice-Chairman every year through a simple majority vote before December 31.

The Chairman and Vice Chairman may be anyone of the 6 non-EC members in the EBOD and must not have served as Chairman in the preceding 3 years. Each of the EBOD members will have the right to cast one vote in all EBOD decisions except non-voting Treasurer including the election of the Chairman and Vice-Chairman. In case of a tie vote in the election of the Chairman and Vice-Chairman, the Chairman and Vice-Chairman shall be decided by a toss of the coin. A person elected as Chairman or Vice-Chairman shall hold that position for a maximum period of one calendar year.

**Section 5. Term of Directors:** All elected members of the EBOD will hold office for a period of 3 years. Every year two new members will be elected to serve on the EBOD.

There could be vacant positions in the EBOD because of various reasons – insufficient number of nominations for all the positions during the election process, resignations, disqualifications, removals, and other.

If vacancies exist during the course of the year after the elections or Mandram failed to fill the positions during floor nominations or director resigns or is removed mid-term during the year, the EBOD shall identify members in good standing, and nominate them for approval by EBOD.

**Section 6. Responsibility of EBOD member to attend meetings and participate:** All EBOD members are expected to attend EBOD meetings and participate effectively in running the Mandram. If a member is habitually absent, i.e. absent for three consecutive EBOD meetings, without a reasonable cause for such absence, EBOD may, by 2/3rds majority, vote to remove that member from the EBOD.

Within 7 days, such removal should be communicated to the general Body by updating the Mandram website.

If the EBOD member being so removed is the President or Treasurer of EC, such removal will automatically remove such member from EC also.

**Section 7. Meetings:** The EBOD should hold one meeting every quarter of the year.

EBOD members may participate and vote in meetings of the board by electronic means. Additional EBOD meetings can also be held at the request of an EBOD member.



The Chairman can call for EBOD meetings giving at least 1-week notice of the meeting to all board members along with an agenda, and can cast, in case of a tie, a tiebreaking vote (in addition to his/her own vote).

To initiate the transition of duties, a joint session of incoming and outgoing ECs will be convened by the existing EBOD Chairman within three weeks of electing new EC and EBOD members. In the absence of the EBOD Chairman or failure to call the joint meeting, any EBOD member can initiate the joint meeting with the majority of the board approval.

All joint meetings of EC and EBOD shall be chaired by Chairman of Executive Board of Directors or the President. A minimum of 8 EC members (at least 3 Officers and 5 Members) and 4 EBOD members (Out of 6 Elected Board Members) shall be required quorum for such meetings.

If necessary, the EBOD can convene General Body meetings as per Bylaw VI to provide a forum for members to express their opinions, feedback and complaints that require further action. If it is so required, additional meetings may be held.

**Section 8. Auditing:** The ATM EBOD shall appoint an internal Auditing Committee that shall consist of ATM Treasurer, 1 EC member, 1 EBOD member, 1 GB member with the financial knowledge and accounting Practices. The EBOD member shall be appointed as chair of the audit committee. This committee shall have the authority to audit the accounts and submit their findings to the EBOD. The Auditing Committee shall meet a minimum of 3 times a year, and the last meeting for the purposes of auditing shall be held to coincide with the US financial year end (i.e., December 31st of the year).

Before filing taxes with the Internal Revenue Service (IRS), the EBOD shall review the Financial Statements including exact Tax filing return document and approve the same.

In addition, to ensure the Mandram is in compliance with all the 501©(3) nonprofit tax laws as mandated by IRS, the EBOD shall conduct external auditing once in two years, through a Certified Public Accounting (CPA) firm.

**Section 9. Ad-hoc committees:** The Executive Board of Directors has the power to establish task-based committees to accomplish specific tasks. The mandate, term, composition, reporting shall be decided by EBOD.

The term of all such task-based committees established by the Executive Board of Directors shall cease when the task is completed or when the term for which it was formed expires or at the end of the Third calendar year in which it was formed, whichever is earlier, whichever is applicable in terms of the duration and the mandate.



## **By-law V: Founding Board of Directors (Founders)**

### **Duties and Responsibilities of the Founders**

**Section 1.** The Founders are responsible for the activities of ATM, as defined in Article VI of the Constitution.

**Section 2.** Founders are responsible for Legal, Constitution, Articles Creation and Amendment, Long Term Vision & Mission, and Loan / Debt Management.

**Section 3.** All resolutions that relate to interpretation of Constitution and bylaws of Mandram shall be presented and ratified by the Founders and incorporated into the bylaws as amendments at an appropriate time.

**Section 4.** The Founders should hold one meeting every quarter during the year.

Any joint meetings of EC, EBOD and Founders shall be chaired by anyone from Founders.

If necessary, the Founders can convene General Body meetings to provide a forum for members to express their opinions, feedback and complaints that require further action.

**Section 5.** Founders can only approve resolutions unanimously.

**Section 6. Vacation Positions:** There could be vacant positions in the Founders because of various reasons – resignations, removals, and other.

If any vacancies exist, remaining Founders will backfill that open position by unanimous approval.

**Section 7.** Founders appoint the terms of the initial Executive Board Of directors divided into three groups, two directors with a one-year term, two directors with two-years term, two directors with three-years term.

**Section 8.** Founders appoint the terms of the initial Executive Committee, and it expires at the end of that calendar year 2024.

**Section 9. Resolutions passed by Founders:** Any resolution approved by the Founders shall be effective immediately and shall be binding on the Executive Committee, Executive Board of Directors, and any other Bodies of Mandram, and its members. The founder shall have the right to override any resolutions passed by other medium or authority in the ATM when it is conflicting with ATM Articles and its founding principles.



**Section 10. Ad-hoc committees:** The Founders have the power to establish task-based committees to accomplish specific tasks. The mandate, term, composition, reporting shall be decided by Founders.

The term of all such task-based committees established by the Founders shall cease when the task is completed or when the term for which it was formed expires, whichever is applicable in terms of the duration and the mandate.

## **By-law VI: General Body Meeting (GBM)**

**Section 1.** General Body (GB) is the collective group representing all paid members of Mandram for the current year, who are eligible to vote.

**Section 2. Notice of General Body meeting:** All paid members shall be given at least two weeks' notice of the meeting. The notice will contain information about the date, time, location, and purpose of the meeting. Emails and Letters can be used to issue such notice in addition to updates on the Mandram's website.

**Section 3. Quorum:** At any general Body meeting of the Mandram, at least 20% of the total strength of all members of Mandram in good standing shall constitute a valid quorum. The members should be active members 30 days prior to the meeting date, except for a GB meeting called for annual EC/EBOD elections which has a specific cutoff date as stated in the communication.

**Section 4. Proxy votes in meetings of Mandram:** Proxy voting is not allowed in any General Body meetings of the Mandram including election.

**Section 5. Absentee Ballots:** Absentee Ballot is not allowed in any General Body meetings of the Mandram including election.

## **By-law VII: Election and Voting Procedures**

**Section 1.** The Executive Board of Directors shall be responsible for conducting elections for all Board and Executive Committee positions.

All officers and members of the EC and EBOD shall be elected by the General Body of members as per the voting procedures provided below. A minimum of 17 positions for which elections are held are:

- 5 Office-Bearer Positions in the Executive Committee:





- President
- Vice-President
- Secretary
- Treasurer
- Joint Secretary
- Up to 10 Member positions in the Executive Committee
- 2 Directors for 3-year term in the Executive Board Of Directors
- Any other vacant position in the Executive Board Of Directors caused by resignation or any other reason.
- The term of the Executive Committee is a calendar year; it begins on 1 January of the calendar year, ends on 31st December of the calendar year.

## **Section 2. Election Committee**

- On or before September 01 of every calendar year, EBOD shall appoint a 3-member Election Committee (hereafter called Election Officers) to conduct Mandram's elections.
- These 3 Election Officers (EO) members must have been a Life or Honorary Member for at least 12 months. They must not have served in the current year's EC or EBOD. They must not run for any office in the election being conducted, and they cannot be considered for nomination to any vacant position during the year for which elections are being conducted until the Election Committee is dissolved.
- 3 members shall be appointed by the Executive Board of Directors. These 3 members shall elect one among them to serve as the Chief Election Officer.
- Within 1 week of appointment, the Chief Election Officer should announce the formation of the Committee to the General Body by email, web announcement and announcement at General Body Meeting if any held.

The Election Committee shall have the authority to make any election-related announcement to the general Body of members by email, website notification and announcements during GBMs, if any held. The Joint Secretary is obligated to carry out any requests from the Election Committee in a timely manner.

**Section 3. Call for nominations:** The Election committee shall call for nominations for all vacant positions in EC and EBOD at least 30 days prior to the date of elections from all active members of good standing. The acceptance status of such nomination shall be communicated to the nominated candidate and the nominating member within 5 days of receipt of the nomination. Active ATM members in good standing, as per By-law I Section 9.2, are eligible to contest in the elections.



**Qualification to serve in EC:** Only members in good standing are eligible to serve as office bearers and members in the EC. Members who are elected to serve in the EC shall renew their membership on or before Jan 3<sup>rd</sup> of the calendar year of being so elected.

The positions of President and Treasurer shall not be filled by members of the same family.

All five Office-Bearer Positions in the Executive Committee shall have at least two continuous years of yearly membership or life or Honorary Membership as of September 1<sup>st</sup>.

**Qualification to serve in EBOD:**

Only members in good standing, who have been Life or Honorary members of Mandram as of September 1 of the election year, are eligible to serve as Directors in the Executive Board of Directors.

The positions of EBOD members shall not be filled by members of the same family.

There shall be a break of at least 1 year between any two consecutive terms of a member elected to the Executive Board of Directors which is applicable only for the 6 EBOD positions not for President or Treasurer as he/she is elected as Executive Committee.

The Election Committee will review the nominations to make sure they satisfy the eligibility requirements. If a nomination received from a member does not meet the requirements, the committee should notify such member about her/his status confidentially. If sufficient nominations for all positions are not received from members of Mandram within the set date of receiving such nominations, the nomination date for such positions will be automatically extended until the two days before the Election Day. The Election Committee shall solicit floor nominations on the day of elections, only in the event that no prior nominations are received for any of the open positions.

**Nominations process:** A member in good standing can only make one single nomination, including self-nomination. The nominating member shall submit nomination only with the consent of the candidate, with an email copy to the Election Committee. A candidate shall be nominated for only one post for EC or EBOD at a time. A candidate can withdraw his or her nomination and be nominated for another post during the nomination period according to his or her choice.

The Election Committee shall organize the ballot papers with all the valid nominations duly received and entered for all the positions. In the General Body Meeting, the Chief Election Officer shall first announce the members elected unopposed to the position(s) on the EC and EBOD and conduct the balloting only for the remaining positions (EC and EBOD), where there is more than one candidate, and the contest is warranted; the Election



Committee will issue ballots to all active members who are eligible to vote and conduct the elections.

The operating budget of the Mandram shall be used to pay for all expenses related to the conduct of elections. The Chief Election Officer and the Election Committee shall be responsible for conducting the elections.

#### **Section 4. Equal Accessibility:**

Every candidate running for a specific position on the EC (officers and members) and EBOD shall have equal access to the information needed for campaigning. This includes all candidates contesting for a single position and they shall be eligible to receive a printed list of eligible voters (names and mailing addresses on record) for the purposes of campaigning. This privilege is made available only after the nomination deadline has passed. Candidates shall not misuse this privilege of acquiring ATM membership information for other external purposes (business, personal, religious etc.) other than for the specific ATM election campaigning.

The Election Committee shall develop campaign guidelines that are approved by the EBOD and give it to candidates along with eligible voters list.

The campaigning by the candidate and any member of the candidate's campaigning team shall ensure fairness, keep order, and preserve the integrity of the election.

The Election Committee will have the authority to cancel the nomination of candidates and disqualify them for violating these principles of campaigning in consultation with EBOD

**Section 5.** The current Executive Committee shall extend all the help and assistance to the Chief Election Officer and Election Committee that includes a list of volunteers, so they will be able to conduct the election in an open and fair manner. The election committee can also choose to recruit ATM Members as volunteers of their choice to conduct the election.

**Section 6.** Members eligible to vote: All paid members of Mandram as of September 01 of the current year are eligible to vote. Every eligible member of the Mandram will have the right to cast one vote in the election.

#### **Voting procedure:**

- Members will not be allowed to vote without a government issued photo ID.
- The members and their spouse names should be listed in the membership database.
- Any name changes can be accepted as an exception as decided by the election committee.



**Section 7.** Elections shall be held once every year between October 01 and November 15.

The election schedule is:

- September 01 – Election Committee formed by appointment of officers.
- September 01 – Cut-off date for members to be considered active members eligible to vote.
- September 07 – Announcement of Election Committee and Chief Election Officer to members by email, and website announcement.
- September 30 – Executive Committee should deliver, in print form, the Voters List (list of all members eligible to vote) to Election Committee.
- 30-45 days before election day – Election Committee sends “Call for nominations” to members by email and website announcement.
- 15 days before Election Day – Last day for receipt of nominations.
- 7 days before Election Day – Last day to withdraw nominations.
- Election Day – Conduct Elections (in a General Body Meeting called specifically for this purpose, usually on the day ATM celebrates Deepavali function) and announce results of election to general body members in the GBM itself if possible.
- 7 days after Election Day – Election Committee announces results of election to general members by email and website notification.
- 10 days after Election Day – Election Committee submits “Closure Package” to EBOD.

The Election Committee shall maintain a schedule of announcements as follows from the time of its original call for nominations to the active members of the Mandram: a) Valid list of nominations for all vacant positions on a weekly basis, b) Withdrawal of nominations, c) The list of nominees 1-2 days before closing date of the nominations.

Only the nominated candidate can withdraw his/her nomination, with a ATM registered email message to the Election Committee indicating this fact and copied to the member who nominated him/her in the first place.

**Section 8. Bylaws:** Once elected, all the officers, directors, and EC members of Mandram shall be informed about the bylaws of Mandram by the Chairman of EBOD. They shall also undergo a mandatory bylaw orientation program before assuming the office. The format and time of bylaw orientation will be decided by the EBOD.

**Section 9.** Closure package from Election Committee to EBOD upon conclusion of elections: Within 10 days of the date of election, the Election Committee shall deliver to EBOD all documentation relating to the election including nominations, ballots, list of members who were eligible to vote, and a list of all members who attended the GBM and



voted, quorum, declaration of election results, and a list of positions that remained vacant after the elections. Any documentation given to candidates shall be collected back from them and handed over to EBOD as part of the Closure Package.

In the case of any dispute involving the election processes as described above, the Election Committee should use election procedures described in Robert's Rule of Order book as the final reference authority.

**Section 10. Term of Election Committee:** The term of Election committee shall start from the date it is formed (September 01 or earlier) and shall end upon submission of the Closure package as specified in above section.

### **By-law VIII: Banking procedures**

**Section 1. Operations Account:** The money collected from annual membership fees, advertisements, food revenue, and miscellaneous income shall be deposited in the Operations Account. The money from this account will be used for organizing ATM programs, functions, meetings, seminars, lectures, elections, and other incidental expenses.

**Section 2. Life Members Account:** The money collected from life membership fees, shall be deposited in the Life Members Account. The money in the Life Members account shall be used to purchase real-estate assets and related infrastructure that will facilitate the execution of objectives stated under Article VI of the ATM Constitution, including the ATM Community Center. Use of money, as stated in this clause, is subject to approval of the Founders. The ATM EC, only in case of emergencies and shortage of funds, can request EBOD and Founders approval to withdraw funds to meet ATM operational expenses up to 10% of the Life member enrollment amount collected on the current calendar year.

**Section 3. Honorary Members Account:** The money collected from Honorary membership fees shall be deposited in the Honorary Members Account. The money in the Honorary Members account shall be used to purchase real-estate assets and related infrastructure that will facilitate the execution of objectives stated under Article VI of the ATM Constitution, including the ATM Community Center. Use of money, as stated in this clause, is subject to approval of the Founders. The ATM EC, only in case of emergencies and shortage of funds, can request EBOD and Founders approval to withdraw funds to meet ATM operational expenses up to 5% of the Honorary member enrollment amount collected on the current calendar year.

**Section 4. Endowment Fund Account:** The year-end surplus money from operations or specific donation to ATM endowment shall be deposited into Endowment Fund Account.



This Endowment Fund Account shall be invested in a long-term fund. The money in the endowment account shall be used to purchase real-estate assets and related infrastructure that will facilitate the execution of objectives stated under Article VI of the ATM Constitution, including the ATM Community Center. Use of money, as stated in this clause, is subject to approval of the Founders. The ATM EC, only in case of emergencies and shortage of funds, can request EBOD and Founders approval to withdraw funds to meet ATM operational expenses only if no funds are available to withdraw from Life members or Honorary members account as per this bylaw Section 2 and Section 3.

**Section 5. Charitable Account:**

EC has the responsibility to establish special bank accounts for the purposes of securing donations for specific charitable and humanitarian causes.

The money received for a specific charity cause shall be deposited and spent only as specified under the relevant IRS rules. In an unlikely event that the Mandram, in spite of its best efforts (documented), is not able to honor this request within one year, it shall return the money/gift to the donor or donate the money to another charitable cause or organization with the permission of the donor. The Charity contributions can be spent only through established Charitable organizations and shall not be distributed to any individuals. If the donor at the time of donation does not specify a cause, the money will be deposited into a general charity account and will be dispersed at the discretion of the EC with the EBOD and Founders approval.

Founders will decide on any unused funds to use them for another similar charity cause or organization and inform the GB, accordingly.

**Section 6. Funds available to the new Executive committee:** new membership renewals for the next year shall be available in full to the upcoming year's committee on January 1<sup>st</sup>.

**Section 7. Handling of surplus money:** The year-end surplus money from the operation account will be distributed to the endowment fund. The surplus money should not be used for any regular operational activities of Mandram.

**Section 8.** The monthly bank statements from the bank should be sent directly to the official address of Mandram. It shall be provided for review by the President every month.

**Section 9.** The Treasurer, but in the cases that the Treasurer is not available, and an emergency exists, the President, shall be the only authorized person to sign the checks individually up to \$3000. Any check exceeding \$3000 shall require the signatures of both the Treasurer and the President.



When the Treasurer or President is not available to sign the check, either one can give a written authorization to one member of the EBOD to sign for him/her. Such an authorization needs to be approved by the EBOD.

If payments are made electronically, such payments shall be authorized in writing by payment vouchers signed by both Treasurer and President, if the amount exceeds \$3000.

Any payment made from ATM account, shall be documented in a payment voucher or receipt book entry along with actual receipt copy (if available) with the description of the expense, so it can be used in the audit verification.

The President and Treasurer shall be joint signatory authorities for all Certificates of Deposit.

**Section 10.** A list of ATM assets, liabilities, income and expenses, Tax return documents and all financial statements should be published in the annual Membership directory and website.

**Section 11.** ATM shall not borrow or incur debt under any circumstance, unless approved by the Founders.

**Section 12. Tamil Education Account:** EC can establish special accounts to receive funds and donations for specific Tamil education purposes.

**Section 13. Tamil Schools Account:** EC can establish the special accounts to receive funds and donations for all ATM affiliated Tamil schools' purposes.

**Section 14. Real-Estate Account:** In addition to general Endowment fund, EC can establish an account with approval of Founders to manage contribution received towards real estate and/or ATM Community Center.

### **By-law IX: Subcommittees with defined tasks**

The subcommittees shall be constituted to extend the capabilities of the Executive Committee in the various areas of Mandram's focus.

- Charity subcommittee
- Tamil Education subcommittee
- Technology subcommittee
- Newsletter/Magazine subcommittee
- Youth subcommittee
- Sports subcommittee



All subcommittees operate under the overall authority of the Executive Committee.

Any paid member of Mandram is eligible for appointment to positions in a subcommittee by the EC. The EC shall have the right to discharge or remove any EC appointed member of the subcommittee who is found uninterested or uninvolved in the activities of the subcommittee, by a 2/3<sup>rd</sup> vote of EC.

The following shall serve as members in every subcommittee.

- 1 member of EBOD
- EC shall nominate one of the EC members who is not one of the five officers as a liaison between EC and subcommittee.
- Further, the current President or Vice President shall serve as a non-voting ex-officio member.

Every year, the EC shall appoint non-EC members in the subcommittee as many they need.

After the subcommittee is formed, before January 31<sup>st</sup> of every calendar year, the EC shall call a meeting of each subcommittee. In this first meeting, subcommittee members shall meet to elect a Coordinator among them. The coordinator shall not be an EC or EBOD member. Such Coordinator shall lead the subcommittee for that calendar year, maintain detailed documentation of the activities, report on the activities and progress to EC once every quarter, and shall assist in transition activities at the end of the year.

Vacancies that arise in subcommittees during the calendar year shall be filled by the Executive Committee.

**Finance for subcommittees:** The financial resources for the subgroups should be decided by the EC. Subcommittees should send a request with a budget for specific activities for the availability of financial resources or other helps to EC at least a week in advance for EC decision. If the subcommittees generate money for general purposes, the year-end surplus will go to the endowment fund. If a payment or donation is made specifically to a subcommittee and the cause is defined by the payee/donor at the time of donation, ATM must spend it accordingly.

### **Section 1. Charity subcommittee:**

The charity subcommittee's mission is to assist in executing and furthering ATM's charity goals. All charity activities require the EC and the EBOD approval and shall conform to the rules and regulations set forth by IRS or appropriate authority for a non-profit, tax-exempt (501 C3) organization such as Mandram.

The charity subcommittee shall present their recommendations on fund-raising, funds-disbursements, and other charity activities to EC for discussion and approval. Once the EC





approves the proposal, EC shall forward the proposal to EBOD for approval. The approval by EC and EBOD shall be communicated to the coordinator within 30 days of the proposal. Charity activities shall not commence before EC and EBOD approval.

At least two charity activities (such as donating, contributing to charity activities, volunteering for charitable cause) shall be conducted every year.

The charity subcommittee shall report details of all its activities including fund-raising, funds disbursement, group volunteering by email newsletters, website announcements and announcements during GBMs.

Charity subcommittee must involve ATM members in raising funds, soliciting ideas for deserving charitable organizations, and shall work towards making ATM a member-driven charitable organization.

### **Section 2. Tamil Education subcommittee:**

As per the Constitution, Tamil education is one of the major goals of the Mandram. Tamil Education Subcommittee is constituted to further ATM's Tamil Education goals.

The subcommittee should meet at least once in the first quarter of the year. The education subcommittee shall serve to support Tamil language education-related activities, including ongoing voluntary Tamil educational activities conducted by different volunteers, conduct Tamil education classes and/or provide information about various Tamil educational classes, and help with resource materials, when available.

### **Section 3. Technology subcommittee:**

ATM uses technology to manage communication with its members. This technology subcommittee shall advise and assist EC in managing evolving technology changes effectively.

### **Section 4. Newsletter/Magazine subcommittee:**

This subcommittee will be appointed by the EC every year. Duties of this subcommittee include publishing weekly electronic newsletters, magazines and helping the EC with publication of ATM annual directory/souvenir.

### **Section 5. Youth subcommittee:**

The ATM shall organize a youth subcommittee to nurture and promote leadership qualities in youths and help them carry out many community, social, cultural, and charity programs organized by ATM. The subcommittee will serve to organize ATM youths and educate them



on their heritage and inculcate the value of community charity activities. Any ATM youth member in good standing of age 14 -22 years is eligible to be a member of subcommittee.

### **Section 6. Sports subcommittee:**

The Sports Subcommittee shall be organized within 90 days of the start of the financial year (by March 31) when the new EC takes charge of running the Mandram on January 1st, and present to the EC the list of sports events they will organize for the year within 30 days of its formation for approval. At least two sports events shall be conducted every year by the committee, with the following structure and responsibility:

- shall advise and assist EC in managing sports events effectively.
- shall be financially self-sufficient to meet the sport events expenses.
- shall ensure that a liability waiver form is signed by the participants.

## **By-law X: Transition and other important items**

**Section 1.** All the yearly transitions to new EBOD Chairman, EC and subcommittees should be completed within 15 days of expiration of the outgoing EC's term. This time can be extended upon approval of the new EC and EBOD. It must also be noted that any delays beyond this stipulated time, without reasonable cause, will give rise to the EC/EBOD member(s) being charged with all the attendant cost of maintaining the organization, including any legal expenses that could be incurred. EBOD shall oversee the transition procedure from the outgoing ATM committee to the new ATM committee. This will include, but not limited to, the following transfers: Media Communications, Tax Filing Documents, Web site (<https://atlantatamilmandram.org>) renewal and ownership information Email and email group management authority, Member Address List and confidential email list database, Liability Insurance every year and Georgia incorporation renewal, 501(c) and Georgia state non-profit charitable renewal for every two years.

Any property (asset) purchases need to be documented. EBOD must keep the property checklist. The location of such assets must be documented. These assets include land as well as other items such as Microphone, entertainment equipment to conduct cultural programs, furniture etc.

Archives of records and publications: All the archives of news ATM letters and other publications, financial information, e-Letters, and other web contents should be archived and recorded in the transition document.



**Section 2.** The Email and address lists are proprietary property of ATM. No individual EC member owns any personal rights/ownership to these items. The ATM members listing shall be used for distribution of ATM related information and activities only.

**Section 3.** All annual (calendar year) contracts of ATM with any institution or individuals shall be in writing and signed by two of the following three Officers: President, Secretary and Treasurer.

Contracts, the duration of which are multi-year or those that span multiple calendar years (3 years or less), are subject to approval by Executive Board of Directors and must be signed by Chairman of Executive Board of Directors and President.

Contracts, the duration of which are multi-year or those that span multiple calendar years (3 years and more), are subject to approval by Founders and must be signed by any one of the Founders, Chairman of Executive Board of Directors, and President.

**Section 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 Mandram's property. No one should sell, trade, exchange, or utilize in any other manner for personal or third-party gains.

**Section 5.** No part of the net earnings of ATM shall be distributed to its members, officers, or other private persons, except that the organization shall be authorized and empowered to pay actual out of pocket expenses incurred by any member in furtherance of the objectives set forth herein.

**Section 6.** Office holders of ATM shall avoid conflicts of interest in carrying out their responsibilities.

**Section 7.** ATM shall celebrate at least four festivals, Pongal, Chithirai Thiruvizha / Tamil New Year, Tamil Education / Muthamizh Vizha and Deepavali in a calendar year. Any additional festivals may be celebrated if the majority of the Executive Committee members agree.

**Section 8.** In addition, the EC may conduct additional special events to benefit Charity, Education, and special projects. These special event requests can also be initiated by any EBOD, EC or ATM members. Such requests for special events must be approved by the respective subcommittees and the majority of the EC members. The EC must present a proposal including ballpark ROI (Return on Investment) analysis to the EBOD. The EBOD can take up to 2 weeks from the time the proposal is received to make its decision. The



money generated from these events can be utilized for the purpose for which the special events are organized.

**Section 9.** In order to meet expenses incurred during business meetings, the EC is allowed to spend a maximum of \$1500 per year and the EBOD is allowed \$500 per year.

### **By-law XI: Grievance-handling Procedures**

#### **Section 1. Process to handle member grievances:**

A member who has a complaint is called “Plaintiff”. A member or office- holder (member of EC, Subcommittees, or EBOD) against whom another member has a complaint is called the “Defendant”. The responsible authority that is charged with resolving the complaint is called “Resolving Authority”.

<b>Plaintiff</b>	<b>Defendant</b>	<b>Resolution Authority</b>
Member	Member of EC	President
Member	Member of Subcommittee	President
Member	Officers of EC	Chairman
Member	Executive Board	Founders

Resolving Authority shall acknowledge the complaint made within 7 days of receiving such a complaint.

**Section 2.** The Resolution Authority shall have the right to dismiss any frivolous complaints, or complaints that have no nexus with Mandram. Resolving Authority will address the concerns of the plaintiff and if deemed lacking merit, factual support or which are too trivial and personal, the complaint will be triaged, and the complainant informed accordingly.

Resolving Authority may set up a committee of one or more members to help in investigating, advising, and/or resolving a complaint. Such a committee shall be called “Advisory Committee”.

Where the Resolving Authority is a committee consisting of more than one person, a simple majority is required to carry out the resolution.

**Section 3.** Complaints shall be made in writing, signed, and transmitted either by email or US mail. Complaints shall be made before the expiry of 6 months from the date of



occurrence of the subject-matter of the complaint. All complaints shall be resolved within 45 days of receiving such complaint. Resolution Authority's decision is binding on all parties to the complaint. Resolution of complaints shall be communicated to the plaintiff and defendants in writing and transmitted either by email or US mail.

**Section 4.** If Plaintiff or Defendant is not satisfied with the resolution proposed by Resolution Authority, they shall have recourse by referring the complaint to the Founders within 3 months of such resolution.

## **By-Law XII: Rights of Members**

**Section 1.** Every active member of Mandram is eligible to attend, as an observer, in a meeting of the Executive Committee and EBOD. To attend such meeting, a request has to be made via Email to the [contact@atlantatamilmandram.org](mailto:contact@atlantatamilmandram.org) of ATM (Email messages are delivered to the ATM Officers: President, Vice-President, Treasurer, Secretary and Joint Secretary), specifying a meeting of interest in the subject-heading, at least two weeks before the scheduled meeting.

Accordingly, the Joint Secretary shall convey this request in a timely manner to the Committee Chair, who will extend an invitation of such member in the scheduled meeting. However, 'Executive Sessions' organized by any the ATM committees are not open to active members of the Mandram.

Right to ask for and review approved minutes of and resolutions passed at official meetings of EC, EBOD. However, sensitive personal information pertaining to members of the Mandram, if in possession of the EC, EBOD during deliberations, will not be made public.

**Section 2.** All members are eligible to receive the Mandram directory.

Members shall give a valid reason or purpose to exercise any of these rights. Any information received shall be used only for the specified purpose. Any information received in hard copy shall be returned after the purpose is achieved. Any information received in electronic media shall be destroyed after the purpose is achieved.

**Section 3.** All members are eligible to vote in elections as per Bylaw election procedure.

**Section 4.** All members are eligible to attend GBM as per Bylaw General Body Meeting Procedure.

**Section 5.** All members do not have any other rights other than specified in this Bylaw.



## **Bylaw XIII: Conflicts of Interest Policy**

**Section 1.** The purpose of the conflicts of interest policy is to protect the ATM's interest when it is contemplating entering into a transaction or arrangement that might improperly benefit the private interest of an officer or director of the ATM. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations. The procedures below govern to the extent applicable to the circumstances of the ATM.

**Section 2. Interested Person,** any director, officer, or member of a committee with board delegated powers who has a financial interest, as defined below, is an interested person.

**Section 3.** Financial Interest, a person has a financial interest if the person has,

- a. An ownership or investment interest in any entity with which the ATM has a transaction or arrangement,
- b. A compensation arrangement with the ATM or with any entity or individual with which the ATM has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the ATM is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Section 4, 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. Duty to Disclose,** in connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

**Section 4.** Procedures for Addressing the Conflict of Interest.

- a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the vote on the transaction or arrangement that may result in a conflict of interest.
- b. The person in control of the board or committee shall, if appropriate, and in his or her discretion, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. The board or committee shall determine if the transaction or arrangement is fair to, or otherwise in the best interests of, the ATM, and if so, may enter into the transaction or arrangement in conformity with such determination.



## **Bylaw XIV: Indemnification.**

**Section 1.** ATM shall indemnify any director or officer who is successful, on the merits or otherwise, in the defense of any proceeding or matter to which the director or officer was a party by reason of having served as a director or officer of the Corporation, or any claim, issue or matter in the proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation, against reasonable expenses incurred in the proceeding or matter, including reasonable attorney fees.

**Section 2.** The Corporation may in its discretion indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee, fiduciary or agent of the Corporation or of any other corporation at the request of the Corporation, or by reason of any action alleged to have been taken, omitted or neglected as such director, officer, employee, fiduciary or agent against reasonable expenses incurred in connection with the proceeding, if:

- a) The individual's conduct was in good faith.
- b) The individual reasonably believed that the individual's conduct was in, or not opposed to, the Corporation's best interests; and
- c) In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

**Section 3.** The Corporation shall not indemnify a director, or officer, employee, fiduciary, or agent in connection with a proceeding in which such individual was adjudged liable to the Corporation, or in connection with any other proceeding charging that the individual derived an improper personal benefit, whether or not involving action in the individual's official capacity, in which proceeding the individual was adjudged liable on the basis that the individual derived an improper personal benefit.

**Section 4. Advances of Costs and Expenses:** The Corporation may in its discretion pay for reasonable expenses incurred by a director, officer, employee, or agent (in defending a civil or criminal action, suit or proceeding) who is a party to a proceeding in advance of final disposition of the proceeding if:

- a) The individual furnishes the Corporation a written affirmation of the individual's good faith belief that the individual has met the applicable standard of conduct described above in Section 2.
- b) The individual furnishes the Corporation a written undertaking, executed personally or on the individual's behalf, to repay the advance, if it is ultimately determined that the individual did not meet the standard of conduct; and
- c) A determination is made that the facts then known to those making the determination would not preclude indemnification.

**Section 5. Insurance,** By action of the Board of Directors, notwithstanding any interest of the directors in such action, the Corporation may, subject to Section 7, purchase and



maintain insurance, in such amounts as the Board of Directors may deem appropriate, on behalf of any individual indemnified hereunder against any liability asserted against such individual and incurred by such individual in such individual's capacity of or arising out of such individual's status as an agent of the Corporation, whether or not the Corporation would have the power to indemnify such individual against such liability under applicable provisions of law. The Corporation may also purchase and maintain insurance, in such amounts as the Board of Directors may deem appropriate, to insure the Corporation against any liability, including without limitation, any liability for the indemnifications provided in the bylaw.

**Section 6. Right to Impose Conditions to Indemnification**, The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in the bylaw, such reasonable requirements and conditions as the Board of Directors may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the individual to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the individual to be indemnified and to the Corporation; (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the individual to be indemnified; and (c) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified individual's right of recovery, and that the individual to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Corporation.

**Section 7. Limitation on Indemnification**, notwithstanding any other provision of these bylaws, and except as otherwise provided by law, the Corporation shall neither indemnify any individual nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Corporation as an organization described in Section 501 of the Internal Revenue Code (the "IRC").

**Section 8. Limitation on Liability**, the directors, and officers of the Corporation shall not be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director.

## **Bylaw XV: Bylaw Amendments**

**Section 1.** Any active ATM member, including those serving on the EC or EBOD or Founders, can propose amendments to specific clauses in the bylaws. All such proposed





amendment requests shall be submitted in writing to the Founders. Such proposals shall be approved by a unanimous vote by the Founders.

To ensure a fair review of the proposed changes, the Founders shall appoint an ad-hoc committee consisting of the members from the General Body. Founders should seek legal opinion on the proposed amendments before approval.

**Section 2.** The Secretary of Sangam shall notify the changes in the by-law to the Secretary of State of Georgia, IRS.

### **Bylaw XVI: Bylaw Certificate**

The undersigned certifies that founders of Atlanta Tamil Mandram, Inc., a Georgia nonprofit Corporation, and that, as such, Founders are authorized to execute this certificate on behalf of said Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said Corporation.

Dated effective as of the 3<sup>rd</sup> February 2023

FOUNDERS:

Thangamani Paulchamy

Sivashanmugam Sivakolundhu

Gnana Prakash Soosai

Veeramani Thangavel

Pavithra Natarajan

Jegajeevan Rajendran