Telangana Peoples Association of Dallas
Inspiration, Interaction and Inclusion

BY-LAWS

8/15/2015

The By-Laws of the organization
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BY-LAWS
OF
TELANGANA PEOPLES ASSOCIATION OF DALLAS (TPAD)

The name of the organization is Telangana Peoples Association of Dallas (TPAD). The organization is organized in accordance with the Texas Civil Statutes, Chapter 9, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the Foundation Committee, Board of Trustees (BoT), or members or officers or other individuals. The assets and income shall only be used to promote corporate purposes as stated below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

PREAMBLE

These bylaws (herein after referred to as the "Bylaws") govern the affairs of TELANGANA PEOPLEs ASSOCIATION OF DALLAS, a non-profit Association (referred to as the “TPAD” or the “Corporation”) organized under the Texas Non-Profit Corporation act (referred to as the "Act").

The following bylaws supersede and nullify any and all previous bylaws of the TPAD organization.

ARTICLE I

These bylaws constitute the code of rules adopted by the Telangana Peoples Association of Dallas (TPAD) for the regulation and management of its affairs.

ARTICLE II

Purpose

The purpose for which TPAD exists is to conduct Telangana (A region from India) festivals and events like sports, health seminars, business seminars, serving in old age homes, feeding orphans, distributing school supplies in economically backward schools, educational, cultural workshops
for adults and kids in Dallas Fort Worth area in Texas state, USA. TPAD shall be and is a non-profit corporation under the laws of the State of Texas, USA.

The mailing address for TPAD shall be: P.O. Box 26, Frisco, Texas - 75034

ARTICLE III

Members

(1) Eligibility
To become a member of Telangana Peoples Association of Dallas (TPAD), a person has to be a resident of Dallas Fort Worth Metroplex and should have signed and submitted a completed membership form with the specified fee amount of $10.00 to TPAD. For the purposes of clarity, an online Membership form may also be accepted. The Foundation Committee may from time to time specify any additional criteria for membership and membership shall be granted to persons who satisfy all application procedures and membership dues as set forth by the Foundation Committee.

The Board of Trustees may set and change the amount of the annual dues payable to the Corporation by members, if any.

(2) Rights of Members
No member shall be entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the corporate assets upon dissolution. The Foundation Committee has the discretion to decide which, if any, matters shall be submitted to the members for a vote, except that the following decisions will always be submitted to the membership for a vote: dissolution of the Corporation and sale of substantially all the Corporation’s assets. Each registered member of the Corporation shall be entitled to two votes if married and one vote if unmarried on each matter submitted by the Foundation Committee to a vote at a membership meeting except as may be limited by these Bylaws. Any vote by a married member on behalf of his/ her spouse shall be deemed to be with the consent of the spouse and the Corporation shall not be responsible for any claim to the contrary by the spouse.

(3) How the Membership can Legally Act
The membership may act only at a properly called meeting of the members where a quorum is present. At such a meeting, a vote of a majority of the members in attendance shall be considered as a decision of the members, except that a two-thirds majority of the members in attendance shall be required for the following: dissolution of the corporation, sale of substantially all the corporation’s assets. The attendance of 10% or 26 members whichever is lesser shall constitute a quorum for the conduct of business at either a Regular or Special Membership Meeting. Voting shall be carried out by way of show of hands at a proper meeting or video conference call as specified herein.

(4) Regular Membership Meetings
The Membership shall meet at least once in every year, at a date and time designated by the Foundation Committee, for the purpose of transacting any business that the Foundation Committee may submit to the members. Regular Membership Meetings shall take place at a designated place approved by the Foundation Committee.

(5) Notice of Regular Membership Meetings
Once the proposed date and time of a Regular Membership Meeting has been decided by the Foundation Committee, written notice of the Regular Membership Meeting shall be given not less than 5 calendar days nor more than 60 calendar days before the date that such a meeting is to be held. Such written notice shall be delivered by mail, in person, or by facsimile, and shall state the place, day, and time of the meeting. The Foundation Committee, in the alternative, at their discretion, may provide notice through other means such as by posting notice in a conspicuous place at the principal office of the Corporation, newsletter, newspaper, temple bulletins, or such additional means as the Foundation Committee shall deem effective.

(6) Special Membership Meetings
Special Membership Meetings may be called at any time by the BOT Chairman, by a majority of the Board of Trustees (BoT), or on written request of 51% members. Provided however, prior consent of the Foundation Committee shall be obtained for Special Membership Meetings and for the business to be transacted at such meetings.

(7) Notice of Special Meetings
Notice of Special Membership Meetings shall be given in the exact same manner as notice for the Annual Membership Meeting as provided for above, except that the notice shall contain the purpose for which the meeting is called.

(8) Enrollment of Members
Members are enrolled in to the Telangana Peoples Association of Dallas (TPAD) organization by completing the membership form or by enrolling online along with payment of the specified fee.

(9) Conference calls and electronic meetings
Member voting by e-mail or web forum is prohibited. Member Meetings may be held by either in-person meeting or by video conference call if all members can simultaneously hear one another.

(10) Removal of Members
Any Member (except a Member who is part of the Foundation Committee) may lose membership standing with or without cause, at any time, by a majority resolution of the entire Governing Board consisting of Foundation Committee, Board of Trustees, Executive Committee, at a Regular or Special Meeting called for that purpose. Any
Member under consideration of expulsion must first be notified about the consideration by written notice at least Thirty (30) days prior to the meeting at which the vote takes place. Any Member under consideration of expulsion shall be given an opportunity to be heard at the meeting called for that purpose.

A Member who is part of the Foundation Committee can only be removed by a resolution of the Foundation Committee passed by 2/3rd majority at a meeting of the Foundation Committee and provided an opportunity to be heard has been given to such member at the meeting. Grounds for removal are based on the documented activities against the purposes and objectives of the organization as defined in Article II, or working against the TPAD events or conducting the similar events within or after four (4) weeks of TPAD events shall constitute grounds for suspension of membership of a member of the Foundation Committee. These allegations shall be communicated to the member by the Foundation Committee in writing through certified mail. The alleged member shall then be entitled to a hearing by the Foundation Committee on such charges. In order to be eligible for aforementioned, the alleged member should request Foundation Committee in writing by certified mail to call Foundation Committee for such hearing within thirty days from the receipt of above notification. Failure to respond within thirty days shall result in automatic suspension or removal.

The Governing Board may impose reasonable sanctions on a member being a member other than a member of Foundation Committee (hereinafter referred to as “Non FC Member”), or suspend or expel a Non FC Member from TPAD, for good cause or causes after a hearing. Good cause includes the default of an obligation to TPAD to pay fees or dues for a period of 30 days following delivery of notice of default, or a material and serious violation of the TPAD's Bylaws, or rules, or of law.

The Governing Board may delegate powers to a regular or ad hoc committee to conduct a hearing, make recommendations to the Governing Board, or take action on behalf of the Governing Board.

The Governing Board or a committee designated by the Governing Board to handle a matter involving sanctioning, suspension, or expulsion may not take any action against a Non FC member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice shall be in writing and delivered at least 30 days prior to the hearing.

However, shorter notice may be deemed adequate if the Governing Board or a committee designated by the Governing Board to handle a matter involving sanctioning, suspension, or expulsion determines that the need for a timely hearing outweighs the prejudice caused to the member and if a statement of the need for a timely hearing is included in the notice.

If mailed, the notice shall be sent by registered or certified mail, return receipt requested. A member shall have the right to be represented by counsel at and before the hearing.
The Governing Board or a committee designated by the Governing Board to handle a matter involving sanctioning, suspension, or expulsion may impose sanctions, suspend a Non FC member, or expel a Non FC member by vote of a majority of the Governing Board or a committee designated by the Governing Board to handle a matter involving sanctioning, suspension, or expulsion who are present and voting.

(11) **Membership not transferable**

Membership in the Corporation is not transferable or assignable. Membership terminates on the dissolution of the Corporation or the death of a member. Membership in the Corporation is not a property right that may be transferred after a member's death.
ARTICLE IV
FOUNDATION COMMITTEE

1. **Role**

The role of the Foundation Committee is to:

I. Guide the organization to sustain and function to meet its defined purpose;
II. Guide the organization to function with great integrity and set principles.

2. **Responsibilities**

I. The Foundation Committee will oversee the functioning of TPAD to ensure core values and purposes of the TPAD are reflected in the TPAD Events and day to day operational process.

II. Foundation Committee will periodically review event plans, financial reports, and feedback from community and TPAD members and provide guidance, assurance.

III. Foundation Committee will guide the organization for financial well-being including fund raising, expenses and savings.

IV. Foundation Committee will strive to develop cordial relationships with other local and national organizations.

V. Foundation Committee will resolve internal and external issues related to TPAD.

VI. Foundation Committee will develop long range plans to address ongoing community services.

VII. For TPAD, each Foundation Committee will raise $3,000.00 directly/indirectly annually.

VIII. The Foundation Committee shall perform the task of developing public policy that adequately promotes the values of the organization and also ensures that all interaction with the wider community is conducted in a manner that is in keeping with Bylaws.

IX. The Foundation Committee shall develop a vision and strategy for TPAD that fills the needs of the community in the context of an ever changing dynamic environment. Foundation Committee has the sole authority to make decisions on all organizational matters like merger and demerger of TPAD with other organizations, TPAD acting as a supporting organization to other’s events, or taking other organizations as supporting organizations to the TPAD events. Even though Foundation Committees may consider
the advice and opinions of BOTs and Executive Committee on the organizational matters, no decision in respect of any organizational matter shall be taken without consent of the Foundation Committee.

X. The Foundation Committee will oversee the mission; provide a long term vision; a long-range planning; financial viability including fundraising, and conflict resolution of TPAD affairs, but not daily and routine operations of TPAD.

XI. The Foundation Committee is responsible for ensuring smooth transition when a new Executive Committee and Board of Trustees (BOT) takes office, sale of TPAD capital assets when needed, and guiding the Executive Committee as mentors to TELEGANA PEOPLES ASSOCIATION OF DALLAS (TPAD).

XII. Foundation Committee has the sole right to approve any expenditure above $25,000 after ensuring that such expense is necessary, timely, and is in the best interest of the organization and community. No expense above $25,000 shall be undertaken by the Corporation without consent of the Foundation Committee.

XIII. On matters where Executive Committee and BOT team is unable to resolve or come to consensus on any particular issue, Executive Committee & BOT team will approach Foundation Committee team for their guidance and recommendation or if the situation demands the intervention of the Foundation Committee, then the Executive Committee & BoT shall consider and implement the recommendation of Foundation Committee team.

XIV. The Foundation Committee shall have all such rights and responsibilities as designated in other provisions of these By-laws, including without limitation nomination of members of BoT.

XV. The Foundation Committee will have overriding powers in respect of any matter pertaining to the Corporation including without limitation any decision of the BoT and Executive Committee and it may review, intervene and override any decision if it so deems necessary in the best interests of the Corporation. Such decision of the Foundation Committee shall be binding on the Corporation, the BoT and the Executive Committee.

3. Foundation Committee Term:

I. The term of members of Foundation Committee shall be permanent. The members of the Foundation Committee shall not be liable to retire or be removed except in special circumstances as specified in the Article III Section (10).

4. Members of FOUNDATION COMMITTEE:

The Foundation Committee shall initially consist of:

a. Rao Kalvala
b. Rajvardhan Gondhi
c. Mahender Kamireddy  
d. Janakiram Mandadi  
e. Upender Telugu  
f. Vijay Pitta  
g. Raghuveer Bandaru  
h. Ajay Reddy  

The members shall continue to be members of the Foundation Committee for life.

In the event any member of the Foundation Committee chooses to resign or retire from the Committee, he shall not be entitled to nominate any other person to take his place on the Foundation Committee and on and from the date of his resignation or retirement, the Foundation Committee shall consist of the remaining members only.

In the event the Foundation Committee ceases to consist of at least 2 members, the members of the Corporation shall hold a meeting Within a month to decide the manner in which these by-laws shall be amended and the manner in which the rights and responsibilities of the Foundation Committee are to be delegated. Till such time that the members undertake the above, the rights and responsibilities of the Foundation Committee shall be carried on by the Board of Trustees who shall conduct the same in accordance with these Bylaws.

5. **Foundation Committee Election/Selection process:**

The Chair person and Vice person of the Foundation Committee shall be elected from amongst the members of the Foundation Committee each year at the beginning of the year. The motion for election shall be required to be passed by a simple majority. In the event of a tie, the provisions specified below in Section (6) shall be followed.

6. **Foundation Committee Election/Selection Criteria:**

I. Foundation Committee should have a minimum of one meeting in each quarter of the year and a minimum of 4 meetings in a 12-month period.

II. Every member of Foundation Committee is expected to participate in all the meetings called. Any possible absence may be conveyed in advance to rest of members or attempt should be made to be available via telephone.

III. There will not be any proxies allowed for any meeting that requires decision making by members in activities such as voting.

IV. The Foundation Committee shall elect a Chair and a Vice-Chair by a majority vote every year among themselves for a period of ONE year. All elections shall be conducted between November 15 to December 15 of a year for Chair and Vice-Chair to hold office the year after (except for the year 2016 for which the positions shall be held in the manner specified in the Appendix hereto)
V. A resolution may also be passed by written consent of a majority of members. Provided however, such a resolution would be required to be ratified by the Foundation Committee at its next meeting.

VI. If the motion to pass a resolution is in a tie, then the decision making shall be done as follows:

a) If the matter is not an Urgent Matter (as specified in Section VII below), it shall be postponed and a meeting of the Foundation Committee shall be called in exactly one week’s time to reconvene and discuss the matter again in order to come to a resolution.

b) If the matter results in a tie again at the next meeting, in respect of matters relating to election (including election of the Chairperson and Vice chairpersons) and organizational matters which concern the relationship of the organization with other organizations such as associating with, merger and demerger of TPAD with other organizations, the decision shall be taken by way of a toss of coin to ensure fairness and neutrality. In respect of all other matters including all operational matters of the Corporation, the Chairperson shall exercise a casting vote in addition to his/her own as a Foundation Committee Member only in such situations.

VII. Urgent matters shall be:
1. Election of Chairperson and Co-Chair
2. Election of BOTs
ARTICLE V

BOARD OF TRUSTEES

To be eligible to function in the Board of Trustees and to discharge duties of their respective roles effectively, the members have to be living in 100 miles of radius to the location(s) of various TPAD events and routine meetings of the Organization.

1. Role

I. The role of the Board of Trustees (BoT) is to provide the oversight to TPAD activities like annual events, TPAD financials, mentor Executive Committee members.
II. The general operations of the Corporation shall be managed by the Executive Committee subject to supervision by the BOT and overriding powers of the Foundation Committee.
III. In the beginning of the year BoT will take the strategic direction from the Foundation Committee and at the same time BOT can give recommendation to Foundation Committee on the needs of the organization.
IV. BoT will guide Executive Committee to plan yearly activities based on the strategic direction given by Foundation Committee.

2. Responsibilities

I. The BoT will ensure that all the activities of TPAD fall within the definition of a non-profit organization (non-political, social, literary, cultural, humanitarian and educational purposes).
II. The BoT is responsible for ensuring smooth transition when a new Executive Committee takes office, guiding the Executive Committee as mentors to TPAD Bylaws.
III. At the beginning of the calendar year, the Executive Committee presents a schedule of planned events to the BoT and obtains their approval prior to implementation.
IV. In situations of disapproval by the BoT, the issue will be escalated to Foundation Committee for review.
V. The Executive Committee and BoT will work in harmony to review issues and any activities that are not on the original schedule, and which has not been approved by the BoT. The interests of TPAD as an organization will be held high by both EC and BoT in performing their respective roles.
VI. In addition, under special circumstances, the Executive Committee should present all information requested by the Board of Trustees should the BoT feel it is necessary to obtain such information within reasonable bounds.
VII. The Executive Committee should present a brief “State-of-the-Association” report to the Board twice during their one-year term.
VIII. BoT has the role of approving any expenditure above a $5,000 but below $25,000 after ensuring that such expense is necessary, timely, and is in the best interest of the organization and community.
IX. BoT members may also represent TPAD to enhance the image of TPAD in other organizations when such requests are made.
X. The BoT is responsible for approving any annual budget that exceeds previous year's actual expenses by 25% or more.
XI. For TPAD, each BoT member will raise $2,000.00 directly/indirectly annually.

3. BoT Term:
   I. BoT will serve for a term of 3 years in the manner specified in these Bylaws.

4. BOT Qualification:
   I. Must have Served TPAD’s Executive Committee in good standing, complete EC obligations satisfactorily. Provided however, this requirement may be waived for the initial appointment of BoT.
   II. Must understand BOT role and responsibilities.
   III. Must have necessary community leadership qualities, ability to advice and guide TPAD EC.
   IV. Must have excellent communication skills
   V. Must be an active resident of DFW area.

5. Number of BoTs:
   I. BoT shall consist of a total of 9 persons. The BoT shall consist of not less than 3 Trustees nominated by the Foundation Committee (“FC Trustees”). The other six trustees shall be selected on a rotating basis by the Foundation Committee.
   II. With the exception of FC Trustees, the term of office for each other Trustee shall be 3 years (except for the initial Trustees who will retire after a period of one year/ two years or three years as specified below.) The following rotation method shall be followed for such trustees: The initial trustees shall retire by rotation over a period of 3 years and the trustees appointed in their position shall be appointed for a term of 3 years. 2 of the initial trustees shall retire after the first year and 2 more trustees would retire after two (2) years. 2 new members shall be appointed in their place to hold term for a period of 3 years. The above has been illustrated in the table below for reference:

<table>
<thead>
<tr>
<th>Position Name</th>
<th>Term year as of 2016</th>
<th>Term year as of 2017</th>
<th>Term year as of 2018</th>
<th>Term year as of 2019</th>
<th>Term year as of 2020</th>
</tr>
</thead>
<tbody>
<tr>
<td>BOT1</td>
<td>(Expiring at end)</td>
<td>1</td>
<td>2</td>
<td>3 (Expiring at end)</td>
<td>Elect BOT for 3 Year Term</td>
</tr>
<tr>
<td>BOT2</td>
<td>(Expiring at end)</td>
<td>1</td>
<td>2</td>
<td>3 (Expiring at end)</td>
<td>Elect BOT for 3 Year Term</td>
</tr>
<tr>
<td>BOT3</td>
<td>1</td>
<td>2 (Expiring at end)</td>
<td>1</td>
<td>2</td>
<td>3 (Expiring at end)</td>
</tr>
<tr>
<td>BOT4</td>
<td>1</td>
<td>2 (Expiring at end)</td>
<td>1</td>
<td>2</td>
<td>3 (Expiring at end)</td>
</tr>
</tbody>
</table>
III. The FC Trustees shall be nominated by the Foundation Committee at the beginning of each year.

6. **BOT Election/Selection/Removal process:**

I. Foundation Committee would select 3 members from the Foundation Committee and 6 members from the pool with the qualifications defined in Article V- Section (4). All elections shall be conducted between November 15 to December 15 of a year for nominees to hold office the year after (except for the year 2016 for which the positions shall be held in the manner specified in the Appendix hereto).

II. Upon the death, resignation, removal from office or disability of a Trustee rendering him incapable of participating in the management and affairs of the Corporation, the vacancy shall be filled by appointment of a new Trustee in the manner as specified in above. Any Trustee selected to fill a vacancy shall serve for the remainder of the former occupant’s term.

III. A member of the BoT may be removed from office whenever, in the opinion of 2/3 of all members of the Foundation Committee, the best interest of the Corporation would be served by such removal.

7. **BoT Meetings:**

I. The BoT shall hold at least 6 regular meetings per calendar year. The minutes of meetings of the BoT shall be sent to the Foundation Committee within a period of 7 days. The BoT shall immediately notify the Foundation Committee if any appointments for the Executive Committee or other officers are made at a meeting or otherwise. A majority of the BoT shall constitute a quorum. All decisions shall be determined by a majority vote of those attending the meeting at which a quorum is present, unless the act or votes of a greater number is required by these Bylaws.

II. Each Trustee shall have 1 vote, exercisable only in person or by audio/video conference calls. There will not be any proxies allowed for any meeting that requires decision making by members in activities such as voting.

III. Each member of the BoT should attend minimum of 4 meetings in a 12-month period.

IV. Every member of BoT is expected to participate in all the meetings called for. Any possible absence may be conveyed in advance to rest of members or attempt should be made to be available via telephone or email.

V. Non-participation in TWO consecutive meetings or 50% of the total meetings without proper cause and excuse by the board is reason for review and replacement with a suitable candidate as recommended by the Foundation Committee members. The Foundation Committee may vote to remove a Trustee at any time, with or without only
for good cause. Good cause for removal a BOT shall include the unexcused failure to attend two consecutive meetings of the Board of Directors without proper cause.

VI. The BoT shall elect a Chair and a Vice-Chair by a majority vote every year among themselves for a period of ONE year. In case of tie in respect of any matter including election, the matter shall be referred to the Foundation Committee for approval. The decision of the Foundation Committee shall be binding on the BoT.

8. **Duties of Trustees:**

   a) Trustees shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the corporation.

   b) Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances.

   c) In the discharge of any duty imposed or power conferred on directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the corporation or another person that were prepared or presented by a variety of qualified persons, including officers and employees of the corporation, professional advisors or experts such as accountants.

   d) A Trustee is not relying in good faith if the Trustee has knowledge concerning a matter in question that renders reliance unwarranted.

   e) Trustees are not deemed to have the duties of trustees of a trust with respect to the corporation or with respect to any property held or administered by the corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

   f) Trustees who vote for or assent to improper distributions are jointly and severally liable to the corporation for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the corporation are not thereafter paid and discharged.

   g) No salary or compensation shall be paid to the Trustees for their services.
ARTICLE VI

COORDINATOR

The Board of Trustees will appoint a Coordinator from the BoTs.

1. **Role**

   The role of the Coordinator is to provide the oversight to TPAD activities like annual events. Coordinator will directly work with the Executive committee for planning and execution of the events.

2. **Responsibilities**

   Coordinator shall be responsible for Fundraising, Event Planning, Event Booking and smooth execution of the TPAD Events. He will directly report to Board of Trustees.

3. **Coordinator Term:**

   Coordinator will serve for a term of 1 year.

4. **Coordinator Qualification:**

   I. Must have Served TPAD BoT in good standing, complete BoT obligations satisfactorily.
   II. Must understand Coordinator role and responsibilities.
   III. Must have necessary community leadership qualities, ability to advice and guide TPAD Foundation Committee.
   IV. Must have excellent communication skills
   V. Must be an active resident of DFW area.

5. **Coordinator Election/Selection process:**

   I. BOTs shall select the Coordinator every year at the beginning of the year for a term of one year.
ARTICLE VII
Committees

(1) Executive Committee

The Foundation Committee shall appoint a Convener, Co-Convener, Secretary, Joint Secretary, Treasurer, Joint Treasurer from the Executive Committee which was selected by the BOTs. The Convener, Co-Convener, Secretary, Joint Secretary, Treasurer, Joint Treasurer and five other EC Members of the Corporation shall constitute the Office bearers or Officers. The office bearers appointed/continuing at the time of coming into force of these by-laws shall retire in the manner specified in the Appendix hereto along with the Chairman, Co-chairman of the Foundation Committee and the Foundation Committee nominees on the BoT. The Office Bearers shall have the authority to act on behalf of the Corporation to the extent of powers as specified in these Bylaws and delegated to it by the Board of Trustees by way of a motion passed at a meeting of the Board of Trustees (BoT). Provided however the Board of Trustees (BoT) must validate and ratify all actions of the Office Bearers at its next Regular or Special Meeting. Any action not so validated will not be legally binding on the Corporation.

(3) Additional Committees

The Board of Trustees(BoT) may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Trustees(BoT). Such committees shall have and exercise such prescribed authority as is designated by the Board of Trustees(BoT). The Board of Trustees(BoT) may authorize these committees to exercise any powers, responsibilities, and duties consistent with the bylaws.
ARTICLE VIII

Executive Committee

To be eligible to function in the Executive Committee and to discharge duties of their respective roles effectively, the members have to be living in 100 miles of radius to the location(s) of various TPAD events and routine meetings of the Organization.

1. Responsibilities

I. The Executive Committee is responsible for setting all procedures relating to TPAD day to day operations and managing events in compliance with the Bylaws of TPAD.

II. EC shall communicate any significant changes in operating procedures within 10 days of the EC decision to all members by posting on the TPAD website, by e-mail or mail.

III. The Executive Committee may refer issues that could not be resolved by EC to BoT for consideration and resolution.

IV. EC members will attend EC meetings, provide input, vote when needed on decisions and action items made at EC meetings and perform duties for TPAD events and functions as assigned by EC.

V. Executive Committee has the role of approving any expenditure less than or equal to $2,000 after ensuring that such expense is necessary, timely, and is in the best interest of the organization and community.

VI. The Executive Committee shall strive towards a balanced budget and exercise fiscal restraint.

VII. Fiscal year of TPAD shall begin on the first day of January and end on the last day in December in each year.

VIII. The Convener shall act as chairperson of the executive committee.

2. EC Qualifications

I. Serve as a volunteer and/or Standing Committee for two years. Provided however, this requirement may be waived for the initial appointment of EC members. The EC members shall be appointed by the Foundation Committee.

3. Number of ECs:

I. The Executive Committee shall consist of a minimum of 12 members

II. The initial EC members shall retire by rotation over a period of 3 years and the members appointed in their position shall be appointed for a term of 3 years. For the first two (2) years 4 of the initial EC members shall retire after each year and 4 new members shall be appointed in their place to hold term for a period of 3 years. The above has been illustrated in the table below for clarity:
<table>
<thead>
<tr>
<th>Position Name</th>
<th>Term year as of 2016</th>
<th>Term year as of 2017</th>
<th>Term year as of 2018</th>
<th>Term year as of 2019</th>
<th>Term year as of 2020</th>
</tr>
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<tr>
<td>EC1</td>
<td>1( Expiring at end)</td>
<td>1</td>
<td>2</td>
<td>3( Expiring at end)</td>
<td>Elect EC for 3 Year Term</td>
</tr>
<tr>
<td>EC2</td>
<td>1( Expiring at end)</td>
<td>1</td>
<td>2</td>
<td>3( Expiring at end)</td>
<td>Elect EC for 3 Year Term</td>
</tr>
<tr>
<td>EC3</td>
<td>1( Expiring at end)</td>
<td>1</td>
<td>2</td>
<td>3( Expiring at end)</td>
<td>Elect EC for 3 Year Term</td>
</tr>
<tr>
<td>EC4</td>
<td>1( Expiring at end)</td>
<td>1</td>
<td>2</td>
<td>3( Expiring at end)</td>
<td>Elect EC for 3 Year Term</td>
</tr>
<tr>
<td>EC5</td>
<td>1</td>
<td>2( Expiring at end)</td>
<td>1</td>
<td>2</td>
<td>3( Expiring at end)</td>
</tr>
<tr>
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<td>1</td>
<td>2( Expiring at end)</td>
<td>1</td>
<td>2</td>
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</tr>
<tr>
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<td>2</td>
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</tr>
<tr>
<td>EC8</td>
<td>1</td>
<td>2( Expiring at end)</td>
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<td>2</td>
<td>3( Expiring at end)</td>
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<td>3( Expiring at end)</td>
<td></td>
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</tr>
<tr>
<td>EC10</td>
<td>1</td>
<td>2</td>
<td>3( Expiring at end)</td>
<td></td>
<td>Elect EC for 3 Year Term</td>
</tr>
<tr>
<td>EC11</td>
<td>1</td>
<td>2</td>
<td>3( Expiring at end)</td>
<td></td>
<td>Elect EC for 3 Year Term</td>
</tr>
<tr>
<td>EC12</td>
<td>1</td>
<td>2</td>
<td>3( Expiring at end)</td>
<td></td>
<td>Elect EC for 3 Year Term</td>
</tr>
</tbody>
</table>

**(1) Number of Officers**

The officers of the organization shall be a Convener, Co-Convener, Secretary, Joint Secretary, Treasurer, Joint Treasurer. Two or more offices may be held by one person, although the offices of Secretary and Convener cannot be held concurrently by the same person. The Convener may not serve concurrently as a Coordinator.

**a. Convener.** The Convener shall preside at all meetings of the Executive Committee, if such a committee is created by the Board. The Convener updates the Board of Trustees (BoT) on a monthly basis or if and when demanded.

**b. Co-Convener.** The Co-Convener supervises all the working committees and responsible for financial management of the company and indirectly reports to Board of Trustees(BoT). Even though the Co-Convener works with the Executive committee but his/her major responsibility is to manage the various working committees and report the status to the Board of Trustees (BoT). Also, shall assist the Convener in the performance of the day to-day activities of TPAD and will assume the duties of the Convener in the absence of the Convener.
c. Secretary. The Secretary shall give notice of all meetings of the Executive Committee and Executive Committee, shall keep an accurate list of the Executive Committee, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Executive Committee meetings and all committee meetings.

d. Joint Secretary. The Joint Secretary shall give notice of all meetings of the Executive Committee and Executive Committee, shall keep an accurate list of the Executive Committee and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Joint Secretary shall maintain the minutes of the Executive Committee meetings and all committee meetings in the absence of Secretary.

d. Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Trustees(BoT) and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Trustees(BoT) and Executive Committee.

e. Joint Treasurer. The Joint Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Trustees(BoT) and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Trustees(BoT) and Executive Committee in the absence of Treasurer. Joint Treasurer will assist Treasurer in Book Keeping and Accounting.

(2) Executive Committee Member Responsibilities
For TPAD, each Executive Committee Member will raise $1,000.00 directly/indirectly annually.

(3) Election and Term of Office
The officers shall be elected annually by the Foundation Committee. Each officer shall serve a one year term or until a successor has been elected and qualified. All elections shall be conducted between November 15 to December 15 of a year for Office-bearers to hold office the year after (except for the year 2016 for which the positions shall be held in the manner specified in the Appendix hereto).

(4) Removal or Vacancy The Foundation Committee shall have the power to remove an officer or agent of the organization for any reason as it may deem fit. Any vacancy that occurs for any reason may be filled by the Foundation Committee.
ARTICLE IX

Organization Structure

The following TPAD Organizational chart is for representation only. The Bylaws written in this document take the precedence over the Organizational chart representation in the following.
ARTICLE X

ADVISORY COMMITTEE

A community leader who has served the Dallas Metroplex and has the ideology of TPAD vision will be nominated as the members of the Advisory Committee by the Foundation Committee of Telangana Peoples Association of Dallas (TPAD). There shall be a maximum of 9 members in the Advisory Committee. Members retired from Foundation Committee will be automatically appointed to Advisory Committee. The Advisory Committee shall provide guidance and advice to the BoT and Executive Committee if needed.

1. **Role**

   The role of the Advisory Committee is to provide guidance and advice to the BoTs and Executive Committee in relation to operations of the Corporation. Any advice given shall be in the nature of guidance and should be carefully reviewed by the BoTs and Executive Committee but shall not be binding on the BoTs or Executive Committee.

2. **Responsibilities**

   For TPAD, each Advisory Committee member will raise $2,000.00 directly/indirectly annually.

3. **Term:**

   The Members of the Advisory Committee shall serve for a term of 3 years from date of appointment.

4. **Election/Selection process:**

   Members will be nominated as the members of the Advisory Committee by the Foundation Committee of Telangana Peoples Association of Dallas (TPAD). There shall be a maximum of 9 members in the Advisory Committee. Members retired from Foundation Committee will be automatically appointed to Advisory Committee.
ARTICLE XI

Code of Ethics

The corporation and its Board of Trustees (BoT) and Employees will comply with the Corporation's Code of Ethics. The Code of Ethics will be formulated and approved by the Governing Board consisting of Foundation Committee, Board of Trustees and Executive Committee will be valid after such approval.
ARTICLE XII

Board Meetings

(1) **Place of Board Meetings**
Regular and Special Meetings of the Governing Board consisting of Foundation Committee, Board of Trustees, and Executive Committee will be held at a place that the BOT Chair may designate.

(2) **Regular and Special Meetings**
Regular meetings of the Governing Board shall be held each month, or more frequently as deemed necessary by the Board of Trustees(BoT) or Foundation Committee. Special Meetings may be called by the BOT Chair, Convener or any three Board of Trustees(BoT). An orientation meeting will be held each year for the new members of the Board of Trustees(BoT) and Executive Committee by the BOT Chair.

(3) **Notice of Board Meetings**
Notice of the date, time, and place of Regular Meetings shall be given to each Governing Board member by regular mail, telephone (including voice mail), facsimile, or e-mail no less than 5 days notice prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each board member using the same methods, but with no less than 60 days notice prior to the meeting, with the exception of special meetings held to amend the Certificate of Formation or bylaws, for which a 5 day written notice by mail or facsimile shall be required specifying the proposed amendment.

(4) **Waiver of Notice**
Attendance by a Governing Board member at any meeting of the Governing Board for which the Governing Board member did not receive the required notice will constitute a waiver of notice of such meeting unless the Governing Board member objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

(5) **Quorum**
A majority of the incumbent Governing Board not counting vacancies shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Governing Board members attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.

(6) **Actions without a Meeting**
Any action required or permitted to be taken by the Governing Board under the Texas Non-Profit Corporation Act, the Certificate of Formation, and these bylaws may be taken without a meeting, if majority of Governing Board individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.
(7) **Open Meetings**
Meetings shall be open to the general public, except when personnel, real estate, or litigation matters are being discussed. Without prejudice to the above, any member of the Foundation Committee shall be entitled to attend the meetings as an observer.

(8) **Proxy Voting Prohibited**
Proxy voting is not permitted.

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**Committee Meetings**

Regular and Special Meetings of the Executive Committee, BOT or Foundation Committee will be held at a place that the Secretary for EC, BOT Chair for BOTs and Foundation Committee Chair for the Foundation Committee may designate. All the individual committees specified here (EC, BOT, FC) follows the same rules for its committees as specified in the Article XII, Sections 2, 3, 4, 5, 6, 7, 8.

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**ARTICLE XIII**

**CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the Convener or any Coordinator and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the Convener or any Coordinator. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Trustees(BoT).

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**ARTICLE XIV**

**QUORUM**

1. **General Body (GB)**
   a) The quorum for General Body meetings shall be lesser of 26 voting members in good standing or 10% of the total number of voting members in good standing.
   b) There will not be any proxies allowed for any meeting that requires decision making by members in activities such as voting.
c) The latest edition of Robert's Rules of Order should be followed if quorum requirements are not met.

II. Foundation Committee
   a) The quorum for Foundation Committee meetings shall be a simple majority of the Foundation Committee.
   b) The latest edition of Robert's Rules of Order should be followed if quorum requirements are not met.

III. Executive Committee (EC)
   a) The quorum for meetings of Executive Committee shall be a simple majority.
   b) The latest edition of Robert's Rules of Order should be followed if quorum requirements are not met.

IV. Board of Trustees (BoT)
   a) The quorum for BoT meetings shall be a simple majority of the BoT.
   b) The latest edition of Robert's Rules of Order should be followed if quorum requirements are not met.

V. Governing Board (GoB)
   a) The quorum for the Governing Board consisting of Foundation Committee, Executive Committee and Board of Trustees (BoT) meeting shall be a 20 members of the Governing Board.
   b) The latest edition of Robert's Rules of Order should be followed if quorum requirements are not met.

VI. Robert's Rules of Order
   a) The rules contained in the latest edition of the "Robert's Rules of Order, Newly Revised", in effect at the time, shall govern conduct of all meetings of TPAD in all cases where they are applicable and in where they are inconsistent with the Bylaws of TPAD or under all applicable Laws of the State of Texas.

ARTICLE XV

AMENDMENT TO BYLAWS

The bylaws except the bylaws related to the Foundation Committee may be amended, altered, or repealed only by a resolution passed by majority by the TPAD Governing Board consisting of Foundation Committee, Board of Trustees and Executive Committee at any regular or special meeting. Provided however, such majority approval must include consent of at least five (5) members of the Foundation Committee in order for the resolution to be passed successfully. The text of the proposed change shall be distributed to all board members at least five (5) days before the meeting.
ARTICLE XVI

Indemnification

(1) **Insurance**
The Corporation will provide indemnification insurance for its Foundation Committee members, Board of Trustee members and Executive Committee members, and the Board shall select the amount and limits of such insurance policy.

(2) **Indemnification**
To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a member of the Foundation Committee, BoT, EC or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

(3) **Limits on Indemnification**
Notwithstanding the above, the corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

ARTICLE XVII

Operations

(1) **Execution of Documents**
Unless specifically authorized by the TPAD Governing Board or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the Convener (or such other person designated by the Board of Trustees(BoT)), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the Convener or two other members of Executive Committee and must be approved by a resolution of the Board of Trustees(BoT) and Foundation Committee.

(2) **Disbursement of Funds**
Financial Transactions which have a value of more than $2,000.00 shall require majority approval of the Board of Trustees(BoT) or Executive Committee if a majority of the Board of Trustees(BoT) is not immediately available to vote on the transaction. In all other transactions, the Convener may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board of Trustees(BoT) and the purposes of the Corporation as set out in the Certificate of Formation and these bylaws. Notwithstanding the above, all checks of more than $2,000.00 disbursing funds from any of the
Corporation’s accounts shall require the signatures of at least two of the following: the Convener, Coordinator, Secretary, or Treasurer. Financial Transactions which have a value of $25,000.00 or more shall require majority approval of the Foundation Committee.

(3) **Records**
The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation.

(4) **Inspection of Books and Records**
All books and records of this Corporation may be inspected by any BoT or Foundation Committee for any purpose at any reasonable time on written demand.

(5) **Loans to Management**
The Corporation will make no loans to any of its Foundation Committee, Board of Trustees(BoT) or Officers.

(6) **Amendments**
The Foundation Committee may adopt amendments to the Certificate of Formation by a vote of two-thirds of Foundation Committee present at a meeting where a quorum is present. The bylaws with an exclusion of Foundation Committee’s roles and responsibilities may be amended at any time by a vote of the majority of Board of Trustees(BoT), Foundation Committee and the Executive Committee at a meeting where a quorum is present.

(8) **Fiscal Year**
The fiscal year for the Corporation will from **January 1 to December 31**.

(9) **Audit**
The Corporation shall have an annual audit to be completed by **May 31** of each year for the previous fiscal year.

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**ARTICLE XVIII**

**DISSOLUTION**

The organization may be dissolved only with authorization of its Foundation Committee given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or
otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Foundation Committee.

ARTICLE XIX

Rules of Procedure

The proceedings and business of the Foundation Committee, Board of Trustees(BoT), Executive Committee and board conducted Member meetings shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.
Appendix

The office bearers appointed or continuing at the time of coming into force of the Telangana Peoples Association of Dallas (TPAD) by-laws as of 08/15/2015 and the Chairman, Co-Chairman of the Foundation Committee and the Foundation Committee nominees on the BoT shall retire on July 31, 2016. Thereafter, new nominees shall be appointed with effect from August 1, 2016 who shall hold office till December 31, 2016 and thereafter appointments shall be made in accordance with the provisions of these By-Laws.
Certification

TPAD Governing Board:

We, the following members of the TPAD Foundation Committee constituted as Bylaws Committee have diligently studied, developed, reviewed and unanimously approved This Bylaws document of TPAD on this day, August 15, 2015.

The Foundation Committee:

i. Rao Kalvala
j. Raj Vardhan Gondhi
k. Mahender Kamireddy
l. Janakiram Mandadi
m. Upender Telugu
n. Vijay Pitta
o. Raghuveer Bandaru
p. Ajay Reddy
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TPAD EXECUTIVE COMMITTEE 2015 - 2016

NAME                     SIGNATURE

Madhavi Sunkireddy

Srini Vemula

Sudhakar Kalasani

Srinivas Gangadhara

Karan Poreddy

Anand Kathroju

Indu Pancharpula

Satish Janumpally

Sathya Perkari

Rajender Todigala

Sumana Basani

Lingga Reddy Alwa