

# NORTH EAST OHIO TAMIL SANGAM (NEOTS) THE CONSTITUTION & BYLAWS

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## **Article I – Name**

*The name of the organization is North East Ohio Tamil Sangam, herein referred to as NEOTS and registered as a non-profit organization with the office of the Ohio Secretary of State.*

## **Article II – Objectives**

*NEOTS is a membership based non-profit organization formed by the Tamil language speaking people of North East Ohio. The objectives of this organization are to promote the awareness of Tamil culture, Tamil heritage through social, cultural, literary, charitable and educational activities.*

*As a non-profit organization, NEOTS will support and promote such other exempt non-profit organizations (under section 501-C (3) of the Internal Revenue code, or the corresponding section of any future federal tax code) involved in similar activities.*

## **Article III – Nature of the Organization**

- 1. Members of NEOTS shall acquire no interest in the property or assets of NEOTS by virtue of their membership therein.*
- 2. NEOTS does not authorize engaging in any other activity or activities, except in furtherance of the purposes as written under Article III of the Initial Articles of Incorporation of NEOTS at the Office of the Secretary, State of Ohio, and henceforth will be referred to as the Constitution in this bylaws document.*
- 3. NEOTS shall never engage in any form of propaganda, or participate in any political campaign for and on behalf of any candidate standing for public office in the USA or elsewhere. NEOTS shall not support anyone, including any of its members for any political campaign whatsoever in the USA or elsewhere.*
- 4. NEOTS shall act as a secular, non religious organization.*
- 5. NEOTS shall not engage in activities deemed unlawful in the USA.*
- 6. No part of the property or assets of NEOTS shall be devoted to any purpose other than the purposes mentioned under Article III of the Articles of Incorporation of NEOTS.*

7. *Members and officers of NEOTS shall not be held personally responsible or liable in any lawsuit against NEOTS and for any debt incurred by NEOTS. The extent of liability of members and officers shall be limited to the unpaid membership dues and for no more.*
8. *For all official events, NEOTS shall use “Tamil Thai Vazthu” - “nErARum kadaluduththa” composed by Thiru Manonmaniam P. Sundaram Pillai as the invocation song.*
9. *In accordance with the objectives of the organization, preference shall be given to programs which showcase Tamil language, culture and heritage.*
10. *Governance: NEOTS is governed by two elected bodies; a nine (9) member Executive Committee and a five (5) member Advisory Committee and these two bodies together operate as the Executive Board. In addition, various sub committees with defined tasks are formed as needed by the Executive Board.*
11. *Rules and Laws: The latest edition of Robert’s Rules of Order shall be the authority on all questions of procedures that are not specifically stated in NEOTS’ bylaws. NEOTS is subject to all applicable local, state and federal laws of USA, which shall govern in the case of any conflict between them and NEOTS’ bylaws.*
12. *No advisors, Officers or members serving in the Executive Board or any subcommittee of NEOTS shall receive, directly or indirectly, any salary, compensation or emoluments thereof, due solely to his or her position in NEOTS. However, notwithstanding this provision, advisors, Officers, or members of Executive Board or any subcommittee of NEOTS may be compensated for providing business or other professional services for which compensation is customarily paid.*

## **Article IV – Membership**

1. *Any individual, over 18 years of age, living in the Northeast Ohio region, who accepts the constitution and bylaws of NEOTS and the objectives for which it stands shall be eligible to be a general member of the NEOTS.*
2. *The Executive Board reserves the right to deny membership based on:*
  - a. *Any known reports about the individual’s or the family’s association with organizations whose activities are directly or indirectly contradictory to Article II.*
  - b. *Inappropriate conduct in the past NEOTS events that are deemed detrimental to Article II*
3. *Types of memberships and basic rights  
There shall be five (5) categories of membership.*

- a. **Individual Membership:** *This is open to individuals and they have the right to cast a single vote and are eligible to hold office in the Executive Committee.*
- b. **Family Membership:** *This is open to families up to a maximum of 2 adults and their children. Both husband and wife or a maximum of two adults living in the same household are eligible to cast one vote each and are eligible to hold office in the Executive Committee.*
- c. **Life Membership:** *This is open to families or individuals who would like to pay a lump sum fee/donation as determined by the Executive Committee and associate themselves as life members of the organization.*
  - i. *Individual and family life members have the same voting rights as individual and family members and are eligible to hold office in the Executive Committee or the Advisory Committee.*
  - ii. *Individual and families with a member aged 60 years and above shall be allowed to become a life member at 50% of the normal life membership fee/donation.*
- d. **Student Membership:** *This is open to full time college students between the ages of 18 years and 25 years who are interested in participating in NEOTS activities. The student member has the right to cast a single vote and is eligible to hold office in the Executive Committee.*
- e. **Honorary Membership:** *This is reserved for people, to be nominated by the Executive Board, who have made significant cultural, scientific, educational, literary, charitable, religious, social, humanitarian, or other contribution to the community and support the objectives of NEOTS. Honorary members are not restricted by the age or residency status specified in Article IV.1. Life Membership dues shall be gratis for these individuals. They are not eligible to cast a vote or to hold office in the Executive Board. It will be limited to one membership a year at the discretion of the Executive Board.*

#### 4. Membership Dues

- a. *Individual, family and student members shall pay annual dues which shall be determined and reviewed as needed by the Executive Committee. The fiscal year shall be from January 1 through December 31.*
- b. *Annual dues shall be due and payable on or before the first event of the Calendar year. Any member can attend NEOTS events after January 1, either by paying membership or by paying entry fee as determined and announced by the Executive Committee.*
- c. *Members who paid their membership dues by July 31<sup>st</sup> of the Calendar year are eligible to vote and contest for elections during that year.*
- d. *Membership fees are not refundable or transferable.*
- e. *It may be necessary in the future to alter the membership fee due to changes in the cost of goods and services. The Executive Committee shall evaluate such changes appropriately and establish revised new fee structure in consultation with the Advisory Committee. Any changes will be announced at the end of the year General Body meeting. All changes shall be in effect for the following fiscal year*

5. *Member in good standing*
  - a. *A person who has paid the membership dues in the above categories and has not created any disharmony or engaged in actions that are divisive or detrimental towards NEOTS or its objectives as outlined in article II.*

## **Article V - Organization Structure: (Office Bearers, Advisory Committee, Terms of Office, and Responsibilities)**

1. *Administration and Officers*
  - a. *The day to day management of the organization shall be the responsibility of the Executive Committee.*
  - b. *The Executive Committee (hereafter referred to as EC) shall be composed of nine duly elected officers and coordinators; which include four officers - President, Vice President, Secretary, Treasurer and five Coordinators. The five coordinators are Cultural Coordinator, Member Services Coordinator, Food services Coordinator, Communications Services Coordinator and Charity and Education Coordinator.*
  - c. *Advisory Committee (hereafter referred to as AC) shall be composed of five members.*
    - i. *Two of the advisors shall be the current and past Presidents of NEOTS.*
    - ii. *Three of the other advisors shall be nominated and elected by the EC from the members in good standing who exhibited leadership and served the local community.*
2. *Terms of Office*
  - a. *Advisory Committee:*
    - i. *Terms of advisors (other than the current and past President of NEOTS, who automatically become members of the AC for that year) shall be for a period of three (3) years. However, the terms of the three advisors for the first time, upon ratification of the bylaws, shall be as follows: One of the advisors is selected for a one (1) year term, a second advisor is elected for a two (2) years term and third advisor is elected for a three (3) years term.*
    - ii. *Following the first year, one new advisor will be nominated and selected by the newly elected EC officers and coordinators and announced to the general body by the end of the year.*
  - b. *Executive Committee:*
    - i. *The terms of office for the members of the EC shall be for a period of one (1) year (January 1st – December 31<sup>st</sup>)*
    - ii. *Members of the EC office bearers shall not hold office for more than four successive terms and members of EC shall not hold the same post for more than one year.*

- c. *No family shall hold more than two positions in any given year in the Executive Board. No more than one person from the same family can be in any of the sub-committee, AC.*

### 3. *Vacancies*

- a. *In the event that the office of the President becomes vacant in the middle of the elected term, the Vice-President shall hold the office of the President for the rest of the term.*
- b. *In the event that the offices of the President and the Vice President become vacant in the middle of the elected term, the Secretary shall hold the office of the President for the rest of the term.*
- c. *In case of a vacancy of the offices of Vice-President, Secretary or Treasurer, the vacancy/ vacancies are to be filled within two months of such occurrence by the President by selecting among the members of EC. If the members of EC are not interested, the President with the consent of the remaining members of the EC shall seek nominations from the members of good standing.*
- d. *In the event that the offices of three or more elected Officers/Coordinators of the EC become vacant in the middle of the elected term, the remaining Officers/Coordinators of the EC will have discussions with the AC and select new officers/coordinators for all the vacant offices for the remainder of the current term.*
- e. *If additional positions become vacant in the middle of the elected term within the EC, the remaining members of the EC and AC will take on the responsibilities of the vacant positions until new elections can be conducted.*
- f. *All vacancies are to be filled within two months of such occurrence if it happens within the first three quarters of the year.*
- g. *Any vacant positions arising during the last quarter of the year may not be filled.*
- h. *Any vacancy in the AC may only be filled by the rest of the AC and EC by selecting community members of good standing.*

### 4. *Eligibility Criteria*

- a. *AC nominee must be a NEOTS member in good standing and shall have served the NEOTS or the North East Ohio Tamil Community in either an official or ad-hoc capacity in the past. Advisors are community leaders who can affect change and promote the objectives of NEOTS through their leadership and advocacy.*
- b. *EC nominee must be a NEOTS member in good standing for a minimum of two years.*

### 5. *Duties of Officers*

- a. *Executive Committee*
  - i. *The EC bears overall responsibility for the Tamil Community's image, viability, financial well-being and actions of NEOTS. The EC shall govern*

*and direct activities of importance to the Tamil Community of North East Ohio. It shall govern the activities of various sub-committees of NEOTS.*

- ii. The EC has the authority to appoint necessary ad-hoc committees and direct their activities to carry out specific projects, events or tasks.*
- iii. Prior to the first cultural event of the year the newly elected EC shall communicate any changes in the annual dues to all the members via electronic mail.*

*b. Advisory Committee*

- i. The AC members shall be responsible for setting long term objectives of the association and governance of the NEOTS executive committee. Their duties include, but are not limited to, the activities such as taking action on all constitutional and legal matters pertaining to NEOTS as well as assisting and cooperating with the EC on their projects.*
- ii. The AC members shall strive to encourage and spread the organization's goodwill.*
- iii. The AC members shall oversee annual election and audit activities.*
- iv. The AC can remove any EC member or general member of the organization for behavior detrimental to the organization by two-thirds majority of the EB members present at a meeting specifically called for that purpose.*
- v. Any member or officer removed from the association according to the above paragraph may appeal such decision and may be reinstated by the approval of two-thirds majority of the general body specifically called for that purpose.*

*c. President*

- i. The President is the Chief Executive Officer and Presiding officer of NEOTS and shall perform all duties that promote the mission and objectives of the Organization.*
- ii. The President shall preside over all the meetings of the EC*
- iii. The President shall make all such appointments as required and authorized by either the constitution or by the EC.*
- iv. The President shall designate committees, committee chairs or other members to represent NEOTS at other national organization meetings or events with the consultation of the EC.*
- v. The President shall appoint special and ad-hoc committees as may be necessary to further the Organization's objectives and monitor the progress. With the consultation of the EC, the President may direct such special and ad-hoc committees to be discontinued when its purpose has been served.*

*d. Vice President*

- i. The Vice-President shall perform the duties of the President in the absence of the President and when so acting shall possess the responsibilities and authority established from Article V.5.c. for the President.*

- ii. *The Vice-President may be assigned to one or more special projects.*
- iii. *The Vice-President shall perform such other duties as assigned by the President.*
- iv. *The Vice President shall be responsible for activities during NEOTS events & celebrations.*

e. *Secretary*

- i. *The Secretary shall record, distribute and archive the minutes from the meetings of the EC.*
- ii. *The Secretary will assist the President, Executive Committee to fulfill their duties.*
- iii. *The Secretary will maintain contact information and details of the AC and EC members. In addition the Secretary shall maintain all pertinent records and information regarding the Organization, including any inventories of the goods owned by the Organization.*
- iv. *The Secretary shall be responsible to schedule the EC meetings in consultation with the rest of the EC members. Meeting schedules should include the date, time, venue and agenda. The President will decide the frequency of the meetings.*
- v. *Notice of meeting: The Secretary shall send notification for the meeting in advance (minimum of one week) to all the required participants.*

f. *Treasurer:*

- i. *The Treasurer shall maintain all financial records for the Organization, which includes payables, receivables and any other transactions performed. The Treasurer shall be the custodian of the funds of the Organization.*
- ii. *The Treasurer shall follow generally accepted accounting principles and present financial statements, bank records as required to the EC.*
- iii. *The Treasurer provides report of all expenses, balances, and assets of NEOTS available funds at meetings.*
- iv. *The Treasurer shall provide an update on the balance sheet after each NEOTS event.*
- v. *The Treasurer will keep the EC apprised of IRS regulations and file the necessary tax documents and send the tax deduction notices to the donors.*
- vi. *The Treasurer and President will select two members in good standing to form the Finance Subcommittee. The members will aid the Treasurer and the President in the finance matters and fill in as Treasurer if the elected Treasurer is indisposed*

g. *Cultural Coordinator:*

*The Cultural Coordinator along with the assistance of a sub-committee shall be responsible for the following:*

- i. *Preparing guidelines for cultural events.*
- ii. *Soliciting and approving cultural items with the consultation of EC.*
- iii. *Contacting and coordinating participant / participant groups.*

- iv. *Preparing agenda for cultural events.*
- v. *Organizing prize distributions.*
- vi. *Coordinating audio and stage management activities.*
- vii. *Presenting cultural items to the audience.*
- viii. *Cultural Coordinator along with the President will select members in good standing to form the subcommittee. These members will aid the Cultural Coordinator in planning and organizing cultural events for the year.*
- ix. *Although cultural coordinator serves as the lead person, the EC as a whole shall be responsible for the overall planning and implementing of any NEOTS event under the leadership of The President.*
- x. *Cultural Committee and EC shall organize events and preference shall be given to programs which showcase Tamil language, culture and heritage.*

*h. Member Services Coordinator:*

- i. *Serves as a liaison between the members and the EC. Shall be the contact person for the members*
- ii. *Runs membership drives and necessary public relations to increase membership levels.*
- iii. *Maintains membership lists, directory of members and membership information.*
- iv. *Monitors and sets up membership table at various events.*
- v. *Responsible for fund-raising and seeking sponsorships for NEOTS.*

*i. Food Services Coordinator*

- i. *Responsible for managing the food services for various events for the year.*
- ii. *Food Services Coordinator along with the President will select members in good standing to form the subcommittee. These members will aid the coordinator in food services.*
- iii. *Comes up with choice of various service options considering cost, quality and member preferences.*
- iv. *Gets quotes from vendors and go through the selection process.*
- v. *Works with Treasurer, President and other members of the EC to ensure service option is within the cost constraints for each event.*

*j. Communications Services Coordinator*

- i. *Communications Services Coordinator along with the President will select members in good standing to form the subcommittee. These members will aid the coordinator in communication services.*
- ii. *Evaluates the various communication needs for the organization and works with the EC to procure and maintain these services.*
- iii. *Reviews and handles all communications to the members from the EC and EB.*
- iv. *Maintains website*



- v. *Reviews website content, publications, brochure and advertisements and ensures these do not violate the objectives of NEOTS*
- k. *Charity and Education Services Coordinator*
- i. *Serves as the coordinator for charitable and educational activities of NEOTS*
  - ii. *Works with the President and shall form the subcommittee of members to carry out activities.*
  - iii. *With the help of the EC and subcommittee identifies local charities to serve.*
  - iv. *Coordinates Tamil language specific meetings with member speakers or invited guest speakers.*
  - v. *With the help of the EC and Subcommittee, comes up with educational programs geared towards meeting the objectives of the organization.*
  - vi. *Works with Communications subcommittee to promote education using NEOTS website.*

## **Article VI - Election Protocol**

1. *Executive Committee*
  - a. *Elections shall be held by the end of November of each year at the Annual General Body Meeting.*
  - b. *Three Officers (Secretary, Treasurer and Vice President) of EC and five Coordinators of the EC are to be elected every year and their terms of office shall be as defined in Article V. The Vice president is automatically advanced to the president following the elections.*
  - c. *If the Vice President decides not to continue as President for the following year, the President shall be elected by the current Executive Board.*
  - d. *Two members of the AC other than the current president together with two members in good standing other than the existing members of the Executive Committee shall form the Election Committee.*
  - e. *The Election Committee shall be in place by the end of September. This committee shall conduct elections for that year and certify the results. The elections shall be conducted by secret ballot and simple majority shall govern. Detailed procedures for the election shall be determined by the Election Committee and communicated to the general body prior to the elections.*
  - f. *Communication seeking nominations for the election shall be sent at least 45 days prior to the election by Election Committee using e-mail process and web notification.*

- g. *Nominations:*
    - i. *Nominations for the three officers shall be solicited from the executive committee and subcommittee members. In the event there are no nominations from subcommittee members, nominations are to be solicited and received from members at large.*
    - ii. *Nominations for the five Coordinators are to be solicited and received from members at large.*
    - iii. *Advisory Committee members, President and Vice-President are not eligible to nominate any officers or Coordinators.*
  - h. *Members of the Election Committee may not nominate themselves for the office.*
  - i. *Deadline for receiving nominations shall be at least three weeks before the election.*
  - j. *Election Committee shall confirm with the nominees on their participation and distribute the list of nominees to all members at least two weeks prior to the election.*
  - k. *In the event no nominations are received by the Election Committee before the specified date for any of the posts, floor nominations shall be solicited at the Annual General Body Meeting.*
2. *Advisory Committee: The newly elected EC members shall nominate and elect the AC member by the end of the year and communicate the result to the general body. The EC members shall nominate an AC member based on criteria specified in Article V.4.a. Once a quorum is established in accordance with Article VIII.6 for the election meeting called for by the EC, a simple majority vote will prevail for electing the AC member.*
  3. *Annual General Body Meeting: This meeting shall be held by the end of November of each year. Annual elections for EC shall be held during this meeting. The quorum for General Body Meeting shall be at least 30% of members in good standing. The quorum is defined for this purpose by physical attendance or by written proxy. An individual attending the meeting cannot have more than one proxy.*

## **Article VII - Transition to Newly Elected Committee**

1. *A transitional meeting is prudent when the control transfers from existing EC to the Incoming New EC after the elections. It is at this time a review may be given of the yearly activities.*
2. *A Financial audit committee may be setup by the Treasurer when presenting the Year-End Financial Reports. This committee should be formed with 2 members outside the EC along with 2 members of the AC to review all financial statements with Treasurer for year-end statements and sending out appropriate notices.*

3. *The current EC will hand over all records, assets and documents along with year-end financial statements approved by Financial Audit committee, to the newly elected executive committee no later than January 15th of the following year.*
4. *The newly elected EC will work with current EC in organizing the first program of the year.*

## **Article VIII - Meeting of the Executive Committee:**

1. *Regular Meetings: In-person meetings of the EC shall be held at least once in three months. The frequency will be decided by the President and the Secretary at the beginning of the year.*
2. *Special Meetings: Special meetings of the EC may be called for any purpose at any time at the request of any member of the EC. Written or e-mail notice of such request must be provided to the Secretary at least two weeks prior to the requested date of the meeting, and the Secretary shall arrange for such meeting if the majority of EC members agree to the request.*
3. *Quorum: The presence of a majority of members of the EC, including a minimum of three Officers, shall be necessary to constitute Quorum for EC meetings. This quorum is necessary to transact NEOTS business, except to adjourn as hereinafter provided. A majority vote of those present may transact all businesses, except as otherwise provided.*
4. *Participation by electronic means in meetings: Members may participate and vote in meetings of EC by electronic means such as telephone, audio/video conference, and other means where their identity can be verified by others present at the meeting.*
5. *Responsibility of EC member to attend meetings and participate: All EC members are expected to attend EC meetings and participate effectively in running the NEOTS. If a member is habitually absent, i.e. absent for three consecutive EC meetings, without a reasonable cause for such absence, the EC may, by two-thirds majority, vote to remove that member from the EC, and immediately inform the AC of such action. Once the removal is approved by a two-thirds majority vote of the EC, and approved by AC, that member will be ineligible to serve as a member of the EC for the remaining term. Within seven days, such action should be communicated to the general body.*

## **Article IX – Expense Policy**

1. *The President or Treasurer may authorize expenses up to \$1000 from available funds.*
2. *No electronic payment shall be made for any payment over \$1000.*

3. *For any expenditure more than \$1000 but less than \$3000 both President and the Treasurer have to cosign the check.*
4. *For any expenditure of \$3,000 or more, the President and Treasurer must present it to the Executive Committee and obtain its approval.*
5. *Whenever program budget exceeds available NEOTS funds, the EC must present plan to AC to recover the program costs.*
6. *The President and Treasurer owe a fiduciary duty to the members and they should assist the Executive Board to examine the finances of NEOTS.*
7. *Self payment by the NEOTS office bearers from NEOTS funds shall not be allowed.*
8. *All expenses should be accompanied by an Expense Report and an invoice or payment receipt.*
9. *Any vendor invoice over \$ 500 must be accompanied by a competitive quote from another vendor for the same service.*

## **Article X – Finances**

1. *NEOTS shall maintain separate funds for specific purposes. All financial records shall be maintained as required by IRS.*
2. *General Operations Account –Annual membership fees, advertisement revenue, food revenue and miscellaneous income shall be deposited in the General Operations Account. The funds from this account should be used to organize events and incur any administrative and organizational expenses NEOTS needs from time to time.*
3. *The EC will budget to work within the operating expenses with an idea of generating positive revenue. In the event of positive revenue at the end of the year, the EC shall deposit the balance over and above the general operating expenses (like website maintenance, renewal of rental halls etc.) to a reserve account which can be utilized for unexpected operational expenses. Anything excess of \$3000 in the reserve fund will be transferred to the Endowment account.*
4. *Funds from Reserve account can be withdrawn for operating expenses only after approval from EB.*
5. *Endowment Account - This account consists of all the funds received towards Life Membership Fee or by fund-raising events. After paying for the expense, the moneys generated from the fund-raising activity will be added to the Endowment Account. All unidentified charitable contributions to NEOTS will be deposited in the Endowment Account. The withdrawal of funds from this account to meet any general/operational expenses of NEOTS requires the approval of General Body. The EC shall be able to withdraw any interest that is earned on this account, to meet NEOTS operational expenses. Such amount shall not exceed \$1000 and only one such withdrawal shall be permitted without the approval of the General Body in a given fiscal year.*

6. *Filing of Taxes – Outgoing Treasurer will certify the financial statements and the incoming Treasurer will file the required tax returns and other required documentation with IRS and other agencies as required.*
7. *A Financial Audit Committee shall be setup by the President and Treasurer when presenting the Year-End Financial Reports. This committee should be formed with two members outside the Executive Committee along with two members of the Advisory Committee to review all financial statements with the Treasurer for year-end statements and sending out appropriate notices.*
8. *Disclosure to Members – Annually, certified financial statements shall be made available to all members of NEOTS.*
9. *Operation of the Bank Accounts – Treasurer and President shall operate and maintain all bank accounts for NEOTS.*
10. *501(c)(3) Compliance - No part of the net earnings of NEOTS shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that NEOTS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IX hereof. No substantial part of the activities of NEOTS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and NEOTS shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, NEOTS shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.*
11. *Any real estate assets or interests owned or leased by NEOTS can be used by another non-profit organization that has needed liability protection and the organization's office bearer is also a NEOTS member in good standing. All such uses and costs shall be authorized by the EC. Due consideration shall be given to NEOTS objectives.*

## **Article XII – Charitable and educational activities:**

### ***Charitable Activities***

1. *NEOTS EC along with subcommittee every year will organize at least one charitable event and perform other charitable activities in local charitable organizations.*
2. *NEOTS will conduct fund raising events from time to time to raise funds to contribute to local and national charities.*

3. *The EC will make decision regarding the actual financial contribution to the beneficiary after expenses are taken into account.*
4. *The beneficiary will be decided by the EC.*

### **Educational Activities**

1. *NEOTS encourages and support educational endeavors of members to promote Tamil language as part of NEOTS Charity and Educational Services.*
2. *NEOTS Educational Services will actively promote educational activities to children of the members by various means.*
3. *NEOTS Educational Services will organize Tamil language meetings on special topics from time to time with member speakers or invited guest speakers from other parts of the country or world.*
4. *Use of website to publish Tamil writings of members (stories, poems, tidbits etc.)*
5. *Use of website to promote educational activities to children*
6. *As the objective of NEOTS is to promote the awareness of Tamil, preference shall be given to programs which showcase Tamil language and heritage*

### **Article XIII – Sponsorship, Website, and advertisements:**

1. *The Membership Services Coordinator will be responsible for all sponsorships sought by NEOTS.*
2. *To ensure fairness and avoid any conflict of interest, all sponsorships must be approved by the EC.*
3. *The sponsorship levels and criteria must be reviewed and approved by the EC every year.*
4. *The advertisement to be placed on the website or in any NEOTS program brochure will be reviewed and has to be approved by the EC.*
5. *NEOTS website will be created and maintained by professional programmers. The contents of the website will be reviewed and controlled by the EC. The website may be the medium of communication between the EB and the NEOTS members.*
6. *The EC may decide to use the website for collecting membership fee, program admission fee and any other monies*

### **Article XIV – General Protocol and Procedures:**

1. *The joint EC and AC members (Executive Board) shall meet at least twice in a year.*

2. *The quorum for any meeting of the Executive Board or EC shall be two-thirds of its members.*
3. *Disputes between AC and EC shall be resolved by majority of the votes at a specifically called Executive Board meeting with a well-respected member of NEOTS outside the Executive Board acting as mediator.*
4. *Budget for every event must be reviewed by the EC and plans must be made to work towards a sustainable balanced budget.*
5. *Due diligence must be made to recover the costs of an event through memberships, sponsorships, admission fees, selling goods, advertisements, promotions, etc.*
6. *Parliamentary Procedures: In the absence of any provision, in the by-laws of this association, all members of the association and Executive Board shall be guided by Parliamentary rules as used and contained in the current edition of Robert's "Rule of Order".*
7. *The NEOTS members list (mailing address, e-mail address and phone numbers) shall be solely used for distribution of NEOTS related or any other information deemed beneficial to the members by the EC.*
8. *NEOTS members list (mailing address, e-mail address, and phone numbers), equipment, individual software, web pages generated during the year, and photographs taken during the year are NEOTS property. No one shall sell, trade, exchange or utilize them in any other manner for personal or third-party gains without obtaining permission of general body.*
9. *Conflicts of Interest: Whenever an EC member has a financial or personal interest in any matter coming before the EC, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested EC members determine that it is in the best interest of the association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.*

## **Article XV – Amendments to Bylaws**

1. *Amendments to these bylaws consistent with the objectives of NEOTS may be made only by members with approval of two-third of the members present at a General Body Meeting, voting in favor of such amendments. The Executive Board must incorporate all amendments passed by the general body into the bylaws.*

2. *The Secretary must communicate notice of all proposed amendments to bylaws in writing, to the members at least ten days prior to the meeting called to consider the amendments.*
3. *Requests for amendments to bylaws made by a member of good standing and supported by 25% of the members must be submitted in writing to the Secretary at least thirty days prior to the date of an annual meeting each year. The support can be in the form of electronic mail or signatures on a paper.*
4. *Requests for amendments to bylaws made by a majority vote of the Executive Board may be submitted to the General Body by the Secretary at any time provided due notice has been given for a general body meeting to adopt any such amendments per Article XIII.1.*

## **Article XVI- Indemnity**

*NEOTS shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Executive Board member against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Executive Board members who are not at that time parties to the proceeding.*

*The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.*

*No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.*

*This Article constitutes a contract between the association and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.*



## **Article XVII- Dissolution**

*In the event of dissolution of the NEOTS organization, to the extent allowed under applicable law, after all lawful debts and liabilities of the organization have been paid, all the assets of the organization shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which the NEOTS organization is organized and operating as outlined in the Articles of Incorporation, or to one or more corporations, funds, or foundations, which shall be selected by the NEOTS Advisory Committee; provided, however, that any such recipient organization or organizations shall at that time qualify as a exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code, as an organization described in Section 501 (c)(3) of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue Law. In the event that upon the dissolution of the organization, the NEOTS Advisory Committee fails to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the organization is located shall make such distribution as herein provided upon the application of one or more members of NEOTS having a real interest in the organization or its assets.*

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