**Up on various requests from members, Executive Committee of 2014 constituted a By-Laws Sub-committee with some of the members of the TSN on June 30th.**

**The By-Laws sub-committee reviewed the following requests from EC, to recommend amendments or additions to By-Laws of TSN during the meetings convened on different dates in the months of July-September 2014** at Hindu Temple Omaha.

**Members Attended:** Phani Adidam, Sundar Chokkara, Muralidhar Chintapalli, Ashok Mudgapally, Mahesh Gudaru, Kolli Prasad, Rajasekhar Bodduluri , Rambabu Kallepally, Venu Potineni and Anil Tati.

**Committee Convened by** : Anil Tati

The following is the list of amendments the Sub-committee has recomeded , and EC has approved through motions moved on September 15th during the EC meeting, to submit to General Body for review and approval.

Item 1) Amend Article II , Section 2 of By-Laws to let New Executive Committee commence from

 Dec 01 of every year instead of January 1st every year making the term from December 1st to Nov30th of the next year here after.

Item 2) Amend Article II, Section 1 to add Joint Treasurer elective position to the list of elective

 positions.

Item 3) Amend Article III, Section 5 - Review the Memberships and their benefits.

Item 4) Append Sections to Article V to facilitate the formation of

1. Nominating Committee
2. Advisory Committee.
3. Audit Committee.

Item 5) Consider to increase number of Board of Directors and define the role and term of Board of Directors.

Item 6) Amend Article VI, Section 2 to review the monetary limits for writing checks by the authorized personal of TSN.

Item 7) Amend Article II, Association to make the composition of EC clear and change the eligibility for TSN Vice President in case no nominations are received for the elective position of Vice President

Item 8) There are some incorrect references in the By-Laws that need to be corrected.

Item 9) Modify Article II Section 3[c] to include provision for inviting Advisory Committee members to all regular and Special EC meetings but with no voting rights.

Item 10) Amend Article II Section 5 : Quorum requirement for EC meeting to be changed in-lieu

 with General Body Meeting.

Item 11) Budget Meeting: Article IV Section 2 a

**Sub-Committee Recommendations**

**Item 1:Commencement of new committee every year from December 1st:**

 Members were unanimous and came to the conclusion that the change is a valid one and recommended the following steps to be taken to let the new Elected TSN Committee commence their activities by Dec01 instead of existing Jan1 to handle the events like “Sankranthi” early in the month of January.

 To facilitate the new committee take charge by Dec01, the following nominations schedule is

 proposed:

**1.1 Suggested Nominations Schedule:**

1. TSN Secretary should hand over the list of TSN members in good standing , including their email addresses by 1st week of October to Nominating committee.
2. Notification of nominations by Nominating Committee: By end of October 2nd week latest by october14th.
3. Last date for receiving nominations by Nominating Committee:. 10 working days from the date of notification latest by October 28th.
4. Inform nominees of the nominations by Nominating Committee : 4 working days from last date of receiving nominations.
5. Withdrawal of nominations with in 5 working days from date of notifying members.
6. Nomination committee will have the right to reject if the nominations doesn't comply

 to the by laws, and the decision of the nominating committee is final.

1. Notify members, the list of contestants and the election date, time and venue 5 working days before the Annual General Body meeting.
2. Conduct Election if needed on any Saturday, on or before November 30th  and before Annual General Body Meeting, after notifying members of the list of contestants as per XXXXXX and present the elected or nominated members to EC meeting and Annual General Body meeting and complete the entire nomination process.
3. All members should cast their own ballot in presence.
	1. The new elected members should be approved by the Annual General Body meeting by the end of November.
	2. The new Executive committee with the newly elected members and permanent members of EC (patrons) should take charge from December 1st
	3. The new TSN Elected Office bearers will hold the office from December 1st of that year till November 30th of the next year.
	4. Financial year remains as is , i.e. from January 1st to December 31st of the year.

**Item 2) Amend Article II, Section 1 to add Joint Treasurer elective position to the list of**

 **elective positions**.

 A new elective position “Joint Treasurer” will be created with the following role, and

 term .

 Role:

* 1. Take charge of Treasurer in the event of resignation by the Treasurer.
	2. Assist the Treasurer in performing the duties as per Article II , Section 1 , A(d) and gain knowledge to lead as treasurer for the next term.

 Term:

* 1. Joint Treasurer for the elected year and will be the Treasurer for the next term until the end of the term next year.
		1. **Example:** Person ***Elected/Nominated*** in 2014-15 as “Joint Treasurer” will become “Treasurer” for the year 2015-2016.

i.e. The Joint Treasurer of 2014-2015 will take over the responsibilities of the Treasurer from Dec1st 2015, whose term will end by Nov 30th of 2016

**Item 3) Amend Article III, Section 5 - Review the Memberships and their benefits.**

 Attended members discussed various options and came with the following suggestions

 related to the existing Member ship types:

 3.1 TSN would not encourage to depend on Membership fees for acquiring funds to

 discharge its duties and charity work ,and should rely on other avenues like conducting

 fund raising, events, providing services etc. However the membership fee if required can

 be used with General Body approval.

* 1. **Patron Members**: Currently there are 21 members under Founder Patrons category.
		1. Change “Founder Patrons” category to “Patron Member” and open up this category for new members and existing TSN Life members.

 3.2.2 Allow existing TSN Life members to upgrade to “Patron Member”

 3.2.3 Member ship Fee: As decided by General Body but should be equal or greater

 than $500.

 3.2.3 Privileges: All privileges including voting rights like the existing patron

 members.

 3.2.4 Members will get three votes, one for the member, one for spouse

 and third vote need to be voted combined (signed by both spouses).

 3.3 **Life Members**:

 3.3.1 Should be allowed to get upgraded to Patrons membership.

 Privileges for upgraded Patrons: All existing privileges including voting rights

 like the existing Patron Members.

 3.3.2 Increase the Life membership fee from the current $100 to an amount decided

 by the General Body for the new Life members. Attended members

 recommended $150.

 Privileges: All existing privileges including voting rights like the existing Life

 Members.

 3.3.4 Life members will get two votes, one for the member and the other for spouse.

 3.4 **Annual Members**:

 3.4.1 Membership fee need to be increased to $25.

 3.4.2 Voting rights will not be there for Annual Members. For the year 2014, the

 annual members will be having the voting rights as existing.

 3.4.3 A nominal membership fee of $5 for Students.

 3.5 **Honorary Members**: Honorary members will not have voting rights.

**Item 4) Append Sections to Article V to facilitate the formation of**

1. **Nominating Committee.**
2. **Advisory Committee.**
3. **Audit Committee.**

Members of the By-laws Sub-committee recommended to incorporate process in TSN By-Laws, for constituting Nominating Committee, to conduct the Nomination and Election process for filling the elective office bearer positions of the EC.

The By-Laws Sub-committee recommended the following composition, role, responsibility of the Nominating committee.

4.1 **Nominating Committee:**

**ROLE**

In order to conduct efficient, fair and transparent elections for various positions in the Executive Committee(EC), a Nominating Committee shall be created with the immediate Past President as chairman.

The role of the Nominating Committee is to provide , necessary support in conducting annual elections to the EC elective positions in a non-partisan, fair, equitable and economic way. This Committee's decision is final in the process of conducting the elections. Election Committee chairperson will coordinate the workings of the Committee and will provide a unified voice of the Committee to the EC and General Body of TSN. The Committee members

* + 1. Must have high moral integrity, character and should not be biased to any particular group or party in the community.
		2. Must maintain confidentiality during the election process.
		3. Must not be either a serving member or a contestant or an immediate family member (spouse and kids) to any contestant during that year.
		4. Must be impartial.
		5. Must not campaign or support any contestant of the election.
		6. Nomination process should be completed as per the suggested schedule.

 **Composition**

4.1.7 The Nominating Committee shall consist of a Nominating Committee Chairman

 headed by Past President (Ex officio member of current EC) and two members.

* + 1. Members are chosen by the Past Present.
		2. If the Past President indicates his/her reluctance to head the chair of this committee to EC, then the EC will request the immediate Past President (recursive process until a Past President accepts)to chair this committee and the members will be nominated by the newly appointed Chair of the Nominating Committee.

 **Members Eligibility**

* + 1. All members of this committee shall be either a Life member or Patron member of the TSN.
		2. Must be firm believer in TSN organization and its goals.

 **Responsibilities**

 The responsibilities include:

* + 1. Finalizing the Election schedule and keeping track of it.

4.1.12 Accepting the nominations for open elective positions after notification.

* + 1. Verifying the candidates' nominations and their eligibilities.
		2. Conducting annual elections if needed prior to Annual General Body Meeting.
		3. Declaring the winners and finally ensuring that they are duly installed in office.
		4. Keeping the election records safe and available electronically whose backup’s need also be taken like any other official documents of TSN, after the election date for any dispute resolution.
		5. If no candidate or candidates apply, or nominated or run for elections to fill any vacant elective positions for which elections are scheduled, then the Nominating

 Committee will communicate to EC with such details.

* + 1. Such positions are filled as per Article II Section 1.
		2. Nominating committee must verify the eligibility of the contestants or nominees and

 they should be eligible as per Article II, Section 1.10 ,

* + 1. For the best interest of the organization and to achieve its objectives without any disputes,

 the following restrictions shall be adopted for contestants:

1) Contestant must not be holding any official position in any other local Telugu association directly or indirectly to prevent any conflict of interest.

2) Should be able to follow the decision process in the committees, usually majority decision decides and hence forth to follow the same unconditionally to maintain the unity and integrity of the committees and hence the organization.

* 1. **Advisory Committee:**

 Members of the committee expressed to constitute a permanent Advisory committee

 with the following role, and composition.

 Role:

* + 1. The Advisory committee will make recommendations, guidance to the EC or any of its members in any area of operations like running the day to day business, fund raising, charity, cultural affairs etc.
		2. The EC needs to communicate the Advisory Committee members to attend its meetings.
		3. The committee will not have any voting rights in any of the decision making process.

 Composition:

 4.2.5 The advisory committee will be constituted with Permanent members and Annual

 Members.

* + 1. Permanent members: All past Presidents, Vice Presidents and Secretaries of TSN to avail the guidance and advice from their past experience in running the association.
		2. Annual members: President can appoint up to a maximum of 2 members up on his / her discretion.

 Eligibility of Annual Members:

 4.2.7.1 Any TSN member in the Telugu community with skills and ideas in

 TSN program areas.

* 1. Audit Committee:

Members of the committee proposed to have an Audit Committee.

Role:

4.3.1 This committee ensures that proper financial management is in place to achieve the

 accountability goal.

4.3.2 This Audit Committee will look at the fiscal responsibilities, any deviations from the

 budgetary allocations.

4.3.3 This Committee may take help of independent external Auditors when necessary.

4.3.4 The Treasurers of the Past Fiscal year for which the Tax Returns will be filed in the

 current year, need to provide all the information to the Audit Committee.

Composition:

 This Audit Committee will comprise of Vice President, Secretary, one of the Board of

 Directors nominated by EC, Treasurer of the prior Audit year.

 Example: Audit committee of 2014-2015 will have Treasurer of 2013, as the Audit

 year will be 2014.

Term: One Year and coincides with EC’s term.

**Item 5) Consider to increase number of Board of Directors and define the role and term of Board of Directors.**

Members of the committee attended expressed couple of views regarding increasing the number of board of Directors.

1. Some Members in the committee expressed view to increase the number of Board of Directors to 5 from the current 3 to make to make it more vibrant, and to safe guard the interests of the TSN.
2. Few members expressed that there is no need to add new members to Board of directors and dilute the powers of the TSN President and Executive Committee and it was by intention and design that the number of Board of Directors is limited to three to avoid any conflicts in future. Also that if TSN decides to add new members, the new members should be added through election process instead of nominations.
3. Nebraska Nonprofit Corporation Act Laws 1996, LB 681, § 64; 21-1965 states that a corporation may provide in its articles or by laws for the election of directors by members through any reasonable method.
4. It is left to TSN EC and General Body to take appropriate decision on the item either to review and adopt the proposals made through reference:5.1 to 5.9 of this document or to reject the proposal as suggested by some members.
5. EC has reviewed, voted and passed motion on September 15th , recommending to General Body, to adopt the recommendations 5.1 to 5.9 of the By-Laws committee .

Sub Committee Members who are in favor of increasing the number of Board of Directors positions, proposed to provide the following Amendments to Article VI of Articles of Incorporation for Telugu Samiti of Nebraska:

* 1. Increase the number of Board of Directors to 5 from the existing 3 starting from the year 2014-2015.

Term:

* 1. The term of Board of Directors is 2 years starting from December 1st of the nominated year. From the year 2015-2016, initially 3 members will retire and the next year 2 members will retire, and this staggered retirement process continues in the years to come.
	2. In case if a Board of Director position falls vacant, then the President can nominate a new Board of Director from the EC recommended list for the remaining period of the term related to the vacancy.

 Nomination Process for Board of Directors:

* 1. The outgoing President will nominate the vacant positions of the Board of Directors from a list of TSN members recommended by the EC. EC should limit the recommended list of members to three times the number of Directors to be nominated that year.

 Role:

* 1. Board of Directors will periodically conduct meetings and assess the activities of the EC and give necessary guidance to EC, to make it more focused and result oriented in achieving the goals of TSN.
	2. Board of Directors could step in and call for a meeting with EC , to resolve if there are any issues related to functioning of the EC.
	3. Each Board of Director need to convene a meeting under his/her leadership along with other Board of Directors inviting EC at least once in his/her term. EC will update the Board of Directors with TSN activities during this meeting.
	4. At least one meeting needs to be convened for every 5 months by

 the board of directors and each director should convene at least one meeting with

 other board of directors and EC during their term.

* 1. Services provided as a member of Board of Directors to TSN is on a volunteer

basis as per Article II, Section 7.

**Item 6) Amend Article VI, Section 2 to review the monetary limits for writing checks by the authorized personal of TSN.**

Members of the committee expressed to amend provision for financial transactions made by the President and Treasure:

6.1 **Current version of By-laws**: As per Article VI, Section 2, all checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, must be signed by two members of the EC (one of them must be elected members) who are authorized to sign as per Policy & Procedures Manual

6.2 **Proposed Amendment**:

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, must be signed by either President or Treasurer up to and a maximum value of $500 and for amounts greater than $500 need to take prior approval of EC and should be signed by both President and Treasurer who are authorized to sign as per Policy & Procedures Manual.

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**Item 7) Members expressed to make the By-Laws more clear in certain sections.**

Here is an amendment to Article II Section 1.

**Existing:**

ARTICLE II. ASSOCIATION

SECTION 1. EXECUTIVE COMMITTEE:

The Executive Committee (EC) consists of a President, Vice President, Secretary, Treasurer, Cultural Secretary, six elected Members and permanent EC members (Patron members) for a term expiring at the end of fiscal year of the Association. These officials constitute the voting members of the Executive committee. The President may appoint additional officers such as Assistant Secretary, and Co-Vice President, but these appointed officials would not have voting powers. All elected Executive Committee members at the General Body meeting must be residents of Nebraska and must have legal status to reside in USA for duration of his/her term. The President and Vice President should have served TSN in some other elected official capacity for at least two year before being nominated for their respective posts. *All other elected Executive Committee members must be TSN members in good standing for at least 30 days prior to election*. State law prohibits President from holding Secretary’s position simultaneously. Any unfilled Executive Committee positions (Any un-fulfilled office bear position) will be filled by the majority of the newly constituted EC on the recommendation of the President if the candidate meets the following requirements:

1. Must be a resident of Nebraska and has legal status to reside in USA for duration of his/her term.
2. Must be a TSN member in good standing for at least 30 days prior to appointment.
3. In the case of Vice President, should have served TSN in an official elected capacity for at least two years.
4. In case an official elected member who served for 2 years is not interested to be Vice President, then the minimum should be 1 year.

Services provided as a member of Executive Committee to TSN is on a volunteer basis as per Article II, Section 7.

Amended : ARTICLE II. ASSOCIATION

SECTION 1. EXECUTIVE COMMITTEE:

**Composition:**

1. The Executive Committee (EC) of the Association consists of elected office bearer members, permanent EC members, members of the Advisory committee.
2. Elected office bearer Members: i.e. President, Vice President, Secretary, Treasurer, Joint Treasurer, Cultural Secretary, six elected Members
3. Permanent EC members: All Patron members.
4. Advisory Committee members: All members of Advisory Committee as per Article V Section1(B).
5. Voting members of Executive Committee: Elected office bearer members and Permanent EC members.

**Eligibility:**

1. All elected Executive Committee members ~~at the General Body meeting~~ must be residents of Nebraska and must have legal status to reside in USA for duration of his/her term.
2. The President and Vice President should have served TSN as an elected member, and should have served at least one year in any other committees before being nominated for their respective posts.
3. *All other elected Executive Committee members as per Article II Section 1(2)must be TSN members in good standing for at least 30 days prior to election*.
4. State law prohibits President from holding Secretary’s position simultaneously.
5. Any unfilled Executive Committee positions (Elected EC member positions) may be appointed by a majority of the Executive Committee if the candidate meets the following requirements:
6. Must be a resident of Nebraska and has legal status to reside in USA for duration of his/her term.
7. Must be a TSN member in good standing by at least before October 1st  of the year, prior to appointment.
8. In the case of Vice President should have served TSN as part of EC or any TSN Committees for at least two years.

**Item 8):** These are the few references that needs to be changed.

1. Article II Section 8 Vacancies:

 Existing: A vacancy for the President is covered under Article II, Section 1, sub-section A(a).

 Amended: A vacancy for the President is covered under Article II, Section 1, sub-section A (6)

 2) Article II Section 8. Reinstatement:

 Existing: Services provided as a member of such committee to TSN is on volunteer basis

 as per Article II, Section 7.

 Amended: Services provided as a member of such committee to TSN is on volunteer basis as

 per Article II, Section 8.

1. Article IV Section 5: Informal Action By members:

 Existing: Any action that requires a meeting of the members can also be taken without

 such meeting provided that a 2/3rd (two-third) majority of the members eligible

 to vote as per Article VIII, Section 2, sign in favor of such action and submit it to

 the EC for implementation

 Amended: Any action that requires a meeting of the members can also be taken without

 such meeting provided that a 2/3rd (two-third) majority of the members eligible

 to vote as per Article III, Section 5[c], sign in favor of such action and submit it to

 the EC for implementation

1. Article IV Section 6: QUOROM:

 Existing: For a General Body meeting twenty-five voting members or one-fourth (1/4) of

 the total voting membership as per Article VIII, Sections 1 & 2 shall constitute a

 quorum.

 Amended: For a General Body meeting twenty-five voting members or one-fourth (1/4)

 of the total voting membership as per Article III, Sections 5[c] shall constitute a

 quorum.

**Item 9**) Article II Section 3[c] should be changed to include Advisory Committee members to all

 regular and Special EC meetings but with no voting rights.

 Existing: All founding patrons, as per Article III, Section 5 (a) 1, shall be permanent invitees

 to all regular and special EC as well as TSN meetings with voting authority.

 Amended: All patrons, as per Article III, Section 5 (a) 1 with voting authority and Advisory

 Committee members with out voting rights shall be permanent invitees to all

 regular and special EC as well as TSN meetings.

**Item 10)** Amend Article II Section 5 : Quorum for EC meetings

 **Existing:** A majority of the EC with minimum of 2/3rd (two-third) of EC members shall

 constitute a quorum for the transaction of business at any meeting of the EC

 **Amended:** A majority of the EC with minimum of 1/4th (one-fourth) of EC members shall

 constitute a quorum for the transaction of business at any meeting of the EC

**Item 11)** Budget Meeting: Article IV Section 2.2 to include provision for a special Budget Meeting.

 Members expressed the desire to have a Budget meeting so that income is budgeted

 before expenses and to keep the budget decisions driven by mission priorities and fiscal

 accountability.

 11.1 )A special EC meeting should be called before the end of January during the EC’s term

 by the Treasurer of the newly elected EC members to submit the Budget plans for

 EC’s approval.

 11.2 ) Budget should be inline with the mission priorities and should provide fiscal

 accountability.

 11.2 )Majority vote of the attended members is needed to approve the Budget.