

BY-LAWS OF NASHVILLE KANNADA KOOTA



www.NashvilleKannadaKoota.org

Written by the Executive Committee:

November 6th 2010

PREAMBLE

We, a group of people of Indian origin (Kannadigas) living in Nashville area and middle Tennessee, devoted to practice, preserve and promote the rich heritage of our culture. This is a non-profit organization and shall be known as “Nashville Kannada Koota”. The association was established to foster understanding, friendship, goodwill and appreciation between Indo-American community and mainstream American community.

Background: **Kannadiga** is a reference to the people whose origin is from the State of Karnataka, India, and natively speak the **Kannada** language and its variants or its dialects as their mother tongue. **Karnataka** (formerly known as **Mysore State**) is the land of **Kannadigas**, located in southern **India**. They are now scattered all over India and other parts of the world. Historically, Kannadigas have made rich contributions to Kannada literature, music & arts, theatre, sculpture, science / medicine, martial arts, sports, etc., and continued to be honored for their on-going unique contribution to the entire world. Karnataka’s festivals, cuisines, costumes, etc., have their own unique style. **Bengalore** being the capital of Karnataka, is now a hub of Information & Technology (IT) and is known as the Silicon Valley of India!

ARTICLE 1: NAME

The official name of the association shall be "Nashville Kannada Koota (NKK)". This Association will be registered in the State of Tennessee as a "not for profit" organization.

ARTICLE 2: OBJECTIVES

1. To preserve, practice and promote the rich culture and heritage of Karnataka state among the Indo-American community.
2. To raise, solicit, collect, and dispose funds and donations for charities, cultural, educational, and humanitarian purposes, either directly or in cooperation with other registered non-profit organizations.

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3. Receive donations, hold and maintain funds, real or personal property for carrying out objectives.
4. The Nashville Kannada Koota association will maintain and publish an annual membership directory, a newsletter and/or a magazine to be sent quarterly to members of the NKK. It will also maintain a web site to keep them informed about the NKKs cultural programs, events, and activities. To support the aforementioned, it will raise funds through donations, membership, advertisements, promotions and sponsorships.

ARTICLE 3: OFFICE

The period of existence of NKK shall be perpetual. Until there is a permanent address of its own, the office of NKK will be located at an address in Nashville (area), Tennessee, as may be decided by the Executive Committee (E.C). The initial correspondence address will be the home office of the President of NKK, used at the time of registration with the State of TN.

ARTICLE 4: MEMBERSHIP

Membership at NKK shall be open to all those who subscribed to the purposes listed in Article 2 irrespective of religion, race, color, caste, sex or national origin. Such members shall constitute the general body of the NKK.

4.1 Qualifications for Membership: Any person who meets the above criteria may, subject to these By-Laws and the rules of the Club, become a member of NKK. Each member is expected and encouraged to participate and be supportive of the events and association's activities regularly. Pay annual membership fees on-time as determined by the E.C. and the general-body of the NKK organization.

4.2 The membership terms shall be for one (1) year and may be successively renewed (subject to these By-laws of the organization. The E.C. at its discretion may decide from time to time on membership fees and establish different tiers or categories of membership at NKK (such as, life membership, individual or family membership, juniors, honorary, etc.)

4.3 The E.C. may reject any applicant or terminate the membership of any member if the committee determines at its sole discretion that the new or continued membership within the organization of such person is detrimental to the best interests of the NKK organization (including, but not limited to, matters related to support of organization's goals, compliance, safety, integrity, harmonious relationships among members or smooth operations). The decision made by the E.C. representing the organization shall be final.

4.4 Awards: The association may from time to time establish and distribute to any member of the organization or other person recognition such as prizes, medals, plaques or other awards. Evidence of special service, achievement or accomplishment may be determined by the E.C. or the collective members of NKK may fit at its discretion.

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ARTICLE 5: ELECTIONS OF OFFICE BEARERS / EXECUTIVE COMMITTEE

5.1 *Voting & Executive Committee:* Management of the NKK organization shall be done by the elected or nominated members of the Executive Committee as hereinafter provided. The E.C. shall consist of 5 (Five) persons. The number of E.C. may at any time be increased or decreased as needed, but not less than 3 (Three) at any time. The E.C. consists of President, Vice-President, General Secretary, Treasurer, Secretary of Cultural events & Programmes (Cultural Secretary). The chairperson of the E.C. shall be the president and of at least 18 yrs of age, who is a member in good standing of the organization, and who has never been convicted of any felony or equivalent crime.

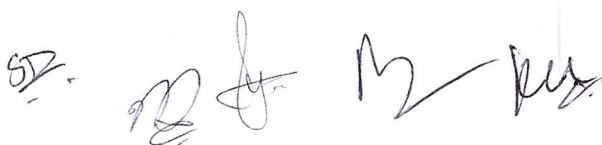
5.2 *Voting for the E.C. members:* Unless otherwise provided in the articles of incorporation of the NKK, the E.C. and officers will be elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting where a quorum of members is present in person or by proxy. Voting shall be by open ballot or other open method, unless otherwise prescribed by the E.C. meeting (see Article 7).

5.3 *Proxies; Method of Voting:* Any member entitled to vote, may vote in person, by proxy or by any other method established by the President and the E.C. as may be determined in the sole but good faith judgment of the E.C. and be expedient and effective under the circumstances (including, but not limited to, oral communication [whether in person or otherwise], telephone, U.S. mail, hand delivery, e-mail, Internet transmission, facsimile or any other form of electronic transmission [whether now or hereafter developed], etc.). Any member may appoint a proxy to vote or otherwise act for him or her by signing a written appointment, either personally or by his or her duly authorized attorney-in-fact. An appointment of a proxy is effective when received by the President of the NKK or secretary or such other officer or agent authorized to tabulate votes, but shall not be valid after 11 months, unless a longer period is expressly provided in the appointment form. The death or incapacity of the member appointing a proxy does not affect the right of the organization to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment. An appointment of a proxy is revocable by the member unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest.

ARTICLE 6: ROLE OF THE EXECUTIVE COMMITTEE

6.1 *Tenure:* The tenure of the elected/nominated office bearers is for 2 year term. However, there is no term limit for any members of the E.C. Member are entitled to vote as may be required by applicable law or under these By-Laws, each member shall have one (1) vote. There will be no cumulative voting. The outcome of the members vote shall be determined by the E.C. of the organization, and if there is a tie-breaker or still undecided, the President's determination shall be deemed final.

6.2 *President:* The president shall be the chairperson of the Executive Committee and the general body of the NKK, generally supervise and control all of the business and affairs of the organization and preside at all meetings of the members. In addition, the president shall possess, and may exercise, such power and authority, and shall perform his/her duties as per the vision

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and objective of the organization. The President will network with various other organizations, inter-associations, including Association of Kannada Kootas of America (AKKA) serving among the board of directors for promoting and preserving the rich heritage and culture of Kannadigas living in North America.

6.3 Vice President (VP): The vice president shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the President or the E.C. The Vice President plays an active role as an advisor to the President and the E.C., coordinating with rest of the E.C. members in overall activities of the organization. The V.P will take over the functions of the President in his or her absence or in the event of emergency like sickness, death or disability or resignation of the President or vacancy.

6.4 Secretary: The Secretary (alias) General Secretary plays a key role in maintaining and updating the members directory, e-mail list, website, domain, shall keep the minutes of the proceedings of the members and of the Executive Committee; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and the seal of the organization and keep a register of the post office address of each member of the NKK.

The Secretary shall have charge and custody of the complete register of all members of the NKK, including, but not limited to, (i) the name, post office address, telephone number and e-mail address (if available) (ii) the status of each member as being current with respect to annual dues and other obligations and whether such member is otherwise in good standing.

6.5 Records. All records of the NKK, except for those involving threatened or ongoing litigation, shall be open to inspection and copying by any member of the organization. The secretary shall be responsible for making such records available to any member who requests them upon reasonable advance prior notice in writing. Any document reproduction or similar costs shall be borne by the party requesting inspection and copying.

In addition, the secretary shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the President, E.C. and as are incident to the office of secretary.

6.6 Treasurer: The treasurer shall have charge and custody of, and be responsible for, all funds and property of the organization; receive and give receipts for money due and payable to the NKK from any source whatsoever; and deposit all such money in the name of the organization in such banks, trust companies, or other depositaries as shall be used by the organization. In addition, the treasurer shall possess, and may exercise such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the President, the E.C. and as are incident to the office of treasurer.

6.7 Secretary for Cultural Events & Programmes (alias) Cultural Secretary: The cultural secretary, in coordination with the President and the E.C. shall be in charge of organizing and coordinating

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the functions, events and programmes conducted by NKK and encourage members participation and networking with inter-associations and organizations. In addition, the cultural secretary shall perform such duties, as may from time to time be assigned to him or her by the President and the E.C. and as are incident to the office of the cultural secretary.

ARTICLE 7: MEETINGS

7.1 Membership Meetings: A meeting of the members shall be held at least once per calendar quarter to discuss and deal with such matters as may be brought before the membership. Meetings of the members shall be held at a time and place as determined by the E.C. Notice of membership meetings shall be sent to the members in good standing in accordance with the manner required for NKKs notices hereunder at least fifteen (15) days prior to meeting. Secretary plays a key role in maintaining the membership directory and encourages enhancing and promoting membership drive in collaboration with other members of the organization and E.C. members.

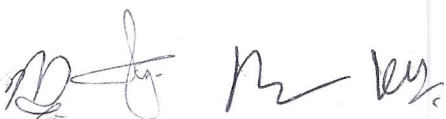
7.2 Quarterly Meetings: The E.C. members of the NKK shall meet at least once per calendar quarter and such meeting shall, be determined by the President and the Vice-President on the place, day and time that is convenient to all E.C. members with agenda, notified atleast ONE week before the meeting date. Addendum to the original agenda may be appended subsequently and discussed at the time of the meeting.

7.3 Annual Meeting: The annual membership meeting shall be held during Kannada Rajyotsava celebration event, the purpose of which shall be the election of members of the E.C. and of certain officers (as hereinafter provided) and for the transaction of any other business that may come before the meeting. Any matters that the E.C. is unable to decide may put to a vote of the members in the annual general-body meeting.

7.4 Special Meetings of Membership: Special meetings of the members, for any purpose or purposes, shall be held when directed by the President of the organization and E.C. Such meetings can be called only in the case of an emergency. The E.C. may designate any place, within Nashville area, Tennessee, as the place for holding any special meeting of the members called by them.

7.5 Executive Committee Special Meetings: Notice to hold the Special meetings of the E.C. may be given upon at least two (2) days in advance by the President or Vice President of the E.C. constituting a quorum of atleast 3 E.C. members who are present. Such meetings can be called only in the case of an emergency. The E.C. may designate any place, within Nashville area, Tennessee, as the place for holding any special meeting of the Board called by them. If no designation is made, the place of the E.C. meeting shall be the home office of the President or Vice President.

7.6 Meetings by Means of Conference Telephone Call or Similar Electronic Equipment: Members of the E.C. may participate in a meeting by means of a conference telephone call or similar communications equipment if all persons participating in the meeting can hear each other at the

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same time. Participation by such means constitutes presence in person at a meeting. The minutes of the meeting may be circulated among E.C. by e-mail for electronic approval or consent by the attendees, thus have the same effect of a meeting vote.

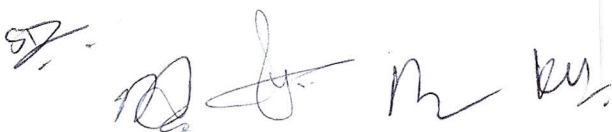
7.7 Time and Place of Meeting: The E.C. may in its discretion designate the date, time and place, either within or without the state of Tennessee, for any quarterly, annual or special meeting of the members or of the E.C. However, that if a special meeting has been called by the members as aforesaid, that meeting shall be held on such date and at such time and place called for by the members shall be held in the middle Tennessee area and notice of such meeting shall be given at least thirty (30) days in advance thereof.

7.8 Adjourned Meetings: When any meeting of the members is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. If, however, after the adjournment the E.C. fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given in accordance with the manner required for NKKs notices hereunder.

7.9 Waiver of Notice of Meeting: Whenever any notice is required under these By-Laws or under applicable law to be given to any member, a waiver in writing signed by the person or persons entitled to such notice, whether signed before, during, or after the time of the meeting and delivered to the organization for inclusion in the minutes or filing with the corporate records, shall be equivalent to the giving of such notice. Attendance of a member at a meeting, whether in person or by proxy, constitutes waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, unless the member attends a meeting solely for the purpose stating, at the beginning of the meeting, any such objection or objection to the transaction of affairs.

7.9.1 Notices to members: Any notice given by any members of the NKK or E.C., officer or their designee or agent under these By-Laws or otherwise in connection with any meeting or any other business may be given in any manner, form or medium determined in the sole but good faith judgment of the person sending the message to be expedient and effective under the circumstances, including, but not limited to, oral communication (whether in person or otherwise), telephone, newsletter, U.S. mail, hand delivery, e-mail, NKKs web site posting, facsimile or any other form of electronic transmission (whether now or hereafter developed), etc.

7.9.2 Quorum: A quorum to do business at a meeting of the members shall be not less than one-fourth (1/4) of the members (rounded to the next whole number) then listed as members in good standing on the membership roll maintained by the membership secretary. For the avoidance of doubt, a quorum of the members at any members' meeting shall not be necessary unless a matter is required to be voted upon by the members under these By-Laws or applicable law or a matter is put to a vote of the members in the sole discretion of the E.C. as mentioned in Article 5 and 7.

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7.9.3 *Manner of Action:* If a quorum is present at a meeting of the members, action on a matter (other than the election of directors) by the members present in person or by proxy is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless a greater or lesser number of affirmative votes are required by the articles of incorporation of the organization or by law.

ARTICLE 8: RESIGNATION AND REMOVAL

8.1 *Resignations:* Any member or E.C. member may resign at any time by giving written notice to the President of the NKK. The resignation of such individual shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the Board may fill the pending vacancy before the effective date if it provides that the successor does not take office until the effective date.

8.2 *Removal:* Any member or the E.C. member of the NKK, may be removed from office at any time, with or without cause, by the vote or agreement in writing by a majority of all votes of the membership of the NKK. The notice of a meeting of the members to recall a member or members of the E.C. shall state the specific member sought to be removed. A proposed removal of a director at a meeting shall require a separate vote for each E.C. member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each E.C. member to be removed. If removal is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting.

8.3 Any E.C. member who is removed from the committee shall not be eligible to stand for re-election until the next annual meeting of the members. Any E.C. member removed from the office shall turn over to the President or E.C. committee within 72 hours any and all records of the corporation in his or her possession.

8.3 If an E.C. member who is removed shall not relinquish his or her office or turn over records as required under this section, the circuit court in the county where the corporation's principal office is located may summarily order the E.C. member to relinquish his or her office and turn over corporate records upon application of any member.

8.4 Any E.C. member who is also holding any other position within the organization, upon his or her removal from the executive committee, automatically be removed from any and all such office(s) and position(s); provided, such additional office or specifically states which offices or positions such person shall retain.

8.5 *Vacancies:* Any vacancy may be filled by the affirmative vote of a majority of the remaining members or the E.C. members even though the remaining constitute less than a quorum of the E.C. or by the sole remaining member, per these By-Laws. An E.C. member appointed to fill a vacancy shall be appointed for the remaining term of office until the next election of the officers or the committee as provided in these By-Laws.

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8.6 *Compensation* : NKK, being a not for profit organization, the role of the elected E.C. members of the organization are voluntary. No member shall receive any compensation for acting as the Executive Committee. However, any member or the E.C. member will be reimbursed for the reasonable expenses incurred on behalf of the organization upon producing a valid receipt.

8.7 In order to encourage the members of the NKK to take-up the office bearers position, their nature of work, commitments, time and hard involved in promoting identity of the NKK organization and cultural exchange, all the E.C. members will be entitled to and sponsored by the NKK to reimburse the registration fee to attend AKKA convention held bi-annually, subject to the financial health of the NKK. The E.C. shall make a reasonable decision time to time during the meeting upon reviewing the account balance, revenue and expenses and overall financial health of the organization.

ARTICLE 9: ACCOUNTING

9.1 *Accounting, Checks and Balances*: The members and the E.C. shall authorize and direct the Treasurer to maintain the accounts of the organization, deposit all the funds collected via membership, donations, sponsorship, etc., at an approved financial institution, make reimbursement for any of expenses incurred on a case-by-case basis from time to time. Hereon, the Treasurer is authorized to sign on the checks for the amount less than \$500 (five hundred). However, the Treasurer along with the President shall be authorized combined to sign on the checks for reimbursement for the amount exceeding \$500 (five hundred) for checks and balances, security and accountability.

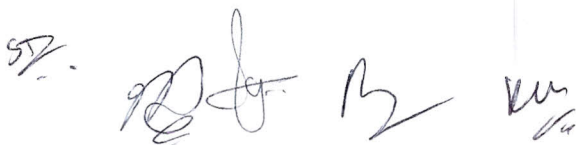
9.2 *Budget*: Overall, the E.C. shall account to the members of the organization for the budget and balance sheet each year at the annual meeting of the members of the NKK during Rajyotsava Celebration. The E.C. may consult a CPA, if needed upon prior approval to monitor and audit the accounts as needed and file the Federal or State Taxes per IRS requirements.

ARTICLE 9: TAX & IRS REQUIREMENT

Notwithstanding any other provision of these articles, this NKK shall not carry on any other activities not permitted to be carried on by an [a] Association exempt from Federal income tax under section 501(c) of the Internal Revenue Code of 1954 or the corresponding provisions thereof of any future United States Revenue Law or [b] an Association contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law. GATS Constitution was amended on April 30 2004 as per the directions of IRS for 501(c) recognition.

ARTICLE 10: DISSOLUTION

10.1 *Proposals for dissolution* : The proposal for such dissolution of NKK shall originate only by means of a written request addressed to the President of the NKK, signed by a simple majority of the annual membership in good standing. The E.C. shall convene a special meeting to discuss the dissolution of the NKK, not less than ONE month and not more than TWO months

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after the receipt of the written/signed request. All the members should be given at least ONE month notice before the general body meeting of such dissolution, once by regular mail and at least twice by e-mail. For the purpose of this meeting, the presence of a simple majority of the annual membership shall constitute the quorum (see Article 7).


10.2 Dissolution: The dissolution requires the approval of two-thirds (2/3) majority of the annual membership in good standing. If at that time, the E.C. may approve such a motion, during the special meeting at which a quorum is present (see section 7.5 and 7.6). For the purpose of this meeting, members voting shall be physically present and “no proxy vote” (including email voting) shall be allowed. In case of dissolution, all remaining assets after the payments of debts will be distributed to one or more eligible charitable organization(s). The name(s) of charitable organization(s) will be decided during the dissolution meeting.

10.3 Distribution of Assets: Upon dissolution of the organization, the E.C. shall make provisions for the payment of all liabilities of the NKK, dispose of all of the assets of the organization to such organization(s) organized and operated for the same or similar purposes as this organization shall at the time qualify as an exempt organization under Section 501(c) the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Selection of the recipient qualifying organization shall be determined by the E.C. during the dissolution meeting.

ARTICLE 11: AMENDMENTS

Amendments to By-Laws: These By-Laws may be modified, altered, amended, or repealed, and new bylaws may be adopted, by action of the E.C. during the annual general-body meeting. By-Laws are always available to the members for reference and review on the NKKs website (www.NashvilleKannadaKoota.org), annual meetings or upon request.

APPROVED BY THE EXECUTIVE COMMITTEE OF NASHVILLE KANNADA KOOTA



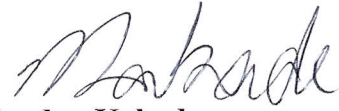
Dr. Shashi K. Dhar
President



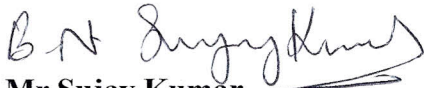
Mr. Krishnamoorthy Ullur
Vice-President



Dr. Madhu Yelameli
General Secretary



Mr. Nandan Kakade
Treasurer



Mr. Sujay Kumar
Cultural Secretary