

THE CONSTITUTION AND BYLAWS OF THE MARYLAND TAMIL ACADEMY (MTA)



Maryland Tamil Academy - Constitution and Bylaws

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PREAMBLE:

We the Maryland Tamil Academy, in order to form an organization, establish a bond with the local Tamils, complement the general social cultural needs, foster unique Tamil education, traditions and values in ourselves, and impart them to our posterity, do hereby ordain and establish this Constitution for the Maryland Tamil Academy.

ARTICLE I

Section 1 - Name:

- a. The name of the organization shall be the Maryland Tamil Academy hereinafter referred to as acronym 'MTA'.

Section 2 - Organization:

- a. The Association shall cover all Tamils who resides in the state of Maryland and neighboring states.

Section 3 - Domain:

- a. The domain of the Association shall be Maryland, here in after called the "domain".

Section 4 - Office:

- a. The Board of Directors shall decide the location of the association and offices.
- b. The central office of the Association at the time of creating this Bylaw is located at 23212, Scholl Manor Way, Clarksburg, MD - 20871
- c. The MTA is organized exclusively for charitable, educational, and/or cultural exchange purposes pursuant to the guidelines of United States Internal Revenue Code, Title 26 of the U.S. Code, § 501 (c)(3). (Hereinafter "IRC § 501 (c) (3)").

ARTICLE II

Section 1 - OBJECTIVES:

- a. The MTA is a charitable, non-profit, and secular organization. The initiative commences in the Maryland area, primarily to teach the Tamil language to children ranging from age four and above. MTA has an interest in promoting Tamil language, literature, and culture while living in the United States through the initiative of teaching Tamil language to younger generations. Pursuant to this objective, MTA may also organize educational programs, cultural events and social activities to provide the students with an opportunity to apply the language skills obtained through their coursework.

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- b. Promote more understanding between the Tamils and other cultural groups and organizations.
- c. MTA is committed in all areas of its operation in providing an environment that is free from harassment and discrimination. Harassment and discrimination based upon an individual's sex, race, ethnicity, caste, national origin, age, religion or any other legally protected characteristics will not be tolerated. All members, including board members and volunteers, are expected and required to abide by this policy. MTA admits students of any race, color, national origin, and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to the students. It does not discriminate on the basis of race, color, national origin, and ethnic origin in administration of its language training policies, and admission policies, scholarship and loan programs, and athletic and other programs.
- d. It is decided that MTA to be formed under the laws of Maryland as a separate legal entity. It is also decided that MTA shall be operated as a non-profit entity as prescribed by IRC §501(c) (3) and properly maintain that status as required by federal and state law.
- e. No part of the net funds of the Maryland Tamil Academy of North America shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the organization 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 the purpose clause thereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under IRC § 501 (c) (3), or corresponding section of any future federal code, or (b) by an organization, contributions to which are deductible under IRC § 170 (c) (2), or corresponding section of any future federal tax code.

ARTICLE III

Section 1 - FUNCTIONS:

The functions of MTA are chosen to realize the objectives specified in section 1 of Article I. The role of MTA is subdivided into the following tasks:

- a) Sponsor educational and cultural projects promoting Tamil language, literature and culture in the United States of America. MTA shall identify, plan, oversee and maintain such projects.
- b) Stimulate Volunteerism among citizens in United States of America.

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- c) Promote people participation in democratic processes in the United States without any political party affiliation.
- d) Hold educational, cultural, fund-raising and charitable events in the United States to support these activities.
- e) MTA will expand its operations through-out the nation based upon the citizens' interest and response.

ARTICLE IV

MEMBERSHIP AND EXECUTIVE STRUCTURE

Section 1 - MEMBERSHIP:

The membership is open to all who participate in the MTA activities and subscribe to its objectives. Parents of the enrolled students, the teachers, and the volunteers shall be members of the MTA which constitutes the General Body of MTA.

The membership categories shall be classified as MTA students' parent/family, teachers and volunteers. The family shall consist of husband, wife (or either) in the same household.

Membership fee and a nominal training fee shall be determined by the Board of Directors as and when required.

Section 2 - ORGANIZATION STRUCTURE:

- a) The MTA operations are governed by an elected Board of Directors.
- b) There shall be 9 members in the Board of directors. The Board shall consist of five officers, namely: President, Vice-President, Secretary, Treasurer and a Joint-Secretary. The others are the four representatives, each representing the Teachers and the Parents.
- c) Based on organizational growth and need, new positions shall be introduced through amendment process.
- d) Board of Directors may appoint ad-hoc committees to execute specific tasks such as Training, Technology, Finance, Arts and Youth programs, to assist and extend the capabilities of the Board.
- e) They are responsible for carrying out all the tasks to meet the objectives of MTA.
- f) Each subcommittee will have a lead and members as decided by the MTA Board.
- g) Board shall develop "MTA Operational Document" with procedures and guidelines for the operations of MTA with the help of various sub committees.
- h) The duration of a duly constituted Board shall be two years except the initial term. Any vacancy that might arise during the term of the Board must be filled within 90 days by the MTA Board.
- i) More than one family member from the same family shall not be allowed to serve in the MTA Board.

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- j) All Committees shall work in close association with the Board of Directors to realize their specific goals. Programs and activities of the committees shall be carried out under the direction of the Board of Directors.

Section 3 - ELECTION AND TERMS OF OFFICE OF THE BOARD OF DIRECTORS

1. Every enrolled MTA student's parents (a maximum of two votes per family) shall have the voting rights to elect the Board of Directors.
2. All parents of MTA students, who served in MTA committee, for a minimum of six months in the past 2 years from the current election date [24 Months prior to the election date], are eligible to contest for any office of the Board of Directors except in the initial term.
3. Volunteers can vote in the election if they serve satisfactorily minimum of one year as volunteers in the MTA activities.
4. The term of office of the Board of Directors shall be for a period of two years or until their successors assuming their respective offices whichever comes first
5. The election of the incoming Board of Directors shall be conducted in May. The term of office shall begin immediately (maximum of three weeks) following the election.
6. Election is to be conducted by an Election Committee of three members. MTA Board shall appoint an Election Committee. Election Committee shall not have any member from the Board of Directors. One of them will be the Chairperson. The Election Committee is responsible for receiving nominations, verifying eligibility of nominees and conduct of the elections. Nominations shall be in writing, which shall include a statement of the nominee's willingness to serve and the signature of the proposer. Members of the Election Committee shall not contest in the election. A member of the MTA shall not contest for more than one position on the Board of Directors in a given year. The deadline for closure of nomination shall be one week prior to the Election Day and the deadline for withdrawal of nomination shall be three days prior to the scheduled election.
7. To be eligible to contest for the President of MTA, the candidate must have prior service as a board member with the minimum of one year.
8. MTA Board shall fill any vacant position arises before the election from the good standing members.

Section 4 - RESPONSIBILITIES OF THE OFFICERS OF THE MTA

A. *THE BOARD OF DIRECTORS*

- a) The Board of Directors are legally responsible for the activities of MTA, and hence the Board of Directors are entrusted with the obligation to oversee the proper execution of MTA's bylaws.
- b) The Board of Directors shall be responsible for the democratic elections and convene a joint session of Incoming and Outgoing elected members within three weeks of the election.
- c) All the members of the Board are expected to attend the MTA Board meetings and participate effectively in running the MTA. If a board member is habitually absent, i.e. absent for three consecutive Board meetings, without a reasonable cause for such absence,

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the Board shall, by 2/3rds majority vote to remove that member from the Board. Once the removal is approved by a 2/3rds majority vote of the Board, that member shall be ineligible to serve as a member of the Board for the remainder of his/her term.

- d) The Board shall serve as an advisory body to all committees in the conduct of any business over \$150 as deemed necessary and desirable in the interest of the MTA. All transactions over \$150 require the approval of the Board before execution. All transactions or disbursements related to charitable activities, irrespective of amount, require the approval of the Board before execution. The Board shall convey its approval or decision within 1 week of committee's request.
- e) The Board of MTA shall appoint an audit committee consisting of one or more members, to audit accounts and financial statements on an annual basis and present such committee's report to the General Body.
- f) The Board of Directors has the power to establish task-based special committees to accomplish specific tasks. The mandate, term, composition, reporting shall be decided by the Board. The term of all such task-based committees established by the Board of Directors shall cease when the task is completed or when the term for which it was formed expires, or when the Board of Directors votes to close that committee, whichever is applicable in terms of the duration and the mandate.
- g) In transacting MTA business, a decision made by a majority vote is binding; however, board is expected to operate under the constraints of Bylaws, prevailing law, and generally accepted principles of conduct.
- h) The Board shall develop, publicize, maintain, and enforce a code of conduct defining ethical standards for all directors/volunteers and shall also ensure their acknowledgement of such policies with signed records.

B. PRESIDENT

- a) Shall in general, manage all activities and business of the MTA. The President shall call for and preside at the meetings of the MTA and the committees.
- b) Shall, with the approval of the Committees, appoint members of all standing and other committees.
- c) Shall sign all documents in the name and on behalf of the MTA.
- d) Shall see that all activities of the MTA are properly documented.
- e) During the temporary absence of any lead of the Committee, the President shall assign the lead's responsibilities to other members of the committee.

C. VICE--PRESIDENT

- a) Shall perform all duties of the President during the latter's temporary absence and any other duties which may be assigned by the President.
- b) Shall be responsible for community relations, bulletins, publicity and new students' addition and leverage technology for education.

D. SECRETARY

- a) Shall be responsible for recording and presenting the minutes of all meetings.
- b) Shall sign and attend to all correspondence of the MTA. The Secretary shall send all to members, notices of all meetings and functions held on behalf of the MTA.

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- c) Shall be the custodian of records, documents and physical assets of the MTA other than those under the jurisdiction of the Treasurer. The Secretary shall maintain an updated list of members and an updated list of physical assets of the MTA.
- d) Shall file any certificates required by any statute, Federal or State and required tax returns.
- e) Shall perform such other duties as may be assigned to the Secretary by the President.
- f) Shall present a consolidated report of the activities of the MTA at the Annual General Body Meeting.

E. JOINT SECRETARY

- a) Shall assist the Secretary in the discharge of the duties.
- b) Shall perform all the duties of the Secretary in the case of Secretary's absence.
- c) Shall perform any other duties which may be assigned by the Board of Directors.
- d) Shall be responsible for weekly Tamil class facilities arrangement, events and cultural management.

F. TREASURER

- a) Shall have charge and custody of and be responsible for all funds of the MTA.
- b) Shall establish and maintain a bank account in the name of MTA.
- c) Shall make, countersign and endorse in the name of the MTA all checks, drafts, notes and other orders for the payment of money, under the direction of the Board. Checks above \$200 (Two hundred dollars) shall be signed by the Treasurer and the President of the MTA.
- d) Shall maintain records of all financial transactions made by or on behalf of the MTA in accordance with approved accounting principles.
- e) Shall present an up-to date, audited financial report at the annual General Body Meeting of the MTA.
- f) Shall perform such other duties as may be assigned to him/her by the President.

G. TEACHERS' REPRESENTATIVE

- a) Shall lead course curriculum design. American Tamil Academy curriculum may be followed.
- b) Shall bring collective feedback and concerns of other teachers to the attention of the officers of the Board.
- c) Shall appoint an alternate representative of teachers to attend and represent him/her in a Board meeting in case of a planned absence.

H. PARENTS' REPRESENTATIVE

- a) Shall develop partnership with state/local Tamil schools and learning centers to earn credits for MTA Students' participation in the school.
- b) Shall facilitate volunteer/teacher appreciation events.
- c) Shall bring collective feedback and concerns of other parents to the attention of the Board.
- d) Shall appoint an alternate representative of parents to attend and represent him/her in a Board meeting in case of a planned absence.

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ARTICLE V

MEETINGS

A. BOARD MEETINGS

- a) The Board shall meet or convene a conference call at least once in a month.
- b) The Board shall meet at the call of the President or Majority of its members.

B. GENERAL BODY MEETINGS

- a) The General Body shall meet at least twice in a year.
- b) The President may convene a General Body meeting anytime during the year.
- c) The President should convene a General Body Meeting if a majority of the members of the MTA demand one.
- d) Notice including the agenda of the General Body Meetings shall be given to all members of the MTA at least one week in advance.

C. QUORUM

- a) One third of the members of the MTA shall constitute a Quorum for a General Body Meeting.
- b) A simple majority shall constitute a Quorum for the Board Meetings.

D. PASSAGE OF RESOLUTIONS

A simple majority of members present is required for the passage of any resolution in the Board or General Body Meetings.

E. Committee Meetings

The Committee shall hold as many meetings among their members as they need to conduct their tasks that meet the objectives of MTA. If necessary, the Board can request the committee lead to convene meetings to provide members to express their opinions, feedback and complaints that require further action. If it is so required, additional meetings may be held.

The General Body Meeting shall have the following format:

Determine if a Quorum has been achieved

Reading of Minutes of the previous General Body Meeting

Board of Directors Reports

Financial Summary

New Business

Business in process

Closing Remarks and review action items.

ARTICLE VI

Section 1 - TRANSITION AND OTHER IMPORTANT ITEMS

- a) The Email ID and address lists are proprietary property of MTA. No individual member owns any personal rights/ownership to these items. The MTA members listing (mailing address, e-mail address, and phone number) shall be used for distribution of MTA related information and activities only.

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- b) Board members shall not be held personally liable for any actions and decisions taken on behalf of MTA to the extent provided under federal and state law.
- c) All the protected information of past and current members including the members listing (mailing address, e-mail address and phone number), and equipment, individual software, web pages developed during the year; photographs taken during the programs (performed by the professional artists), etc. are the MTA's property. No one should sell, trade, exchange, or utilize in any other manner for personal or third party gains.
- d) Office holders of MTA shall avoid conflicts of interest in carrying out their responsibilities. MTA shall follow a conflict of interest policy given in the Appendix- A

Section 2 - CONFLICT RESOLUTION

- A. Any member or officer of the MTA may be removed on the grounds of inability to perform the duties of the position, corruption, favoritism, or gross misconduct, at a meeting of the General Body called for that purpose.
- B. The process set in motion for recall or removal of any member or officer of MTA involves the following steps:
 - a) Recall of any MTA member or officer: Any general body member may initiate removal proceedings in a meeting of the general body called specifically for this purpose by presenting such a written request to the President, or Board of Directors, with the written consent and support (with signatures) of at least 10% of the General Body members in good standing.
 - b) General Body of Meeting: President or Board shall send a notice of such a meeting with date, time, location and agenda for the meeting at least 15 days prior to the date of such meeting. All details relating to the investigative report and Board resolutions/decisions to remove the member/officer shall be presented to the General Body. The member/officer being sought to be removed shall be given every opportunity to explain his/her position in front of the General Body meeting, before a vote is taken to remove. A majority of 2/3rd (two-thirds) of the members so assembled for this purpose is required to remove a member/officer.
 - c) Disbarment from MTA: A member/officer once removed or suspended by the General Body will forfeit his/her membership in MTA for a finite number of years as determined by the General Body.

ARTICLE VII

A. *DISSOLUTION*

The MTA can be dissolved by a four-fifths vote of the Members present at a General Body Meeting.

B. *DISPOSITION OF FUNDS UPON DISSOLUTION*

Upon the dissolution of the MTA, assets shall be distributed for one or exempt purposes within the meaning of IRC § 501(c) (3), or corresponding section of any future federal tax code, or

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shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VIII

A. AMENDMENTS

- a) These by laws may be amended at any General Body Meeting of the MTA by two-thirds vote provided that the amendment has been sent to the members at least a week prior to the General Body Meeting.
- b) A member proposing an amendment shall submit in writing to the Board at least twelve weeks prior to a General Body Meeting. The Board shall determine the worthiness of the amendment and inform the purpose of its evaluation within six weeks of receipt. Upon finding the proposed amendment worth, the Board shall include the proposed amendment for consideration in the next scheduled General Body Meeting, subject to the prior notice requirement of Article VIII. A. (a).
- c) In the event that the Board rejects the member's proposed amendment, the member may petition in writing, signed by thirty members, to the Board, at least four weeks prior to a General Body Meeting. Proposed amendments, in its entirety, shall be sent to the membership by the Board for consideration in the next scheduled General Body Meeting. In the case when the Board proposes an amendment, only the prior notice requirement of VIII. A. (a) need to be satisfied.

ARTICLE IX

A. PARLIMENTARY AUTHORITY

- a) The rules contained in the current edition of Robert's Rules of order Newly Revised shall govern the MTA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the MTA may adopt.

ARTICLE X

A. EXCEPTIONS FOR INITIAL LAUNCH OF THE ORGANIZATION

- a) Exceptions shall be allowed in the following areas only during the launch of the organization as certain conditions cannot be met for the obvious reasons:
 - The article IV. Section 3.5 - 2013 election will be conducted in the month of November for the launch of the organization.

ARTICLE XI

A. RATIFICATION OF THE ORIGINAL BYLAWS

- a) The original bylaws were ratified and became effective upon ratification by majority of the members on the date of 18 May 2013

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Appendix-A Conflict of Interest Policy of the MTA.

1. The purpose of the conflict of interest policy is to protect the tax-exempt MTA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the MTA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definitions

1. Interested Person

Any director, officer, or member of a committee with the board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the MTA has a transaction or arrangement,
- b. A compensation arrangement with the MTA or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the MTA is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under paragraph 3, Section 2, a person who has a financial interest may have a conflict of interest only if the MTA board or committee decides that a conflict of interest exists.

3. Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with MTA board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board or committee shall determine whether the MTA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

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- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the MTA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy
 - a. If the MTA Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Proceedings

The minutes of the board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Annual Statements

Each director, officer and member of a committee with board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the MTA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

6. Periodic Reviews

To ensure the MTA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether partnerships, joint ventures, and arrangements with any management, MTA conform to the MTA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction.

7. Use of Outside Experts

When conducting the periodic reviews as provided for in paragraph 7, the MTA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility