

The Bylaws of the Vaaradhi

Article 1 - Name

This registered, non-profit organization, in the State of Maryland, USA, shall be known as the Vaaradhi.

Article 2 - Objectives

To encourage and promote the social, cultural and Telugu language activities of the Telugu community in USA.

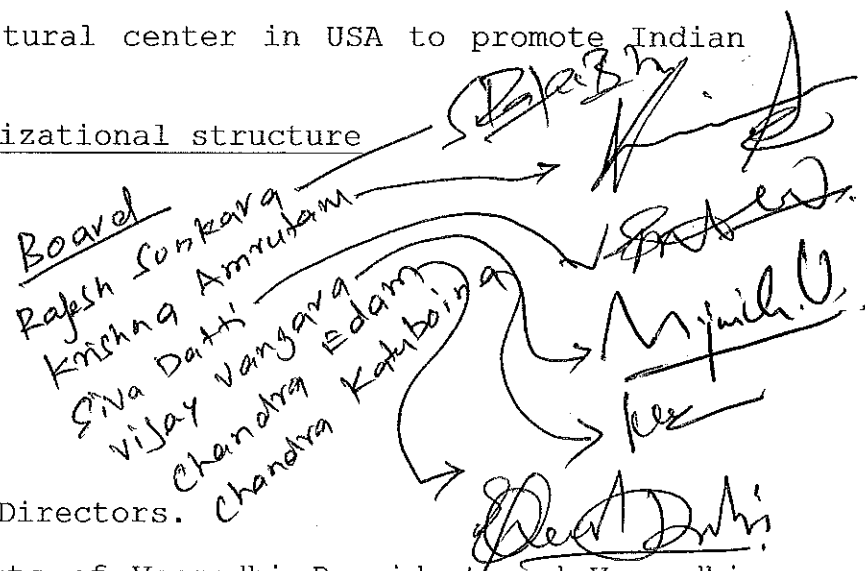
To collect donations for educational, cultural and socioeconomic development of the needy, and transfer of funds to registered charities of interest of Vaaradhi

To organize events as required which involves the participation of the Vaaradhi members and Telugu Community.

To secure a permanent cultural center in USA to promote Indian community activities.

Article 3 - Vaaradhi organizational structure

- 1. Board of Directors (BD).
- 2. Executive committee.
- 3. Premium life Members.
- 4. Life Members.



Article 4 - Governing Body

BD consists of 7 Board of Directors.

Executive Committee consists of Vaaradhi President and Vaaradhi members representing different department secretaries and their respective designated team members.

Article 5 - Terms of Office

A. Each member of the Executive Committee shall serve for a term of two-years.

Article 6 - Vacancies

In the event a vacancy arises for any position in the Board of Directors committee or Executive Committee prior to the next election time, the remaining members of respective Committees shall nominate an eligible premium life member of Vaaradhi. Such

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person shall serve until the next election. Allowed vacancy may arise by any of the following events: voluntary member resignation or member removed by disciplinary committee or death of a member or any member ineligible to physically perform his membership duties.

Article 7 - Finances

- A. The Vaaradhi Executive Committee shall maintain bank account in the name of Vaaradhi at a recognized financial institution. Signatures of a assigned board of director (in the absence of treasurer) or Treasurer of the Executive Committee shall be required to operate the accounts.
- B. Expenses amounting over \$200 are subjected to Board of Directors approval.
- C. All Budgets shall be approved and expenses should be appropriated by simple majority of BD.

Article 8 - Agent and Office

- A. Resident agent should share all the Vaaradhi related mails and paper work to the BD.

Article 9 - Revisions and Amendments to the Bylaws

- A. Revisions and Amendments shall be recommended to the BD and EC. Quorum of BD members shall approve proposed revisions and amendments based on majority. Approved revisions and amendments to Bylaws shall be posted on the Vaaradhi website.

Article 10 - Dissolution

- A. In case of dissolution, all assets shall be distributed to any organization that subscribes to the ideals as those of Vaaradhi and is qualified as a tax-exempt under section 501 (c) (3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Law. EC and BDC or in the absence of EC, BDC will dissolve as above.

Article 11 - Duties of the Executive Committee and the BD

- A. The service of the Executive Committee members and BD is voluntary and there shall be no remuneration to any member. This is a service to the community.

- B. General secretary shall call and the President shall preside over all the meetings of the Executive Committee and the General Body meetings. The President shall serve as the official

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spokesperson of the Vaaradhi. General body meeting can be called by the General Secretary in consultation with the President and combined majority of the executive members and BD.

C. General Secretary shall serve as the coordinator of all activities as may be required by the BD, Executive Committee and the General Body. He/she shall also assume the responsibility of maintaining the meeting minutes of EC and all pertinent documents of the Vaaradhi.

D. Treasurer shall be the official in-charge of all the Vaaradhi's finances related to operating funds and membership dues. He/she shall be responsible for all the collection of the annual dues and donations from the members and larger community. The Treasurer will provide an audited Balance sheet of the Vaaradhi to the General Body after the Diwali Event of the year.

E. If any member of the Executive Committee and BD does not attend two consecutive instances of either in-person or phone conference or both combination of phone and in-person meetings without a valid reason, a disciplinary action for impeachment will be forwarded to the disciplinary committee. An allowed valid reason for not attending the second and third consecutive meeting will be a health reason (doctor's note should be submitted), out of city or country travel (travel proof should be submitted to secretary)

Article 12 - Quorum

A. At any General Body meeting, EC and Board of directors the quorum shall consist of 51% majority of attendees (>50) among the current year's premium life members. Quorum is considered only for any meetings with minimum of 3 members.

B. A quorum at the Executive Committee meeting shall consist of mandatory presence of the President, the Secretary, and the Treasurer along with at least four other Executive Members should be present for the quorum.

C. A quorum at Board of Directors meeting shall consist of at least 4 members of BD.

D. Any invitee not showing up for a meeting will forfeit any say on the decisions made in that meeting.

Article 13 - Conflicts of Interest

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A. No person shall serve any two positions simultaneously in the Vaaradhi organization during the same term unless approved by board of directors.

B. More than one member of the same family shall not contest or serve for the executive positions in the Vaaradhi organization during the same term.

C. Vaaradhi members (including EC & BD) shall not use Vaaradhi assets for the benefit of personal, family and friend's businesses.

Article 14 - Installations of Executive Committee

A. For the first 3 years 2013, 2014 and 2015 President will be elected from the Board of Directors. All executive positions will be dissolved at the end of 2015 term for the fresh start of 2016 term.

B. A new Vaaradhi Executive Committee shall be installed every 2 year period through election process.

B. In each two year term of office the new Executive Committee shall be installed by Second Saturday of January through election process.

Article 15 - Nomination Procedures

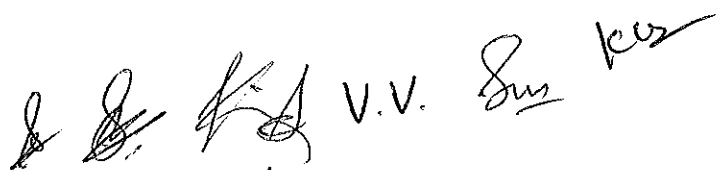
A. Nominations for the Executive Committee should be sent by first Saturday of January of that election year to the Election committee.

C. Nominations shall be in writing signed by the Candidate and two sponsoring premium members of Vaaradhi and shall be with the full consent of the candidate to serve the full term of the office

D. If no nominations are received voluntarily before the nomination date the year the election is due, Board of directors will meet and nominate the candidates from premium life members The candidates recommended by the Nominating Committee may be approved in a special in person meeting, thus concluding the selections of the Vaaradhi EC candidates for that election year term. There is no need for elections in this case.

Article 16 - Election Procedures

A. Election Committee will conduct elections.

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- B. Election Committee shall be appointed by BD. Election committee consists of two previous year's Executive Committee members and one of the Board of Directors.
- C. Election Committee will be appointed by Dec 15th of the election year. Election date shall be announced by Dec' 22nd of the year. Nomination process should be completed by first Saturday of January. Election date will be second Saturday of January.
- D. For the first 3 years (2013, 2014 and 2015 President will be elected from the Board of Directors)
- E. The elections should be called for in writing to all the members in good standing (dues paid as of Dec 30th of that year is considered as member in good standing) at the time of the election.
- F. Election shall be conducted at the General Body Meeting in person.
- G. Election Committee shall email election guidelines and nomination form to all active premium members by first Jan 1st of prior year. The information should also be posted on Vaaradhi website.
- H. All Vaaradhi proprietary materials which include online bank IDs, passwords, Website passwords, Vaaradhi Email Database, Member Information etc. and any other crucial documents and access codes should be handed over to BDC chairman before 1st January of the election year by Vaaradhi president. BDC chairman will be the only authorized person to have access to all above said materials and will hand over the with- held materials access to Vaaradhi President and respective committee secretaries after the valid election process completes.
- I. Election Committee members will take the complete responsibility of all communications, meeting setups, set up of required materials for the elections to take place. He/she will be the chairperson of all these meetings and will still have his/her right to vote. Persons not being able to attend the election meeting forfeit their voting right. Due to the delicacy of the situation, voting via email or phone will not be considered. On any circumstance, the meeting team will wait 30 minutes after the scheduled meeting start time for all the attendees to show up before the election process begins.

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J. The ballot box will be opened in the same meeting in front of the voters and result is openly declared. In case of a tie BD member's majority vote declares the winner.

Article 17 - Limitations of Terms in Office

Vaaradhi Chairman, President, executive vice president and regional vice presidents shall have one year term and EC shall have two years term.

Article 18 - Record Keeping

The assigned officers of the Vaaradhi shall maintain all records, past and present in good order and document the minutes of the meeting and decisions made during the year. Financial records shall be maintained for a minimum of seven years.

Article 19 - Internal finance Audit Committee (Three Members)

Three members, one member from EC and one from BDC along with the treasurer shall constitute the internal finance Audit committee. The internal audit committee shall conduct annual internal audit of Vaaradhi books prior to presentation of the financial statements to the Vaaradhi official web site.

Article 20 - Annual Filing of Statements:

Officers of the Vaaradhi shall file every year, annual or other statements needed by the State of Maryland or other governmental agencies and maintain a separate file for the past year's submittals.

Article 21 - Membership Fee:

A. Membership is open to all those interested in the activities and functions of Vaaradhi, and residing in Maryland state. The Vaaradhi Members are defined as those who paid the annual dues as specified in the Article 21. Membership includes individuals and family (husband, wife and dependents, dependents meaning below 18 years of age). All such members constitute the premium life members and rest of the members constitutes a General Body (GB) of Vaaradhi. Husband and wife are the only voting members in the family membership. Above 18yrs of age can pay individual membership to vote on their own behalf.

B. Vaaradhi encourages everyone to become a member of the association. In order to sustain its activities, Vaaradhi has

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following categories of membership fees. The Life Membership category needs to pay their full membership fee at one time. Membership Year: Jan 1st to Dec 31st of every year.

The membership categories are:

1. Life Member - \$100 one time.
2. Premium life member - \$100 per year. (2 major events are free per family)

B. The above membership fee structure or the amount may be proposed for change in the future by the Executive Committee and approved by a simple majority of the EC and BD. Such changes do not apply to prior Life Members

C. Vaaradhi will not use any membership fee collected amounts towards their annual operating expenses.

Article 22: Board of Directors

A. Board of Directors consist maximum of 7 members.

C. Responsibilities include:

- Provide assistance to leadership team and other members
- Define & guide TEAM's vision to achieve the long term goals
- Review By-laws annually and make any necessary amendments.
- Notify the updated by-laws to executive committee & Board directors committee.

D. Board of directors will elect President & chairman of BDC for the election year 2013, 2014, 2015 a with 4 vote majority among BDC. 2016 onwards president is elected from nominations received through election process.

E. Organize elections for electing Leadership Team of next year

F. In situations where only Board of Members meet, the presence of 4 members constitute a quorum and needed for the decision making process. Any board member not showing up for a meeting will forfeit any say on the decisions made in that meeting.

Article 23: Executive Committee

A. Executive committee consists of members with pre-defined role for each member. The size of this team can be altered by

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leadership team in consultation with the board of directors based on the growing needs.

B. Executive committee Members are:

President

Executive Vice President

Reginal VP Columbia

Reginal VP Ellicott city

Reginal VP Laurel

Reginal VP Cockeysville

General Secretary

Treasurer

Cultural Secretary

Marketing Secretary

Stage secretary

Media Secretary

Youth Secretary

Women Secretary

sports secretary

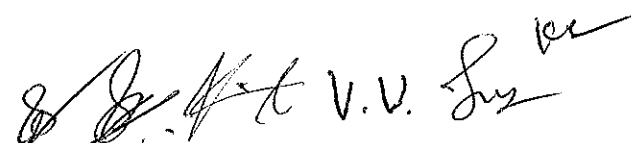
C. EC Eligibility Criteria is as follows:

1. Should be a premium life member.

2. Should have demonstrated good organizational and leadership skills in the Vaaradhi activities.

D. Election committee(s) notifies via email all the eligible candidates to find their interest to take up the post. Board member also sends out the roles and responsibilities that come up with the designation.

E. Interested candidates notify the election committee(s) via email their willingness to contest for the post along with a filled in nomination form supplied

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F. Board of Directors & Election Committee meets to decide on the person for the post.

G. If there is only one contestant, the post would be given to the contestant without any election process. If there is more than 1 contestant for the post, then all premium members elect the final nominated positions through election process. If the voting results in a single winner, then the winner is declared for the post on the spot. If the result of voting ends up in a tie among two or more candidates, then a reelection process is initiated by election committee.

K. In situations where none of the qualified persons are willing to contest for the post or situations where none of the candidates are eligible for the post, then Board of Directors with or without consultation with any committee can choose a person from board members or the executive committee for the role.

Article 24 - Past President and treasurer.

A. The past President or any member of the previous Executive Committee of Vaaradhi is obliged to help the new Executive Committee with the orderly transfer of records and bank accounts. The past President shall attend the first meeting and may attend routine meetings especially if requested by the current Executive Committee.

Article 25 - Disciplinary committee and Protocols

A. Disciplinary Committee consists of 3 members who include 1 member from executive board and 2 members from board of directors. Disciplinary committee will investigate make a final decision. Disciplinary committee will be installed along with executive committee installation timelines.

B. Actions reported to Disciplinary committee:

1. Violations against action items already approved or in process of approval by executive committee or board of directors committee will be tagged as a violation item (VI) and reported to disciplinary committee.

2. Bylaws violation.

3. Email protocol violation which includes any negative propaganda emails against Vaaradhi or forwarding any Vaaradhi proprietary email items to non Vaaradhi members or Vaaradhi unrelated interested groups.

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