

INDIAN FINE ARTS ACADEMY

Bylaws

BYLAW 1 – NAME AND LOCATION

- Section 1.** The name of the corporation shall be “Indian Fine Arts Academy”, which shall hereinafter be called IFAA. IFAA has been incorporated in the State of Texas. It has been determined by the Internal Revenue Service that IFAA is exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization established for literary, cultural, and educational purposes within the meaning of Sec. 501(c) (3) of the Internal Revenue Code of 1954.
- Section 2.** The office location of IFAA shall be determined by the Executive Committee.

BYLAW 2 – PURPOSE

The purposes for which the corporation has been formed are:

- Section 1.** To maintain, preserve, and perpetuate the cultural heritage of India in North Texas.
- Section 2.** To assist and promote fine arts, particularly Indian classical music, and dance in North Texas.
- Section 3.** To foster understanding in fine arts of India between people of Indian origin and others in North Texas.
- Section 4.** To raise, solicit, collect, and disburse funds, charities, and donations for the above purposes either directly or in cooperation with other registered not-for-profit and non-profit organizations in U.S.A and abroad.
- Section 5.** To carry on all such lawful activities which a non-profit corporation organized for literary, cultural, and educational purposes within the meaning of Sec. 501(c) (3) of the Internal Revenue Code of 1954 may be empowered to do; provided however, the corporation shall never carry on any political activity, lobby for enactment of legislation or participate in any activity prohibited by law for an organization established for literary, cultural, and educational purposes within the meaning of Sec. 501(c) (3) of the Internal Revenue Code of 1954.

BYLAW 3 – MEMBERSHIP

- Section 1.** Any individual who is interested in supporting and promoting the purposes of IFFA as specified in Bylaw 2, and who subscribes to the objectives of IFFA and agrees to abide by its rules and regulations as formulated by the Executive Committee (EC) is eligible to apply for the membership of IFFA.
- Section 2.** There are four classes of membership, namely (1) Family membership, (2) Single membership, (3) Senior citizen/Student Family membership, and (4) Senior citizen/Student Single membership. All family memberships include the parents and their children who are not older than 18 years. All Senior citizen memberships must include at least one member who is not less than 65 years old as of the beginning of the membership year. All student memberships must include at least one member who is a full time student as of the beginning of the membership year as determined by a recognized educational institution.
- Section 3.** The membership is available throughout the calendar year and expires at the end of each calendar year.
- Section 4.** Only members who pay the membership fees before June 30th are eligible to vote in any elections or deliberations that require voting by members.
- Section 5.** The Executive committee shall determine the membership dues, membership benefits and privileges associated with each class of membership and the policies and procedures relating to enrollment. Any changes in the membership fees, benefits and enrollment procedures shall be communicated to the members by mail or email at least seven days before they go into effect.
- Section 6.** Information about IFFA policies and programs will be mainly sent through email to the members. Only in exceptional circumstances, information will be sent to the IFFA members by mail. Accordingly, all members are required to furnish their email addresses as well as mailing addresses to IFFA in order to receive information about IFFA policies and programs.

BYLAW 4 – GOVERNANCE

Section 1. The governing body of IFAA shall consist of:

- a. The Executive Committee of IFAA, here in after referred to as EC
- b. The Board of Trustees of IFAA, here in after referred to as BOT
- c. The General Body (GB) consisting of all members of IFAA who are eligible to vote as per bylaw 3, section 4.

Section 2: Executive Committee:

- i. The Executive Committee of IFAA, will consist of a President, Vice President (VP), Secretary, Treasurer, and a minimum of six and a maximum of ten EC members (ECM).
- ii. Upon the Executive committee shall rest the duties and responsibilities for the conduct of IFAA in all matters as provided in the bylaws. The Executive committee has the authority to formulate and modify all the operating rules of IFAA and its activities.
- iii. The President is the head of IFAA and bears the overall responsibility for the functioning of and actions of IFAA. The president shall maintain due oversight on all activities of IFAA. The President shall preside over all Executive Committee and general body meetings; appoint volunteers as necessary to carry out logistical tasks for the IFAA events; represent IFAA before public; act as an executive officer of IFAA and perform all other functions attributed to this office. The president will implement all the decisions made by the executive committee.
- iv. The Vice President shall assist the president in the performance of activities of IFAA, and in the absence of the President shall perform the duties of the President as required.
- v. The Secretary shall coordinate all meetings and activities of IFAA, keep minutes of all meetings and publish them. The Secretary is also responsible for all official communications of IFAA to the EC, BOT and members and any others as authorized by the executive committee. The secretary is responsible for ensuring and maintaining all relevant documents including contracts with third parties. The secretary shall present a report on IFAA's activities to the general body at least once a year.
- vi. The Treasurer shall be responsible for all financial matters of IFAA. The Treasurer shall implement all financial policies approved by Executive committee; maintain the roll of members; keep accurate accounts and documentation of receipts and expenditures, and provide them to the

external auditor and executive committee as needed; Prepare audited annual financial statements and annual budgets. The Treasurer is also responsible for filing all tax returns in time as well as for ensuring that all compliances relating to incorporation and tax-exempt status are fulfilled in a timely fashion. The Treasurer shall prepare an annual budget by February 15th of each year for review and approval by the EC. The Treasurer shall also prepare a quarterly financial report every calendar quarter within 45 days after the end of a calendar quarter and circulate it to the EC and BOT. The Treasurer or the President shall sign checks issued by IFAA.

- vii. The members of the executive committee will attend the Executive committee meetings, provide input, vote when needed in committee meetings and perform those duties for IFAA as assigned by the President.
- viii. Each person in the EC has one vote when any proposal is put before the EC in their meetings. In any joint EC/BOT meeting each person in the BOT and EC has one vote when any proposal is put to vote in such meetings. All decisions should be based on the majority vote subject to quorum as per bylaw 8. The person chairing the meeting shall abstain from voting unless there is a tie.
- ix. The Executive Committee shall strive towards a balanced budget and exercise fiscal restraint. Fiscal year shall be January 1 through December 31.
- x. The Executive committee is responsible for setting all policies and procedures relating to IFAA matters and shall communicate to all members by email or mail any changes in policies and procedures within 30 days of the executive committee's decision. The Executive committee may at any time refer matters to the general body for consideration. The Executive committee may appoint special committees as needed.
- xi. The term for a President is limited to one term of two years subject to a lifetime maximum of 10 years (Five non consecutive terms). All other members of the EC, if elected, can serve continuously in any position other than that of President for a maximum period of six years (three consecutive terms) subject to a lifetime maximum of 12 years.
- xii. In case of resignation, death, incapacitation, or any other reason resulting in the non-availability of any one in the Executive Committee, the vacancy can be filled for the remaining period of the term by appointment by the Executive committee. In filling such vacancies, the Executive Committee shall automatically nominate a current Vice President to fill the vacancy of a President, a current Secretary to fill the vacancy of a Vice President, and a current Treasurer to fill the vacancy of a Secretary. Any member of the

Executive committee other than the current President, VP, and Secretary can be nominated to be the Treasurer when that position is vacant. Any IFAA member in good standing can be nominated to fill the vacancy of any ECM

Section 3. Board of Trustees

- i. The BOT will consist of the initial directors who founded IFAA (as per IFAA's articles of incorporation in the state of Texas - Exhibit A) and the immediate past President of IFAA who are current members in good standing. The initial directors who founded IFAA are designated as the Founder Trustees of IFAA.
- ii. The Founder Trustees will serve for life time as long as they continue to be members in good standing and fulfill their responsibilities
- iii. The Founder Trustees will lose their life time privileges for good if they resign or do not renew their membership in any year
- iv. Any vacancy caused by the resignation, death or non-renewal of membership of Founder Trustees will be filled through election that coincides with that of the Executive Committee. Until such vacancies are filled through elections, they will be filled through nominations by joint EC/BOT meeting.
- v. Whenever a vacancy arises in the Board of Trustees, due to the resignation, death, non DFW Metroplex residency, or non-renewal of membership by the immediate past president, that position will be filled through appointment by joint EC/BOT meeting.
- vi. The term for the elected trustee will be four years subject to a lifetime maximum of twelve years. Any nominated trustee will serve for the remaining term until the next election for the BOT.
- vii. To be eligible for being nominated as Trustee, a person should (a) a resident of DFW Metroplex, (b) be a current member in good standing and (c) have served as President, VP, Secretary or Treasurer of IFAA in the past, for at least one full two year-term.
- viii. Once every two years, members of BOT will elect a chairman and nominate one of the members of BOT to be the agent of IFAA for state registration. The same member of BOT can serve both as chairman and agent at the same time if BOT so desires. The BOT will also designate one of its members to maintain minutes of their meetings.
- ix. BOT has a limited executive and a significant visionary, advisory and mentoring role. BOT will not be responsible for normal routine operations of IFAA but can provide non binding advice and guidance to the Executive committee as needed

- x. BOT is responsible for approving (a) any annual budget that exceeds previous year's actual expenses by 25% or more (b) Any single program cost exceeding 25% of annual operating budget or cash balance at the time of the program proposal and (c) capital spending or noncore/unusual one time spending exceeding \$1000.
- xi. The BOT is responsible for (a) ensuring smooth transition when a new Executive Committee takes office (b) sale of IFAA capital assets when needed and (c) guiding the Executive Committee as mentors to ensure that IFAA is governed as per the IFAA by-laws and constitution
- xii. BOT shall have voting privileges along with the Executive Committee only on decisions relating to (a) constitution and by-law amendments, (b) nomination of election officer and matters relating to IFAA election policies and procedures (c) long term purpose, mission and objectives of IFAA as outlined in the constitution, by-laws and articles of incorporation and (d) removal and suspension of any IFAA member.

Section 4.

- i. All the members serving in the BOT and EC must be a legal resident of DFW Metroplex area and remain members in good standing to hold and maintain their positions in the BOT and EC.
- ii. No member of the BOT or EC shall serve two positions at the same time except for provisions under bylaw 4 section 3, subsection viii.
- iii. No member of the BOT or EC shall receive any financial benefits by virtue of the office held.

Section 5.

The general body consists of all members in good standing that have paid their dues on or before June 30th of a calendar year. Members who are not either suspended or expelled from IFAA are considered to be members in good standing. The General body of IFAA is responsible for electing eligible members of EC and BOT during bi-annual elections. They are also responsible for approving all amendments to the articles of incorporation and the bylaws of IFAA as per requirements under bylaw 6.

Bylaw 5 – Nominations and Elections

- Section 1.** As a Texas non-profit corporation, IFAA is authorized to set its own election procedures. These are described in the following sections.
- Section 2.** Elections for Executive Committee, consisting of President, Vice President, Secretary, Treasurer and a minimum of six to a maximum of ten Executive committee members, shall be held once in two years in even calendar years for terms beginning in the odd calendar years. Elections for any Board of Trustees positions shall be held once in four years along with elections for the Executive Committee for terms beginning in the following year.
- Section 3.** The term for a newly elected Executive committee is two years and the term for a newly elected member of BOT is four years.
- Section 4.** Voting rights in an election are as follows:
- i. Only Members who joined on or before June 30th of a calendar year are eligible to vote in all elections and other event requiring voting by the general body
 - ii. Family membership or Senior citizen/Student family membership entitles the family holding the membership to have two votes.
 - iii. Single membership or Senior citizen/Student single membership entitles the holder of the membership to have one vote.
- Section 5.** Following are the eligibility requirements for contesting for positions in the executive committee and BOT.
- i. Any IFAA member in good standing who is a legal resident of DFW Metroplex area and who has served in the past in any IFAA governing bodies such as Executive Committee, Operating committee, Governing Council and or Board of Trustees (See Exhibit B) is eligible to contest for the positions of President, Vice-President, Secretary, and Treasurer of IFAA subject to term restrictions and other limitations set out in the bylaws.
 - ii. Any IFAA member in good standing, who is a legal resident of DFW Metroplex area is eligible to contest for the position of member of the Executive Committee other than for positions of President, the Vice-President, Secretary, and Treasurer, subject to term restrictions and other limitations set out in the bylaws.
 - iii. To be eligible for being elected as Trustee, a person should (a) be a legal resident of DFW Metroplex area (b) be a current member in good standing and (c) have

served as President, VP, Secretary or Treasurer of IFAA in the past (See Exhibit B), for at least one full two year-term.

- Section 6.** The EC in consultation with BOT shall announce by August 15th of the election year, the date of the Election Day and appoint an Election Officer to manage all matters relating to the elections and conduct all the elections. The Election date can not be earlier than November 1st and later than December 15th of the election year.
- Section 7.** The EC in consultation with BOT will publish by August 15th of the election year the filing requirements and forms to be completed by those interested in contesting in the elections.
- Section 8.** For the Executive Committee elections,
- i. The voters shall choose between contesting slates of candidates if there is a contest. Each contesting slate shall include one candidate for each of the positions of President, Vice President, Secretary, and Treasurer and a minimum of six and a maximum of ten for the positions of ECM. For Board of Trustees, the voters will choose among individual contestants for the open positions. No person can be part of more than one slate in any election. No person can contest for two positions at the same time in any elections.
 - ii. The member seeking the office of President (herein after referred to as a slate sponsor) shall provide to the election officer on or before September 15th of the election year, his/her slate of candidates including a brief background of each of the candidates attesting to his/her meeting the eligibility requirements for the position as described in bylaw 5 Section 5.
 - iii. Each candidate in a slate that is presented to Elections Officer must communicate in writing to the Election Officer by September 15th of the election year his/her willingness to serve in the specific position in the slate for which he/she has been nominated as a candidate.
 - iv. The Election Officer will make best efforts to enable slate sponsors to validate their slates. The Election officer is responsible for reviewing and deciding on the validity of the slate(s). The Election officer within 15 days after the receipt of a slate of candidates shall inform the slate sponsor any deficiencies in the slate presented and give him/her adequate time to help him/her rectify any deficiencies in the slate including substitution of candidates in the slate to make it acceptable.
 - v. All efforts by the slate presenter to validate the slates must be completed by October 15th to the satisfaction of the election officer. Any slate that

does not comply with all the requirements of the IFAA bylaws and the election officer on or before October 15th of the election year will be considered invalid and rejected by the election officer.

- vi. If there is only one slate meeting the eligibility requirements, that slate is declared by the Election Officer as the winning slate. If there is no slate that meets the eligibility requirements, the Election officer will call for nominations for slates from the general body on the day of the election.
- vii. Once a slate is declared elected, the number of executive committee members (ECM) shall remain the same for the entire term as the number presented in the slate for the election.

Section 9. For the Board of Trustee elections,

- i. The voters shall choose between individual contesting candidates if there is a contest. Each eligible candidate by September 15th must file a candidates registration form including a brief background of the candidate attesting to his/her meeting the eligibility requirements for the position as described in Bylaw 5, Section 5. The candidate's registration form must include signatures from two IFAA members in good standing supporting their candidacy.
- ii. The Election Officer will make best efforts to enable candidates to validate their registrations. The Election officer is responsible for reviewing and deciding on the validity of the registrations. The Election officer within 15 days after the receipt of a candidate's registration shall inform him/her any deficiencies in the registration and give him/her adequate time to help him/her rectify the deficiencies to make it acceptable.
- iii. All efforts by candidates to validate their registration must be completed by October 15th to the satisfaction of the election officer. Any person that does not comply with all the requirements of the IFAA bylaws and the election officer on or before October 15th of the election year will be considered disqualified and rejected by the election officer.
- iv. If there is only one candidate meeting the eligibility requirements, that candidate is declared by the Election Officer as the winner. If there is no candidate that meets the eligibility requirements, the Election officer will call for nominations for BOT positions from the general body on the day of the election.

Section 10. Election Officer by October 22nd of the election year shall inform the current EC and BOT his/her decision on the slates for the Executive committee and registrations for the candidates for the BOT positions and provide his/her

reasoning for any invalidated slates or candidates. On the same date, the Election Officer shall also communicate to all the IFAA members, information on the accepted slates and candidates including a brief background of contesting slates and candidates, procedure for voting and any other relevant information regarding the elections.

- Section 11.** In a contested election, voting shall be democratic and free, based on 'one member, one vote' rule. Voting by mail shall be allowed. The procedures for voting by mail will be established by the Executive committee in consultation with the Election Officer.
- Section 12.** In a contested election, the EC slate and the BOT candidate that receives the majority of the votes cast shall deem to have been elected. The Election Officer shall declare the winners in accordance with these guidelines within 3 days of the election date.
- Section 13.** The decision of the election officer is final in all matters relating to the elections including the final results of the election.

BYLAW 6 – AMENDMENTS

- Section 1.** Any IFAA member may submit in writing proposals to amend the constitution (articles of incorporation) and the bylaws, to the Secretary. In order to be accepted and taken before general body, such proposals must be accompanied by names and signatures from at least 25% of the total voting IFAA members who are in agreement with such proposals. Proposals for amendment of constitution and bylaws must be submitted at least three months prior to the general body meeting to the Secretary by registered/certified mail or email.
- Section 2.** The Executive committee can bring any proposals to amend the bylaws and constitution before a General Body as long as such proposals are approved by a majority of Executive committee and Board of Trustees in a joint meeting.
- Section 3.** Any proposal to amend bylaws and/or constitution can be brought forth before a General body only 15 days after the cut of date for voting privileges for members in any calendar year per bylaw 3 section 4 and bylaw 5 section 4 subsection i.
- Section 4.** The Secretary shall provide the members notice of the proposed amendments in writing at least four weeks prior to the general body meeting.
- Section 5.** The bylaws and the constitution can be altered or amended only by a majority decision by the general body with at least a two-thirds of the members voting subject to quorum requirements set forth in bylaw 8.
- Section 6.** The voting by general body can be both in person and through proxies by mail.

BYLAW 7 – MEETINGS

- Section 1.** A general body meeting shall be held at least once a year, but no later than December 15. Elections for the members of the Executive Committee and the Board of Trustees shall be conducted in a general body meeting held in the even years for terms beginning in the following odd years.
- Section 2.** The purpose of the general body meeting is to consider regular agenda including:
- a. Amendments to the constitution and Bylaws
 - b. Brief reports of all committees
 - c. Ratification of previous minutes
 - d. New policy items
 - e. Election of members of the Executive Committee and Board of Trustees
 - f. Any other matters deemed necessary by the executive committee
- Section 3.** If twenty-five percent of the voting members of IFAA request a special general body meeting with sixty days advance notice and a signed petition indicating purpose of such a meeting, the President shall convene such a meeting.
- Section 4.** All members shall be notified of all general body meetings by mail or email at least 15 days before each general body meeting.
- Section 5.** The Executive committee of IFAA shall meet at least twice a year.
- Section 6.** The BOT shall meet at least twice a year.
- Section 7.** The minutes of each general body meeting shall be recorded by the Secretary and announced at the next general body meeting.
- Section 8.** The minutes of each meeting of the Executive committee shall be recorded by the Secretary and announced at the next meeting of the Executive committee.
- Section 9.** The minutes of each meeting of the BOT shall be recorded by a one of the members of BOT designated by the BOT and announced at the next meeting of the BOT.

BYLAW 8 – QUORUM

- Section 1.** The quorum for general body meetings shall be lesser of 25 voting members in good standing or one-fifth of the total number of voting members in good standing.

Section 2. The quorum for meetings of Executive committee shall be two thirds of the total number of members of the Executive committee.

Section 3. The quorum for BOT meetings shall be two thirds of the total number of members of the BOT.

Section 4. The quorum for the joint Executive committee/BOT meeting shall be two thirds of the total number of members of the Executive committee and Board of Trustees combined.

BYLAW 9 – RULES AND PROCEDURES

Section 1: The Executive committee shall set the rules and procedures for administering and managing the affairs of IFAA

Section 2: The rules and procedures set by IFAA and any changes to them shall be communicated to the members as needed through emails within 30 days of making and /or changing them.

BYLAW 10 – REMOVAL AND SUSPENSIONS OF OFFICE BEARERS AND MEMBERS

Section 1. If any member(s) of the Executive Committee or Board of Trustees did not fulfill their duties as required by the Bylaws, such member(s) may be voted out of office by a majority decision by the General body with at least a two-thirds of members voting. The President of IFAA shall call for a special general body meeting within two months of a signed petition by at least one-fourth of the voting membership of the general body requesting such removal and providing the rationale for such a request.

Section 2. The general body shall elect a President pro-tem, at the scheduled meeting if the Executive Committee does not exist for any reason and administers the oath of office to the President pro-tem.

Section 3. Specific charges levied against any Executive Committee member(s) and/or member(s) of the Board of Trustees will be communicated by the Secretary of IFAA to all of the members at least one month before the scheduled general body meeting.

Section 4. Any member who acts against the interests of IFAA or violate the IFAA rules is liable to be suspended or expelled from IFAA permanently by a majority decision in a joint meeting of the Executive Committee and the Board of Trustees. In such a situation, a written notice of the suspension or expulsion and the reasons there for will be sent to the said member not less than 30 days prior to the effective date of suspension or expulsion. The said member will have an opportunity to be heard by the Joint meeting of Executive committee and Board of Trustees not less than

ten days prior to the effective date of suspension or expulsion. Following the hearing, any decision by the majority of joint Executive committee and the Board of Trustees shall be final.

BYLAW 11- DISSOLUTION

I FAA may be dissolved by members of I FAA in accordance with the Texas Non-Profit Corporation Act. In the event of dissolution of I FAA, BOT shall, after paying or providing for the payment of all liabilities, dispose of all the assets in accordance with the law governing dissolution of tax-exempt organizations. The net assets of I FAA shall be transferred or contributed to an organization which shall have in effect tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code, with purpose similar to that of I FAA as determined by the BOT.