

THE GREATER MILWAUKEE TAMIL SANGAM, INC.

Bylaws

Revised on: March 2021

Article I

Name and Office

Section 1: Name

The name of the corporation is The Greater Milwaukee Tamil Sangam, Inc. (Here-in-after referred to as the "GMTS"), a Wisconsin nonstock corporation.

Section 2: Office

The GMTS shall have and continuously maintain a registered office in the state of WI and a registered agent whose office shall be identical with such registered office.

Article II

Purpose

The GMTS is organized exclusively for charitable, educational, scientific or religious purposes within the meaning of Sec501(c)(3) of the Internal Revenue Code of 1986(or the corresponding provision of any future United States Internal Revenue law). The purpose of GMTS in particular is:

- a) To operate a multifaceted organization to promote, project and express cultural, educational, literary and social activities/ needs of the Tamil speaking people.
- b) To promote the traditional values among the Tamil speaking people in the greater Milwaukee area.
- c) To take such other action as the general interest and well-being of the members of the Sangam and the Tamil Community may require.

Article III

Membership

Section 1: Life members

Life members must have contributed minimum of \$250 or any other higher amount as approved by the Board Members from time to time.

Annual members:

Annual members are the members who pay their annual dues as determined by the board from time to time.

Life and annual members shall be eligible to hold an office or vote.

The annual membership dues shall not be changed more frequently than every two years. The life membership dues can be increased by the board every five years, as needed. If the life membership is changed, it shall only apply to members joining after the change of approval date. GMTS shall neither seek the difference does not reimburse the excess paid by established life members.

Section 2: Spouses and Children

Each member and their spouse shall each have one vote to elect board members.

Children under 18 are nonvoting members of GMTS. Anyone over 18 years will be required to be one of the above members to have the right to vote.

Section 3: Meetings

The annual meeting of the voting members shall be held once a year. The Board shall determine and announce the date, place and time of the annual meeting no later than 45 (forty-five) days prior to the meeting date.

Article IV

Board of Directors

Section 1: General Powers

The property, business and affairs of the GMTS shall be controlled and managed by its Board of Directors (The Board).

Section 2: Number, composition and voting

- a) The number of directors shall be no more than eleven (11) and they shall serve for the term provided in Section 3 of this Article. Only members of good standing, as defined below, with GMTS will be eligible to serve in the Board.
- b) Any voting member who has been an active member for the past two years and has been of good standing as of June 30th of the current year is eligible for nomination to the Board.
- c) The nominee has to be proposed and seconded by an active member of GMTS in good standing.

Section 3: Term of office

Term of office of a director shall be for a period of three years starting from January 1st of the year following his/her election.

Retiring director or officer may be re-nominated for election after a 2 years cooling period

Section 4: Resignation and removal

Any director may resign at any time by giving notice to the Secretary of GMTS. Such resignation shall take effect at the time specified therein and, unless otherwise specified, acceptance of such resignation shall not be necessary to make it effective.

A director can be removed from office for a cause which shall include non-attendance of more than 50% of Board meetings during a year ending on June 30th of the current year, failure to comply with the bylaws and objectives of GMTS or any unprofessional conduct. The Board shall offer him/her an opportunity for a hearing before the full board and may recommend removal or reinstatement by at least three- fourth (3/4) vote.

Section 5: Vacancies

The Board shall fill the vacancies that are created by the resignation or removal of a director by appointment of an interim director to fill in the balance term until the next election year when the vacant seat shall be open for election. The term of this seat would be for the balance period.

Section 6: Annual meetings and election of the Board of Directors

6.1: The annual general body meeting of the voting members shall be held once a year on a date, time and place determined by the Board. The purpose of the annual meeting shall be for the presentation of annual report to the members, planning for GMTS activities and to discuss any other business that may come before the meeting.

6.2: Quorum unless otherwise provided in the Articles of incorporation of these Bylaws, the quorum for the Annual general body meeting constitutes the attendance of voting members attending. If the president and members feel that the number attending is too small to conduct an important business, he/she may adjourn and reschedule the meeting.

6.3: Election process

- a) The Board shall appoint an election officer no later than ninety (90) days before the date of election.
- b) The election officer must be a member of good standing with GMTS
- c) The election officer shall be assisted by no less than two members of GMTS, who may be chosen by the discretion of the Board
- d) The election officer shall invite nominations for the vacant seats on the Board, from the members of GMTS no later than sixty (60) days before the election
- e) The election officer shall close the nomination no later than thirty (30) days before the election and shall send a list of candidates to all GMTS members along with instructions for voting.
- f) If the number of nominations is more than number of vacant seats available, then an election will be conducted.
- g) Ballots received by post should be postmarked by the date set by the election officer. The set date/time shall also apply for vote casted electronically.
- h) A candidate may request one recount only, the results of which will be final
- i) In case of dispute, the President shall appoint an independent panel to hear the

dispute and render the decision, by which the GMTS will standby.

Section 7: Regular meetings

Regular meetings shall be held no less than once every three months at a time and place designated by resolution of the Board or announcement of the President.

Quorum for voting on any issue shall be 2/3rd of membership of the Board. If the quorum is not satisfied, the Board should adjourn the meeting and reconvene when quorum is present. All decisions made without quorum, if any, shall be presented and validated.

Section 8: Special meetings

Special meetings of the Board may be called by or at the request of the President or majority of directors then in office and shall be held at such time and place as specified in the notice of the meeting.

Section 8: Meetings by telephone or any other communication modality.

- a) All directors of the board should be informed of such a meeting, well in advance.
- b) All reasonable adjustments should be made to accommodate the needs of the directors who may not be familiar or have availability of the technology used in such meetings.
- c) All such meetings should be noted by secretary and filed along with the minutes of the meeting.

Section 9: Visitors to the meeting

All the Board meetings shall be attended by the directors alone. The board may invite outside visitors to attend a portion of the meeting for hearing their presentations and comments, conflict resolution, or to receive outside expert advice. The visitors attend the meetings at the discretion of the presiding officer. The invitation of visitors should be pre-approved by a majority of the directors.

Section 10: Manner of acting.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board except where 2/3 or 3/4 vote is required by these Bylaws or the Articles of Incorporation

Section 11: Informal action by directors

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written resolution is passed and signed by each member of the Board of directors and filed with the minutes of the Board, whether done before or after the action so taken.

Article V

Officers

Section 1: Officers

The officers of the corporation shall be a President, Vice President, Secretary, Joint Secretary and Treasurer. The election shall require 2/3rd vote of the directors.

Section 2: Election and Term of Office

Following the annual meeting, the Board of directors among themselves shall elect among themselves, the officers of the GMTS for each term. The officers should be members of the board for at least one year before qualifying for election. No officer shall occupy the same position for more than two consecutive terms. Newly elected officers shall assume their office from January 1st of the following year.

Section 3: Resignation and removal

Any officer may resign at any time by giving written notice to the Secretary or President of the corporation. Such resignation shall take effect at the time specified therein and unless otherwise specified, acceptance of such resignation shall not be necessary to make it effective. An officer or agent appointed by the Board may be removed from office whenever in the directors judgment the best interests of the GMTS will be served thereby, by an affirmative vote three-fourth (3/4) of the directors then in office at an annual, regular or special meeting of the Board, provided that five days written notice shall have been given to such officer/agent, setting forth the intention to propose the officer/agent's removal and the right of the officer/agent to appear and be heard in person at the meeting. The officer can be removed for not fulfilling the attendance requirement of 50% of the meeting by June 30 of the current year, violation of the Bylaws of the GMTS or any unprofessional conduct. After the hearing, the Board in its wisdom shall, with ¾ votes, may waive this requirement or remove or reinstate the officer.

Section 4: Vacancies

With two-third (2/3) majority vote the Board may fill vacancies by appointment, with due notification and call for nomination from the voting members of GMTS to any office of the director to serve in that office until the next election.

Section 5: President

The President shall:

- a) Sign with the Secretary or other proper officer of the Corporation authorized by the Board any deeds, bonds, contracts or other instruments, which the Board has authorized to be executed.
- b) Preside at the meetings of the Board.
- c) Perform all duties incident to the office and such other duties as may be assigned by

- the board.
- d) Have the necessary authority and responsibility for the administration of the affairs of the GMTS subject to these Bylaws and such resolutions as may be adopted by the Board of Directors and
 - e) Advise and make recommendation to the Board relating to the operation of the GMTS.

Section 6: Vice President

The Vice President shall assist the President and perform such duties as the President of the Board from time to time as assigned. In the absence of the President, the Vice President shall exercise the authority herein above granted and assigned to the President. He/she shall be in charge of Bylaws review and enforcement.

Section 7: Secretary

The Secretary shall:

- a) sign all documents of the GMTS as required by the office and from time to time as may be necessary.
- b) keep the minutes of all meeting of the Board in one or more books provided for that purpose.
- c) See that all notices are duly given in accordance with the provision of these Bylaws or as required by law.
- d) He/She shall be custodian of the corporate records.
- e) He/She shall certify voters list before calling for nominations.

Section 8: Joint Secretary

The Joint Secretary shall assist the Secretary and perform such duties as the Secretary of the Board from time to time as assigned. In the absence of the Secretary, the Joint Secretary shall exercise the authority herein above granted and assigned to the Secretary. He/she shall be in charge of Bylaws review and enforcement.

Section 9: Treasurer

The Treasurer shall:

- a) Be responsible for the custody of the funds and securities of the GMTS.
- b) Advise the board respecting the GMTS financial condition and the handling of its funds and investment; and submit annual report for approval by the Board and the membership at the annual meeting. The said annual report shall be audited by independent persons on an annual basis and shall be made available to any voting member on request.
- c) Perform any additional duties as may be assigned by the President or the Board.

Article VI

Committees

The Board by resolution shall duly appoint committees not having and exercising the authority of the Board of directors to aid and assist the Board in management of the affairs of the GMTS. Action or recommendations by any committee shall be advisory and shall have no effect unless approved by the Board.

Article VII

Fiscal matters

Section 1: Fiscal year

The fiscal year of the corporation shall be from January 1 through December 31. Section 2: Contracts

The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and behalf of the Corporation and such authority may be confined to specific instances.

Section 3: Loans

The Corporation shall only for operation and maintenance of the property, operate any loans approved by the Board. Funds for any activities to be appropriated either from the existing account or by loans, must be first approved by 2/3rds of the board. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued by its name unless authorized by a resolution of the Board, that authority may be general or confined to specific instances. No loan may be granted to any director or officer of the GMTS.

Section 4: Checks and Drafts

All checks, drafts or other orders for the payments of money, notes or other evidence of indebtedness issued in the name of the GMTS, shall be signed by such officer or officers, agent or agents of the GMTS and in such manner as shall from time to time be determined by resolution of the Board.

Section 5: Funds

All funds of the GMTS not otherwise employed shall be deposited from time to time to the credit of the GMTS in such banks, trust companies or other depositories as the Board may select.

Section 6: Books, records and Accounts

The GMTS shall keep or cause to be kept correct and complete books and records of the account and shall also keep minutes of the proceedings of the Board and its committee. In addition, the Corporation shall annually cause a review of its accounts to be made and shall cause to be filed with necessary reports, tax returns or other documents as may be required by the law. GMTS shall be audited by an independent auditor every other year only if the annual income exceeds \$50000/year.

Article VIII

Indemnification

Section 1: Mandatory Indemnification

The GMTS shall, to the fullest extent permitted or required by. Sections 181.041 to 181.051, inclusive, of the Wisconsin Nonstock Corporation Law ("Statute"); including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights that prior to such amendments), indemnify its directors and officers against any and all liabilities, and advance any and all reasonable expenses, incurred thereby in any proceeding to which any director or officer is a party because such director or officer is a director or officer of GMTS. The GMTS may indemnify its employees and authorized agents acting within the scope of their duties as such, to the same extent as directors or officers hereunder. The rights to indemnification granted herein shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which such director or officer may be entitled under any written agreement, Board resolution, vote of the member, the Statute or otherwise. All capitalized terms used in this Article VIII and not otherwise defined hereunder shall have the meaning set forth in the Section 181.041 of the Statute.

Section 2: Permissive Supplementary Benefits

The GMTS may, but shall not be required to, supplement the forgoing right to indemnification against Liabilities and advancement of expenses under Section I of this article by

- a) the purchase of insurance on behalf of any one or more of such directors or officers whether or not the GMTS would be obligated to indemnify or advance expenses to such director or officer under Section I of this article, and
- b) entering into individual or group indemnification agreements with any one or more of such directors or officers

Section 3: Private Foundation Limitations

Notwithstanding the foregoing, no indemnification will be permitted to the extent such indemnification would constitute an act of "self-dealing" or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended,

or prohibited under Section 181.77 of the Wisconsin Statutes or any similar successor provision thereto.

Article IX

Conflict of Interest

Any director, officer or a committee member or a key employee who has an interest in a contract or other transaction present to the Board or committed thereof for authorization, approval or ratification shall make a prompt and full disclosure of his/her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the GMTS' interest.

The body to which such disclosure is made shall thereupon determine, by a majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his/her personal influence on, not participate (other than to present factual information or to respond to questions) in, the discussion or deliberations with respect to such contract or transaction.

For the purposes of this article, a person shall be deemed to have an interest in a contract or other transaction if he/she is the party (or one of the parties) contracting or dealing with the GMTS, or is a director, or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with the GMTS.

Any GMTS director or officer shall not hold an active executive or director role in a different non-profit organization.

Blood relations or immediate related members or family members or outside business connection shall not serve as director or officer in GMTS board. For IRS purposes, relationship among board members is narrowly defined, typically confined to blood, marriage, or outside business connection. Each of these has limitations also. Blood relations are family members extending to mother, father, brother, sister, son, daughter, and grandmother or grandfather. Once it gets to aunts, uncles, and/or cousins, you're probably beyond the strict definition of blood related. Marriage relations can include spouse, son or daughter-in-law, and mother or father-in-law. With regard to business, two or more business partners serving on the board, while collectively owning 35% or more of a for-profit company, are considered related, as are co-workers that have a superior/subordinate relationship at the company they work for.

Article X

Confidentiality

Director, officers and agents of the GMTS shall at all times maintain confidentiality with respect to any and all proprietary information of the Corporation and shall only use such information to the benefit of the GMTS. Directors shall inform committee members of such restrictions.

Article XI

Seal

The corporation shall not have a corporate seal.

Article XII

Waiver of Notice

Whenever any notice is required to be given under the provisions of these Bylaws or the Articles of incorporation or the Wisconsin nonstock corporation law, a waiver thereof in writing, signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIII

Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board at any regular or special meeting thereof by the

- a) affirmative vote of three fourth (3/4) of all of the directors then in office and
- b) 50% of the of the voting members approval.

The bylaws committee shall keep the bylaws in constant review and shall prepare and discuss the amendments. The amendments shall then be prepared to the Board at its regular meeting. Once approved by the Board by three-fourth (3/4) vote the amendment shall then be circulated to all the voting members at least 30 days before the annual meeting. 50% (2/4) of the voting members approval is needed for the passage of the amendments which shall then become part of the bylaws


With 25 signatures, voting members can introduce an amendment to the Bylaws. Such amendment shall be considered by the bylaws committee and if approved, shall be presented to the Board for further consideration.


Article X III

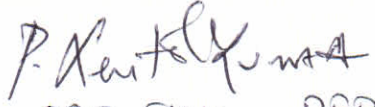
Dissolution

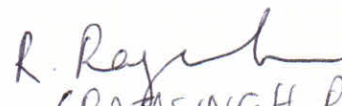
Upon dissolution or other termination of the GMTS, any assets remaining after all debts of the GMTS have been paid and after all assets that were received subject to such a condition have been returned, transferred or conveyed, shall be distributed in accordance with the applicable provisions of the Wisconsin nonstock corporation law. The Board shall be fiscally responsible to discharge all debts and dispose of all assets in an equitable manner at the time of dissolution

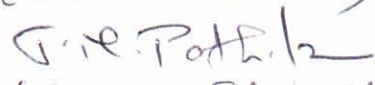
The bylaws are accepted as written and signed by the directors of GMTS as of this day of 20th MAR/2021

(1) 
(ASOKAN Thangaraju)
PRESIDENT


(3) 
(SAIGOPAL SESHAM)
VICE PRESIDENT.

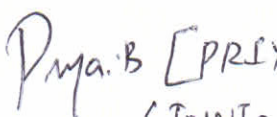
(5) 
(SENTHIL PERIASAMY)
[TREASURER]


(7) 
(RAJASINGH RAMDAS)
(BOARD MEMBER)

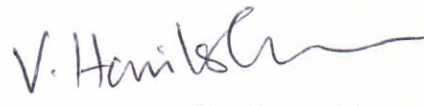
(9) 
(PARTHIBAN MANOHARAN)
(BOARD MEMBER)


(11)

(2) 
[SIVA KUMAR S SUBRAMANIAN]
SECRETARY

(4) 
[PRIYA BALAKRISHNAN]
(JOINT- SECRETARY)

(6) 
(YUVARAJA MANAVALAN)
(BOARD MEMBER).

(8) 
(HARIKRISHNAN VASUDEVAN)

(10) 
(HARIHARAN VENKUDAL ARSHI)
(BOARD MEMBER)

By Law amendment: Feb and Mar 2024

Based on the consensus passed and agreed in the General body meeting on Oct 2023, Joint Treasurer has been added to support the organization for easy and smooth operation.

Adding Joint Treasurer

Role and responsibilities of the Joint Treasurer: The Joint Treasurer shall assist the Treasurer and perform such duties as the Treasurer of the Board from time to time as assigned. In the absence of the Treasurer, the joint Treasurer shall exercise the authority herein above granted and assigned to the Treasurer.

He / She shall be in charge of By laws review and enforcement.

Guidelines for governing the Reserve fund

As of Feb 2024, **\$25,000** has been added to the reserve fund. The vision and aim of utilizing the reserve fund should be strictly use to enriching the Tamil culture and maintaining Tamil heritage value. The guidelines has been outlined as follows.

Firstly, it's essential to establish clear policies and guidelines outlining when and how reserve funds can be accessed. This includes defining criteria such as financial emergencies, unexpected expenses, or strategic initiatives that align with the organization's mission and long-term goals. Secondly, regular assessments of the NGO's financial health should be conducted to determine the adequacy of the reserve funds and whether adjustments are necessary.

Utilizing reserve funds for Tamil cultural and heritage activities within a Tamil Sangam NGO requires a tailored approach that aligns with the organization's mission and goals. Firstly, the NGO should convene its stakeholders, including members, advisory committee and community leaders, to identify priority areas within Tamil culture and heritage that require support. These may include language preservation, traditional arts, historical research, or cultural events.

Once priorities are identified, a detailed budget should be developed to allocate funds from the reserve accordingly. This budget should consider the costs associated with organizing events, conducting research, supporting artists and performers, and any other relevant expenses.

Next, the NGO should leverage its reserve funds to finance specific cultural initiatives such as organizing Tamil language workshops, hosting traditional music and dance performances, establishing scholarships for Tamil studies, or preserving historical sites and artifacts here in the USA.

Throughout the process, transparent communication with stakeholders is essential to garner support and ensure accountability. Regular updates on the progress and impact of funded activities should be provided to demonstrate the effective use of reserve funds in advancing Tamil culture and heritage.

By strategically allocating reserve funds to support Tamil cultural and heritage activities, the Tamil Sangam NGO can play a pivotal role in preserving and promoting the rich cultural legacy of the Tamil community.

Addition of GMTS Advisory Board (GAB)

Greater Milwaukee Tamil Sangam Advisory Board (GAB) is being formed to retain the experience and knowledge from the previous board members and also have formal additional support and advice during the events due to increase in size of the community families and also scope of the events.

GMTS Advisory Board will consist of 4 members and among them 2 will be from outgoing team and 2 will be from past board.

The selections will be by the current board after the voluntary nomination from the outgoing team and as well as from past board. Any members who are active part of any Profit/Non-profit/NGO organizations board can not be part of GMTS Advisory Board. In case nobody from past GMTS Board teams are willing to be part of GAB current board will decide to add members from outgoing team.

GAB will not have any decision or voting power and can support and advice as and when needed to the current board and will be invited to the Quarterly board meetings and attendance is not mandatory.

GAB will have 2 years of term and the current board will be formalizing the new Advisory Board at the end of each term.

This amendment is accepted as written and signed by the Directors of GMTS as of date, 03/31/2024

(1) N. Shan
Shanmuga Senthil Kumar N.
[President]

(3) Uma Senthil
UMA SENTHIL
SECRETARY

(5) S. Sankar
[SRIKANTH SRIRAMAN
TREASURER]

(7) M. A. S. L. S.
M. A. S. L. S.

(9) S. S.
[Ayyappan Ganesan]

(11) A. D. Reddy
RADHAKRISHNAN AVULA DHANAVENDRAN
[BOARD-MEMBER]

(2) M. S.
M. S. S. S.
VICE-PRESIDENT

(4) P. P.
POORANI PALANI (Joint-Secretary)

(6) K. S.
KARTHIKESHWARI SOMASUNDARAM
[JOINT-TREASURER]

(8) A. S.
[VINOTHKUMAR ARPUTHARAJ]

(10) P. M.
[JAYANTHI PERIASAMY
- Board member]