

**BY-LAWS and CONSTITUTION
of the
BOSTON THAMIL ASSOCIATION OF NEW ENGLAND, INC.**

ARTICLE I: Name

The name of the organization is "BOSTON THAMIL ASSOCIATION OF NEW ENGLAND, INC." (BTA). The word, BTA whenever used herein after shall mean "BOSTON THAMIL ASSOCIATION" of New England, USA.

ARTICLE II: Mission Statement and Organization

- [A] To foster the growth and development of Thamil culture, to advance the learning of the rich Thamil cultural values by future Sri Lankan Thamil generations, and improve the general welfare of the Sri Lankan Thamil Residents and their descendants in New England, USA.
- [B] Notwithstanding any provisions of these articles, the organization is organized exclusively for charitable, religious, educational and/or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) or corresponding provisions of any subsequent laws.
- [C] The organizational structure of BTA shall consist of three elements:
(1) The General Body of Members; (2) Board of Directors/Executive Committee elected by the Members; (3) Moderators selected by lottery.

Amendments to the BTA By-Laws and Constitution – Version dated November 9, 2007 proposed by the CSC [Sam Thiagalingam (Chair), Siva Sivalogan, Ponnampalam Sooriyakumar, Karu Ratnam, Ram Ramanan, Sahila Navakumar, Nada Nadanasabesan and Murale Kanapathipillai] during the BTA 2007-2008 administration (BoD Chair: Mrs. Gowri Navanathan; EC President: Mrs. Viji Thuraisingam) was approved by an overwhelming majority of 162 Yes against 3 No votes (meeting the two-third majority requirement) of the BTA members on December 22, 2007. These amendments were reviewed and confirmed for consistency with the MGLs by Michael J. Starr (Legal counsel) *per* letter dated January 22, 2008.

- [D] BTA and its officers, moderators and members shall exist within Chapter 180 of the Massachusetts General Laws as now in force or as hereafter amended.

ARTICLE III: Goals

The Goals of the BTA shall be:

- [A] To promote the education, study and appreciation of Tamil culture, language, music and art among the Sri Lankan Tamil residents and their descendants in New England, USA.
- [B] To provide a meeting ground for Sri Lanka Tamil residents in New England, USA.
- [C] To promote the exchange of education, art, music, culture and education between the Tamil speaking people of Sri Lanka and the Sri Lankan Tamil residents in New England Area
- [D] To foster the growth and the development of education, art, music, culture, economy and the general welfare of the Tamil speaking people of Sri Lanka
- [E] To foster awareness of the welfare and humanitarian issues of the Tamil speaking people of Sri Lanka

ARTICLE IV: Membership Responsibilities, Rights and Benefits

The membership shall be voluntary and is open to any individual and families who are interested in the Mission and Goals of the BTA.

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- [A] The individual or a family shall apply for the Membership by completing the application form and making payment of the Membership Dues as stated in Article V.
- [B] Individuals and families applying to join the BTA during the open enrolment period, during the first three months of the fiscal year, per article XVI, shall become Members and be eligible to participate as a voting Member in General Meetings. New applicants and Members from the past fiscal years who join or renew their membership respectively, after the open enrollment period, shall become Members and be eligible to participate and be voting Members at the General Meetings, provided they have been Members of BTA for a minimum of 60 days as of the preceding day of the meeting.
- [C] Members of the BTA shall be invited to all of its activities. While all members are eligible to participate in all activities of the BTA, the Board of Directors may, in the event of logistical limitations, decide in an equitable manner in the general interest of BTA to restrict general participation to certain events.
- [D] Members shall be entitled to discounted ticket prices for BTA events as determined by the Board of Directors.
- [E] A Member who nominates, is nominated, elected, or appointed to the Board of Directors shall be a voting Member for the current fiscal year per article IV (B).
- [F] Suspension of membership shall be recommended and included as an Agenda Item by a two-third majority vote of the Board of Directors after due process, if a member has acted in contrary to the purposes and interest of the BTA. The suspension shall become effective only after further deliberations by the members and approval by a two-third majority vote at an AGM/SGM

1. Any member thus suspended shall re-apply and be accepted for membership after a moratorium of not less than twelve months, as recommended by the Board of Directors and approved by the Members.

ARTICLE V: Membership Dues

- [A] Individuals and Families shall be eligible to become Members of the BTA and its General Body and become a voting Member on payment of Membership Dues as per Article IV[B].
- [B] Annual Membership dues shall be set forth on the basis of Single Individual over Eighteen years, Families with children under 18 years of age, and Families with more than two adults. Families shall indicate the names to be included as Members with the payment of the Membership dues.
- [C] Annual Membership dues shall be revised from time to time as recommended by the Board of Directors and approved by a majority vote at the General Meeting. The revised annual membership rates shall become effective as of the beginning of the next fiscal year.

ARTICLE VI: Relationship to Other Organizations

- [A] BTA may affiliate for the sole purpose of joint events and programs within a fiscal year without entering into a long-term agreement with organization or organizations as determined beneficial to the members. All such affiliations shall be approved by the majority vote of the Board of Directors.
- [B] BTA can enter into a long-term agreement that extend beyond the fiscal year with an organization or organizations that follow BTA's

Mission and Goals as stated in ARTICLES II and III, at the recommendation of its Board of Directors and upon approval by two-third majority at a General Meeting for purposes it deems proper and prudent. All such long-term affiliations are revocable in the same manner they are formed without prejudice to the integrity of the BTA.

ARTICLE VII: Meetings

- [A] All Members of the BTA shall be eligible to attend all BTA Meetings, Special General Meetings (SGM) and Annual General Meeting (AGM).

- [B] The Annual General Meeting (AGM) shall be held during the month of April each year.
 - 1. If the Board of Directors cannot convene the AGM in April, the Board of Directors shall inform the General Body and provide reason(s) for the delay and may postpone the AGM for up to four weeks.

- [C] Annual General Meetings (AGM) and Special General Meetings (SGM)
 - 1. The President of the Board of Directors shall preside at all General Meetings of the BTA.

 - 2. The Secretary shall provide a minimum of four (4) weeks Notice to all Members of the BTA for the Annual and Special General Meetings. The Notice shall be a combination of emails, postal mail and telephone calls (if email and postal addresses are not available). The notice shall include the purpose of the meeting, the detail agenda, in absentia ballot, and the previous General Body Meeting Minutes.

3. Not less than 20% of the BTA total voting Members shall constitute the quorum. The Members voting in absentia shall be included in the required 20% to meet the quorum requirements.
4. A General Meeting may be requested at any time and the Secretary shall provide a Notice for the General Meeting to the Members, no later than two weeks from the date of the request:
 - a) By a majority decision of the Board of Directors
 - b) A petition addressed to the Secretary signed by at least 10% of the smallest quorum of members required for a vote upon any matter at the general meeting of members.
5. At each General Meeting, if any agenda item requires voting as notified by the Secretary, as the first order of business, a five member independent voting panel to oversee all voting shall be established. The Board of Directors shall appoint one member, the moderators shall appoint one member and the Members shall elect the remaining representatives for the panel from those present at the General Meeting.
 - a) The Secretary shall hand over the current membership list, unopened in absentia votes and the ballots to be used for the voting to the independent voting panel.
 - b) The members of the independent voting panel shall affirm that they have no conflict of interest on the Agenda Items being placed to the voting Members for voting.

- c) The independent voting panel shall read the motion, explain the voting procedures and conduct the vote.
- 6. Subject to ARTICLE XIX, all decisions at General Meetings shall be deemed acceptable if the item was included as an Agenda Item and agreed to by the majority of votes cast to pass the motion.
 - a) Members may propose and adopt a motion, by a majority vote of those present, to include new Agenda Items for the next General Meeting. The Secretary shall include these as part of the General Meeting Minutes and shall include as an Agenda Item in the subsequent General Meeting.
- 7. Voting at the Special and Annual General Meeting shall be in accordance with Article IV[B] and as follows:
 - a) All voting Members of 18 years of age and older are entitled to vote.
 - b) Direct voting - shall be by show of hands or secret ballot by the members present.
 - c) Proxy voting - shall not be allowed.
 - d) Voting Members who are unable to attend the General Meetings shall be allowed to vote in absentia by postal mail or hand delivery by the deadline established in the Secretary's notice for the General Meeting, as follows

- i) The voting Member shall request a ballot from the Secretary, or use a ballot posted on the BTA website and certify his/her own ballot by an original signature on file with the Secretary/BTA and/or with the Moderators. Only one certified ballot per item shall be allowed for a voting Member.
- ii) The voting Member shall mail or deliver the certified vote in a sealed envelope to reach the Secretary of the BTA/ Board of Directors or to the Moderators by the deadline stated in the General Meeting announcement.
- iii) For the election of the Board of Directors, the Secretary shall deliver the in absentia votes in the sealed envelopes as they were received to the moderators a day after the deadline for the mail vote. Absentia votes received for all other purposes shall be delivered by the secretary or the Moderators in sealed envelopes as they were received to the independent voting panel conducting the vote before the voting in-person begins at the meeting.
- iv) A voter who has submitted an in absentia vote shall be allowed to participate in the meeting if they are able to attend the meeting. The voter shall request for annulment of the in absentia vote at the beginning of the meeting from the Secretary, Moderators or the independent voting panel conducting the vote.

8. The Secretary shall record all the proceedings of these General Meetings along with any proposed new Agenda

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Items and the minutes of these meetings shall be approved at the next General Meeting.

[D] Board of Directors (BoD) meetings

1. The BoD shall hold a minimum of four quarterly meetings during the fiscal year. The Secretary shall keep minutes of these meetings and these shall be distributed at least one week before the next meeting and approved by at least five members of the BoD at their next meeting.
 - a. The BoD shall review and authorize the fiscal year budget prepared in accordance with Article X[B] at a BoD meeting and the Secretary shall record this authorization in the minutes.
 - b. The BoD shall review and authorize all payments that were not previously included with the fiscal year budget, in accordance with Article X[H], and these authorizations shall be recorded in the BoD meeting minutes.
2. The BoD may hold smaller meetings or teleconference calls to plan, coordinate, and arrange for BTA functions. The Secretary shall keep minutes of these meetings only when requested by the President or the majority of the BoD.
3. The Secretary shall provide at least one-week notice to the BoD for the quarterly BoD meetings and one day notice for the teleconference calls or smaller meetings.
4. A BoD meeting can be convened by the President.
5. The Secretary shall convene a meeting of the BoD whenever so directed by a majority of the members of the BoD.

6. The Secretary/President shall also convene a meeting of the BoD with the Moderators whenever requested by two Moderators.
7. Five Members of the BoD shall constitute a quorum. All decisions of the BoD shall be by a majority of those present at the BoD meeting.
8. Voting in-absentia at the BoD meeting shall not be permitted.
9. The President or the majority of the BoD shall call a meeting to hear any Member Grievances related to BTA matters.

ARTICLE VIII: The Board of Directors/ Executive Committee

- [A] The Board of Directors (BoD) which shall also serve as the Executive Committee and shall be composed as follows; President, Vice-President, Secretary, Treasurer, and five Directors.
- [B] The Board of Directors/Executive Committee shall meet within four weeks of their election and make a preliminary decision on the activities of the BTA to be conducted during their term in office.
- [C] The majority of the BoD shall authorize the President or the President as directed by the Members at a General Meeting, shall appoint Sub-Committees for specific tasks. The Members of the Sub-Committee shall be from the BoD, Moderators and from the General Members.
 1. These sub-committees shall consist of a minimum of five members and no more than nine members with the majority of the members derived from the General Body. The Chairman of these sub-committees shall be from the

General Body. The sub-committees shall obtain the approval of the BoD or the majority of the Members for all operational needs

2. The sub-committees shall present their initial findings and reports to the Board of Directors.
3. If requested by two Moderators or if the Board of Directors or the Moderators have received a petition from 10% of the voting Members, the sub-committee shall present their work products and/or final reports at a General Meeting.

[D] The BoD or the General Body may appoint independently functioning special sub-committees (SSC) with clear guidelines, deliverables and time lines by using the same guidelines as described under ARTICLE VIII[C](i) to study matters that may be of conflict of interest to the officers of the BTA. The BoD shall facilitate without prejudice the submission of the findings of these sub-committees directly to the General Body, via emails or at General Meetings.

[E] Dissolution of all, BoD or General Body appointed sub-committees prior to the completion of their deliverables shall be recommended by the BoD and approved by a majority of the members at a General Meeting.

[F] All members of the BoD and Sub-Committees shall serve without remuneration.

ARTICLE IX: Election of the Board of Directors/ Executive Committee

[A] The President, Vice-President, Secretary, Treasurer and the five Directors to serve as the Board of Directors/Executive Committee

for the next fiscal year shall be elected at the Annual General Meeting.

- [B] The Moderators shall act as the Nomination Committee. The moderators with conflict of interest or time constraints shall request the remaining moderators in consultation with the BoD to appoint members from the general body to serve in this role. In the event, all of the moderators are in conflict as declared by them the BoD shall appoint the Members from the General Body to serve in this role.
- [C] The Nomination Committee shall call for nominations with the assistance of the Secretary at least six weeks before the Annual General Meeting (AGM). All nominations shall be closed four weeks before the AGM.
 - 1. The nominations received shall be announced to the general body at least three weeks before the AGM.
- [D] The Secretary shall facilitate the requests by the Moderators regarding nomination process without prejudice and should avoid delays with compliance to meet the deadlines.
- [E] The nominations shall be sent via US Mail, email or courier options and can also be hand delivered but must be received by the deadline set by the call for nominations. The Nomination Committee shall not be held responsible for delays in receiving the nominations.
- [F] Each nomination shall be proposed and seconded by a voting Member of the BTA as described in Article IV[B].
- [G] Multiple members from the same household shall not serve simultaneously in the BoD.

- [H] The Nomination Committee, through the Secretary, shall provide a list of nominations received three weeks before the Annual General Meeting along with the ballot papers.
1. If the nominations received are equal to the vacant position(s) by the deadline, then the Nomination Committee shall declare the nominee(s) as elected to fill the position at the AGM.
 2. If there are more nominations received than the vacancies for any position, an election shall be held at the Annual General Meeting.
 3. If the nominations received are less than the vacant position(s) by the deadline, then the Nomination Committee shall call for nominations for the open position(s) from the floor at the Annual General Meeting.
- [I] Additional nominations shall be allowed during the Annual General Meeting only for the open positions that remain unfilled after closing of the nominations as described in Article IX[H](1).
1. If the nominations received at the Annual General Meeting are equal to the remaining vacant position(s), then the Nomination Committee shall declare the nominee(s) as elected to fill the position at the AGM.
 2. If there are more nominations received than the vacancies for any position, an election shall be held at the Annual General Meeting.
- [J] The Moderators shall serve as the Election Officers and one of the Moderators shall serve as the Chief Election Officer upon mutual agreement among the moderators to conduct the election of the BoD at the Annual General Meeting.
- [K] The Election Officers shall open the in absentia votes only after the entire in-person voting Member votes have been cast. The in

absentia votes shall be included to determine the final tally of votes received by each of the candidates at the election. The candidate(s) obtaining the highest vote shall be declared elected

1. The Election Officer shall announce the names of the new office-bearers that were elected by nomination or elected by voting based on the highest vote count.

[L] The newly elected officials upon acceptance of their role(s) as declared by the Chief Election Officer shall be bound to carry out their respective role(s) as outlined in these BTA By Laws and Constitution.

[M] The new Board of Directors/Executive Committee shall assume duty as of the beginning of the next fiscal year as in Article XVI.

[N] The President, Vice-President, Secretary, Treasurer or a director shall be relieved from his/her duties if the General body after due process decides by a majority vote that the office-bearer has failed to represent the majority decisions of the BoD, failed to uphold the BTA By Laws and Constitution or acted in contrary to the purposes and interest of the BTA.

[O] A vacancy for the President in between General Meetings shall be filled by the Vice President. The vacancies for the positions of Vice President, Secretary or the Treasurer, in between Annual General Meetings, shall be filled by one of the remaining Board of Directors or a voting Member, by a majority vote of the Board of Directors.

1. The Board of Directors shall appoint a voting Member, as per Article IV[B], to the vacant Board of Directors position to maintain the total number of Board of Directors at nine.

[P] In the event of more than two vacancies in the Board of Directors at the same time or during a fiscal year, a Special General Meeting

with nominations shall be called by the Moderators to fill the vacant positions as per Article IX.

ARTICLE X: Duties of the Board of Directors (BoD)

The BoD shall conduct the business of the BTA according to the By Laws and Constitution, in the best interests of BTA Members and as responsible citizens of the Community.

- [A] The BoD shall conduct the business of the BTA by a majority decision of the BoD. The President, Secretary and Treasurer shall perform their individual duties as directed by a majority decision of the BoD.
- [B] The BoD shall be responsible for all BTA assets; cash in hand, account receivable less account payable, and property. The BoD shall conduct financial transactions diligently, consistent with the Article XIII, to ensure that there is no loss to the BTA during their fiscal year.
- [C] The BoD shall not be involved in or sponsor any programs, functions or events that would result in a loss to the BTA during the fiscal year. The BoD shall be responsible for the safe keeping of all BTA assets. At the end of their fiscal year term, President, Vice President, Secretary, Treasurer and the five Board of Directors shall transfer all of the BTA assets, remaining cash and bank deposits and material assets, to the newly elected BoD by the start of next fiscal year and no later than two weeks after the end of their term.
 - 1. The assets of the BTA shall be kept and used for the benefit of the BTA only by an authorized member of the BoD or by a Member duly authorized by the Board of Directors.
 - 2. Only Members of the BTA shall be appointed as authorized representatives of the BoD.

- [D] The BoD shall actively pursue and conduct functions that propagate and educate the art, history and culture of the Tamil speaking people of Sri Lanka for the benefit of the Tamil speaking people of New England.
- [E] The BoD shall develop long term goals for the BTA, including strategies for seeking endowments from well wishers of the community at large. These shall be conducted within the guidelines set forth in Article X [B].
- [F] The President shall oversee all of the Executive functions of the BTA.
1. The President shall preside at all Meetings of the BTA.
 2. The Vice-President shall assume the duties of the President whenever the President is temporarily unable to perform his/her function.
 3. If the President cannot continue to perform his functions for the remainder of the fiscal year, then the Vice-President shall assume the duties of the President. The BoD shall elect a member of the BoD or a voting member of the BTA as per Article IV[B] to assume the duties of the Vice-President for the remainder of the fiscal year.
- [G] The Secretary shall perform all functions of the BoD, including preparation of BTA magazines, program brochures and other correspondences, as directed by the majority of the BoD. The Secretary shall render a report, as authorized by the majority of the BoD, at the Annual General meeting.
- [H] The Treasurer in consultation with the President shall prepare a fiscal year budget plan that complies with Article X[B] for authorization by the BoD. The Treasurer, President, Vice-President and Secretary shall implement the fiscal year budget as authorized by the majority of the BoD.

1. The Treasurer shall promptly deposit all moneys received by the BTA in a "general fund" of the BTA.
 2. The officers shall not sign checks payable to themselves or to their family members.
 3. The Treasurer shall pay all debts of the BTA up to amounts \$ 500, as authorized in the fiscal year budget, by checks signed by the President or the Treasurer withdrawing such funds from the "general fund".
 4. Any withdrawals in excess of \$500 from the "general fund" shall also be signed by the President or Secretary and be authorized in advance by the majority of the BoD in compliance with the authorized fiscal year budget
 5. Any cumulative withdrawals in excess of \$1,000 for a specific purpose that does not comply with Article X[B] shall be recommended by the BoD and approved by a majority of the members at a General Meeting.
 6. The Treasurer shall present the current income and expenditure statement including all withdrawals and deposits, at each BoD Meeting.
 7. The President and Treasurer shall present the fiscal year financial report along with a detailed list of all property owned by the BTA, as authorized by the BoD, at the Annual General Meeting for approval by the Members. The fiscal year financial report shall also include the BoD recommendations for the fiscal year generated savings.
- a. The Treasurer shall forward the draft financial report to the BoD at least four weeks prior to the Annual General Meeting.
 - b. The Treasurer through the Secretary shall distribute the BoD authorized draft financial report to the General Members two weeks prior to the Annual General Meeting.

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8. The Treasurer with the assistance of the President shall prepare the Final Fiscal Year Financial Report as approved by the Members at the Annual General Meeting and shall distribute this to the Members, no later than one week after the Annual General Meeting.
 9. The Treasurer with the assistance of the President shall prepare and complete the Federal and State Income Tax returns, as authorized by the members at the Annual General Meeting, before the end of the fiscal year.
 10. The Treasurer shall handover the Federal and State Income Tax returns and all required supporting income and expenditure details to the next fiscal year Treasurer no later than one month after issuing the Final Fiscal Year Financial Report to the Members.
 11. The Treasurer shall handover all previous fiscal years financial reports and Federal and State Income Tax returns and supporting documents to the next fiscal year Treasurer no later than one month after issuing the Final Fiscal Year Financial Report to the Members.
- [I] The BoD President and Secretary shall provide a copy of all of the vital documents, records and the meeting minutes of the BoD to the Moderators within two weeks of its availability.
- [J] The BoD President and Secretary shall provide a copy of all Member requests, petitions, letters and emails to the Moderators no later than a week of its availability.
- [K] The BoD President and Secretary shall facilitate requests from the Moderators to call for meetings without prejudice. An acknowledgement of the request received from the Moderators and the details of actions taken shall be provided no later than a week from the date of such request.

1. Requests from the Moderators to send communications to the Members shall be received and acted upon by the BoD without prejudice within one week of the request. It shall be forwarded to the members without revising the intent/content of these communications.

[L] The BoD President, Secretary and the Treasurer shall provide quarterly updates to the membership list along with contact information within a week upon request by the Moderators.

ARTICLE XI: The Moderators

[A] There shall be three Moderators selected yearly among the volunteer members at the SGM held in January of each year.

[B] The President with the Board of Directors shall conduct the selection process by calling for volunteers among the current voting Members as per Article IV[B]. If there are more than three volunteers interested in becoming moderators, three of the volunteers shall be selected by lottery.

[C] A current Board of Director shall not simultaneously serve as a Moderator.

[D] All Moderators shall serve without remuneration

ARTICLE XII: Duties of the Moderators

[A] The Moderators shall make every effort to amicably resolve conflicts between the Board of Directors and the general membership.

- [B] The Moderators shall be responsible for maintaining a copy of all of the vital BTA documents from its inception, including all of the financial records and the meeting minutes of the Board of Directors.
- [C] Maintain an updated list of the membership and their contact information provided by the Board of Directors on a quarterly basis or upon request.
- [D] Serve as the nomination/election committee that receives nominations for office-bearers of the Board of Directors and conduct elections for the Board of Directors per article IX.
- [E] Call for an emergency meeting with the Board of Directors for failure to call a General Meeting, two weeks after receipt of a petition calling for a General Meeting addressed to the Secretary by at least 10% of the smallest quorum of members required for a vote upon any matter at the general meeting of members as in Article VII[C](4)(b).
 - 1. The Moderators shall invite the petitioners or their representatives to this meeting to review their grievances with the Board of Directors to resolve the conflict in an amicable manner.
 - 2. If the petitioners continue with their request for the General meeting and if the Board of Directors and the Secretary fail to call such a General Meeting as requested in the Petition within a week after the emergency meeting, then the Moderators shall call a General Meeting.
 - 3. If the Moderators call this General Meeting, the Moderators shall establish an alternate address for the in absentia votes and BTA correspondence related to this petition
- [F] The Moderators shall neither conduct the business of the BTA nor represent the BTA as office-bearers.

ARTICLE XIII: Assets, Documents, Endowments and Operational Funds

- [A] The Board of Directors shall be responsible for the safe-keeping of the BTA assets and documents and shall make the necessary arrangements to transfer these Assets to the successor Board of Directors within 14 days of the end of the fiscal year.
- [B] The President shall keep an itemized record of all of the assets of the BTA inherited from their predecessor Board of Directors as well as of those assets accrued during their own term.
- [C] The Treasurer shall maintain, in whole, the entire financial records and all of the documents related to the financial transactions handed down from the predecessor Board of Directors and accrued during their own term.
- [D] The Secretary shall safe-guard all of the original documents of the BTA from the predecessor Board of Directors and accrued during their own term.
- [E] The BTA's cash balance, including cash-in-hand, certificates of deposit, financial securities, and Accounts Receivable less Accounts Payable at the end of the fiscal year excluding the projected operational funds per article XIII[F] shall be included in the Endowment Fund.
 - 1. During the fiscal year, Endowment Funds can be utilized in accordance with Article XIII[H].
- [F] The Board of Directors shall estimate projected expenses and designate operational funds for the next fiscal year Board of Directors, which shall not be less than the total operational expenditure of the current fiscal year term and this shall be

included with the fiscal year financial report for approval by the Members at the Annual General meeting.

1. The Board of Directors shall recommend to the Members at the Annual General Meeting to designate any funds that are in excess of the designated operational funds as an endowment of the BTA.

[G] The Board of Directors are expected to conduct the Associations business in accordance with Article X[B] and raise their own operational funds that is not less than the operational funds received in advance from the predecessor BoD per article XIII[F] and other funds required for any special activity organized/designated during their term.

1. If there is a shortfall in the revenue during the current year, the use of a specific portion of the operational funds designated by the past fiscal year Board of Directors for the current Board of Directors' financial expenses requires the approval of the Members at a General meeting.

[H] Requests to utilize Endowment Funds for the activities organized/designated by the Board of Directors, shall be recommended by a two-third majority of the Board of Directors and approved by a two-third majority of the Members attending a General Meeting. These requests shall be included as an Agenda Item at the General meeting in accordance with Article VII[C].

ARTICLE XIV: Indemnification

The BTA shall indemnify each person now or hereafter elected or appointed a director, officer, employee or agent of the BTA (including each person who serves at its request as a director, officer, employee or agent of any other organization in which the BTA has any interest as a stockholder, creditor, or otherwise, or who serves at its request in any capacity with respect to any employee benefit plan) against all expense reasonably incurred or paid by

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him in connection with the defense or disposition of any actual or threatened claim, action, suit, or proceeding (civil, criminal, or other, including appeals) in which he may be involved as a party or otherwise by reason of his having served in any such capacity, or by reason of any action or omission or alleged action or omission (including those antedating the adoption of these By-laws) by him while serving in any such capacity; except for expense incurred or paid by him with respect to (i) any matter as to which he shall have been adjudicated in any proceeding not to have acted in the reasonable belief that his action was in the best interests of the BTA, or (ii) to any matter as to which he shall agree or be ordered by any court of competent jurisdiction to make payment to the BTA, or (iii) which the BTA shall be prohibited by law or by order of any court of competent jurisdiction from indemnifying him. Such indemnification shall include payment by the BTA of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he shall eventually be adjudicated to be not entitled to indemnification under these By-Laws.

No matter disposed of by settlement, compromise, or the entry of a consent decree, nor a judgment of conviction or the entry of any plea in a criminal proceeding, shall of itself be deemed an adjudication of not having acted in the reasonable belief that the action taken or omitted was in the best interests of the BTA. The term expense shall include, without limitation, settlements, attorneys' fees, costs, judgments, fines, penalties, and other liabilities. The right of indemnification herein provided for shall be severable, shall be in addition to any other right which any such person may have or obtain, shall continue as to any such person who has ceased to be such director or officer and shall inure to the benefit of the heirs and personal representatives of any such person.

ARTICLE XV: Financial Audit

The General Body by a majority vote at the AGM or at a SGM shall appoint a Member or Members independent of the Board of Directors or an outside

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independent auditor to audit the accounts and the fiscal report of the BTA prepared by the Board of Directors.

ARTICLE XVI: Annual (FISCAL) Year

The fiscal and membership year shall be from first of May to thirtieth of April of the following year.

ARTICLE XVII: BTA Events

The Board of Directors shall conduct the traditional events and a Kalai Vizha. It is recommended that Board of Directors shall inform the members in advance of the details and the number of cultural events to be held during the year in which they hold office.

[A] The Secretary shall provide a minimum of two months notice to all Members of the BTA for these events.

[B] The Board of Directors shall consider the number of events held during the previous year, and the general participation by Members in finalizing the number of events during their annual year.

[C] The Board of Directors shall be responsible for the selection of events and their coordinators. The Board of Directors shall develop participation guidelines for the events.

[D] The Board of Directors shall accommodate all Members and/or their children wishing to participate in open events, such as the Kalai Vizha, Summer Picnic, Christmas Party, and other BTA events.

1. If only limited number of Members can be accommodated due to logistics, then the Board of Directors shall state these restrictions very clearly to all Members with the notice of the event.

2. The Members and their children shall have priority over Non-Members to participate in BTA events.
3. Members shall request the Board of Directors and/or the moderators to hear any grievances related to participation in Events.
 - a) If Board of Directors Meetings has not been planned, then the President, or five of the Board of Directors, shall call a meeting before the said event to hear Member grievances.
 - b) If requested by a member, the moderators shall call a meeting with the Board of Directors before the said event to hear Member grievances.

ARTICLE XVIII: Miscellaneous Provisions

- [A] Seal - If the Board of Directors determines to adopt a seal of the BTA, such seal shall, subject to alteration by the Board of Directors, bear its name, the word "Massachusetts," and year of its incorporation.
- [B] Execution of Instruments - All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the Corporation in its behalf shall be signed by the President or the Treasurer except as the Board of Directors may generally or in particular cases otherwise determine.
- [C] Voting of Securities - Except as the Board of Directors may otherwise designate, the President or Treasurer may waive notice of and act on behalf of the BTA, or appoint any person or persons to act as proxy or attorney in fact for this BTA (with or without discretionary power and/or power of substitution) at any meeting of

corporators or shareholders or beneficial owners of any other corporation or organization, any of the securities of which may be held by the BTA.

- [D] Corporate Records - The original, or attested copies, of the Articles of Organization, these By-laws, and records of all meetings of the Incorporators and Members, which shall contain the names and the record address of all Members, directors and officers, shall be kept in Massachusetts at the principal office of the BTA or at an office of its Secretary, Clerk, or Resident Agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for the inspection of any Member, director or officer for any proper purpose but not to secure a list or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a Member, director or officer, relative to the affairs of the BTA. Except as may be otherwise required by law, by the Articles of Organization, or by these By-laws, the BTA shall be entitled to treat the record address of a Member, director or officer as shown on its books as the address of such person for all purposes, including the giving of any notices; and it shall be the duty of each such person to notify the BTA of his latest post office address.
- [E] Power to Contract with the BTA - In the absence of fraud, (a) no contract or other transaction between the BTA and one or more of its Members, directors, or officers, or between the BTA and any other corporation or other organization in which one or more of the BTA 's Members, directors, or officers are stockholders, directors, or officers, or are otherwise interested, and (b) no other contract or transaction by the BTA in which one or more of its Members, directors, or officers is otherwise interested, shall be in any way affected or invalidated even though the vote or action of the Members, directors, or officers having such interests (even if adverse) may have been necessary to obligate the BTA upon such

contract or transaction; provided the nature of such interest (though not necessarily the extent or details thereof) shall be disclosed or shall have been known to at least a majority of the directors then in office; and no Member, director, or officer having such interest (even if adverse) shall be liable to the BTA, or to any creditor thereof, or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such Member, director, or officer be accountable for gains or profits realized thereon, or be disqualified from serving or continuing to serve as a Member, director or officer thereof. Any Member, director, or officer in any way interested in any contract or transaction described in the foregoing sentence shall be deemed to have satisfied any requirement for disclosure thereof to the directors if he gives to at least a majority of the directors not so interested a general notice that he is or may be so interested.

Notwithstanding the foregoing, the authority granted in this Article XVIII[E] shall not be exercised if the effect thereof would be to cause the loss of the tax-exempt status of the BTA under the Internal Revenue Code of 1986, as amended from time to time, or to subject the BTA, its Members, directors, officers or agents to any penalty or fine under said Code or under any other applicable law as a result of such exercise, it being the purpose of this Article XVIII[E] to allow only such transactions by the BTA as are not prohibited by said Code or said other applicable law.

- [F] Evidence of Authority - A certificate by the Secretary, Clerk or an Assistant Secretary or Assistant Clerk as to any action taken by the Members, directors, or any officer or representative of the BTA shall, as to all who rely thereon in good faith, be conclusive evidence of such action.
- [G] Ratification - Any action taken on behalf of the BTA by a director or any officer or representative of the BTA which requires authorization by the Members or by the Board of Directors shall be

deemed to have been duly authorized if subsequently ratified by the Members, if action by them was necessary for authorization, or by the Board of Directors, if action by it was necessary for authorization.

- [H] Articles of Organization - All references in these By-laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the BTA, as amended, and in effect from time to time.

ARTICLE XIX: Amendment to the By-laws and Constitution

The constitution may be amended by a two third majority vote of the voting Members at the Annual General Meeting or a Special General Meeting convened for the purpose with the Agenda specifically listing the motions and details of the amendments.

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