

TALENT

BYLAWS

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Version: 4.0

TALENT BYLAWS

REVISION HISTORY:

DATE	REVISED BY	COMMENTS
12/15/2018	Sornam Sankar	Prepared the First Draft based on the Bylaws of Valluvan Tamil Academy and input shared from California Tamil Academy bylaws.
12/28/2018	Sivasailam	2 nd draft & 3 rd draft
3/3/2019	Sornam Sankar	4th draft after fixing lot of minor errors and inconsistencies.
3/31/2019	Sornam Sankar	This version V4 was ratified and Adopted by the existing staff members (admin and teachers) of TALENT.

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1 NAME, OBJECTIVE AND FUNCTIONS

1.1 NAME:

1.1.1 The name of this non-profit organization shall be “Tamil Language Education & Training INC”. In this document “Tamil Language Education & Training INC” is henceforth referred to by its acronym “TALENT”.

1.1.2 The TALENT is organized exclusively for charitable, educational, and/or cultural exchange purposes pursuant to the guidelines of United States Internal Revenue Code, Title 26 of the U.S. Code, § 501 (c)(3). (Hereinafter “IRC § 501 (c)(3)”).

1.1.3 TALENT currently conducts a Tamil Language School in Howard County called “Ellicott City Tamil School”

1.2 OBJECTIVES:

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

1.2.2 Promote more understanding between Tamils and other cultural groups and organizations with compatible objectives.

TALENT is committed in all areas to providing an environment that is free from harassment and discrimination. Harassment and discrimination based upon an

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individual's sex, race, ethnicity, caste, national origin, age, religion or any other legally protected characteristics will not be tolerated. All members, including Board & ExCo members and volunteers, are expected and required to abide by this policy. TALENT admits students of any race, color, national origin, and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national origin, and ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school-administered programs.

1.2.3 It is the intent of the TALENT to be formed under the laws of Maryland as a separate legal entity. It is also the intent of the TALENT to operate as a non-profit entity as prescribed by IRC §501(c)(3) and properly maintain that status as required by federal and state law.

1.2.4 No part of the net funds of the TALENT shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause thereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under IRC § 501 (c) (3), or corresponding section of any future federal code, or (b) by an organization, contributions to which are deductible under IRC § 170 (c)(2), or corresponding section of any future federal tax code.

1.2.5 Any changes in the core objectives (specifically articles 1.2.1 and 1.2.2) will result in the dissolution of this organization.

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1.3 FUNCTIONS:

1.3.1 The functions of TALENT are chosen to realize the objectives specified in section 1.2. The role of TALENT is subdivided into the following tasks:

1.3.1.1 Sponsor educational and cultural projects promoting Tamil language, literature and culture in the United States of America. TALENT shall identify, plan, oversee and maintain such projects.

1.3.1.2 Hold educational, cultural, fund-raising and charitable events in the United States to support these activities.

1.3.1.3 TALENT will expand its operations through-out the nation based upon the citizens' interest and response.

2 MEMBERSHIP AND EXECUTIVE STRUCTURE

2.1 MEMBERSHIP:

2.1.1 The membership is open to all who participate in the school activities and subscribe to TALENT's objectives. The member eligibility is available to both the parents of students, the teachers, and the contributing volunteers. Membership will be updated and finalized on 31st October of every year. Only those members who join before October 31st are eligible to vote in the upcoming year election to the Executive Committee.

2.1.2 The membership categories shall be classified as TALENT student's parent/family and volunteer. The parent/family shall consist of husband, wife (or either) in the same household who have registered 1 or more children as students. The parent/family membership ends when there is no child is registered as student from that household. Volunteer member is one who volunteers his/her time for the school but does not need to have his/her child registered as a student. Parents may also contribute their time as volunteer but they will have only membership.

2.1.3 .. Parent/family members should pay a nominal educational fee (for each registered child)

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that shall be determined for each year as recommended by the ExCo and approved by the Board of Trustees. Volunteers will not pay the educational fee.

2.2 ORGANIZATION STRUCTURE: (BOARD and EXCO):

2.2.1 TALENT organizational activities are governed by a two-tiered structure: (i) A Board of Trustees (will be referred as Board) and (ii) Executive Committee (will be referred as ExCo). The Board of Trustees shall be responsible for the overall management, Policy Making including School policies, long term planning, contractual obligations including its finances, assets and liabilities. The Board of Trustees shall manage the School through an Executive committee.

2.2.2 Board of Trustees (or Board)

- Number, Tenure and Qualification. The number of Trustees of the Board shall not be less than five (5) and not more than seven (7). The total number of Trustees can be changed in the future by the unanimous approval of all the existing members of the board. The total number must always be an odd number.
- Trustee must be a resident of Howard County, Maryland,
- At no time shall more than one family member from the same family serve in the Board of Trustees.
- The board does not have any hierarchy and all Trustees have an equal role to play. One chair person, chosen ad hoc by more than two-third of the existing Trustees of the board, will coordinate & communicate the decisions of the board.
- A trustee may teach in the school but will not serve on the ExCo when serving on the Board
- An existing Trustee may voluntarily resign from the board at any time, provided a new Trustee would be decided to replace the resigning Trustee.
- A new Trustee of the board shall be decided by the approval of more than two-third of the existing Trustees of the board.
- An existing Trustee can be removed by the approval of more than two-third of the existing Trustees of the board including the Trustee proposed for removal. Only one Trustee can be removed at any given time.

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- The causes for removal include, but not limited to, failing to attend four successive meetings of the Board and not communicating a valid reason for the absence OR engaging in conduct which may be deemed detrimental to the welfare of the organization/schools.
- A Trustee may be removed only after being sent a thirty days (30) written notice and given an opportunity to be heard by the remaining Board.

2.2.3 Functions of the Board

The Functions of Board of Trustees are defined but not restricted to the following activities of TALENT:

- Regular Meetings. Board meetings must be held at least once in every 2 months (conference call or in person) and at least six times in a 12-month period.
- One or more ExCo members may be invited to participate in the board meetings but without any voting right.
- Notice of any special meeting shall be given at least 1 day (24 hours) before thereby a written notice delivered to each Trustee at his/her email.
- Board of Trustees by a simple majority will choose a Board Member as the Election Officer for conducting election for the Executive Committee (ExCo) whenever such an election is required. A sitting Board Member cannot not contest as a candidate in the ExCo election. The board may draft an operation manual for conducting the election but the election officer is responsible for conducting the elections. (Refer 2.3.6)
- The Board will be responsible for democratic elections and convene a joint session of Incoming and Outgoing elected members within three weeks of the election.
- The Board and the ExCo are legally responsible for the activities of TALENT, and hence the Board is entrusted with the responsibility to

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oversee proper execution of TALENT's bylaws, and discharge of duties by the ExCo & other committees as outlined in the bylaws.

- Board must approve the annual budget as well as annual educational fee planned by the ExCo.
- The board shall have the right to appoint an audit committee consisting of one or more independent external members, to audit accounts and financial statements prepared by the ExCo on an annual basis and present such committee's findings to the general body.
- The board shall create a deposit ("Reserve") bank account with a vision for the long-term goals of TALENT and this account will be maintained or operated by the Treasurer strictly as per the unanimous written communication from the Board. The board unanimously must authorize in writing for any money transfers between this long-term deposit account and operating account.
- The board shall develop, publicize, maintain, and enforce a code of conduct defining ethical standards for all volunteers and shall also ensure the volunteers' acknowledgement of such policies with signed records.
- The board by a simple majority will appoint the TALENT Academic Council (or TAC) which would set the long-term educational directions for TALENT. The TAC will consist of 3 permanent members and 2 floating members representing the teachers. The term for floating members is two years, and can be extended for maximum of two consecutive terms.
- The Academic council would work with the ExCo in defining/revising the curricula, syllabi & learning materials. Can also invite external experts for the meetings. Set long term goal of TALENT educational needs and curriculum. Responsible for selecting new teachers. Prepare and review educational materials. Review/ prepare TALENT exam papers. Set exam dates and define Pass /Fail criteria. Will arbitrate any issues related to education and teachers.

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- TAC along with the ExCo will be responsible for reviewing teacher appointment, performances and training. The board by a simple majority must approve the recommendations of the Academic Council.

2.2.4 Executive Committee (or ExCo)

- There will be 7 members in the Executive Committee which shall consist of five officers, namely: President, Vice- President, Secretary, Treasurer and a joint-secretary. The others are the two representatives, each representing the teachers and the parents.

2.2.5 Based on organizational growth and need, new roles shall be introduced through amendment process.

2.2.6 ExCo may appoint “**ad hoc**” committees to execute specific tasks pertaining to Class management, Technology, Finance, Arts and Youth programs, to assist and extend the capabilities of the Board. Academic tasks, if any, will be delegated to the TALENT Academic Council (Refer 2.2.3)

2.2.7 Each subcommittee will have a lead and members.

2.2.8 ExCo shall develop “School Operations Document” with procedures and guidelines for running the school with the help of various committees.

2.2.9 The lifetime of a duly constituted ExCo will be two years. Any vacancy that might arise during the term of the ExCo must be filled within 90 days of such eventuality in keeping with the process outlined for the election of the ExCo.

2.2.10 At no time shall more than one family member from the same family serve in the ExCo.

2.2.11 Members of the same family shall not hold the signature authority on finances of the TALENT in the same term or for two consecutive terms.

2.2.12 All Committees shall work in association with the ExCo to realize their specific goals. Programs and tasks of committees shall be carried out under the direction of the ExCo.

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2.3 ELECTION AND TERMS OF OFFICE OF THE EXCO

- 2.3.1 All the TALENT general body members who became members before Oct 31 in the previous year are eligible to vote.
- 2.3.2 General body members who served in TALENT committees for more than 12 months in the previous 24 months period are eligible to contest for the ExCo.. To be eligible to run for President and Secretary of TALENT, the candidate should have served in the ExCo in other capacity (Except the first term).
- 2.3.3 The term of office of the ExCo shall be for a period of two years or until their successors assuming their respective offices.
- 2.3.4 The election of the incoming ExCo shall be conducted between January and June of the election year. The term of office shall begin from the first day of the following school year.
- 2.3.5 Election is to be conducted by an Election Officer who is a member of Board and chosen by the Board of Trustees (refer to 2.2.3). The Election Officer is responsible for receiving nominations, verifying eligibility of nominees and conduct of the elections. Nominations shall be in writing, which shall include a statement of the nominee's willingness to serve and the signature of the proposer. A member of the TALENT shall not contest for more than one position on the ExCo in a given year. The deadline for closure of nomination shall be one week prior to the Election Day and the deadline for withdrawal of nomination shall be three days prior to the scheduled election. The election officer may choose to add additional time for nomination and withdrawal if deemed necessary.

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- 2.3.8 To be eligible to run for President of TALENT, the candidate must have prior service as a ExCo member. If no eligible TALENT members are contesting for the position of the President, the election officer under his/her discretion shall not enforce this requirement.
- 2.3.9 Any vacancy on ExCo will be filled by the Board, until it is duly filled by the Election Committee process during the regular election cycle.
- 2.3.10 TALENT ExCo members cannot run for the same position that he/she has held for 2 terms (not to exceed 4 years)
- 2.3.11 The first ExCo will be appointed by the board for a term of 2 years until start of school year in fall 2021

2.4 RESPONSIBILITIES OF EXCO & THE OFFICERS OF THE TALENT

2.4.1 The ExCo

- a) All the ExCo members are expected to attend the ExCo meetings and participate effectively in running the TALENT. If a member is habitually absent, i.e. absent for three consecutive the ExCo meetings, without a reasonable cause for such absence, the ExCo may, by 2/3rds majority, vote to remove that member from the ExCo. Once the removal is approved by a 2/3rds majority vote of the ExCo, that member will be ineligible to serve as a member of the ExCo for the remainder of his/her term.
- b) The ExCo shall serve as an approving body to all committees in the conduct of any business over \$200 as deemed necessary and desirable in the interest of the TALENT. ExCo will set policy regarding pre approval for monetary transactions above \$100 by committees. All transactions or disbursements related to charitable activities, irrespective of amount, require the approval of the ExCo before execution. The ExCo shall convey its approval or decision within 1 week of committee's request.
- c) The ExCo has the power to establish task-based committees to accomplish

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specific tasks. The mandate, term, composition, reporting shall be decided by the ExCo. The term of all such task-based committees established by the ExCo shall cease when the task is completed or when the term for which it was formed expires, or when the ExCo votes to close that committee, whichever is applicable in terms of the duration and the mandate.

- d) In transacting business, a decision made by a majority vote is binding; however, ExCo is expected to operate under the constraints of Bylaws, prevailing law, and generally accepted principles of conduct.

2.4.2 PRESIDENT

- a) Shall in general manage all day-to-day activities and business of the TALENT. The President shall call for and preside at the meetings of the ExCo and the committees.
- b) Shall, with the approval of the Committees, appoint members of all ad-hoc committees discussed in Section 2.2.6.
- c) Shall sign all documents in the name and on behalf of the TALENT.
- d) Shall see that all activities of TALENT are properly documented.
- e) During the temporary absence of any lead of the Committee, the President shall assign the lead's responsibilities to other members of the committee.
- f) The President will attend the board meetings and report on the activities of the school
- g) The President along with the treasurer will have signatory authority on the operative bank account

2.4.3 VICE-PRESIDENT

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

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addition and leverage technology for education.

2.4.4 SECRETARY

- a) Shall be responsible for recording and presenting the minutes of all ExCO meetings.
- b) Shall sign and attend to all correspondence of the TALENT. The Secretary shall send to all members, notices of all meetings and functions held on behalf of the TALENT.
- c) Shall be the custodian of records, documents and physical assets of the TALENT other than those under the jurisdiction of the Treasurer as well as the Board. The Secretary shall maintain an updated list of members and an updated list of physical assets of the TALENT.
- d) Shall file any certificates required by any statute, Federal or State.
- e) Shall perform such other duties as may be assigned to the Secretary by the President.
- f) Shall present a consolidated report of the activities of the TALENT at the Annual General Body Meeting.

2.4.5 JOINT SECRETARY

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

2.4.6 TREASURER

- a) Shall have charge and custody of and be responsible for all operating funds of the TALENT (other than long-term deposits). The long term deposit account will be

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jointly operated by the treasurer with a board member.

- b) Shall maintain the operative bank account (other than long-term deposit account) in the name of TALENT.
- c) Shall make, countersign and endorse in the name of the TALENT all checks, drafts, notes and other orders for the payment of money, under the direction of the ExCo. Checks above \$200 (Two hundred dollars) shall be signed by the Treasurer and o r the President of the TALENT.
- d) A deposit account created with a vision for the long-term goals of TALENT will be maintained or operated by the Treasurer strictly as per the written communication from the majority of the Board.
- e) Shall maintain records of all financial transactions made by or on behalf of the TALENT in accordance with approved accounting principles.
- f) Shall present an up-to-date, audited financial report reviewed by the Audit committee at the annual General Body Meeting of the TALENT.
- g) Shall perform such other duties as may be assigned to him/her by the President.
- h) The Treasurer shall attend all the board meetings

2.4.7 Teachers' Representative

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

2.4.8 Parents' Representative

- a) Shall develop partnership with state/local schools to earn credits for TALENT Students' participation in the school.
- b) Shall facilitate volunteer/teacher appreciation events.

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- c) Shall bring collective feedback and concerns of other parents to the attention of the ExCo.
- d) Shall appoint an alternate representative of parents to attend and represent him/her in a ExCo meeting in case of a planned absence.

2.5 MEETINGS

2.5.1 EXCO MEETINGS

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

2.5.2 GENERAL BODY MEETINGS

- a) The General Body shall meet once a year towards the end of the academic year.
- b) The President in consultation with the Board may convene a General Body meeting if necessary.
- c) The President should convene a General Body Meeting if a majority of the members of the TALENT demand one.
- d) Notice including the agenda of the General Body Meetings shall be given to all members of the TALENT at least one week in advance.

2.5.3 QUORUM

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

2.5.4 PASSAGE OF RESOLUTIONS

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

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2.5.5 Committee Meetings

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

2.5.6 The General Body Meeting shall have the following format

- Determine if a Quorum has been achieved
- Reading of Minutes from previous General Body Meeting
- ExCo Reports
- Financial Summary
- New Business
- Old Business
- Closing Remarks and review action items.

2.5.7 The meeting facilitator if deemed necessary can enforce time limits for items in 2.5.6.

2.6 TRANSITION AND OTHER IMPORTANT ITEMS

2.6.1 Any member of the TALENT may be removed or impeached, on the grounds of inability to perform the duties of the position, corruption, favoritism, or gross misconduct, at a meeting of the ExCofor that purpose.

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

2.6.3 ExCo members shall not be held personally liable for any actions and decisions taken on behalf of TALENT to the extent provided under federal and state law.

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- 2.6.4 All the protected information of past and current members including the members listing (mailing address, e-mail address and phone number), and equipment, individual software, web pages developed during the year; photographs taken during the programs (performed by the professional artists), etc. are the TALENT's property. No one should sell, trade, exchange, or utilize in any other manner for personal or third party gains.
- 2.6.5 Office holders of TALENT shall avoid conflicts of interest in carrying out their responsibilities. TALENT shall adopt a conflict of interest policy.

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2.7 CONFLICT RESOLUTION

2.7.1 Any member of the TALENT may be removed or impeached, on the grounds of inability to perform the duties of the position, corruption, favoritism, or gross misconduct, at a E x C O meeting.

- a) Disbarment from TALENT: A member once removed or suspended will forfeit his/her membership in TALENT for a finite number of years as determined by the Board and ExCo.

2.8 DISSOLUTION

The TALENT can be dissolved by a four-fifths vote of the M e m b e r s present at a General Body Meeting.

2.9 DISPOSITION OF FUNDS UPON DISSOLUTION

2.9.1 Upon the dissolution of the TALENT, assets shall be distributed for one or exempt purposes within the meaning of IRC § 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

2.10 AMENDMENTS

2.10.1 These bylaws may be amended by 2/3 majority of the Board.

2.10.2 A member proposing an amendment shall submit in writing to the ExCo which will forward to the board for action.

2.11 PARLIMENTARY AUTHORITY

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

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2.12 EXCEPTIONS FOR INITIAL LAUNCH OF THE ORGANIZATION

2.12.1 The exceptions to the bylaw provisions for the initial launch of the organization are duly included in Section 2.3 and those exceptions may be removed when the bylaws may be amended in subsequent years.

2.13 RATIFICATION OF THE ORIGINAL BYLAWS

2.13.1 The original bylaws were ratified and became effective upon ratification by majority of the members on Sunday, March 31, 2019 at the East Columbia Library Meeting Room.