



Los Angeles Telugu Association

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Attachment 2

BYLAWS

Version 2	September 29, 2017	Srihari Atluri, Sridhar Satuloori
	Sep 29, 2017 attendees	Attendees: Ravi tiruvaipati, Srini Komirisetty, Lakshmi Chimata, Anil yarlagadda, Chakra Kavuri, Vijaya bhaskar, Srihari atluri, Sameer Bhavanibatla, Suresh Ayinampudi, Hari Madala, Suresh Ambati, Sridhar Satuloori, Tilak Kadiyala

LATA

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Attachment 2, Bylaws

ARTICLE I – NAME, PURPOSE

Section 1: The name of the organization shall be Los Angeles Telugu Association (LATA).

Section 2: The Organization is organized exclusively for social, cultural, religious, charitable, scientific and educational purposes primarily for Telugu community.

ARTICLE II – MEMBERS

Application for membership may be submitted via electronically (LATA Website, email), or by filling a paper application.

Membership benefits, terms and conditions shall be published on the LATA website.

With a majority vote, the Executive Committee (EC) will have the right to cancel the membership of any annual member. A majority vote between both EC and Board of Directors (BoD) is needed to cancel any other membership other than annual membership. Cancelling of the membership of a member from EC or BoD shall be done only after, or at the time of removing him/her from the respective position in EC or BoD.

EC and BoD has a right to reject the membership without any cause

ARTICLE III. Executive Committee and Board of Directors

Section 1. General Powers

Section 1a. Executive Committee General Powers

The affairs of the Corporation shall be managed by its Executive Committee. The Executive Committee shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 1b. Board of Directors General Powers

Board of Directors shall act in the best interest of the organization. BoD shall provide guidance to EC when EC approaches the BoD. BoD shall actively engage and volunteer during LATA events. BoD and EC together shall elect new members of BoD and EC.

In case of any conflicts within the EC, any member of EC may approach the BoD to help with the conflict resolution. With a majority of BoD approval, BoD may also voluntarily step in to resolve conflicts within EC..



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The BoD may play leadership role in EC and BoD approved special projects.

With majority of BoD consensus, BoD may approach EC with suggestions for the best interest of the organization.

BOD shall act as the trustee for the Corpus Fund. Only for emergency purposes, with the three fourth's approval of BoD, corpus fund may be used.

Section 2. Size, Tenure, Eligibility and Requirements

Section 2a. Size of the EC and BoD

The number of members in Executive Committee shall be six (6). The number may be changed by the majority of the EC and BoD but shall consist of no less than three (3) nor more than nine (9). The number of members in BoD shall be nine (9). The number may be changed by the majority of the EC and BoD but shall consist of no less than three (3) nor more than nine (12).

Section 2b. Election of the EC and BoD

Election or reelection of EC or BoD members shall occur at a special meeting conducted annually before November 15th. The members of the EC and BoD shall, upon election, immediately enter upon the performance of their duties or at the date set forth during the election with the majority of the EC and BoD approval. New members of the EC and BoD shall be elected by a majority vote of the BoD and EC together, except those who are standing for the reelection. No vote on new members of the Executive Committee shall be held unless a quorum of the BoD and EC are present. The quorum for EC and BoD elections is 75% of the EC and BoD, including the Proxys.

Section 2d. Proxy

A Board of Director or EC member who is not available to attend in person may choose another Board of Director or EC member as his/her proxy. Nominating the proxy or any changes to it should be done by sending an email to the BoD and EC. A Board of Director or EC member shall not be a proxy for more than one Board of Director or EC per meeting. Even if the Board of Director or EC appoints a proxy, his/her attendance overrides the proxy.

Section 2e. Term Limits for EC and BoD

All EC or BoD members may serve 2 year terms, and are eligible for reelection for one more term.

1. If an EC member who completed two terms wishes to be considered for the election, he/she should be out of the EC for two years. But he/she may be considered for one term in BoD via elections.
2. If a BoD member who completed two terms wishes to be considered for the election, he/she should be out of the BoD for two years. But he/she may be considered for one term in EC via elections.

The combined terms of a member in EC or BoD shall not exceed six (6) consecutive years. Once this limit reaches, the member should be out of both EC and BoD for at least two (2) years.



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Section 2f. Eligibility for EC and BoD

Eligibility for consideration for Executive Committee member or Board of Director:

1. He/She shall be an active LATA member for at least the past 24 months
2. He/She shall have served in any of the LATA committees for at least the past one year and shall be a LATA Life or Platinum member for at least the past one year.
3. Shall not be on a Board or a committee member in any similar Telugu organizations (both local and national organizations), either currently or anytime in the past 12 months
4. No two members of the EC or BoD shall be from same family or closely related (for example, siblings, spouse, children, parents, cousin, nephew, niece, uncle, aunt etc).

Section 2g. Requirement

1. Each member of the EC or BoD shall attend at least two (2) quarterly Board meetings or at least one quarterly meeting and the annual Board meeting per year.
2. Each member of EC or BoD shall actively participate in at least one committee, or actively take a leadership/volunteer role in at least two LATA events.
3. Each member of the EC or BoD shall contribute at least three hundred dollars (\$300) to the organization or bring \$1000 donations in new money annually

Section 3. Meetings

Section 3a. Annual Board Meeting

EC and BoD shall be invited to the Annual Board Meeting. The Annual meeting shall occur before the end of the first quarter. The date and place of the annual meeting shall be set by the Secretary or the President and communicated to all the EC and BoD via email no less than one week prior to the meeting.

Section 3b. Quarterly Board Meetings

In addition to the Annual meeting, the EC and BoD shall meet at least three other times for quarterly meetings. The date and place of the quarterly meetings shall be set by the Secretary or the President and communicated to all the EC and BoD via email no less than one week prior to the meeting.

Section 3c. Special Meetings

Special meetings may be called by the request of any of the Executive Committee members. Notice of the meeting shall be given to all EC and BoD members via email, not less than one day prior to the meeting.

Section 3d. Attending via telephone

BoD or EC members may attend the Annual, Quarterly and Special Board meetings via telephone as long as the sanctity of the conversation is maintained (others outside of the BoD and EC should not be able to hear the telephone conversation), and there is no disturbance to the meeting due to the telephone issues (background noise or phone signal issues etc). EC and/or BoD shall not attend more than one Quarterly meeting through telephone per year. It is not mandatory to accommodate attendance via telephone.



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Section 3e. Quorum

The presence, more than 50% of current members of the BoD and EC shall be necessary at any Board meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the EC and BoD present at a meeting at which a quorum is present shall be the act of the EC and BoD, unless the act of a greater number is required by law or by these by-laws.

Section 4. Forfeiture

Any member of the EC or BoD who fails to fulfill any of his or her requirements as set forth in Section 2f and 2g of this Article by December 31st (or as soon as missing first three Annual or Quarterly Board meetings in the calendar year) shall automatically forfeit his or her seat on the Board. The Secretary and the President shall notify the member of BoD or EC in writing through mail or email that his or her seat has been declared vacant, and the EC and BoD may forthwith immediately proceed to fill the vacancy. Members of the EC or BoD who are removed for failure to meet any or all of the requirements of Section 2f and 2g of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 11 of this Article in these by-laws.

Section 5. Vacancies

Whenever any vacancy occurs in the EC or Board of Directors it may be filled without undue delay by a majority vote of the remaining members of the EC and BoD at a regular meeting. When a vacancy on the EC or BoD exists, nominations for new members may be received from present EC or BoD members by the Secretary or President at least one week in advance of a Board meeting. These nominations may be sent out to EC and Board members with the regular Board meeting announcement, at least one week prior, to be voted upon at the next Board meeting.

Section 6. Compensation

Members of the EC or BoD shall not receive any compensation for their services to LATA.

Section 7. Confidentiality

Members of EC and BoD shall not discuss or disclose information about the Corporation or its activities to any person or entity outside of the EC and BoD unless such information is already a matter of public knowledge, such person, or the disclosure of such information is in furtherance of the Corporation's purposes. Each member of EC and BoD shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the EC or BoD. Members of the EC or BoD shall not disclose to anyone outside of the EC and Board the details of who voted for what option in any elections.

Section 8. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the EC and BoD annually but who shall have no duties, voting privileges, nor obligations for attendance at regular Board meetings. Advisory Council members may attend said meetings at the invitation



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of the President. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing financial guidance, expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and may be asked by the President to sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 9. Advisory Council Size, Election and Term

The Advisory Council shall not have more than seven (7) members. There is no minimum size of the Advisory Council. Advisory Council member shall be elected by three-fourths majority of the EC and BoD. The elected member may remain in the Council for a 2 year term, can be extended to another term, with the majority approval of the EC and the BoD. At the end of the term, the Council Member shall be outside of Advisory Council for at least two years before he/she can be considered for Advisory Council. An Advisory Council member can be removed with three-fourths majority of EC and BoD. Resignation of Advisory Council member shall be submitted in writing to the President.

Section 10. Founding Members

Members who founded LATA are listed as following. Founding Members shall have no duties, no voting privileges, nor obligations for attendance at regular meetings of the Board, except the ones mentioned in Section 11 of Article III and Article VII. Founding Members may attend said meetings at the invitation of the President. Founding Members may provide guidance to the EC and BoD upon the request of the President. Founding members collectively may send their inputs to the EC and BoD on any topic related to the best interests of the organization. List of founding members shall not be changed, even when By laws are changed.

- Suresh Ambati
- Suresh Aynampudi
- Tilak Kadiyala
- Srinivasa Komirisetty
- Ramesh Kotamurthy
- Hari Madala
- Vijaybhaskar Nekkanti
- Ravi Tiruvaipati

Section 11. Removal and Resignation

Any member of the EC or BoD may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the total EC and BoD, and Founding Members, if in their judgment the best interest of the Corporation would be served thereby. No member of the EC or BoD shall be expelled without an opportunity to be heard. To mitigate the risk to the organization, President and Vice President in agreement may decide to remove all the access to LATA's intellectual property and bank accounts from the member facing the removal until the hearing process is completed. If President or Vice President is facing the removal, than he/she would be replaced by the Secretary to make the access removal decision. The member facing the removal



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may present his/her side via an email within one week of the duration set in the notice. The member shall not participate in the voting or be present during the voting process. Members of the EC and BoD who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions, and are not entitled to the removal procedure outlined in Section 11 of this Article. Resignation of EC or BoD member shall be submitted in writing to the Secretary and/or the President.

ARTICLE IV. Duties of Executive Committee

The six member Executive Committee consists of a President, Vice President, Secretary, Treasurer, Joint Secretary and Joint Treasurer. The duties of the officers are as follows:

Section 1. President: The President shall preside at all meetings of the membership. The President shall have the following duties:

- He/She shall preside at all meetings of the Executive Committee.
- He/She shall have general superintendence and direction of all other officers of this Corporation and see that their duties are properly performed.
- He/She shall submit the vision and a report of the operations of the organization for the fiscal year to the EC and BoD at the annual meeting, and from time to time, shall report to the EC and the BoD.
- He/She shall determine any question concerning parliamentary procedure at meetings.
- He/She shall have access to LATA bank accounts, power to sign the checks, taxes, financial reports and all intellectual property and records

Section 2. Vice-President: The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President's duties are:

- He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Executive Committee.
- He/She shall act as the tie-breaker during voting at the parliamentary procedures
- The Vice President shall be responsible for running meetings and other issues when the President is unavailable to do so, and other duties as assigned.
- Vice President will present the Membership report in the Quarterly and Annual meetings.
- He/She shall be responsible for volunteer engagement

Section 3. Secretary: The Secretary's duties shall consist of:

- He/She shall record all votes and minutes of all proceedings, and organization related documents. He/She in concert with the President shall make the arrangements for all meetings, including the annual meeting of the organization.
- Assisted by the Joint Secretary, he/she shall send notices of all meetings to the EC and BoD and shall take reservations for the meetings.



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- c. The Secretary shall be responsible for keeping records of EC and BoD actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.
- d. The Secretary shall be the spokesperson of the Organization
- e. He / She will be responsible for member communication and external communication.
- f. He/She shall have access to emails, website and intellectual property needed to perform the duties

Section 4. Joint Secretary

- a. The Joint Secretary will assume Secretary role in the absence of the Secretary.
- b. It is Joint Secretary's responsibility to actively assist the Secretary in his/her role.
- c. Joint Secretary will head the Cultural Committee.

Section 5. Treasurer: The Treasures duties shall be:

- a. The Treasurer shall present a finance report at each Quarterly and Annual Board meetings.
- b. Treasurer shall chair the Finance committee, which is responsible for preparation of the budget, develop fundraising plans, and make financial information available to EC and BoD members.
- c. He/She shall submit approval of all expenditures of funds. Written approval of President for all expenses which are above \$500, written approval of President and majority of EC for all expenses which are above \$1000, and get approval of the majority of President, EC and BoD for all expenses which are above \$5000
- d. He/She shall have the right of inspection of the funds including budgets and subsequent audit reports.
- e. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to generally accepted accounting principles.
- f. He/She shall be responsible to file Corporate taxes
- g. He/She shall have access to the bank accounts, power to sign the signatures and other financial matters which are needed to perform the aforementioned duties.

Section 6. Joint Treasurer: The Joint-Treasures duties shall be:

- a. The Joint Treasurer shall assume Treasurer's role in the absence of the Treasurer.
- b. For every event, Joint Treasurer shall present the budget prior to the event and the actual cash in and out flow after the event.
- c. It is Joint Treasurer's responsibility to actively assist the Treasurer in his/her role.
- d. Joint Treasurer shall have the access to Bank Accounts and Signature power for checks up to \$500, with the approval of Treasurer or President
- e. He/She shall be responsible for maintaining membership records.



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ARTICLE V - COMMITTEES

Section 1: The Executive Committee may create other committees as needed.

Section 2: Majority of Executive Committee may cancel any other Committee, or make changes to the members of other committees without a prior notice.

ARTICLE VI - INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal

ARTICLE VII – AMENDMENTS

These Bylaws may be amended when necessary by a three-fourths majority of the attending EC, BoD and Founding members, when quorum is present. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.



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ARTICLE VIII – ADOPTION

These bylaws were approved and adopted at a meeting of the EC and the Board of Directors on Sept 29, 2017

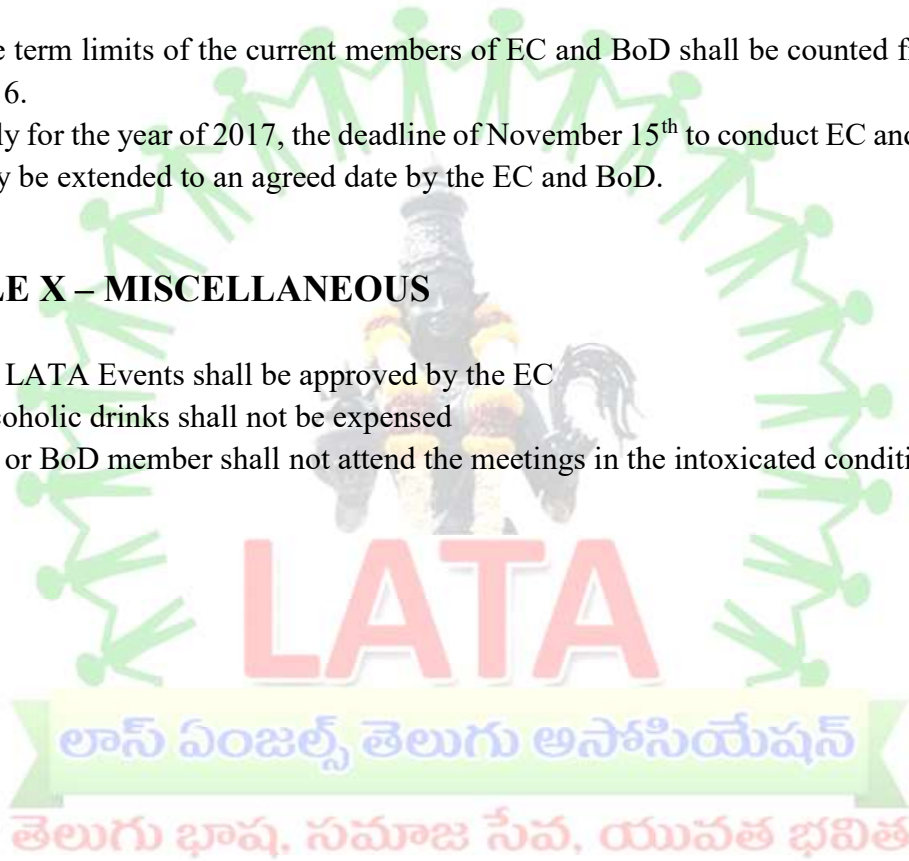
ARTICLE IX – ACCOMODATION

Certain accommodations are made to protect the organization from leadership vacuum when the by-laws come into effect.

- a. The term limits of the current members of EC and BoD shall be counted from January 1st 2016.
- b. Only for the year of 2017, the deadline of November 15th to conduct EC and BoD elections may be extended to an agreed date by the EC and BoD.

ARTICLE X – MISCELLANEOUS

1. All LATA Events shall be approved by the EC
2. Alcoholic drinks shall not be expensed
3. EC or BoD member shall not attend the meetings in the intoxicated condition.





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Attachment 3

Conflict of Interest





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Attachment 3, Conflict of Interest Policy

This Conflict of Interest Policy was adopted August 23, 2013 <Is this the correct date??> by resolution of The EC and BoD.

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article IX

Other Conflicts Of Interest

Any of the below may be considered as a Conflict Of Interest

- EC or BoD member accepting any position in other similar Telugu Organizations., unless approved by the majority of EC
- Disclosing any part (or all) of the Board Meetings to outside of the EC and BoD, unless that communication is approved by the EC



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- c. Unauthorized access or distribution of Intellectual Property (including but not limited to logins, passwords, member information, pictures, videos, emails, financial information, event details, performers/guests details etc).
- d. Unauthorized communication/meetings to members/committees/Board/Donors/Sponsors/Supporters
- e. Acting in a way that would damage the Organization's reputation

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the EC with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.



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b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- Has received a copy of the conflicts of interest policy,
- Has read and understands the policy,
- Has agreed to comply with the policy, and
- Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews



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To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

