

BYLAWS OF GREATER SAN DIEGO TAMIL ACADEMY

Article I: Name and Purpose

1.1 The name of the corporation shall be Greater San Diego Tamil Academy (the "Corporation").

1.2 The Corporation is a nonprofit public benefit corporation organized under the laws of the State of California.

1.3 The Corporation is organized exclusively for charitable, educational, and cultural purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

1.4 The specific purpose of the Corporation is to provide opportunities for the San Diego community to learn the Tamil language and promote Tamil culture.

1.5 The Corporation is a non-political, non-religious and non-sectarian organization that shall carry out its mission in a way that benefits everyone in the community that is interested in learning about Tamil language and Tamil culture.

Article II: Membership

2.1 Membership eligibility: Membership in the Corporation shall be open to any individual who supports the purposes of the Corporation and meets all of the following criteria:

- a. Pays the required annual membership dues
- b. Parent or a legal guardian of a student enrolled in the corporation's Tamil educational program

2.2 Membership termination: The membership of a member may be terminated for good cause by a two-thirds vote of the Board of Directors.

2.3 Binding on members: The provisions of these bylaws, which are binding upon all members, are not exclusive, as members shall also be subject to the terms and provisions of the Articles of Incorporation and the policies that may be adopted by the board from time to time.

2.4 Member meetings: All meetings of members shall be held in the county of San Diego. All meetings of members shall have the option that allows members to attend and participate electronically, including participation in discussions and voting.

2.5 Regular meetings: Regular meetings of members shall be held at least once in each calendar year at a time and place selected by the board.

2.6 Special meetings: It shall be the duty of the president of the board to call a special meeting of the members, either in his or her discretion, as directed by the resolution of a majority of a quorum of the board, or upon a petition being represented to the secretary signed by members holding not less than 25% of the total voting power of the Corporation. A special meeting called by members holding not less than 25% of the voting power shall be made by submitting a written request specifying the general nature of business to be transacted to the president, vice president or secretary of the Corporation. The officer receiving such notice shall promptly cause the notice to be given to the members in the manner required by the bylaws for membership meetings, and the meeting shall be held not less than 35 days nor more than 60 days after the receipt of the request. The notice of a special meeting shall be given within 20 days after adoption of such resolution or receipt of such petition. If notice is not given within 20 days after receipt of the request, the members requesting the meeting may give notice. No business shall be transacted at a special meeting other than business the general matter of which is disclosed in the notice.

2.7 Notice of meetings: A written notice of all members' meetings, regular or special, shall be given by the board to each member entitled to vote. The notice shall be given electronically by email on record for each member.

2.8 Quorum: The presence at any meeting of members entitled to cast at least 50% of the total voting power of all members of the Association who are entitled to vote on the business to be transacted shall constitute a quorum. No business other than to adjourn the meeting can be conducted at a meeting of the members unless a quorum is present. If any meeting cannot be held because a quorum is not present, members representing a majority of the votes present, may adjourn the meeting to a time not less than five days nor more than 30 days from the time the original meeting was called.

2.9 Proxies: Members are not allowed to delegate their voting rights to a proxy

2.10 Parliamentary procedure: All meetings of members shall be conducted in accordance with a recognized system of parliamentary procedure such as Robert's Rules of Order, or any parliamentary procedures the Board may adopt.

2.11 Majority of owners: Except otherwise noted herein, the articles, or the California corporations code, the majority of the total voting power present and voting, a duly held meeting at which a quorum is present, shall prevail. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to be less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the total voting power required to constitute a quorum.

Article III: Board of Directors

3.1 Power: The board shall have all powers conferred upon the corporation as set forth herein and the articles, excepting only those powers expressly reserved to the members

3.2 Duty: In addition to those duties of the board required by law, it shall be the duty of the board to:

- Manage the affairs of the Corporation.
- Appoint officers.
- Approve the annual budget.
- Establish committees.
- Adopt and amend policies.

3.3 Number: The Corporation shall be governed by a Board of Directors (the "Board") consisting of 5 directors.

3.4 Nomination: Nomination for election to the board may be made by any member of the corporation. Nominations may also be made from the floor at the membership meeting in which an election is held.

3.5 Eligibility criteria for nomination: Persons being nominated for election to the board shall meet all of the following criteria:

- A. Must be a member of the Corporation
- B. Must not have voluntarily vacated the board seat that the election will fill. This requirement may be waived by the board under certain conditions expressly spelled out below.
- C. If the nominee is someone who has been a director before, he or she must have been a director for less than or equal to two full terms in the previous four years. This requirement may be waived by the board under certain conditions expressly spelled out below.
- D. If the nominee is someone who has been a director before, he or she must have been a director for less than or equal to three full terms in the previous six years.

If the number of board seats coming up for election is less than the number of nominees otherwise eligible, the board may waive the requirements (B) and (C) above for that election.

3.6 Election and term of office: The initial directors shall be appointed by the incorporator(s). Thereafter, directors shall be elected by the members at the annual meeting of the Corporation. Election to the board shall be held by secret ballot. Board elections may be held electronically. The term of office of the directors shall be two years and elections shall be held on a staggered basis as provided for the below. Amongst the initial directors, the incorporator(s) shall appoint three directors for a term of 3 years, and two directors for a term of two years. After the expiration of the initial terms, all terms shall be a term of two years. Successor directors shall be

elected at the next annual meeting corresponding to the expiration of the term. All directors shall hold office until the respective successors are elected. Except as otherwise provided in the bylaws, elections to the board shall be in accordance with the provisions of the California corporations code.

3.7 Related board members: The board shall not have two or more members from the same family (spouse or kids) or household.

3.8 Eligibility: Persons serving on the board shall meet all of the following criteria:

- Shall be a current member of the Corporation
- Only persons who have been members of the Corporation for two consecutive full calendar years (January to December) out of the four preceding years shall be eligible to serve in the Board of Directors. The board may waive the two-year requirement for the first four years of existence of the Corporation.

3.9 Removal: At any regular or special meeting of the members of which notice has been given properly as provided in these bylaws, the entire board or any director may be removed from office as herein set forth, provided that the same notice of said meeting has also been given to the entire board or any individual director whose removal is to be considered at said meeting. The entire board or any individual director may be removed from office by two thirds of the affirmative votes cast in the voting on any motion or a resolution for removal.

3.10 Vacancies: Vacancies on the board may be filled by appointment, made by a majority of the directors still on the board, in a meeting with all remaining directors in attendance, even if there is less than a quorum of the directors for a regular board meeting. A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any director, or in case the authorized number of directors is increased by an amendment of these bylaws. If members fail, at any time, to elect the full number of the authorized directors, a vacancy or vacancies shall be deemed to exist. The members may at any time elect directors to fill any vacancy not filled by the directors and may elect the additional directors at the meeting at which the amendment of these bylaws is voted authorizing an increase in the number of directors. Any director filling vacancy created, either appointed by the board or elected by the members, shall serve the remainder of the term of the vacant board seat that they are appointed or elected to fill. No reduction of the number of directors shall have the effect of removing any director from office prior to the expiration of his or her term of office

3.11 Declaration of vacancy: The board, by a majority of the directors who meet all of the required qualifications to be a director, may declare vacant the office of any director who fits into any of the following categories:

- The director does any of the following:
 - Fails to attend 2 consecutive regularly scheduled meetings of the board or fails to attend 3 board meetings, regular or special, within any 12 month period, without prior approval from the board for such absence

- Fails to comply with a duly approved action of the board; or
- Fails to comply with the corporation's governing documents, having been provided proper notice and received a due process hearing at which the board determines that a violation exists
- The director engages in any of the following types of behavior:
 - Receives any type of monetary gain, or other gains such as services, products, gifts or gratuities of a value more than \$50, which has been provided in relation to a directors service on the board, and which is not disclosed. Disclosure must take place at a meeting of the board and be recorded in the minutes. Compensation for services duly approved by the board and unrelated to duties as a director or officer of the corporation, or reimbursement of expenses associated with the service to the Corporation do not constitute unethical or detrimental behavior and are permissible
 - Takes any action considered to be grossly detrimental to the general safety, health and welfare of the corporation and its members; or
 - Addresses fellow directors with abusive language in such a manner that causes distress and emotional harm. Abusive language is any language which causes humiliation or intimidation, or inflicts ridicule, coercion, threats or mental abuse, or other language of a punitive nature, or language which is prejudicial or grossly profane

3.12 Compensation: Directors are unpaid volunteers. No director shall receive any compensation for any service such director may render to the corporation as a director; provided, however, any director may be reimbursed for actual out-of-pocket expenses incurred by such director in the performance of his or her duties.

3.13 Regular meetings: Regular meetings of the Board shall be held when business warrants such a meeting as determined by the board. The board shall have at least 3 meetings every calendar year. The board shall select a meeting place. Notice of the time and place of any such meeting shall be communicated to the board members not less than 4 days prior to the meeting. Such notice may be provided electronically by email.

3.14 Special meetings: Special meetings of the Board shall be held when called by the President, or by any two directors other than the president. The notice requirements for special meetings are the same as regular meetings.

3.15 Presiding officer: The president of the board shall be the chairperson of the board meeting, and shall preside at all meetings of the board.

3.16 Quorum: A minimum of two thirds of the total number of directors, shall constitute a quorum for the transaction of business at a meeting of the board. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board. Directors may participate in a meeting through use of conference telephone or similar communication equipment, as long as all directors participating

in such meeting can hear one another. Participation in the meeting pursuant to this section constitutes a presence person at such meeting.

3.17 Action taken without a meeting: Notwithstanding anything to the contrary contained in these bylaws, the directors shall have the right to take any action in the absence of a meeting which they could take at the meeting by obtaining the written consent of all the directors. Such written consent shall be filed with the minutes of the proceedings of the board. Any action so approved shall have the same effect as though taken at a meeting of the board.

Article IV: Officers

4.1 Enumeration of officers: The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Board may also appoint other officers as it deems necessary.

4.2 Appointment and term: Officers shall be appointed by the Board of Directors. The officers shall hold office for 1 year unless such officer shall sooner resign, or shall be removed or shall otherwise be or become disqualified to serve.

4.3 Eligibility: Only members of the board of directors are eligible to serve as officers

4.4 Duties:

- The President shall preside at all meetings of the Board and shall have general supervision of the affairs of the Corporation. President is the chief executive officer of the corporation.
- The Vice President shall perform the duties of the President in the absence or disability of the President.
- The Secretary shall keep the minutes of all meetings of the Board and shall be responsible for the records of the Corporation.
- The Treasurer shall have custody of all funds of the Corporation and shall be responsible for the financial affairs of the Corporation. Treasurer is the chief financial officer of the corporation

4.5 Resignation and removal: Any officer may be removed from office with or without cause by the vote of a majority of all directors then in office at any regular or special meeting of the board at which a quorum is present. Any officer may resign at any time by giving written notice to the board, the president or the Secretary.

4.6 Vacancies: A vacancy in any office may be filled by appointment by the board. The officer appointed to fill such vacancy shall serve for the remainder of the term of the office he or she replaces.

4.7 Multiple offices: Any two or more offices, except those of the president and secretary, may be held by the same person.

4.8 Compensation: Compensation restrictions for the officers are the same as that for the directors.

Article V: Committees

5.1 The Board may establish committees to assist in carrying out the purposes of the Corporation.

5.2 The composition and duties of each committee shall be determined by the Board.

Article VI: Parent Council

6.1 The parents of students who attend the Tamil education program run by the Corporation may organize a Parent Council to represent the parents to the board. The purpose of the parent Council is to act as a liaison between the board and the parents.

6.2 To be recognized by the board, the Parent Council shall have a written statement of support from at least one parent of at least 51% of the students attending the Tamil education program

Article VII: Finances

7.1 The Corporation's fiscal year shall be from January to December.

7.2 The funds of the Corporation shall be deposited in a bank or other financial institution approved by the Board.

7.3 The Board shall approve an annual budget for the Corporation.

Article VIII: Amendments

8.1 These bylaws may be amended by a two-thirds vote of the Board of Directors.

Article IX: Dissolution

9.1 The Corporation may be dissolved by a two-thirds vote of the Board of Directors and upon compliance with all applicable laws of the State of California.

Article X: Indemnification

10.1 The Corporation shall indemnify and hold harmless its directors, officers, and employees to the fullest extent permitted by the laws of the State of California.

Article XI: Conflicts of Interest

11.1 Directors and officers of the Corporation shall disclose any conflicts of interest that they may have regarding any matter before the Board. A director or officer with a conflict of interest shall not vote on any matter relating to that conflict.