

**CONSTITUTION AND BYLAWS
OF
TRIANGLE UNITED TELUGU ASSOCIATION (TUTA)**

**ARTICLE I
NAME**

1.01 Name and Address

The name of the non-profit corporation shall be "Triangle United Telugu Association", also known as "TUTA". The business of the corporation may be conducted as "TUTA".

The principal office of the corporation shall be at:

1029 Bender Ridge Dr City of Morrisville

County of WAKE State of NORTH CAROLINA

Zip 27560

Phone: (919) 454-9090

**ARTICLE II
PURPOSE AND POWER**

2.01 Purpose

TRIANGLE UNITED TELUGU ASSOCIATION (TUTA) is a non-profit corporation and shall be operated exclusively for cultural, literary, educational, charitable, social, religious and scientific purpose within the meaning of Section 501 (c)(3) of the Internal Revenue Services Code of 1986, or the corresponding section of any future Federal tax code.

The association is formed to promote literary, cultural, educational, religious, social, economic, health and community activities of Telugu-speaking people around Triangle area of North Carolina. The association assists and perpetuates, preserves and maintains the heritage of Telugu people by inviting the distinguished Telugu scholars, artists, artisans and statesmen to Triangle Area of NC for close interaction with Telugu-speaking community. The association's objective is to solicit, raise and disburse funds for charitable, cultural and educational purpose here in Triangle Area and back in India, either directly or in cooperation with other non-profit organizations.

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2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or in cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable and cultural promotion purpose, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purpose. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contribution.

2.03 Nonprofit and Exempt Limitation.

(a) Nonprofit Legal Status. TUTA is a North Carolina non-profit public benefit corporation, recognized as tax exempt under Section 501(c) (3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, member, or representative of this corporation shall take any action or carry out any activity by or on behalf of the corporation not permitted to be taken or carried out by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purpose set forth in the Articles of Incorporation and these Bylaws.

Distribution Upon Dissolution. Upon termination or dissolution of the TUTA, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the TUTA here under shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the TUTA., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of North Carolina. In the event that the court shall find that this section is applicable but that there is no qualifying

organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the TUTA, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of North Carolina to be added to the general fund. If law allows the funds may be distributed to Red Cross or Mother Teresa foundation.

ARTICLE III **MEMBERSHIP**

3.01 TUTA Membership

The person must be 18 years of age to become member of the association. The association shall have at least three (3) types of membership.

- **Founder members:** Members who contributes one time donation for foundation fund/Corpus fund. Only one membership is considered per family.
The contribution is \$1000 or more until Jan 15, 2018
The contribution is \$2500 or more after Jan 15, 2018
- **Life-time members:** The members who pay yearly dues and complete 6 (SIX) consecutive years as member considered as Life-time member, they shall also pay yearly dues after becoming Life-time members. Only one membership is considered per family.
- **Regular members:** Members who pays yearly membership dues. Only one membership is considered per family.

Every prospective, renewed member shall apply for membership by filling out the membership application form for proper record keeping purpose. Membership application can be either printed form or electronic format by paying the appropriate membership dues. All membership dues are valid for the calendar year of the qualified year, membership valid from January 1st to December 31st. Funds received from any individuals on behalf of a third party, shall not be considered as payment towards membership dues. Donations received for any other causes other than for specific membership dues shall not be considered towards membership dues. There is no membership or sponsorship withdrawal for the registered year as the funds raised by membership fees go towards the events planning and execution. Documented activities against the purpose of the organization shall constitute grounds for disqualification from membership. The Board of Directors through registered mail or email shall communicate these allegations to the member. The accused member shall be entitled to a hearing before the Board of Directors on such charges and shall be entitled to a full opportunity to be heard. In order to be eligible for a hearing before the Board of Directors, the accused member must request such a hearing in writing by certified mail or email within thirty (30) days of receipt of the certified letter or email and such hearing shall take place within sixty (60) days from the receipt of the above notification.

Any member may be disqualified on the grounds of anti-organization activity, defamation of the office bearers of the organization, incompetence, corruption, favoritism, extortion, or oppression in office or gross misconduct in an event or in a Board meeting called for such purpose. First a notification shall be sent to him/her about anti-organization activity and ask for the explanation. If explanation is not appropriated or truthful the disqualification proceedings shall be initiated. Approval of two- third of the full Board of Directors shall be required for such disqualification of membership. Once BOD approves, a return request shall be sent to Board of Governors (BOG) for further approval. BOG Chairman shall call BOG internal meeting for further review. The removal approval requires two-third of the full Board of Governors for such disqualification. Upon BOG approval BOD shall sent a written notification to the member about disqualification.

3.02 Rights of members

Each member shall be entitled to volunteer to the organization, and whoever contributes more than 40 hours of volunteer work accumulated across last FOUR years span is eligible to participate in the board of director's election process. The FOUR years span is defined as current year plus and last 3 years. Only one person per family shall be participating in the election process. Member's volunteer hours must be tracked recorded and stored as public record. The membership BOD is responsible to record the volunteer hours. The Board of Election Governance (BEG) shall audit for accuracy of the volunteering activity.

3.03 General Body meeting

Annual General Body Meeting shall be scheduled by General Secretary of the association, with a written or printed or electronic notice stating the place, date, and time sent to all current year members. And in the case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered either personally or by electronic media or by mail, to each member entitled to vote at such meeting, not less than seven (7) and not more than twenty one (21) days prior to the date of such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Postal Services mail, addressed to the member at his or her address as it appears on the membership register. General Body Meeting of members is restricted to the valid members of that calendar year and the board shall make every effort to conduct General Body meeting before it's final event of the year. The quorum for any General Body Meeting shall be at least ten (10) percent of members in person with valid current year membership and entitled to vote at any meeting. If no quorum be present within fifteen (15) minutes of the advertised time of any General Body Meeting, it shall be postponed for fifteen minutes the same day, and, at such adjournment meeting, the members shall constitute a quorum. No proxy shall be permissible. A Special General Body Meeting called by requisition of members, at which no quorum, is present shall be dissolved.

The General Body meeting shall be conducted between June 1st and Jun 30st of every year.

3.04 Volunteering

Members and non-members shall volunteer for TUTA and for any 3rd party Non-profit Organization through TUTA Volunteer programs. The volunteer hours worked for only TUTA shall be eligible for elections process which shall be accumulated across last FOUR years span, which is current year plus last 3 years. The Membership BOD and Board of Election Governance (BFG) shall be responsible to maintain and safe guard current year and last 3 year volunteer hours of each TUTA member.

The respective BOD shall request or assign TUTA volunteers to any 3rd party non-profit organization which is already approved by TUTA boards.

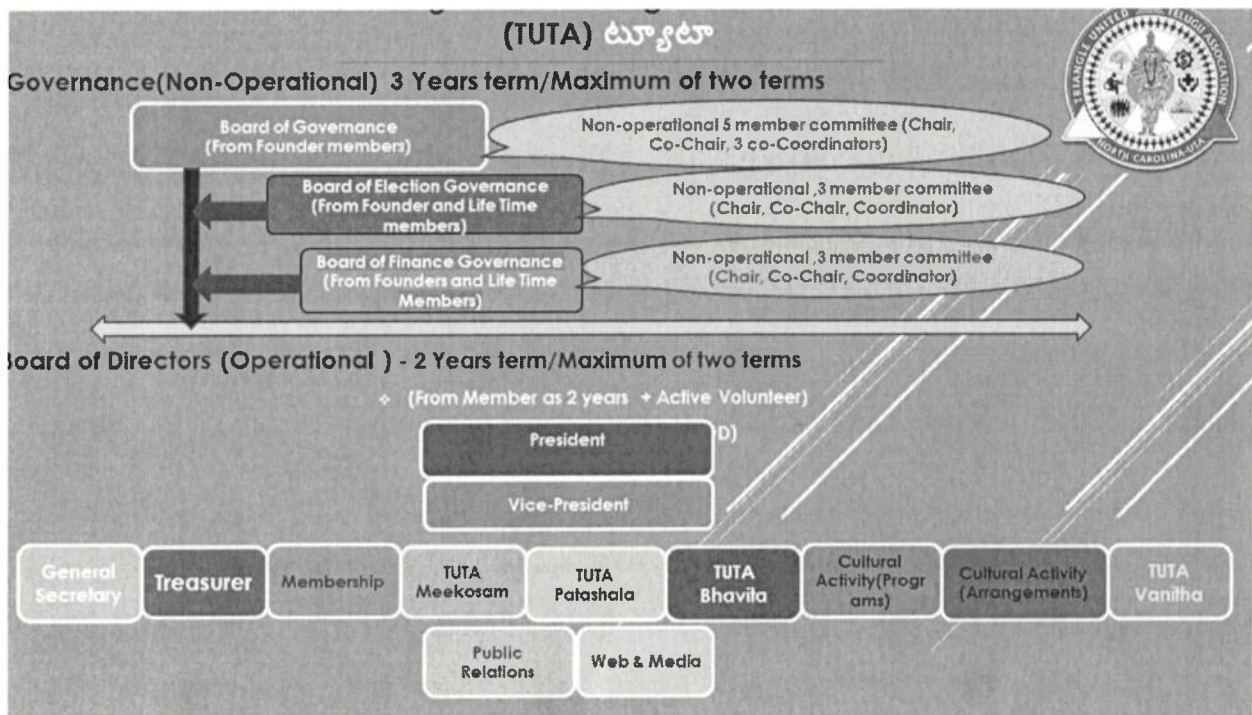
To volunteer for any new 3rd party non-profit organization, the request shall be first reviewed and approved within the BOD and then send to BOG for further approval. To remove any approved non-profit organization from TUTA volunteer list the BOD and BOG approval hierarchy process shall be followed.

TUTA Bhavita volunteer hours shall be maintained by Bhavita BOD and shall be sent for Presidential/Mayor’s reward programs according to the eligibility and program guidelines.

The volunteer hours only required for Board of Directors (BOD) elections process.

**ARTICLE IV
TUTA ORGANIZATION**

4.0 TUTA Organization structure.



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4.01.1. Board of Governance

TUTA shall have a 5 member Board of Governance (BOGs). Chairman, Co-chair and 3 Coordinators.

4.01.2. BOG Powers

Board of Governance (BOG) doesn't involve in any day to day operations, however BOG provides strategic leadership and it entails the functions of setting direction, making policy and strategy decisions, overseeing and monitoring organizational performance, discipline, financial & funds planning, ensuring overall Board Of Director (BOD), Board Of Election Governance (BEG) and Board of Finance & Audit Governance (BFG) working appropriately, making sure everyone following Bylaws process and procedures. When BOD doesn't function properly and doesn't follow the Bylaws, BOG shall take appropriate steps/arbitration measures to streamline the function of board. Conflict of agreement shall be resolved based on majority of vote within the BOG. BFG Chairman shall be part of TUTA Bank Account.

Conflict resolution guidelines:-

- BOG shall not interfere unless a written compliant comes from 2/3 (Ex: EIGHT of THIRTEEN) majority of the board members.
- Any conflict situation arises in the boards; first BOG shall mediate and advise to resolve with in the BOD, still unable to come to a conclusion or decision, then BOG can take below steps to resolve.
- BOG should conduct all boards (BOG, BEG, BFG, BOD) meeting and shall consider majority board members opinion.
- BOG actions or decision shall not violate NC state and US Government constitution and laws.
- BOG shall follow democratic and non-discriminatory practices.
- If all board (BOG, BEG, BFG, BOD) meeting recommends with a majority of vote for general body meeting, the BOG shall call for emergency members meeting, and BOG can make conflict resolution decision in the general body meeting where at least 25% members are present.
- If re-election is necessary, BOG shall recommend BEG to conduct election as per the article-4.03 for the replacement of board/board member within 30 days.
- If conflict arises within the BEG (Board of Election Governance) BOG shall take the responsibility of conducting elections as per the article-4.03.

4.01.3. Board of Finance Governance (BFG)

BFG shall have a 3 member commission, which is responsible to audit and advice on financial matters and utilization. Chairman, Co-Chairman and Coordinator.

4.01.4. BFG Powers

BFG shall work with FINANCE BOD and actively involve in financial planning, reviewing, audit and validate funds utilization and report to BOGs. Conflict of agreement shall be resolved based on majority of vote within the BFG. BFG Chairman shall be part of TUTA Bank Account.

4.01.5. Board of Election Governance (BEG)

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BEG shall have a 3 member commission, which is responsible to conduct election process. Chairman, Co-Chairman, Coordinator.

4.01.6. BEG Powers

BEG shall work with membership BOD to get active volunteer members and volunteer hours to review, validate and perform fair selection for BOGs, BODs, BEGs and BFGs. Conflict of agreement shall be resolved based on majority of vote within the BFG.

4.01.7. Board of Directors

TUTA shall have a 13 Board of Directors (BODs). President, Vice-president, General Secretary, Treasure and 9 other directors

4.01.8. BOD Powers

All execution part of corporate powers shall be exercised by the Board of Directors (BOD) and under the strategic direction of Board of Governance (BOG). The BOD is responsible for day to day activities and shall focus on the implementing organization's mission, strategy, and goals. When a conflict arises in BOD, the BOG can step in and take appropriate action to resolve issue under Bylaws. Conflict of agreement shall be resolved based on majority of vote within the BOD.

4.02 Board of Governance and Board of Directors Terms and conditions

(a). Board of Governance (BOG) term is 3 years, and election will be held on between May 1st and June 1st for every 3 years, the elected committee members shall start their term from July 1st of the elected year, the one month would be transition period and the members elect will work with existing governance teams to get transitioned.

(b) Board of Election Governance (BEG) term is 3 years, and election will be held between May 1st and June 1st for every 3 years, the elected committee members shall start their term from July 1st of the elected year, the one month would be transition period and the members elect will work with respective existing governance teams to get transitioned.

(c) Board of Finance Audit Governance (BFG) term is 3 years, and election will be held between May 1st and June 1st for every 3 years, the elected committee members shall start their term from July 1st of the elected year, the one/two months overlap would be transition period and the members elect will work with respective existing governance team to get transitioned.

(d) Board of Directors (BOD) is term is 2 year; this is an executive board which consists of 13 members. For the smoother operation instead of having 13 BOD vacancies at the same time, the 7 or 6 BODs shall be elected every alternative year based on the vacancies available that year. The president of executive board shall be elected from BODs pool having one year experience. The election for BODs will be held between Nov 1st and Dec 1st of every year, and the elected Board of Directors

shall start their term from Jan 1st of each year, the one/two months overlap would be transition period and each elected BOD will work with respective existing BOD to get transitioned. It is advised manage with 7 BODs in the first year and second year onwards another 6 BODs shall be added, there after 7 or 6 BODs appointment shall take place.

(e) The outgoing BOG, BEG, BFG, BOD must plan, transfer duties and responsibilities very transparently including challenges they faced, advising better procedures to follow etc. Any conflicts during transition shall be notified to Board of Governance (BOG).

4.03 Election of Boards.

TUTA shall adopt a Lottery Style election process from its active volunteers for Board of Directors (BOD), from its active Founder members for Board Of Governance (BOG), from its active Founder Members or Life-Time members for Board Of Election Governance (BEG), from its active Founder Members or Life-Time members for Board Of Finance Governance (BFG).

Only one family member shall be eligible to contest at a time and maximum two terms shall be allowed per family. She/He shall be eligible to contest again after six years.

In the month of October, the Board of Election Governance (BEG) shall determine number of BOD vacancies by looking into existing board of director's term ending in that calendar year and initiate a process to fill vacant positions.

BOD election notification shall be released in the month of October, the elections shall be complete by end of November, the transition period shall be from December 1st - December 31st, and new Board shall start from January 1st of the following year.

In the month of March, the Board Of Election Governance (BEG) shall determine number of BOG, BEG, BFG vacancies by looking into existing board of director's term ending in that calendar year and initiate a process to fill vacant positions.

BOGs, BEGs, BFGs election notification shall be released in the month of May, elections shall be complete by end of May, transition period shall be from June 1st - June 30th, and new Governance board term shall start from July 1st of the election year.

a) Board of Governance (BOG) Eligibility: To be eligible to serve in the board of governance, the individual member must be eighteen (18) years of age and must have a valid founder membership. The candidate shall not be managing member or officer in any other Telugu based organization's board. Maximum two terms per member and he/she shall be eligible to contest again after six years.

b) Board of Election Governance (BEG) Eligibility: To eligible to serve in the Board of Election Governance, the individual member must be eighteen (18) years of age and must have a

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valid founder membership or Life Time member. The candidate shall not be managing member or officer in any other Telugu based organization's board. Maximum two terms and he/she may be eligible to contest again after six years.

c) Board of Finance Audit Governance (BFG) Eligibility: To eligible to serve in the Board of Finance Governance, the individual member must be eighteen (18) years of age and must have a valid founder membership or Life Time member. Each member can serve the organization maximum two terms as BFG. The candidate shall not be managing member or officer in any other Telugu based organization's board. Maximum two terms and he/she may be eligible to contest again after six years.

d) BOD Eligibility: To eligible to serve as board of director, the individual member must be eighteen (18) years of age and must have a valid membership for two consecutive years including current year's membership renewed on or before June 30th. The candidate shall not be managing member or officer in any other Telugu based organization's board. Registered volunteer service in at least past two association events and he/she must have done more than 40 volunteer hours in past 4 years span. The candidate shall disqualify if he or she was convicted, pled guilty in any criminal or unlawful activities. Maximum two terms and he/she may be eligible to contest again after 4 years.

e) Election Process: The BEG is responsible to send election notification and conduct fair, transparent and un-biased election process. They are responsible to audit and validate volunteer hours of the each volunteer member. The BEG has authority to determine the eligibility of nominations for the open positions and can disqualify the candidate(s) in case anyone not meets the eligibility criteria. BOG shall involve only when a situation arises an un-biased or not following election process as per the Bylaws or any other issues arises during election process.

e.01) BOD Election process: The current BEG shall review and validate and kept potential and eligible list of volunteers and shall seek nominations from qualifying members before 2nd week of October, all nominations will be reviewed by BEG in Nov 3rd week and election process will be conducted in Nov 4th week. The election process shall be completed by end of November every year and the elect board should be ready by November 30th to able to work next 30 days with existing board for transition and to be ready for board operations form Jan 1st.

Initially, the first year 7 BODs shall be elected, and the next year additional 6 BODs shall be elected. Thereafter, depending on the vacancies either 7 or 6 BOD replacements shall takes place each year. The BOD panel shall be re-elected each year.

BEG shall invite and all contestants and all current board members (BOG/BEG/BFG/BOD) to perform un-biased board selection and shall follow the below selection procedure.

- To elect PRESIDENT follow the below procedure.

- BEG will ask interested existing BODs who is having ONE year experience to come forward to contest for PRESIDENT position, If more than one interested BEG shall write their names and put them in a closed box.
- Pick a slip from the pool for PRESIDENT position and announce.
- Rest of the position shall be filled from the remaining 12 BODs and shall follow the below procedure.
 - BEG shall ask interested BODs from the remaining 12 BODs to come forward to contest for each position in the sequence specified below, If more than one is interested, BEG shall write their names and put them in a closed box and pick a slip and announce.
 - Repeat the above process to fill each position in the below order.
 - 1st selection – Vice-president
 - 2nd selection – General Secretary
 - 3th selection – Treasurer
 - 4th selection – Community Helpline
 - 5th selection – TUTA Patashala
 - 6th selection – Cultural Activity (Programs)
 - 7th selection – Cultural Activity (Arrangements)
 - 8th selection – Membership
 - 9th selection – TUTA Vanitha
 - 10th selection – Public Relations
 - 11th selection – Web & Media
 - 12th selection – TUTA Bhavita/Social/Charity

e.02) BOG Election process: The current BEG shall review and validate and kept potential and eligible list of founder/Life-time members and shall seek nominations from qualifying members before 2nd week of May of each BOGs vacant year, all nominations will be reviewed by BEG in May 3rd week and election process will be conducted in May 4th week. The election process shall be completed by end of May, and the elect BOG should be ready by May 31st to able to work next 30 days with existing BOG for transition and to be ready for BOG operations form July 1st.

Initially, the first year 3 BOGs shall be elected, and the next year additional 2 BOGs shall be elected. Thereafter, depending on the vacancies either 3 or 2 BOG replacements shall takes place to fill 5 members Board Of Governance. The BOG panel shall be re-elected each year.

BEG shall invite and all contestant and all current board members (BOG/BEG/BFG/BOD) to perform un-biased board selection and BEG will follow the below selection procedure.

- To elect CHAIRMAN (BOG) follow the below procedure.
 - BEG shall ask interested existing BOGs who is having max no of years' experience in the current BOG board to come forward to contest for CHAIRMAN position, If more than one interested, BEG shall write their names and put them in a closed box.
 - Pick a slip from the pool for CHAIRMAN position and announce.

- Rest of the position shall be filled from the remaining 4 BOGs and shall follow the below procedure.
 - BEG shall ask interested BOGs from the remaining 4 BOGs to come forward to contest for each position in the sequence specified below, If more than one is interested, BEG shall write their names and put them in a closed box and pick a slip and announce.
 - Repeat the above process to fill each position in the below order.
 - 1st selection –Vice-Chairman
 - 2nd selection – Co-ordinator (BOD)
 - 3rd selection –Co-ordinator (Finance)
 - 4th selection –Co-ordinator (Elections)

e.03) BEG Election process: The current BEG shall review and validate and kept potential and eligible list of founder/Life-time members and shall seek nominations from qualifying members before 2nd week of May of each alternative year, all nominations will be reviewed by BEG in May 3rd week and election process will be conducted in May 4th week. The election process shall be completed by end of May, and the elect BOG should be ready by May 31st to able to work next 30 days with existing BEG for transition and to be ready for BEG operations form July 1st.

Initially, the first year 2 BEGs shall be elected, and the next year additional 1 BEG shall be elected. Thereafter, depending on the vacancies either 2 or 1 BEG replacements shall takes place to fill 3 members Board Of Election Governance. The BEG panel shall be re-elected each year.

BEG shall invite and all contestant and all current board members (BOG/BEG/BFG/BOD) to perform un-biased board selection and BEG will follow the below selection procedure.

Since this election is Board of Election governance, the existing BOG Chairman shall complete below BEG Panel election process.

- To elect CHAIRMAN (BEG) follow the below procedure.
 - BOG Chairman shall ask interested existing BEGs who is having max no of years' experience in the current BOG board to come forward to contest for CHAIRMAN position, If more than one interested, the BOG Chairman shall write their names and put them in a closed box.
 - Pick a slip from the pool for CHAIRMAN (BEG) position and announce.
- Rest of the position shall be filled from the remaining 3 BEGs and shall follow the below procedure.
 - BOG Chairman shall ask interested BEGs from the remaining 2 BEGs to come forward to contest for each position in the sequence specified below, if more than one is interested BOG Chairman shall write their names and put them in a closed box and pick a slip and announce.
 - Repeat the above process to fill each position in the below order.
 - 1st selection –Vice-Chairman

2nd selection – Co-ordinator

e.04) BFG Election process: The current BFG shall review and validate and kept potential and eligible list of founder/Life-time members and shall seek nominations from qualifying members before 2nd week of May of each alternative year, all nominations will be reviewed by BEG in May 3rd week and election process will be conducted in May 4th week. The election process shall be completed by end of May, and the elect BFG should be ready by May 31st to able to work next 30 days with existing BFG for transition and to be ready for BEG operations form July 1st.

Initially, the first year 2 BFGs shall be elected, and the next year additional 1 BFG shall be elected. Thereafter, depending on the vacancies either 2 or 1 BFG replacements shall takes place to fill 3 members Board Of Finance Governance. The BEG panel shall be re-elected each year.

BEG shall invite and all contestant and all current board members (BOG/BEG/BFG/BOD) to perform un-biased board selection and BEG will follow the below selection procedure.

- To elect CHAIRMAN (BFG) follow the below procedure.
 - BEG shall ask interested existing BFGs who is having max no of years' experience in the current BFG board to come forward and contest for CHAIRMAN position, If more than one interested, the BEG shall write their names and put them in a closed box.
 - Pick a slip from the pool for CHAIRMAN (BFG) position and announce.
- Rest of the positons shall be filled from the remaining 2 BFGs and shall follow the below procedure.
 - BEG shall ask interested BFGs from the remaining 2 BFGs to come forward to contest for each position in the sequence specified below, If more than one is interested, BEG shall write their names and put them in a closed box and pick a slip and announce.
 - Repeat the above process to fill each position in the below order.
 - 1st selection –Vice-Chairman
 - 2nd selection – Co-ordinator

Note: If any of the members doesn't like the picked position he/she may opt out and BEG can pick up in another attempt.

f. Delay in Election Process: Due to some unavoidable conditions, if the board is not able to fill open board positions, the current board will continue until new board is formed.

g. Acting boards:

A SEVEN members acting Board of Directors (BOD) shall be formed with effective from August 15, 2017 and shall continue until Dec 31, 2017. First preference shall be given to founder members. If founder members are not available then regular

members shall be considered. The acting board shall be replaced through regular election process on Jan 01, 2018.

A THREE members acting Board of Governance (BOG) shall be formed from founder members with effective from August 15, 2017 and shall continue until June 30, 2018. The acting board shall be replaced through regular election process on July 01, 2018.

A TWO members acting Board of Election Governance (BEG) shall be formed from founder members with effective from August 15, 2017 and shall continue until June 30, 2018. The acting board shall be replaced through regular election process on July 01, 2018.

A TWO members acting Board of Finance Governance (BFG) shall be formed from founder members with effective from August 15, 2017 and shall continue until June 30, 2018. The acting board shall be replaced through regular election process on July 01, 2018.

h) Board of Directors (BOD) for 2018

For the year 2018, the SEVEN members Board of Directors (BOD) shall be elected from founder members pool by conducting elections as per the article-4.03 and their term stars from Jan 01, 2018 and shall continue for two years.

4.04 Unexpected Vacancies

The board shall fill unexpected vacancies in the board due to resignation, sick, death, or removal for the balance of the term in that calendar year subject to the maximum number of directors. The respective Governance chairman or President/General Secretary shall notify Board Of Election Governance (BEG) about the vacancy in written. The Board Of Election Governance(BEG) shall send special election notification to the members by requesting nominations to fill vacant board position(s). The requirement to submit nomination is same as BOG/BFG/BEG/BOD eligibility criteria mentioned in Section 4.03. The BEG shall review all received nominations and conduct boards selection process.

4.05 Removal of Board of Directors

The board member may be removed by discussing with in the respective board first and with 2/3 vote and send recommendation to BOG, then BOG will review and validate situation to take appropriate decision if,

(a) The director is absent and unexcused from three or more mandatory meetings of the board of directors in a twelve month period. The respective board's chairman/president is empowered to excuse it's board members from attendance for a reason demanded so adequate by the board president. The chairman/president shall not have the power to excuse himself/herself from the board meeting attendance and in that case, the board vice chairman/vice president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board

(c) When determined the director's actions are not compliance with conflict of interest mention in Article VIII section: 8.03.

4.06 Board of Directors Meetings.

(a) Regular Meetings. The board of directors shall have a minimum of four (2) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (7) days' notice by first-class mail, electronic mail or twenty-four (24) hours' notice delivered personally or by telephone. If sent by mail, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting may or may not be specified.

(b) Mandatory Meetings. Special / mandatory meetings of the board may be called by the Chairman, president, vice president, secretary, treasurer, or any two (2) other Governance or directors of the board.

(c) Any special/need based meeting must be preceded by at least 2 days' notice to each governor or director of the date, time, and place, but not the purpose, of the meeting.

(d) Waiver of Notice. Any director may waive notice of any meeting, in accordance with North Carolina law.

(e) BOGs, BFGs, BEGs are optional to the board of directors meeting; however they are allowed to participate in any of these meetings.

(f) BOGs, BFGs, BEGs shall not vote in board of directors meeting.

(g) BOGs, BFGs, BEGs and BODs shall vote in joint board meeting.

4.07 Meeting Rules

The rules contained in the Modern Edition of the Robert's Rules of Order shall govern the manner in which all meetings are conducted. Structure of the meeting Agenda and debate, simple majority shall be considered in decisions making of each agenda item.

4.08 Manner of Acting.

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the board of governors or directors present at a meeting at which a quorum is present shall be the act of the board.

(c) Decision making with in Boards: On the occasion of board of governors (BOG)/Board of Election Governance (BEG), Board of Finance Governance (BFG), Board of Directors (BODs) has different opinions; the Chairmans or President should conduct



voting and go with majority of votes. The Chairmans and President also can vote as part of decision making.

(d) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or secretary in the order of presence shall have the power to swing the vote based on his/her discretion.

(e) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as food and travel expenses to attend board meetings.

4.10 Compensation for the Boards.

Governors and Directors are restricted from being remunerated for professional services provided to the corporation.

4.10 TUTA Inventory.

The TUTA inventory means the items, products, website it creates or purchases or received from donations. The inventory shall be recorded on the books of an organization and General Secretary shall be responsible to record and maintain the inventory, the inventory records shall be provided to Board Of Finance (BFG) and Board Of Governance (BOG). The TUTA inventory shall not be used for any personal use. If the organization is required to sell or donate any of its inventories, the Treasurer, BFG Chairman and BOG Chairman shall be involved to determine the price.

TUTA Website, Facebook, Twitter, WhatsApp, email accounts are solely TUTA property. These accounts shall be maintained by Web & Communication BOD and shall also be accessible to President and BOG Chairman. All credentials of these accounts shall be shared among Web & Communication BOD, President and BOG Chairman.

All inventory and credentials shall be transitioned to the next BOD during transition time.

4.11 Communication Guidelines

All official TUTA communication form all the board shall be only through TUTA communication channel, all communications shall be reviewed by each

ARTICLE V
Ad-hoc COMMITTEES

5.01 TUTA Ad-hoc Committees

Board of Governances and Board of Directors can appoint standing and ad-hoc committees depending on the need for carrying out the activities of the Association. Each committee, thus formulated, should have one governance or board member serving on the committee. The Governance or Board of member of the committee serves as chairperson of the standing or ad-hoc committee. The appointed ad-hoc committee member should be an active paid member of the association. The charge to each standing committee or ad-hoc committee is assigned by the Board.

5.02 TUTA Patashala

To promote and spread Telugu language and culture to future generations, the association shall run TUTA Patashala (Telugu school) teaching Telugu language to children of members. To run the administrative operations of TUTA Patashala, the board shall appoint a Principal, and a Director for TUTA Patashala. The Director for TUTA Patashala shall be one of the existing board members. The board may appoint a Coordinator for TUTA Patashala from the general TUTA members for smooth administrative operations. The appointed Principal and the Coordinator (in case from general membership) shall be active paid members of the association for at least two (2) consecutive years. Once appointed, the Principal's and Coordinator's tenure is for three (3) years and it must follow school academic year which starts in September and ends in month of June. Under any circumstances if the association decides to change the tenure or change the Principal or Coordinator for any reasons, the Board shall serve a show-cause notice which should be supported by three-fourth (3/4) majority when full Board is present and shall be entitled to a hearing before the Board and can make final decision supported by three-fourth's (3/4) majority of the board. After completion of first term of three (3) years, Principal's or Coordinator's term can be extended on a yearly basis by mutual consent with three-fourth (3/4) support of full board. The Principal shall supervise the teachers, syllabus preparation and the curriculum of TUTA Patashala, while the Director or Coordinator shall run the administrative activities, budget and other logistics. The Principal shall work closely with the Director and/or Coordinator responsible for managing the TUTA Patashala.

5.03 TUTA-Bhavita

BHAVITA is the youth program run by association in order to provide volunteer opportunities, help build interpersonal and leadership skills, become active leaders, citizens and serve as an important tool for engagement in society. The families of the Bhavita enrolled in BHAVITA program must have valid association membership for that calendar year. BHAVITA leadership team shall be elected from registered BHAVITA members for day to day operations of BHAVITA activities. To lead, coach and identify volunteer opportunities, the board shall elect one board member as BHAVITA Director and appoint one Coordinator from general membership for one year term. The appointed Coordinator shall be an active paid member of the association for at least two (2)

consecutive years. Any current board member completing their term shall have to wait at least one calendar year in order to be eligible for BHAVITA Coordinator position. The BHAVITA coordinator term is one year until end of the calendar year. The Coordinator shall work closely with BHAVITA Director shall meet executive board on periodic basis to seek feedback on planning various BHAVITA programs and review volunteer hours. At the end of the calendar year, BHAVITA director shall send detail volunteer hours of each BHAVITA member to association's executive board for approval and to applying for Mayor Service Awards or President's Volunteer Service Awards (PVSA).

ARTICLE VI OFFICERS

6.01. Governance Board officers

The Governance board officers of the corporation shall not involve incorporation day to day activities, just will monitor for good governance and smother execution, follow the Bylaws, election process and Finance audit activity.

6.01.1 Board of Governance (BOG)

BOG consists Chairman, Co-Chairman, 3 (THREE) Coordinators. BOG will responsible overall governance of the corporation which will work BEG, BFG, BOD and make sure for smother board operations, elections and Finance & Audit activity. BOG doesn't involve in board day to day activity, however BOG only interfere when there is any conflict and required attention to resolve and stream line the operations.

- a. Chairman: Overall responsibility of the Board of Governance (BOG).
- b. Co-chairman: Delegates when Chairman is not available
- c. Coordinators: BOG office day to day activities, commination and recording.

6.01.2 Board of Election Governance (BEG)

BEG consists of Chairman, Vice-Chairmen, Coordinator, BEG will responsible to work with membership BOD, audit and validate volunteer activity and hours, election notifications, nominations review, fair and transparent elections for BOG, BEG, BEF and BOD

- a. Chairman: Overall responsibility of the Board of Election Governance (BEG).
- b. Vice-chairman: Delegates when Chairman is not available
- c. Coordinator: BEG office day to day activities, commination and recording.

6.01.3 Board of Finance Governance (BFG)

BFG consists of Chairman, Vice-Chairmen, Coordinator, BFG will responsible to work with Finance BOD to audit and validate finance activity such as donations, payments, funds allocation etc.

- a. Chairman: Overall responsibility of the Board of Election Governance (BEG).
- b. Vice-chairman: Delegates when Chairman is not available

c. Coordinator: BFG office day to day activities, commination and recording

6.01.4 BOD Term of Office

Each officer shall serve a one-year BOD Role of office and may not serve more than two (2) consecutive years.

6.02 Removal and Resignation

The board of directors may remove an officer at any time, with a cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.03 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing their duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

6.04 Vice President

In the absence or disability of the board president, in the same precedence, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president.

6.05 General Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary. The Secretary shall provide information concerning the programs and activities of the Association to its members through a newsletter. The newsletter shall also serve as a forum for members to express their views and suggestions.

6.06 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The Treasurer shall be responsible for all tax-related matters. Treasurer shall present balance sheet at general body meeting of members on yearly basis.

6.07 Membership

Membership BOD is responsible all membership enrollments, maintain membership records, resolving issue, and tracking and recording volunteer hours.

6.08 Community Helpline

Community Helpline BOD is responsible to accessible and to the community members and involve in helping in various aspects of community needs such as helping new comers, general information, medical emergencies, travel emergencies, maintaining and providing home/utility service contacts, helping senior citizens etc.

6.09 TUTA Patashala

Telugu school, cultural and spiritual education.

6.10 Bhavita & Social/Charity

Adopting Bhavita volunteering activity (internal and external), adopt roads, food & blood drives.

6.11 Culture Activities (Programs)

Culture Activities BOD is responsible to manage and organize cultural activities, also responsible to nominate required Cultural Activity committees for events.

6.12 Culture Activities (Arrangements)

Joint Culture Activities BOD will assist in manage and organize cultural activities for the events.

6.13 Vanitha welfare

Promoting women participation into TUTA, women network, programs etc.

6.14 Public relations

Working with Government officials on various community needs and developments and resolving the issue, event permission, robbery, court cases assistance etc.

6.15 Web & media

Web, media, Facebook, communications, YouTube channel maintained, and email accounts maintenance and enhancements.

6.16 Bank Account/Check authorization

The bank account shall be authored by adding the Treasurer, Chairman of the Board Of Finance Governance (BFG) and Chairman of the Board Of Governance (BOG). No checks shall be issued of spending shall be authorized and until above three members are part of the bank account authorization. The outgoing bank authorized member shall be replaced immediately and added to the bank account with new incoming member.

The Treasurers should seek the approval of the Board of Finance Governance(BFG) for any expenditure exceeding USD \$500.00 (Five Hundred US Dollars). If expenditure exceeds \$1000(One thousand US Dollars) Board of Finance Governance (BFG) and Board of Governance (BOG) should review and approve prior to the spending and also shall sign on the checks.

Check authorization guidelines

- If less than \$500, Treasurer shall sign on the check.
- If more than \$500 and less than \$1000, Treasurer and BFG Chairman shall sign on the check.
- If more than \$1000, Treasure and BFG Chairman, BOG Chairman shall sign on the check.

Treasurer, BFG Chairman and BOG Chairman shall discuss in the respective boards prior to approving payments.

6.17. Corpus/Foundation and other funds utilization guidelines.

TUTA charitable organization corpus fund are of paramount importance, and normally a corpus fund denotes a permanent fund kept for the basic expenditures needed for the administration and survival of the organization.

Corpus fund utilization guidelines

- a. The corpus fund is not allowed to be utilized for the attainment of the purposes, but the interest/dividend accrued on such fund can be utilized as well as accumulated.
- b. The corpus funds may be placed in bonds/savings certificates in order to get interest/dividends with an approval of Board Of Finance Governance (BFG) and Board Of Governance (BOG).
- c. In case of any emergency only max 5% of existing corpus fund amount per YEAR should be drawn for an administrative and survival expenses with an



approval of Board Of Finance Governance (BFG) and Board Of Governance (BOG).

- d. Prior to the activity/event, President, Treasurer and other BODs shall have meeting with BFGs & BOGs for planning and setup budget, once budget finalized Treasurer shall be responsible to allocate funds within the budget limit. BOGs, BFGs, President and Treasurer shall work on fundraise and sponsorships.
- e. BOG Chairman, BFG Chairman and Treasurer should be part of the bank account. Any spending \$500 and above shall be approved and check signed by BFG Chairman, and any spending above \$1000 shall be approved and check signed by BOG Chairman. Before approving Chairman shall consider majority board members opinion within the board. Treasurer, BFG Chairman and BOG Chairman shall discuss in the respective boards prior to approving budgets.
- f. The BFG and/or 3rd Party auditors shall audit financial records for financial health, whether spending is appropriate or not. The audit reports shall be sending to BOG and BODs. Treasurer, BFG Chairman, BOG Chairman shall be responsible for unauthorized and inappropriate expenses.
- g. These guide lines shall not be changed without BFG, BOG approvals. If required to change the guidelines BODs shall approve and send to BFGs, upon BFGs approvals this shall be send to BOGs for further approvals, this should be approved with 2/3rd majority in BODs, BFGs and BOGs.

ARTICLE VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks, Drafts

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

7.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select. All payments



towards membership dues shall be deposited on weekly basis to avoid delay in activating the individual's membership.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

7.05 Payments

Association dues and payments such as, association operating expenses (Mailbox, Website, membership forms, key tags, etc...), professional services expenses, artists appreciations, felicitations, and contractors payments (Restaurants, grocery stores, and event purchases) shall be approved by Treasurer, BFG Chairman and BOG Chairman for Treasurer to pay with valid proof of receipts. Treasurer, BFG Chairman and BOG Chairman shall discuss in the respective boards prior to approving payments.

ARTICLE VIII MISCELLANEOUS

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year. The executive committee must appoint an auditor to audit association's financial records.

8.03 Conflict of Interest

The Board of Governance (BOG) shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers. The Board of Director should not be a managing member of any other Telugu based non-profit organization / Associations during his/her tenure as the Board of Governor or Board of Director of the Association. The board of governors and board of director shall not have any vested business interest of joining the association for any or all business opportunities and shall not do any business directly with the association.



8.04 Nondiscrimination Policy

The officers, directors, members, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age (except in sections where age was referred in this document), sex, race, religion, and sexual orientation.

8.05 Bylaw Amendment

The Members or any board of director shall propose changes to the bylaws in writing to the board. The BOD shall review proposed changes and shall approve with two-third (2/3) majority of full board to propose those amendments, then the proposal shall be sent to Board Of Governance (BOG) for their review and further approval.

BOG shall follow below steps for bylaws amendment-

- BOG shall advise BEG to conduct email or electronic yes/no voting within the founder members.
- BEG shall send email or electronic communication to all active founder members along with amendment details and reason for the amendment.
- BEG shall wait 30 days to get the voting results and present results to the BOG.
- BOG shall consider majority of 'yes' as approval, in case of tie, the majority voting within the BOG shall consider as an approval.
- Upon founder members approval, BOG shall advise BEG to conduct email or electronic yes/no voting within the active non-founder members.
- BEG shall send email or electronic communication to all active non-founder members along amendment details and reason for the amendment.
- BEG shall wait 30 days to get the voting results and present results to the BOG.
- BOG shall consider majority of 'yes' as approval, in case of tie, the majority voting within the BOG shall consider as an approval.
- Then BOG shall amend the bylaw change and update history page.
- BOG shall send update version to the web/communication team to upload in the website.

- (a) No amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) That all amendments be consistent with the Articles of Incorporation.
- (c) No amendment shall be made to the current election process.

8.06 Responsibilities

The Association assumes no responsibility to members or their guests for the property of the members or their guests, which may be brought into or left in any area of the Association's properties or organizing venues/locations. The Association assumes no responsibility, and no member or guests can have any claims against the Association for any accident or injury to any person or their property suffered on the properties/venues of the Association.

8.07 Photographs, Videos, Social Media

The Photo and video graphs at association events shall be the property of the association. No professional photo or video graph is allowed without prior permission from the board. However, members can take limited photo or video graphs for their personal use but shall not use commercially or publish in any social media for promoting their business without written permission from the board. At association events, no one is allowed to distribute brochures, pamphlets or any other propaganda material without prior written permission from the board.

8.08 Disqualification of Member, Board member, Choreographer, Vendor and Volunteer.

In case any member, board director, choreographer or vendor (who does business with organization), does any anti-organization activity, defamation of the office bearers of the organization, incompetence, corruption, favoritism, extortion, or oppression in office or gross misconduct in an event or in a Board meeting called for such purpose, then the board shall collect documented evidences and can initiate disqualification of them from all organization activities up to maximum of two (2) years with two-third (2/3) approval of the full Board and disqualified proposal required to send to Board of Governance (BOG) for review. BOG shall review, reject, approve or propose change to the disqualified proposal. The disqualification as per article 3.01.

ARTICLE IX

COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, TUTA shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, TUTA. willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

TUTA shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE X

DOCUMENT RETENTION POLICY

10.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of TUTA records.

10.02 Policy

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, TUTA may establish retention or destruction of policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2 Exception for Litigation Relevant Documents, TUTA expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the TUTA informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, Bylaws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

ARTICLE XI

Transparency and AccountabilityDisclosure of Financial Information With Members**11.01 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly available, TUTA practices and encourages transparency and accountability to the members of the association.

The details of this policy are as follow:

11.02 Financial and IRS documents (The form 1023 and the form 990)

TUTA shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

11.03 Means and Conditions of Disclosure

TUTA shall make "Widely Available" the aforementioned documents on its internet website: www.tutartp.org to be viewed and inspected by the members.

(a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

(b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.

(c) TUTA shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

(d) TUTA shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

ARTICLE XII

CODES OF ETHICS AND WHISTLEBLOWER POLICY**12.01 Purpose**

TUTA requires and encourages board of Governors, Board of Directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of TUTA to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.



12.02 Reporting Violations

If any director or member reasonably believes that some policy, practice, or activity of TUTA is in violation of law, a written complaint must be filed by that person with the secretary or the board president.

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

12.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of TUTA and provides the TUTA with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

TUTA shall not retaliate against any director or member who in good faith, has made a protest or raised a complaint against some practice of TUTA or of another individual or entity with whom TUTA has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

TUTA shall not retaliate against any director or member who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of TUTA that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

12.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

12.06 Handling of Reported Violations

The board President or Secretary shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIII INDEMNIFICATION

Any person who at any time serves or has served as a director, officer, or employee of the corporation, or in such capacity at the request of the corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against, a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with any threatened, pending, or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he or she may have become liable in any such action, suit, or proceeding.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due to him or her and giving notice to, and obtaining approval by, the members of the corporation. Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall insure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw. The indemnification shall be construed under the new North Carolina Business Corporation Act, effective July, 1990, and shall provide or permit both statutory and extra-statutory indemnification to the fullest extent permitted by law. The corporation is expressly authorized to advance defense expenses to directors, officers, and employees, and to procure directors' and officers' liability insurance which may cover liability not covered by statutory indemnification.

ARTICLE XIV Amendment History Of Articles of Incorporation

14.01 Amendment History

Purpose

Date

01. Prepared

06/04/2017

02. Signatures and approvals

08/03/2017

03. Corrections

01/20/2018

04. Corrections

04/2/2018

AM

CERTIFICATE OF ADOPTION OF BYLAWS

We do hereby certify that the above stated Bylaws of TUTA were approved by the TUTA s board of directors and the members on **Friday, April 6th 2018** and constitute a complete copy of the Bylaws of the corporation.

Approvals - Bylaws committee (Chairman & Founder Members)

Name	Signature	Date
Murali Lagisetty	<i>Murali Lagisetty</i>	4/10/2018
Venkat Tippireddy	<i>Venkats.</i>	4/8/18
Suneel Kommireddy	<i>Suneel Kumar</i>	4/8/18
Anirudh Reddy Karra	<i>Anirudh</i>	4/8/18
Ravi Gadireddy	<i>Ravi G</i>	4/8/18
SHIVA GEEREDDY	<i>Shiva</i>	4/8/18
HARI PEMIREDDY	<i>Hari</i>	04/08/2018
PRASADA R MONANGI	<i>Prasada</i>	04/08/18
Narasimha	<i>Narasimha</i>	4/8/18
Ajay Mathi	<i>Ajay</i>	4/8/18
Praveen Komaragiri	<i>Praveen</i>	4/8/2018
Eswar Polireddy	<i>Eswar</i>	4/8/2018
Neharika Reddy Navalga	<i>Neharika</i>	4/8/2018

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