

BYLAWS
OF
BHARATHI KALAI MANRAM
(BKM)
A Texas Non-profit Organization

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BYLAWS

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ARTICLE I

OFFICES

Section 1. Registered Office.

Until the Board of Directors (also referred to as the Committee in this document), otherwise determines, the registered office of the Corporation (also referred to as BKM in this document) required by the Texas Non-Profit Corporation Act to be maintained in the State of Texas shall be the principal office of the Corporation, but such registered office may be changed from time to time by the Board of Directors in the manner provided by law and need not be identical to the principal office of the Corporation. The principal office of the Corporation shall at all times be located in the city of Houston, Texas.

Section 2. Other offices.

The Corporation may also have offices at such other places or locations, within or without the State of Texas, as the Board of Directors may, by resolution, from time to time determine or the purpose of the Corporation may require.

Section 3. Registered Agent.

The Board of Directors by a majority will name the Registered agent of the corporation and if need to, file the proper papers with the State of Texas when the agent is changed.

Section 4. Website.

The organization shall maintain an internet website with the URL www.bkmhouston.org. The primary purpose of this website is for communicating to the members as well as the general public, related to the events and activities of the organization. The primary means of communication will be via announcements on this website as well as by email.

ARTICLE II

PURPOSES AND OBJECTIVES

Section 1. Non-profit Status.

The corporation shall be a non-profit and secular organization.

Section 2. Purposes.

The objectives and purposes of the Corporation shall be as follows:

- a . To provide a forum for cultural and social interaction for all people of Indian origin with special emphasis on the fine arts, performing arts and literature of Tamils and other language groups of Southern India.

- b. To promote goodwill, understanding and appreciation of the culture of India among all interested persons regardless of color, creed, race, religion, sex or national origin.

Section 3. Specific Activities.

In order to achieve its basic goals as set forth in Section 2 of this Article II, the Corporation shall make the best efforts within budget constraints to:

- a. Celebrate with cultural functions honoring Tamil poet Bharathi, Pongal festival and the Tamil New Year.
- b. Provide a forum for discussion on topics related to Indian culture and education of interested persons
- c. Arrange cultural functions with local and international talents related to its goals.
- d. Provide facilities for libraries, exhibits, education, cultural and social activities.
- e. Publish newsletters, brochures, magazines, books and other media publications as deemed appropriate to help exchange ideas among members and to promote the goals of the Corporation.
- f. Promote unity and camaraderie through picnics, sports activities and other pastimes which will be of interest to the membership of the Corporation.
- g. Promote education in Tamil language in the local community by establishing schools that are run by volunteers conducting classes to develop skills in reading, writing and conversation in Tamil.

Section 4. Affiliations.

The Corporation may become an affiliate or associate member of any other cultural organization with similar goals and objectives. The members must approve such affiliation or association by a majority of the votes entitled to be cast at a meeting of the membership.

Section 5. Investments.

The Corporation may own land, buildings and other tangible assets to further and promote the activities of the Corporation, with the approval of the members as specified in these By-laws.

ARTICLE III

MEMBERS

Section 1. Eligibility

Membership in the Corporation is open to all individual persons interested in and willing to share the objectives of the Corporation as set forth in Section 2 of Article II, subject to the approval of the Board of Directors as set forth in Section 3 of this Article III.

Section 2. Classes of Membership and Dues

The Corporation shall have five classes of membership, having the fee structure set forth below. For the purpose of payment of dues, a year is based on the ~~Family~~ **Gregorian** Calendar (**January 1st to December 31st** ~~April 14 to April 13 of the next year on the Gregorian calendar~~). The classes of membership and membership dues for each class are as follows.

- a. Life Member: Life member dues shall be fifteen (15) times that of the Family membership dues. At least 90% of the Life membership dues should be held in separate interest bearing account such as Certificate of Deposit. The interest income from such accounts can be used as operating fund.
- b. Family Member: Parents and their unmarried dependent children. Dues shall be **\$90.00** ~~75.00~~ per year per family.
- c. Individual Member: Such person shall pay annual dues of **\$50.00** ~~40.00~~.
- d. Student Member: Any full-time student. Such person shall pay annual dues of \$20.00
- e. Honorary Member - A person on whom the Corporation bestows this honor shall have the rights set forth in Section 2(b) above of a Family Member, but no annual dues shall be required from such member for a period of two years following the date of award of honorary membership. An honorary membership may be conferred on eminent and outstanding persons who are interested in the Corporation and its goals and shall be awarded at the discretion of the Board of Directors.

Section 3. Application and Approval for Membership.

- a. All applications for membership shall be submitted to the Board of Directors or its designated representative on the official form provided by the Corporation, along with required dues.
- b. The Board of Directors shall review and approve or disapprove each application within a period of one month from the date of receiving the application.
- c. If for any reason the Board of Directors rejects an application, the Board of Directors shall send written notice of such rejection, including an explanation for the rejection and a full refund of any dues paid in connection with the rejected application, to the applicant.
- d. An applicant who is rejected may appeal the decision of the Board of Directors by filing a written appeal with the Corporation within 14 days of the applicant's receipt of the written notice of rejection.
- e. The Board of Directors shall convene an appeal hearing within 14 days of receipt of the written notice of appeal delivered by the rejected applicant. The appeal hearing shall be a closed meeting of the Board of Directors unless the Board of Directors shall vote to

include additional persons. The Board of Directors shall reconsider the rejected application and shall notify the applicant of its decision within 14 days of the date of the appeal hearing. This decision of the Board of Directors shall be final.

Section 4. Dues and Other Fees; Changes in Fees and Membership Categories.

- a. The Board of Directors may review the membership dues from time to time and propose dues revisions to the membership. Fees cannot be increased within three years of the previous increase and each increase cannot be more than 20% the previous fee. Any change in dues must be approved by a two-thirds majority of the membership present/**vote received by proxy**, ~~to vote at a meeting of the membership~~ subject to the quorum being satisfied.
- b. The fees for new non-Life Members may be prorated-on a semi-annual basis at the discretion of the committee. No refunds or pro-rating will be allowed for reasons of non-participation.
- c. The Board of Directors may elect to charge special admission fees or to solicit funds from time to time when necessary to fund projects or events which cannot be supported by general membership dues. Fees shall be commensurate with privileges enumerated in Section 2 of this Article. The Directors shall differentiate appropriately between members and non-members in the admission fees in order to promote increase in membership in the Corporation.
- d. The Board of Directors shall not alter the categories of memberships described in Section 2 of this Article III without the approval of a majority of the membership entitled to vote at a meeting of the membership.

Section 5. Rights and Privileges.

The members of the Corporation shall have the following rights and privileges:

- a. Each paying member who is 18 years or older and who has been a member in good standing for at least one month preceding the election of officers is eligible to vote and participate in such elections in accordance with the provisions of these by-laws. Each Life Membership and each Family Membership shall be entitled to one (1) vote. Each Individual Member and each Student Member shall be entitled to one (1) vote.
- b. Each paying member who is twenty-one (21) years or older and who has been a member in good standing for at least ten (10) months prior to an election of officers may run for office.
- c. Each individual member or member of a family owning a Family Membership is eligible to participate in all of the functions and the activities of the Corporation.

Section 6. General Provisions.

- a. Memberships are non-transferable.
- b. Each member shall be provided with an identification card and shall use the card whenever exercising membership privileges.

- c. An individual member may change his status to a Family Member by paying the full difference between the dues for the two classes of membership.
- d. Members who pay their dues will be considered members in good standing. The membership may, by a vote of three-fourths of the membership entitled to vote at a meeting of the membership, elect to expel any member for willfully refusing to uphold the purposes and objectives of the Corporation.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Annual Meeting.

The membership of the Corporation shall meet annually to conduct the election of officers and other general business. Such annual meeting shall be held during the month of **November or December** ~~March or April~~ and the specific date shall be set by the Board of Directors. Any and all business of any nature or character whatsoever may be transacted, and action may be taken thereon, at any annual meeting, except as otherwise provided by law or in these By-laws.

Section 2. Special meetings.

Special meetings of the members for any purpose or purposes, unless otherwise pre-scribed by statute, or by law or by the Articles of Incorporation of the Corporation, may-be called by the President, the Chairman of the Board (if any), or the Board of Directors, and shall be called by the Chairman of the Board (if any), the President or the Secretary upon written request therefor, stating the purpose or purposes of the meeting, delivered to such officer, signed by the members holding at least ten (10%) percent of all of the votes entitled to be cast at such meeting.

Section 3. Place of Meetings.

Meetings of members shall be held at such place, either within or without this State, as may be directed by the Board of Directors.

Section 4. Notice of Meetings.

Written or printed notice stating the place, day or hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by **US** mail, **(or) members' email on record** or at the direction of the President, the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the membership records of the Corporation, with postage thereon prepaid.

Section 5. Quorum of Members.

Members holding 25% of the votes entitled to be cast, including proxies shall constitute a quorum. The vote of the majority of votes cast by the members present/**vote received by proxy, subject to Quorum being satisfied**, shall be the act of the members meeting, unless the vote of a greater number is required by law, the Articles of Incorporation, or these By-laws

Section 6. Adjournments of Annual and Special Meetings of the Members.

If the holders of the number of votes necessary to constitute a quorum shall fail to attend any meeting of the members, then the holders of a majority of the votes entitled to be cast who are present at the meeting may adjourn any such meeting from time to time without notice, other than by announcement at the meeting of the time and place at which the meeting will reconvene, until holders of the amount of votes requisite to constitute a quorum shall be present at the particular meeting or at any adjournment thereof. The holders of a majority of the votes entitled to be cast who are present at the meeting may also adjourn any annual or special meeting of the members from time to time and without notice, other than by announcement at the meeting of the time and place at which the meeting will reconvene, until the transaction of any and all business submitted or proposed to be submitted to such meeting or any adjournment thereof shall have been completed. If the adjournment is for more than 60 days, or if after adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at such meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified or called.

Section 7. Procedure at Meetings of Members.

The President of the Corporation, or in the event of his absence, omission or refusal to so act, the Vice President of the Corporation, shall call each meeting of the members to order and shall act as Chairman of such meeting. If for any reason whatever neither the President nor the Vice President of the Corporation acts or will act as the Chairman of the meeting of members, then the members present and entitled to vote thereat may by majority vote appoint a Chairman who shall act as Chairman of the meeting.

The Secretary of the Corporation or, in the event of his absence, omission or refusal to act, the Joint Secretary shall act as Secretary of each meeting of the members. If for any reason whatever neither the Secretary nor a Joint Secretary acts or will act as Secretary of the meeting of members, then the Chairman of the meeting or, if he fails to do so, the members present and entitled to vote thereat may by majority vote appoint any person to act as Secretary of the meeting and such person shall act as Secretary of the meeting.

The Chairman of any meeting shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as seem to him in order. Unless the Chairman of the meeting shall otherwise determine, the order of business shall be as follows:

- a. Calling of meeting to order.
- b. Election of a Chairman and appointment of a Secretary if necessary.
- c. Presentation of proof of the due calling of the meeting.
- d. Determination of a quorum.
- e. Reading and settlement of the minutes of the previous meeting.
- f. Reports of officers and committees.
- g. The election of officers if an annual meeting, or a meeting called for that purpose. .

- h. Unfinished business.
- i. New business.
- j. Adjournment.

Section 8. Voting.

At each meeting of the members, each member who meets the criteria set forth in Article III, Section 5(a) hereof shall be entitled to one (1) vote on each matter submitted to vote at such meeting, except to the extent that the Articles of Incorporation provide for more or less than one vote or as otherwise provided by law.

At each election of officers by the members, every member who meets the criteria set forth in Article 111, Section 5(a) shall have the right to cast one vote for each officer to be elected and for whose election he has a right to vote.

Section 9. Decisions at Meetings of Members.

At all meetings of the members, all elections shall be determined by a majority of the votes of the members present/vote received by proxy ~~to vote, with~~ subject to a quorum being present. All other questions, business and matters, except those the manner of deciding of which is otherwise expressly governed by the Texas Non-Profit Corporation Act or by the Articles of Incorporation or by these By-laws, shall be decided by the vote of the holders of a majority of the votes of the members casting votes, assuming a quorum being present. All voting shall be viva voce, except that upon the determination of the Chairman of the meeting or upon the demand of any qualified voter, voting on any question, matter or business at such meeting shall be by ballot. In the event any business, question or matter is so voted upon by ballot, then each ballot shall be signed by the member voting.

At any meeting at which a vote is taken by ballots, the Chairman of the meeting shall appoint one or more inspectors who shall subscribe an oath or affirmation to execute faithfully the duties of inspector at such meeting with strict impartiality and according to the best of his ability. Such inspector shall receive the ballots, count the votes and make and sign a certificate of the result thereof. The Chairman of the meeting may appoint any person to serve as an inspector, except no candidate for the office of director shall be appointed as an inspector.

Section 10. Action by Unanimous Consent.

Any action required or which may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any articles or document filed with the Secretary of State, of the State of Texas.

Section 11. Meeting by Telephone or Similar Communications Equipment.

Subject to the provisions required or permitted by the Texas Non-Profit Corporation Act for notice of meetings, unless otherwise restricted by these By-laws or the Articles of Incorporation, members may participate in and hold a meeting by means of conference telephone or other similar communications equipment by means of which all persons

participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 11 shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Board of Directors.

The business, property and affairs of the Corporation shall be managed and controlled by the Board of Directors and, subject to such restrictions, if any, as may be imposed by law, the Articles of Incorporation or by these By-laws, the Board of Director's may, and is fully authorized to, do all such lawful acts and things as may be done by the Corporation and to exercise all of the powers of the Corporation, including the power to approve and admit members as set forth in Section 3 of Article III of these By-laws. Directors need not be residents of the State of Texas.

Section 2. Number of Directors.

The number of directors which shall constitute the entire Board of Directors shall be thirteen (13), but the number of directors may be increased or decreased from time to time by amendment to these By-laws; provided, however, that the number of directors shall never be less than three (3).

Section 3. Election and Term.

Except as otherwise provided in Section 6 of this Article V, the officers who are elected each year at the annual meeting of the members, or at a special meeting of the members held in lieu of the annual meeting, as provided in Article VIII, Section 5 of these By-laws, shall automatically become and constitute the entire Board of Directors. Each such director shall hold office, unless he is removed in accordance with the provisions of these By-laws or he resigns, for the term for which he is elected and until his successor shall have been elected and qualified. Each director shall qualify by accepting his election to office.

Section 4. Resignation.

Any director or officer of the Corporation may resign at any time as provided in Section 4 of Article XI of these By-laws.

Section 5. Vacancy and Increase.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and until his successor shall have been elected and qualified. A directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of one or more directors by the members; provided that the Board of Directors may not fill more than two such directorships during the period between any two successive annual meetings of members. Any vacancy

occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors may also be filled by election at an annual or special meeting of members called for that purpose.

Section 6. Removal.

At any meeting of members at which a quorum of members is present called expressly for that purpose, any director or the entire Board of Directors may be removed from office, with or without cause, by a vote of the holders of two-thirds of the votes entitled to be cast at an election of officers. Any vacancy or vacancies in the Board of Directors resulting therefrom may be filled by the remaining directors, though less than a quorum, or by the members whichever shall first act thereon.

Section 7. Offices and Records.

The directors may have or establish one or more offices of the Corporation and keep the books and records of the Corporation, except as otherwise provided by statute, in such place -or places in the State of Texas or outside the State of Texas as the Board of Directors may from time to time determine.

Section 8. Meeting of Directors.

Meetings of the Board of Directors, regular or special, may be held either within or without the State of Texas.

Section 9. Organization Meeting.

The organization meeting of the Board of Directors named in the Articles of Incorporation shall be held, either within or without the State of Texas, at the call of a majority of the incorporators, for the purpose of organization and the transaction of business, if a quorum of directors is present. The incorporators calling the meeting shall give at least three (3) days' notice thereof by **US mail (or) members' email on record** to each director named in the Articles of Incorporation, which notice shall state the time and place of the meeting.

Section 10. Regular Meetings.

Regular meetings of the Board of Directors shall be held at such times and places as shall be designated or determined from time to time by resolution of the Board of Directors. Notice of such regular meetings shall not be required.

Section 11. Special meetings.

Special meetings of the Board of Directors shall be held whenever and wherever called or provided to be held by the President, Vice President, Secretary or by a majority of the directors, and at the place, day and hour determined by the officer or the directors calling or providing for the holding of the particular meeting, in each instance, and such determination may be conclusively evidenced in a call, waiver of notice or other communication signed by such officer or such directors.

Section 12. Notice.

The Secretary or a Joint Secretary shall, but in the event of the absence of the Secretary or a Joint Secretary or the failure, inability, refusal or omission on the part of the Secretary or a Joint Secretary so to do, any other officer of the Corporation may, give notice of each special meeting, and of the place, day and hour of the particular meeting, in person or by mail, or by telephone, telegraph or other means of communication, at least three (3) days before the meeting, to each director. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose

of objecting to the transactions of any business on the ground that the meeting is not lawfully called or convened.

Section 13. Business to be Transacted.

Neither the business to be transacted at, nor the purpose or purposes of, any regular or special meeting of the Board of Directors need be specified in the notice or any waiver or waivers of notice of such meeting. Any and all business of any nature or character whatsoever may be transacted and action may be taken thereon at any meeting, regular or special, of the Board of Directors.

Section 14. Quorum - Adjournment if Quorum is not Present.

A majority of the number of directors fixed by these By-laws shall constitute a quorum for the transaction of any and all business, but if at any meeting, regular or special, of the Board of Directors there be less than a quorum present, a majority of those present, or if only one director be present, then such director, may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until a quorum shall be present at the meeting. A majority of the directors present at any meeting of the Board of Directors, or if only one director be present, then such directors may adjourn any meeting of the Board of Directors from time to time without notice, other than by announcement at such meeting of the time and place at which the meeting will reconvene, until the transaction of any and all business submitted or proposed to be submitted to such meeting or any adjournment or adjournments thereof shall have been completed. The act of a majority of the directors present at any meeting of the Board of Directors at which a quorum is in attendance shall constitute an act of the Board of Directors unless the act of a greater number is required by the Articles of incorporation or by these By-laws.

Section 15. Order of Business.

At all meetings of the Board of Directors business shall be transacted in such order as from time to time the Board of Directors may determine. At all meetings of the Board of Directors the President shall preside and, in the absence of the President, a Vice President shall be present or, if neither shall for any reason preside at any meeting of the Board of Directors or if the Board of Directors shall deem it appropriate, a chairman shall be chosen from among the directors present and such chairman so chosen shall preside at the meeting.

The Secretary of the Corporation, or in the absence of the Secretary, a Joint Secretary, shall act as Secretary of the meetings of the Board of Directors, but in the absence of the Secretary and a Joint Secretary, or if for any reason neither acts as Secretary thereof, the chairman shall appoint another person to so act, and such person shall act as Secretary of the meeting.

Section 16. Presumption of Assent.

A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to a director who voted in favor of such action.

Section 17. Compensation.

Directors, as such, shall not be entitled to receive any fixed sums or stated salaries for their services, nor are they entitled to receive any special discounts for BKM events that are not offered to the general membership.

Section 18. Spending Limitation

The Board of Directors shall not have the authority to spend more than \$10,000 or 20% of the total annual budget, whichever is higher, per item on any single non-cultural or cultural activity or any capital asset without prior approval of a majority of the membership entitled to vote at a meeting of the membership. This limit does not include revenues from the event or special contribution to the event by individuals or corporate sponsorships. Spending over this amount for a cultural or non-cultural activity or any capital asset would require approval of two-thirds of the Board of Directors and a majority of the membership present at a meeting, subject to the quorum requirements. Furthermore, the current Committee's financial commitment for cultural activities and events for the following term shall not exceed 20% of the current annual budget, subject to the acceptance of the incoming committee.

Section 19. Borrowing Authority.

The Board of Directors shall have the authority to borrow up to \$5,000 in funds on behalf of the Corporation from individuals, banks, financial institutions, or any other entity or person and shall have the authority to encumber or pledge any property or asset of the Corporation to secure such debt. If the Board of Directors deems it necessary and advisable that the Corporation borrow in excess of \$5,000, it shall first secure the approval of a majority of the members entitled to vote at a meeting of the membership.

Section 20. Action by Unanimous Consent.

Any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Directors or the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any document or instrument filed with the Secretary of State of the State of Texas.

Section 21. Meeting by Telephone or Similar Communications Equipment.

Subject to the provisions required or permitted by the Texas Non-Profit Corporation Act for notice of meetings, unless otherwise restricted by these By-laws or the Articles of incorporation, the Board of Directors or any committee thereof designated by the Board of Directors, may participate in and hold a meeting of the Board of Directors or any such committee by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 21 shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 22. Approval or Ratification of Acts or Contracts by Members.

The Board of Directors in its discretion may submit any act or contract for approval or ratification at any annual meeting of the members, or at any special meeting of the members called for the purpose of considering any such act or contract, and any act or contract that shall be approved or be ratified by the vote of the members holding a majority of the votes entitled to be cast, provided that a quorum is present, shall be as valid and as binding upon the

Corporation and upon all of the members as if it has been approved or ratified by every member of the Corporation.

ARTICLE VI

OFFICERS' AND DIRECTORS' SERVICES, CONFLICTING INTERESTS AND INDEMNIFICATION

Section 1. Services.

No director and, unless otherwise determined by the Board of Directors, no officer of this Corporation shall be required to devote his time or any particular services exclusively to this Corporation. Each and every director and, unless otherwise determined by the Board of Directors, each and every officer of this Corporation shall be entirely free to engage, participate and invest in any and all such businesses, enterprises and activities, either similar or dissimilar to the business, enterprise and activities of this Corporation, without breach of duty to this Corporation in any event or under any circumstances or conditions.

Each and every director and, unless otherwise determined by the Board of Directors, each and every officer of this Corporation shall, respectively, be entirely free to act for, serve and represent any other corporation or corporations, entity or entities, and any person or persons, in any capacity or capacities, and be or become a director or officer, or both, of any other corporation or corporations, entity or entities, irrespective of whether or not the business, purposes, enterprises and activities, or any of them, thereof be similar or dissimilar to the purposes, enterprises and activities, or any of them, of this Corporation, without breach of duty to this Corporation and without accountability or liability of any character or description to this Corporation in any event or under any circumstances or conditions.

Section 2. Directors' and Officers' Interests in Contracts.

No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any firm or partnership of which one or more of its Directors or officers are members or employees or in which they are otherwise interested, or between the Corporation and any corporation or association or other entity in which one or more of this Corporation's directors or officers are shareholders, members, directors, officers or employees or in which they are otherwise interested, shall be void or voidable by reason of or as a result of such connection with or holding an office or offices as a director or officer or as directors or officers of this Corporation or such interest in or in connection with such other firm, partnership, corporation, association, or other entity, notwithstanding the presence of such director or directors, officer or officers, at the meeting of the Board of Directors of this Corporation which acts upon or in reference to any such contract or other transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve or ratify such contract or other transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote, nor shall any director or officer be responsible to, or liable to account to, this Corporation for any profits realized by or from or through any such contract or other transaction of the Corporation so authorized, ratified or approved by reason of such interest or his being or having been a

director or officer, or both, of this Corporation. Nothing herein contained shall create responsibility or liability in or in connection with any such event or events or prevent the authorization, ratification or approval of such contracts or other transactions in any other manner permitted by law or by statute. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto.

When the Corporation requires goods or services that are offered by other corporations or companies, and where there are multiple such suppliers, the Corporation shall award the contract based on a fair and unbiased analysis of competitive bids obtained from such suppliers. Any Director of the Board who has full or partial ownership or who is an employee of such suppliers shall not participate in the bid analysis or supplier selection decision making process.

Section 3. Non-Liability of Directors and Officers in Certain Cases.

No director or officer shall be liable for his acts as such if he is excused from liability under any present or future provision or provisions of the "Texas Non Profit Corporation Act; and, in addition, to the fullest extent now or here- after permitted by the Texas Non-Profit Corporation Act, each officer or director shall in the discharge of any duty imposed or power conferred upon him by the Corporation, be fully protected if, in the exercise of ordinary care, he acted in good faith and in reliance upon the written opinion of an attorney for the Corporation, the books of account or reports made to the Corporation by any of its officials or by an independent certified public accountant or by an appraiser selected with reasonable care by the Board of Directors, or in reliance upon other records of the Corporation.

Section 4. Indemnification of Directors and Officers.

Each director and each officer or former director or officer of this Corporation and each person who may have served at its request as a director or officer of another corporation in which it owned shares of capital stock or of which it is a creditor, shall be and hereby is indemnified by the Corporation against liabilities imposed upon him and expenses actually and reasonably incurred by him in connection with any claim made against him, or the defense of any action, suit or proceeding to or in which he may be or be made a party by reason of his being or having been such director or officer; and against such sums as independent counsel selected by the Board of Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with a view of avoiding expenses of litigation; provided, however, that no director or officer shall be indemnified with respect to matters as to which he shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in performance of duty, or with respect to any matters which shall be settled by the payment of sums which counsel selected by the Board of Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation, or with respect to matters for which such indemnification would be against public policy. Such right of indemnification shall be in addition to, but shall not, exclude, any other rights to which directors or officers may be entitled.

Section 5. Income Distributions Prohibited.

No part of the income of Corporation shall be distributed to the directors or officers.

Section 6. Loans to Directors and Officers Prohibited.

No loans shall be made by the Corporation to the directors or officers.

ARTICLE VII

EXECUTIVE COMMITTEE

The Board of Directors, by resolution or resolutions adopted by the affirmative vote of a majority of the number of Directors fixed by these By-laws, may designate two or more Directors to constitute an Executive Committee, and in like manner may discontinue such Executive Committee. The members of such Executive Committee shall, respectively, hold office only during the pleasure of the Board of Directors. Such Executive Committee, to the extent provided in such resolution or resolutions, shall have and may exercise all of the authority of the Board of Directors in the business and affairs of the Corporation during intervals between meetings of the Board of Directors except where action of the Board of Directors is specified by the Texas Non-Profit Corporation Act or other applicable law and may authorize the seal of the Corporation to be affixed to all instruments, papers and documents which may require it; except that the Executive Committee shall have no power (a) to elect Directors, (b) to alter, amend or repeal these By-laws or any resolution or resolutions of the Board of Directors designating an Executive Committee, or (c) to appoint or replace any member of the Executive Committee. Regular meetings of the Executive Committee shall be held at such time and place as the Committee may determine, and special meetings may be called at any time by an officer of the Corporation or by any member of the Committee. No notice of any meeting of the Executive Committee shall be required, and a majority of the members of the Committee shall constitute a quorum for the transaction of business. Minutes of all such meetings shall be kept and presented to the Board of Directors upon request. The designation of such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law.

ARTICLE VIII

OFFICERS

Section 1. Principal Officers.

Except as provided in Section 3 of this Article VIII, the officers of the Corporation shall be elected by eligible voting members of the Corporation. The officers shall be a President, a Secretary, a Treasurer, a Vice President, a Joint Secretary, a Joint Treasurer, a Communications Director, a Joint Communications Director, a Literary Director, a Joint Literary Director, the immediate Past President and two Directors. Any person may hold two or more offices at the same time, except that the President and the Secretary shall not be the same person.

Section 2. Additional officers.

The Board may appoint such other officers and assistant officers as it shall deem necessary.

Section 3. Automatic Election of Certain Officers.

The Vice President, Joint Secretary, Joint Treasurer, Joint Communications Director, and Joint Literary Director shall automatically become the President, Secretary, Treasurer,

Communications Director and Literary Director, respectively, upon the expiration of their terms of office.

If any of the Directors (Vice-President, Joint Secretary, Joint Treasurer, Joint Secretary, Joint Communications Director, Joint Literary Director) is not able to fulfill his/her commitment to assume the next automatic position (President, Secretary, Treasurer, Communications Director, Literary Director respectively), then the current President, Secretary, Treasurer, Communications Director or Literary Director are eligible to be nominated for election for another term in the same position. However the officer who could not fulfill the commitment to assume the designated position shall not be eligible to contest for any other position in the Board of Directors for that term.

Section 4. Eligibility

Any paying member who is 21 years of age or older and who has been a member in good standing for at least ten months prior to an election may be elected an officer or Director other than the Vice-President or President.

Any person who has been a member for two preceding years and served as an elected Director of the Corporation for at least one year is eligible to be elected as the Vice-President or President.

Section 5. Election and Terms of Officers.

The officers set forth in Section 1 of this Article VIII shall be elected each year at the annual meeting of the members, or at a special meeting of the members held in lieu of the annual meeting, and shall automatically upon such election become a director of the Corporation, as provided in Article V, Section 3 hereof. Each officer shall hold his office until his successor shall have been duly elected and qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

No elected Officer/Director of the Board can hold the same position for more than two consecutive years.

Section 6. Removal.

Any officer may be removed as provided in Article V, Section 6 hereof. Any agent or member of the Executive Committee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an agent shall not of itself create contract rights.

Section 7. Vacancies.

A vacancy in the office of any officer may be filled as provided in Article V, Section 5 hereof.

Section 8. Powers and Duties of Officers.

The officers so chosen shall perform the duties and exercise the powers expressly conferred or provided for in these By-laws, as well as the usual duties and powers incident to such respective offices, and such other duties and powers as may be assigned to them from time to time by the Board of Directors or by the President.

Section 9. Chairman of the Board.

The Board of Directors may select from among its members a Chairman of the Board of Directors who shall, if so selected, preside at all meetings of the Board of Directors and

approve the minutes of all proceedings thereat, and he shall be available to consult with and advise the officers of the Corporation with respect to the conduct of the business and affairs of the Corporation.

Section 10. President.

The President, subject to the control of the Board of Directors, shall be the chief executive officer of the Corporation and shall have general executive charge, management and control of the affairs, properties and operations of the Corporation in the ordinary course of its business, with all such duties, powers and authority with respect to such affairs, properties and operations as may be reasonably incident to such responsibilities. He may appoint or employ and discharge employees and agents of the Corporation and fix their compensation; he may make, execute, acknowledge and deliver any and all contracts, leases, deeds, conveyances, assignments, bills of sale, transfers, releases and receipts, documents and papers of any kind or character for and on behalf of and in the name of the Corporation; and he shall do and perform such other duties and have such additional authority and powers as from time to time may be assigned to or conferred upon him by the Board of Directors. The President or his designee shall be the keeper and caretaker of the assets and belongings of the Corporation and the President shall list and transfer them to the next President at the expiration of his term of office.

Section 11. Vice President.

In the absence of the President or in the event of his disability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors of the Corporation. Any action taken by the Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken. The Vice President shall succeed to the office of President as provided in Section 3 of this Article.

Section 12. Treasurer.

The Treasurer shall have custody of all of the funds and securities of the Corporation which come into his hands. When necessary or proper, he may endorse on behalf of the Corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be selected or designated by or in the manner prescribed by the Board of Directors. He may sign all receipts and vouchers for payments made to the Corporation, either alone or jointly with such officer as may be designated by the Board of Directors. Whenever required by the Board of Directors he shall render a statement of his cash account. He shall enter or cause to be entered, punctually and regularly, on the books of the Corporation to be kept by him or under his supervision or direction for that purpose, full and accurate accounts of all moneys received and paid out by, for or on account of the Corporation. He shall at all reasonable times exhibit his books and accounts and other financial records to any director of the Corporation during business hours. He shall have such other powers and duties as may be conferred upon or assigned to him by the Board of Directors. The Treasurer shall perform all acts incident to the position of Treasurer, subject always to the control of the Board of Directors. He shall, if required by the Board of Directors, give such bond for the faithful discharge of his duties in such form and amount as the Board of Directors may require.

Section 13. Secretary.

The Secretary (1) shall keep the minutes of all meetings of the Board of Directors in a book provided for that purpose, (2) shall attend to the giving and serving of all notices, (3) may sign with the President or a Vice President in the name of the Corporation and/or attest the

signature of either to all contracts, conveyances, transfers, assignments, encumbrances, authorizations and all other instruments, documents and papers, of any and every description whatsoever, of or executed for or on behalf of the Corporation and affix the seal of the Corporation thereto, (4) shall have charge of and maintain and keep or supervise and control the maintenance and keeping of such other books and papers as the Board of Directors may authorize, direct or provide for, all of which shall at all reasonable times be open to the inspection of any director, upon request, at the office of the Corporation during business hours, (5) shall in general perform all of the duties incident to the office of Secretary, and (6) shall have such other powers and duties as may be conferred upon or assigned to him by the Board of Directors, subject always to the control of the Board of Directors. The Secretary shall be the keeper and caretaker of the records of the Corporation and shall transfer these to the next Secretary upon expiration of his term of office.

Section 14. Joint Secretary.

The Joint Secretary shall have the usual powers and duties pertaining to his office, together with such other powers and duties as may be conferred upon or assigned to him by the Board of Directors or the Secretary. The Joint Secretary shall have and exercise the powers of the Secretary during that officer's absence or inability to act. The Joint Secretary shall succeed to the office of Secretary as provided in Section 3 of this Article.

Section 15 Joint Treasurer.

The Joint Treasurer shall assist the Treasurer in performing the duties pertaining to his office. The Joint Treasurer shall have and exercise the powers of the Treasurer during that officer's absence or inability to act. The Joint Treasurer shall succeed to the office of Treasurer as provided in Section 3 of this Article.

Section 16 Communications Director.

The Communications Director shall be responsible for updating and maintaining the BKM website, mailing list and email address list. He is also responsible for sending out program fliers, notifications and any other material via regular or electronic mail to the members or the general community, as directed by the Board of Directors.

Section 17 Joint Communications Director.

The Joint Communications Director shall assist the Communications Director in performing the duties pertaining to his office. The Joint Communications Director shall have and exercise the powers of the Communications Director during that officer's absence or inability to act. The Joint Communications Director shall succeed to the office of Communications Director as provided in Section 3 of this Article.

Section 18 Literary Director.

The Literary Director will be responsible for compiling, editing and publishing the periodical BKM Tamil Magazine. The Literary Director shall actively promote the creative literary talents of the members of the organization.

Section 19 Joint Literary Director.

The Joint Literary Director shall assist the Literary Director in performing the duties pertaining to his office. The Joint Literary Director shall have and exercise the powers of the Literary Director during that officer's absence or inability to act. The Joint Literary Director shall succeed to the office of Literary Director as provided in Section 3 of this Article.

20 Director.

Each Director shall have such powers and duties as may be conferred upon or assigned to him by the Board of Directors or the President.

Section 21. Tamil School.

The BKM Organization will provide financial support to the Tamil Schools, as necessary, within the constraints of its operating budget. The organization will assist in setting up the guidelines governing the operation of the schools at the various centers and ensure that the guidelines are followed by the different centers.

The Tamil Class teachers from all the centers will select annually the Tamil Class Coordinator and Joint Coordinator from among themselves, to represent them in the Board of Directors. The eligibility requirement for the Coordinator and Joint Coordinator is that they should have been members of BKM at least for the preceding year.

The Coordinator and Joint Coordinator for the Tamil School shall with the approval of the Board of Directors, form a sub-committee with a minimum of five members, with at least one representative from each Tamil school center. Every sub-committee member must be a member of BKM. The BKM Board of Directors will nominate one of its elected Directors to represent the Board in the Tamil Class sub-committee. The main objectives of the sub-committee is to coordinate the activities at the different centers or areas, evaluate the performance of the schools and make recommendations to the Board of Directors as necessary, encourage feedback from the community, bring consistency and uniformity, exchange ideas on improving services and work towards unifying the community and provide constructive feedback to the Board.

Section 22. Election Officer.

The Election Officer shall be appointed by the outgoing Committee at least 30 days before the annual election. The Election Officer shall be a former Director of BKM, but not part of the current Committee, who is in good public standing.

ARTICLE IX

COMPLIANCE WITH REQUIREMENTS FOR TAX-EXEMPT STATUS

Section 1. Power to Amend Charter.

The Board of Directors of the Corporation may at any time, if it becomes necessary to comply with the provisions of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended (the "Code"), relating to the tax liability exemption of religious, charitable, scientific, literary and education organizations, cause an amendment to the Articles of Incorporation of the Corporation to be filed with the Secretary of State of the State of Texas, amending the Articles of Incorporation of the Corporation in order that they will comply with Section 501(c)(3) of the Code, as such section now reads or may hereafter be amended to read.

Section 2. Limitations on Activities.

Notwithstanding any provision contained in these By-laws to the contrary.

- a. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes), and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- b. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Sections 501(h) and 4911 of the Code), and the Corporation shall not participate in nor intervene in any political campaign on behalf of any candidate for public office.
- c. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and the regulations promulgated thereunder or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the regulations promulgated thereunder.

Section 3. Dissolution.

Upon dissolution of the Corporation or the winding up of its affairs, the members shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively to one or more corporations or organizations as shall at the time qualify as exempt organizations under Section 501(c) (3) of the Code, as the members shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively to one or more corporations or organizations as shall at the time qualify as exempt organizations under Section 501(c) (3) of the Code, as such Court shall determine.

ARTICLE X

AMENDMENTS

These By-laws may be altered, amended or repealed or new By-laws may be adopted by the affirmative vote of two-thirds of the Directors present subject to the quorum requirements of Article V, Section 14, at any regular or special meeting of the Board of Directors, subject to approval by the vote of two-thirds of the members present/ **vote received by proxy**, subject to the quorum requirements of Article IV, Section 5, at any regular or special meeting of the membership. Written notice of, along with the text of, any change in these By-laws which has been adopted by the Board of Directors in accordance with this Article X shall be sent to each member within 20 days after such change is so adopted.

ARTICLE XI

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year.

Unless otherwise approved by the majority of the Board and the members, the Fiscal year of the Corporation will be on a calendar year basis (January 1 to December 31) for the Internal Revenue Service compliance purposes. ~~However, the Treasurer will maintain and report the financials on a different fiscal year basis which for this purpose is based on the Tamil Calendar (April 14 to April 13 of the next year on the Gregorian Calendar).~~ In addition the Treasurer will also maintain books on a fiscal year basis as required by public grants awarded to Bharathi Kalai Manram.

Section 2. Budget.

The Board of Directors shall prepare an annual budget and present it at the annual meeting of the members of the Corporation. The budget must be approved by a simple majority of the voting members. In addition, the Board of Directors shall prepare or cause to be prepared a year end financial statement that shall be disclosed to the membership at the annual meeting or by mail prior to the annual meeting.

Section 3. Seal.

The seal of the Corporation, if one is obtained, shall be in such form as the Board of Directors shall prescribe, and may be used by causing it or a facsimile thereof to be impressed, or affixed, or printed, or reproduced or in any other manner.

Section 4. Notice and Waiver of Notice.

Whenever any notice whatever is required to be given to a director, member or applicant under the provisions of the Texas Non-Profit Corporation Act or under the provisions of these By-laws or the Articles of Incorporation, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid envelope addressed to the person or persons entitled thereto at their post office addresses, respectively, as same appear on the books or other records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing, but said notice shall also be deemed to be sufficient and to have been given and received if given in any other manner or by any other means authorized or provided for elsewhere in these By-laws. A waiver or waivers of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 5. Resignations.

Any director or officer may resign at any time. Each such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by either the Board of Directors or the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 6. Securities of Other Corporations.

The President or any Vice President of the Corporation shall have power and authority to transfer, endorse for transfer, vote, and consent or take any other action with respect to any securities which may be held or owned by the Corporation and to make, execute and deliver any waiver, proxy or consent with respect to any such securities.

Section 7. Depositories.

Funds of the Corporation not otherwise employed shall be deposited from time to time in such banks or other depositories as either the Board of Directors or the President or the Treasurer may select or approve. However, all Patron membership dues collected after January 16, 1999 (date of approval of this amendment) plus \$3,000 shall be held in trust account or equivalent.

The principal in this account can be used only for emergency needs with the approval of the simple majority of the voting members at a regular or special meeting of the members. Interests from this account may be used for general purposes.

Section 8. Signing of Checks, Notes, etc.

In addition to and cumulative of, but in no way limiting or restricting, any other provision or provisions of these By-laws which confer any authority relative thereto, all checks, drafts and other orders for the payment of money or moneys out of funds of the Corporation and all notes and other evidence of indebtedness of the Corporation shall be signed on behalf of the Corporation, in such manner, and by such officer or officers, person or persons, as shall from time to time be determined or designated by or pursuant to resolution or resolutions of the Board of Directors. The signature or signatures of any such officer or officers, person or persons, may be facsimile or facsimiles, engraved or printed, and shall have the same force and effect and bind the Corporation as though such officer or officers, person or persons, had signed the same personally, and, in the event of the death, disability, removal or resignation of any such officer or officers, person or persons, as though and with the same effect as if such death, disability, removal or resignation had not occurred. Notwithstanding the above, the President, Vice President or Treasurer is authorized to sign checks, notes and other evidences of indebtedness on behalf of the Corporation.

Section 9. Gender and Number.

Whenever used or appearing in these By-laws, pronouns of the masculine gender include the person of the female sex as well as the neuter gender and the singular shall include the plural wherever appropriate.

Section 10. Laws and Statutes.

Wherever used or appearing in these By-laws, the words "law" or "laws" or "statute" or "statutes," respectively, shall mean and refer to laws and statutes, or a law or a statute, of the State of Texas, to the extent only that such is or are expressly applicable, except where otherwise expressly stated or the context requires that such words not be so limited.

Section 11. Headings.

The headings of the Articles and Sections of these By-laws are inserted for convenience of reference only and shall not be deemed to be a part thereof or used in the construction or interpretation thereof.

Section 12. Transfer of Responsibilities, assets, belongings and records of the Corporation.

After the election at the annual or special meeting, the outgoing officers of the Corporation and the newly elected officers of the Corporation shall meet within 30 days for transfer of the responsibilities, hand over the assets, belongings, records and other properties of the Corporation to ensure continuity in the affairs of the Corporation.

Section 13. Audit.

The Board of Directors shall appoint a qualified independent auditor to review and audit the accounts and the year-end financial statements. The auditor cannot be a member of the outgoing or incoming Board of Directors.

Section 14. Assets.

The Secretary shall be responsible for maintaining an accurate inventory of all moveable and immoveable assets and properties of the Corporation. It is the President's responsibility to transfer the assets to the incoming Board at the end of the term. The assets or properties of the Corporation are strictly for the benefit and use of the organization and its activities and shall not be for the private use of any individuals or other organizations.