

ARTICLE I

The name of this organization shall be Utah Kannada Kuta Inc. hereinafter called UKK. The Constitution of the UKK consists of the Articles of Incorporation and the By-laws. Karnataka is one of the southern states of India, where Kannada is the predominant and official language.

ARTICLE II

PURPOSE

The purpose of this organization shall be to - *To promote and preserve the Educational, the Literary of Kannada language and the Socio-cultural heritage of Kannada Speaking American Community residing in Utah, by organizing and developing charitable and educational activities of interest and well being of Kannada Speaking American community living in Utah, including for such purposes, the making of distributions under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).* The UKK shall be a secular and non-political organization.

ARTICLE III

MEMBERSHIP

Any person interested in the Kannada culture can become a member of the UKK by paying the membership fees. The membership is for duration of the fiscal year as defined in the administration section.

There are two types of memberships:

Family Membership: A family membership is for the person and his/her immediate family of up to four people (total family of four). Immediate family being defined as the spouse, dependent children and parents. There may be an extra fee per person for more than four people in the family membership. Each person in the family membership has all the rights and privileges of the UKK membership as defined in section **Member rights and privileges**.

Individual Membership: Individual membership is for one person only.

Membership fees for each type of membership are decided by the Directors and the Executive Committee of that fiscal year. Membership fees are not refundable and non-transferable. Membership can be obtained anytime during the fiscal year subject to these limitations:

Membership fees cannot be prorated.

Membership rights and privileges are accorded from the date of payment of the membership fees till the end of the fiscal year.

The Executive Committee and board of directors have the final authority over membership decisions and is not subject to contest. These include, but are not limited to, approval, denial, re-instatement and revocation of memberships.

Member rights and privileges:

A member above 18 years of age will have the right to vote on any ballot approved by the executive committee.

A member is entitled to a reduced fee as compared to a non-member fee, for events organized by the UKK and approved by the executive committee.

A member may request to call a general body meeting provided he/she has the written support of one-third of the total members. The request shall be submitted, in writing, to the Executive Committee. The Executive Committee shall have 30 days to convene a general body meeting.

ARTICLE IV

Organizational Structure

Officeholders

The management of the affairs of UKK shall be vested in the Directors and the Executive Committee members, who shall strive to fulfill the objectives and purposes of UKK as stated in the Articles of Incorporation and these Bylaws. There shall be a maximum of 5 Directors and four elected members of Executive Committee. Executive Committee shall be made up of President, Vice president, Secretary and Treasurer. All officeholders shall serve without pay.

i. Board of Directors

The primary responsibilities of the Board of Directors is to ensure growth and help with, smooth functioning and governing of UKK, and maintaining the assets and documents of the organization. The Board of Directors will oversee the election of the Executive Committee for every calendar year, ensure transition, address issues and assist the Executive Committee with functioning of UKK.

ii. Executive Committee

The Executive Committee will conduct the functioning of UKK in conformance with protocol established in the Bylaws and governing laws to operate a nonprofit organization in the State of Utah.

Eligibility for all officeholders:

All candidates must be of or above 21 years of age.

They must be residents of Utah at the time of elections.

The candidates must be members of the UKK.

Directors**Eligibility:**

Directors are recognized from among those who are current members and have served in the Executive Committee of UKK (or in the erstwhile SLC Kannada Koota) for at least two years, and are willing to serve as a Director and actively participate in the advancement of the mission of the UKK. Active participation constitutes a marked involvement and interest in the activities, development, and nourishment of UKK and its goals.

In the event a director resigns, and if any individual who meets the criteria for becoming a Director and requests to be considered for the position, the Board of Directors shall propose his/her name in the next annual General Body meeting. (This rule is waived for the inaugural Board.) The Board of Directors shall not withhold proposing any such individual. By a majority vote in a secret ballot of those present in the General Body meeting or vote in absentia, such individual shall be appointed as a Director.

There can only be one Director per family.

An individual shall not be a Director and an Executive Committee member at the same time.

A Director shall hold the position for life if they maintain active membership unless he/she resigns or is removed from the position for not being a member.

Duties:

Directors' role shall be advisory and guardian-like for the general welfare of UKK.

Directors shall be responsible for adjudicating any conflicts in Executive Committee or UKK

Directors shall approve the audited financial statements of UKK

The Directors shall appoint an Election Officer to supervise the elections of UKK.

Election of Directors

- i. In the event a director resigns from the board, nominations for director positions must be received prior to the decided deadline.
Existing/continuing directors are encouraged to screen the nominations for appropriate qualification for directors and determine no more than 2 nominations to be placed for election at the General Body meeting.
- ii. Every effort shall be made by the directors to avoid having a competing election by getting seekers to compromise and seek alternatives. Only if unavoidable, shall an election be called. If a compromise is reached and only one nomination is available for each position, then the general body of members shall be asked to approve the selection.
- iii. Directors shall be elected (or approved, if only a single nomination) by voice vote or hand count or open ballot at a General Body Meeting.
Any continuing director may be appointed by the board as the electoral officer.
- iv. Elections for director's position shall be held at a special General Body meeting shall be called to hold elections, preferably no later than Dec 31 of the fiscal year.

Executive Committee:

The Executive Committee shall be elected to a one-year term.

Eligibility:

Executive Committee members are recognized from among those who are current members in good standing with active participation and are current residents of Utah. Member/s who wish to serve as President preferably should have served in the executive committee for at least 1 year. Members who wish to serve in the Executive Committee should inform the election officer.

Elected Officers:

President He/she shall lead the Executive Committee and serve the General Body. He/she shall call and preside over the meetings and execute the resolutions. The President is responsible for initiating all the activities and events of the UKK and has the authority to appoint subcommittees to organize the same. He/she shall appoint an Officer for any midterm or temporary vacancy arising in the Executive Committee for the remainder of the term. The President shall have the right to delegate his/her power to any of the Executive Committee members. The President shall perform additional duties as shall be delegated by the Directors.

Vice President. The Vice President shall assist the President in his/her duties and contribute towards community relations, publicity and membership drives. He/she shall be responsible for recording and publishing the proceedings of all the Executive Committee and the General Body meetings. The Vice President shall maintain the membership directory, documents and records (except for the financial records) of the UKK. In the absence of the President, The Vice President shall assume the responsibilities of the President.

Secretary. The Secretary shall review the minutes of all Board meetings and perform such the duties as may be designated by the Board. Secretary shall take the initiative in planning and organizing the cultural and social events of the UKK.

Treasurer. The Treasurer shall be the custodian of the financial documents and the funds of the UKK. He/she shall keep accurate records of all the financial transactions, membership dues and all the UKK assets. He/she shall deposit or disburse all the UKK funds as authorized by the Executive Committee. He/she shall have the authority to disburse funds without the committee's approval for amounts less than \$100. He/she is also responsible for preparing the account statements after every event and the annual financial report at the end of the term.

An elected officer may be removed by a two-third (2/3) majority of the Directors and Executive Committee. The officer must be notified in writing, by mail or electronically of his/her removal.

ARTICLE V

EXECUTIVE COMMITTEE ELECTION

The Executive Committee shall be made up of the President, Vice President, Secretary, and Treasurer. The Executive Committee shall be elected to a one-year term. The Executive Committee members shall not serve for more than three years in succession within a 5-year period in any position unless requested by Directors. At the end of the year, if no new nominations are received for any post for the executive committee the next fiscal year, by the end of nomination deadline, the Board of Director/s may request the existing committee member/s to continue for another term or may assume responsibility of Executive Committee/or post for that year.

Election Process

The Directors shall appoint an Election Officer to supervise the elections of the new Executive Committee for the ensuing year.

The Board of Directors should make every effort possible to seek and present qualified nominations for President and committee positions to the electorate. However, the Board shall make an effort to persuade the contestants to see if they can all work together on the committee in different positions, so a constructive compromise can be achieved to let everyone interested have a role in the committee but avoid a contest for positions. This will allow a consensus

candidate to be nominated and get the General Body endorsement. Nevertheless, if the nominees insist on contesting, then the Board shall present their nominations for election.

Elections will be held in case of multiple nominations for a post.

The Election Officer is responsible for notifying, by post or electronically, the names of the contesting candidates to all the members of the UKK at least one week prior to the date of the elections.

The Election Officer shall not be eligible to contest for the elections of the Executive Committee for the year to ensure a fair voting procedure.

The Election Officer shall be responsible for conducting the elections and counting the votes.

The Election Officer shall keep all records of the votes but are not required to disclose individual votes unless there are any disputes.

Elected officers shall be elected by a simple majority.

Election results must be announced within one month of the elections.

The elections shall be held at least one month or as early as possible, but not earlier than three months, prior to the end of the fiscal year.

The new executive committee shall assume responsibilities from the first day of the fiscal year.

ARTICLE VI

Administration & Restrictions

Fiscal year will begin on January 1st and end on December 31st. Executive Committee shall assume office on the first day of the calendar year of their term.

The committee shall decide the registered address of the UKK and will notify of changes if any.

Recordkeeping of all UKK activities will be done in English including meeting minutes and account maintenance.

There shall be at least one annual general body meeting every year called by the Executive Committee.

There shall be a meeting of directors and newly formed executive committee meeting at the beginning of the year to discuss the organization rules, budget and the operations for the upcoming year.

This Board shall meet no less than 2 times annually, at an agreed place.

The executive committee shall meet no less than 2 times annually. Executive committee meetings shall be called by the President or at the request of committee member/s and shall be held at a time and place designated by whomever calls the meeting with at least three (3) days' notice to the committee members.

Meetings of the Directors and Executive Committee shall be open public meetings.

The Executive Committee shall keep minutes of all meetings held which shall be available for public inspection.

The treasurer shall give an income-expenditure report once a year at the annual general body meeting.

The treasurer will disburse incidental expenses up to an amount as approved by the executive committee. Any expenditure beyond that amount will require the signatures of at least two officers of the executive committee.

The other members of the executive committee will help with the general affairs of the UKK and assist the elected members in performing the duties of the association.

The executive committee shall appoint a member or members of the committee to form sub-committees to coordinate ad-hoc cultural, fundraising and charity events.

The UKK shall not disburse any earnings to the benefit of its members, officers, or other private persons, except that UKK shall be authorized and empowered to pay reasonable compensation for services rendered for the purpose of providing or helping the association perform its duties.

Board members shall be reimbursed for expenses incurred while attending special functions at a rate within, but not exceeding the OMB guidelines.

The UKK executive committee shall not spend earnings incurred by the collection of membership fees for the next calendar year. That will be the responsibility of the next UKK executive committee.

ARTICLE VII

DISSOLUTION OF THE CORPORATION

Upon dissolution of this UTAH Kannada KUTA assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, [such as a Hindu Temple or another Indian American Cultural non-profit organization] or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE VIII

AMENDMENTS OF BY-LAWS

The constitution or by-laws may be amended or new ones added, by mail or in a meeting, only by a majority of all voting members.

The executive committee may initiate any amendments that it deems necessary for better functioning of the UKK.

All UKK members would qualify as voting members if they are of or above 18 years of age.

A group of 1/3 voting members, may petition the executive committee for an amendment. As long as the petition has the signed consent of 1/3 of the voting members, the Executive Committee shall formally initiate the amendment process.

Amendment process:

Directors and the Executive Committee will initiate the amendment process by notification of the proposed amendment to all voting members.

Executive committee will convene a general body meeting and/or electronic voting within 60 days of the notification for the amendment.

Two-third out of the votes casted in the general body meeting needs to be in favor of the amendment to be approved.

ARTICLE IX

At all times, these by-laws shall be in keeping with the laws of the State of Utah for Non-Profit Corporations.

ARTICLE X

CONFLICT OF INTEREST

No person may hold membership on the Board of UKK who has: (1) an interest in the purchase or rental of goods to Utah Kannada Kuta or any of its delegates; or (2) an immediate family with such an interest,

(1) “Interest includes: (a) direct or indirect financial interest in such sale or rental, including commission or fee, share of proceeds, prospect of promotion, profit or any other financial reward; or (b) any of the following interests in a business supplying such goods, space or services:

- Ownership, or ownership of 5% or more of stock.
- Partnership, or other beneficial interest of 5% or more.
- Employment as executive officer or membership on the Board & Directors of such business.

(2) Immediate Family includes:

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| • Husband | • Wife |
| • Father | o Mother |
| • Grand-Father | o Grand-Mother |
| • Father-in-Law | o Mother-in-Law |
| • Brother | o Brother-in-Law |
| • Sister | o Sister-in-Law |
| • Son | o Son-in-Law |
| • Daughter | o Daughter-in-law |