



சான் ஆன்டோனியோ தமிழ்ச் சங்கம்
San Antonio Tamil Sangam
(501(c)3 Non-Profit Organization)

San Antonio Tamil Sangam (SATS)

Constitution and By-laws

Version 3.1

Revised and amended on: Dec 19 2019

Highlights of our Constitution and Bylaws:

1. For the first time, a complete Constitution is being framed.
2. Formation of Board of Trustees to oversee our Sangam's growth and objectives.
3. Role and responsibilities – an outline for future office bearers.
4. Common guidelines for issue resolution and operational conduct.

A. Constitution

1. Principles of Existence

- 1.1. The name of the association shall be San Antonio Tamil Sangam, Inc., herein after referred to as SATS.
- 1.2. SATS shall be primarily a cultural, social, educational and charitable organization. The purpose of SATS shall be to encourage those people Tamil speaking ancestry and those interested in Tamil heritage to form a cohesive group with the objective of retaining, felicitating and fostering this heritage of Tamil language. SATS shall be non-political and non-sectarian. It shall not subscribe to any religion and shall not discriminate against any person because of religious beliefs or ethnic background.
- 1.3. SATS shall be charitable and non-profit organization. Its income shall be derived from the membership dues, donations, grants and from revenue generating functions and fund raising events.
- 1.4. The organizational structure of SATS shall consist of three elements (1) the General Body of Members (2) a duly elected Executive Committee (EC) and (3) a duly elected Board of Trustees (BOT). Each organizational element shall enjoy specific rights and shall discharge its responsibilities in accordance with the Constitution and Bylaws of SATS.
- 1.5. SATS shall exist in accordance with the principles outlined in this Article and the provisions of this Constitution, and additional provisions in the Bylaws of SATS created in accordance with the spirit and letter of this Constitution.

2. Membership

- 2.1. The membership of SATS shall be open to all persons of legal residence in USA, 18 years or older, who believe in SATS's mission and purpose and are willing to abide by its Constitution and Bylaws.
- 2.2. All members shall have the right to participate in SATS's affairs, attend General Body Meetings (GBM), cast ballots, and contest for office, subject to certain restrictions and eligibility criteria set in the Bylaws of SATS.
- 2.3. The Bylaws of SATS may define categories and types of membership and may set qualifying criteria or eligibility for membership.

3. General Body

- 3.1. The General Body of SATS shall consist of all current active members. Active Members are annual dues paying or life in good standing.
- 3.2. The General Body shall have the power to elect or recall the EC and the BOT and elect or recall any Member of the EC or the BOT. It shall have the power to make specific

recommendations to the EC. It shall have the power to change the provisions of SATS's Constitution and Bylaws, and the power to dissolve SATS as an entire organization. The General Body shall exercise these powers according to the procedures outlined in this Constitution.

- 3.3. The annual General Body Meeting (GBM) of SATS shall be held during the month of April each year in conjunction with Tamil New Year (Chithirai Thiruvizha) celebrations. The business carried out at the annual GBM shall include the election of members of the EC, the members of the BOT, receive and review the annual reports of SATS's activities, financial status and any other matter related to SATS as deemed necessary.
- 3.4. If extenuating circumstances prevent holding of the annual GBM in April, then by approval of the BOT, the annual GBM may be postponed by no more than 60 days but must be held at any time there after but no later than end of June of the same year. The date of the postponed meeting shall be announced in April.
- 3.5. A special GBM to discuss a specific agenda may be called by a majority vote of the EC or by a majority vote of the BOT, or by a written petition signed by at least one third of all current dues-paying members of SATS. The petitioners must present a convincing argument before the EC and the BOT as to why it is necessary and why it cannot wait for the following annual meeting of SATS. The decision to call a special meeting when petitioned by the members of SATS must receive the majority approval of the joint memberships of the EC and the BOT. The President of EC shall call the special GBM within four weeks from the date such request is approved.
- 3.6. The quorum of the GBM shall be one third of the active membership, physically present at the meeting. A simple majority vote of all present in the meeting shall be used for passage of all transactions except those specified explicitly.
- 3.7. If a GBM fails to achieve the quorum then any transaction that are essential for the normal and routine functioning of SATS may be approved by a majority vote of all present in the meeting and with a subsequent approval by majority vote of the members of the BOT.
- 3.8. Amendments to Constitution and Bylaws may be proposed, by the EC, BOT or by the members of SATS when at least 20 members of SATS propose such amendments in writing. All such requests for amendments must be presented to the BOT. Only BOT approved amendments shall be presented to the General Body. The notice to amendments must be given to all members at least 15 days prior to the GBM. The secretary of the EC shall distribute written notices of such amendments to the SATS members by e-mail or postal mail.
- 3.9. The motions to amend the Constitution or Bylaws of SATS shall require two thirds vote of the active members present at the GBM.
- 3.10. The motion to dismiss the EC or the BOT shall require an affirmative vote of two third of active members present at the GBM.

4. Executive Committee (EC)

- 4.1. EC of SATS shall be an elected body of members entrusted with the task of planning, developing, organizing and executing all necessary activities to fulfill the mission, goals

and objectives of SATS. The EC shall be responsible for developing and managing the financial and membership resources of SATS. It shall be responsible for planning and executing SATS's programs. It shall work with the BOT to formulate policies, procedures and long-range development plans for SATS.

- 4.2. The EC shall consist of the President, a President Elect, a Secretary, a Treasurer and elected members as designated by the Bylaws of SATS.
- 4.3. The President of SATS shall be the Chair of the EC. The EC members shall be jointly and individually responsible for the successful and orderly conduct of SATS's activities and programs.
- 4.4. The EC shall have the authority to appoint and dismiss standing committees, sub-committees and ad-hoc committees formed to help out variety of tasks, functions and initiatives of SATS. The EC shall also have the power to dismiss or re-constitute such committees partially or entirely.
- 4.5. The Bylaws of SATS may further specify the term, roles and responsibilities, and the eligibility criteria for the members of the EC.

5. Board of Trustees (BOT)

- 5.1. The BOT, shall be an elected body of members entrusted with the task of protecting and preserving SATS, and ensuring that SATS functions according to the provisions of its Constitution and Bylaws. The BOT shall not have day-to-day executive responsibility but shall exercise an overseeing and advisory role over the EC. The BOT shall have the power to initiate a motion to dismiss the EC following the procedures outlined in this Constitution. The final authority to dismiss the EC rests with the General Body.
- 5.2. The Bylaws of SATS shall define the composition, term and the process of electing the BOT and may further specify the roles and responsibilities of the BOT and the qualifications for BOT members.
- 5.3. The BOT shall be responsible for creating and maintaining an up-to-date SATS's Asset Dispersion Plan. The BOT shall be responsible for keeping the plan current by making periodic updates and obtaining the approval of the General Body after each update.

6. General Election

- 6.1 The election of all office bearers of SATS shall be held during the annual GBM.
- 6.2 The Bylaws of SATS shall make provision for an Election committee, which shall be responsible for an orderly conduct of the election process. The Election Committee should be selected by December 15.
- 6.3 The Election Committee shall seek nominations in writing to all members at the time of the Pongal celebration or at the latest by January 31 of the election year. The election committee shall also provide/release the full list of members eligible for nominations and members eligible for voting by February 10 of the election year. The deadline for nominations will be February 28. Upon receiving the nominations, the Election Committee shall contact the nominated persons and provide them a copy of the

Constitution and the By-laws of SATS. Nominations will be considered valid when the nominated member submits a statement that having read the Constitution and the By-laws of SATS, he/she understands the responsibilities and is willing to serve. The deadline for this submission is March 15. The Election Committee shall declare the slate of nominated members by March 25 in a written communication to the existing members.

- 6.4 The voting shall be conducted by a secret ballot for positions receiving multiple nominations at the time of the GBM in conjunction with the Tamil New Year celebrations. The Election Committee shall be responsible for establishing the electoral rolls.
- 6.5 In order to have voting eligibility, a member must have paid the annual membership dues by January 31 of the election year. New member from general or life member category must have paid the annual membership dues prior to the announcement of election. A new or continuing member paying the membership on the day of election shall not be eligible for voting.
- 6.6 If there are no valid nominations by March 25, nominations may be accepted from the floor during this GBM. Officers who receive such nominations will have to subsequently provide the written statement stating that they understand the responsibilities of the office as stated above in 6.3.
- 6.7 If the GBM fails to achieve the quorum, the election of the office bearers may be completed by a majority vote of the members present at the meeting and shall be validated by the majority vote of the BOT. If this process fails to complete an election process, a mail ballot shall be sent to all active members and majority decision shall prevail.
- 6.8 In the event an elected post becomes vacant before the term of the post expires, then the post may be filled temporarily by appointment by a majority vote of the EC.

7. Finance/ Asset Management

- 7.1. The income of SATS shall be derived from sources outlined in Section 1.
- 7.2. The EC shall present/submit a written annual financial report to the General Body during the annual GBM.
- 7.3. The EC shall demonstrate utmost responsibility in managing and maintaining SATS's funds and assets. The Bylaws of SATS shall further specify procedures for expending SATS's funds
- 7.4. SATS's funds shall be categorized and maintained as follows:
 - 7.4.1 **General or Unrestricted Funds:** These funds are generated from membership dues, and gifts or donations made when such functions and gifts and donations generate revenues to be used expressly for general or unrestricted use. These funds may be utilized to fund SATS's day to day activities and other purposes necessary for fulfilling the goals and objectives of SATS.
 - 7.4.2 **Restricted Funds:** These funds are generated and received expressly for specific purposes or given by donors for specific causes. These funds may be used only for the purposes stipulated by the donors.
 - 7.4.3 **Endowment Funds:** These funds may be created to provide a long term financial

strength to SATS. Only the interest income of the endowment funds may be accessed for use, as designated by the donor or by general support of SATS activities if stipulated by the donor.

8. Dissolution of SATS

- 8.1. If at any time the BOT and the EC are convinced that SATS is not fulfilling its mission and the mandates of this Constitution, a motion to dissolve SATS may be made with a two thirds majority vote of combined EC and BOT. SATS may be dissolved using the procedure outlined in 8.2 through 8.4.
- 8.2. The BOT and the EC shall jointly circulate a notice of the intent of dissolution to all active members.
- 8.3. Sixty days after such a notice is circulated, a special GBM shall be called and the motion for the dissolution of SATS shall be placed before the General Body. If the motion is passed by two third majority votes of all active members of SATS, then SATS can be dissolved.
- 8.4. Immediately following the dissolution of SATS, the EC as well as the General Body shall be disbanded. The BOT, however, shall continue to function for a period of 60 days. During this period it shall payoff all liabilities of SATS from SATS's assets according to the Asset Dispersion Plan previously approved by the General Body.

B. Bylaws of San Antonio Tamil Sangam

1. Membership

- 1.1 Following the provisions of membership qualifications and criteria described in the Constitution article no. 2, the membership of SATS shall fall into three categories, namely General Member, Life Member and Honorary Member
- 1.2 General Member:
 - General Membership consists of 3 sub-categories:
 - 1.2.1 **Family Member(s):** An individual (primary member) can elect family membership for his/her family. Family is defined as the primary member's spouse, dependent children, and dependent parents. The dependent parents of the primary member's spouse also qualify as family members. The voting rights of family members shall be limited to the primary member and the primary member's spouse.
 - 1.2.2 **Single Member:** A single person over 18 years of age and not qualifying as a family member.
 - 1.2.3 **Student Member:** A person over 18 years of age enrolled as a full time student in a school or a college.
- 1.3. Life Member: Any individual or a family may become a Life Member of SATS by paying one time Life Membership dues. Life Members can hold their membership in SATS, until SATS as an organization continues to exist. Life members will be treated as family members or as a single member as outlined in Provision 1.2 immediately above.
- 1.4. Honorary Members: The EC may confer an Honorary Membership upon a n y distinguished individual who shares the goals and aspirations of SATS and who has made a significant contribution to SATS. Honorary members shall not be assessed any membership dues.

- 1.5. Membership fiscal year is January to December.
- 1.6. All members in the ‘general’ and ‘Life’ member categories shall be eligible for voting, if they meet the eligibility described under Constitution- section 6-general election. Honorary members shall enjoy all privileges of paid membership but are not a part of the quorum and do not have the rights to vote.
- 1.7 The EC shall have the authority to decide upon appropriate dues for the different categories of membership subject to the approval of the general body at the annual GBM.
- 1.8 Members benefits are: a) right to receive information about SATS activities by E-mail or by regular mail, b) right to elect office bearers of SATS, c) contest for SATS offices, if qualified, d) discounted admission for SATS functions.
- 1.9 Members shall indicate their preferences for receiving communications from SATS on the membership form. They are responsible for communicating to SATS of any changes in their mailing address, phone number and/or email address.

2. Executive Committee (EC)

2.1 General: Following the provisions of SATS Constitution Section 4.5 the Executive Committee (EC) shall consist of the following twelve members: President, President Elect, Secretary, Treasurer, and eight members.

2.2 Term: The term of EC shall be for a period of one year (from April 15 or the day following the Tamil New Year celebration). The EC shall cease to exist after its one year term.

Following is the term limits of Executive Committee in the consecutive terms. They can come back after 3 years if they want to serve community:

- President - 1 year
- President Elect - 1 year
- Treasurer - 4 years
- Secretary - 4 year
- Members – 4 years

Members, Secretary, Treasurer once the term limit is reached, they will need to either move to another higher position OR they will need to take a break of 3 years and re enter

2.3 President Elect, following his/her one year term will serve as a President of SATS in the new EC.

2.4 Eligibility: A person nominated for a post in the EC shall be general member or life member of SATS for at least six months prior to the election date. **In addition, a person nominated for the position of President, President Elect, Secretary and Treasurer must be proficient in reading, writing and speaking Tamil language. In addition should have served as Executive Committee member at least for 2 years**

Exception to the above rule: If there are no nominations with the above criteria, Election Committee will start accepting nominations with certain guidelines (*)**

2.5 Responsibilities of President: The President of SATS shall be the presiding officer of SATS. President shall convene, conduct and preside over SATS’s functions, the GBM and the EC Meetings. President shall ensure that the decisions of the EC are implemented in a timely manner. President shall brief the BOT about the status of SATS in each Board Meeting. The President of SATS shall be an ex-officio member of the BOT without voting

- rights. President is responsible for convening the EC and setting up the list of events by May 1st every year; so that EC members are clear about the goals to be accomplished. This has to be captured in the minutes of meeting and also will have to be subsequently communicated to members. When the President is on leave of absence due to personal emergencies, he/she shall have the authority to delegate his work to the Secretary or appoint an interim President from the existing EC.
- 26 Responsibilities of President Elect: President Elect works closely with the President to accomplish the goals and objectives of the EC. President Elect may express his/her views or opinions on SATS matters but the overall views of the EC will trump.
 - 27 Responsibilities of Secretary: Secretary shall be responsible for scheduling and sending of notices of EC meetings and keeping the minutes of EC and GBM. Secretary shall be responsible for all correspondences of SATS. Secretary shall be jointly responsible with the President in coordinating the activities of the EC. Secretary shall also be jointly responsible with Treasurer for sending out notices of membership renewals, collection of membership dues and other assessments. Secretary is also responsible for coordination and smooth conduct of all events and performances. When a Secretary is on leave of absence he/she shall recommend a member from the existing EC to perform his/her duties with the majority approval of the EC.
 - 28 Responsibilities of Treasurer: Treasurer shall be the custodian of SATS's funds and finances. He/she shall maintain accurate records of SATS's receipts and expenses. Treasurer shall be responsible for all re-imbursments authorized by the president. Treasurer shall be jointly responsible with Secretary for sending out notices of membership renewals, collection of membership dues and other assessments.
 - 29 Responsibilities of EC Members: Members shall advice the President, President Elect, Secretary and Treasurer in all policies, and procedures of SATS that includes fixing the dates for various functions/activities of the SATS. Members shall coordinate all social activities that SATS will undertake that includes spring and fall picnics. Members shall also take lead role in organizing cultural activities such as Music, Dance and Drama for the Tamil New year and Pongal celebrations.
 - 2.10 Common Responsibility: The above list of work separation is to help facilitate easy operations in SATS's EC. It is expected that the EC members will work with each other without having this barrier in mind.
 - 2.10.1 The EC shall meet at least three times in a year (once in 4 months). The business conducted at the meeting may include review and planning of SATS's activities, review of financial status and authorization/ratification of payments for the outstanding bills of SATS.
 - 2.10.2 Secretary shall record and keep the minutes of each meeting with clearly mentioned agenda and end results. He/she shall forward the minutes of the meeting to the BOT within 15 days of the meeting
 - 2.10.3 In case of an emergency, the President may use telephone consultation with members of the EC, in lieu of an EC meeting. Full transcript of such discussions and decisions made shall be documented and included as part of minutes in the next EC meeting. However, President is solely responsible for recording and distribution of the transcripts of this emergency meeting.
 - 2.10.4 The quorum of EC shall consist of at least six members. A simple majority vote of all present in the meeting shall be used for the passage of all transactions.
 - 2.10.5 EC shall extend invitations for BOT for all committee meetings. If a BOT member attends the EC meeting, he/she will not have any operational vote in day- to-day affairs of the committee resolutions, and is present only as a consulting member.
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2.10.6 All members of EC (includes President, Secretary and Treasurer) shall be

advised that all assets including SATS database with all information about members and non-members are classified private and confidential. Any misuse of this personal data for their own benefit might entail legal action from SATS.

- 2.10.7 An EC member (includes President, Secretary and Treasurer) may be removed from office upon failing to attend two consecutive meetings held in a calendar year. The committee member may present reasons for such absence. If the reasons given are not convincing the EC jointly with the BOT by majority vote may remove the member from office. The general membership will be notified of this change in the next scheduled communication.

3. Board of Trustees (BOT)

- 3.1. General: Following the provisions of the Constitution Section 5, the BOT, shall consist of three (3) elected members. In addition, the President of SATS shall be a non-voting ex-officio member of the BOT.
- 3.2. The term of a BOT member shall be for 1 year (from June 1 to May 31). However, the trustees, unlike EC members, shall continue to serve in the Board until its takeover by newly elected Board of trustees. A retiring member shall be re-elected following the formal nomination process. No member can serve on the BOT for more than four consecutive terms.
- 3.3. The General Body during its annual meeting shall elect members to BOT positions, which need to be filled in June of that year. Members of past Presidents of SATS are eligible candidates to serve as a BOT.
- 3.4. If a member of BOT vacates his position due to personal or professional reasons, the remaining members of the BOT in consulting with the EC can appoint an interim BOT member. This interim BOT member will have all voting rights like a regular BOT member.
- 3.5. Eligibility: A person nominated to the BOT shall be a general member or a life member of SATS for at least 2 years. The nominee shall be of good standing in SATS and shall have shown dedication and strong support towards the success of SATS. The nominee shall be well-versed in SATS's affairs and shall show capacity to protect and preserve SATS and its Constitution and Bylaws. In addition, a person nominated to the BOT must be proficient in reading, writing and speaking Tamil.
- 3.6. All members of the BOT shall be advised that SATS database with all information about members and non-members are classified private and confidential. Any misuse of this personal data for their own benefit might entail legal action from SATS.
- 3.7. Responsibilities of BOT:
 - 3.7.1 The BOT shall oversee the performance of the EC and shall not indulge in routine executive tasks.
 - 3.7.2 The BOT shall ensure that the provisions of SATS's Constitution and Bylaws are upheld and the goals and objectives of SATS are fulfilled.
 - 3.7.3 The BOT shall oversee the asset development, procurement and management and help raise funds for SATS
 - 3.7.4 The BOT shall take initiative and play a leadership role in planning and formulating long term strategies for SATS
 - 3.7.5 In the event the EC fails to function according to the provisions of SATS's

Constitution, the BOT may initiate a motion to dismiss the EC in accordance with the procedures outlined in the Constitution. An absolute majority of 2 out of 3 is required for this motion to be passed.

3.7.6 In the event that the General Body dismisses the EC, the BOT shall assume the responsibilities of the Executive function for SATS until such time a new EC is elected but not exceeding 90 days. The President of the existing committee will automatically become non-members of the BOT.

3.8. BOT Operating Procedures: The BOT shall select one of their members as a chairperson of the BOT within 30 days after each election. The term of the BOT chair shall be for one year. The BOT shall meet at least one time a year. Quorum for the BOT shall be two members. Simple majority vote shall be used to pass all normal transactions, except those identified in the Constitution and the Bylaws as requiring BOT approval, such transactions shall require unanimous vote of BOT.

4. Committee and sub-committees

4.1 SATS may have several standing committees to fulfill basic purposes of SATS. All committees shall report to the EC. EC shall appoint all members of Committees/sub-committees. None of these committees **will have any financial** authority to conduct business on behalf of SATS.

4.2 All committees shall expire with a particular standing EC.

5. Election committee

5.1 The Election Committee shall be responsible for an orderly conduct of SATS's elections in accordance with the provisions of the Constitution and Bylaws. It shall be responsible for soliciting nominations for all elected positions of SATS that are open for election. It shall be responsible to prepare and present a slate of candidates to the GBM.

5.2 The election committee shall comprise of members of BOT and the President of SATS.

6. Finance/Asset Management

6.1 The EC shall be accountable to the BOT on all funds collected in the name of SATS.

6.2 All reimbursements for expenses incurred on behalf of SATS must be claimed within 10 weeks of when the actual expense was incurred. All bills will have to be accompanied with a statement of expense describing in detail the purpose of expense.

6.3 Treasurer is authorized to issue checks on behalf of SATS. However, the President shall issue a check in the absence of a treasurer. No check can be issued without a proper receipt and/or documentation.

6.4 Members of the EC have full right to audit all financial transactions, and are expected to give quality feedback to the Treasurer or the President.

6.5 The final annual report shall be prepared by the Treasurer and be fully agreed upon by the EC.

7. Grievances Procedure

- 7.1 In the event of a grievance or complaint, a member may write to the President of SATS, The EC shall review and respond to such complaints within 60 days of the receipt. In the event of no reply was received within 60 days, the member may make a complaint in writing to the chairperson of the BOT.
- 7.2 In the event of dispute with EC, a member may write to the chairperson of the BOT. The BOT shall then try to resolve the dispute in an expeditious manner.