



அட்லாண்டா மாநகரத் தமிழ்ச் சங்கம்
Greater Atlanta Tamil Sangam
a non-profit, 501(c)(3) tax-exempt organization
(Federal Tax ID: 56-2305795)

Greater Atlanta Tamil Sangam (GATS)

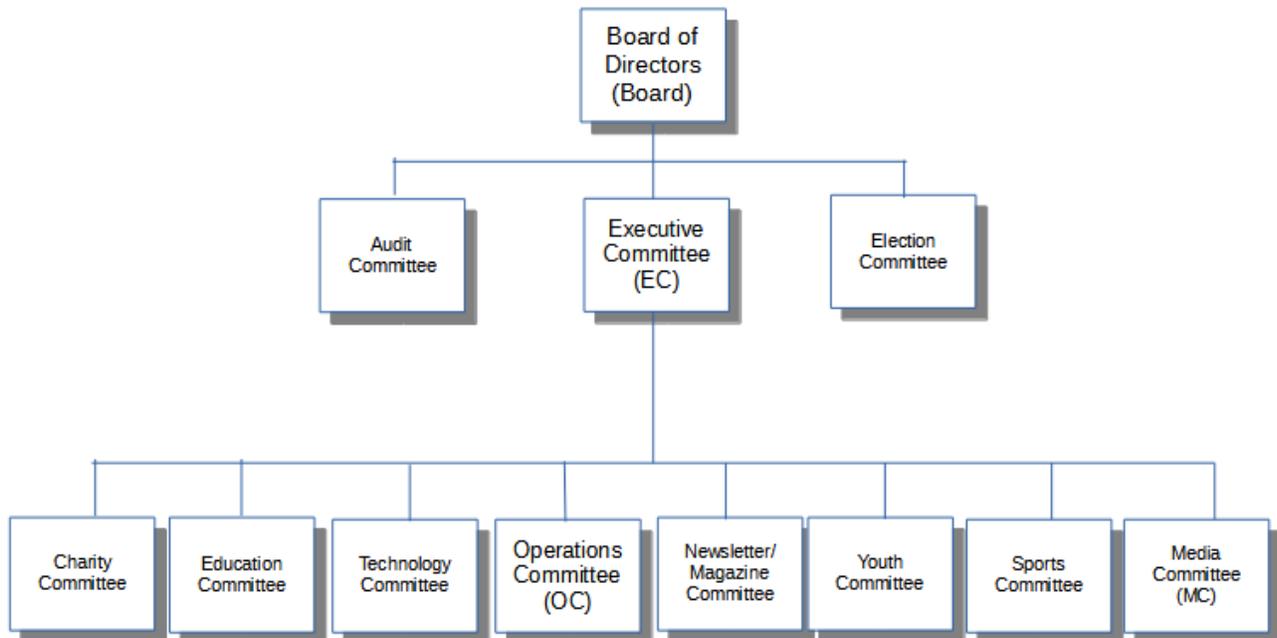
By-Laws

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1. Nature of the Organization.

- 1.1. The name of the corporation shall be Greater Atlanta Tamil GATS, Inc. (hereinafter referred to as “GATS”).
- 1.2. GATS shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.
- 1.3. GATS is a non-profit, cultural, and charitable organization. The purposes of GATS are exclusively educational, scientific, religious, and charitable as may qualify it for tax-exempt status under Section 501(c)3 of the Internal Revenue Code, as amended (the “Code”), and to engage in such related activities as are desirable and proper within the limitation of section 501(c)(3) of the Code. In particular, GATS shall serve to promote and preserve Tamil culture and heritage. GATS is not organized and shall not be operated for the pecuniary gain or profit of any private individual.
- 1.4. GATS shall maintain a registered office in the State of Georgia and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.
- 1.5. GATS shall be governed by its Articles of Incorporation and these Bylaws, subject to the Georgia Nonprofit Corporation Code and the limitations of Section 501(c)(3) of the Code.
- 1.6. The overall governance structure as outlined in detail in these bylaws is summarized below:



2. Board of Directors

2.1. Authority and Responsibilities of the Board.

2.1.1. The direction and management of the affairs of GATS shall be vested in the Board of Directors (the "Board"). The Board of Directors may adopt such policies and procedures for the conduct of its business and the business of GATS as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation, these Bylaws, policies and procedures adopted by the Board of Directors and applicable law.

2.1.2. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation:

2.1.2.1. the Board of Directors shall not permit any part of the net earnings, capital, or other property of GATS to inure to the benefit of or be distributable to, any member, directors, officer, or other private person or individual, except that GATS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

2.1.2.2. no substantial part of the activities of GATS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and GATS shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

2.1.2.3. GATS shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

2.1.2.4. the affairs of GATS at all times shall be conducted in such a manner as to assure GATS' status as an organization qualifying for exemption from tax pursuant to section 501(c)(3) of the Code.

2.2. Number and Tenure. The Board of Directors shall consist of eleven (11) directors as follows:

2.2.1. At-Large Directors: Six (6) Directors shall be at-large directors and shall be elected for one (1) three-year term and thereafter until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, disqualification, or removal. No director may serve consecutive three-year terms. Any individual may serve a second three-year term only after a minimum of six years break in service from the first term served as an At-Large Director. No individual may serve more than a total of two terms as an At-Large Director.

2.2.2. **Officers:** Each of the Officers of the Corporation shall serve ex-officio as the remaining five (5) Directors and shall serve in accordance with [Bylaw 3](#).

2.3. Manner of Election. The At-Large Directors shall be elected pursuant to [Bylaw 6](#). Directors shall be natural persons who are eighteen (18) years of age and must be Members in Good Standing.

2.4. Chairman: At the beginning of each new fiscal year, the At-Large Directors shall elect from among the At-Large Directors, a Chairman of the Board. In case of a tie vote in the election of the Chairperson, the tie vote shall be determined by the vote of the full board (including officers). A person elected as Chairperson shall hold that position for a maximum period of one calendar year.

2.5. Resignation and Removal.

2.5.1. **Resignation.** An At-Large Director may resign at any time by delivering written notice to the Board Chair. A resignation is effective when the notice is delivered unless the notice specifies a later date.

2.5.2. **Removal** Any At-Large Director may be removed either with or without cause whenever in its judgment the best interest of GATS will be served thereby, at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of two-thirds (2/3) of all the Directors then in office, provided notice of intention to remove an At-Large Director shall have been given in the notice calling such meeting. Notwithstanding the forgoing, any At-Large Director or Officer may be removed by the majority vote of the Board of Directors for more than two unexcused absences from Board meetings in a twelve-month period. The At-Large Director or Officer in question shall not be permitted to vote on such resolution for his or her removal. A removal is effective when the notice of removal states that it is effective. A removed At-Large Director's successor shall be determined in accordance with [Bylaw 2.6](#), to serve the unexpired term.

2.6. Vacancies. Any vacancy in an At-Large position on the Board of Directors arising at any time and from any cause, including the death, incapacity, removal or resignation of any At-Large Director, or if the position was not filled as a part of the annual election, shall be filled for the unexpired term, or in the case of a failure to fill a position by election, until the next annual meeting, by an individual otherwise eligible pursuant to Bylaw 5 hereof, nominated by and approved by the Board of Directors by a two-thirds vote. If a vacancy is created due to an increase in the number of At-Large Directors, such vacancy shall be filled in accordance with Bylaw 6 (Elections).

2.7. Compensation. No Director shall be paid any salary or any remuneration for their services associated with GATS as a director, but they may be reimbursed for any reasonable expenses incurred on behalf of GATS in accordance with any expense reimbursement policy adopted by GATS.

2.8. Standards of Conduct. All Directors shall conduct their duties, including duties as a member of a Committee, in accordance with the standards of conduct prescribed in

Section 14-3-830 of the Official Code of Georgia Annotated, and any Code of Conduct that may be hereinafter approved by the Board of Directors.

2.9. Specific Duties: For efficient GATS management, the Board may, at its discretion, assign specific areas to the At-Large Directors to lead oversight.

Role	Responsibilities
Chairperson	Existing By-law and overall leadership
At-Large Director1	Membership growth and satisfaction; Parliamentarian
At-Large Director2	Finance and Budget
At-Large Director3	Compliance and Grievance
At-Large Director4	Audit – Internal and External
At-Large Director5	Monitor EC, Sub and Ad-hoc committees (except Audit Committee)

2.10. Specific Authorities: Notwithstanding any other authority that may be exercised by the Board of Directors, the prior written approval of the Board of Directors shall be required for the following:

2.10.1. Contracts: All multi-year contracts with third parties shall require prior Board approval. In addition, all contracts of GATS with any third party shall be in writing and signed by the President, or if the President is not available, then by one of the Secretary or Treasurer.

2.10.2. Policies and Procedures. Board shall approve any operating procedures and policies for GATS operations.

2.10.3. Budget. The Board of Directors shall approve an annual budget. No transactions in excess of the amounts in the annual approved budget, shall be made without the prior written approval of a super-majority of the Board. The Board shall use its best efforts to respond to the EC regarding any request for an increase in any budget line item within 1 week of any such request.

2.10.4. Charitable Activities. All transactions or disbursements related to Charitable activities, irrespective of amount, require the approval of the Board before execution.

2.11. Location and Conduct of Meetings.

2.11.1. Board Meetings: Meetings of the Board of Directors shall be held in accordance with the following:

- **Initial Meeting:** At the first regular meeting of the Board of Directors each fiscal year, the Directors shall take such action to (i) approve all named committee chairs, (ii) provide for the time and place of other regular meetings, and (iii) transact such other business as may be properly brought before the meeting. The At-Large directors only shall elect a Board Chair.
- **Regular Meetings:** The Board of Directors shall hold at least four (4) regularly scheduled quarterly meetings each year (including the Initial Meeting and Annual Meeting) in accordance with the meeting schedule approved by the Board of Directors at its initial meeting. Regularly scheduled Board of Directors meetings shall be held at a location specifically agreed to by the Board of Directors.
- **Special Meetings:** Special meetings of the Board of Directors may be called by the Board Chair, President, or by any two members of the Board of Directors.
- **Annual Meeting:** Prior to the end of each fiscal year, the Board of Directors shall conduct its Annual Meeting. During the Annual Meeting, the Directors shall complete an annual self-evaluation survey regarding their service as a director.

2.11.2. Meetings by Electronic or Telephonic Conference Call. Members of the Board of Directors may participate in a regular or special meeting of the Board of Directors by means of conference telephone, video conference or similar electronic or internet communications platform by which means all persons participating in the meeting can simultaneously hear each other during the meeting. A director participating in a meeting pursuant to this Section is deemed to be present in person at the meeting.

2.11.3. Notice of Meeting. Notice of the date, time, place or purpose of any regular meetings shall be given at least 10 days in advance, except for any regular meeting held pursuant a schedule of meetings published at least 10 days prior to the first meeting, and again, if there is any change to the annual schedule. Notice of the date, time, place or purpose of annual and other regular scheduled meetings of the Board of Directors need not be given provided a schedule of meetings is published at least 10 days prior to the first meeting, and again, if there is any change to the annual schedule. The Secretary shall give, or cause to be given, notice of any special meeting, setting forth the date, time and place of the meeting to each director, in person, by voice, voice mail, telephone, email, text messaging or other written or oral communication, delivered not less than 24 hours before the meeting. Any director may waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice, except when the director's attendance is for the express purpose of objecting to the transacting of business due to a meeting being improperly called or unlawfully convened.

2.12. Quorum. Unless otherwise required by the Articles of Incorporation, Bylaws or the Code, a quorum of the Board of Directors consists of a majority of the fixed number

of members of the Board of Directors that are entitled to vote. If a quorum shall not be present at any meeting of the Board of Directors, the members of the Board of Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is present.

2.12.1. Action of Directors.

2.12.1.1. **Majority Vote.** Unless the vote of a greater number of Directors is specifically provided in the Articles of Incorporation or these Bylaws, any action to be taken at any meeting of the Board of Directors or of any committee thereof may be taken by the affirmative vote of a majority of the Directors at a meeting at which a quorum is present. In the event of a tie, the Chairman shall cast an additional tie breaking vote to resolve the matter.

2.12.1.2. **Super-Majority Vote.** The following actions shall require a vote of two-thirds of the Board of Directors:

- Any amendment of these Bylaws, Policies, or the Articles of Incorporation.
- Any amendment of GATS Membership Agreement.
- Approval and amendments of the Annual Budget.
- Any change to the fiscal year of GATS.
- Any change in the tax-exempt classification of GATS.
- Dissolution or winding up of GATS.
- Merger or sale of any material asset of GATS.
- The removal of any Director.
- Tapping the Reserve Amount (as hereinafter defined) held in a restricted account in an emergency.
- Utilizing the Maximum Endowment Withdrawal Amount.
- Conditional withdrawal of amounts exceeding Maximum Endowment Withdrawal Amount in case of an organizational emergency.
- Entering into any loan or vendor line of credit in excess of \$5,000.

2.12.1.3. **Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if the action is taken by the same quorum and voting requirements applicable to a meeting where the participants were present in person. The action must be evidenced by (i) one or more written consents describing the action taken, signed by each director voting thereon, or (ii) or if such action is conducted by email or other electronic platform, acknowledged by email or electronically by

each director voting thereon, or (iii) by the Secretary of the meeting recording a voice vote and delivered to GATS for inclusion in the minutes or filed with the corporate records. Such written or electronic consent shall have the same force and effect as a vote at a meeting and may be described as such in any document.

2.12.1.4. **Absences.** All directors are expected to attend all meetings of the Board of Directors. Directors who fail to attend, in person, by telephone or by proxy, two (2) regular meetings during any fiscal year, shall, at the discretion of the Board of Directors, be removed from the Board of Directors. All directors are expected to provide advance notice of his or her inability to attend a meeting at least one (1) day prior to the meeting.

2.12.1.5. **Recording of Minutes.** The minutes of any Board of Directors meeting (except for any executive session) shall be taken by the Board Secretary or the Corporate Secretary or its designee. A draft of such meeting minutes shall be provided to the Board of Directors as soon as possible after the meeting, ideally within seven (7) days of such meeting for review, comment, and approval. Final minutes shall be posted on GATS website once the minutes have been approved.

2.12.1.6. **Conflict of Interest Policy.** On an annual basis, GATS' standard form of Conflict of Interest Statements as required by the GATS Conflict of Interest Policy, shall be signed by all Directors.

3. Officers

3.1. Number and Qualifications. The officers of the corporation shall consist of the following positions:

President
Vice President
Secretary
Treasurer
Communications Coordinator

No two (2) or more Officer positions may be held by the same person.

3.2. Term of Office. The Officers shall each serve for a term of one year, and thereafter until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, disqualification, or removal. Each person may serve a maximum of two consecutive one (1) year terms as an Officer, except in any combination of President and Treasurer, where there must be a minimum two years break in service before again being eligible to serve as an Officer.

3.3. Manner of Election. The Officers shall be elected pursuant to [Bylaw 6](#). Officers shall be natural persons who are eighteen (18) years of age and must be Members in Good Standing.

3.4. Officer Duties:

3.4.1. President. The President shall be responsible for:

- Acting as the spokesperson for GATS to the public and members.
- Presiding over the Executive Committee, (“EC”) and guiding the EC to perform all their assigned duties in accordance with the By-Laws and as directed by action of the Board in a manner that will uphold the goals, values, and applicable moral standards expected of volunteers serving in a charitable, non-profit, community organization.
- Ensuring that the EC members carry out their responsibilities fully cognizant of promoting harmony in the community and themselves not cause any harm to GATS operations in any way due to personal conflicts.

3.4.2. Vice President. The Vice-President shall be responsible for:

- providing assistance to the President and to handle any specific tasks assigned by the President or the Board of Directors.
- Reconciling the monthly bank accounts and reporting to the Board of Directors any concerns.
- Assuming the role of the President if, for any reason, the office of President becomes vacant mid-term during a calendar year.

3.4.3. Secretary. The Secretary shall be responsible for:

- Posting or otherwise providing notice of Board, EC and General Body meetings.
- Recording the proceedings and maintaining minutes of all the meetings of the Board, EC and General Body Meeting.
- Posting approved minutes of any Board, EC and General Body meetings as soon a possible after approval.
- Regularly checking GATS postal and info@GATS mailboxes and circulate email to relevant parties.
- Managing appropriate requests for information from members.
- Managing the handover of all access credentials to official GATS accounts at the end of the year to the Board for transition to the incoming teams.

3.4.4. Treasurer. The Treasurer shall be responsible for:

- Collecting and depositing in GATS bank account within 7 business days, all receipts, including but not limited to dues, contributions, donations, refunds, and all other monies belonging to GATS.
- Posting or providing acknowledgments of receipt to dues paying members and donors within 7 business days of receipt.
- Recording and maintaining all GATS financial transactions in the Company's approved financial database and maintaining electronic copies of all invoices.
- Verifying all requested disbursements, payments, reimbursements are within the budget pre-approved by the Board of Directors, duly authorized, and with proper receipts and/or invoices, in accordance with any GATS expense and reimbursement policy.
- Making disbursements for all GATS payables meeting in accordance with policies in place for check writing authority.
- Managing collection of Member dues.
- Renewing annual business registration, business license, and charitable solicitation registrations for GATS.

- Securing Directors and Officers insurance, general liability insurance, and any specialty event insurance required for activities and property (hall/theater) rentals.
- Maintaining current list of paid membership and updating such records on a regular basis, such that current membership information is always available to anyone officially accessing the member database and providing updated membership dues information to Secretary after confirming receipt of funds for membership sign-up or renewal.
- Maintaining all financial books and records required generally accepted accounting principles.
- Providing and presenting current financial reports to Board, EC and Members at applicable meetings.
- Working with the Audit Committee to ensure all financial information is provided in a timely manner to the outside auditor.
- Working with a third-party accountant to prepare the annual tax return of GATS, presenting the same to the Board of Directors for review and approval, and ensuring the proper filing of Tax returns on time, with or without extension.
- Requesting, if needed, the EC to appoint one or two OC members knowledgeable in using accounting software, or cloud-based accounting services for bookkeeping.

3.4.5. Communications Coordinator. The Communications Coordinator (CC) shall be responsible for:

- Managing official GATS communication activities. These include the weekly newsletter, annual membership directory, maintaining GATS website, email distribution and maintaining Email databases of all current GATS members, sponsors, and non-members from the community at large, communicating GATS activities to the General Body. All communications shall be in accordance with the By-Laws, and without personal bias or being subject to external influences.
- Archive all official communications and submit it as part of the transition process at the end of the year.
- Ensuring that all archives are maintained for at least 10 years.

- Resolving conflicting instructions from the EC and Board in favor of the Board instructions.
- Promptly and unconditionally complying with requests from the Election Committee without yielding to personal bias or external influence.

3.5. Resignation. An Officer may resign at any time by delivering written notice to the Board Chairman. A resignation is effective when the notice is delivered unless the notice specifies a later date. It shall be the responsibility of the resigning officer to ensure a smooth transition of responsibilities to a succeeding officer.

3.6. Removal. Any Officer may be removed either with or without cause whenever in its judgment the best interest of GATS will be served thereby, at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of two-thirds (2/3) of all the Directors then in office, provided notice of intention to remove an Officer shall have been given in the notice calling such meeting. The Officer in question shall not be permitted to vote as a director on such resolution for his or her removal. A removal is effective when the notice of removal states that it is effective. A removed Officer's successor shall be determined in accordance with [Bylaw 3.7](#), to serve the unexpired term.

3.7. Vacancies. Except as otherwise provided for herein, any vacancy in any Officer position rising at any time and from any cause, including the death, incapacity, removal or resignation of any Officer, or if the position was not filled as a part of the annual election, shall be filled for the unexpired term, or in the case of a failure to fill a position by election, until the next annual meeting, by an individual otherwise eligible pursuant to Bylaw 6 hereof, shall be nominated by and approved by the Board of Directors by a two-thirds vote. If a vacancy is created due to an increase in the number of Officers, such vacancy shall be filled by election in accordance with [Bylaw 6](#).

3.8. Compensation. No Officer shall be paid any salary or any remuneration for their services associated with GATS as an Officer, but an Officer may be reimbursed for any reasonable expenses incurred on behalf of GATS in accordance with any expense and reimbursement policy adopted by GATS.

3.9. Standards of Conduct. All Officers shall conduct their duties, in accordance with the standards of conduct prescribed in Section 14-3-842 of the Official Code of Georgia Annotated, and any Code of Conduct that may be hereinafter approved by the Board of Directors.

4. Committees

4.1. Designation. Committees shall be formed and operated in accordance with this Bylaw 4, and shall be designated as Board Committees, which report to the Board of Directors, or Standing Committees, which report to the Executive Committee. (Board Committees and Standing Committees are collectively referred to as “Committees”)

4.1.1. Board Committees. The following Board Committees may only be changed by an amendment of the bylaws.

4.1.1.1. **Executive Committee.** The EC shall be responsible for the day-to-day operations of GATS, with each officer responsible for their specific duties as detailed in [Bylaw 3](#). The Executive Committee shall be chaired by the President. The other members of the Executive Committee shall be the Officers of the corporation. All the Standing Committees shall report to the EC.

4.1.1.2. **The Audit Committee.** The Audit Committee shall consist of a minimum of three members including At-Large Director⁴ and two independent members of General Body, with the basic financial knowledge and accounting practices; none of the members can serve more than three years. At-Large Director⁴ shall be the chair of Audit Committee and shall serve for one year. Members of the Audit Committees shall be recommended by the Committee Chair and approved by the Board of Directors. The Audit Committee shall be responsible for selecting the outside Auditors, liaise between Treasurer and the outside Auditors for a smooth conduct of the audit, analyze Auditors’ findings including all details, and communicate recommended actions to the Board.

4.1.1.3. **Elections Committee.** The Elections Committee shall consist of a minimum of three members appointed by the Board which, once formed, shall function independently to conduct the annual elections as well as other polling of General Body members for official referendums and approval of amendments proposed to GATS By-Laws. The Election Committee shall name one of the members as the Chief Election Officer to manage the election process.

4.1.2. Standing Committees.

4.1.2.1. GATS shall have the standing Committees listed on [Exhibit A](#) hereto as the same may be amended from time to time by the vote of two-thirds of the Board of Directors. The Board of Directors may add or remove any Standing Committee by a vote of two-thirds of the Board of Directors.

4.1.2.2. The Chair of each Standing Committee shall be proposed by the President and approved by the Board of Directors. The Chair shall not be an EC, OC, or Board member. The Chair and all members of any Standing Committee shall serve for one year, commencing January 1 or the date of appointment to December 31 of the same year (“Current Term”).

- 4.1.2.3. The members of each Standing Committee shall include at least one member of the Board, and the current President or at the President's designation, the Vice President shall serve as a non-voting ex-officio member. All remaining Members of the Standing Committees shall be qualified and selected as indicated on [Exhibit A](#) by the Standing Committee Chair and approved by the EC, including the filling of any vacancies. Members of a Committee may be removed by a vote of 2/3 of the members of the Committee.
- 4.1.2.4. Standing Committees shall have such duties as outlined on [Exhibit A](#) hereto, and may exercise only such powers non-fiduciary powers specifically delegated to it by the EC.
- 4.1.2.5. The financial resources for the standing committees shall be proposed by the EC and approved by the Board as a part of the annual budget process. Committees will have an opportunity to provide a specific budget request as a part of the annual budget process.
- 4.1.2.6. All Standing Committees report to the Executive Committee.

4.1.3. Location and Conduct of Committee Meetings

- 4.1.3.1. **EC Meetings.** Meetings of the Executive Committee shall be held in accordance with the following:
- **Regular Meetings:** The Executive Committee shall hold periodic meetings to plan for GATS operations and to appraise the Board regularly, and seek approvals for any proposed spending in excess of amounts in the approved budget, as well as seek the Board's help in issue resolutions etc. In any case, the EC shall meet at least once every two months in accordance with the meeting schedule approved by the Executive Committee. Regularly scheduled Executive Committee meetings shall be held at a location, or by electronic means, specifically agreed to by the Executive Committee.
 - **Special Meetings:** Special meetings of the Executive Committee may be called by any member of the Executive Committee.
- 4.1.3.2. **Other Committee Meetings.** Subject to the provisions applicable to the EC in [4.1.3.1](#), Committees shall hold periodic meetings in accordance with the meeting schedule proposed by the Committee Chair and approved by the Members of the Committee. Committee meetings shall be held at a location designated by the Committee Chair.
- 4.1.3.3. **Meetings by Electronic or Telephonic Conference Call.** Committee members may participate in any Committee meeting by means of conference telephone, video conference or similar electronic or internet communications platform by which means all persons participating in the meeting can

simultaneously hear each other during the meeting. Any Committee member participating in a Committee meeting pursuant to this Section is deemed to be present in person at the meeting.

- 4.1.3.4. **Notice of Meeting.** Notice of the date, time and place of any regular Committee meetings shall be given at least seven (7) days in advance, except for any regular meeting held pursuant to a schedule of meetings (or amendment thereto, agreed to by the Committee members in advance. Such notice may be given in person, by voice, voice mail, telephone, email, text messaging or other written or oral communication. Any Committee member may waive notice of any meeting. Attendance of a Committee member at any Committee meeting shall constitute a waiver of notice, except when the Committee member's attendance is for the express purpose of objecting to the transacting of business due to a meeting being improperly called or unlawfully convened.
- 4.1.3.5. **Quorum.** Unless otherwise required by the Articles of Incorporation, Bylaws or the Code, a quorum of any Committee consists of a majority of the Committee members that are entitled to vote. If a quorum shall not be present at any Committee meeting, the Committee members present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is present.
- 4.1.3.6. **Action of Committee.** Any action to be taken at any Committee meeting may be taken by the affirmative vote of a majority of the Committee members at a meeting at which a quorum is present. In case of a tie in a vote relating to a decision, the Committee Chair casts the tie-breaker vote.
- 4.1.3.7. **Action Without a Meeting.** Any action required or permitted to be taken at any Committee meeting may be taken without a meeting, if the action is taken by the same quorum and voting requirements applicable to a meeting where the participants were present in person. The action must be evidenced by (i) one or more written consents describing the action taken, signed by each Committee member voting thereon, or (ii) or if such action is conducted by email or other electronic platform, acknowledged by email or electronically by each Committee member voting thereon, or (iii) by the Secretary or the Chair of the meeting recording a voice vote and referenced and included in the minutes. Such written or electronic consent shall have the same force and effect as a vote at a meeting and may be described as such in any document.
- 4.1.3.8. **Absences.** Committee members are expected to attend all Committee meetings. Committee members who fail to attend, in person, by telephone or by proxy, two (2) regular meetings during any fiscal year, may by the majority vote of the remaining Committee members and the Chair, be removed from the Committee. All directors are expected to provide advance notice of their inability to attend a Committee meeting at least one (1) day prior to the meeting.

4.1.3.9. **Recording of Minutes.** For EC meetings, the Secretary shall record the minutes which must be approved by 2/3 vote of the members of the EC attending the meeting. For Standing Committees, the Chair of the Committee shall be responsible to ensure that minutes of any Committee meeting shall be taken and approved, and copies of such minutes shall be provided to the Secretary as soon as possible after the meeting for appropriate circulation to the Board of Directors and posting on GATS website.

4.2. Board Task Forces. The Board of Directors may establish from time to time a special Task Force to be assigned a specific task or project and shall automatically dissolve upon the completion of the task or project, but no longer than the calendar year, unless their term is extended by a Board resolution to continue their task to completion.

5. General Body Membership

5.1. Eligibility. Anyone 18 or older, interested in supporting GATS for the Tamil language and culture it stands for, is eligible for membership.

5.2. Member in Good Standing. A member in good standing is defined as a member that has (i) timely paid their current dues, and (ii) has not received any adverse actions as per By-Laws 10.

5.3. Membership Categories. The Sangam shall have various membership categories, as determined by the Board of Directors and updated periodically. The details of current membership categories shall be published on the GATS website or other policy documents as determined by the Board of Directors.

5.4. Member Fees.

5.4.1. Membership fees and payment requirements and procedures are determined periodically by action of the Board of Directors. The details of fees and payment terms for various membership categories can be found on the GATS website or other policy documents as determined by the Board of Directors.

5.4.2. Membership fees are non-refundable under any circumstances. Any service charges for electronic payment of membership fees shall be the member's responsibility.

5.5. Rights and Responsibilities of Members

5.5.1. Membership Voting Rights.

5.5.1.1. Members in good standing shall each have one vote on any matters permitted to be voted upon by the Membership under this Agreement. For clarity, individual members of a family member shall each have one vote.

5.5.1.2. Members voting rights shall be limited to the following:

- (i) Voting in elections pursuant to Bylaw 5.
- (ii) Any amendment to the By-Laws, Articles, and Policies of GATS.
- (iii) Any change in the tax-exempt classification of GATS.
- (iv) Any dissolution or winding up of GATS.
- (v) Any merger or sale of any material assets of GATS.
- (vi) Entering into any loan or vendor line of credit in excess of \$5,000.
- (vii) Withdrawal of amounts in excess of the Maximum endowment Withdrawal Amount from the Endowment Account.

5.5.2. GATS Member Agreement. As a condition to membership, all GATS members sign the current GATS Membership Agreement as the same may be amended by the Board from time to time.

5.5.3. Resignation and Removal.

5.5.3.1. **Resignation.** A Member may terminate and resign his or her membership at any time by delivering written notice to the GATS Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later date. No refunds of Membership dues shall be paid in connection with any resignation.

5.5.3.2. **Removal.** Any member may be removed as a member in the event of a member's breach of the terms of these bylaws, the Code of Conduct, or any of the policies of GATS as provided in [Bylaw 10](#).

5.5.4. No compensation. No member shall be paid any salary or any remuneration for their services associated with GATS as a member, except that the Board of Directors shall be authorized and empowered to reimburse the expenses incurred by a member in the course of their volunteer services rendered to GATS in accordance with any GATS Reimbursement Policy that may be adopted from time to time.

5.5.5. Standards of Conduct. All Members shall be required to abide by the GATS current Code of Conduct and shall be held to copy with such standards at all times in connection with the business of GATS, or in connection with any event, or program of GATS.

5.6. Meetings of Members

5.6.1. Regular Meetings.

5.6.1.1. The Board shall convene at least two General Body meetings ("GBM") during the year as determined by the Board of Directors.

(i) One is to announce the new elected members of GATS (EC Officers and At-Large Board members) every year. This GBM may be held in conjunction with a regular GATS program/function.

(ii) The other GBM is to present the financial status of GATS. This GBM may be held in conjunction with the Tamil New Year Day function in April or May, or with any other GATS program/function.

5.6.2. Special Meetings. A special meeting may be called by the majority vote of the BOD to provide information to, or solicit information from, the General Body.

5.6.3. Notice of Meetings. Notice of General Body meeting will be posted on the website and, if a current email address is on file with GATS, may also be provided by email, or newsletters to all paid members in good standing. Such notice shall be posted and/or given electronically at least two weeks in advance of the meeting. No failure by a member to receive individual notice of a meeting by email, or newsletter shall not cause the meeting to be held improperly, or any action taken at the meeting to be invalid provided a general notice is published on the GATS website.

- 5.6.4. Quorum. There shall be a quorum of 20% of the eligible voting members required for any Member vote.
- 5.6.5. Meetings by Electronic or Telephonic Means. The Board will use its best efforts to hold any regular meetings of the Members in person, however, the Board may, in its sole discretion, hold any regular or special meeting the Members electronically, by means of video conference, conference call, or similar electronic or internet communications platform by which means all persons participating in the meeting can simultaneously hear each other during the meeting.
- 5.6.6. Minutes. Minutes of any actions approved at the GBM shall be prepared and published on GATS website and the official GATS newsletter (if any).
- 5.6.7. Records. Members have a right to copy and inspect records of GATS as permitted under the Georgia Nonprofit Corporation Code. Any request for membership records may not be used in violation of these bylaws or the Georgia Nonprofit Corporation Code.

6. Elections

6.1. General. Elections for open positions for the Board of Directors shall be held annually, with each term to commence January 1, and end on December 31 of such term (“Term”). Annual elections will include At-Large Board positions for three-year terms and Officer positions for one-year terms.

6.2. Election Committee

6.2.1. For each annual election, the Board shall appoint a 3-member Election Committee to conduct GATS' elections.

6.2.2. Election Committee members must have been members of GATS for at least 10 consecutive years. They must not be serving in the current year’s OC, EC or Board. They must not run for any office in the election being conducted, and they cannot be considered for nomination to any vacant position during the year for which elections are being conducted.

6.2.3. Election Committee members shall be appointed by the Board of Directors. The election Committee members shall elect one among them to serve as the Chief Election Officer.

6.2.4. Within 1 week of appointment, the Chief Election Officer shall announce the formation of the Election Committee to the General Body by email, or posting on the website.

6.2.5. Election Committee shall have the authority to make any election-related announcement to the General Body of members by email, website notification and announcements during GBMs, if any held. The CC is obligated to carry out any requests from the Election Committee in a timely manner (within 24 hours of receiving such requests from the Election Committee, or sooner due to the time-sensitive nature of communications pertaining to conducting elections).

6.2.6. The Chief Election Officer and the Election Committee shall be independently responsible to conduct the elections, without interference of any kind from anyone, and with full cooperation of the EC and the Board of Directors.

6.2.7. The term of Election committee shall start from the date it is formed and shall end on December 31st of the same Term unless there are any unresolved issues related to the elections which may require the Election Committee convene after the Term.

6.3. Eligibility to serve as a Director-At-Large. The following are the eligibility criteria to serve as a Director At-Large:

6.3.1. Must be a Member in Good Standing.

6.3.2. Must be a paid Member of GATS for at least 8 consecutive years.

6.3.3. Must have served as an Officer of GATS for at least 2 years.

6.3.4. Must be in compliance with [Bylaw 2.2.1](#) regarding consecutive and total terms of service.

6.3.5. Has not been convicted of any felony or crimes under local, state, or federal laws during the prior five-year period.

6.3.6. No two At-Large Board positions may be filled from members of the same family in any given year, and for 6 years after a family member's term ends.

6.4. Eligibility to Serve as an Officer. The following are the eligibility criteria to serve as an Officer:

6.4.1. All Officers shall have served at least 1 term on the Operations Committee.

6.4.2. The President and Treasurer Must also have at least 1 prior year of service as an EC Officer.

6.4.3. No two officer positions may be filled from members of the same family (i) in any given year, or (ii) for 3 consecutive years after a family member's term ends.

6.4.4. The President shall not serve two consecutive terms and must have at least two-years between service as an Officer or Director At-Large. No individual shall serve as President for more than a total of two terms. In case the President is changed in the middle of the year, then a term of 6 months or more will be considered as a full term for the replacement President.

6.4.5. A person cannot serve as Treasurer and President in any order, for two consecutive years.

6.4.6. No two (2) or more Officer positions may be held by the same person.

6.5. Election Procedures. The Election Committee shall manage and conduct all election announcements, processes, and all related activities, in accordance with the detailed procedures laid out in the GATS Policies document.

6.6. Nomination Process.

6.6.1. Call for nominations: The Election Committee shall post on GATS website a call for nominations for all open positions at least 30 days prior to the date of elections.

6.6.2. Submission of Nominations. All nominations are self-nominations, may be made by any member in Good Standing for no more than one position serving on the Board of Directors (either one of the vacant At-Large Directors posts or one of 5 EC Officer positions). Nomination forms and requirements, including but not limited to proof and verification of eligibility, shall be in accordance with the Election Policies approved by the Board of Directors ("Election Policies").

6.7. Close of Nominations and Posting of Candidate List. Nominations shall be closed 1 week after the call for nominations. The website shall be updated to show the final list of nominees and the offices for which they are running.

6.8. Campaigning.

- 6.8.1. All Candidates shall be required to review and abide by the Campaign rules approved by the Board of Directors as a part of the Election Policies and shall sign an acknowledgment of the Campaign Rules and consent not to violate them as a condition to nomination. Candidates will not be provided with, nor be permitted to use or permit others to use, members' email addresses for any campaign purpose.
- 6.8.2. The Elections Committee shall determine the type and frequency of information to be published concerning all candidates in GATS newsletters, website, and other electronic media to the GATS membership and may publish any information provided in a candidate's nomination forms, or a candidate's responses to any requested FAQs. In its discretion, the Elections Committee may conduct a live or electronic candidate forum anytime after the close of nominations and prior to the election.
- 6.8.3. The Election Committee will have the sole authority to cancel the nomination of candidates and disqualify them for violating Bylaw 6 or any of the rules for campaigning adopted by GATS from time to time.

6.9. Voting.

- 6.9.1. All Members of GATS in Good Standing as of June 30th of the current year are eligible to vote. Every eligible member of GATS will have the right to cast one vote in the election. In the case of family membership in GATS, both the member and the spouse will have one vote each, and so the family membership will have two votes. No other member of the family will be eligible to vote. Members have the responsibility to ensure that their contact information is accurate in the GATS database by June 30th.
- 6.9.2. Voting shall be available both online voting using electronic ballots and in person. Subject to the Bylaws, all voting procedures shall be in accordance with the Election Policies.
- 6.9.3. Closure package from Election Committee to Board upon conclusion of elections: Within 10 days after the conduct of elections, the Election Committee shall deliver to Board all documentation relating to the election including nominations, ballots, list of members who were eligible to vote, and a list of all members who voted, declaration of election results, and a list of positions that remained vacant after the elections.
- 6.9.4. The Election Committee will be the final authority to resolve any Election related issues as per the By-Laws in effect.

7. Financial

7.1. Banking Procedures.

7.1.1. Banking Account. An operating account and an Endowment Account shall be established at a local bank. The authorized signatories on the Operating and Endowment Account shall be the President, the Treasurer, and At-Large Director². All disbursements shall be prepared by the Treasurer. A single signature shall be sufficient to disburse funds up to the Single Signature Check Limit specified in the Policies document (“Single Signature Check Limit”) and the signature of any two of the authorized signatories shall be required for any disbursement in excess of the Single Signature Check Limit. The monthly statements of the Operating Account and the Endowment shall be reconciled by an At-Large Director who shall not have check-writing authority and may be reviewed by the Audit Committee.

7.1.2. Operating Account.

7.1.2.1. All funds received by GATS shall be deposited in the Operating Account. All operational disbursements shall be made from the Operating Account.

7.1.2.2. After the closing of the books for the fiscal year, all Surplus Amounts shall be deposited in GATS Endowment Account. For purposes hereof, “Surplus Amounts” shall mean all funds remaining in GATS Operating Account as of December 31 of the prior year, less (i) amounts to cover all outstanding liabilities of the current fiscal year, (ii) “Minimum Starting Balance” for the next fiscal year, and (iii) Reserve Deficit.

7.1.2.3. For purposes of these Bylaws:

- (i) The “Reserve Amount shall be the amount set by the Board of Directors and updated in the Policies document.
- (ii) The Reserve Deficit shall be the amount equal to the “Reserve Amount” less the amount currently held in reserve.
- (iii) The “Minimum Starting Balance” shall be the amount set by the Board of Directors and updated in the Policies document.

7.1.3. Endowment Account.

7.1.3.1. Funds in the Endowment Account are unrestricted funds that may be used to support future initiatives of GATS as may be approved by the General Body.

7.1.3.2. Subject to the forgoing, an amount not to exceed the Maximum Endowment Withdrawal Amount as approved by the Board of Directors and specified in the Policies document (“Maximum Endowment Withdrawal Amount”), may be used by the Board of Directors to supplement current expenditures upon approval of the vote of 2/3 of the board of Directors.

7.1.3.3. In the event of an emergency affecting GATS that require urgent use of funds from the Endowment Account, after exhausting the Reserve Amount held in a restricted funds account, and the Maximum Endowment Withdrawal

Amount, the Board may authorize a withdrawal of amounts in excess of the Maximum Endowment Withdrawal Amount for the sole purpose of addressing such emergency, with the understanding that it will be a financial priority to replenish such endowment funds as soon as possible.

7.1.4. Restricted Funds.

7.1.4.1. Any funds raised by GATS for a particular purpose, or any funds donated with written instructions as to their use ("Restricted Funds"), and any membership dues received for the following fiscal year ("Next Year Membership Dues"), shall be held in the books and records of GATS as Restricted Funds within the Operating Account. Restricted funds may only be spent in accordance with the applicable restriction, unless the donor or the restrictions expressly permits a change in the use of the funds, such as for general operational purposes. Next Year Membership Dues shall be held for operating expenses in the next fiscal year.

7.1.4.2. GATS may reject the contribution of Restricted Funds that are not in furtherance of its exempt purpose, or the expenditure of which would cause GATS to violate its tax-exempt status, or any law, rule or regulation.

7.1.4.3. Funds restricted by the Board or Directors or individual donors for purposes of donating to third-party charitable organizations may be disbursed only upon recommendation of the Charity Committee and approval of the Board of Directors. Such distribution may only be made to charities that are currently exempt under section 501(c)(3) of the Code.

7.1.4.4. Funds restricted by the Board or Directors or individual donors for purposes of donating to GATS affiliated Tamil schools' or educational purposes may be disbursed only upon approval of the Board of Directors.

7.1.5. Financial Management and Reporting.

7.1.5.1. List of GATS assets, liabilities, and financial statements shall be published in the annual Membership directory/eDirectory and communicated to the General Body at least once a year.

7.1.5.2. All payments made shall be done through checks or electronic means. No cash transactions allowed. All payments shall have proper receipts and supporting documents.

7.1.5.3. **Annual Audit and Tax return.** -In addition, to ensure GATS is compliant with all the 501 (c)(3) non-profit tax laws as mandated by IRS, the Board shall conduct external auditing every year, through a Certified Public Accounting (CPA) firm.

(i) Before filing taxes with the Internal Revenue Service (IRS), the Board shall review the tax return and the annual audited Financial Statements and approve the same.

8. Communications

- 8.1. The Email and address lists are proprietary property of GATS. No individual GATS member owns any personal rights/ownership to these items. GATS members listing (mailing address, e- mail address, and phone number) shall be used by authorized users for distribution of GATS related information and activities only.
- 8.2. All the documents, data, equipment, software, web pages, all media (photographs, video, social media postings etc.) are GATS' property. No one shall sell, trade, exchange, or utilize them in any manner for personal or third-party gains.
- 8.3. No member of the EC, the Board or a member who gets access to GATS communication medium shall use GATS Email list, address list or website for: (a) personal benefit, (b) airing grievances and internal conflicts, (c) accusations, badmouthing, profanity, insults, derogatory/demeaning remarks, etc., (d) unproven allegations or (e) any other purposes that are detrimental to GATS image and principles.
- 8.4. **Member's Email address protection.** Past and current members' email addresses in GATS membership databases shall not be provided to any businesses or individuals and shall be maintained confidentially by any member of the Board, EC or Committees or volunteers. They are all prohibited from providing any confidential member records to public or businesses or use it for their own personal, business, or other interests.
- 8.5. **Email and Website communication.** GATS' website shall, at a minimum, contain the following information:
 - 8.5.1. Mission and Vision Statements.
 - 8.5.2. List of Executive Committee Members.
 - 8.5.3. Committee contacts.
 - 8.5.4. Membership information including categories and fees.
 - 8.5.5. Public access to a copy of GATS form 1023, Tax Determination letter, and last 3 years of tax returns.
 - 8.5.6. Private member access to GATS Bylaws, Board approved Policies, Membership Agreement, Membership List (names only), and Notice of Concern form.

9. Transition

- 9.1.** Transition shall be the period between January 1 and January 15 (“Transition Period”).
- 9.2.** During the Transition Period, the following materials, and all access thereto and all archives thereof, held by any director, officer or Committee Chair is transferred to the person succeeding such director, officer or Committee Chair: all files, documents, notes, financial and tax records, communications, passwords and other account credentials and account numbers, subscriptions, website credentials, Election Closure Package Email and email group management authority, Member Address List and confidential email list database, records regarding liability insurance, Georgia incorporation renewal, Georgia charitable solicitation and business license renewals, all communications materials, publications, newsletters, and other records and information.
- 9.3.** The Board shall oversee the proper and prompt transfer of documents and other matters related to the business of GATS to newly elected officers and newly elected Board Chairperson.
- 9.4.** Board has the responsibility to actively manage and document the transition. Existing EC submits all the documents to Board and Board shall store the same as an archive and then hand over to the new EC. During transition, the EC, including the President shall not sign any legal documents. During transition period EC shall not do any expenses without written approval of the Board.
- 9.5.** The Board shall provide the incoming Board members an overview of the By-Laws, Articles of Incorporation, and Policies documents, to comply with. The Board shall also provide clear guidelines to handle all key processes such as accounting procedures, database management, website maintenance, member communications, complaint resolution with timelines, etc.

10. Member Complaints.

10.1. Notice of Concerns.

- 10.1.1. GATS expects all its members to comply with the Bylaws and Policies of GATS. In the event any member violates the Bylaws or Policies, of GATS, a Notice of Concern in the form approved by GATS may be filed by GATS, or any member of GATS (“Petitioner”), in accordance with this [Bylaw 10](#).
- 10.1.2. The Notice of Concern shall be filed, in writing, by emailing the completed Notice of Concerns form along with supporting documentation to the special email address allocated for the purpose, with a copy to the Person named in the Notice of Concerns. All information on the form must be completed in full, evidence attached, and sworn to in front of a notary that the information provided is true and accurate, and accompanied by a copy of the Notice of Concerns as provided to the person named in the Notice of Concerns (“Respondent”). If the Notice of Concerns is found to be incomplete, or a copy not provided to the Respondent, the Secretary will return the form to the Petitioner.
- 10.1.3. Within 10 business days of receipt of a complete Notice of Concern, the Board will use its best efforts to make an initial review of the Notice of Concerns, seek any clarifications from the Petitioner and Respondent, and make a determination whether sufficient reason and evidence exist to justify referring the Notice of Concerns for further investigation (the “Initial Determination”).
- 10.1.4. If the Initial Determination is found by the Board, in the Board’s sole discretion, to be a personal grievance, lacking merit or factual support, or otherwise found not to warrant further investigation, the Board shall notify the Petitioner within 3 business days of the Initial Determination that no further actions will be taken, and the matter is deemed to be dismissed, and may not be refiled.
- 10.1.5. If the Initial Determination finds sufficient reason to refer the matter for investigation, the Board shall, within 3 business days of making such Initial Determination, (i) notify the Petitioner and the Respondent, name a three-member panel (the “Review Panel”) to review and investigate the Notice of Concerns (the “Referral”). The Chairman shall designate such three-member Review Panel within 5 business days of receipt of the Referral. The Review Panel shall be composed of current GATS members in good standing.
- 10.1.6. Once the Review Panel has been named, the Board shall forward the Notice of Concerns to the Review Panel for its consideration. The review panel shall evaluate the Notice of Concerns, and make such investigation as it deems reasonably necessary, and make a determination within 60 days. In the event the Review Panel determines it is unable to conclude the investigation within 60 days, it may extend the investigation by another 60 days by written notice to the Board of Directors.
- 10.1.7. The Review Panel shall prepare a report of its findings, and a recommendation of one of the following actions to be taken against the Respondent:

- 10.1.7.1. **No action.** The Notice of Concerns may be dismissed for finding insufficient evidence of violating any of GATS' policies, procedures or bylaws.
- 10.1.7.2. **Censure:** The person shall be issued a letter of reprimand. The membership rights or the position(s) held are not affected.
- 10.1.7.3. **Debarment:** The person shall be banned from holding any official position(s) in GATS for a specified duration while their membership rights are not affected.
- 10.1.7.4. **Removal:** The person shall be removed from any official position(s) held in GATS for the remainder of their term and their membership rights are not affected.
- 10.1.7.5. **Suspension:** All membership rights are suspended for a specified duration and shall be removed from any official position(s) held in GATS. While membership rights shall resume at the end of the specified duration, the official position(s) held in GATS shall not be reinstated.
- 10.1.7.6. **Expulsion:** All membership rights are suspended forever and shall be removed from any official position(s) held in GATS. As the extreme measure of expulsion is taken for very serious violations that may involve civil/criminal legal actions, an expelled person can never return as a member or officeholder in GATS in future.
- 10.1.8. The final report of findings shall be provided to the Chairman of the Board of Directors. Notice of the decision by the Review shall be provided by mail or email to the Petitioner and Respondent by the Chairman. Such notice shall not include a copy of the Report of the Review Panel. All decisions of the Review Panel shall be final and binding on the Petitioner and Respondent and enforced by the Board of Directors.
- 10.1.9. The Review Panel shall transfer all documentation pertaining to complaints and resolutions thereof to the Secretary, who shall be responsible for keeping a log of all complaints with all relevant details.
- 10.1.10. Restoration of normal membership as well as the good-standing status of the punished individual(s) shall reset to the day after the last day of the duration of suspension, removal, or disbarment, as defined in this By-Law. With respect to membership criteria in the election process, only the date of reinstatement of a member's good standing status shall be considered as the start of continuous membership criteria.

11. Indemnification.

11.1. Authority to Indemnify.

11.1.1. Except as otherwise provided herein, GATS shall indemnify an individual made a party to a proceeding because he or she is or was a Director, or Officer, against any liability incurred in the proceeding if he or she acted in a manner believed to be in good faith to be in or not opposed to the best interests of GATS and, in the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful.

11.1.2. The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that a Director or Officer did not meet the standard of conduct set forth in these bylaws.

11.1.3. Any indemnification permitted under this [Section 11](#) is limited to reasonable and necessary expenses incurred in connection with the indemnified proceeding.

11.2. Mandatory Indemnification. To the extent that a Director or Officer is successful, on the merits or otherwise, in the defense of any proceeding to which he or she is a party, or in defense of any claim, issue or matter therein, because he or she was a Director or Officer of GATS, GATS shall indemnify the Director or Officer against reasonable and necessary expenses directly incurred by him or her in connection therewith.

11.3. When A Director or Officer Will Not be Indemnified. GATS shall not indemnify a Director or Officer under [Section 11.2](#) above:

11.3.1. in connection with a proceeding by or in the right of GATS in which the Director or Officer was adjudged to be liable to GATS; or

11.3.2. in connection with any other proceeding in which the Director or Officer was adjudged liable on the basis that personal benefit was improperly received by him or her.

11.3.3. in connection with a proceeding in which the Director or Officer violated any standard of conduct prescribed in the Code.

11.4. Determination and Authorization of Indemnification. GATS may not indemnify a Director or Officer under this Article unless authorized hereunder and a determination has been made in the specific case that indemnification of the Director or Officer is permissible in the circumstances because the Director or Officer has met the standard of conduct set forth in Bylaws [2.8](#) and [3.0](#) (as applicable), and has not violated any standard described in these Bylaws or Code of Conduct approved by the Board of Directors. The determination shall be made: (i) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding, or (ii) if a quorum cannot be obtained under this subsection, by a majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties to the proceeding are permitted to participate), consisting of two (2) or more directors not at the time

parties to the proceeding; or (iii) by special legal counsel selected by the Board of Directors or its committee in a manner consistent with subsections (i) and (ii) above or if a quorum of the Board of Directors cannot be obtained and a committee cannot be designated, selected by a majority vote of the full Board of Directors, including directors who may be a party to the proceeding.

- 11.5. Indemnification of Employees.** An employee of GATS who is not a Director, or Officer may be entitled to indemnification to the same extent and subject to the same conditions as a director of GATS pursuant to this [Bylaw 11](#).
- 11.6. Insurance.** GATS shall purchase and maintain Directors and Officers liability insurance. In addition, GATS shall purchase and maintain general liability insurance, and proper fire and casualty insurance on the property of GATS.
- 11.7. Limitations.** The provisions for indemnification of directors contained in this Bylaws is valid only if and to the extent the provisions are consistent with the Code and the Articles of Incorporation. This [Bylaw 11](#) does not limit GATS' power to pay or reimburse expenses incurred by a Director in connection with her or his appearance as a witness in a proceeding at a time when she or he has not been made a named defendant or respondent to the proceeding.

12. Amendments:

12.1. The process to amend these Bylaws or the Articles of Incorporation of GATS shall be as follows:

First, any proposed amendments to the Bylaws or the Articles of Incorporation, shall be reviewed and approved by a Board-appointed By-Laws Revision Ad-hoc Committee (BRAC).

Second, any proposed amendments shall be approved by a super-majority vote of The Board of Directors; and

Third, any Board approved amendments shall be approved by the General Body.

13. General Provisions

- 13.1. Fiscal Year.** The fiscal year of GATS shall be the twelve (12) month period ending December 31.
- 13.2. Internal Revenue Code.** All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.
- 13.3. Construction.** Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:
- 13.3.1. The remainder of these Bylaws shall be considered valid and operative; and
- 13.3.2. Effect shall be given to the intent manifested by the portion held invalid or inoperative.
- 13.4. Headings.** The headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.
- 13.5. Tax-Exempt Status.** The affairs of GATS at all times shall be conducted in such a manner as to assure its status as a publicly supported organization as defined in Section 509(a)(1) or Section 509(a)(2) or Section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to Section 501(c)(3) of the Internal Revenue Code.
- 13.6. Data Management and Privacy.** All the member data are the proprietary information of GATS and the same shall not be used for any commercial or personal purposes. All the accounting systems, website and portal management, member database, communication tools and other such electronics shall be protected with proper security measures, to protect from data sharing, data loss, abuse or tampering. The access to these systems (e.g., uid/pwd) shall be managed with policies to ensure continuity during contingencies as well as during transitions, and that they are always secured. A super user from the Board shall safeguard, change, and restrict access permissions as needed. Anyone's suspected abuses of data access privileges shall be grounds for their immediate revocation to contain further potential damages while further investigations are conducted.
- 13.7. Unauthorized use or manipulation of GATS data including membership data.** Any misuse, tampering, or unauthorized use of GATS data including, but not limited to, member data, financial data etc., shall be dealt with consequences as per [Bylaw 10](#).
- 13.8. Dispute Resolution.** Any controversy or claim arising out of or relating to this Agreement, or the breach thereof, shall be submitted to mediation with each party

bearing its own costs. Mediation shall be a condition precedent to arbitration and if the dispute is not settled by mediation, then the dispute shall be decided by arbitration in the city of Atlanta, Georgia, pursuant to the commercial arbitration rules then in effect of the American Arbitration Association (or at any time or at any other place or under any other form of arbitration mutually acceptable to the parties so involved). Any award rendered shall be final and conclusive upon the parties and a judgment thereon may be entered in the highest court of the forum, state or federal, having jurisdiction. The expenses of the arbitration shall be borne equally by the parties to the arbitration, provided that each party shall pay for and bear the cost of its own experts, evidence and counsel's fees, except that in the discretion of the arbitrator, the arbitrator may award costs and attorney's fees against the prevailing party, or if the arbitrator expressly determines that the party against whom such award is entered has caused the dispute, controversy or claim to be submitted to arbitration as a dilatory tactic.

EXHIBIT A

Standing Committees

1. Operations Committee (OC)

- **Number of Members:** The Operations Committee (OC) shall have between 8 and 10 members selected from volunteer nominations submitted, two of which may be filled by Student Members.
- **Qualifications:** One year of active GATS membership. Members of the OC may serve in some of the other GATS Committees.
- **Role:** The OC is the volunteer force of members that assists the Executive Committee to organize and conduct all GATS events and to assist with other operational tasks assigned to it not covered by specially assigned committees and sub-committees. The OC shall be invited to participate in regular Executive Committee (EC) meetings scheduled for planning and review of GATS programs, except the executive sessions.

2. Charity Committee

- **Number of Members:** The Charity Committee shall have between 3 and 9 members selected from volunteer nominations submitted.
- **Qualifications:** One year of active GATS membership is required.
- **Role:** The Charity Committee is responsible for assisting with the planning and implementation of at least two charity related activities of GATS that are focused in one of three areas – local, national and India. Funding for Charity Committee activities shall be in accordance with the annual GATS Budget approved by the Board. The Charity Committee may be called on to report details of all its activities including any additional approved fund-raising, and group volunteer activities by email newsletters, website announcements and announcements during GB meetings.

3. Tamil Education Committee

- **Number of Members:** The Tamil Education Committee shall have between 3 and 9 members selected out of volunteer nominations submitted.

- **Qualifications:** One year of active GATS membership.
- **Role:** The Tamil Education Committee is responsible for responsible for assisting with the planning and implementation of education related activities of GATS. Funding for Tamil Education Committee activities shall be in accordance with the annual GATS Budget approved by the Board.

4. Technology Committee

- **Number of Members:** The Technology Committee shall have 4 members selected out of volunteer nominations submitted. Three of the members of the Technology Committee shall be non-EC/OC members appointed for a staggered 3-year term, such that one member's term will end each year. One member shall be an OC member acting as Technology Liaison.
- **Qualifications:** One year of active GATS membership along with strong technical skills in the required areas.
- **Role:** The Technology Committee is responsible for helping to manage all technical resources and online platforms used in various aspects of GATS operations including communications, website, social media, online member services, cloud accounts, and overall data security. The Technology Committee shall conform to appropriate technology priorities and policies set forth by the Board. Funding for Tamil Education Committee activities shall be in accordance with the annual GATS Budget approved by the Board. The technology Committee shall advise and assist EC in implementing evolving technology effectively.

5. Newsletter/Magazine Committee

- **Number of Members:** The Newsletter/Magazine Committee shall have between 3 and 9 members selected out of volunteer nominations submitted.
- **Qualifications:** One year of active GATS membership along with strong language and writing skills.
- **Role:** Duties of this Committee include publishing weekly electronic newsletters, magazines and helping the EC with publication of GATS annual directory/souvenir. The Newsletter/Magazine Committee shall conform to appropriate direction and communication requests of the Board and the EC. Funding for the Newsletter/Magazine Committee activities shall be in accordance with the annual GATS Budget approved by the Board.

6. Youth Committee

- **Number of Members:** The Youth Committee shall have between 3 and 9 members selected out of volunteer nominations submitted and shall be organized before the end of January.
- **Qualifications:** Any GATS youth member in good standing of age 14 -22 years.
- **Responsibilities:** The Youth Committee shall nurture and promote leadership qualities in youth and help them carry out community, social, cultural, and charity programs. Funding for Youth Committee activities shall be in accordance with the annual GATS Budget approved by the Board.

7. Sports Committee

- **Number of Members:** The Sports Committee shall have 7 members, five of which shall be non-EC/OC members, and one shall be an OC member.
- **Qualifications:** Any GATS member in good standing, with skills to organize or to help with community sports events.
- **Role:** The Sports Committee is responsible for helping to nurture and promote leadership qualities in youth and help them carry out community, social, cultural, and charity programs and to advise and assist the EC in managing sports events effectively. Funding for Sports Committee activities shall be in accordance with the annual GATS Budget approved by the Board.

8. Media Committee (MC)

- **Number of Members:** The MC shall consist of six members to include the CC, the President, Chairperson of Board of Directors, Secretary, Treasurer, and a member of the Operations Committee (OC) with the Communications Coordinator (CC) playing a primary lead role.
- **Qualifications:** No qualifications other than applicable ex-officio position.
 - **Responsibilities:** The Media Committee shall work closely with the CC to disseminate information to the community via e-Letter, website, and other portals of communication such as social media platforms, in compliance with GATS' communication policy.